



**25th ANNUAL REPORT
2017-2018**

BERYL DRUGS LTD.

BLANK

TWENTY FIFTH ANNUAL REPORT 2017-2018

CORPORATE INFORMATION

ANNUAL GENERAL MEETING

Date : 29th September, 2018
 Day : Saturday
 Time : 10:00 A.M
 Place : Kanchan Palace, Community Hall,
 Nipania, Ring Road, Indore (M.P)

REGISTERED OFFICE

133, Kanchan Bagh
 Indore- 452001 (M.P)

SECRETARIAL AUDITORS

M/s Ashish Karodia & Co.,
 208, Trade House, 14/3,
 South Tukoganj, Indore- (M.P) 452001

BANKERS

Punjab National Bank, Indore
 ICICI Bank, Indore
 H.D.F.C bank, Indore

LISTED STOCK EXCHANGES

Bombay Stock Exchange, Mumbai

Phiroze Jeejeebhoy Tower, Dalal Street, Fort,
 Mumbai – 400 001.

Ahmedabad Stock Exchange, Ahmedabad

Kamdhenu Complex, Opp. Shahajanand Collage,
 Panjarapole, Ahmedabad - 380015

BOARD OF DIRECTORS

Mr. Sanjay Sethi - Managing Director
 Mr. Sudhir Sethi - Chairman and Director
 Mr. Yashesh Vashistha (w.e.f. 30.12.2015)
 Ms. Madhu Thakur (w.e.f. 30.12.2015)

KEY MANAGERIAL PERSONNEL

Mr. Sanjay Sethi : Managing Director
 Mr. Sudhir Sethi : Chairman & Director
 Mr. Ashish Baraskar : Chief Financial Officer
 Mrs. Neha Sharma : Company Secretary &
 Compliance Officer

STATUTORY AUDITORS

Prateek Jain & Co.
 Chartered Accountants
 212, Shalimar Corporate Centre, 8-B,
 South Tukoganj, Indore – 452 001

REGISTRAR AND SHARE TRANSFER AGENT

M/s. Adroit Corporate & Service (P) Ltd,
 19/20, Jafferbhoy, Industrial Estate, 1st Floor,
 Makwana Road, Marol Naka, Andheri (E),
 Mumbai- 400 059 Mail: adroit@vsnl.net
 Ph. 022 – 28596060, 28594060, Fax – 28503748

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NOTICE

NOTICE is hereby given that the Twenty Fifth Annual General Meeting of Members of BERYL DRUGS LIMITED will be held at Kanchan Palace, Community Hall, Nipania Ring Road Indore (M.P.) on Saturday, the 29th day of September, 2018 at 10.00 A.M. to transact the businesses as set out in the Notice sent to the Shareholders.

ORDINARY BUSINESS

1. To consider and adopt the audited financial statements of the Company for the Financial Year ended 31st March, 2018 including the Audited Balance Sheet as on 31st March, 2018, the Statement of Profit & Loss for the year ended on that date and reports of the Board of Directors and Auditors thereon and the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Sudhir Sethi (DIN: 00090172), who retires by rotation and, being eligible, offers himself for re-appointment.

3. Ratification of Appointment of Auditors

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

“RESOLVED THAT pursuant to Section 139 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 as amended from time to time, the company hereby ratifies the appointment of M/S Prateek Jain & Co. having registration No. 009494C allotted by the Institute of Chartered Accountants of India be and are hereby appointed as Auditors of the Company, who shall hold office from the conclusion of this Annual General Meeting till conclusion of 26th Annual General Meeting (subject to ratification of the appointment by the members at every Annual General Meeting) at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

SPECIAL BUSINESS

ITEM NO. 4

Reappointment of Mr. Yashesh Vashistha (DIN: 07382963) as an Independent Director

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

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, Mr. Yashesh Vashistha (DIN: 07382963), Independent Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment, be and is hereby re-appointed to hold office for five consecutive years, and whose office shall not be liable to retire by rotation.”

ITEM NO. 5

Reappointment of Mrs. Madhu Thakur (DIN: 07382985) as a Women Independent Director

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

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, Mrs. Madhu Thakur (DIN: 07382985), Independent Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment, be and is hereby re-appointed to hold office for five consecutive years, and whose office shall not be liable to retire by rotation.”

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY AND TO ATTEND AND ON A POLL TO VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A member unable to attend may appoint a person (whether a member or not) as his proxy in the enclosed form which shall be deposited with the principal office of the Company.

THE PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.

2. The register of members and share transfer books of the Company will remain closed from 21st September, 2018 to 29th September, 2018 (both days inclusive).
3. Members are requested to intimate immediately any change in their addresses at the registered office of the Company.
4. Shareholders desiring any information on the Accounts at the Annual General Meeting are requested to intimate the Company at least 7 days in advance so, as to enable the Company to keep the information ready.
5. Shareholders are requested to bring their copy of Annual Report to the meeting along with the attendance slip.
6. The members holding shares in identical order of names in more than one folio are requested to write to the Share transfer agent of the Company to consolidate their holding in one folio.
7. Members are requested to quote their Folio Number in all their correspondence.
8. The documents referred to in this notice/ Explanatory Statements are open for inspection by the members at the principal office of the Company during the business hours of the Company on any working day upto the last date of the Annual General meeting.

9. Electronic copy of the Notice of the 25th AGM along with the Annual Report 2017- 18 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report are being sent in the permitted mode.
10. Additional information, pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of the Directors seeking appointment/ re-appointment at the AGM, is furnished as annexure to the Notice. The Director has furnished consent/ declaration for their appointment/ re-appointment as required under the Companies Act, 2013 and the Rules there under.
11. Non-resident Indian shareholders are requested to inform about the change in the residential status on return to India for permanent settlement to our Share Transfer Agent or the concerned Depository Participant, as the case may be, immediately.
12. In Compliance with Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as substituted by the Companies (Management and Administration) Rules, 2015, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided a facility to the members to exercise their votes electronically through the electronic voting service facility arranged by Central Depository Services Limited. The facility for voting through ballot paper will also be made available at the AGM and members attending the AGM, who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through ballot paper. Members who have cast their votes by remote e-voting prior to AGM may attend the AGM but shall not be entitled to cast their votes again. The instructions for e-voting are annexed to the Notice.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 23rd September, 2018 (09:00 A.M) and ends on 25th September, 2018 (06:00 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 (record date) 20th September, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) 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.
- (vi) Next enter the Image Verification as displayed and Click on Login.

- (vii) 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.
- (viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form

PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> 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. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. 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)	<p>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.</p> <ul style="list-style-type: none"> 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).

- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant “BERYL DRUGS LIMITED” on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

- (xv) 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.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) 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.
- (xix) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. I Phone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xx) 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 Corporate.
 - 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 emailed 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.
- (xxi) 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.

Registered Office:
133, Kanchan Bagh, Indore-452001

By Order of the Board
for Beryl Drugs Limited

Sd/-

Dated: 4th September, 2018

Sanjay Sethi
Managing Director
(DIN: 00090277)

**EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESS PURSUANT TO
SECTION 102 OF THE COMPANIES ACT, 2013**

ITEM NO.4:**To re-appoint Mr. Yashesh Vashistha as an Independent Director of the Company:**

The Members of the Company, at the 23rd Annual General Meeting had approved the appointment of Mr. Yashesh Vashistha as an Independent Director of the Company.

As per Section 149(10) of the Companies Act, 2013 (CA 2013), an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company.

In line with the aforesaid provisions of the CA 2013 and in view of long, rich experience, continued valuable guidance to the management and strong Board performance of Mr. Yashesh Vashistha, it is proposed to re-appoint him for the second term as an independent Director on the Board of Beryl Drugs Limited for a period of five years.

In the opinion of the Board, Mr. Yashesh Vashistha fulfills the conditions specified in the Act; he is independent of the management. The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Yashesh Vashistha as an Independent Director. Accordingly, the Board recommends passing of the Resolution at Item No. 4 of the Notice as a Special Resolution.

Except Mr. Yashesh Vashistha, being an appointee, none of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 4.

ITEM NO.5:**To re-appoint Mrs. Madhu Thakur as an Independent Director of the Company:**

The Members of the Company, at the 23rd Annual General Meeting had approved the appointment of Mrs. Madhu Thakur as an Independent Women Director of the Company.

As per Section 149(10) of the Companies Act, 2013 (CA 2013), an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company.

In line with the aforesaid provisions of the CA 2013 and in view of long, rich experience, continued valuable guidance to the management and strong Board performance of Mrs. Madhu Thakur, it is proposed to re-appoint her for the second term as an independent Director on the Board of Beryl Drugs Limited for a period of five years.

In the opinion of the Board, Mrs. Madhu Thakur fulfills the conditions specified in the Act; she is independent of the management. The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mrs. Madhu Thakur as an Independent Director. Accordingly, the Board recommends passing of the Resolution at Item No. 5 of the Notice as a Special Resolution.

Except Mrs. Madhu Thakur, being an appointee, none of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 5.

Annexure

Pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of the Directors seeking appointment/ re-appointment at the AGM

Name & Designation of appointee	Qualification	Age in years	Experience	Date of appt.	Other Directorships [*]	Committee**
Mr. Sudhir Sethi	B.SC, MA in ECONOMICS	58 Yrs	38 Yrs	12.12.2000	2	2
Mr. Yashesh Vashistha	B.com & M.Com	36 Yrs	8 Yrs	30.12.2015	2	4
Mrs. Madhu Thakur	B.com & M.Com	30 Yrs	5 Yrs	30.12.2015	1	2

*Other directorships do not include alternate directorships, directorships of private limited companies, Section 8 companies of New Companies Act, 2013 and of companies incorporated outside India and Beryl Drugs Limited.

**This includes membership / chairmanship of Audit Committee and Shareholders Grievances Committee only.