

# KAMRON LABORATORIES LIMITED

[CIN : L24231GJ1988PLC010956]

Regd. Office: Office No. 904, 9<sup>th</sup> Floor, Shapath-I Complex, Opp. Rajpath Club, Nr. Madhur Hotel,  
S. G. Highway, Bodakdev, Ahmedabad – 380 054, Gujarat, India

Corporate Office & Factory: 737, Rakanpur, Sola-Santej Road, Tal. Kalol (N. G.),  
Dist. Gandhinagar, Gujarat-382 721, INDIA

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## KAMRON

29<sup>th</sup> September, 2018

### BSE Limited

Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort,  
Mumbai – 400 001

**Company Code: 524604**

Dear Sirs;

### Sub: Submission of Adopted Annual Report 2017-18

Please note that the members in their 30<sup>th</sup> Annual General Meeting held on 29<sup>th</sup> September, 2018 have approved and adopted the Annual Report 2017-18.

We are sending herewith approved and adopted Annual Report 2017-18 pursuant to Regulation 34 of SEBI (LODR) Regulations, 2015.

Kindly take the same in on records.

Thanking you,

Yours faithfully,

for KAMRON LABORATORIES LIMITED,

*Kamlesh J. Laskari*  
**KAMLESH J. LASKARI**  
**MANAGING DIRECTOR**



Encl: As above.

PS.: Scanned copy of approved & adopted Annual Report 2017-18 is uploaded as corporate announcement on website of BSE Limited.



[CIN: L24231GJ1988PLC010956]

**30<sup>TH</sup> ANNUAL REPORT  
2017-18**



### **30<sup>TH</sup> ANNUAL REPORT 2017-18**

<b>BOARD OF DIRECTORS</b>	Dr. Mahendra P. Shah - Chairman Mr. Kamlesh J. Laskari - Managing Director Mr. Rohan K. Laskari - Executive Director Mr. Sohan K. Laskari - Executive Director & CFO Ms. Ranak K. Laskari - Director Mr. Devarshi D. Patel - Director
<b>REGISTERED OFFICE</b>	904, 9 <sup>th</sup> Floor, Shapath-I Complex, Opp. Rajpath Club, S. G. Highway, Ahmedabad-380 054
<b>FACTORY</b>	737, Rakanpur Village, Sola-Santej Road, Taluka: Kalol (N. Guj.), Dist: Gandhinagar 382 721
<b>STATUTORY AUDITORS</b>	M/s. Rangwala & Co., Chartered Accountants, Ahmedabad
<b>SECRETARIAL AUDITORS</b>	M/s. Kashyap R. Mehta & Associates, Company Secretaries, Ahmedabad
<b>BANKERS</b>	Bank of Baroda Sola Road Branch, Ahmedabad
<b>REGISTRAR AND SHARE TRANSFER AGENTS</b>	Link Intime India Private Limited 506-508, Amarnath Business Centre-1(ABC-1), Besides Gala Business Centre, Near St. Xavier's College Corner, Off C G Road, Ahmedabad - 380 006
<b>WEBSITE</b>	<a href="http://www.kamronlabs.com">www.kamronlabs.com</a>

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## NOTICE

**NOTICE** is hereby given that the **30<sup>TH</sup> ANNUAL GENERAL MEETING** of the members of **KAMRON LABORATORIES LIMITED** will be held as scheduled below:

Date : 29<sup>th</sup> September, 2018  
Day : Saturday  
Time : 11.00 a. m.  
Place : Conference Hall, 10<sup>th</sup> Floor, Shapath-I Complex,  
Opp. Rajpath Club, Nr. Madhur Hotel,  
S. G. Highway, Bodakdev, Ahmedabad – 380 054

to transact the following business:

### **ORDINARY BUSINESS :**

1. To consider and adopt the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2018, the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Rohan K. Laskari (DIN – 03382316), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and, being eligible, offers himself for re-appointment.

### **SPECIAL BUSINESS:**

3. To consider and, if thought fit, to pass with or without modification(s), the following Resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 188, 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, the Company do hereby accord its approval to the re-appointment of Mr. Sohan K. Laskari (DIN - 06637203) as an Executive Director of the Company, liable to retire by rotation, for a period of 3 years with effect from 1<sup>st</sup> August, 2018 to 31<sup>st</sup> July, 2021 on the terms and conditions and the remuneration (which have been approved by Nomination and Remuneration Committee) and that he be paid remuneration (even in the year of losses or inadequacy of profit) by way of Salary, Perquisites and Commission not exceeding the amount thereof as set out in the Explanatory Statement which is permissible under Section II of Part II of Schedule V of the Companies Act, 2013.”

“RESOLVED FURTHER THAT the extent and scope of Salary and Perquisites as specified in the Explanatory Statement be altered, enhanced, widened or varied by the Board of Directors in accordance with the relevant provisions of the Companies Act, 2013 for the payment of managerial remuneration in force during the tenure of the Executive Director without the matter being referred to the Company in General Meeting again.”

4. To consider and, if thought fit, to pass with or without modification(s), the following Resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 188, 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, the Company do hereby accord its approval to the re-appointment of Mr. Rohan K. Laskari (DIN - 03382316) as an Executive Director of the Company, liable to retire by rotation, for a period of 3 years with effect from 1<sup>st</sup> August, 2018 to 31<sup>st</sup> July, 2021 on the terms and conditions and the remuneration (which have been approved by Nomination and Remuneration Committee) and that he be paid remuneration (even in the year of losses or inadequacy of profit) by way of Salary, Perquisites and Commission not exceeding the amount thereof as set out in the Explanatory Statement which is permissible under Section II of Part II of Schedule V of the Companies Act, 2013.”

“RESOLVED FURTHER THAT the extent and scope of Salary and Perquisites as specified in the Explanatory Statement be altered, enhanced, widened or varied by the Board of Directors in accordance with the relevant provisions of the Companies Act, 2013 for the payment of managerial remuneration in force during the tenure of the Executive Director without the matter being referred to the Company in General Meeting again.”

5. To consider and, if thought fit, to pass with or without modification, the following Resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the

time being in force) read with applicable provisions of Companies (Meetings of Board and its powers) Rules, 2014, as amended from time to time (including any other applicable rules and regulations framed under the Companies Act, 2013), the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter called 'the Board' which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the power conferred by this resolution) to make investment or to acquire by way of subscription, purchase or otherwise, the securities of any other body corporate whether Indian or overseas, to give loan(s) and/or give any guarantee(s)/provide any security(ies) in connection with any loan taken by any other body corporate or person, as may be required from time to time, exceeding 60% of the paid up Share Capital and Free Reserves and Securities Premium of the Company or 100% of Free Reserves and Securities Premium of the Company, whichever is more, as the Board of Directors may think fit, in one or more tranches, not exceeding Rs. 30 Crores (Rupees Thirty Crores) only over and above the limits prescribed under the above referred Section or any other provisions of the Companies Act, 2013."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to take from time to time all decisions and steps in respect of the above investment/loan/guarantee/security including the timing, amount and other terms and conditions of said act and varying the same either in part or in full as it may deem appropriate, and to do and perform all such acts, deeds, matters and things as may deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard including power to sub-delegate in order to give effect to the aforesaid resolution."

**REGISTERED OFFICE**

904, 9<sup>th</sup> Floor, Shapath-I Complex,  
Opp. Rajpath Club, S. G. Highway,  
Ahmedabad – 380 054  
Date : 20<sup>th</sup> July, 2018

By order of the Board,

**Kamlesh J. Laskari**  
Managing Director

**NOTES :**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of Special Business in the Notice is annexed hereto.
2. The Register of Members and Share Transfer Books will remain closed **from 7<sup>th</sup> September, 2018 to 29<sup>th</sup> September, 2018** (both days inclusive) for the purpose of Annual General Meeting (AGM).
3. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY OR PROXIES TO ATTEND AND, TO VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING 50 (FIFTY) AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER SHAREHOLDER.

The instrument of Proxy in order to be effective, must be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxy form submitted on behalf of the Companies, Societies, etc. must be supported by an appropriate resolution / authority, as applicable.

4. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company, a certified copy of Board Resolution/ Authorisation document authorising their representative to attend and vote on their behalf at the AGM.
5. Members holding shares in the dematerialized mode are requested to intimate all changes with respect to their bank details, ECS mandate, nomination, power of attorney, change of address, change in name, etc, to their Depository Participant (DP). These changes will be automatically reflected in the Company's records, which will help the Company to provide efficient and better service to the Members. Members holding shares in physical form are requested to intimate the changes to the Registrar & Share Transfer Agents of the Company (RTA).

6. Details under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 issued by The Institute of Company Secretaries of India in respect of Directors seeking re-appointment/appointment/ confirmation at the ensuing Annual General Meeting is provided in the Corporate Governance Report forming part of the Annual Report. The Directors have furnished the requisite declarations for their appointment / re-appointment.
7. 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 the PAN to their DPs with whom they are maintaining their demat accounts and members holding shares in physical form to the Company / RTA.
8. The members are requested to intimate to the Company, queries, if any, at least 10 days before the date of the meeting to enable the management to keep the required information available at the meeting.
9. The Shareholders holding Shares in Physical form are advised to seek their shareholding changed to dematerialized form since in terms of SEBI and Stock Exchange guidelines no physical shares can be traded in the Stock Exchanges.
10. **This is to bring to the notice of the Shareholders that the request for effecting transfer of securities held in Physical form (except in case of transmission or transposition) would not be entertained and shall not be processed by the Company/ RTA of the Company w.e.f. 5<sup>th</sup> December, 2018 pursuant to SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated 8<sup>th</sup> June, 2018. Hence Shareholders are advised to get their physical shares transferred / dematerialized.**
11. Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form may file nomination in the prescribed Form SH-13 and for cancellation / variation in nomination in the prescribed Form SH-14 with the Company's RTA. In respect of shares held in electronic / demat form, the nomination form may be filed with the respective Depository Participant.
12. Members/Proxies are requested to bring duly filled Attendance Form along with their copy of Annual Report at the Meeting. Copies of Annual Report will not be distributed at the Meeting.
13. All documents referred to in the Notice and Explanatory Statement shall be available for inspection by members at the Registered Office of the Company during the business hours between 11.00 a.m. to 1.00 p.m. on all working days of the Company up to the date of the Annual General Meeting.
14. To support the "Green Initiative", Members who have not registered their e-mail addresses so far, are requested to register their e-mail address with the Registrar & Share Transfer Agents of the Company for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
15. In support of the 'Green Initiative' announced by the Government of India, electronic copies of the Annual Report for 2017-18 and this Notice inter alia indicating the process and manner of e-voting along with Attendance Form and Proxy Form are being sent by email to all the Members whose email IDs are registered with the Company / Depository Participant(s) for communication purposes, unless any Member has requested only for a hard copy of the same. For Members who have not registered their email address, physical copies will be sent to them in the permitted mode. The Notice of AGM will also be available on the Company's website [www.kamronlabs.com](http://www.kamronlabs.com) and that of Central Depository Services (India) Limited ("CDSL"), [www.evotingindia.com](http://www.evotingindia.com)
16. Members and proxies thereof are requested to bring their Folio No. / DP Id-Client Id for identification.
17. **VOTING THROUGH ELECTRONIC MEANS:**
  - (a) In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other applicable provisions, the Company is pleased to offer the facility of voting through electronic means and the business set out in the Notice above may be transacted through such electronic voting. 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') is provided by Central Depository Services (India) Limited.



- (b) The facility for voting through ballot paper shall be made available at the AGM, and the Members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot. **E-voting facility will not be made available at the AGM venue.**
- (c) The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- (d) The remote e-voting period commences **at 9.00 a.m. on Wednesday, 26<sup>th</sup> September, 2018 and ends at 5:00 p.m. on Friday, 28<sup>th</sup> September, 2018.** During this period members/shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date i.e. 22<sup>nd</sup> September, 2018**, may cast their vote electronically (i.e. by remote e-voting). The remote e-voting module shall be disabled by CDSL for e-voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently or cast the vote again.
- (e) The voting rights of shareholders shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date.

**The procedure and instructions for remote e-voting are, as follows:**

- (i) Open your web browser during the voting period and log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (ii) Now click on "Shareholders/ Members" to cast your votes.
- (iii) Now, fill up the following details in the appropriate boxes:

User ID	<p>a. For CDSL: 16 digits Beneficiary ID</p> <p>b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID</p> <p>c. Members holding shares in Physical Form should enter Folio Number registered with the Company</p>
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- (iv) Next, enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) If you are holding shares in demat form and has forgotten the existing password, then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (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> <p>Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Address Slip/ email pertaining to the notice of this Annual General Meeting.</p>
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <p>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 (iii).</p>

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

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on Electronic Voting Sequence Number (EVSN) of KAMRON LABORATORIES LIMITED.
- (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) Shareholders can also use Mobile app - "m - Voting" for e voting. m - Voting app is available on Apple, Android and Windows based Mobile. Shareholders may log in to m - Voting using their e voting credentials to vote for the company resolution(s).
- (xviii) Note for Non – Individual Members and Custodians:
  - Non-Individual Members (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details, a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (f) In case you have any queries or issues regarding remote e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- (g) **Mr. Kashyap R. Mehta, Proprietor, M/s. Kashyap R. Mehta & Associates, Company Secretaries, Ahmedabad** has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- (h) The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of Scrutinizer, by use of 'Ballot Paper' for all those Members who are present at the AGM but have not cast their votes by availing the remote e-voting facility. **E-voting facility will not be made available at the AGM venue.**
- (i) The Scrutinizer shall, immediately after the conclusion of voting at AGM, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the Company and make, not later than two days from the conclusion of meeting, a consolidated Scrutiniser's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same. Thereafter, the Chairman or the person authorised by him in writing shall declare the result of the voting forthwith.
- (j) The Results declared along with the Scrutinizer's Report shall be placed on the Company's website- [www.kamronlabs.com](http://www.kamronlabs.com) and on the website of CDSL- [www.evotingindia.com](http://www.evotingindia.com) immediately after the result is declared by the Chairman; and results shall also be communicated to the Stock Exchanges.

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**ANNEXURE TO THE NOTICE****EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF SPECIAL BUSINESSES MENTIONED IN THE NOTICE OF 30<sup>TH</sup> ANNUAL GENERAL MEETING DATED 20<sup>TH</sup> JULY, 2018.****In respect of Item No. 3:**

Shareholders may recall that Mr. Sohan K. Laskari was appointed as an Executive Director of the Company for a period of five years from 1<sup>st</sup> August, 2013.

The Board of Directors, on the recommendation on Nomination and Remuneration Committee, in their meeting held on 20<sup>th</sup> July, 2018 have re-appointed Mr. Sohan K. Laskari as an Executive Director for a period of 3 years i.e. from 1<sup>st</sup> August, 2018 to 31<sup>st</sup> July, 2021.

The major terms of the remuneration of Executive Director are as under:

**I. PERIOD:**

The term of the Executive Director shall be for a period of three years from 1<sup>st</sup> August, 2018 to 31<sup>st</sup> July, 2021.

**II. REMUNERATION:****A. SALARY:**

The Executive Director shall be entitled to salary of upto Rs. 1,00,000/- per month.

The salary/ remuneration shall be paid even in the years of losses or inadequacy of profits as minimum remuneration defined under Section 197 of the Companies Act, 2013.

**B. PERQUISITES:****1. Medical reimbursement:**

Medical reimbursement expenses incurred for the Executive Director and family subject to a ceiling of Rs. 50,000/- per year.

**2. Contribution to Provident Fund, Super annuation Fund and Annuity Fund to the extent these either singly or put together are not taxable under the Income tax Act, 1961.****3. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.****4. Encashment of leave at the end of the tenure.****5. Free use of Company's car with driver for Company's business and free telephone facility at residence.****6. Leave Travel Concession for self and family of Rs. 50,000/- per year or Rs. 1,50,000/- in a block of 3 years.****C. COMMISSION:**

The Executive Director shall be entitled to commission of 1 % of the net profits of the Company so that for any year of aggregate of salary, perquisites and commission shall not exceed the overall ceilings laid down under Section 197 of the Companies Act, 2013.

**III. The Executive Director shall be entitled to reimbursement of expenses incurred by him in connection with the business of the Company.****IV. The Executive Director shall not, so long as he functions as such, become interested or otherwise concerned directly or through his wife and/or minor children in any selling agency of the Company without the prior approval of the Central Government.****V. DUTIES:**

Subject to the superintendence, direction and control of the Board of Directors of the Company, the Executive Director while looking after general administration of the Company, shall manage the

business and affairs of the Company and exercise all the powers vested in directors except those which are specifically required by the Companies Act, 2013 to be exercised only at a meeting of the Board subject to any limitation or condition which may be prescribed by the Act or Board or by the Company in the General Meeting.

#### **VI. TERMINATION:**

The Executive Director may be removed from his office for gross negligence, breach of duty or trust if the Company in its General Meeting to that effect passes a Special Resolution. The Executive Director may resign from his office by giving 90 days' notice to the Company.

#### **VII. COMPENSATION:**

In the event of termination of office of Executive Director takes place before the expiration of tenure thereof, Executive Director shall be entitled to receive compensation from the Company for loss of office to the extent and subject to limitation as provided under section 202 of the Companies Act, 2013.

As per the provisions of Sections 188, 196, 197, 203 and all other applicable provisions, if any, of the Companies Act, 2013, Special Resolution is necessary for holding office as an Executive Director of the Company on remuneration.

The following are the details of interest of Directors/ Key Managerial Personnel/ Relative of Director/ Relative of Key Managerial Personnel:

<b>Sr. No</b>	<b>Category</b>	<b>Name of Interested Director / KMP</b>	<b>Financial Interest</b>	<b>Non- Financial Interest</b>
1.	Director	Sohan K. Laskari	Relates to his re-appointment as an Executive Director, he may be deemed to be concerned or interested in the business	
2.	Key Managerial Personnel	Kamlesh J. Laskari Rohan K. Laskari	Relates to reappointment of Sohan K. Laskari as an Executive Director, who is relative of Key Managerial Personnel and, therefore, they may be deemed to be concerned or interested in the business	
3.	Relative of Director	Ranak K. Laskari	Relates to re-appointment of Sohan K. Laskari as an Executive Director, who is relative of Director and, therefore, she may be deemed to be concerned or interested in the business	
4.	Relative of Key Managerial Personnel	-	-	

The following are the information required under Section II of Part II of Schedule V of the Companies Act, 2013:

<b>Sr. No.</b>	<b>Particulars</b>	<b>Information</b>
I	<b>GENERAL INFORMATION</b>	
1	Nature of industry	Manufacturing of Pharmaceuticals Formulations.
2	Date or expected date of commencement of commercial production	Existing
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	N.A.

4	Financial performance based on given indicators	Rs. 8.17 Crore turnover (2017-18)
5	Exports performance and net foreign exchange collaborations	Rs. 1.11 Crore turnover (2017-18)
6	Foreign investments or collaborations, if any.	N.A.

## **II INFORMATION ABOUT THE APPOINTEE**

1	Background details	Holds a degree in Masters of Business Administration
2	Past remuneration	Rs.3.15 Lakh p.a. + Perquisites
3	Recognition or awards	-
4	Job profile and his suitability	The management of the entire affairs of the Company. He has sufficient experience and academic background which suits to his job.
5	Remuneration proposed	Upto Rs. 1.00 Lakh per Month + Perquisites
6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w. r. t the country of his origin.)	Remuneration is in commensurate with experience & qualifications. It is lower compared to industry standard formula.
7	Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any	Mr. Sohan K. Laskari is an Executive Director & Chief Financial Officer of the Company.

## **III OTHER INFORMATION**

1	Reasons of loss or inadequate profits	High Interest Cost High Market competition
2	Steps taken or proposed to be taken for improvement	Rationalisation of existing product Range and Opening new Markets
3	Expected increase in productivity and profits in measurable terms	Turnover expected to increase in future

## **IV DISCLOSURES**

1	The shareholders of the Company shall be informed of the remunerations package of the managerial person	The shareholders have been informed in the Notice of 30 <sup>th</sup> Annual General Meeting.
2	The following disclosure shall be mentioned in the Board of Director's report under the heading "Corporate Governance", if any, attached to the annual report:	Necessary disclosures have been made in the report of Corporate Governance.
2(i)	All elements of remuneration package such as salary, benefits, bonuses, stock, stock options, pension, etc, of all the directors;	Mr. Kamlesh J. Laskari, Managing Director is entitled to remuneration of Rs. 2.10 lakh per month Mr. Rohan K Laskari, Executive Director is entitled to remuneration of upto Rs. 1 lakh per month No other Director except above is entitled for any remuneration.
2(ii)	Details of fixed component and performance linked incentives along with the performance criteria;	No performance linked incentives.

- |   |                                     |
|---|-------------------------------------|
| 2(iii) Service contracts, notice period, severance fees;  | 90 days' Notice.                    |
| 2(iv) Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable; | No stock options have been offered. |

None of the Directors, Key Managerial Personnel or their relatives except Mr. Kamlesh J Laskari, Ms. Ranak J Laskari, Mr. Rohan K Laskari and Mr. Sohan K Laskari are in any way concerned or interested, financially or otherwise in this resolution.

The Board recommends the resolution for your approval as a Special Resolution.

**In respect of Item No. 4:**

Shareholders may recall that Mr. Rohan K. Laskari was appointed as an Executive Director of the Company for a period of five years from 1<sup>st</sup> August, 2013.

The Board of Directors, on the recommendation on Nomination and Remuneration Committee, in their meeting held on 20<sup>th</sup> July, 2018 have re-appointed Mr. Rohan K. Laskari as an Executive Director for a period of 3 years i.e. from 1<sup>st</sup> August, 2018 to 31<sup>st</sup> July, 2021.

The major terms of the remuneration of Executive Director are as under:

**I. PERIOD:**

The term of the Executive Director shall be for a period of three years from 1<sup>st</sup> August, 2018 to 31<sup>st</sup> July, 2021.

**II. REMUNERATION:**

**A. SALARY:**

The Executive Director shall be entitled to salary of upto Rs. 1,00,000/- per month.

The salary/ remuneration shall be paid even in the years of losses or inadequacy of profits as minimum remuneration defined under Section 197 of the Companies Act, 2013.

**B. PERQUISITES:**

1. Medical reimbursement:

Medical reimbursement expenses incurred for the Executive Director and family subject to a ceiling of Rs. 50,000/- per year.

2. Contribution to Provident Fund, Super annuation Fund and Annuity Fund to the extent these either singly or put together are not taxable under the Income-tax Act, 1961.

3. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.

4. Encashment of leave at the end of the tenure.

5. Free use of Company's car with driver for Company's business and free telephone facility at residence.

6. Leave Travel Concession for self and family of Rs. 50,000/- per year or Rs. 1,50,000/- in a block of 3 years.

**C. COMMISSION:**

The Executive Director shall be entitled to commission of 1 % of the net profits of the Company so that for any year of aggregate of salary, perquisites and commission shall not exceed the overall ceilings laid down under Section 197 of the Companies Act, 2013.

**III. The Executive Director shall be entitled to reimbursement of expenses incurred by him in connection with the business of the Company.**

**IV.** The Executive Director shall not, so long as he functions as such, become interested or otherwise concerned directly or through his wife and/or minor children in any selling agency of the Company without the prior approval of the Central Government.

**V. DUTIES:**

Subject to the superintendence, direction and control of the Board of Directors of the Company, the Executive Director while looking after general administration of the Company, shall manage the business and affairs of the Company and exercise all the powers vested in directors except those which are specifically required by the Companies Act, 2013 to be exercised only at a meeting of the Board subject to any limitation or condition which may be prescribed by the Act or Board or by the Company in the General Meeting.

**VI. TERMINATION:**

The Executive Director may be removed from his office for gross negligence, breach of duty or trust if the Company in its General Meeting to that effect passes a Special Resolution. The Executive Director may resign from his office by giving 90 days' notice to the Company.

**VII. COMPENSATION:**

In the event of termination of office of Executive Director take place before the expiration of tenure thereof, Executive Director shall be entitled to receive compensation from the Company for loss of office to the extent and subject to limitation as provided under section 202 of the Companies Act, 2013.

As per the provisions of Sections 188, 196, 197, 203 and all other applicable provisions, if any, of the Companies Act, 2013, Special Resolution is necessary for holding office as an Executive Director of the Company on remuneration.

The following are the details of interest of Directors/ Key Managerial Personnel/ Relative of Director/ Relative of Key Managerial Personnel:

<b>Sr. No.</b>	<b>Category</b>	<b>Name of Interested Director / KMP</b>	<b>Financial Interest</b>	<b>Non- Financial Interest</b>
1.	Director	Rohan K. Laskari	Relates to his re-appointment as an Executive Director, he may be deemed to be concerned or interested in the business	
2.	Key Managerial Personnel	Kamlesh J. Laskari Sohan K. Laskari	Relates to reappointment of Rohan K. Laskari as an Executive Director, who is relative of Key Managerial Personnel and, therefore, they may be deemed to be concerned or interested in the business	
3.	Relative of Director	Ranak K. Laskari	Relates to re-appointment of Rohan K. Laskari as an Executive Director, who is relative of Director and, therefore, she may be deemed to be concerned or interested in the business	
4.	Relative of Key Managerial Personnel	-	-	

The following are the information required under Section II of Part II of Schedule V of the Companies Act, 2013:

Sr. No.	Particulars	Information
<b>I</b>	<b>GENERAL INFORMATION</b>	
1	Nature of industry	Manufacturing of Pharmaceuticals Formulations.
2	Date or expected date of commencement of commercial production	Existing
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	N.A.
4	Financial performance based on given indicators	Rs. 8.17 Crore turnover (2017-18)
5	Exports performance and net foreign exchange collaborations	Rs. 1.11 Crore turnover (2017-18)
6	Foreign investments or collaborations, if any.	N.A.
<b>II</b>	<b>INFORMATION ABOUT THE APPOINTEE</b>	
1	Background details	Holds a Bachelor of Science degree in Pharmaceutical Management.
2	Past remuneration	Rs.6 Lakh p.a. + Perquisites
3	Recognition or awards	-
4	Job profile and his suitability	The management of the entire affairs of the Company. He has sufficient experience and academic background which suits to his job.
5	Remuneration proposed	Upto Rs. 1.00 Lakh per Month + Perquisites
6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w. r. t the country of his origin.)	Remuneration is in commensurate with experience & qualifications. It is lower compared to industry standard formula.
7	Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any	Mr. Rohan K. Laskari is an Executive Director of the Company.
<b>III</b>	<b>OTHER INFORMATION</b>	
1	Reasons of loss or inadequate profits	High Interest Cost High Market competition
2	Steps taken or proposed to be taken for improvement	Rationalisation of existing product Range and Opening new Markets
3	Expected increase in productivity and profits in measurable terms	Turnover expected to increase in future
<b>IV</b>	<b>DISCLOSURES</b>	
1	The shareholders of the Company shall be informed of the remunerations package of the managerial person	The shareholders have been informed in the notice of 30 <sup>th</sup> Annual General Meeting.



- |        |  |   |
|--------|--|---|
| 2      | The following disclosure shall be mentioned in the Board of Director's report under the heading "Corporate Governance", if any, attached to the annual report: | Necessary disclosures have been made in the report of Corporate Governance.   |
| 2(i)   | All elements of remuneration package such as salary, benefits, bonuses, stock, stock options, pension, etc, of all the directors;                              | Mr. Kamlesh J. Laskari, Managing Director is entitled to remuneration of Rs. 2.10 lakh per month<br>Mr. Sohan K. Laskari, Executive Director is entitled to remuneration of upto Rs. 1 lakh per month<br>No other Director except above is entitled for any remuneration. |
| 2(ii)  | Details of fixed component and performance linked incentives along with the performance criteria;  | No performance linked incentives.   |
| 2(iii) | Service contracts, notice period, severance fees;  | 90 days' Notice.  |
| 2(iv)  | Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable;          | No stock options have been offered.   |

None of the Directors, Key Managerial Personnel or their relatives except Mr. Kamlesh J Laskari, Ms. Ranak K Laskari, Mr. Rohan K Laskari and Mr. Sohan K Laskari are in any way concerned or interested, financially or otherwise in this resolution.

The Board recommends the resolution for your approval as a Special Resolution.

**In respect of Item No. 5:**

As per the provisions of Section 186 of the Companies Act, 2013, the Board of Directors of a Company can:

- make loan(s) and/or
- give guarantees or provide security (ies) in connection with loan(s) taken by any other body corporate or person and
- make investments in shares, debentures and/or any other securities of any other body Corporates, beyond the prescribed ceiling of i) Sixty per cent of the aggregate of the paid-up capital and free reserves and securities premium account or, ii) Hundred per cent of its free reserves and securities premium account, whichever is more, if Special Resolution is passed by the members/ shareholders of the Company.

As a measure of achieving greater financial flexibility and to enable optimal financing structure, this permission is sought pursuant to the provisions of Section 186 of the Companies Act, 2013 to give powers to the Board of Directors or any duly constituted committee thereof, for making further investment(s)/giving loan/providing guarantee/ security from time to time, in one or more tranches, up to the maximum limit of Rs.30 Crores (Rupees Thirty Crores) only over and above the limits prescribed under the said section.

The Board recommends the resolution for your approval as a Special Resolution.

None of the Directors, Key Managerial Personnel (KMP) of the Company or any relatives of such Director or KMPs are in any way concerned or interested or deemed to be concern or interested, financially or otherwise, in the proposed resolution.

**REGISTERED OFFICE**

904, 9<sup>th</sup> Floor, Shapath-I Complex,  
Opp. Rajpath Club, S. G. Highway,  
Ahmedabad – 380 054  
Date : 20<sup>th</sup> July, 2018

By order of the Board,

**Kamlesh J. Laskari**  
Managing Director

**DIRECTORS' REPORT**

Dear Members,

Your Directors present the 30<sup>th</sup> ANNUAL REPORT together with the Audited Financial Statements for the Financial Year 2017-18 ended 31<sup>st</sup> March, 2018.

(Rs. in lakh)

**1. FINANCIAL RESULTS:**

Particulars	2017-18	2016-17
Profit before Interest, Depreciation & Taxation	107.99	129.50
Less : Interest/ Finance Cost	33.65	32.20
Profit Before Depreciation & Taxation	74.34	97.30
Less : Depreciation & amortisation	72.91	95.94
Profit before Taxation	1.43	1.36
Less : Provision for Taxation	1.25	0.49
Profit after Tax	0.18	0.87
Add : Opening Balance of Profit & Loss Account	91.75	90.89
Balance carried to Balance Sheet	91.93	91.75

There are no material changes and commitment affecting the financial position of the Company which have occurred between 1<sup>st</sup> April, 2018 and date of this report.

**2. DIVIDEND:**

In view of insufficient profits and with a view to conserve the resources for the working capital requirement, the Directors are unable to recommend any dividend on the Equity Shares for the year under review.

**3. OPERATIONS:**

The revenue from Operations during the year under review stood at Rs. 817 Lakh compared to Rs. 1718 Lakh during 2016-17. The Company has commenced vigorous efforts to increase sales in domestic as well as export markets. The management is hopeful of better results in the year 2018-19.

The Company earned Profit before Interest, Depreciation & Taxation of Rs. 107.99 Lakh during the year under review compared to Rs. 129.50 Lakh during 2016-17. The Profit before Depreciation & Taxation for the year was Rs. 74.34 Lakh during the year under review compared to Rs. 97.30 Lakh during 2016-17. The Net Profit during the year under review was Rs. 0.18 Lakh compared to Net Profit of Rs. 0.87 Lakh during 2016-17.

**4. LISTING:**

The Equity Shares of the Company are listed on BSE Limited. The Company is generally regular in payment of Annual Listing Fees. The Company has paid listing fees up to the financial year 2018-19.

The Company, being listed at BSE Limited (Designated & Nationwide Stock Exchange), received a letter dated 2<sup>nd</sup> November, 2017 from The Ahmedabad Stock Exchange Limited (ASEL) intimating delisting of securities from ASEL pursuant to the SEBI directions.

**5. CHANGE OF REGISTERED OFFICE:**

The Company, after obtaining necessary approvals of members through Postal Ballot and by complying all the applicable provisions of the Companies Act, 2013 and rules made there under, has shifted its Registered Office from 'Rakanpur' to 904, 9<sup>th</sup> Floor, Shapath-I Complex, Opp. Rajpath Club, S. G. Highway, Ahmedabad – 380 054 w.e.f 1<sup>st</sup> December, 2017.

**6. DIRECTORS:**

6.1 One of your Directors viz. Ms. Rohan K. Laskari (DIN –03382316) retires by rotation in terms of the Articles of Association of the Company. However, being eligible offers himself for re-appointment.

6.2 The Board of Directors duly met 8 times during the financial year under review.

6.3 The Company has received necessary declaration from each Independent Director of the Company under Section 149(7) of the Companies Act, 2013 (the Act) that they meet with the criteria of their independence laid down in Section 149(6) of the Act.

6.4 Dr. Shantilal D. Chopra, Independent Director resigned from the office of the Director w.e.f. 13<sup>th</sup> June, 2017.

6.5 The Board of Directors, in their meeting held on 20<sup>th</sup> July, 2018 has re-appointed Mr. Sohan K. Laskari as Executive Director of the Company for a period of three years w.e.f. 1<sup>st</sup> August, 2018. The Board of Directors also has elevated him as CFO.

6.6 The Board of Directors, in their meeting held on 20<sup>th</sup> July, 2018 has re-appointed Mr. Rohan K. Laskari as Executive Director of the Company for a period of three years w.e.f. 1<sup>st</sup> August, 2018.

#### 6.7 FORMAL ANNUAL EVALUATION:

The Nomination and Remuneration Committee adopted a formal mechanism for evaluating the performance of the Board of Directors as well as that of its Committees and individual Directors, including Chairman of the Board, Key Managerial Personnel/ Senior Management etc. The exercise was carried out through an evaluation process covering aspects such as composition of the Board, experience, competencies, governance issues etc.

#### 6.8 DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to the requirement of Section 134 of the Companies Act, 2013, it is hereby confirmed:

- (i) that in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (ii) that 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 at 31<sup>st</sup> March, 2018 being end of the financial year 2017-18 and of the profit of the Company for the year;
- (iii) that the Directors had taken proper and sufficient care for maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) that the Directors had prepared the annual accounts on a going concern basis.
- (v) the Directors, had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- (vi) the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

### 7. INTERNAL FINANCIAL CONTROL AND ITS ADEQUACY:

The Board has adopted policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, safeguarding of assets, prevention and detection of frauds and errors, accuracy and completeness of the accounting records and the timely preparation of reliable financial disclosures.

### 8. MANAGERIAL REMUNERATION:

#### REMUNERATION OF DIRECTORS:

Sr. No.	Name of the Director & Designation	Remuneration for the financial year 2017-18 (Rs.)	% Increase/ (decrease) over last year	Parameters	Median of Employees Remuneration (Rs.)	Ratio	Commission received from Holding/ Subsidiary
1.	Kamlesh J. Laskari, Managing Director	19.32 lakh	9.82	N.A.	1.45 lakh	11.59	N.A.
2.	Rohan K. Laskari, Executive Director	6.39 lakh	(6.39)		1.45 lakh	4.41	N.A.
3.	Sohan K. Laskari, Executive Director & CFO	3.26 lakh	50.81		1.45 lakh	2.25	N.A.

The Board of Directors has framed a Remuneration Policy that assures the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors, Key Managerial Personnel and Senior Management to enhance the quality required to run the Company successfully. All the Board Members and Senior Management personnel have affirmed time to time implementation of the said Remuneration policy.

The Nomination and Remuneration Policy are available on the Company's website- [www.kamronlabs.com](http://www.kamronlabs.com).

## **9. KEY MANAGERIAL PERSONNEL:**

% INCREASE IN REMUNERATION OF DIRECTORS AND KMP:

<b>Sr. No.</b>	<b>Name of the Director &amp; KMP</b>	<b>Designation</b>	<b>Percentage Increase (If any)</b>
1.	Kamlesh J. Laskari	Managing Director	9.82
2.	Rohan K. Laskari	Executive Director	N.A.
3.	Sohan K. Laskari	Executive Director & CFO	50.81

## **10. PERSONNEL AND H. R. D.:**

### **10.1 INDUSTRIAL RELATIONS:**

The industrial relations continued to remain cordial and peaceful and your Company continued to give ever increasing importance to training at all levels and other aspects of H. R. D.

The Number of permanent Employees of the Company are 40. The relationship between average increase in remuneration and Company's performance is as per the appropriate performance benchmarks and reflects short and long term performance objectives appropriate to the working of the Company and its goals.

### **10.2 PARTICULARS OF EMPLOYEES:**

There is no Employee drawing remuneration requiring disclosure under Rule 5(2) of Companies Appointment & Remuneration of Managerial personnel) Rules, 2014.

## **11. RELATED PARTY TRANSACTION AND DETAILS OF LOANS, GUARANTEES, INVESTMENT & SECURITIES PROVIDED:**

Details of Related Party Transactions and Details of Loans, Guarantees and Investments covered under the provisions of Section 188 and 186 of the Companies Act, 2013 respectively are given in the notes to the Financial Statements attached to the Directors' Report.

All transactions entered by the Company during the financial year with related parties were in the ordinary course of business and on an arm's length basis. During the year, the Company had not entered into any transactions with related parties which could be considered as material in accordance with the policy of the Company on materiality of related party transactions.

The Policy on materiality of related party transactions and dealing with related party transactions as approved by the Board may be accessed on the Company's website at [www.kamronlabs.com](http://www.kamronlabs.com)

## **12. SALE OF UNDERTAKING OF THE COMPANY:**

The Company in the month of November, 2017, by passing Special Resolution under Section 180(1)(a) of the Companies Act, 2013, has obtained necessary approval of members through Postal Ballot process for sale/ disposal off the Company's 'Undertaking' being Land, various Plants, Machineries & Equipments, etc. situated at Block No. 737, at Village - Rakanpur, Sola-Santej Road, Tal. Kalol (N.G.), Dist. Gandhinagar – 382 721 with a view to pay off all the dues to Bank and purchase new land at new location where the factory can be reset up and new plant and machineries can be installed according to applicable norms and standards for pharmaceutical industry. The management is in the process of disposing off the undertaking.

**13. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:**

The information required under Section 134(3)(m) of the Companies Act, 2013 and rule 8(3) of Companies (Accounts) Rules, 2014, relating to the conservation of Energy and Technology Absorption forms part of this report and is given by way of **Annexure- A**.

**14. CORPORATE GOVERNANCE AND MDA:**

As per Regulation 34 (3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Report on Corporate Governance and Management Discussion and Analysis (MDA) and a certificate regarding compliance with the conditions of Corporate Governance are appended to the Annual Report as **Annexure - B**.

**15. SECRETARIAL AUDIT REPORT:**

Your Company has obtained Secretarial Audit Report as required under Section 204(1) of the Companies Act, 2013 from M/s. Kashyap R. Mehta & Associates, Company Secretaries, Ahmedabad. The said Report is attached with this Report as **Annexure – C**. The remarks of Auditors have been explained at para 19.1 below.

**16. EXTRACT OF ANNUAL RETURN:**

The extract of Annual return in Form – MGT-9 has been attached herewith as **Annexure – D**.

**17. RESEARCH & DEVELOPMENT:**

The Quality Control and R & D Department of your Company has shown satisfactory performance during the year under review.

**18. AUDIT COMMITTEE/ NOMINATION AND REMUNERATION COMMITTEE/ STAKEHOLDERS' RELATIONSHIP COMMITTEE:**

The details of various committees and their functions are part of Corporate Governance Report.

**19. GENERAL:****19.1 STATUTORY AUDITORS:**

At the 29<sup>th</sup> Annual General Meeting held on 29<sup>th</sup> September, 2017 M/s. Rangwala & Co., Chartered Accountants, Ahmedabad were appointed as Statutory Auditors of the Company to hold office for the period of 5 years i.e. for the financial years 2017-18 to 2021-22.

As regards, the remarks and observation of the Auditors, the following explanations have been submitted which are also explained in Notes on Accounts:

- i. Reasons for non provision of doubtful debts have been explained in Note No. 7.1 to the Accounts.
- ii. The stock has been valued at actual cost basis.
- iii. On the basis of the oral opinion, the Company has not recomputed W.D.V. on 01-04-2014.
- iv. As the present market value of certain fixed assets is in excess of W.D.V., no provision on those assets has been made as explained in Note No. 3.3 to the Accounts.
- v. The note on reappraisal useful life of plant & machinery increase in the useful life to 30 years is self explanatory.
- vi. As the expenses referred by the auditors are in the nature of deferred revenue, the same has been treated accordingly as explained in Note No. 11(1), 11(2), 11(3) 11(4) and 11(5) to the Accounts.

**19.2 INSURANCE:**

The properties of the Company have been adequately insured against the risks of fire, riot, strike, malicious damage etc. as per the consistent policy of the Company.

**19.3 DEPOSITS:**

The Company has not accepted any Deposits and there were no overdue deposits during the year under review.

**19.4 RISKS MANAGEMENT POLICY:**

The Company has a risk management policy, which from time to time, is reviewed by the Audit Committee of Directors as well as by the Board of Directors. The Policy is reviewed quarterly by assessing the threats and opportunities that will impact the objectives set for the Company as a whole. The Policy is designed to provide the categorization of risk into threat and its cause, impact, treatment and control measures. As part of the Risk Management policy, the relevant parameters for protection of environment, safety of operations and health of people at work are monitored regularly with reference to statutory regulations and guidelines defined by the Company.

**19.5 SUBSIDIARIES/ ASSOCIATES/ JVS:**

The Company does not have any Subsidiaries/ Associate Companies / JVs.

**19.6 CODE OF CONDUCT:**

The Board of Directors has laid down a Code of Conduct applicable to the Board of Directors and Senior Management. All the Board Members and Senior Management personnel have affirmed compliance with the code of conduct.

**19.7 SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS:**

There has been no significant and material order passed by any regulators or courts or tribunals, impacting the going concern status of the Company and its future operations.

**19.8 ENVIRONMENT AND SAFETY:**

The Company is conscious of the importance of environmentally clean and safe operations. The Company's policy requires conduct of operations in such a manner, so as to ensure safety of all concerned, compliances of environmental regulations and preservation of natural resources.

**19.9 DISCLOSURES UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013:**

The Company has in place an Anti Sexual Harassment Policy, in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. During the year under review, the Company did not receive any complaint.

**19.10 INSTANCES OF FRAUD, IF ANY REPORTED BY THE AUDITORS:**

There have been no instances of fraud reported by the Auditors under Section 143(12) of the Companies Act, 2013.

**19.11 REGISTRAR AND SHARE TRANSFER AGENTS:**

The Company has appointed Link Intime India Private Limited as Registrar & Share Transfer Agents of the Company.

**20. DISCLOSURE OF ACCOUNTING TREATMENT:**

In the preparation of the financial statements, the Company has followed the Accounting Standards referred to in Section 133 of the Companies Act, 2013. The significant accounting policies which are consistently applied are set out in the Notes to the Financial Statements.

**21. DEMATERIALISATION OF EQUITY SHARES:**

Shareholders have an option to dematerialise their shares with Central Depository Services (India) Limited (CDSL) and National Securities Depository Limited (NSDL). The ISIN is INE276T01018.

**22. ACKNOWLEDGMENT:**

Your Directors express their sincere thanks and appreciation to Promoters and Shareholders for their constant support and co-operation. Your Directors also place on record their grateful appreciation and co-operation received from Bankers, Financial Institutions, Government Agencies and employees of the Company.

For and on behalf of the Board,

Place : Ahmedabad  
Date : 20<sup>th</sup> July, 2018

**Dr. Mahendra P. Shah**  
Chairman

**Disclosure of particulars with respect to Conservation of Energy**
**(A) CONSERVATION OF ENERGY:**

Steps taken or impact on conservation of energy	In line with the Company's commitment towards conservation of energy, all units continue with their efforts aimed at improving energy efficiency through innovative measures to reduce wastage and optimize consumption
Steps taken by the Company for utilising alternate sources of energy	No significant steps have been taken during the year under review
Capital investment on energy conservation equipments	No investment has been made during the year under review

**(B) TECHNOLOGY ABSORPTION:**

Efforts made in Research and Development and Technology Absorption as per Form B prescribed in the Rules is as under:

1.	Research & Development (R & D)		
	(a)	Specific areas in which R&D carried out by the Company.	: Improvement in Quality.
	(b)	Benefits derived as a result of the above R&D	: Increase in the range of products in its volume of contribution in increased sales turnover.
	(c)	Future plan of action	: To maintain improved quality of products through quality control.
	(d)	Expenditure on R&D	: Marginal
2.	Technology absorption, adoption and innovation		: The Company does not envisage any technology absorption.

**(C) FOREIGN EXCHANGE EARNINGS & OUTGO:**

	2017-18	2016-17
Total Foreign exchange earnings	<b>Rs. 111.29 Lakh</b>	Rs. 95.29 Lakh
Total Foreign Exchange used	<b>Rs. 2.63 Lakh</b>	Rs. 1.69 Lakh

For and on behalf of the Board,

Place : Ahmedabad  
Date : 20<sup>th</sup> July, 2018

**Dr. Mahendra P. Shah**  
Chairman

**REPORT ON CORPORATE GOVERNANCE****INTRODUCTION :**

Corporate Governance is important to build confidence and trust which leads to strong and stable partnership with the Investors and all other Stakeholders. The Directors, hereunder, present the Company's Report on Corporate Governance for the year ended 31<sup>st</sup> March, 2018 and also up to the date of this Report.

**1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE :**

The Company's philosophy on Corporate Governance lays strong emphasis on transparency, accountability and ability.

Effective Corporate Governance is the key element ensuring investor's protection; providing finest work environment leading to highest standards of management and maximization of everlasting long-term values. Your Company believes in the philosophy on practicing Code of Corporate Governance that provides a structure by which the rights and responsibility of different constituents such as the board, employees and shareholders are carved out.

A Report on compliance with the principles of Corporate Governance as prescribed by SEBI in Chapter IV read with Schedule V of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 (Listing Regulation) is given below:

**2. BOARD OF DIRECTORS:****a) Composition and Category of Directors as on 31<sup>st</sup> March, 2018 and on the date of report is:**

Name of Directors	Category of Directorship	No. of other Director Ships@	No. of Committee position in other Companies**		No. of Board Meetings attended during 2017-18	Attendance at the AGM held on 29-09-2017 Yes(Y)/No(N)
			Member	Chairman		
Mr. Kamlesh J. Laskari Managing Director	Promoter – Executive	-	-	-	8	Y
Mr. Rohan K. Laskari Executive Director	Promoter – Executive	-	-	-	8	Y
Mr. Sohan K. Laskari Executive Director & CFO	Promoter – Executive	-	-	-	8	Y
Ms. Ranak K. Laskari	Promoter – Non-Executive	-	-	-	8	Y
Dr. Mahendra P. Shah, Chairman	Independent Non-executive	-	-	-	8	Y
Dr. S.L. Chopra (resigned w.e.f. 13 <sup>th</sup> June, 2017)	Independent Non-executive	1	1	-	2	N
Mr. Devarshi D. Patel	Independent Non-executive	-	-	-	8	Y

@ Private Companies, foreign companies and companies under Section 8 of the Companies Act, 2013 are excluded

\*\* for the purpose of reckoning the limit of committees, only chairmanship/membership of the Audit Committee and Stakeholders' Relationship Committee has been considered.

- Mr. Kamlesh J. Laskari, Mr. Sohan K. Laskari, Mr. Rohan K. Laskari and Ms. Ranak K Laskari are related to each other.



**b) Details of the Directors seeking Appointment/Reappointment in forthcoming Annual General Meeting:**

Name of the Director	Mr. Sohan K. Laskari	Mr. Rohan K. Laskari
Date of Birth	21-06-1989	21-06-1989
Date of Appointment	01-08-2013	01-08-2013
Qualifications	B.COM, MBA	Bachelor of Science
Expertise in specific functional areas	Marketing and Management	Marketing and Management
List of Public Limited Companies in which Directorships held	NIL	NIL
List of Private Limited Companies in which Directorships held	NIL	NIL
Chairman/Member of the Committees of the Board of Directors of the Company	NIL	NIL
Chairman/Member of the Committees of Directors of other Companies	NIL	NIL
Shareholding in the Company	52800 Equity Shares	51700 Equity Shares

**c) Board Procedures:**

The Board of Directors meets once a quarter to review the performance and Financial Results. A detailed Agenda File is sent to all the Directors well in time of the Board Meetings. The Chairman/ Managing Director briefs the Directors at every Board Meeting, overall performance of the Company. All major decisions/approvals are taken at the Meeting of the Board of Directors such as policy formation, business plans, budgets, and investment opportunities, Statutory Compliance etc. The meeting of the Board of Directors for a period from 1<sup>st</sup> April, 2017 to 31<sup>st</sup> March, 2018 were held 8 times on 17-04-2017, 30-05-2017, 13-06-2017, 20-07-2017, 14-09-2017, 10-10-2017, 14-12-2017 & 14-02-2018.

**d) Shareholding of Non- Executive Directors as on 31<sup>st</sup> March, 2018 and as on date of the report:**

Name of the Non- Executive Director	No. of Shares held	% of Shareholding
Ms. Ranak K. Laskari	55,000	0.94

No other Non-Executive Directors hold any Equity Share or convertible securities in the Company.

**e) Familiarisation Program for Independent Directors:**

The details of the familiarization program are available on the Company's website – [www.kamronlabs.com](http://www.kamronlabs.com)

**3. AUDIT COMMITTEE :**

The Audit Committee consists of the following Directors:

Name of the Directors	Expertise	Terms of reference & functions of the Committee	No. of Meetings Attended during 2017-18
Dr. Mahendra P. Shah Chairman	All members are Non executive. Chairman is Independent Director and majority are Independent. One member has thorough financial and accounting knowledge.	The functions of the Audit Committee are as per Company Law and Listing Regulations prescribed by SEBI which include approving and implementing the audit procedures, review of financial reporting system, internal control procedures and risk management policies.	4 of 4
Ms. Ranak K. Laskari			4 of 4
Dr. Shantilal D. Chopra (resigned w.e.f. 13 <sup>th</sup> June, 2017)			1 of 1
Mr. Devarshi D. Patel (appointed w.e.f. 13 <sup>th</sup> June, 2017)			3 of 3

The Audit Committee met 4 times during the Financial Year 2017-18. The maximum gap between two meetings was not more than 120 days. The Committee met on 30-05-2017; 14-09-2017; 14-12-2017 & 14-02-2018. The necessary quorum was present for all Meetings. The Chairperson of the Audit Committee was present at the last Annual General Meeting of the Company.

**4. NOMINATION AND REMUNERATION COMMITTEE:**

The Nomination & Remuneration Committee consists of the following Directors as on the date of the Report:

Name of the Directors	Functions of the Committee	No. of Meetings Attended during 2017-18
Mr. Devarshi D. Patel, Chairman (appointed w.e.f. 13 <sup>th</sup> June, 2017)	All members are Non executive and majority of the committee members are Independent.  The Committee is vested with the responsibilities to function as per SEBI Guidelines and recommends to the Board Compensation Package for the Managing Director. It also reviews from time to time the overall Compensation structure and related policies with a view to attract, motivate and retain employees.	1 of 1
Dr. Mahendra P. Shah		2 of 2
Ms. Ranak K. Laskari		2 of 2
Dr. Shantilal D. Chopra (resigned w.e.f. 13 <sup>th</sup> June, 2017)		1 of 1

The Committee met 2 times during the Financial Year 2017-18.

**Term of reference and Nomination & Remuneration Policy:**

The Committee identifies and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his / her appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person are sufficient / satisfactory for the concerned position.

The Committee fixes remuneration of the Directors on the basis of their performance and also practice in the industry. The terms of reference of the Nomination & Remuneration Committee include review and recommendation to the Board of Directors of the remuneration paid to the Directors. The Committee meets as and when required to consider remuneration of Directors.

**Performance Evaluation Criteria for Independent Directors:**

The Board evaluates the performance of independent directors (excluding the director being evaluated) on the basis of the contributions and suggestions made to the Board with respect to financial strategy, business operations etc.

**5. REMUNERATION OF DIRECTORS:**

1. The Company paid total Managerial Remuneration of Rs. 28.98 lakh to the Managing Director / Executive Directors during the year 2017-18.
2. The Non Executive Directors were paid total Rs.12,000/- as Sitting Fees during the financial year 2017-18.
3. No Commission or Stock Option has been offered to the Directors.
4. The terms of appointment of Managing Director / Whole-time Director are governed by the resolutions of the members and applicable rules of the Company. None of the Directors are entitled to severance fees.
5. Commission based on performance criteria, if any, as approved by the Board and subject to maximum limit specified in the Act.
6. The Nomination and Remuneration Policy of the Company is given in Directors' Report which specifies the criteria of making payments to Non Executive Directors.
7. Service contract and notice period are as per the terms and conditions mentioned in their Letter of Appointments.
8. There are no materially significant related party transactions, pecuniary transactions or relationships between the Company and its Non-Executive Directors except those disclosed in the financial statements for the financial year ended on 31<sup>st</sup> March, 2018.

## 6. STAKEHOLDERS' RELATIONSHIP COMMITTEE:

The Board has constituted a Stakeholders' Relationship Committee for the purpose of effective Redressal of the complaints and concerns of the shareholders and other stakeholders of the Company.

The Committee comprises the following Directors as members as on the date of the Report:

1. Ms. Ranak K. Laskari Chairman
2. Mr. Kamlesh J. Laskari Member

The Company had received six complaints during the year which were resolved and there is no complaint which is unattended as on date. There was no valid request for transfer of shares pending as on 31<sup>st</sup> March, 2018.

Mr. Kamlesh J. Laskari is the Compliance Officer for the above purpose.

## 7. GENERAL BODY MEETINGS :

Details of last three Annual General Meetings of the Company are given below:

Financial Year	Date	Time	Venue
2014-15	30-09-2015	11.00 a.m.	737, Rakanpur Village, Sola-Santej Road, Taluka: Kalol (N.G.), Dist. Gandhinagar - 382 721 <b>No Special Resolution was passed.</b>
2015-16	30-09-2016	11.00 a.m.	737, Rakanpur Village, Sola-Santej Road, Taluka: Kalol (N.G.), Dist. Gandhinagar - 382 721 <b>Special Resolution:</b> 1. Authority to Board of Directors to make Investment under Section 186 of the Companies Act, 2013 2. Consent for re-classification of shareholding of Promoters Group under Regulation 31A and other provisions of the SEBI (LODR) Regulations, 2015
2016-17	29-09-2017	11.00 a.m.	737, Rakanpur Village, Sola-Santej Road, Taluka: Kalol (N.G.), Dist. Gandhinagar - 382 721 <b>Special Resolution:</b> 1. For obtaining consent for re-classification of shareholding of Promoters Group under Regulation 31A and other relevant provisions of the SEBI (LODR) Regulations, 2015 2. For re-appointment of Mr. Kamlesh J. Laskari as the Managing Director of the Company for a period of three years 3. For authority to Link Intime India Private Limited (RTA) for maintaining Register of Members together with the Index of members of the Company and copies of Annual Returns under Section 94 of the Companies Act, 2013.

Pursuant to the relevant provisions of the Companies Act, 2013, the Company obtained approval of members and has passed the Special Resolutions on 17<sup>th</sup> November, 2017 for the below mentioned matters through Postal Ballot process:

1. To Sell, Lease or otherwise dispose of the Whole or Substantially the whole of Undertaking of the Company being Land admeasuring approximately 7224 sq. mtrs., Building having approximately built up area of 1343 sq. mtrs., various Plants, Machineries & Equipments, etc. at Survey / Block No. 737 (old Survey No. 737, 738 & 551 and New Survey No. 258, 259 & 305), at Village - Rakanpur, Sola-Santej Road, Tal. Kalol (N.G.), Dist. Gandhinagar – 382 721 under Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and Rules made there under.

2. Shifting of Registered Office of the Company from 'Rakanpur' to 'Ahmedabad' i.e. outside the local limit of city, town or village where the present Registered Office is situated pursuant to Section 12 and any other provisions of the Companies Act, 2013 and Rules made there under.

## **8. MEANS OF COMMUNICATION :**

In compliance with the requirements of the Listing Agreement and SEBI (LODR) Regulations, the Company regularly intimates Unaudited / Audited Financial Results to the Stock Exchanges immediately after they are taken on record by the Board of Directors. These Financial Results are normally published in 'Western Times' (English and Gujarati). Results are also displayed on Company's website [www.kamronlabs.com](http://www.kamronlabs.com).

The reports, statements, documents, filings and any other information is electronically submitted to the recognized stock exchanges, unless there are any technical difficulties while filing the same. All important information and official press releases are displayed on the website for the benefit of the public at large.

During the year ended on 31<sup>st</sup> March, 2018, no presentations were made to Institutional Investors or analyst or any other enterprise.

## **9. GENERAL SHAREHOLDERS' INFORMATION :**

- a) Registered Office : 904, 9<sup>th</sup> Floor, Shapath-I Complex, Opp. Rajpath Club, S. G. Highway, Ahmedabad – 380 054
- b) Annual General Meeting : Day : Saturday  
Date : 29<sup>th</sup> September, 2018  
Time : 11.00 a.m.  
Venue : Conference Hall, 10<sup>th</sup> Floor, Shapath-I Complex, Opp. Rajpath Club, Nr. Madhur Hotel, S. G. Highway, Bodakdev, Ahmedabad – 380 054
- c) Financial Calendar : 1st Quarter Results : Mid - August, 2018.  
Half-yearly Results : Mid - November, 2018.  
3rd Quarter Results : Mid - February, 2019.  
Audited yearly Results : End May, 2019.
- d) Book Closure Dates : From : Friday, The 7<sup>th</sup> September, 2018.  
To : Saturday, The 29<sup>th</sup> September, 2018.  
(Both days inclusive).
- e) Dividend Payment Date : Not applicable.
- f) Listing of Shares on Stock Exchanges : **BSE Limited (BSE)**  
P. J. Towers, Dalal Street, Fort, Mumbai - 400 001.  
The Company has paid the annual listing fees for the financial year 2018-19.  
The Ahmedabad Stock Exchange Limited has been derecognised as 'Stock Exchange' and has been granted Exit by SEBI vide its Order dated 2<sup>nd</sup> April, 2018.
- g) Stock Exchange Code : 

<b>Stock Exchange</b>	<b>Code</b>
BSE	524604
- h) Registrar and Share Transfer Agents : Registrar and Share Transfer Agents (RTA) for both Physical and Demat Segment of Equity Shares of the Company:  
**Link Intime India Private Limited**  
506-508, Amarnath Business Centre-1 (ABC-1),  
Besides Gala Business Centre,  
Near St. Xavier's College Corner,  
Off C G Road, Ahmedabad 380006  
Tele. No. : (079) 2646 5179  
E-mail : [ahmedabad@linkintime.co.in](mailto:ahmedabad@linkintime.co.in)
- i) ISIN No. : INE276T01018

j) Share Transfer System :

The transfer of shares in physical form is processed and completed by Link Intime India Private Limited (RTA of the Company) within a period of 15 days from the date of receipt thereof.

Pursuant to SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated 8<sup>th</sup> June, 2018, the request for effecting transfer of securities held in Physical form (except in case of transmission or transposition) would not be entertained and shall not be processed by the Company/ RTA of the Company w.e.f. 5<sup>th</sup> December, 2018. Hence, Shareholders are advised to get their shares transferred / dematerialized. In case of shares in electronic form, the transfers are processed by NSDL/ CDSL through the respective Depository Participants.

k) Stock Price Data:

The shares of the Company were traded on the BSE Limited. The information on stock price data, BSE Sensex details are as under:

Month	BSE			BSE Sensex
	High (Rs.)	Low (Rs.)	Shares Traded (No.)	
April, 2017	18.15	15.60	500	29,918.40
May, 2017	14.85	14.15	200	31,145.80
June, 2017	NO TRADING			30,921.61
July, 2017	14.50	11.55	2300	32,514.94
August, 2017	11.55	10.44	3400	31,730.49
September, 2017	9.92	8.96	1200	31,283.72
October, 2017	8.52	8.52	600	33,213.13
November, 2017	8.10	7.28	2700	33,149.35
December, 2017	NO TRADING			34,056.83
January, 2018	7.50	7.14	500	35,965.02
February, 2018	NO TRADING			34,184.04
March, 2018	6.80	6.80	100	32,968.68

l) Distribution of Shareholding as on 31<sup>st</sup> March, 2018:

No. of Equity Shares held	No. of Shareholders	% of share-holders	No. of Shares held	% of Shareholding
Up to 500	17582	93.77	2658550	45.44
501 to 1000	868	4.63	680850	11.64
1001 to 2000	239	1.27	345500	5.91
2001 to 3000	25	0.13	59750	1.02
3001 to 4000	6	0.03	20400	0.35
4001 to 5000	11	0.06	53400	0.91
5001 to 10000	4	0.02	25800	0.44
10001 and above	16	0.09	2005750	34.29
<b>Grand Total</b>	<b>18751</b>	<b>100.00</b>	<b>5850000</b>	<b>100.00</b>

m) Category of Shareholders as on 31<sup>st</sup> March, 2018:

Category	No. of Shares held	% of Shareholding
Promoters	1944250	33.24
Financial Institutions / Banks	—	—
Mutual Funds	—	—
Bodies Corporate	7200	0.12
NRIs	600000	10.26
Public	3298550	56.38
<b>Grand Total</b>	<b>5850000</b>	<b>100.00</b>

- n) Outstanding GDRs/ADRs/Warrants or any Convertible Instruments, Conversion Date and likely impact on Equity: The Company has not issued any GDRs/ADRs.
- o) Dematerialisation of Shares and liquidity:  
The Company's Equity Shares are traded compulsorily in dematerialised form. The ISIN of Equity Shares of the Company is: INE276T01018. Approximately 20% of the Equity Shares have been dematerialised.
- p) Commodity Price Risks and Commodity Hedging Activities:  
Business risk evaluation and management is an ongoing process within the Company. The assessment is periodically examined by the Board. The Company is exposed to the risk of price fluctuation of raw materials as well as finished goods. The Company proactively manages these risks through forward booking Inventory management and proactive vendor development practices.
- q) Plant Location:  
737, Rakanpur Village, Sola-Santej Road, Taluka : Kalol (N. Guj.), Dist. : Gandhinagar - 382 721.
- r) Address For Correspondence:  
For any assistance regarding correspondence, dematerialisation of shares, share transfers, transactions, change of address, non receipt of dividend or any other query, relating to shares, shareholders may contact to the Company's Registrar and Share Transfer Agent at:  
  
Link Intime India Pvt. Ltd.,  
506-508, Amarnath Business Centre-1 (ABC-1),  
Besides Gala Business Centre, Near St. Xavier's College Corner,  
Off C G Road, Ahmedabad - 380006  
Tel. No. 079-26465179  
Fax No. 079-26465179  
Email Address: ahmedabad@linkintime.co.in  
  
Compliance Officer : Mr. Kamlesh J. Laskari

## **10. MANAGEMENT DISCUSSION AND ANALYSIS:**

### **a. Industry Structure and Developments:**

The pharmaceutical industry is growing with the expectation of revival of the economy, the management is hopeful of brighter future.

### **b. Opportunities and Threats:**

With GATT provisions coming into effect, the pharmaceutical industry has been directly influenced by certain provisions. At the same time, the opportunities in healthcare industry are many. Even today, only less than 50% of the Country's population has access to proper medical facilities. With the development of hospitals, the growth opportunities of pharmaceutical industry are large.

### **c. Segment wise Performance:**

The Company is operating in single segment. Hence, there is no need of reporting segment wise performance.

### **d. Recent Trend and Future Outlook:**

With the increase in availability of healthcare facilities, there will be an increase in demand for medicines and thus, the future looks promising.

### **e. Risks and Concerns:**

The increase in market size may lead to increase in number of companies/competitors leading to increase in the competition.

### **f. Internal Control Systems and their Adequacy:**

The Company has adequate systems of Internal Controls commensurate with its size and operations to ensure orderly and efficient conduct of business. These controls ensure safeguarding of assets, reduction and detection of fraud and error, adequacy and completeness of the accounting records and timely preparation of reliable financial information.

**g. Financial Performance with respect to Operational Performance:**

The financial performance of the Company for the year 2017-18 is described in the Directors' Report.

**h. Material Developments in Human Resources and Industrial Relations Front:**

Your Company has undertaken certain employees' development initiatives, which have very positive impact on the morale and team spirit of the employees. The Company has continued to give special attention to Human Resources/Industrial Relations development. Industrial relations remained cordial throughout the year.

**i. Cautionary Statement:**

Statement in this Management Discussion and Analysis Report, describing the Company's objectives, estimates and expectations may constitute 'Forward Looking Statements' within the meaning of applicable laws or regulations. Actual results might differ materially from those either expressed or implied.

**11. DISCLOSURES:**

- a. The Company has not entered into any transaction of material nature with the Promoters, the Directors or the Management that may have any potential conflict with the interest of the Company. The Company has no subsidiary.
- b. There has neither been any non compliance of any legal provision of applicable law, nor any penalty, stricture imposed by the Stock Exchange/s or SEBI or any other authorities, on any matters related to Capital Market during the last three years.
- c. The Company has implemented Vigil Mechanism and Whistle Blower Policy and it is hereby affirmed that no personnel have been denied access to the Audit Committee.
- d. The Company is in compliance with all mandatory requirements under Listing Regulations. Adoption of non-mandatory requirements of Listing Regulations is being reviewed by the Board from time to time.
- e. The policy on related party transactions is disclosed on the Company's website viz. [www.kamronlabs.com](http://www.kamronlabs.com)
- f. Disclosure of Accounting Treatment :

These Financial Statements are prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 and the Companies (Indian Accounting Standards) (Amendment) Rules, 2016 notified under Section 133 of the Companies Act, 2013 (the 'Act') and other relevant provisions of the Act. The Financial Statements up to and for the year ended 31 March, 2017 were prepared to comply in all material aspects with the Accounting Standards specified under Section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Act. The previous year figures have been regrouped/ reclassified or restated as per Ind AS, so as to make the figures comparable with the figures of current year. As these are the first Financial Statements prepared in accordance with Indian Accounting Standards (Ind AS), Ind AS 101 'First Time Adoption of Indian Accounting Standards' has been applied.

**12. DETAILS OF NON COMPLIANCE CORPORATE GOVERNANCE REQUIREMENT:**

There was no non-compliance during the year and no penalties were imposed or strictures passed on the Company by the Stock Exchanges, SEBI or any other statutory authority.

**13. NON-MANDATORY REQUIREMENTS OF REGULATION 27 (1) & PART E OF SCHEDULE II OF THE LISTING REGULATIONS:**

- i. The Company has a Non – Executive Independent Chairman.
- ii. The quarterly / half yearly results are not sent to the shareholders. However, the same are published in the newspapers and also posted on the Company's website.
- iii. The Company's financial statements for the financial year 2017-18 contain audit qualification which has been explained in the Directors' Report and Notes on Accounts.
- iv. The internal auditors report to the Audit Committee.

14. The Company, on voluntary basis, is in compliance with the corporate governance requirements specified in Regulation 17 to 27 and Clause (b) to (i) of sub-regulation (2) of Regulation 46 of SEBI Regulations.

**For and on behalf of the Board,**

Place : Ahmedabad  
Date : 20<sup>th</sup> July, 2018

**Dr. Mahendra P. Shah**  
Chairman

### DECLARATION

All the Board Members and Senior Management Personnel of the Company have affirmed the compliance with the provisions of the code of conduct of Board of Directors and Senior Management for the year ended on 31<sup>st</sup> March, 2018.

**For Kamron Laboratories Limited,**

Place : Ahmedabad  
Date : 20<sup>th</sup> July, 2018

**Kamlesh Laskari**  
Managing Director

**Sohan K. Laskari**  
Executive Director & CFO

### CERTIFICATE

To  
The Members of  
Kamron Laboratories Limited

We have examined the compliance of conditions of Corporate Governance by Kamron Laboratories Limited, for the year ended on 31<sup>st</sup> March, 2018 and also up to the date of this report as stipulated in Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR).

The compliance of conditions of corporate governance is the responsibility of the management. Our examination has been limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of conditions of Corporate Governance as stipulated in LODR. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, and based on the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Regulations 17 to 27 & Part E of Schedule II of LODR.

As per representation received from the Registrars of the Company, we state that as per records maintained by the Stakeholders' Relationship Committee, no investor grievance remaining unattended/ pending for more than 30 days.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For Rangwala & Co.,**  
Chartered Accountants  
FRN: 115833W

Place : Ahmedabad  
Date : 20<sup>th</sup> July, 2018

**Z.E. Rangwala**  
Partner  
Membership No. 031268



**FORM NO. MR-3****SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED ON 31<sup>ST</sup> MARCH, 2018**

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

**To,  
The Members,  
Kamron Laboratories Limited**

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Kamron Laboratories Limited** [CIN: L24231GJ1988PLC010956] ('hereinafter called the Company') having Registered Office at 904, 9<sup>th</sup> Floor, Shapath-I Complex, Opp. Rajpath Club, S. G. Highway, Ahmedabad – 380 054. The 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 **31<sup>st</sup> March, 2018** 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 31<sup>st</sup> March, 2018 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;
- (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
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (Not Applicable during the audit period)
  - (d) Securities and Exchange Board of India (Share Based Employee Benefits) Requirements, 2014 (Not Applicable during the audit period)
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not Applicable 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 during the audit period)
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (Not Applicable during the audit period); and
- (vi) Various common laws applicable to the manufacturing and other activities of the Company such as Labour Laws, Pollution Control Laws, Land Laws, Patents Act, 1970, The Trade Marks Act, 1999 etc.

and various Sectoral specific acts such as Pharmacy Act, 1948, Drugs and Cosmetics Act, 1940, Narcotic Drugs and Psychotropic Substances Act, 1985 for which we have relied on Certificates/ Reports/ Declarations/ Consents/ Confirmations obtained by the Company from the experts of the relevant field such as Advocate, Labour Law Consultants, Engineers, Occupier of the Factories, Registered Valuers, Chartered Engineers, Factory Manager, Chief Technology Officer of the Company, Local Authorities, Effluent Treatment Adviser etc. and have found that the Company is generally regular in complying with the provisions of various applicable Acts.

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

- (i) Secretarial Standards (SS – 1 & SS – 2) issued by The Institute of Company Secretaries of India.
- (ii) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Listing Agreement entered into by the Company with Stock Exchange.

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

The following are our observations during the Audit:

### 1. The Company :

- has not provided for doubtful debts of Rs. 12.06 lakh in violation of Section 133 of the Act.
- has valued inventory on cost basis only in departure of Accounting Standards
- has not adopted method/computation of depreciation as per Schedule II of the Act resulting in overstatement of profit by Rs.102.98 lakh.
- the Management have viewed that value of certain fixed assets are in excess of their w.d.v. and therefore have not provided depreciation
- the Management of the Company have reappraised the useful life of plant and machinery to 30 years from 15 years, hence less depreciation has been provided
- not amortised any of the expenses during the year under review which has resulted into overstatement of profit of Rs.42.67 lakh
- has treated certain revenue expenses of Rs.89.57 lakh as deferred revenue expenditure and capitalisation of interest expenses of Rs.29.72 lakh are against accounting principles.
- has capitalised interest expenses of Rs. 29.72 lakh during the year under review which is against accounting policies.

### 2. There was delay in submitting Audited Financial Results for the financial year 2015-16, 2016-17 & 2017-18 to the Stock Exchange.

### 3. The Company does not have a whole time Company Secretary pursuant to Section 203 of the Companies Act, 2013 and Rule 8 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 since 1<sup>st</sup> December, 2016.

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors 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 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.

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

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 the Company has duly passed Special Resolutions in respect of the following matters at the Annual General Meeting held on 29<sup>th</sup> September, 2017

- for obtaining consent for re-classification of shareholding of Promoters Group under Regulation 31A and other relevant provisions of the SEBI (LODR) Regulations, 2015
- for re-appointment of Mr. Kamlesh J. Laskari as the Managing Director of the Company for a period of three years
- under Section 94 of the Companies Act, 2013 for authority to Link Intime India Private Limited (RTA) for maintaining Register of Members together with the Index of members of the Company and copies of Annual Returns.

We further report that during the audit period the Company has:

- a. Duly passed Special Resolution under Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and Rules made there under through Postal Ballot for Sell, Lease or otherwise dispose of the Whole or Substantially the whole of Undertaking of the Company being Land admeasuring approximately 7224 sq. mtrs., Building having approximately built up area of 1343 sq. mtrs., various Plants, Machineries & Equipments, etc. at Survey / Block No. 737 (old Survey No. 737, 738 & 551 and New Survey No. 258, 259 & 305), at Village - Rakanpur, Sola-Santej Road, Tal. Kalol (N.G.), Dist. Gandhinagar – 382 721 and have complied with relevant provisions of the Companies Act, 2013 and SEBI laws by declaring result of Postal Ballot on 17<sup>th</sup> November, 2017.
- b. Duly passed Special Resolution pursuant to Section 12 and any other provisions of the Companies Act, 2013 and Rules made there under through Postal Ballot for Shifting of Registered Office of the Company from 'Rakanpur' to 'Ahmedabad' i.e. outside the local limit of city, town or village where the present Registered Office is situated and have complied with relevant provisions of the Companies Act, 2013 and SEBI laws by declaring result of Postal Ballot on 17<sup>th</sup> November, 2017.

**For KASHYAP R. MEHTA & ASSOCIATES**

Company Secretaries

**KASHYAP R. MEHTA**

Proprietor

COP No. 2052

FCS No. 1821

FRN: S2011GJ166500

Place : Ahmedabad

Date : 20<sup>th</sup> July, 2018

**Note:** This report is to be read with our letter of even date which is annexed as **Annexure – 1** and forms an integral part of this report.

To,  
The Members,  
**Kamron Laboratories Limited**

Our 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. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes 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. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we 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, standards is the responsibility of management. Our examination was limited to the verification of procedures 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 KASHYAP R. MEHTA & ASSOCIATES**

Company Secretaries

**KASHYAP R. MEHTA**

Proprietor

COP No. 2052

FCS No. 1821

FRN: S2011GJ166500

Place : Ahmedabad  
Date : 20<sup>th</sup> July, 2018

**Form No. MGT – 9**
**EXTRACT OF ANNUAL RETURN AS ON 31<sup>ST</sup> MARCH, 2018**

[Pursuant to Section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

**I. REGISTRATION AND OTHER DETAILS:**

(1)	CIN	<b>L24231GJ1988PLC010956</b>
(2)	Registration Date	6 <sup>th</sup> July, 1988
(3)	Name of the Company	<b>Kamron Laboratories Limited</b>
(4)	Category / Sub-Category of the Company	Public Company Limited by Shares
(5)	Address of the registered Office and Contact Details	904, 9 <sup>th</sup> Floor, Shapath-I Complex, Opp. Rajpath Club, S. G. Highway, Ahmedabad – 380 054 Email: info@kamronlabs.com
(6)	Whether Listed Company	Yes
(7)	Name, Address and Contact details of Registrar and Transfer Agent, if any	Link Intime India Private Limited, 506-508, Amarnath Business Centre-1 (ABC-1), Besides Gala Business Centre, Near St. Xavier's College Corner, Off C G Road, Ahmedabad - 380006 Tel no : (079) 2646 5179 Fax: (079) 2646 5179 Email Address : ahmedabad@linkintime.co.in

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:**

Sr. No.	Name and Description of main products/ services	NIC Code of the Product/ service	% to total turnover
1	Manufacturing & Trading of pharmaceutical products	21001	100

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:**

The Company has no Holding/ Subsidiary/ Associate Company.

**IV. SHARE HOLDING PATTERN:**
**i) Category-wise Share Holding:**

Category of Shareholders	No. of Shares held as on 1 <sup>st</sup> April, 2017				No. of Shares held as on 31 <sup>st</sup> March, 2018				% Change during 2017-18
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	1105940	701900	1807840	30.90	1105940	701900	1807840	30.90	-
b) Central Govt.	-	-	-	-	-	-	-	-	-
c) State Govt.(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp	-	136410	136410	2.34	-	136410	136410	2.34	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
Total shareholding of Promoter (A)	1105940	838310	1944250	33.24	1105940	838310	1944250	33.24	-

<b>B. Public Shareholding</b>									
1. Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) VCF	-	-	-	-	-	-	-	-	-
f) Ins. Companies	-	-	-	-	-	-	-	-	-
g) FIIIs	-	-	-	-	-	-	-	-	-
h) Foreign VCF	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):-	-	-	-	-	-	-	-	-	-
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	4400	3600	8000	0.14	3500	3500	7100	0.12	(0.02)
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individuals holding < = Rs.1,00,000	40650	3176900	3217550	54.99	79650	3141700	3221350	55.07	0.07
ii) Individuals holding > Rs. 1,00,000	-	77300	77300	1.32	-	77300	77300	1.32	-
c) Others (specify)									
NRIs	-	602900	602900	10.31	1000	599000	600000	10.26	(0.05)
HUF	-	-	-	-	100	-	100	-	-
Foreign Nationals	-	-	-	-	-	-	-	-	-
Clearing Members	-	-	-	-	-	-	-	-	-
Trusts	-	-	-	-	-	-	-	-	-
Others	-	-	-	-	-	-	-	-	-
Sub-total (B)(2):-	45050	3860700	3905750	66.76	84250	5765750	3905750	66.76	-
<b>Total Public Shareholding (B)=(B)(1)+(B)(2)</b>	<b>45050</b>	<b>3860700</b>	<b>3905750</b>	<b>66.76</b>	<b>84250</b>	<b>5765750</b>	<b>3905750</b>	<b>66.76</b>	<b>-</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	-	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	<b>1150990</b>	<b>4699010</b>	<b>5850000</b>	<b>100.00</b>	<b>1190190</b>	<b>4659810</b>	<b>5850000</b>	<b>100.00</b>	<b>-</b>

**ii) Shareholding of Promoters:**

S.N.	Shareholder's Name	Shareholding as on 1 <sup>st</sup> April, 2017			Shareholding as on 31 <sup>st</sup> March, 2018			% 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	Kamlesh J. Laskari-HUF	1255440	21.46	-	1255440	21.46	-	-
2	Jagdish D. Laskari	4400	0.08	-	4400	0.08	-	-
3	Shri Dinesh Mills Ltd	120000	2.05	-	120000	2.05	-	-
4	Urmila Laskari	57000	0.97	-	57000	0.97	-	-
5	Urmila Bhaghubhai	56100	0.96	-	56100	0.96	-	-
6	Ranak K. Laskari	55000	0.94	-	55000	0.94	-	-
7	Jagruti J. Laskari	53900	0.92	-	53900	0.92	-	-
8	Balkrishna B. Patel	53900	0.92	-	53900	0.92	-	-
9	Gaurav B. Patel	53500	0.91	-	53500	0.91	-	-
10	Sohan K. Laskari	52800	0.90	-	52800	0.90	-	-
11	Rohan K. Laskari	51700	0.88	-	51700	0.88	-	-
12	Priyanka A. Patel	51500	0.88	-	51500	0.88	-	-
13	Upendrabhai M. Patel	50000	0.85	-	50000	0.85	-	-
14	Om Neelkanth Drugs & Chemicals Pvt. Ltd	16410	0.28	-	16410	0.28	-	-
15	Narendraprasad C. Patel	5000	0.09	-	5000	0.09	-	-
16	Paulomy Laskari	5000	0.09	-	5000	0.09	-	-
17	Dineshchandra B. Patel	1000	0.02	-	1000	0.02	-	-
18	Kalavati B. Patel	1000	0.02	-	1000	0.02	-	-
19	Rajendraprasad D. Laskari	500	0.01	-	500	0.01	-	-
20	Laxmikant Bhaghubhai	100	0.00	-	100	0.00	-	-

**iii) Change in Promoters' Shareholding:**

**There is no change in Promoters' Shareholding during the year 2017-18.**

iv) **Shareholding Pattern of top ten Shareholders:**

(other than Directors, Promoters and Holders of GDRs and ADRs):

Sr. No.	For Each of the Top 10 Shareholders	Shareholding as on 1 <sup>st</sup> April, 2017		Changes during the Year	Shareholding as on 31 <sup>st</sup> March, 2018	
		No. of shares	% of total shares		No. of shares	% of total shares
Top 10 as on 01-04-2017						
1	Sonal R Bambhania	66800	1.14	-	66800	1.14
2	Natvarlal G. Kardani	10500	0.18	-	10500	0.18
3	Ashokkumar B.	7600	0.13	-	7600	0.13
4	Mangilal	6400	0.11	-	6400	0.11
5	Jayantilal H. Sanghvi	5900	0.10	-	5900	0.10
6	Vinita Wadhwa	5900	0.10	-	5900	0.10
7	Bhupendra B. Patel	5000	0.09	-	5000	0.09
8	Rajesh C. Parekh	5000	0.09	-	-	-
9	Maheshkumar K. Shah	5000	0.09	-	5000	0.09
10	Nandini K. Shah	5000	0.09	-	5000	0.09

v) **Shareholding of Directors and Key Managerial Personnel:**

Sr. No.	Shareholding, if any, of each Directors and each Key Managerial Personnel	Shareholding as on 1 <sup>st</sup> April, 2017		Changes during the Year no. of shares	Shareholding as on 31 <sup>st</sup> March, 2018	
		No. of shares	% of total shares of the Company		No. of shares	% of total shares of the Company
1	Ranak K. Laskari	55000	0.94	-	55000	0.94
2	Rohan K. Laskari	51700	0.88	-	51700	0.88
3	Sohan K. Laskari	52800	0.90	-	52800	0.90
	<b>TOTAL</b>	<b>159500</b>	<b>2.72</b>	<b>-</b>	<b>159500</b>	<b>2.72</b>



**V. INDEBTEDNESS :** (In Rs.)

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

		<b>Secured Loans excluding deposits</b>	<b>Unsecured Loans</b>	<b>Deposits</b>	<b>Total Indebtedness</b>
A.	Indebtedness as on 01-04-2017				
	i) Principal Amount	4,15,48,519	30,15,188	5,48,78,006	9,94,41,713
	ii) Interest due but not paid	-	-	-	-
	iii) Interest accrued but not due	-	-	-	-
	Total (i+ii+iii)	4,15,48,519	30,15,188	5,48,78,006	9,94,41,713
B.	Change in Indebtedness during 2017-18				
	* Addition	3,27,20,758	30,868	2,22,51,000	5,50,02,626
	* Reduction	3,65,91,985	18,07,065	28,62,737	4,12,61,787
	Net Change	(38,71,227)	(17,76,197)	1,93,88,263	1,37,40,839
C.	Indebtedness as on 31-03-2018				
	i) Principal Amount	3,76,77,292	12,38,991	7,42,66,269	11,31,82,552
	ii) Interest due but not paid	-	-	-	-
	iii) Interest accrued but not due	-	-	-	-
	Total (i+ii+iii)	3,76,77,292	12,38,991	7,42,66,269	11,31,82,552

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL** (In Rs.)

**A. Remuneration to Managing Director, Whole-Time Directors and/or Manager:**

Sr. No.	Particulars of Remuneration	Name of MD/ WTD/ Manger		
		Mr. Kamlesh J. Laskari Managing Director	Mr. Sohan K. Laskari Executive Director & CFO@	Mr. Rohan K.Laskari Executive Director
1.	Gross salary			
(a)	Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	16,80,000	3,15,000	6,00,000
(b)	Value of perquisites u/s 17(2) Income-tax Act, 1961	2,52,406	11,672	39,134
(c)	Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission			
	- as % of Profit	-	-	-
	- others, specify...	-	-	-
5.	Others, Please specify	-	-	-
	Total (A)	19,32,406	3,26,672	6,39,134
	Ceiling as per the Companies Act	Rs.84 lakh	Rs. 42 lakh	Rs. 42 lakh

 @ re-designated as Executive Director and CFO w.e.f. 17<sup>th</sup> April, 2017

**B. Remuneration to other Directors:** (In Rs.)

Particulars of Remuneration	Name of Directors			Total Amount
	Ms. Ranak K. Laskari	Mr. Mahendra P. Shah	Mr. Devarshi D. Patel	
1. Fee for attending Board/ Committee meetings	4,000	4,000	4,000	12,000
2. Commission	NIL			
3. Others, please specify				
Total Managerial Remuneration	4,000	4,000	4,000	12,000

**C. Remuneration to Key Managerial Personnel other than MD/Manager/WTd**

There is no Key Managerial Personnel other than Managing Director & Executive Directors. Hence, no disclosure is required to be made.

**VII. PENALTIES/ PUNISHMENT/ COMPOUNDING OF OFFENCES: NIL**

No disclosure is required as there are no such Penalties/ Punishment imposed on the Company and its Directors/KMP and no Compounding of Offences done by the Company and its Directors/ KMP.

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**INDEPENDENT AUDITORS' REPORT**

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To,  
THE MEMBERS OF  
KAMRON LABORATORIES LIMITED

**Report on the Financial Statements**

We have audited the accompanying financial statements of KAMRON LABORATORIES LTD ("the Company"), which comprise the Balance Sheet as at March 31, 2018, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

**Management's Responsibility for the Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("The Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules 2014. This responsibility also includes 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 frauds and other irregularities; selection and application of appropriate 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 statements that give a true and fair view and are free from material misstatement whether due to fraud or error.

**Auditors' Responsibility**

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatements.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit Opinion.

**BASIS FOR QUALIFIED REPORT:-**

1. No provision has been made in the accounts for Sundry Debtors of Rs.12,05,648/- considered Doubtful of recovery. In the opinion of the directors, sundry debtors considered doubtful, have the value at which they are stated in the Balance Sheet if realised in the ordinary course of business and therefore no provision has been made in respect of such debtors. In our opinion non-provision constitutes departure from the accounting standards referred to in Sec. 133 of the Companies Act, 2013. Attention is invited to note no. 7(1)..

2. The Company's inventories viz. work in progress and finished good are carried in the Balance Sheet at Rs. 42,08,623/- and Rs. 1,26,15,725/-. Management of the company has not stated the inventories at lower of cost and net reliable value but has stated them solely at cost. The management has adopted the cost on basis of cost statements prepared by the management of the company which however is departure from the Accounting Standard 2 referred to in Sec. 133 of the Companies Act, 2013.
3. The Company has not recomputed the written down value as on 1<sup>st</sup> April, 2014 on basis of method/ computation of depreciation provided vide schedule II to the Companies Act, 2013. On basis of computation of depreciation in accordance with provisions of Schedule II to the Companies Act, 2013, the company ought to have made an adjustment of depreciation of Rs. 1,02,98,505/- in respect of the written down value as on 1<sup>st</sup> April, 2014. The balance in the statement of Profit and Loss / the balance in the Reserves and Surplus have accordingly been overstated by Rs. 1,02,98,505/- and accordingly the written down value of the fixed assets as on 1<sup>st</sup> April, 2014 have been overstated by Rs. 1,02,98,505/-. This has Consequential effect on the balances shown as on 31<sup>st</sup> March 2018.
4. The management of the company is of the view that present market value of certain fixed assets viz. the factory buildings, non-factory buildings, plant and machinery and vehicles are in excess of the written down value as on 31<sup>st</sup> March, 2016 and therefore the company has not provided for depreciation of Rs. 88,69,643/- on the said fixed assets for the financial year ended 31<sup>st</sup> March 2016. The non-provision of depreciation had effect of increasing profit by Rs. 88,69,643/- having corresponding effect of overstating the balance in Reserve and Surplus and the written down value of the said fixed assets. Attention is invited to note no. 3(3).
5. The management of the company on reappraisal of useful life of Plant and Machinery has concluded that useful life is of 30 Years as against useful life is of the 15 years decided earlier and in consequence there of depreciation has been provided short by Rs. 30,50,487/- for the year under review.
6. The Management of the Company during the financial year ended 31<sup>st</sup> March, 2014, 31<sup>st</sup> March, 2016 and 31<sup>st</sup> March 2017 had transferred expenses of Rs. 94,78,145/-, Rs. 90,11,859/- and 1,23,37,493/- respectively and had decided to amortize the expenditure at the rate of 10% per annum. However, the company has not amortized any of the expenses during the financial year under review. The company in view of the decision and policy ought to have amortized Rs. 42,66,810/- and transferred to the Statement of Profit and Loss. In absence of the transfer, the profit in the Statement of Profit and Loss has been overstated by Rs. 42,66,810/- having corresponding effect on the balance stated in Reserve and Surplus. Attention in this connection is invited to notes no. 11(1), 11(2), 11(3) 11(4) and 11(5).

**Opinion**

In our opinion and to the best of our information and according to the explanations given to us, except for the effects of the matter described in the Basis for Qualified Opinion Paragraph and Emphasis of Matter Paragraph, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2018;
- (b) In the case of Statement of Profit and Loss, of the profit for the year ended on that date ; and
- (c) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

**EMPHASIS OF MATTER**

We draw attention to the following:-

- 1 Note no. 11(4) regarding treatment of expenses in aggregate Rs. 89,56,889/- as deferred revenue expenses and accordingly reflecting in the balance sheet as against considering the said expenses as of revenue nature and debiting to the statement of Profit and Loss account. The Profit for the year under consideration accordingly stand increased by Rs. 89,56,889/- Had the company debited the expenses to the statement of Profit and Loss account, the profit of the company would have been lesser by Rs. 89,56,889/- having corresponding effect on the Reserve and Surplus. Attention is also invited to notes no.11(1), 11(2) 11(3), 11(4) and 11(5).

- 2 Note No.3(2) regarding capitalization of expenses in aggregate of Rs. 29,71,888/- out of interest on term loan/cash credit account and interest on deposits contending that expenses have been utilized for the purpose of acquiring the fixed assets Viz Plant and Machinery The profit for the year under consideration accordingly stand increased by Rs.29,71,888/- Had the company not adopted the accounting policy of capitalizing the above stated expenses and had it followed accounting policy of not capitalizing, the profit for the year under review would have been lower by Rs. 2971888/- having corresponding effect on balance in the Statement of Profit and Loss, Reserves and Surplus and the written down value of the fixed assets.
- 3 Note no.3 (4) regarding transfer during the financial year ended 31<sup>st</sup> March 2017 of expenses of capital nature and advances relating to the factory building incurred and /or paid in the earlier years and which were reflected as capital work in progress and advances as on 31<sup>st</sup> March, 2016. Attention in this connection is invited to note no. 3(4).

#### **Report on Other Legal and Regulatory Requirements**

1. 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 Act, we give in the Annexure A attached hereto our comments on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by section 143(3) of the Act, we report that:
- We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books ;
  - The Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account,
  - in our opinion, the Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this report except for the effects of the matters described in the Basis for Qualified Opinion Paragraph and Emphasis of Matters Paragraph comply with the Accounting Standards notified under section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rule 2014.
  - On the basis of written representations received from the directors as on March 31, 2018, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2018, from being appointed as a director in terms of of sub-section (2) of section 164 of the Companies Act, 2013.
  - We invite reference to separate report in Annexure B with respect to the adequacy of the internal financial controls over financial reporting of the company and the operating effectiveness of such control during the year under review:
  - With respect to other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules 2014, in our opinion:
    - The company, according to the explanations and information, given to us details of pending litigation which can have the impact on its financial position in its financial statement have been stated in note no. 33.
    - The company, according to explanations and information's given to us, did not have any long term contracts including derivatives contracts for which there were any material foreseeable losses.
    - The company did not have any amount which was required to be transferred to the Investor Education and Protection Fund by the company.

**For Rangwala & Co.,**  
Chartered Accountants  
FRN: 115833W

Place : Ahmedabad  
Date : 29<sup>th</sup> May, 2018

**Z.E. Rangwala**  
Partner  
Membership No. 031268

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**ANNEXURE-A TO THE AUDITORS'REPORT KAMRON LABORATORIES LTD**

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(The Annexure A Referred to in Paragraph 1 of our report of even date)

1. In respect of its fixed assets :
  - A. The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets on the basis of available information.
  - B. As explained to us, the fixed assets have been physically verified by the Management during the year in a phased periodical manner, which in our opinion is reasonable, having regard to the size of the Company and nature of its assets. No material discrepancies were noticed on such physical verification.
  - C. The Titles of immovable properties are held in name of the Company
2. In respect of its inventory :
  - A. As explained to us, inventories have been physically verified by the management at regular intervals during the year. In our opinion the frequency of verification is reasonable.
  - B. In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
  - C. The Company has maintained proper records of inventories as explained to us, there were no material discrepancies noticed on physical verification of inventory as compared to the book records.
3. According to the information and explanation given to us, the company has not granted any loans secured/unsecured to any company, firm or other party covered in register maintained under section 189 of the Companies Act, 2013.
4. According to the information and explanation given to us the Company has not accepted any deposit from the public within the meaning of sections 73 and 74 of the Act and the rules framed thereunder during the year under review.
5. The Company has not accepted any deposit from the public within the meaning of sections 73 and 74 of the Act and the rules framed thereunder during the year under review.
6. The Central Government (Ministry of Corporate Affairs) has prescribed maintenance of Cost Records under section 148(1) of the Companies Act, 2013 in respect of certain manufacturing activities of the Company and the company has complied with the same. We have broadly reviewed the cost records maintained by the Company pursuant to the Companies (Cost Accounting Records and Audit) Rules 2014 and are of the opinion that prima facie the prescribed records have been maintained. We have however, not made detailed examination of the cost records with a view to determining whether they are accurate or complete.
7. In respect of statutory dues:
  - A. According to the records of the Company, undisputed statutory viz. Investor Education and Protection Fund, Employees' State Insurance, Income tax, Sales tax, Wealth Tax, Customs Duty, Excise Duty, Cess and other statutory dues have been generally regularly deposited with the appropriate authorities.
  - B. According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid dues were outstanding as at 31st March, 2018 for a period of more than six months from the date of becoming payable.

- C. Details of dues of Income tax, Sales Tax, Service Tax, Custom Duty, Excise Duty, Value Added Tax, and Cess, which have not been deposited on 31<sup>st</sup> March, 2018 on account of disputes are given below:-

Statue	Nature of Dues	Forum where the Dispute is pending	period	Amt. involved
The Central Excise Act, 1944	Excise Duty	Commissioner of Appeals	2006-07	Rs. 826339/-
The Value Added Tax	Sales Tax	Commissioner of Tax	2006-07	Rs.11032991/-

8. Based on our audit procedures and according to the information and explanations given to us, we are of the opinion that the Company has not defaulted in repayment of dues to financial institutions and banks. The Company has not issued any debentures.
9. According to the informations and explanations given to us and on basis of verification conducted by us in our opinion the company has not availed any term loan and neither the company has raised money by way of initial public officer nor further public offer during the year under review. Money raised by way of initial public issue in the earlier years have been applied for acquiring the fixed assets which was the purpose of the issue as informed and explained to us by the management of the company.
10. In our opinion and according to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the year.
11. The Company has paid managerial remuneration in accordance with the requisite approvals mandated by provisions of section 197 read with Schedule V to the Companies Act, 2013.
12. The Company is not a Nidhi Company.
13. The Company has effected financial transactions by way of payment of managerial remuneration, directors' fees and accepting loans from the related parties which in our opinion are in compliance with sections 177 and 188 of the Companies Act, 2013 and details have been disclosed as required by the Accounting Standards.
14. The Company has not made any preferential allotment or private placement of the shares or the convertible debentures during the year under review.
15. The Company has not entered into any non cash transactions with directors or persons connected with them during the year under review.
16. The Company is not required to be registered u/s 45IA of the Reserve Bank of India Act, 1934.

**For Rangwala & Co.,**  
Chartered Accountants  
FRN: 115833W

Place : Ahmedabad  
Date : 29<sup>th</sup> May, 2018

**Z.E. Rangwala**  
Partner  
Membership No. 031268

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**ANNEXURE B TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE****Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of **KAMRON LABORATORIES LTD** ("the Company") as of March 31, 2018 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

**Management's Responsibility of Internal Financial Control**

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 ("ICAI"). 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 company's policies, the safeguarding of the 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.

**Auditors' 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 on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed 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 control 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 judgment, including the assessment of the risks of materials misstatement of the 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 Company's 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 financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the company's assets that could have a material effect on the financial statements.



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**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 controls, materials 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 because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Opinion**

We invite reference to our observations in paras Basis for Qualified Report and Emphasis of Matters and subject to the said observations and read with the said observation 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 March 31, 2018 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".

**For Rangwala & Co.,**  
Chartered Accountants  
FRN: 115833W

Place : Ahmedabad  
Date : 29<sup>th</sup> May, 2018

**Z.E. Rangwala**  
Partner  
Membership No. 031268

**BALANCE SHEET AS AT 31<sup>ST</sup> MARCH, 2018**

(in Rs.)

	Note No.	As at 31st March, 2018	As at 31st March, 2017
<b>ASSETS</b>			
Non-current assets			
Fixed assets	3		
Tangible assets		118702257	118799246
Intangible assets		5845299	7970219
Capital work-in-progress		-	-
		<b>124547556</b>	<b>126769465</b>
Non-current investments	4	Nil	Nil
Long-term loans and advances	5	560574	732508
		<b>560574</b>	<b>732508</b>
Current assets			
Inventories	6	22905899	19414740
Trade receivables	7	22785042	26543854
Cash and cash equivalents	8	16839318	1266099
Short-term loans and advances	9	1709366	1127722
Other current assets	10	1548305	-
Deferred Revenue Expenses	11	42680986	33724097
		<b>108468916</b>	<b>82076512</b>
<b>TOTAL</b>		<b>233577046</b>	<b>209578,485</b>
<b>EQUITY AND LIABILITIES</b>			
Shareholders' funds			
Share capital	12	58500000	58500000
Reserves and surplus	13	11751778	11935706
		<b>70251778</b>	<b>70435706</b>
Non-current liabilities			
Deferred tax liabilities(net)	14	458774	458774
Long Term borrowings	15	37677292	41548520
Long Term Provisions	16	2439788	2455950
		<b>40575854</b>	<b>44463244</b>
Current liabilities			
Short-term borrowings	17	75505260	57893193
Trade payables	18	8038825	17235748
Other current liabilities	19	39165329	19510594
Short-term provisions	20	40000	40000
		<b>122749414</b>	<b>94679535</b>
<b>TOTAL</b>		<b>233577046</b>	<b>209578485</b>
Significant of accounting policies	2		
The accompanying notes are an integral part of the financial statements			
In terms of our report attached			
<b>For Rangwala &amp; Co.,</b>		For & on behalf of Board,	
Chartered Accountants		<b>Mr.Kamlesh J. Laskari</b>	<b>Dr.Mahendra P. Shah</b>
(Firm Registration No.115833W)		Managing Director	Chairman
<b>Z.E. Rangwala</b>		(DIN: 00461198)	(DIN:00461325)
Partner		<b>Mr.Rohan K. Laskari</b>	<b>Mr. Sohan K. Laskari</b>
Membership No.031268		Executive Director	Executive Director/CFO
Ahmedabad		(DIN: 03382316)	(DIN: 06637203)
29 <sup>TH</sup> May, 2018		Ahmedabad	
		29 <sup>TH</sup> May, 2018	

**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2018**

(in Rs.)

	Note No.	Year ended 31st March, 2018	Year ended 31st March, 2017
<b>INCOME</b>			
Revenue from operations (gross)	21	81700,507	171849035
Less: excise duty (see note no 2-K)		—	—
Revenue from operations (net)		<b>81700,507</b>	<b>171849035</b>
Other income	22	2146958	759117
Changes in inventories of finished goods, work-in-progress and stock-in-trade	23	4282048	3669108
<b>TOTAL</b>		<b>88129513</b>	<b>176277260</b>
<b>EXPENSES</b>			
Cost of materials consumed	24	36362923	35767432
Purchases of stock-in-trade	24	14030100	95472330
Employee benefits expense	25	13896585	13262818
Finance costs	26	3364916	3220434
Depreciation and amortization expense	27	7291068	9594425
Other expenses	28	13041165	18824053
<b>TOTAL</b>		<b>87986757</b>	<b>176141492</b>
Profit before tax		142756	135768
Tax expense			
Current tax		—	40000
Deferred tax		—	—
Earlier year tax		124724	8870
		<b>18032</b>	<b>86898</b>
Profit for the year		18032	86898
Earnings per share (of face value of Rs. 10/- each):			
Basic	29	<b>0.00</b>	0.01
Diluted	29	<b>0.00</b>	0.01
Significant accounting policies	2		

The accompanying notes are an integral part of the financial statements

In terms of our report attached  
**For Rangwala & Co.,**  
Chartered Accountants  
(Firm Registration No. 115833W)  
**Z.E. Rangwala**  
Partner  
Membership No. 031268  
Ahmedabad  
29<sup>TH</sup> May, 2018

For & on behalf of Board,  
**Mr. Kamlesh J. Laskari**  
Managing Director  
(DIN: 00461198)  
**Mr. Rohan K. Laskari**  
Executive Director  
(DIN: 03382316)  
Ahmedabad  
29<sup>TH</sup> May, 2018  
**Dr. Mahendra P. Shah**  
Chairman  
(DIN: 00461325)  
**Mr. Sohan K. Laskari**  
Executive Director/CFO  
(DIN: 06637203)

**CASH FLOW STATEMENT FOR THE YEAR ENDED ON 31<sup>ST</sup> MARCH, 2018**

(in Rs.)

	Year ended 31st March, 2018	Year ended 31st March, 2017
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
Profit after tax	18032	86898
<b>Adjustments for,</b>		
Depreciation / amortization	7291068	9594425
Loss on sale / write off of fixed assets (net)	-	-
Depreciation on Sales of assets	-	-
Provision for doubtful debts / advances written back	-	-
Adjustments to the carrying amount of investments	-	-
reversal of reduction in the carrying amount of non-current investments	-	-
Interest expense	3364916	3220434
Interest income	(1559742)	(36015)
Net loss / (gain) on foreign currency transactions	-	-
Share of loss in the partnership firm where the Company is a partner	-	-
Dividend on long-term investments (non-trade)	-	-
Bad debts written off	-	-
Excess provision of earlier years written back	-	-
Provision for doubtful debts / advances	-	-
<b>Operating profit before working capital changes Sub Total A</b>	<b>9096242</b>	<b>12778844</b>
(Increase) / decrease in trade receivables	3758812	(1539487)
(Increase) / decrease in inventories	(3491159)	(2947252)
(Increase) / decrease in loans and advances	(409710)	12515440
Increase / (decrease) in trade and other payables	10457812	16049032
(Increase) / Decrease Pre Expenses	-	-
(Increase) / Decrease Deferred revenue exp	(8956889)	(12337493)
<b>Sub Total B</b>	<b>1358867</b>	<b>11740240</b>
<b>Cash generated from operations (A-B)</b>	<b>1038604</b>	<b>470690</b>
Direct taxes and fringe benefit tax paid	-	-
<b>Net cash generated from operating activities-I</b>	<b>10473141</b>	<b>24605982</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of fixed assets	(5271119)	(31850870)
Capital Work in Progress	-	-
Share of loss in the partnership firm where the Company is a partner	-	-
Amounts paid for acquiring debts from a bank on assignment basis	-	-
Purchase of investments	-	-
Sale of investment	-	-
Sales of assets	-	-
Dividend income	-	-
Interest income	1559742	36015
<b>Net cash (used in) investing activities -II Sub Total C</b>	<b>(30291128)</b>	<b>(31814855)</b>
<b>CASH FLOW FROM OPERATING AND INVESTING ACTIVITIES III (I +II)</b>	<b>(19817987)</b>	<b>(7208873)</b>

	Year ended 31st March, 2018	Year ended 31st March, 2017
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
Calls in arrears received during the year (including securities premium)	-	-
Buyback of equity shares	-	-
Repayment of debenture	-	-
Repayments of other borrowings	-	-
Proceeds / (repayments) of other borrowings (net)	13740839	9330582
Gratuity Provision	(16162)	175841
Income tax Provision	-	<b>(12000)</b>
Interest expense	(3364916)	(3220434)
<b>Net cash (used in) / from financing activities Sub Total D</b>	<b>10359761</b>	<b>6273989</b>
Net increase / (decrease) in cash and cash equivalents (III+D)	(9458226)	(934884)
Cash and cash equivalents at the beginning of the year	1266099	2200983
Cash and cash equivalents at the end of the year	16839318	1266099

In terms of our report attached

**For Rangwala & Co.,**

Chartered Accountants

(Firm Registration No. 115833W)

**Z.E. Rangwala**

Partner

Membership No. 031268

Ahmedabad

29<sup>TH</sup> May, 2018

For &amp; on behalf of Board,

**Mr. Kamlesh J. Laskari**

Managing Director

(DIN: 00461198)

**Mr. Rohan K. Laskari**

Executive Director

(DIN: 03382316)

Ahmedabad

29<sup>TH</sup> May, 2018

**Dr. Mahendra P. Shah**

Chairman

(DIN: 00461325)

**Mr. Sohan K. Laskari**

Executive Director/CFO

(DIN: 06637203)

**NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2018****Note 01 CORPORATE INFORMATION**

Kamron Laboratories Limited (the Company) is a public limited company domiciled in India and incorporated under the provisions of the Companies Act, 1956. Its shares are listed on BSE Limited, Ahmedabad Stock Exchange Limited and Delhi Stock Exchange Limited. The Company was established in 1988. Kamron Laboratories Ltd has a high-tech Pharmaceutical manufacturing Plant.

**Note 02 SIGNIFICANT ACCOUNTING POLICIES****a. Basis of preparation of Financial Statements**

The financial statements are prepared under historical cost convention on accrual basis of accounting and in accordance with generally accepted accounting principles.

**b. Use of estimates**

The preparation of financial statements requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which the results materialize or are known.

**c. Tangible fixed assets**

It is a practice of the Company to state the Fixed Assets at cost of acquisition/construction less accumulated depreciation. However, on revaluation of certain fixed assets viz the Plant & Machinery, Land, Factory Building and Non-factory Building such fixed assets have been stated at revalued amounts on the basis of their replacement value determined by the approved valuer. Increase resulting on revaluation of the fixed assets has been credited to Revaluation Reserve Account.

**d. Depreciation on tangible fixed assets**

Depreciation has been decided to be provided for on the fixed assets on straight-line basis in accordance with the provisions of the Companies Act, 2013, (the Act) at the rates and in the manner specified in Schedule II to the Act except some identified items of office equipments and Plant and Machinery which are depreciated over a period of five/thirty years. Lease hold land is amortized over the period of lease.

**e. Intangible assets**

Intangible assets are stated at cost of acquisition less accumulated amortisation. Computer Software which are capitalised, are amortised over a period of ten years on straight-line basis.

**f. Impairment of tangible and intangible assets**

Impairment loss is provided to the extent that the carrying amount(s) of assets exceed their recoverable amount(s). Recoverable amount is the higher of an asset's net selling price and its value in use. Value in use is the present value of estimated future cash-flows expected to arise from the continuing use of the asset and from its disposal at the end of its useful life. Net selling prices the amount obtainable from sale of the asset in an arm's length transaction between knowledgeable, willing parties, less the costs of disposal.

**g. Investments**

Long-Term investments are carried at cost. Provision is made to recognize a diminution, other than temporary, in the carrying amount of Long-Term investments. Current investments are carried individually, at the lower of cost and fair value.

**h. Retirement and other employee benefits**

- i The Company has made provision in respect its liability by Gratuity in accordance with provisions of the Payments of Gratuity Act 1972. However no actuarial valuation ascertaining the liability at the end of the accounting year has been obtained by the company. Contribution to defined contribution schemes such as provident fund is charged to the profit & loss account. The provident fund contribution is made to government administered provident fund and therefore the report the company has no further obligation beyond this contribution charged in financial statement.

- ii. The company in terms of the agreement of employment does not pay any leave encashment and therefore in the opinion of the management no provision in respect of leave encashment is necessary.
- i. Inventories:

Inventories are valued as under :

1. Raw & Packing Materials	At lower of cost or Net realisable value
2. Other Materials	At lower of cost or Net realisable value
3. Work-In- Process	At Cost
4. Finished Goods	At Cost
5. Goods for resale	At lower of cost or Net realisable value
- j. Foreign Currency Transactions

Transactions in foreign exchange are accounted at exchange rates prevailing on the date on which the transaction has taken place.
- k. Excise Duty :

The amount of CENVAT credit in respect of materials used during the year has been deducted from excise duty. The Invoices prepared by the company for sale of the products are inclusive of excise duty if any, and excise duty is not shown separately either in the invoices or in the books of account.
- l. Research and Development :

Current revenue expenditure incurred on Research and Development is charged to the statement of Profit & Loss of the year, unless deferred. Capital expenditure on Research & Development is transferred to Fixed Assets.
- m. Revenue Recognition :

Revenue is generally recognized on being reasonably certain of settlement and ultimate collection. The Invoices prepared by the company for sale of the products are inclusive of excise duty if any, and excise duty is not shown separately either in the invoices or in the books of accounts.
- n. Contingent Liabilities

These are disclosed by way of Notes appended to the Balance Sheet. Provision is made in the Accounts in respect of items which are likely to fructify after the end of the year but before finalization of accounts to the extent such items have material effect on the position stated in the Balance Sheet.
- o. Deferred Revenue Expenses

Product Launching/ Development Expenses, Process know-how Expenses, Amount paid towards voluntary Retirement Scheme and Debenture Issue Expenses are amortized over a period not exceeding ten years. However the company has hitherto not amortised any amount out of deferred revenue expenses except Rs 18,18,133/-up to 31<sup>st</sup> March 2018.
- p. Borrowing costs

Borrowing cost of working capital management is charged against the profit for the year in which it is incurred.

Borrowing cost attributable to acquisition of an asset which takes substantial period of time to get ready for its intended use is capitalized as part of the cost of such an asset. However the company has capitalized certain portion of interest paid to the bank by debiting to the capital assets.
- q. Accounting for Taxes on Income

Current tax is determined as the amount of tax payable in respect of taxable income for the period. Deferred tax is recognized, subject to the consideration of prudence in respect of deferred tax assets, on timing differences, being the differences between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods.

## Note 3 FIXED ASSETS

(in Rs.)

Tangible assets	Gross block				Depreciation/amortisation				Impairment		Net Block	
	As at 1 <sup>st</sup> April, 2017	Additions/ adjust- mentsMarch, 2018	Deductions As at 31 <sup>st</sup> March, 2018	As at 31 <sup>st</sup> March, 2018	As at 1 <sup>st</sup> April 2017	For the year	Additions/ adjustments deductions	As at 31 <sup>st</sup> March, 2018	As at 1 <sup>st</sup> April 2017	Additions/ adjustments deductions	As at 31 <sup>st</sup> March, 2018	As at 31 <sup>st</sup> March, 2017
Owned Assets												
Freehold land	9010210	–	–	–	–	–	–	–	–	–	9010210	9010210
Factory Buildings	55610212	2007458	–	57617670	8847501	1768147	–	10615648	–	–	47002022	46762711
Non Factory Buildings	8758753	–	–	8758753	3185932	277653	–	3463584	–	–	5295169	5572821
Plant and machinery	95535308	3263661	–	98798969	38683782	3040893	–	41724675	–	–	57074294	56851526
Furniture and fixtures	1145037	–	–	1145037	1033887	108779	–	1142666	–	–	2371	111150
Vehicles	–	–	–	–	–	–	–	–	–	–	–	–
Office equipment	4314905	–	–	4314905	4314905	–	–	4314905	–	–	–	–
Computer Software	908612	–	–	908612	417784	172636	–	590420	–	–	318192	490828
Total	175283037	5271119	–	180554156	56483791	5368108	–	61851899	–	–	118702257	118799246
As at and for the year ended 31 <sup>st</sup> March, 2017	141417167	33865870	1983661	175283037	48812326	7671465	–	56483791	–	–	–	–
Capital work-in-progress	–	–	–	–	–	–	–	–	–	–	–	–
Intangible assets	Gross block				Depreciation/amortisation				Impairment		Net Block	
	As at 1 <sup>st</sup> April, 2017	Additions/ adjust- mentsMarch, 2018	Deductions As at 31 <sup>st</sup> March, 2018	As at 31 <sup>st</sup> March, 2018	As at 1 <sup>st</sup> April 2017	Additions/ adjust- mentsMarch, 2018	Deductions As at 31 <sup>st</sup> March, 2018	As at 31 <sup>st</sup> March, 2018	As at 1 <sup>st</sup> April 2017	Additions/ adjustments deductions	As at 31 <sup>st</sup> March, 2018	As at 31 <sup>st</sup> March, 2017
Technical know How												
and Commercial Rights	11183789	–	–	11183789	3293770	2124920	–	5418690	–	–	5765099	7890019
Trademarks	80200	–	–	80200	–	–	–	–	–	–	80200	80200
Total	11263989	–	–	11263989	3293770	2124920	–	5418690	–	–	5845299	7970219
As at and for the year ended 31 <sup>st</sup> March, 2017	11263989	–	–	11263989	1168850	2124920	–	3293770	–	–	–	–

1. Certain Fixed Assets of the Company viz the Plant & Machinery, Land, Factory Building and Non-factory Building were revalued during the year ended 31<sup>st</sup> March, 1998 on the basis of their replacement value as of 31<sup>st</sup> March, 1998 determined by the approved valuer and the surplus arising on such revaluation amounting to Rs.1,43,62,580/- in the accounts of the Company have been credited to the revaluation reserve and the said fixed assets have been shown at revalued figures.
2. The company has capitalized in aggregate Rs.2971888/- (previous year Rs.31,81,018/-) out of interest on term loan and interest on cash credit contending that expenses have been utilized for the purpose of acquiring the fixed assets Viz Plant and Machinery.
3. The Management of the company is of the view that market value of the factory buildings, non-factory buildings, Plant and machinery and vehicles, as on 31<sup>st</sup> March, 2016 are in excess of the written down value as on 31<sup>st</sup> March, 2016 and therefore the company had not provided for depreciation for the financial year ended 31<sup>st</sup> March, 2016 to the extent of Rs.88,69,643/- the non provision of depreciation had effect of increasing profit by Rs. 88,69,643/- having corresponding effect of overstating the balance in reserve and surplus and the written down value of the said fixed assets.
4. The company had incurred expenses of capital nature and had also made advances for capital expenditure in the earlier years relating to the factory building. The expenses and advances in absence of invoices/bills etc. were shown as advances/work in progress. However, the company in view of having received the materials and having incurred the expenses transferred the expenses/advances to the factory building during the financial year ended 31<sup>st</sup> March 2017.



	As at 31st March, 2018			As at 31st March, 2017		
	Quoted	Unquoted	Total	Quoted	Unquoted	Total
<b>Note 4 NON-CURRENT INVESTMENTS</b>						
<b>Valued at cost unless stated otherwise</b>						
(a) Non-trade investments						
Investment in equity instruments						
(i) of subsidiaries	–	Nil	Nil	–	Nil	Nil
(ii) of subsidiaries	–	Nil	Nil	–	Nil	Nil
(ii) other companies	–	Nil	Nil	–	Nil	Nil
Aggregate amount of unquoted investments						
<b>TOTAL</b>	<b>–</b>	<b>Nil</b>	<b>Nil</b>	<b>–</b>	<b>Nil</b>	<b>Nil</b>

	(in Rs.)	
	As at 31st March, 2018	As at 31st March, 2017
<b>Note 5 LONG-TERM LOANS AND ADVANCES</b>		
Capital Advances	-	-
Unsecured, considered good	-	-
Secured considered good		
Unsecured, considered good		
Doubtful		
Provision for doubtful advances		
Security deposits	434374	484374
Unsecured, considered good	-	-
Loans and advances to related parties (refer note)	-	-
Secured considered good	-	-
Unsecured, considered good	-	-
Doubtful	-	-
Provision for doubtful advances	-	-
Loans and advances to employees (unsecured, considered good)	-	-
Prepaid expenses (unsecured, considered good)		-
Advance income-tax	-	114934
Other loans and advances (unsecured, considered good)	126200	133200
<b>TOTAL</b>	<b>560574</b>	<b>732508</b>

1. Balances of sundry debtors, sundry creditors, loans and advances are subject to confirmation and reconciliation. On receipt of confirmation and after making the reconciliation the necessary entries shall be made.

#### **Note 6 INVENTORIES**

Raw and Packing materials		
(at cost or net realizable value whichever is less)	5889726	6608491
Work-in-progress (at cost)	4208623	3674427
Finished goods (at cost)	12615725	8867873
Stores and spares (at lower of cost of net realizable value)	15545	18000
Other stock (at lower of cost or net realizable value)	176280	245949
<b>TOTAL</b>	<b>22905899</b>	<b>19414740</b>

(in Rs.)

	As at 31st March, 2018	As at 31st March, 2017
<b>Note 7 TRADE RECEIVABLES</b>		
Unsecured		
Outstanding for a period exceeding six months from the date they are due for payment		
Unsecured, considered good	14867418	207326
Doubtful	1205648	1119774
	<b>1205648</b>	<b>1327100</b>
less: provision for doubtful trade receivables	—	—
<b>Sub Total</b>	<b>1205648</b>	<b>1327100</b>
Other receivables		
Unsecured, considered good	6711976	25216754
Doubtful	—	—
less: provision for doubtful trade receivables	—	—
<b>TOTAL</b>	<b>22785042</b>	<b>26543854</b>

1. No provision has been made in the accounts for Sundry Debtors of Rs.12,05,648/- (previous year Rs. 11,19,774/-) and Loans & Advances of Rs.Nil (previous year Rs.Nil/-) considered Doubtful of recovery. However in the opinion of the directors, current assets including sundry debtors considered doubtful, loans and advances including considered doubtful have the value at which they are stated in the Balance Sheet if realised in the ordinary course of business and therefore no provision has been made in respect of such debtors and loans and advances The provision for all known liabilities is adequate and not in excess of amount reasonably necessary.
2. Balance of sundry debtors, sundry creditors, loans and advances are subject to confirmation and reconciliation. On receipt of confirmation and after making the reconciliation the necessary entries shall be made.

## Note 8 CASH AND CASH EQUIVALENTS

Cash and Cash equivalents		
Cash on hand	1361809	889716
Cheques on hand	—	—
<b>Balances with banks</b>		
in current accounts	15389385	293155
in deposits accounts	88,124	83228
<b>Total</b>	<b>16839318</b>	<b>1266099</b>

(in Rs.)

	As at 31st March, 2018	As at 31st March, 2017
<b>Note 9 SHORT-TERM LOANS AND ADVANCES</b>		
Loan and Advances to related parties (Refer Note 35)	-	-
Unsecured, considered good	-	-
Security deposits		
Unsecured, considered good	-	-
Doubtful	-	-
less, provision for doubtful deposits	-	-
Loans to employees (unsecured, considered good)	-	-
Prepaid expenses Recoverable (unsecured, considered good)	131165	121040
Balances with statutory / government authorities (unsecured, considered good)		
CENVAT credit receivable	-	-
CENVAT Credit PLA Balance	-	6422
Service tax credit receivable	70925	154097
Vat tax credit receivable	484432	397597
Modvat Capital Balance	-	7719
Excise Credit Receivable	-	367488
GST Receivable	1022844	-
Duty Drawback	-	73359
<b>TOTAL</b>	<b>1709366</b>	<b>1127722</b>
<b>Note 10 OTHER CURRENT ASSETS</b>		
TDS receivable	4264	-
Interest receivable	1544041	-
Pre-paid Expenses	-	-
Previous Year Balance	-	-
Less, Write off Revenue exp during the year	-	-
<b>TOTAL</b>	<b>1548305</b>	<b>-</b>
<b>Note 11 DEFERRED REVENUE EXPENSES</b>		
Deferred Revenue Exp		
Balance at the commencement	33724097	21386604
Current year Deferred Revenue exp	8956889	12337493
<b>Sub Total</b>	<b>42680986</b>	<b>33724097</b>
Less, Write off Revenue exp during the year @10%	-	-
<b>Total</b>	<b>42680986</b>	<b>33724097</b>
<p>1. The company during the year ended 31st March 2014 had adopted programme of substantial expansion of marketing. The company had introduced certain new products and had also entered into certain new regional areas. The company with a view to expanding the regional market and with a view to introducing new products had expended substantially on salary of marketing staff, allowances of marketing staff, commission, traveling of marketing staff. The management of the company is of the view that the company shall continue to enjoy benefits of the expenses for the subsequent years and therefore on basis of appraisal of the expenses and considering the enduring nature of the expenses the company had transferred the aggregate expenses i.e. Rs. 94,78,145/- (Previous Year Rs. Nil) to Deferred Revenue Expenditure. The management of the company is of the opinion that the company shall be able to enjoy the benefits for the next ten years and therefore the company has decided to amortize expenditure at the rate of 10% per annum commencing from financial year 2014-15.</p> <p>2. The company during the year ended 31st March 2016 had adopted programme of substantial expansion of marketing. The company had introduced certain new products and had also entered into certain new regional areas. The company with a view to expanding the regional market and with a view to introducing new products had expended substantially on salary of marketing staff, allowances of marketing staff, commission, traveling of marketing staff. The management of the company is of the view that the company shall continue to enjoy benefits of the expenses for the subsequent years and therefore on basis of appraisal of the expenses and considering the enduring nature of the expenses the company had transferred the aggregate expenses i.e. Rs. 90,11,859/- to Deferred Revenue Expenditure. The management of the company is of the opinion that the company shall be able to enjoy the benefits for the next ten years and therefore the company has decided to amortize expenditure at the rate of 10% per annum commencing from financial year 2016-17.</p>		

3. The company during the year ended 31st March 2017 had adopted programme of substantial expansion of marketing. The company had introduced certain new products and had also entered into certain new regional areas. The company with a view to expanding the regional market and with a view to introducing new products had expended substantially on salary of marketing staff, allowances of marketing staff, commission, traveling of marketing staff. The management of the company is of the view that the company shall continue to enjoy benefits of the expenses for the subsequent years and therefore on basis of appraisal of the expenses and considering the enduring nature of the expenses the company had transferred the aggregate expenses i.e. Rs. 1,23,37,493/- to Deferred Revenue Expenditure. The management of the company is of the opinion that the company shall be able to enjoy the benefits for the next ten years and therefore the company has decided to amortize expenditure at the rate of 10% per annum commencing from financial year 2016-17.
4. The company during the year ended 31st March 2018 had adopted programme of substantial expansion of marketing. The company had introduced certain new products and had also entered into certain new regional areas. The company with a view to expanding the regional market and with a view to introducing new products had expended substantially on salary of marketing staff, allowances of marketing staff, commission, traveling of marketing staff. The management of the company is of the view that the company shall continue to enjoy benefits of the expenses for the subsequent years and therefore on basis of appraisal of the expenses and considering the enduring nature of the expenses the company had transferred the aggregate expenses i.e. Rs. 89,56,889/- to Deferred Revenue Expenditure. The management of the company is of the opinion that the company shall be able to enjoy the benefits for the next ten years and therefore the company has decided to amortize expenditure at the rate of 10% per annum commencing from financial year 2017-18.
5. The company in absence of adequate profit has not amortized any of the expenses referred to in note no.1, note no. 2, note no. 3 and note no.4 hereinabove. The company in view of its decision and policy ought to have amortized Rs. 42,66,810/-(previous year) out of Deferred Revenue Expenses and transferred to the it of the company accordingly has been overstated by Rs. 42,66,810/- having corresponding effect on the balance in the Reserve and Surplus. The company had amortized Rs. 18,18,133 /- out of Deferred Revenue Expenses during financial year ended 31<sup>st</sup> March, 2016.

(in Rs.)

As at  
31st March, 2018      As at  
31st March, 2017

## Note 12 : SHARE CAPITAL

### Authorised shares

60,00,000 (Previous year-60,00,000) equity shares of Rs.10/- each	60000000	60000000
50,000 (Previous year 50,000) 11% Cumulative Redeemable Preference shares each of Rs.10/-	500000	500000
	<b>60500000</b>	<b>60500000</b>

### Issued, subscribed and fully paid shares

58,50,000 (Previous Year-58,50,000) equity shares of Rs. 10/- each, fully paid-up	58500000	58500000
Total	<b>58500000</b>	<b>58500000</b>

- a. Reconciliation of the shares outstanding at the beginning and at the end of the reporting period :

Particulars	Opening balance	Buyback	Closing balance
Equity shares with voting rights			
Year ended 31 <sup>st</sup> March, 2018		—	
– Number of shares	5850000	—	5850000
– Amount (Rs.)	58500000	—	58500000
Year ended 31 <sup>st</sup> March, 2017		—	
– Number of shares	5850000	—	5850000
– Amount (Rs.)	58500000	—	58500000

- b. Terms / rights attached to equity shares:

The Company has only one class of equity shares having a par value of Rs.10/- per share. Each equity share holder is entitled to one vote per share. The Company declares and pays dividends in Indian rupees. The dividend If any proposed by the Board of directors is subject to the approval of the share holders in the ensuing Annual General Meeting.  
During the year ended 31<sup>st</sup> March 2018, the amount of dividend, per share, recognized as distributions to equity shareholders is Rs .Nil (year ended 31<sup>st</sup> March, 2017, Rs .Nil).

- c. Details of share holders holding more than 5% shares in the Company:

Equity shares of Rs. 10/- each fully paid

	31st March, 2018		31st March, 2017	
Name	Nos.	% holding	Nos.	% holding
Kamlesh J.Laskari	1255440	21.45	1255440	21.45

(in Rs.)

	As at 31st March, 2018	As at 31st March, 2017
<b>Note 13 RESERVES AND SURPLUS</b>		
a) Capital reserve		
State Subsidy-Balance as per last Balance sheet		
As per last Balance sheet	1799000	1799000
b) General reserve		
As per last Balance sheet	16000	16000
c) Revaluation Reserve:		
Balance as per last Balance sheet	945315	1147275
Less: depreciation on revalued Assets	201960	201960
	<b>743355</b>	<b>945315</b>
Surplus in Statement of Profit and Loss		
Balance as per last Balance Sheet	9175391	9088493
Add : profit for the year	18032	86898
d) Balance in the Statement of Profit & Loss	<b>9193423</b>	<b>9175391</b>
<b>TOTAL</b>	<b>11751778</b>	<b>11935706</b>

**Note 14 DEFERRED TAX LIABILITIES (NET)**

Difference between book and tax written down values of fixed assets	458774	458774
Gross deferred tax liability	458774	458774
Deferred tax asset		
Adjustment to the carrying amount of investment	-	-
Provision for doubtful debts / advances	-	-
Others	-	-
Gross deferred tax asset	-	-
<b>Net deferred tax liability</b>	<b>458774</b>	<b>458774</b>

1. In compliance with the Accounting Standard relating to Accounting for Taxes on Income - AS 22' issued by the Institute of Chartered Accountants of India (ICAI), the Company has provided deferred tax Rs.Nil (Previous Year Rs. Nil) in the statement of Profit & Loss towards deferred tax liabilities for the year ended 31st March 2018. The Company is in process of appraising the deferred tax asset/liability and final entry shall be made in the accounts on ascertaining the amount in respect of deferred tax liability / asset.

**Note 15 LONG-TERM BORROWINGS**

Secured Loans		
Long Term Loans i	2362946	6560831
Cash credit from banks ii	35314346	34987689
<b>TOTAL:</b>	<b>37677292</b>	<b>41548520</b>

- i. Long term loans from Bank of Baroda are secured by mortgage and/or hypothecation of all present and future assets both movable and Immovable including Land, Building, Plant & Machinery, Spare Parts etc. by way of first charge and guaranteed by Shri Kamlesh J. Laskari, Managing Director and Smt. Ranak K. Laskari, Director of the Company.
- ii. Cash Credit from Bank of Baroda are secured against hypothecation of inventory and book debts and further secured by second charge on the Fixed assets of the company and guaranteed by Shri Kamlesh J. Laskari, Managing Director and Smt. Ranak K. Laskari, Director of the Company.

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	(in Rs.)	
	As at 31st March, 2018	As at 31st March, 2017
<b>Note 16 LONG-TERM PROVISIONS</b>		
Provision for Gratuity	2439788	2455950
Provision for employee benefits	-	-
Provision for compensated absences	-	-
<b>TOTAL:</b>	<b>2439788</b>	<b>2455950</b>
<b>Note 17 SHORT-TERM BORROWINGS</b>		
Un Secured Loans		
Form the Managing Director	65444651	47204388
Other Short Term Loans	10060609	10688805
<b>TOTAL:</b>	<b>75505260</b>	<b>57893193</b>
<b>Note 18 TRADE PAYABLES</b>		
Trade payables	8038825	17235748
<b>TOTAL:</b>	<b>8038825</b>	<b>17235748</b>
<b>Note 19 OTHER CURRENT LIABILITIES</b>		
Debentures	-	-
Unpaid dividend	-	-
TDS payable	73540	113648
Statutory dues payable	1231195	1071758
Trade / security deposits	-	-
Advance from customers	22982886	620191
Other Trade Payable	14877708	17704997
<b>TOTAL:</b>	<b>39165329</b>	<b>19510594</b>
<b>Note 20 SHORT-TERM PROVISIONS</b>		
Provision for Income tax	40000	40000
<b>TOTAL:</b>	<b>40000</b>	<b>40000</b>

	Year ended 31st March, 2018	Year ended 31st March, 2017
<b>Note 21 REVENUE FROM OPERATIONS</b>		
Revenue from operations		
Sale of products		
Finished goods Pharmaceuticals	67601632	73372000
Traded goods - Chemicals Pharmaceuticals	14098875	98477035
	<u>81700507</u>	<u>171849035</u>
Other operating revenue		
Scrap sales	-	-
Revenue from operations (gross)	81700507	171849035
Less: Excise Duty *(see note 2-K)	-	-
<b>Revenue from operations (net)</b>	<b><u>81700507</u></b>	<b><u>171849035</u></b>
*Excise duty shown under 'expenditure' (note 28) represents the aggregate of excise duty borne by the Company and difference between excise duty on opening and closing stocksof finished goods.		
Details of products sold		
Finished goods		
Tablet	50986434	63094215
Capsule	7681937	6064177
Ointment	4784969	688017
Liquid	1723585	1999070
Injectable	2424707	920891
Other Jobwork Charges	-	605630
	<u>67601632</u>	<u>73372000</u>
Traded goods		
Chemicals Pharmaceuticals	<u>14098875</u>	<u>98477035</u>
	<u>14098875</u>	<u>98477035</u>
<b>TOTAL</b>	<b><u>81700507</u></b>	<b><u>171849035</u></b>
<b>Note 22 OTHER INCOME</b>		
Interest income (Refer note 1, below)	1559742	36015
Dividend income:		
Current investments	-	-
Other investments	-	-
Product development charges	10890	-
Net gain on foreign currency transaction and translation	-	-
Other non-operating income (Refer note 2, below)	576326	723102
<b>TOTAL</b>	<b><u>2146958</u></b>	<b><u>759117</u></b>
Notes:		
1. Interest income comprises:		
a. Interest from banks on deposits	15,701	36015
b. Interest on loans & advances	-	-
c. Other interest	1544041	-
	<u>1559742</u>	<u>36015</u>
2. Other non-operating income:		
Rental income from investment property	-	-
Provision for doubtful debts / advances written back / credit balances written back	-	-
Excess provision of earlier years written back (net)	-	-
Insurance claims	-	-
Miscellaneous income	576326	723102
	<u>576326</u>	<u>723102</u>

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	Year ended 31st March, 2018	(in Rs.) Year ended 31st March, 2017
<b>Note 23 CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE</b>		
Inventories at the beginning of the year		
Finished goods	8867873	7359192
Work-in-process	3674427	1514000
Stock-in-trade	—	—
<b>Total</b>	<b>12542300</b>	<b>8873192</b>
Inventories at the end of the year		
Finished goods	12615725	8867873
Work-in-process	4208623	3674427
Stock-in-trade	—	—
<b>Total</b>	<b>16824348</b>	<b>12542300</b>
<b>Net increase/Decrease</b>	<b>4282048</b>	<b>3669108</b>
<b>Note 24 COST OF RAW MATERIALS CONSUMED</b>		
Inventories at the beginning of the year	6608492	7339957
Add: Purchases Pharmaceuticals	35483234	34742371
Add: Freight, Cartage, on Raw Material	160923	293596
	42252649	42375924
Less: Inventories at the end of the year Pharmaceuticals	5889726	6608492
Cost of raw-packing materials consumed	36362923	35767432
<b>Details of Raw Material consumed</b>		
Purchases of stock-in-trade-Chemicals Pharmaceuticals	14030100	95472330
<b>TOTAL</b>	<b>14030100</b>	<b>95472330</b>
<b>Note 25 EMPLOYEE BENEFITS EXPENSES</b>		
Salaries, wages and bonus	13014269	12258242
Contribution to provident and other funds	712357	633488
Staff welfare expenses	169959	371088
<b>TOTAL</b>	<b>13896585</b>	<b>13262818</b>
1) Salaries, Wages and Bonus include payments to and provisions for Managing Director.		
Particulars	2017-18	2016-17
Salaries	1680000	1560000
House Rent Allowance & Other Allowance	50806	12324
Contributions to and Provisions for Provident Fund and Family Pension superannuation	201600	187206
<b>TOTAL</b>	<b>1932406</b>	<b>1759524</b>
<b>Notes 26 FINANCE COSTS</b>		
Interest on borrowings	3364916	3194430
Interest on others	—	26004
<b>TOTAL</b>	<b>3364916</b>	<b>3220434</b>
1) Interest includes interest of Rs.Nil (2016-2017 Rs.Nil) on Fixed Deposit paid / payable to Managing Director.		
<b>Notes 27 DEPRECIATION AND AMORTISATION EXPENSE</b>		
Depreciation and amortisation for the year on tangible assets	7493028	9796385
Less: Transfer from Revaluation Reserve	201960	201960
<b>TOTAL</b>	<b>7291068</b>	<b>9594425</b>



	Year ended 31st March, 2018	(in Rs.) Year ended 31st March, 2017
<b>Note 28 OTHER EXPENSES</b>		
Consumption of stores and spares	85930	255811
Excise duty	737851	3225608
Power and fuel	1046204	1587998
Rent	144425	132825
Repairs to buildings	27055	66945
Repairs to machinery	164519	244377
Insurance	25408	212540
Rates and taxes	12083	12072
Commission and discounts	2696686	1501896
Transport and freight charges (net)	1054936	1283920
Loss on sale / write off of fixed assets (net)	-	-
Provision for doubtful debts / advances	-	-
Bad debts/ advances written off	-	-
Sundry (debit)/(credit) balance w/off (net)	(1645798)	-
Donations	-	-
Legal and professional fees	542140	1206888
Miscellaneous expenses	8149725	9093174
<b>TOTAL</b>	<b>13041165</b>	<b>18824053</b>
Payments to auditors		
As auditors - statutory audit	25000	300000
For taxation matters	-	50000
For other services	-	125000
Reimbursement of expenses	-	17500
<b>TOTAL</b>	<b>25000</b>	<b>492500</b>

**Note 29 EARNINGS PER SHARE (EPS):**

Earnings per share is calculated by dividing the profit attributable to the equity shareholders by the weighted average number of equity shares outstanding during the year, as under:

	Current year	Previous year
Profit attributable to equity shareholders – Rupees	18032	86898
Weighted average number of equity shares outstanding during the year	5850000	5850000
Basic earnings per share – Rupees	0.00	0.01
Diluted earnings per share – Rupees	0.00	0.01
Nominal value per share – Rupees	10.00	10.00

**Note 30 EMPLOYEE BENEFITS:**

Contributions are made to Recognized Provident Fund/Government Provident Fund and Family Pension Fund which covers all regular employees. Contribution is also made in respect to executives to a Recognized Superannuation Fund. While both the employees and the Company make predetermined contributions to the Provident Fund, contribution other Family Pension Fund and Superannuation Fund are made only by the Company. The contributions are normally based on ascertain proportion of the employee's salary. Amount recognized as expense in respect of the defined contribution plans, aggregate to Rs.7,12,357/- (previousyear, Rs.6,33,488/-).

Provisions are made to in respect of gratuity based upon actuarial valuation done at the end of every financial year by the management of the company. Major drivers in actuarial assumptions, typically, are years of service and employee compensation. Gains and losses on changes in actuarial assumptions are accounted for in the Statement of Profit and Loss.

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The charge on account of provision for gratuity and leave encashment has been included in 'Contribution to provident fund and other funds' and 'Salaries, wages and bonus' respectively.

### In respect of gratuity (Provision-Non funded)

	Current year	Previous year
Reconciliation of liability recognized in the Balance Sheet		
Present value of commitments	2439788	2455950
Fair value of plan assets	-	-
Net liability in the Balance Sheet	2439788	2455950
Movement in net liability recognized in the Balance Sheet	(16162)	175841
Net liability as at beginning of the year	2455950	2280109
Net expense recognized in the Statement of Profit and Loss (including actual payment of Rs.Nil/- Pre.year Rs.Nil/-)	104838	260976
Contribution during the year	(121000)	(85135)
<b>Net liability as at end of the year</b>	<b>2439788</b>	<b>2455950</b>

### Note 31 LEASES

- (a) The Company has not taken any premise under non – cancellable lease rental agreement. Details of minimum lease payments for non-cancelable lease are as under:

Particulars	Year ended 31st March, 2018	Year ended 31st March, 2017
Not later than one year	Nil	Nil
Later than one year and not later than five years	Nil	Nil
Later than five years	Nil	Nil
<b>Total</b>	<b>Nil</b>	<b>Nil</b>

- (b) The Company has not given godown premises under lease/ rental agreement. Details of rent income are as under:

Not later than one year	Nil	Nil
Later than one year and not later than five years	Nil	Nil
Later than five years	Nil	Nil
<b>Total</b>	<b>Nil</b>	<b>Nil</b>

Operating lease rentals credited to the Statement of Profit and Loss

- (c) Other details of premises which have been given on

operating lease for a period of upto sixty months are as under:

Gross block as at the year end	Not Ascertained	Not Ascertained
Accumulated depreciation as at the year end	Not Ascertained	Not Ascertained
Depreciation charged during the year	Nil	Nil

**Note 32 SEGMENT INFORMATION**
**Primary**

The Company is engaged primarily in business of manufacturing pharmaceutical products. However during the year under review the company has also traded in items of chemicals. Accordingly there are two separate reportable segments as per Accounting Standard 17 dealing with segment reporting. Details of the segments are as under;

(in Rs.)

Revenue	Pharmaceuticals	Chemicals- Pharmaceuticals	Total
Sales	67601632	14098875	81700507
Jobwork Charges	-	-	-
Total Revenue from Operation	67601632	14098875	81700507
Other Income	2146958	-	2146958
Cost of Goods	36362923	14030100	50393023
Others Expenses(Net)	37593734	-	37593734
Increase/(Decrease) in Stock	4282048	-	4282048
Profit/(Loss) Before Tax	73981	68775	142756
Less Provision of Income Tax	-	-	-
Earlier year Income Tax	124724	-	124724
Profit/ (Loss) After Tax	(50743)	68775	18032

(in Rs.)

	As at 31st March, 2018	As at 31st March, 2017
--	---------------------------	---------------------------

**Note 33 CONTINGENT LIABILITIES**

In respect of:

a. Excise matters disputed in appeal:	826339	826339
These relate to the availed value based exemption up to clearance value of Rs.100 Lakh (pending before the Commissioner (Appeals-III) central excise. Commissioner) and permit fee on purchase of alcohol I (pending before the High Court)		
b. Claims against the Company not acknowledged as debts Labour matters involving issues like regularization of employment, termination of employment, compensation against severance, etc.	-	-
c. Sales-tax matters disputed in appeal.	11032991	11032991
These relate to classification of goods and consequent dispute ex parte order 2006-07 (pending before the Commercial Tax Commissioner Gandhinagar)		

**Note 34**
**DISCLOSURES REQUIRED UNDER SECTION 22 OF THE MICRO, SMALL AND MEDIUM ENTERPRISES DEVELOPMENT ACT, 2006.**

(i) Principal amount remaining unpaid to any supplier as at the end of the accounting year	-	-
(ii) Interest due thereon remaining unpaid to any supplier as at the end of the accounting year	-	-
(iii) The amount of interest paid along with the amounts of the payment made to the supplier beyond the appointed day	-	-
(iv) The amount of interest due and payable for the year	-	-
(v) The amount of interest accrued and remaining unpaid at the end of the accounting year	-	-
(vi) The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid	-	-

Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the management. This has been relied upon by the auditors.

**Note 35 RELATED PARTY TRANSACTIONS**

Names of the related party and nature of relationship where control exists:-

- I. Subsidiary Company Nil
- II. Associated Company/ Enterprise where common control exists. Nil
- III. Key management personnel
  - 1. Kamlesh J. Laskari
  - 2. Rohan K. Laskari
  - 3. Sohan K. Laskari
- IV. Relatives of Key management Personnel and their Enterprise.
  - 1. Kamlesh J. Laskari (HUF)
  - 2. Ranak K.laskari
  - 3. Jagdish D.Laskari (HUF)
- V Directors.
  - 1. Kamlesh J. Laskari
  - 2. Ranak K. Laskari
  - 3. Dr.Mahendra P. Shah
  - 4. Mr.Devarshi D. Patel
  - 5 Rohan K. Laskari
  - 6. Sohan K. Laskari

In accordance with accounting standard 18' related party Disclosures' issued by the Institute of Chartered Accountants of India, the Company has compiled the required information in the attached table. The following transactions were carried out with the related parties in the ordinary course of business.

(Rupees in Thousands)					
Sr.No.	Nature of transactions	Associates	Key Mangt. Personnel	Relatives of KeyMangt. Personnel	Total
1.	Sale of finished goods	-	-	-	-
2.	Remuneration	-	2646	-	2646
3.	Sitting Fees to Directors	-	-	4	4
4.	Lease rent/Shed Rent Receipt	-	-	-	-
5.	Conversion Charges	-	-	-	-
6.	Deposits taken during the year	-	21097	1154	1636
7.	Repayment of Deposits during the year	-	1944	219	2163
8.	Outstanding fixed deposit payable	-	69180	3011	72191
9.	Interest paid	-	-	-	-
10.	Rent Paid Office	-	-	-	-
Total		-	94,867	4388	78640

Notes :

There are no amounts written off or written back during the year in respect of debts due from or to related parties

**Note 37 VALUE OF IMPORTS AND VALUE OF RAW MATERIALS, STORES, SPARES AND PACKING MATERIALS CONSUMED**

	<b>Year ended 31<sup>st</sup> March, 2018</b>		<b>Year ended 31<sup>st</sup> March, 2017</b>	
(a) CIF Value of Imports				
Raw materials		-		-
Stores, spares and packing materials		-		-
Capital goods		-		-
(b) Consumption of raw materials and stores, spares and packing materials				
	<b>Year ended 31<sup>st</sup> March, 2018</b>		<b>Year ended 31<sup>st</sup> March, 2017</b>	
	<b>Percentage of consumption</b>		<b>Percentage of consumption</b>	
Raw materials and Packing Materials	Nil	Nil	Nil	Nil
Imported	Nil	Nil	Nil	Nil
Indigenous	36362923	100%	35767432	100%
<b>Total</b>	<b>36362923</b>	<b>100%</b>	<b>35767432</b>	
Stores and spares				
Imported	NIL	Nil	Nil	Nil
Indigenous	85930	100%	255811	100%
	<b>85930</b>	<b>100%</b>	<b>255811</b>	<b>100%</b>

	<b>Year ended 31<sup>st</sup> March, 2018</b>	<b>Year ended 31<sup>st</sup> March, 2017</b>
<b>Note 37 EXPENDITURE IN FOREIGN CURRENCY</b>		
(a) Travelling expenses	Nil	Nil
(b) Commission	Nil	Nil
(c) Legal and professional fees	Nil	Nil
(d) Others	262506	168715

**Note 38 EARNINGS IN FOREIGN EXCHANGE**

(a) FOB value of exports	11129298	9529353
(b) FOB value of carbon credits	Nil	Nil
(c) Contract Research Income	Nil	Nil

In terms of our report attached  
**For Rangwala & Co.,**  
Chartered Accountants  
(Firm Registration No. 115833W)  
**Z.E. Rangwala**  
Partner  
Membership No. 031268  
Ahmedabad  
29<sup>TH</sup> May, 2018

For & on behalf of Board,  
**Mr. Kamlesh J. Laskari**  
Managing Director  
(DIN: 00461198)  
**Mr. Rohan K. Laskari**  
Executive Director  
(DIN: 03382316)  
Ahmedabad  
29<sup>TH</sup> May, 2018  
**Dr. Mahendra P. Shah**  
Chairman  
(DIN: 00461325)  
**Mr. Sohan K. Laskari**  
Executive Director/CFO  
(DIN: 06637203)

# KAMRON LABORATORIES LIMITED

[CIN: L24231GJ1988PLC010956]

Registered Office: 904, 9<sup>th</sup> Floor, Shapath-I Complex, Opp. Rajpath Club, S. G. Highway,  
Ahmedabad, Gujarat-382 721

## FORM MGT-11

## 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:	
Email Id:	
Folio No./ DPID-Client ID:	

I/We, being the member (s) of ..... Shares of the above named Company, hereby appoint:

1. Name:.....  
Address:.....  
.....  
Email Id: ..... Signature: ..... or failing him
2. Name:.....  
Address:.....  
.....  
Email Id: ..... Signature: .....

as my/ our proxy to attend and vote for me as me/us and on my/ our behalf at the 30<sup>th</sup> Annual General Meeting of the Company, to be held on Saturday, the 29<sup>th</sup> September, 2018 at 11.00 a.m. at Conference Hall, 10<sup>th</sup> Floor, Shapath-I Complex, Opp. Rajpath Club, Nr. Madhur Hotel, S. G. Highway, Bodakdev, Ahmedabad – 380 054, and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	Optional	
		For	Against
Ordinary Business			
1	Ordinary Resolution for adoption of the Audited Financial Statements of the Company for the financial year ended 31 <sup>st</sup> March, 2018, the reports of the Board of Directors and Auditors thereon.		
2	Ordinary Resolution for re-appointment of Mr. Rohan K. Laskari (DIN – 03382316), liable to retire by rotation and being eligible, offers himself for re-appointment.		
Special Business			
3	Special Resolution for re-appointment of Mr. Sohan K. Laskari as the Executive Director of the Company for a period of three years.		
4	Special Resolution for re-appointment of Mr. Rohan K. Laskari as the Executive Director of the Company for a period of three years.		
5	Special Resolution for authorising the Board of Directors under Section 186 of the Companies Act, 2013.		

Signed this ..... day of ..... 2018

Signature of Shareholder .....

Signature of Proxy Holder (1).....(2).....

Affix  
Revenue  
Stamp  
here

**Note: 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.**

## Route Map for venue of Annual General Meeting



**KAMRON LABORATORIES LIMITED**

[CIN: L24231GJ1988PLC010956]

Registered Office: 904, 9<sup>th</sup> Floor, Shapath-I Complex, Opp. Rajpath Club, S. G. Highway,  
Ahmedabad, Gujarat-382 721**FORM MGT-12  
ATTENDANCE FORM / BALLOT FORM****(TO BE USED BY SHAREHOLDERS PERSONALLY PRESENT/THROUGH PROXY AT THE MEETING AND HAVE NOT OBTAINED FOR E-VOTING)**


1	Name and Address of the Sole/ First named Shareholder	
2	Name(s) of the Joint Holder(s) (if any)	
3	Registered Folio No./ DPID-Client ID	
4	Number of Shares(s) held	
5	I/We hereby exercise my/our attendance/ vote(s) in respect of the resolutions set out in the Notice of 30 <sup>th</sup> Annual General Meeting (AGM) of the Company to be held on Saturday, 29 <sup>th</sup> September, 2018, by sending my/our assent or dissent to the said Resolutions by placing the tick (✓) mark at the appropriate box below:	

Resolution No.	Resolutions	No. of Shares	(FOR) I/We assent to the resolution	(AGAINST) I/We dissent the resolution
<b>Ordinary Business</b>				
1	Ordinary Resolution for adoption of the Audited Financial Statements of the Company for the financial year ended 31 <sup>st</sup> March, 2018, the reports of the Board of Directors and Auditors thereon.			
2	Ordinary Resolution for re-appointment of Mr. Rohan K. Laskari (DIN –03382316), liable to retire by rotation and being eligible, offers himself for re-appointment.			
<b>Special Business</b>				
3	Special Resolution for re-appointment of Mr. Sohan K. Laskari as the Executive Director of the Company for a period of three years.			
4	Special Resolution for re-appointment of Mr. Rohan K. Laskari as the Executive Director of the Company for a period of three years.			
5	Special Resolution for authorising the Board of Directors under section 186 of the Companies Act, 2013.			

Place :

Date :

(Signature of the Shareholder/Proxy)

 **Note: This Form is to be used for exercising attendance/ voting at the time of 30<sup>th</sup> Annual General Meeting to be held on Saturday, the 29<sup>th</sup> September, 2018 by shareholders/proxy. Duly filled in and signed ballot form should be dropped in the Ballot box kept at the venue of AGM.**



**BOOK-POST  
PRINTED MATTER**

To,

*If undelivered, please return to :*

**KAMRON LABORATORIES LIMITED**

**Regd. Office :** 904, 9<sup>th</sup> Floor, Shapath-I Complex,  
Opp. Rajpath Club, S. G. Highway,  
Ahmedabad-380054