



# SYNCOM

## FORMULATIONS (INDIA) LIMITED

A WHO-GMP & ISO 9001-2015 CERTIFIED COMPANY



# 30th

## ANNUAL REPORT 2017-2018

**SYNERGISTIC COMBINATION FOR HEALTH**

# XY CRAT

Suspension/Capsules  
Lycopene, Minerals & Vitamins

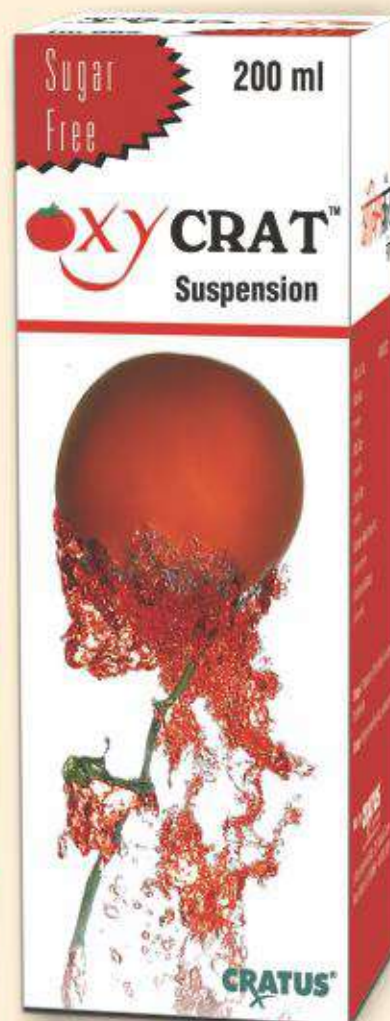
Pure  
Lycopene

Beneficial as co-therapy in,

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

XY CRAT  
Suspension/Capsules  
Lycopene, Minerals & Vitamins

*Amazing phyto-nutrient &  
powerful anti-oxidant*





**BOARD OF DIRECTORS**

**Shri Kedarmal Shankarlal Bankda**  
Executive Chairman

**Shri Vijay Shankarlal Bankda**  
Managing Director

**Smt. Rinki Ankit Bankda**  
Whole-Time Director (w.e.f. 15.11.2017)

**Shri Vinod Kumar Kabra**  
Independent Director

**Shri Krishna Das Neema**  
Independent Director

**Shri Praveen Jindal**  
Independent Director

**OTHER KEY MANAGERIAL PERSONNEL**

**Shri Ankit Kedarmal Bankda**  
Chief Financial Officer

**CS Karishma Kakkar**  
Company Secretary & Compliance Officer

**AUDIT COMMITTEE**

**Shri Krishna Das Neema**  
Independent Director - Chairman

**Shri Vinod Kumar Kabra**  
Independent Director - Member

**Shri Praveen Jindal**  
Independent Director - Member

**STAKEHOLDERS' RELATIONSHIP COMMITTEE**

**Shri Krishna Das Neema**  
Independent Director - Chairman

**Shri Vinod Kumar Kabra**  
Independent Director - Member

**Shri Praveen Jindal**  
Independent Director - Member

**NOMINATION AND REMUNERATION COMMITTEE**

**Shri Krishna Das Neema**  
Independent Director - Chairman

**Shri Vinod Kumar Kabra**  
Independent Director - Member

**Shri Praveen Jindal**  
Independent Director - Member

**CSR COMMITTEE**

**Shri Kedarmal Shankarlal Bankda**  
Whole-Time Director - Chairman

**Shri Vijay Shankarlal Bankda**  
Managing Director - Member

**Shri Krishna Das Neema**  
Independent Director - Member

**RISK MANAGEMENT COMMITTEE**

**Shri Vijay Shankarlal Bankda**  
Managing Director - Chairman

**Shri Krishna Das Neema**  
Independent Director - Member

**Smt. Rinki Ankit Bankda**  
Whole-Time Director (w.e.f. 15.11.2017) - Member

**STATUTORY AUDITOR**

**Sanjay Mehta & Associates**  
Chartered Accountants  
Indore - 452 018 (M.P.)

**INTERNAL AUDITOR**

**Bansal & Agrawal**  
Chartered Accountants

**SECRETARIAL AUDITOR**

**D.K. Jain & Co.**  
Company Secretaries  
Indore - 452 001 (M.P.)

**COST AUDITOR**

**M. Goyal & Co.**  
Cost Accountants

**BANKERS**

Dena Bank, Mumbai

**NAME OF STOCK EXCHANGE & SCRIP CODE**

BSE Limited, Scrip Code: 524470

**REGISTERED OFFICE**

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

**CORPORATE OFFICE**

207, Saket Nagar, Indore - 452018 (M.P.)  
Phone : 0731-2560458  
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 - 452010 (M.P.)  
Phone : 0731-4065799 / 4065797  
Email : ankit\_4321@yahoo.com

Contents	Page No.
Notice	02
Director's Report	06
Auditor's Report	31
Balance Sheet	34
Profit & Loss Statement	35
Cash Flow Statement	36
Notes on Financial Statement	39
Proxy Form / Admission Slip	59



**NOTICE FOR THE 30TH ANNUAL GENERAL MEETING**

**Notice** is hereby given that 30th Annual General Meeting of the members of **SYNCOM FORMULATIONS (INDIA) LIMITED** will be held on Friday, the 28th day of September, 2018 at 3:00 P.M. at **Ola Vakola Banquet, B-25/198, Anand Nagar, Vakola, Near Vakola Police Station, Opp. Kohinoor Marbles, Near Western Express Highway, Santacruz East, Mumbai, Maharashtra 400055** to transact the following businesses: **ORDINARY BUSINESSSES :**

1. To receive, consider and adopt the Audited Financial Statements containing the Balance Sheet as at 31st March, 2018, the Statement of Profit & Loss and Cash Flow for the financial year ended 31st March, 2018 and the Reports of the Boards' and Auditors thereon.
2. To appoint a director in place of Shri Vijay Shankarlal Bankda (DIN: 00023027) who is liable to retire by rotation and being eligible, offers himself for re-appointment.
3. 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 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 29th Annual General Meeting held on 29th day of September, 2017 for the appointment of M/s Sanjay Mehta & Associates, Chartered Accountants (ICAI Firm Registration No.011524C) as the Auditors of the Company to hold office till the conclusion of the 34th Annual General Meeting of the Company to be held in the year 2022 be and is hereby ratified their re-appointment for the year 2018-19 and that they shall hold the office of the auditors upto their remaining term of appointment as per the amendment made in Section 139 of the Companies Act, 2013 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 BUSINESSSES:**

4. **Appointment of Cost Auditor of the company:**  
 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(3) of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors Rules) 2014, including any statutory modifications(s) or re-enactment thereof for the time being in force, M/s M. Goyal & Co., (Firm Registration No. 000051) appointed as the Cost Auditors by the Board of Directors of the Company for conducting Cost Audit for the financial year 2018-19 on a remuneration amounting to Rs. 25,000/- plus GST be and is hereby ratified."
5. **Appointment of Mrs. Rinki Bankda as the Whole-Time Director of the Company:**  
 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 read with 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 appointment of Mrs.Rinki Bankda (DIN- 06946754) as the Whole-time Director and designated as the Executive Director of the Company for a period of 5 (Five) years w.e.f. 15th November, 2017 on the following terms and condition.

- (a) Salary:in the scale of Rs 50,000/- per month with an annual increment of Rs. 5,000/- per year in the breakup of the remuneration as may be mutually decided by the Board within the permissible maximum limit as may be considered in the best interest of the company.
- (b) Allowances/perquisites: as per Category A, subject to the maximum of salary.

**Category: A**

1. House Rent: The Company shall pay House Rent Allowance subject to a maximum of 50% of the salary or house accommodation and 10% of salary shall be recovered by way of rent. Expenditure incurred by the Company on her electricity, water and furnishing shall be evaluated as per Income Tax Rules, 1962 subject to a ceiling of 10% of salary.
2. Medical Expenses: Re-imbusement of medical expenses of the Whole-time Director and her family, the total cost of which to the Company on actual basis.
3. Leave travel assistance: Expenses incurred for self and family in accordance with the Rules of the Company.
4. Club Fees: subject to a maximum of two clubs, this will not include admission and life membership.
5. Personal accident insurance premium: on actual basis.

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

**Category B - Exempted from the limits prescribed under the Schedule V:**

1. Employers Contribution to PF: As per the Rules of the Company.
2. Gratuity: As per rules of the Company, subject to a maximum ceiling as may be prescribed under the Payment of Gratuity Act from time to time.
3. Leave encashment: up to 15 days salary for every one year completed service as per the rules of the Company.  
 Provided that the above said perquisites shall not be counted for the purpose of calculation of the remuneration payable to the Executive Director.

**Category C - Facilities to perform the companies work:**

1. 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 made as per actual on the basis of claims submitted by her.
2. Telephone, Internet & Cell: Free use of telephone, internet at her residence and Cell phone, provided that the personal long distance calls on the telephone shall be billed by the Company to the Whole-time Director.

**FURTHER RESOLVED THAT** in the event of there being loss or inadequacy of profit for any financial year, the remuneration payable to Mrs.Rinki Bankda 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 her tenure.

**FURTHER RESOLVED THAT** there shall be clear relation of the Company with Mrs.Rinki 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.

**RESOLVED FURTHER THAT** Mrs.Rinki Bankda, Whole-time Director shall also be entitled for the reimbursement of actual entertainment, travelling, boarding and lodging expenses incurred by her 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".

**6. Re-appointment of Shri Vinod Kumar Kabra (DIN: 01816189) as an Independent Director of the Company:**

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

**"RESOLVED THAT** pursuant to provisions of sections 149 and 152 and other applicable provisions, if any of the Companies Act, 2013 ('the Act'), rules framed thereunder and Schedule IV of the Act and other applicable provisions of the SEBI (LODR) Regulations, 2015,(including any statutory modification(s) or re-enactment(s) thereof, for the time being in force),Shri Vinod Kumar Kabra (DIN: 01816189)who was appointed as an Independent Director for the 1st term of 5 (Five) consecutive years ending on 31st March, 2019 and being eligible, and has submitted a declaration for his independence and upon recommendation of the Nomination and Remuneration Committee, and Board of Directors, Shri Vinod Kumar Kabra be and is hereby re-appointed as an Independent Director of the Company, for a second term of 5 (Five) consecutive years w.e.f., 1st April 2019 to 31st March, 2024" and he shall not be liable to retire by rotation.

**7. Re-appointment of Shri Krishna Das Neema (DIN: 02294270) as an Independent Director of the Company:**

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

**"RESOLVED THAT** pursuant to provisions of sections 149 and 152 and other applicable provisions, if any of the Companies Act, 2013 ('the Act'), rules framed thereunder and Schedule IV of the Act and other applicable provisions of the SEBI (LODR) Regulations, 2015,(including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Shri Krishna Das Neema (DIN: 02294270) who was appointed as an Independent Director for the 1st term of 5 (Five) consecutive years ending on 31st March, 2019 and being eligible, and has submitted a declaration for his independence and upon recommendation of the Nomination and Remuneration Committee, and Board of Directors, Shri Krishna Das Neema be and is hereby re-appointed as an Independent Director of the Company, for a second term of 5 (Five) consecutive years w.e.f., 1st April 2019 to 31st March, 2024" and he shall not liable to retire by rotation.

**8. Re-appointment of Shri Praveen Jindal (DIN:05327830) as an Independent Director of the Company:**

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

**"RESOLVED THAT** pursuant to provisions of sections 149 and 152 and other applicable provisions, if any of the Companies Act, 2013 ('the Act'), rules framed



thereunder and Schedule IV of the Act and other applicable provisions of the SEBI (LODR) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Shri Praveen Jindal (DIN:05327830) who was appointed as an Independent Director for the 1st term of 5 (Five) consecutive years ending on 31st March, 2019 and being eligible, and has submitted a declaration for his independence and upon recommendation of the Nomination and Remuneration Committee and Board of Directors, Shri Praveen Jindal be and is hereby re-appointed as an Independent Director of the Company, for a second term of 5 (Five) consecutive years w.e.f., 1st April 2019 to 31st March, 2024" and he shall not be liable to retire by rotation.

**9. For authority to the Board to make loans to companies/ body corporate under section 185 of the Companies Act, 2013:**

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

**"RESOLVED THAT** pursuant to provisions of section 185, 186 read with section 188 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Meetings of Board and its Powers) Rules, 2014 (including any amendment, modification or re-enactment thereof) and the SEBI (LODR) Regulations, 2015 as may be applicable the approval of Members of the Company, be and is hereby accorded for authority to the Board of directors and/or committee thereof for providing any advance(s), loan(s), any loan represented by book debts, and/or to give guarantee or to provide any security on the assets of the Company in connection with loan taken by the companies/bodies corporate in which any director of the company is directly or indirectly concerned and/or interested from time to time subject to the maximum amount of Loans/Advances and or guarantee and securities not exceeding Rs. 200.00 Lakhs (Rs. Two Crores only) at any point of time.

**Place : Indore**

**By order of the Board**

**Date : 14th August, 2018**

**Registered Office:**

CIN:L24239MH1988PLC047759  
7, Niraj Industrial Estate,  
Off Mahakali Caves Road,  
Andheri (East), Mumbai - 400093 (MH)

**CS KARISHMA KAKKAR**  
**Company Secretary &**  
**Compliance Officer**  
**ACS : 46187**

**Notes:**

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/HERSELF. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
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 may appoint a single person as a proxy and such person shall not act as a proxy for any other person or Shareholder.  
The instrument of proxy in order to be effective should be deposited at the Registered Office of the Company duly completed and signed not less than 48 hours before the time fixed for the Meeting. A Proxy form is sent herewith.
3. The Explanatory Statement pursuant to section 102 of the Companies Act, 2013, which sets out details relating to special business at the meeting, is annexed thereto.
4. The company has notified closure of Register of Members and Share Transfer Books from 22nd September, 2018, Saturday to 28th September, 2018, Friday (both days inclusive) for the purpose 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 Boards.
7. Members seeking any information are requested to write to the Company by email at [finance@sfil.in](mailto: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 correct address for any change in their address and also intimate their active 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.) 452001.
9. Electronic copy of the Annual report for the year 2017-18 is being sent to the

members whose email IDs are registered with the Share Transfer Agent of 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 reports being sent in the permitted mode.

10. Members may also note that the Annual Report for year 2017-18 is also available 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 pursuant to section 113 of Companies Act, 2013 are requested to send a duly certified copy of the Board Resolution together with the respective specimen signatures of those representatives authorized under the said resolution to attend and vote on their behalf 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 Annual General Meeting.
13. Members/proxies/authorized representatives are requested to bring the duly signed attendance slip in accordance with their specimen registered with the Company and a copy of Annual Report with them to attend the Meeting.
14. 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.
15. Members who has not encashed the dividend for the year 2010-11 to 2016-17 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 2010-11 for a period upto 7 years shall be transferred to the IEPF of the Central Government and no claim in respect thereof shall be entertained by the Company thereafter.
16. (1) Adhering to the various requirements set out in the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the Company has, during financial year 2017-18, transferred to the IEPF Authority all the shares in respect of which dividend had remained unpaid or unclaimed for 7 (seven) consecutive years or more as on the due date of transfer, i.e. October 31, 2017. The Company shall further transfer to the IEPF Authority all the shares in respect of which dividend had remained unpaid or unclaimed for 7 (seven) consecutive years or more as for the dividend declared in the year 2010-11 on the due date of transfer. Details of shares transferred/unpaid dividend to the IEPF Authority are available on the website of the Company and the same can be accessed through the link: <http://www.sfil.in> The said details have also been uploaded on the website of the IEPF Authority and the same can be accessed through the link: [www.iepf.gov.in](http://www.iepf.gov.in).  
(2) Members may note that shares as well as unclaimed dividends transferred to IEPF Authority can be claimed back from them. Concern members/investors are advised to visit the web link: <http://iepf.gov.in/IEPFA/refund.htm> or contact Ankit Consultancy Pvt. Ltd. for lodging claim for refund of shares and/or dividend from the IEPF Authority.
17. Due dates for transfer of unclaimed/unpaid dividends as at 31st March, 2018 and due date for transfer thereafter the same to IEPF are as under:

Financial Year	Date of Declaration	Rate of Dividend in Rs. per Share of Rs. 10/	Due date for transfer to IEPF
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
2015-16	30.09.2016	0.02	29.11.2023
2016-17	29.09.2017	0.02	28.11.2024

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

18. As per SEBI Circular dated 20th April, 2018 such shareholders holding shares of the company in the physical form are required to provide details of the Income Tax PAN and Bank Account Details to the Share Transfer Agent of the Company. The Company has sent first letter to all the shareholders holding shares in the physical form by the Registered Post and further two reminder letters will also be sent by the company for requiring the aforesaid details. It may please be noted very carefully by the shareholders who are unable to provide required details to the Share Transfer Agent, or informed that the shares available in their name as per records to the share transfer agent does not belong to them or letter return back being undelivered on or before 17th October, 2018 (i.e. 180 days from the date of circular) shall be subject to



enhanced due diligence by the Company and the Share Transfer Agent.

19. As per Amendments made w.e.f. 8th June, 2018 in the Regulation 40 of the SEBI (LODR) Regulation, 2015 the shares shall be transferable only in the Demat form w.e.f., 5th December, 2018. Therefore, as per requirement of the Regulation the Share Transfer Agent of the Company has sent letters to the members holding shares in the physical form advising to get the shares in the Demat form as earliest. The members are requested to please take necessary action for dematerialization of shares as earliest but before 5th December, 2018 to avoid hardship in transfer of shares thereafter.
20. Members may also note that the Notice of 30th Annual General Meeting, Attendance Slip, Proxy Form, Route Map, Ballot Paper and the Annual Report for the year 2017-18 will also be available on the company website www.sfil.in for their download.
21. The Brief profile of the director seeking re-appointment at the ensuing annual general meeting is annexed with the Notice.
22. Voting through electronic means

- I. In compliance with provisions of section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (LODR) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 30th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the 30th Annual General Meeting (AGM) ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- II. 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 ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the 30th Annual General Meeting (AGM) may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on 25th September, 2018, Tuesday (I.S.T. 9:00 A.M.) and ends on 27th September, 2018, Thursday (IST 5:00 P.M.). During this period members of the Company, holding shares either in physical or in dematerialized form, as on the cut-off date of 21st September, 2018, Friday 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.
- V. The process and manner for remote e-voting are as under:

- A. Members are requested to carefully read the below mentioned instructions for remote e-voting before casting their vote.  
How do I vote electronically using NSDL e-Voting system?  
The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

**Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>  
Step 2 : Cast your vote electronically on NSDL e-Voting system.**

Details on Step 1 are mentioned below:  
How to Log-in to NSDL e-Voting website?

- a. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- b. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
- c. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.  
Alternatively, if you are registered for NSDL E-Services i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL E-Services after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
- d. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is In300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

- e. Your password details are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
  - f. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
    - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
    - b) Physical User Reset Password? (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
    - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
  - g. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
  - h. Now, you will have to click on "Login" button.
  - i. After you click on the "Login" button, Home page of e-Voting will open.

**Details on Step 2 are given below:**

**How to cast your vote electronically on NSDL e-Voting system ?**

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of **SYNCOM FORMULATIONS (INDIA) LTD.**
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

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](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.

- VI. 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.

**NOTE:** Shareholders who forgot the User Details/Password can use "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

In case Shareholders are holding shares in demat mode, USER-ID is the



combination of (DPID+ Client ID).

In case Shareholders are holding shares in physical mode, USER-ID is the combination of (EVEN No+ Folio No).

VII. 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).

VIII. 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 21st Sept., 2018.

IX. 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. 21st Sept., 2018 for eligible of the Notice and the Annual Report, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [Issuer/RTA](mailto:Issuer/RTA).

X. However, if a member is already registered with NSDL for remote e-voting then, he can use his existing user ID and password for casting his vote. If a member forgot his password, he can reset his password by using "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the toll free no.: 1800-222-990.

XI. 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.

XII. 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.

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

XIV. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting by "Ballot Paper" or "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. However, no remote e-voting facility shall be made available at the venue of the AGM.

XV. The Scrutinizer shall after the conclusion of voting at the AGM, 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 48 hours of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favor 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.

XVI. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.sfil.in](http://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.

**EXPLANATORY STATEMENT IN TERMS OF SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF SPECIAL BUSINESSES:**

**Item No. 4:**

The Board on the recommendation of Audit Committee and the Board has approved the appointment of M/s M. Goyal & Co., Cost Accountant (Firm Registration No. 000051) as the Cost Auditor of the Company for conducting Cost Audit for the year 2018-19 at a remuneration of Rs. 25,000/- plus applicable GST. In accordance with the provision of section 148 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 the remuneration payable to the Cost Auditor is required to be ratified by the Members of the company, accordingly consent of the members are sought for passing an Ordinary Resolution as set out in Item No. 4 of the notice for ratification of remuneration payable to the cost auditors.

None of the directors or Key Managerial Personnel (KMP) or their relatives are concerned or interested financially or otherwise in the proposed Resolution. The Board recommends to pass necessary resolution as set out in the Item No. 4 of the notice as an Ordinary Resolution.

**Item No. 5:**

Mrs. Rinki Bankda is a master's in business administrations and is having five years of experience in the management field. The Board has appointed her as the Whole-time directors of the company w.e.f., 15th November, 2017 on the recommendation of the Nomination and Remuneration Committee which has considered her qualifications and recommended her appointment in the category of the Whole-time Director and the Board of directors of the Company proposes to pass the respective resolution as set out in item No. 5 for approval as a Special Resolution.

Mrs. Rinki 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 her and Shri Kedarmal Bankda, the Chairman and Whole-time Director and Shri Ankit Bankda, CFO and KMP being her relatives may also be considered as interested otherwise. Except

that none of the other directors or other Key Managerial Personnel (KMP) or their relatives are concerned or interested in the Resolution.

The draft of the appointment letter is available at the AGM and also hosted at the website of the Company.

Mrs. Rinki Bankda do not hold any share in the Company.

**Item No. 6 to 8:**

**Shri Vinod Kumar Kabra (DIN 01816189), Shri Krishna Das Neema (DIN 02294270) and Shri Praveen Jindal (DIN 05327830)** were appointed as Independent Directors pursuant to the provisions of section 149 of the Companies Act, 2013 read with rules framed thereunder ('the Act') and the Clause 49 of the erstwhile Listing Agreements. The aforesaid three Independent Directors are eligible to hold office as Independent Directors for the first term of 5 (Five) consecutive year upto 31st March, 2019.

In the opinion of the Board the above said directors fulfills the conditions for appointment of Independent Director as specified in the Act and the Rules made there under as well as SEBI (LODR) Regulations, 2015 as amended from time to time, and is Independent of the management.

The Board of Directors at its meeting held on 14th August, 2018, upon the recommendation of the Nomination and Remuneration Committee and based on the performance evaluation, considered the background and experience and contribution made by them during their tenure, the association of these three Independent Directors would be beneficial to the Company and it is desirable to re-appoint them as the Independent Directors of the Company for a second term of 5 (Five) consecutive years w.e.f 1st April, 2019 to 31st March, 2024, and they shall not be liable to retire by rotation. The detailed profile of the aforesaid directors as required under the provisions of Regulation 36(3) of the Listing Regulations, 2015 and other applicable provisions, have been given in this notice.

The Board of Directors recommends the special resolution as set out at item No. 6 to 8 of this Notice for your approval. Except the proposed appointees as stated above, none of the other Directors nor Key Managerial Personnel or relatives thereof, has any concern or interest, financially or otherwise, in the resolution at Item No. 6 to 8 of this notice.

The draft of the appointment letter is available at the AGM and also hosted at the website of the Company.

They are not holding any share in the Company.

**Item No. 9:**

As per section 185 of the Companies Act, 2013 as amended by the Companies (Amendment) Act, 2017 which is effective from 7th May, 2018 which empowers the Board of Directors of the company to give advances, loans including any loan represented by book debts or give any guarantee or provide any security in connection with any loan taken by any company and/or body corporate in whom any or all the director(s) of the company are considered as directly/indirectly concerned or interested subject to the approval of members by way of Special Resolution. Therefore in view of the requirements of other companies or the body corporate in which one/or more directors may be concerned or interested, may be required to provide its financial support by way of providing short term or long term loans, advances and/or to provide guarantee or security on the assets of the Company on behalf of such companies/body corporate to such other bank/financial institution which provides loans and advances whether fund based or non-fund based credit facilities as the case may be from time to time in view of the business requirements of such companies to support them. The Board considered that it may needs to provide the advances, loans or to provide guarantee or security to M/s ARP Pharma Pvt. Ltd. subject to the maximum of Rs. 2.00 Crores only

However, before providing aforesaid loans, advances or guarantee and securities the Board shall ensure that:-

- 1) The said loan will be used by entities in their normal course of business.
- 2) Compliance under section 186 and 188 of the Companies Act, 2013;
- 3) The related entity will check their limit as prescribed under section 180 of the Companies Act, 2013 if applicable

The concerning directors as the case may be deemed to be concerned or interested financially to the extent of the loans, advances, guarantee or securities furnished by the Company. The Board of directors recommends the aforesaid Special Resolution set out at Item No 9 of the Notice for approval by the shareholders.



Brief Profile of the Directors seeking re-appointment as per Item No. 2,5,6,7 & 8 in the ensuing Annual General Meeting

Name of Directors	Shri Vijay Shankarlal Bankda	Mrs. Rinki Bankda	Shri Vinod Kumar Kabra	Shri Krishna Das Neema	Shri Praveen Jindal
Designation	M.D.	W.T.D.	Ind. Director	Ind. Director	Ind. Director
Date of Birth	17/09/1958	14/06/1987	20/01/1952	15/08/1951	18/03/1984
Date of Appointment	01/12/1999	15/11/2017	30/04/2007	31/07/2008	12/07/2012
Expertise/ Experience in specific functional areas	More than 38 yrs. exp. in Pharmaceutical field in various capacity. He is the Key founder person & promoter of the company.	More than 5 yrs. of exp. in the field of management.	Experience of more than 39 yrs. in the educational field	40 yrs. exp. in Business	12 yrs. exp. in Electronic & IT field
Qualification	B.Com, LLB	MBA	B.Ed., M.Com, LLB	M.Com, L.L.B.	B.E. (E. & T.C.)
No. & % of Equity Shares held	58553775 (7.50%)	-	-	-	-
List of outside Company's directorship held	-	-	-	-	-
Chairman/Member of the Committees of the Board of Directors of the Company	1.CSR Committee 2.Risk Management Committee	Internal Committee of sexual Harassment of Women at Workplace 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
Chairman /Member of the Committees of the Board Directors of other Companies in which he is director	-	-	-	-	-
Intere relations with other directors and KMP	Brother of Shri Kedamal Bankda, Chairman & Whole-time Director	Daughter in law of Shri Kedamal Bankda, Chairman & Whole-time Director and Wife of Shri Ankit Bankda, CFO of the company.	-	-	-

Place : Indore

Date : 14th August, 2018

Registered Office:

CIN:L24239MH1988PLC047759

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

By order of the Board

**CS KARISHMA KAKKAR**  
Company Secretary &  
Compliance Officer  
ACS : 46187

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

To,

The Members,

Syncom Formulations (India) Limited

The Directors presenting their 30th Annual Report together with the Audited Standalone Financial Statements of the Company (Syncom) for the year ended 31st March, 2018.

**HIGHLIGHTS OF PERFORMANCE/STATE OF AFFAIRS**

- Total net income for the year decreased to Rs. 16315.57 Lakhs as compared to Rs. 18792.12 Lakhs in the previous year;
- Total net sales for the year was Rs.15871.78 Lakhs as compared to Rs. 18484.03 Lakhs in the previous year;
- Total profit before tax for the year was Rs.1201.48 Lakhs as compared to Rs.1599.52 Lakhs in the previous year; and
- Profit after tax for the year was Rs. 864.71 Lakhs as compared to Rs.1065.19 Lakhs in 2017.

**Financial Results**

(Rs. in Lakhs)

Particulars	Year Ended On	
	31.03.2018	31.03.2017*
Revenue from Operations (Net)	15871.79	18484.03
Other Income	443.95	308.09
<b>Total Income</b>	<b>16315.74</b>	<b>18792.12</b>
Total Expenditure except Interest and Depreciation	14704.55	16848.71
<b>Profit before Interest, Depreciation &amp; Tax (EBIDTA)</b>	<b>1611.19</b>	<b>1943.41</b>
Less: Interest	26.57	30.70
Less: Depreciation	372.98	312.28
<b>Profit before Tax and exceptional item</b>	<b>1211.64</b>	<b>1600.43</b>
Less: Exceptional Item	10.15	0.90
<b>Profit before Tax</b>	<b>1201.49</b>	<b>1599.53</b>
Less: (a) Current Tax	304.14	403.26
(b) Tax adjustments related to previous year	2.66	0.00
(c) Deferred Tax	29.98	131.08
<b>Net Profit for the Year</b>	<b>864.71</b>	<b>1065.19</b>
Add: Other Comprehensive Income	101.29	(27.06)
<b>Total Comprehensive Income</b>	<b>966.00</b>	<b>1038.13</b>
Add: Surplus brought forward from previous year	1948.07	1921.57
<b>Total Surplus</b>	<b>2180.75</b>	<b>2196.32</b>
Paid up Equity Share Capital	7806.52	7806.52
<b>EPS (Equity Shares of Rs. 1/- each) Basic &amp; Diluted (in Rs.)</b>	<b>0.12</b>	<b>0.13</b>

\*The Company has adopted Ind AS w.e.f. 1st April, 2017, accordingly the figures for the previous year ended 31st March, 2017 have been re-arranged/re-grouped to make comparable with the current year 2017-18 in accordance with Ind AS as prescribed under section 133 of the Companies Act, 2013.

In the pharmaceutical industry, costs attributed to manufacturing are a major part of a company's total expenses. The input cost has substantially increased during the year, but the medicine spending growth appears to be slowing rather than driving upward. Hence, this has affected the sales of the company at top as well as at the bottom line and in turn affecting the overall financial performance of the company.

**DIVIDEND**

In view to conserve resources, the Board has not recommended any dividend on Equity shares for the Financial Year 2017-18 (Previous year Rs. 0.02 per equity share).

**SHARE CAPITAL & RESERVES**

The paid up Share Capital of Syncom as on 31st March, 2018 was Rs. 78,06,52,180 divided into 78,06,52,180 equity shares of Re. 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, 2018, Your company do not hold any instruments convertible into the equity shares of the Company.

**Transfer to Reserves**

During the year under review your company proposes to transfer Rs.900.00 Lakhs to





the general reserves (Previous year Rs. 700.00 Lakhs).

**FINANCE**

Cash and cash equivalent as at 31st March, 2018 was Rs. 76.01 Lakhs as compared to Rs. 657.14 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.

**TRANSFER OF THE AMOUNT OF UNPAID DIVIDEND AND SHARES TO INVESTOR EDUCATION & PROTECTION FUNDS (IEPF)**

Pursuant to the provisions of the Companies Act, 2013 read with the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("the Rules") all unpaid or undaimed dividend are required to be transferred by the company to the IEPF established by the Government of India, after the completion of 7 (seven) years. Further, according to the rules, the shares on which dividend has not been paid or claimed by the shareholders for 7 (seven) consecutive years or more also required to be transferred to the Demate account of the IEPF Authority. Accordingly, the company has transferred the unclaimed and unpaid dividends of Rs. 2,08,992/- and has also transferred 4,53,700 equity shares of Re. 1/- each for the F.Y. 2008-09 and 41,110 equity shares for the year 2009-10 of Re. 1/- each to the IEPF Authority as per the requirement of the IEPF rules. The details related to dividend remains unpaid-undaimed in the Company has been given in the Corporate Governance Report attached with the annual report of the Company and also hosted at the website of the Company.

**DEPOSITS**

The details relating to deposits, covered under Chapter V of the Act

- (a) Accepted during the year : Nil
- (b) Remained unpaid or unclaimed as at the end of the year: Nil
- (c) Whether there has been any default in repayment of deposits or payment of interest thereon during the year and if so, number of such cases and the total amount involved: Nil

**Details of deposits which are not in compliance with the requirements of Chapter V of the Act:**

The Company has not accepted any deposit which are not in compliance of the Companies (Acceptance of Deposits) Rules, 2014 during the financial year.

**PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS**

Your company has not given any guarantee or provided any security to the other business entity during the financial year, however, has made investment in equity shares of other body corporate and details of the investments are disclosed as per the requirement of Regulation 34(3) of the SEBI (LODR) Regulations, 2015 read with Schedule V of the Listing Regulations is given as under.

Name of the Company	Relationship	Investment made/ Guarantee/ Loans Provided	No. of Shares	Op. Balance as on 01/04/2017 (Fair Value in Rs.)	Transactions made during the year	Closing Bal. as on 31/03/2018 (Fair Value in Rs.)
Ravi Kumar Distilleries Ltd.	-	Investment in equity shares	511000	58,81,610	-	64,38,600
Bil Energy System Ltd.	-	Investment in equity shares	1063000	7,12,210	-	7,86,620
PFL Infotech Ltd.	-	Investment in equity shares	32700	3,53,160	-	2,90,703
Risa International Ltd.	-	Investment in equity shares	45000	64,350	-	48,600
Rutron International Ltd.	-	Investment in equity shares	550000	7,15,000	-	7,15,000
Upsurge Investment & Finance Ltd.	-	Investment in equity shares	274000	40,41,500	-	1,21,38,201
Trade Services FZE*	WOS	Investment in share capital (WOFS)	1 share of face value AED 65000	10,67,896	(10,67,896)	0

The investment made by the company are within the limit as specified under the provisions of section 186 the Companies Act, 2013 and the company is not required to take any approval from the members from enhancing the limit as required under section 186 of the Companies Act, 2013.

**MANAGEMENT DISCUSSION AND ANALYSIS REPORT:**

**Economic Scenario:**

In the International Monetary Fund's (IMF) April, 2018 report the World Economic Outlook, India's growth rate is projected to be 7.4% in 2018 and 7.8% in 2019. According to the latest estimate India re-emerges as the fastest growing economy, outperforming other emerging markets such as China, Russia and Brazil.

India's growth has recovered from the temporary dip post the implementation of the Goods and Services Tax (GST) in last July – a change that is expected to lead to ease in doing business and broadening of the tax base through conversion of India into one common market.

The World pharmaceuticals market is forecast to grow with approx 12% or more from up till 2020 which can be increased if companies invest more in drug research sector as well as promotion. The Indian Pharmaceutical Industry is the 3rd largest pharmaceutical market in terms of volume and 10th largest in terms of value, contributing towards 10% of global production. India holds an important position in the World pharmaceutical market.

In the Union Budget 2018, the government has demonstrated its commitment to increase healthcare spending. In another path-breaking move, the government unveiled the National Health Protection Scheme under which an annual health insurance cover of Rs. 5 lakh will be provided to nearly 100 million under-privileged households in the country. In addition, the National Health Policy (approved in 2017) proposes to increase government spending on healthcare from current 1.1% of GDP to 2.5% over the next 5-7 years, predominantly through levying the health cess. As proposed, Government would provide free primary care supplemented by public/private hospital care for roughly 70% of the population. The proposed policy references the importance of a "dynamic regulatory regime" to ensure the safety, efficacy, and quality of drugs and medical devices that are manufactured, imported, or sold in the country to safeguard the public from sub-standard or unsafe drugs and to ensure the Indian pharmaceutical industry's global and domestic reputation and leadership.

**INDUSTRY STRUCTURE AND OPPORTUNITIES**

In this economic scenario, the Indian Pharmaceuticals Market has seen value growth in line with the market for the last one year. According to the IMS Market Prognosis Report 2016-2021, the IPM is forecasted to grow at a compounded annual growth rate (CAGR) 9.2% over the period 2016-2021, reaching a total value of 1833.6 billion by 2021. The market is highly fragmented with the top companies constituting 43% share of the IPM and the top 150 companies accounting for 97% of the IPM. The IPM is primarily made up of Indian companies, with a share of 79% of the market while acute therapies continue to dominate the market constituting 64% of the IPM.

National Health Protection Scheme in the name of Ayushman Bharat is ambitiously aiming to extend health insurance coverage of up to Rs. 5 lakh per family per annum to over 10 Crore families from the vulnerable and under-privileged sections of society, equating to around 50 Crore beneficiaries, equivalent to 40% of the population.

**RISKS & CONCERNS**

The company is a generic pharmaceutical player operating in different countries across the globe, there are large number of players in the market ultimately resulting in cut throat competition. This competition and also the increasing input cost constantly puts pressure on the prices of the generic products which company charges to the customers. During the past few years industry has witnessed various changes. A few other concerns are regulatory risk, growth risk, litigation risk, inflation which ultimately affect the business and volume of the products of the company.

The first Draft of the pharmaceutical policy was released in mid-2017 and reflects the government's commitment to address issues surrounding drug quality and availability in the Indian pharmaceutical market. The policy states: "The quality assurance of indigenously manufactured drugs is another area of concern. While the drugs that get exported have a stringent quality assurance system, put in place and insisted upon by the importing countries' internal requirements; concerns have been raised on the quality surveillance of the indigenously manufactured drugs for domestic consumption."

Prices will remain under pressure as the scope of price control increased under Drug Price Control (Amendment) Order (DPCO) following the update of the National List of Essential Medicines (NLEM). Currently 29 therapeutic classes are covered by the list. It is expected that future revision of NLEM will ensure price Controls are not diluted. The department of Pharmaceuticals is also amending the DPCO. It is likely that some of the amendments will pose further challenges to the industry.

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.

**CSR INITIATIVES**

In view of the profits and turnover of Syncom during the previous 3 (three) years, Syncom is required to Undertake Corporate Social Responsibility (CSR) projects during the year 2017-18 under the provisions of the section 135 of the Companies Act, 2013 and the rules made there under. As part of its initiatives under 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. The Board confirms 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.

**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 employee's 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'.

**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 to 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.

**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.

Statement showing the number of complaints filed during the financial year and the number of complaints pending as on the end of the financial year is shown as under: -

Category	No. of complaints pending at the beginning of F.Y. 2017-2018	No. of complaints filed during the F.Y. 2017-2018	No. of complaints pending as at the end of F.Y. 2017-2018
Sexual Harassment	Nil	Nil	Nil

No complaint was received during the year which is appreciable as the management of the company endeavor efforts to provide safe environment for the female employees of the company.

**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.

**VIGIL MECHANISM/WHISTLE BLOWER POLICY**

Your company has a Vigil Mechanism in place which also includes a whistle blower policy in terms of the listing regulation for Directors and employees of the Company to provide a mechanism which ensures adequate safeguards to employees and Directors from any victimization on raising of concerns of any violations of legal or regulatory requirements, incorrect or misrepresentation of any financial statements and reports, etc. The Vigil Mechanism/Whistle Blower Policy of the Company can be accessed on the Company's website at www.sfil.in and the same is being attached with this Report as "Annexure-B".

All the employees have the right/option to report their concern/grievance to the Chairman of the Audit Committee. During the year under review no protected disclosure from any Whistle Blower was received by the designated officer under the Vigil Mechanism.

**SUBSIDIARIES, ASSOCIATE COMPANIES AND JOINT VENTURES:**

Syncom had 100% Wholly owned Subsidiary Company as Trade Services FZE foreign subsidiary, which has ceased to be in existence w.e.f 25th April 2017. Except that the Company does not have any associate or joint venture company at the beginning or any time during the year 2017-18. A statement containing salient features of the financial statements of the closed down subsidiary company in the Form AOC-1 is also included in the Annual Report as the "Annexure C".

**PROVISION OF VOTING BY ELECTRONIC MEANS:**

Your Company is providing E-voting facility under section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015. The details regarding e-voting facility is being given with the notice of the Meeting.

**BOARD OF DIRECTORS, KMPs AND MEETINGS OF THE BOARD**

**Declaration of Independency by Independent Directors**

The Company have received necessary declaration from all the independent directors as required under section 149(6) of the Companies Act, 2013 confirming that they meet the criteria of Independence as per the SEBI (LODR) Regulation, 2015 and the Companies Act, 2013. In the Opinion of the Board, all the independent directors fulfill the criteria of the independency as required under the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015.

**Independent Directors seeking re-appointment:**

Pursuant to the provision of section 149(10) of the Companies Act, 2013 a term of 5 (five) consecutive years on the Board of the Company of Shri Krishna Das Neema, (DIN 02294270), Shri Vinod Kumar Kabra (DIN 01816189) and Shri Praveen Jindal (DIN 05327830) as Independent Directors will be completed on 31st March, 2019.

However, they are eligible for re-appointment on passing of special resolution for a second term of 5 (five) consecutive years. Therefore, the Board at their meeting held on 14th August, 2018 upon the recommendation of the Nomination and Remuneration Committee has recommended their re-appointment w.e.f. 1st April, 2019 to 31st March, 2024. Your Board of directors recommends to pass necessary special resolutions to that effect as set out in the notice of the Annual General Meeting.

**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, Shri Vijay Shankarlal Bankda (DIN 00023027) director is liable to retire by rotation and he is eligible for re-appointment. Your Board recommends to pass necessary resolution for his re-appointment.

**Change in the Key Managerial Personnel's**

There is following changes in the Key Managerial Personnel during the year:-

- 1) CS Prachi Rathore Company Secretary & Compliance officer and KMP had resigned w.e.f. 14th August, 2017;
- 2) CS Karishma Kakkar was appointed as the Company Secretary and Compliance Officer and as Key Managerial Personnel of the company w.e.f. 16th August, 2017;
- 3) Designation of Smt. Rinki Bankda has been changed from Women Non-Executive Director to Whole-time Director w.e.f. 15th November, 2017.

Except that there is no change in the Key Managerial Personnel's of the Company.



**Key Managerial Personnel's**

Syncom is having 5(Five) Key Managerial Personnel's viz Shri Vijay Shankarlal Bankda, Managing Director; Shri Kedarmal Shankarlal Bankda, Whole-time Director; Smt. Rinki Bankda, Whole Time Director; Shri Ankit Kedarmal Bankda, Chief Financial Officer and CS Karishma Kakkar, Company Secretary are functioning as the Key Managerial Personnel's under section 203 of the Companies Act, 2013 as on 31st March, 2018.

**Composition of the Board**

Syncom is having total 6 (Six) directors in the Board including 3 (Three) 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.

**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 2017-18 viz., on 30th May, 2017, 14th August, 2017, 14th Nov., 2017 and 14th Feb., 2018. 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.

**Board independence**

The definition of 'Independence' of Directors is derived from SEBI (LODR) 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.

**Policy on Directors' appointment and remuneration**

The Board has, on the recommendation of the nomination and remuneration committee framed a nomination, remuneration and evaluation policy which lays down the criteria for identifying the persons who are qualified to be appointed as directors and, or senior management personnel of the company, along with the criteria for determination of remuneration of directors, KMP's and other employees and their evaluation and includes other matters, as prescribed under the provisions of section 178 of Companies Act, 2013 and Regulation 19 of SEBI (LODR) Regulations 2015. Policy of the Company has been given at the website of the Company at www.sfil.in and the same are also covered in Corporate Governance Report forming part of this annual report.

**Annual evaluation by the Board**

The Company has devised a Policy for performance evaluation of the Board, Committees and other individual Directors (including Independent Directors) which include criteria for performance evaluation of Non-executive Directors and Executive Directors. The evaluation process inter alia considers attendance of Directors at Board and committee meetings, acquaintance with business, communicating inter se board members, effective participation, domain knowledge, compliance with code of conduct, vision and strategy.

The Board carried out an annual performance evaluation of the Board, Committees, Individual Directors and the Chairman. The Chairman of the respective Committees shared the report on evaluation with the respective Committee members. The performance of each Committee was evaluated by the Board, based on report on evaluation received from respective Committees.

The report on performance evaluation of the Individual Directors was reviewed by the Chairman of the Board and feedback was given to Directors.

**DIRECTORS' RESPONSIBILITY STATEMENT**

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

- a. that in the preparation of the annual financial statements for the year ended 31st March, 2018, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- b. that such accounting policies as mentioned in Note 1 & 2 of the Notes to the Financial

Statements have been selected and applied consistently and judgment 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 2018 and of the profit of the Company for the year ended on that date;

- c. that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. that the annual financial statements have been prepared on a going concern basis;
- e. that proper internal financial controls were in place and that the financial controls were adequate and were operating effectively.
- f. that systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

**COMMITTEES OF THE BOARD**

During the year under review, the Board has the 5 (five) Committees, as required under the Companies Act, 2013 and SEBI (LODR) Regulations, 2015 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

**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 their consideration on a quarterly basis. The statement is supported by a Certificate from the Managing Director and the Chief Financial Officer. 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

**SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS**

SEBI has issued an Order No. WTM/GMEFD/1/2018-19 dated 2nd April, 2018 in the matter of First Financial Services Limited, and has restrain the company to access the capital market for a period of three years from the date of the order and has allowed the company to enjoy the benefit of the reliefs as granted by them earlier. SEBI had granted an Interim Relief vide letter SEBI/HO/ISD/ISD/OW/P/2016/0000001565 dated 22nd January, 2016 in the aforesaid matter and further orders was issued by the SEBI on 25th August, 2016 for providing reliefs for sale of the investments as per conditions stipulated therein. The Company is complying with the terms and conditions of the same. The Company has filed an appeal before the SEBI Appellate Tribunal against the order dated 2nd April, 2018 issued by SEBI.

**AUDITORS**

**Statutory Auditors & their report**

According to applicable provisions of the Companies Act, 2013 M/s Sanjay Mehta & Associates., Chartered Accountant were appointed as statutory auditors of the company for a term of 5 (Five) years at the Annual General Meeting of the Company held on 29th Sept., 2017. The Auditors have confirmed their eligibility to continue as Auditors of the Company. Further, as per amendment made in section 139 of the Companies Act, 2013 which came in to force w.e.f. 7th May, 2018, the company is not required to ratify the their appointment.

The Board takes pleasure in stating that no such observation has been made by the Auditors in their report which needs any further explanation by the Board. The Auditor's Report is enclosed with the Financial Statement in this Annual Report.

**Cost Auditors**

Pursuant to section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Amendment Rules, 2014, Cost Records as specified by the Central Government under section 148(1) of the Companies Act, 2013 is 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 2017-18 on a remuneration of Rs. 25, 000/-plus GST 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. 4 of the Notice convening the Annual General Meeting. Your Company has filed the Cost Audit Report for the year 2016-17 to the Central Government on 18/12/2017, which was self-explanatory and needs no comments. The Company is in process to file the Cost Audit Report for the year 2017-18. Further that there is no qualification and observation raised by the auditors which needs clarification by the Board.

**Secretarial Auditors**

Pursuant to the provisions of section 204 of the Companies Act, 2013 read with 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 D".

Observations of the Secretarial Auditors: SEBI has issued an Order No. WTM/GM/efd/1/2018-19 dated 2nd April, 2018 in the matter of First Financial Services Limited, and has restrain the company to access the capital market for a period of three years from the date of the order and has allowed the company to enjoy the benefit of the reliefs as granted by them earlier.

Management Reply: Since the matter is old and the company have filed appeal before the competent authority, there is no need to give any further clarification.

**Disclosure of frauds against the Company:**

There were no instances for other than reportable fraud to the Central Government covered under section 134(3)(ca) of the Companies Act, 2013. Further that, the auditors have not found any fraud as required to be reported by them under section 143(12) to the Central Government during the year 2017-18.

**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 as set 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.

**CORPORATE GOVERNANCE**

As per SEBI (LODR) 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 E".

**MD & CFO Certification**

Certificate obtained from Shri Vijay Bankda Managing Director and Shri Ankit Kedarmal Bankda, Chief Financial Officer, pursuant to Regulation 17(8) of SEBI (LODR) Regulations, 2015 and for the year under review was placed before the Board at its meeting held on 30th May, 2018.

A copy of the certificate on the financial statements for the financial year ended March, 31, 2018 is annexed along with this Report as "Annexure F".

**CONSOLIDATED FINANCIAL STATEMENTS:**

Since the Company does not have any subsidiary, associate or joint venture, therefore the requirement for consolidation of the Financial Statements are not applicable to the Company.

**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 G".

**MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL STATUS OF THE COMPANY**

No material changes and commitments affecting the financial position of the Company occurred during the Financial Year to which this financial statements relate and the date of report.

**APPLICABILITY OF THE IND -AS**

Rule 4(1)(iii)(a) of the Companies (Indian Accounting Standards) Rules, 2015 notified vide Notification No. G.S.R. 111(E) on 16th Feb., 2015, provides that if the company is a listed company or having a net worth of less than Rs. 500 Crore then Company is required to comply with the Indian Accounting Standards (IND AS) w.e.f. 1st April, 2017. Therefore, the company has complied the same w.e.f. 1st April, 2017 and the Financial

Results for the year have been prepared according to IND-AS after making necessary adjustments as prescribed under Section 133 of the Companies Act, 2013.

**EXTRACT OF ANNUAL RETURN**

The details forming part of the extract of the Annual Return for the year 2017-18 in Form MGT-9 is annexed here with as "Annexure H".

**RATIO OF THE REMUNERATION OF EACH DIRECTOR TO THE MEDIAN EMPLOYEE'S REMUNERATION AND PARTICULARS OF EMPLOYEES.**

Pursuant to provision of section 197(12) of Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the details of Top 10 employees given in the "Annexure I".

During the year, none of the employees received remuneration in excess of Rs. One Crore Two Lakhs or more per annum or Rs. Eighty Lakhs Fifty Thousand per month for the part of the year. Therefore, there is no information to disclose in terms of the provisions of the Companies Act, 2013.

**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\\_dcmn&task=catview&gid=66&Itemid=105](http://www.syncomformulations.com/index.php?option=com_dcmn&task=catview&gid=66&Itemid=105).

**PREVENTION OF INSIDER TRADING**

In view of the SEBI (Prohibition of Insider Trading) Regulation, 2015 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 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.

**CAUTIONARY STATEMENT**

The statements made in this Report and Management Discussion and Analysis Report relating to the Company's objectives, projections, outlook, expectations and others may be "forward looking statements" within the meaning of applicable laws and regulations. Actual results may differ from expectations those expressed or implied. Some factors could make difference to the Company's operations that may be, due to change in government policies, global market conditions, foreign exchange fluctuations, natural disasters etc.

**ACKNOWLEDGEMENTS**

Your Directors thanks 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 stakeholders of the Company viz. customers, members, dealers, vendors, banks and other business partners for the excellent support received from them during the year. The Directors place on record their sincere appreciation to all employees of the Company for their unstinted commitment and continued contribution to the Company.

**For and on behalf of the Board**

**KEDARMAL BANKDA**  
**Chairman & Whole time Director**  
**DIN 00023050**

**Place: Indore**  
**Date : 14th August, 2018**



**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. 15871.78 Lakhs

(iii) Net Worth: Rs. 12194.25 Lakhs

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)
2016 - 2017	1587.74
2015 - 2016	1610.08
2014 - 2015	1563.48
<b>Total (A)</b>	<b>4761.30</b>
<b>Average of above said Profit</b>	<b>1587.10</b>

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

The Company is required to spend Rs.31.74 Lakhs towards CSR and your company has expended Rs.31.00 Lakhs towards the CSR activities for the year 2017-18. Thus, the Company is required to carry forward the amount of Rs. 0.74 Lakhs.

5. Details of CSR spend for the financial year

a. Total amount spent during the financial year 2017-18 : Rs.31.00 Lakhs

b. Amount unspent if any : Rs. 0.74 Lakhs

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/activities)	Amount spent on the project/activities	Cumulative expenditure upto reporting period	Amount spent direct or through implementing agency
1.	For health and Education	Health & education	Shreeyash Pratishthan GUT No. 258 (P) Satara Tanda, TQ and District. Aurangabad 431005	10.00	10.00	10.00	Through NGO
2.	For health and Education	Health & education	Shreeyash Pratishthan GUT No. 258 (P) Satara Tanda, TQ and District. Aurangabad 431005	21.00	21.00	21.00	Through NGO
			<b>TOTAL</b>	<b>31.00</b>	<b>31.00</b>	<b>31.00</b>	

6. During the financial year Co. has spent Rs.31.00 Lakhs against the requirement of Rs. 31.74 Lakhs. Committee is further identifying suitable Implementing Agency for this purpose and required more time to meet other Implementing Agency to achieve its CSR objectives. Company will endeavor to spend the complete amount on CSR activities in accordance with the statutory requirements.

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.

For and on behalf of the Board  
**KEDARMAL BANKDA**  
 Chairman & Whole time Director  
 & Chairman of the CSR Committee  
 DIN 00023050

Place: Indore

Date : 14th August, 2018

**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 Regulation 22 of the SEBI (LODR) Regulation, 2015 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 SEBI (LODR) Regulations, 2015.

2.3 "Competent Authority" means Shri Vijay Bankda, Managing Director of Syncom Formulations (India) Limited and will include any person(s) to whom he may delegate any of his powers as the Competent Authority under this policy from time to time. In case of conflict of interest (WTD being the subject person), Competent Authority means Chairman of the Audit Committee.

2.4 "Dedicated Confidential Section" means any Section/Department of the Company which is decided by the Competent Authority from time to time for maintaining the records as per the Whistle Blower/Vigil Mechanism Policy.

2.5 "Disciplinary Action" means any action that can be taken on completion of / during the investigation proceedings by the Competent Authority as he/she deems fit considering the gravity of the matter.

2.6 "Employees" mean the entire permanent employees which are working in Syncom Formulations (India) Limited.

2.7 "Improper Activity" means unethical behavior, actual or suspected fraud, embezzlement etc., violation of the Company's general guidelines on conduct, moral turpitude, unlawful conduct etc. by an employee of Syncom Formulations (India) Limited.

2.8 "Investigators" means those persons authorized, appointed, consulted or approached by the Competent Authority in connection with conducting investigation into a protected disclosure.

2.9 "Protected Disclosure" means a concern raised by a written communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity.

2.10 "Subject" means a person against or in relation to whom a protected disclosure is made or evidence gathered during the course of an investigation.

2.11 "Vigilance and Ethics Officer" means an officer appointed to receive protected disclosures from whistle blowers, maintaining records thereof, placing the same before Audit Committee for its disposal and informing the Whistle Blower the result thereof.

2.12 "Whistle Blower" means an Employee or Director making a Protected Disclosure under this policy.

**3. Scope**

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

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

**4. Interpretation**

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



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

**5.0 Guiding Principles**

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

**6. Whistle Blower – Role & Protections**

**Role:**

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

**Protections:**

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

**7. Procedures – Essential and Handling Procedure Disclosure**

- 7.1 The Protected Disclosure/Complaint should be attached to a letter bearing the identity of the Whistle blower/complaint i.e. his/her Name, Employee Code and Location and should be inserted in an envelope which should be closed/secured/sealed. The envelope thus secured/ sealed should be addressed to the Competent Authority and should be super scribed "Protected Disclosure". (If the envelope is not super scribed and closed/sealed/secured, it will not be possible to provide protection to the whistle blower as specified under this policy).
- 7.2 If the Whistle Blower believes that there is a conflict of interest between the Competent Authority and the Whistle Blower, he/she may send his/her protected disclosure directly to the Chairman of the Audit Committee, Syncom Formulations (India) Limited.
- 7.3 Anonymous or pseudonymous Protected Disclosure shall not be entertained.
- 7.4 Protected Disclosure should either be typed or written in legible hand writing in English, Hindi or Regional language of the place of employment of the Whistle blower, should provide a clear understanding of the improper activity involved or issue/concern raised. The reporting should be factual and not speculative in nature. It must contain as much relevant information as possible to allow for preliminary review and proper assessment.
- 7.5 Investigations into any improper activity which is subject matter of an inquiry or order under the Commission of Inquiry Act, 1952 will not come under the purview of this policy.
- 7.6 The contact details of the Competent Authority for addressing and sending the

Protected Disclosure is as follows:

**Shri Vijay Bankda,**  
 Managing Director (Competent Authority)  
 Whistle Blower/Vigil Mechanism  
 SYNCOM FORMULATIONS (INDIA) LIMITED

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

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

**Shri Krishna Das Neema**

Chairman, Audit Committee, Whistle Blower/Vigil Mechanism

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

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

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

**8. Investigations and Role of Investigators**

**Investigation:**

- 8.1 Investigation shall be launched if the Competent Authority is satisfied after preliminary review that:
  - a) The alleged act constitutes an improper or unethical activity or conduct; and
  - b) The allegation is supported by information and specific enough to be investigated or in cases where the allegation is not supported by specific information; it is felt that the concerned matter deserves investigation.
- 8.2 The decision taken by the Competent Authority to conduct an investigation is by itself not to be construed as an accusation (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.

**ANNEXURE 'C'**

**FORM AOC-1**

**Statement containing salient features of the financial statement of subsidiaries or associate companies or joint ventures**

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

**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	Nil
2	Reporting period for the subsidiary concerned, if different from the holding company's reporting period.	01st April 2017 to 31st March 2018
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	Nil
5	Reserves and surplus	Nil
6	Total assets	Nil
7	Total Liabilities	Nil
8	Investments	Nil
9	Turnover	Nil
10	Profit before taxation	Nil
11	Provision for taxation	Nil
12	Profit after taxation	Nil
13	Proposed Dividend	Nil
14	Extent of shareholding (in percentage)	Nil

Note:

- The above named foreign subsidiaries yet to commence operations NIL
- Trade Services FZE** have been liquidated during the year on 25th April, 2017 and ceased to be in existence apart from this 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	
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

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

**Place : Indore  
Dated: 30th May, 2018**

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

**CS Karishma Kakkar  
Company Secretary  
A46187**

**As per our report of even date annexed For SANJAY MEHTA AND ASSOCIATES Chartered Accountants F.R. No.: 011524C**

**Manish Mittal  
Partner  
M. No.: 079452**

**Vijay Bankda  
Managing Director  
DIN : 00023027**

**Ankit Bankda  
Chief Financial Officer**

**ANNEXURE 'D'**

**Form MR-3**

**SECRETARIAL AUDIT REPORT**

**FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2018**

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

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

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate 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, 2018**, 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, 2018, according to the provisions of:

- The Companies Act, 2013 (the Act) and the rules made thereunder;
- The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- 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;
- (i) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - The SEBI (Substantial Acquisition of Shares and Takeovers) Regulations 2011;
  - The SEBI (Prohibition of Insider Trading) Regulations, 2015;
  - The SEBI (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- 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:-
  - The SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - The SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
  - The SEBI (Issue and Listing of Debt Securities) Regulations, 2008;
  - The SEBI (Delisting of Equity Shares) Regulations, 2009; and
  - 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 and selling of manufacturing and dealing in pharmaceutical formulations, merchant trading activities in commodities and rental of properties.

**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; and
- (ii) The SEBI (LODR) Regulations, 2015.

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) SEBI has issued an Order No. WTM/GM/EFD/1/2018-19 dated 2nd April, 2018 in the matter of First Financial Services Limited, and has restrain the company to access the capital market for a period of three years from the date of the order and has allowed the company to enjoy the benefit of the reliefs as granted by them earlier.

**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, except the change in the status of Mrs. Rinki Bankda from director to Whole-time Director w.e.f. 15.11.2017

Adequate notice is given to all directors, 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 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 Secretaries  
FCS 3565 CP 2382**

**Place: Indore  
Date: 10th August 2018**

**CS(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. Sales of goods Act, 1930
5. Indian Contract Act, 1872
6. Applicable provisions of the Maharashtra Stamp Act.
7. Industries (Development & Regulation) Act, 1951
8. Standard Weight and Measurement Act, 1976
9. Labour Laws and other incidental laws related to labour and employees appointed by the Company either on it payroll or on contractual basis as related to wages, gratuity, provident fund, ESIC, compensation etc.;
10. Acts prescribed under prevention and control of Pollution;

11. Acts prescribed under Environmental protection;
12. Acts as prescribed under Direct Tax and Indirect Taxation
13. Labour Welfare laws of the Madhya Pradesh and Maharashtra.
14. Local laws as applicable to the Registered office in the state of and Maharashtra and plant at Madhya Pradesh.

**For D.K. JAIN & CO.  
Company Secretaries  
FCS 3565 CP 2382**

**Place: Indore  
Date: 10th August 2018**

**CS (Dr.) D.K. Jain  
Proprietor**

**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 based on 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, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of treatment of various tax liabilities and payment thereof, compliance of the applicable accounting standards, financial records and Books of Accounts of the company as the same is subject to the statutory audit being performed by the independent auditors.
4. Wherever required, we have obtained the Management representation and also relied about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, guidelines, standards etc., are the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance 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.
7. We do not take any responsibility for any person if taking any commercial, financial or investment decision based on our Secretarial Audit Report as aforesaid and they needs to take independent advise or decision as per their own satisfaction.

**For D.K. JAIN & CO.  
Company Secretaries  
FCS 3565 CP 2382**

**Place: Indore  
Date: 10th August 2018**

**CS (Dr.) D.K. Jain  
Proprietor**

**ANNEXURE "E"**

**CORPORATE GOVERNANCE REPORT**

[Pursuant to Regulation 34 of the SEBI (LODR) Regulation, 2015]

**COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE**

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





SYNCOM has complied with the mandatory requirements of Corporate Governance as laid down under SEBI (LODR) 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, 2018**

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

**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	Whole-Time Director
Date of Birth	25/08/52	17/09/58	24/01/52	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	15/11/17

Expertise / Experience in specific functional areas	42 years Experience in Pharmaceuticals field in various Capacity. He is the key founder persons & promoter of the company	More than 38 years experience in Pharmaceutical field in various capacity. He is the key founder persons & promoter of the company	Experience of more than 39 years in the educational field	40 years experience in Business	12 years experience in Electronic & IT field	5 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	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	-	-	-	-	-	-
Intere relations with other directors	Brother of Shri Vijay Bankda, Managing Director and father in law of Mrs. Rinki Bankda, Whole-Time Director	Brother of Shri Kedarmal Bankda, Chairman & Whole-time Director.	-	-	-	Daughter in law of Shri Kedarmal Bankda Chairman & Whole-time Director

**Board Training and Induction**

At the time of appointing a Director, a formal letter of appointment is given to them, which inter alia explains the role, function, duties and responsibilities expected from them as a Director of SYNCOM. The Director is also explained in detail the compliances required from him under the Companies Act, 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 30 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 overarching perspective of the pharmaceutical industry, organizational 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, 2017	6	6
14th August, 2017	6	5
14th Nov., 2017	6	6
14th Feb., 2018	6	6

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

Name of director	Date of the Board Meetings				Attendance at the AGM held on
	30.05.17	14.08.17	14.11.17	14.02.18	
					29.09.17
Mr. Kedarnal Bankda	Yes	Yes	Yes	Yes	Yes
Mr. Vijay Bankda	Yes	Yes	Yes	Yes	Yes
Mr. Vinod Kumar Kabra	Yes	Yes	Yes	Yes	No
Mr. Krishna Das Neema	Yes	Yes	Yes	Yes	Yes
Mr. Praveen Jindal	Yes	No	Yes	Yes	No
Mrs. Rinki Bankda	Yes	Yes	Yes	Yes	No

CS Prachi Rathore, Company Secretary till the date of her resignation on 14.08.2017 has attended all the Board meetings held during the financial year 2017-18 and further CS Karishma Kakkar has also attended the Board Meeting dated 14.08.2017 and all the Board Meetings held thereafter during Financial Year 2017-18. The CFO was also available during all the Board Meetings held in the year 2017-18 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 in SEBI (LODR) 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, SEBI (LODR) 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 utilization 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 of Omni Bus Related Party Transaction and/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 arm’s 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, 2018 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			
		30.05.2017	14.08.2017	14.11.2017	14.02.2018
Mr. Krishna Das Neema	ID/Chairman	Yes	Yes	Yes	Yes
Mr. Vinod Kumar Kabra	ID/Member	Yes	Yes	Yes	Yes
Mr. Praveen Jindal	ID/Member	Yes	No	Yes	Yes

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. Prachi Rathore Company Secretary also functions as the Secretary to the Committee upto 14.08.2017 and thereafter Ms. Karishma Kakkar, Company Secretary functions as the Compliance Officer and the Secretary to the Committee and attended all the Audit Committee meetings held during the financial year 2017-18. Shri Ankit Bankda, CFO has also attended all the Meetings of the Audit Committees during the year 2017-18.

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- Mandatory 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, Shri Vijay Shankarlal Bankda and Shri Krishna Das Neema as members. During the year under review only two meetings were held on 30.05.2017 and 14.02.2018 which was

attended by all the members and the Secretary of the Committee Meetings.

**(c) Stakeholders’ Relationship Committee-Mandatory Committee**

In compliance with the provisions of section 178 of the Companies Act, 2013 and Regulation 20 of SEBI (LODR) Regulations, 2015 the Board has a “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 / stakeholder’s grievances;
- all other matters incidental or related to shares, debentures and other securities of the Company.

Shri Krishna Das Neema, Chairman of the Committee, Shri Vinod Kumar Kabra, Shri Praveen Jindal were the members of the Committee and the Ms. Prachi Rathore Company Secretary also functions as the Compliance Officer and the Secretary to the Committee upto 14.08.2017 and thereafter Ms. Karishma Kakkar, Company Secretary functions as the Compliance Officer and the Secretary to the Committee. The composition of the Stakeholders’ Relationship Committee as at 31st March, 2018 are as under:

Name of the Member	Category	Attendance at the Stakeholder’s Relationship Committee meeting held on 20.07.2017
Mr. Krishna Das Neema	ID/Chairman	Yes
Mr. Vinod Kumar Kabra	ID/Member	Yes
Mr. Praveen Jindal	ID/Member	No

As per 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, by the Company and/or the Share Transfer Agent and Disposed/Pending during the Financial year 2017-18 are given below:

Nature of complaints	As on 1st April 2017	Received During the Financial Year	Disposed Off during the Financial year	Pending as on 31st March, 2017.
Non-Receipt of Share Certificates after Transfer/transmission, transposition, etc.	Nil	4	4	Nil
Non receipt of Dividend Warrants	1	26	27	Nil
Non Receipt of Annual Report	Nil	18	18	Nil
<b>Total</b>	<b>Nil</b>	<b>48</b>	<b>49</b>	<b>Nil</b>

During the financial year 48 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 2017-18.

**(d) Nomination and Remuneration Committee-Mandatory Committee**

The NRC and this Policy shall be in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and Regulation 19 of the SEBI (LODR) Regulations, 2015 as amended from time to time. The objective of this policy is to lay down a framework in relation to remuneration of Directors, KMP, Senior Management Personnel and the Key Objectives of the Committee would be:

- 1) To guide the Board in relation to appointment and remuneration and removal of Directors, KMPs and Senior Management.
- 2) Formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration of Directors, KMPs and other senior management person.
- 3) Formulation of criteria for evaluation of Independent Director and the Board.
- 4) To evaluate the performance of the members of the Board and provide necessary



report to the Board for further evaluation of the Board.

- 5) To recommend to the Board on Remuneration payable to the Directors, KMPs and Senior Management persons.
- 6) To provide to KMPs and Senior Management reward linked directly to their effort, performance, dedication and achievement relating to the Company's operations.
- 7) To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.
- 8) To develop a succession plan for the Board and to regularly review the plan.
- 9) To assist the Board in fulfilling responsibilities.
- 10) To implement and monitor policies and processes regarding principles of corporate governance.

In compliance with the provisions of section 178 of the Companies Act, 2013 and SEBI (LODR) Regulations. The composition of the Nomination and Remuneration Committee as at March, 31, 2018 are as under:

Name of the Member	Category	Attendance at the Nomination and Remuneration Committee meeting held on	
		14.08.2017	14.11.2017
Mr. Krishna Das Neema	ID/Chairman	Yes	Yes
Mr. Vinod Kumar Kabra	ID/Member	Yes	Yes
Mr. Praveen Jindal	ID/Member	No	Yes

The Company Secretary & Compliance Officer also functioned as 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, 2018 was comprising Shri Vijay Bankda, Chairman, Smt. Rinki Ankit Bankda and Shri Krishna Das Neema are members and Ms. Karishma Kakkar, Company Secretary & Compliance Officer functioned as the Secretary to the Committee. No meeting for the Committee was held during the year 2017-18.

**(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. Karishma Kakkar Company Secretary and Mrs. Laxmi Tiwari as members of 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 2017-18.

**(g) Independent Directors' Meeting**

During the year under review, the Independent Directors met on 14.11.2017, under the Chairmanship of the Lead Independent Director, Shri Krishna Das Neema inter alia, to discuss:

- Independent Directors and the Board of Directors as a whole;
- Chairman of the Company, taking into account the views of the Executive and Non-Executive Directors.
- Performance of the Chairman & Whole-time Director Shri Kedarnal Shankarlal Bankda
- Performance of the Managing Director Shri Vijay Shankarlal Bankda
- timeliness 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, Shri Praveen Jindal and Shri Vinod Kumar Kabra, the Independent Directors were present at the Meeting. Ms. Karishma Kakkar Company Secretary & the Compliance Officer functioned as the Secretary to the committee for assisting to the lead independent director during her tenure.

**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. All Non-Executive Director shall be entitled to receive sitting fees for each meeting of the Board or Committee of the Board attended by him 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 shall not be entitled to participate in the Stock Option Scheme, 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) are governed by the Articles of Association 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 read 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	Mrs. Rinki Bankda WTD
Period of Appointment	03.05.2017 to 02.05.2022	01.12.14 to 30.11.2019	15.11.2017 to 16.11.2022
Salary Grade	1,25,000-10000	1,25,000-10,000	50,000-5000
Allowances			
Perquisites	9,00,000 P.A.	9,00,000 P.A.	As admissible
Retiral Benefits	Gratuity and Leave encashment as per Rules	Gratuity and Leave encashment as per Rules	Gratuity and Leave encashment as per Rules
Performance Bonus	0	0	0
Deferred Bonus	0	0	0
Minimum Remuneration	As per provisions of the Schedule V of the Companies Act, 2013	As per provisions of the Schedule V of the Companies Act, 2013.	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	6 months from either side

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

Year	Venue of the AGM	Date & Time	Special Resolution	Special Resolution through Postal Ballot
2014-15	Ginger Hotel, Ground Floor, Bindra Corporate Centre, Mahakali Caves Road, Andheri (E), Mumbai -93	25.09.2015 2.00 P.M.	Nil	N.A.
2015-16	The Supremo Activity Centre & Matoshri Sports Complex, Jogeshwari Vikhroli Link Road, Andheri East, Mumbai-93	30.09.2016 4.30 P.M.	Two	N.A.
2016-17	The Supremo Activity Centre & Matoshri Sports Complex, Jogeshwari Vikhroli Link Road, Andheri East, Mumbai-93	29.09.2017 12.30 P.M.	Nil	N.A.

During the year under review, no extra ordinary general meeting was held as well as no resolution was passed through the Postal Ballot process.

#### (VI) MEANS OF COMMUNICATION

The quarterly, half-yearly and yearly financial results of the Company are sent to the Stock Exchanges immediately after these are approved by the Board. These are widely published in following newspapers. These results are simultaneously posted on the website of the Company at [www.sfil.in](http://www.sfil.in) and also uploaded on the website of the BSE Ltd.

Quarterly Results	Newspaper Publication	Displayed in Website
30.06.2017	Free Press & Navshakti Maratha	<a href="http://www.sfil.in">www.sfil.in</a>
30.09.2017	Free Press & Navshakti Maratha	<a href="http://www.sfil.in">www.sfil.in</a>
31.12.2017	Free Press & Navshakti Maratha	<a href="http://www.sfil.in">www.sfil.in</a>
31.03.2018	Free Press & Navshakti Maratha	<a href="http://www.sfil.in">www.sfil.in</a>

However, the Company has not made any official releases and presentation to any institution.

#### (VII) GENERAL SHAREHOLDER INFORMATION

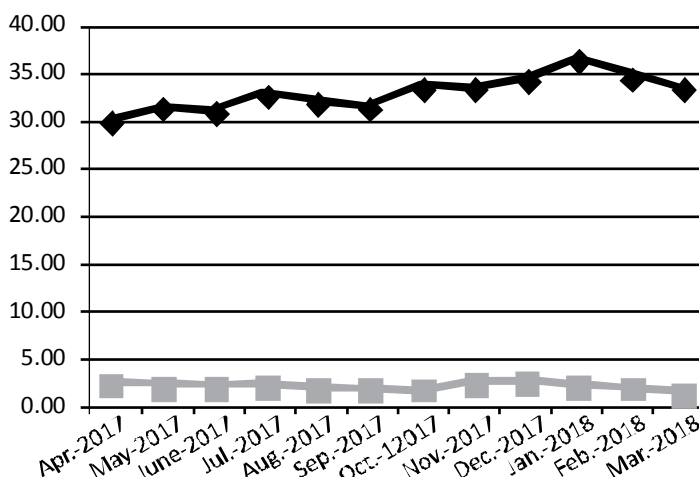
Date, Time and Venue of Annual General Meeting	Friday, 28th September, 2018 at 3:00 P.M. at Ola Vakola Banquet, B-25/198, Anand Nagar, Vakola, Near Vakola Police Station, Opp. Kohinoor Marbles, Near Western Express Highway, Santacruz East, Mumbai, Maharashtra 400055
E-voting period	From 25.09.2018 on 9:00 A.M. [ IST ] To 27.09.2018 on 5:00 P. M. [ IST ]
Financial Calendar Results for the quarter ending 30th June, 2018 for the quarter ending 30th Sept, 2018 for the quarter ending 31st Dec., 2018 for the quarter ending 31st March, 2019	(Tentative) On or Before 14th August, 2018 On or Before 14th November, 2018 On or Before 14th February 2019 On or Before 30th May, 2019
Board Meeting for consideration of Annual Accounts for the financial year 2017-18	30/05/2018
Book Closure	22nd Sept., 2018 to 28th Sept., 2018 (both days inclusive)
Cutoff date for E-voting	21st September, 2018
Posting/ mailing of Annual Report	Before 3rd September, 2018
Last date for receipt of Proxy	26th September, 2018 at 2:59 PM
Listing on Stock Exchange	The equity shares of the company are listed at BSE Ltd. and the listing fees has been paid for 2018-2019
Registered Office	7, Niraj Industrial Estate, Off Mahakali Caves Road, Andheri (E), Mumbai-93 Phone : 022-30887744 Fax : 022-30887755, Email: <a href="mailto:finance@sfil.in">finance@sfil.in</a> , <a href="http://www.sfil.in">www.sfil.in</a>
Corporate Office:	207, Saket Nagar, Indore-452018 (M.P.) Phone: 0731-2560458 Email: <a href="mailto:finance@sfil.in">finance@sfil.in</a> , <a href="http://www.sfil.in">www.sfil.in</a>



Compliance Officer and Company Secretary	CS Karishma Kakkar
Registrars and Share Transfer Agents	Ankit Consultancy Pvt. Ltd., Plot No.60, Electronic Complex, Pardeshipura, Indore-452010 (M.P.) Tel: 0731-4065799/97 Fax: 0731-4065798 Email: ankit_4321@yahoo.com
Scrutinizer for E-voting	CS Anish Gupta, Practicing Company Secretary
Scrip Code	524470
ISIN NO	INE312C01025
The financial year covered by this Annual Report	April 1, 2017 to March 31, 2018
Share Transfer System	Transfers are registered and returned by the Registrars & Share Transfer Agents within a period of 15 days from the date of receipt of the documents, provided the same are in order
Commodity price risk or foreign exchange risk and hedging activity	usual policy is to sell its products at prevailing market prices, and not to enter into price hedging arrangements.
Plant Location	256 - 257, Sector I, Industrial Area, Pithampur - 454774 (Dhar) (M.P.) Phone: 07292 253121, 253404
Dividend	The Board has not recommended any dividend on equity shares or preference shares for the Financial Year 2017-18.

**Equity Share Price on BSE April, 2017 - March, 2018**

Month	BSE Sensex Closed	Equity Share Price			No of Trades in the month	No of Shares Traded in the Month	Turnover in Rs.
		High	Low	Close			
April-2017	29.92	2.03	1.85	1.88	7,431	2,22,45,496	4,26,82,944
May-2017	31.15	1.94	1.49	1.78	9,993	2,93,80,379	5,07,92,005
June-2017	30.92	1.79	1.48	1.53	6,614	2,25,02,740	3,54,22,997
July-2017	32.51	1.78	1.46	1.70	6,770	2,17,29,814	3,37,70,702
Aug.-2017	31.73	1.74	1.40	1.43	6,279	1,77,50,194	2,66,42,826
Sept.-2017	31.28	1.54	1.38	1.43	5,551	1,92,64,961	2,80,23,859
Oct.-2017	33.21	1.46	1.17	1.28	7,330	2,65,01,824	3,42,22,500
Nov.-2017	33.15	2.50	1.26	2.08	28,177	9,08,23,226	17,36,72,107
Dec.-2017	34.06	2.28	1.77	2.08	12,857	3,17,35,970	6,43,37,807
Jan.-2018	35.97	2.42	1.66	1.73	13,039	3,85,89,654	8,29,19,644
Feb.-2018	34.18	1.86	1.47	1.49	3,674	93,70,036	1,54,37,540
March-2018	32.97	1.55	0.97	0.97	2,268	69,20,980	87,44,890



Normalized (1000)  
-BSE Sensex Closed  
-Equity Share Price

**Share Transfer System**

The Board has authorized Stakeholder Relationship Committee to approve and authorize 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 lodgment 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. As per SEBI Circular dated 20th April, 2018 such shareholders holding shares of the company in the physical form are required to provide details of the Income Tax PAN and Bank Account Details to the Share Transfer Agent of the Company. The Company has sent first letter to all the shareholders holding shares in the physical form by the Registered Post and further two reminder letters will also be sent by the for requiring the aforesaid details. It may please be noted very carefully by the shareholders who are unable to provide required details to the Share Transfer Agent, or informed that the shares available in their name as per records to the share transfer agent does not belong to them or letter return back being undelivered on or before 17th October, 2018 (i.e. 180 days from the date of circular) shall be subject to enhanced due diligence by the Company and the Share Transfer Agent.

**iii. Sub-division of shares**

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

**iv. Distribution of Shareholding as on March 31st 2018**

Shareholding of Nominal Value Rs.	No. of shareholder	%	Shares Amount in Nominal Rs.	%
Up to 1000	13666	34.83	7766143	0.99
1001-2000	5277	13.45	9196852	1.18
2001-3000	2922	7.45	7882389	1.01
3001-4000	2461	6.27	8970419	1.15
4001-5000	2998	7.64	14722997	1.89
5001- 10000	5089	12.97	41332701	5.28
10001-20000	3052	7.79	45713494	5.86
20001-30000	1214	3.09	30914018	3.96
30001-40000	537	1.37	19245416	2.47
40001-50000	491	1.25	23317122	2.99
50001-100000	857	2.18	64993679	8.33
100000-Above	669	1.71	506596950	64.89
<b>Total</b>	<b>39233</b>	<b>100.00</b>	<b>780652180</b>	<b>100.00</b>

**v. Shareholding Pattern as on March 31st, 2018**

Category of Share Holders	No. of Shares Held	%
Promoters	304279619	38.98
Mutual Funds/UTI	0	0
Financial Institutions/Banks	0	0.00
Insurance Companies	0	0
Foreign Institutional Investors	0	0
Directors & Relatives	0	0
Individuals	417703236	53.5
Non- Resident Indians & OCB	23480791	3.01
Others	35188534	4.51
<b>TOTAL</b>	<b>780652180</b>	<b>100.00</b>

**vi. Dematerialisation of Shares & Liquidity as on March 31st 2018**

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 2018 the number of shares held in dematerialized 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 mode in NSDL	526146171	67.39	20759	52.91
Held in demat mode in CDSL	249854574	32.01	17628	44.93
<b>Sub Total (demat mode)</b>	<b>776000745</b>	<b>99.40</b>	<b>38387</b>	<b>97.84</b>
Physical Mode	4651435	0.6	846	2.16
<b>Total</b>	<b>780652180</b>	<b>100.00</b>	<b>39233</b>	<b>100.00</b>

As per Amendments made w.e.f. 8th June, 2018 in the Regulation 40 of the SEBI (LODR) Regulation, 2015 the shares shall be transferable only in the Demat form w.e.f., 5th December, 2018. Therefore, as per requirement of the Regulation the Share Transfer Agent of the Company has sent letters to the members holding shares in the physical form advising the get the shares in the Demat form as earliest. The members are requested to please take necessary action for dematerialization of shares as earliest but before 5th December, 2018 to avoid hardship in transfer of shares thereafter.

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

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

**viii. Foreign exchange risk and hedging activities**

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

**OTHER DISCLOSURES**

**1. SUBSIDIARY COMPANIES**

The company was having a foreign wholly owned subsidiary as at 01.04.2017 which has been ceased as liquidated on 25th April, 2017. However, there was no subsidiary or associate or joint venture at the end of the year 2017-18.

**2. RELATED PARTY TRANSACTIONS**

All transactions entered into with Related Parties as defined under the Companies Act, 2013, and Regulation 34(3) Para A of Schedule V SEBI (LODR) Regulations, 2015 during the financial year were in the ordinary course of business and on an arm's 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 Indian Accounting Standards (IND-AS 24) 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=catview&gid=5 &Itemid=105](http://www.syncomformulations.com/index.php?option=com_docman&task=catview&gid=5 &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 Order has been passed by the SEBI on 2.04.2018 in the matter of First Financial Services for restraining the Company to access the capital market for 3 years from the date of the order and to enjoy Reliefs granted by them before. The Company had appealed to the SEBI appellate Tribunal and against SEBI Order dated 02.04.2018 in the matter of First Financial Services Ltd. The Details of the Interim Relief granted before are as follows:

Particulars	Disclosures
The details of any change in the status and/or any development in relation to such proceedings	<p>The SEBI has provided the relief by the common order dated 25.08.2016 as under:</p> <p>a. enter into delivery based transactions in cash segment in the securities covered in NSE Nifty 500 Index scrips and/ or S&amp;P BSE 500 scrips;</p> <p>b. subscribe to units of the mutual funds including through SIP and redeem the units of the mutual funds so subscribed;</p> <p>c. deal in Debt/ Government Securities;</p> <p>d. invest in ETF;</p> <p>e. avail the benefits of corporate actions like rights issue, bonus issue, stock split, dividend, etc.;</p> <p>f. tender the shares lying in their demat account in any open offer/delisting offer under the relevant regulations of SEBI.</p> <p>The SEBI has further allowed relaxations/reliefs as under:-</p> <p>a. They are permitted to sell the securities held in the demat</p>

<p>account as on the date of the interim order, other than the shares of the companies which are suspended from trading by the concerned stock exchange, in orderly manner under the supervision of the stock exchanges so as not to disturb the market equilibrium and deposit the sale proceeds in an interest bearing escrow account with a nationalized bank.</p> <p>b. They may deal with or utilize the sale proceeds lying in the aforesaid escrow account under the supervision of the concerned stock exchange as provided under:-</p> <p>(i) the sale proceeds may be utilised for investments permitted in para 93;</p> <p>(ii) upto 25% of the value of the portfolio as on the date of the interim order or the amount* in excess of the profit made /loss incurred or value of shares purchased to give exit, whichever is higher, may be utilized for business purposes and/or for meeting any other exigencies or address liquidity problems etc.</p> <p>* The amount will include the value of portfolio in the demat account</p> <p>Explanation: For the purposes of determining the portfolio value of the entities, the value of portfolio of securities lying in the demat account/s (individual and joint both) on the date of the interim order after excluding the value of shares that have been suspended from trading as on the date of the communication shall be considered. For NBFCs and stock brokers the value of portfolio shall exclude the value of clients' securities lying in their demat accounts.</p> <p>c. The aforesaid reliefs shall be subject to the supervision of exchanges and depositories. The stock exchanges may use the existing mechanism available for implementing the similar interim relief earlier granted to some of the entities.</p>
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**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. The Company has also implemented the IND-AS w.e.f. 1st April, 2017 and the Financial Results have been prepared according to IND-AS.

**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 (LODR) 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](http://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 AND RISK MANAGEMENT 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 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 the SEBI (LODR) 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 DIVIDEND AND SHARES LIABLE TO TRANSFER TO IEPF AUTHORITY**

**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, 2018 transfer the unpaid/ unclaimed dividend if any to the said fund, for the year ended 31st March, 2011 which have remained unclaimed / unpaid. The dates by which the dividend amounts will be transferred to IEPF are as under:

Financial Year	Date of Declaration	Rate of Dividend in Rs. per Share of Rs. 10/-	Due date for transfer to IEPF
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
2015-16	30.09.2016	0.02	29.11.2023
2016-17	29.09.2017	0.02	28.11.2024

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

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

**b. Shares eligible for transfer to the IEPF Authority**

Pursuant to the provisions of section 124 of the Companies Act, 2013, the Company is required to transfer the shares held by the members who have not claimed/paid dividend for the consecutive period of 7 years. The company has already transferred 4,53,700 shares for the F.Y. 2008-09 and 41,110 shares for the year 2009-10 of Re. 1/- each to the IEPF Authority as per the requirement of the IEPF rules. Further, all members who have not claimed their dividend upto 2010-11 in any of the years thereafter, and shares remained in their names are liable to be transferred to the IEPF authority on the date as may be specified.

The Shareholders whose share transferred as aforesaid as well as unpaid dividend thereon may be claimed by them with the IEPF Authority by filing of the Form IEPF-5 after complying with the required formalities as prescribed under the concerning rules and help of the Form, once the shares transferred by the Company.

**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 Indian Accounting Standard (IND-AS 24) 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).

2. 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 Order passed by the SEBI on 02.04.2018 in the matter of First Financial Services for restraining the Company to access the capital market for 3 years from the date of the order and to enjoy reliefs granted by them before. The company had appealed to the SEBI Appellate Tribunal against the SEBI's abovementioned order.
3. 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.
4. The Company has hosted all the required policy on the website of the company, however, the Co. is not having any material subsidiary during the year 2017-18.
5. The Company has given the web link of the related party transaction in the annual report.
6. Since the Company is not dealing in commodity hedging, therefore, it is not having any risk associated thereto.
7. 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 SEBI (LODR) Regulations, 2015 is provided below:

1. Non-Executive Chairman's Office: N.A.
2. 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.
3. Modified Opinion in Auditors Report: The Company's Financial Statement for the year 2017-18 does not contain any modified audit opinion.
4. Separate posts of Chairman and CEO: The Chairman of the Board is an Executive Director and his position is separate from that of the Managing Director.
5. 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 : 14th Aug., 2018

**Certificate on Compliance with Code of Conducts**

As required under Schedule V(D) of the SEBI (LODR) 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 2018.

For and on behalf of the Board of Directors

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

Place: Indore  
Date : 14th Aug., 2018

**Auditors Certificate on Corporate Governance**

To,

The Members,

**Syncom Formulations (India) Limited**

1. This certificate is issued in accordance with the terms of our engagement.  
2. We, **Sanjay Mehta & Associates**, Chartered Accountants, the Statutory Auditors of Syncom Formulations (India) Limited ("the Company"), have examined the compliance of conditions of Corporate Governance by the Company, for the year ended on March 31, 2018, as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C and D of Schedule V of the SEBI (LODR) Regulations, 2015 (the Listing Regulations).

**Management's Responsibility**

3. The compliance of conditions of Corporate Governance is the responsibility of the Management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of the Corporate Governance stipulated in Listing Regulations.

**Auditor's Responsibility**

4. Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
5. We have examined the books of account and other relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.
6. We have carried out an examination of the relevant records of the Company in





accordance with the Guidance Note on Certification of Corporate Governance issued by the Institute of Chartered Accountants of India (the ICAI), the Standards on Auditing specified under Section 143(10) of the Companies Act 2013, in so far as applicable for the purpose of this certificate and as per the Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.

7. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

**Opinion**

8. Based on our examination of the relevant records and according to the information and explanations provided to us and the representations provided by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C and D of Schedule V of the Listing Regulations during the year ended March 31, 2018.

9. We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

**FOR, SANJAY MEHTA & ASSOCIATES  
CHARTERED ACCOUNTANTS  
F.R. NO. 011524C**

**MANISH MITTAL  
PARTNER  
M.NO. 079452**

Place: Indore  
Date : 14th August, 2018

**ANNEXURE 'F'**

**MD AND CFO CERTIFICATION**

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

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

- (A) We have reviewed the Financial Statements, Cash Flow Statements, Books of Accounts, detailed trial balance and grouping thereof for the Financial Year 2017-18 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 2017-18
  - (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.

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

**ANKIT KEDARMAL BANKDA  
Chief Financial Officer**

Place : Indore  
Date : 14th August, 2018  
**ANNEXURE 'G'**  
**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: NA

3. the capital investment on energy conservation equipment: Nil

B. Technology Absorption

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 (Rs. in Lakhs)**

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 ;	12338.71	13637.50
(ii)	and the Foreign Exchange outgo during the year in terms of actual outflows.	65.03	81.74

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

Place: Indore  
Date : 14th Aug., 2018

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

**ANNEXURE 'H'**

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

**AS ON THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2018**

[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-10 (M.P.), Ph.: 0731 - 4065799 / 4065797 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	97.28%

**III. Particulars of Holding, Subsidiary and Associate Companies:**

The Company does not have any holding/subsidiary, associate or joint ventures during the year under review.


**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 end 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	221218494	-	221218494	28.34	221218494	-	221218494	28.34	0.00
b) Central Govt.	-	-	-	-	-	-	-	-	-
c) State Govt.(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corporate	83061125	-	83061125	10.64	83061125	-	83061125	10.64	0.00
e) Banks/FI	-	-	-	-	-	-	-	-	-
f) Any Other	-	-	-	-	-	-	-	-	-
<b>Sub-Total (A1):</b>	<b>304279619</b>	<b>-</b>	<b>304279619</b>	<b>38.98</b>	<b>304279619</b>	<b>-</b>	<b>304279619</b>	<b>38.98</b>	<b>0.00</b>
(2) Foreign									
a) NRIs – Individuals	-	-	-	-	-	-	-	-	-
b) Other – Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corporate	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Other...	-	-	-	-	-	-	-	-	-
<b>Sub-Total (A) (2):</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total Share holding of Promoters (A) = (A)(1)+(A) (2)</b>	<b>304279619</b>	<b>-</b>	<b>304279619</b>	<b>38.98</b>	<b>304279619</b>	<b>-</b>	<b>304279619</b>	<b>38.98</b>	<b>0.00</b>
<b>B. Public Shareholding</b>									
(1) Institutions									
a) MF/ UTI	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt.	-	-	-	-	-	-	-	-	-
d) State Govt.(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	0.00	-	-	-	-
h) Foreign VCF	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
<b>Sub-Total (B1):</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>0.00</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
(2) Non-Institutions									
a) Bodies Corporate									
i) Indian	48442477	-	48442477	6.21	33970340	-	33970340	4.35	(1.86)
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual Share holders holding nominal share capital upto Rs.1 lakh	255936786	4708935	260645721	33.39	257028297	4234935	261263232	33.47	0.08
ii) Individual Share holders holding nominal share capital in excess of Rs.1 lakh	143735984	105000	143840984	18.43	156135004	305000	156440004	20.04	1.61
c) Others (specify)									
i) NRI / OCBs	20851846	136500	20988346	2.69	23369291	111500	23480791	3.01	0.32
ii) Clearing Members/ House	2455033	-	2455033	0.31	1218194	-	1218194	0.16	-0.15
<b>Sub-Total (B)(2):</b>	<b>471422126</b>	<b>4950435</b>	<b>476372561</b>	<b>61.02</b>	<b>471721126</b>	<b>4651435</b>	<b>476372561</b>	<b>61.02</b>	<b>9.24</b>
<b>Total Public Share holding (B)=(B1+ B2)</b>	<b>471422126</b>	<b>4950435</b>	<b>476372561</b>	<b>61.02</b>	<b>471721126</b>	<b>4651435</b>	<b>476372561</b>	<b>61.02</b>	<b>9.24</b>
<b>Grand Total A+B</b>	<b>775701745</b>	<b>4950435</b>	<b>780652180</b>	<b>100.00</b>	<b>775701745</b>	<b>4950435</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	
Shri Kedarmal Shankarlal Bankda	90194650	11.55	-	90194650	11.55	-	-
Kedarmal Bankda(HUF)	10484040	1.34	-	10484040	1.34	-	-
Shri Vijay Shankarlal Bankda	58553775	7.50	-	58553775	7.50	-	-
Vijay Bankda (HUF)	12068000	1.55	-	12068000	1.55	-	-
Mrs. Asha Bankda	54319	0.01	-	54319	0.01	-	-
Shri Ankit Bankda	46886420	6.01	-	46886420	6.01	-	-
Shri Ankur Vijay Bankda	63900	0.01	-	63900	0.01	-	-
Shri Rahul Bankda	169500	0.02	-	169500	0.02	-	-
Strand Developers Pvt. Ltd.	35875000	4.60	-	35875000	4.60	-	-
Mrs. Sulabh Rahul Bankda	100	0.00	-	100	0.00	-	-
M/s Paradise Vyapar Pvt. Ltd.	47186125	6.04	-	47186125	6.04	-	-
Mrs. Vimla Bankda	12320	0.00	-	12320	0.00	-	-
Shankarlal Bankda (HUF)	2731470	0.35	-	2731470	0.35	-	-
<b>TOTAL</b>	<b>304279619</b>	<b>38.98</b>	<b>-</b>	<b>304279619</b>	<b>38.98</b>	<b>-</b>	<b>-</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
No Change During the Year					

**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	
Vivek Burman	10072500	1.29	7500000	0.96	07/04/2017	10072500	9500000	-	572500	Sell
					28/04/2017	9500000	9000000	-	500000	Sell
					07/07/2017	9000000	8750000	-	250000	Sell
					30/09/2017	8750000	885000	-	7865000	Sell
					20/10/2017	885000	9185000	8300000	-	Buy
					17/11/2017	9185000	9000000	-	185000	Sell
					01/12/2017	9000000	8000000	-	1000000	Sell
					05/01/2018	8000000	7500000	-	500000	Sell
Karvey Stock Broking Ltd.	5281412	0.68	4346517	0.56	07/04/2017	5281412	5349949	68537	-	Buy
					14/04/2017	5349949	5258738	-	91211	Sell
					21/04/2017	5258738	5289628	30890	-	Buy
					28/04/2017	5289628	5286495	-	3133	Sell
					05/05/2017	5286495	5255923	-	30572	Sell
					12/05/2017	5255923	5432190	176267	-	Buy
					19/05/2017	5432190	5156907	-	275283	Sell
					26/05/2017	5156907	5097327	-	59580	Sell
					02/06/2017	5097327	4439192	-	658135	Sell
					09/06/2017	4439192	4371367	-	67825	Sell
					16/06/2017	4371367	4411287	39920	-	Buy
					23/06/2017	4411287	4401627	-	9660	Sell
					30/06/2017	4401627	4404962	3335	-	Buy
					07/07/2017	4404962	4494252	89290	-	Buy
					14/07/2017	4494252	4430502	-	63750	Sell
					21/07/2017	4430502	4431952	1450	-	Buy
					28/07/2017	4431952	4404252	-	27700	Sell
					04/08/2017	4404252	4374944	-	29308	Sell
					11/08/2017	4374944	4527462	152518	-	Buy
					18/08/2018	4527462	4309969	-	217493	Sell
					25/08/2017	4309969	4254109	-	55860	Sell
					01/09/2017	4254109	4263507	9398	-	Buy
					08/09/2017	4263507	4238066	-	25441	Sell
					15/09/2017	4238066	4118804	-	119262	Sell
					22/09/2017	4118804	4101523	-	17281	Sell
					30/09/2017	4101523	4125010	23487	-	Buy
					06/10/2017	4125010	4131802	6792	-	Buy
					13/10/2017	4131802	4135516	3714	-	Buy
					20/10/2017	4135516	4115567	-	19949	Sell
					27/10/2017	4115567	4123839	8272	-	Buy
					03/11/2017	4123839	4160699	31860	-	Buy
					10/11/2017	4160699	4269940	109241	-	Buy
					17/11/2017	4269940	4116421	-	153519	Sell
					24/11/2017	4116421	4136999	20578	-	Buy
					01/12/2017	4136999	4133302	-	3697	Sell
					15/12/2017	4133302	4031260	-	102042	Sell
					22/12/2017	4031260	3921133	-	110127	Sell
					30/12/2017	3921133	3927830	6697	-	Buy
					05/01/2018	3927830	3919228	-	8602	Sell
					12/01/2018	3919228	4075310	156082	-	Buy
					19/01/2018	4075310	4075685	375	-	Buy
					26/01/2018	4075685	4119439	43754	-	Buy
					02/02/2018	4119439	4261700	142261	-	Buy
					09/02/2018	4261700	4294026	32326	-	Buy
					16/02/2018	4294026	4303856	9830	-	Buy
					23/02/2018	4303856	4345562	41706	-	Buy
					02/03/2018	4345562	4443928	98366	-	Buy
					09/03/2018	4443928	4490474	46546	-	Buy
					16/03/2018	4490474	4390316	-	100158	Sell
					23/03/2018	4390316	4351342	-	38974	Sell
					31/03/2018	4351342	4346517	-	4825	Sell



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	
Choice Equity Broking Pvt. Ltd.	5261266	0.67	Not in List	-	07/04/2017	5261266	5279926	18660	-	Buy
					14/04/2017	5279926	5314926	35000	-	Buy
					21/04/2017	5314926	5389926	75000	-	Buy
					28/04/2017	5389926	5404926	15000	-	Buy
					05/05/2017	5404926	5469926	65000	-	Buy
					12/05/2017	5469926	5474926	5000	-	Buy
					19/05/2017	5474926	5513326	38400	-	Buy
					26/05/2017	5513326	5527926	14600	-	Buy
					02/06/2017	5527926	5529926	2000	-	Buy
					16/06/2017	5529926	6151715	621789	-	Buy
					23/06/2017	6151715	6177605	25890	-	Buy
					30/06/2017	6177605	6136221	-	41384	Sell
					21/07/2017	6136221	6122221	-	14000	Sell
					28/07/2017	6122221	6123021	800	-	Buy
					15/09/2017	6123021	6133021	10000	-	Buy
					30/09/2017	6133021	6123021	-	10000	Sell
					13/10/2017	6123021	5735108	-	387913	Sell
					20/10/2017	5735108	5735608	500	-	Buy
					27/10/2017	5735608	6036308	300700	-	Buy
					03/11/2017	6036308	5960180	-	76128	Sell
10/11/2017	5960180	4552680	-	1407500	Sell					
17/11/2017	4552680	510000	-	4042680	Sell(Not in List)					
Comfor Securities Limited	5060975	0.65	5448475	0.70	21/04/2017	5060975	5068975	8000	-	Buy
					19/05/2017	5068975	5070975	2000	-	Buy
					02/06/2017	5070975	5090975	20000	-	Buy
					21/07/2017	5090975	5080975	-	10000	Sell
					04/08/2017	5080975	5140475	59500	-	Buy
					27/10/2017	5140475	5155475	15000	-	Buy
					10/11/2017	5155475	5660475	505000	-	Buy
					17/11/2017	5660475	5735475	75000	-	Buy
					24/11/2017	5735475	5738475	3000	-	Buy
					01/12/2017	5738475	5790475	52000	-	Buy
					15/12/2017	5790475	5842475	52000	-	Buy
					05/01/2018	5852475	5833475	-	19000	Sell
					19/01/2018	5833475	5843475	10000	-	Buy
					26/01/2018	5843475	5850475	7000	-	Buy
					02/02/2018	5850475	5849475	-	1000	Sell
					09/02/2018	5849475	5850475	1000	-	Buy
					16/02/2018	5850475	5846475	-	4000	Sell
					23/02/2018	5846475	5852475	6000	-	Buy
					09/03/2018	5852475	5628475	-	224000	Sell
					16/03/2018	5628475	5623475	-	5000	Sell
23/03/2018	562347	5608475	5046128	-	Buy					
31/03/2018	5608475	5448475	-	160000	Sell					
Angel Broking Private Limited	2757287	0.35	3059070	0.39	07/04/2017	2757287	2925875	168588	-	Buy
					14/04/2017	2925875	3009511	83636	-	Buy
					21/04/2017	3009511	2969287	-	40224	Sell
					28/04/2017	2969287	2856928	-	112359	Sell
					05/05/2017	2856928	2767612	-	89316	Sell
					12/05/2017	2767612	2740979	-	26633	Sell
					19/05/2017	2740979	2892189	151210	-	Buy
					26/05/2017	2892189	2778137	-	114052	Sell
					02/06/2017	2778137	2730675	-	47462	Sell
					09/06/2017	2730675	2988786	258111	-	Buy
					16/06/2017	2988786	2886857	-	101929	Sell
					23/06/2017	2886857	2729606	-	157251	Sell
					30/06/2017	2729606	2674432	-	55174	Sell
					07/07/2017	2674432	2728833	54401	-	Buy
					14/07/2017	2728833	2648481	-	80352	Sell
					21/07/2017	2648481	2522073	-	126408	Sell
					28/07/2017	2522073	2526963	4890	-	Buy
					04/08/2017	2526963	2705414	178451	-	Buy
					11/08/2017	2705414	3074103	368689	-	Buy
					18/08/2017	3074103	2934437	-	139666	Sell
25/08/2018	2934437	3078770	144333	-	Buy					
01/09/2017	3078770	3335831	257061	-	Buy					
08/09/2017	3335831	3219174	-	116657	Sell					



					15/09/2017	3219174	3052365	-	166809	Sell
					22/09/2017	3052365	3129792	77427	-	Buy
					30/09/2017	3129792	3054198	-	75594	Sell
					06/10/2017	3054198	3079205	25007	-	Buy
					13/10/2017	3079205	3151547	72342	-	Buy
					20/10/2017	3151547	3299745	148198	-	Buy
					27/10/2017	3299745	3320068	20323	-	Buy
					03/11/2017	3320068	3165697	-	154371	Sell
					10/11/2017	3165697	3607024	441327	-	Buy
					17/11/2017	3607024	3735946	128922	-	Buy
					24/11/2017	3735946	3773531	37585	-	Buy
					01/12/2017	3773531	4051382	277851	-	Buy
					15/12/2017	4051382	4039864	-	11518	
					22/12/2017	3773531	3688850	-	84681	Sell
					29/12/2017	3688850	3700185	11335	-	Buy
					05/01/2018	3700185	3926798	226613	-	Buy
					12/01/2018	3926798	3758804	-	167994	Sell
					19/01/2018	3758804	4256463	497659	-	Buy
					26/01/2018	4256463	4092974	-	163489	Sell
					02/02/2018	4092974	4038762	-	54212	Sell
					09/02/2018	4038762	3788473	-	250289	Sell
					16/02/2018	3788473	3731066	-	57407	Sell
					23/02/2018	3731066	3708570	-	22496	Sell
					02/03/2018	3708570	3610784	-	97786	Sell
					09/03/2018	3610784	3607690	-	3094	Sell
					16/03/2018	3607690	3187612	-	420078	Sell
					23/03/2018	3187612	3098535	-	89077	Sell
					31/03/2018	3098535	3059070	-	39465	Sell
Jayne Tradecom Private Limited	2554615	0.33	Not in List	-	04/08/2017	2554615	1924750	-	629865	Sell
					11/08/2017	1924750	1704749	-	220001	Sell
					18/08/2017	1704749	1255749	-	449000	Sell (Not in List)
Jainam Share Consultant Pvt. Ltd.	2426432	0.31	Not in List	-	07/04/2017	2426432	2426617	185	-	Buy
					14/04/2017	2426617	2412117	-	14500	Sell
					21/04/2017	2412117	2413367	1250	-	Buy
					28/04/2017	2413367	2401867	-	11500	Sell
					05/05/2017	2401867	2396867	-	5000	Sell
					19/05/2017	2396867	2360939	-	35928	Sell
					26/05/2017	2360939	2363039	2100	-	Buy
					02/06/2017	2363039	2365739	2700	-	Buy
					09/06/2017	2365739	2170839	-	194900	Sell
					16/06/2017	2170839	2170339	-	500	Sell
					23/06/2017	2170339	2164739	-	5600	Sell
					30/06/2017	2164739	2089739	-	75000	Sell
					07/07/2017	2089739	2065739	-	24000	Sell
					14/07/2017	2065739	2066739	1000	-	Buy
					21/07/2017	2066739	2065902	-	837	Sell
					28/07/2017	2065902	2141402	75500	-	Buy
					04/08/2017	2141402	2107619	-	33783	Sell
					11/08/2017	2107619	2014923	-	92696	Sell
					18/08/2017	2014923	1482040	-	532883	Not in list
					10/11/2017	1482040	1514408	-	32368	Sell (new in list)
					17/11/2017	1514408	1514408	-	-	(not in list)
Pritesh Kumar H Shah Hashmukhbhai Manilal Shah	2369878	0.30	2369878	0.30	No Change during the year					
Sakuntla Mittal Makhanlal	1999581	0.26	1999581	0.26	No Change during the year					
Virat Kumar Sharma Mathuresh Sharma	1500100	0.19	1930116 (not in list)	-	16/03/2018	1500100	1842280	342180	-	Buy
					23/03/2018	1842280	1930116	87836	-	Buy (not in list)
Ajeet Singh Chawla	0	0.00	2395981	0.31	01/09/2017	0	1547280	1547280	-	Buy new list
					15/09/2017	1547280	1716072	168792	-	Buy
					06/10/2017	1716072	2158229	442157	-	Buy
					13/10/2017	2158229	2297583	139354	-	Buy
					20/10/2017	2297583	22989583	20692000	-	Buy
					27/10/2017	22989583	265981	-	22723602	Sell
					03/11/2017	265981	2610981	2345000	-	Buy



					10/11/2017	2610981	2442981	-	168000	Sell
					17/11/2017	2442981	2446981	4000	-	Buy
					24/11/2017	2446981	2373981	-	73000	Sell
					01/12/2017	2373981	2401981	28000	-	Buy
					15/12/2017	2401981	2395981	-	6000	Sell
Narendra Kumar Bhagwan Das Gupta	0	0.00	4239747	0.54	17/11/2017	0	4180474	4180474	-	New in list
					01/12/2017	4180474	4194474	14000	-	Buy
					15/12/2017	4194474	4189474	-	5000	Sell
					23/03/2018	4189474	4239474	50000	-	Buy
Sameer Naren Gupta	0	0.00	1957994	0.25	23/03/2018	0	1957994	1957994	-	New in List
Vivek Agrawal Triloki	0	0.00	2000000	0.26	05/01/2018	0	2150000	2150000	-	New in List
					12/01/2018	2150000	2350000	200000	-	Buy
					19/01/2018	2350000	1800000	-	550000	Sell
					26/01/2018	1800000	2350000	550000	-	Buy
					02/02/2018	2350000	2300000	-	50000	Sell
					09/02/2018	2300000	2325000	25000	-	Buy
					16/02/2018	2325000	2000000	-	32500	Sell

**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>				
<b>At the beginning of the year</b>	<b>90194650</b>	<b>11.55</b>		
Date wise Increase / Decrease in share holding during the year specifying the reasons for increase/decrease (e.g. allotment / transfer/bonus/sweat equity etc):	-	-	-	-
<b>At the end of the year</b>			<b>90194650</b>	<b>11.55</b>
<b>Shri Vijay Shankarlal Bankda, Managing Director</b>				
<b>At the beginning of the year</b>	<b>58553775</b>	<b>7.50</b>		
Date wise Increase/ Decrease in share holding during the year specifying the reasons for increase/decrease (e.g. allotment / transfer/bonus/sweat equity etc):	-	-	-	-
<b>At the end of the year</b>			<b>58553775</b>	<b>7.50</b>
<b>Shri Ankit Kedarmal Bankda, Chief Financial Officer</b>				
<b>At the beginning of the year</b>	<b>46886420</b>	<b>6.01</b>		
Date wise Increase/ Decrease in share holding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer / bonus / sweat equity etc):	-	-	-	-
<b>At the end of the year</b>			<b>46886420</b>	<b>6.01</b>

There is no shareholding in the Company held by Smt. Rinki Bankda, Shri Krishna Das Neema, Shri Vinod Kabra and Shri Praveen Jindal and CS Karishma Kakkar.

**V. INDEBTNESS**

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	621.02	624.12	0.00	1245.14
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>621.02</b>	<b>624.12</b>	<b>0.00</b>	<b>1245.14</b>
<b>Change in Indebtedness during the financial year</b>				
Addition	156.64	0.00	0.00	156.64
Reduction	0.00	157.18	0.00	157.18
Net Change	156.64	(157.18)	0.00	(0.54)
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	777.66	466.94	0.00	1244.60
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>777.66</b>	<b>466.94</b>	<b>0.00</b>	<b>1244.60</b>

**VI. REMUNERATION OF DIRECTOR AND KMP**

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

S. No.	Particulars of Remuneration	Mr. Kedarmal Bankda Chairman & Whole Time Dir.	Mr. Vijay Bankda Managing Director	Mrs. Rinki Bankda Whole Time Director	Total
1	Gross Salary				
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	14.55	10.7	2.25	27.5
	(b) Value of perquisites under Section 17(2) Income Tax Act, 1961	2.96	2.38	0	5.34
	(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				
	- others, specify....	0	0	0	0
5	Others, please specify	0	0	0	0
	<b>Total</b>	<b>17.51</b>	<b>13.08</b>	<b>2.25</b>	<b>32.84</b>
	Ceiling as per the Schedule V of the Act	<b>120.00</b>	<b>120.00</b>	<b>120.00</b>	<b>360.00</b>



**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	0.10	0.10	0.075	0.27
2	-Commission	0	0	0	0
3	- Others, please specify	0	0	0	0
	<b>Total B.1</b>	<b>0.10</b>	<b>0.10</b>	<b>0.075</b>	<b>0.27</b>

**2. Other Non Executive Directors:**

S. No.	Particulars of Remuneration	Mrs. Rinki Ankit Bankda	Total
1	-Fee for attending Board Committee Meetings	0.075	0.075
2	-Commission	0	0
3	- Others, please specify	0	0
	<b>Total B.2</b>	<b>0.075</b>	<b>0.075</b>
	<b>Total (B1+B2)</b>	<b>0.35</b>	<b>0.35</b>
	<b>Total Managerial Remuneration</b>		<b>33.19</b>
	<b>Overall Ceiling as per the Act</b>		<b>360.00</b>

Note : Mrs. Rinki Ankit Bankda was appointed as a whole-Time Director w.e.f. 15th Nov., 2017

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

S. No.	Particulars of Remuneration	Mr. Ankit Kedarmal Bankda CFO	Ms. Prachi Rathore CS*	Ms. Karishma Kakkar CS*	Total
1	Gross Salary				
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	8.16	1.02	1.52	10.70
	(b) Value of perquisites under Section 17(2) Income Tax Act, 1961	0.28	0	0	0.28
	(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	0	0	0	0
	- 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>8.44</b>	<b>1.02</b>	<b>1.52</b>	<b>10.98</b>

\*CS Prachi Rathore has resigned from 14.08.2017 and CS Karishma Kakkar was appointed w.e.f. 16.08.2017

**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 2nd April 2018 as disclosed in the Board Report.

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment / Compounding fees imposed	AUTHORITY [RD / NCLT / COURT]	Appeal made, if any (give details)
<b>A. COMPANY</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
<b>B. DIRECTOR</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

C. OTHER OFFICER IN DEFAULT					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

By order of the Board of Director

Place: Indore

Date : 14th August, 2018

**KEDARMAL BANKDA**

Chairman & Whole Time Director

DIN : 00023050

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**

The information required under section 197(12) of the Companies Act, 2013 read with Rule 5(1) and 5(2) of the Companies (Appointment & remuneration of Management Personnel) Rules, 2014 as amended are given below:

**A. Ratio of the remuneration of each director to the median employee's remuneration and the percentage increase in remuneration of each Director & Key Managerial Personnel:**

S. No.	Name of the Director/Key Managerial Personnel(KMP) and Designation	Remuneration (including perquisites) of Director / KMP for the financial yr. 2017-18	Remuneration (including perquisites) of Director / KMP for the financial yr. 2016-17	% increase (decrease) in remuneration in the financial year 2017-18	Ratio of remuneration of each Director/ KMP to median remuneration of employees
1	Shri Kedarmal Bankda (Chairman & WTD)	1751720	1008000	42.45%	12.80
2	Shri Vijay Bankda (Managing Director)	1308970	995000	23.98%	9.56
3	*Mrs. Rinki Bankda (WTD w.e.f. 15-11-2017)	225000	N.A.	N.A.	N.A.
4	Shri Krishna Das Neema (ID)	N.A.	N.A.	N.A.	N.A.
5	Shri Praveen Jindal (ID)	N.A.	N.A.	N.A.	N.A.
6	Shri Vinod Kabra (ID)	N.A.	N.A.	N.A.	N.A.
7	Shri Ankit Bankda (Chief Financial Officer)	844800	749000	11.2%	6.17
8	*Ms. Prachi Rathore (Company Secretary)	102434	48000	N.A.	N.A.
9	*Ms. Karishma Kakkar (Company Secretary)	152427	N.A.	N.A.	N.A.

Note :-

- 1) CS Prachi Rathore has resigned from 14.08.2017. Therefore, the calculation of median employee is not comparable;
- 2) Mrs. Rinki Bankda was appointed as a whole- Time Director w.e.f. 15th November 2017. Therefore, the calculation is done on half year basis only.
- 3) Krishna Das Neema, Shri Praveen Jindal and Shri Vinod Kabra Independent Directors and Mrs Rinki Bankda (Till 15.11.2017) were paid sitting fees for attending the Meetings of the Board.

**B. The percentage increase in the Median remuneration of employees in the financial year :** The remuneration paid to median employee is Rs. 1,36,782/- and median is 21%.

**C. The number of permanent employees on the Roll of the Company as on 31st March, 2018: 803**

**D. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:**

Based on Remuneration Policy of the Company, salary of the employees was increased at 7.75% and managerial remuneration was increased at 33.21%. This is based on Remuneration Policy of the Company that rewards people based on their



contribution to the success of the company and also ensures that external market competitiveness and internal relativities are taken care of.

**E. Affirmation that the remuneration is as per the Remuneration Policy of the Company:**

The Company affirms that remuneration is as per the remuneration policy of the Company.

**F. Name of the top 10 employees in terms of remuneration drawn in the financial year 2017-18 :**

**A statement of top-10 employees in terms of remuneration drawn as per rule 5(2) read with rule 5(3) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is as under**

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 manager of the co. and if so, name of such dir. or manager	Remarks
1	Mr. Kedarmal Bankda	Whole Time Director	1455000	Permanent Emp.	M.Com 41 Yrs. Experience	13/04/1992	67 Yrs.	-	Vijay Bankda & Rinki Bankda -	-
2	Mr. Vijay U. Pandya	GM Works	1448004	Permanent Emp.	BSC 35 Yrs. Experience	02/07/2015	67 Yrs.	PDPL	No	-
3	Mr. Rakesh ch. Srivastava	VP Marketing	1191004	Permanent Emp.	Graduate 31 years	12/04/2016	56 years	CBC	No	-
4	Mr. Sandeep Sharma	D.G.M.	1091952	Permanent Emp.	MSC & MBA 25 Yrs. Experience	14/04/2015	51 Years	PDPL	No	-
5	Mr. Rajulal Joshi	Manager	1080000	Permanent Emp.	B. Tech 14 Yrs. Experience	05/02/2015	36 Years	TEVA API INDIA LTD	No	-
6	Mr. Vijay Bankda	Managing Director	1070000	Permanent Emp.	B.com, LLB 38 years Experience	01/12/1999	60 Years	-	Kedarmal Bankda	-
7	Mr. Manoj Yadav	D.G.M.	975117	Permanent Emp.	MBA 27 Yrs. Experience	12/01/1998	47 Years	Kabra Drugs Limited	No	-
8	Ms. Renu Rakesh Chandra	Prod. Manager, Mumbai	958986	Permanent Emp.	Post Graduate 11 Yrs. Experience	12/04/2016	50 years	CBC	No	-
9	Mr. Devendra Bakliwal	Sr. Manager	871260	Permanent Emp.	MBA 25 Years	18/12/1995	47 years	Siddharth Tubes	No	-
10	Mr. Samujwal Majumder	Export Sale Manager	834612	Permanent Emp.	MBA	13/05/2016	36 years	Super sonic	No	-

For and on behalf of the Board

Place: Indore

Date : 14th August, 2018

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





**INDEPENDENT AUDITOR'S REPORT  
To The Members of SYNCOM FORMULATIONS (INDIA) LIMITED  
Report on the Financial Statements**

We have audited the accompanying financial statements of **SYNCOM FORMULATIONS (INDIA) LIMITED** ("the Company"), which comprise the Balance Sheet as at March 31, 2018, and the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended and a summary of the significant accounting policies and other explanatory information.

**Management's Responsibility for the Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the Indian Accounting Standards (Ind AS) prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, and other accounting principles generally accepted in India.

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.

**Auditor's Responsibility**

Our responsibility is to express an opinion on these financial statements based on our audit. In conducting our audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder and the Order issued under section 143(11) of the Act.

We conducted our audit of the financial statements in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement. An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements. We believe that the audit evidence 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 financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2018, and its profit, total comprehensive income, the changes in equity and its cash flows for the year ended on that date.

**Report on Other Legal and Regulatory Requirements**

1. As required by Section 143(3) of the Act, based on our audit we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the books of account.
  - d) In our opinion, the aforesaid financial statements comply with the Indian Accounting Standards prescribed under section 133 of the Act.
  - e) On the basis of the written representations received from the directors of the Company as on March 31, 2018 taken on record by the Board of Directors, none of

the directors is disqualified as on March 31, 2018 from being appointed as a director in terms of Section 164(2) of the Act.

- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
- g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements.
  - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, 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 Company.
2. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

**For Sanjay Mehta and Associates  
Chartered Accountants  
(Firm's Registration No. 011524C)**

**Manish Mittal  
Partner  
(M.No: 079452)**

**Place: Indore  
Date : 30th May, 2018**

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

(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of Syncom Formulations (India) Limited of even date)

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

We have audited the internal financial controls over financial reporting of SYNCOM FORMULATIONS (INDIA) LIMITED ("the Company") as of March 31, 2018 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

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

The Board of Directors of the Company 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, 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.

**Auditor's Responsibility**

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company 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") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. 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.

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

**For Sanjay Mehta and Associates  
Chartered Accountants  
(Firm's Registration No. 011524C)**

**Manish Mittal  
Partner  
(M.No: 079452)**

Place: Indore  
Date : 30th May, 2018

**ANNEXURE 'B' TO THE INDEPENDENT AUDITOR'S REPORT  
(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of Syncom Formulations (India) Limited of even date)**

- I. In respect of the Company's fixed assets:
  - (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
  - (b) The Company has a program of verification to cover all the items of fixed assets in a phased manner which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain fixed assets were physically verified by the management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
  - (c) According to the information and explanations given to us, the records examined by us and based on the examination of the conveyance deeds provided to us, we report that, the title deeds, comprising all the immovable properties of land and buildings which are freehold, are held in the name of the Company as at the balance sheet date.
  - ii. The management has conducted physical verification of inventory at reasonable intervals during the year and no material discrepancies were noticed on physical verification.
  - iii. 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.
- iv. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Act in respect of grant of loans, making investments and providing guarantees and securities, as applicable.
- v. The Company has not accepted deposits during the year and does not have any unclaimed deposits as at March 31, 2018 and therefore, the provisions of the clause 3 (v) of the Order are not applicable to the Company.
- vi. The Central Government has prescribed maintenance of cost records under sub section (1) of Section 148 of Companies Act, 2013, 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 adequately.
- vii. According to the information and explanations given to us, in respect of statutory dues:
  - (a) The Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, Goods and Service Tax, Value Added Tax, Customs Duty, Excise Duty, Cess and other material statutory dues applicable to it with the appropriate authorities.
  - (b) There were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, Value Added Tax, Goods and Service Tax, Customs Duty, Excise Duty, Cess and other material statutory dues in arrears as at March 31, 2018 for a period of more than six months from the date they became payable.
  - (c) Details of dues of Income Tax, Sales Tax, Service Tax, Excise Duty and Value Added Tax which have not been deposited as at March 31, 2018 on account of dispute are given below:

Nature of the Statute	Nature of Dues	Forum where dispute is pending	Period to which the demand pertains	Amount (In Lacs)
The Income Tax Act, 1961	Income Tax	Income Tax Appellate Tribunal Mumbai	2006-07	45.3
	Income Tax	Commissioner of Income Tax Appeal, Mumbai	2013-14	21.79
	Income Tax	Commissioner of Income Tax Appeal, Mumbai	2014-15	100.49
	Income Tax	Commissioner of Income Tax Appeal, Mumbai	2015-16	21.83
MP VAT Act, 2002	Commercial Tax	District Commissioner Appeal, Sales Tax, Indore	2013-14	1.02
	Commercial Tax	District Commissioner Appeal, Sales Tax, Indore	2014-15	1.01
	Commercial Tax	District Commissioner Appeal, Sales Tax, Indore	2015-16	0.13
Provident Fund Act	Provident Fund	High Court Indore	2005-06	3.78

- viii. 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 issued any debentures.
- ix. The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) or term loans and hence reporting under clause 3 (ix) of the Order is not applicable to the Company.
- x. To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or no material fraud on the Company by its officers or employees has been noticed or reported during the year.
- xi. In our opinion and according to the information and explanations given to us, the Company has paid/provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.



- xii. The Company is not a Nidhi Company and hence reporting under clause 3 (xii) of the Order is not applicable to the Company.
- xiii. In our opinion and according to the information and explanations given to us, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements as required by the applicable Indian accounting standards.
- xiv. During the year, the Company has not made any preferential allotment or private placement of shares or fully or partly paid convertible debentures and hence reporting under clause 3 (xiv) of the Order is not applicable to the Company.
- xv. In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its Directors or persons connected to its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- xvi. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

**For Sanjay Mehta and Associates  
Chartered Accountants  
(Firm's Registration No. 011524C)**

**Manish Mittal  
Partner  
(M.No: 079452)**

Place: Indore  
Date : 30th May, 2018


**Balance Sheet as at 31st March, 2018**
**(Amount in ₹)**

PARTICULARS	Note	As at 31-03-2018	As at 31-03-2017	As at 01-04-2016
<b>ASSETS</b>				
<b>Non-current assets</b>				
(a) Property, Plant and Equipment	3	57,40,98,462	54,91,51,794	45,76,57,088
(b) Capital Work in Progress		64,20,902	24,61,068	4,71,94,703
(c) Intangible assets	3	13,77,892	12,62,107	8,34,669
(d) Investment Property	4	31,40,85,286	29,68,10,957	16,98,94,002
(e) Financial Assets				
(i) Investments	5	2,04,17,724	1,28,35,726	1,57,46,651
(ii) Fixed Deposits & Accrued Interest	6	20,000	15,16,899	20,000
(iii) Deposits	7	36,01,447	3,97,51,435	3,70,83,636
(f) Other Non Current Assets	8	59,47,829	1,91,50,779	11,05,03,202
<b>Current assets</b>				
(a) Inventories	9	11,03,65,508	10,00,92,853	15,46,80,764
(b) Financial Assets				
(i) Trade Receivables	10	37,70,04,899	45,99,46,250	45,99,69,058
(ii) Cash And Cash Equivalents	11	76,01,258	6,57,14,428	19,41,230
(iii) Bank Balances other than (ii) above	12	5,50,86,558	70,30,500	5,94,68,219
(iv) Deposits	13	3,97,00,000	-	-
(v) Loans & Advances	14	1,24,80,115	1,98,33,517	1,59,57,647
(d) Other Current Assets	15	18,14,78,834	17,53,46,497	17,37,57,282
<b>Total</b>		<b>1,70,96,86,713</b>	<b>1,75,09,04,810</b>	<b>1,70,47,08,151</b>
<b>EQUITY AND LIABILITIES</b>				
<b>Equity</b>				
(a) Equity Share Capital	16	78,06,52,180	78,06,52,180	78,06,52,180
(b) Other Equity	17	43,87,73,166	36,07,81,341	27,57,59,676
<b>Liabilities</b>				
<b>Non Current Liabilities</b>				
(a) Financial Liabilities				
(i) Trade and other Deposits	18	1,21,73,767	58,04,374	41,79,615
(b) Provisions	19	69,35,181	59,66,438	50,40,996
(c) Deferred Tax Liabilities	20	7,45,62,766	7,15,64,633	5,84,57,255
<b>Current liabilities</b>				
(a) Financial liabilities				
(i) Borrowings	21	12,44,60,055	12,45,14,420	5,62,19,916
(ii) Trade Payables	22	22,30,50,271	32,26,13,973	46,93,61,722
(iii) Other Financial Liabilities	23	20,76,395	11,47,636	13,26,037
(b) Other Current Liabilities	24	3,19,33,840	5,73,84,156	3,54,52,768
(c) Provisions	25	1,50,69,092	2,04,75,660	1,82,57,986
<b>Total</b>		<b>1,70,96,86,713</b>	<b>1,75,09,04,810</b>	<b>1,70,47,08,151</b>

The accompanying notes form an integral part of the financial statements.

As per our report of even date annexed

 For Sanjay Mehta and Associates  
 Chartered Accountants  
 F.R. No.: 011524C

For and on behalf of the Board of Directors of Syncom Formulations (I) Ltd.

 Manish Mittal  
 Partner  
 M. No.: 079452

 Place : Indore  
 Dated: 30th May, 2018

 Kedarmal Bankda  
 Chairman &  
 Whole Time Director  
 DIN : 00023050

 Vijay Bankda  
 Managing Director  
 DIN : 00023027

 Ankit Bankda  
 CFO

 Karishma Kakkar  
 CS  
 M.No.: A46187


**Statement Of Profit And Loss for the year ended 31st March, 2018 (Amount in ₹)**

<b>PARTICULARS</b>	<b>Note</b>	<b>As at 31-03-2018</b>	<b>As at 31-03-2017</b>
<b>INCOME :</b>			
Revenue from Operations (Gross)	26	1,58,71,78,764	1,84,84,03,192
Other Income	27	4,43,95,646	3,08,09,683
		1,63,15,74,410	1,87,92,12,875
<b>EXPENDITURE :</b>			
Cost of Material Consumed	28	77,60,32,882	69,02,10,026
Excise Duty		8,63,161	1,78,947
Purchase of Stock-in-Trade	29	32,00,50,852	54,12,19,174
Changes in Inventories of Finished Goods, Stock - in - Process and Stock - in - Trade	30	(65,84,812)	4,96,70,853
Employee Benefits Expense	31	15,04,43,252	14,49,10,781
Finance Costs	32	26,57,312	30,69,974
Depreciation and Amortization Expense	3	3,72,98,334	3,12,28,155
Other Expenses	33	22,96,49,671	25,86,82,211
<b>Total Expenses</b>		<b>1,51,04,10,652</b>	<b>1,71,91,70,122</b>
<b>Profit / (Loss) Before Extraordinary Items and tax</b>		<b>12,11,63,758</b>	<b>16,00,42,753</b>
Exceptional Item	34	10,15,124	90,030
<b>Profit / (Loss) before tax</b>		<b>12,01,48,634</b>	<b>15,99,52,723</b>
<b>Tax Expense</b>			
Current Tax		3,04,13,476	4,03,25,847
Income Tax (Earlier Years)		2,65,610	-
Deferred Tax		29,98,133	1,31,07,378
Profit / (Loss) for the Period		<b>8,64,71,415</b>	<b>10,65,19,498</b>
<b>Other Comprehensive Income</b>			
Items that will be reclassified to Profit & Loss			
Profit / (Loss) on Measurement of Financial Assets at Fair Value		86,49,893	(14,48,713)
Gain / (Loss) on Actuarial valuation of employee benefits		14,79,313	(12,57,626)
<b>Total Comprehensive Income</b>		<b>9,66,00,621</b>	<b>10,38,13,159</b>
<b>Earning per equity share of Rs. 1 each</b>			
Basic and Diluted attributable to equity holders of the company		0.12	0.13
<b>Notes &amp; significant accounting policies, forming part of financial statements</b>	1 to 47		

The accompanying notes form an integral part of the financial statements.  
As per our report of even date annexed

For Sanjay Mehta and Associates  
Chartered Accountants  
F.R. No.: 011524C

For and on behalf of the Board of Directors of Syncom Formulations (I) Ltd.

Manish Mittal  
Partner  
M. No.: 079452

Place : Indore  
Dated: 30th May, 2018

Kedarmal Bankda  
Chairman &  
Whole Time Director  
DIN : 00023050

Vijay Bankda  
Managing Director  
DIN : 00023027

Ankit Bankda  
CFO

Karishma Kakkar  
CS  
M.No.: A46187


**Cash Flow Statement for the year ended 31st March, 2018 (Amount in ₹)**

<b>PARTICULARS</b>	<b>Year Ended 31-03-2018</b>	Year Ended 31-03-2017
<b>Cash Flow from Operating Activities</b>		
Profit before extraordinary item and tax	12,11,63,758	16,00,42,753
<b>Adjustments for :</b>		
Gain/(Loss) on Actuarial valuation of employee benefits	14,79,313	(12,57,626)
Depreciation	3,72,98,334	3,12,28,155
Finance Costs	26,57,312	30,69,974
Other Income	(4,43,95,646)	(3,08,09,683)
Rectification of undercharged Rent on Deposit Accepted in accordance with IND-AS	1,82,698	-
<b>Operating Profit before working capital changes</b>	<b>11,83,85,769</b>	<b>16,22,73,573</b>
<b>Changes in Working Capital</b>		
Inventory	(1,02,72,655)	5,45,87,911
Trade Receivables	8,29,41,351	22,808
Bank Balances	(4,80,56,058)	5,24,37,719
Loans & Advances	73,53,402	(38,75,870)
Other Current Assets	(61,32,337)	(15,89,215)
Borrowings	(54,365)	6,82,94,504
Trade Payables	(9,95,63,702)	(14,67,47,749)
Other Financial Liabilities	9,28,759	(1,78,401)
Other Current Liabilities	(2,54,50,316)	2,19,31,388
Short Term Provisions	(54,06,568)	22,17,674
<b>Changes in Working Capital</b>	<b>(10,37,12,488)</b>	<b>4,71,00,769</b>
Cash Generated from Operations before Tax	1,46,73,280	20,93,74,342
Less: Income Tax Paid	(3,06,79,086)	(4,03,25,847)
<b>Net Cash From Operating Activities</b>	<b>(1,60,05,806)</b>	<b>16,90,48,495</b>
<b>Cash Flow from Investing Activities</b>		
Change in Property Plant and Equipment, Intangible Assets and Capital Work in Progress	(6,63,20,621)	(78,416,664)
Change in Investment Property	(1,72,74,330)	(12,69,16,955)
Change in Fixed Deposit & Accrued Interest	14,96,899	(14,96,899)
Change in Deposits	(35,50,012)	(26,67,800)
Change in Other Non Current Assets	1,32,02,950	9,13,52,423
Change in Trade & Other Deposits	63,69,394	16,24,759
Other Income	4,43,95,646	3,08,09,683
Change in Investment	-	14,50,863
Add / (Less) : Sale of Fixed Assets	52,772	(78,681)
<b>Net Cash from Investing Activities</b>	<b>(2,16,27,302)</b>	<b>(8,43,39,271)</b>



## Cash Flow Statement for the year ended 31st March, 2018 (Amount in ₹)

PARTICULARS	Year Ended 31-03-2018	Year Ended 31-03-2017
<b>Cash Flow from Financing Activities</b>		
Finance Costs	(26,57,312)	(30,69,974)
Change in Long Term Liabilities	9,68,743	9,25,442
Dividend Paid	(1,87,91,494)	(1,87,91,494)
<b>Net Cash from Financing Activities</b>	<b>(2,04,80,063)</b>	<b>(2,09,36,026)</b>
<b>Net Decrease in Cash &amp; Cash Equivalents</b>	<b>(5,81,13,171)</b>	<b>6,37,73,198</b>
Cash & Cash Equivalents at the beginning of the Period	6,57,14,428	19,41,230
Cash & Cash Equivalents at the End of Period	<b>76,01,257</b>	<b>6,57,14,428</b>

For Sanjay Mehta and Associates  
Chartered Accountants  
F.R. No.: 011524C

For and on behalf of the Board of Directors of Syncom Formulations (I) Ltd.

Manish Mittal  
Partner  
M. No.: 079452

Place : Indore  
Dated: 30th May, 2018

Kedarmal Bankda  
Chairman &  
Whole Time Director  
DIN : 00023050

Vijay Bankda  
Managing Director  
DIN : 00023027

Ankit Bankda  
CFO

Karishma Kakkar  
CS  
M.No.: A46187



## Statement of Changes in Equity

(Amount in ₹)

PARTICULARS	Equity Share Capital	Other Equity Reserve & Surplus				Total Equity attributable to equity holder of the company
		Capital Subsidy	General Reserve	Gain/(loss) on Measurement of Financial assets at Fair Value	Retained Earnings	
Balance as at 01/04/2016	78,06,52,180	7,50,000	24,00,00,000	(4,87,18,172)	8,37,27,848	1,05,64,11,856
Changes in equity for the year ended 31/03/ 2016	-	-	-	-	-	-
Profit for the period	-	-	-	-	10,65,19,498	10,65,19,498
Transfer to General Reserve	-	-	7,00,00,000	-	(7,00,00,000)	-
Other Comprehensive Income	-	-	-	(14,48,713)	-	(14,48,713)
Actuarial Gain / (Loss) on gratuity valuation	-	-	-	-	(12,57,626)	(12,57,626)
Dividend & Tax thereon declared and distributed	-	-	-	-	(1,87,91,494)	(1,87,91,494)
Total Comprehensive Income	-	-	7,00,00,000	(14,48,713)	1,64,70,378	8,50,21,665
<b>Balance as at 31st March, 2017</b>	<b>78,06,52,180</b>	<b>7,50,000</b>	<b>31,00,00,000</b>	<b>(5,01,66,885)</b>	<b>10,01,98,226</b>	<b>1,14,14,33,521</b>
PARTICULARS	Equity Share Capital	Other Equity Reserve & Surplus				Total Equity attributable to equity holder of the company
		Capital Subsidy	General Reserve	Gain/(loss) on Measurement of Financial assets at Fair Value	Retained Earnings	
<b>Balance as at 31st March, 2017</b>	<b>78,06,52,180</b>	<b>7,50,000</b>	<b>31,00,00,000</b>	<b>(5,01,66,885)</b>	<b>10,01,98,226</b>	<b>1,14,14,33,521</b>
Changes in equity for the year ended 31/03/2017	-	-	-	-	-	-
Profit for the period	-	-	-	-	8,64,71,415	8,64,71,415
Other Comprehensive Income	-	-	-	1,01,29,206	-	1,01,29,206
Transfer to General Reserve	-	-	9,00,00,000	-	(9,00,00,000)	-
Rectification of undercharged Rent on Deposit Accepted in accordance with IND-AS	-	-	-	-	1,82,698	-
Dividend & Tax thereon Declared and distributed	-	-	-	-	(1,82,91,494)	-
Total Comprehensive Income	-	-	9,00,00,000	1,01,29,206	(2,21,37,381)	9,66,00,621
<b>Balance as at 31st March, 2018</b>	<b>78,06,52,180</b>	<b>7,50,000</b>	<b>40,00,00,000</b>	<b>(4,00,37,679)</b>	<b>7,80,60,845</b>	<b>1,23,80,34,142</b>

For Sanjay Mehta and Associates  
Chartered Accountants  
F.R. No.: 011524C

For and on behalf of the Board of Directors of Syncom Formulations (I) Ltd.

Manish Mittal  
Partner  
M. No.: 079452

Place : Indore  
Dated: 30th May, 2018

Kedarmal Bankda  
Chairman &  
Whole Time Director  
DIN : 00023050

Vijay Bankda  
Managing Director  
DIN : 00023027

Ankit Bankda  
CFO

Karishma Kakkar  
CS  
M.No.: A46187





**SYNCOM FORMULATIONS (I) LTD.  
NOTES FORMING PART OF THE FINANCIAL STATEMENT FOR THE YEAR  
ENDED 31st MARCH 2018**

**SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO ACCOUNTS**

**1. Corporate Information/Background**

Syncom Formulations India Limited - a renowned name in the Indian Pharmaceutical Industry represents synergistic combination of commitment and consistency.

Syncom possesses the manufacturing strength in its own manufacturing set-up at Pithampur (30kms away from Indore, the commercial capital of Madhya Pradesh, India). Established in the year 1995, Syncom's state of art WHO-GMP and 15certified plant is geared up with latest production machineries and maintains high quality standards. Currently Syncom manufactures and markets more than 200 pharmaceutical formulations products in various dosage forms like Tablets, Capsules, Liquids Orals, Liquid Vials and Ampoule Injections & Dry Vial injections, Dry Syrups, Ointments, Inhalers and Herbals.

**2. Summary of significant accounting policies**

**a. Basis of Preparation**

These financial statements are prepared in accordance with Indian Accounting Standards (Ind AS) under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values, the provisions of the Companies Act, 2013 ('the Act') (to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI). The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and relevant amendment rules issued thereafter.

Effective from April 1, 2017 the Company has adopted all the Ind AS standards and the adoption was carried out in accordance with Ind AS 101, First-Time Adoption of Indian Accounting Standards with April 1, 2016 as the transition date. The transition was carried out from Indian Accounting Principles generally accepted in India as prescribed under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 (IGAAP), which was the previous GAAP. Reconciliations and descriptions of the effect of the transition have been summarized in Note 44.

Accounting policies have been consistently applied except where a newly-issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

Amounts for the year ended and as at March 31, 2017 were audited by previous auditors - S.P. Moondra & Company.

**b. Use of estimates**

The preparation of financial statements requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and disclosure of contingent liabilities, at the end of the reporting period. Although, these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

**c. Property Plant and Equipment**

Property, plant and equipment are stated at cost less accumulated depreciation and impairment, if any. Costs directly attributable to acquisition are capitalized until the property, plant and equipment are ready for use, as intended by the Management. The Company depreciates property, plant and equipment over their estimated useful lives using the straight-line method. The Estimated useful lives of assets are as follows:

Factory Building	30 Years
Building Other	60 Years
Plant & Machinery	5-20 Years
Solar Generation Plant	25 Years <sup>1</sup>
Electric Installation	10 Years
Furniture & Fixtures	7-10 Years
Office Equipment	5 Years
Computer	3 Years
Vehicle	8 Years

<sup>1</sup>the life for solar generation plant is not prescribed in the under Part C of Schedule II of the Companies Act, 2013 therefore the useful lives as given above represent the period over which the Management expects to use these assets.

Useful lives for the rest of the assets are as prescribed under Part C of Schedule II of the Companies Act, 2013.

Gains and losses on disposals are determined by comparing the proceeds with carrying amount.

**Intangible assets**

An intangible asset is recognized when it is probable that the future economic benefits attributable to the asset will flow to the enterprise and where its cost can be reliably measured. Intangible assets are stated at cost of acquisition less accumulated amortization and impairment losses, if any. Cost comprises the purchase price and any cost attributable to bringing the assets to its working condition for its intended use which

includes taxes, freight, and installation and allocated incidental expenditure during construction/ acquisition and exclusive of CENVAT credit or other tax credit available to the Company.

Subsequent expenditure relating to intangible fixed assets is capitalized only if such expenditure results in an increase in the future benefits from such asset beyond its previously assessed standard of performance.

**d. Impairment of Assets**

The carrying amounts of assets are reviewed at each balance sheet date if there is any indication of impairment based on internal/external factors. An impairment loss is recognised wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the assets' net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value at the weighted average cost of capital.

After impairment, depreciation/amortization is provided on the revised carrying amount of the asset over its remaining useful life.

**e. Revenue Recognition**

Revenue from sales is recognized at the point of dispatch of the goods to the customer. Income from dividend on investments is recognized when the right to receive dividend is established.

All other incomes are recognized on accrual basis.

**f. Borrowing Costs**

Borrowing cost includes interest, amortization of ancillary costs incurred in connection with the arrangement of borrowings.

Borrowing costs that are directly attributable to the acquisition, construction or production of an asset that takes a substantial period of time to get ready for its intended use are capitalized. All other borrowing costs are recognised as expenditure in the period in which they are incurred.

**g. Foreign currency translation**

**Initial recognition:**

Foreign currency transactions are recorded in the reporting currency by applying the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

**Conversion:**

Foreign currency monetary items are reported using the closing rate. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction; non-monetary items which are carried at fair value or other similar valuation denominated in a foreign currency are reported using the exchange rates that existed when such values were determined.

**Exchange differences:**

Exchange differences arising on the settlement of monetary items or on reporting the Company's monetary items at rates different from those at which they were initially recorded during the year, or reported in previous financial statements, are recognised as income or as expenses in the year in which they occur.

**h. Investment and other financial assets**

**Classification**

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

- Those to be measured subsequently at fair value and
- Those measured at amortized cost.

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

For assets measured at fair value, gains and losses will either be recorded in profit and loss or other comprehensive income.

**Measurement**

At initial recognition, the company measures a financial assets at its fair value plus, in the case of a financial asset not at fair value through profit and loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit and loss are expensed in profit and loss statement.

**Investment property**

An investment in land or buildings, which is not intended to be occupied substantially for use by, or in the operations of, the Company, is classified as investment property. Investment properties are stated at cost.

**I. Retirement and other employee benefits**

**Defined contribution plan**

The Company makes defined contribution to Government Employee Provident Fund, Government Employee Pension Fund, Employee Deposit Linked Insurance, ESI and Superannuation Schemes, which are recognised in the Statement of Profit and Loss on accrual basis.

The Company has no further obligations under these plans beyond its monthly contributions.

**Gratuity**

The Company provides for retirement benefits in the form of Gratuity. Benefits payable



to eligible employees of the company with respect to gratuity, a defined benefit plan is accounted for on the basis of an actuarial valuation as at the Balance Sheet date. The present value of such obligation is determined by the projected unit credit method and adjusted for past service cost and fair value of plan assets as at the balance sheet date through which the obligations are to be settled. The resultant actuarial gain or loss on change in present value of the defined benefit obligation or change in return of the plan assets is recognised as an income or expense in the Statement of Profit and Loss.

**j. Cash and cash equivalents**

Cash and cash equivalents include cash in hand, demand deposits with banks, other short term highly liquid investments with original maturities of three months or less.

**k. Inventories**

Raw materials, components, stores and spares, and packing material are valued at lower of cost. However, these items are considered to be realisable at replacement cost if the finished goods, in which they will be used, are expected to be sold below cost.

Cost of inventories is computed on a FIFO basis. Cost includes purchase price, (excluding those subsequently recoverable by the enterprise from the concerned revenue authorities), freight inwards and other expenditure incurred in bringing such inventories to their present location and condition.

Work in progress and manufactured finished goods are valued at the lower of cost and net realisable value. Cost of work in progress and is determined on the basis of stage of completion, while cost for finished goods is determined by reducing the estimated gross margin from the billing price.

**l. Income taxes**

Tax expense for the period comprises of current tax and deferred tax.

Provision for current tax is made on the basis of estimated taxable income for the current accounting year in accordance with the Income-tax Act, 1961.

The deferred tax for timing differences between the book and tax profits for the year is accounted for, using the tax rates and laws that have been substantively enacted as of the reporting date.

Deferred tax charge or credit reflects the tax effects of timing differences between accounting income and taxable income for the period. The deferred tax charge or credit and the corresponding deferred tax liabilities or assets are recognised using the tax rates that have been enacted or substantively enacted by the balance sheet date. Deferred tax assets are recognised only to the extent there is reasonable certainty that the assets can be realized in future. Deferred tax assets are reviewed at each balance sheet date and are written-down or written up to reflect the amount that is reasonably/virtually certain (as the case may be) to be realised.

**m. Leases**
**As a Lessee:**

Leases, where the lessor effectively retains substantially all the risks and benefits of ownership of the leased item, are classified as operating leases. Operating lease payments are recognized as an expense in the Statement of Profit and Loss on a

straight-line basis over the lease term.

**As a Lessor:**

Leases in which the Company does not transfer substantially all the risks and benefits of ownership of the asset are classified as operating leases. Lease income on an operating lease is recognized in the Statement of Profit and Loss on a straight-line basis over the lease term. Costs are recognized as an expense in the Statement of Profit and Loss. Initial direct costs such as legal costs, brokerage costs, etc. are recognized immediately in the Statement of Profit and Loss.

**n. Contingent Liability, Provisions and Contingent Asset**

The Company creates a provision when there is present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of obligation.

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that probably will not require an outflow of resources or where a reliable estimate of the obligation cannot be made.

Contingent assets are neither recorded nor disclosed in the financial statements.

**o. Earnings Per Share**

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting preference dividends and attributable taxes) by the weighted average number of equity shares outstanding during the period. Partly paid equity shares are treated as a fraction of an equity share to the extent that they are entitled to participate in dividends relative to a fully paid equity share during the reporting period.

The weighted average numbers of equity shares are adjusted for events such as bonus issue, bonus element in the rights issue, share split and reverse share split (consolidation of shares) that have changed the number of equity shares outstanding, without corresponding change in resources.

For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

**p. Dividend**

The final dividend on shares is recorded as a liability on the date of approval by the Shareholders and interim dividends are recorded as a liability on the date of declaration by the Board of Directors.

**q. Segment Reporting**

The accounting policies adopted for segment reporting are in conformity with the accounting policies adopted for the Company. The Company's operating businesses are organized and managed appropriately according to the nature of products and services provided. Refer Note 39 for segment information presented.

**NOTE - 3: Plant Property and Equipment and Intangibles Asset**
**(Amount in ₹)**

PARTICULARS	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	AS AT 31/03/17	Additions	Sale/ Disposal	AS AT 31/03/18	AS AT 31/03/17	During the Year	Written back	AS AT 31/03/18	AS AT 31/03/18	AS AT 31/03/17
<b>Tangible Asset</b>										
Lease hold Land	1186605	-	-	1186605	217551	12587	-	230138	956467	969054
Free Hold Land	1741000	-	-	1741000	-	-	-	-	1741000	1741000
Building Factory	229539658	9609202	-	239148860	77753628	7162185	-	84915813	154233047	151786030
Building Other	149267924	1805547	-	151073471	14789864	2376121	-	17165985	133907486	134478060
Plant and Machinery	325064122	18227850	-	343291972	173806318	12895313	-	186701631	156590341	151257804
Solar Generation Plant	38428750	-	-	38428750	20004	1460132	-	1480136	36948614	38408746
Electric Installation	42509874	8401565	-	50911439	11083594	4597310	-	15680904	35230535	31426280
Furniture and Fixture	59103610	16161077	4412682	70852005	40879138	3413716	4163703	40129151	30722854	18224472
Office Equipment	35256511	2325721	-	37582232	27618563	1805529	-	29424092	8158140	7637948
Computer	11890321	755455	-	12645776	10768946	392067	-	11161013	1484763	1121375
Vehicle	21136506	5038291	1822813	24351984	9035481	2915852	1724564	10226769	14125215	12101025
<b>Total Tangibles</b>	<b>915124881</b>	<b>62324708</b>	<b>6235495</b>	<b>971214094</b>	<b>365973087</b>	<b>37030812</b>	<b>5888267</b>	<b>397115632</b>	<b>574098462</b>	<b>549151794</b>
<b>Intangible Asset</b>										
Computer Software	4708403	383306	-	5091709	3446295	267522	-	3713817	1377892	1262108
<b>Total Intangibles</b>	<b>4708403</b>	<b>383306</b>	<b>-</b>	<b>5091709</b>	<b>3446295</b>	<b>267522</b>	<b>-</b>	<b>3713817</b>	<b>1377892</b>	<b>1262108</b>
<b>Total</b>	<b>919833284</b>	<b>62708014</b>	<b>6235495</b>	<b>976305803</b>	<b>369419382</b>	<b>37298334</b>	<b>5888267</b>	<b>400829449</b>	<b>575476354</b>	<b>550413901</b>
<b>PY</b>	<b>824075499</b>	<b>129005043</b>	<b>33247257</b>	<b>919833285</b>	<b>365583742</b>	<b>31228155</b>	<b>27392514</b>	<b>369419383</b>	<b>550413902</b>	<b>458491757</b>


**Notes On Financial Statements for the year ended 31st March, 2018 (Amount in ₹)**

<b>PARTICULARS</b>	<b>As at 31-03-2018</b>	<b>As at 31-03-2017</b>	<b>As at 01-04-2016</b>
<b>NOTE-4 : Investment Property</b>			
Property At Thane, Mumbai	5,43,64,002	5,43,64,002	5,43,64,002
Property At Goregaon	25,97,21,284	24,24,46,955	11,55,30,000
<b>Total</b>	<b>31,40,85,286</b>	<b>29,68,10,957</b>	<b>16,98,94,002</b>
<b>NOTE-5 : Investments</b>			
In Equity shares - quoted, fully paid up Stated at fair value as on date			
<b>Ravi Kumar Distilleries Ltd.</b> 5,11,000 (Previous Year 5,11,000) shares of Rs. 10 each fully paid up	64,38,600	58,81,610	40,16,460
<b>Bil Energy Systems Ltd.</b> 10,63,000 (Previous Year 10,63,000) shares of Rs. 1 fully paid up	7,86,620	7,12,210	11,16,150
<b>PFL Infotech Ltd.</b> 32,700 (Previous Year 32,700) shares of Rs. 10 fully paid up	2,90,703	3,53,160	6,65,445
<b>Risa International Ltd.</b> 45,000 (Previous Year 45,000) shares of Rs. 2 fully paid up	48,600	64,350	40,950
<b>Rutron International Ltd</b> 5,50,000 (Previous Year 5,50,000) shares of Rs. 1 fully paid up	7,15,000	7,15,000	7,15,000
<b>Upsurge Investment &amp; Finance Ltd.</b> 2,74,000 (Previous Year 2,74,000) shares of Rs. 10 fully paid up	1,21,38,201	40,41,500	66,44,500
<b>Lupin Limited</b> 0 (Prev. Year 0) shares of Rs. 2 each fully paid up	-	-	14,80,250
<b>A</b>	<b>2,04,17,724</b>	<b>1,17,67,830</b>	<b>1,46,78,755</b>
<b>Investment In subsidiary</b>			
<b>Trade Services FZE</b> 0 (Previous Year 1) shares of face Value AED 65000	-	10,67,896	<b>10,67,896</b>
<b>B</b>	<b>-</b>	<b>10,67,896</b>	<b>10,67,896</b>
<b>Total (A+B)</b>	<b>2,04,17,724</b>	<b>1,28,35,726</b>	<b>1,57,46,651</b>
<b>NOTE-6 : Fixed Deposits &amp; Accrued Interest</b>			
In Fixed Deposit with Banks(Given as Lien to Bank/Govt Dept.)	20,000	15,08,502	20,000
Interest Accrued but not due on Fixed deposits with bank	-	8,397	-
<b>Total</b>	<b>20,000</b>	<b>15,16,899</b>	<b>20,000</b>
<b>NOTE-7 : Deposits</b>			
Deposits to Government Authorities	36,01,447	29,92,176	30,47,284
Deposits for Premises to Related Parties	-	3,67,59,259	3,40,36,352
<b>Total</b>	<b>36,01,447</b>	<b>3,97,51,435</b>	<b>3,70,83,636</b>
<b>NOTE-8 : Other Non Current Assets</b>			
Capital Advances	59,47,829	1,91,50,779	10,77,74,916
Prepaid Rent	-	27,28,287	54,56,573
Less: Current Portion	-	(27,28,287)	(27,28,287)
<b>Total</b>	<b>59,47,829</b>	<b>1,91,50,779</b>	<b>11,05,03,202</b>


**Notes On Financial Statements for the year ended 31st March, 2018 (Amount in ₹)**

PARTICULARS	As at 31-03-2018	As at 31-03-2017	As at 01-04-2016
<b>NOTE-9 : Inventories</b>			
(Valued at lower of cost or net realizable value)			
Raw Materials (Other than transit)	3,33,73,797	1,98,91,677	2,49,35,967
In Transit Raw Material	-	1,08,86,162	49,49,434
Stock in Process	2,55,80,800	2,40,17,989	3,24,88,354
Finished Goods	1,77,99,147	1,27,77,146	5,39,77,634
Packing Material (Other than transit)	3,17,64,248	2,72,86,580	2,60,61,458
In Transit Packing Material	-	28,24,536	4,20,354
Stock of Traded Goods - In transit	-	-	94,55,160
Stores & spares and others	18,47,516	24,08,763	23,92,403
<b>Total</b>	<b>11,03,65,508</b>	<b>10,00,92,853</b>	<b>15,46,80,764</b>
<b>Details of Inventories of Work in Progress</b>			
Tablets	1,42,58,689	1,74,58,336	2,14,16,192
Capsules	39,93,178	25,91,112	25,36,642
Liquids	12,27,692	7,60,496	11,46,850
Others	61,00,942	32,08,045	73,88,670
<b>Total</b>	<b>2,55,80,500</b>	<b>2,40,17,989</b>	<b>3,24,88,354</b>
<b>NOTE-10 : TRADE RECEIVABLES</b>			
(Unsecured, Considered Good)			
Within Six Months	35,33,20,206	36,78,44,468	45,97,42,184
Over Six Months	2,36,84,693	9,21,01,782	2,26,874
<b>Total</b>	<b>37,70,04,899</b>	<b>45,99,46,250</b>	<b>45,99,69,058</b>
<b>NOTE-11: CASH &amp; CASH EQUIVALENTS</b>			
Cash in hand	9,39,815	4,66,483	6,29,642
Balance with Banks			
-In Current accounts	54,64,563	6,41,98,592	83,833
-In Current accounts in respect of Unclaimed dividend warrants	11,95,163	10,47,636	12,26,038
-In Current accounts in respect of Right issue refund orders	1,717	1,717	1,717
<b>Total</b>	<b>76,01,258</b>	<b>6,57,14,428</b>	<b>19,41,230</b>
<b>NOTE-12 : BANK BALANCES OTHER THAN ABOVE</b>			
Fixed Deposit (With Maturity more than 3 month)	5,14,88,502	69,00,000	5,50,00,000
Interest Accrued thereon	35,98,056	1,30,500	44,68,219
<b>Total</b>	<b>5,50,86,558</b>	<b>70,30,500</b>	<b>5,94,68,219</b>
<b>NOTE-13 : DEPOSITS</b>			
Deposits for Premises to Related Parties	3,97,00,000	-	-
<b>Total</b>	<b>3,97,00,000</b>	-	-
<b>NOTE-14 : LOANS AND ADVANCES</b>			
(Unsecured Considered good)			
Advances to Employees	66,43,061	67,28,783	72,12,130
Advances to Suppliers	58,37,054	71,14,094	27,54,877
Loan to Others	-	59,90,640	59,90,640
<b>Total</b>	<b>1,24,80,115</b>	<b>1,98,33,517</b>	<b>1,59,57,647</b>
<b>NOTE-15 : OTHER CURRENT ASSETS</b>			
Prepaid Expenses	1,22,907	2,28,600	2,20,716
Prepaid Rent	-	27,28,287	27,28,287
Appeal Money Deposit With Sales Tax	29,755	17,140	17,140
Providend Fund Paid Under Protest	3,77,398	3,77,398	3,77,398
Income Tax paid under protest	30,59,500	18,84,500	-
<b>Total</b>	<b>35,89,560</b>	<b>52,35,925</b>	<b>33,43,541</b>


**Notes On Financial Statements for the year ended 31st March, 2018 (Amount in ₹)**

<b>PARTICULARS</b>	<b>As at 31-03-2018</b>	<b>As at 31-03-2017</b>	<b>As at 01-04-2016</b>
<b>Balances with Government Authorities</b>			
-Export Incentives Receivables	3,66,42,390	5,44,22,475	5,50,90,770
-Excise Duty Receivable	7,60,581	2,72,55,103	70,92,909
-Balances with Central Excise/GST	13,81,42,183	7,55,45,950	9,21,51,068
-VAT Receivable	23,44,120	1,28,87,044	1,60,78,994
	<b>17,78,89,274</b>	<b>17,01,10,572</b>	<b>17,04,13,741</b>
<b>Total</b>	<b>18,14,78,834</b>	<b>17,53,46,497</b>	<b>17,37,57,282</b>
<b>NOTE-16 : EQUITY SHARE CAPITAL</b>			
Authorized Share Capital			
80,00,00,000 equity shares of Rs 1 each	<b>80,00,00,000</b>	<b>80,00,00,000</b>	<b>80,00,00,000</b>
<b>Issued, Subscribed &amp; Fully Paid up</b>			
78,06,52,180 Equity shares of Rs. 1 fully paid up (The company has only one class of equity shares. 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.)	78,06,52,180	78,06,52,180	78,06,52,180
<b>Total</b>	<b>78,06,52,180</b>	<b>78,06,52,180</b>	<b>78,06,52,180</b>
1.1 Of the above shares 75,00,000 equity shares of Re. 1 each were allotted as fully paid up bonus shares by capitalization of General Reserve.			
1.2 Of the above shares 4,92,40,000 equity shares of Re. 1 each have been allotted for consideration other than cash.			
1.3 Of the above shares 55,76,08,700 equity shares of Re. 1 each were allotted as fully paid bonus shares by capitalization of General Reserve, Share Premium, in the proportion of 5 shares for every 2 shares of Re. 1.			

The details of Shareholders holding more than 5% shares :

<b>Name of Shareholder</b>	<b>As at 31 March 2018</b>		<b>As at 31 March 2017</b>		<b>As at 1 April 2016</b>	
	<b>No. of Shares @ Rs.1</b>	<b>% held</b>	<b>No. of Shares @ Rs.1</b>	<b>% held</b>	<b>No. of Shares @ Rs.1</b>	<b>% held</b>
Mr. Kedarmal Bankda	9,01,94,650	11.55%	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%	5,85,53,775	7.50%
M/s. Paradise Vyapar Pvt. Ltd.	4,71,86,125	6.04%	4,71,86,125	6.04%	4,71,86,125	6.04%
Mr. Ankit Bankda	4,68,86,420	6.01%	4,68,86,420	6.01%	4,68,86,420	6.01%
Mrs. Asha Bankda	54,319	0.01%	54,319	0.01%	4,16,23,400	5.33%

The reconciliation of the number of shares outstanding is set out below.

<b>Particulars</b>	<b>As at 31 March 2018</b>	<b>As at 31 March 2017</b>	<b>As at 1 April 2016</b>
	<b>No. of Shares</b>	<b>No. of Shares</b>	<b>No. of Shares</b>
Equity shares at the beginning of the year	78,06,52,180	78,06,52,180	78,06,52,180
Equity shares at the end of the year	78,06,52,180	78,06,52,180	78,06,52,180


**Notes On Financial Statements for the year ended 31st March, 2018 (Amount in ₹)**

PARTICULARS	As at 31-03-2018	As at 31-03-2017	As at 01-04-2016
<b>NOTE-17: OTHER EQUITY</b>			
General Reserve	40,00,00,000	31,00,00,000	24,00,00,000
Capital Subsidy	7,50,000	7,50,000	7,50,000
Gain/(Loss) on Measurement of Financial Asset at Fair Value	(4,00,37,679)	(5,01,66,885)	(4,87,18,172)
Retained Earnings	7,80,60,845	10,01,98,226	8,37,27,848
<b>Total</b>	<b>43,87,73,166</b>	<b>36,07,81,341</b>	<b>27,57,59,676</b>
<b>NOTE-18 : TRADE AND OTHER DEPOSITS</b>			
Deposit against property let out	1,13,13,970	49,55,058	31,51,905
Advance Rent	8,59,797	8,49,316	10,27,710
<b>Total</b>	<b>1,21,73,767</b>	<b>58,04,374</b>	<b>41,79,615</b>
<b>NOTE-19 : PROVISIONS</b>			
Provision for Employee Benefits	69,35,181	59,66,438	50,40,996
<b>Total</b>	<b>69,35,181</b>	<b>59,66,438</b>	<b>50,40,996</b>
<b>NOTE-20: DEFERRED TAX LIABILITIES</b>			
Deferred Tax Liability on account of Depreciation	7,70,72,719	7,43,04,665	6,04,60,182
Deferred Tax Assets on account of Provision for Gratuity	25,09,953	27,40,032	20,02,927
<b>Net Deferred Tax liability /(Assets)</b>	<b>7,45,62,766</b>	<b>7,15,64,633</b>	<b>5,84,57,255</b>
<b>Note-21 : Borrowings</b>			
<b>Loan repayable on demand</b>			
<b>Secured</b>			
<b>Over Draft against Fixed Deposits</b>			
From Dena Bank	6,99,07,952	5,65,97,825	5,25,79,986
From State Bank of India	78,58,103	55,04,595	36,39,930
<b>Security :</b>			
Overdrafts from banks are secured by the Lien on fixed deposit receipts			
<b>Unsecured</b>			
From Directors (refer note no. 37)	4,66,94,000	6,24,12,000	-
<b>Total</b>	<b>12,44,60,055</b>	<b>12,45,14,420</b>	<b>5,62,19,916</b>
<b>NOTE-22 : TRADE PAYABLES</b>			
Micro, Small and Medium Enterprises	61,32,125	69,58,659	98,22,149
Others	21,69,18,146	31,56,55,314	45,95,39,573
<b>Total</b>	<b>22,30,50,271</b>	<b>32,26,13,973</b>	<b>46,93,61,722</b>
<b>NOTE-23 : OTHER FINANCIAL LIABILITIES</b>			
Unclaimed dividend	11,95,163	10,47,636	12,26,037
Trade deposits	1,00,000	1,00,000	1,00,000
Current portion of advance rent	7,81,232	-	-
<b>Total</b>	<b>20,76,395</b>	<b>11,47,636</b>	<b>13,26,037</b>
<b>NOTE-24 : OTHER CURRENT LIABILITIES</b>			
Right Issue Refund Payable A/c	1,717	1,717	1,717
Creditors - Capital Expenditure	62,57,859	2,98,33,885	1,54,69,964
Advance from Customers	2,36,69,624	2,36,91,663	1,28,59,491
Statutory Dues	20,04,640	38,56,891	71,21,596
<b>Total</b>	<b>3,19,33,840</b>	<b>5,73,84,156</b>	<b>3,54,52,768</b>


**Notes On Financial Statements for the year ended 31st March, 2018 (Amount in ₹)**

PARTICULARS	As at 31-03-2018	As at 31-03-2017	As at 01-04-2016
<b>NOTE- 25 : PROVISIONS</b>			
Provision for Employee Benefits			
Bonus Gratuity & leave encashment	62,67,066	1,03,06,837	47,82,825
Provision for Income Tax (Net of Advance Tax Rs. 2,65,00,000) (Previous Year Rs. 3,75,00,000)	40,671	1,97,483	2,30,894
Provision for Expenses	87,61,355	99,71,340	1,32,44,267
<b>Total</b>	<b>1,50,69,092</b>	<b>2,04,75,660</b>	<b>1,82,57,986</b>
PARTICULARS	Year Ended 31-03-2018	Year Ended 31-03-2017	
<b>NOTE-26 : REVENUE FROM OPERATIONS</b>			
<b>Sales</b>			
Export Sales	1,32,57,69,675	1,43,23,29,679	
Domestic Sales	21,52,33,509	36,23,58,047	
	<b>1,54,10,03,184</b>	<b>1,79,46,87,726</b>	
Export Incentives	4,61,75,580	5,37,15,466	
<b>Total</b>	<b>1,58,71,78,764</b>	<b>1,84,84,03,192</b>	
<b>NOTE 26A</b>			
<b>Sales of Product Comprises of Manufactured Goods</b>			
-Tablets	76,71,10,901	74,14,84,518	
-Capsules	11,46,13,534	12,74,38,395	
-Liquids	9,23,59,686	9,20,92,527	
-Injectable	9,15,71,318	10,82,23,865	
-Ointment	3,38,62,116	1,05,38,843	
-Dry Powder	1,07,92,685	1,24,75,250	
-Others	46,97,246	98,51,995	
<b>Total of Manufactured Goods (a)</b>	<b>1,11,50,07,486</b>	<b>1,10,21,05,393</b>	
<b>Traded Goods</b>			
-Tablets	7,49,04,153	10,40,29,456	
-Liquids	4,76,43,717	6,62,07,887	
-Capsules	1,11,17,693	3,27,09,969	
-Ointment	1,60,33,292	3,42,07,907	
- Dry Powder	17,39,800	1,60,29,680	
-Agro Comodity	13,18,20,588	27,40,83,237	
-Soya D O C	5,86,66,805	-	
-Basic Drug Formulations	3,30,26,156	13,24,44,712	
-Others	5,10,43,494	3,28,69,485	
<b>Total of Traded Goods (b)</b>	<b>42,59,95,698</b>	<b>69,25,82,333</b>	
<b>Total (a+b)</b>	<b>1,54,10,03,184</b>	<b>1,79,46,87,726</b>	
<b>NOTE-27 : OTHER INCOME</b>			
<b>Interest received</b>			
-Bank	43,59,540	51,08,447	
-Others	2,06,980	8,68,027	
Profit on sale of Property	10,71,000	-	
Dividend Income			
From Investments (Others)	-	7,500	
Other Non operating Income			
Rent	2,95,43,421	2,12,24,852	
Solar Power Generation	47,19,499	-	
Miscellaneous Income	15,54,465	8,77,949	
Unwinding of Discounts on Security Deposits	29,40,741	27,22,908	
<b>Total</b>	<b>4,43,95,646</b>	<b>3,08,09,683</b>	


**Notes On Financial Statements for the year ended 31st March, 2018 (Amount in ₹)**

<b>PARTICULARS</b>	<b>Year Ended 31-03-2018</b>	<b>Year Ended 31-03-2017</b>
<b>NOTE-28 : PARTICULARS OF MATERIAL CONSUMED</b>		
-Paracetamol	13,51,04,526	11,08,16,901
-Ibuprofen	3,10,06,853	2,52,79,461
-Chloroquine Phosphate	4,78,72,357	2,10,44,568
- Packing Material	28,13,29,048	25,31,38,650
- Others	28,07,20,098	27,99,30,446
<b>Total</b>	<b>77,60,32,882</b>	<b>69,02,10,026</b>

**NOTE-28a: COST OF MATERIAL CONSUMED**

<b>PARTICULARS</b>	<b>2017-2018</b>		<b>2016-2017</b>	
	<b>Amount</b>	<b>%</b>	<b>Amount</b>	<b>%</b>
Imported	-	0%	-	0%
Indigenous	77,60,32,882	100%	69,02,10,026	100%
	<b>77,60,32,882</b>		<b>69,02,10,026</b>	

**NOTE-29 : PURCHASE OF STOCK-IN-TRADE**

Tablets	3,80,08,606	6,58,27,828
Liquids	2,14,29,009	3,03,75,329
Capsules	39,31,482	2,07,04,521
Basic Drugs Formulations	3,17,86,391	12,35,01,022
Soya D O C	6,11,49,713	-
Agro Commodity	11,23,07,469	24,27,84,944
Dry Powder	9,52,783	1,39,69,394
Others	5,04,85,399	4,40,56,136
<b>Total</b>	<b>32,00,50,852</b>	<b>54,12,19,174</b>

**NOTE-29a : PURCHASE OF STOCK-IN-TRADE**

Imported	46,83,276	-
Indigenous	31,53,67,576	54,12,19,174
<b>Total</b>	<b>32,00,50,852</b>	<b>54,12,19,174</b>

<b>PARTICULARS</b>	<b>2017-2018</b>		<b>2016-2017</b>	
	<b>Amount</b>	<b>%</b>	<b>Amount</b>	<b>%</b>
Imported	46,83,276	1%	-	0%
Indigenous	31,53,67,576	99%	54,12,19,174	100%
	<b>32,00,50,852</b>		<b>54,12,19,174</b>	

**NOTE-30: CHANGES IN INVENTORIES OF FINISHED GOODS**

<b>Stock in progress and stock in trade</b>		
Inventories (at close)		
- Finished Goods	1,77,99,147	1,27,77,146
- Stock in Process	2,55,80,800	2,40,17,989
- Stock in Trade	-	-
<b>a</b>	<b>4,33,79,947</b>	<b>3,67,95,135</b>
Inventories (at commencement)		
- Finished Goods	-	5,39,77,634
- Stock in Process	1,27,77,146	3,24,88,354
- Stock in Trade	2,40,17,989	-
<b>b</b>	<b>3,67,95,135</b>	<b>8,64,65,988</b>
(Increase)/Decrease in stock (b-a)	<b>(65,84,812)</b>	<b>4,96,70,853</b>




**Notes On Financial Statements for the year ended 31st March, 2018 (Amount in ₹)**

PARTICULARS	Year Ended 31-03-2018	Year Ended 31-03-2017
<b>NOTE-31: EMPLOYEE BENEFIT EXPENSES</b>		
Salary & Wages	13,35,42,444	13,16,57,662
Remuneration to Directors	27,50,000	16,20,000
Contribution to provident and other fund	56,82,389	53,24,825
Gratuity	13,44,896	14,24,892
Workmen & Staff Welfare	71,23,523	48,83,402
<b>Total</b>	<b>15,04,43,252</b>	<b>14,49,10,781</b>
<b>Defined Contribution Plans</b>		
Employer's Contribution to Provident Fund	33,68,278	33,13,773
Employer's Contribution to ESI	23,14,111	20,11,052
	<b>56,82,389</b>	<b>53,24,825</b>
<b>NOTE-32 : FINANCE COSTS</b>		
Interest Expenses		
- Bank	18,33,941	28,17,822
"- "Unwinding of interest on Security deposits	8,23,371	2,52,152
	<b>26,57,312</b>	<b>30,69,974</b>
<b>NOTE-33 : OTHER EXPENSES</b>		
<b>Manufacturing Expenses</b>		
Power and Fuel	3,06,36,712	2,76,00,028
Repairs to Machineries	63,24,069	71,16,262
Vehicle Hire Charges	9,58,705	9,78,322
Factory Expenses	60,89,429	46,22,654
Insurance Expenses	11,65,790	10,07,229
Security Charges	16,84,114	15,83,485
<b>a</b>	<b>4,68,58,819</b>	<b>4,29,07,980</b>
<b>Selling &amp; Distribution Expenses</b>		
Ocean Freight	3,83,55,807	6,96,56,470
Export Expenses	2,01,05,510	1,91,56,807
Selling Expenses	1,64,40,879	1,72,65,559
Sales Promotion Expenses	1,35,36,789	1,48,63,033
<b>b</b>	<b>8,84,38,985</b>	<b>12,09,41,869</b>
<b>Establishment Expenses</b>		
Travelling Expenses	5,60,51,594	6,03,29,282
Legal & Professional	59,94,947	67,39,887
Rent	57,14,287	46,24,287
Electricity & Water	33,87,686	25,32,236
Expenditure towards Corporate Social Responsibility (CSR)	31,00,000	31,00,000
Sundry Expenses	1,82,02,838	1,45,42,731
Telephone & Postage	13,53,515	23,04,212
Payment to Auditors		
- Statutory Audit Fees	1,94,700	97,750
- Tax Audit Fees	35,400	28,750
- Certification Fees	-	6,900
Bank Charges	3,16,900	5,26,328
<b>c</b>	<b>9,43,51,867</b>	<b>9,48,32,362</b>
<b>Total (a+b+c)</b>	<b>22,96,49,671</b>	<b>25,86,82,211</b>
<b>NOTE-34 : EXCEPTIONAL ITEM</b>		
Loss on Sale of Machinery	2,48,979	78,681
Gain on sale of Vehicle	(3,01,751)	-
Loss on Sale of Investments	10,67,896	11,349
<b>Total</b>	<b>10,15,124</b>	<b>90,030</b>



## Notes On Financial Statements for the year ended 31st March, 2018

### 35. CONTINGENT LIABILITIES AND COMMITMENTS

**(Rupees in Lacs)**

<b>PARTICULARS</b>	<b>Year Ended 31-03-2018</b>	<b>Year Ended 31-03-2017</b>
<b>(a) Claims against the Company not acknowledged as debt</b>		
(i) Income Tax demand for A.Y. 2006-07	45.30	45.30
(ii) Provident Fund demand	7.55	7.55
(iii) Appeal With CIT Appeal Income Tax demand for A.Y. 2013-14	21.79	21.79
(iv) Appeal With CIT Appeal Income Tax demand for A.Y. 2014-15	100.49	106.78
(iv) Appeal With CIT Appeal Income Tax demand for A.Y. 2015-16	21.83	0.00
(vii) Appeal with D C Commercial Tax F.Y. 2013-14	1.02	1.02
(vii) Appeal with D C Commercial Tax F.Y. 2014-15	1.01	0.00
(vii) Appeal with D C Commercial Tax F.Y. 2015-16	0.13	0.00
<b>(b) Capital commitments</b>	<b>132.44</b>	<b>270.65</b>
<b>(c) Bank Guarantees</b>	<b>14.88</b>	<b>83.88</b>

36. In accordance with the INDAS 19 'Employee Benefits' the Co. has calculated the various benefits provided to employees as under: In accordance with Accounting Standard 19, an actuarial valuation was carried out in respect of the gratuity, (defined benefit plans). The following tables set out the unfunded status of the gratuity plans and the amounts recognized in the Company's financial statements as at March 31, 2018 and March 31, 2017-

#### • FUNDED STATUS OF THE PLAN-

**(Amount in ₹)**

<b>PARTICULARS</b>	<b>31-03-2018 (12 months)</b>	<b>31-03-2017 (12 months)</b>
Present value of unfunded Obligations	75,91,426	79,17,338
Present value of funded obligations	-	-
Fair value of plan assets	-	-
<b>Net Liability (Asset)</b>	<b>75,91,426</b>	<b>79,17,338</b>

#### • PROFIT AND LOSS ACCOUNT FOR CURRENT

<b>PARTICULARS</b>	<b>31-03-2018 (12 months)</b>	<b>31-03-2017 (12 months)</b>
Service Cost:		
Current Service Cost	8,19,349	10,02,582
Past service cost and loss/(gain) on curtailments	22,260	-
Net Interest cost	5,03,287	4,22,310
Total included in 'Employee Benefit Expense'	13,44,896	14,24,892
Expenses deducted from the fund	-	-
<b>Total Charge to P&amp;L</b>	<b>13,44,896</b>	<b>14,24,892</b>

Past Service cost is on account of increase of Gratuity Ceiling from Rs. 10,00,000 to Rs. 20,00,000

#### • OTHER COMPREHENSIVE INCOME FOR THE CURRENT PERIOD

<b>PARTICULARS</b>	<b>31-03-2018 (12 months)</b>	<b>31-03-2017 (12 months)</b>
Components of actuarial gain/losses on obligations:		
Due to Change in financial assumptions	(2,24,952)	3,35,782
Due to change in demographic assumption	-	-
Due to experience adjustments	(12,54,361)	9,21,844
Return on plan assets excluding amounts included in interest income	-	-
<b>Amounts recognized in Other Comprehensive Income</b>	<b>(14,79,313)</b>	<b>12,57,626</b>



## Notes On Financial Statements for the year ended 31st March, 2018

### • RECONCILIATION OF DEFINED BENEFIT OBLIGATION

<b>PARTICULARS</b>	<b>31-03-2018 (12 months)</b>	<b>31-03-2017 (12 months)</b>
Opening Defined Benefit Obligation	79,17,338	57,87,467
Transfer in/(out) obligation	-	-
Current Service Cost	8,19,349	10,02,582
Interest Cost	5,03,287	4,22,310
Components of actuarial gain/losses on obligations		
Due to Change in financial assumptions	(2,24,952)	3,35,782
Due to Change in demographic assumption	-	-
Due to experience adjustments	(12,54,361)	9,21,844
Past Service Cost	22,260	-
Loss (gain) on curtailments	-	-
Liabilities extinguished on settlements	-	-
Liabilities assumed in an amalgamation in the nature of purchase	-	-
Exchange differences on foreign plans	-	-
Benefits Paid	(1,91,495)	(5,52,647)
<b>Closing Defined Benefit Obligation</b>	<b>75,91,426</b>	<b>79,17,338</b>

### • RECONCILIATION OF NET DEFINED LIABILITY

<b>PARTICULARS</b>	<b>31-03-2018 (12 months)</b>	<b>31-03-2017 (12 months)</b>
Net opening provision in books of accounts	79,17,338	57,87,467
Transfer in/(out) plan obligation	-	-
Transfer in/(out) plan assets	-	-
Employee Benefit Expense as per Annexure 2	13,44,896	14,24,892
Amounts recognized in Other Comprehensive Income	(14,79,313)	12,57,626
	<b>77,82,921</b>	<b>84,69,985</b>
Benefits paid by the Company	(1,91,495)	(5,52,647)
Contributions to plan assets	-	-
Closing provision in books of accounts	<b>75,91,426</b>	<b>79,17,338</b>

### • BIFURCATION OF LIABILITY AS PER SCHEDULE III

<b>PARTICULARS</b>	<b>31-03-2018 (12 months)</b>	<b>31-03-2017 (12 months)</b>
Current Liability*	6,56,245	19,50,900
Non-Current Liability	69,35,181	59,66,438
Net Liability	<b>75,91,426</b>	<b>79,17,338</b>

\*The current liability is calculated as expected benefits for the next 12 months.

### • PRINCIPAL ACTUARIAL ASSUMPTIONS

<b>PARTICULARS</b>	<b>31-03-2018 (12 months)</b>	<b>31-03-2017 (12 months)</b>
Discount Rate	7.55%	7.25%
Salary Growth Rate	5.10%	5.10%
Withdrawal Rates	15% at younger ages reducing to 1% at older ages	15% at younger ages reducing to 1% at older ages



## Notes On Financial Statements for the year ended 31st March, 2018

### • EXPECTED CASH FLOWS BASED ON PAST SERVICE LIABILITY

<b>PARTICULARS</b>	<b>Cash Flows</b>	<b>Distribution</b>
Year 1	6,56,245	3.60%
Year 2	3,87,103	2.10%
Year 3	4,31,082	2.30%
Year 4	4,42,664	2.40%
Year 5	5,09,697	2.80%
Year 6 to Year 10	30,25,310	16.50%

The future accrual is not considered in arriving at the above cash-flows. The Expected contribution for the next year is Rs. 6,56,245. The Average Outstanding Term of the Obligation (Years) as at valuation date is 11.17 years

### • SENSITIVITY TO KEY ASSUMPTIONS

<b>PARTICULARS</b>	<b>31-03-2018 (12 months)</b>	<b>31-03-2017 (12 months)</b>
<b>Discount rate Sensitivity</b>		
Increase by 0.5%	72,38,925	76,10,916
( % change)	-4.64%	-3.87%
Decrease by 0.5%	79,72,325	82,48,593
( % change)	5.08%	4.23%
<b>Salary growth rate Sensitivity</b>		
Increase by 0.5%	79,76,995	82,51,863
(% change)	5.08%	4.23%
Decrease by 0.5%	72,30,397	76,13,514
(% change)	-4.76%	-3.84%
<b>Withdrawal rate (W.R.) Sensitivity</b>		
W.R. * 110%	76,24,161	79,70,011
(% change)	0.43%	0.67%
W.R. * 90%	75,55,250	78,61,642
(% change)	-0.48%	-0.70%

### 37. RELATED PARTY DISCLOSURES

In accordance with the requirement of INDAS 24 on "Related Party Disclosures" the names of the related parties where control exists /able to exercise significant influence along with the aggregate transactions/year end balances with them as identified and certified by the management are given below:

#### (a) Names of the Related Parties and Related Party Relationship

<b>Description of relationship</b>	<b>Name of Related Parties</b>
Parties with whom control exist	Trade services FZE - Subsidiary ARP Pharma Pvt Ltd, Strand Developers Pvt. Ltd. Paradise Vyapaar Pvt Ltd., Synmex Pharma, Vincit International
Key Management Personnel (KMP)	Mr. Kedarmal Bankda (Chairman & Whole time Director) Mr. Vijay Bankda (Managing Director), Rinki Bankda (WTD wef 15.11.17) CS Prachi Rathore (Resigned on 14.08.17), Ankit Bankda (CFO) CS Karishma Kakkar (Joined from 16.08.17)
Independent/Non Executive Directors	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 Bandka, Shankarlal bankda HUF Rahul Bankda HUF, Mr. Rahul Bankda, Ankit Bankda HUF



## Notes On Financial Statements for the year ended 31st March, 2018

(b) Transactions with the Related Parties during the year

(Rupees in Lacs)

Sr. No.	Nature of Transactions (Excluding reimbursements)	Employee Benefits Expenses		Rent		Sitting Fee		Unwinding of Discount on Security Deposits	
		C.Y.	P.Y.	C.Y.	P.Y.	C.Y.	P.Y.	C.Y.	P.Y.
<b>A</b>	<b>Key Managerial Personnel</b>								
	Mr. Kedarmal Bankda	14.55	10.81	18.40	10.25	-	-	8.74	8.09
	Mr. Vijay Bankda	10.70	9.95	9.79	9.22	-	-	7.63	7.06
	Mrs. Rinki Bankda (wef 15.11.17)	2.25	-	-	-	0.08	0.10	-	-
	Mr. Ankit Bankda (CFO)	8.16	7.20	-	-	-	-	-	-
	CS Prachi Rathore (Upto 14.08.2017)	0.94	2.37	-	-	-	-	-	-
	CS Karishma Kakkar (wef 16.08.2017)	1.51	-	-	-	-	-	-	-
<b>B</b>	<b>Independent/Non Executive Directors</b>								
	Mr. Praveen Jindal	-	-	-	-	0.08	0.05	-	-
	Mr. Vinod Kabra	-	-	-	-	0.10	0.13	-	-
	Mr. Krishna Das Neema	-	-	-	-	0.10	0.13	-	-
<b>C</b>	<b>Relative of Director</b>								
	Mrs. Vimla Bankda	6.00	5.28	16.18	8.20	-	-	6.52	6.04
	Mrs. Asha Bankda	5.76	4.80	10.84	10.36	-	-	6.52	6.04
	Mr. Rahul Bankda	8.16	7.20	2.16	2.16	-	-	-	-
	Mrs. Sulabh Bankda	6.36	5.52	-	-	-	-	-	-
	Mr. Ankur Bankda	6.36	5.10	-	-	-	-	-	-
	Mrs. Payal Bankda	6.36	4.80	-	-	-	-	-	-
	Shankarlal Bankda (HUF)	-	-	1.00	2.40	-	-	-	-
	Vijay Bankda (HUF)	-	-	0.90	3.60	-	-	-	-

Sr. No.	Nature of Transactions	Key Managerial Personnel		Parties with whom control exist	
		C.Y.	P.Y.	C.Y.	P.Y.
<b>A</b>	<b>Sale</b>				
	Synmax Pharma	-	-	-	8.39
	Vincit International	-	-	11.69	22.54
<b>B</b>	<b>Unsecured Loan received / Advance Received / Received against Sales</b>				
	Paradise Vyapaar Pvt. Ltd.	-	-	-	-
	ARP Pharma Pvt. Ltd.	-	-	-	-
	Kedarmal Bankda	-	53.95	-	-
	Vijay Bankda	45.00	582.29	-	-
	Synmex Pharma	-	-	6.34	-
	Vincit International	-	-	120.75	5.76
<b>C</b>	<b>Unsecured Loan repaid / Advances Repaid</b>				
	ARP Pharma Pvt. Ltd.	-	-	-	-
	Paradise Vyapaar Pvt. Ltd.	-	-	-	14.09
	Kedarmal Bankda	48.08	5.87	-	-
	Vijay Bankda	154.10	6.25	-	-
	Vincit International	-	-	111.47	-

## Notes On Financial Statements for the year ended 31st March, 2018

(c) Outstanding balances as on 31st March 2018

(Rupees in Lacs)

Sr. No.	Nature of Transactions	Key Managerial Personnel		Relatives of Director		Parties with whom control exist	
		C.Y.	P.Y.	C.Y.	P.Y.	C.Y.	P.Y.
<b>A</b>	<b>Long Term Loan &amp; Advances (Deposit Against Property)</b>						
	Mr. Kedarmal Bankda	118.00	109.26	-	-	-	-
	Mr. Vijay Bankda	103.00	95.37	-	-	-	-
	Mrs. Asha Bankda	-	-	88.00	81.48	-	-
	Mrs. Vimla Bankda	-	-	88.00	81.48	-	-
	<b>Long Term Investment</b>						
	Investment with Trade Services FZE	-	-	-	-	-	10.68
<b>B</b>	<b>Liabilities</b>						
	<b>Short Term Borrowings (Unsecured Loan)/Advances Received</b>						
	Paradise Vyapar Pvt. Ltd.	-	-	-	-	-	-
	ARP Pharma Pvt. Ltd.	-	-	-	-	-	-
	Mr. Kedarmal Bankda	-	48.08	-	-	-	-
	Mr. Vijay Bankda	466.94	576.04	-	-	-	-
	Synmex Pharma	-	-	-	-	6.34	-
	Vincit International	-	-	-	-	3.35	5.76

### 38. CORPORATE SOCIAL RESPONSIBILITY

As per Section 135 of the Companies Act, 2013, a company, meeting the applicability threshold, needs to spend at least 2% of its average net profit for the immediately preceding three financial years on corporate social responsibility (CSR) activities. The areas for CSR activities are eradication of hunger and malnutrition, promoting education, art and culture, healthcare, destitute care and rehabilitation, environment sustainability, disaster relief and rural development projects. A CSR committee has been formed by the company as per the Act. The funds were primarily allocated to a corpus and utilized through the year on these activities which are specified in Schedule VII of the Companies Act, 2013.

a) Gross Amount required to be spent by the company during the year is Rs. 31.74 Lacs

b) Amount spent during the year is shown in the table below-

Sr. No.	Particulars	Amount in Lacs	
		2017-18	2016-17
1	Construction /acquisition on any Assets	0.00	0.00
2	On purposes other than (i) above	31.00	31.00

### 39. SEGMENT DISCLOSURES

Segments have been identified in line with the Indian Accounting Standard on Segment Reporting Ind AS 108, taking into account the organizational structure as well as differential risk and returns of these segments.

(Rupees in Lacs)

	PARTICULARS	Year Ended 31-03-2018	Year Ended 31-03-2017
<b>(A)</b>	<b>Primary Segment Information</b>		
1	Segment Revenue		
	Pharmaceutical Drugs & Formulations	13,690.71	15,452.78
	Trading of Commodities	2,320.98	3,127.10
	Renting of Property	295.43	210.46
	Unallocated	-	-
	<b>Total</b>	<b>16,307.12</b>	<b>18,790.34</b>
	Less Inter-Segment Revenue	-	-
	<b>Net Sales/Income From Operations</b>	<b>16,307.12</b>	<b>18,790.34</b>



## Notes On Financial Statements for the year ended 31st March, 2018

	<b>PARTICULARS</b>	<b>Year Ended 31-03-2018</b>	<b>Year Ended 31-03-2017</b>
<b>2</b>	<b>Segment Result</b>		
	Pharmaceutical Drugs & Formulations	820.70	1,177.20
	Trading of Commodities	122.08	243.47
	Renting of Property	295.43	210.46
	Unallocated	-	-
	<b>Total</b>	<b>1,238.21</b>	<b>1,631.13</b>
	Less : Finance Cost	26.57	30.70
	<b>Other unallocable expenditure (Net of unallocable Income)</b>	10.15	0.90
	<b>Profit before Tax</b>	1,201.49	1,599.53
	<b>Less: Tax Expenses</b>	336.77	534.33
	<b>Profit After Tax</b>	<b>864.71</b>	<b>1,065.19</b>
<b>3</b>	<b>Other Information</b>		
	Segment Assests		
	Pharmaceutical Drugs & Formulations	12,590.47	13,326.20
	Trading of Commodities	373.71	314.44
	Renting of Property	4,132.69	3,868.41
	Unallocated	-	-
	<b>Total</b>	<b>17,096.87</b>	<b>17,509.05</b>
	Segment Liabilities	-	-
	Pharmaceutical Drugs & Formulations	4,636.06	5,877.52
	Trading of Commodities	153.41	160.56
	Renting of Property	113.14	56.64
	Unallocated	-	-
	<b>Total</b>	<b>4,902.61</b>	<b>6,094.71</b>
<b>4</b>	<b>Capital Expenditure (During the Year)</b>		
	Pharmaceutical Drugs & Formulations	666.68	842.71
	Trading of Commodities	-	-
	Renting of Property	172.75	1,269.17
	Unallocated	-	-
	<b>Total</b>	<b>839.43</b>	<b>2,111.88</b>
<b>5</b>	<b>Depreciation and Amortisation</b>		
	Pharmaceutical Drugs & Formulations	357.14	296.44
	Trading of Commodities	-	-
	Renting of Property	15.84	15.84
	Unallocated	-	-
	<b>Total</b>	<b>372.98</b>	<b>312.28</b>
<b>(B)</b>	<b>Secondary Segment Disclosures :</b>		
<b>1</b>	Revenue from External Customers		
	(a) Indigenous	936.46	1,053.56
	(b) Exports (Including Export incentives)	1,679.95	2,284.00
	<b>Total</b>	<b>2,616.41</b>	<b>3,337.56</b>
<b>2</b>	<b>Carrying Amount of Assests</b>		
	(a) In India	17,096.87	17,498.37
	(b) Outside India	-	10.68
	<b>Total</b>	<b>17,096.87</b>	<b>17,509.05</b>
<b>3</b>	<b>Capital Expenditure (During the Year)</b>		
	(a) In India	839.43	2,111.88
	(b) Outside India	-	-
	<b>Total</b>	<b>839.43</b>	<b>2,111.88</b>



## Notes On Financial Statements for the year ended 31st March, 2018

40. Disclosure relating to suppliers registered under Micro, Small and Medium Enterprise Development Act, 2006: 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 61.32 lacs is due to Micro, Small and medium enterprises as detailed below:

**(Rupees in Lacs)**

S. No.	PARTICULARS	C.Y.	P.Y.
1	Ideal Cures Pvt. Ltd., Mumbai	0.24	0.11
2	Lux Flavours	2.81	0.21
3	PG Holographic Products, Indore	26.56	1.72
4	Shree Packers (MP) Pvt. Ltd.	31.71	51.64
	<b>Total</b>	<b>61.32</b>	<b>53.68</b>

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 Nil.

41. The Tax Effect of items constituting Deferred Tax Asset and Deferred Tax Liability is as follows: **(Amount in ₹)**

	2017-2018	2016-2017
Deferred Tax Liability (Net)		
Tax effect of items constituting deferred tax liability		
Related to Fixed Assets		
Opening Balance	7,15,64,633	6,04,60,182
Timing differences on account of :- Difference between Book & Tax Depreciation	55,08,086	1,38,44,483
Deferred tax liability as on 31/03/2018	7,70,72,719	7,43,04,665
Less: Tax effect of items constituting deferred tax assets		
Unabsorbed Depreciation	-	-
Provision for Gratuity	25,09,953	27,40,032
<b>Net Deferred Tax Liabilities</b>	<b>7,45,62,766</b>	<b>7,15,64,633</b>

42. Statement of Derivatives and un-hedged foreign currency exposure

The Company uses forward contracts to hedge its exposure to movements in foreign exchange rates. These derivatives are not used for trading or speculation purposes. The Nominal amount of Forward Contracts entered into by the company and outstanding as on the date of balance sheet is Rs 1563.50 lacs. (Previous Year Rs 337.36 lacs). Foreign Currency exposures that are not hedged by forward cover is Rs 1267.16 lacs (Previous Year Rs 2646.47 lacs)

43. (a) The Value of imports calculated on C.I.F. basis by the company during in respect of Capital Goods was Rs 10,30,936 (Previous Year Rs 30,03,750)

(b) Other Foreign Currency Expenditure incurred by the company during the FY was as follows: **(Amount in ₹)**

PARTICULARS	31-03-2018	31-03-2017
Commission on sales	6,64,749	8,06,598
Product Regd. Expenses	4,48,000	15,41,250
Purchase Traded Goods	46,83,276	-
Traveling Exp. ( Foreign)	7,07,046	28,22,584
<b>Total</b>	<b>65,03,071</b>	<b>51,70,432</b>

44. **First Time Adoption of Ind AS**

These standalone financial statements of Syncom Formulations (India) Limited for the year ended March 31, 2018 have been prepared in accordance with Ind AS. For the purposes of transition to Ind AS, the Company has followed the guidance prescribed in Ind AS 101, First-Time Adoption of Indian Accounting Standards, with April 1, 2016 as the transition date and IGAAP as the previous GAAP.

The transition to Ind AS has resulted in changes in the presentation of the financial statements, disclosures in the notes thereto and accounting policies and principles. The accounting policies set out above have been applied in preparing the standalone financial statements for the year ended March 31, 2018 and the comparative information. An explanation of how the transition from previous GAAP to Ind AS has affected the Company's Balance Sheet and Statement of Profit and Loss, is set out below.

• **Reconciliations**

The following reconciliations provide the effect of transition to Ind AS from IGAAP in accordance with Ind AS 101

- Equity as at 01/04/2016 and March 31, 2017
- Net Profit for the year ended March 31, 2017





## Notes On Financial Statements for the year ended 31st March, 2018

Reconciliation of equity as previously reported under IGAAP to Ind AS

(Amount in ₹)

PARTICULARS	Opening Balance Sheet as at 01-04-2016			Opening Balance Sheet as at 31-03-2017		
	I GAAP	Effects of transition to Ind as	Ind As	I GAAP	Effects of transition to Ind As	Ind As
<b>ASSETS</b>						
<b>Non-current assets</b>						
(a) Property, Plant and Equipment	45,76,57,088	-	45,76,57,088	54,91,51,794	-	54,91,51,794
(b) Capital Work in Progress	4,71,94,703	-	4,71,94,703	24,61,068	-	24,61,068
(c) Intangible assets	8,34,669	-	8,34,669	12,62,107	-	12,62,107
(d) Investment Property	16,98,94,002	-	16,98,94,002	29,68,10,957	-	29,68,10,957
(e) Financial Assets			-			-
(i) Investments	6,48,48,676	(4,91,02,025)	1,57,46,651	6,33,86,464	(5,05,50,738)	1,28,35,726
(ii) Fixed Deposits & Accrued Interest	-	-	20,000	15,16,899	-	15,16,899
(iii) Deposits	4,27,67,284	(56,63,648)	3,70,83,636	4,26,92,176	(29,40,741)	3,97,51,435
(f) Other Non Current Assets	10,77,74,916	27,28,287	11,05,03,202	1,91,50,779	-	1,91,50,779
<b>Current assets</b>			-			-
(a) Inventories	15,46,80,764	-	15,46,80,764	10,00,92,853	-	10,00,92,853
(b) Financial Assets			-			-
(i) Trade Receivables	45,99,69,058	-	45,99,69,058	45,99,46,250	-	45,99,46,250
(ii) Cash And Cash Equivalents	19,41,230	-	19,41,230	6,57,14,428	-	6,57,14,428
(iii) Bank Balances other than(ii)above	5,94,68,219	-	5,94,68,219	70,30,500	-	70,30,500
(iv) Deposits	-	-	-			-
(v) Loans & Advances	1,59,57,647		1,59,57,647	1,98,33,517	-	1,98,33,517
(d) Other Current Assets	17,10,28,995	27,28,287	17,37,57,282	17,26,18,210	27,28,287	17,53,46,497
<b>Total</b>	<b>1,75,40,17,251</b>	<b>(4,93,09,100)</b>	<b>1,70,47,08,151</b>	<b>1,80,16,68,002</b>	<b>(5,07,63,192)</b>	<b>1,75,09,04,810</b>
<b>EQUITY AND LIABILITIES</b>						
<b>Equity</b>						
(a) Equity Share Capital	78,06,52,180	-	78,06,52,180	78,06,52,180	-	78,06,52,180
(b) Other Equity	30,63,44,316	(3,05,84,640)	27,57,59,676	39,28,93,833	(3,21,12,492)	36,07,81,341
<b>Liabilities</b>			-			-
<b>Non Current Liabilities</b>			-			-
(a) Financial Liabilities			-			-
(i) Trade and other Deposits	41,12,580	67,035	41,79,615	56,63,580	1,40,794	58,04,374
(b) Provisions	50,40,996	-	50,40,996	59,66,438	-	59,66,438
(c) Deferred Tax Liabilities	5,84,57,255	-	5,84,57,255	7,15,64,633	-	7,15,64,633
<b>Current liabilities</b>			-			-
(a) Financial liabilities			-			-
(i) Borrowings	5,62,19,916	-	5,62,19,916	12,45,14,420	-	12,45,14,420
(ii) Trade Payables	46,93,61,722	-	46,93,61,722	32,26,13,973	-	32,26,13,973
(iii) Other Financial Liabilities	13,26,037	-	13,26,037	11,47,635	-	11,47,635
(b) Other Current Liabilities	3,54,52,768	-	3,54,52,768	5,73,84,156	-	5,73,84,156
© Provisions	3,70,49,481	(1,87,91,494)	1,82,57,987	3,92,67,154	(1,87,91,494)	2,04,75,660
<b>Total</b>	<b>1,75,40,17,251</b>	<b>(4,93,09,100)</b>	<b>1,70,47,08,151</b>	<b>1,80,16,68,002</b>	<b>(5,07,63,192)</b>	<b>1,75,09,04,810</b>

### Explanations for reconciliation of Balance Sheet as previously reported under IGAAP to Ind AS

#### A. Investments

a) Investment in equity instruments are carried at fair value through OCI in Ind AS, as compared to being carried at cost under IGAAP.

#### B. Deposits/Trade & Other Deposits

Adjustment include the impact of discounting and recognizing deposits given and accepted at Fair Value.

#### C. Other Current Assets

Adjustments in other current assets include prepaid rent identified towards deposits given by the company to comply with relevant Ind AS.

## Notes On Financial Statements for the year ended 31st March, 2018

### D. Provisions

Adjustments reflect dividend (including corporate dividend tax), declared and approved post reporting period

### E. Other Equity

- Adjustments to retained earnings and other comprehensive income have been made in accordance with Ind AS for the above mentioned line items.
- In addition, as per Ind AS 19, actuarial gains and losses are recognized in other comprehensive income as compared to being recognized in the Statement of Profit and Loss under IGAAP.

### Reconciliation Statement of Profit and Loss as previously reported under IGAAP to Ind AS

(Amount in ₹)

PARTICULARS	Year Ended March 31, 2017		
	I GAAP	Effects of transition to Ind As	Ind As
<b>INCOME :</b>			
Revenue from Operations (Gross)	1,84,84,03,192		1,84,84,03,192
Other Income	2,79,08,381	29,01,302	3,08,09,683
	<b>1,87,63,11,573</b>	<b>29,01,302</b>	<b>1,87,92,12,875</b>
<b>EXPENDITURE :</b>			
Cost of Material Consumed	69,02,10,026	-	69,02,10,026
Excise Duty	1,78,947	-	1,78,947
Purchase of Stock-in-Trade	54,12,19,174	-	54,12,19,174
Changes in Inventories of Finished Goods, Stock - in - Process and Stock - in - Trade	4,96,70,853		4,96,70,853
Employee Benefits Expense	14,61,68,407	(12,57,626)	14,49,10,781
Finance Costs	28,17,822	2,52,152	30,69,974
Depreciation and Amortization Expense	3,12,28,155	-	3,12,28,155
Other Expenses	25,59,53,925	27,28,287	25,86,82,211
<b>Total Expenses</b>	<b>1,71,74,47,308</b>	<b>17,22,813</b>	<b>1,71,91,70,122</b>
<b>Profit / (Loss) Before Extraordinary Items and tax</b>	<b>15,88,64,265</b>	<b>11,78,489</b>	<b>16,00,42,753</b>
Extraordinary Item	90,030	-	90,030
<b>Profit / (Loss) before tax</b>	<b>15,87,74,235</b>		<b>15,99,52,723</b>
<b>Tax Expense</b>			-
Current Tax	4,03,25,847		4,03,25,847
Income Tax (Earlier Years)	-		-
Deferred Tax	1,31,07,378		1,31,07,378
Profit / (Loss) for the Period	<b>10,53,41,010</b>		<b>10,65,19,498</b>
<b>Other Comprehensive Income</b>			
Items that will be reclassified to Profit & Loss			
Profit / (Loss) on Measurement of Financial Assets at Fair Value		(14,48,713)	(14,48,713)
(Loss) / Gain on Actuarial valuation of employee benefits		(12,57,626)	(12,57,626)
<b>Total Comprehensive Income</b>	<b>10,53,41,010</b>	<b>(15,27,850)</b>	<b>10,38,13,159</b>

### F. Other Income/Other Expenses

Adjustments reflect impact of discounting and recognizing deposits given and accepted at Fair Value.

### G. Employee Benefit Expenses

- As per Ind AS 19, Employee Benefits, actuarial gains and losses are recognized in other comprehensive income and reclassified to profit and loss in a subsequent period.
- Adjustments reflect unamortized negative past service cost arising on modification of the gratuity plan in an earlier period. Ind AS 19 requires such gains and losses to be adjusted to retained earnings.

### H. Finance Cost

Adjustment included impact of unwinding of interest on security deposits



## Notes On Financial Statements for the year ended 31st March, 2018

45. The Investment Property of the Company has been valued at cost as per Indian Accounting Standard (Ind As) 40. However the Estimated Fair Market Value of the Investment Property as estimated by the management is as follows:

Property	Fai r Market Value as on 31/03/2018
Property At Thane Mumbai	Rs. 5,65,00,000/-
Property At Goregaon	Rs. 26,25,00,000/-

46. In the opinion of the Board, the Current assets and loans and advances are approximately of the value stated, if realized in the ordinary course or business, except otherwise stated. The provision for all the known liabilities is adequate and not in excess of amount considered reasonably necessary.

47. Previous year figures have been regrouped/ reclassified, where necessary, to conform to this year's classification.

**For Sanjay Mehta and Associates**  
Chartered Accountants  
F.R. No.: 011524C

**For and on behalf of the Board of Directors of Syncom Formulations (I) Ltd.**

**Manish Mittal**  
Partner  
M. No.: 079452

Place : Indore  
Dated: 30th May, 2018

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

**Vijay Bankda**  
Managing Director  
DIN : 00023027

**Ankit Bankda**  
CFO

**Karishma Kakkar**  
CS  
M.No.: A46187

INTENTIONALLY KEPT BLANK

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

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

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

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

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

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

As my/our proxy to attend and vote on a poll for me/us and on my/our behalf at the 30th Annual General Meeting of the company, to be held on the 28th September, 2018 at Ola Vakola Banquet, B-25/198, Anand Nagar, Vakola, Near Vakola Police Station, Opp Kohinoor Marbles, Near Western Express Highway, Santacruz (E), Mumbai - 400055 (M.H.) at 3.00 P.M. and at any adjournment thereof in respect of such resolutions as are indicated below:

S.No.	Type of Resolution	Resolutions
1.	Ordinary	Consider and adopt the Audited Financial Statements containing the Balance Sheet as at 31st March, 2018
2.	Ordinary	Re-Appointment of Shri Vijay Shankarlal Bankda who is liable to retire by rotation.
3.	Ordinary	Approval for ratification of Auditors for the year 2018-19 and to dispense off the requirement of ratification of the auditors upto their remaining term of their appointment and authority to Board for fixing of the remuneration.
4.	Ordinary	Appointment of Cost Auditor of the Company.
5.	Special	Appointment of Mrs. Rinki Bankda as the Whole-Time Director of the Company.
6.	Special	Re-appointment of Shri Vinod Kumar Kabra (DIN: 01816189) as an Independent Director of the Company.
7.	Special	Re-appointment of Shri Krishna Das Neema (DIN: 02294270) as an Independent Director of the Company
8.	Special	Re-appointment of Shri Praveen Jindal (DIN: 05327830) as an Independent Director of the Company.
9.	Special	Authority to the Board to make loans to companies/body corporate under section 185 of the Companies Act, 2013.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2018

Signature of shareholder

Signature of Proxy holder(s)

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





**ATTENDANCE SLIP**

**30th Annual General Meeting of Syncom Formulations (India) Ltd. - CIN : L24239MH1988PLC047759**  
**held on 28th Sept., 2018** held at Ola Vakola Banquet, B-25/198, Anand Nagar, Vakola, Near Vakola Police Station,  
 Opp Kohinoor Marbles, Near Western Express Highway, Santacruz (E), Mumbai - 400055 (M.H.)

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 30th Annual General meeting of the company at Ola Vakola Banquet, B-25/198, Anand Nagar, Vakola, Near Vakola Police Station, Opp Kohinoor Marbles, Near Western Express Highway, Santacruz (E), Mumbai - 400055 (M.H.) on 28th September, 2018 at 3.00 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.



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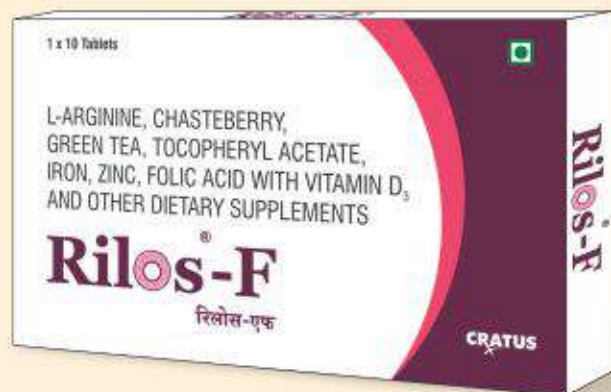
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-  Asthenozoospermia
-  Teratozoospermia



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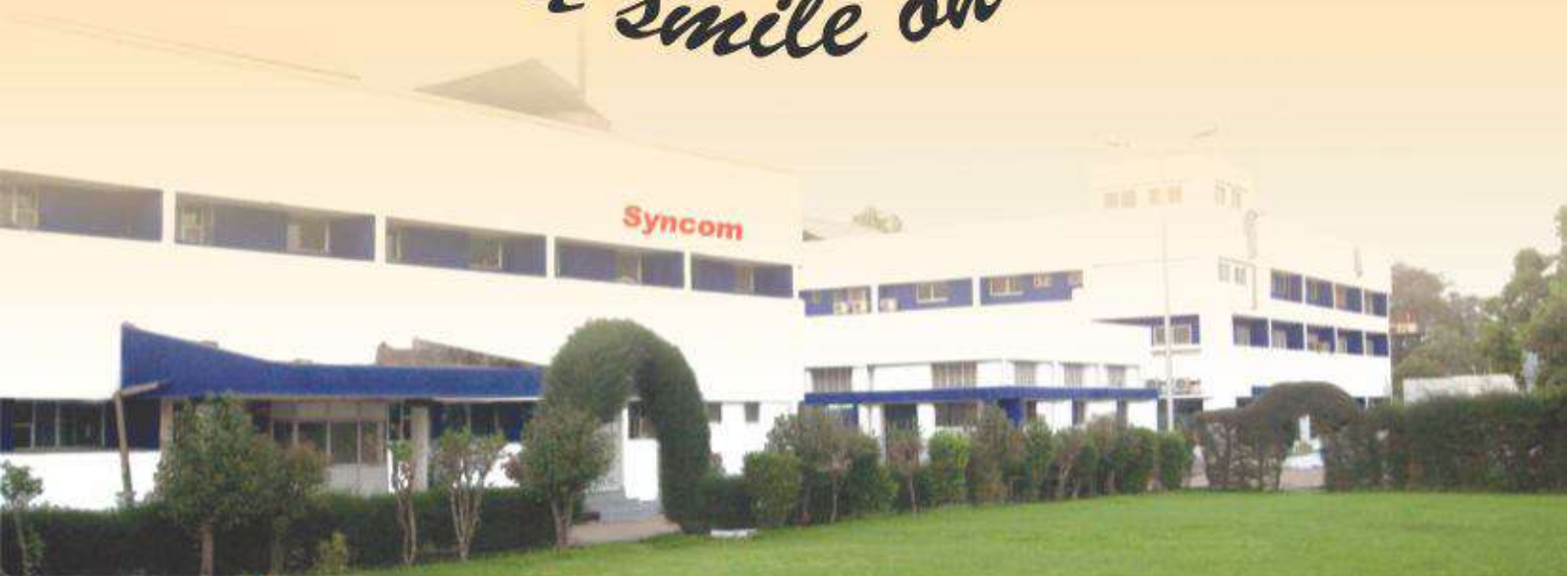
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Email: [finance@sfil.in](mailto:finance@sfil.in) - [www.sfil.in](http://www.sfil.in) - CIN: L24239MH1988PLC047759