

CHEMO PHARMA LABORATORIES LIMITED

**77TH ANNUAL REPORT
2018-2019**

BOARD OF DIRECTORS

SHRI. SHREENIWAS SOMANI
SHRI. ASHOK SOMANI
SMT. SHANTA SOMANI
SHRI. BALKISHAN LOHIA
SHRI. TOBY ANTONY
SHRI. PRAKASH CHAND JAIN
(Resigned from the Directorship w.e.f. 28/01/2019)
SHRI. MATHURA PRASAD SHARMA
(Appointed as an Additional Director w.e.f. 28/01/2019)

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

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

Tel No. - (022) 22078381/22078382

CIN No.- L99999MH1942PLC003556

Website: www.thechemopharmalaboratoriesltd.com

Email Id: chemopharmalab@gmail.com

NOTICE CONVENING ANNUAL GENERAL MEETING

NOTICE is hereby given that the **SEVENTY SEVENTH ANNUAL GENERAL MEETING** of the Shareholders of **CHEMO PHARMA LABORATORIES LIMITED** will be held at the Registered Office of the Company at 5 - Kumud CHS Ltd., Karnik Road, Chikan Ghar, Kalyan, Dist. Thane - 421301 on **Tuesday, 27th August, 2019 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, 2019 and the Report of Board of Directors and Auditors thereon.
2. To appoint a Director in place of Shri. Ashok Somani (DIN - 03063364), who retires by rotation and being eligible for re-appointment.

SPECIAL BUSINESS

3. **APPOINTMENT OF SHRI. MATHURA PRASAD SHARMA (DIN - 00245209) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR FOR A TERM OF FIVE CONSECUTIVE YEARS**

To pass with or without modification(s) the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of 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, Shri. Mathura Prasad Sharma (DIN - 00245209) be and is hereby appointed as Director designated as Non-Executive Independent Director for a term of consecutive five years from the conclusion of the Annual General Meeting till the conclusion of Annual General Meeting held for the Financial Year 2023-2024.

RESOLVED FURTHER THAT any one of the Board of Directors of the Company be and is hereby authorized to file e-form DIR-12 with the Registrar of Companies (ROC) and to do all such acts, deeds and things as may be necessary in this regards."

4. **APPOINTMENT OF SMT. SHANTA SOMANI AS DIRECTOR OF THE COMPANY**

To pass with or without modification(s) the following resolution as a Special Resolution:-

"RESOLVED THAT 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, Smt. Shanta Somani (DIN - 06974887) be and is hereby appointed as a Director of the Company and she shall be in category of Non-Executive Women Director.

RESOLVED FURTHER THAT any one of the Board of Directors of the Company be and is hereby authorised to file E-Form DIR-12 with the Registrar of Companies (ROC) and to do all such acts, deeds and things as may be necessary in this regards."

5. RE-APPOINTMENT OF SHRI. BALKISHAN LOHIA (DIN – 00079120) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR FOR A SECOND TERM OF FIVE YEARS

To pass with or without modification(s) the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of 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 and subject to any consent and/or approval as may be applicable, Shri. Balkishan Lohia (DIN – 00 079120), be and is hereby re-appointed as Non-Executive Independent Director for a term of consecutive five years from the conclusion of this Annual General Meeting till the conclusion of Annual General Meeting held for the Financial Year 2023-2024.

RESOLVED FURTHER THAT any one of the Board of Directors of the Company be and is hereby authorised to file E-Form DIR-12 with the Registrar of Companies (ROC) and to do all such acts, deeds and things as may be necessary in this regards.”

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 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.
2. Relevant documents referred to in the accompanying Notice and in the Explanatory Statements are open for inspection by the Members at the Company's Registered Office on all working days, during the office hours except Saturdays, Sundays and all public holidays up to the date of the Meeting.
3. In respect of Resolutions bearing item No. 2, 3, 4 and 5, 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.
4. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the business under Item Nos. 3, 4 and 5 of the accompanying Notice are annexed hereto.
5. A Member entitled to attend and vote at the Annual General Meeting (the "Meeting") is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a Member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than 48 hours before the commencement of the Meeting i.e. on 25/08/2019 by 04:00 p.m.
6. A person can act as a proxy on behalf of Members not exceeding fifty in number and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

7. Corporate Members intending to send their authorised representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signature authorizing their representative to attend and vote on their behalf at the Meeting.
8. Members, Proxies and Authorized Representatives are requested to bring to the Meeting, the attendance slips enclosed herewith duly completed and signed mentioning therein details of their DPID and Client ID/Folio No.
9. 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.
10. The Company has notified closure of Register of Members and Share Transfer Books from 22nd August, 2019 to 27th August, 2019 (both days inclusive).
11. 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 Sharegistry (India) Private Limited.
12. 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 Sharegistry (India) Private Limited.
13. 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 Sharegistry (India) Private Limited for consolidation into a single folio.
14. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
15. 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 down from the Company's Website - 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.
16. SEBI vide its Circular No. SEBI/LAD-NRO/GN/2018/24 dated 08th June, 2018, amended Regulation 40 of SEBI Listing Regulations pursuant to which after 05th December, 2018 transfer of securities could not be processed unless the securities are held in the dematerialized form with a depository. The said deadline has been extended by SEBI till 31st March, 2019. Members holding shares in physical form are requested to dematerialize their holdings at the earliest as it will not be possible to transfer shares held in physical mode as per extension of the deadline announced by SEBI.
17. A Route Map showing directions to reach the venue of the 77th Annual General Meeting is given at the end of the notice as per the requirement prescribed in Secretarial Standards - 2, which is based on the Standards pertaining to on "General Meeting".

GENERAL INFORMATION

1. In Compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of The Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) as amended from time to time, the Company is pleased to

offer Remote E-Voting Facilities to its members in respect of the business to be transacted at the 77th Annual General Meeting. The Company has engaged the services of Central Depository Services Limited (CDSL) as an authorized agency to provide Remote E-Voting Facility. Resolutions passed by the Members through Remote E-Voting or Ballot Form are deemed to have been passed as if they have been passed at the Annual General Meeting (AGM).

2. The Members who have cast their votes by Remote E-Voting or by Ballot Form prior to the AGM may also attend the meeting but they shall not be entitled to cast their vote again.
3. The Remote E-Voting Period will commence on Saturday, 24th August, 2019 at 09:00 a.m. and will end on Monday, 26th August, 2019 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, 20th August, 2019, 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, 20th August, 2019.

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. Dr. Shubh Karan Jain, Practicing Company Secretary, has been appointed as the Scrutinizer for overseeing the voting and Remote-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, 27th August, 2019.

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 July, 2019**

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

ANNEXURE TO THE ITEM NO. 2.4.5 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 | 2 | 3 | 4 |
|---|------------------------------|-----------------------------|--------------------|--|
| Name of the Director | Shri. Ashok Somani | Shri. Mathura Prasad Sharma | Smt. Shanta Somani | Shri. Balkishan Lohia |
| Director Identification Number | 03063364 | 00245209 | 06974877 | 00079120 |
| Date of Birth | 10-06-1960 | 02-01-1939 | 04-01-1939 | 25-06-1949 |
| Nationality | Indian | Indian | Indian | Indian |
| Date of Appointment on Board | 26-11-2013 | - | - | 18-10-2012 |
| Shareholding in the Company | 3 (0.00%) | Nil | Nil | 3 (0.00%) |
| List of Directorships held in other Companies (excluding foreign, private, and Section 8 Company) | 1. M/s. Citric India Limited | Nil | Nil | Nil |
| Memberships/Chairmanships of Audit Committee Stakeholders Relationship Committee | Nil | Nil | Nil | 1. Audit Committee 2. Stakeholders Relationship Committee 3. Nomination and Remuneration Committee |

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013**ITEM NO. 3**

A Company has received a notice dated 20th June, 2019 in writing under Section 160 of the Companies Act, 2013 along with deposit of Rs. 1 Lakh from a Member proposing the candidature of Shri. Mathura Prasad Sharma for the Office of Director of the Company.

The Board of Directors of the Company on the recommendation of the Nomination and Remuneration Committee proposed to recommend appointment of Shri. Mathura Prasad Sharma (DIN - 00245209) as a Non-Executive Independent Director pursuant to the Section 149 (1), 152 and 161 of the Companies Act, 2013 read with Rule 3 of The Companies (Appointment and Qualification of Directors) Rules, 2014 of the Companies Act, 2013 and the Articles of Association of the Company, with effect from the conclusion of this Annual General Meeting.

Shri. Mathura Prasad Sharma is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director.

Shri. Mathura Prasad Sharma has attained the age of more than Seventy Five years. Hence as per Regulation 17 (1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 published in SEBI Circular vide Circular No. SEBI/LAD-NRO/GN/2018/10 dated 09th May, 2018 which is applicable from 01st April, 2019, the resolution set out in the Notice is proposed to be passed as a Special Resolution.

Brief resume of Shri. Mathura Prasad Sharma is given in the Annexure to the Notice of Annual General Meeting forming part of the Annual Report to the Company.

Shri. Mathura Prasad Sharma is being proposed to be appointed as Non-Executive Independent Director for a term of five consecutive years with effect from the conclusion of the Annual General Meeting. Necessary resolutions for his appointment as a Non-Executive Independent Director is set out in Item No. 3 of the Notice.

Except Shri. Mathura Prasad Sharma and his relatives, no other Directors and Key Managerial Personnel and their relatives are concerned or interested or deemed to be concerned or interested in the proposed Resolution. Shri. Mathura Prasad Sharma is not holding any share in Chemo Pharma Laboratories Limited (the "Company").

The Board of Directors recommends the passing of proposed Resolution.

ITEM NO. 4

A Notice dated 21st June, 2019 has been received from a shareholder of the Company along with deposit of Rs. 1 Lakh proposing appointment of Smt. Shanta Somani as Non-Executive Women Director of the Company.

The Board of Directors of the Company on the recommendation of the Nomination and Remuneration Committee proposed to recommend appointment of Smt. Shanta Somani (DIN-06974887) as Non-Executive Women Director of the Company, pursuant to the Section 149 (1) of the Companies Act, 2013 read with Rule 3 of The Companies (Appointment and Qualification of Directors) Rules, 2014 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 and Section 152, 161(1) of the Companies Act, 2013 and the Articles of Association of the Company.

Smt. Shanta Somani is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director.

Smt. Shanta Somani has attained age of more than Seventy Years. Hence as per Schedule V of the Companies Act, 2013 read with relevant rules there-under, the resolution set out in the Notice is proposed to be passed as a Special Resolution.

Smt. Shanta Somani is being proposed to be appointed as Non-Executive Women Director with effect from the conclusion of this Annual General Meeting. Necessary resolutions for her appointment as a Non-Executive Women Director is set out in Item No. 4 of the Notice.

Brief resume of Smt. Shanta Somani is given in the Annexure to the Notice of Annual General Meeting forming part of the Annual Report to the Company.

Except Smt. Shanta Somani and Shri. Shreeniwas Somani, no other Directors and Key Managerial Personnel and their relatives are concerned or interested or deemed to be concerned or interested in the proposed Resolution.

The Board of Directors recommends the passing of proposed Resolution.

ITEM NO. 5

Shri. Balkishan Lohia was appointed as a Non-Executive Independent Director for a term of five consecutive year w.e.f. 29th August, 2014. As per Section 149 (10) of the Companies Act, 2013, Shri. Balkishan Lohia is eligible for re-appointment as Non-Executive Independent Director for a further term of Five Consecutive years by passing a Special Resolution in the General Meeting.

The re-appointment of Shri. Balkishan Lohia as a Non-Executive Independent Director for a second term of five consecutive years has been recommended by Nomination and Remuneration Committee in its meeting held on 28th January, 2019. Based on the said recommendation, the Board of Directors in its meeting held on 27th May, 2019 has decided to propose the resolution as set out in item no. 5 of the notice for consideration and approval of members of the Company.

Brief resume of Smt. Balkishan Lohia is given in the Annexure to the Notice of Annual General Meeting forming part of the Annual Report to the Company.

The Resolution set out at item no. 5 seeks to re-appoint Shri. Balkishan Lohia as a Non-Executive Independent Director for a further term of five consecutive years subject to passing of the said resolution as a Special Resolution. The Company has received a declaration of independence from Shri. Balkishan Lohia which is available for inspection by the shareholders of the Company during the office hours except Saturdays, Sundays and all public holidays up to the date of the meeting.

Except Shri. Balkishan Lohia and his relatives, no other Directors and Key Managerial Personnel and their relatives are concerned or interested or deemed to be concerned or interested in the proposed Resolution. Shri. Balkishan Lohia (DIN - 00079120) is holding 3 Equity Shares in Chemo Pharma Laboratories Limited (the "Company").

The Board of Directors recommends the passing of proposed Resolution.

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

Sd/-

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

**Place: Mumbai
Date : 18th July, 2019**

ANNEXURE A TO THE NOTICE**INSTRUCTIONS FOR VOTING THROUGH ELECTRONIC MEANS**

- (i) The Remote E-Voting period begins on Saturday, 24th August, 2019 at 09:00 a.m. and will end on Monday, 26th August, 2019 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, 20th August, 2019, may cast their vote electronically. The Remote E-Voting module shall be disabled by CDSL for voting thereafter.
- (ii) The Shareholders should log on to the E-Voting website www.evotingindia.com
- (iii) Click on Shareholders
- (iv) Now Enter your User ID
- For CDSL: 16 digits beneficiary ID
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID
 - Members holding shares in Physical Form should enter Folio Number registered with the Company
- (v) Next enter the Image Verification as displayed and Click on Login
- (vi) If you are holding shares in DEMAT Form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used
- (vii) If you are a first time user follow the steps given below:

| For Members holding shares in DEMAT Form and Physical Form | |
|---|--|
| PAN | <p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both DEMAT shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field. |
| Dividend Bank Details OR Date of Birth (DOB) | <p>Enter the Date of Birth as recorded in your DEMAT Account or in the Company records for the said DEMAT Account or folio in dd/mm/yyyy format.</p> |
| | <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 (iv). |

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in DEMAT Form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the DEMAT holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for Remote E-Voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (x) For Members holding shares in physical form, the details can be used only for Remote E-Voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant **CHEMO PHARMA LABORATORIES LIMITED** on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If DEMAT account holder has forgotten the 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.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non - Individual Shareholders and Custodians
- Non-Individual Shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts 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.
- (xix) In case you have any queries or issues regarding Remote E-Voting, you may refer the Frequently Asked Questions ("FAQs") and Remote E-Voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

FOR CHEMO PHARMA LABORATORIES LIMITED

Place: Mumbai
Date : 18th July, 2019

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

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 Seventh Annual Report** together with the Audited Financial Statements for the year ended **31st March, 2019**. The Management Discussion and Analysis has also been incorporated into this report.

FINANCIAL RESULTS

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>31/03/2019</u> (Rs.) | <u>31/03/2018</u> (Rs.) |
|---|----------------------------|----------------------------|
| Income | | |
| - Other Income | 82,25,416 | 1,10,55,147 |
| Profit before Tax and Depreciation | 25,93,088 | 76,68,081 |
| Less: Depreciation | 47,001 | 34,518 |
| Profit after Depreciation but before Tax | 25,46,087 | 76,33,563 |
| Less: Tax Expenses for the Current year | 4,60,000 | 14,50,000 |
| Less: Tax Expenses Adjustment previous year | 23,183 | 51,77,280 |
| Profit after Tax | 20,62,904 | 10,06,283 |
| Earning Per Share (Nominal Value of Share Rs. 10/-) Basic & Diluted | 1.38 | 0.67 |

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 2018-2019.

4. SHARE CAPITAL

The paid up Equity Share Capital as on 31st March, 2019 was Rs. 1.5 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 Company's Website.

9. 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.

Shri. Ashok 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 has attained the age of 75 years and hence he has ceased to hold his office as Non-Executive Independent Director of the Company with effect from 01st April, 2019.

Smt. Shanta Somani, Women Director of the Company has resigned as an Executive Director of the Company with effect from 27th May, 2019.

10. INDEPENDENT DIRECTORS

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 04th January, 2019, 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 - Three of them are Executive Directors 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 Five (5) Board Meetings were held on 25/05/2018, 30/07/2018, 05/09/2018, 22/10/2018 and 28/01/2019. 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 2018-2019 | 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 | 05 | No | 01 | Nil | Nil |
| Shri. Ashok Somani | ED | 05 | Yes | 01 | Nil | Nil |
| Smt. Shanta Somani | ED | 05 | No | Nil | Nil | Nil |
| Shri. Prakash Chand Jain (Resigned w.e.f. 28/01/2019) | ID | 04 | No | Nil | Nil | Nil |
| Shri. Balkishan Lohia | ID | 05 | Yes | Nil | Nil | Nil |
| Shri. Toby Antony | ID | 04 | No | 01 | Nil | Nil |
| Shri. Mathura Prasad Sharma (appointed w.e.f. 28/01/2019) | ID | Nil | Nil | Nil | Nil | Nil |

ED - Executive Director

ID - Independent Director

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 Chairman
2. Shri. Toby Antony Member
3. Shri. Prakash Chand Jain Member
(upto 28.01.2019)
4. Shri. Mathura Prasad Sharma Member
(Appointed w.e.f. 28.01.2019)

The Audit Committee met for Four (4) times during the year i.e. on 25/05/2018, 30/07/2018, 22/10/2018 and 28/01/2019. The attendances of members are as follows:

| Name | Category | Meetings during the year 2018-2019 | |
|--------------------------|----------|------------------------------------|----------|
| | | Held | Attended |
| Shri. Balkishan Lohia | Chairman | 4 | 4 |
| Shri. Prakash Chand Jain | Member | 4 | 4 |
| Shri. Toby Antony | Member | 4 | 4 |

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 | Chairman |
| 2. Shri. Toby Antony | Member |
| 3. Shri. Prakash Chand Jain (upto 28.01.2019) | Member |
| 4. Shri. Mathura Prasad Sharma (Appointed w.e.f. 28.01.2019) | 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 25/05/2018, 30/07/2018, 22/10/2018 and 28/01/2019. The attendances of members are as follows:

| Name | Category | Meetings during the year 2018-2019 | |
|--------------------------|----------|------------------------------------|----------|
| | | Held | Attended |
| Shri. Balkishan Lohia | Chairman | 4 | 4 |
| Shri. Prakash Chand Jain | Member | 4 | 4 |
| Shri. Toby Antony | Member | 4 | 4 |

(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 interalia 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 | Chairman |
| 2. Shri. Toby Antony | Member |
| 3. Shri. Prakash Chand Jain (upto 28.01.2019) | Member |
| 4. Shri. Mathura Prasad Sharma (Appointed w.e.f. 28.01.2019) | Member |

The Nomination and Remuneration Committee met for two times during 2018-2019 i.e. on 19/04/2018 and 18/01/2019.

| Name | Category | Meetings during the year 2018-2019 | |
|--------------------------|----------|------------------------------------|----------|
| | | Held | Attended |
| Shri. Balkishan Lohia | Chairman | 2 | 2 |
| Shri. Prakash Chand Jain | Member | 2 | 2 |
| Shri. Toby Antony | 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 responsibilities 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. Shreeniwas Somani - Director and Chief Executive Officer
 3. Mrs. Neha Vora - Company Secretary and Compliance Officer
- None of the Key Managerial Personnel have resigned during the year.

15. MEETINGS

A calendar of Meetings is prepared and circulated in advance to the Directors. During the year there were Five (5) 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 -

| Board Meetings Held During the Year | | | |
|--|--|-----------------------------|--------------------------|
| Sr. No. | Date on which the Board Meeting was held | Total Strength of the Board | No. of Directors Present |
| 1. | 25/05/2018 | 6 | 6 |
| 2. | 30/07/2018 | 6 | 6 |
| 3. | 05/09/2018 | 6 | 4 |
| 4. | 22/10/2018 | 6 | 6 |
| 5. | 28/01/2019 | 6 | 6 |

| Stakeholders Relationship Committee Meetings Held During the Year | | | |
|--|--|---------------------------------|------------------------|
| Sr. No. | Date on which the Committee Meeting was held | Total Strength of the Committee | No. of Members Present |
| 1. | 25/05/2018 | 3 | 3 |
| 2. | 30/07/2018 | 3 | 3 |
| 3. | 22/10/2018 | 3 | 3 |
| 4. | 28/01/2019 | 3 | 3 |

| Audit Committee Meetings Held During the Year | | | |
|--|--|---------------------------------|------------------------|
| Sr. No. | Date on which the Committee Meeting was held | Total Strength of the Committee | No. of Members Present |
| 1. | 25/05/2018 | 3 | 3 |
| 2. | 30/07/2018 | 3 | 3 |
| 3. | 22/10/2018 | 3 | 3 |
| 4. | 28/01/2019 | 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. | 19/04/2018 | 3 | 3 |
| 2. | 18/01/2019 | 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 2018-2019 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.
- 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.
- The Directors have prepared the Annual Accounts on a going concern basis.
- The Directors have ensured that Proper Internal Financial Controls were in place and that the financial controls were adequate and were operating effectively.
- 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 31/03/2019.

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 three 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 |
|----------------|------------|------------|-------------------------------------|
| 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 |
| 2015-2016 | 30/08/2016 | 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 the normally accepted accounting principles on accrual basis.

c. Detail of Complaints:

| | | |
|--|---|-----|
| No. of Shareholder's Complaints received during the year | : | 4 |
| No. of Complaints resolved to the satisfaction of shareholders | : | 4 |
| No. of pending share transfer | : | Nil |

39. MEANS OF COMMUNICATION**1. Quarterly Results:**

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

2. Newspapers wherein normally published: Mumbai Lakshadeep,
Mumbai Mitra 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, 27th August, 2019, at 04:00 p.m.** at the Registered Office of the Company at 5-Kumud Apartment, Co. Op. Hsg. Soc. Ltd., Karnik Road, Chikan Ghar, Kalyan, Dist. Thane - 421301

(b) FINANCIAL CALENDAR FOR 2019-2020**Tentative Schedule**

| | |
|--|--------------------------------------|
| Un-audited Results for quarter ending June 30, 2019 | upto 14 th August, 2019 |
| Un-audited Results for quarter ending September 30, 2019 | upto 14 th November, 2019 |
| Un-audited Results for quarter ending December 31, 2019 | upto 15 th February, 2020 |
| Un-audited Results for year ending March 31, 2020 | upto 16 th May, 2020 |
| Audited Annual Accounts for the year ending March 31, 2020 | upto 30 th May, 2020 |

- (c) **DATE OF BOOK CLOSURE:** Share Transfer Register will be closed from **22nd August, 2019 to 27th August, 2019 (both days inclusive)**

- (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 (2018-2019)**

| Month | BSE Price (Rs.) | |
|---------------|-----------------|-------|
| | High | Low |
| April, 18 | 39.70 | 34.20 |
| May, 18 | 35.00 | 33.00 |
| June, 18 | 34.90 | 33.25 |
| July, 18 | 33.20 | 33.20 |
| August, 18 | 31.55 | 29.75 |
| September, 18 | 31.00 | 29.45 |
| October, 18 | 29.45 | 26.60 |
| November, 18 | 28.00 | 25.65 |
| December, 18 | 28.00 | 27.90 |
| January, 19 | 28.50 | 19.95 |
| February, 19 | 20.00 | 14.85 |
| March, 19 | 15.00 | 10.60 |

(h) CHANGE IN REGISTRAR AND SHARE TRANSFER AGENT

The Company has changed its Registrar and Share Transfer Agents with effect from 02nd July, 2018 and since then Purva Sharegistry (India) Private Limited (SEBI Reg. No. - INR000001112) are the Registrar and Share Transfer Agents of the Company.

The Details of our new 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/(022) 23016761

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 | 39 | 4,792 |
| Other cases / Deletion | 27 | 7,236 |
| Transmission | 1 | 500 |
| Total | 67 | 12,528 |

(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 31/03/2019

| No. of Shares | No. Shareholders | % of Holding |
|-----------------|------------------|---------------|
| Up to 5000 | 5716 | 95.97 |
| 5001-10,000 | 155 | 2.60 |
| 10,001-20,000 | 55 | 0.92 |
| 20,001-30,000 | 9 | 0.15 |
| 30,001-40,000 | 2 | 0.03 |
| 40,001-50,000 | 7 | 0.12 |
| 50,001-1,00,000 | 7 | 0.12 |
| Above 1,00,001 | 5 | 0.09 |
| Total | 5956 | 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 01/04/2018 - 31/03/2019.

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 : 27th May, 2019

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 : 27th May, 2019**

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

ADDENDUM TO THE BOARD REPORT**1. DIRECTOR**

The Board of Directors had approved the Board Report under Section 134 of Companies Act, 2013 in its meeting held on 27th May, 2019. Subsequent to the said Board Meeting, a notice under Section 160 of the Companies Act, 2013 along with the deposit of Rs. 1 lakh from a Shareholder of the Company proposing the appointment of Shri. Mathura Prasad Sharma as Director of the Company designated as Non-Executive Independent Director for a term of five consecutive years from the conclusion of forthcoming Annual General Meeting till the conclusion of Annual General Meeting held for the Financial Year 2023-2024 was been received to the Nomination and Remuneration Committee who perused and further recommended to the Board for its approval. The Board then took on record in its meeting held on 18th July, 2019 and proposed the same for the approval of members in the Notice of Annual General Meeting. Since Shri. Mathura Prasad Sharma has attained the age of more than Seventy Five years, the resolution set out in the notice at item no. 3 is proposed to be passed as a Special Resolution

A notice under Section 160 of the Companies Act, 2013 along with the deposit of Rs. 1 lakh from a Shareholder of the Company has been received proposing appointment of Smt. Shanta Somani as a Director of the Company in the category of Non-Executive Women Director to the Nomination and Remuneration Committee who perused and further recommended to the Board for its approval. The Board then took on record in its meeting held on 18th July, 2019 and proposed the same for the approval of members in the Notice of Annual General Meeting. Since Smt. Shanta Somani has attained the age of more than Seventy Five years, the resolution set out in the notice at item no. 4 is proposed to be passed as a Special Resolution.

On recommendation of Nomination and Remuneration Committee, Shri. Balkishan Lohia, Non-Executive Independent Director of the Company who holds his office upto 29th August, 2019, has been proposed to be re-appointed for a second term of five consecutive years with effect from the conclusion of ensuing Annual General Meeting till the conclusion of Annual General Meeting held for the Financial Year 2023-2024. Necessary resolutions to be passed as a Special Resolution is set out in item no. 5 of the Notice and is being recommended for consideration and approval of the members of the Company.

Hence under the heading of Directors in the Board Report dated 27th May, 2019, above enumerated additions will be made at the end.

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

**Place: Mumbai
Date : 18th July, 2019**

**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, 2019 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 fact or omit to state a material facts 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 volatile 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 : 27th May, 2019

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 31.03.2019

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 | Appliable 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 | 132399 | 763152 | 895551 | 59.71 | 172431 | 720464 | 892895 | 59.54 | 0.17 |
| (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 | 0 | 0 | 0 | 0 | 3000 | 0 | 3000 | 0.20 | 0.20 |
| 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) | 69519 | 26355 | 95874 | 6.39 | 70218 | 25312 | 95530 | 6.36 | 0.03 |
| SUB TOTAL (B)(3) | 201918 | 871918 | 1073836 | 71.59 | 245649 | 828187 | 1073836 | 71.59 | 0 |
| Total Public Shareholding (B)= (B)(1)+(B)(2)+(B)(3) | 207305 | 874414 | 1081719 | 72.11 | 251036 | 830683 | 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) | 625586 | 874414 | 1500000 | 100 | 669317 | 830683 | 1500000 | 100 | 0 |
| Grand Total (A+B+C) | 625586 | 874414 | 1500000 | 100 | 669317 | 830683 | 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 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 | 00244492 | 54500 | 3.63 | Nil | Nil |
| 2. | Shri. Ravindra Somani | 001324 | 47411 | 3.16 | Nil | Nil |
| 3. | Shri. 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 | 0378024 | 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. Damodarlal 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 | 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 | 0378024 | 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. Damodarlal Singi | 000676 | 5210 | 0.35 | Nil | Nil |

(v) SHAREHOLDING OF DIRECTORS & KMP

| Sr. No. | Name of Directors and KMP - Shri. Ashok Somani | Shareholding at the beginning and 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 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 | 3,06,000 | 3,06,000 |
| | (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) | 3,06,000 | 3,06,000 |
| | 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) | Prakash Chand Jain (Non-Executive Independent Directors) | Toby Antony (Non-Executive Independent Directors) | |
| 1. | Independent Directors | | | | |
| | Fee for attending board committee meetings | 8,000 | 8,000 | 8,000 | 24,000 |
| | Commission | - | - | - | - |
| | Others, please specify | - | - | - | - |
| | Total (1) | 8,000 | 8,000 | 8,000 | 24,000 |
| 2. | Other Non-Executive Directors | - | - | - | - |
| | Fee for attending board committee meetings | - | - | - | - |
| | Commission | - | - | - | - |
| | Others, please specify | - | - | - | - |
| | Total (2) | - | - | - | - |
| | Total (B)=(1+2) | 8,000 | 8,000 | 8,000 | 24,000 |
| | Total Managerial Remuneration | 8,000 | 8,000 | 8,000 | 24,000 |
| | 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 | 1,20,000 | 3,06,000 | 4,26,000 |
| | (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 | 1,20,000 | 3,06,000 | 4,26,000 |

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

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2019

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

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 Limited** (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, 2019 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's given in **Annexure 'I'** for the Financial Year ended on 31st March, 2019 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 there-under 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, 2009; (**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 under the provisions of the Companies Act, 2013;

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.

Majority decision is carried through while the dissenting member views are captured and recorded as part of the minutes.

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.

I further report that during the audit period the Company has the following specific events:

1. The Members of the Company at the Annual General Meeting of the Company held on 29th August, 2018 appointed Mr. Shreeniwas Somani who was appointed as an additional director on March 5,

2018 as a Director of the Company and also approved his appointment as an Executive Director for a period of 3 years w.e.f. March 5, 2018.

2. The Members of the Company at the Annual General Meeting of the Company held on 29th August, 2018 appointed Mr. Toby Antony who was appointed as an additional director on January 24, 2018 as a Director of the Company and also approved his appointment as a Non-Executive Independent Director for a term of 5 consecutive years w.e.f. January 24, 2018.
3. The Board of Directors in its meeting held on January 28, 2019 took on record the resignation of Mr. Prakash Chand Jain from the position of Non-Executive Independent Director with immediate effect.
4. The Board of Directors in its meeting held on January 28, 2019 appointed Mr. Mathura Prasad Sharma as an Additional Director of the Company with immediate effect.
5. There was a change in the Registrar and Share Transfer Agent of the Company. The Company has entered into a Tripartite Agreement on 02nd July, 2018 with Old Registrar and Share Transfer Agent i.e. Sharex Dynamic (India) Private Limited and with New Registrar and Share Transfer Agent i.e. Purva Sharegistry (India) Private Limited.

FOR S. K. JAIN & Co.

**Sd/-
Dr. S. K. Jain
Practicing Company Secretary
Membership No. FCS 1473
COP No. 3076**

**Place: Mumbai
Date : 27th May, 2019**

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, 2018.
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**

**Place: Mumbai
Date : 27th May, 2019**

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, 2019, 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 accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, and profit, changes in equity 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.

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, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2019 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, 2019 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, 2019.

Place: Mumbai
Date : 27th May, 2019

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

Sd/-
CA Amit Ganpule
Partner
MRN: 114222
No. : A/01/0519

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 two parties 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, Value added Tax, Service Tax, Cess and other material Statutory dues were in arrears as at 31st March, 2019 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.

Place: Mumbai
Date : 27th May, 2019

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

Sd/-
CA Amit Ganpule
Partner
MRN: 114222
No. : A/01/0519

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 2019 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 2019, 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 : 27^h May, 2019

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

Sd/-
CA Amit Ganpule
Partner
MRN: 114222
No. : A/01/0519

BALANCE SHEET AS AT 31ST MARCH, 2019

| | NOTES | 31 st March, 2019 (in Rupees) | 31 st March, 2018 (in Rupees) |
|--|--------|---|---|
| 1 ASSETS | | | |
| 1 Non-Current Assets | | | |
| (A) Property, Plant and Equipment | 2 | 30,243 | 20,722 |
| (B) Financial Assets | | | |
| (i) Investment | 3 | 368,947 | 187,625 |
| (ii) Loans | 4 | 18,417,400 | 16,883,800 |
| Total Non-Current Assets | | 18,816,590 | 17,092,147 |
| 2 Current Assets | 5 | | |
| (i) Cash & Cash Equivalents | 5(i) | 4,661,539 | 76,637,027 |
| (ii) Loans | 5(ii) | 80,731,800 | 8,835,163 |
| Total Current Assets | | 85,393,339 | 85,472,190 |
| TOTAL ASSETS | | 104,209,929 | 102,564,336 |
| 2 EQUITY AND LIABILITIES | | | |
| 1 Equity | | | |
| (a) Equity Share Capital | 6 | 15,000,000 | 15,000,000 |
| (b) Other Equity | 7 | 88,295,537 | 86,232,633 |
| Total Equity | | 103,295,537 | 101,232,633 |
| 2 Liabilities | | | |
| 1 Non-Current Liabilities | | - | - |
| 2 Current Liabilities | 8 | | |
| (A) Financial Liabilities | | | |
| (i) Borrowings | 8(i) | - | - |
| (ii) Other Current Liabilities | 8(ii) | 1,196,976 | 1,196,976 |
| (iii) Provisions | 8(iii) | (282,584) | 134,727 |
| Total Current Liabilities | | 914,392 | 1,331,703 |
| TOTAL EQUITY AND LIABILITIES | | 104,209,929 | 102,564,336 |
| 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)
No.: A/01/0519

Place : Mumbai
Date : 27th May, 2019

On behalf of Board of Directors

Sd/-
SHREENIWAS 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, 2019

| | NOTES | 31 st March, 2019 (in Rupees) | 31 st March, 2018 (in Rupees) |
|---|-------|---|---|
| I. INCOME | | | |
| Other Income | 9 | 8,225,416 | 11,055,147 |
| Total Income | | 8,225,416 | 11,055,147 |
| II. EXPENSES | | | |
| 1 Employee Benefit Expenses | 10 | 2,218,439 | 1,563,687 |
| 2 Depreciation and amortisation Expenses | | 47,001 | 34,518 |
| 3 Other Expenses | 11 | 3,413,889 | 1,823,379 |
| Total Expenses | | 5,679,329 | 3,421,584 |
| Gross Profit / (Loss) for the Year | | 2,546,087 | 7,633,563 |
| III. Profit /(Loss) Before Taxation (I) - (II) | | 2,546,087 | 7,633,563 |
| IV. Less: Tax Expenses | | | |
| (i) Current Tax | | 460,000 | 1,450,000 |
| (ii) Tax adjustment for previous year | | 23,183 | 5,177,280 |
| V. Profit / Loss of the Year (III) - (IV)(i) - (IV)(ii) | | 2,062,904 | 1,006,283 |
| VI. Other Comprehensive Income (OCI) | | | |
| (i) Items that wil 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 Profite and Loss | | - | - |
| Other Comprehensive Income for the year, net of Tax | | - | - |
| Total Other Comprehensive Income for the year (V-VI) | | 2,062,904 | - |
| Earnings per Equity Share (Nominal Value of Share Rs.10/-) (31st March, 2019 : Rs.10/-) | | | |
| Basic and Dilluted | | 1.38 | 0.67 |
| 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)
No.: A/01/0519

Place : Mumbai
Date : 27th May, 2019

On behalf of Board of Directors

Sd/-
SHREENIWAS SOMANI
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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, 2019

| PARTICULARS | 31 st March, 2019 (in Rupees) | 31 st March, 2018 (in Rupees) |
|--|---|---|
| A. CASH FLOW FROM OPERATING ACTIVITIES | | |
| Net Profit before tax and extraordinary items | 2,546,087 | 7,633,563 |
| Adjustment for | | |
| Depreciation | 47,001 | 34,518 |
| Liabilities written back | - | - |
| Dividend received | (1,326) | (2,882) |
| Interest received | (8,042,768) | (10,842,721) |
| Operating profit before working capital changes | (5,451,005) | (3,177,522) |
| Adjustment for | | |
| Increase (Decrease) in other Current Liabilities | (417,311) | (5,632,403) |
| Decrease (increase) in Current Assets | (1,533,600) | (1,213,549) |
| Increase in Fixed Assets | (56,522) | 38,444 |
| Decrease in Investment | (181,322) | - |
| Cash Generated From Operation | (2,188,755) | (6,807,508) |
| Taxes Paid | (483,183) | (6,627,280) |
| A. Cash Flow From Operating Activities | (8,122,943) | (16,612,310) |
| B. CASH FLOW FROM INVESTING ACTIVITIES | | |
| Dividend received | 1,326 | 2,882 |
| Interest received | 8,042,768 | 10,842,721 |
| Inter-corporate Deposit | - | - |
| Cash Flow From Investing Activities | 8,044,094 | 10,845,603 |
| C. CASH FLOW FROM FINANCING ACTIVITIES | | |
| Interest Paid | - | - |
| Long Term Borrowings | - | - |
| Short Term Borrowings | (71,896,637) | 13,669,837 |
| Cash Flow From Financing Activities | (71,896,637) | 13,669,837 |
| Net increase/(decrease) in cash and cash Equivalents | (71,975,486) | 7,903,130 |
| Opening balance of Cash and Cash Equivalents | 76,637,027 | 68,733,896 |
| Closing Balance Of Cash and Cash Equivalents | 4,661,539 | 76,637,027 |

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)
No.: A/01/0519

Place : Mumbai
Date : 27th May, 2019

On behalf of Board of Directors

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

Sd/-
NEHA VORA
COMPANY SECRETARY AND
COMPLIANCE OFFICER

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

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019**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, Vaule Added Tax and Goods and Service Tax, if any, and any attributable cost of bringing the assets to its working condition for its intened use.

The Cost and realted accumulated depreciation are eliminated from the financial statements upon sale or retirement or impirment of the asset and reultant 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 equipemnt 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 |

F) Cash & Cash equivalents :

Cash and cash equivalents, in balance sheet and in cash flow statment, 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 reveral in one or more subsequent period is recognised using the tax rate tax laws that have been enacted or sustantively enacted. Deferred tax assets are not recognised unless there is virtual certainty with respect to the reveral of the same in future years.

I) Financial Instruments :

The Company recognises financial assets and financial liabilities when it becomes a party to the constractual provisios 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) Sunsequent 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.

ii) 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) Sunsequent 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, 2019**2. Property, Plant and Equipment :**

| Particulars | AT COST | | | | Depreciation (On Written Down Value Basis) | | | | | Net Block | |
|-----------------------------|------------------------------|---------------------------------------|--|------------------------------------|--|-----------------------|--|---------------------------------------|------------------------------------|-----------------------------|-----------------------------|
| | As On 31.03.2018 (Rs.) | Additions During the Year (Rs.) | Deductions During the Year (Rs.) | Total As On 31.03.2019 (Rs.) | Upto 31.03.2018 (Rs.) | For the Year (Rs.) | Transition Adjustment to Schedule II | On Disposals & Adjustment (Rs.) | Total As On 31.03.2019 (Rs.) | As On 31.3.2019 (Rs.) | As On 31.3.2018 (Rs.) |
| (A) TANGIBLE ASSETS: | | | | | | | | | | | |
| Computer | 50,000 | 56,522 | - | 106,522 | 31,676 | 45,487 | - | - | 77,163 | 29,359 | 18,324 |
| Computer Printer | 5,500 | - | - | 5,500 | 3,103 | 1,514 | - | - | 4,617 | 884 | 2,398 |
| Total (A) | 55,500 | 56,522 | - | 112,022 | 34,779 | 47,001 | - | - | 81,780 | 30,243 | 20,722 |
| Previous Year | 928,890 | 5,500 | - | 934,390 | 44,205 | 34,518 | - | 43,945 | 34,778 | 20,722 | 93,685 |

| | 31 st March, 2019 (in Rupees) | 31 st March, 2018 (in Rupees) |
|---|---|---|
| 3 Non- Current Investments : | | |
| a. In Government Security (Unquoted) : | | |
| 12 Years National Defence Certificates | 500 | 500 |
| 7 Years National Defence Certificates | 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. 10 each fully paid (Market Value Rs. 400.00) | 336 134,400 | 100 |
| Emami Realty Limited of Rs.10 each fully paid (Market Value Rs.115.25) | 28 3,227 | - |
| Reliance Chemotex Inds. Ltd of Rs.16 fully paid (Market value Rs. 70.55) | 1900 134,045 | 66,500 |
| Reliance Power Limited Ltd of Rs.10 fully paid (Market value Rs. 11.36) | 88 1,000 | 24,750 |
| (Agreegate Market Value of Quoted Investements) | 272,672 | 91,350 |
| c. Shares in Joint Stock Companies- Trade : | | |
| Equity Shares of Citric India Ltd. of Rs. 10/- each | 27000 60,750 | 60,750 |
| | 60,750 | 60,750 |
| d. Unquoted Equity Shares of: Non- Trade | | |
| Shamrao Vithal Co.Op Bank Ltd of Rs. 25 fully paid | 1 25 | 25 |
| Capexil (Agencies) Ltd of Rs. 1000 each fully paid | 5 5,000 | 5,000 |
| City Co.Op. Bank Ltd. of Rs. 10 each fully paid | 1000 25,000 | 25,000 |
| | 30,025 | 30,025 |
| TOTAL | 368,947 | 187,625 |
| 4 Long Term Loans : | | |
| Intercorporate Deposits- Unsecured | 18,417,400 | 16,883,800 |
| TOTAL | 18,417,400 | 16,883,800 |

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

| | 31 st March, 2019 (in Rupees) | 31 st March, 2018 (in Rupees) |
|--|---|---|
| 5 Current Assets : | | |
| i. Cash & Cash Equivalent : | | |
| Cash in Hand | 409,529 | 96,528 |
| Balances with Banks | 4,252,011 | 76,540,499 |
| TOTAL | 4,661,539 | 76,637,027 |
| ii. Current Loans : | | |
| Fixed Deposit with HDFC | 25,000,000 | - |
| Inter Corporate Loan Given - others unsecured | 55,000,000 | 7,500,000 |
| Advance to Staff | 411,750 | 550,000 |
| Interest Receivable | - | 465,113 |
| Advance Tax paid (A. Y. 2003-2004) | 320,050 | 320,050 |
| TOTAL | 80,731,800 | 8,835,163 |
| 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, 2019

During the year ended 31st March, 2019, the amount of per Share Dividend recognized as distribution to Equity Shareholders was Rs. Nil (31 March 2018 : Rs. Nil)

C) List of Shareholding 5% & Above

| Sr. No. | Name of the Shareholders | 31.03.2019 | | 31.03.2018 | |
|---------|--------------------------|--------------------|-----------------------|--------------------|-----------------------|
| | | 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, 2019 (in Rupees) | 31 st March, 2018 (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 | 34,817,895 | |
| Add/(Less): Profit / (Loss) During the Year | 2,062,904 | 34,817,895 |
| TOTAL | 88,295,537 | 86,232,633 |
| 8 Current Liabilities : | | |
| i) Current Borrowings : | - | - |
| ii) Other Current Liabilities : | | |
| SICOM - Deferred Sales Tax Payable | 1,196,976 | 1,196,976 |
| | 1,196,976 | 1,196,976 |
| iii) Current Provisions : | | |
| Provision for Income Tax | (344,278) | 65,727 |
| Others Provisions | 61,694 | 69,000 |
| TOTAL | (282,584) | 134,727 |
| 9 Other Income : | | |
| Dividend Received | 1,326 | 2,882 |
| Fair Value change of Investment | 181,322 | - |
| Interest Received | 8,042,768 | 10,842,721 |
| Sundry Balance Written Back | - | 209,544 |
| TOTAL | 8,225,416 | 11,055,147 |
| 10 Employee Benefit Expenses : | | |
| Director Remuneration | 306,000 | 276,000 |
| Salary to Staff | 1,729,789 | 1,190,687 |
| Bonus | 149,400 | 97,000 |
| Leave Encashment | 33,250 | - |
| TOTAL | 2,218,439 | 1,563,687 |

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

| | 31 st March, 2019 (in Rupees) | 31 st March, 2018 (in Rupees) |
|--------------------------------------|---|---|
| 11 Other Expenses : | | |
| Advertisement & Publicity | 34,235 | 30,445 |
| Annual Listing Fees | 310,057 | 315,100 |
| Audit Fees | 39,500 | 39,500 |
| Bank Charges | 4,797 | 2,910 |
| Conveyance Expenses | 67,170 | - |
| Court Fees | 14,630 | - |
| Director Sitting Fees | 24,000 | - |
| Electricity Charges | 248,120 | - |
| Employees Welfare Expenses | 182,675 | - |
| Entertainment Expenses | 214,711 | - |
| Excess Payment Refunded | 20,822 | - |
| General Expenses | 87,701 | 2,100 |
| Interest / Penalty on Profession Tax | 660 | 3,000 |
| Membership & Subscription Charges | 184,080 | - |
| Office Expenses | 62,239 | - |
| Rent paid | 24,000 | 24,000 |
| Postal Charges | 59,940 | 52,137 |
| Printing & Stationery | 133,143 | 93,828 |
| Professional & Legal Fees | 738,538 | 991,039 |
| Rates & Taxes | 13,872 | 162,631 |
| Repairs and Maintenance | 37,383 | 1,300 |
| Share Registry Expenses | 447,283 | 100,389 |
| SEBI Fees | 150,000 | - |
| Sundry Balance Written Off | - | 5,000 |
| Telephone Expenses | 12,643 | - |
| Travelling Expenses | 301,691 | - |
| TOTAL | 3,413,889 | 1,823,379 |

- 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 31.03.2019 | Year ended 31.03.2018 |
|---|---|-----------------------|-----------------------|
| A | Profit / Loss After Tax as per Accounts | 2,062,904 | 1,006,283 |
| B | Number of Shares | 1,500,000 | 1,500,000 |
| C | Basic & Diluted EPS | 1.38 | 0.67 |
| 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) Shreeniwas Somani - Director & CEO
 - 3) Ashok Somani - Director & CFO
 - 4) Shanta Somani - Director
 - 5) Neha Vora - Company Secretary & Compliance Officer

c) Director Remuneration:

| Particulars | 31.03.2019 | 31.03.2018 |
|-------------|-------------------|-------------------|
| Salary | 306,000.00 | 276,000.00 |
| | 306,000.00 | 276,000.00 |

d)

| Group Companies | 31.03.2019 | 31.03.2018 |
|-------------------|------------|------------|
| Opening Bal (Rs.) | - | - |
| Loan Given | - | 6,500,000 |
| Loan Taken | - | - |
| Repayment | - | 6,500,000 |
| Closing Balance | - | 6,500,000 |

Note:

Related Party relationships have been identified by the management and relied upon by the auditors.

- 17 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
- 18 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.

- 19 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)
No.: A/01/0519

Place : Mumbai
Date : 27th May, 2019

On behalf of Board of Directors

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

Sd/-
NEHA VORA
COMPANY SECRETARY AND
COMPLIANCE OFFICER

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

CHEMO PHARMA LABORATORIES LIMITED

Registered Office: 5-Kumud Apartment Co. Op. Hsg. Soc. Ltd., Karnik Road, Chikan Ghar, Kalyan,
Dist. Thane - 421301 Tel No.: (022) 22078381/22078382

Corporate Office : Empire House, 3rd Floor, 214, Dr. D. N. Road, Fort, Mumbai - 400001
CIN No.-L99999MH1942PLC003556

Website: www.thechemopharmalaboratoriesltd.com Email Id: chemopharmalab@gmail.com

PROXY FORM

**(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of The
Companies (Management and Administration) Rules, 2014)**

| | | |
|--------------------------|-------------------------|---------|
| Name of the Member (s) : | | |
| Registered Address : | | |
| E-mail Id : | Folio No. / Client ID : | DP ID : |

I/We, being the member(s) of _____ shares of the above named Company, hereby appoint

| | |
|---------------------------|-------------|
| Name : | E-mail Id : |
| Address : | |
| Signature, or failing him | |

| | |
|---------------------------|-------------|
| Name : | E-mail Id : |
| Address : | |
| Signature, or failing him | |

| | |
|---------------------------|-------------|
| Name : | E-mail Id : |
| Address : | |
| Signature, or failing him | |

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **77th Annual General Meeting** of the Company to be held on **Tuesday, 27th August, 2019 at 04:00 p.m. at 5, Kumud CHS. LTD, Karnik Road, Chikan Ghar, Kalyan, Dist. Thane - 421301** and at any adjournment thereof in respect of such resolutions as are indicated below:

| Sr. No. | Resolutions | Vote | |
|---------|--|------|---------|
| | | For | Against |
| 1. | To consider and adopt Audited Financial Statement, Reports of the Board of Directors and Auditors and Audited Financial Statement as on 31 st March, 2019 | | |
| 2. | To appoint of Shri. Ashok Somani who retires by rotation | | |
| 3. | To regularise Shri. Mathura Prasad Sharma (DIN - 00245209) as a Non-Executive Independent Director | | |
| 4. | To appoint Smt. Shanta Somani (DIN - 06974887) as a Non-Executive Women Director of the Company | | |
| 5. | To re-appoint of Shri. Balkishan Lohia (DIN - 00079120) as a Non-Executive Independent Director for a second term of five years | | |

Signed this _____ day of _____ 2019

Affix
Revenue
Stamps

Signature of first
proxy holder

Signature of second
proxy holder

Signature of third
proxy holder

Note :

- 1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
- 2) The proxy need not be a member of the Company.

ROUTE MAP OF THE AGM VENUE

5, Kumud Apartment CHS. Ltd., Karnik Road, Chikan Ghar, Kalyan, Dist. Thane - 421301



COURIER

If undelivered please return to :

CHEMO PHARMA LABORATORIES LIMITED

**Empire House, 3rd Floor 214, Dr. D. N. Road,
Fort, Mumbai – 400001**