

DIPNA PHARMACHEM PRIVATE LIMITED

NOTICE

NOTICE is hereby given that the 6th Annual General meeting of the members of **DIPNA PHARMACHEM PRIVATE LIMITED** will be held on Saturday, **29th September, 2018** at the registered office of the company situated at **A/211, SIDDHI VINAYAK COMPLEX, NEAR D.A.V. SCHOOL, MAKARBA, AHMEDABAD-380055 GUJARAT, INDIA**, to transact the following business:

ORDINARY BUSINESS :


1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2018, the Profit & Loss Account for the year ended on 31st March, 2018 and the Reports of the Auditors and Directors thereon.
2. In accordance with the provisions Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under, **M/S. S.R. SANGHAVI & CO. (Firm Registration No. 125189W)**, Chartered Accountants were appointed for the term of five years till the conclusion of Tenth Annual General Meeting at such remuneration, as may be mutually agreed between the board and the Auditors.

However, the requirement of ratification of appointment of Statutory Auditors under proviso to Section 139 of the Companies Act, 2013 is done away with under the Companies (Amendment) Act, 2017. As such, your Board does not seek members' ratification for their re-appointment.

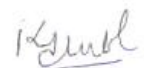
NOTES:

1. A Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and a proxy need not be member.
2. Members are requested to notify immediately any change in their Address to the Company.

PLACE: AHMEDABAD
DATE: 01/09/2018


DIPNA KEYUR SHAH
DIRECTOR
DIN: 02507462

BY THE ORDER OF THE BOARD,


KEYUR DIPAKKUMAR SHAH
DIRECTOR
DIN: 03167258

DIPNA PHARMACHEM PRIVATE LIMITED
BOARD REPORT FOR THE FINANCIAL YEAR 2017-18

To,
The Members,

Your Directors have pleasure in presenting this 7TH Annual Report on the affairs of the Company together with the Audited Statements of Accounts for the year ended 31st March, 2018.

1. FINANCIAL SUMMARY OR PERFORMANCE OF THE COMPANY:

The Company's financial Performance for the year under review along with previous year's figures is given hereunder:

(Amount in Rs.)

PARTICULARS	CURRENT YEAR 31/03/2018	PREVIOUS YEAR 31/03/2017
Revenue from Operations	165554574	95956578
Other Income	141385	89555
Total Income	165695960	96046133
Less: Total Expenditure	164981660	95691902
Profit/loss before exceptional and extraordinary items and tax	714300	354231
Profit (Loss) before tax	714300	354231
Less: Tax Expenses	150000	110000
Profit (Loss) after tax	564300	244231
Basic EPS	16.12	6.98
Diluted EPS	16.12	6.98

2. STATE OF THE COMPANY'S AFFAIRS:

During the year under review, the company continued its activity of trading of chemicals.

3. DIRECTOR'S RESPONSIBILITY STATEMENT:

Pursuant to the requirement under Section 134(3)(c) of the Companies Act, 2013 with respect to Director's Responsibility Statement, it is hereby confirmed that:

- a) In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- c) The directors had taken proper and sufficient care for the 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; and
- e) 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.

4. MEETINGS OF THE BOARD OF DIRECTORS:

There were Six Meetings of the Board of Directors held during the Financial Year 2017-18:

5. DECLARATION BY INDEPENDENT DIRECTOR

The Company was not required to appoint Independent Directors under Section 149(4) and Rule 4 of Companies (Appointment and Qualification of Directors) Rules, 2014; hence no declaration has been obtained.

6. COMPANY'S POLICY ON DIRECTOR'S APPOINTMENT AND REMUNERATION INCLUDING CRITERIA FOR DETERMINING QUALIFICATIONS, POSITIVE ATTRIBUTES, INDEPENDENCE OF A DIRECTOR AND OTHER MATTERS PROVIDED UNDER SUB-SECTION (3) OF SECTION 178:

The company, being a Private Limited Company, was not required to constitute a Nomination and Remuneration Committee under Section 178(1) of the Companies act, 2013 and Rule 6 of Companies (Meeting of Board and its Power), Rules, 2014 and Stakeholder Relationship Committee under Section 178(5) of the Companies Act, 2013.

7. STATUTORY AUDITOR AND AUDIT REPORT:

M/S. S.R. SANGHAVI & CO. (Firm Registration No. 125189W) were appointed for the term of five years till the conclusion of Tenth Annual General Meeting at such remuneration, as may be mutually agreed between the board and the Auditors.

However, the requirement of ratification of appointment of Statutory Auditors under proviso to Section 139 of the Companies Act, 2013 is done away with under the Companies (Amendment) Act, 2017. As such, your Board does not seek members' ratification for their re-appointment.

The Directors are pleased to inform you that there are no qualifications or observations or remarks made by the Auditors in their report.

8. DETAILS IN RESPECT OF FRAUD REPORTED BY AUDITORS UNDER SUB-SECTION (12) OF SECTION 143:

Auditor does not report any fraud Section 143 of the Companies Act, 2013.

9. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013:

During the year under review, the company has advanced any loans, guarantees or investments under Section 186 of the Companies Act, 2013 as per Note No. 2 and Note No. 4 of Audit report.

10. RELATED PARTY TRANSACTIONS:

During the year under review, company has entered into the related party transaction as mentioned in Note No. 4(1) of financial statements..

11. TRANSFER TO RESERVES IN TERMS OF SECTION 134(3)(J):

For the financial year ended 31st March, 2018 the Company had not transferred any amount to Reserves.

12. DIVIDEND

Your directors do not recommend dividend for the financial year ended 31st March, 2018.

13. MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN END OF THE FINANCIAL YEAR TO WHICH THESE FINANCIAL STATEMENTS RELATES AND THE DATE OF THE REPORT:

There have been no material changes and commitments, if any, affecting the financial position of the Company which have occurred between the end of the financial year of the company to which the financial statements relate on the date of this report.

14. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:

As required under Section 134(3)(m) of the Act read with Rule 8 of The Companies (Accounts) Amendment Rules, 2018, the company has made efforts relating to conservation of Energy, R & D, Technology absorption.

15. DEVELOPMENT AND IMPLEMENTATION OF A RISK MANAGEMENT POLICY:

The Company has been addressing various risks through well-defined risk management policy/procedures, which are in the opinion of the Board may threaten the existences of the Company.

16. CORPORATE SOCIAL RESPONSIBILITY (CSR):

The Company, being a Private Limited Company pursuant to section 2(68) of the Companies act, 2013, does not meet the criteria of Section 135(1) of Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, hence it is not required to formulate policy on corporate social responsibility.

17. DETAILS OF SUBSIDIARY/JOINT VENTURES/ASSOCIATE COMPANIES

The Company have not any Subsidiary/ Joint ventures/ Associate companies as on the date of this report.

18. CHANGE IN THE NATURE OF BUSINESS

There is no change in the nature of the business of the company.

19. COST AUDITOR

Pursuant to Section 148 of the Companies Act, 2013 read with The Companies (Cost Records and Audit) Amendment Rules, 2018, the cost audit records maintenance is not applicable on the company.

20. COMPOSITION OF AUDIT COMMITTEE

The provision of section 177 of the Companies act, 2013 relating to Audit committee is not applicable to the company.

21. VIGIL MECHANISM / WHISTLE BLOWER POLICY

The provision of section 177(9) of the Companies act, 2013 relating to Vigil mechanism/ Whistle blower policy is not applicable to the company.

22. PARTICULARS OF EMPLOYEES:

No employee of the Company was in receipt of remuneration in excess of the limits specified under Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, during the financial year ended on 31st March, 2018.

23. WEB ADDRESS, IF ANY, WHERE ANNUAL RETURN REFERRED TO IN SUB-SECTION (3) OF SECTION 92 HAS BEEN PLACED:

The Company does not have any website and the copy of Extract of Annual Return in Form MGT-9 as referred in sub-section (3) of Section 92 is attached herewith.

24. INTERNAL FINANCIAL CONTROLS:

The Company has adequate internal controls and checks in commensurate with its activities. The Board has adopted the policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial disclosures.

25 DEPOSITS:

The Company has neither accepted nor renewed any deposits during the year under review.

26. SHARES:

a. BUY BACK OF SECURITIES:

The Company has not bought back any of its securities during the year under review.

b. SWEAT EQUITY:

The Company has not issued any Sweat Equity Shares during the year under review.

c. BONUS SHARES:

No Bonus Shares were issued during the year under review.

27. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS:

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

28. ACKNOWLEDGEMENTS:

Your Directors place on record their sincere thanks to bankers, business associates, consultants, and various Government Authorities for their continued support extended to your Companies activities during the year under review. Your Directors also acknowledges gratefully the shareholders for their support and confidence reposed on your Company.

PLACE: AHMEDABAD
DATE: 01/09/2018



DIPNA KEYUR SHAH
DIRECTOR
DIN: 02507462

BY THE ORDER OF THE BOARD,



KEYUR DIPAKKUMAR SHAH
DIRECTOR
DIN: 03167258

ANNEXURE A**FORM NO. MGT-9
EXTRACT OF ANNUAL RETURN****as on the financial year ended on 31-03-2018****[Pursuant to Section 92(3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014]****I. REGISTRATION & OTHER DETAILS:**

1.	CIN	U24100GJ2011PTC066400
2.	Registration Date	19/07/2011
3.	Name of the Company	DIPNA PHARMACHEM PRIVATE LIMITED
4.	Category / Sub-Category of the Company	COMPANY LIMITED BY SHARES INDIAN NON- GOVERNMENT COMPANY
5.	Address of the Registered office & contact details	A/211, SIDDHI VINAYAK COMPLEX, NEAR D.A.V. SCHOOL, MAKARBA, AHMEDABAD-380055, GUJARAT, INDIA
6.	Whether listed company	NO
7.	Name, Address & Contact details of the Registrar & Transfer Agent, if any	NA

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

S.No.	Name and Description of main products / services	NIC Code of the Product / Services	% to total turnover of the Company
1	Distribution of Pharmaceutical Products	464	100
2.	-	-	-

III. PARTICULARS OF HOLDING, SUBSIDIARY & ASSOCIATE COMPANIES - NIL

S.No.	Name and Address of the Company	CIN/GLN	HOLDING / SUBSIDIARY / ASSOCIATE	% OF SHARE HELD	Applicable Section
1.	-	-	-	-	-
2.	-	-	-	-	-

IV. SHARE HOLDING PATTERN

(Equity Share Capital Breakup as percentage to Total Equity)

i) Category-wise Share Holding

Category of Shareholders	No. of Share held at the beginning of the year [As on 01-04-2017]	No. of Share held at the end of the year [As on 31-03-2018]	% Change during the year

	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual / HUF	-	35,000	35,000	100%	-	35,000	35,000	100%	0%
b) Central Govt.	-	-	-	-	-	-	-	-	-
c) State Govt.(s)	-	-	-	-	-	-	-	-	-
d)Bodies Corp.	-	-	-	-	-	-	-	-	-
e) Bank / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
Sub Total (A) (1)	-	35,000	35,000	100%	-	35,000	35,000	100%	0%
(2) Foreign									
a) NRIs Individuals	-	-	-	-	-	-	-	-	-
b) Other Individual	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Other	-	-	-	-	-	-	-	-	-
Sub Total (A) (2)	-	-	-	-	-	-	-	-	-
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	-	35,000	35,000	100%	-	35,000	35,000	100%	-
B. Public Shareholding									
1. Institution									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Bank / FI	-	-	-	-	-	-	-	-	-
c) Central Govt.	-	-	-	-	-	-	-	-	-
d) State Govt.	-	-	-	-	-	-	-	-	-
e) Venture Capital Fund	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture	-	-	-	-	-	-	-	-	-

Capital Fund									
i) Others	-	-	-	-	-	-	-	-	-
Sub-total (B) (2)	-	-	-	-	-	-	-	-	-
Total Public Shareholding (B)	-	-	-	-	-	-	-	-	-
C. Share held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	-	35,000	35,000	100	-	35,000	35,000	100	-

(ii) Shareholding of Promoters:

S.No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / Encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1.	DIPNA KEYUR SHAH	17,500	50%	-	17,500	50%	-	-
2.	KEYUR DIPAKKUMAR SHAH	17,500	50%	-	17,500	50%	-	-
TOTAL		35,000	100	-	35,000	100	-	-

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

S.No.	Shareholder's Name	Particulars	Shareholders 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.	DIPNA KEYUR SHAH	At the beginning of the year	17,500	50%	17,500	50%
		Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc):	-	-	-	-
		At the End of the year	17,500	50%	17,500	50%
2.	KEYUR DIPAKKUMAR SHAH	At the beginning of the year	17,500	50%	17,500	50%
		Date wise Increase / Decrease in Promoters Share holding during	-	-	-	-

		the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc):				
		At the End of the year	17,500	50%	17,500	50%

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters & Holders of GDRs & ADRs): NONE

S.No.	For Each of the Top 10 Shareholders	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	-	-	-	-
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc.):	-	-	-	-
	At the end of the year (or on the date of separation, if separated during the year)	-	-	-	-

(v) Shareholding of Directors and Key Managerial Personnel:

S.No.	Name of the Directors	Particulars	Shareholding at the beginning of the year		Cumulative Share holding during the year	
			No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
1.	DIPNA KEYUR SHAH	At the beginning of the year	17,500	50%	17,500	50%
		Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc):	-	-	-	-
		At the End of the year	17,500	50%	17,500	50%

2.	KEYUR DIPAKKUMAR SHAH	At the beginning of the year	17,500	50%	17,500	50%
		Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc):	-	-	-	-
		At the End of the year	17,500	50%	17,500	50%

V. INDEBTEDNESS:

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year:				
i) Principal Amount	1,40,89,262	2,95,29,105	NIL	4,36,18,367
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	1,40,89,262	2,95,29,105	NIL	4,36,18,367
Change in Indebtedness during the financial year:				
Additions	8,48,580	65,80,272	-	74,28,852
Reduction	-	-	-	-
Net Change	8,48,580	-	-	74,28,852
Indebtedness at the end of the financial year				
i) Principal Amount	1,49,37,842	3,61,09,376	-	5,10,47,218
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (I + ii + iii)	1,49,37,842	3,61,09,376	-	5,10,47,218

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

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

S. No.	Particulars of Remuneration	Name of MD/ WTD/ Manager		Total Amount
		DIPNA KEYUR SHAH	KEYUR DIPAKKUMAR SHAH	
1.	Gross salary:	-	-	-
	(a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	-	-	-
	(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: - as % of profit - others, specify...	-	-	-
5.	Others, please specify	-	-	-
	Total (A)	-	-	-
	Ceiling Limit as per the Act	-	-	-

B. Remuneration to other director:

S. No.	Particulars of Remuneration	Name of the Directors		Total Amount
		DIPNA KEYUR SHAH	KEYUR DIPAKKUMAR SHAH	
1.	Independent Directors			
	Fees for attending board committee meetings	-	-	-
	Commission	-	-	-
	Others, please specify	-	-	-
	Total (1):	-	-	-
2.	Other Non-Executive Directors			
	Fees for attending board committee meetings	-	-	-
	Commission	-	-	-
	Other, please specify	-	-	-
	Total (2):	-	-	-
	Total (B)=(1+2)	-	-	-
	Total Managerial Remuneration	-	-	-
	Overall Ceiling limit as per the Act			

A. Remuneration to Key Managerial Personnel other than Managing Director, Whole-time Director and/ or Manager:

S. No.	Particulars of Remuneration	Name of MD/ WTD/ Manager			Total Amount
		CEO	Company Secretary	CFO	
1.	Gross salary:	-	-	-	-
	(a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	-	-	-	-
	(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:	-	-	-	-

	- as % of profit - others, specify...				
5.	Others, please specify	-	-	-	-
	Total (A)	-	-	-	-
	Ceiling Limit as per the Act	-	-	-	-

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority [RD/ NCLT/ Court]	Appeal made if any (give details)
A. COMPANY:					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
B. DIRECTORS:					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
C. OTHER OFFICERS IN DEFAULT:					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

PLACE: AHMEDABAD
DATE: 01/09/2018

BY THE ORDER OF THE BOARD,


DIPNA KEYUR SHAH
DIRECTOR
DIN: 02507462


KEYUR DIPAKKUMAR SHAH
DIRECTOR
DIN: 03167258

S. R. Sanghvi & Co.
Chartered Accountants
913, Atma House,
Opp. Old RBI,
Ashram Road,
Ahmedabad – 380009.
Phone : 079-26580123

INDEPENDENT AUDITOR'S REPORT

TO
THE MEMBERS OF
DIPNA PHARMA CHEM PVT. LTD.

Report on the Financial Statements

We have audited the accompanying financial statements of **DIPNA PHARMA CHEM PVT. LTD.** ("the Company"), which comprise the Balance Sheet as at March 31, 2018 and the Statement of Profit and Loss for the year ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance of the company in accordance with the accounting principal generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the companies(Accounts) rule, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding the assets of the company and for preventing and detecting frauds and other irregularities, Selection and application of appropriate accounting policies, making judgments and estimates that are reasonable and prudent, and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken in to account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the Audit Report under the provisions of the Act and the Rules made thereunder.

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



An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the Auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial controls relevant to the Company's preparation of the financial statements that give true and fair View in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

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

Opinion

Subject to In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2018; and
- (b) in the case of the Statement of Profit and Loss, of the profit for the year ended on that date.

Report on Other Legal and Regulatory Requirements

- 1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, the same is not applicable to the Company.
- 2. As required by section 143(3) of the Act, we report that:
 - (a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - (c) The Balance Sheet and Statement of Profit and Loss dealt with by this Report are in agreement with the books of account;
 - (d) In our opinion, the Balance Sheet and Statement of Profit and Loss broadly comply with the Accounting Standards referred to in Section 133 of the Act, read with Rule 7 of the companies (Accounts) Rules, 2014 except for the matter described in Basis of Qualified Opinion Paragraph;
 - (e) On the basis of written representations received from the directors as on March 31, 2018, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2018, from being appointed as a director in terms of Section 164(2) of Act.



- (f) With respect to the adequacy of the internal financial controls over financial reporting of the company and the operating effectiveness of such controls, refer to our separate report in Annexure 'A' ; and
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the companies (Audit and 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 – where ever applicable;
 - II. The company has not entered in to any long-term contracts including derivative contracts; and
 - III. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the company.

For, **S. R. SANGHVI & Co.**
Chartered Accountants
Firm Reg. No. 125189W

Place : Ahmedabad
Date : 01/09/2018

S. R. Sanghvi
[SUNIL R. SANGHVI]
Proprietor
M.No.93922



ANNEXURE 'A' TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2(f) of the independent Auditor's Report of even date on the financial statement of Dipna Pharma Chem Pvt. Ltd. for the year ended 31st March, 2018).

Report on the internal financial controls under clause (i) of sub section 3 of section 143 of the companies Act. 2013 ("The Act").

We have audited the internal financial controls over financial reporting of Dipna Pharma Chem Pvt. Ltd. ("The Company") as of March 31, 2018 in conjunction with our audit of the financial statements of the company for the year ended on that day.

Managements responsibility for internal financial controls

The company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the company considering the essential component of internal control stated in the "Guidance note on A audit of Internal Financial Controls Over Financial Reporting" (the "Guidance Note") issued by the Institute of Chartered Accountants of India ("ICAI"). This responsibilities include the design, implementations and maintenance of adequate internal financial controls that were operation effectively for insuring the orderly and efficient conduct of its business, including adherence to companies policies, the safeguarding of its assets the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

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

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

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



Meaning of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, the company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2018, based on the internal control over financial reporting criteria established by the company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute Of Chartered Accountants Of India.

Place : Ahmedabad

Date : 01/09/2018

For, **S. R. SANGHVI & Co.**
Chartered Accountants
Firm Reg. No. 125189W


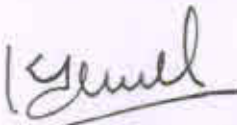

S. R. Sanghvi

[SUNIL R. SANGHVI]
Proprietor
M.No.93922



DIPNA PHARMACHEM PVT. LTD.

BALANCE SHEET AS AT 31ST MARCH, 2018

Particulars	Note No.	As at 31st March, 2018	As at 31st March, 2017
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	1	350,000	350,000
(b) Reserves and Surplus	2	4,214,020	3,649,721
(2) Current Liabilities			
(a) Secured Loan	3	14,937,842	14,089,262
(b) Unsecured Loan	4	36,109,376	29,529,105
(c) Trade Payables	5	54,968,605	20,072,209
(d) Other Current Liabilities	6	267,771	228,626
Total Equity & Liabilities		110,847,616	67,918,922
II. ASSETS			
(1) Fixed Assests	7	51,276	10,857
(2) Current Assets			
(a) Trade Receivables	8	59,991,798	45,759,085
(b) Cash and cash equivalents	9	2,971,240	1,393,726
(c) Other Current Assets	10	4,352,772	6,380,054
(d) Closing Stock		43,480,530	14,375,200
Total Assets		110,847,616	67,918,922
Significant Accounting Policies	16		
Notes forming part of accounts	17		
FOR S.R. SANGHVI & CO. CHARTERED ACCOUNTANTS (Firm Reg. No. 125189W)		FOR DIPNA PHARMACHEM PVT. LTD.	
 (SUNIL R SANGHVI) Membership No. : 93922		 (DIRECTOR)	 (DIRECTOR)
Place : Ahmedabad Date : 01/09/2018			



DIPNA PHARMACHEM PVT. LTD.

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2018

Sr. No	Particulars	Note No.	2017-18	2016-17
I	Revenue from operations	11	165,554,574	95,956,578
	Other Income	12	141,385	89,555
II	II. Total Revenue		165,695,960	96,046,133
III	<u>Expenses:</u>			
	Purchase	13	170,838,964	95,111,344
	Changes in inventories	14	(29,105,330)	(6,339,713)
	Depreciation	7	10,231	6,285
	Direct Expenses	-	11,500,874	139,056
	Other Expenses	15	11,736,921	6,774,930
	Total Expenses (III)		164,981,660	95,691,902
IV	Profit before exceptional and extraordinary items and tax (II-III)		714,300	354,231
V	Exceptional Items		-	-
VI	Profit before extraordinary items and tax (IV - V)		714,300	354,231
VII	Extraordinary Items		-	-
VIII	Profit before tax (VI - VII)		714,300	354,231
IX	<u>Tax expense:</u>			
	(1) Current tax (including earlier years)		150,000	110,000
	(2) Deferred tax		-	-
X	Profit(Loss) from the year from continuing operations	(VIII-IX)	564,300	244,231
XI	Profit/(Loss) from discontinuing operations		-	-
XII	Tax expense of discounting operations		-	-
XIII	Profit/(Loss) from Discontinuing operations (XI - XII)		-	-
XIV	Profit/(Loss) for the year (X + XIII)		564,300	244,231
XV	Earning per equity share:			
	(1) Basic		16.12	6.98
	(2) Diluted		16.12	6.98
Significant Accounting Policies		16		
Notes forming part of accounts		17		

FOR S.R. SANGHVI & CO.
CHARTERED ACCOUNTANTS
(Firm Reg. No. 125189W)

S.R. Sanghvi
(SUNIL R SANGHVI)
Membership No. : 93922

Place : Ahmedabad
Date : 01/09/2018

FOR DIPNA PHARMACHEM PVT. LTD.

Issam
(DIRECTOR)

Abhishek
(DIRECTOR)



DIPNA PHARMACHEM PVT. LTD.

Notes Forming Integral Part of the Balance Sheet as at 31st March, 2018

Note No.1 Share Capital

Sr. No	Particulars	As at 31st March, 2018	As at 31st March, 2017
1	AUTHORIZED CAPITAL 35,000 Equity Shares of Rs. 10/- each.	350,000	350,000
		350,000	350,000
2	ISSUED, SUBSCRIBED & PAID UP CAPITAL <i>To the Subscribers of the Memorandum</i> 35,000 Equity Shares of Rs. 10/- each, Fully Paid up Share capital by allotment	350,000	350,000
	Total	350,000	350,000

Note No.1.1

Number of shares outstanding at the beginning and at the end of the reporting period are same.

Note No.1.2

Shares in the company held by each shareholder holding more than 5 percent shares

Sr. No.	Name of Shareholder	As at 31st March 2018		As at 31st March 2017	
		No. of Shares	% of Holding	No. of Shares	% of Holding
1	Keyur Dipakkumar Shah	17500	50.00	17500	50.00
2	Dipna Keyur Shah	17500	50.00	17500	50.00

Note No.1.3

Shares issued for other than cash, Bonus Issue and shares bought back are NIL.

Note No.1.4

The Company has one class of Equity share having par value of Rs. 10 per share. Each shareholder is eligible for one vote per share held. Equity shareholder is entitle to dividend as and when declared by the company.



DIPNA PHARMACHEM PVT. LTD.

Notes Forming Integral Part of the Balance Sheet as at 31st March, 2018

Note No.2 Reserve & Surplus

Sr. No	Particulars	As at 31st March, 2018	As at 31st March, 2017
1	Profit and Loss Statements As per last Balance Sheet Add: Profit/(Loss) for the year Total (A)	1,399,721 564,300 1,964,020	1,155,490 244,231 1,399,721
2	Share Premium As per last Balance Sheet Add: during the year Total (B)	2,250,000 2,250,000	2,250,000 2,250,000
	Total (A+B)	4,214,020	3,649,721

Note No.3 Secured Loans

Sr. No	Particulars	As at 31st March, 2018	As at 31st March, 2017
1	IndusInd Bank	14,937,842	14,089,262
	Total	14,937,842	14,089,262

Note No.4 Unsecured Loans

Sr. No	Particulars	As at 31st March, 2018	As at 31st March, 2017
1	From Directors & Relatives	13,098,516	9,011,016
2	From Non Banking Finance Company	8,320,253	7,392,481
3	From Other	14,690,607	13,125,607
	Total	36,109,376	29,529,105

Note No.5 Trades Payables

Sr. No	Particulars	As at 31st March, 2018	As at 31st March, 2017
1	Sundry Creditors For Goods & Services	52,042,261	19,119,485
2	Advance from Customers	137,927	952,724
3	Advance From Parties	2,788,417	-
	Total	54,968,605	20,072,209

Note No.6 Other Current Liabilities

Sr. No	Particulars	As at 31st March, 2018	As at 31st March, 2017
1	Statutory Liabilities	267,771	228,626
	Total	267,771	228,626



DIPNA PHARMACHEM PVT. LTD.

Notes Forming Integral Part of the Balance Sheet as at 31st March, 2018

Note No.7 Fixed Assets

No.	Description of Assets	GROSS BLOCK			DEPRECIATION			NET BLOCK		
		Op. Bal. 01.04.2017	ADDITIONS	DEDUCTION	TOTAL 31.03.2018	Op. Bal. 01.04.2017	ADDITIONS	DEDUCTION	AS AT 31.03.2018	AS AT 31.03.2017
1	Computer And Printer	58,200	23,650	-	91,850	64,543	5,461	-	71,846	3,657
2	R.O. Kit	8,000	-	-	8,000	800	770	-	6,480	7,200
3	Air Conditioner	-	27,000	-	27,000	-	4,050	-	22,950	-
	Current Year	76,200	50,650	-	126,850	65,343	10,231	-	51,276	10,857
	Previous Year	68,200	8,000	-	76,200	59,058	6,285	-	10,857	-



DIPNA PHARMACHEM PVT. LTD.

Notes Forming Integral Part of the Balance Sheet as at 31st March, 2018

Note No.8 Trade Receivables (Considered Unsecured and Good)

Sr. No.	Particulars	As at 31st March, 2018	As at 31st March, 2017
1	Over Six Months	22,853,966	2,818,421
2	Others	37,427,832	42,940,664
	Total	59,591,798	45,759,085

Note No.9 Cash & Cash Equivalents

Sr. No.	Particulars	As at 31st March, 2018	As at 31st March, 2017
1	Balances with Banks -in Current Accounts -in Fixed Deposit Accounts	238,608 1,360,000	163,727 700,000
2	Cash in hand	1,372,632	529,999
	Total	2,971,240	1,393,726

Note No.10 Other Current Assets

Sr. No.	Particulars	As at 31st March, 2018	As at 31st March, 2017
1	Balance with Revenue Authorities	3,315,366	31,663
2	Loan to parties	879,356	43,064
3	Advance to Parties	158,050	6,303,327
	Total	4,352,772	6,380,054



DIPNA PHARMACHEM PVT. LTD.

Notes Forming Part of the Profit & Loss Accounts for the year ended 31st March, 2018

Note No.11 Revenue from Operations

Sr. No	Particulars	2017-18	2016-17
1	Sales	165,554,574	95,956,578
	Total	165,554,574	95,956,578

Note No.12 Other Income

Sr. No	Particulars	2017-18	2016-17
1	Interest on Fixed deposit	42,530	13,416
2	Mis Income	47,450	83,600
3	Freight on sale	1,000	2,000
4	Rate Difference	-	-9,543.00
5	Round Off	56	82
6	Freight & Packing Charges On Sales	50,350	-
	Total	141,385	89,555

Note No.13 Purchase

Sr. No	Particulars	2017-18	2016-17
1	Purchase	175,234,346	95,111,344
	Less : Stock Credit	4,395,382	-
	Total	170,838,964	95,111,344

Note No.14 Change in Inventory

Sr. No	Particulars	2017-18	2016-17
1	Opening Stock	14,375,200	8,035,487
2	Closing Stock	43,480,530	14,375,200
	Total	(29,105,330)	(6,339,713)



DIPNA PHARMACHEM PVT. LTD.

Notes Forming Part of the Profit & Loss Accounts for the year ended 31st March, 2018

Note No.15 Other Expenses

N	Particulars	2017-18	2016-17
1	Auditors Remuneration	16,560	21,240
2	Architect Exp	25,000	-
3	Conveyance Expenses	383,225	291,560
4	Office Expenses	174,364	57,395
5	Electricity Expenses	61,080	90,540
6	Other Expenses	41,033	20,741
7	Bank Charges	268,773	81,619
8	Computer & Printer Repairing	75,191	24,150
9	Salary & Bonus Exp.	2,571,237	2,191,190
10	Freight Exp.	88,290	249,760
11	Packing Material	1,224,370	-
12	Godown Maintenance Exp B-95	18,000	6,000
13	Godown Rent B-95	150,600	132,000
14	Insurance Exps	43,748	48,569
15	Internet Exps.	23,949	17,092
16	Kasar A/c	105,757	10,062
17	Legal & Professional Exps.	183,972	53,820
18	Mobile Exps	39,873	21,524
19	Packing & Forwarding	-	1,777
20	Printing & Stationary Expenses	50,704	35,279
21	Processing Exps	351,100	185,847
22	Commission	-	5,762
23	Interest on TDS	10,838	15,390
24	Telephone Exp	37,667	27,989
25	Transportation Exp	1,341,827	330,589
26	Traveling Exps	401,640	32,580
27	Vehicle Exp	78,803	39,500
28	Interest	2,986,359	2,595,629
29	Forwarding Charges	-	295
30	Labour Exp.	371,603	-
31	Discount	-	360
32	Staff Welfare Exp.	17,248	84,104
33	Toll Tax	3,941	2,292
34	Tea & Nasta Exps	44,884	38,161
35	Courier Exps	21,946	29,132
36	Misc Exps	295,862	4,382
37	VAT/CST Penalty	-	28,600
38	Repair & Maintenance	13,500	-
39	ITC Reversal	38,338	-
40	Profit/Loss On Dollar Conversion	110,826	-
41	Rate Difference	42,814	-
42	ROC Fees	22,000	-
	Total	11,736,921	6,774,930



Note No.16

SIGNIFICANT ACCOUNTING POLICIES :

I. System of Accounting

The financial statements are prepared under historical cost convention on an accrual basis and on the basis of going concern.

II. Inventories

Inventories are valued at cost or net realisable value, whichever is less.

III. Investments

Investments are valued at cost of acquisition.

IV. Miscellaneous Expenditure Written Off

Preliminary expenses are written off over a period of five years.

V Accounting policies not specifically referred to are consistent with generally accepted accounting practices.

Note No.17

NOTES ON ACCOUNTS

1. Figure of previous year have been regrouped or rearranged wherever necessary.
2. The balances of Debtors, Creditors, Loans & Advances and investments are subject to the confirmation.
3. In the opinion of the Board of Directors the current assests, loans & advances are approximately at the same value if realised in the ordinary course of business, the provisions of all known liabilities are adequate except stated otherwise.
4. Provision of Income Tax is made as per the Income Tax Act, 1961.
5. The Investments and cash balances are subject to physical verification.
6. Classification of investments with respect to name of bodies corporate, number, face value etc. has not been done, as the same are under compilation.

FOR S.R. SANGHVI & CO.
CHARTERED ACCOUNTANTS
(Firm Reg. No. 125189W)

S.R. Sanghvi
(SUNIL R SANGHVI)

Membership No. : 93922

Sunil

(DIRECTOR)

Shal

(DIRECTOR)

Place : Ahmedabad

Date : 01/09/2018

