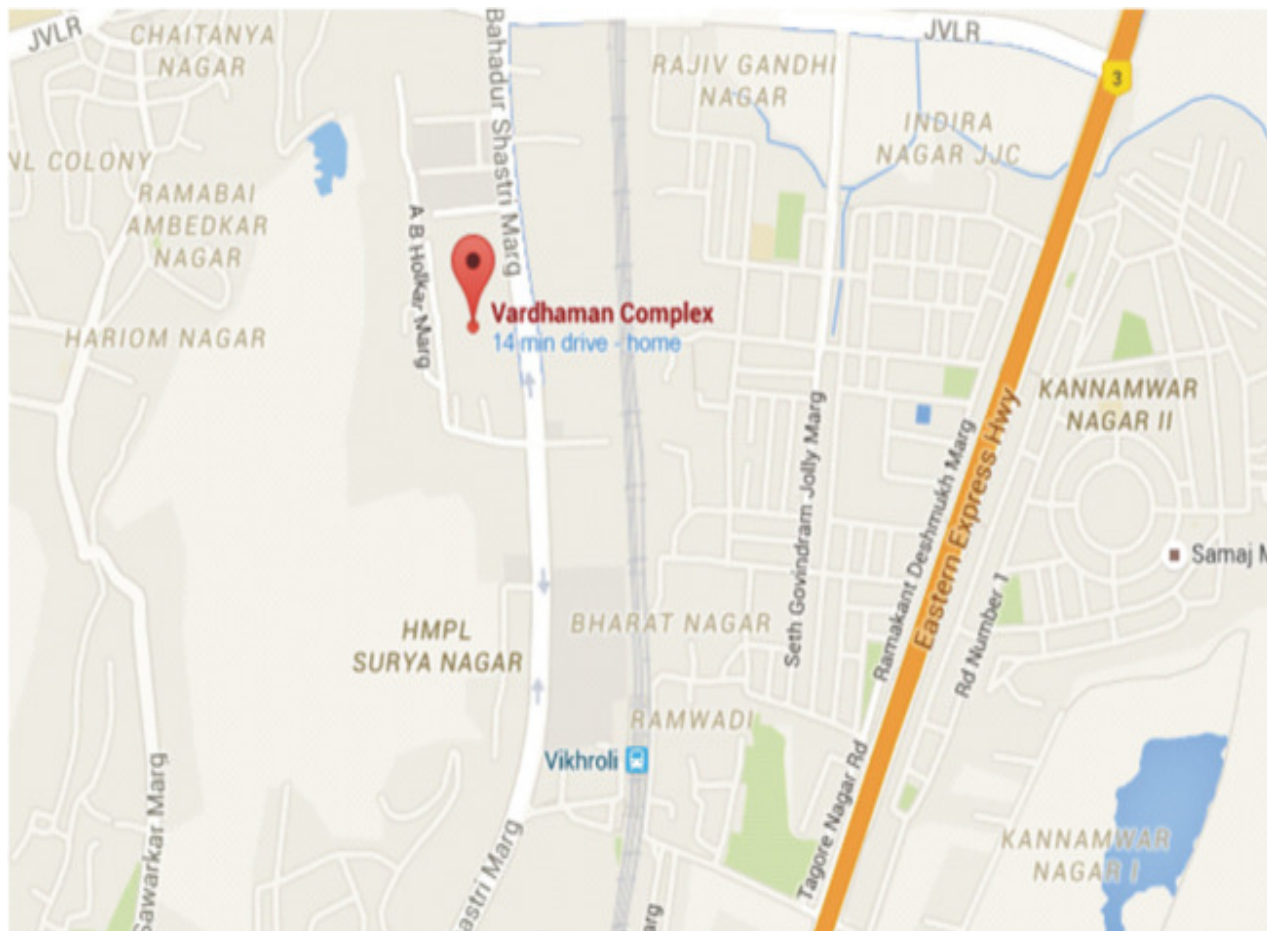




CHROMATIC INDIA LIMITED

31ST ANNUAL REPORT
2017-2018

Route Map



Address / Venue: 207, Vardhaman Complex, L.B.S Marg, Vikhroli (W), Mumbai – 400 083.
Prominent Land Mark: Home Town Mall

**The Thirty First Annual General Meeting of the Members of
Chromatic India Limited is scheduled on Wednesday, the
26th day of September, 2018 at 11.00 A.M.**

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Corporate Information

Board of Directors

Mr. Vinod Kumar Kaushik	- Whole-time Director
Mr. Mayank R. Kotadia	- Non Executive& Independent Director
Ms. Diana M. Joshi	- Non Executive& Independent Director
Mr. Siraj A. Shaikh	- Non Executive& Independent Director

Company Secretary & Compliance Officer

Ms. Suruchi V Wadher

Auditors

M/s. S. K. Badjatya & Co.,
Chartered Accountants.

Bankers

Bank of India, Axis Bank Ltd., Central Bank of India, State Bank of India

Registered Office

207, Vardhaman Complex Premises Co. op. Society Ltd.,
L.B.S. Marg, Vikhroli (West), Mumbai – 400083
Tel. No. +91 22 6136 9800
Fax No. +91 22 25793973
Email: chromatic@mtnl.net.in, cs@chromatic.in
Website: www.chromatic.in
CIN: L99999MH1987PLC044447

Registrar & Share Transfer Agent

M/s. Bigshare Services Private Limited
CIN: U99999MH1994PTC076534
1st Floor, Bharat Tin Works Building, Opp.Vasant Oasis
Makwana Road Marol, Andheri East Mumbai 400059
Tel No. : +91 22 62638200
Fax no. : +91 22 62638299
Email: investor@bigshareonline.com
Website: www.bigshareonline.com



NOTICE TO SHAREHOLDERS

NOTICE is hereby given that the 31st Annual General Meeting of the Members of **Chromatic India Limited** will be held on Wednesday, September 26, 2018 at 11.00 a.m. at 207, Vardhaman Complex Premises Co. op. Society Ltd., L.B.S. Marg, Vikhroli (West), Mumbai – 400083, to transact the following business: -

Ordinary Business

Item No. 1- Adoption of Financial Statements for the year ended March 31, 2018

To receive, consider and adopt, the Audited Financial Statements of the Company for the financial year ended March 31, 2018, including Audited Balance Sheet as at March 31, 2018 and the Statement of Profit and Loss Account for the year ended on that date, on a Standalone and Consolidated basis, together with the Reports of the Board of Directors and the Auditors thereon. And in this regard, pass the following resolutions as ordinary Resolution and in this regard, pass the following resolution as ordinary Resolution:

“RESOLVED THAT the Audited Financial Statements (Standalone & Consolidated) of the Company i.e Balance Sheet, Statement of Profit & Loss Account, Cash Flow, Report of the Board of Directors and Auditors thereon for the financial year ended March 31, 2018 as received, be and are hereby approved and adopted.

RESOLVED FURTHER THAT any of the Directors of the Company or the Company Secretary be and are hereby severally authorised to certify the true copy of the resolution and furnish the same to any other concerned authorities for their record and necessary action.”

Item No. 2- Appointment of Director retiring by rotation

To appoint a Director in place of Mr. Vinod Kumar Kaushik (DIN No. 02586479), who retires by rotation and being eligible, offers himself for reappointment.

Item No. 3- Re-appointment of Appointment of Statutory Auditors

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

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) read with the Companies (Audit and Auditors) Rules, 2014 (the rules) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), appointment of M/s. S. K. Badjatiya & Co., Chartered Accountants, (ICAI Firm Registration No. 004017C), who have confirmed their eligibility to be appointed as Statutory Auditors, in terms of provisions of Section 141 of the Act, and Rule 4 of the Rules, be and is hereby appointed to hold office from the conclusion of this (31st) Annual General Meeting until the conclusion of the (33rd) Annual General Meeting of the Company which is going to be held in the year 2020, at such remuneration as maybe mutually agreed between the Board of Directors of the Company and the Auditors based on the recommendation of the Audit Committee.

RESOLVED FURTHER THAT any of the Director(s) and / or the Company Secretary of the Company, be and are hereby authorized, singly, to do all such acts, deeds and things which are necessary to give effect to the aforesaid resolution.”

Special Business:

Item No. 4 - Appointment of Mr. Siraj Ahmed Shaikh (DIN: 08204720) as an Independent Director

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

“RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152, Schedule IV and such other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014, as amended from time to time, Mr. Siraj Ahmed Shaikh, who was appointed by the Board of Directors as an Additional Director, categorized as Independent Director, with effect from August 31, 2018 and who holds office upto the date of this Annual General Meeting of the company in terms of section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing under Section 160(1) of the Companies Act, 2013 from a member proposing his candidature for the office of Independent Director, be and is here by appointed as an Independent Director of the Company for a period of five years, with effect from the date of this (31st) Annual General Meeting, up to the Annual General meeting to be held in the year 2023, not liable to retire by rotation.



CHROMATIC INDIA LTD

RESOLVED FURTHER THAT any of the Director(s) and / or the Company Secretary of the Company, be and are hereby authorized, singly, to do all such acts, deeds and things which are necessary to give effect to the aforesaid resolution.”

By Order of the Board of Directors
For Chromatic India Limited

Suruchi Wadher
Company Secretary

Registered Office

207, Vardhaman Complex Premises Co. op. Society Ltd.,
L.B.S. Marg, Vikhroli (West), Mumbai – 400083

CIN: L99999MH1987PLC044447
Phone No. 022 61369800 Fax 022 25793973
Email ID: chromatic@mtnl.net.in
Website: www.chromatic.in

Place: Mumbai

Date: August 31, 2018

Notes:-

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THIS ANNUAL GENERAL MEETING (THE MEETING) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL, INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

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 and such person shall not act as a proxy for any other person or shareholder. The proxy form, forming part of this Notice is annexed at the last page of this Annual Report. The holder of the proxy shall prove his/her identity at the time of attending the meeting.

2. During the period beginning 24 hours before the time fixed for the Commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the company, provided that not less than three days of notice in writing is given to the Company.
3. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. Proxies submitted on behalf of companies, societies, etc., must be supported by appropriate resolutions / authority, as applicable.
5. Route Map of the venue of this Annual General Meeting, as a part of this notice is given soon after the cover page of this Annual Report 2017-18
6. The Explanatory Statement pursuant to the provisions of Section 102(1) of the Companies Act, 2013 setting out the material facts in respect to the Special Business in annexed herewith.
7. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, September 22, 2018 to Wednesday, September 26, 2018 (both days inclusive) for the purposes of this Annual General Meeting.
8. The relevant details as required by Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter called as the Listing Regulations) entered into with the Stock Exchanges, of persons seeking appointment / re-appointment as Directors are annexed to this notice as “Annexure A”.
9. Members are requested to update their Bank Account Number, Name and Address of the Bank / Branch, change in their address and other details to the Registrar and Share Transfer Agent of the Company i.e. M/s Bigshare Services Private Limited in respect of shares held in physical mode and to their respective DPs for demat mode.
10. For convenience of the Members and for proper conduct of the Meeting, entry to the place of the Meeting will be regulated by way of attendance slip; forming part of this Annual Report. Members / proxies are requested to bring their duly-filled Attendance Slip and sign the same at the place provided and hand it over at the entrance of the venue.



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11. All documents referred to in the accompanying notice are open for inspection at the registered office of the Company on all working days between 11.00 am to 1.00 pm, except Saturdays, Sundays and Public holidays up to the date of this Annual General Meeting.
12. Members desirous of obtaining any information / clarification (s) concerning the accounts and operations of the Company or intending to raise any query are requested to forward the same at least 10 days before the date of meeting to the Company Secretary at the Registered Office of the Company so that the same may be attended appropriately.
13. Unclaimed dividend for the financial years 2011-12 and 2012-13 are still lying in the respective unpaid dividend accounts of the Company. Members, who have not encashed the dividend warrants for the said financial years, are requested to contact the Company's Registrar and Share Transfer Agent, Bigshare Services Private Limited at the earliest. The Company has uploaded the details of unpaid & unclaimed dividend lying with the Company upto the last AGM held on September 27, 2017 as applicable the same can be accessed at www.Chromatic.in due dates for transfer of unclaimed/unpaid dividends to IEPF are given as a part of this Annual Report.
14. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Bigshare, for consolidation into a single folio.
15. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Bigshare Services Private Limited.
16. Pursuant to Section 72 of the Companies Act, 2013, shareholders holding shares in physical form may file nomination in the prescribed Form SH-13 and for cancellation /Variation in nomination in the prescribed Form SH-14 with the Company's Registrar and Transfer Agent. In respect of shares held in electronic /demat form, the nomination form may be filed with the respective Depository Participant.
17. To support the "Green Initiative", the Members who have not registered their e-mail address so far are requested to register their e-mail address with the Company / M/s. Bigshare Services Private Limited / Depositories for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically for DEMAT account holder with their DP.
18. The Notice of the AGM along with the Annual Report 2017-18 is being sent by electronic mode to those Members whose e-mail address are registered with the Company / Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies is being sent by the permitted mode under Companies Act, 2013. The Annual Report is also available to download at the website of the Company at www.chromatic.in
19. The requirement to place the matter relating to appointment of auditors for ratification by Members at every Annual General Meeting is done away with vide Notification (No. S.O. 1833CE), dated May 7, 2018 is issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, the resolution for re-appointment does not propose for ratification of appointment of Auditors.
20. SEBI has decided that securities of listed Companies can be transferred only in dematerialized form with effect from October 4, 2018. In view of the above and to avail various benefits of dematerialization, members are advised to dematerialise shares held by them in physical form.
21. None of the Directors and / or Key Managerial Personnel of the Company or their relatives, except proposed appointees whose appointment is proposed in their respective resolutions are in any way concerned as interested in the resolutions, to the extent applicable.
22. In compliance with provisions of 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) Amendment Rules, 2015 ('Amended Rules 2015') and the provisions of the Listing Regulations, entered into with the Stock Exchanges, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by Central Depository Services (India) Limited (CDSL), on all resolutions set forth in this Notice. Further note that members who has voted by e-voting services may also attend the meeting but shall not be entitled to cannot vote again at the AGM
23. The Company appointed CS Nishi Jain, Practicing Company Secretary (Membership No. A22386) as Scrutinizer to conduct the e-voting in a fair and transparent manner. The Scrutinizer shall within a period of not exceeding 3 working days from the conclusion of the AGM, shall unblock the votes in presence of two witness, who are not in employment of the Company and after scrutinizing the votes received shall make a Scrutinizer's report of the votes casted in favor or against or invalid votes in connection with the resolution(s) mentioned in the Notice of the Meeting and submit the same forthwith to the Wholetime Director of the Company.



24. The Attendance at the meeting will be regulated through the Attendance Slip and the same will be verified with the records maintained with the Company. Members who hold shares in dematerialized form are requested to quote their DP ID and Client ID number(s) and those who hold shares in physical form are requested to quote their folio number(s) in the Attendance Slip to facilitate their identification at the meeting.
25. The results declared along with Scrutinizer's report shall be placed on the website of the Company immediately and shall also be communicated to the Stock Exchanges. The Resolutions shall be deemed to be passed, if approved, on the date of AGM.

The instructions for members for voting electronically are as under:-

- (i) The voting period begins on Sunday, September 23, 2018 at 9:00 a.m and ends on Tuesday, September 25, 2018 at 5.00 p.m. (both days inclusive). 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) of Wednesday, September 19, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Log on to the e-voting website www.evotingindia.com
- (iii) Click on Shareholders / Members
- (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	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>* 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 (refer serial no. printed on the name and address sticker/Postal Ballot Form/ mail) in the PAN field.</p> <p>* 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. E.g. If your name is Ramesh Kumar with serial number 1 then enter RA00000001 in the PAN field.</p>
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> <p>* 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).</p>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly 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.



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- (xi) Click on the EVSN for the relevant Company Name <Chromatic India Limited> 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 out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed 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 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. Apple 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.**
- (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.

In case of members receiving the physical copy:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xix) above to cast vote.
- (B) The voting period begins on Sunday, September 23, 2018 at 9:00 a.m and ends on Tuesday, September 25, 2018 at 5.00 p.m. (both days inclusive). 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) of Wednesday, September 19, 2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) 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 of Directors
For Chromatic India Limited

Suruchi Wadher
Company Secretary

Place: Mumbai
Date: August 31, 2018



Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013

Item no. 4 –

Appointment of Mr. Siraj Ahmed Shaikh (DIN: 08204720) as an Independent Director

The Board of Directors of the Company at their meeting held on August 31, 2018 appointed Mr. Siraj Ahmed Shaikh as an Additional Director of the Company, pursuant to the provisions of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company.

Mr. Siraj Ahmed Shaikh will hold office upto the date of this AGM. The Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member, proposing the candidature of Mr. Siraj Shaikh or the office of the Independent Director, not liable to retire by rotation, to be appointed as such, under the provisions of Section 149 of the Companies Act, 2013.

The Company has received a declaration from Mr. Siraj Ahmed Shaikh that he is not disqualified from being appointed as Director u/s 164 of the Act and he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Companies Act, 2013 and under SEBI Listing Regulations. In the opinion of the Board, Mr. Siraj Shaikh fulfills the conditions for his appointment as an Independent Director as specified in the Companies Act, 2013 and SEBI Listing Regulations. Mr. Siraj Shaikh is independent of the management and possesses appropriate skills, experience and knowledge. The Company has also received in writing a consent, from Mr. Siraj Ahmed Shaikh, to act as an Independent Director of the Company.

In compliance with the provisions of section 149 read with Schedule IV of the Companies Act, 2013, the appointment of him as Independent Directors is now being placed before the members for their approval.

The terms and conditions of appointment of the above Director shall be open for inspection by the Members at the Registered Office of the Company.

Brief Profile and other details of proposed appointee's forms part of this notice.

Your Board recommends the Ordinary resolutions as set out in Item No. 4 for approval of Members.

None of the Directors and / or Key Managerial Personnel of the company or their relatives, except proposed appointees whose appointment is proposed in their respective resolution are in any way concerned or interested in the resolution.