



Anupam Rasayan India Limited

Annual Report

2018-19



Anupam Rasayan India Limited

Directors' Report 2018- 19

To,
The Members,
Anupam Rasayan India limited (the "Company")

Your directors have pleasure in presenting their **Sixteenth** Annual Report on the business and operations of the Company together with Audited Financial Statements for the financial year ended 31st March, 2019.

Particulars	Amount (₹ in Lacs)	
	2018-19	2017-18
Revenue from Operations	50244.56	34277.06
Other Income	1814.37	640.38
Profit/(Loss) before Depreciation and Tax	8825.07	6669.09
Less: Depreciation	2251.15	1755.57
Profit/(Loss) before tax	6573.92	4913.52
Less: Provision for Income Tax	1199.30	824.13
Less/(Add): Deferred tax Liability/(Assets)	351.29	101.45
Profit/(Loss) after tax	5023.33	3987.94
Add: Balance B/F from the previous year	17039.00	13051.09
Add: Retained Earnings (EGGS Assets)	5023.32	3987.94
Less: Utilization of issue of bonus share	-	-
Less: Interim Dividend and Dividend Distribution tax	-	-
Balance Profit/ (Loss) C/F to the next year	22062.32	17039.00

2. PERFORMANCE REVIEW, OPERATION AND PROSPECTS:

During the year under review, Company has achieved operational revenue of INR 50244.56 Lacs compared to Rs. 34277.06 Lacs in previous year. The Company has earned net profit of INR 5023.33 Lacs compared to INR 3864.60 Lacs in previous year. There has been modest increase in the profit despite sluggish markets and impact of GST, also due to the expansion projects of the Company the capital expenditure has been more.

The Company has made additional capital expenditure of approx. Rs. 2583 lacs in the current financial year recognized as assets. These expenditures include the expansion projects of the Company at its new sites at Jhagadia (Bharuch) and Sachin (Surat) and also the modernization, capacity enhancement and introduction of new processes at the existing sites. Completion of the construction of plants at the new sites will increase the production capacity, viz. the Company's new automated active ingredients and advance intermediates plant at Jhagadia, new pharmaceuticals intermediates production block in Sachin, will add different capabilities in the

Company's manufacturing activities. A new R&D center constructed has become fully functional with the capabilities like kilolab and pilot plant etc. which will help the Anupam team to develop better processes and to introduce new chemistries. This will place the Company in the industry at a comfortable position to be able to manufacture and deliver not only more variety of the products in different chemistries but also to be able to deliver the large quantities and establish as the large supplier for its existing as well as the prospective customers.

Company is using measures to control the operational and finance cost. Your Company is focused on the sales growth with particular attention to exports, at the same time though we are also developing our products in the domestic market for a balanced approach, there has been 46% revenue growth from domestic market over previous year.

Company is making continuous efforts in the areas of quality of products and research and development to sustain and grow in the competitive market. With demand for the products planned by the company for manufacture in the new plants which are under development as well as have newly started production, we anticipate higher turnover with revenues in the upwards trajectory. Company's growth prospect is strong.

3. DIVIDEND:

During the year under review, the Company has earned net profit. With the growth objective and to strengthen long term financial position of the Company, your directors decided to retain the profit and hence do not recommend any dividend for the year.

4. TRANSFER TO RESERVES:

The Company has not transferred any amount to the Reserves during the year under review.

5. EXTRACT OF ANNUAL RETURN:

The extract of the Annual Return in Format MGT-9 for the Financial Year 2018-19 has been enclosed with this report. **(Annexure-I)**

6. BOARD MEETINGS:

The Board of Directors of the Company conducted 13 Board meetings times during the year 2018-19. The maximum gap between two meetings did not exceed 120 days, as prescribed in the Companies Act, 2013.

Sr. no	Date of meetings	Sr. no	Date of meetings
1	13.04.2018	8	28.11.2018
2	16.05.2018	9	09.01.2019
3	20.06.2018	10	03.02.2019
4	16.08.2018	11	01.03.2019
5	04.09.2018	12	27.03.2019
6	10.10.2018	13	29.03.2019
7	31.10.2018		

7. DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to the provisions of Section 134(5) of the Companies Act, 2013 (*Companies Act, 2013 shall mean the Companies Act, 2013 along with its statutory amendments, modifications or enactments, re-enactments and any rules framed thereunder from time to time, hereinafter to be referred to as the "Act"*) the directors of the Company confirm that:

- (a) In the preparation of the Annual Accounts for the financial year ended on 31st March 2019, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) The directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company as at 31st March 2019 and of the profit and loss account of the company for that period.
- (c) The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- (d) The directors have prepared the annual accounts on a 'going concern basis' and
- (e) The directors have devised proper systems to ensure compliance with the provisions of all the applicable laws and that such systems were adequate and operating effectively.

8. CHANGES IN DIRECTORS & KEY MANAGERIAL PERSONNEL:

Directors retire by rotation:

As per provisions of the Articles of Association, Mr. Anand Desai (DIN 00038442), director of the Company retires by rotation in the forthcoming Annual General Meeting and being eligible offer himself for reappointment.

Resignation:

Mr. Akhil Thakkar (DIN 06529626), Mrs. Usha Nanavati (DIN 00291795) resigned from the Board of Directors and the Committees of the Board with effective from 10th October 2018 and Mr. Rakesh Shah (DIN 06797377) resigned from the Board of Directors and the Committees of the Board with effective from 31st October 2018 in the financial year 2018-19.

Appointment:

Mr. Milan Thakkar (DIN 02470961) was appointed on the Board of the Company on 10th October 2019 as Non-Executive, Additional Director. Dr. Kiran C Patel (DIN 08051053) was appointed on the Board of the Company on 9th January, 2019 as Non-Executive, Additional Director of the Company. Both the directors are recommended for regularization of their directorship in the ensuing 16th Annual General Meeting of the Shareholders of the Company.

9. AUDITORS:

A. Statutory auditor:

The Company auditors, Rangoonwala Associates, Chartered Accountants, 128/129 1st floor, Singapuriwadi Building, Rustampura, Surat- 395002, FRN: 108632W (prop. - Gajendra T Rangoonwala, M.N.- 035377) have been appointed for a period of 5 (five) years from the conclusion of 14th AGM till the 19th AGM.

B. Secretarial Auditor:

Pursuant to the provisions of Section 204 the Act, and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s M.D. Baid & Associates, a firm of Company Secretaries in Practice to undertake the Secretarial Audit for FY 2018-19 of the Company. The Secretarial Audit Report is annexed herewith as **Annexure -II**.

C. Cost Auditor:

Pursuant to the provisions of Section 148 (3) of the Companies Act 2013 and rule 6(2) of the Companies (Cost records and Audit Rules) 2014, the Company has appointed M/s Bhanwarlal Gurjar & Associates, Cost Accountants (Registration No. 101540) to conduct the audit of the cost records maintained by the company pertaining to the products manufactured by it for financial year 2018-19.

10. AUDITOR'S REMARK:

The observations made in the Secretarial Auditor's Report are as hereunder:

1. The Board of Director comprises of 4 directors (3 Promoter Directors and 1 Professional Director). Section 149 of Companies Act, 2013 requires that at least one third of the total number of directors of company shall be independent director. Thus the Company does not have the required number of independent directors on its board.
2. The Audit Committee comprises of three directors (two executive directors and one non-executive director). Section 177 of the Companies Act, 2013 requires that majority of directors of Audit Committee should be independent. The Company does not have the required number of independent directors on its Audit Committee.
3. The Nomination and Remuneration Committee comprises of three directors (two executive directors and one non-executive director) and Chief Financial Officer (CFO) of the Company. Section 178 of the Companies Act, 2013 requires that majority of directors of Nomination and Remuneration Committee should be independent. The Company does not have the required number of independent directors on its Nomination and Remuneration Committee.
4. The Corporate Social Responsibility (CSR) Committee comprises of 3 directors (two executive directors and one non-executive director). Section 135 of Companies Act, 2015 requires that CSR Committee shall consist of three or more directors out of which at least one director shall be an independent director. The Company does not have the required number of independent directors on its CSR Committee.

The Board's explanation on observation made in Secretarial Audit Report in 1 to 4 above:

The Company is in process of selection of suitable candidates for appointment as Independent Directors. The Company will reconstitute Audit Committee, Nomination and Remuneration Committee and CSR Committee on appointment of Independent Director.

11. DETAILS OF SUBSIDIARY COMPANIES, JOINT VENTURE AND ASSOCIATE COMPANIES:

The Company's wholly owned subsidiary is Jainam Intermediates Pvt. Ltd, step down subsidiary is Radha Murari Petrofills Pvt Ltd in the financial year ended 31st March, 2019. The details as per Form AOC-1 are annexed with audited financial statement.

Further, Atharva Exochem Pvt Ltd has ceased to become the Associate of the Company in the current financial year by virtue of disinvestment by the Company in the buyback offered by Atharva Exochem Pvt Ltd of the shares held by it.

12. PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS U/S 186:

The Company has made the investments in the body corporates as mentioned hereunder:

- A. **Investments Made:** As per the Note Number 5 of the Audited Financial Statements for FY 2018-19
- B. **Loans and Advances:** As per the Note Number 12 of the Audited Financial Statements for FY 2018-19

13. RELATED PARTY TRANSACTIONS:

Related party transactions are as per Note number 34 of the Audited Financial Statements of the Company for FY 2018-19. Details in AOC-2 attached as **Annexure - V**

14. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUT GO:

The information relating to conservation of energy, technology absorption, foreign exchange earnings and outgo pursuant to section 134(3)(m) of the Act, read with Rule 8(3) of Companies (Accounts) Rules, 2014 is attached herewith as **Annexure – III**.

15. DETAILS OF POLICY DEVELOPED AND IMPLEMENTED BY THE COMPANY ON ITS CORPORATE SOCIAL RESPONSIBILITY INITIATIVES:

The Company has developed and implemented Corporate Social Responsibility Policy and detail of same is given in **Annexure - IV**.

16. RISK MANAGEMENT POLICY:

An effective Risk Management Framework is put in place in the Company in order to analyze, control or mitigate risk. The framework provides an integrated approach for managing the risks in various aspects of the business.

17. INTERNAL FINANCIAL CONTROLS:

The Company has developed and maintained adequate measures for internal financial control for the year ended 31st March, 2019. The Company has appointed the internal auditor to conduct the quarterly audit of the accounting records, books of accounts, financial data, taxation data, stock audit, MCA filings, and compliances under different laws and present his report to the audit committee of the Company.

18. SHARE CAPITAL:

The paid up Equity Share Capital as on March 31, 2019 was INR 50,00,01,000/-

a) **BUY BACK OF SECURITIES**

The Company has not bought back any of its securities during the year under review.

b) **SWEAT EQUITY**

The Company has not issued any Sweat Equity Shares during the year under review.

c) **BONUS SHARES**

The Company has not issued any Bonus Shares during the year under review

d) **EMPLOYEES STOCK OPTION PLAN**

The Company has not provided any Stock Option Scheme to the employees during the year under review.

e) **INITIAL PUBLIC OFFER**

The Company not made initial public offer of its shares during the year under review.

The paid up Preference Share Capital as on March 31st 2019 was INR 24,62,67,660/-

- (i) Series A Compulsorily Convertible Preference Shares: INR 8,82,34,290/-
- (ii) Series B Compulsorily Convertible Preference Shares: INR 15,80,33,370/-

19. CANCELLATION OF THE CORPORATE ACTION INITIATED DURING THE YEAR:

The Company had made an offer for issuance of Series B Compulsorily Convertible Preference shares on preferential basis to Kiran Pallavi Investments LLC (KPI) vide approval of same by the Members in their Extraordinary General Meeting dated 4th December, 2018. Pursuant to the requirement of rule 9A of the Companies (Prospectus and Allotment of Securities) Rules, 2014 such issue was mandatorily required to be made in de-materialized form. However, due to unavailability of the de-mat account of the KPI, such issue of shares could not be made by the Company to KPI. And thus the offer was abandoned through Special Resolution duly passed by the Members in their meeting dated 28th June 2019.

20. PUBLIC DEPOSITS:

The details relating to the deposits covered under Chapter V of the Act are as under:

- (a) Accepted during the year:
Your company has not accepted any deposits within the meaning of Section 2(31) read with Section 73 of the Act, and as such no amount of principal or interest was outstanding as on the date of the Balance Sheet.
- (b) Remained unpaid or unclaimed as at the end of the year: *None*
- (c) whether there has been any default in repayment of deposits or payment of interest thereon during the year: *None*
- (d) The details of deposits which are not in compliance with the requirements of Chapter V of the Act: *None*

21. COMPANY'S POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION:

The appointments, removal and remuneration of the directors is subject to the recommendations of the Nomination and Remuneration Committee ("NRC") and in accordance to the provisions of the Companies Act, 2013 and rules framed thereunder from time to time ("Act"). The Company has been following a policy with respect to appointment and remuneration of directors, key and senior management personnel, salient features of same are as below:

- The Committee shall identify persons who are qualified to become director and persons who may be appointed in key managerial and senior management position and to ascertain their integrity, qualification, expertise & experience and recommend to the Board, appointment and removal of directors, KMPs and senior management personnel. The Company shall not appoint or continue the employment of any person as whole-time director ("WTD") who has attained the age of seventy years, provided however, same may be extended with the approval of shareholders.
- The term & tenure of appointment of managing director ("MD"), WTD shall be subject to the provisions of the Act.

The Company not made initial public offer of its shares during the year under review.

The paid up Preference Share Capital as on March 31st 2019 was INR 24,62,67,660/-

- (i) Series A Compulsorily Convertible Preference Shares: INR 8,82,34,290/-
- (ii) Series B Compulsorily Convertible Preference Shares: INR 15,80,33,370/-

19. CANCELLATION OF THE CORPORATE ACTION INITIATED DURING THE YEAR:

The Company had made an offer for issuance of Series B Compulsorily Convertible Preference shares on preferential basis to Kiran Pallavi Investments LLC (KPI) vide approval of same by the Members in their Extraordinary General Meeting dated 4th December, 2018. Pursuant to the requirement of rule 9A of the Companies (Prospectus and Allotment of Securities) Rules, 2014 such issue was mandatorily required to be made in de-materialized form. However, due to unavailability of the de-mat account of the KPI, such issue of shares could not be made by the Company to KPI. And thus the offer was abandoned through Special Resolution duly passed by the Members in their meeting dated 28th June 2019.

20. PUBLIC DEPOSITS:

The details relating to the deposits covered under Chapter V of the Act are as under:

- (a) Accepted during the year:
Your company has not accepted any deposits within the meaning of Section 2(31) read with Section 73 of the Act, and as such no amount of principal or interest was outstanding as on the date of the Balance Sheet.
- (b) Remained unpaid or unclaimed as at the end of the year: *None*
- (c) whether there has been any default in repayment of deposits or payment of interest thereon during the year: *None*
- (d) The details of deposits which are not in compliance with the requirements of Chapter V of the Act: *None*

21. COMPANY'S POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION:

The appointments, removal and remuneration of the directors is subject to the recommendations of the Nomination and Remuneration Committee ("NRC") and in accordance to the provisions of the Companies Act, 2013 and rules framed thereunder from time to time ("Act"). The Company has been following a policy with respect to appointment and remuneration of directors, key and senior management personnel, salient features of same are as below:

- The Committee shall identify persons who are qualified to become director and persons who may be appointed in key managerial and senior management position and to ascertain their integrity, qualification, expertise & experience and recommend to the Board, appointment and removal of directors, KMPs and senior management personnel. The Company shall not appoint or continue the employment of any person as whole-time director ("WTD") who has attained the age of seventy years, provided however, same may be extended with the approval of shareholders.
- The term & tenure of appointment of managing director ("MD"), WTD shall be subject to the provisions of the Act.

- The Committee shall carry out evaluation of performance of every director, KMP and senior management personnel at regular intervals
- The remuneration/compensation or increment thereto of the WTD, MD, other KMPs shall be determined according to the provisions of the Act and shall be recommended by the Committee to the Board for approval. In case of any insurance policy taken on behalf of the WTD, or KMPs or any other employee for indemnifying them against any liability, the premium paid on such policy shall not be treated as part of the remuneration payable to any such personnel. Remuneration, in case of no or inadequate profit, to the WTD to be paid in accordance to the provisions of the Act.
- Sitting Fee: The Independent /Non-executive director may receive by way of fee for attending meetings of Board or Committee thereof. Provided that the amount of such fees and such fee shall be decided as per the provisions of the Act.
- Commission: may be paid within the limits of Act.

22. DISCLOSURE OF COMPOSITION OF AUDIT COMMITTEE AND PROVIDING VIGIL MECHANISM:

The Audit Committee consists of the following members

1. Smt. Mona Desai, Chairperson
2. Shri Anand Desai, Member
3. Shri Milan Thakkar, Member

The audit committee does not consist of independent director.

The Company has established a vigil mechanism and overseas through the committee, the genuine concerns expressed by any of the employees and other directors. The Company has also provided adequate safeguards against victimization of employees and directors who express their concerns. The Company has also provided direct access to the chairperson of the Audit Committee on reporting issues concerning the interests of co employees and the Company.

23. SIGNIFICANT AND MATERIAL ORDERS PASSED BY REGULATORS OR COURTS:

No significant and material order has been issued by any regulator/court/other authority which impacts the going concern status and Company's operation in future.

24. MATERIAL CHANGES:

There have been no material changes in the Company from the end of the financial year till the date of this report.

25. DISCLOSURE UNDER SEXUAL HARRASMENT OF WOMEN AT WORKPLACE (Prevention, Prohibition & Redressal) Act, 2013

The Company has in place an Anti-Sexual Harassment policy in line with the requirement of the Sexual Harassment of Woman at Workplace (Prevention Prohibition and Redressal) Act, 2013.

The Company has constituted an Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 in compliance with the MCA notification of 31.07.2018.

The following is the summary of the complaints received and disposed of during the financial year: 2018-2019:

- a) No. of complaints received: *NIL*
- b) No. of complaints disposed of: *NIL*

26. EMPLOYEE RELATIONS:

Employee relations throughout the Company were harmonious. The Board wishes to place on record its sincere appreciation of the devoted efforts of all employees in advancing the Company's vision and strategy to deliver good performance.

27. ACKNOWLEDGEMENT:

The directors express their gratitude to the Company's stakeholders and employees of the Company. They also take the opportunity to thank the Company's valued customers, suppliers and the shareholders who have extended their support to the Company.

By the Order of Board of Directors



(Anand Desai)
Managing Director
DIN: 00038442



(Mona Desai)
Whole-Time Director
DIN: 00038429

Place: Surat

Date: 06th September, 2019

FORM : MGT-9

(Extract of Annual Return as on the financial year ended on 31.03.2019)

I. REGISTRATION AND OTHER DETAILS						
i	Corporate Identificate Number (CIN)			U24231GJ2003PLC042988		
ii	Registration Date			30/09/2003		
iii	Name of the Company			ANUPAM RASAYAN INDIA LIMITED		
iv	(a) Category of the Company			Public Company		
	(b) Sub-Category of the Company			Company limited by shares		
v	Address of Registered Office and Contact Details			8110 GIDC Industrial Estate, Sachin, Dist Surat-394230 Email : office@anupamrasayan.com Phone No .(0261) 2398991		
vi	Whether listed company			No		
vii	Name, address and contact details of Registrar and Transfer agent, if any			KARVY FINTECH PRIVATE LIMITED Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad- 500032, India.		
II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY						
Sr. No.	Main Activity Group code	Description of Main Activity Group	Business Activity Code	Description of Business Activity	% of total turnover of the company	
1	C	Manufacturing	C6	Chemical and chemical products, pharmaceuticals, medicinal chemical and botanical products	100%	
III. PARTICULAR OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANY						
Sr. No.	Name and Address of the company		CIN/GLN	Holding/ Subsidiary/ Associate	% of Shares Held	Applicable Section
1	Jainam Intermediates Pvt. Ltd. Plot No. 8106, GIDC, Sachin, Surat-394230, Gujarat.		U24304GJ2017PTC098269	wholly owned subsidiary	100.00	2(87)
2	Radha Murari Petrofills Pvt Ltd Plot No. 8106, GIDC Sachin, Surat-394230, Gujarat.		U23209GJ2003PTC043047	step down subsidiary	100.00	2(87)

IV	SHAREHOLDING PATTERN (Equity Share Capital Breakup as Percentage of Total Equity)								
i. CATEGORY WISE SHARE HOLDING									
Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the End of the year				% of Change During the year
	Demat	Physical	Total	% of Total Share	Demat	Physical	Total	% of Total Share	
A. PROMOTERS									
(1) INDIAN									
a) Individual/HUF	16039065	8648435	24687500	49.37%	16039065	8648435	24687500	49.37%	0.00%
b) Central Government	0	0	0	0	0	0	0	0	0
c) State Government(s)	0	0	0	0	0	0	0	0	0
d) Bodies Corporate	0	5312500	5312500	10.62%	5312500	0	5312500	10.62%	0.00%
e) Banks/FI	0	0	0	0	0	0	0	0	0
f) Any Other	0	0	0	0	0	0	0	0	0
SUB TOTAL [A][1]	16039065	13960935	30000000	60.00%	21351565	8648435	30000000	60.00%	0.00%
(2) FOREIGN									
a) NRIs/Individuals	0	0	0	0	0	0	0	0	0
b) Other Individuals	0	0	0	0	0	0	0	0	0
c) Bodies Cororate	0	0	0	0	0	0	0	0	0
d) Banks/FI	0	0	0	0	0	0	0	0	0
e) Any Other	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]	16039065	13960935	30000000	60.00%	21351565	8648435	30000000	60.00%	0.00%
B. PUBLIC SHAREHOLDING									
1. INSTITUTIONS									
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks/FI	0	0	0	0	0	0	0	0	0
c) Central Government	0	0	0	0	0	0	0	0	0
d) State Government(s)	0	0	0	0	0	0	0	0	0
e)Venture Capital Funds	0	0	0	0	0	0	0	0	0
f)Insurance Companies	0	0	0	0	0	0	0	0	0
g)FIIs	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i)Funds Others (specify)	0	0	0	0	0	0	0	0	0
SUB TOTAL [B][1]	0	0	0	0	0	0	0	0	0
2. NON-INSTITUTIONS									
a) BODIES CORPORATE									
i) Indian	0	0	0	0.00%	0	0	0	0.00%	0.00%
ii) Overseas	0	100	100	0.00%	0	100	100	0.00%	0.00%
b) INDIVIDUAL									
i) Individual shareholders holding nominal share capital upto Rs. 1 Lakh	0	0	0	0.00%	0	0	0	0.00%	0.00%
ii) Individual shareholders holding nominal share capital in excess of Rs. 1 Lakh		20000000	20000000	40.00%	20000000	0	20000000	40.00%	0
SUB TOTAL [B][2]	0	20000100	20000100	40.00%	20000000	100	20000100	40.00%	0.00%
TOTAL PUBLIC SHAREHOLDING [B] = [B][1]+[B][2]	0	20000100	20000100	40.00%	20000000	100	20000100	40.00%	0.00%

IV	SHAREHOLDING PATTERN (Equity Share Capital Breakup as Percentage of Total Equity)								
i. CATEGORY WISE SHARE HOLDING									
Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the End of the year				% of Change During the year
	Demat	Physical	Total	% of Total Share	Demat	Physical	Total	% of Total Share	
C. SHARES HELD BY CUSTODIAN FOR GDRs & ADRs	0	0	0	0	0	0	0	0	0
GRAND TOTAL = [A]+[B]+[C]	16039065	33961035	50000100	100.00%	41351565	8648535	50000100	100.00%	0.00%

ii. SHAREHOLDING OF PROMOTERS									
Sr. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% of change in shareholding 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	ANAND DESAI* <i>*out of 19921875 eq sh held by Anand Desai, 8648435 number of equity shares are held in beneficial interest of daughter Shraddha Desai, minor</i>	19921875	39.84%	0	19921875	39.84%	0	0.00%	
2	MONA DESAI	4140625	8.28%	0	4140625	8.28%	0	0.00%	
3	BHARATKUMAR DESAI	390625	0.78%	0	390625	0.78%	0	0.00%	
4	REHASH INDUSTRIAL & RESIN CHEMICALS PVT.LTD	5312500	10.62%	0	5312500	10.62%	0	0.00%	
5	PANNA VAIDHYA	226875	0.45%	0	226875	0.45%	0	0.00%	
6	MEENABEN DESAI	7500	0.01%	0	7500	0.01%	0	0.00%	
	Total	30000000	60.00%	0	30000000	60.00%	0	0.00%	

(iii)	CHANGE IN PROMOTERS' SHAREHOLDING				
Sl. No.		Shareholding at the beginning of the year		Cummulative Shareholding during the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
	At the Beginning of the Year	30000000	60.00%	30000000	60.00%
	Date wise increase/Decrease in Promoters shareholding during the year specifying the reasons for increase/decrease	0	60.00%	30000000	60.00%
	At the End of the Year			30000000	60.00%

IV	SHAREHOLDING PATTERN (Equity Share Capital Breakup as Percentage of Total Equity)				
(iv)	SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS (Other than Directors, Promoters and holders of GDRs and ADRs)				
Sl. No.		Shareholding at the beginning of the year		Cummulative Shareholding during the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
1	MILAN THAKKAR				
	At the Beginning of the Year	0	0.00%	0	0.00%
	Date wise increase/Decrease in shareholding during the year specifying the reasons for increase/decrease	0	0.00%	20000000 Shares transferred from Akhil Thakkar	40.00%
	At the End of the Year			20000000	40.00%
2	KIRAN PALLAVI INVESTMENTS LLC				
	At the Beginning of the Year	100	0.00%	100	0.00%
	Date wise increase/Decrease in shareholding during the year specifying the reasons for increase/decrease	0	0.00%	100	0.00%
	At the End of the Year			100	0.00%

(v) SHAREHOLDING OF DIRECTORS AND KEY MANAGERIAL PERSONNEL					
Sl. 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	ANAND DESAI				
	At the Beginning of the Year	19921875	39.84%	19921875	39.84%
	Date wise increase/Decrease in shareholding during the year specifying the reasons for increase/decrease	0	0.00%	19921875	39.84%
	At the End of the Year			19921875	39.84%
2	MONA DESAI				
	At the Beginning of the Year	4140625	8.28%	4140625	8.28%
	Date wise increase/Decrease in shareholding during the year specifying the reasons for increase/decrease	0	0.00%	4140625	8.28%
	At the End of the Year			4140625	8.28%
3	USHA NANAVATI				
	At the Beginning of the Year	0	0.00%	0	0.00%
	Date wise increase/Decrease in shareholding during the year specifying the reasons for increase/decrease	0	0.00%	0	0.00%
	At the End of the Year			0	0.00%
4	AKHIL THAKKAR				
	At the Beginning of the Year	20000000	40.00%	20000000	40.00%
	Date wise increase/Decrease in shareholding during the year specifying the reasons for increase/decrease			-20000000 Shares transferred to Milan Thakkar	-40.00%
	At the End of the Year			0	0.00%
5	MILAN THAKKAR				
	At the Beginning of the Year	0	0.00%	0	0.00%
	Date wise increase/Decrease in shareholding during the year specifying the reasons for increase/decrease			20000000 Shares transferred from Akhil Thakkar	40.00%
	At the End of the Year			20000000	40.00%
6	RAKESH SHAH				
	At the Beginning of the Year	0	0.00%	0	0.00%
	Date wise increase/Decrease in shareholding during the year specifying the reasons for increase/decrease	0	0.00%	0	0.00%
	At the End of the Year			0	0.00%
7	DR. KIRAN PATEL				
	At the Beginning of the Year	0	0.00%	0	0.00%
	Date wise increase/Decrease in shareholding during the year specifying the reasons for increase/decrease	0	0.00%	0	0.00%
	At the End of the Year			0	0.00%
8	AFZAL MALKANI, CFO				
	At the Beginning of the Year	0	0.00%	0	0.00%
	Date wise increase/Decrease in shareholding during the year specifying the reasons for increase/decrease	0	0.00%	0	0.00%
	At the End of the Year			0	0.00%
9	SUCHI AGARWAL, CS				
	At the Beginning of the Year	0	0.00%	0	0.00%
	Date wise increase/Decrease in shareholding during the year specifying the reasons for increase/decrease	0	0.00%	0	0.00%
	At the End of the Year			0	0.00%

Note:

1. Mr. Akhil Thakkar has resigned from the directorship of the Company with effect from 10th October, 2018.
2. Mr. Milan Thakkar was appointed as a director of the Company with effect from 10th October, 2018.
3. Mrs. Usha Nanavati resigned from directorship of the Company with effect from 10th October, 2018.
4. Mr. Rakesh Shah resigned from directorship of the Company with effect from 31st October, 2018.
5. Dr. Kiran Patel was appointed as a director of the Company with effect from 9th January, 2019

IV	SHAREHOLDING PATTERN								
(Preference Share Capital Breakup as Percentage of Total Preference Shares)									
i. CATEGORY WISE SHARE HOLDING									
Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the End of the year				% of Change During the year
	Demat	Physical	Total	% of Total Share	Demat	Physical	Total	% of Total Share	
A. PROMOTERS									
(1) INDIAN									
a) Individual/HUF	0	0	0	0.00%	0	0	0	0.00%	0.00%
b) Central	0	0	0	0	0	0	0	0	0
c) State	0	0	0	0	0	0	0	0	0
d) Bodies Corporate	0	0	0	0.00%	0	0	0	0.00%	0.00%
e) Banks/FI	0	0	0	0	0	0	0	0	0
f) Any Other	0	0	0	0	0	0	0	0	0
SUB TOTAL [A][1]	0	0	0	0.00%	0	0	0	0.00%	0.00%
(2) FOREIGN									
a) NRIs/Individuals	0	0	0	0	0	0	0	0	0
b) Other Individuals	0	0	0	0	0	0	0	0	0
c) Bodies Cororate	0	0	0	0	0	0	0	0	0
d) Banks/FI	0	0	0	0	0	0	0	0	0
e) Any Other	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]	0	0	0	0.00%	0	0	0	0.00%	0.00%
B. PUBLIC SHAREHOLDING									
1. INSTITUTIONS									
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks/FI	0	0	0	0	0	0	0	0	0
c) Central Government	0	0	0	0	0	0	0	0	0
d) State	0	0	0	0	0	0	0	0	0
e)Venture Capital	0	0	0	0	0	0	0	0	0
f)Insurance	0	0	0	0	0	0	0	0	0
g)FIIs	0	0	0	0	0	0	0	0	0
h) Foreign Venture	0	0	0	0	0	0	0	0	0
i)Funds Others	0	0	0	0	0	0	0	0	0
SUB TOTAL [B][1]	0	0	0	0	0	0	0	0	0
2. NON-INSTITUTIONS									
a) BODIES CORPORATE									
i) Indian	0	0	0	0.00%	0	0	0	0.00%	0.00%
ii) Overseas	0	24626766	24626766	100.00%	0	24626766	24626766	100.00%	0.00%
b) INDIVIDUAL									
i) Individual shareholders holding nominal share capital upto Rs. 1 Lakh	0	0	0	0.00%	0	0	0	0.00%	0.00%
ii) Individual shareholders holding nominal share capital in excess of Rs. 1 Lakh	0	0	0	0.00%	0	0	0	0.00%	0
SUB TOTAL [B][2]	0	24626766	24626766	100.00%	0	24626766	24626766	100.00%	0.00%
TOTAL PUBLIC SHAREHOLDING [B] = [B][1]+[B][2]	0	24626766	24626766	100.00%	0	24626766	24626766	100.00%	0.00%

IV	SHAREHOLDING PATTERN (Preference Share Capital Breakup as Percentage of Total Preference Shares)								
i. CATEGORY WISE SHARE HOLDING									
Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the End of the year				% of Change During the year
	Demat	Physical	Total	% of Total Share	Demat	Physical	Total	% of Total Share	
C. SHARES HELD BY CUSTODIAN FOR GDRs & ADRs	0	0	0	0	0	0	0	0	0
GRAND TOTAL = [A]+[B]+[C]	0	24626766	24626766	100.00%	0	24626766	24626766	100.00%	0.00%

ii. SHAREHOLDING OF PROMOTERS									
Sr. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% of change in shareholding 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	ANAND DESAI	0	0.00%	0	0	0.00%	0	0.00%	0.00%
2	MONA DESAI	0	0.00%	0	0	0.00%	0	0.00%	0.00%
3	BHARATKUMAR DESAI	0	0.00%	0	0	0.00%	0	0.00%	0.00%
4	REHASH INDUSTRIAL & RESINS CHEMICALS PVT.LTD	0	0.00%	0	0	0.00%	0	0.00%	0.00%
5	PANNA VAIDYA	0	0.00%	0	0	0.00%	0	0.00%	0.00%
6	MEENABEN DESAI	0	0.00%	0	0	0.00%	0	0.00%	0.00%
Total		0	0.00%	0	0	0.00%	0	0.00%	0.00%

(iii) CHANGE IN PROMOTERS' SHAREHOLDING									
Sl. No.	Shareholding at the beginning of the year			Cummulative Shareholding during the year					
	No. of Shares		% of total shares of the company	No. of Shares		% of total shares of the company			
	At the Beginning of the Year			0	0.00%	0	0.00%		
	Date wise increase/Decrease in Promoters shareholding during the year specifying the reasons			0	0.00%	0	0.00%		
	At the End of the Year					0	0.00%		

IV	SHAREHOLDING PATTERN (Preference Share Capital Breakup as Percentage of Total Preference Shares)				
(iv)	SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS (Other than Directors, Promoters and holders of GDRs and ADRs)				
Sl. No.		Shareholding at the beginning of the year		Cummulative Shareholding during the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
1	KIRAN PALLAVI INVESTMENTS LLC				
	At the Beginning of the Year	24626766	100.00%	24626766	100.00%
	Date wise increase/Decrease in shareholding during the year specifying the reasons for increase/decrease	0	0.00%	0	0.00%
	At the End of the Year			24626766	100.00%

IV	SHAREHOLDING PATTERN (Preference Share Capital Breakup as Percentage of Total Preference Shares)				
(v)	SHAREHOLDING OF DIRECTORS AND KEY MANAGERIAL PERSONNEL				
Sl. 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	ANAND DESAI				
	At the Beginning of the Year	0	0.00%	0	0.00%
	Date wise increase/Decrease in shareholding during the year specifying the reasons for increase/decrease	0	0.00%	0	0.00%
	At the End of the Year			0	0.00%
2	MONA DESAI				
	At the Beginning of the Year	0	0.00%	0	0.00%
	Date wise increase/Decrease in shareholding during the year specifying the reasons for increase/decrease	0	0.00%	0	0.00%
	At the End of the Year			0	0.00%
3	USHA NANAVATI				
	At the Beginning of the Year	0	0.00%	0	0.00%
	Date wise increase/Decrease in shareholding during the year specifying the reasons for increase/decrease	0	0.00%	0	0.00%
	At the End of the Year			0	0.00%
4	AKHIL THAKKAR				
	At the Beginning of the Year	0	0.00%	0	0.00%
	Date wise increase/Decrease in shareholding during the year specifying the reasons for increase/decrease	0	0.00%	0	0.00%
	At the End of the Year			0	0.00%
5	MILAN THAKKAR				
	At the Beginning of the Year	0	0.00%	0	0.00%
	Date wise increase/Decrease in shareholding during the year specifying the reasons for increase/decrease	0	0.00%	0	0.00%
	At the End of the Year			0	0.00%
6	RAKESH SHAH				
	At the Beginning of the Year	0	0.00%	0	0.00%
	Date wise increase/Decrease in shareholding during the year specifying the reasons for increase/decrease	0	0.00%	0	0.00%
	At the End of the Year			0	0.00%
7	DR. KIRAN PATEL				
	At the Beginning of the Year	0	0.00%	0	0.00%
	Date wise increase/Decrease in shareholding during the year specifying the reasons for increase/decrease	0	0.00%	0	0.00%
	At the End of the Year			0	0.00%
8	AFZAL MALKANI, CFO				
	At the Beginning of the Year	0	0.00%	0	0.00%
	Date wise increase/Decrease in shareholding during the year specifying the reasons for increase/decrease	0	0.00%	0	0.00%
	At the End of the Year			0	0.00%
9	SUCHI AGARWAL, CS				
	At the Beginning of the Year	0	0.00%	0	0.00%
	Date wise increase/Decrease in shareholding during the year specifying the reasons for increase/decrease	0	0.00%	0	0.00%
	At the End of the Year			0	0.00%

Note:

1. Mr. Akhil Thakkar has resigned from the directorship of the Company with effect from 10th October, 2018.
2. Mr. Milan Thakkar was appointed as a director of the Company with effect from 10th October, 2018.
3. Mrs. Usha Nanavati resigned from directorship of the Company with effect from 10th October, 2018.
4. Mr. Rakesh Shah resigned from directorship of the Company with effect from 31st October, 2018.
5. Dr. Kiran Patel was appointed as a director of the Company with effect from 9th January, 2019

V.	INDEBTEDNESS				
	(Indebtedness of the company including interest outstanding/accrued but not due for payment)				
		Secured Loans	Unsecured Loan	Deposit	Total Indebtedness
Indebtedness at the beginning of the financial year					
i)	Principal Amount	4,24,76,60,202.00	-	-	4,24,76,60,202.00
ii)	Interest due but not paid	-	-	-	-
iii)	Interest accrued but not due	-	-	-	-
	Total [i + ii + iii]*	4,24,76,60,202.00	-	-	4,24,76,60,202.00
Change in Indebtedness during the financial year					
	Addition	49,00,00,000.00	2,34,37,12,499.00	-	2,83,37,12,499.00
	Reduction	(46,00,92,572.41)	-	-	(46,00,92,572.41)
	Net Change	2,99,07,427.59	2,34,37,12,499.00	-	2,37,36,19,926.59
Indebtedness at the end of the financial year					
i)	Principal Amount	4,27,75,67,629.59	2,34,37,12,499.00	-	6,62,12,80,128.59
ii)	Interest due but not paid	-	-	-	-
iii)	Interest accrued but not due	-	-	-	-
	Total [i + ii + iii]	4,27,75,67,629.59	2,34,37,12,499.00	-	6,62,12,80,128.59

Note:

Under the Principal Amount following head of Audited Financial Statement has been considered

1	Long Term Borrowing	4,55,20,94,248.00
2	Short-Term Borrowing	1,53,88,15,113.00
3	Current Maturities of long term borrowing	53,03,70,768.00
4	Provision of Interest on Term Loan and Working Capital Facility	-
Total Indebtedness as on March 31, 2019		6,62,12,80,129.00

Note:

* The amount of Rs. 4,24,76,60,202/- is exclusive of interest of Rs. 1,67,56,553.71/- paid during FY 18-19.

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL							
A. Remuneration to Managing Director, Whole Time Directors and/or Manager							
Sl. No	Particular of Remuneration	Name of MD/WTD/Manager					Total Amount
		ANAND SURESHBHAI DESAI	MONA ANANDBHAI DESAI				
1	Gross Salary						
	a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	13140000	13140000	0	0	0	26280000
	b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	0	0	0	0	0	0
	c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	0	0	0	0	0	0
2	Stock Option	0	0	0	0	0	0
3	Sweat Equity	0	0	0	0	0	0
4	Commission						
	- as % of profit	0	0	0	0	0	0
	- others, specify	0	0	0	0	0	0
5	Others	0	0	0	0	0	0
	TOTAL [A]	13140000	13140000	0	0	0	26280000
	Ceiling as per Act	Remuneration in accordance with Section 197 of Companies Act, 2013					

B Remuneration to other directors							
Sl. No	Particular of Remuneration	Name of Directors					Total Amount
		--	--	--	--	--	--
1	Independent Director						
	a) Fee for attending board committee meetings	0	0	0	0	0	0
	b) Commission	0	0	0	0	0	0
	c) Others	0	0	0	0	0	0
	Total [1]	0	0	0	0	0	0
2	Other Non Executive Directors						
	a) Fee for attending board committee meetings	0	0	0	0	0	0
	b) Commission	0	0	0	0	0	0
	c) Others	0	0	0	0	0	0
	Total [2]	0	0	0	0	0	0
	Total B = [1] + [2]	0	0	0	0	0	0
	Total Managerial Remuneration	26280000					
	Overall Ceiling as per the Act	Remuneration in accordance with Section 197 of Companies Act, 2013					

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL					
C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD					
Sl. No.	Particular of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total Amount
1	Gross Salary				
	a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	0	881027	7800100	8681127
	b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	0	0	0	0
	c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	0	0	0	0
2	Stock Option	0	0	0	0
3	Sweat Equity	0	0	0	0
4	Commission				
	- as % of profit	0	0	0	0
	- others, specify	0	0	0	0
5	Others	0	0	0	0
	TOTAL [C]	0	881027	7800100	8681127
	Ceiling as per Act	Remuneration in accordance with Section 197 of Companies Act, 2013			

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(Detail)
A . COMPANY					
Penalty		Nil			
Punishment		Nil			
Compounding		Nil			
B. DIRECTORS					
Penalty		Nil			
Punishment		Nil			
Compounding		Nil			
C. OTHER OFFICERS IN DEFAULT					
Penalty		Nil			
Punishment		Nil			
Compounding		Nil			

For Anupam Rasayan India Limited



(Anand Desai)
Managing director
DIN: 00038442



(Mona Desai)
Whole-time director
DIN: 00038429

Place: Surat

Date: 06.09.2019



M.D. BAID & ASSOCIATES
COMPANY SECRETARIES

2005-A, Rathi Palace, Lift No. 5,
Ring Road, Surat-395 002.
Ph. 0261-2330855, 4004855
E-mail : mdбайд@gmail.com

Form No. MR-3
SECRETARIAL AUDIT REPORT

For the financial year ended on 31ST March, 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,
Anupam Rasayan India Limited
CIN: U24231GJ2003PLC042988
8110, GIDC Industrial Estate,
Sachin, District – Surat,
Surat

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Anupam Rasayan India Limited** (hereinafter called the “Company”). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our 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, we hereby report that in our opinion, the company has, 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:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2019 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the rules made thereunder; (Not applicable to the Company during the Audit Period)
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (‘SEBI Act’):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; (Not applicable to the Company during the Audit Period)



Company Secretaries



M.D. BAID & ASSOCIATES

COMPANY SECRETARIES

2005-A, Rathi Palace, Lift No. 5,
Ring Road, Surat-395 002.
Ph. 0261-2330855, 4004855
E-mail : mdbaid@gmail.com

(2)

- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992; (Not applicable to the Company during the Audit Period)
- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; (Not applicable to the Company during the Audit Period)
- (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; (Not applicable to the Company during the Audit Period)
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable to the Company during the Audit Period)
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not applicable to the Company during the Audit Period), and
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (Not applicable to the Company during the Audit Period); (Not applicable to the Company during the Audit Period)
- (vi) We 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 Regulation to the company.
We are of the opinion that the management has complied with the following laws specifically applicable to the company:
 - i. Factories Act, 1948
 - ii. Industrial Dispute Act, 1947
 - iii. Bonus Act, 1965
 - iv. Payment of Wages Act
 - v. Provident Fund Act
 - vi. Water (Prevention and Control of Pollution) Act, 1981
 - vii. Air (Prevention and Control of Pollution) Act, 1974

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by the Institute of Company Secretaries of India;

During the period under review, the company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards etc. mentioned above subject to the following observations:

1. The Board of Director comprises of 4 directors (3 Promoter Directors and 1 Professional Director). Section 149 of Companies Act, 2013 requires that at least one third of the total number of directors of company shall be independent director. Thus the Company does not have the required number of independent directors on its board.



Company Secretaries



M.D. BAID & ASSOCIATES

COMPANY SECRETARIES

2005-A, Rathi Palace, Lift No. 5,
Ring Road, Surat-395 002.
Ph. 0261-2330855, 4004855
E-mail : mdбайд@gmail.com

(3)

2. The Audit Committee comprises of three directors (two executive directors and one non executive director). Section 177 of the Companies Act, 2013 requires that majority of directors of Audit Committee should be independent. The Company does not have the required number of independent directors on its Audit Committee.
3. The Nomination and Remuneration Committee comprises of three directors (two executive directors and one non-executive director) and Chief Financial Officer (CFO) of the Company. Section 178 of the Companies Act, 2013 requires that majority of directors of Nomination and Remuneration Committee should be independent. The Company does not have the required number of independent directors on its Nomination and Remuneration Committee.
4. The Corporate Social Responsibility (CSR) Committee comprises of 3 directors (two executive directors and one non-executive director). Section 135 of Companies Act, 2015 requires that CSR Committee shall consist of three or more directors out of which at least one director shall be an independent director. The Company does not have the required number of independent directors on its CSR Committee.

We further report that

The Company has not appointed Independent Director and to that extent the Board of the company is not duly constituted. There are changes in composition of Board of Director of the Company during the period under review.

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 a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

We 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 compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period, there were no specific events / actions having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above.



For M. D. Baid & Associates
Company Secretaries


04/ix/2019

CS Mohan Baid
Partner

ACS No. 3598/C P No.: 3873

Place: Surat

Date: 04th September, 2019

This Report is to be read with our letter annexed as Appendix -A, which forms integral part of this report.

Company Secretaries



M.D. BAID & ASSOCIATES

COMPANY SECRETARIES

2005-A, Rathi Palace, Lift No. 5,
Ring Road, Surat-395 002.
Ph. 0261-2330855, 4004855
E-mail : mdbaid@gmail.com
Appendix-A

To,
The Members,
Anupam Rasayan India Limited
CIN: U24231GJ2003PLC042988
8110, GIDC Industrial Estate,
Sachin, District – Surat,
Surat

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

1. The responsibility of maintaining Secretarial record is of the management and based on our audit, we have expressed our opinion on these records.
2. We are of the opinion that the audit practices and process adopted to obtain assurance about the correctness of the Secretarial records were reasonable for verification on test check basis.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. The management is responsible for compliances with corporate and other applicable laws, rules, regulations, standard etc. our examinations was limited to the verifications of procedures on test basis and wherever required. We have obtained the Management representation about the compliance of laws, rules and regulations etc.
5. The Secretarial Audit report is neither an assurance as to future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.



For M. D. Baid & Associates
Company Secretaries

[Handwritten signature]
04/09/2019

CS Mohan Baid
Partner

ACS No. 3598/C P No.: 3873

Place: Surat
Date: 04th September, 2019

Company Secretaries

A. CONSERVATION OF ENERGY:

- (i) The steps taken or impact on conservation of energy: NIL
- (ii) The steps taken by the company for utilizing alternate source of energy: NIL
- (iii) The capital investment on energy conservation equipment: NIL

The total energy consumption of company for the year 2018-19 is as hereunder:

Sr. No.	Type of energy	Particulars	Details
1	Electricity consumption:	Units consumed	2,45,67,347.60
		Amount (In Rs.)	18,01,00,218.62
		Per unit cost (In Rs.)	7.33
2	Gas Consumption:	Quantity in Cubic Meter	14,78,291.25
		Amount (In Rs.)	5,94,36,678.75
		Per cubic meter cost(In Rs.)	40.21
3	Coal & Lignite:	Quantity in MT	11,475.12
		Amount	4,76,82,878.01
		Per MT cost (In Rs.)	4,155.33
4	Steam:	Quantity in Kg	3,83,44,775.00
		Amount (In Rs.)	7,78,20,315.10
		Per cubic meter cost (In Rs.)	2.03
5	Diesel:	Aggregate amount (In Rs.)	1,01,92,609.66

B. TECHNOLOGY ABSORPTION:

- 1. The efforts made towards technology absorption: Nil
- 2. The benefits derived like product improvement, cost reduction, product development or import substitutions: Nil
- 3. In case of imported technology: Nil

Expenditure of R&D:

Sr. No.	Particular	2018-19	2017-18
1	Capital	2,56,50,933	2,24,26,969
2	Recurring	20,65,289	11,13,070
3	Total	2,77,16,222	2,35,40,039
4	Total R & D Expenditure as a % of total turnover	0.55	0.69

C. FOREIGN EXCHANGE EARNING AND OUT GO:

The foreign exchange earnings*: INR 2,98,40,38,234 (PY INR 2,00,61,18,854)

The foreign exchange outgo** : INR 73,38,81,741 (PY INR 51,57,18,066)

Foreign exchange outgo- ECB# : INR 35,75,67,567 (PY INR 19,67,25,211)

(*FOB Value of exports; ** CIF Import of materials & import of services; #ECB repayments include interest & principle)

Segment C: Reporting of Corporate Social Responsibility (CSR)

*Period for CSR reporting from 01.04.2018 to 31.03.2019

1. *Whether information includes information about subsidiary company(ies): **NO**
2. *Whether information includes information about any other entity (s) : **NO**
3. (a) *Does company have written CSR Policy: **YES;**

Brief outline of Company's CSR Policy: **The Policy is formulated in alignment with the Vision of the Company. All CSR interventions will be conceived and implemented through a focused approach towards target beneficiaries for generating maximum impact. CSR initiatives of the Company will be carried out in partnership with credible Implementing Agencies and by the Company itself too.**

(b) Overview of projects or programs proposed to be undertaken

(i) List of Activities and projects under Schedule VII of Companies Act, 2013 for investing/expending in CSR Initiatives to be undertaken by the Company: -

- **Eradicating hunger, poverty and malnutrition, promoting health care including preventive health care and sanitation including contribution to the Swach Bharat Kosh set-up by the Central Government (CG) for the promotion of sanitation and making available safe drinking water;**
- **Promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly, and the differently abled and livelihood enhancement projects.**
- **Ensuring environmental sustainability, ecological balance, protection of flora and fauna, animal welfare, agroforestry, conservation of natural resources and maintaining quality of soil, air and water including contribution to the Clean Ganga Fund set-up by the Central Government for rejuvenation of river Ganga.**
- **Contribution to the Prime Minister's National Relief Fund or any other fund set up by the Central Government for socio-economic development and relief and welfare of the Scheduled Castes, the Scheduled Tribes other backward classes, minorities and women;**
- **Contribution or funds provided to technology incubators located within academic institutions which are approved by the CG**
- **Rural development projects**

(ii) In the event where the Company makes any surplus or profit from pursuing its CSR projects/ programs, these will not form part of the business profit (but will, instead, be carried forward to the following year/s as part of either the CSR corpus or as a supplement to the CSR budget.

(iii) The Company would assign priority to projects/ programs of medium (1-3 years) or longer duration (more than 3 years) in order to ensure emphasis on long term outcomes/ impacts.

(iv) The Company will lay emphasis on the sustainability of its projects/ programs to ensure they remain relevant and viable even upon disengagement at the end of the project period.

(v) The Company will also endeavour to build and develop the skills of the Implementing Agency that it engages whenever necessary.

(c) Web-link of the Company at which CSR Policy is placed:

<http://www.anupamrasayan.com/pdf/CSR%20Policy-Anupam%20Rasayan%20India%20Limited.pdf>

(d) Web-link of projects undertaken:

<http://sewarural.org/sewa/wp-content/uploads/2012/03/SEWA-sickle-program-description-3-9-15-revised.pdf>

4. Composition of CSR Committee:

- One (1) Managing Director, Anand Desai
- One (1) Whole time Director, Mrs. Mona Anand Desai
- One (1) Non-Executive Director, Mr. Milan Thakkar

5. Average net profit of the Company for last 3 years: INR 49,11,93,375/-

6. *Prescribed CSR Expenditure (2% of the amount as in item 5 above): INR 98,23,868/-

7. *Details of CSR spent during the financial year

(a) Total amount spent for the financial year: INR 10,33,665/-

(b) Amount unspent, if any: INR 2,06,21,172/- (INR 40,000/- for year 2015-16; INR 58,60,691/- for year 2016-17; and INR 59,70,278/- for year 2017-18, INR 87,90,203/- for FY 2018-19)

(c) Reason for non-spending: Company expended INR 10,33,665/- in its Eye health care & Surgeries Camp project. Company is under consideration for some projects with the Implementing Agencies for effective utilization of the CSR expenditure and will implement same soon.

(d) Manner in which the amount spent during the financial year is detailed below:

S.N.	CSR project/ activity identified	Sector in which the Project is covered	Projects/ programs (i) Local area or (ii) State & District where undertaken	Amount outlay (budget) project wise	Amount spent on Project (1) Direct exp. (2) Overheads	Cumulative expenditure up-to reporting period	Amount spent: Direct or through Implementing Agency *
1	Eye health care & Surgeries Camp	promoting health care including preventive health care ...	Sachin, Surat (Gujarat)	As actuals	10,33,665/-	-	Through IA- Rotary Eye Hospital, Navsari
	TOTAL			10,33,665/-	10,33,665/-		

8. The Company's CSR Committee shall identify, implement and undertake CSR activities and co-ordinate CSR Projects respectively in accordance to the Company's CSR Policy. The committee shall monitor the progress and report the utilization of funds.



Managing Director
& Chairman CSR Committee

Date: 06.09.2019

Place: Surat

8. The Company's CSR Committee shall identify, implement and undertake CSR activities and co-ordinate CSR Projects respectively in accordance to the Company's CSR Policy. The committee shall monitor the progress and report the utilization of funds.



Managing Director
& Chairman CSR Committee

Date: 06.09.2019

Place: Surat

AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Companies Act 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014

Form for disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act 2013 including certain arm's length transaction under third proviso thereto

1. Details of contracts or arrangements or transactions not at Arm's length basis: NIL

2. Details of contracts or arrangements or transactions at Arm's length basis

Sr. No	Particulars	Details
a)	Name of the related party & nature of relationship	i. Anand Sureshbhai Desai, Managing Director ii. Mona Anand Desai, Whole time director
b)	Nature of contracts/arrangements/transaction	Increase in remuneration of the Directors
c)	Duration of the contract/arrangement/transaction	FY 2018-19
d)	including the value if any	Ordinary course of business.
e)	Date of approval by the Board	3rd February, 2019
f)	Amount paid as advance, if any	NA
g)	Date of shareholders approval in their General Meeting	6th February, 2019
Sr. No	Particulars	Details
a)	Name of the related party & nature of relationship	Jainam Intermediates Pvt Ltd; Wholly owned subsidiary
b)	Nature of contracts/arrangements/transaction	Purchase of goods
c)	Duration of the contract/arrangement/transaction	FY 2018-19
d)	Salient terms of the contract or arrangement or transactions including the value if any	Ordinary course of business. The Company is authorised to enter into transaction for purchase of goods from Jainam Intermediates Pvt. Ltd. for an amount upto 5 Crores in FY 2018-19.
e)	Date of approval by the Board	23rd November 2017
f)	Amount paid as advances, if any	Nil
g)	Date on which the resolution was passed in General Meeting as required under first proviso to section 188	shareholders resolution is not required to be passed pursuant to the provisions of rule 15 of Companies (Meeting of Board & its Power) Rules 2014.
Sr. No	Particulars	Details
a)	Name of the related party & nature of relationship	Jainam Intermediates Pvt Ltd; Wholly owned subsidiary
b)	Nature of contracts/arrangements/transaction	Rent Agreement
c)	Duration of the contract/arrangement/transaction	FY 2018-19. The duration of Agreement is 5 years from the date of execution i.e. 25th February, 2018.
d)	Salient terms of the contract or arrangement or transactions including the value if any	Ordinary course of business. The amount of rent is Rs. 75000/- per month.
e)	Justification for entering into such transaction	The Company had taken on rent the plot 8106 located at Sachin GIDC Industrial Estate, Surat from Jainam Intermediates Pvt Ltd. with the purpose of construction of a new plant for expansion of its production activities.
f)	Date of approval by the Board	24th February 2018
g)	Amount paid as advances, if any	Nil
h)	Date on which the resolution was passed in General Meeting as required under first proviso to section 188	shareholders resolution is not required to be passed pursuant to the provisions of rule 15 of Companies (Meeting of Board & its Power) Rules 2014.
Sr. No	Particulars	Details
a)	Name of the related party & nature of relationship	Jainam Intermediates Pvt Ltd; Wholly owned subsidiary
b)	Nature of contracts/arrangements/transaction	Purchase of land situated at plot 8106, GIDC Industrial Estate, Sachin, Surat-394230
c)	Duration of the contract/arrangement/transaction	FY 2018-19
d)	Salient terms of the contract or arrangement or transactions including the value if any	Not in ordinary course of business.
e)	Justification for entering into such transaction	The plot being situated opposite to the Unit-I A and adjacent to the Unit-I B of the Company was highly suitable for expanding its capacity and to build new plants.
f)	Date of approval by the Board	10th October, 2018
g)	Amount paid as advances, if any	full consideration of Rs. 10,56,04,262/- paid

h)	Date on which the special resolution was passed in General Meeting as required under first proviso to section 188	shareholders resolution is not required to be passed pursuant to the provisions of rule 15 of Companies (Meeting of Board & its Power) Rules 2014.
----	---	--

For Anupam Rasayan India Limited



(Anand Desai, Managing Director)

DIN: 00038442

Date: 06th September, 2019



(Mona Desai, Director)

DIN: 00038429

Date: 06th September, 2019