



**SYNCOM**  
Healthcare Limited



17<sup>th</sup> **ANNUAL REPORT**  
**2018 - 2019**

Cetirizine  
means **CTZ**

**SYNCOM**

India's  
Most  
Trusted  
& Largest  
Selling

**No. 1 CTZ**

**CETIRIZINE 10mg TABLETS**



Watery or Itchy Eyes  
with red ness



Blocked or Runny Nose



Coughing



Dry Itchy Skin



Sneezing



करोड़ो लोगों  
का विश्वास



**सीटीझेड**



उपयोग: एलर्जी • सामान्य जुखाम • लाल चकत्ते • आंख से पानी  
• आंख, नाक, गला, त्वचा में खुजली • खांसी और छीकना



### Company Information

#### Board of Directors

Mr. Ajay Shankarlal Bankda  
 Mr. Manoj Negi  
 Mr. Tushar Patodia  
 Mrs. Sunita Atul Garg  
 Mr. Bhismapal Singh Yadav

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

#### Audit Committee

Mr. Tushar Patodia  
 Mr. Bhismapal Singh Yadav  
 Mrs. Sunita Atul Garg  
 Mr. Ajay Shankarlal Bankda

Chairman  
 Member  
 Member  
 Member

#### Nomination and Remuneration Committee

Mr. Tushar Patodia  
 Mr. Bhismapal Singh Yadav  
 Mrs. Sunita Atul Garg

Chairman  
 Member  
 Member

#### Stakeholder Relationship Committee

Mr. Tushar Patodia  
 Mr. Bhismapal Singh Yadav  
 Mrs. Sunita Atul Garg  
 Mr. Ajay Shankarlal Bankda

Chairman  
 Member  
 Member  
 Member

#### Company secretary cum compliance officer

Mrs. Charu Srivastava (Till 31.03.2019)  
 Mrs. Farida Bhatia (From 01.04.2019)

#### 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. Rima Jain & Co., Chartered Accountants,  
 39, Shakti Vihar, Majra, Dehradun- 248001

#### Cost auditors

M/s. M. Goyal & Co., Cost Accountants,  
 8 Chitragupta 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

**Email-** complianceofficer@syncom.in,

**Website-** www.syncomhealthcare.in

#### Manufacturing plant

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

### TABLE OF CONTENTS

Notice	- 04
Director's Report	- 16
Corporate Governance Report	- 47
Management Discussions and Analysis	- 64
Auditor's Report-Standalone	- 67
Financial Statements-Standalone	- 83
Attendance Slip	- 114
Proxy Form	- 115

**NOTICE OF THE 17<sup>th</sup> ANNUAL GENERAL MEETING**

**NOTICE** is hereby given that the 17<sup>th</sup> Annual General Meeting of **SYNCOM HEALTHCARE LIMITED** will be held on Monday, the 30<sup>th</sup> September, 2019 at 02.30 p.m. at Hotel Gaurav, RMC - 12/13, Hindustan Naka Signal, CharkopMarve 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 of the Company for the financial year ended 31<sup>st</sup> March 2019 along with the reports of the Board of Directors ("the Board") and Auditors thereon.

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

**"RESOLVED THAT** the audited financial statements of the Company for the financial year ended March 31, 2019 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted."

**Item No. 2: Appointment of a Director in place of Mr. Ajay Shankarlal Bankda (DIN: 00013796) who retires by rotation and, being eligible, offers himself or re-appointment.**

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

**Item No. 3: Appointment of M/s. Bhatte and Company Chartered Accountants as Statutory Auditors to hold office for FY 2019-20 and to fix remuneration.**

To consider and, if thought fit, to pass, 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 read with the Companies (Audit and Auditors) Rules, 2014, as may be applicable and pursuant to the recommendations of the Audit Committee, M/s. Bhatte and Company, Chartered Accountants (Firm Registration No. 131092W), be appointed as statutory auditors of the Company, in place of retiring auditors M/s. S G Kabra & Company, Chartered Accountants (Firm Registration No. 104507W), to hold office from the conclusion of the 17<sup>th</sup> Annual General Meeting (AGM) until the conclusion of the 18<sup>th</sup> Annual General Meeting (AGM), at such remuneration and out of pocket expenses, as may be decided by the Board of Directors of the Company".

**SPECIAL BUSINESS:****Item No. 4: Ratification of Remuneration of Cost Auditor**

To consider and, if thought fit, to pass, 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 2018-19 amounting to Rs. 40000 plus GST as applicable and re-imbursment 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."



**Item No. 5: Regularization of Appointment of Mr. Manoj Negi as Executive - Director of the Company**

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

**“RESOLVED THAT** pursuant to the provisions of Section 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and all other applicable rules made under the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the Articles of Association of the Company, on recommendation of the Nomination & Remuneration Committee and the Board of Directors, approval of the Shareholders of the Company be and is hereby accorded for the appointment of Mr. Manoj Negi (DIN 08347609) as the Executive Director of the Company w.e.f. 31<sup>st</sup> January, 2019 for a period of 5 years subject to retirement by rotation on such terms and conditions as mentioned in the draft agreement to be entered into between the Company and Mr. Manoj Negi (DIN 08347609), the draft of which be and is hereby submitted to this meeting duly initialed by the Chairman for the purpose of identification, which draft Agreement is hereby specifically sanctioned with liberty to the Board of Directors (hereinafter referred to “the Board” which term shall be deemed to include the Nomination & Remuneration Committee constituted by the Board) on the recommendation of the Nomination & Remuneration Committee and to alter and vary the terms and conditions of the said appointment and/or remuneration and/or agreement subject to the same not exceeding the limits specified in Schedule V to the Companies Act, 2013, including any statutory modification or re-enactment thereof for the time being in force or as may hereafter be made by the Central Government in that behalf from time to time or any amendments thereto as may be agreed to between the Board of Directors and **Mr. Manoj Negi (DIN 08347609)**.

**RESOLVED FURTHER THAT** notwithstanding anything to the contrary herein contained, where in any financial year during the currency of his tenure, the Company has no profits or its profits are inadequate, remuneration by way of salary and perquisites shall not exceed the aggregate of the remuneration as provided in Section II of Part II of Schedule V of the Companies Act, 2013.

**RESOLVED FURTHER THAT** that the Board of Directors be and is hereby authorised to take such steps as may be necessary, proper or expedient to give effect to such resolution.”

**Item No. 6: Appointment of Mr. Bhishampal Singh Yadav (DIN 07017046) as Non-Executive Independent Director of the Company**

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

**“RESOLVED THAT** pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as “the Act”), and the Rules made there under read with Schedule IV to the Companies Act, 2013, including any statutory modifications and amendments thereof, **Mr. Bhishampal Singh Yadav (DIN 07017046)**, who was appointed as an Additional Director (Non-Executive category) of the Company with effect from 30.05.2019, entitled to hold office up to the conclusion of the ensuing Annual General Meeting and whose term expires at this Annual General Meeting, and who has submitted a declaration to the effect that he meets the criteria of independence as provided under section 149(6) of the Act and Regulation 16(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, proposing his candidature for the office of director, be and is hereby appointed as an Independent Non-Executive Director of the Company, not liable to retire by rotation, to hold office for a term of five consecutive years from the conclusion of this AGM till the conclusion of 22<sup>nd</sup> t AGM or till such earlier date to conform with the policy on retirement and as may be determined by any applicable statutes, rules, regulations or guidelines thereto.”



**Item No. 7: Selling or Disposing off Assets/Undertaking(s) of the Company and / or Creation of Security**

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

**“RESOLVED THAT** in terms of Sections 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013 read with the Rules, if any, made there under, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) (the “Act”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and any other applicable laws and provisions of the Memorandum and Articles of Association of the Company, and subject to such other consents, permissions and sanctions, as may be necessary from all the concerned statutory/government authorities and in accordance with the applicable regulations and/ or guidelines issued by any other competent governmental or regulatory authorities as may be required (hereinafter collectively referred to as ‘Appropriate Authority’) and subject to such conditions and / or modifications as may be prescribed by any of them while granting such approvals, permissions, consents and / or sanctions (hereinafter referred to as “Requisite Approvals”), which may be agreed to by the Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded to the Board to sell, lease, convey, transfer, assign, deliver, hive off or otherwise dispose of, the plant of the company situated at Dehradun and/or to mortgage, convey and deliver or otherwise dispose of and/or cause to be sold, assign, transfer and deliver, investment in the Special Purpose Vehicles (SPVs)/subsidiaries/joint ventures of the Company together with all its assets (including the assets under construction) and liabilities/obligations of whatsoever nature, for such consideration and on such date as the Board may in its absolute discretion deem fit and proper and on such terms and conditions (including without limitation, mode of receipt of the sale consideration) as may be mutually agreed between the parties.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to undertake all such acts, deeds, matters and things as may be deemed necessary, proper, desirable and expedient in its absolute discretion, for the purpose of giving effect to this resolution, and to settle any question, difficulty or doubt that may arise in this regard without requiring the Board to seek any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors of the Company or to any Director of the Company or any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this Resolution.”

**By Order of the Board**  
**For Syncom Healthcare Limited**

Farida Bhatia  
Company Secretary  
Date: 23.08.2019  
Place: Mumbai  
Registered Office:  
502, Advent Atria, Chincholi Bunder,  
Opp. Kingston complex, Malad (West),  
Mumbai-400064  
CIN: L51397MH2002PLC136652



**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 to 7 of the notice is annexed thereto.
3. The register of Members and the Share Transfer Books of the Company will remain closed from Tuesday, 24<sup>th</sup> September, 2019 to Monday, 30<sup>th</sup> September, 2019 (both days inclusive) for the purpose of the 17<sup>th</sup> Annual General Meeting of the Company to be held on 30<sup>th</sup> September, 2019.
4. Details as mandated under Secretarial Standards-2 issued by the Institute of Company Secretaries of India effective from 1<sup>st</sup> 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 17<sup>th</sup> Annual Report 2018-19, 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 17<sup>th</sup> Annual Report 2018-19, 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 31<sup>st</sup> March 2019, 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 17
9. The Company has listed its shares on the BSE Limited and National Stock Exchange of India Limited. 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. Voting through electronic means
  - I. In compliance with provisions of Section 108 of the Companies Act, 2013 and 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on the resolutions proposed to be considered at the 17<sup>th</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the Annual General Meeting (“remote e-voting”) will be provided by National Securities Depository Ltd. (NSDL).
  - II. The remote e-voting period commences on Friday, 27<sup>th</sup> September 2019 at 9:00 a.m. and ends on Sunday 29<sup>th</sup> September, 2019 at 5:00 p.m. During this period members’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Monday, 23<sup>rd</sup> September, 2019 may cast their vote by remote e-voting.

The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

- III. The instructions for e-voting are as under:

*The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:*

**Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>**

**Step 2 : Cast your vote electronically on NSDL e-Voting system.**



**Details on Step 1 is mentioned below:**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID  For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID  For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company  For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:

- a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need enter the 'initial password' and the system will force you to change your password.
- c. How to retrieve your 'initial password'?

- (i) If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) Physical User Reset Password? (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Homepage of e-Voting will open

**Details on Step 2 is given below:**

**How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is inactive status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.