

**15<sup>TH</sup>  
ANNUAL REPORT  
2016 - 2017**



## Chairman Message

"My warm greetings to all

I am presenting to all the Stakeholders the 15th Annual Report of the Syncom Healthcare Limited ("Company") for the financial year 2016-17.

This year has been very challenging for the Company due end of excise benefits availed that has immensely and adversely impacted the production potential of the Company and consequently eroded the competitive advantage. You would be pleased to learn that despite such hurdles and challenges faced, the company could sail over the rough weather and have been successful in maintaining its production level and could sustain in the market.

Apart from the challenges, Indian Pharmaceutical industry as a whole is plagued by drug & price regulations, complex multi-stage taxation and location based incentives provided by certain states which have resulted in bringing inefficiency and undue complexity in supply chains in India. However, the Company is hopeful that the following initiative by the government will provide the silver lining and definitely help company to raise its own bar much notches higher :-

- Firstly, apart from may structural changes, the roll out of GST will bring in significant advantages like simplification of the operations, better efficiencies enabling your company to serve customers better and ease of taxation process.
- Secondly, the Company is looking forward positively to the Jan Aushadhi initiative by the government which aims at providing quality medicines at the affordable prices which would help company to boost its sale of generic medicines.

Not only the company is growing in the domestic markets, but also expanding and creating its space in the global market. Apart from South East Asian countries, the Company is planning to capture Latin America market. Compared to the last year, the number of registration of the products of the Company in their respective markets has increased considerably.

At last, I thank our dedicated and motivated employees, customers and stakeholders for their invaluable support.

We look forward to the coming years with the hope to take the Company to new heights."

**Yours Sincerely**

**Ajay Bankda**  
**Managing Director**  
**DIN : 00013796**

## COMPANY INFORMATION

### Board of Directors

Mr. Ajay Shankarlal Bankda  
Mr. Tushar Patodia  
Mrs. Sunita Atul Garg  
Mrs. Manju Khandelwal

Managing Director  
Independent-Non Executive Director  
Independent-Non Executive Director  
Independent-Non Executive Director

### Audit committee

Mr. Tushar Patodia  
Mrs. Manju Khandelwal  
Mrs. Sunita Atul Garg  
Mr. Ajay Shankarlal Bankda

Chairman  
Member  
Member  
Member

### Nomination and remuneration committee

Mr. Tushar Patodia  
Mrs. Manju Khandelwal  
Mrs. Sunita Atul Garg

Chairman  
Member  
Member

### Stakeholder relationship committee

Mr. Tushar Patodia  
Mrs. Manju Khandelwal  
Mrs. Sunita Atul Garg  
Mr. Ajay Shankarlal Bankda

Chairman  
Member  
Member  
Member

### Company secretary cum compliance officer

Mrs. Charu Srivastava

### Statutory auditor

M/s. S.G. Kabra & Co, Chartered Accountants,  
Wavell House, 1st Floor, 1st Dhobi Talao Lane,  
Mumbai - 400 002

### Internal auditors

M/s. Khattak Kochhar & Co, Chartered Accountants,  
41/1, Inder Road, Dehradun -248001

### Cost auditors

M/s. M. Goyal & Co., Cost Accountants,  
8 Chitrugupta Nagar I, Imli Phatak Ply Crossing,  
Jaipur, Rajasthan-302005

### Bankers

Bank of India, Saket Nagar Branch,  
Saket Nagar, Indore

### Registrar and transfer agent

Link Intime India Pvt. Ltd,  
C 101, 247 Park, L.B.S. Marg, Vikhroli (West),  
Mumbai, Maharashtra - 400083

### Registered office

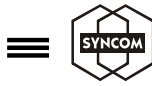
502, Advent Atria , Chincholi Bunder Road,  
Malad, Maharashtra - 400064  
E-mail-complianceofficer@syncom.in,  
Website- www.syncomhealthcare.com

### Manufacturing plant

D-42, IIE, Selaqui, Dehradun, Uttarakhand-248197

## TABLE OF CONTENTS

Notice	-	04
Directors' Report	-	08
Corporate Governance Report	-	30
Management Discussions & Analysis	-	40
Auditors' Report - Standalone	-	42
Financial Statements - Standalone	-	47
Auditors' Report - Consolidated	-	67
Financial Statements - Consolidated	-	69
Attendance Slip	-	89
Proxy form	-	90



**NOTICE OF THIS 15<sup>TH</sup> ANNUAL GENERAL MEETING**

**NOTICE** is hereby given that the 15<sup>th</sup> Annual General Meeting of **SYNCOM HEALTHCARE LIMITED** will be held on Friday, the 29th September, 2017 at 2.30 p.m. at Hotel Gaurav, RMC - 12/13, Hindustan Naka Signal, Charkop Marve link road, Kandivali (W), Mumbai- 400067 to transact the following business:

**ORDINARY BUSINESS :**

**Item No.1 Adoption of Financial Statements**

To receive, consider and adopt the Audited Financial Statements (including the consolidated financial statements) of the Company for the financial year ended 31st March 2017 alongwith the reports of the Board of Directors ("the Board") and Auditors thereon.

**Item No.2 Appointment of Mr. Ajay Shankarlal Bankda (DIN: 00013796) as a director liable to retire by rotation**

To appoint a Director in place of Mr. Ajay Shankarlal Bankda (DIN: 00013796) who retires by rotation, and being eligible, offers himself for re-appointment.

**Item No. 3. Appointment of Statutory Auditors and to fix their remuneration :**

**"RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and 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), and pursuant to the recommendations of Audit Committee to appoint M/s. S.G. Kabra & Co., Chartered Accountants, Mumbai having ICAI Firm Registration No. 104507W who have confirmed their eligibility to be appointed as Auditors, in terms of provisions of Section 141 of the Act, and Rule 4 of the Rules, be and are hereby appointed as Statutory Auditors of the Company for the financial year, 2017-18 till 2019-20 shall be subject to ratification at all the subsequent Annual General Meetings on such remuneration as may be agreed upon by the Board of Directors and the Auditors, in addition to service tax and re-imbursement of out of pocket expenses incurred by them in connection with the audit of Accounts of the Company."

**SPECIAL BUSINESS:**

**Item No 4. Ratification of remuneration of cost auditor**

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 Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration payable to M. Goyal & Co., Cost Accountants having Firm Registration No. 000051 appointed by the Board of Directors of the Company as Cost Auditors to conduct the audit of the cost records of the Company for the financial year 2017-18 amounting to Rs. 25000 plus service tax as applicable and re-imbursement of out of pocket expenses incurred by them in connection with the aforesaid audit, as recommended by the Audit Committee and approved by the Board of Directors of the Company, be and is hereby ratified and confirmed."

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

**Item No. 4**

The Board of Directors of the Company on the recommendation of Audit Committee, approved the appointment and remuneration of Goyal & Co., Cost Accountants, to conduct the audit of the cost records of the Company for the financial year 2017-18. In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rules thereunder, the remuneration payable to the Cost Auditor is required to be ratified by the members of the Company. Accordingly, the members are requested to ratify the remuneration payable to the Cost Auditors for audit of cost records of the Company for the financial year 2017-18 as set out in the resolution for the aforesaid services to be rendered by them.

None of the Directors or Key Managerial Personnel of the Company (including relatives of Directors or Key Managerial Personnel) are in any way, whether financially or otherwise, concerned or interested, in the said resolution.

The Board of Directors recommend the Ordinary Resolution as set out at Item No. 4 of the Notice for approval by the members.

Date: 10.07.2017

Place: Mumbai

Registered Office:

502, Advent Atria, Chincholi Bunder,  
Opp. Kingston complex, Malad (West),  
Mumbai-400064  
CIN: L51397MH2002PLC136652

By Order of the Board  
For Syncom Healthcare Limited

Ajay Shankarlal Bankda  
Managing Director  
DIN: 00013796

**NOTES :**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE GENERAL MEETING IS ENTITLED TO APPOINT A PROXY, WHO NEED NOT BE A MEMBER, TO ATTEND AND VOTE ON POLL ON BEHALF OF HIMSELF/ HERSELF. The instrument appointing the Proxy, in order to be effective, should be duly completed and deposited at the Registered Office of the Company, not less than 48 (forty eight) hours before the commencement of the Meeting. A proxy form for the Annual General Meeting (AGM) is enclosed.  
A person can act as a proxy on behalf of the Members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A Member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as a proxy for any other person or Member. Proxies submitted on behalf of limited companies, societies, etc. must be supported by valid and effective resolution/ authority, as applicable.
2. The relevant Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 (Act) in respect of the business under Item No.4 of the notice is annexed thereto.
3. The register of Members and the Share Transfer Books of the Company will remain closed from Friday, 22nd September 2017 to Thursday, 28th September, 2017 (both days inclusive) for the purpose of the 15th Annual General Meeting of the Company to be held on 29th September 2017.
4. Details as mandated under Secretarial Standards-2 issued by the Institute of Company Secretaries of India effective from 1st July 2015 and Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ['Listing Regulations'], entered into with Stock Exchange(s), the information about the Director proposed to be re-appointed is given in the Notice.
5. Electronic copy of the 15th Annual Report 2016-17, inter alia, indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/ Depository Participant(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 Notice of the 15th Annual Report 2016-17, inter alia, indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the physical mode.
6. Members are requested to :-
  - i. Write to the Company at least 7 days before the date of the meeting, in case they desire any information as regards the Audited Accounts for the financial year ended 31st March 2017, so as to enable the Company to keep the information ready.
  - ii. Bring their copy of the Annual Report, Attendance slip and their photo identity proof at the Annual General Meeting.
  - iii. Intimate to the Registrar & Transfer Agent (R&TA) of the Company immediately, about any change in their address, where the shares are held in electronic form, such change is to be informed to the Depository Participant (DP) and not to the Company/ R&TA.
  - iv. Quote Registered Folio no. or DP ID/Client ID no. in all their correspondence.
  - v. Approach the R&TA of the Company for consolidation of folios.
  - vi. Avail of Nomination facility by filing in and forwarding the nomination form to the R&TA, if not already done.
  - vii. Send all share transfer lodgments (physical mode)/ correspondence to the R&TA of the Company, M/s. Link Intime India Private Limited C 101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai, Maharashtra-400083 upto the date of book closure.
7. Corporate Members are requested to forward a certified copy of the Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting.
8. Map of the venue of the AGM is given at the note no 18.
9. The Company has listed its shares on the BSE Limited and National Stock Exchange. The listing fees till date have been paid.
10. All the documents referred to in the Notice are open for inspection at the Registered Office of the Company between 11:00 a.m. to 3:00 p.m. on all working days except Saturdays, Sundays and Public Holidays until the date of the Annual General Meeting or any adjournment(s) thereof.
11. The Company is supporting "Green Initiative in Corporate Governance", a step taken by the Ministry of Corporate Affairs wherein the service of various documents including Notice, Directors' Report, Annual Accounts and various correspondences by a Company can be made through electronic mode which shall also be in compliance with the provisions of Section 20 of the Companies Act, 2013. Supporting this initiative the Company sends its Annual Report to the members whose email ids are available in electronic form. To support this initiative in full measure, Members who have not registered their email address with the Depository through their concerned Depository Participants (DPs) are requested to register the same with their DPs. Members who hold shares in physical form are requested to register their email address with M/s. Link Intime India Private Limited C 101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai, Maharashtra, 400083.  
In case you desire to receive the documents mentioned above in physical form or register or change your email address, you are requested to send an e-mail to [complianceofficer@syncom.in](mailto:complianceofficer@syncom.in)
12. In terms of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Listing Regulations, the Company has made arrangement to its members to exercise their right to vote at Annual General Meeting by electronic means.
13. The members shall note that the facility for voting shall also be provided at the meeting through poll paper and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their voting rights at the meeting. If the members have already cast their vote by remote e-voting prior to the meeting they may attend the meeting but shall not be entitled to cast their vote again and his vote, if any, cast at the meeting shall be treated as invalid.

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

- (i) The voting period begins Tuesday, 26th September 2017 at 9:00 a.m. and ends on Thursday, 28th September 2017 at 5:00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 22nd September 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://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:

	<b>For Members holding shares in Demat Form and Physical Form</b>
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"> <li>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.</li> <li>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.</li> </ul>
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"> <li>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 (v).</li> </ul>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <SYNCOM HEALTHCARE 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 a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also 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](http://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](mailto: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](mailto: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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
14. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of 22nd September 2017.
  15. Mr. Sanjay Dholakia, Practising Company Secretary has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. At the Annual General Meeting the Chairman shall provide voting facilities for the attending members who have not cast their votes electronically through poll.
  16. The Scrutinizer shall immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting and thereafter unblock the votes cast through e-voting in the presence of at least two (2) witnesses not in the employment of the Company and make, within a period not exceeding three (3) days from the conclusion of the meeting a Consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, forthwith to the Chairman of the Company or a person authorised by him in writing who shall countersign the same.
  17. The Chairman or the authorised person shall declare the results of the voting forthwith and the results declared alongwith the report of the scrutinizer shall be placed on the website of the Company i.e. [www.syncomhealthcare.com](http://www.syncomhealthcare.com) and on the website of CDSL.
  18. Map of venue of AGM:



19. Detail of Director seeking re-appointment at the forthcoming Annual General Meeting.

Name	Mr. Ajay Shankarlal Bankda
Date of Birth	26/09/1960
Qualification	Graduate
Nature of Expertise	Sales and Marketing
Experience	He is the one behind the inception of the Company. He has over 40 years of experience in the field Pharmaceutical industry.
Name of other Public Companies in which holds Directorship	NIL
Name of other Companies in Committees of which holds Membership/ Chairmanship	NIL
Shareholding in Syncom Healthcare Limited	NIL

Date: 10.07.2017

Place: Mumbai

Registered Office:  
 502, Advent Atria, Chincholi Bunder,  
 Opp. Kingston complex, Malad (West),  
 Mumbai-400064

By Order of the Board  
 For Syncom Healthcare Limited

Ajay Shankarlal Bankda  
 Managing Director  
 DIN: 00013796

## DIRECTORS' REPORT

[(Disclosure under Section 134(3) of the Companies Act, 2013)  
 {Read With Companies (Accounts) Rules, 2014}]

Dear Shareholders,

Your Directors have pleasure in presenting their 15th Annual Report along with the audited annual accounts for the year ended 31st March 2017 to the members of the Company.

### 1. Financial Highlights (Standalone and Consolidated) :

Financial Results of the Company for the year under review along with the figures for the previous year are as follows:

(Rs. in Lacs)

Particulars	Year Ended 31/03/2017	Year Ended 31/03/2016
Sales and other income	5546.78	6590.06
Profit before Interest and Depreciation	(6730.80)	361.47
Less : Interest	307.30	331.22
Profit before Depreciation	(7038.10)	30.25
Less : Depreciation & Amortization	558.90	463.45
Profit before Taxation	(7597.00)	(433.20)
Less Provision for Taxation	790.86	-
Less: Provision for deferred tax liability/(Assets)	-	79.96
Profit after Taxation	(8387.86)	(353.24)
Prior year (Income)/ Expenses	0.00	0.00
Balance carried to Balance Sheet	(8387.86)	(353.24)

The consolidated performance of the group as per consolidated financial statements is as under :

(Rs. in Lacs)

Particulars	Year Ended 31/03/2017	Year Ended 31/03/2016
Sales and other income	5778.97	12687.92
Profit before Taxation	(15,991.80)	(423.11)
Tax Expense	790.86	(79.96)
Profit after Taxation	(16,782.65)	(343.15)

### 2. Brief description of the Company's working during the year/ state of Company's affair :

During the year under review, the Company has earned a total income of Rs. 5546.78 Lacs as against the income of Rs. 6590.06 Lacs in the previous year, thereby registering a dip in turnover by 15.83%. The Company during the year under review has incurred a loss of Rs. (8397.83) Lacs as against the loss of Rs. (353.24) Lacs in the previous year. The sale of the Company is impacted mainly on account withdrawal of excise benefits which invariably resulted in increase in cost of production thereby hampering the competitive edge of the Company. During the year under review the Company has made exports of Rs. 203.38 Lacs as against 262.90 in the previous year. The Company is endeavoring to its full potential to improve the overall performance of the Company.

### 3. Dividend:

No Dividend was declared for the current financial year 2016-17 due to loss incurred by the Company

### 4. Reserves:

The Board does not propose to carry any amounts to reserves.

### 5. Change in the nature of business, if any :

There was no change in nature of business.

### 6. 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 and the date of the report :

No material changes have occurred subsequent to the close of the financial year of the Company to which the balance sheet relates and the date of the report.



**7. Details of significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future:**

There were no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.

**8. Details of Subsidiary/ Joint Ventures/ Associate Companies :**

The Company has one subsidiary namely Syncom Healthcare International FZE. The details of the same are annexed in form AOC-1 as Annexure 1. Further the Company did not have any Joint Venture/Associate Company during the year under review.

**9. Board Meetings:**

The Board met ten times during the financial year under review. The meeting details are provided in the corporate governance report that forms part of this Annual Report. The maximum interval between any two meetings did not exceed 120 days, as prescribed in the Companies Act, 2013.

**10. Extract of the Annual Return:**

In accordance with Section 134(3) (a) of the Companies Act, 2013, an extract of the Annual Return in Form MGT – 9 is appended as Annexure 2 of the Board's Report.

**11. Conservation of energy, technology absorption and foreign exchange earnings and outgo :**

**(A) Conservation of energy**

S. No.	Particulars	
i.	The steps taken or impact on conservation of energy;	All efforts are made to conserve and optimize use of energy with continuous monitoring, improvement in maintenance and distribution systems and through improved operational techniques.
ii.	The steps taken by the company for utilizing alternate sources of energy;	NA
iii.	The capital investment on energy conservation equipment's	Nil Nil

**Technology absorption**

(i)	The efforts made towards technology absorption	Updation of in house Technology is a Continuous process, absorption implemented in our Industry & Technology developed by R & D department is fully absorbed for development in the existing product and new models as per requirement by our company's R & D.	
(ii)	The benefits derived like product improvement, cost reduction, product development or import substitution	The Company has been able to successfully indigenize the tooling to a large extent. Increased efficiency, better performance and wider product range.	
(iii)	In case of imported technology (imported during the last three years reckoned from the beginning of the financial year	NIL	
	(a) the details of technology imported	NIL	
	(b) the year of import	NIL	
	(c) whether the technology been fully absorbed NA	NIL	
	(d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof; and	NIL	
(iv)	The expenditure incurred on Research and Development	NIL	
Foreign exchange earnings and Outgo (In Rs.)		2016-17	2015-16
(i)	The Foreign Exchange earned in terms of actual inflows during the year;	20,338,056/-	2,62,90,563/-
(ii)	The Foreign Exchange outgo during the year in terms of actual outflows.	6,067,126/-	32,55,054/-

## 12. Directors And Key Managerial Personnel :

During the period under review the following were the changes in the Directors and Key Managerial Personnel:-

- Mr. Ajay Shankarlal Bankda (DIN: 00013796) resigned from the post of Managing Director w.e.f. 14th May, 2016 and thereafter he was appointed as a Managing Director of the Company w.e.f. 31st December, 2016
- Mr. Pratik Bankda (DIN: 02675798) was appointed as a Managing Director of the Company w.e.f. 14th May, 2016 and thereafter resigned on 23rd December, 2016.
- Mr. Ashok Kumar Choudhary (DIN: 07441963), Whole-time Director of the Company had resigned from the Directorship w.e.f. 23rd March, 2017.
- Ms. Akansha Sisodiya, Company Secretary resigned w.e.f. 26, April 2017.
- Ms. Ankita Gupta, Company Secretary was appointed w.e.f. 20th June 2016 and resigned w.e.f. 12th January, 2017.
- Ms. Charu Srivastava, Company Secretary was appointed w.e.f. 24th January, 2017.

## B) Board Evaluation :

Pursuant to the provisions of the Companies Act, 2013 and the Listing Agreement/Regulations, the Board has carried out an annual performance evaluation of its own performance, of individual Directors as well as the evaluation of the working of its all Committees.

Directors:

### i. Independent Directors:

The performance of each independent director was evaluated by the entire Board of Directors (in the absence of the director getting evaluated) on various parameters like engagement, leadership, analysis, decision making, communication, governance, interest of stakeholders, etc. The Board was of the unanimous view that every Independent Director was a reputed professional and brought his rich experience to the deliberations of the Board. The Board also appreciated the contribution made by all Independent Directors in guiding the management to achieving higher growth and continuance of each independent director on the Board will be in the interest of the Company.

### ii. Non-Independent Directors:

The performance of all the non-independent directors was evaluated by the Independent Directors at their separate meeting. Further, their performance was also evaluated by the Board of Directors. The various criteria considered for the purpose of evaluation included leadership, engagement, transparency, analysis, decision making, functional knowledge, governance, stakeholders etc. The Board was of the unanimous view that all the non-independent directors were providing good business and people leadership.

### iii. Declaration by an Independent Director(s) and re-appointment, if any:

Pursuant to provisions of Section 134(3)(d) of the Companies Act, 2013, with respect to statement on declaration given by Independent Directors under Section 149(6) of the Act, the Board hereby confirms that all the Independent Directors of the Company have given a declaration and have confirmed that they meet the criteria of independence as provided in the said Section 149(6).

## 13. Share Capital

During the period under review, there were no changes in the Capital Structure of the Company. The Authorised Capital of the Company Stands at 31st March 2017 is Rs. 40,00,00,000 divided into 4, 00, 00,000 equity shares of Rs. 10 each.

The issued and Subscribed of the Company is Rs. 40,00,00,000 divided into 4,00,00,000 equity shares of Rs. 10 each.

## 14. Details of Committee of the Board:

At present, the Board has following Three (3) Committees:

- Audit Committee,
- Nomination and Remuneration Committee,
- Stakeholders' Relationship Committee,

The Composition of various Committees and compliances, are in line with the applicable provisions of the Companies Act, 2013 read with the Rules and Listing Regulations. Details of terms of reference of the Committees, Committees membership and attendance at meetings of the Committees are provided in the Corporate Governance Report.

## 15. Policy on Directors' appointment and Policy on remuneration

Pursuant to Section 134(3)(e) and Section 178(3) of the Companies Act, 2013, the policy on appointment of Board members including criteria for determining qualifications, positive attributes, independence of a Director and the policy on remuneration of Directors, KMP and other employees is attached as `Annexure 3` respectively, which forms part of this report.

## 16. Vigil Mechanism:

The Company has a Vigil Mechanism cum Whistle Blower Policy ('Vigil Mechanism') in place. The Vigil Mechanism is a system for providing a tool to the employees of the Company to report violation of personnel policies of the Company, unethical behavior, suspected or actual fraud, violation of code of conduct. The Company is also committed to provide requisite safeguards for the protection of the persons who raise such concerns from reprisals or victimization, for whistle blowing in good faith.

The Board of Directors affirms and confirms that no personnel have been denied access to the Audit Committee. The Policy contains the provision for direct access to the chairperson of the Audit Committee in appropriate or exceptional cases. The same is available on the