

CHEMO PHARMA LABORATORIES LIMITED

**78TH ANNUAL REPORT
2019-2020**

BOARD OF DIRECTORS

SHRI. SHREENIWAS SOMANI
SHRI. ASHOK SOMANI
SMT. SHANTA SOMANI
(Re-appointed w.e.f. 27/08/2019)
SHRI. BALKISHAN LOHIA
(Re-appointed w.e.f. 27/08/2019)
SHRI. TOBY ANTONY
SHRI. MATHURA PRASAD SHARMA
(Re-appointed w.e.f. 27/08/2019)

CHIEF EXECUTIVE OFFICER

SHRI. SHREENIWAS SOMANI

CHIEF FINANCIAL OFFICER

SHRI. ASHOK SOMANI

**COMPANY SECRETARY
& COMPLIANCE OFFICER**

SMT. NEHA VORA

BANKERS

KOTAK MAHINDRA BANK, MUMBAI
AXIS BANK LTD., MUMBAI
UNION BANK OF INDIA, MUMBAI

STATUTORY AUDITORS

M/S. VMD & CO.,
CHARTERED ACCOUNTANTS, MUMBAI

INTERNAL AUDITOR

M/S. SARDA SONI & ASSOCIATES LLP,
CHARTERED ACCOUNTANTS, MUMBAI

SECRETARIAL AUDITOR

S. K. JAIN & CO.
PRACTICING COMPANY SECRETERIES

REGISTERED OFFICE

5, KUMUD APARTMENT CHS. LTD.,
KARNIK ROAD, CHIKAN GHAR,
KALYAN, DIST. THANE - 421301

CORPORATE OFFICE

EMPIRE HOUSE, 3RD FLOOR,
214, DR. D. N. ROAD,
FORT, MUMBAI - 400001

**REGISTRAR AND
SHARE TRANSFER AGENTS**

PURVA SHAREGISTRY (INDIA) PRIVATE LIMITED
UNIT NO. 9, SHIV SHAKTI IND. ESTATE,
J. R. BORICHA MARG,
LOWER PAREL (E), MUMBAI-400011
E-MAIL ID - support@purvashare.com

WEBSITE : www.thechemopharmalaboratoriesltd.com
E-MAIL ID : chemopharmalab@gmail.com

CHEMO PHARMA LABORATORIES LIMITED

CIN No. - L99999MH1942PLC003556

Registered Office: 5-Kumud Apartment Co. Op. Hsg. Soc. Ltd., Karnik Road,
Chikan Ghar, Kalyan, Dist. Thane - 421301

Tel No. - (022) 22078381/22078382

Website: www.thechemopharmalaboratoriesltd.comEmail Id: chemopharmalab@gmail.com**NOTICE CONVENING ANNUAL GENERAL MEETING**

NOTICE is hereby given that the **SEVENTY EIGHT ANNUAL GENERAL MEETING** of the Shareholders of **CHEMO PHARMA LABORATORIES LIMITED** will be held through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") on **Tuesday, 29th September, 2020** at **04:00 p.m.** to transact the following business:

ORDINARY BUSINESS

1. To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2020 and the Report of Board of Directors and Auditors thereon.
2. To appoint a Director in place of Shri. Shreeniwas Somani (DIN-00077939), who retires by rotation and being eligible, offers himself for re-appointment.

NOTES:

1. The Company's Statutory Auditors, M/s. VMD & Co. were appointed as Statutory Auditors of the Company for a period of five consecutive years at the Annual General Meeting of the Members held on 30th August, 2016 on remuneration to be determined by the Board of Directors. Their appointment was subject to ratification by the Members at every subsequent Annual General Meeting held after 30th August, 2016. Pursuant to the amendments made to Section 139 of the Companies Act, 2013 by the Companies (Amendment) Act, 2017 effective from 07th May, 2018, the requirement of seeking ratification of the Members for the appointment of the Statutory Auditors has been withdrawn from the Statute. In view of the above, ratification of the Members for continuance of their appointment at this Annual General Meeting is not being sought. The Statutory Auditors have given a confirmation to the effect that they are eligible to continue with their appointment and that they have not been disqualified in any manner from continuing as Statutory Auditors. The remuneration payable to the Statutory Auditors shall be determined by the Board of Directors based on the recommendation of the Audit Committee.
2. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed, the Government of India, Ministry of Corporate Affairs allowed conducting Annual General Meeting through video conferencing(VC)/Other audio visual means (OAVM) and dispensed personal present of the members at the meeting. Accordingly, the Ministry of Corporate Affairs issued Circular No. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020, prescribing the procedures and manner of conducting the Annual General Meeting through VC/OAVM. In terms of the said Circulars, the 78th Annual General Meeting (AGM) of the members be held through video conferencing (VC)/Other audio visual means (OAVM). Hence, Members can attend and participate in the AGM through VC/OAVM only. The detailed procedure for participating in the meeting through VC/OAVM is annexed herewith (Annexure-A) and is also available at the website of the Company i.e. www.thechemopharmalaboratoriesltd.com
3. The helpline number regarding any query / assistance for participation in the AGM through VC/OAVM is (022) 22078381/82.
4. Generally, a member entitled to attend and vote at 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.

Since this AGM is being held through VC/OAVM pursuant to the MCA Circulars, physical attendance of members has been dispensed. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed hereto.

5. Members are requested to participate on first come first serve basis, as participation through video conferencing is limited. Members can login and join prior to the schedule time of meeting and window. Participation is restricted upto 1000 members only.
6. Members can raise questions in the chat box which is going to be provided during the meeting. However, it is requested to raise the queries precisely and in short at the time of meeting to enable to answer the same.
7. Relevant documents referred to in the accompanying Notice can be obtained by writing to the Company Secretary of the Company.
8. In respect of Resolutions bearing item no. 2, a Statement giving additional information on the Directors seeking appointment/re-appointment is annexed herewith as required as under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
9. Corporate / Institutional Members (i.e. other than Individuals, HUFs, NRIs, etc.) are also required to send legible scanned certified true copy (in PDF Format) of the Board Resolution/Power of Attorney/Authority Letter, etc. together with attested specimen signature(s) of the duly authorized representative(s), to the Company/Registrar and Share Transfer agent at e-mail id: chemopharmalab@gmail.com / support@purvashare.com
10. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
11. The Company has notified closure of Register of Members and Share Transfer Books from 24th September, 2020 to 29th September, 2020 (both days inclusive).
12. Members holding shares in electronic form are requested to intimate immediately any change in their address or to their Depository Participants with whom they are maintaining their Demat Accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company/Purva Shareregistry (India) Private Limited.
13. 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/Purva Shareregistry (India) Private Limited.
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 Purva Shareregistry (India) Private Limited for consolidation into a single folio.
15. Members who have not registered their e-mail addresses so far are requested to register their e-mail address on the website of the Registrar and Share Transfer Agent of the Company i.e. Purva Shareregistry (India) Private Limited for receiving all communications including Annual Report, Notices, Circulars, etc. from the Company electronically.
16. Members holding shares in their single name are advised to make a nomination in respect of their shareholding in the Company. The Nomination Form can be downloaded from the website of the Company by accessing the icon of Companies Act, 2013 Compliance. Members holding shares in physical form should file their Nomination Form with the Company whilst the Members holding shares in dematerialized form should file their Nomination Form with their DP.

17. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agent i.e. Purva Sharegistry (India) Private Limited for assistance in this regard.
18. In compliance with the MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-2020 is being sent only through electronic mode to those members whose email addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the website of the Company i.e. www.thechemopharmalaboratoriesltd.com and on the website of the BSE Limited.
19. The Notice of AGM and Annual Report are being sent in electronic mode to the Members whose e-mail address is registered with the Company or the Depository Participant(s). Members (Physical/Demat) who have not registered their email addresses with the Company can get the same registered by visiting the website of Purva Sharegistry (India) Private Limited, Registrar and Share Transfer Agent of the Company.
20. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice will be available for inspection in electronic mode. Members can inspect the same by sending an email to chemopharmalab@gmail.com
21. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
22. Since the AGM will be held through VC/OAVM, the route map of the venue of the Meeting is not annexed hereto.

GENERAL INFORMATION

1. Pursuant to Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of Listing Regulations, the Company is pleased to provide the facility to Members to exercise their right to vote on the resolutions proposed to be passed at AGM by electronic means. The Members whose names appear in the Register of Members/List of Beneficial Owners as on 22nd September, 2020 i.e. the date prior to the commencement of book closure, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. Members may cast their votes on electronic voting system from any place other than the venue of the meeting (remote e-voting). The remote e-voting period will commence at 09:00 a.m. Hours (IST) on Saturday, 26th September, 2020 and will end at 05:00 p.m. Hours (IST) on Monday, 28th September, 2020. In addition, the facility for voting through electronic voting system shall also be made available at the AGM and the Members attending the AGM who have not cast their vote by remote e-voting shall be eligible to vote at the AGM (Refer Annexure-A for detailed procedure to vote through e-voting). The Members desiring to vote through remote e-voting are requested to refer to the detailed procedure given in Annexure-A. Members whose email ids are not registered with the depositories for procuring user id and password and registration of email ids for e-voting for the resolutions are requested to mail to either helpdesk.evotingindia@cDSL.com or support@purvashare.com.
2. Members who are present in meeting through video conferencing facility and have not casted their vote on resolutions through remote e-voting, shall be allowed to vote through e-voting system during the meeting.

3. The Remote E-Voting Period will commence on Saturday, 26th September, 2020 at 09:00 a.m. and will end on Monday, 28th September, 2020 at 05:00 p.m. During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on cut-off date i.e. Tuesday, 22nd September, 2020, may cast their vote by Remote E-Voting. The Remote E-Voting module will be disabled by CDSL for the voting thereafter.

The voting rights of Members shall be in proportion of the paid up equity share capital of the Company as on the cut-off date i.e. Tuesday, 22nd September, 2020.

Only those Members whose names are recorded in the Register of Members of the Company as on the cut-off date shall be entitled to vote. If a person was a Member on the date of the Book Closure date as aforesaid but has ceased to be a Member on the cut-off date, he/she shall not be entitled to vote. Such person should treat this notice for information purpose only.

4. CS Hemant Shetye, Practicing Company Secretary (Partner of HS Associates), has been appointed as the Scrutinizer for overseeing the voting through Remote-E-voting and E-Voting in a fair and transparent manner.
5. The Scrutinizer shall submit his report to the Chairman. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company i.e. www.thechemopharmalaboratoriesltd.com and on the website of CDSL i.e. <https://www.evotingindia.com> after the declaration of result by the Chairman or a person authorized by him in his behalf. The Results shall be uploaded on the BSE Listing Portal.
6. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of Annual General Meeting i.e. Tuesday, 29th September, 2020.
7. Institutional/Corporate shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc., with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote to the Scrutinizer by email to hs@hsassociates.net with a copy marked to chemopharmalab@gmail.com

PROCESS FOR MEMBERS OPTING FOR REMOTE E-VOTING

In Compliance with provisions of Amendment Rules, 2015 and Regulation 44(1) of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015, the Company will be providing Members facility to exercise their right to vote on resolutions proposed to be considered at the ensuing Annual General Meeting (AGM) by electronic means and the business may be transacted through Remote 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 AGM ("Remote E-Voting") will be provided by Central Depository Services Limited (CDSL). The detailed procedure to be followed in this regard has been given in **Annexure A** to the notice. The Members are requested to go through them carefully.

**BY ORDER OF THE BOARD OF DIRECTORS
FOR CHEMO PHARMA LABORATORIES LIMITED**

**Place: Mumbai
Date : 18th August, 2020**

**Sd/-
ASHOK SOMANI
DIRECTOR & CFO
(DIN - 03063364)**

ANNEXURE A TO THE NOTICE**INSTRUCTIONS FOR SHAREHOLDERS PERTAINING TO VOTING THROUGH ELECTRONIC MEANS****A. INSTRUCTIONS FOR SHAREHOLDERS OPTING FOR VOTING THROUGH REMOTE E-VOTING**

- (i) The Remote E-Voting period begins on Saturday, 26th September, 2020 at 09:00 a.m. and will end on Monday, 28th September, 2020 at 05:00 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 Tuesday, 22nd September, 2020, may cast their vote electronically. The Remote E-Voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The Shareholders should log on to the E-Voting Website - www.evotingindia.com.
- (iv) Click on "Shareholders" module.
- (v) Now Enter your User ID -
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in DEMAT FORM and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

	For Members holding shares in DEMAT Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both DEMAT shareholders as well as physical shareholders)</p> <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"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login.</p> <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v)

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company

opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (xi) For shareholders holding shares in physical form, the details can be used only for Remote E-Voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant **CHEMO PHARMA LABORATORIES LIMITED** on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xviii) If a DEMAT account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.
- (xx) Note for Non - Individual Shareholders and Custodians
 - Non-Individual Shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as 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 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 favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non-Individual shareholders are required to send the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote to the Scrutinizer and to the Company at the email address viz; chemopharmalab@gmail.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- (xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or call 1800225533.

B. PROCESS PROCEDURE FOR REGISTRATION OF E-MAIL ADDRESS AND BANK DETAILS BY SHAREHOLDERS :

- i. For Temporary Registration of e-mail id for Demat shareholders:
The Members of the Company holding Equity Shares of the Company in Demat Form and who

have not registered their e-mail addresses may temporarily get their e-mail addresses registered with Purva Sharegistry (India) Pvt. Ltd. by clicking the link : [http://www.purvashare.com / email-and-phone-updation/in](http://www.purvashare.com/email-and-phone-updation/in) their web site www.purvashare.com and follow the registration process as guided therein. The members are requested to provide details such as Name, DPID, Client ID/ PAN, mobile number and e-mail id. In case of any query, a member may send an e-mail to RTA at support@purvashare.com.

On submission of the shareholders details an OTP will be received by the shareholder which needs to be entered in the link for verification.

ii. For Permanent Registration of e-mail id for Demat shareholders:

It is clarified that for permanent registration of e-mail address, the Members are requested to register their e-mail address, in respect of demat holdings with the respective Depository Participant (DP) by following the procedure prescribed by the Depository Participant.

iii. Registration of email id for shareholders holding physical shares:

The Members of the Company holding Equity Shares of the Company in physical Form and who have not registered their e-mail addresses may get their e-mail addresses registered with Purva Sharegistry (India) Pvt. Ltd., by clicking the link: <http://www.purvashare.com/email-and-phone-updation/in> their web site www.purvashare.com and follow the registration process as guided therein. The members are requested to provide details such as Name, Folio Number, mobile number and e mail id. In case of any query, a member may send an e-mail to RTA at support@purvashare.com.

On submission of the shareholders details an OTP will be received by the shareholder which needs to be entered in the link for verification.

iv. Registration of Bank Details for physical shareholders:

The Members of the Company holding Equity Shares of the Company in physical Form and who have not registered their bank details can get the same registered with Purva Sharegistry (India) Pvt. Ltd., by sending E-mail at support@purvashare.com. The members are requested to provide details such as Name, Folio Number, Certificate number, PAN, E-mail id on a covering letter requesting to update the bank details signed by all the shareholder(s), self attested PAN card copy and address proof along with the copy of the cheque leaf with the first named shareholders name imprinted in the face of the cheque leaf containing bank name and branch, type of account, bank account number, MICR details and IFSC code in PDF or JPEG format. In case of any query, a member may send an e-mail to RTA at support@purvashare.com.

v. Registration of Bank Details for Demat shareholders:

It is clarified that for registration of bank details, the Members are requested to register their bank details, in respect of demat holdings with the respective Depository Participant (DP) by following the procedure prescribed by the Depository Participant.

C. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Shareholders will be able to attend the AGM through VC / OAVM by visiting the following web link - <https://purvashare.instavc.com/broadcast/0526fd40-d886-11ea-88be-0b2f1cb07c46>
2. Shareholders are encouraged to join the Meeting through Laptops/IPads for better experience.
3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may

register themselves as a speaker by sending their requesting advance atleast 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at chemopharmalab@gmail.com

6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
7. The procedure for E-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
8. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through Remote E-Voting and are otherwise not barred from doing so, shall be eligible to vote through Chat system available during the AGM.
9. If any votes are casted by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
10. Shareholders who have voted through Remote E-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

FOR CHEMO PHARMA LABORATORIES LIMITED

Place: Mumbai
Date : 18th August, 2020

Sd/-
ASHOK SOMANI
DIRECTOR & CFO
(DIN - 03063364)

ANNEXURE TO THE ITEM NO. 2 OF NOTICE

DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT / APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING IN PURSUANCE OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Sr. No.	1
Name of the Director	Shri. Shreeniwas Somani
Director Identification Number	00077939
Date of Birth	19-01-1936
Nationality	Indian
Date of Appointment on Board	05-03-2018
Shareholding in the Company	48781(3.00%)
List of Directorships held in other Companies (excluding foreign, private, and Section 8 Company)	1. M/s. Citric India Limited
Memberships/Chairmanships of Audit Committee Stakeholders Relationship Committee	Nil

BOARD'S REPORT AND MANAGEMENT DISCUSSION AND ANALYSIS REPORT

**TO,
THE MEMBERS OF
M/S. CHEMO PHARMA LABORATORIES LIMITED**

The Board of Directors take pleasure in presenting the **Seventy Eight Annual Report** together with the Audited Financial Statements for the year ended **31st March, 2020**. The Management Discussion and Analysis has also been incorporated into this report.

1. OVERVIEW

The Financial Statements have been prepared provisions of Section 129 read with Schedule III of Companies Act, 2013 and in accordance with the Indian Accounting Standards under the Companies (Indian Accounting Standards) Rules, 2015 and under Section 133 of the said Act read with Rule 3 of the Companies (Indian Accounting Standard) Rules, 2015 and Companies (Indian Accounting Standard) Accounting Rules, 2016. Our management accepts responsibility or the integrity and objectivity of these financial statements, as well as for various estimates and judgments used therein. The estimates and judgments relating to the financial statements have been made on a prudent and reasonable basis, so that the financial statements reflect in a true and fair manner the form and substance of transactions, and reasonably present our state of affairs, profits and cash flows for the year.

2. FINANCIAL RESULTS

<u>Particulars</u>	<u>31/03/2020</u> <u>(Rs.)</u>	<u>31/03/2019</u> <u>(Rs.)</u>
Income		
- Other Income	99,67,591	82,25,416
Profit before Tax and Depreciation	51,72,610	25,93,088
Less: Depreciation	2,31,274	47,001
Profit after Depreciation but before Tax	49,41,336	25,46,087
Less: Tax Expenses for the Current year	7,60,000	4,60,000
Less: Tax Expenses Adjustment previous year	29,768	23,183
Profit after Tax	41,51,548	20,62,904
Earning Per Share (Nominal Value of Share Rs. 10/-) Basic & Diluted	2.77	1.38

3. DIVIDEND

In order to conserve funds for the business of the Company, the Board of Directors do not recommend any dividend for the financial year 2019-2020.

4. SHARE CAPITAL

The paid up Equity Share Capital as on 31st March, 2020 was Rs. 1.50 Crore. During the year under review, the Company has not issued shares with differential voting rights nor granted stock options nor sweat equity.

5. INDUSTRY STRUCTURE AND DEVELOPMENTS

The Board of Directors of the Company are exploring new business opportunities.

6. OUTLOOK, OPPORTUNITIES AND THREATS

The Board of Directors of the Company perceive the outlook of the Company with optimism.

7. RISK AND CONCERN

The Company has adopted Risk Management Policy as per Section 134 (3) (n) of the Companies Act, 2013. This framework seeks to create transparency, minimize adverse impact on the business objectives and enhance the Company's competitive advantage. The business risk policy defines the risk management approach which helps in identifying risks trend, exposure and potential impact analysis at a Company level as also separately for business segments. The detailed risk management policy has been hosted on the website of the Company. There are no perceived risks in the present activity.

8. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has in place well defined and adequate internal controls commensurate with the size of the Company and the same were operating effectively throughout the year.

The Company has an in-house Internal Audit Function (IA). To maintain its objectivity and independence, the IA Department evaluates the efficacy and adequacy of internal control system, its compliance with operating systems and policies of the Company and accounting procedures at all locations of the Company. Based on the report of IA function, process owners undertake corrective action in their respective areas and thereby strengthening the controls. Significant audit observations and corrective actions thereon are presented to the Audit Committee of the Board.

The Company has in place adequate internal financial controls commensurate with the size, scale and complexity of its operations. The Company has policies and procedures in place of ensuring proper and efficient conduct of the business, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and timely preparation of reliable financial information.

Pursuant to Section 138 of the Companies Act, 2013, the Company has appointed M/s. Sarda Soni & Associates LLP as an Internal Auditor of the Company. Pursuant to Section 134 (5) (e) of the Companies Act, 2013, the Board of Directors has adopted Internal Financial Control Policy, which has also been hosted on website of the Company.

9. DIRECTORS

Shri. Shreeniwas Somani, Director of the Company retires by rotation at the ensuing Annual General Meeting.

Shri. Mathura Prasad Sharma, Non-Executive Independent Director of the Company ceased to hold his office from the position of Directorship of the Company with effect from 27th May, 2019 pursuant to provisions of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) 2018, dated 09th May, 2018 on attainment of 75 years of age. The Board in its meeting held on 18th July, 2019 proposed for his re-appointment as Non-Executive Independent Director of the Company in the forthcoming Annual General Meeting and had put forth the agenda of same before members. The Members in the Annual General Meeting held on 27th August, 2019 passed special resolution for appointment of Shri. Mathura Prasad Sharma as a Non-Executive Independent Director for a period of five consecutive years as per Section 149 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the rules made there-under (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Smt. Shanta Somani, Whole-Time Women Director of the Company ceased to hold her office from the position of Directorship of the Company with effect from 27th May, 2019 pursuant to provisions of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) 2018, dated 09th May, 2018 on attainment of 75 years of age. The Board in its meeting held on 18th July, 2019 proposed for her re-appointment as Non-Executive Independent Director of the Company in the forthcoming Annual General Meeting and had put forth the agenda of same before members. The Members in the Annual General Meeting held on 27th August, 2019 passed special resolution for appointment of Smt. Shanta

Somani as a Non-Executive Women Director of the Company pursuant to Section 149, 152 (1) of the Companies Act, 2013 read with Rule 3 of The Companies (Appointment and Qualification of Directors) Rules, 2014, including any Statutory Modification (s) or re-enactment (s) thereof for the time being in force and the requirement of Circular issued by Securities and Exchange Board of India (SEBI) in its vide Circular No. - CIR/CFD/POLICY CELL/7/2014 dated 15th September, 2014.

Shri. Balkishan Lohia Non-Executive Independent Director of the Company ceased to hold his office from the position of Directorship of the Company with effect from 01st April, 2019 as his term of appointment got accomplished on 31st March, 2019. The Board in its meeting held on 18th July, 2019 proposed for his re-appointment as Non-Executive Independent Director of the Company in the forthcoming Annual General Meeting and had put forth the agenda of same before members. The Members in the Annual General Meeting held on 27th August, 2019 passed special resolution for appointment of Shri. Balkishan Lohia as a Non-Executive Independent Director for a period of five consecutive years pursuant to Section 149 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the rules made there-under (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board in its meeting held on 27th May, 2019 appointed Shri. Nandkumar Pareek as an Additional Director of the Company in the category of Non-Executive Director of the Company till the forthcoming Annual General Meeting i.e. 27th August, 2019, which was not extended and regularized by the members of the Company in the Annual General Meeting for which his appointment got ceased on 27th August, 2019.

10. INDEPENDENT DIRECTORS

All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Regulation 16 and 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015) for fulfilment of their responsibilities in a professional and faithful manner and to promote confidence of the investment community, particularly minority shareholders, regulators of the Company.

Independent Directors play an important role in their governance process of the Board. They bring to bear their expertise and experience on the deliberations of the Board. This enriches the decision making process at the Board with different point of view and experiences and prevents conflict of interest in the decision making process.

The appointment of Independent Director is carried out in a structured manner. The Nomination and Remuneration Committee identifies potential candidates based on certain laid down criteria and takes in to consideration the diversity of the Board.

The Independent Directors have been appointed for a fixed tenure of five years from their respective dates of appointment.

None of the Independent Directors serves as "Independent Directors" in more than seven listed entities.

During the year under review, the Independent Directors met on 03rd January, 2020, inter alia, to discuss :

- (a) Evaluation of the Performance of Non-Independent Directors and the Board of Directors as a whole.
- (b) Evaluation of the Performance of the Chairman of the Company, taking into account the views of the Executive and Non-Executive Directors.
- (c) Evaluation of the quality, content and timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

All the Independent Directors were present throughout the Meeting. They expressed views on the

business transacted at the Meetings and the openness with which the Management discussed various subject matters on the agenda of the meetings. Their suggestions were discussed at the Board Meeting and are being implemented to ensure a more robust interaction at the Board level.

11. **INDUCTION PROGRAMME FOR NEW DIRECTORS AND ONGOING FAMILIRIAZATION PROGRAMME FOR EXISTING INDEPENDENT AND NON-INDEPENDENT DIRECTORS**

An appropriate induction programme for new Directors and ongoing familiarization with respect to the business/working of the Company for all Directors is a major contribution for meaningful Board Level deliberations and sound business decisions.

At the time of appointing a Director, a formal letter of appointment is given to him/her which, inter alia, explains his/her role, function, duties and responsibilities and the Board's expectations from him/her as a Director of the Company. The Director is also explained in detail the compliances required from him/her under the Act, SEBI Regulations and other relevant regulations and his/her affirmation taken with respect to the same.

A Presentation is also shared with newly appointed Director giving an overarching perspective of the industry, organizational set-up of the Company, the functioning of various divisions/departments, the Company's market in which it operates, governance and internal control process and other relevant information pertaining to the Company's business.

The above initiatives help the Directors to understand the Company, its business and the regulatory framework in which the Company operates and equips him/her to effectively fulfill his/her role as the Director of the Company.

12. **COMPOSITION OF BOARD OF DIRECTORS**

The Company's Board comprises of Six Directors - Two of them are Executive Directors, One Non-Executive and remaining three are Non-Executive Independent Directors. The Chairman of the Board is Executive Director. The number of Non-Executive Independent Directors is 50% of the total strength of the Board.

During the year, there were Four (4) Board Meetings held on 27/05/2019, 18/07/2019, 22/10/2019 and 28/01/2020. The attendance of the Directors in the Board Meetings and last Annual General Meeting is given here below-

Name	Category and Designation	No. of Board Meetings attended during the year 2019-2020	Whether attended last AGM	No. of Directorship in other Limited Companies	No. of Membership of committees other than the Company	No. of Chairmanship of committees other than the Company
Shri. Shreeniwas Somani	ED	04	No	01	Nil	Nil
Shri. Ashok Somani	ED	04	Yes	01	Nil	Nil
Smt. Shanta Somani	NED	03	No	Nil	Nil	Nil
Shri. Mathura Prasad Sharma (appointed w.e.f. 28/01/2019)	ID	03	No	Nil	Nil	Nil
Shri. Balkishan Lohia	ID	02	Yes	Nil	Nil	Nil
Shri. Toby Antony	ID	04	No	01	Nil	Nil
Shri. Nandkumar Pareek (appointed as Additional Director w.e.f. 27/05/2019)	ID	01	No	01	Nil	Nil

ED - Executive Director

NED - Non- Executive Director

ID - Independent Director

Apart from above, there were Circulation Resolution passed by the Board of Directors pursuant to Section 175 of the Companies Act, 2013 read with relevant rules there-under on 02/04/2019 and 04/10/2019, where all the resolutions proposed were passed by the majority of Directors of the Company and were noted in detail in the Minutes of forthcoming Board Meeting.

13. **BOARD COMMITTEES**

The Board has constituted the following Committees of Directors:

(a) **AUDIT COMMITTEE**

The constitution of Audit Committee meets with the requirements of Section 178 of the Companies Act, 2013.

i. **Terms of Reference**

The Audit Committee acts as link between Statutory and Internal Auditor and the Board of Directors. It assists the Board in fulfilling its oversight responsibilities of monitoring financial reporting processes, reviewing the Company's statutory and internal audit activities. Majority of the members on the Committee, including the Chairman are Independent Directors. The Committee is governed by a Charter which is in line with the regulatory requirements mandated under Section 177 of the Companies Act, 2013 read with the Rule 6 of The Companies (Meetings of Board and its Powers) Rules, 2014 and SEBI Regulations. The terms of reference of the Audit Committee are as follows -

- (1) oversight of the listed entity's financial reporting process and the disclosure of its financial information to ensure that the financial statements is correct, sufficient and credible;
- (2) recommendation for appointment, remuneration and terms of appointment of auditors of the listed entity;
- (3) approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- (4) reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - (a) matters required to be included in the director's responsibility statement to be included in the Board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
 - (b) changes, if any, in accounting policies and practices and reasons for the same;
 - (c) major accounting entries involving estimates based on the exercise of judgment by management;
 - (d) significant adjustments made in the financial statements arising out of audit findings;
 - (e) compliance with listing and other legal requirements relating to financial statements;
 - (f) disclosure of any related party transactions;
 - (g) modified opinion(s) in the draft audit report;
- (5) reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- (6) reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;
- (7) reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- (8) approval or any subsequent modification of transactions of the listed entity with related parties;
- (9) scrutiny of inter-corporate loans and investments;
- (10) valuation of undertakings or assets of the listed entity, wherever it is necessary;

- (11) evaluation of internal financial controls and risk management systems;
- (12) reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- (13) reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- (14) discussion with internal auditors of any significant findings and follow up there on;
- (15) reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- (16) discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- (17) to look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- (18) to review the functioning of the whistle blower mechanism;
- (19) approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
- (20) Carrying out any other function as is mentioned in the terms of reference of the audit committee.
- (21) management discussion and analysis of financial condition and results of operations;
- (22) statement of significant related party transactions (as defined by the audit committee), submitted by management;
- (23) management letters / letters of internal control weaknesses issued by the statutory auditors;
- (24) internal audit reports relating to internal control weaknesses; and
- (25) the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
- (26) statement of deviations:
 - (a) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
 - (b) annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7)

ii. Composition

The Audit Committee comprises of three members, all of which are Independent Directors.

Following are the members of the committee :

- | | |
|---|--------|
| 1. Shri. Balkishan Lohia (Re-appointed w.e.f. 27.08.2019) | Member |
| 2. Shri. Toby Antony | Member |
| 3. Shri. Nandkumar Pareek (upto 27.08.2019) | Member |
| 4. Shri. Mathura Prasad Sharma (Re-appointed w.e.f. 27.08.2019) | Member |

The Audit Committee met for Four (4) times during the year i.e. on 27/05/2019, 18/07/2019, 22/10/2019, and 28/01/2020. The attendances of members are as follows :

Name	Category	Meetings during the year 2019-2020	
		Held	Attended
Shri. Balkishan Lohia	Member	4	2
Shri. Nandkumar Pareek	Member	4	1
Shri. Toby Antony	Member	4	4
Shri. Mathura Prasad Sharma	Member	4	3

iii. The Powers of the Audit Committee include:

- To investigate any activity within its terms of reference.
- To seek information from any employee.
- To obtain outside legal or other professional advice.
- To secure attendance of outsiders with relevant expertise, if it considers necessary.

iv. Internal Financial Controls and Governance Process

- a. Review the adequacy and effectiveness of the Company's system and internal controls.
- b. Review and discuss with the Management, the Company's major financial risk exposures and steps taken by the Management to monitor and control such exposure.
- c. To oversee and review the functioning of vigil mechanism (implemented in the Company as Ethical view Reporting Policy) and to review the findings of investigations into cases of material nature and the actions taken in respect thereof.

All the Members of the Audit Committee possess the requisite qualification for appointment on the Committee and have sound knowledge of finance, accounting practices and internal controls.

The Representative of the Statutory Auditors are permanent invitees to the Audit Committees. They have attended all the Audit Committee Meetings held during the year. The Chief Financial Officer (CFO) attended the meetings of Committee. The Company Secretary is the Secretary to the all the Committee Meetings of the Company.

(b) STAKEHOLDERS RELATIONSHIP COMMITTEE

The Stakeholders Relationship Committee comprises of three Members all of which are Independent Directors. The Committee is governed by a Charter.

i. Terms of Reference

The terms of reference of the Committee are as follows -

- a) To scrutinize and approve registration of transfer of shares/ debentures/ warrants issued / to be issued by the Company.
- b) To decide all questions and matters that may arise in regard to transmission of shares / debentures / warrants issued / to be issued by the Company.
- c) To approve and issue duplicate shares / debentures / warrants certificates in lieu of those reported lost.
- d) To refer to the Board and any proposal of refusal of registration of transfer of shares / debentures / warrants for their consideration.
- e) To look into Shareholders and investors complaints like transfer of shares, non- receipt of annual reports, non-receipt of declared dividends, etc.
- f) To delegate all or any of its powers of Officers/ Authorized Signatories of the Company.
- g) To issue new certificates against subdivision of shares, renewal, split or consolidation of share certificates / certificates relating to other securities.
- h) To issue and allot debentures, bonds and other securities, subject to such approvals as may be required;
- i) To approve and monitor Dematerialization of shares / debentures / other securities and all matters incidental or related thereto.
- j) To authorize the Company Secretary and Head Compliance / other Officers of the Share Department to attend to matters relating to non-receipt of annual reports, notices, non receipt of declared dividend/interest, change of address for correspondence etc. and to monitor action taken.

ii. Composition

The constitution and terms of reference of the Stakeholders Relationship Committee is in pursuance of Regulation 20 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 178(5) of the Companies Act, 2013.

Following are the members of the committee :

- | | |
|--|--------|
| 1. Shri. Balkishan Lohia
(Re-appointed w.e.f. 27.08.2019) | Member |
| 2. Shri. Toby Antony | Member |
| 3. Shri. Nandkumar Pareek
(upto 27.08.2019) | Member |
| 4. Shri. Mathura Prasad Sharma
(Re-appointed w.e.f. 27.08.2019) | Member |

iii. Powers of the Committee

The Committee

- (i) approves and monitors transfers, transmission, splitting and consolidation of securities and issue of duplicate certificates by the Company;
- (ii) looks into various issues relating to shareholders, including the redressal of Shareholders' and investors' complaints like transfer of shares, non-receipt of Balance Sheet, dividend etc; and
- (iii) carries out the functions envisaged under the Code of Conduct for Prevention of Insider Trading, which is effective from 15th May, 2015.

The Committee met Four (4) times during the year i.e. on 27/05/2019, 18/07/2019, 22/10/2019, and 28/01/2020. The attendances of members are as follows:

Name	Category	Meetings during the year 2019-2020	
		Held	Attended
Shri. Balkishan Lohia	Member	4	2
Shri. Nandkumar Pareek	Member	4	1
Shri. Toby Antony	Member	4	4
Shri. Mathura Prasad Sharma	Member	4	3

(c) NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee is governed by a Charter. The Chairman along with the other members of the Committee are Independent Directors.

i. Terms of Reference

The terms of reference of the Committee inter alia include the following -

- (1) formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
- (2) formulation of criteria for evaluation of performance of independent directors and the board of directors;
- (3) devising a policy on diversity of board of directors;
- (4) identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal.
- (5) whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.

ii. Composition

The Composition of the committee is composed pursuant to the Section 178 of the Companies Act, 2013.

Following are the members of the committee :

1. Shri. Balkishan Lohia Member
2. Shri. Toby Antony Member
3. Shri. Nandkumar Pareek Member
(upto 27.08.2019)
4. Shri. Mathura Prasad Sharma Member
(Appointed w.e.f. 27.08.2019)

The Nomination and Remuneration Committee met for two times during 2019-2020 i.e. on 29/03/2019 and 03/01/2020.

Name	Category	Meetings during the year 2019-2020	
		Held	Attended
Shri. Balkishan Lohia	Member	2	2
Shri. Nandkumar Pareek	Member	0	0
Shri. Toby Antony	Member	2	2
Shri. Mathura Prasad Sharma	Member	2	2

14. BOARD EFFECTIVENESS

a. FAMILIARIZATION PROGRAMME FOR THE INDEPENDENT DIRECTORS

In compliance with the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has put in place a familiarization programme for the Independent Directors to familiarize them with their role, rights and responsibility as Directors, the working of the Company, nature of the industry, in which the Company operates the business model etc. The same is also available on the website of the Company and can be accessed.

b. PERFORMANCE EVALUATION OF THE BOARD AND INDIVIDUAL DIRECTORS

Pursuant to the provisions of the Act and the SEBI Regulations, the Board has carried out the annual performance evaluation of the working of its Audit, Nomination and Remuneration and Stakeholders Relationship Committee respectively. The Chairman of the Board of Directors individually get an overview of the functioning of the Board and its constituents interalia on the following broad criteria i.e. attendance and level of participation independence of judgment exercised by Independent Directors, interpersonal relationship etc.

A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board, who were evaluated on parameters such as level of engagement and contribution, independence of judgement safeguarding the interest of the Company and its minority shareholders etc. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non-Independent Directors was carried out by the Independent Directors who also reviewed the performance of the Secretarial Department. The Directors expressed their satisfaction with the evaluation process.

c. KEY MANAGERIAL PERSONNEL

The following persons have been designated as Key Managerial Personnel of the Company pursuant to the Section 2 (51) and 203 of the Companies Act, 2013 read with rules there-under -

1. Shri. Ashok Somani - Director and Chief Financial Officer
2. Shri. Shreeniwass Somani - Director and Chief Executive Officer
3. Mrs. Neha Vora - Company Secretary and Compliance Officer

15. MEETINGS

A calendar of Meetings is prepared and circulated in advance to the Directors. During the year there were Four (4) Board Meetings, Four (4) Audit Committee Meetings, Four (4), Stakeholders Relationship Committee Meetings and Two (2) Nomination and Remuneration Committee Meetings were convened and held. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013. The attendance of Meetings are enumerated in the table below -

<u>Board Meetings Held During the Year</u>			
Sr. No.	Date on which the Board Meeting was held	Total Strength of the Board	No. of Directors Present
1.	27/05/2019	5	5
2.	18/07/2019	4	4
3.	22/10/2019	6	6
4.	28/01/2020	6	6

<u>Stakeholders Relationship Committee Meetings Held During the Year</u>			
Sr. No.	Date on which the Committee Meeting was held	Total Strength of the Committee	No. of Members Present
1.	27/05/2019	3	3
2.	18/07/2019	3	3
3.	22/10/2019	3	3
4.	28/01/2020	3	3

<u>Audit Committee Meetings Held During the Year</u>			
Sr. No.	Date on which the Committee Meeting was held	Total Strength of the Committee	No. of Members Present
1.	27/05/2019	3	3
2.	18/07/2019	3	3
3.	22/10/2019	3	3
4.	28/01/2020	3	3

<u>Nomination and Remuneration Committee Meetings Held During the Year</u>			
Sr. No.	Date on which the Committee Meeting was held	Total Strength of the Committee	No. of Members Present
1.	29/03/2019	3	3
2.	03/01/2020	3	3

16. DIRECTOR'S RESPONSIBILITY STATEMENT

In terms of Section 134 of the Companies Act, 2013, We, the Directors of **Chemo Pharma Laboratories Limited**, state in respect of Financial Year 2019-2020 that:

- In the preparation of annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures.
- The Directors have selected the accounting policies, 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 the Company at the end of the financial year and of the profit of the Company for that period.

- c) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- d) The Directors have prepared the Annual Accounts on a going concern basis.
- e) The Directors have ensured that Proper Internal Financial Controls were in place and that the financial controls were adequate and were operating effectively.
- f) The Directors reviewed that systems are in compliance with the provisions of all applicable laws and were in place and were adequate and operating effectively.

17. PARTICULARS OF LOANS, GUARANTEES, OR INVESTMENTS

Details of Loans, Guarantees or Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to Financial Statements.

18. RELATED PARTY TRANSACTIONS

There were no Related Party Transactions pursuant to Section 188 (1) of the Companies Act, 2013 read with Rule 15 of The Companies (Meeting of Board and its Powers) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The policy on Related Party Transaction approved by the Board has been hosted on the Website of the Company.

19. PUBLIC DEPOSIT

The Company has not accepted any Public Deposit as per Section 73 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014 as on 31st March, 2019.

20. PARTICULARS OF EMPLOYEES

Information as per Section 197 of the Companies Act, 2013 ("the Act") read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, in respect of employees of the Company can be obtained by an interested shareholder by submitting a written request to the Company. This practice is followed as per the provisions of Section 136 (1) of the Act. Thus, the Report and the Accounts are being sent to all Shareholders, excluding the information on employees' particulars under Section 197 of the Act read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 which is available for inspection by the Members at the Registered Office of the Company during business hours on working days of the Company up to the date of the ensuing Annual General Meeting. If any Member is interested in obtaining a copy thereof, such Member may write to the Company in this regard.

21. STATUTORY AUDITORS

In the 74th Annual General Meeting, the Statutory Auditors, M/s. VMD & Co. (Firm Registration No. - 125002W), Chartered Accountants were appointed for a term of five years i.e. until the conclusion of Seventy Ninth Annual General Meeting i.e. for the Financial Year 2016-2021 under Section 139 and 142 of the Companies Act, 2013 and the rules framed there-under for appointment as Statutory Auditors of the Company. Their appointment is subject to ratification by the Members at every subsequent Annual General Meeting held after the AGM held on 30th August, 2016. Pursuant to the amendments made to Section 139 of the Companies Act, 2013 by the Companies (Amendment) Act, 2017 effective from 07th May, 2018, the requirement of seeking ratification of the Members for the appointment of the Statutory Auditors has been withdrawn from the Statute. In view of the above, ratification of the Members for continuance of their appointment at this Annual General Meeting is not being sought. The Statutory Auditors have given a confirmation to the effect that they are eligible to continue with their appointment and that they have not been disqualified in any manner from continuing as Statutory Auditors. The remuneration payable to the Statutory Auditors shall be determined by the Board of Directors based on the recommendation of the Audit Committee.

22. AUDITOR'S REPORT

The Statutory Auditors of the Company in their report have not made any adverse comments or qualifications on the accounts of the Company except for the explanations given in the note number 13 and 14 of the notes to account of the Financial Statements of the Company which are self

explanatory and for which no further comments are required in respect thereof.

23. SECRETARIAL AUDIT

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors on recommendation of Audit Committee has appointed M/s. S. K. Jain & Co., Practising Company Secretaries, to undertake the Secretarial Audit of the Company. The Report of the Secretarial Audit Report is annexed herewith as "**Annexure D**".

24. INTERNAL AUDIT

The Board of Directors on recommendation of Audit Committee appointed M/s. Sarda Soni Associates LLP, Practising Chartered Accountants, to undertake the Internal Audit of the Company pursuant to the provisions of Section 138 of the Companies Act, 2013 read with Rule 13 of the Companies (Accounts) Rules, 2014.

25. ENERGY, TECHNOLOGY AND FOREIGN EXCHANGE

As required under Section 134 of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014, the information relating to conservation of energy, technology absorption and foreign exchange earnings and outgo, etc. are not given as there has not been any manufacturing operation during the under report. A copy of Statements of Particulars under the Companies (Disclosure of particulars in the Report of Board of Directors) Rules, 1988 have been Annexed along with Board's Report in "**Annexure B**".

26. EXTRACT OF ANNUAL RETURN

The details forming part of the extract of the Annual Return in form MGT-9 is annexed herewith as "**Annexure C**".

27. CORPORATE GOVERNANCE

Pursuant to the Regulation 15 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, which is effective from 01st December, 2015, the Company is not required to comply with provisions of Corporate Governance as its Paid-up capital is less than Rs. 10 Crore and its net worth is also less than Rs. 25 Crore as on 31/03/2020.

28. VIGIL MECHANISM/ WHISTLE BLOWER POLICY

The Board of Directors in its Meeting held on 26/09/2014 have adopted Vigil Mechanism/Whistle Blower Policy pursuant to the Section 177(9) of the Companies Act, 2013 read with Rule 7 of (the Companies of Board and its Powers) Rules, 2014 for reporting the genuine concerns of Directors and Employees and also provide adequate safeguards against victimization of persons who use such mechanism. The Details of this policy is published on the website of the Company.

29. INTERNAL FINANCIAL CONTROL POLICY

The Board of Directors in its meeting held on 26/09/2014 have adopted Internal Financial Control Policy pursuant to Section 134 (5) of the Companies Act, 2013 for ensuring the orderly and efficient conduct of the business, the safeguarding of the assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and timely preparation of reliable financial information. The Details of this policy are published on the website of the Company.

30. CODE OF CONDUCT OF INDEPENDENT DIRECTORS

As per the requirement of Schedule IV of the Companies Act, 2013, the Board of Directors have adopted Code of Conduct of Independent Director in its meeting held on 26/09/2014, for the fulfillment of their responsibilities in a professional and faithful manner and to promote confidence of the investment community, particularly minority shareholders, regulators of the Company, a copy of detailed policy is published on the website of the Company.

31. PERFORMANCE EVALUATION POLICY

As per the Listing Agreement entered into with the Company, every Listed Company needs to adopt Performance Evaluation Policy for annual evaluation of the Board of Directors and of its own

performance (self-appraisals) and that of its committees and individual Directors as mentioned under the clause (p) of sub-section (3) of Section 134 of the Companies Act, 2013. The Company adopted it in its meeting dated 29/09/2014, details of this Policy is published on the Website of the Company.

32. INTERNAL FINANCIAL CONTROL POLICY

The Board of Directors in its Board meeting dated 29/09/2014 adopted Internal Financial Control Policy pursuant to Section 134 (5) of the Companies Act, 2013 for ensuring the orderly and efficient conduct of the business, the safeguarding of the assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and timely preparation of reliable financial information. The Details of this policy are published on the website of the Company.

33. RISK MANAGEMENT POLICY

The Board of Directors adopted Risk Management Policy in its meeting held on 29/09/2014 pursuant to the requirement of Section 134 of the Companies Act, 2013, for the purpose of identification of elements of risks which may threaten the existence of the Company, a copy of detailed policy is published on the website of the Company.

34. ADOPTION POLICIES UNDER SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

The Board of Directors had adopted the policies prescribed under SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015, in its meeting dated 21st January, 2016, copies of which is hosted on website of the Company.

The Policies which were adopted are as follows -

- a. Archival Policy
- b. Policy on Determination of Materiality of Events or Information Materiality
- c. Policy on Preservation of Records
- d. Policy on Materiality of Related Party

35. PREVENTION OF SEXUAL HARRASEMENT OF WOMEN AT THE WORKPLACE

The Company is an equal opportunity provider and continuously strives to build a work culture which promotes the respect and dignity of all employees across the Organization. In order to provide women employees a safe working environment at workplace and also in compliance with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and Rules framed there-under, the Company has formulated a well defined policy on prevention, prohibition and redressal of complaints relating to sexual harassment of women at the workplace. All women who are associated with the Company either as permanent employees or temporary employees or contractual persons including service providers at Company sites are covered under the above policy. The said policy has been uploaded on the website of the Company.

An Internal Complaint Committee (ICC) has been set up comprising of two female and one male employee. One of the female employees is the Chairperson and a female member is the Secretary of the Committee. There is one external male member on the Committee who is a specialist in dealing with such matters. Apart from the above, there is one female nodal person to receive and forward complaints either to the First Instance Person (FIP).

36. PREVENTION OF INSIDER POLICY

In January 2015, SEBI notified the SEBI (Prohibition of Insider Trading) Regulations, 2015 which came into force on May 15, 2015. Pursuant thereto, the Company has formulated and had adopted a Code for Prevention of Insider Trading. Further, the SEBI notified Securities and Exchange Board of India (Prohibition of Insider Trading) (Amendment) Regulations, 2018 on 31st December, 2018 directing the listed entities to adopt revised code of conduct as per the amendments listed in the circular.

The Company adopted the new Code of Conduct for Prevention of Insider Trading to Regulate, Monitor and Report Trading by Insiders. This code is applicable to all key managerial personnel, connected persons and designated person of the Company and the persons who have access to unpublished price sensitive information relating to the Company.

The Board of Directors in its meeting held on 27th May, 2019 adopted the policy. A Copy of Detailed Policy is hosted on the website of the Company.

37. GENERAL BODY MEETINGS

- (a) Location and time where last three Annual General Meetings were held:

Annual General Meetings

Financial Year	Date	Time	Location
2018-2019	27/08/2019	04:00 P.M.	At Regd. Office, Kumud Apt., Kalyan
2017-2018	29/08/2018	04:00 P.M.	At Regd. Office, Kumud Apt., Kalyan
2016-2017	30/08/2017	04:00 P.M.	At Regd. Office, Kumud Apt., Kalyan

- (b) Whether Special Resolution were put through postal ballot last year : No
 (c) Are votes proposed to be conducted through postal ballot this year : No

38. OTHER DISCLOSURES

a. Subsidiary Companies

The Company has No Subsidiary Companies.

b. Disclosure of Accounting Treatment

In the preparation of financial statements, the Company has followed the Accounting Standards issued by the Institute of Chartered Accountants of India along with Indian Accounting Standards under the Companies (Indian Accounting Standards) Rules, 2015 to the extent applicable. The Financial Statements have been prepared on their historical cost convention and in accordance with the normally accepted accounting principles on accrual basis.

c. Detail of Complaints:

No. of Shareholder's Complaints received during the year : Nil
 No. of Complaints resolved to the satisfaction of shareholders : Nil
 No. of pending share transfer : Nil

39. MEANS OF COMMUNICATION

1. Quarterly Results:

The Company has submitted Audited and Un-audited Quarterly Results to the Bombay Stock Exchange.

2. Newspapers wherein normally published: Mumbai Lakshadeep, Mumbai Mitra, Active Times and Financial Express, Mumbai
 3. Whether Management Discussion & Analysis Report is a part of Annual Report: Yes

40. GENERAL SHAREHOLDER INFORMATION

- (a) **AGM DATE, TIME AND VENUE** : Annual General Meeting will be held on **Tuesday, 29th September, 2020** through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") at 04:00 p.m.

(b) FINANCIAL CALENDAR FOR 2019-2020

Tentative Schedule

Un-audited Results for quarter ending June 30, 2020	upto 14 th August, 2020
Un-audited Results for quarter ending September 30, 2020	upto 14 th November, 2020
Un-audited Results for quarter ending December 31, 2020	upto 15 th February, 2021
Un-audited Results for year ending March 31, 2021	upto 16 th May, 2021
Audited Annual Accounts for the year ending March 31, 2021	upto 30 th May, 2021

- (c) **DATE OF BOOK CLOSURE:** Share Transfer Register will be closed from **24th September, 2020 to 29th September, 2020 (both days inclusive)** and Record Date will be **22nd September, 2020**
- (d) Dividend payment date: **Not Applicable**
- (e) Company's Shares are listed in **Bombay Stock Exchange**
- (f) Stock Code: **506365**
- (g) **MARKET PRICE DATA: HIGH, LOW DURING EACH MONTH IN LAST FINANCIAL YEAR (2019-2020)**

Month	BSE Price (Rs.)	
	High	Low
April, 19	10.60	9.10
May, 19	8.65	7.82
June, 19	8.00	7.81
July, 19	8.20	6.77
August, 19	6.76	5.81
September, 19	5.85	5.56
October, 19	6.18	5.60
November, 19	6.30	5.60
December, 19	6.93	6.30
January, 20	7.50	6.93
February, 20	7.48	7.15
March, 20	6.80	6.50

(h) **REGISTRAR AND SHARE TRANSFER AGENT**

The Registrar and Share Transfer Agent of the Company is Purva Sharegistry (India) Private Limited (SEBI Reg. No. - INR000001112) for handling and dealing with all aspects of investor servicing relating to shares in both physical and demat form.

The Contact Details of our Registrar and Share Transfer Agents are as follows

Purva Sharegistry (India) Private Limited

Unit No. 9, Shiv Shakti Ind. Estate,

J. R. Boricha Marg, Lower Parel (East), Mumbai - 400011

Tel No. - (022) 23012518

Email Id - support@purvashare.com

(i) **SHARE TRANSFER SYSTEM WITH NUMBER OF SHARES TRANSFERRED**

Shares transfers in physical form are registered and returned within a period of 15-20 days from the date of receipt, in case documents are completed in all respects. The Stakeholders Relationship Committee meets periodically. The total numbers of shares transferred during the financial year under review were as below:

Particulars	No. of cases	No. of shares
Transfer	2	400
Other cases	1	100
Deletion	6	995
Transmission	1	95
Total	10	1590

- (j) Dematerialization of shares and liquidity: **Yes**
 (k) Outstanding GDRs/Warrants, Convertible Bonds, conversion date and its impact on equity: **Nil**

(l) **DISTRIBUTION OF SHARES AS ON 31/03/2020**

No. of Shares	No. Shareholders	% of Holding
Up to 5000	5683	95.96
5001-10,000	155	2.62
10,001-20,000	54	0.92
20,001-30,000	9	0.15
30,001-40,000	3	0.05
40,001-50,000	5	0.08
50,001-1,00,000	8	0.14
Above 1,00,001	5	0.08
Total	5922	100.00

(m) **DISCLOSURE IN REGARD TO SECTION 197 OF THE COMPANIES ACT, 2013 READ WITH RULE 5 OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014**

Information as per Section 197 of the Companies Act, 2013 ("the Act") read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, in respect of employees of the Company can be obtained by an interested shareholder by submitting a written request to the Company Secretary. This practice is followed as per the provisions of Section 136 (1) of the Act. Thus, the Report and the Accounts are being sent to all shareholders, excluding the information on employees' particulars under Section 197 of the Act read with Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

(n) **DISCLOSURE OF ACCOUNTING TREATMENT**

The Company has followed the Companies (Accounting Standards) Amendment Rules, 2016 and amended Accounting Standards prescribed by the Institute of Chartered Accountants of India (ICAI) along with Indian Accounting Standards under the Companies (Indian Accounting Standards) Rules, 2015 while preparing Financial Statements of the Company.

(o) **REDRESSAL OF SHAREHOLDERS GRIEVANCE**

The Shareholders of the Company can send their complaints/grievances to either the address of Registered Office as mentioned above or to the Registrar and Share Transfer Agents or to the Corporate Office of the Company which is following:

Chemo Pharma Laboratories Limited

03rd Floor, Empire House, 214, Dr. D. N. Road, Mumbai - 400 001.

You can also post your query to our Email Address i.e. chemopharmalab@gmail.com

41. POSTAL BALLOT

There were no resolutions passed through Postal Ballot Mode.

42. ANNUAL LISTING FEES

Pursuant to Regulation 14 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Company has paid the Listing Fees for the period 01/04/2019 - 31/03/2020.

Further, the Company has paid Annual Custody Fees for the financial year 2019-20 to both the

depositories namely National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) within the stipulated time.

43. ENHANCING SHAREHOLDERS VALUE

Our Company believes that its Members are among its most important stakeholders. Accordingly, our Company's operations are committed to the pursuit of achieving high levels of operating performance and cost competitiveness, consolidating and building for growth, enhancing the productive asset and resource base and nurturing overall corporate reputation. Our Company is also committed to creating value for its other stakeholders by ensuring that its corporate actions positively impact the socio-economic and environmental dimensions and contribute to sustainable growth and development.

44. CAUTIONARY STATEMENT

Statements in the Board Report and the Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations or predictions may be 'forward-looking statements' within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed in the statement. The Company undertakes no obligation to publicly update or revise any forward looking statements, whether as a result of new information, future events, or otherwise. Readers are cautioned not to place undue reliance on these forward looking statements that speak only as of their dates.

45. ACKNOWLEDGEMENT

The Directors of the Company are thankful to the Central and State Government Departments for their continued guidance and Co-operation. The Directors also gratefully to all valuable stakeholders of the Company viz. customers, Members, dealers, vendors, banks and other business partners for the excellent support received from them during the year. The Directors place on record their sincere appreciation to all employees of the Company for their unstinted commitment and continued contribution to the Company.

**BY ORDER OF THE BOARD OF DIRECTORS
FOR CHEMO PHARMA LABORATORIES LIMITED**

Place: Mumbai
Date : 26th June, 2020

Sd/-
ASHOK SOMANI
DIRECTOR & CFO
(DIN - 03063364)

ANNEXURE B – TO THE BOARD'S REPORT

Statements of Particulars under Companies (Disclosure of particulars in the Report of Board of Directors) Rules, 1988

a. Conservation of Energy	Nil
b. Technology Absorption	Nil
c. Foreign Exchange Earning and Outgo	Nil

**BY ORDER OF THE BOARD OF DIRECTORS
FOR CHEMO PHARMA LABORATORIES LIMITED**

Place: Mumbai
Date : 26th June, 2020

Sd/-
ASHOK SOMANI
DIRECTOR & CFO
(DIN - 03063364)

CEO / CFO CERTIFICATE

We, Shreeniwas Somani, CEO and Ashok Somani, CFO of **Chemo Pharma Laboratories Limited** certify to the Board that:

1. We have reviewed the Balance Sheet and Statement of Profit & Loss account for the year ended 31st March, 2020 and all its schedules and notes to accounts, as well as the cash flow statement.
2. Based on our knowledge, information and belief, these statements do not contain any untrue statement of a material facts or omit to state a material fact that might be misleading with respect to the statements made.
3. Based on our knowledge, information and belief, the Financial Statements and other financial information included in this report present a true and fair view of the Company's affairs for the period presented in this report and are in compliance with the existing accounting standards, applicable laws and regulations.
4. To the best of our knowledge, information and belief, no transactions entered into by the Company during the year are fraudulent, illegal or violative of the Company's Code of Conduct.
5. We are responsible for establishing and maintaining internal controls for financial reporting and have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting.
6. We have disclosed, based on their most recent evaluation, wherever applicable, to the Company's Auditors and the Audit Committee of the Company's Board of Directors all significant deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps taken or proposed to be taken to rectify the deficiencies.

We have indicated to the Auditors and the Audit Committee:

- a) Significant changes in the Company's internal control over financial reporting during the year.
- b) All significant changes in Accounting Policies during the year, if any, and that the same have been disclosed in the notes to the Financial Statements.
- c) Any fraud whether or not material, that involves management or other employees who have a significant role in the Company's internal control system over financial reporting.

Place: Mumbai
Date : 26th June, 2020

Sd/-
SHREENIWAS SOMANI
CEO

Sd/-
ASHOK SOMANI
CFO

ANNEXURE C
FORM NO. MGT-9

EXTRACT OF ANNUAL RETURN

as on the Financial Year ended on 31.03.2020

Pursuant to Section 92 (3) of the Companies Act, 2013 and Rule 12(1) of the Company
(Management & Administration) Rules, 2014

I. REGISTRATION AND OTHER DETAILS:

i	CIN	L99999MH1942PLC003556
ii	Registration Date	17-08-1942
iii	Name of the Company	CHEMO PHARMA LABORATORIES LIMITED
iv	Category/Sub-Category of the Company	Non - Govt. Company
v	Address of the Registered office & contact details	5, Kumud Apartment CHS Limited, Karnik Road Chikan Ghar, Thane, Dist.Kalyan, Thane - 421301 Tel No. - (022) 22078381/82 Email Id - chemopharmalab@gmail.com
vi	Whether listed Company	Yes
vii	Name, Address & contact details of the Registrar & Transfer Agent	Purva Sharegistry (India) Private Limited Unit No. 9, Shiv Shakti Ind. Estate, J. R. Boricha Marg, Lower Parel (East), Mumbai - 400011 Tel No. - (022) 23012518 E-mail Id : support@purvashare.com

II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the Total Turnover of the Company shall be stated

Sr. No	Name & Description of Main Products/Services	NIC Code of the Product /Service	% to Total Turnover of the Company
1.	Pharmaceutical products	99611730	0

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name & Address of the Company	CIN/GLN.	Holding / Subsidiary / Associate	% of Shares Held	Appli cable Section
N.A.					

IV. SHAREHOLDING PATTERN (Equity Share Capital Breakup as % of Total Equity)

I) CATEGORY-WISE SHAREHOLDING

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. TABLE-II - STATEMENT SHOWING SHAREHOLDING OF PROMOTERS AND PROMOTERS GROUP									
(1) Indian									
a) Individual/HUF	48781	0	48781	3.25	48781	0	48781	3.25	0
b) Central Govt. or State Govt.	0	0	0	0	0	0	0	0	0
c) Financial Institutions/Banks	0	0	0	0	0	0	0	0	0
d) Any other	369500		369500	24.63	369500	0	369500	24.63	0
SUB TOTAL:(A) (1)	418281	0	418281	27.88	418281	0	418281	27.88	0
(2) Foreign									
a) NRI- Individuals	0	0	0	0	0	0	0	0	0
b) Government	0	0	0	0	0	0	0	0	0
c) Institutions	0	0	0	0	0	0	0	0	0
d) Foreign Portfolio Investors	0	0	0	0	0	0	0	0	0
e) Any other(Specify)	0	0	0	0	0	0	0	0	0
SUB TOTAL (A) (2)	0	0	0	0	0	0	0	0	0
Total Shareholding of Promoter (A)= (A)(1)+(A)(2)	418281	0	418281	27.88	418281	0	418281	27.88	0
B. TABLE-III - STATEMENT SHOWING SHAREHOLDING PATTERN OF PUBLIC SHAREHOLDER									
(1) Institutions									
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Venture Capital Fund	0	0	0	0	0	0	0	0	0
c) Alternate Investment Funds	0	0	0	0	0	0	0	0	0
d) Foreign Venture Capital Investors	0	0	0	0	0	0	0	0	0
e) Foreign Portfolio Investors	0	0	0	0	0	0	0	0	0
f) Financial Institutions / Banks	0	2496	2496	0.17	0	2496	2496	0.17	0
g) Insurance Companies	5387	0	5387	0.35	5387	0	5387	0.35	0
h) Provident Funds / Pension Funds	0	0	0	0	0	0	0	0	0
i) Any Others (specify)	0	0	0	0	0	0	0	0	0
SUB TOTAL (B)(1):	5387	2496	7883	0.52	5387	2496	7883	0.52	0
(2) Central Government / State Government / President of India	0	0	0	0	0	0	0	0	0
SUB TOTAL (B)(2)	0	0	0	0	0	0	0	0	0

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(3) Non Institutions									
(a)i) Individual shareholders holding nominal share capital upto Rs. 2 lakhs	172431	720464	892895	59.52	181418	711417	892835	59.52	0
(a)ii) Individuals shareholders holding nominal share capital in excess of Rs. 2 lakhs	0	82411	82411	5.49	0	82411	82411	5.49	0
b) NBFC Registered With RBI	3000	0	3000	0.20	3000	0	3000	0.20	0
c) Employee Trusts	0	0	0	0	0	0	0	0	0
d) Overseas Depositories (holding DR) balancing figure	0	0	0	0	0	0	0	0	0
e) Any Others (specify)	70218	25312	95530	6.36	70278	25312	95590	6.37	0.01
SUB TOTAL (B)(3)	245649	828187	1073836	71.58	254696	819140	1073836	71.58	0
Total Public Shareholding (B)= (B)(1)+(B)(2)+(B)(3)	251036	830683	1081719	72.11	260083	821636	1081719	72.11	0
C. TABLE IV - STATEMENT SHOWING SHAREHOLDING PATTERN OF NON- PROMOTER SHAREHOLDER									
1. Custodian / DR Holder - Name of DR Holder (If Available)	0	0	0	0	0	0	0	0	0
2. Employee Benefit Trust (Under SEBI (Share Based Employee Benefit) Regulations, 2014)	0	0	0	0	0	0	0	0	0
Total Non-Promoter - Non - Public Shareholding (C) (1) + (C) (2)	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C2)	669317	830683	1500000	100	678364	821636	1500000	100	0
Grand Total (A+B+C)	669317	830683	1500000	100	678364	821636	1500000	100	0

(ii) SHAREHOLDING OF PROMOTERS

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	
1.	Shreeniwas B. Somani	48781	3.25	0	48781	3.25	0	0
2.	Citric India Limited	369500	24.63	0	369500	24.63	0	0
	Total	418281	27.88	0	418281	27.88	0	0

(iii) CHANGE IN PROMOTER'S SHAREHOLDING

Sr. No.	Particulars	Shareholding at the beginning and at the end of the Year		Cumulative Shareholding during the Year	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
1	At the beginning of the year	NO CHANGE DURING THE YEAR			
2	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/ decrease (e.g. allotment/ transfer/bonus/ sweat equity etc)				
3	At the end of the year				

(iv) SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS (OTHER THAN DIRECTORS, PROMOTERS AND HOLDERS OF GDRS AND ADRS)

Sr. No.	Name of Top Ten Shareholders	Folio No.	Shareholding at the Beginning of the Year		Cumulative Shareholding during the Year	
			No. of Shares	% of Total Shares of the Company	No. of Shares	% of Total Shares of the Company
1.	Shree Consultations and Services Private Limited	13038700 00244492	54500	3.63	Nil	Nil
2.	Shri. Ravindra Somani	001324	47411	3.16	Nil	Nil
3.	Sudhir Harilal Kale	001289	35000	2.33	Nil	Nil
4.	B. D. Somani HUF	001284	7500	0.50	Nil	Nil
5.	Chemage Limited	001216	7087	0.47	Nil	Nil
6.	Shri. Umashankar Agarwal	002230	6350	0.42	Nil	Nil
7.	Beacon Creditcap Private Limited	12065900 00081599	6321	0.42	Nil	Nil
8.	Shri. Mahesh P. Wadhwa	010254	5500	0.37	Nil	Nil
9.	Life Insurance Corporation of India	10000012	5387	0.36	Nil	Nil
10.	Shri. Damodartal Singi	000676	5210	0.35	Nil	Nil

Sr. No.	Name of Top Ten Shareholders	Folio No.	Shareholding at the End of the year		Cumulative Shareholding during the Year	
			No. of Shares	% of Total Shares of the Company	No. of Shares	% of Total Shares of the Company
1.	Shree Consultations and Services Private Limited	13038700 00244492	54500	3.63	Nil	Nil
2.	Shri. Ravindra Somani	001324	47411	3.16	Nil	Nil
3.	Sudhir Harilal Kale	001289	35000	2.33	Nil	Nil
4.	Vandana Bajaj	12054500 00041838	8509	0.57	Nil	Nil
5.	B. D. Somani HUF	001284	7500	0.50	Nil	Nil
6.	Chemage Limited	001216	7087	0.47	Nil	Nil
7.	Shri. Umashankar Agarwal	002230	6350	0.42	Nil	Nil
8.	Beacon Creditcap Private Limited	12065900 00081599	6321	0.42	Nil	Nil
9.	Shri. Mahesh P. Wadhwa	010254	5500	0.37	Nil	Nil
10.	Life Insurance Corporation of India	10000012	5387	0.36	Nil	Nil

(v) SHAREHOLDING OF DIRECTORS & KMP

Sr. No.	Name of Directors and KMP - Shri. Ashok Somani	Shareholding at the beginning and at the end of the year		Cumulative Shareholding during the year	
		No. of Shares	% of Total Shares of the Company	No. of Shares	% of Total Shares of the Company
1.	At the beginning of the year	3	0.00	NIL	NIL
2.	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/ sweat equity etc)	NIL	NIL	NIL	NIL
3.	At the end of the year	3	0.00	NIL	NIL

Sr. No.	Name of Directors and KMP - Shri. Balkishan Lohia	Shareholding at the beginning and at the end of the year		Cumulative Shareholding during the year	
		No. of Shares	% of Total Shares of the Company	No. of Shares	% of Total Shares of the Company
1.	At the beginning of the year	3	0.00	NIL	NIL
2.	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/ sweat equity etc)	NIL	NIL	NIL	NIL
3.	At the end of the year	3	0.00	NIL	NIL

(V) INDEBTEDNESS

Indebtedness of the Company including interest outstanding / accrued but not due for payment

NIL DURING THE YEAR

(VI) REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**A. Remuneration to Managing Director, Whole-Time Directors and/or Manager :**

Sr. No.	Particulars of Remuneration	ASHOK SOMANI (EXECUTIVE DIRECTOR AND CFO)	Total
1.	Gross Salary	Amt. (in Rs.)	Amt. (in Rs.)
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	3,36,000	3,36,000
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	0	0
	(c) Profits in lieu of salary under Section 17(3) of the Income Tax Act, 1961	0	0
2.	Stock option	0	0
3.	Sweat Equity	0	0
4.	Commission	0	0
	a. as % of profit	0	0
	b. others (specify)	0	0
5.	Others, please specify	0	0
	Total (A)	3,36,000	3,36,000
	Ceiling as per the Act		

B. Remuneration to other directors

Sr. No.	Particulars of Remuneration	Name of Directors				Total Amount
		Balkishan Lohia (Non-Executive Independent Directors)	Mathura Prasad Sharma (Non-Executive Independent Directors)	Toby Antony (Non-Executive Independent Directors)	Nandkumar Pareek (Non-Executive Independent Directors)	
1.	Independent Directors					
	Fee for attending board committee meetings	8,000	4,000	8,000	2,000	22,000
	Commission	-	-	-	-	-
	Others, please specify	-	-	-	-	-
	Total (1)	8,000	4,000	8,000	2,000	22,000
2.	Other Non-Executive Directors	-	-	-	-	-
	Fee for attending board committee meetings	-	-	-	-	-
	Commission	-	-	-	-	-
	Others, please specify	-	-	-	-	-
	Total (2)	-	-	-	-	-
	Total (B)=(1+2)	8,000	4,000	8,000	2,000	22,000
	Total Managerial Remuneration	8,000	4,000	8,000	2,000	22,000
	Overall Ceiling as per the Act					

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

Sr. No.	Particulars of Remuneration	Key Managerial Personnel		Total
		Smt. Neha Vora (Company Secretary)	Shri. Ashok Somani (CFO)	
1.	Gross Salary			
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	1,33,000	3,36,000	4,69,000
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	0	0	0
	(c) Profits in lieu of salary under Section 17(3) of the Income Tax Act, 1961	0	0	0
2	Stock Option	0	0	0
3	Sweat Equity	0	0	0
4	Commission	0	0	0
	a. as % of profit	0	0	0
	b. others, specify	0	0	0
5	Others, please specify	0	0	0
	Total	1,33,000	3,36,000	4,69,000

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment / Compounding Fees imposed	Authority (RD / NCLT / COURT)	Appeal made, if any (give details)
NIL DURING THE YEAR					

ANNEXURE D
SECRETARIAL AUDIT REPORT

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies
(Appointment and Remuneration Personnel) Rules, 2014]

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2020

To,
The Members,
M/s. Chemo Pharma Laboratories Ltd,
5, Kumud Apartment CHS Limited,
Karnik Road Chikan Ghar, Kalyan,
Thane, Maharashtra - 421301

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Chemo Pharma Laboratories Ltd** (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's 'Books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, I hereby report that in my opinion, the Company, during the audit period covering the Financial Year ended on 31st March, 2020 complied with the statutory provisions listed hereunder and also that the Company has proper board-processes and Compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company as given in **Annexure 'I'** for the Financial Year ended on 31st March, 2020 according to the provisions of:

- i. The Companies Act, 2013 and the Rules made there-under;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made there-under;
- iii. The Depositories Act, 1996 and the Regulations and the Bye- laws framed there-under;
- iv. Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of External Commercial Borrowings, Foreign Direct Investment and Overseas Direct Investment (**Not Applicable to the Company during the period under Audit**)
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 are as follows:-
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulation, 2011;
 - b) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
 - c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
 - d) The Securities and Exchange Board of India (Registrars to Issue and Share Transfer Agents) Regulations, 1993, regarding the Companies Act and dealing with client;
 - e) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (**Not applicable as the Company has not made any further issue of Shares**)
 - f) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme Guidelines, 1999. Now known as the Securities and Exchange Board of India (Share based employees Benefits) Regulations, 2014 (**The Company has not introduced any such scheme during the financial year under review**)
 - g) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations,

2008; **(The Company has not issued any Debt Securities during the financial year under review)**

- h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **(Not applicable as the Company has not delisted/propose to delist its Equity Shares from any Stock Exchange during the Financial Year under review)**
 - i) The Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998; **(Not applicable as the Company has not brought back/propose to Buy-back any of its securities during the Financial Year under review)**
- vi. The production unit of the Company is not in active state at present, so the Company has not engaged in any other business activities and no other laws are specifically applicable to it.

I have relied on the representation made by the Company and its Officers for systems and mechanism formed by the Company for compliances under other applicable Acts, Laws and Regulations to the Company. The list of major head/groups of Acts, Laws and Regulations as applicable to the Company is given in **Annexure II**.

I have also examined Compliance with the applicable clauses/Regulations of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India with respect to Board and General Meetings.
- (ii) The Listing Agreements entered into by the Company with National Stock Exchange of India Limited and BSE Limited read with The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review the Company has complied with the provision of the Act, Rules, Regulations, Guidelines, Standards etc. mentioned above.

I further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive, Non-Executive Director and Independent directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate Notice is given to all Directors to schedule the Board Meetings, agenda and detailed Notes on Agenda were sent at least seven days in advance and system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliances with the applicable Laws, Rules, Regulations and Guidelines.

I have relied on the representation made by the Company and its Officers for systems and mechanism formed by the Company for compliances under other applicable Acts, Laws and Regulations to the Company.

In case of Direct and Indirect Tax Laws like Income Tax Act, Goods and Service Tax Act, I have relied on the Reports given by the Statutory Auditors of the Company.

I further report that during the audit period, the Company has not undertaken event/action having a major bearing on the Company's affairs in pursuance of the above referred laws, Rules, Regulations, Guidelines, Standards, etc.

FOR S. K. JAIN & Co.

Sd/-

Dr. S. K. Jain

Practicing Company Secretary

Membership No. FCS 1473

COP No. 3076

UDIN : F001473B000358302

Place: Mumbai

Date : 22nd June, 2020

This report is to be read with our letter of even date which is annexed as "**Annexure - III**" and forms an integral part of this report.

ANNEXURE - I

List of documents verified

1. Memorandum & Articles of Association of the Company.
2. Annual Report for the Financial Year ended 31st March, 2019.
3. Minutes of the Meetings of the Board of Directors, Audit Committee, Nomination & Remuneration Committee, and Share Transfer & Stakeholder Relationship Committee along with Attendance Register held during the Financial Year under report.
4. Minutes of Annual General Meetings and Extra General Meeting held during the Financial Year under report.
5. All Statutory Registers.
6. Agenda papers submitted to all the Directors/Members for the Board Meetings and Committee Meetings.
7. Declarations received from the Directors of the Company pursuant to the provisions of Section 184 of the Companies Act, 2013 and attachments thereto during the Financial Year under Report.
8. E-Forms filed by the Company, from time-to-time, under applicable provisions of the Companies Act, 2013 and attachments thereof during the financial year under report.
9. Intimations received from directors under The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992.
10. Intimations / documents / reports / returns filed with the Stock Exchanges pursuant to the provisions of Listing Agreement during the financial year under report.
11. Closure of Register of Members.

ANNEXURE - II

List of applicable laws to the Company

1. The payment of Bonus Act, 1965
2. The payment of Gratuity Act, 1972
3. The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013
4. The Maternity Benefits Act, 1961
5. The Employees Provident Fund and Miscellaneous Provision Act, 1952
6. The Professional tax Act, 1975

ANNEXURE - III

To,

The Members **Chemo Pharma Laboratories Limited**

My report of even date is to be read along with this letter.

1. Maintenance of Secretarial Record is the responsibility of the management of the Company. My responsibility is to express an opinion on these Secretarial Records based on my audit.
2. I have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial Records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial Records. I believe that the process and practices I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of Financial Records and Books of Accounts of the Company.
4. Wherever required, I have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations and standards is the responsibility of management. My examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

FOR S. K. JAIN & Co.

Sd/-

Dr. S. K. Jain

Practicing Company Secretary

Membership No. FCS 1473

COP No. 3076

UDIN : F001473B000358302

Place: Mumbai

Date : 22nd June, 2020

INDEPENDENT AUDITORS' REPORT

To
The Members of CHEMO PHARMA LABORATORIES LTD.

Report on the Ind AS Financial Statements

Opinion

We have audited the accompanying Standalone financial statements of **CHEMO PHARMA LABORATORIES LIMITED** ("the company") which comprises the Balance Sheet as at March 31, 2020, the Statement of Profit and Loss and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act 2013, ('the Act) in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules 2017, as amended, ('Ind AS') and the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020, and profit, and total comprehensive income and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Responsibility of Management for the Standalone Financial Statements

The Company's management and Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate implementation and maintenance of accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Board of Directors are also responsible for overseeing the company's financial reporting process.

Auditor's Responsibility for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also :

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure A, statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

As required by Section 143(3) of the Act, we report that :

- a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c. The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- d. In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e. On the basis of the written representations received from the directors as on 31st March, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2020 from being appointed as a director in terms of Section 164 (2) of the Act.
- f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
- g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - 1) The company has disclosed the impact of pending litigation on its Ind AS financial position in its financial statement. Refer Note 13 & 14 to the Ind AS financial statements.
 - 2) The company did not have any long term contract including derivative contract as at March 31, 2020 for which there were any material foreseeable losses.
 - 3) There are no amounts which were required to be transferred to the Investor Education and Protection Fund by Company for the year ending on March 31, 2020.

FOR VMD & CO.
Chartered Accountants
(FRN: 125002W)

Sd/-
CA Amit Ganpule
Partner
MRN: 114222

UDIN : 20114222AAAACM3184

Place: Mumbai
Date : 26th June, 2020

ANNEXURE 'A' TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in Paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Report on Companies (Auditor's Report) Order, 2016 ('the Order') issued by the Central Government in terms of section 143(11) of the Companies Act, 2013

- (i) (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) Fixed Assets were physically verified by the Management during the current year. In our opinion, the frequency of verification is reasonable having regard to the size of the Company and the nature of its Fixed Assets.
- (c) The company does not have immovable property, Hence the paragraph 3(i)(c) of the order is not applicable.
- (ii) The company does not have any inventory; accordingly, paragraph 3(ii) of the order is not applicable.

- (iii) (a) The company has given loan to one party covered in the register maintained under section 189 of the Companies Act, 2013. According to the information and explanation provided to us the terms and conditions of the loan was not prejudicial to the interest of the company.
- (b) In the case of the loans granted to the company in the register maintained under section 189 of the Act, the terms of arrangements did not stipulate any repayment schedule and the amount was repayable on demand. Accordingly, paragraph 3(iii)(b) of the Order is not applicable to the Company in respect of repayment of the amount.
- (c) There are no overdue amounts in respect of the loans granted to the companies listed in the register maintained under section 189 of the Act.
- (iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Act in respect to the loans and investments made.
- (v) In our opinion and according to the information and explanations given to us, no fixed deposits were accepted from the public.
- (vi) In our opinion, clause 3(vi) of the order for maintenance of the cost records under section 148(1) of the Companies Act 2013 is not applicable to the Company.
- (vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amount deducted/accrued in the books of account in respect of undisputed statutory dues including Goods and Services Tax, Provident Fund, Income Tax and other material Statutory dues have been regularly deposited during the year by the Company with the appropriate authorities.

According to the information and explanations given to us, no undisputed amounts payable in respect of Provident Fund, Income Tax, Goods and Service Tax, Value added Tax, Service Tax, Cess and other material Statutory dues were in arrears as at 31st March, 2020 for a period of more than six months from the date they become payable.

- (b) According to the information and explanations given to us, the dues in respect of sales tax, income tax, custom duties, wealth tax, excise duty and cess that have been deposited with the appropriate authorities except in cases where there is a dispute. The details of dispute and the forum where such disputes are pending is given below:

Name of the Statute	Nature of the dues	Amount (Rs.)	Forum where dispute is pending
Central Sales Tax Act	Central Sales Tax FY 1989-90	1,67,560	Company has filed an appeal against order in High Court
Maharashtra Sales Tax Act	Sales Tax FY 1989-90	9,50,255	Company has filed an appeal against order in High Court

- (viii) The company does not have any loans or borrowings from any Financial Institution, Banks, Government or Debenture Holders during the year. Accordingly, paragraph 3(vii) of the order is not applicable.
- (ix) The company has not raised moneys by way of initial public offer or further public offer (including debt instruments) or term loans and hence reporting under clause 3(ix) of the order is not applicable.
- (x) Based on the audit procedures performed and information and explanations given to us, we report that no fraud on or by the company has been noticed or reported during the course of our audit.
- (xi) In our opinion and according to the information and explanation provided to us, the company has paid / provided managerial remuneration in accordance with the requisite provisions of section 197 read with Schedule V of the act.
- (xii) The Company is not a Nidhi Company and hence reporting under clause 3 (xii) of the order is not applicable.

- (xiii) In our opinion and according to the information and explanations given to us the Company is in compliance with section 177 and 188 of the act, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the Ind AS financial statements as required by the applicable accounting standards.
- (xiv) During the year, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures and hence reporting under clause 3(xiv) is not applicable to the Company.
- (xv) In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its directors or persons connected to its Directors and hence provisions of Section 192 of the Act are not applicable.
- (xvi) The Company is not required to be registered under Section 45-I of the Reserve Bank of India Act, 1934.

FOR VMD & CO.
Chartered Accountants
(FRN: 125002W)

Sd/-
CA Amit Ganpule
Partner

MRN: 114222
UDIN : 20114222AAAACM3184

Place: Mumbai
Date : 26th June, 2020

Annexure B

To The Independent Auditor's Report of even date on the Ind AS financial statements of Chemo Pharma Laboratories Limited

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

To

The Members of Chemo Pharma Laboratories Limited,

We have audited the internal financial controls over financial reporting of Chemo Pharma Laboratories Limited ("the Company") as of 31 March 2020 in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's Management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing as specified under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance

Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Ind AS financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and
- (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2020, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Place: Mumbai
Date : 26^h June, 2020

FOR VMD & CO.
Chartered Accountants
(FRN: 125002W)

Sd/-
CA Amit Ganpule
Partner
MRN: 114222
UDIN : 20114222AAAACM3184

BALANCE SHEET AS AT 31ST MARCH, 2020

	NOTES	31 st March, 2020 (in Rupees)	31 st March, 2019 (in Rupees)
1 ASSETS			
1 Non-Current Assets			
(A) Property, Plant and Equipment	2	747,534	30,243
(B) Financial Assets			
(i) Investment	3	237,031	368,947
(ii) Loans	4	19,567,600	18,417,400
Total Non-Current Assets		20,552,165	18,816,590
2 Current Assets	5		
(i) Cash & Cash Equivalents	5(i)	88,084,088	29,661,539
(ii) Current Loans	5(ii)	-	55,000,000
(iii) Other Current Assets	5(iii)	1,020,635	731,800
Total Current Assets		89,104,723	85,393,339
TOTAL ASSETS		109,656,889	104,209,929
2 EQUITY AND LIABILITIES			
Equity			
(a) Equity Share Capital	6	15,000,000	15,000,000
(b) Other Equity	7	92,447,085	88,295,537
Total Equity		107,447,085	103,295,537
Liabilities			
1 Non-Current Liabilities	-	-	
2 Current Liabilities	8		
(A) Financial Liabilities			
(i) Other Current Liabilities	8(i)	1,449,803	1,258,670
(ii) Provisions	8(ii)	760,000	(344,278)
Total Current Liabilities		2,209,803	914,392
TOTAL EQUITY AND LIABILITIES		109,656,889	104,209,929
The accompanying notes are integral part of financial statement.			
Summary of significant accounting policies	1		

As per our Report Annexed

For VMD & Co.
Chartered Accountants
Firm Reg. No. 125002W

Sd/-
CA Amit Ganpule
Partner (Membership No. 114222)
UDIN : 20114222AAAACM3184

Place : Mumbai
Date : 26th June, 2020

On behalf of Board of Directors

Sd/-
S. B. SOMANI
DIRECTOR & CEO
DIN NO.: 00077939

Sd/-
NEHA VORA
COMPANY SECRETARY AND
COMPLIANCE OFFICER

Sd/-
ASHOK SOMANI
DIRECTOR & CFO
DIN NO.: 03063364

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2020

	NOTES	31 st March, 2020 (in Rupees)	31 st March, 2019 (in Rupees)
I. INCOME			
Other Income	9	9,967,591	8,225,416
Total Income		9,967,591	8,225,416
II. EXPENSES			
1 Employee Benefit Expenses	10	1,812,554	2,218,439
2 Depreciation and amortisation Expenses		231,274	47,001
3 Other Expenses	11	2,982,427	3,413,889
Total Expenses		5,026,255	5,679,329
Gross Profit / (Loss) for the Year		4,941,336	2,546,087
III. Profit /(Loss) Before Taxation (I) - (II)		4,941,336	2,546,087
IV. Less: Tax Expenses			
(i) Provision for Current Tax		760,000	460,000
(ii) Tax adjustment for previous year		29,788	23,183
V. Profit / Loss of the Year (III) - (IV)(i) - (IV)(ii)		4,151,548	2,062,904
VI. Other Comprehensive Income (OCI)			
(i) Items that will not be reclassified to Profit or Loss:		-	-
(ii) Unrealised gain in Fair Market Value of Investment		-	-
(iii) Income Tax relating to items that will not be reclassified to Profit and Loss		-	-
Other Comprehensive Income for the year, net of Tax		-	-
Total Other Comprehensive Income for the year (V-VI)		4,151,548	2,062,904
Earnings per Equity Share (Nominal Value of Share Rs.10/-) (31st March, 2020 : Rs.10/-)			
Basic and Dilluted		2.77	1.38
The accompanying notes are intergal part of financial statement.			
Summary of significant accounting policies		1	

As per our Report Annexed

For VMD & Co.
Chartered Accountants
Firm Reg. No. 125002W

Sd/-
CA Amit Ganpule
Partner (Membership No. 114222)
UDIN : 20114222AAAACM3184

Place : Mumbai
Date : 26th June, 2020

On behalf of Board of Directors

Sd/-
S. B. SOMANI
DIRECTOR & CEO
DIN NO.: 00077939

Sd/-
NEHA VORA
COMPANY SECRETARY AND
COMPLIANCE OFFICER

Sd/-
ASHOK SOMANI
DIRECTOR & CFO
DIN NO.: 03063364

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2020

PARTICULARS	31 st March, 2020 (in Rupees)	31 st March, 2019 (in Rupees)
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before tax and extraordinary items	4,941,336	2,546,087
Adjustment for		
Depreciation	231,274	47,001
Dividend received	(5,658)	(1,326)
Interest received	(9,961,933)	(8,042,768)
Operating profit before working capital changes	(4,794,981)	(5,451,005)
Adjustment for		
Increase (Decrease) in other Current Liabilities	1,295,411	(417,311)
Decrease (increase) in Current Assets	54,711,165	(46,896,637)
Increase in loans given	(1,150,200)	(1,533,600)
Increase in Fixed Assets	(948,565)	(56,522)
Cash Generated From Operation	53,907,811	(48,904,070)
Taxes Paid	(789,788)	(483,183)
A. Cash Flow From Operating Activities	48,323,042	(54,838,258)
B. CASH FLOW FROM INVESTING ACTIVITIES		
Dividend received	5,658	1,326
Interest received	9,961,933	8,042,768
Decrease in Investment	131,916	(181,322)
Cash Flow From Investing Activities	10,099,507	7,862,772
C. CASH FLOW FROM FINANCING ACTIVITIES		
Interest Paid	-	-
Cash Flow From Financing Activities	-	-
Net increase/(decrease) in cash and cash Equivalents	58,422,549	(46,975,486)
Opening balance of Cash and Cash Equivalents	29,661,539	76,637,027
Closing Balance Of Cash and Cash Equivalents	88,084,088	29,661,539

Note :

- The above Cash Flow Statement has been prepared under the indirect method as set out in the Ind AS-7 on Cash Flow Statement issued by the Institute of Chartered Accountants of India.
- Previous Year's figures have been re-arranged/re-grouped wherever necessary.

This Cash Flow Statement referred in our report of even date.

As per our Report Annexed

For VMD & Co.
Chartered Accountants
Firm Reg. No. 125002W

Sd/-
CA Amit Ganpule
Partner (Membership No. 114222)
UDIN : 20114222AAAACM3184

Place : Mumbai
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NEHA VORA
COMPANY SECRETARY AND
COMPLIANCE OFFICER

On behalf of Board of Directors

Sd/-
S. B. SOMANI
DIRECTOR & CEO
DIN NO.: 00077939

Sd/-
ASHOK SOMANI
DIRECTOR & CFO
DIN NO.: 03063364

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2020**1) Company Overview :****A) Corporate Information :**

The Company is a public company domiciled in India and it is incorporated on 17th August, 1942 under provisions of the Companies Act, 1956. Its shares are listed on the Bombay Stock Exchange (BSE) of India. The registered office of the Company is located at Kumud CHS Ltd., Karnik Road, Chikan Ghar, Kalyan, Dist. Thane- 421 301.

The Company had discontinued its manufacturing operations few years back.

B) Basis of preparation of Financial Statements :

The Financial Statement have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified under Section 133 of the Companies Act, 2013 ('the Act') read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016.

All Assets and Liabilities have been classified as current or non-current as per the operating cycle criteria set out in the Schedule III to the Companies Act 2013

2) Significant Accounting policies :**A) Revenue Recognition :**

Revenue / income and cost / expenditure are generally accounted on accrual as they are earned or incurred. Other Income is Comprised primarily of interest income, dividend income and gain/loss on investments. Interest income is recognised using the effective interest method. Dividend income is recognised when the right to receive payment is established.

B) Employees Benefits :

- 1) Company's Contribution to Provident Fund are charged to Profit & Loss Account.
- 2) Gratuity payable to Employees is calculated as per provisions of the Gratuity Act. The Company provides for Gratuity Liability in the account as and when paid.
- 3) Leave encashment benefit at the time of retirement is considered on cash basis as and when paid.

C) Classification of Current / Non-Current Assets and Liabilities

All the assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013 and IndAS 1 "Presentation of financial statements".

Assets :

An asset is classified as current when it satisfies any of the following criteria:

- a) it is expected to be realised in, or is intended for sale or consumption in, the Company's normal operating cycle;
- b) it is held primarily for the purpose of being traded;
- c) it is expected to be realised within twelve months after the reporting date; or
- d) it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting date.

Liabilities :

A liability is classified as current when it satisfies any of the following criteria :

- a) it is expected to be settled in the Company's normal operating cycle;
- b) it is held primarily for the purpose of being traded;
- c) it is due to be settled within twelve months after the reporting date; or
- d) the Company does not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting date. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

All other assets / liabilities are classified as non-current.

Based on the nature of products and the time between the acquisition of assets for processing and their realisation in cash or cash equivalents, the Company has ascertained its normal operating cycle as twelve months for the purpose of Current / Non-current classification of assets and liabilities.

D) Property, Plant and Equipment :

Property, Plant and Equipment are valued at cost of acquisition less depreciation.

Property, plant and equipment are recorded at cost of acquisition / construction less accumulated depreciation and impairment losses, if any. Cost comprises of the purchase price net of creditable cenvate, Service Tax, Value Added Tax and Goods and Service Tax, if any, and any attributable cost of bringing the assets to its working condition for its intended use.

The Cost and related accumulated depreciation are eliminated from the financial statements upon sale or retirement or impairment of the asset and resultant gains or losses are recognised in the Statement of Profit and Loss.

E) Depreciation and amortisation on Property, Plant and Equipment :

Depreciation / amortisation on Property, plant and equipment is charged on WDV basis so as to write off original cost of the assets over the useful lives. The useful life of the fixed assets as prescribed under the Companies Act, 2013 are as under:

Type of Assets	Useful life (in Years)
Computer	3
Motor Car	8
Air Conditioner	10

F) Cash & Cash equivalents :

Cash and cash equivalents, in balance sheet and in cash flow statement, includes cash in hand, term deposit with Bank and other short term highly liquid investments with original maturities of three months or less.

G) Investment :

Long Term Investments are stated at cost less provision for diminution in value other than temporary if any.

H) Taxes on Income :

i. Current tax :

Provision for current income tax is made on the taxable income using the applicable tax rates and tax laws. Advance income tax and provision for current tax is disclosed in the Balance Sheet at net as these are settled on net basis.

ii. Deferred tax :

Deferred tax arising on account of timing differences and which are capable of reversal in one or more subsequent period is recognised using the tax rate tax laws that have been enacted or substantively enacted. Deferred tax assets are not recognised unless there is virtual certainty with respect to the reversal of the same in future years

I) Financial Instruments :

The Company recognises financial assets and financial liabilities when it becomes a party to the contractual provisions of the financial instrument.

i) Financial Assets :

a) Initial recognition and measurement :

All financial assets are recognised initially at fair value, plus in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

b) Subsequent measurement :

For purpose of subsequent measurement financial assets are classified in three categories:

i) Financial Assets at amortised cost:

A financial asset is subsequently measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual term of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

After initial measurement, debt instrument, debt instrument are subsequently measured at amortised cost using the effective interest rates method, less method, less impairment, if any.

ii) Financial Assets at fair value through other comprehensive income :

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial assets give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

The Company has made an irrevocable election for its investments which are classified as equity/ debt instruments to present the subsequent changes in fair value in other comprehensive income base on its business model.

iii) Financial assets at fair value through profit or loss :

Financial assets which are not classified in any of the above categories are subsequently fair valued through profit or loss.

i) Financial Liabilities:**a) Initial recognition and measurement :**

The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, financial guarantee contracts and derivative financial instruments.

Financial liabilities are classified, at initial recognition, as at fair value through profit and loss or as those measured at amortised cost.

b) Subsequent measurement :

For purpose of subsequent measurement financial liabilities depends on their classification as follows:

i) Financial liabilities at fair value through profit or loss:

A financial liabilities at fair value through profit and loss include financial liabilities held for trading. The Company has not designated any financial liabilities upon initial recognition at fair value through profit and loss.

ii) Financial liabilities measured at amortised cost:

After initial recognition, interest bearing loans and borrowings are subsequently measured at amortised cost using the effective interest rate method except for those designated in an effective hedging relationship.

J) Earning per share :

The earnings consider in ascertaining the Company's earning per share (EPS) comprise of the net profit after tax after reducing dividend on cumulative preference shares for the period (irrespective of whether declared, paid or not), as per Accounting Standard 20 on "Earning per share"

k) Provisions and contingent liability :

Provisions are recognised when the Company has a present obligation as a result of past events, it is more likely than not that and outflow resources will be required to settle the obligation, and the amount has been reliably estimated. A contingent liability is disclosed where there is a possible obligation or a present obligation that may, but probably will not require an outflow resource.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2020**2. Property, Plant and Equipment :**

Particulars	AT COST				Depreciation (On Written Down Value Basis)					Net Block	
	As On 31.03.2019 (Rs.)	Additions During the Year (Rs.)	Deductions During the Year (Rs.)	Total As On 31.03.2020 (Rs.)	Upto 31.03.2019 (Rs.)	For the Year (Rs.)	Transition Adjustment to Schedule II	On Disposals & Adjustment (Rs.)	Total As On 31.03.2020 (Rs.)	As On 31.3.2020 (Rs.)	As On 31.3.2019 (Rs.)
(A) TANGIBLE ASSETS:											
Computer	106,522	-	-	106,522	77,163	19,188	-	-	96,351	10,171	29,359
Computer Printer	5,500	-	-	5,500	4,617	558	-	-	5,175	326	884
Air Conditioner	-	24,700	-	24,700	-	1,261	-	-	1,261	23,439	-
Motor Car	-	923,865	-	923,865	-	210,266	-	-	210,266	713,599	-
Total (A)	112,022	948,565	-	1,060,587	81,780	231,274	-	-	313,054	747,534	30,243
Previous Year	55,500	56,522	-	112,022	34,779	47,001	-	-	81,780	30,243	20,722

	31 st March, 2020 (in Rupees)	31 st March, 2019 (in Rupees)
3 Non- Current Investments :		
a. In Government Security (Unquoted) :		
12 Years National Defence Certificates	-	-
7 Years National Defence Certificates	500	500
	5,000	5,000
	5,500	5,500
b. Shares in Joint Stock Companies- Quoted Non-Trade:		
Equity Shares of -		
No. of Shares		
Emami Limited of Rs.1/- each fully paid (Market Value Rs. 170.00)	336	57,120
Emami Realty Limited of Rs.2/- each fully paid (Market Value Rs. 28.00)	28	784
Reliance Chemotex Inds. Ltd of Rs.10/- fully paid (Market value Rs. 43.55)	1900	82,745
Reliance Power Limited Ltd of Rs.10/- fully paid (Market value Rs. 1.22)	88	107
(Aggregate Market Value of Quoted Investments)		140,756
c. Shares in Joint Stock Companies- Trade :		
Equity Shares of Citric India Ltd. of Rs.10/- each	27000	60,750
		60,750
d. Unquoted Equity Shares of: Non- Trade		
Shamrao Vithal Co.Op Bank Ltd of Rs 25 fully paid	1	25
Capexil (Agencies) Ltd of Rs 1000 each fully paid	5	5,000
City Co.Op. Bank Ltd. Of Rs. 10 each fully paid	1000	25,000
		30,025
TOTAL		237,031
4 Non- Current Loans :		
Intercorporate Deposits- Unsecured		19,567,600
		18,417,400
TOTAL		19,567,600
		18,417,400

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2020

	31 st March, 2020 (in Rupees)	31 st March, 2019 (in Rupees)
5 Current Assets :		
i. Cash & Cash Equivalent :		
Cash in Hand	178,131	409,529
Balances with Banks	7,905,958	4,252,011
Fixed Deposit with HDFC	80,000,000	25,000,000
TOTAL	88,084,088	29,661,539
ii. Current Loans :		
Inter Corporate Loan Given -others unsecured	-	55,000,000
TOTAL	-	55,000,000
iii. Other Current Assets :		
Advance to Staff	38,000	411,750
TDS deducted on Interest Received (A.Y.2020-21)	982,635	-
Advance Tax paid (A. Y. 2003-2004)	-	320,050
	1,020,635	731,800
6 Equity Share Capital :		
Authorised shares:		
97,50,000 Equity Shares of Rs. 10/- each	97,500,000	97,500,000
25,000 Preference Shares of Rs. 100/- each	2,500,000	2,500,000
TOTAL	100,000,000	100,000,000
Issued ,Subscribed and fully paid-up Shares		
15,000,00 Equity Shares of Rs. 10/- each	15,000,000	15,000,000
Nil Preference Shares of Rs. 100/- each	Nil	Nil
TOTAL	15,000,000	15,000,000
A) Reconciliation of the Shares outstanding at the beginning and at the end of reporting period		
Equity Shares	Nos.	Nos.
At the beginning of the period	1,500,000	15,00,000
Issued during the period (Bonus Issue)	-	Nil
Issued during the period	-	Nil
Outstanding at the end of the period	1,500,000	15,00,000
Preference Shares	Nos.	Nos.
At the beginning of the period	Nil	Nil
Issued during the period	Nil	Nil
Outstanding at the end of the period	Nil	Nil
B) Terms/Rights attached to Equity Shares		
The Company has only one class of Equity Shares having a par value Rs. 10/- per Share. Each Holder of Equity Shares is entitled to one vote per Share. The Company declares and pays dividends in Indian Rupees. The dividend proposed by the Board of Directors is subject to the approval of the Shareholders in the ensuing Annual General Meeting.		

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2020

During the year ended 31st March, 2020, the amount of per Share Dividend recognized as distribution to Equity Shareholders was Rs. Nil (31 March 2019 : Rs. Nil)

C) List of Shareholding 5% & Above

Sr. No.	Name of the Shareholders	31.03.2020		31.03.2019	
		No. of Shares Held	Percentage of Holding	No. of Shares Held	Percentage of Holding
1.	M/s Citric India Limited	369,500	24.63	369,500	24.63

		31 st March, 2020 (in Rupees)	31 st March, 2019 (in Rupees)
7 Other Equity :			
- Capital Reserve		48,446,784	48,446,784
- Investment Allowance Reserve		2,967,954	2,967,954
- Retained Earnings :			
Balance As Per Last Balance Sheet	36,880,799		
Add/(Less): Profit / (Loss) During the Year	4,151,548	41,032,347	36,880,799
	TOTAL	92,447,085	88,295,537
8 Current Liabilities :			
i) Other Current Liabilities :			
SICOM - Defferred Sales Tax		1,196,976	1,196,976
Others Payables		252,827	61,694
		1,449,803	1,258,670
ii) Current Provisions :			
Provision for Income Tax		760,000	(344,278)
	TOTAL	760,000	(344,278)
9 Other Income :			
Dividend Received		5,658	1,326
Fair Value change of Investment		-	181,322
Interest Received		9,961,933	8,042,768
	TOTAL	9,967,591	8,225,416
10 Employee Benefit Expenses :			
Director Remuneration		336,000	306,000
Salary to Staff		1,320,704	1,729,789
Bonus		155,850	149,400
Leave Encashment		-	33,250
	TOTAL	1,812,554	2,218,439

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2020

	31 st March, 2020 (in Rupees)	31 st March, 2019 (in Rupees)
11 Other Expenses :		
Advertisement & Publicity	46,253	34,235
Annual Listing Fees	375,240	310,057
Audit Fees	29,500	39,500
Bank Charges	1,437	4,797
Conveyance Expenses	42,419	67,170
Court Fees	-	14,630
Depository Charges	18,835	-
Director Sitting Fees	22,000	24,000
Electricity Charges	178,360	248,120
Employees Welfare Expenses	158,190	182,675
Entertainment Expenses	209,951	214,711
Excess Payment Refunded	-	20,822
Loss on Fair Value change of Investment	131,916	-
General Expenses	29,226	87,701
Interest / Penalty on Profession Tax	1,000	660
Membership & Subscription Charges	179,996	184,080
Motor Car Expenses	32,193	
Office Expenses	55,742	62,239
Rent paid	24,000	24,000
Postal Charges	50,113	59,940
Printing & Stationery	95,127	133,143
Professional & Legal Fees	824,860	738,538
Rates & Taxes	26,340	13,872
Repairs and Maintenance	16,620	37,383
Share Registry Expenses	128,224	447,283
SEBI Fees	-	150,000
Sundry Balance Written Off	240,511	-
Telephone Expenses	28,637	12,643
Travelling Expenses	35,736	301,691
TOTAL	2,982,427	3,413,889

12 Company has discontinued manufacturing operations inspite of that accounts have been prepared on Going Concern Basis.

13 The Adjudicating Officer of SEBI has imposed a penalty of Rs. 3,22,00,000/- in the matter of Indian Infotech & Software Ltd under Regulation 8(1), 8(2) and 11(1) read with 14 of SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 1997 on the Company and other entities which is payable jointly and severally, for which Company has filed an appeal before Securities Appellate Tribunal (SAT). Since Appeal is pending before SAT, no provision has been made in the books of accounts of the Company during the year.

14 The Company has received Notice from Sale Tax Department for payment of BST Rs. 9,50,255/- and CST Rs. 1,67,560/- for Financial Year 1989-1990 for which Company has filed an appeal before Hon'ble High Court, Bombay and Company assumed that no demand will be there. Therefore, no provision has been made in the accounts.

15 Earning Per Shares (EPS) computed in accordance with Accounting Standard 20:

	Particulars	Year ended 31.03.2020	Year ended 31.03.2019
A	Profit / Loss After Tax as per Accounts	4,151,548	2,062,904
B	Number of Shares	1,500,000	1,500,000
C	Basic & Diluted EPS	2.77	1.38
D	Nominal Value of Equity Shares	Rs. 10/-	Rs. 10/-

16 RELATED PARTY DISCLOSURE :**List of Related Parties:**

- a) **Associates** Nil
- b) **Enterprise owned or significantly influenced by key management personnel or their relatives.**
- 1) M/s Citric India Ltd. - Group Company
 - 2) S. B. Somani - Director & CEO
 - 3) Ashok Somani - Director & CFO
 - 4) Shanta Somani - Director
 - 5) Neha Vora - Company Secretary & Compliance Officer

c) Director Remuneration:

Particulars	31.03.2020	31.03.2019
Salary	336,000.00	306,000.00
	336,000.00	306,000.00

17	Particulars	31.03.2020	31.03.2019
	Payment to Auditors		
	Audit Fees Incl. GST	29,500.00	29,500.00
	Total	29,500.00	29,500.00

18 In view of discontinuance of manufacturing operations and uncertainty in set off of carried forward losses against future profits, the Company has not recognised the deferred tax assets and liabilities as per Accounting Standard AS-22 issued by the Institute of Chartered Accountants of India.

19 In Accordance with the notification issued by the Ministry Corporate Affairs, the Company has adopted Indian Accounting Standards (referred to as "Ind AS") notified under the Companies (Indian Accounting Standards) Rules, 2015 with effect from April, 2016.

The above presented Standalone Statements have been prepared in accordance with Ind AS as notified under the Companies (Indian Accounting Standards) Rules, 2015 read with Section 133 of Companies Act, 2013.

20 Previous year's figures have been regrouped wherever necessary.

As per our Report Annexed

For VMD & Co.
Chartered Accountants
Firm Reg. No. 125002W

Sd/-
CA Amit Ganpule
Partner (Membership No. 114222)
UDIN : 20114222AAAACM3184

Place : Mumbai
Date : 26th June, 2020

On behalf of Board of Directors

Sd/-
S. B. SOMANI
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