



# SANJIVANI

P A R A N T E R A L L I M I T E D

Compassion | Innovation | Trust.





## ***Index of series***

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### **BOARD OF DIRECTORS**

Ashwani Khemka

Mrunmai Sarvankar

Shrenikkumar P. Solanki

### **REGISTERD OFFICE**

Regd. Office: 205, P. N. Kothari Industrial Estate,  
L. B. S. Marg, Bhandup (West), Mumbai 400 078.

### **REGISTRAR & SHARE TRANSFER AGENT**

Link intime Pvt. Ltd.

C-101, 247 Park, L.B.S. Marg,  
Vikhroli (W), Mumbai-400 083



# NOTICE

NOTICE is hereby given that the Twenty Fourth ANNUAL GENERAL MEETING of SANJIVANI PARANTERAL LIMITED will be held on Monday, 24th day of September, 2018 at Aditya Banquet L.B.S.Marg, Bhandup (W), Mumbai - 400 078 at 9.30 A.M. to transact the following business:

## ORDINARY BUSINESS:

1. To Receive, Consider and Adopt the Audited Financial Statements of the Company for the year ended March 31, 2018 together with the reports of the Board of Directors and Auditors' thereon.
2. To appoint a Director in place of Mr. Ashwani Khemka ( DIN Number 00337118), who retires by rotation and being eligible, offers himself for reappointment.
3. To consider and if thought fit, to pass, with or without modification(s) the following resolutions as an Ordinary Resolution:

"RESOLVED THAT pursuant to Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), M/s. R. B. Gohil & Co., Chartered Accountants (Firm Registration Number 119360W) be and are hereby appointed as the Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company on such remuneration as shall be fixed by the Board of Directors of the Company."

## SPECIAL BUSINESS:

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

"RESOLVED THAT pursuant to the provisions of Section 149 and 152 of Companies Act, 2013 ("the Act") (including any statutory modifications or re-enactment thereof for the time being in force) read with Schedule IV to Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions, if any, of the Act, Mr. Shrenikkumar P. Solanki (DIN 08159950), shall hold office as an Independent Director of the Company for a period of 5 years with effect from June 18, 2018 subject to his compliance with the requirements as prescribed under the Act with regard to an Independent Director and such other provisions as may be applicable, if any, from time to time and further during the tenure of appointment, the said Independent Director shall not be liable to retire by rotation pursuant to Section 152 of the Act."

5. 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 148 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) payment of remuneration as decided by the Board on recommendation of to be paid to M/s Chetan Gandhi & Associates, Cost Accountants as the Cost Auditor of the Company for the financial year ending March 31, 2019, be and is hereby ratified and confirmed."

By order of the Board of Directors

**Place:** Mumbai

**Dated:** August 14, 2018

## Registered office:

205, P. N. Kothari Industrial Estate,  
L.B.S. Marg, Bhandup (W),  
Mumbai - 400 078

**Ashwani Khemka**  
Chairman & Managing Director



## Notes

1) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY / PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF / HERSELF. SUCH A PROXY / PROXIES NEED NOT BE A MEMBER(S) OF THE COMPANY. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. 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 proxy for any other person or shareholder. Proxies in order to be effective, shall be deposited at the registered office of the Company not less than 48 hours before the commencement of the Meeting. A proxy form is annexed to this Notice.**

- 2) 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.
- 3) The relative Explanatory Statement pursuant to section 102 of the Companies Act 2013 which sets out details relating to Special Business, is annexed hereto.
- 4) The Register of Members and Share Transfer Books of the company shall remain closed from Monday, September 17, 2018 to Monday, September 24, 2018 (both days inclusive).
- 5) Members are requested to furnish their Bank Account details, change of address and all other required details to the Registrar & Share Transfer Agents, M/s Link Intime India Pvt. Limited in respect of shares if held in physical form. In case of shares held in electronic form, these details should be furnished to the respective Depository Participants (DPs).
- 6) The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number ("PAN") by every participant in the securities market. Members holding shares in electronic form are therefore, requested to submit their copies of PAN card to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/Registrar & Share Transfer Agent.
- 7) Members are requested to bring their copies of Annual Report at the time of attending the Annual General Meeting.
- 8) All matters connected to shares transfers and other related matters be addressed to the Company's Share Transfer Agent M/s Link Intime India Pvt. Limited at C-101, 247 Park, L. B. S. Marg, Vikhroli (W), Mumbai - 400 083.
- 9) Members while corresponding with the company are requested to quote their respective Folio No. in the correspondence and also notify the change of address, if any, to the Company.
- 10) Members seeking any information/clarification with regard to accounts are requested to write to the Company at an early date so as to enable the management to keep the information ready.
- 11) Members / Proxy holders are requested to produce attendance slip, at the entrance of the Hall of the meeting duly completed and signed.

### 12) Voting through electronic mode:

Pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (hereinafter called "the Rules" for the purpose of this section of the notice) and Clause 35B of the Listing Agreement, the Company is providing facility to exercise votes on the items of business given in the notice through electronic system and the business may be transacted through e-voting services provided by Registrar & Share Transfer Agents (RTA), M/s Link Intime India Private Limited.

#### The instructions for e-voting are as under:

- A. The e-Voting process to be followed by the shareholders to cast their votes:
  - i. Use the following URL for e-voting [www.evotingindia.com](http://www.evotingindia.com).
  - ii. Shareholders who have voted on an earlier instance of voting can login using their existing password.
  - iii. First time shareholders can login to the e-Voting system using their user-id (i.e. demat account number / folio number), PAN and Date of Birth (DOB) or Bank account number mentioned for the said demat account or folio. Physical



- shareholders will have to login with the PAN, DOB or Dividend Bank details for every voting.
- iv. After logging in, demat security holders will have to mandatorily change their password. This password can be used by demat security holders for all future voting on resolutions of companies in which they are eligible to vote. Security holders have to then select the EVSN for which they desire to vote.
  - v. Security holders can then cast their vote on the resolutions available for voting.
  - vi. Security holders can also view the resolution details on the e-Voting website.
  - vii. Once the security holder casts the vote, the system will not allow modification of the same.
  - viii. During the voting period, security holders can login any number of times till they have voted on all the resolutions. However, once the security holder has voted on a resolution he/she would not be able to vote for the same resolution but, only view the voting.
  - ix. The Portal will remain open for voting from: September 21, 2018 (10.00 a.m. I.S.T) till September 23, 2018 (5.00 p.m. I.S.T)

### **B.e-Voting for Custodians and Institutions:**

- i. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
- ii. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk@evotingindia.com](mailto:helpdesk@evotingindia.com).
- iii. After receiving the login details they have to create a compliance user should be created who would be able to link the account(s) for which they wish to vote on.
- iv. The list of accounts should be mailed to [helpdesk.evotingindia.com](mailto:helpdesk.evotingindia.com) and on approval of the accounts they would be able to cast their vote.
- v. 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.

### **C.GENERAL INSTRUCTIONS:**

i. The e-voting period commences from 10.00 a.m. I.S.T on September 21, 2018 and ends on 5.00 p.m. I.S.T on September 23, 2018. During this period, the members of the Company, holding shares either in physical form or in demat form, as on the aforesaid cut-off date/record date i.e. September 17, 2018 may cast their vote during the above voting period electronically. The e-voting module shall be disabled by RTA for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

ii. The Company has appointed Mr. Dinesh Kumar Deora, Practising Company Secretary as the Scrutinizer to scrutinize the e-voting process, in a fair and transparent manner.

iii. The Scrutinizer shall, within a period not exceeding three (3) working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two witnesses, not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

iv. In the event of a Poll, please note that the Members who have exercised their right to vote by electronic mean form as above shall not be eligible to vote by way of Poll at the meeting. The Poll process shall be conducted and report thereon will be prepared in accordance with Section 109 of the Companies Act, 2013 read with the relevant Rules. In such an event, votes cast under Poll taken together with the votes cast through e-voting shall be counted for the purpose of passing of resolution(s).

v. Subject to the receipt of sufficient votes, the resolutions shall be deemed to be passed at the Twenty-Fourth Annual General Meeting of the Company scheduled to be held on Monday, September 24, 2018. The results declared along with the Scrutinizers' report shall be placed on the Company's website [www.sanjivani.co.in](http://www.sanjivani.co.in) and on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com) within two days of the passing of the resolutions at the Twenty-Fourth Annual General Meeting of the Company and shall also be communicated to the Stock Exchange.

By order of the Board of Directors

**Place:** Mumbai

**Dated:** August 14, 2018

**Registered office:**

205, P. N. Kothari Industrial Estate,  
L.B.S. Marg, Bhandup (W),  
Mumbai - 400 078

**Ashwani Khemka**  
Chairman & Managing Director



**EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESS OF THE ACCOMPANYING NOTICE PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT 2013.**

**FOR ITEM NO 4**

Mr. Shrenikkumar P. Solanki (DIN 08159950), is a Non-Executive Independent Director of the Company in pursuance of the Listing Agreement. Sections 149 & 152 read with Schedule IV of the Companies Act, 2013 (the "Act") and amended Clause 49 of the Listing Agreement, inter alia stipulates the conditions for the appointment of Independent Directors by a Listed Company. In view of the same, it is proposed to appoint Mr. Shrenikkumar P. Solanki as Independent Directors under Section 149 of the Act and amended Clause 49 of the Listing Agreement, for a period of five consecutive years, for a term up to June 18, 2023, not liable to retire by rotation. He is not disqualified from being appointed as Director in terms of Section 164 of the Act. The Company has received declaration from Mr. Shrenikkumar P. Solanki that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement. In the opinion of the Board, Mr. Shrenikkumar P. Solanki fulfill the conditions for appointment as Independent Director as specified in the Act and the Listing Agreement and is independent of the management Mr. Shrenikkumar P. Solanki has a wide experience of 10 years in the area of planning of pharmaceutical manufacturing.

The Board of Directors recommend passing of the Special Resolution at item No. 4 of the Notice.

None of the Directors or Key Management Personnel of the Company or their relatives is / are concerned or interested in the said Resolution except the Independent Directors to the extent of his respective directorships in the Company.

**FOR ITEM NO.5**

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

Accordingly, consent of the shareholders is sought for passing the Ordinary Resolution as set out in item No. 5 of the notice for ratification of the remuneration payable to M/s Chetan Gandhi & Associates, Cost Auditors for conducting Cost Audit for the financial year/period ending March 31, 2019.

The Board of Directors recommend passing of the Ordinary Resolution set out in Item No. 5 of the Notice.

None of the Directors of the Company / Key Managerial Personnel and their relatives is/are concerned or interested, financial or otherwise, in any way, in the aforesaid resolution set out in Item No. 5 of the Notice.

This Explanatory Statements may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

By order of the Board of Directors

**Place:** Mumbai

**Dated:** August, 14, 2018

**Registered office:**

205, P. N. Kothari Industrial Estate,  
L.B.S. Marg, Bhandup (W),  
Mumbai - 400 078

**Ashwani Khemka**  
Chairman & Managing Director



SANJIVANI

## DIRECTORS' REPORT

Dear Members

Your Directors are presenting herewith the 24th Annual Report together with the Audited statement of accounts for the Financial year ended March 31, 2018.

### **FINANCIAL RESULTS**

(Rs. in lakhs)		
PARTICULARS	AS AT 31.03.2018	AS AT 31.03.2017
Sales & Other Income	1845.00	3551.49
PBID	(5173.70)	(1146.92)
Interest	44.50	479.30
Depreciation	119.07	119.63
PBT	(5337.27)	(1745.85)
PAT	(5305.67)	(1726.60)

### **PERFORMANCE AND BUSINESS REVIEW**

During the year under review, Company has achieved the turnover of Rs.1845.00 Lakh and Loss of Rs. 5305.67 Lakh as against Rs.3551.49 Lakh and Rs.1726.60 Lakh respectively for the corresponding previous year.

### **DIVIDEND**

Your Directors do not recommend any dividend due to loss during the year under review.

### **TRANSFER TO RESERVES:**

There has been no transfer to reserves out of the amount available for appropriation.

### **CHANGE IN THE NATURE OF BUSINESS:**

There is no Change in the nature of the business of the Company during the year under review.

### **DETAILS OF SUBSIDIARY/JOINT VENTURES/ASSOCIATE COMPANIES:**

There are no Subsidiary / Joint Ventures / Associate Companies.

### **PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186:**

There are no loans, guarantees or investments as specified under Section 186 of the Companies Act, 2013.

### **RELATED PARTY TRANSACTIONS:**

All related party transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business. There are no materially significant related party transactions made by the Company with Promoters, Directors or Key Managerial Personnel which may have a potential conflict with the interest of the Company at large. All Related Party Transactions are placed before the Audit Committee as also the Board for approval. The transactions entered into pursuant to the prior approval so granted are audited and a statement giving details of all related party transactions is placed before the Audit Committee and the Board of Directors for their approval on a quarterly basis. The Company has developed a Related Party Transactions Policy for purpose of identification and monitoring of such transactions.

### **EXTRACT OF ANNUAL RETURN:**

The details forming part of the extract of the Annual Return in Form MGT- 9 in accordance with Section 92(3) of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, are set out herewith as "Annexure-A" to this Report.

### **CORPORATE SOCIAL RESPONSIBILITY:**

The provisions of Section 135 in respect of Corporate Social Responsibility (CSR) are not applicable to your Company during the year under review.





### **MANAGEMENT DISCUSSION AND ANALYSIS:**

2017-18 was the most challenging year for Indian pharmaceutical industry and your company.

1. New pollution regulations in China have affected API prices massively. Since India is heavily dependent on China for either API or API intermediates, it has impacted all local prices to go up as well. On an average, there has been a rise of 40-45% in API prices but in some cases, it is as high as more than 100%. Due to ceiling prices in India, local profit margins have taken a hit.
2. Last two years have seen a major shift in manufacturing location as domestic manufacturing was encouraged by almost every semi-regulated and ROW country. In some countries, the incentive is as high as 40%.
3. These things coupled together have made it difficult for the Indian manufacturers to compete throughout the world.
4. The regulatory framework of all markets has tightened due to which the registration process has become longer.
5. Total capacity utilization has also dipped since export sales have reduced.

However your company is constantly filing dossiers in existing and new countries which will increase contribution in next 2-3 years.

### **RISK MANAGEMENT**

Company has implemented an integrated risk management approach through which it reviews and assesses significant risk on a regular basis to help ensure that there is a robust system of risk controls and mitigation in place.

### **INTERNAL CONTROL SYSTEM**

The Company's internal control system is designed and framed to ensure day to day effective and efficient operations and compliance of laws and regulations. An alert internal audit group monitors the systems and processes. The prime objective of this audit is to test the adequacy and effectiveness of all internal control systems and suggest improvements. Significant issues are brought to the attention of the audit committee for periodical review.

### **HUMAN RESOURCES**

In any organization communication with employee is a key determinant factor of success your company believes that employees are the most valued assets for success and growth of the Company. Your Company had implemented internet network for communication between management and employees for enhanced accessibility and transparency. Company has also initiated many morale building programs to strengthen their self-belief which further benefits the Company.

### **FIXED DEPOSITS**

During the financial year 2017-18, your Company has not accepted any deposit within the meaning of Sections 73 and 74 of the Companies Act, 2013 read together with the Companies (Acceptance of Deposits) Rules, 2014.

### **DIRECTORS AND KEY MANAGERIAL PERSONNEL:**

In accordance with the provisions of Section 152 of the Companies Act, 2013 and the Company's Articles of Association Mr. Ashwani Khemka, Director retires by rotation at the forth coming annual general meeting and being eligible offer himself for re-appointment. Pursuant to Section 149(7) of the Act the Company has received declaration of Independence from all the Independent Directors as stipulated under section 149(6).

Dr. Vinod Goyal ceased to be director by resignation with effective from 30th May, 2018. The Board places on record his appreciation of the valuable advice and services rendered by them during their tenure of office.

### **Appointments:**

Shri Shrenikkumar P. Solanki was appointed as Additional-Non Executive Independent Director of your Company at the meeting of the Board of Directors held on 30th May 2018.

Shri Shrenikkumar P. Solanki holds office as Additional Director upto the ensuing Annual General Meeting and being eligible has offered himself for reappointment. Appropriate resolution for his appointment is being placed for your approval at the ensuing AGM. Your Directors recommend her appointment as Independent / Non-Executive Director of your Company.

Details of Directors seeking appointment / reappointment at the forthcoming Annual General Meeting as required under clause 49 of the Listing Agreement are annexed to the Notice convening the Annual General Meeting and forms part of the Annual Report.

### **ANNUAL EVALUATION OF BOARD'S PERFORMANCE:**

In terms of the provisions of the Companies Act, 2013 read with Rules issued thereunder and Clause 49 of the Listing Agreement, the Board of Directors on recommendation of the Nomination and Remuneration Committee, have evaluated the effectiveness of the Board/Director(s) for the financial year 2017-18.

### **DECLARATION OF INDEPENDENCE:**

Your Company has received declarations from all the Independent Directors confirming that they meet the criteria of independence as prescribed under the provisions of Companies Act, 2013 read with the Schedules and Rules issued thereunder as well as Clause 49 of the Listing Agreement.





## SANJIVANI

### **NUMBER OF MEETINGS OF THE BOARD AND AUDIT COMMITTEE:**

The Company has held 7 (Seven) Board Meetings during the year under review on 30th May 2017, 30th June 2017, 14th August 2017, 26th September 2017, 6th November 2017, 14th December 2017 and 14th February 2018

The Company has held 4 (Four) Audit Committee Meetings during the year under review on 30th May 2017, 26th September 2017, 14th December 2017 and 14th February 2018.

### **WHISTLE BLOWER POLICY:**

The Company has a whistle blower policy to report genuine concerns or grievances.

### **VIGIL MECHANISM:**

Company established a vigil mechanism pursuant to the provisions of section 177(9) & (10) of the Companies Act, 2013 and as per Clause 49 of the Listing Agreement for their directors and employees to report their genuine concerns or grievances., which also incorporates a whistle blower policy in terms of the Listing Agreement, includes an Ethics & Compliance Task Force comprising senior executives of the Company. Protected disclosures can be made by a whistle blower through an e-mail, or dedicated telephone line or a letter to the member of Audit committee or to the Chairman of the Audit Committee.

### **STATEMENT OF DIRECTORS' RESPONSIBILITY**

Pursuant to Section 134(3) (c) of the Companies Act, 2013, the Directors confirm that:

- (a) in the preparation of the annual accounts for the financial year ended 31st March, 2018, the applicable accounting standards and Schedule III of the Companies Act, 2013, have been followed and there are no material departures from the same;
- (b) the Directors have 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 your Company as at 31st March, 2018 and of the profit and loss of the Company for the financial year ended 31st March, 2018;
- (c) proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) the annual accounts have been prepared on a 'going concern' basis;
- (e) proper internal financial controls laid down by the Directors were followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- (f) proper systems to ensure compliance with the provisions of all applicable laws were in place and that such systems were adequate and operating effectively.

### **CORPORATE GOVERNANCE**

The conditions of corporate governance requirements are not applicable to the Company in view of net worth requirements.

### **AUDITORS AND AUDITORS' REPORT:**

#### **STATUTORY AUDITOR**

M/s. R.B. Gohil & Co., Chartered Accountants, who retire at the ensuing AGM of your Company are eligible for re-appointment. Your Company has received written consent and a certificate stating that they satisfy the criteria provided under Section 141 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and that the appointment, if made, shall be in accordance with the applicable provisions of the Companies Act, 2013 and rules issued thereunder.

The Audit Committee and the Board of Directors recommend the appointment of M/s. R.B. Gohil & Co., Chartered Accountants, as the Auditors of your Company for the financial year 2018- 19 till the conclusion of the next AGM. The Auditors' Report for the financial year 2017-18, does not contain any qualification, reservation or adverse remark.

#### **COST AUDITOR**

Pursuant to the provisions of the Companies Act, 2013, the Board of Directors have appointed M/s Chetan Gandhi & Associates, Cost Accountants as Cost Auditors for the financial year ending March 31, 2019 at a remuneration decided by the Board of Directors on recommendation of Audit Committee. Necessary resolution seeking the ratification by shareholders of the Company has been proposed in the notice convening Twenty-third Annual General Meeting.

### **SECRETARIAL AUDIT**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, your Company has appointed Mr. Mohd. Akram, Practicing Company Secretary to conduct the



Secretarial Audit of your Company. The Secretarial Audit Report is annexed herewith as “Annexure – B” to this Report.

As regards qualification in the Secretarial Audit Report relating to non appointment of Company Secretary and CFO, the Board is in the process of appointing suitable candidates for the same and appointment will be done in due course.

**DISCLOSURE RELATING TO REMUNERATION OF DIRECTORS, KEY MANAGERIAL PERSONNEL AND PARTICULARS OF EMPLOYEES:**

The Company does not have any employee of the category specified Section 197 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

**SIGNIFICANT/MATERIAL ORDERS PASSED BY THE REGULATORS:**

There are no significant / material orders passed by the Regulators or Courts or Tribunals impacting the going concern status of your Company and its operations in future.

**GENERAL:**

- a) Your Company has not issued equity shares with differential rights as to dividend, voting or otherwise; and
- b) Your Company does not have any ESOP scheme for its employees/Directors.

**DISCLOSURES**

**A) CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:**

Additional information as required in terms of the provisions of Section 134 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 in respect to above matters is given below:

Power and Fuel Consumption	2017-18	2016-17
<b>1. Gas and Electricity</b>		
a) (1) Gas	-	-
Quantity (Kgs)	-	-
Total Amt. (Rs.)	-	-
Average Rate / Unit	-	-
(2) Electricity		
Unit	886433	971129
Total Amt. (Rs.)	7428953	7273709
Average Rate / Unit	8.380	7.490
b) (1) Own Generation	-	-
<b>2. Coal</b>	-	-
<b>3. Furnace Oil, LSHS &amp; L.D.O.</b>		
Quantity (Ltrs)	62223	53007
Total Amt. (Rs.)	2471096	2360685
Average Rate / Unit	39.71	44.53
<b>4. Other /Internal Generation</b>		

**B. RESEARCH & DEVELOPMENT**

The Company has no specific Research and Development Department. However, the Company is outsourcing the R&D work for the development of new monocular and also has a in-house Quality Control Department to check the quality of different products manufactured.

**C. FOREIGN EXCHANGE EARNINGS AND OUTGO:**

Total Foreign exchange used and Earned

(In Rs.)		
Particulars	For the year ended March 31	
	2018	2017
Used	3,08,98,569	1,47,73,702
Earned	7,76,14,673	20,28,99,567