

PAUSHAK

Your Strategic Source

For Phosgene Derivatives



46th ANNUAL REPORT
2018-19

PAUSHAK LIMITED

Board of Directors

Mr. Chirayu Amin - Chairman
Mr. Udit Amin
Mr. Amit Goradia
Mr. Vijay Gandhi
Mr. Atul Patel
Dr. Shamita Amin
Mr. Abhijit Joshi - Whole-time Director & CEO

Dy. CFO

Mr. Kaushik Shah

Company Secretary

Mr. Charandeep Singh Saluja (upto 31st May, 2018)
Ms. Manisha Saraf (w.e.f. 1st June, 2018)

Statutory Auditors

Maloo Bhatt & Co.
Chartered Accountants
204-207, Parshwa Complex,
Nr. Cash & Carry, Ellora Park,
Vadodara - 390 023.

Manufacturing Facility

Panelav, Tal. Halol,
Dist. Panchamaharaj - 389 350. Gujarat.

Registrar and Transfer Agent

Link Intime India Pvt. Ltd.
B-102 & 103 Shangrila Complex,
1st Floor, Opp. HDFC Bank,
Nr. Radhakrishna Char Rasta,
Akota, Vadodara - 390 020.
Tel : +91 265 2356573 / 2356794
Fax : +91 265 2356791
Email ID : vadodara@linkintime.co.in

Stock Exchange

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001.
Code : 532742 / PAUSHAK LTD

Registered Office

Alembic Road, Vadodara - 390 003.
Tel : +91 265 2280550
Fax : +91 265 2282506
Email ID : investors@paushak.com
Website : www.paushak.com
CIN : L51909GJ1972PLC044638

NOTICE

NOTICE is hereby given that the **Forty Sixth Annual General Meeting of Paushak Limited** will be held at "Sanskriti", Alembic Corporate Conference Center, Opp. Pragati Sahakari Bank Limited, Alembic Colony, Vadodara - 390 003, on **Wednesday, the 7th August, 2019 at 12:30 p.m.** to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2019 and the Reports of the Board of Directors and Auditors thereon.
2. To declare dividend on Equity Shares for the financial year ended 31st March, 2019.
3. To appoint a Director in place of Mr. Chirayu Amin (DIN: 00242549) who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

4. **To consider and if thought fit, to pass, the following Resolution as a Special Resolution:**

Re-appointment of Dr. Shamita Amin (DIN: 00331702) as an Independent Director of the Company:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 178 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), rules framed thereunder and Schedule IV to the Act and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the members of the Company be and is hereby accorded to the re-appointment of Dr. Shamita Amin as an Independent Director of the Company, not liable to retire by rotation, for her second term of five consecutive years w.e.f. 10th March, 2020.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to do all acts, deeds and things, necessary and expedient to give effect to this resolution."

5. **To consider and if thought fit, to pass, the following Resolution as an Ordinary Resolution:**

Ratification of Remuneration to the Cost Auditor for the F.Y. 2019-20.

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 ('the Act'), the remuneration payable to M/s. Santosh Jejurkar & associates, Cost Accountant (FRN: 102697) appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year 2019-20 amounting to ₹ 0.30 Lacs plus applicable taxes, traveling and other out-of-pocket expenses incurred by them in connection with the aforesaid audit, be and is hereby ratified and confirmed."

NOTES:

1. **ANY MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
2. **A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy, provided such person shall not act as a proxy for any other person or shareholder.**
3. The Proxy form duly completed must reach the Registered Office of the Company not later than forty-eight hours before the time of commencement of the meeting.
4. The Register of Members of the Company will remain closed from Thursday, 1st August, 2019 to Wednesday, 7th August, 2019 (both days inclusive), for the purpose of payment of dividend.
5. The details of Mr. Chirayu Amin and Dr. Shamita Amin, Directors, seeking re-appointment pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions is annexed herewith as Annexure A to this notice.
6. The dividend when sanctioned will be made payable on or before Friday, 16th August, 2019, to those members whose names stand on the Register of Members of the Company on Wednesday, 31st July, 2019 in case of physical shares and to those members as per the beneficiary position to be given by NSDL and CDSL. Members are requested to notify promptly any change in their registered addresses.

In order to enable the Company to directly credit the dividend amount in the bank accounts:

- a) Shareholders holding shares in demat accounts are requested to update their bank account details with their respective Depository Participants.
- b) Shareholders holding shares in physical form are requested to provide the following details along with an authorization letter allowing the Company to directly credit the dividend in their bank accounts:

Name of first account holder (as appearing in the bank account records), bank name, branch name, branch address, account type and account number, IFSC code and MICR code and a copy of cancelled cheque.

7. As per the provisions of Section 125 of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 as amended ("IEPF Rules, 2016"), the amount of dividend remaining unpaid or unclaimed for a period of seven years from the date of transfer to Unpaid Dividend Account, shall be transferred to the Investor Education and Protection Fund (IEPF), a fund constituted by the Government of India under Section 125 of the Companies Act, 2013.

Further, in accordance with the provisions of Section 124(6) of the Companies Act, 2013 and IEPF Rules, 2016, shares on which dividend has not been paid or claimed for seven consecutive years or more, are liable to be transferred to IEPF.

Members who have not claimed dividend for previous year(s) are requested to claim the same by approaching the Company or the R & T Agents of the Company.

The due dates for transferring the unclaimed / unpaid dividend to IEPF are as under:

Date of Declaration of Dividend	Dividend for Financial Year	Proposed Month and Year of Transfer to the Fund
8 th August, 2012	2011-12	September, 2019
8 th August, 2013	2012-13	September, 2020
7 th August, 2014	2013-14	September, 2021
13 th August, 2015	2014-15	September, 2022
11 th August, 2016	2015-16	September, 2023
2 nd August, 2017	2016-17	September, 2024
6 th August, 2018	2017-18	September, 2025

8. All documents referred to in the Notice are open for inspection at the Registered Office of the Company between 11:00 a.m. and 1:00 p.m. on any working day except Saturdays and holidays up to the date of Annual General Meeting.
9. All the work related to share registry in terms of both physical and electronic, are being conducted by Company's R & T Agents, Link Intime India Pvt. Limited, B-102 & 103, Shangrila Complex, First Floor, Opp. HDFC Bank, Near Radhakrishna Char Rasta, Akota, Vadodara - 390 020 Tel: +91 265 2356573, 2356794 Email ID: vadodara@linkintime.co.in. The Shareholders are requested to send their communication to the aforesaid address.
10. The Company has designated an exclusive Email ID: investors@paushak.com for redressal of Shareholders'/ Investors' complaints/ grievances. In case you have any queries, complaints or grievances, then please write to us at the above mentioned email address.
11. Updation of Email ID: The Shareholders are requested to intimate their Email ID to the Company or update their Email ID registered with Depository Participants, if the same is changed.
12. **Voting through Electronic Means and Declaration of Results:**

Pursuant to the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide its members the facility to exercise their right to vote by electronic means. The facility of casting votes using an electronic voting system from a place other than the AGM venue ('remote e-voting') will be provided to the members by Central Depository Services (India) Limited (CDSL).

The Company is providing facility for voting by electronic means and the business may be transacted through such electronic voting. The facility for voting through ballot paper shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

M/s. Samdani Shah & Kabra, Practising Company Secretaries, Vadodara has been appointed as the Scrutinizer for conducting the e-voting process.

Mr. Chirayu Amin, Chairman of the Company and in his absence Mr. Udit Amin, Director or Mr. Abhijit Joshi, Whole-time Director & CEO of the Company, will declare the voting results based on the scrutinizer's report received on e-voting and voting at the meeting. The voting results along with scrutinizer's report will be displayed on the:

- (i) Notice Board of the Company at its Registered Office;
- (ii) Company's website www.paushak.com;
- (iii) CDSL website www.evotingindia.com and
- (iv) Stock exchange website www.bseindia.com

The ‘Step by Step’ procedure and instructions for casting your vote electronically are as under:

- (i) The E-voting period begins on Sunday, 4th August, 2019 at 9:00 a.m. and ends on Tuesday, 6th August, 2019 at 5:00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date on Wednesday, 31st July, 2019 may cast their vote electronically. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as on Wednesday, 31st July, 2019, may obtain the login Id and password by sending request at helpdesk.evoting@cdslindia.com. The e-voting module shall be disabled by CDSL for voting after Tuesday, 6th August, 2019 (5:00 p.m.).
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user, follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders). Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field. The sequence number is printed on address label/sticker affixed on the back page of the Annual Report. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after first two characters of the name in CAPITAL letters. E.g. if your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. If both the details are not recorded with the depository or Company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant Company (**PAUSHAK LIMITED - 190625004**) on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

- (xviii) Shareholders can also use Mobile app - "m-Voting" for e-voting. m-Voting app is available on IOS, Android & Windows based Mobile. Shareholders may log into m-Voting using their e-voting credentials to vote for the Company resolution(s).
- (xix) Note for Non-Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com

By Order of the Board,
Sd/-

Manisha Saraf
Company Secretary

Registered Office: Alembic Road, Vadodara - 390 003
Tel: +91 265 2280550 Fax: +91 265 2282506
Website: www.paushak.com
Email ID: investors@paushak.com
CIN: L51909GJ1972PLC044638

Date: 6th May, 2019

Place: Vadodara

Explanatory Statement as required under Section 102 of the Companies Act, 2013

Item No. 4

Dr. Shamita Amin (DIN: 00331702) was appointed as an Independent Director of the Company 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 Agreement entered into with the stock exchange. Dr. Shamita Amin holds office as an Independent Director of the Company upto 9th March, 2020 ('first term') in terms of the explanation to Sections 149(10) and 149(11) of the Act.

Dr. Shamita Amin is an M.B.B.S., M.D. She has experience of over 35 years as Consulting Physician and Associate Professor in S.S.G. Hospital & Medical College, Vadodara. She holds directorships in Mahi-Valley Hotels and Resorts Limited and Janardan Colds Storage Co. Private Limited.

The Board of Directors at its meeting held on 6th May, 2019, on the recommendation of the Nomination and Remuneration Committee and based on the performance evaluation, considers that given her background and experience and contributions made by her during her tenure, the association of Dr. Shamita Amin would be beneficial to the Company and it is desirable to re-appoint Dr. Shamita Amin as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years w.e.f. 10th March, 2020.

In the opinion of the Board, Dr. Shamita Amin fulfils the conditions for appointment of Independent Director as specified in the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations, 2015') and is independent of the management.

Copy of the draft letter of appointment of Dr. Shamita Amin setting out the terms and conditions of appointment are available for inspection without any fee by the members at the Registered Office of the Company.

The details of Dr. Shamita Amin as required under the provisions of Regulation 36(3) of the Listing Regulations, 2015 and other applicable provisions are provided in Annexure - A to this Notice.

The Board of Directors recommends the resolution at Item No. 4 of this Notice for your approval.

None of the Directors, Key Managerial Personnel and relatives thereof except Dr. Shamita Amin, has any concern or interest, financial or otherwise, in the resolution at Item No. 4 of this Notice.

Item No. 5

In accordance with the provisions of Companies (Cost Records and Audit) Rules, 2014, the Company is required to get its Cost Records audited from a qualified Cost Accountants. M/s. Santosh Jejurkar & Associates, Cost Accountant has been appointed by the Board of Directors of the Company, on the recommendation of the Audit Commitment, to conduct the audit of the Cost Records of the Company for the inorganic chemicals for the financial year 2019-20.

In terms of the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to Cost Auditor is to be ratified by the Members of the Company.

Accordingly, the Members are requested to ratify the remuneration payable to the Cost Auditor for the financial year 2019-20 as set out in the resolution for aforesaid services to be rendered by them.

The Board of Directors recommends the resolution as set out at Item No. 5 of this Notice for your approval.

None of the Directors, Key Managerial Personnel and relatives thereof has any concern, interest, financial or otherwise in the resolution at Item No. 5 of the Notice.

By Order of the Board,
Sd/-

Manisha Saraf
Company Secretary

Registered Office: Alembic Road, Vadodara - 390 003

Tel: +91 265 2280550 Fax: +91 265 2282506

Website: www.paushak.com

Email ID: investors@paushak.com

CIN: L51909GJ1972PLC044638

Date: 6th May, 2019

Place: Vadodara

ANNEXURE A

Details of the Directors seeking re-appointment at the Annual General Meeting pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions are as under:

Name of the Director	Mr. Chirayu Amin	Dr. Shamita Amin
Age	72 years	71 years
Qualification	MBA	M.B.B.S, M.D.
Experience	51 years	40 years
Terms and Conditions of re-appointment along with details of remuneration sought to be paid	N.A.	N.A.
Remuneration last drawn (2018-19)	N.A.	N.A.
Nature of expertise in specific functional areas	Management & Leadership	Management & Healthcare
Date of first appointment on to the Board	18 th August, 2005	10 th March, 2015
No. of Shares held in the Company as on 31 st March, 2019	89,686* Equity shares	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel	Mr. Chirayu Amin is the father of Mr. Udit Amin.	Dr. Shamita Amin does not have any relation with other Directors, Manager and other Key Managerial Personnel.
No. of Meetings of the Board attended during the year	4	3
Directorship in other companies as on 31 st March, 2019	<ol style="list-style-type: none"> 1. Alembic Pharmaceuticals Limited 2. Alembic Limited 3. Elecon Engineering Company Limited 4. Shreno Limited 5. Nirayu Private Limited 	<ol style="list-style-type: none"> 1. Janardan Colds Storage Co. Private Limited 2. Mahi-Valley Hotels and Resorts Limited
Chairmanship / Membership of Committees of other Board	<ol style="list-style-type: none"> 1. Alembic Pharmaceuticals Limited <ul style="list-style-type: none"> • Member of Nomination and Remuneration Committee • Chairman of Corporate Social Responsibility Committee 2. Alembic Limited <ul style="list-style-type: none"> • Member of Nomination and Remuneration Committee 3. Shreno Limited <ul style="list-style-type: none"> • Member of Nomination and Remuneration Committee • Chairman of Stakeholders Relationship Committee and Corporate Social Responsibility Committee 4. Nirayu Private Limited <ul style="list-style-type: none"> • Chairman of Corporate Social Responsibility Committee 	Nil

*15,423 Equity share held in the name of Chirayu Ramanbhai Amin in representative capacity of Karta of Chirayu Ramanbhai Amin HUF.

BOARD'S REPORT

Dear Members,

Your Directors have pleasure in presenting their 46th Annual Report together with the Audited Statement of Accounts for the year ended on 31st March, 2019.

1. Operations and State of Affairs of the Company:

(₹ in Lacs)

Particulars	Year ended on 31 st March, 2019	Year ended on 31 st March, 2018
Profit for the year before Interest, Depreciation and Tax	4,284.09	3,235.03
Adjusting therefrom:		
Less:		
Interest (net)	13.64	9.80
Depreciation	386.51	338.70
Profit before Exceptional Items and Tax	3,883.94	2,886.53
Add:		
Exceptional Items	1,015.04	-
Profit before Tax	4,898.98	2,886.53
Less:		
Tax Expenses	1,003.24	739.45
Profit after Tax	3,895.74	2,147.08
Other Comprehensive Income	4,784.34	979.85
Total Comprehensive Income	8,680.08	3,126.93

The Company has prepared the Standalone Financial Statements in accordance with the Companies (Indian Accounting Standards) Rules, 2015 prescribed under Section 133 of the Companies Act, 2013.

2. Transfer to Reserve:

During the year under review, the Company has not proposed to transfer any amount to General Reserve out of the net profits of the Company.

3. Dividend:

Your Directors recommend Dividend at ₹ 5.00 per equity share (i.e. 50%) of face value ₹ 10/- per share for the financial year ended on 31st March, 2019 as against ₹ 3.00 per equity share (i.e. 30%) for the financial year ended 31st March, 2018.

4. Management Discussion and Analysis Report:

As per the provision of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Management Discussion and Analysis Report has been included and is annexed herewith as Annexure A.

5. Corporate Governance:

The Report on Corporate Governance as stipulated under Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 forms part of the Annual Report.

The requisite certificate from M/s. Samdani Shah & Kabra, Practising Company Secretaries confirming compliance with the conditions of Corporate Governance as stipulated under the aforesaid Schedule V is enclosed to the Report on Corporate Governance.

6. Directors:

In accordance with the provisions of the Companies Act, 2013 and the Articles of Association of the Company, Mr. Chirayu Amin, Chairman of the Company, will retire by rotation at the ensuing Annual General Meeting and being eligible offers himself for re-appointment.

The first term of office of Dr. Shamita Amin, Independent Director will expire on 9th March, 2020. The Nomination and Remuneration Committee and the Board of Directors at their respective meetings held on 6th May, 2019 has recommended her re-appointment as Independent Director of the Company for a second term of 5 (five) consecutive years, subject to approval of the members by way of Special Resolution at the Annual General Meeting.

7. Key Managerial Personnel:

Mr. Abhijit Joshi, Whole-time Director & CEO, Mr. Kaushik Shah, Dy. CFO and Ms. Manisha Saraf, Company Secretary are Key Managerial Personnel of the Company.

During the year, Ms. Manisha Saraf was appointed as Company Secretary & Compliance Officer of the Company in place of Mr. Charandeep Singh Saluja w.e.f. 1st June, 2018.

8. Meetings of the Board:

Four (4) Board Meetings were held during the financial year ended 31st March, 2019. The details of the Board Meetings with regard to their dates and attendance of each of the Directors thereat have been provided in the Corporate Governance Report.

9. Independent Directors:

The Independent Directors of the Company have given the declaration and confirmation to the Company as required under Section 149(7) of the Companies Act, 2013 and Regulation 25(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 confirming that they meet the criteria of independence and that they are not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgement and without any external influence.

10. Performance Evaluation:

Pursuant to the provisions of the Companies Act, 2013, and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out the annual performance evaluation of the Directors individually as well as evaluation of the working of the Board and of the Committees of the Board, by way of individual and collective feedback from Directors.

The following were the Evaluation Criteria:

(a) For Independent Directors:

- Knowledge and Skills
- Professional conduct
- Duties, Role and Functions
- Fulfillment of the Independence Criteria and their independence from the management

(b) For Non- Executive Directors:

- Knowledge and Skills
- Professional conduct
- Duties, Role and Functions

(c) For Executive Directors:

- Performance as Team Leader/ Member
- Evaluating Business Opportunity and analysis of Risk Reward Scenarios
- Set Key Goals and Achievements
- Professional Conduct and Integrity
- Sharing of Information with the Board

The Directors expressed their satisfaction with the evaluation process.

11. Audit Committee:

The Audit Committee consists of Independent Directors with Mr. Amit Goradia as Chairman, Mr. Atul Patel and Mr. Vijay Gandhi as members. The Committee inter alia reviews the Internal Control System, Scope of Internal Audit, Reports of Internal Auditors and Compliance of various regulations. The Committee also reviews the financial statements before they are placed before the Board.

12. Vigil Mechanism:

In compliance with requirements of Section 177(9) & (10) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a Vigil Mechanism or Whistle Blower Policy for directors, employees and other stakeholders to report genuine concerns has been established. The same is also uploaded on the website of the Company.

13. Internal Control Systems:

The Company's internal control procedure which includes internal financial controls, ensure compliance with various policies, practices and statutes and in keeping in view with the organization's pace of growth and increasing complexity of operations. The internal auditors team carries out extensive audits throughout the year across all functional areas and submits its reports to the Audit Committee.

14. Corporate Social Responsibility:

Alembic Group has been proactively carrying out CSR activities since more than fifty years. Alembic Group has established, nurtured and promoted various Non-Profit Organisations focusing on three major areas - Education, Healthcare and Rural Development.

In compliance with requirements of Section 135 of the Companies Act, 2013, the Company has laid down a CSR Policy. The composition of the Committee, contents of CSR Policy and report on CSR activities carried out during the financial year ended 31st March, 2019 in the format prescribed under Rule 9 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 is annexed herewith as Annexure B.

15. Policy on Nomination and Remuneration:

In compliance with the requirements of Section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has laid down a Nomination and Remuneration policy which has been uploaded on the Company's website.

During the year, the Company has amended the Nomination and Remuneration Policy to bring it in line with the amendments in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The web-link as required under Companies Act, 2013 is as under:

<http://www.paushak.com/pdf/NR-Policy.pdf>

The salient features of the NRC Policy are as under:

- 1) Setting out the objectives of the Policy.
- 2) Definitions for the purposes of the Policy.
- 3) Policy for appointment and removal of Director, KMP and Senior Management.
- 4) Policy relating to the Remuneration for the Managerial Personnel, KMP, Senior Management Personnel & other employees.
- 5) Remuneration to Non- Executive / Independent Director.

16. Related Party Transactions:

Related party transactions that were entered into during the financial year were on arm's length basis and were in ordinary course of business. There are no materially significant related party transactions made by the Company which may have potential conflict with the interest of the Company.

There are no material related party transactions which are not in ordinary course of business or which are not on arm's length basis and hence there is no information to be provided as required under Section 134(3)(h) of the Companies Act, 2013 read with Rule 8(2) of the Companies (Accounts) Rules, 2014.

The Board has approved a policy for related party transactions which has been uploaded on the Company's website. The web-link as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is as under:

<http://www.paushak.com/pdf/RPT-Policy.pdf>

17. Loans, Guarantees or Investments:

Details of Loans granted, Guarantees given and Investments made during the year under review, covered under the provisions of Section 186 of the Companies Act, 2013 is annexed herewith as Annexure C.

18. Listing of Shares:

The Equity Shares of the Company are listed on BSE Limited with security ID / symbol of PAUSHAKLTD. The Company confirms that the annual listing fees to BSE Limited for the financial year 2019-20 has been paid.

19. Auditors:

(a) Statutory Auditors:

The Auditor's Report for financial year 2018-19 does not contain any qualification, reservation or adverse remark. The Auditor's Report is enclosed with the financial statements in this Annual Report.

The Auditors of the Company have not reported any instances of fraud committed against the Company by its officers or employees as specified under Section 143(12) of the Companies Act, 2013.

(b) Secretarial Auditors:

The Board of Directors of the Company appointed M/s. Samdani Shah & Kabra, Practising Company Secretaries, Vadodara to conduct Secretarial Audit of the Company for the financial year 2019-20.

The Secretarial Audit Report of M/s. Samdani Shah & Kabra, Practising Company Secretaries for the financial year 2018-19 is annexed herewith as Annexure D.

The Secretarial Auditor's Report does not contain any qualification, reservation or adverse remark.

During the year under review, the Company has complied with the applicable provisions of the Secretarial Standards.

(c) Cost Auditors:

M/s. Santosh Jejurkar & Associates, Cost Accountant, Vadodara, has been appointed as Cost Auditor of the Company for conducting audit of the cost accounts maintained by the Company relating to Inorganic Chemicals for the financial year 2019-20.

The Company has made and maintained the cost records as specified by the Central Government under Section 148(1) of the Companies Act, 2013.

(d) Internal Auditors:

The Board of Directors has appointed M/s. K. C. Mehta & Co., Chartered Accountants as Internal Auditors of the Company for the financial year 2019-20.

The Company 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 the Company.

20. Particulars of employees and related disclosures:

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is annexed herewith as Annexure E.

A statement showing the names and other particulars of the employees falling within the preview of Rules 5(2) and 5(3) of the aforesaid rules are provided in the Annual Report. The Annual Report is being sent to the members of the Company excluding the aforesaid information. The said information is available for inspection at the Registered Office of the Company during working hours and the same will be furnished on request in writing to the members.

21. Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo:

The information required under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014, is annexed herewith as Annexure F.

22. Extracts of Annual Return:

The extract of Annual Return required under Section 134(3)(a) of the Companies Act, 2013 read with Rule 12(1) of the Companies (Management and Administration) Rules, 2014, is annexed herewith as Annexure G and has been uploaded on the Company's website. The web-link as required under Companies Act, 2013 is as under:

<https://www.paushak.com/notice.aspx>

23. Material Changes:

There have been no material changes and commitments affecting the financial position of the Company since the close of financial year i.e. since 31st March, 2019. Further, it is hereby confirmed that there has been no change in the nature of business of the Company.

24. Details of Unclaimed Suspense Account:

Disclosure pertaining to Unclaimed Suspense Account as required under Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is annexed herewith as Annexure H. The voting rights on the equity shares which are transferred to Unclaimed Suspense Account shall remain frozen till the rightful owner of such equity shares claims the shares.

25. Directors' Responsibility Statement:

In terms of the provisions of Companies Act, 2013, the Directors state that:

- a) in preparation of the annual accounts for the financial year ended 31st March, 2019, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- b) the directors had selected such accounting policies as listed in Note 1 to the financial statements and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give true and fair view of the state of affairs of the Company at the end of the financial year as on 31st March, 2019 and of the profit of the Company for that period;
- c) the directors had taken proper and sufficient care for maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) the directors had prepared the annual accounts on a going concern basis;
- e) the directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively; and
- f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

26. Other Disclosures:

- a) The Company does not have any scheme of provision of money for the purchase of its own shares by employees or by trustees for the benefit of employees.
- b) The Company has complied with the provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 to redress complaints received regarding sexual harassment.
- c) The Company has not invited/accepted any deposits from public.
- d) There are no significant and material orders passed by the Regulators or Courts or Tribunals impacting the going concern status of the Company and its operations in future.

On behalf of the Board of Directors,

Sd/-

Chirayu Amin
Chairman
DIN: 00242549

Registered Office: Alembic Road, Vadodara - 390 003

Tel: +91 265 2280550 Fax: +91 265 2282506

Website: www.paushak.com

Email ID: investors@paushak.com

CIN: L51909GJ1972PLC044638

Date: 6th May, 2019

Place: Vadodara

MANAGEMENT DISCUSSION AND ANALYSIS

The Company's management provides its own perspective on the operating and financial performance of the Company during financial year 2018-19 and an outlook of the business performance in the coming years as follows:

(A) Industry Structure and Development & Business, Opportunities, Threats & Risks

Paushak is India's largest phosgene based specialty chemicals manufacturer serving pharmaceutical, agrochemical and performance industries. The Company is domestic market leader in most of its product portfolio.

Paushak has been able to develop, scale up and commercialize various new products where it is the first Indian company to do so. This has resulted not only in higher revenues but also a robust pipeline for future. Paushak is also actively exploring various opportunities, including contract manufacturing, with global customers, who are leader in their markets and sees a good opportunity for itself while offering an "India alternative" to them.

With improved demand and relationship with the customers, Paushak has been able to utilise its capacity while sustaining the momentum to grow its agrochemical intermediate business. In order to cater to rising customer demands and shrinking timelines, the Company has further strengthened the R&D and operations while continuously enhancing the efficiency of its resources with focus to have improved automation coming in.

Paushak has also accelerated its efforts to improve the technology while enhancing capabilities and capacities to emerge as "Technology driven global Specialty Chemical Company". Paushak has been able to develop indigenous technology for its one of the key product portfolio and would be expanding the capacity to a much larger size with "Make in India" approach. It will not only result in import substitution in India but will also help Paushak to become a global supplier while ensuring cost competitiveness. The Company has also applied for expansion of its capacity with addition of new downstream products while tripling of its Phosgene capacity as upstream and expect the same to be approved within financial year 2019-20. This will help Paushak to accelerate the growth in future.

The Company has benefited from the constrained supplies and shortage of intermediates and chemicals from China due to stricter environmental compliance. However, supplies from China is expected to improve in near future which will result in more cost competition and pricing pressure. Also, rising crude cost along with fluctuation in foreign currency do pose significant risks for the business.

The Company also identifies safety aspects of hazardous chemicals handling, including Phosgene, as a key risk. After evaluation of various technologies across the globe, the company has started up-gradation of its core technology. The Company has moved towards "behaviours based safety" concept with more emphasis on safety practices, automation & improved infrastructure to minimise the risk and will continue to do so in future as well. To improve the operational readiness and enhance the capabilities while doing global benchmarking, Paushak has integrated its operating standards and certifications into "Integrated Management System" and decided to prepare and go for "Responsible Care" certification which is adopted by the global and large chemical companies in the world to achieve higher standards of performance and generate greater value for their businesses while ensuring sustainability of its operations for all the stakeholders.

(B) Outlook:

Paushak plans to invest aggressively to expand its capability, capacities and its infrastructure to accelerate the growth of business while focusing de-risking its product portfolio, customers and markets. While Phosgene chemistry remains the core area of operations and product offering, the Company has also identified new chemistry areas to offer more capabilities and services to its customers while generating higher value addition. It will also improve the ability to handle complex reactions and do multiple steps for the customers, especially innovators.

(C) Financial Performance:

The Gross Revenue of the Company is ₹ 14,215.30 Lacs for the year under review as compared to ₹ 10,775.12 Lacs for the previous year. The Company registered a Net Profit of ₹ 3,895.94 Lacs for the year under review as compared to Net Profit of ₹ 2,147.08 Lacs for the previous year.

(D) Key Financial Ratios:

The Company has maintained robust growth during the year under review which reflects in the key financial ratio. A summary of the same is as under:

Particulars	31.03.2019	31.03.2018
Operating Profit Margin	27.32%	26.79%
Net Profit Margin	27.41%	19.93%
Return on Net Worth	33.46%	21.52%

Particulars	31.03.2019	31.03.2018
Earnings Per Share	125.64	66.95
Debt Equity Ratio	-	0.01
Receivables days	73	118
Inventory days	63	56
Current Ratio	3.65	2.38

Note: Operating Profit margin and Net Profit margin are calculated on the Total Income of the Company.

For the year under review, the Net Profit margin and Return on Net worth is higher on account of Exceptional Income of ₹ 1,015.04 Lacs. During the year, the Company has made changes in its Policy for receivables, payables and working capital which resulted in lower Receivable days and higher current ratio. Since the Company had negligible debt at the end of the year, interest coverage ratio has not been provided.

(E) Internal Control Systems and Adequacy:

The Company believes that Internal Control is a necessary concomitant of the principle of Governance. It remains committed to ensuring an effective Internal Control environment that provides assurance to (a) the management, (b) Audit Committee, (c) Board of Directors and (d) the shareholders that there is a structured system for close and active supervision to ensure reliability of financial and operational reporting and legal and regulatory compliance.

Interrelated control systems, covering all financial and operating functions, assure fulfilment of these objectives. The Company uses Enterprise Resource Planning (ERP) supported by in-built controls that ensures reliable and timely financial reporting.

(F) Human Resource - Developing Human Capital:

Paushak has made structured changes to add more competent resources to build capabilities, while improving the overall work culture to accelerate the growth. The key employee strength has been doubled in last two years with addition of capable resources with substantial quality experience to enhance the overall operational capability of the Company. It has also adopted "Total Quality Management" philosophy as a tool to improve the efficiencies and systematic approach. With improvement and introduction of various policies, we have been able to attract and retain talent to ensure that knowledge & technology become the backbone of the Company. The focus remains to grow and emerge as "Technology driven global specialty chemical Company".

On behalf of the Board of Directors,

Place: Vadodara
Date: 6th May, 2019

Sd/-
Chirayu Amin
Chairman
DIN: 00242549

Annual Report on CSR Activities to be included in the Board's Report**1. A brief outline of the Company's CSR Policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR Policy and projects or programs:**

The Company's CSR Policy provides for carrying out CSR activities in the area of Education, Healthcare and Rural Development through various 'Not for Profit Organisation', including Alembic CSR Foundation, Bhailal Amin General Hospital, Rural Development Society, Uday Education Society and others.

The CSR spend may be carried out by way of donation to the corpus of the above 'Not for profit organisations' or contribution towards some specific project being undertaken by any of the organisation.

Web-link to the CSR Policy of the Company: <http://www.paushak.com/pdf/CSR-Policy.pdf>

2. The Composition of CSR Committee:

Mr. Amit Goradia - Chairman
Mr. Udit Amin - Member
Mr. Atul Patel - Member

3. Average Net Profit of the Company for the last three financial years: ₹ 1,753.46 Lacs.**4. Prescribed CSR Expenditure (two percent of the amount as in item 3 above): ₹ 35.07 Lacs.****5. Details of CSR Spent during the financial year:**

(a) Total amount to be spent for the financial year: ₹ 35.07 Lacs.

(b) Amount unspent, if any: Nil

(c) Manner in which the amount spent during the financial year is detailed below:

(₹ in Lacs)

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
Sr. No.	CSR project or activity identified	Sector in which the project is covered	Projects or programs(1) Local area or other.(2) Specify the State and District where projects or programs was undertaken	Amount outlay (budget) project or programs wise	Amount spent on the projects or programs Sub-heads 1. Direct Expenditure on projects or programs 2. Overheads	Cumulative expenditure upto the reporting period	Amount Spent: Direct or through implementing agency
1.	Contribution to Alembic CSR Foundation	CSR activities specified in schedule VII of the Companies Act, 2013	Across Gujarat	Multiple program	Direct- 35.07	35.07	Through Implementing Agency- Alembic CSR Foundation
	TOTAL				35.07	35.07	

6. In case the company has failed to spend the two percent of the average net profit of the last three financial years or any part thereof, the Company shall provide the reasons for not spending the amount in its Board Report: Not Applicable.**7. The CSR Committee of the Company hereby confirms that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the Company.**

Sd/-
Chirayu Amin
Chairman
DIN: 00242549

Sd/-
Amit Goradia
Chairman- CSR Committee
DIN: 00074478

Particulars of Loans granted, Guarantees given or Investments made by the Company

Nature of Transaction (whether loan / guarantee/ investments)	Date of making loans, giving guarantee or making investments	Name and Address of the person or body corporate to whom it is made or given or whose securities have been acquired	Amount (in ₹ Lacs)	Purpose of loan/ guarantee/ investments
Investments	25.06.2018	Axis Arbitrage Fund - Direct Dividend Reinvestment 204, 2nd Floor, Pavan Complex, Near Masonic Hall, Jetalpur Road, Alkapuri, Vadodara - 390007, Gujarat	100.00	Investment of Surplus Funds
	28.06.2018		100.00	
Investments	15.05.2018	BSL Cash Plus - Growth Direct Plan - Q Div-Direct Soham Complex, 49, Alkapuri Society, Ground Floor, Opposite HDFC Bank, Alkapuri, R C Dutt Road, Vadodara - 390007, Gujarat	420.86	Investment of Surplus Funds
Investments	17.05.2018	Edelweiss Liquid Fund - Direct Plan Growth Tower 3, Wing B, Ground Floor, Kohinoor City Mall, Kohinoor City, Kiroli Road, Kurla (W), Mumbai - 400070, Maharashtra	160.76	Investment of Surplus Funds
Investments	31.05.2018	Franklin India Liquid Fund - Super Institution Plan - Direct Growth 104 -107, First Floor, Spentha Complex, Opposite Pizza Hut, Near Ambedkar Circle, Race Course Road, Vadiwadi, Vadodara - 390007, Gujarat	150.00	Investment of Surplus Funds
	07.06.2018		150.00	
Investments	11.06.2018	Franklin India Ultra Short Bond Fund - Super Institutional Plan - Direct Growth Plan 104 -107, First Floor, Spentha Complex, Opposite Pizza Hut, Near Ambedkar Circle, Race Course Road, Vadiwadi, Vadodara - 390007, Gujarat	1000.00	Investment of Surplus Funds
	11.06.2018		300.39	
	06.12.2018		200.00	
	07.01.2019		200.00	
	01.03.2019		200.00	
Investments	01.06.2018	HDFC Balance Advantage Fund - Growth Option "HDFC House", 2nd Floor, H. T. Parekh Marg, 165-166, Backbay Reclamation, Churchgate, Mumbai - 400020, Maharashtra	104.71	Investment of Surplus Funds
	17.05.2018		221.69	
Investments	09.05.2018	ICICI Prudential Liquid Fund - Direct Plan Growth No. 1089 ICICI Prulife Towers, 1 st Floor, Appa Saheb Maratha Marg, Opposite Tata Motor Showroom Near Century Bazar, Prabhadevi, Mumbai - 400025, Maharashtra	350.00	Investment of Surplus Funds
	10.05.2018		421.43	
	06.09.2018		200.00	
Investments	17.05.2018	IDFC Cash Fund Growth - Direct Plan Gr Floor, Akash Ganga Complex, Adjacent to Vanijya Bhavan, Race Course, Vadodara - 390007, Gujarat	642.34	Investment of Surplus Funds
Investments	10.07.2018	Reliance Arbitrage Fund - Direct Monthly Dividend Plan No. 1089 ICICI Prulife Towers, 1 st Floor, Appa Saheb Maratha Marg, Opposite Tata Motor Showroom Near Century Bazar Prabhadevi, Mumbai - 400025, Maharashtra	179.48	Investment of Surplus Funds
	11.12.2018		258.98	
Investments	02.11.2018	UTI Arbitrage Fund - Direct Dividend Option Landmark Building, Shop no 6 and 7, Race Course Rd, Vadodara - 390007, Gujarat	481.85	Investment of Surplus Funds

The above stated investments are gross investments and are not net of redemptions made by the Company.

On behalf of the Board of Directors,
Sd/-

Chirayu Amin
Chairman
DIN: 00242549

Date: 6th May, 2019
Place: Vadodara

Secretarial Audit Report

for the Financial Year ended March 31, 2019

*[Pursuant to section 204(1) of the Companies Act, 2013 and Rule 9
of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]
and Regulation 24A of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015]*

To,
The Members,
Paushak Limited
Alembic Road,
Vadodara- 390003,
Gujarat.

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Paushak Limited (hereinafter referred to as 'the company'). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's Books, Papers, Minute Books, Forms and Returns filed and other records maintained by the company and also the information provided by the company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the company has, during the audit period covering the Financial Year ended on 31st March, 2019, 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, 2019, according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 (SCRA) and the rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (SEBI Act):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (d) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 / 2018.

We report that, there were no actions / events in pursuance of the following regulations requiring compliance thereof by the company during the period of this report:-

- (a) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 / 2018;
- (b) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (c) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (d) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009.
- vi. Other sector specific laws as follows:
 - (a) Chemical Weapon Convention Act, 2000;
 - (b) Petroleum Act, 1934;
 - (c) Indian Boiler Act, 1923;
 - (d) MSIHC (Manufacturing, Storage & Import of Hazardous Chemicals) Rules, 2008;
 - (e) SMPV (Static Mobile Pressure Vessels) Rules, 1981 (2000);

- (f) Hazardous Waste Rules, 2010;
- (g) Gas Cylinder Rules, 2004;
- (h) D G Sets Rules, 2003;
- (i) Water Cess Act, 1977 and rules made thereunder;
- (j) Public Liability Insurance Act, 1991 and rules made thereunder;
- (k) Bio-Medical Waste Management & Handling Rules, 1998;
- (l) Batteries Rules, 2001;
- (m) Chemical Accident (Emergency) Planning Preparedness & Response Rules, 1998;
- (n) Ozone Depleting Substance Regulation & Control Rules, 2000.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India; and
- (ii) The Listing Agreement entered into by the Company with BSE Ltd.

During the period under review the Company has complied with the provisions of the applicable Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that;

- A. The Board of directors of the Company is duly constituted with proper balance of Executive Directors, Non-executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review, if any, were carried out in compliance with the provisions of the Act;
- B. Adequate notice is given to all the Directors to schedule the Board Meetings, Agenda and detailed notes on Agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarification on the Agenda items before the meeting and for meaningful participation at the meeting;
- C. As per the minutes of the meetings duly recorded and signed by the Chairman, the decisions of the Board were unanimous and no dissenting views have been recorded;
- D. There are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with all the applicable laws, rules, regulations and guidelines;
- E. During the audit period, there were no specific instances / actions in pursuance of the above referred laws, rules, regulations, guidelines etc., having major bearing on the Company's affairs. However, the company has Bought back and extinguished 1,25,000 (One Lakh Twenty Five Thousand) fully paid up equity shares of the company having face value of ₹ 10/- each at a price of ₹ 1700/- per Equity Share aggregating to ₹ 21,25,00,000/- (Rupees Twenty One Crores Twenty Five Lacs Only) and the Buy-Back was completed on 22nd May, 2018.

Sd/-

S. Samdani

Partner

Samdani Shah & Kabra

Company Secretaries

FCS No. 3677

CP No. 2863

Place: Vadodara

Date: April 26, 2019

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

Appendix A

To,
The Members,
Paushak Limited
Alembic Road
Vadodara- 390003
Gujarat

Our Secretarial Audit report of even date is to be read along with this letter, that:

- I. Maintenance of Secretarial records and compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management of the company. Our examination was limited to the verification and audit of procedures and records on test basis. Our responsibility is to express an opinion on these secretarial records and compliances based on such verification and audit.
- II. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the processes and practices we followed provide a reasonable basis for our opinion.
- III. Wherever required, we have obtained the management representation about the Compliance of laws, rules and regulations and happening of events etc.
- IV. 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.

Sd/-

S. Samdani

Partner

Samdani Shah & Kabra

Company Secretaries

FCS No. 3677

CP No. 2863

Place: Vadodara

Date: April 26, 2019

As per the provisions of Section 197 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company is required to disclose following information in the Board's Report.

Ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year	
Name	Ratio to Employees
Mr. Abhijit Joshi - Whole-time Director & CEO	1:0.04932
Percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year	
Name	% Increase
Mr. Abhijit Joshi - Whole-time Director & CEO	6.99
Mr. Kaushik Shah - Dy. CFO	10.00
Ms. Manisha Saraf - Company Secretary	N.A.*
*Appointed w.e.f. 1 st June, 2018	
Percentage increase in the median remuneration of employees in the financial year	3.44
Number of permanent employees on the rolls of Company	265
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	6.17% (Non- Managerial Personnel) 6.99% (Managerial Personnel)

We affirm that the remuneration paid to the Managerial and Non-Managerial Personnel is as per the Nomination and Remuneration Policy of the Company.

On behalf of the Board of Directors,

Date: 6th May, 2019
Place: Vadodara

Sd/-
Chirayu Amin
Chairman
DIN: 00242549

Information required under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 pertaining to Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo

(A) Conservation of Energy:

(i) Steps taken or impact on conservation of energy:

- The Company has explored using better mixing technology to improve process efficiency and hence reduce specific energy consumption.
- The Company is currently in process of upgrading old manufacturing plants, especially the utilities network, so as to achieve overall improved energy usage efficiency.

(ii) Steps taken for utilizing alternate sources of energy:

The Company has invested in windmill for captive use. A significant part of energy requirement are met from such non-conventional source of energy.

We are exploring the use of solar energy in plant applications and expansion projects.

(iii) Capital Investment on energy conservation equipments:

The Company has invested in energy efficient gas scrubbing system and air compressor.

(B) Technology Absorption:

(i) Efforts made towards technology absorption:

- The Company has established an improved indigenous technology for better phosgene manufacturing, based on study of global practices.
- The Company is also adopting a cleaner technology for its manufacturing process.

(ii) Benefits derived like product improvement, cost reduction, product development or import substitution:

The Company has continued to commercialize some products which were earlier available from China.

The Company has adopted solvent-free processes for many products, which are environment friendly as well as low cost.

(iii) Information regarding technology imported, during the last 3 years: Nil

(iv) Expenditure incurred on Research and Development:

During the year under review, the Company has incurred expenses of ₹ 224.02 Lacs as compared to ₹ 236.69 Lacs for the previous year on Research and Development.

(C) Foreign Exchange Earnings and Outgo:

Foreign exchange earned in term of actual inflows during the financial year 2018-19 was ₹ 2,120.51 lacs.

Foreign exchange outgo in term of actual outflows during the financial year 2018-19 was ₹ 416.69 lacs.

On behalf of the Board of Directors,

Sd/-

Chirayu Amin

Chairman

DIN: 00242549

Date: 6th May, 2019

Place: Vadodara

**Form No. MGT - 9
Extract of Annual Return**

As on the financial year ended on 31st March, 2019

[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:

i)	CIN	L51909GJ1972PLC044638
ii)	Registration Date	06/05/1972
iii)	Name of the Company	Paushak Limited
iv)	Category/Sub-Category of the Company	Company Limited by Shares
v)	Address of the Registered Office and Contact Details	Alembic Road, Vadodara - 390 003. Tel: +91 265 2280550 Fax: +91 265 2282506 Website: www.paushak.com Email ID: investors@paushak.com
vi)	Whether listed company	Yes
vii)	Name, Address and Contact Details of Registrar and Transfer Agent, if any:	Link Intime India Private Limited B - 102 & 103 Shangrila Complex, First Floor, Opp. HDFC Bank, Near Radhakrishna Char Rasta, Akota, Vadodara - 390 020. Tel: +91 265 2356573, 2356794 Email : vadodara@linkintime.co.in

II. PRINCIPAL BUSINESS ACTIVITY OF THE COMPANY:

All the business activities contributing 10% or more of the total turnover of the Company shall be stated:

Sr. No.	Name and Description of main products/ services	NIC Code of the Product/ Service	% to total turnover of the company
1.	Speciality Chemicals and Intermediates	241*	99.07

*As per National Industrial Classification (NIC) 2008.

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

Sr. No.	Name and address of the Company	Holding/Subsidiary/ Associate	CAN/GLN	%of shares held	Applicable sections
1.	Nirayu Private Limited FF-54, Avishkar Complex, Old Padra Road, Vadodara - 390015.	Holding	U51909GJ1971 PTC098778	33.20*	2(46)

*Please refer Note 30 (F) (a) of Notes to standalone financial statements.

IV. SHAREHOLDING PATTERN (Equity share Capital Break up as percentage of Total Equity):

i) Category-wise Share Holding:

Sr. No.	Category of Shareholders	Shareholding at the beginning of the year				Shareholding at the end of the year				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(A)	Promoter									
[1]	Indian									
(a)	Individuals / Hindu Undivided Family	2,16,550	-	2,16,550	6.75	1,81,468	-	1,81,468	5.89	-0.86
(b)	Central Government	-	-	-	-	-	-	-	-	-
(c)	State Government(s)	-	-	-	-	-	-	-	-	-
(d)	Bodies Corporate	19,12,594	-	19,12,594	59.64	18,39,679	-	18,39,679	59.69	0.05
(e)	Financial Institutions / Banks	-	-	-	-	-	-	-	-	-

Sr. No.	Category of Shareholders	Shareholding at the beginning of the year				Shareholding at the end of the year				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(d)	Any Other (Specify)									
	Trusts	9,335	-	9,335	0.29	8,946	-	8,946	0.29	-0.00
	Sub Total (A)(1)	21,38,479	-	21,38,479	66.68	20,30,093		20,30,093	65.87	-0.81
[2]	Foreign									
(a)	Individuals (Non-Resident Individuals / Foreign Individuals)	-	-	-	-	25,846	-	25,846	0.84	0.84
(b)	Government	-	-	-	-	-	-	-	-	-
(c)	Bodies Corporate	-	-	-	-	-	-	-	-	-
(d)	Financial Institutions / Banks	-	-	-	-	-	-	-	-	-
(e)	Any Other (Specify)	-	-	-	-	-	-	-	-	-
	Sub Total (A)(2)	0	-	0	0.00	25,846	-	25,846	0.84	0.84
	Total Shareholding of Promoter and Promoter Group(A)=(A)(1)+(A)(2)	21,38,479	0	21,38,479	66.68	20,55,939	0	20,55,939	66.71	0.03
(B)	Public Shareholding									
[1]	Institutions									
(a)	Mutual Funds	-	-	-	-	-	-	-	-	-
(b)	Financial Institutions / Banks	-	83	83	0.00	-	83	83	0.00	-
(c)	Central Government	-	-	-	-	-	-	-	-	-
(d)	State Government(s)									
(e)	Venture Capital Funds	-	-	-	-	-	-	-	-	-
(f)	Insurance Companies	-	-	-	-	-	-	-	-	-
(g)	FIs / FPIs	5,701	-	5,701	0.18	-	-	0	-	-0.18
(h)	Provident Funds/ Pension Funds	-	-	-	-	-	-	-	-	-
(i)	Any Other (Specify)	-	-	-	-	-	-	-	-	-
	Sub Total (B)(1)	5,701	83	5,784	0.18	0	83	83	0.00	-0.18
[2]	Non-Institutions									
(a)	Individuals									
(i)	Individual shareholders holding nominal share capital upto Rs. 1 lac.	4,64,261	2,86,820	7,51,081	23.42	4,61,528	2,40,924	7,02,452	22.79	-0.63
(ii)	Individual shareholders holding nominal share capital in excess of Rs. 1 lac	1,41,438	-	1,41,438	4.41	1,38,314	-	1,38,314	4.49	0.08
(b)	NBFCs registered with RBI	-	-	-	-	250	-	250	0.01	0.01

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Sr. No.	Category of Shareholders	Shareholding at the beginning of the year				Shareholding at the end of the year				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(c)	Overseas Depositories(holding DRs) (balancing figure)	-	-	-	-	-	-	-	-	-
(d)	Any Other (Specify)									
	IEPF	90,631	-	90,631	2.83	97,552	-	97,552	3.17	0.34
	Trusts	44	-	44	0.00	44	-	44	0.00	0.00
	Hindu Undivided Family	13,555	16	13,571	0.42	9,024	16	9,040	0.29	-0.13
	Non Resident Indians (Non Repat)	2,446	-	2,446	0.08	3,028	-	3,028	0.10	0.02
	Non Resident Indians (Repat)	2,464	4	2,468	0.08	20,533	-	20,533	0.67	0.59
	Unclaimed Shares	6,111	-	6,111	0.19	5,371	-	5,371	0.17	-0.02
	Clearing Member	4,470	-	4,470	0.14	6,917	-	6,917	0.22	0.09
	Bodies Corporate	50,034	557	50,591	1.58	42,035	556	42,591	1.38	-0.20
	Sub Total (B)(2)	7,75,454	2,87,397	10,62,851	33.14	7,84,596	2,41,496	10,26,092	33.29	0.15
	Total Public Shareholding(B)=(B)(1)+(B)(2)	7,81,155	2,87,480	10,68,635	33.32	7,84,596	2,41,579	10,26,175	33.29	-0.03
	Total (A)+(B)	29,19,634	2,87,480	32,07,114	100.00	28,40,535	2,41,579	30,82,114	100.00	0.00
(C)	Shares held by custodian for GDRs and ADRs	-	-	-	-	-	-	-	-	-
	Sub Total (C)	-	-	-	-	-	-	-	-	-
	Total (A)+(B)+(C)	29,19,634	2,87,480	32,07,114	100.00	28,40,535	2,41,579	30,82,114	100.00	0.00

(ii) Shareholding of Promoters:

Details of Shareholding of Promoters:

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total shares of the company	% shares pledged/ encumbered to total shares	No. of Shares	% of total shares of the company	% shares pledged / encumbered to total shares	
1.	Chirayu Amin*	93,682	2.92	-	89,686 [^]	2.92	-	Nil
2.	Udit Amin	26,997	0.84	-	25,846 [^]	0.84	-	Nil

*16,423 Equity Shares and 15,423 Equity Shares held in the name of Chirayu Ramanbhai Amin in representative capacity of Karta of Chirayu Ramanbhai Amin HUF at the beginning of the year and at the end of the financial year 2018-19 respectively.

[^] The change in shareholding is pursuant to shares offered under Buyback of equity shares of the Company.

Details of Shareholding of persons and entities of promoter group:

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total shares of the company	% shares pledged/encumbered to total shares	No. of Shares	% of total shares of the company	% shares pledged/encumbered to total shares	
1.	Nirayu Private Limited	10,64,610	33.20	-	10,23,366 [@]	33.20	-	Nil
2.	Alembic Limited	6,10,615	19.04	-	5,87,809*	19.07	-	0.03
3.	Shreno Limited	2,37,369	7.40	-	2,28,504*	7.41	-	0.01
4.	Alembic Pharmaceuticals Ltd. ^	-	-	-	-	-	-	-
5.	Alembic City Ltd.^	-	-	-	-	-	-	-
6.	Shreno Publications Ltd. ^	-	-	-	-	-	-	-
7.	Malika Amin	39,273	1.22	-	37,598*	1.22	-	Nil
8.	Pranav Amin	29,599	0.92	-	28,336*	0.92	-	Nil
9.	Shaunak Amin	26,999	0.84	-	25,848*	0.84	-	Nil
10.	Barkha Pranav Amin ^	-	-	-	-	-	-	-
11.	Samira Pranav Amin ^	-	-	-	-	-	-	-
12.	Ranvir Pranav Amin ^	-	-	-	-	-	-	-
13.	Krupa Shaunak Amin ^	-	-	-	-	-	-	-
14.	Naintara Shaunak Amin ^	-	-	-	-	-	-	-
15.	Inaaya Shaunak Amin ^	-	-	-	-	-	-	-
16.	Tishya Udit Amin ^	-	-	-	-	-	-	-
17.	Ujwal Vidyalaya	5,447	0.17	-	5,216*	0.17	-	Nil
18.	Arogyavardhini Society	3,365	0.10	-	3,222*	0.10	-	Nil
19.	Vidyanidhi Trust	123	0.00	-	108*	0.00	-	Nil
20.	Virsad Family Trust [#]	200	0.01	-	200	0.01	-	Nil
21.	Laburnum Family Trust [#]	200	0.01	-	200	0.01	-	Nil
22.	Viramya Packlight LLP ^	-	-	-	-	-	-	-
23.	Utkarsh Vidyakendra ^	-	-	-	-	-	-	-
24.	Uday Education Society ^	-	-	-	-	-	-	-
25.	Bhailal Amin General Hospital ^	-	-	-	-	-	-	-
26.	Laksh Trust [^]	-	-	-	-	-	-	-
27.	Grace Star Trust [^]	-	-	-	-	-	-	-
28.	Gallup Trust [^]	-	-	-	-	-	-	-
29.	Satori Trust [^]	-	-	-	-	-	-	-

[@]The change in shareholding is pursuant to shares offered under Buyback of Equity Shares of the Company and creeping acquisition of shares during the year.

* The change in shareholding is pursuant to shares offered under Buyback of Equity Shares of the Company.

[^] As per the disclosures under the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, furnished by the Promoters.

[#]Equity shares held in the name of the Trustees on behalf of the trust.

(iii) Change in Promoter's Shareholding (please specify, if there is no change):

Sr. No.	Particulars		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
			No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
	At the beginning of the year		21,38,479	66.68	21,38,479	66.68
	Buyback of shares	25.05.2018	(90,689)	(2.83)	20,47,790	66.44
	Market Purchase by Nirayu Private Limited	11.10.2018	236	0.01	20,48,026	66.45
		15.10.2018	250	0.01	20,48,276	66.46
		17.10.2018	2,000	0.06	20,50,276	66.52
		19.10.2018	200	0.01	20,50,476	66.53
		22.10.2018	960	0.03	20,51,436	66.56
		23.10.2018	1,351	0.04	20,52,787	66.60
		06.02.2019	406	0.01	20,53,193	66.62
		07.02.2019	300	0.01	20,53,493	66.63
		08.02.2019	200	0.01	20,53,693	66.63
		11.02.2019	390	0.01	20,54,083	66.65
		12.02.2019	111	0.01	20,54,194	66.65
		14.02.2019	658	0.02	20,54,852	66.67
		15.02.2019	300	0.01	20,55,152	66.68
		18.02.2019	673	0.02	20,55,825	66.70
	27.02.2019	114	0.01	20,55,939	66.71	
	At the end of the year		20,55,939	66.71	20,55,939	66.71

(iv) Shareholding Pattern of Top Ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sr. No.	Name	Shareholding at the beginning of the year		Date	Increase/ Decrease in shareholding	Reason	Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company				No. of Shares	% of total shares of the Company
1	Nirayu Private Limited	10,64,610	33.20	25 th May, 2018	-	Increase	10,23,366	33.20
					41,244 [^]	Decrease		
2	Alembic Limited	6,10,615	19.04	25 th May, 2018	-	Increase	5,87,809	19.04
					22,806 [*]	Decrease		
3	Shreno Limited	2,37,369	7.41	25 th May, 2018	-	Increase	2,28,504	7.41
					8,865 [*]	Decrease		
4	Malika Amin	39,273	1.22	25 th May, 2018	-	Increase	37,598	1.22
					1,675 [*]	Decrease		
5	Siddhant Khanna	15,000	0.47	During the financial year	16,000	Increase	31,000	1.01
					-	Decrease		
6	Pranav Amin	29,599	0.92	25 th May, 2018	-	Increase	28,336	0.92
					1,263 [*]	Decrease		
7	Shaunak Amin	26,999	0.84	25 th May, 2018	-	Increase	25,848	0.84
					1,151 [*]	Decrease		

Sr. No.	Name	Shareholding at the beginning of the year		Date	Increase/ Decrease in shareholding	Reason	Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company				No. of Shares	% of total shares of the Company
8.	Sunil Rungta ¹	24,817	0.77	-	-	No change during the year	24,817	0.81
9.	Sanjay Katkar	22,000	0.69	During the financial year	2,613	Increase	24,613	0.80
						Decrease		
10.	Shirish Joshi ¹	17,983	0.53	-	-	No change during the year	17,983	0.58
11.	Jitendra Baldwa [#]	43,326	1.35	During the financial year	-	Increase	17,924	0.58
					25,402	Decrease		

Note: The date wise increase/ decrease in shareholding of the top ten shareholders is available on the website of the Company.

[^]The change in shareholding is pursuant to shares offered under Buyback of Equity Shares of the Company and Creeping acquisition of shares during the year.

^{*} The change in shareholding is pursuant to shares offered under Buyback of Equity Shares of the Company.

[#] Ceased to be a top ten shareholder as on 31st March, 2019.

¹ The Change in shareholding % is pursuant to the reduction in paid up capital due to Buyback of Equity Shares of the Company.

(v) Shareholding of Directors and Key Managerial Personnel:

Sr. No.	At the beginning/ end of the year	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company	No. of Shares [#]	% of total shares of the company
1.	Chirayu Amin [*]	93,682	2.92	89,686	2.92
2.	Udit Amin, Director	26,997	0.84	25,846	0.84

Note: None of the other Director and Key Managerial Personnel holds any shares in the Company.

^{*}16,423 Equity Share and 15,423 Equity Shares held in the name of Chirayu Ramanbhai Amin in representative capacity of Karta of Chirayu Ramanbhai Amin HUF at the beginning of the year and at the end of the financial year 2018-19 respectively.

[#]The change in shareholding is pursuant to shares offered under buyback of Equity Shares.

V INDEBTEDNESS:

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

(₹. in Lacs)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	57.44	-	-	57.44
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	0.01	-	-	0.01
Total (i+ii+iii)	57.45	-	-	57.45

PAUSHAK LIMITED

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Change in Indebtedness during the financial year				
• Addition	-	-	-	-
• Reduction	57.10	-	-	57.10
Net Change	57.10	-	-	57.10
Indebtedness at the end of the financial year				
i) Principal Amount	0.35	-	-	0.35
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	0.35	-	-	0.35

VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

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

(₹ in Lacs)

Sr. No.	Particulars of Remuneration	Name of WTD	Total Amount
		Mr. Abhijit Joshi	
1	Gross Salary		
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	48.70	48.70
	(b) Value of Perquisites u/s 17(2) Income Tax Act, 1961	-	-
	(c) Profits in lieu of salary under section 17(3) Income Tax Act, 1961	-	-
2	Stock Option	-	-
3.	Sweat Equity	-	-
4.	Commission	-	-
5.	Others, please specify	-	-
	Total (A)	48.70	48.70
	Overall Ceiling as per the Act		192.32

B. Remuneration to other Directors:

(₹ in Lacs)

Sr. No.	Particulars of Remuneration	Name of Directors						Total Amount
		Chirayu Amin	Udit Amin	Amit Goradia	Atul Patel	Shamita Amin	Vijay Gandhi	
1.	Independent Directors							
	• Fee for attending board/ committee	-	-	1.00	1.25	0.65	1.35	4.25
	• Commission	-	-	-	-	-	-	-
	• Others, Please specify	-	-	-	-	-	-	-
	Total (1)	-	-	1.00	1.25	0.65	1.35	4.25
2.	Other Non-Executive Directors							
	• Fee for attending board/ committee	0.70	0.55	-	-	-	-	1.25
	• Commission	-	76.75#	-	-	-	-	76.75
	• Others, Please Specify	-	-	-	-	-	-	-
	Total (2)	0.70	77.30	-	-	-	-	78.00
	Total Managerial Remuneration (1+2)	0.70	77.30	1.00	1.25	0.65	1.35	82.25
	Overall Ceiling as per the Act							38.46*

Commission to Mr. Udit Amin was approved by the members at the 45th AGM held on 6th August, 2018 of the Company.

*No Managerial remuneration other than sitting fees has been paid to the Non-Executive Directors of the Company.

C. Remuneration To Key Managerial Personnel Other Than MD/Manager/WTD:

(₹ in Lacs)

Sr. No.	Particulars of Remuneration	Key Managerial Personnel			
		Charandeep Singh Saluja - Company Secretary (upto 31 st May, 2018)	Manisha Saraf - Company Secretary (w.e.f. 1 st June, 2018)	Kaushik Shah - Dy. CFO	Total
1	Gross Salary				
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	2.19	9.97	12.92	25.08
	(b) Value of Perquisites u/s 17(2) Income Tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income Tax Act, 1961	-	-	-	-
2.	Stock Option	-	-	-	-
3.	Sweat Equity	-	-	-	-
4.	Commission	-	-	-	-
5.	Others, please specify	-	-	-	-
	Total	2.19	9.97	12.92	25.08

Note: The above stated figures for remuneration are extracted from Form - 16 of the Individual Managerial Personnel and Key Managerial Personnel for the F.Y. 2018-19. Whereas the figures for the managerial personnel and key managerial personnel in Corporate Governance Report are prepared on the basis of accrual accounting principle and hence are not comparable.

VII PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES:

There has been no penalty or punishment or compounding of offences against/by the Company, Directors and Other Officers in default under the provisions of the Companies Act, 2013 during the F.Y. 2018-19.

On behalf of the Board of Directors,

Sd/-

Chirayu Amin

Chairman

DIN: 00242549

Date: 6th May, 2019

Place: Vadodara

Details of Unclaimed Suspense Account as per the provisions of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year	No. of Shareholders: 143 Outstanding Shares: 6,111
Number of shareholders who approached the company for transfer of shares from suspense account during the year	No. of shareholders: 3 No. of shares: 16
Number of shareholders to whom shares were transferred from suspense account during the year	No. of shareholders: 3 No. of shares: 16
Number of shareholders whose shares were transfer to the Investor Education and Protection Fund	No. of shareholders: 24 No. of shares: 724
Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year	No. of Shareholders: 116 Outstanding Shares: 5,371

Note: The voting rights on the above shares shall remain frozen till the rightful owner of such shares claims the shares.

On behalf of the Board of Directors,

Date: 6th May, 2019
Place: Vadodara

Sd/-
Chirayu Amin
Chairman
DIN: 00242549

Report on Corporate Governance

1. Company's Philosophy:

The Company strongly believes in adopting the best practices in the areas of Corporate Governance. The Company's policy and practices are aimed at efficient conduct of business and effectively meeting its obligation to the shareholders. The Company will continue to focus its resources, strengths and strategies for enhancement of the long term shareholders' value while at the same time protecting the interest of other stakeholders.

2. Board of Directors:

• Composition of the Board:

The Board of Directors consists of 1 Professional Executive Director, 2 Promoter Non-Executive Director and 4 Independent Non-Executive Directors. The Chairman of the Board is Promoter Non-Executive Director. As on 31st March, 2019 and on the date of this report, the Board meets the requirement of having at least one woman director and not less than 50% of the Board strength comprising of Non-Executive Directors as 4 out of 7 Directors are Independent Non-Executive Directors including 1 Woman Director.

• Number of Board Meetings held and the dates of the Board Meetings:

Four (4) Board Meetings were held during the year ended on 31st March, 2019 on 17th May, 2018, 6th August, 2018, 31st October, 2018 and 31st January, 2019. The time gap between any two meetings was not exceeding one hundred and twenty days.

• Details of composition and category of Directors, attendance at the Board Meetings, Annual General Meeting and shareholding of each Director:

Name of the Director	Category	No. of Board Meetings held & attended during the Financial Year	Attendance at last AGM	No. of Equity shares held in the Company [#]
Mr. Chirayu Amin Chairman	Promoter Non-Executive	4 out of 4	Yes	89,686 [^]
Mr. Udit Amin	Promoter Non-Executive	3 out of 4	No	25,846
Mr. Amit Goradia	NED (I)*	3 out of 4	Yes	Nil
Mr. Vijay Gandhi	NED (I)*	4 out of 4	Yes	Nil
Mr. Atul Patel	NED (I)*	4 out of 4	Yes	Nil
Dr. Shamita Amin	NED (I)*	3 out of 4	No	Nil
Mr. Abhijit Joshi Whole-time Director & CEO	Professional Executive	4 out of 4	Yes	Nil

#The Company has not issued any convertible instruments.

[^]Includes 15,423 Equity Shares held in the name of Chirayu Amin in representative capacity of Karta of Chirayu Ramanbhai Amin HUF.

*NED (I) means Non-Executive Director (Independent).

• Number of other board of directors or committees in which a Director is a Director / Member / Chairperson:

Name of the Director	No. of Directorships		No. of Committee Memberships		No. of Committee Chairmanships	
	In all other companies	Excl. Pvt. Ltd.,* Foreign & Sec. 8 companies	All committees	Only Audit & Stake-holders Relationship Committee	All committees	Only Audit & Stake-holders Relationship Committee
Mr. Chirayu Amin	5	5	7	1	4	1
Mr. Udit Amin	2	1	1	1	-	-
Mr. Atul Patel	7	5	5	2	1	1
Mr. Amit Goradia	5	-	-	-	-	-
Dr. Shamita Amin	2	1	-	-	-	-
Mr. Vijay Gandhi	-	-	-	-	-	-
Mr. Abhijit Joshi	1	-	-	-	-	-

* Includes directorship in private companies that are either holding or subsidiary company of a public company.

• **Names of the other listed entities where the person is a director and the category of directorship.**

Name of the Director	Name of the listed entities	Category of directorship
Mr. Chirayu Amin	Alembic Pharmaceuticals Limited	Executive Chairman and CEO
	Alembic Limited	Non-Executive Chairman
	Elecon Engineering Limited	Non-Executive Independent Director
Mr. Udit Amin	Alembic Limited	Non-Executive Director
Mr. Amit Goradia	-	-
Mr. Atul Patel	20 Microns Limited	Non-Executive Independent Director
Dr. Shamita Amin	-	-
Mr. Vijay Gandhi	-	-
Mr. Abhijit Joshi	Alembic Limited	Non-Executive Director

Pursuant to the provisions of Section 165(1) the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, none of the Directors holds directorships in more than 20 companies (Public or Private), 10 public companies and membership of board committees (Audit & Stakeholders Relationship Committees) in excess of 10 and chairmanship of Board Committee in excess of 5. None of the directors serve as Independent director in more than 7 listed companies. None of the director who serve as Whole-Time Director in any listed company, serve as Independent Director in more than three listed companies.

• **Disclosure of relationships between Directors inter-se:**

Mr. Chirayu Amin, Chairman is father of Mr. Udit Amin, Non-Executive Director of the Company. None of the other Directors are related to each other.

• **Familiarisation program for Independent Directors:**

The Company has conducted the familiarisation programmes for Independent Directors during the year. The details for the same have been disclosed on the website of the Company at the following web-link:

<http://www.paushak.com/familiarisation-program.aspx>

• **Confirmation on the independence of the Independent Directors:**

The Board of Directors hereby confirms that in their opinion, the Independent Directors fulfil the conditions specified in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and are Independent of the Management.

• **Matrix setting out the skills/expertise/competence of the board of directors:**

The board skill matrix provides a guide as to the core skills, expertise, competencies and other criteria (collectively referred to as 'skill sets') considered appropriate by the board of the Company in the context of its business and sector(s) for it to function effectively and those actually available with the Board. The skill sets will keep on changing as the organization evolves and hence the board may review the matrix from time to time to ensure that the composition of the skill sets remains aligned to the Company's strategic direction.

The skill sets identified by the board along with availability assessment is as under:

Core Skills/Experience/Competence	Actual Availability with current board
Industry knowledge/experience	
(a) Speciality Chemicals, Inorganic Chemical, Pharmaceuticals or General Industry Knowhow	Available
(b) Creating value through Intellectual Property Rights	Available
(c) Domestic Operations	Available
(d) Previous Board Experience	Available
Technical skills/experience	
(a) Strategic planning	Available
(b) Risk and compliance oversight	Available
(c) Marketing	Available
(d) Policy Development	Available
(e) Accounting, Tax, Audit, Finance and Legal	Available
(f) Sales/ Customer Engagement	Available
(g) Public Relations and Liasoning	Available
Behavioural Competencies	
(a) Integrity & Ethical Standards	Available
(b) Mentoring Abilities	Available
(c) Interpersonal Relations	Available

3. Audit Committee:

• Composition, Name of Chairman and Members & Terms of Reference:

The Audit Committee comprises of 3 Independent Non-Executive Directors viz. Mr. Amit Goradia, Mr. Atul Patel and Mr. Vijay Gandhi. Mr. Amit Goradia is Chairman of the Audit Committee. The terms of reference of the Committee cover the matters specified for Audit Committee under the SEBI (Listing Obligations and Disclosure Requirements) Obligations, 2015 and Companies Act, 2013.

The Statutory Auditors, Internal Auditors and other relevant Senior Management Persons are invited to attend the Meetings of Audit Committee. The Company Secretary of the Company acts as Secretary to the Committee. Mr. Amit Goradia, Chairman of Audit Committee was present at the last Annual General Meeting held on 6th August, 2018.

• Meetings and the attendance during the year:

There were Four (4) meetings of the Audit Committee held during the year ended 31st March, 2019 on 17th May, 2018, 6th August, 2018, 31st October, 2018 and 31st January, 2019.

The attendance of each member of the Audit Committee is given below:

Name of Director	No. of meetings held	No. of meeting attended
Mr. Amit Goradia	4	3
Mr. Vijay Gandhi	4	4
Mr. Atul Patel	4	4

4. Nomination and Remuneration Committee:

• Composition, Name of Chairman and Members & Terms of Reference:

The Nomination and Remuneration Committee of Directors comprises of four Directors viz. Mr. Atul Patel, Mr. Amit Goradia, Mr. Vijay Gandhi and Mr. Chirayu Amin. Mr. Atul Patel is Chairman of the Nomination and Remuneration Committee. The terms of reference of the Committee cover the matters specified for Nomination and Remuneration Committee under the SEBI (Listing Obligations and Disclosure Requirements) Obligations, 2015 and Companies Act, 2013. Mr. Atul Patel, Chairman of Nomination and Remuneration Committee was present at the last Annual General Meeting held on 6th August, 2018.

• Meetings and attendance during the year:

There were Two (2) meetings of the Nomination and Remuneration Committee held during the year ended 31st March, 2019 on 17th May, 2018 and 31st January, 2019.

The attendance of each member of the Nomination and Remuneration Committee is given below:

Name of the Director	No. of meetings held	No. of meetings attended
Mr. Atul Patel	2	2
Mr. Chirayu Amin	2	2
Mr. Amit Goradia	2	2
Mr. Vijay Gandhi	2	2

• Performance Evaluation Criteria for Independent Directors:

The performance evaluation criteria for Independent Directors are disclosed in the Board's Report.

5. Details of Remuneration paid to Directors:

• Executive Directors:

The details of all elements of remuneration package i.e. salary, benefits, bonus, pension, etc. paid to the Executive Director for the financial year 2018-19 are given below:

(₹ in Lacs)

Name & Designation of the Executive Directors	Fixed Salary & Perquisites	Variable Performance Incentive	Total
Mr. Abhijit Joshi Whole- time Director &CEO	50.31	6.12	56.43

Notes: (a) Mr. Abhijit Joshi, Whole-time Director: Appointed for a period of 3 years w.e.f. 1st May, 2018.

(b) The criteria for Variable Performance Incentive includes Company Performance Periodical Reviews, Skills and Competence.

- (c) The Executive Director and the Company are entitled to terminate the service contracts by giving not less than 3 months' notice in writing to the other party. There is no provision for payment of severance fees. The Company does not have any Stock Options Scheme.

Non-Executive Directors:

All Non-Executive Directors are paid ₹ 15,000/- as sitting fees for attending Board Meetings, ₹ 10,000/- for Audit Committee Meetings and ₹ 5,000/- for other Committee Meetings.

The details of payment made to Non-Executive Directors during the financial year 2018-2019 are as under:

(₹ in Lacs)

Name of Directors	Sitting fees for Board Meetings	Sitting fees for Committee Meetings	Total Fees Paid
Mr. Chirayu Amin	0.60	0.10	0.70
Mr. Udit Amin	0.45	0.10	0.55
Mr. Amit Goradia	0.45	0.55	1.00
Mr. Atul Patel	0.60	0.65	1.25
Dr. Shamita Amin	0.45	0.20	0.65
Mr. Vijay Gandhi	0.60	0.75	1.35

Mr. Udit Amin, Non-Executive Director, has been paid commission of ₹ 76.75 Lacs for the financial year 2018-19 which is within the limit approved by the members of the Company at the 45th Annual General Meeting of the Company held on 6th August, 2018.

None of the Non-Executive Directors has any pecuniary relationship or transactions with the Company and its associates except:

- Mr. Atul Patel, where other Companies under the same management have paid a total of ₹ 17.51 Lacs to an entity, Enviro Infrastructure Company Limited in which Mr. Atul Patel is a Director.
- Mr. Vijay Gandhi, where other companies under same management have paid a total of ₹ 5.31 Lacs to M/s. V. H. Gandhi & Co., Chartered Accountant as fees for professional services provided by the firm to those companies. Mr. Vijay Gandhi is proprietor of the said firm.

The Board does not consider the company's/ firm's association with group companies to be of material nature so as to affect the independence of judgment of Mr. Atul Patel and Mr. Vijay Gandhi as Independent Directors of the Company.

6. Stakeholders Relationship Committee:

The Stakeholders' Relationship Committee comprises of 3 Directors viz. Mr. Vijay Gandhi, Dr. Shamita Amin and Mr. Abhijit Joshi. Mr. Vijay Gandhi is Chairman of the Stakeholders Relationship Committee.

Mr. Vijay Gandhi was present at the last Annual General Meeting held on 6th August, 2018. Ms. Manisha Saraf, Company Secretary is the Compliance Officer of the Company.

Details of No. of Shareholders' complaints received: 15 (Fifteen)

No. of complaints not solved to the satisfaction of shareholders: Nil

No. of pending complaints: Nil

• **Meetings and the attendance during the year:**

Four (4) meetings of the Stakeholders Relationship Committee were held during the year on 17th May, 2018, 6th August, 2018, 31st October, 2018 and 31st January, 2019.

The attendance of each member of the Committee is given below:

Name of Director	No. of meetings held	No. of meetings attended
Mr. Vijay Gandhi	4	4
Dr. Shamita Amin	4	3
Mr. Abhijit Joshi	4	4

7. General Body Meetings:

The details of the location and time where the last three Annual General Meetings (AGMs) were held as under:

Financial Year	Location	Date	Time	No. of Special Resolutions passed
2017-18	"Sanskriti", Alembic Corporate Conference Center, Opp. Pragati Sahakari Bank Limited, Alembic Colony, Vadodara - 390 003	6 th August, 2018	12.30 p.m.	7
2016-17	"Sanskriti", Alembic Corporate Conference Center, Opp. Pragati Sahakari Bank Limited, Alembic Colony, Vadodara - 390 003	2 nd August, 2017	12.30 p.m.	1
2015-16	"Sanskriti", Alembic Corporate Conference Center, Opp. Pragati Sahakari Bank Limited, Alembic Colony, Vadodara - 390 003	11 th August, 2016	12.30 p.m.	-

* Whether any special resolution passed last year through postal ballot: No

* Whether any special resolution is proposed to be conducted through postal ballot: No

8. Means of Communication:

• Quarterly Results	:	The results will be published in the newspapers having wide coverage.
• Which Newspapers wherein results normally published	:	Business Standard (English), Loksatta (Gujarati) or any other leading newspaper
• Any web-site, where displayed	:	www.paushak.com
• Whether it also displays official news releases; and	:	Yes
• The presentations made to institutional investors or to the analysts	:	No

9. General Shareholder Information:

a)	Annual General Meeting Date, Time and Venue	Wednesday, 7 th August, 2019 at 12:30 p.m. "Sanskriti", Alembic Corporate Conference Centre, Opp. Pragati Sahakari Bank Ltd., Alembic Colony, Vadodara 390 003.
b)	Financial Year	2018 - 2019
c)	Dividend Payment Date	On or before 16 th August, 2019
d)	Listing on Stock Exchanges	BSE Limited (BSE) Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001
e)	Stock Code	The Equity Shares of the Company are Listed on BSE Limited with Scrip Code: 532742 / PAUSHAKLTD ISIN: INE111F01016
f)	Market price data - high, low during each month in last financial year	Please see Annexure 'I'
g)	Share Performance of the Company in comparison to BSE Sensex	Please see Annexure 'II'
h)	In case the securities are suspended from trading, the directors report shall explain the reason thereof	Not applicable
i)	Registrar and Share Transfer Agents	Link Intime India Pvt. Limited B-102 & 103, Shangrila Complex, First Floor, Opp. HDFC Bank, Near Radhakrishna Char Rasta, Akota, Vadodara-390020 Tel: +91 265 2356573, 2356794 Email ID: vadodara@linkintime.co.in

j)	Share Transfer System	Share transfers will be registered and returned within a period of fifteen days from the date of receipt, if documents are accurate in all respects. Stakeholders' Relationship Committee has delegated powers to Registrar and Share Transfer Agents to effect transfer/transmission, name deletion, renewal of shares, duplicate, etc. Total number of shares transferred in physical form during the year were 3,029 (previous year 2,130).
k)	Distribution of Shareholding/Shareholding Pattern as on 31 st March, 2019	Please see Annexure 'III'
l)	Dematerialization of Shares and Liquidity	As on 31 st March, 2019, 28,40,535 shares (92.16%) are held in dematerialised form by the shareholders. Trading in shares is permitted only in dematerialized form as per notification issued by the SEBI.
m)	Outstanding GDRs/ADRs/Warrants or any Convertible Instruments, conversion date and likely impact on equity	Nil
n)	Commodity price risk or foreign exchange risk and hedging activities	The Company faces commodity risk in certain key raw materials as well as finished products. The Company is net foreign exchange earner and like most companies having both imports and exports, faces foreign currency fluctuation risk. The disclosure pertaining to exposure and commodity risks is not applicable to the Company.
o)	Plant Location	Panelav, Tal. Halol, Dist. Panchmahal - 389 350, Gujarat.
p)	Address for Correspondence / Investor Correspondence	1. Company Secretary & Compliance Officer Paushak Limited, Alembic Road, Vadodara - 390 003. Tel. : +91 265 2280550 Fax : +91 265 2282506 E-mail ID: investors@paushak.com 2. Link Intime India Private Ltd B-102 & 103, Shangrila Complex, 1 st Floor, Opp. HDFC Bank, RadhaKrishna Char Rasta, Akota, Vadodara - 390 020. Tel.:+91 265 2356573, 2356794 E-mail ID: vadodara@linkintime.co.in
q)	List of all credit ratings obtained by the entity	The credit rating details are given hereunder:

Instrument	Amount ₹ Cr.	Rating Agency	Rating & Outlook	Remarks
Propose Long Term Bank Loan Facility	20.00	CRISIL Limited	CRISIL A- / Stable	Assigned - Fund and Non-Fund based facilities and term loans
Propose Working Capital Facility	9.00	CRISIL Limited	CRISIL A- / Stable	Assigned - Fund and Non-Fund based facilities
Working Capital Facility (IDBI Bank Limited)	5.00	CRISIL Limited	CRISIL A- / Stable	Assigned - Fund and Non-Fund based facilities
Working Capital Facility (HDFC Bank Limited)	6.00	CRISIL Limited	CRISIL A- / Stable	Assigned - Fund and Non-Fund based facilities

10. Other Disclosures:**(i) Related Party Transactions:**

There are no materially significant related party transactions that may have potential conflict with the interest of the Company at large.

The Board has approved a policy for related party transactions which has been uploaded on the Company's website. The web-link as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is as under:

<http://www.paushak.com/pdf/RPT-Policy.pdf>

(ii) Compliance:

There was no non-compliance by the Company, penalties, strictures imposed on the Company by Stock Exchanges or SEBI or any statutory authority on any matter related to capital markets, during the last three years.

(iii) Whistle Blower Policy:

The Company has established vigil mechanism for directors, employees and other stakeholders to report concerns about unethical behavior, actual or suspected fraud or violation of the Company's code of conduct or ethical policy.

The Whistle Blower Policy is placed on the website of the Company and web-link to the same is as under:

<http://www.paushak.com/pdf/Whistle-Blower-Policy.pdf>

The Company has provided opportunities to encourage employees to become whistle blowers. It has also ensured a mechanism within the same framework to protect them from any kind of harm. It is hereby affirmed that no personnel has been denied access to the Audit Committee.

(iv) Details of Compliance with Mandatory requirements and adoption of Non-mandatory requirements:

- **Mandatory requirements:**

The Companies complies with all the mandatory requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with regard to Corporate Governance.

- **Non-Mandatory requirements:**

- (a) Office for non-executive Chairman at company's expense: Not Applicable
- (b) Half-yearly declaration of financial performance to each household of shareholders: Not complied
- (c) Modified opinion(s) in Audit Report: Complied as there are no modified opinion in Audit Report
- (d) Separate posts of Chairman & CEO: Complied
- (e) Reporting of Internal Auditors directly to Audit Committee: Complied

(v) Disclosure of commodity price risks and commodity hedging activities:

The details are provided at point no. 9(n) of this report.

(vi) Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32(7A):

Not Applicable.

(vii) Certificate from a Company Secretary in practice:

The Company has received a certificate from M/s. Samdani Shah & Kabra, Practising Company Secretaries confirming that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by the Securities and Exchange Board of India/Ministry of Corporate Affairs or any such statutory authority. The same forms a part of this Report as Annexure - D.

(viii) Instances of not accepting any recommendation of the Committee by the Board:

There is no such instance where Board had not accepted any recommendation of any committee of the Board which is mandatorily required, in the relevant financial year.

(ix) Fees to the Statutory Auditors of the Company:

The total fees for all services paid to the Statutory Auditors of the Company is mentioned at Note 28 of the Accounts. The Company has not availed any services from the network firm/network entity of which the Statutory Auditors is a part.

(x) Disclosure of the compliance with corporate governance requirements specified in regulation 17 to 27 and Clauses (b) to (i) of sub-regulation (2) of regulation 46 of the SEBI (Listing Obligations and Disclosure Requirements), 2015:

The Company is in compliance with Regulation No. 17 for Board of Directors, Regulation No. 17A for Maximum number of directorships, Regulation No. 18 for Audit Committee, Regulation No. 19 for Nomination and Remuneration Committee, Regulation No. 20 for Stakeholders Relationship Committee, Regulation No. 22 for Vigil Mechanism and Regulation No. 23 for Related Party Transactions, Regulation No. 24A for Secretarial Audit, Regulation No. 25 for Obligations with respect to Independent Directors, Regulation No. 26 for Obligations with respect to Directors and Senior Management, Regulation No. 27 for Other Corporate Governance requirements and Regulation 46(2)(b) to (i) for website.

Regulation No. 21 for Risk Management Committee and Regulation No. 24 for Corporate Governance requirements with respect to subsidiary of the Company, are not applicable to the Company.

(xi) Independent Directors' Meeting:

The Independent Directors met on 6th May, 2019 to carry out the evaluation for the financial year 2018-19 and inter alia, discussed the following:

- * Evaluation of the performance of Non Independent Directors and the Board of Directors as a whole;
- * Evaluation of the performance of the Chairman, taking into account the views of the Executive and Non-Executive Directors;
- * Evaluation of quality, content and timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonable perform its duties.

All Independent Directors were present at the Meeting.

(xii) Disclosure under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

The Company has in place a Policy on Prevention of Sexual Harassment 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.

During the year, the complaint received by the Company was as follows:

- a) Number of complaints filed during the financial year: 3
- b) Number of complaints disposed of during the financial year: 3
- c) Number of complaints pending as on end of the financial year: Nil

Annexure - I

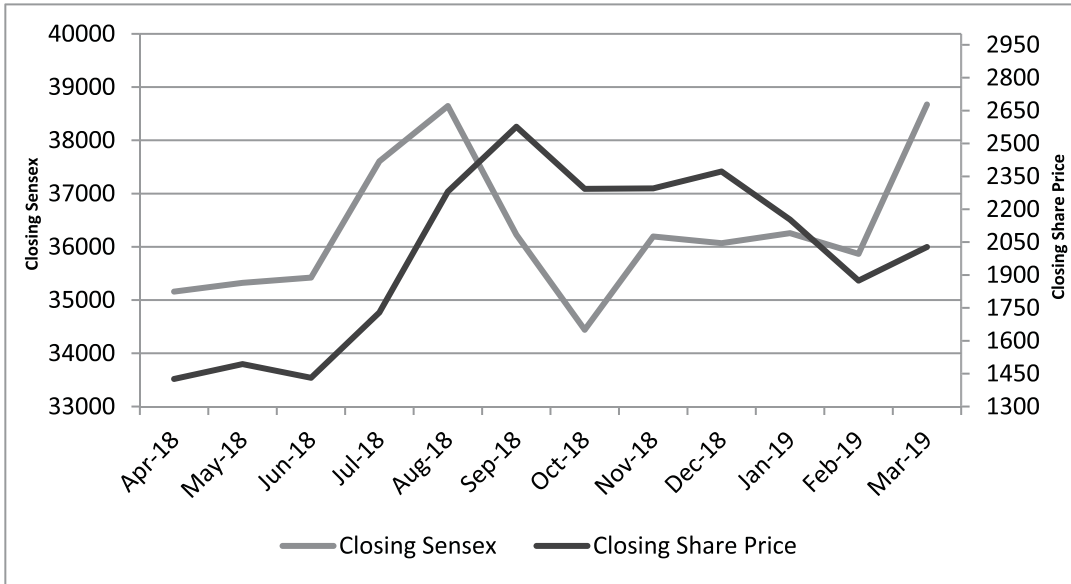
Market price data of the Company's shares traded on BSE Limited (BSE) during the financial year 2018-19:

(Amount in ₹)

Month - Year	BSE	
	High Price	Low Price
April - 2018	1,560.00	1,290.10
May - 2018	1,655.00	1,430.00
June - 2018	1,563.00	1,399.90
July - 2018	1,793.90	1,400.00
August - 2018	2,464.00	1,710.00
September - 2018	3,319.40	2,150.00
October - 2018	2,517.00	1,970.00
November - 2018	2,398.00	2,058.95
December - 2018	2,387.00	1,985.00
January - 2019	2,549.00	2,050.10
February - 2019	2,200.00	1,690.00
March - 2019	2,349.00	1,840.50

On 29th March, 2019, (last trading day of the financial year) the closing price of the shares of the Company on BSE was ₹ 2,027.95.

Share Performance of the Company in comparison to BSE Sensex:



The distribution of shareholdings as on 31st March, 2019 is as under:

Number of Share of Face Value	Number of Shareholders	% of total Shareholders	Number of Shares	% of total Shares
1	2	3	4	5
1-500	5,998	71.03	73,804	2.39
501-1000	1,193	14.13	1,11,268	3.61
1001-2000	566	6.70	94,390	3.06
2001-3000	240	2.84	66,981	2.17
3001-4000	111	1.32	41,819	1.36
4001-5000	70	0.83	33,228	1.08
5001-10000	154	1.82	1,14,909	3.73
10001 and above	112	1.33	25,45,715	82.60
Total	8,444	100.00	30,82,114	100.00

Shareholding pattern as on 31st March, 2019:

Sr. No.	Category	No. of Shares Held	% of Voting Strength
(A)	Shareholding of Promoter & Promoter Group		
(1)	Indian	20,30,093	65.87
(2)	Foreign	25,846	0.84
	Total Shareholding of Promoter and Promoter Group	20,55,939	66.71
(B)	Public Shareholding		
(1)	Institutions	83	0.00
(2)	Central Government/ State Government(s)/ President of India	-	-
(3)	Non-institutions	10,26,092	33.29
	Total Public Shareholding	10,26,175	33.29

Sr. No.	Category	No. of Shares Held	% of Voting Strength
(C)	Shares held by Custodians and against which Depository Receipts have been issued	-	-
(1)	Promoter and Promoter Group	-	-
(2)	Public	-	-
	Total Shares held by Custodians and Against which Depository Receipts have been issued	-	
	Total (A) + (B) + (C)	30,82,114	100.00

On behalf of the Board of Directors,

Sd/-

Chirayu Amin

Chairman

DIN: 00242549

Date: 6th May, 2019

Place: Vadodara

CODE OF CONDUCT

The Board has adopted code of conduct for all Board Members and Senior Management Personnel of the Company and the said code of conduct is posted on the web site of the Company (www.paushak.com). A declaration signed by the CEO on behalf of the Board of Directors is given below:

"We hereby confirm that:

As provided under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, all Board Members and Senior Management Personnel have affirmed compliance with the code of conduct of the Company for the year ended 31st March, 2019 and the copy of the code of conduct is put on the website of the Company at www.paushak.com

On behalf of the Board of Directors

Sd/-

Abhijit Joshi

Whole time Director & CEO

DIN: 06568584

CORPORATE GOVERNANCE CERTIFICATE

To the Members of Paushak Limited

We have examined the compliance of the conditions of Corporate Governance by Paushak Limited for the year ended March 31, 2019 as per the relevant provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations).

The Compliance of conditions of Corporate Governance is the responsibility of the Company's Management. Our examination was limited to the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Governance. It is neither an audit nor an expression of an opinion on the financial statement of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Regulations.

We state that in respect of investor grievances received during the year ended March 31, 2019, no investor grievance is pending against the Company, as per the records maintained by the Company and presented to the Stakeholders Relationship Committee.

We further 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.

Sd/-

S. Samdani

Partner

Samdani Shah & Kabra

Company Secretaries

FCS No.: 3677

CP No.: 2863

Place: Vadodara

Date: April 26, 2019

INDEPENDENT AUDITOR'S REPORT

To the Members of

Paushak Limited

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of Paushak Limited, which comprise the Balance Sheet as at 31st March, 2019, and the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and Statement of Cash Flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 (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, 2019, and its profit, total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with the *Code of Ethics* issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidences we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. There is no key audit matter to communicate in our report.

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Corporate Governance and Shareholder's Information, but does not include the financial statements and our auditor's report thereon.

Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Corporate Governance and Shareholder's Information are expected to be made available to us after this Auditor's Report.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Standalone Financial Statements

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

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate 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 statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure "A", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

As required by Section 143(3) of the Act, we report that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with relevant rules issued thereunder.

- (e) On the basis of the written representations received from the directors as on 31st March, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2019 from being appointed as a director in terms of Section 164(2) of the Act.
- (f) The Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial control over financial reporting were operating effectively as at 31st March, 2019, based on the internal control over financial reporting criteria established by the Company.
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:
In our opinion to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
- (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer item B of Note 30 to Ind AS financial statements
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For Maloo Bhatt & Co.
Chartered Accountants
(F.R.No.129572W)

CA. Yash Bhatt
Partner
M No. 117745

Place: Vadodara
Date: 6th May, 2019

ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT

(referred to paragraph 1 under "report on other legal and regulatory requirements" of our report of even date on the accounts for the year ended on 31st March, 2019 of Paushak limited)

1. In respect of its fixed assets :
 - (a) The Company has maintained records showing particulars, including quantitative details and general location of fixed assets.
 - (b) During the year, part of the fixed assets has been physically verified by the management in accordance with a phased programme of verification which, in our opinion is reasonable and to cover all the items of fixed assets over a period of three years having regard to the size of the Company and the nature of its assets. According to the information and explanations given to us, there was no material discrepancies noticed on such verification.
 - (c) The title deeds of immovable properties are held in the name of the company.
2. As explained to us, all the inventory of the Company has been physically verified by the management at reasonable intervals and at the year-end. In our opinion, the frequency of the verification is reasonable. According to the information and explanations given to us, there was no material discrepancies noticed on physical verification of inventory as compared to the book records.
3. The Company has not granted any loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013.
4. According to information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 in respect of loans, investments, guarantees and security.
5. According to information and explanations given to us, the Company has not accepted any deposits during the year.
6. To the best of our knowledge and explanations provided by the management, the maintenance of cost records has been prescribed by the Central Government under sub section (1) of section 148 of the Companies Act, 2013 and are maintained accordingly.
7. According to the information and explanations given to us in respect of statutory and other dues :

- (a) The Company has been regular in depositing undisputed statutory dues, including Provident fund, Employees' State Insurance, Income Tax, Goods & Services Tax, duty of customs, cess and other statutory dues to the appropriate authorities during the year. Based on our audit procedures and according to the information and explanations given to us, there are no arrears of statutory dues which has remained outstanding as at 31st March, 2019 for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us and on the basis the records produced before us by the Company, except for the cases stated below, there are no undisputed amounts payable in respect of income tax / sales tax / service tax / customs duty / wealth tax / excise duty / cess, which have not been deposited on account of any dispute.

Nature of Statute	Nature of Dues	Amount under dispute not yet deposited	Period to Which the Amount relates	Forum where Dispute is Pending
The Service Tax (Finance Act, 1994)	Service Tax Credit on GTA	2,20,226/-	Jan-17 to Jun-17	Tribunal, Ahmedabad

8. In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of loans or borrowing to a financial institution, bank or Government. The Company has not obtained any borrowings by way of debentures.
9. The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) and term loans during the year.
10. According to the information and explanations given to us, we have not noticed or reported any fraud by the company or any fraud on the Company by its officers or employees during the year.
11. The managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act.
12. This clause of the Companies (Auditor's Report) Order, 2016 is not applicable to the Company as the company is not a Nidhi Company.
13. According to the information and explanations given to us, all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements etc., as required by the applicable accounting standards.
14. According to the information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review.
15. According to the information and explanations given to us, the Company has not entered into any non-cash transactions with directors or persons connected with him and the provisions of section 192 of Companies Act, 2013 have been complied with.
16. This clause of the Companies (Auditor's Report) Order, 2016 is not applicable to the Company as the company is not a required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For Maloo Bhatt & Co.
Chartered Accountants
(F.R.No.129572W)

CA. Yash Bhatt
Partner
M No. 117745

Place: Vadodara
Date: 6th May, 2019

BALANCE SHEET

(₹ in Lacs)

Particulars	Notes	As at 31st March, 2019	As at 31st March, 2018
I. ASSETS			
(1) Non-current assets			
(a) Property, Plant and Equipment	3	3,775.54	3,655.03
(b) Capital Work-in-progress	3	623.79	98.07
(c) Other Intangible Assets	3	2.86	-
(d) Investment Property	4	-	0.88
(e) Financial Assets - Investments	5	8,134.69	5,097.51
Total Non Current Assets		12,536.89	8,851.49
(2) Current assets			
(a) Inventories	6	1,789.86	1,209.68
(b) Financial Assets			
- Investments	7	3,466.36	232.97
- Trade Receivables	8	3,246.87	3,871.79
- Cash and Cash Equivalents	9	54.42	5.77
- Bank Balance other than cash and cash equivalents	10	38.33	37.50
(c) Other current assets	11	273.48	232.71
Total Current Assets		8,869.32	5,590.41
TOTAL ASSETS		21,406.21	14,441.90
II. EQUITY AND LIABILITIES			
Equity			
Equity Share Capital	12	308.21	320.71
Other Equity	13	17,448.37	10,992.26
Total Equity		17,756.58	11,312.97
Liabilities			
(1) Non-Current Liabilities			
(a) Provisions	14	57.04	48.12
(b) Deferred Tax Liabilities (Net)	15	2,112.20	831.40
(c) Other Non Current Liabilities		-	-
Total Non-Current Liabilities		2,169.24	879.52
(2) Current Liabilities			
(a) Financial Liabilities			
- Borrowings	16	0.35	57.44
- Trade Payables	17		
- Total outstanding dues of micro enterprises and small enterprises		72.81	40.17
- Total outstanding dues of creditors other than micro enterprises and small enterprises		1,005.43	1,701.12
- Other Financial Liabilities	18	62.21	61.91
(b) Other Current Liabilities	19	287.40	247.92
(c) Provisions	20	9.85	25.02
(d) Current Tax Liabilities (Net)	21	42.33	115.84
Total Current Liabilities		1,480.39	2,249.41
Total Liabilities		3,649.63	3,128.93
TOTAL EQUITY AND LIABILITIES		21,406.21	14,441.90

Significant Accounting Policies and Other Explanatory Notes and Information 1, 2 & 30

The accompanying notes referred to above which form an integral part of the Financial Statements

As per our report of even date For Maloo Bhatt & Co. Chartered Accountants F R No. 129572W	For and on behalf of the Board		
	Chirayu Amin	DIN 00242549	Chairman
	Udit Amin	DIN 00244235	} Directors
	Atul Patel	DIN 00009587	
	Amit Goradia	DIN 00074478	
	Vijay Gandhi	DIN 05114401	
Shamita Amin	DIN 00331702		
CA. Yash Bhatt Partner M. No. 117745 Vadodara, 6 th May, 2019	Manisha Saraf Company Secretary	Abhijit Joshi DIN 06568584 Kaushik Shah Dy. CFO	Whole-time Director & CEO Vadodara, 6 th May, 2019

STATEMENT OF PROFIT AND LOSS

(₹ in Lacs)

Particulars	Notes	For the Year ended 31st March, 2019	For the Year ended 31st March, 2018
I. INCOME			
Revenue from operations	22	13,950.69	10,474.89
Other Income	23	264.61	300.23
Total Income		14,215.30	10,775.12
II. EXPENSES			
Cost of materials consumed	24	5,920.00	3,894.48
Changes in inventories of Finished Goods, Semi-Finished Goods and Work in progress	25	(552.78)	(164.63)
Employee benefits expense	26	1,836.85	1,391.03
Financial costs	27	13.64	9.80
Depreciation and amortisation expense	3	386.51	338.70
Other expenses	28	2,727.15	2,419.20
Total Expenses		10,331.36	7,888.59
III. Profit before Exceptional Items and Tax (I - II)		3,883.94	2,886.53
IV. Exceptional Items:			
Sale of Land		1,015.04	-
V. Profit before Tax (III + IV)		4,898.98	2,886.53
VI. Tax expense:			
Current Tax		1,071.19	611.50
Less: Excess Provision of Income Tax		67.95	-
Current Tax		1,003.24	611.50
Deferred Tax		-	127.95
VII. Profit/(Loss) for the period (V - VI)		3,895.74	2,147.08
VIII. Other Comprehensive Income	29		
A (i) Item that will not be reclassified to profit or loss		6,124.81	42.89
(ii) Income tax relating to item that will not be reclassified to profit or loss		(1,380.28)	14.65
B (i) Item that will be reclassified to profit or loss		(55.86)	1,296.06
(ii) Income tax relating to item that will be reclassified to profit or loss		95.67	(373.75)
IX. Total Other Comprehensive Income		4,784.34	979.85
X. Total Comprehensive Income for the period (VII + IX)		8,680.08	3,126.93
XI. Earning per equity share: (FV Rs. 10/- each)			
- Basic & Diluted [Refer Note 30 (G)]		125.64	66.95
Significant Accounting Policies and Other Explanatory Notes and Information	1, 2 & 30		

Note: The accompanying notes referred to above which form an integral part of the financial statements

As per our report of even date For Maloo Bhatt & Co. Chartered Accountants F R No. 129572W	For and on behalf of the Board Chirayu Amin DIN 00242549	Chairman
CA. Yash Bhatt Partner M. No. 117745 Vadodara, 6 th May, 2019	Udit Amin DIN 00244235 Atul Patel DIN 00009587 Amit Goradia DIN 00074478 Vijay Gandhi DIN 05114401 Shamita Amin DIN 00331702	Directors
Manisha Saraf Company Secretary	Abhijit Joshi DIN 06568584 Kaushik Shah Dy. CFO	
		Whole-time Director & CEO Vadodara, 6 th May, 2019

STATEMENT OF CHANGES IN EQUITY

A Equity Share Capital

Particulars	Nos	₹ in Lacs
Equity Shares of Rs. 10/- each issued, subscribed and fully paid		
Balance at 1st April, 2017	3,207,114	320.71
Change in equity share capital during the year	-	-
Balance at 31st March, 2018	3,207,114	320.71

Equity Shares of Rs. 10/- each issued, subscribed and fully paid		
Balance at 1st April, 2018	3,207,114	320.71
Change in equity share capital during the year (Buyback of Shares)	(125,000)	(12.50)
Balance at 31st March, 2019	3,082,114	308.21

B Other Equity

(₹ in Lacs)

Particulars	Reserves and Surplus					FVOCI - Equity Investment Reserve	FVOCI - Debt Investment Reserve	Total
	Capital Reserve	Capital Redemption Reserve	Securities Premium	General Reserve	Retained Earning			
Balance at 1st April, 2017 (I)	4.25	301.16	782.64	3,876.44	2,667.56	287.46	61.62	7,981.13
Profit for the period	-	-	-	-	2,147.08	-	-	2,147.08
Re-measurement of post employment benefit obligation (net of tax)	-	-	-	-	(3.49)	-	-	(3.49)
Other Comprehensive Income for the year	-	-	-	-	-	61.02	922.31	983.34
Total Comprehensive Income for the year (II)	-	-	-	-	2,143.59	61.02	922.31	3,126.93
Dividend paid including Tax on Dividend	-	-	-	-	(115.80)	-	-	(115.80)
Inter transfer from FVOCI Equity Investment Reserve to FV OCI Debt Investment Reserve (net of tax)	-	-	-	-	-	(43.57)	43.57	-
Inter transfer from FVOCI Debt Investment Reserve to FVOCI Equity Investment Reserve (net of tax)	-	-	-	-	-	61.61	(61.61)	-
Any other charge	-	-	-	-	-	-	-	-
- Transfer from Retained Earning to General Reserve	-	-	-	1,000.00	(1,000.00)	-	-	-
Transaction for the year (III)	-	-	-	1,000.00	(1,115.80)	18.05	(18.05)	(115.80)
Balance at 31st March, 2018 (I + II + III)	4.25	301.16	782.64	4,876.44	3,695.35	366.53	965.89	10,992.26

(₹ in Lacs)

Particulars	Reserves and Surplus					FVOCI - Equity Investment Reserve	FVOCI - Debt Investment Reserve	Total
	Capital Reserve	Capital Redemption Reserve	Securities Premium	General Reserve	Retained Earning			
Balance at 1st April, 2018 (I)	4.25	301.16	782.64	4,876.44	3,695.35	366.53	965.89	10,992.26
Profit for the period	-	-	-	-	3,895.74	-	-	3,895.74
Re-measurement of post employment benefit obligation (net of tax)	-	-	-	-	8.65	-	-	8.65
Other Comprehensive Income for the year	-	-	-	-	-	4,735.88	39.81	4,775.69
Total Comprehensive Income for the year (II)	-	-	-	-	3,904.38	4,735.88	39.81	8,680.08
Dividend paid including Tax on Dividend	-	-	-	-	(111.47)	-	-	(111.47)
Utilisation for Buy-back Offer of Equity Shares of the Company	-	-	(782.64)	(1,329.86)	-	-	-	(2,112.50)
Transfer from / to Capital Reserve	-	12.50	-	(12.50)	-	-	-	-
Sale of Investment	-	-	-	-	0.12	(0.12)	-	-
Any other charge	-	-	-	-	-	-	-	-
- Transfer from Retained Earning to General Reserve	-	-	-	-	-	-	-	-
Transaction for the year (III)	-	12.50	(782.64)	(1,342.36)	(111.35)	(0.12)	-	(2,223.97)
Balance at 31st March, 2019 (I + II + III)	4.25	313.66	-	3,534.08	7,488.38	5,102.29	1,005.70	17,448.37

As per our report of even date
For Maloo Bhatt & Co.
Chartered Accountants
F R No. 129572W

CA. Yash Bhatt
Partner
M. No. 117745
Vadodara, 6th May, 2019

Manisha Saraf
Company Secretary

For and on behalf of the Board

Chirayu Amin DIN 00242549 Chairman

Udit Amin DIN 00244235
Atul Patel DIN 00009587
Amit Goradia DIN 00074478
Vijay Gandhi DIN 05114401
Shamita Amin DIN 00331702 } Directors

Abhijit Joshi DIN 06568584 Whole-time Director & CEO

Kaushik Shah
Dy. CFO Vadodara, 6th May, 2019

CASH FLOW STATEMENT

(₹ in Lacs)

Particulars	For the Year ended on 31st March, 2019	For the Year ended on 31st March, 2018
A CASH FLOW FROM OPERATING ACTIVITIES:		
Net Profit / (Loss) before tax and extraordinary items	4,898.98	2,886.53
Adjustments for:		
1 Depreciation	386.51	338.70
2 Interest Charged	0.66	0.37
3 Interest Income	(0.16)	(0.03)
4 Dividend Income	(60.86)	(86.47)
5 Un realised Foreign Exchange Loss (Net)	4.43	(10.73)
6 Loss/(Profit) on Sales of Property, Plant & Equipment	0.52	(23.60)
7 Profit on Sale of Investment Property	(1,015.04)	-
8 Profit on Redemption of Investments	(34.74)	(19.57)
9 Fair Value of Financial Investment	(128.39)	(92.13)
10 Rent Income	(4.20)	(19.20)
Operating profit before change in working capital	4,047.72	2,973.87
Adjustments for (Increase)/Decrease in Operating Assets:		
Inventories	(580.19)	(351.51)
Trade Receivables	619.80	(2,225.90)
Short Term Loans and Advances	(40.77)	(189.31)
Adjustments for (Increase)/Decrease in Operating Liabilities:		
Trade Payables	(662.36)	1,262.11
Other Current Liabilities	39.48	175.23
Short Term Provisions	2.36	(3.56)
Long Term Provisions	8.93	1.04
Cash generated from operations	3,434.97	1,641.97
Income Tax Paid	(1,080.56)	(593.64)
NET CASH INFLOW FROM OPERATING ACTIVITIES	A 2,354.41	1,048.33
B CASH FLOW FROM INVESTING ACTIVITIES:		
1 Purchase of Property, Plant & Equipment / CWIP	(1,037.53)	(564.22)
2 Sale of Property, Plant & Equipment	0.32	-
3 Sale of Investment Property	1,016.99	-
4 Net Proceeds from Investments		
From Other Related Parties	0.15	0.01
From Mutual Funds	(56.17)	(523.91)
5 Interest received		
From Banks	0.16	0.03
6 Dividend Received		
From Related Parties	17.63	10.80
From Others	43.22	75.68
7 Rent Income	4.20	19.20
NET CASH UTILISED IN INVESTING ACTIVITIES	B (11.02)	(982.41)

CASH FLOW STATEMENT

(₹ in Lacs)

Particulars	For the Year ended on 31st March, 2019	For the Year ended on 31st March, 2018
C CASH FLOW FROM FINANCIAL ACTIVITIES:		
1 Proceeds/ (Repayment) from Short Term Borrowings (Net)	(57.09)	53.74
2 Interest Paid	(0.66)	(0.37)
3 Buy back of shares	(2,125.00)	-
4 Dividend Paid	(92.16)	(94.07)
5 Corporate Dividend Tax	(19.01)	(19.59)
NET CASH UTILISED IN FINANCIAL ACTIVITIES	C	
	(2,293.91)	(60.29)
NET INCREASE / (DECREASE) IN CASH AND CASH EQUIVALENTS	A+B+C	
	49.48	5.63
Cash & Cash equivalents and Other Bank Balances as at 31-03-2018	43.27	37.64
Cash & Cash equivalents and other Bank Balances as at 31-03-2019	92.75	43.27

As per our report of even date
For Maloo Bhatt & Co.
Chartered Accountants
F R No. 129572W

CA. Yash Bhatt
Partner
M. No. 117745
Vadodara, 6th May, 2019

Manisha Saraf
Company Secretary

For and on behalf of the Board

Chirayu Amin DIN 00242549		Chairman
Udit Amin DIN 00244235	}	Directors
Atul Patel DIN 00009587		
Amit Goradia DIN 00074478		
Vijay Gandhi DIN 05114401		
Shamita Amin DIN 00331702		
Abhijit Joshi DIN 06568584		Whole-time Director & CEO
Kaushik Shah Dy. CFO		Vadodara, 6 th May, 2019

NOTES TO FINANCIAL STATEMENTS

1 Company Overview and Significant Accounting Policies:

1.1 Description of business

The company is a public company domiciled in India and is incorporated under the provisions of the Companies Act 1956. Its shares are listed on one recognised stock exchange in India. The registered office of the company is located at Alembic Road, Vadodara 390003, Gujarat. The company is dealing in Speciality Chemicals Business.

1.2 Basis of preparation of Financial Statements

The Financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) as prescribed under Section 133 of the Act to be read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016.

The financial statements have been prepared on the historical cost basis except for certain financial instruments and plan assets of defined benefit plans, which are measured at fair value in accordance with Ind AS.

1.3 Composition of financial statements

The financial statements are drawn up in INR, the functional currency of the company, and in accordance with Ind AS presentation. The financial statements comprise:

- Balance Sheet
- Statement of Profit and Loss
- Statement of Cash Flow
- Statement of Changes in Equity
- Notes to Financial Statements

1.4 Significant Accounting Policies and other explanatory notes

I Significant Accounting Policies

a) Revenue recognition

Effective from 1st April, 2018, the Company has adopted Ind AS 115 'Revenue from Contract with Customers' using the cumulative effect method. Accordingly, the comparative information i.e. information for the year ended 31 March 2018, has not been restated. The effect of adoption of the standard did not have any significant impact on the financial statements of the Company. Revenue is recognised when a customer obtains control of goods or services.

Sales are disclosed net of sales returns and GST.

Revenue from the sale of goods is recognised when (or as) the entity satisfies a performance obligation by transferring a promised good or service to a customer. The ownership is transferred when (or as) the customer obtains control of that goods.

Revenue from the sale of goods is measured at the fair value of the consideration received or receivable, net of returns and allowances, trade discounts and volume rebates.

Income from operations includes revenue earned on account of job work income which is accounted as per the due terms agreed with the customers.

Other income is comprised primarily of interest income, dividend income, export benefits, sale of wind mill operated power and gain/loss on investments. Interest income is recognized using the effective interest method. Dividend income is recognized when the right to receive payment is established. Export benefits available under prevalent schemes are accounted on entitlement basis. Income from sale of wind mill operated power is accounted on accrual basis on confirmation of units generated and supplied to the State Electricity Board as per the agreement.

b) Foreign Currency Transactions

Transactions in foreign currencies are initially recorded by the Company at the rate of exchange prevailing on the date of the transaction.

Monetary assets and monetary liabilities denominated in foreign currencies remaining unsettled at the end of the year are converted at the exchange rate prevailing on the reporting date.

Differences arising on settlement or conversion of monetary items are recognised in Statement of Profit or Loss.

NOTES TO FINANCIAL STATEMENTS

Effective April 1, 2018, the Company has adopted Appendix B to Ind AS 21 - 'Foreign Currency Transactions and Advance Consideration' which clarifies the date of the transaction for the purpose of determining the exchange rate to use on initial recognition of the related asset, expense or income (or part of it) when an entity has received or paid advance consideration in foreign currency. The effect on account of adoption of this amendment is insignificant.

c) Employee benefits

i) Defined Benefit Obligation Plans:

Gratuity

The Company operates a defined benefit gratuity plan which requires contributions to be made to a separately administered fund by the Life Insurance Corporation of India (LIC). The cost of providing benefits under the defined benefit plan is determined using the projected unit credit method. The service cost and the net interest cost are charged to the Statement of Profit and Loss. Actuarial gains and losses arise due to re-measurement as result of the actual experience and the assumed parameters and changes in the assumptions used for valuation are recognised in the Other Comprehensive Income (OCI).

Provident Fund

The Company's contribution to the provident fund, administered through a Company managed trust, is recognised as an expense in the Statement of Profit and Loss. The trust pays interest to its beneficiaries based on the minimum rate of return specified by the Government, from time to time. If there is any shortfall in the fund assets of the said trust, then the same is contributed by the Company to the trust and is charged to Statement of Profit and Loss. As on 31st March, 2019, there is no shortfall in the fund assets of the said trust.

Compensated absences

The Company has a policy to allow accumulation of leave by employees up to certain days. The excess leave will either be encashed or funded by the Company to LIC for and on behalf of employees. Accordingly, the excess leave liability is discharged by the Company upon such funding to LIC. Remaining accumulated leave liability (other than sick leave) as at the year-end is provided as per actuarial valuation. The cost of providing benefits under the defined benefit plan is determined using the projected unit credit method. Actuarial gains and losses arise due to difference in the actual experience and the assumed parameters and also due to changes in the assumptions used for valuation. The Company recognizes these actuarial gains and losses in the Statement of Profit and Loss, as income or expense.

Sick Leave

Accumulated sick leave is provided for at actual in the Statement of Profit and Loss.

ii) Defined Contribution plan

Superannuation fund is administered by the LIC. The contribution to Superannuation fund, Contribution to pension fund, ESIC and Labour Welfare Fund are recognised as an expense in the Statement of Profit and Loss.

d) Property, plant and equipment

Property, plant and equipment were carried on historical cost in the balance sheet as on 31st March, 2016 prepared in accordance with Indian GAAP. The Company has elected to regard those net values as deemed cost at the date of the transition i.e 1st April, 2016 as permitted under Ind AS 101.

Property, plant and equipment are recorded at cost of acquisition / construction less accumulated depreciation and impairment losses, if any. Cost comprises of the purchase price net of creditable Goods and Services Tax, creditable customs duty, if any, and any attributable cost of bringing the assets to its working condition for its intended use.

Components of an asset are separated where their value is significant in relation to the total value of the asset and where those components have different useful lives to the remainder of the asset. Where a component is replaced or restored, the carrying amount of the old component will be derecognised and value of new component / restoration cost will be added. Where the carrying value of the derecognised/replaced component is not known, a best estimate will be determined by reference to the current cost.

NOTES TO FINANCIAL STATEMENTS

The cost and related accumulated depreciation are eliminated from the financial statements upon sale or retirement or impairment of the asset and the resultant gains or losses are recognized in the Statement of Profit and Loss. Assets to be disposed off are reported at the lower of the carrying value or the fair value less cost to sell.

e) Intangible Assets

Intangible assets are stated at cost less provisions for amortisation and impairments. Software licenses fees are charged to statement of profit and loss when incurred.

Gains or losses arising from the retirement or disposal of an intangible asset, are determined as the difference between disposal proceeds and carrying amount of the asset and are recognised as income or expense in the Statement of Profit and Loss.

f) Investment properties

Property that is held for long-term rental yields or for capital appreciation or both, is classified as investment property. Investment property is measured initially at its cost, including related transaction costs and where applicable borrowing costs. Subsequent expenditure is capitalised to the asset's carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the company and the cost of the item can be measured reliably. All other repairs and maintenance costs are expensed when incurred. Though the Company measures investment property using cost based measurement, the fair value of investment property is disclosed in the notes. Fair values are determined based on an annual evaluation performed by the management applying reasonable valuation standards.

g) Depreciation / Amortisation on Property, Plant & Equipment and Investment Properties

Depreciation / Amortisation on Property, Plant & Equipment and Investment Properties (other than freehold land and capital work-in-progress) is charged on a Straight Line Basis so as to write off the original cost of the assets over the useful lives. The useful life of the fixed assets has been adopted based on Technical Evaluation and in other cases, as prescribed under the Companies Act, 2013. Details for the same are as under:

Class of Assets	Range of Useful Life
Building	05 - 60 Years
Plant & Machinery	03 - 15 Years
Windmill	22 Years
Furniture & Fixtures	10 Years
Office Machinery	10 Years
Vehicles	08 Years
Intangible Assets	03 - 04 Years

h) Capital Work-in-Progress

Assets under construction wherein assets are not ready for use in the manner as intended by the management are shown as Capital Work-In-Progress.

i) Leases

i As a lessee

Leases in which a significant portion of the risks and rewards of ownership are not transferred to the Company as lessee are classified as operating leases. Payments made under operating leases are charged to the Statement of Profit and Loss.

ii As a lessor

Lease income from operating leases where the Company is a lessor is recognised in income on transaction value. The respective leased assets are included in the balance sheet as investment property other than operating assets.

NOTES TO FINANCIAL STATEMENTS

j) Fair value measurement

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

k) Impairments of non-current assets

Non-financial assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the CGU to which the asset belongs.

If such assets are considered to be impaired, the impairment to be recognized in the statement of profit and loss is measured by the amount by which the carrying value of the assets exceeds the estimated recoverable amount of the asset. An impairment loss is reversed in the statement of profit and loss if there has been a change in the estimates used to determine the recoverable amount. The carrying amount of the asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortization or depreciation) had no impairment loss been recognized for the asset in prior years.

l) Inventories

All Inventories are valued at the lower of cost and net realisable value.

Raw materials, Packing Material and Stores and consumables are valued at lower of cost determined on weighted average basis and net realisable value.

Work in Process includes material lying at reactors/tanks on which process is continued as on date. Work in Process are valued at raw materials cost as calculated, which is estimated and certified by the management using moving weighted average method.

Semi-Finished goods has been identified as such depending upon stage of completion of finished goods technically determined by the management. Semi-Finished goods are valued at raw materials cost as calculated above plus weighted average cost of production including appropriate proportion of cost of conversion to the extent of process, which is estimated and certified by the management.

Finished Goods are valued at lower of cost and net realisable value.

Slow moving inventories are valued at estimated net realizable value.

m) Trade receivables

Trade receivables are carried at original invoice amount less any provisions for doubtful debts. Provisions are made where there is evidence of a risk of non-payment, taking into account ageing, previous experience and general economic conditions. When a trade receivable is determined to be uncollectable it is written off, firstly against any provision available and then to the Statement of Profit and Loss.

n) Cash and Cash equivalents

Cash and cash equivalents include cash at bank and cash in hand and highly liquid interest-bearing securities with maturities of three months or less from the date of inception/acquisition.

In the cash-flow statement, cash and cash equivalents are shown net of bank overdrafts, which are included as current borrowings in liabilities on the balance sheet.

o) Borrowing Costs

Borrowing costs directly attributable to the acquisition and/or construction of an asset that necessarily takes a substantial period of time to get ready for its intended use are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they are incurred.

NOTES TO FINANCIAL STATEMENTS

p) Taxation

i Current income tax

Income tax expense is recognized in the statement of profit and loss except to the extent that it relates to items recognized directly in equity/OCI, in which case it is recognized in other comprehensive income. Current income tax for current and prior periods is recognized at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted on the reporting date. The company offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

ii Deferred tax

Deferred income tax assets and liabilities are recognized for all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

Deferred income tax assets and liabilities are measured using tax rates and tax laws that have been enacted or substantively enacted on the reporting date and are expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect of changes in tax rates on deferred income tax assets and liabilities is recognized as income or expense in the period that includes the enactment or the substantive enactment date.

Minimum Alternate Tax (MAT) for the earlier years is available in accordance with the provisions of the section 115J(AA) of Income Tax, 1961 over the period of subsequent 15 assessment years and it is recognised to the extent of Deferred Tax Liabilities in view of certainty involved of its realisation against reversal of Deferred Tax Liability.

q) Financial instruments

The Company recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the financial instrument.

i Financial Assets

a. Initial recognition and measurement

All financial assets are recognized initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date i.e, the date that the Company commits to purchase or sell the asset.

b. Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in three categories:

i) Financials Assets at amortised cost:

A financial asset is subsequently measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

After initial measurement, debt instruments are subsequently measured at amortised cost using the effective interest rate method, less impairment, if any.

ii) Financial assets at fair value through other comprehensive income

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

NOTES TO FINANCIAL STATEMENTS

The Company has made an irrevocable election for its investments which are classified as equity / debt instruments to present the subsequent changes in fair value in other comprehensive income based on its business model.

The fair value is measured adopting valuation techniques as per prevailing valuation guidelines, to the extent applicable, as at the reporting date.

iii) **Financial assets at fair value through profit or loss**

Financial assets which are not classified in any of the above categories are subsequently fair valued through profit or loss.

ii **Financial Liabilities:**

a. **Initial recognition and measurement**

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

Financial liabilities are classified, at initial recognition, as at fair value through profit and loss or as those measured at amortised cost.

b. **Subsequent measurement**

The subsequent measurement of financial liabilities depends on their classification as follows:

i) **Financial liabilities at fair value through profit and loss**

Financial liabilities at fair value through profit and loss include financial liabilities held for trading. The Company has not designated any financial liabilities upon initial recognition at fair value through profit and loss.

ii) **Financial liabilities measured at amortised cost**

After initial recognition, interest bearing loans and borrowings are subsequently measured at amortised cost using the effective interest rate method except for those designated in an effective hedging relationship.

r) **Provisions, Contingent liabilities and Assets**

i **Provisions:**

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. The expense relating to a provision is presented in the Statement of Profit and Loss net of any reimbursement.

ii **Contingent Liabilities**

Contingent liability is disclosed for (i) Possible obligations which will be confirmed only by the future events not wholly within the control of the company or (ii) Present obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made.

iii **Contingent Assets**

Contingent Assets are not recognised in the financial statements. Contingent Assets if any, are disclosed in the notes to the financial statements.

s) **Earnings Per Share**

Basic earnings per equity share are computed by dividing the net profit attributable to the equity holders of the company by the weighted average number of equity shares outstanding during the period. Diluted earnings per equity share is computed by dividing the net profit attributable to the equity holders of the company by the weighted average number of equity shares considered for deriving basic earnings per equity share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. The dilutive potential equity shares are adjusted for the proceeds receivable had the equity shares been actually issued at fair value (i.e. the average market value of the outstanding equity shares).

NOTES TO FINANCIAL STATEMENTS

Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date. Dilutive potential equity shares are determined independently for each period presented.

The number of equity shares and potentially dilutive equity shares are adjusted retrospectively for all periods presented for any share splits and bonus shares issues including for changes effected prior to the approval of the financial statements by the Board of Directors.

II Key accounting judgments, estimates and assumptions

In preparing these financial statements, management has made judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expense. Actual results may differ from these estimates.

Estimates are often based on complex judgments and assumptions that management believe to be reasonable, but estimates and underlying assumptions are reviewed on an ongoing basis. Any change in these estimates and assumptions will generally be reflected in the financial statements in current period or prospectively, unless they are required to be treated retrospectively under relevant accounting standards.

2 Recent Accounting Pronouncements:

Ind AS 116: Lease

On 30th March, 2019, Ministry of Corporate Affairs (MCA) has notified Ind AS 116 'Leases', effective from 1st April, 2019. Ind AS 116 will supersede Ind AS 17 'Leases'. The Company will adopt Ind AS 116 wef 1st April, 2019. The effects on adoption of Ind AS 116 on the operation of the Company are being assessed by the Company.

NOTES TO FINANCIAL STATEMENTS

3. Property, Plant and Equipment :

(₹ in Lacs)

Property, Plant and Equipment	Free Hold Land	Buildings	Plant & Machinery	Windmill	R&D Equipment	Furniture & Fixtures	Office Machinery	Vehicles	Intangible Assets	Total	Capital work in progress
Gross Carrying amount											
As at 1st April 2017	6.17	216.58	1,960.00	1,450.40	119.34	1.11	38.93	1.73	-	3,794.25	30.61
Additions	-	10.38	491.12	-	1.29	19.80	6.61	-	-	529.21	596.67
Disposals	-	-	13.20	-	-	-	-	-	-	13.20	-
Transfer	-	-	-	-	-	-	-	-	-	-	529.21
As at 31st March 2018	6.17	226.96	2,437.93	1,450.40	120.63	20.91	45.54	1.73	-	4,310.26	98.07
Accumulated Depreciation											
As at 1st April 2017	-	9.39	248.09	47.02	12.61	0.56	2.86	0.36	-	320.88	-
Depreciation charge for the year	-	9.71	244.58	62.63	15.89	0.21	5.32	0.35	-	338.70	-
Disposals	-	-	4.35	-	-	-	-	-	-	4.35	-
As at 31st March 2018	-	19.10	488.32	109.65	28.50	0.77	8.18	0.71	-	655.23	-
Net Carrying amount											
As at 1st April 2017	6.17	207.19	1,711.91	1,403.39	106.73	0.55	36.07	1.37	-	3,473.37	30.61
As at 31st March 2018	6.17	207.86	1,949.61	1,340.76	92.13	20.14	37.36	1.02	-	3,655.03	98.07
Gross Carrying amount											
As at 1st April 2018	6.17	226.96	2,437.93	1,450.40	120.63	20.91	45.54	1.73	-	4,310.26	98.07
Additions	-	99.33	336.45	-	18.19	31.17	23.77	-	2.89	511.80	1,037.53
Disposals	1.08	-	1.71	-	-	-	-	-	-	2.78	-
Transfer	-	-	-	-	-	-	-	-	-	-	511.80
As at 31st March, 2019	5.09	326.30	2,772.67	1,450.40	138.82	52.08	69.30	1.73	2.89	4,819.28	623.79
Accumulated Depreciation											
As at 1st April 2018	-	19.10	488.32	109.65	28.50	0.77	8.18	0.71	-	655.23	-
Depreciation charge for the year	-	11.17	293.24	62.63	13.48	2.30	3.31	0.37	0.02	386.51	-
Disposals	-	-	0.86	-	-	-	-	-	-	0.86	-
As at 31st March, 2019	-	30.27	780.70	172.28	41.98	3.06	11.48	1.08	0.02	1,040.88	-
Net Carrying amount											
As at 31st March 2018	6.17	207.86	1,949.61	1,340.76	92.13	20.14	37.36	1.02	-	3,655.04	98.07
As at 31st March, 2019	5.09	296.02	1,991.97	1,278.12	96.83	49.02	57.82	0.65	2.86	3,778.40	623.79

Note:

The Company has elected to measure all its property, plant and equipment at the previous GAAP net carrying amount (Deemed Cost) at the date of transition to Ind AS

NOTES TO FINANCIAL STATEMENTS

4. Investment Property	(₹ in Lacs)
Particulars	Free Hold Land
Cost or Deemed cost	
As at 1st April 2017	0.88
Additions	-
Disposals	-
Transfer	-
As at 31st March 2018	0.88
Accumulated Depreciation	
As at 1st April 2017	-
Depreciation charge for the year	-
Disposals	-
As at 31st March 2018	-
Net Carrying amount	
As at 1st April 2017	0.88
As at 31st March 2018	0.88
Gross carrying amount	
As at 1st April 2018	0.88
Additions	-
Disposals	(0.88)
Transfer	-
As at 31st March, 2019	-
Accumulated Depreciation	-
As at 1st April 2018	-
Depreciation charge for the year	-
Disposals	-
As at 31st March, 2019	-
Net Carrying amount	
As at 31st March 2018	0.88
As at 31st March, 2019	-

Note: Refer Note 30(S) for other disclosures

NOTES TO FINANCIAL STATEMENTS

5. Non-Current Investments :

Particulars	(₹ in Lacs)	
	As at 31st March, 2019	As at 31st March, 2018
Investments at fair value through other comprehensive income		
Investment in Equity Instruments (Quoted)		
• 1,525 (31 st March, 18: 1,710) equity shares of Rs.2/- each fully paid up in Alembic Limited. (185 Shares Sold during the year under buy back)	0.64	0.91
• 855 (31 st March, 18: 855) equity shares of Rs.2/- each fully paid up in Alembic Pharmaceuticals Limited.	4.60	4.70
Investment in Equity Instruments (Unquoted)		
• 1,433 (31 st March, 18: 1,433) equity shares of Rs.100/- each fully paid up in Nirayu Pvt.Ltd.	1,615.23	98.47
• 1,33,332 (31 st March, 18: 1,33,332) equity shares of Rs.100/- each fully paid up in Shreno Limited. (Note 1)	5,051.56	460.82
• 10 (31 st March, 18: 10) equity shares of Rs.100/- each fully paid up in Gujarat Urban Housing Co.	0.01	0.01
• 25,020 (31 st March, 18: 25,020) equity shares of Rs.10/- each fully paid up in Pragati Sahakari Bank Ltd.	2.50	2.50
• 1 (31 st March, 18: 1) equity share of Rs.25/- each fully paid up in Bharat Co-op Bank Ltd.	0.00	0.00
• 25 (31 st March, 18: 25) equity shares of Rs.25/- each fully paid up in The Shamrao Vithal Co-op Bank Ltd.	0.01	0.01
Investment in Preference Shares (Unquoted)		
• 1,37,053 (31 st March, 18: 1,37,053) 5% Non-Convertible Cumulative Redeemable Preference Shares of Rs.100/- each fully paid up in Nirayu Private Limited. (Note 2)	1,314.67	1,370.53
• 2,92,500 (31 st March, 18: 2,92,500) 1% Redeemable Cumulative Pref. Shares of Rs.10/- each fully paid up in Enviro Infrastructure Co. Ltd.	29.25	29.25
Others		
Investments at fair value through Profit and Loss		
Investment in Mutual Fund (Quoted)		
• Nil Units (31 st March, 18: 40,51,020.347) BSL Medium Term Plan Quarterly Dividend Option Dividend Reinvestment. 40,51,020.347 Units redeemed during the year	-	421.02
• Nil Units (31 st March, 18: 14,15,150.306) Reliance Banking & PSU Debt Fund Option Growth plan. 14,15,150.306 Units redeemed during the year	-	178.35
• 55,585.806 Units (31 st March, 18: Nil) HDFC Balance Advantage Fund Growth Option. 55,585.806 Units purchased during the year	116.22	-
• Nil Units (31 st March, 18: 22,71,007.097) Reliance Equity Saving Fund Quarterly Dividend Option Dividend Reinvestment Dividend Reinvestment Units 89,706.034 23,60,713.131 Units redeemed during the year	-	259.57

NOTES TO FINANCIAL STATEMENTS

(₹ in Lacs)

Particulars	As at 31st March, 2019	As at 31st March, 2018
• Nil Units (31 st March, 18: 37,76,469.510) ICICI Prudential Corporate Bond Fund Quarterly Dividend Option Dividend Reinvestment. Dividend Reinvestment Units 41,202.333 38,17,671.843 Units redeemed during the year	-	425.10
• Nil Units (31 st March, 18: 63,081.184) HDFC Prudential Fund Growth Option 63,081.184 Units redeemed during the year	-	319.22
• Nil Units (31 st March, 18: 15,07,245.062) Edelweiss Arbitrage Fund Div Option. Dividend Reinvestment Units 7,574.938 15,14,820 Units redeemed during the year	-	159.78
• Nil Units (31 st March, 18: 10,48,203.939) Franklin India Ultra Short Bond Fund Growth 10,48,203.939 Units redeemed during the year	-	253.05
• Nil Units (31 st March, 18: 27,77,218.906) UTI Credit Risk Fund Growth Plan 27,77,218.906 Units redeemed during the year	-	468.91
• Nil Units (31 st March, 18: 53,94,181.913) IDFC Corporate Bond Fund Growth 30,177.31 Units purchased during the year 54,24,359.223 Units redeemed during the year	-	645.32
Total	8,134.69	5,097.51
Aggregate value of quoted investments - At cost	104.72	3,054.13
Aggregate value of quoted investments - At market value	121.46	3,135.93
Aggregate value of unquoted investments - At cost	87.36	87.36
Aggregate value of unquoted investments - At market value	8,013.23	1,961.58

Note 1: During the previous year, 33,333 Equity Shares of Rs. 100/- each have been allotted by Shreno Limited on 16.11.2017 upon conversion of the 99,999; 1% Optionally Convertible Preference Shares (OCPS) of Rs. 400/- each held by the Company into Equity shares of Rs. 100/- each in the ratio of 1 Equity Share for every 3 OCPS.

Note 2: During the previous year, upon the amalgamation of Whitefield Chemtech Pvt. Ltd. (WCPL) and Sierra Investments Pvt. Ltd. (SIPL), with Nirayu Private Limited (NPL), 9,919 and 1,27,134 Preference Shares of Rs. 100/- each at a premium of Rs. 900/- each, have been allotted by NPL in exchange of 1,150 equity shares of Rs. 10/- each held in WCPL and 28,252 equity shares of Rs. 10/- each held in SIPL, respectively, by the Company as on the record date. The shares held in WCPL and SIPL stood cancelled.

6. Inventories : [Basis of Valuation - Refer Note 1.4 (I) (I)]

(₹ in Lacs)

Particulars	As at 31st March, 2019	As at 31st March, 2018
(a) Raw materials	461.07	520.47
(b) Work-in-progress	163.75	119.98
(c) Finished goods	3.26	4.02
(d) Semi Finished goods	884.31	374.53
(e) Stores, spares & Packing Materials	277.47	190.68
Total	1,789.86	1,209.68

NOTES TO FINANCIAL STATEMENTS

7. Current Investments :

(₹ in Lacs)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Investment in Mutual Fund (Quoted)		
Investments at Fair Value through Profit and Loss		
• 2,77,812.269 Units (31 st March, 18: Nil) ICICI Liquid Fund Direct Plan Growth 3,73,244.238 Units purchased during the year 95,431.969 Units redeemed during the year	767.92	-
• 18,96,309.284 Units (31 st March, 18: Nil) Axis Arbitrage Fund - Direct Dividend Reinvestment 18,28,880.863 Units purchased during the year Dividend Reinvestment Units 67,428.421	209.45	-
• 58,54,913.899 Units (31 st March, 18: Nil) Franklin India Ultra Short Bond Fund Super Institutional Plan - Direct Growth 1,02,81,470.488 Units purchased during the year 44,26,556.589 Units redeemed during the year	1,544.75	-
• 41,04,638.015 Units (31 st March, 18: Nil) Reliance Arbitrage Fund Direct Monthly Dividend Reinvestment Plan 40,05,380.074 Units purchased during the year Dividend Reinvestment Units 99,257.941	451.38	-
• 29,07,186.781 Units (31 st March, 18: Nil) UTI Arbitrage Fund Direct Dividend Plan 28,55,088.394 Units purchased during the year Dividend Reinvestment Units 52,098.387	492.86	-
• Nil Units (31 st March, 18: 10,419.175) Edelweiss Liquid Fund Growth Option 7,133.261 Units purchased during the year 17,552.436 Units redeemed during the year	-	232.97
Total	3,466.36	232.97
Aggregate book value of quoted investments	3,349.49	232.87
Aggregate market value of quoted investments	3,466.36	232.97

8. Trade Receivables (Current / Unsecured):

(₹ in Lacs)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Considered good		
Receivable from Related Parties [Refer note no. 30(F)]	0.19	13.27
Others	3,246.68	3,858.52
	3,246.87	3,871.79
Trade Receivables which have significant increase in Credit Risk		
Less : Trade Receivables - credit impaired	-	11.95
	-	11.95
Total	3,246.87	3,871.79

NOTES TO FINANCIAL STATEMENTS

9. Cash and Cash Equivalents : (₹ in Lacs)

Particulars	As at 31st March, 2019	As at 31st March, 2018
(a) Balances with Bank In current account	53.13	4.33
(b) Cash on hand	1.29	1.45
Total	54.42	5.77

10. Bank Balance other than Cash and Cash Equivalents : (₹ in Lacs)

Particulars	As at 31st March, 2019	As at 31st March, 2018
(a) Other Bank Balances In Deposit Accounts with Bank	1.12	0.59
(b) In earmarked accounts Balances held in unpaid dividend accounts	37.21	36.91
Total	38.33	37.50

11. Other Current Assets : (₹ in Lacs)

Particulars	As at 31st March, 2019	As at 31st March, 2018
(a) Advance given to Trade Creditors	23.91	21.53
(b) Tender and Other Deposits	0.08	2.03
(c) Receivable from Revenue Authorities	201.16	187.94
(d) Prepaid Expenses	12.87	10.92
(e) Export benefit receivable	35.46	10.29
(f) Others #	0.00	0.00
Total	273.48	232.71

Note: # Amount less than Rupees One thousand.

NOTES TO FINANCIAL STATEMENTS

12. Equity Share Capital :

(₹ in Lacs)

Particulars		As at 31st March, 2019	As at 31st March, 2018
(a) Shares Authorized :			
9,000,000	Equity shares of Rs.10/- each	900.00	900.00
1,100,000	Redeemable Cumulative Preference Shares of Rs.100/- each	1,100.00	1,100.00
Total		2,000.00	2,000.00
(b) Shares issued, subscribed and fully paid :			
3,082,114	Equity Shares of Rs.10/- each (Previous Year - 32,07,114 Equity Shares of Rs. 10/- each)	308.21	320.71
Total		308.21	320.71

(c) Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting period:

Particulars	Nos	(₹ in Lacs)
Equity Shares of Rs. 10/- each issued, subscribed and fully paid		
Balance at 1st April, 2018	3,207,114	320.71
Share cancelled upon Buy-back of 1,25,000 (One Lac Twenty Five Thousand) Equity Shares of the Company bought back at a price of ₹ 1,700/- (Rupees One Thousand Seven Hundred Only) per Equity Share.	(125,000)	(12.50)
Balance at 31st March, 2019	3,082,114	308.21

(d) The rights, preferences and restrictions including restrictions on the distribution of dividends and the repayment of capital:

The Company is having only one class of shares i.e Equity carrying a nominal value of Rs.10/- per share. Every holder of the equity share of the Company is entitled to one vote per share held. In the event of liquidation of the Company, the equity shareholders will be entitled to receive remaining assets of the Company after the distribution / repayment of all creditors. The distribution to the equity shareholders will be in proportion of the number of shares held by each shareholder.

(e) Shares in the company held by each shareholder holding more than 5 percent shares specifying the number of shares held as at:

	31st March, 2019		31st March, 2018	
	Numbers	% held	Numbers	% held
1. Nirayu Private Ltd.	1,023,366	33.20%	10,64,610	33.20%
2. Alembic Ltd.	587,809	19.04%	6,10,615	19.04%
3. Shreno Ltd.	228,504	7.40%	2,37,369	7.40%

(f) Buy-back of Shares

The Board of Directors had approved the proposal for Buy-back of Equity Shares at its meeting held on 24th January, 2018. The same was approved by the members through Postal Ballot, the result of which was declared on 12th March, 2018. In furtherance to the same, during the quarter ended 30th June, 2018, the Company bought back 1,25,000 Equity Shares of Rs. 10/- each at a price of Rs. 1,700/- per share.

NOTES TO FINANCIAL STATEMENTS

13. Other Equity :

Particulars	(₹ in Lacs)	
	As at 31st March, 2019	As at 31st March, 2018
(a) Capital Reserve		
Balance as per the last financial statements	4.25	4.25
	4.25	4.25
(b) Capital Redemption Reserve		
Balance as per the last financial statements	301.16	301.16
Add: Transferred from General Reserve upon Buy-back of Equity Shares of the Company	12.50	-
	313.66	301.16
(c) Securities Premium		
Balance as per the last financial statements	782.64	782.64
Less: Utilisation for Buy-back Offer of Equity Shares of the Company	782.64	-
	-	782.64
(d) General Reserve		
Balance as per the last financial statements	4,876.44	3,876.44
Transferred from Retained Earnings	-	1,000.00
Less: Utilisation for Buy-back Offer of Equity Shares of the Company	1,329.86	-
Less: Transferred to Capital Redemption Reserve upon Buy-back of Equity Shares of the Company	12.50	-
	3,534.08	4,876.44
(e) Retained Earnings		
Balance as per the last financial statements	3,695.35	2,667.56
Profit / (Loss) for the year	3,895.74	2,147.08
Items of Other Comprehensive Income		
Re-measurement of post employment benefit obligation (net of tax)	8.65	(3.49)
Less: Appropriations		
Equity Dividend including tax thereon (Rs. 3 per share) (PY: Rs. 3 per share)	(111.47)	(115.80)
Transferred to General Reserve	-	(1,000.00)
OCI - Sale of Investment	0.12	-
	7,488.38	3,695.35
(f) FVOCI - Equity Investment Reserve		
Balance as per the last financial statements	366.53	287.46
Changes in fair value of FVOCI instruments (net of tax)	4,735.88	61.02
Inter transfer from FVOCI Debt Investment Reserve	(0.12)	18.05
	5,102.29	366.53
(g) FVOCI - Debt Investment Reserve		
Balance as per the last financial statements	965.89	61.62
Changes in fair value of FVOCI instruments (net of tax)	39.81	922.31
Inter transfer to FVOCI Equity Investment Reserve	-	(18.05)
	1,005.70	965.89
Total Other Equity	17,448.37	10,992.25

NOTES TO FINANCIAL STATEMENTS

Capital Redemption Reserve:

This reserve was created as per requirements of Companies Act, 2013 pursuant to buyback of equity shares and redemption of preference shares.

Securities Premium:

Securities Premium is used to record the premium on issue of shares.

General Reserve:

This reserve is created by transfer of a portion of the net profit.

FVOCI - Equity Investment Reserve:

The Company has elected to recognise changes in the fair value of certain investments in equity shares in other comprehensive income. These changes are accumulated within the FVOCI equity investments reserve within equity.

FVOCI - Debt Investment Reserve:

The Company has elected to recognise changes in the fair value of certain investments in preference shares in other comprehensive income. These changes are accumulated within the FVOCI debt investments reserve within equity.

14. Provisions - Non-Current: (₹ in Lacs)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Provision for employee benefits		
Provision for Leave benefits	56.32	40.14
Provision for Gratuity benefits	0.73	7.98
Total	57.04	48.12

15. Deferred Tax Liabilities (Net) : (₹ in Lacs)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Deferred Tax Liabilities on:		
Difference Between Book & Tax Depreciation	586.22	582.08
Fair value changes through P&L	37.39	22.22
Fair value changes through OCI	1,823.10	547.40
	2,446.71	1,151.70
Less: Deferred Tax Assets on:		
Provision for doubtful debts	-	3.48
Unused tax credit	306.92	287.44
Disallowances under Income Tax Act	27.59	29.38
	334.51	320.30
Total	2,112.20	831.40

16. Borrowings - Current: (₹ in Lacs)

Particulars	As at 31st March, 2019	As at 31st March, 2018
From Banks		
Working Capital facilities	0.35	57.44
(Secured by way of hypothecation charge on inventories and book debts.)		
Total	0.35	57.44

NOTES TO FINANCIAL STATEMENTS

17. Trade Payable: (₹ in Lacs)

Particulars	As at 31st March, 2019	As at 31st March, 2018
For Supplies / Services		
a) Due to Micro & Small enterprises [Refer Note 30(D)]	72.81	40.17
b) Others	1,005.43	1,701.12
Total	1,078.25	1,741.29

18. Other Financial Liabilities - Current: (₹ in Lacs)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Unpaid Dividends	37.21	36.91
Trade Deposits	25.00	25.00
Total	62.21	61.91

19. Other Current Liabilities: (₹ in Lacs)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Statutory Liabilities		
PF, ESI, Prof. Tax & Others	11.89	9.82
GST	177.37	162.11
TDS	31.23	18.63
Staff payables	66.91	57.36
Total	287.40	247.92

20. Provisions - Current: (₹ in Lacs)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Provision for employee benefits		
Provision for Leave benefits	8.48	6.22
Provision for Gratuity benefits	1.37	18.80
Total	9.85	25.02

21. Current Tax Liabilities (Net) : (₹ in Lacs)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Provision for Income Tax (net of advance tax and TDS)	42.33	115.84
Total	42.33	115.84

NOTES TO FINANCIAL STATEMENTS

22. Revenue from Operations:

(₹ in Lacs)		
Particulars	For the Year ended 31st March, 2019	For the Year ended 31st March, 2018
a Sale of products		
- Domestic	11,531.29	8,143.88
- Exports	2,178.96	2,147.14
	<u>13,710.25</u>	<u>10,291.02</u>
b Other Operating Revenues		
- Disposal Sales	95.47	38.98
- Export Incentives	111.11	32.36
- Service Income	33.86	112.52
	<u>240.44</u>	<u>183.87</u>
Total	<u><u>13,950.69</u></u>	<u><u>10,474.89</u></u>

Revenue from operations for the period of 01.04.17 to 30.06.17 includes excise duty recovered on sales of Rs. 132.77 lacs. With effect from 1st July, 2017 Goods and Service Tax (GST) was introduced and hence, the revenue from operations for the subsequent periods is net of GST.

23. Other Income :

(₹ in Lacs)		
Particulars	For the Year ended 31st March, 2019	For the Year ended 31st March, 2018
Dividend		
Financial Assets - Investments		
From Other related parties	17.63	10.80
From Others	43.22	75.68
Provision for Bad and Doubtful Debts written back	-	35.42
Sundry Balance written back	13.51	5.62
Interest Income		
From Others	0.16	0.03
Profit on Sale / Redemption of Investment (Net)	34.74	19.57
Sale of Power	11.53	17.78
Profit on Sale of Property, Plant and Equipment	0.02	23.60
Exchange Fluctuation Gain (Net)	11.18	0.37
Fair Value change of investment held for trading	128.39	92.13
Rent Received		
From Other related parties	4.20	19.20
From Others	0.03	0.03
Total	<u><u>264.61</u></u>	<u><u>300.23</u></u>

24. Cost of Raw Material Consumed :

(₹ in Lacs)		
Particulars	For the Year ended 31st March, 2019	For the Year ended 31st March, 2018
Inventory at the beginning of the year	520.47	402.43
Add : Purchases	5,860.61	4,012.52
	<u>6,381.08</u>	<u>4,414.95</u>
Less : Inventory at the end of the year	461.07	520.47
Total	<u><u>5,920.00</u></u>	<u><u>3,894.48</u></u>

NOTES TO FINANCIAL STATEMENTS

25. Change in inventories of finished goods, semi-finished goods and work-in-progress:

	(₹ in Lacs)	
Particulars	For the Year ended 31st March, 2019	For the Year ended 31st March, 2018
Inventory at the end of the year		
Work in Process	163.75	119.98
Semi Finished Goods	884.31	374.53
Finished Goods	3.26	4.02
	1,051.32	498.53
Inventory at the beginning of the year		
Work in Process	119.98	-
Semi Finished Goods	374.53	294.28
Finished Goods	4.02	34.54
	498.53	328.82
Add: Excise Duty on Finished Goods:		
Closing Stock	-	-
Opening Stock	-	5.09
	-	(5.09)
Total	(552.78)	(164.63)

26. Employee benefits expense:

	(₹ in Lacs)	
Particulars	For the Year ended 31st March, 2019	For the Year ended 31st March, 2018
Salaries, Wages, Bonus and Others etc.	1,642.00	1,261.07
Contribution to Provident and other funds	64.84	50.33
Staff welfare	130.01	79.64
Total	1,836.85	1,391.03

27. Finance Cost :

	(₹ in Lacs)	
Particulars	For the Year ended 31st March, 2019	For the Year ended 31st March, 2018
Interest on Working Capital	0.66	0.37
Bank Charges	12.97	9.44
Total	13.64	9.80

NOTES TO FINANCIAL STATEMENTS

28. Other Expenses :

(₹ in Lacs)

Particulars	For the Year ended 31st March, 2019	For the Year ended 31st March, 2018
Repairs and Maintenance		
Machineries	379.69	188.41
Buildings	4.26	67.75
Others	2.71	11.12
Freight and Forwarding Charges	275.10	276.10
Packing Material Consumed	196.73	172.82
Stores, Spares & Containers Consumed	678.41	484.47
Power & Fuel	490.31	409.18
Excise Duty	-	132.77
Other manufacturing expenses	62.65	192.49
Selling, Distribution & Advertisement Expenses	87.03	68.50
Rent	10.58	10.48
Rates and Taxes	20.38	19.65
Insurance	10.46	8.26
Travelling Expense	133.53	95.42
Legal & Professional Fees	223.32	183.42
Payment to Auditor [Refer Note 30(I)]	4.63	4.67
Audit Fees	1.70	
Certification Fees	2.63	
Tax Audit Fees	0.30	
Directors' Sitting fees	5.50	5.77
Bad Debts Written off	11.95	
Provision for Bad and Doubtful Debts Utilised	(11.95)	-
Loss on Sales of Fixed Assets	0.55	-
Expenses on CSR Activities [Refer Note 30(H)]	35.07	29.66
Miscellaneous Expenses	106.26	58.26
Total	2,727.15	2,419.20

29. Other Comprehensive Income :

(₹ in Lacs)

	For the Year ended 31st March, 2019	For the Year ended 31st March, 2018
(a) Item that will not be reclassified to Profit and Loss		
Gain and losses on re-measurement of Financial Asset routed through OCI	6,107.28	49.92
Income Tax Relating to this item	(1,371.40)	11.10
	4,735.88	61.02
Remeasurements of post-employment benefit obligations	17.53	(7.04)
Income Tax Relating to this item	(8.88)	3.55
	8.65	(3.49)
	4,744.53	57.54
(b) Item that will be reclassified to Profit and Loss		
Gain and losses on re-measurement of Financial Asset routed through OCI	(55.86)	1,296.06
Income Tax Relating to this item	95.67	(373.75)
	39.81	922.31
Total	4,784.34	979.85

NOTES TO FINANCIAL STATEMENTS

30. Other Explanatory Notes and Information

A. Capital & Other Commitment

Estimated amount of contracts remaining to be executed on capital accounts and not provided for (net of advances) Rs.310.11 lacs (Previous year for Rs.280.93 lacs).

B. Contingent Liabilities:

Contingent liabilities not provided for:

(₹ in Lacs)			
Sr. No.	Particulars	As at 31st March, 2019	As at 31st March, 2018
i)	Disputed claims for excise duty	26.05	32.79
ii)	VAT & CST	2.55	2.55
iii)	Civil Suit	4.00	4.00
iv)	Bank Guarantee	151.21	70.44

C. Defined benefit plans / compensated absences - As per actuarial valuation

(₹ in Lacs)				
	31.03.2019	31.03.2018	31.03.2019	31.03.2018
	Gratuity Funded		Leave Encashment	
Expense recognised in the Statement of Profit & Loss				
Current Service Cost	18.80	16.17	6.85	5.23
Interest Cost	1.28	1.96	2.98	-
Employee Contributions	-	-	-	-
Expected return on plan assets	-	-	-	-
Net Acturial (Gains) / Losses	-	-	19.04	18.70
Past Service Cost	-	1.56	-	-
Settlement Cost	-	-	-	-
Total expense	20.08	19.69	28.87	23.93
Expense recognised in the Statement of Other Comprehensive Income				
Components of actuarial gain/losses on obligations:				
Due to change in Financial Assumptions	-	(4.36)	-	-
Due to change in Demographic Assumptions	-	-	-	-
Due to Experience Adjustments	(15.66)	13.30	-	-
Return on plan assets excluding amounts included in Interest Income	(1.87)	(1.90)	-	-
Total amount recognized in Other Comprehensive Income	(17.53)	7.04	-	-
Net Asset / (Liability) recognised in the Balance Sheet				
Present value of Defined Benefit Obligation as at March 31, 2019	223.21	214.93	56.53	40.56
Fair value of plan assets as at March 31, 2019	221.11	188.15	-	3.07
Funded status [Surplus / (Deficit)]	(2.10)	(26.78)	(56.53)	(37.49)
Net asset / (liability) as at March 31, 2019	(2.10)	(26.78)	(56.53)	(37.49)

NOTES TO FINANCIAL STATEMENTS

(₹ in Lacs)

	31.03.2019	31.03.2018	31.03.2019	31.03.2018
	Gratuity Funded		Leave Encashment	
Change in Obligation during the year ended March 31, 2019				
Present value of Defined Benefit Obligation at beginning of the year	214.93	199.82	40.56	29.66
Current Service Cost	18.80	16.18	6.85	5.24
Interest Cost	13.13	11.88	2.98	-
Settlement Cost	-	-	-	-
Past Service Cost	-	1.56	-	-
Employee Contributions	-	-	-	-
Acturial (Gains) / Losses	(15.66)	8.94	19.04	15.62
Benefits Payments	(7.99)	(23.45)	(12.90)	(9.96)
Present value of Defined Benefit Obligation at the end of the year	223.21	214.93	56.53	40.56
Change in Assets during the Year ended March 31, 2019				
Plan assets at the beginning of the year	188.15	163.58	-	3.07
Assets acquired in amalgamation in previous year	-	-	-	-
Settlements	-	-	-	-
Expected return on plan assets	11.85	9.93	-	-
Contributions by Employer	27.23	36.19	-	-
Actual benefits paid	(7.99)	(23.45)	-	-
Acturial (Gains) / Losses	1.87	1.90	-	-
Plan assets at the end of the year	221.11	188.15	-	3.07
Actual return on plan assets	11.85	9.93	-	(3.07)
Expected Cashflow based on the past service liability for year ended 31st March, 2019				
Year 1 Cashflow	76.86	72.63	8.48	6.22
Distribution (%)	21.4%	21.5%	6.5%	7.5%
Year 2 Cashflow	17.24	23.44	4.31	3.71
Distribution (%)	4.8%	6.9%	3.3%	4.4%
Year 3 Cashflow	26.06	20.81	5.42	4.79
Distribution (%)	7.3%	6.2%	4.2%	5.8%
Year 4 Cashflow	15.90	14.22	4.32	2.84
Distribution (%)	4.4%	4.2%	3.3%	3.4%
Year 5 Cashflow	14.17	8.61	8.17	4.06
Distribution (%)	3.9%	2.5%	6.3%	4.9%
Year 6 - Year 10 Cashflow	81.91	88.11	16.02	16.38
Distribution (%)	22.8%	26.1%	12.4%	19.7%
Acturial Assumptions:				
Discount Rate	7.35%	7.35%	7.35%	7.35%
Expected rate of return on plan assets	7.35%	7.35%	7.35%	7.35%
Mortality pre retirement	LIC (1994-96)		NA	NA
	Published table of rates			
Mortality post retirement	NA	NA	NA	NA
Turnover rate	6.00%	6.00%	6.00%	6.00%
Medical premium inflation	NA	NA	NA	NA
Annual Increment in Salary cost	6.00%	6.00%	6.00%	6.00%

NOTES TO FINANCIAL STATEMENTS

(₹ in Lacs)

	31.03.2019	31.03.2018	31.03.2019	31.03.2018
	Gratuity Funded		Leave Encashment	
Sensitivity Analysis:				
Defined Benefit Obligation upon delta effect of :				
+0.5% Change in Rate of Discounting	217.67	213.88	54.19	39.06
-0.5% Change in Rate of Discounting	229.09	225.04	59.08	42.17
+0.5% Change in Rate of Salary Increase	228.87	224.91	59.10	42.19
-0.5% Change in Rate of Salary Increase	217.80	213.93	54.15	39.03
+0.5% Change in Rate of Employee Turnover	223.42	219.36	56.70	40.65
-0.5% Change in Rate of Employee Turnover	223.00	219.22	56.36	40.47

A description of methods used for sensitivity analysis and its Limitations:

Sensitivity analysis is performed by varying a single parameter while keeping all the other parameters unchanged. Sensitivity analysis fails to focus on the interrelationship between underlying parameters. Hence, the results may vary if two or more variables are changed simultaneously. The method used does not indicate anything about the likelihood of change in any parameter and the extent of the change if any.

D. Micro, Small and Medium Enterprises Development Act, 2006

As per requirement of Section 22 of Micro, Small & Medium Enterprises Development Act, 2006 following information is disclosed to the extent identifiable:

(₹ in Lacs)

	As at 31st March, 2019	As at 31st March, 2018
a) (i) The Principal amount remaining unpaid to any supplier at the end of accounting year	72.81	40.17
(ii) The interest due on above	-	-
Total of (i) & (ii) above	72.81	40.17
b) Amount of interest paid by the buyer in terms of Section 16 of the Act along with the amount of the payment made to the supplier beyond the appointed day during each accounting year.	-	-
c) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the Act.	-	-
d) The amount of interest accrued and remaining unpaid at the end of each accounting year.	-	-
e) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of Act.	-	-

The information has been given in respect of such vendors to the extent they could be identified as micro and small enterprises on the basis of information available with the company.

NOTES TO FINANCIAL STATEMENTS

E. Segment Reporting :

a) **Primary Segment:**

The Company has identified "Speciality Chemicals" as the only primary reportable segment.

b) **Secondary Segment (By Geographical Segment)**

	(₹ in Lacs)	
For the Year ended	31st March, 2019	31st March, 2018
India	11,531.29	8,143.88
Outside India	2,178.96	2,147.14
Total Sales	13,710.25	10,291.02

In view of the inter-woven / inter-mixed nature of business and manufacturing facility, other secondary segmental information is not ascertainable.

F. Related Party Disclosures

List of Related Parties with whom the Company has entered into transactions during the year

a) **Controlling Companies :** Nirayu Pvt Limited

b) **Subsidiary and Fellow Subsidiary:** There is no subsidiary / fellow subsidiary company

c) **Associate / Joint Venture Companies:** There is no associate / joint venture company

d) **Other Related Parties:**

- 1 Alembic Pharmaceuticals Limited
- 2 Alembic Limited
- 3 Shreno Limited
- 4 Shreno Publications Limited
- 5 Sierra Investments Pvt. Ltd (upto 12.12.2017)
- 6 Whitefield Chemtech Pvt. Ltd (upto 12.12.2017)

e) **Key Management Personnel:**

- | | | | |
|----|-----------------------------|---|-------------------------------------|
| 1 | Mr. Chirayu Amin | - | Chairman |
| 2 | Mr. Udit Amin | - | Non-Executive Director |
| 3 | Mr. Amit Goradia | - | Independent Director |
| 4 | Mr. Atul Patel | - | Independent Director |
| 5 | Mr. V. H. Gandhi | - | Independent Director |
| 6 | Dr. Shamita Amin | - | Independent Director |
| 7 | Mr. Abhijit Joshi | - | Whole Time Director & CEO |
| 8 | Mr. Kaushik Shah | - | Dy. Chief Financial Officer |
| 9 | Mr. Charandeep Singh Saluja | - | Company Secretary (upto 31.05.2018) |
| 10 | Ms. Manisha Saraf | - | Company Secretary (wef 01.06.2018) |

f) **Relatives of Key Management Personnel:**

- 1 Ms. Yera Amin

NOTES TO FINANCIAL STATEMENTS

g) Transactions with Related Parties:

(₹ in Lacs)

Sr. No.	Particulars	For the Year ended 31st March, 2019	For the Year ended 31st March, 2018
Controlling Company			
1	Dividend Received	17.60	-
KMP, Promoters, Directors & Relatives of KMP / Promoters / Directors			
1	Receiving of Services	27.00	26.50
2	Director's Sitting Fees	5.50	5.75
3	KMP Remuneration	159.64	125.82
Other related parties			
1	Purchase of Goods	133.89	50.14
2	Sale of Goods	182.96	301.10
3	Receiving of Services	53.64	53.56
4	Rent Income	4.96	22.51
5	Purchase of Fixed Assets	4.87	21.30
6	Sale of Land	1,017.00	-
7	Dividend Received	0.03	10.79

h) Balances outstanding as at the end of the year:

(₹ in Lacs)

Sr. No.	Particulars	For the Year ended 31st March, 2019	For the Year ended 31st March, 2018
KMP, Promoters, Directors & Relatives of KMP / Promoters / Directors			
1	Remuneration Payable	76.75	50.00
Other related parties			
1	Trade / Other Payable	1.69	-
2	Trade / Other Receivable	0.19	13.27
3	Investments	7,986.70	1,935.43

i) Disclosure in respect of material transaction with related parties during the year (including all transactions with entities which hold 10% or more shareholding in the company)

(₹ in Lacs)

Sr. No.	Particulars	For the Year ended 31st March, 2019	For the Year ended 31st March, 2018
1	Purchase of Goods		
	Alembic Ltd.	132.60	14.20
	Alembic Pharmaceuticals Ltd.	0.77	34.61
	Others	0.52	1.33
2	Sale of Goods		
	Alembic Pharmaceuticals Ltd.	182.96	293.15
	Alembic Ltd.	-	7.95
3	Receiving of Services		
	Alembic Ltd.	53.64	53.56
	Ms. Yera Amin	27.00	26.50
4	Rent Income		
	Alembic Ltd.	3.54	21.10
	Others	1.42	1.41
5	Purchase of Fixed Assets		
	Shreno Ltd.	2.73	3.88
	Alembic Ltd.	1.69	17.42
	Others	0.45	-

NOTES TO FINANCIAL STATEMENTS

Sr. No.	Particulars	For the Year ended 31st March, 2019	For the Year ended 31st March, 2018
6	Director's Sitting Fees		
	Mr. Chirayu Amin	0.70	0.70
	Mr. Udit Amin	0.55	0.65
	Mr. Amit Goradia	1.00	1.20
	Mr. Atul Patel	1.25	1.20
	Mr. V. H. Gandhi	1.35	1.35
	Dr. Shamita Amin	0.65	0.65
7	KMP Remuneration		
	Mr. Abhijit Joshi	56.43	52.48
	Mr. Udit Amin	76.75	50.00
	Mr. Kaushik Shah	13.52	12.84
	Mr. Charandeep Singh Saluja	2.30	10.50
	Ms. Manisha Saraf	10.65	-
8	Sale of Land		
	Alembic Ltd.	1,017.00	-
9	Dividend Received		
	Shreno Ltd.	-	10.76
	Nirayu Pvt. Ltd.	17.60	-
	Alembic Pharmaceuticals Ltd.	0.03	0.03

G. Earnings Per Share:

(₹ in Lacs)

	Particulars	As at 31st March, 2019	As at 31st March, 2018
	Earning per share has been computed as under:		
a)	Profit after Taxation	3,895.74	2,147.08
b)	Total Ordinary shares		
	Number of Ordinary Shares	3,100,607	3,207,114
c)	Basic and Diluted Earning per Share (Face value Rs.10/- per share) (in Rs.)	125.64	66.95

H. 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. A CSR Committee has been formed by the Company as per the Act. The company spent Rs. 35.07 Lacs on various projects during the year. Please refer to Annexure – B in the Board's Report.

- (a) Gross amount required to be spent by the company during the year: Rs. 35.07 lacs (Previous Year Rs. 29.66 lacs)
- (b) Amount spent during the year on:

(₹ in Lacs)

Particulars	As at 31st March, 2019	As at 31st March, 2018
1. Construction / Acquisition of Assets		
- In cash	-	-
- Yet to be paid in cash	-	-
2. On purpose other than (i) above		
- In cash	35.07	29.66
- Yet to be paid in cash	-	-

NOTES TO FINANCIAL STATEMENTS

I. Payment to Auditors

(₹ in Lacs)			
	Particulars	For the Year ended 31st March, 2019	For the Year ended 31st March, 2018
a)	Statutory Auditors		
	As Auditors	1.70	2.30
	<u>In other capacity</u>		
	Other services	0.85	0.50
b)	Tax Auditors		
	Tax Audit Fees	0.30	0.30
c)	Cost Auditors	0.30	-
d)	Secretarial Auditor		
	Secretarial Audit, Corporate Governance, Annual Return & other services	1.47	1.57
	Total	4.62	4.67

J. Research and Development Expenses

(₹ in Lacs)			
	Particulars	For the Year ended 31st March, 2019	For the Year ended 31st March, 2018
a)	Material Consumption	41.63	55.50
b)	Employees' Cost	138.76	140.29
c)	Utilities	17.03	18.42
d)	Others	26.60	22.49
	Total Expenses (included in Profit and Loss)	224.02	236.69

K. Financial instruments

i) Fair value measurement hierarchy:

(₹ in Lacs)				
Particulars	Carrying amount	As at 31st March, 2019		
		Level of input used in		
		Level 1	Level 2	Level 3
Financial assets				
At Fair Value through Profit and Loss				
Mutual Funds	3,582.58	3,582.58	-	-
At FVTOCI				
Investment in Equity instruments	6,674.55	5.24	6,666.79	2.52
Investment in Debt instruments	1,343.92	-	-	1,343.92
At Amortised cost				
Trade Receivables	3,246.87	-	-	-
Cash and cash equivalents	54.42	-	-	-
Bank balances other than above	38.33	-	-	-
Financial liabilities				
Trade Payables	1,078.25	-	-	-
Trade Deposits	25.00	-	-	-
Borrowings	0.35	-	-	-
Other Financial liabilities	37.21	-	-	-

NOTES TO FINANCIAL STATEMENTS

(₹ in Lacs)

Particulars	As at 31st March, 2018			
	Carrying amount	Level of input used in		
		Level 1	Level 2	Level 3
Financial assets				
At Fair Value through Profit and Loss				
Mutual Funds	3,363.28	3,363.28	-	-
At FVTOCI				
Investment in Equity instruments	567.42	5.61	-	561.80
Investment in Debt instruments	1,399.78	-	-	1,399.78
At Amortised cost				
Trade Receivables	3,871.79	-	-	-
Cash and cash equivalents	5.77	-	-	-
Bank balances other than above	37.50	-	-	-
Financial liabilities				
Trade Payables	1,741.29	-	-	-
Trade Deposits	25.00	-	-	-
Borrowings	57.44	-	-	-
Other Financial liabilities	36.91	-	-	-

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments and mutual funds that have quoted price. The fair value of all equity instruments which are traded in the stock exchanges is valued using the closing price as at the reporting period. The mutual funds are valued using the closing NAV.

Level 2: The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

The Company's policy is to recognise transfers into and transfers out of fair value hierarchy levels at the end of the reporting period. On account of change in valuation estimates, certain investments have been transferred from level 3 to level 2 valuation hierarchy and vice versa during the current year.

ii) **Valuation technique used to determine fair value**

Specific valuation techniques used to value financial instruments is as under:

- a. The fair values of investments in mutual fund units is based on the net asset value ('NAV') as stated by the issuers of these mutual fund units in the published statements as at Balance Sheet date.
- b. The fair values of quoted investment in equity shares is based on the current bid price of respective investment as at the Balance Sheet date.
- c. The fair values of unquoted investment in equity shares of investee companies, including those having multiple business segments are derived as under:
 - For investments of investee in listed securities, the price of the security as listed on the stock exchange as on 31st March, 2019 is considered.
 - For valuation of any land and property of investee, fair market value of the asset based on reports of experts is considered.
 - For investments of investee in unlisted non-operating companies, valuation is carried out on realizable net asset value basis, derived from the fair valuation of the underlying assets and liabilities.
 - For valuation of any unlisted Cash Generating Unit / operating business of the investee, the valuation has been arrived by applying DCF method.

NOTES TO FINANCIAL STATEMENTS

d. The fair values of unquoted investment in preference shares is arrived by discounting income/cash flows to its present value using the required rate of return and the cost of debt of Paushak Limited and returns expected on similar investments.

iii) **Fair value measurements using significant unobservable inputs (level 3)**

The following table represents the changes in level 3 items for the period ended 31st March, 2019

Particulars	(₹ in Lacs)
As on April 1, 2018	1,961.58
Acquisitions	-
Gains / (Losses) recognized in other comprehensive income	(55.86)
Transferred to Level 2	(561.80)
As on March 31, 2019	1,343.92

iv) **Valuation inputs and relationships to fair value (Level 3)**

(₹ in Lacs)

Particulars	Fair value as at		Significant Observable Inputs	Probable - weighted range	
	31st March, 2019	31st March, 2018		31st March, 2019	31st March, 2018
a) Unquoted Equity Instruments	2.52	561.80	Earnings Growth Rate Free Cash Discount Rate	- -	2.00% 9.35% to 10.00%
b) Unquoted Debt Instruments	1,343.92	1,399.78	Effective Interest Rate Income Cash Flows Earnings Growth Rate Free Cash Discount Rate	5% 5% - -	5% 5% - -

v) **Valuation Processes**

Valuation of certain unquoted equity shares/preference shares is done by an external valuation agency as per above valuation techniques.

L. Financial Risk management

The Company has exposure to the following risks arising from financial instruments:

- Credit risk;
- Liquidity risk; and
- Market risk

The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk controls and to monitor risks. Risk management policies and systems are reviewed periodically to reflect changes in market conditions and the Company's activities. The Company monitors compliance with the Company's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Company.

i) **Credit risk:**

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers, deposit and other receivables. Credit risk is managed through continuous monitoring of receivables and follow up of overdues.

Investments

The Company limits its exposure to credit risk by generally investing in liquid securities and only with counterparties that have a good credit rating. The Company does not expect any losses from non-performance by these counter parties, and does not have any significant concentration of exposures to specific industry sector or specific country risks.

NOTES TO FINANCIAL STATEMENTS

Trade receivables

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer, demographics of the customer, default risk of the industry and country in which the customer operates. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business.

The Company has used expected credit loss (ECL) model for assessing the impairment loss. For the purpose, the Company uses a provision matrix to compute the expected credit loss amount. The provision matrix takes into account external and internal risk factors and historical data of credit losses from various customers.

(₹ in Lacs)

	Particulars	As at 31st March, 2019	As at 31st March, 2018
a)	Balance at the beginning of the year	11.95	47.37
b)	Provision made during the year	-	-
c)	Provision reversed during the year	-	35.42
d)	Provision utilised during the year	11.95	-
e)	Balance at the end of the year	-	11.95

Other than trade and other receivables, the Company has no other financial assets that are past due but not impaired.

ii) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligation as they fall due. The Company's ensure that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions.

Maturities of Financial Liabilities

The table herewith analyse the Company's Financial Liabilities into relevant maturity groupings based on there contractual maturities for:

The amount disclosed in the table are the contractual undiscounted cash flows. Balance dues within the 12 months equal there carrying balances as the impact of discounting is not significant.

Contractual maturities of financial liabilities

(₹ in Lacs)

Particulars	Less than 1 year	More than 1 year	Total
As at 31st March, 2019			
Non-derivatives			
Other Financial Liabilities	62.21	-	62.21
Borrowings	0.35	-	0.35
Trade payables	1,005.43	-	1,005.43
Total Non-derivative liabilities	1,068.00	-	1,068.00

(₹ in Lacs)

Particulars	Less than 1 year	More than 1 year	Total
As at 31st March, 2018			
Non-derivatives			
Other Financial Liabilities	61.91	-	61.91
Borrowings	57.44	-	57.44
Trade payables	1,741.29	-	1,741.29
Total Non-derivative liabilities	1,860.64	-	1,860.64

NOTES TO FINANCIAL STATEMENTS

iii) Market risk

Market risk is the risk that arises due to changes in market prices and other factors such as foreign exchange rates, interest rates and other price risk such as commodity risk. Market risk is also attributable to all market risk sensitive financial instruments including foreign currency receivables and payables and long term debt.

Price Risk

The Company is mainly exposed to the price risk due its investment in equity instruments and equity & debt mutual fund. The price risk arises due to unascertainty about the future market value of these investments.

Management Policy

The Company maintains its portfolio in accordance with framework set by risk management policies duly monitored by competent professionals.

M. Capital Management

The Company's capital management objectives are:

- * to ensure the Company's ability to continue as a going concern; and
- * to provide an adequate return to shareholders through optimisation of debts and equity balance.

The Company monitors capital on the basis of the carrying amount of debt less cash and cash equivalents as presented on the face of the financial statements. The Company's objective for capital management is to maintain an optimum overall financial structure.

Particulars	(₹ in Lacs)	
	As on 31st March, 2019	As on 31st March, 2018
Debt (includes non-current, current borrowings and current maturities of long term debt)	0.35	57.44
Less : Cash and cash equivalents	54.42	5.77
Net Debt	-	51.66
Total Equity	17,756.58	11,312.97
Net debt to total equity ratio	-	0.005

N. Use of Estimates and Judgements

The preparation of the Company's financial statements requires the management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected. In particular, information about significant areas of estimation uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognised in the financial statements is included in these notes.

O. Details of Hypothecation of Assets

Inventory and Debtors are Hypothecated as security for working capital borrowings.

P. SEBI (Listing Obligation & Disclosure Requirements) Regulation 2015

Disclosures as required under Regulation 34 (3) read with schedule V of the SEBI (Listing Obligation & Disclosure Requirements) Regulation 2015 have not been given as there are no such transactions with any such party.

Q. Information on Dividend for the year

Dividends proposed or declared after the balance sheet date but before the financial statements have been approved by the Board of Director for issue are not recognised as a liability at the balance sheet date. The Board of Director recommended final dividend of Rs. 5/- per equity shares for the financial ended on 31st March, 2019.

NOTES TO FINANCIAL STATEMENTS

The payment is subject to approval of share holder in ensuing Annual General Meeting of the Company. (Previous year Rs. 3/- per equity shares)

R. Investment Property:

		(₹ in Lacs)	
	For the Year ended / As at	31st March, 2019	31st March, 2018
(i)	Amounts recognised in profit or loss for investment properties Rental income	3.00	18.00
(ii)	Contractual obligations	-	-
(iii)	Fair value Investment properties	-	310.95

Estimation of fair value: Method of Estimation

We have used the government guideline rates for the purposes of arriving at the fair value of land and for buildings we have used the corporation valuation for property tax.

There are no contractual obligations to purchase, construct or develop investment property.

S. Taxes Reconciliation:**(a) Income tax expense**

		(₹ in Lacs)	
	Particulars	31st March, 2019	31st March, 2018
a)	Current Tax Current tax expense	1,071.19	611.50
b)	Deferred Tax Decrease / (Increase) in deferred tax assets (Decrease) / Increase in deferred tax liabilities Total Deferred tax expenses (Benefits) Total Income tax expenses (a+b) *	 (19.31) 19.31 (0.00) 1,071.19	 214.87 (86.92) 127.95 739.45
	* Excludes below tax impact on Other comprehensive income Tax Benefit on Actuarial Tax Benefit /(Expenses) due to Fair Value of Investments	 (8.88) 1,275.73	 3.55 (362.65)

(b) Reconciliation of tax expense and the accounting profit multiplied by India's tax rate

		(₹ in Lacs)	
	Particulars	31st March, 2019	31st March, 2018
a)	Profit before Income tax expense	4,898.98	2,886.53
b)	Tax at the Indian Tax Rate *	1,055.67	616.03
c)	Tax effect of amounts which are not deductible (taxable) in calculating taxable income Dividend income Expenditure related to exempt Income Provision for Doubtful Debts Deferred Tax Others Income Tax Expense	 (13.03) 0.11 (2.58) (0.00) 31.05 1,071.23	 (18.37) 0.11 (7.56) 127.95 21.30 739.46

*The company falls under the provisions of MAT u/s 115JB and the applicable Indian statutory tax rate for year ended March 31, 2019 is 21.55%.

NOTES TO FINANCIAL STATEMENTS

(c) Current Tax (Liabilities) / assets:

		(₹ in Lacs)	
	Particulars	31st March, 2019	31st March, 2018
a)	Opening balance	(115.84)	(99.48)
b)	Income Tax Paid	1,080.56	593.64
c)	Current income tax / wealth tax payable for the year	(1,075.00)	(610.00)
d)	Current income tax provision for earlier year	67.95	-
e)	Net current income tax asset/ (liability) at the end	(42.33)	(115.84)

- T. Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure.
- U. These Financial Statements were authorised for issue in accordance with the resolution of the Board of Directors in its meeting held on 6th May, 2019.

As per our report of even date
For Maloo Bhatt & Co.
 Chartered Accountants
 F R No. 129572W

CA. Yash Bhatt
 Partner
 M. No. 117745
 Vadodara, 6th May, 2019

Manisha Saraf
 Company Secretary

For and on behalf of the Board

Chirayu Amin	DIN 00242549	}	Chairman
Udit Amin	DIN 00244235		
Atul Patel	DIN 00009587	}	Directors
Amit Goradia	DIN 00074478		
Vijay Gandhi	DIN 05114401		
Shamita Amin	DIN 00331702		
Abhijit Joshi	DIN 06568584		Whole-time Director & CEO
Kaushik Shah			Vadodara, 6 th May, 2019
	Dy. CFO		

**Proxy Form
PAUSHAK LIMITED**

CIN: L51909GJ1972PLC044638

Regd. Office: Alembic Road, Vadodara - 390 003

Tel: +91 265 2280550 • **Fax:** +91 265 2282506

Website: www.paushak.com • **Email Id:** investors@paushak.com

Name of the Member (s):	
Registered Address:	
Email-Id:	
Folio No.	
DP ID/Client ID:	

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

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

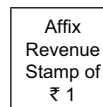
as my/our proxy to attend and vote on a poll for me/us and on my/our behalf at the 46th Annual General Meeting of the Company, to be held on Wednesday, 7th August, 2019 at 12:30 p.m. at "Sanskriti", Alembic Corporate Conference Center, Opp. Pragati Sahakari Bank Limited, Alembic Colony, Vadodara - 390 003 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution
Ordinary Business	
1	Adoption of Financial Statements for the year ended 31 st March, 2019..
2	Declaration of dividend on Equity Shares of the Company.
3	Re-appointment of Mr. Chirayu Amin (DIN: 00242549), who retires by rotation.
Special Business	
4	Re-appointment of Dr. Shamita Amin (DIN: 00331702) as an Independent Director of the Company.
5	Ratification of Remuneration to the Cost Auditor for the F.Y. 2019-20.

Signed this..... day of..... 2019

Signature of Member(s)

Signature of Proxyholder(s)



Notes:

- 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.
- Please complete all details including details of member(s) before submission.



PAUSHAK LIMITED

CIN: L51909GJ1972PLC044638

Regd. Office: Alembic Road, Vadodara - 390 003

Tel: +91 265 2280550 • **Fax:** +91 265 2282506

Website: www.paushak.com • **Email Id:** investors@paushak.com

Attendance Slip

(To be handed over at the entrance of the Meeting Hall)

Name of the Member (s) / Proxy* (In Block Letters):	
Folio No.	
DP ID - Client ID	
No. of Shares Held	

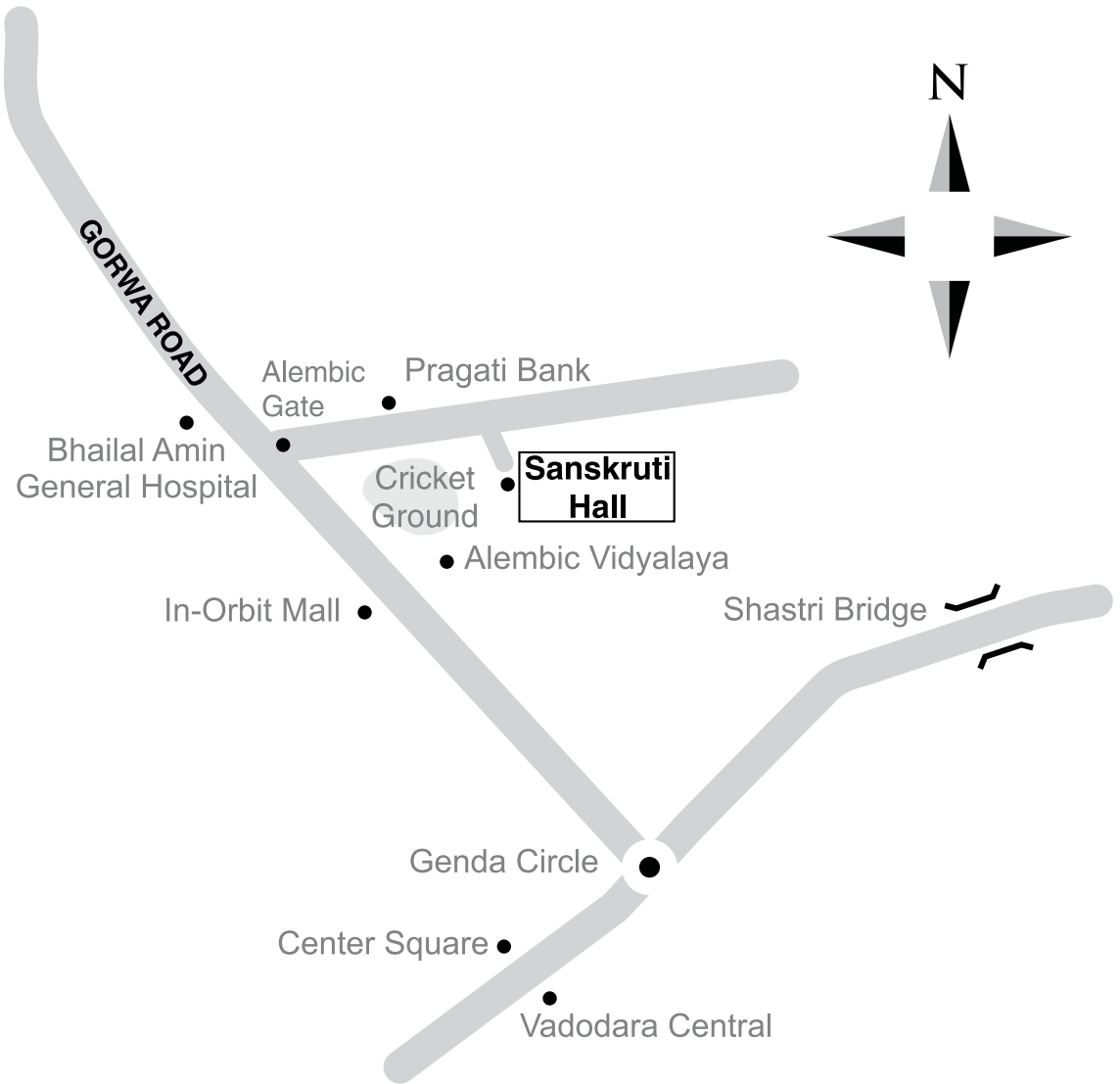
I hereby record my presence at the 46th Annual General Meeting (AGM) of the Company held on Wednesday, 7th August, 2019 at 12:30 p.m. at "Sanskriti", Alembic Corporate Conference Center, Opp. Pragati Sahakari Bank Limited, Alembic Colony, Vadodara – 390 003.

Signature of Shareholder(s)/Proxy*

Notes :

1. Shareholders are requested to bring their copies of Annual Report at the AGM.
2. *Please strike off whichever is not applicable.

Route map to reach the Venue of the Annual General Meeting





If undelivered please return to :

PAUSHAK LIMITED

Alembic Road, Vadodara - 390 003, Gujarat, INDIA

Tel: +91 265 2280 550 • Fax: +91 265 2282 506

E-mail: investors@paushak.com • Website: www.paushak.com

