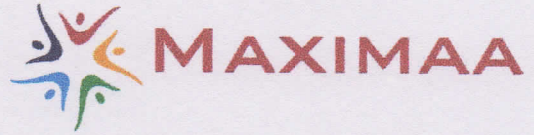


MAXIMAA SYSTEMS LTD.

CIN No. L27100GJ1990PLC014129
240, Naman Plaza, Adj. Rajguru Flyover,
S.V.Road, Kandivali-W, Mumbai- 400067.
Ph: +91 22 28648478/28012704
Website: www.maximaagroup.com



Date: 04th October, 2017

To,
The Manager,
Listing Department,
The Bombay Stock Exchange Limited,
Department of Corporate Affairs,
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai – 400 001.

Scrip Code: 526538

Dear Sir / Madam,

Sub: Submission of Annual Report for the year 2016-17

In accordance with the provisions of Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing enclosing Annual Report for the financial year 2016-17.

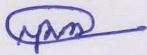

We hereby confirm that the Annual Report for the financial year 2016-17 was approved and adopted by the members of the Company at their 27th Annual General Meeting held on Thursday, 28th September, 2017.

You are requested to take the same on your record.

Thanking you,

Yours faithfully,

For Maximaa Systems Ltd.

Nagraj Mogaveera
Company Secretary & Compliance Officer
Membership No: A49737

Registered Office:

B-1, Yashkamal, Tithal Road, Valsad -396 001, Gujarat, India | Web: www.maximaagroup.com

MAXIMAA SYSTEMS LIMITED

27TH ANNUAL REPORT

F. Y. 2016-17



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CORPORATE INFORMATION

Board of Directors

Mr. Manoj Shah	:	Chairman and Managing Director
Mr. Mayur Shah	:	Joint Managing Director
Mr. Mahesh Shah	:	Joint Managing Director
Dr. Milan Desai	:	Independent Director
Mr. Samirkumar Mapara	:	Independent Director
Mr. Viral Chitalia	:	Independent Director
Mrs. Shaila Shah	:	Woman Director

Company Secretary

Mr. Nagraj Mogaveera(Company Secretary and Compliance Officer)

Auditor

M/s. C. D. Khakhkar & Co., Chartered Accountants
103, Tirupati Towers, Opp Heena Arcade,
GIDC Char Rasta,
Vapi – 396195

Principal Bankers

Bank of India

Registrar and Share Transfer Agents

Purva Sharegistry (India) Private Limited,
Unit no. 9, Shiv Shakti Ind. Estt. J.R. Boricha Marg,
Opp. Kasturba Hospital Lane, Lower Parel (E),
Mumbai- 400 011
Ph: 022- 2301 0771/8261
Fax: 022- 2301 2517

Registered Office

B-1, Yashkamal, Tithal Road, Valsad- Gujarat- 396 001 (INDIA)
Ph: 02632- 222 402/403
Fax: 02632- 222 302
Email: cs@maximaasystems.com
Website: www.maximaagroup.com

Corporate office

240-241, Naman Plaza, S.V. Road, Kandivali (W), Mumbai- 400 067 (INDIA)
Ph: 022- 2864 8478, 6516 0300
Fax: 022- 6710 2400

NOTICE OF AGM

NOTICE IS HEREBY GIVEN THAT THE 27TH ANNUAL GENERAL MEETING OF THE MEMBERS OF MAXIMAA SYSTEMS LIMITED (CIN: L27100GJ1990PLC014129) WILL BE HELD ON THURSDAY, 28TH SEPTEMBER, 2017 AT 9:30 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT B-1, YASHKAMAL, TITHAL ROAD, VALSAD-396 001 TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To Receive, Consider and Adopt:
 - a. The Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2017, together with the Reports of the Board of Directors and the Auditors thereon; and
 - b. The Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2017, together with the Report of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Mahesh Shah (holding DIN 00017559), who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.
3. To ratify the appointment of M/s. C.D. Khakhkhar & Co., Chartered Accountants, (Firm Registration No.141767W) as Statutory Auditor of the Company for the year 2017-18 and to fix their remuneration.

Place: Valsad

Date: 31st August, 2017

REGISTERED OFFICE:

B-1, Yashkamal,

Tithal Road,

Valsad-396 001.

By Order Of the Board of Directors

For MAXIMAA SYSTEMS LIMITED

Sd/-

Mr. Nagraj Mogaveera
Company Secretary

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS BEHALF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PROXY SHALL NOT VOTE EXCEPT ON A POLL. THE INSTRUMENT APPOINTING THE PROXY MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING;
2. A person can act as proxy for only 50 members and holding in aggregate not more than 10 percent of the total share capital of the company carrying voting rights. Member holding more than 10 percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other member.
3. A proxy in order to be valid, must be signed, dated, properly stamped and deposited either in person or through the post so as to reach the Company at its Registered Office at least 48 hours before the commencement of the meeting.
4. The Register of Members and Share Transfer Books shall remain closed from 22nd September, 2017 to 28th September, 2017 (both days inclusive).
5. Members/Proxies are requested to bring duly filled in attendance slips to the meeting. The form of attendance slip is given at the end of this Annual Report.
6. As part of Green Initiative in Corporate Governance the Ministry of Corporate Affairs (MCA), Government of India vide its Circular has allowed paperless compliances by Companies inter-alia stating that if the Company sends official documents to their shareholders electronically, it will be in compliance with the provisions of Section 20 of the Companies Act, 2013. Keeping this in view, shareholders are requested to update their e-mail ID with their DP.
7. Members holding shares in physical form are requested to forward all application for Transfer, Demat, and all other share related correspondence, including intimation of change of address, if any, to the Registrar and Transfer Agents of the Company at the following address:

M/s. Purva Sharegistry (India) Pvt. Ltd.

Unit: Maximaa Systems Limited

No. 9, Shiv Shakti Industrial Estate, Ground Floor,

J.R. Boricha Marg, Opp. Kasturba Hospital, Lower Parel, Mumbai 400 011.

8. Members may please note that, Securities and Exchange Board of India (SEBI) has made Permanent Account Number (PAN) as the sole identification number for all participants transacting in securities market, irrespective of the amount of such transactions. SEBI has mandated that for securities market transactions involving transfer of shares in physical form, it shall be necessary for the transferee(s) to furnish copy of PAN card to the Company / Share Transfer Agent for registration of such transfer of Shares.

Members may please note that, SEBI has also made it mandatory for submission in the following cases, viz (i) Deletion of the name of the deceased shareholder(s); (ii) Transmission of shares to the legal heir(s) and (iii) Transposition of shares.

9. Voting through electronic means:

- a. In compliance with the provisions of Section 108 of the Act and the Rules framed thereunder, as amended from time to time, and Regulation 44 of the SEBI (Listing Obligations and Disclosure

Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below. Resolution(s) passed by Members through e-voting is/are deemed to have been passed as if they have been passed at the AGM.

- b. The facility for voting, either through electronic voting system or through ballot/polling paper shall also be made available at the venue of the 27th Annual General Meeting. The members attending the meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. The members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM.
- c. Members can opt for only one mode of voting, i.e., either by Voting at the meeting or e voting. If Members opt for e-voting, then they should not vote at the Meeting and vice versa. However, once an e-vote on a resolution is cast by a Member, such Member is not permitted to change it subsequently or cast the vote again. Members who have cast their vote by remote e-voting prior to the date of the Meeting may also attend the Meeting and participate in the Meeting, but shall not be entitled to cast their vote again.
- d. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through Ballot Form shall be treated as invalid.
- e. A Member cannot exercise his vote by proxy on e-voting.
- f. The Company has appointed **Mr. Kunjal Dalal**, Practicing Company Secretary, as the Scrutinizer for conducting the remote e-voting and the voting process at the AGM in a fair and transparent manner.
- g. The instructions to members for voting electronically are as under:-

A. In case a Member receives an e-mail from NSDL (for Members whose email addresses are registered with the Company / Depositories):

- i. Open the e-mail and also open PDF file, namely, "Maximaa e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
- ii. Open the internet browser and type the following URL: <https://www.evoting.nsdl.com>.
- iii. Click on Shareholder – Login
- iv. If you are already registered with NSDL for e-voting, then you can use your existing user ID and password for casting your vote.
- v. If you are logging in for the first time, please enter the user ID and password provided in the PDF file attached with the e-mail as initial password. The Password Change Menu will appear on your screen. Change to a new password of your choice, making sure that it contains a minimum of 8 digits or characters or a combination of both. Please take utmost care to keep your password confidential.
- vi. Once the e-voting home page opens, click on e-Voting> Active Voting Cycles.
- vii. Select "**EVEN**" (E-voting Event Number) of Maximaa Systems Limited which is **106981**. Now you are ready for e-voting as Cast Vote page opens.

- viii. Cast your vote by selecting the appropriate option and click on “Submit” and also “Confirm” when prompted.
- ix. Upon confirmation, the message “Vote cast successfully” will be displayed.
- x. Once the vote on a resolution is cast, the Member shall not be allowed to change it subsequently.
- xi. Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG format) of the relevant Board Resolution and / or Authority letter, etc., together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to maximaa.scrutinizer@gmail.com / k_dalal@rediffmail.com with a copy marked to evoting@nsdl.co.in.
- xii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.

B. In case a Member receives physical copy of the Notice of the AGM (for Members whose e-mail addresses are not registered with the Company / Depositories):

- i. Initial password is provided in the enclosed ballot form: EVEN (E-voting Event Number) + USER ID and PASSWORD;
- ii. Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

C. Other Instructions:

- i. The e-voting period commences on Monday, 25th September, 2017 at 9.00 a.m. and ends on Wednesday, 27th September, 2017 at 5.00 p.m. During this period, Members holding shares either in physical form or in dematerialized form, as on **Thursday, 21st September, 2017** i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he / she shall not be allowed to change it subsequently or cast vote again.
- ii. The voting rights of members shall be in proportion to their shares in the paid up equity share capital of the Company as on cut-off date i.e. **Thursday, 21st September, 2017**. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting, voting through ballot form, as well as voting at the meeting through ballot.
- iii. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and holding shares as of the cut-off date i.e. **Thursday, 21st September, 2017**, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using “Forgot User Details / Password” option available on www.evoting.nsdl.com.
- iv. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- v. The Scrutinizer shall, immediately after the conclusion of voting at the Annual General Meeting, would 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 the employment of the Company and make,

not later than three days of conclusion of the meeting, a consolidated Scrutinizer'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.

- vi. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.maximaagroup.com and on the website of NSDL www.evoting.nsdl.com immediately after the result is declared. The Company shall simultaneously forward the results to BSE Limited ("BSE") where the shares of the Company are listed.

By Order Of the Board of Directors
For **MAXIMAA SYSTEMS LIMITED**

Mr. Nagraj Mogaveera
Company Secretary
Membership No: A49737

Place: Valsad
Date: 31.08.2017

REGISTERED OFFICE:

B-1, Yashkamal,
Tithal Road,
Valsad-396 001.

Annexure 1

Details of director seeking re-appointment at the 27th Annual General Meeting:

Name	Mahesh Shah
Date of Birth	07/01/1961
Qualifications	Mechanical Engineer
Nature of Expertise and Experience	He has 25 years of experience in industry and in charge of the Technical aspects of the Company.
Name of other companies in which he holds Directorship	MAPARA FURNITURE PRIVATE LIMITED
Chairman / member of Committees of the Board of other companies in which he is a Director	NA
Shareholding in Maximaa Systems Limited	48,01,345 Equity Shares

DIRECTORS' REPORT

To,
The Members,
Maximaa Systems Limited

Your Directors have pleasure in presenting their 27th Annual Report on the business and operations of the Company and Audited Accounts for the financial year ended 31st March, 2017.

1. FINANCIAL RESULTS:

The summarized financial performance of the Company for the financial year ended 31st March, 2017 as compared to previous year is as under:

(Rs in Lakhs)

PARTICULARS	Year ended March 31, 2017	Year ended March 31, 2016
Revenue	1228.47	1863.39
Profit/Loss Before Taxes (PBT)	26.34	2.56
Profit/Loss After Tax (PAT)	26.34	3.05
Profit/Loss Brought from Previous year	3.05	2.56
Profit/Loss carried to balance Sheet (after Adjustment)	(188.16)	(212.72)

2. FINANCIAL HIGHLIGHTS/PERFORMANCE:

During the year under review, the Company has recorded a decreased in operating revenue by 34.07% compared with the previous year. The Profit & Loss before tax have increased by Rs. 23.78 Lakhs and the Profit & Loss after tax have increased by 23.29 Lakhs compared with previous year.

3. DIVIDEND:

The Board did not recommend any dividend for the year ended 31st March, 2017.

4. RESERVES:

The Board proposes to carry Reserves of Rs4,27,81,686/-

5. BRIEF DESCRIPTION OF THE COMPANY'S WORKING DURING THE YEAR/ STATE OF COMPANY'S AFFAIR :

Segment Information for the Year Ended 31st March, 2017

Particulars	Storage Systems Div.		IT Services Div.		Proyurveda Div.	
	Current Year	Pervious Year	Current Year	Perivous year	Current Year	Pervious Year
<u>SEGMENT REVENUE</u>						
Sales	956.16	896.64	90.01	107.52	182.29	859.23
Other Income	1.30	168.98	(2.41)	0	0.1920	25.87
Net Sales/Income From						
Operations	957.46	1065.62	87.6	107.52	182.482	885.1
<u>SEGMENT RESULT</u>						
Profit before Tax, Depreciation & Interest	9.81	5.23	38.81	81.04	23.61	19.69
Less : Depreciation	13.87	15.68	8.12	9.70	48.00	2.86
Profit After Depreciation	-4.06	-10.45	30.69	71.34	-24.39	16.83
Less : Interest	3.18	42.75	0	0	4.59	60.64
Profit before Extra- Ordinary Item	-0.80	-32.3	30.69	71.34	-19.8	-43.81
Less: Extra-Ordinary Items	0	0	0	0	0	0
Less: Provision for Taxation	0	0	0	0	0	0
NET PROFIT	-0.80	-32.3	30.69	71.34	-19.8	-43.81
<u>OTHER INFORMATION</u>						
Segment Assets	25,84,57,544	19,90,39,025	4,15,65,878	3,67,60,588	33,56,45,844	22,83,10,555
Segment liabilities	21,25,65,484	17,62,87,813	12,56,458	4,09,075	23,54,55,245	26,32,96,700

6. MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT:

There has been no material changes and commitment affecting the financial position of the Company which have occurred between the end of the Financial year of the Company to which the Financial statements relate and the date of the Report.

7. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE:

There are no significant and material orders passed by the regulators / courts that would impact the going concern status of the Company and its future operations.

8. CHANGE IN THE NATURE OF BUSINESS, IF ANY:

There was no change in the nature of business of the Company during the Financial Year ended 31st March, 2017.

9. **DETAILS OF SUBSIDIARY/ JOINT VENTURE/ ASSOCIATE COMPANIES:**

The Company acquired more than 51% shares of M/s. Proyurveda Lifescience Private Limited during the financial year 2015-16 and subsequently the Company was became the holding Company of the same.

10. **RISK MANAGEMENT AND INTERNAL FINANCIAL CONTROL:**

Company has an Internal Financial Control System commensurate with the size, scale and complexity of its operations. Company has adopted proper system of Internal Control and Risk Management to ensure that all assets are safeguarded and protected against loss from unauthorised use or disposition and that the transactions are authorized, recorded and reported quickly.

The Board of Directors have developed & implemented a risk management policy which identifies the key elements of risk that threatens the existence of the Company. The Audit Committee reviews the status of key risks and steps taken by the Company to mitigate such risks at regular intervals.

11. **PUBLIC DEPOSITS:**

Your Company has not accepted any fixed deposits as defined under Section 73 of Companies Act, 2013 and rules framed thereunder.

12. **DIRECTORS:**

Retirement by rotation

In accordance with the provisions of Section 152(6) and the Articles of Association of the Company, Mr. Mahesh Shah (DIN: 00017559) will retire by rotation at the ensuing Annual General Meeting of the Company and being eligible, offer himself for re-appointment. The Board recommends his re-appointment.

Appointments / Resignations from the Board of Directors

During the year under review, none of the director were appointed/ resigned from the Board of Directors.

Appointments / Resignations of the Key Managerial Personnel

Ms. Snehal Tondwalkar was resigned from the post of Company Secretary on 29th May, 2017 and in her place Mr. Nagraj Mogaveera was appointed as the Company Secretary of the Company w.e.f 29th May, 2017.

Formal Annual Evaluation

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, a structured questionnaire was prepared after taking into consideration of various aspects of the Board's functioning, composition of the Board and its committees, culture, execution and performance of specific duties, obligations and governance.

The performance evaluation of the Independent Directors was completed. The performance evaluation of the Chairman and the non-independent Directors was carried out by the Independent Directors. The Board of Directors expressed their satisfaction with the evaluation process.

13. **NUMBER OF MEETINGS OF THE BOARD**

The Board of Directors met 4 times during the year under review. The details of the Board meetings and attendance of the directors are provided in the Corporate Governance Report.

14. COMPOSITION OF AUDIT COMMITTEE

The Board has constituted the Audit Committee which comprises of Mr. Milan Desai, Independent Director and Mr. Viral Chitalia, Independent Director as Chairman, Mr. SamirkumarMapara, Independent Director, Mr. Mayur Shah, Jt. Managing Director, as the members. More details on the Committee are given in the Corporate Governance Report which forms part of this Annual Report.

15. WHISTLE BLOWER POLICY/ VIGIL MECHANISM

To create enduring value for all stakeholders and ensure the highest level of honesty, integrity and ethical behavior in all its operations, the company had formulated a 'Vigil Mechanism Policy' in addition to the existing code of conduct that governs the actions of its employees. This Whistleblower Policy aspires to encourage all employees to report suspected or actual occurrence(s) of illegal, unethical or inappropriate events (behaviors or practices) that affect Company's interest / image.

A copy of the Policy is available on the website of the Company and may be accessed through the web link <http://www.maximaagroup.com/regulatory-compliance.htm>.

16. EXTRACT OF ANNUAL RETURN

In accordance with Section 134(3) (a) and Section 92(3) of the Companies Act, 2013, an extract of the Annual Return as at March 31, 2017 in the prescribed format is given in Annexure 1 and forms part of this Report.

17. DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to the requirements under section 134(5) read with section 134(3) (c) of the Companies Act, 2013, with respect to Directors Responsibility Statement, it is hereby confirmed that:

- (a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company as at 31st March, 2017 and of the profit and loss of the company for that period;
- (c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) the directors have prepared the annual accounts on a going concern basis; and
- (e) the directors, have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- (f) the directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

18. STATUTORY AUDITORS:

As per the provisions of section 139(8) of the Companies Act, 2013 and rules made thereunder, the Board has considered the appointment of **M/s. C.D. Khakhkhar**, Chartered Accountants [Firm Registration No. 141767], Gujarat, subject to the ratification of appointment by the members of the Company from this Annual General Meeting and that they shall hold the office of the Statutory Auditors of the Company from the conclusion of this meeting until the conclusion of the ensuing Annual General Meeting on such remuneration as may be agreed upon.

19. AUDITORS' REPORT:

Auditors Report is self-explanatory and do not call for any explanation and clarification by directors.

20. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186

Details of loans, guarantees and investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to Financial Statements.

21. CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES:

All the related party transactions are entered into during the financial year under review were in ordinary course of business and on an arm's length basis. There were no materially significant transactions with related parties during the financial year which were in conflict with the interest of the Company.

All Related Party Transactions are placed before the Audit Committee and the Board for approval. Prior omnibus approval of the Audit Committee is obtained for the transactions which are of a foreseen and repetitive nature. The transactions entered into pursuant to the omnibus approval so granted are placed before the Audit Committee and the Board of Directors for their review and approval on a quarterly basis.

The details of the transactions with Related Party are provided in the accompanying financial statements.

22. SECRETARIAL AUDIT:

Pursuant to Section 204 of the Companies Act, 2013 the Board of Directors had appointed **Mr. Kunjal Dalal of K Dalal & Co**, Practicing Company Secretary (C. P. No. 3863) as Secretarial Auditor to undertake the Secretarial Audit of the Company. The report of the Secretarial Auditor is annexed herewith as Annexure 3 and forms part of this Report.

There is no secretarial audit qualification for the year under review.

23. CORPORATE GOVERNANCE:

Your Company has complied with the Corporate Governance requirements as per the revised Clause 49 of the Listing Agreement with the stock exchanges. A separate report on Corporate Governance along with a Certificate of Compliance from the Auditors forms a part of this Annual Report.

24. MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

Management Discussion and Analysis Report of financial condition and results of operations of the Company for the year under review as required under Clause 49 of the Listing Agreement entered with the Stock Exchanges, is given as separate statement forming part of the Annual Report.

25. STATUTORY INFORMATION

A. PARTICULARS OF EMPLOYEES

The information required pursuant to Section 197 read with rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company, will be provided upon request. In terms of Section 136 of the Act, the reports and accounts are being sent to the members and others entitled thereto excluding the information on employees' particulars which is available for inspection by the members at the Registered office of the company during business hours on working days of the company up to the date of ensuing Annual General Meeting. If any member is interested in inspecting the same, such member may write to the company secretary in advance.

No employee has received remuneration in excess of the limits set out in rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 during FY 2016 – 17.

B. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134(3)(m) of the Companies Act, 2013 read with Rule, 8 of The Companies (Accounts) Rules, 2014, is annexed herewith as Annexure D and forms part of this Report

26. INDUSTRIAL RELATIONS:

The industrial relations continued to be cordial during the year under review.

27. CAUTIONARY STATEMENT:

Statements in the Directors' Report and the Management Discussion and Analysis may be forward looking within the meaning of the applicable securities laws and regulations. Actual results may differ materially from those expressed in the statement. Certain factors that could affect the Company's operations include increase in price of inputs, availability of raw materials, changes in government regulations, tax laws, economic conditions and other factors.

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

Information as required under Section 134 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 is set out hereunder.

A) Conservation of Energy

- a. Energy conservation measures taken: None at present;
- b. Additional investment and proposals, if any, being implemented for reduction of consumption of energy: There are no proposals.
- c. Impact of measures at (a) & (b) above for reduction of energy consumption and consequent impact on the cost of production of goods: Does not arise.
- d. Total energy consumption and energy consumption per unit of production as per Form "A" to annexure in respect of industries specified in the schedule thereto: Not Applicable.

B) Technology Absorption

Research & Development (R & D):

- a. Specific area in which R & D carried by the company: None at Present;
- b. Benefits derived as a result of the above R & D: Does not arise;
- c. Future plan of action: At present it is not under consideration;
- d. Expenditure on R & D: Nil

Technology absorption, adaptation and innovation:

- a. Efforts being made towards technology absorption, adaptation and innovation: None
- b. Benefits derived as a result of the above efforts e.g. Product improvement cost, reduction, product development, import substitution etc. : None
- c. Imported technology: Not applicable as technology has not been imported.

C) Foreign Exchange Earnings and Outgo:

Particulars	IT Services Div.	
	Current Year	Previous Year
REVENUE FROM FOREIGN EXCHANGE:		
Sales	90,01,437	1,04,79,630
Other Income	(2,41,980)	(60,951)
Net Sales/Income From Operations(In Rupees)	87,59,457	1,04,18,679
(In Dollars)	1,35,151	1,55,782

29. ACKNOWLEDGMENTS:

Your Directors would like to express their sincere appreciation for the cooperation and assistance received from the Authorities, Stock Exchanges, Registrar and Share Transfer Agents, Business Associates, employees, customers, suppliers, company's bankers as well as our Shareholders at large during the year under review.

Your Directors also wish to place on record their deep sense of appreciation for the commitment displayed by all executives, officers and staff, resulting in the satisfactory performance during the year.

**For and on behalf of the Board
Maximaa Systems Limited**

**Mr. Manoj Shah
Chairman and Managing Director
DIN:00017594**

Place : Valsad

Date : 31/08/2017

Annexures to Directors' Report

ANNEXURE- A

**Form No. MGT-9
EXTRACT OF ANNUAL RETURN
as on the financial year ended on 31st March, 2017**

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

Form No. MGT-9

1. REGISTRATION AND OTHER DETAILS:

CIN	L27100GJ1990PLC014129
Registration Date	3 rd August, 1990
Name of the Company	Maximaa Systems Limited
Category / Sub-Category of the Company	Company Limited By Shares / Indian Non-Government Company
Address of the Registered Office and contact details	B-1, Yashkamal, Tithal Road, Valsad, Gujarat-396001.
Whether listed company	Yes
Name, address and contact details of Registrar and Transfer Agent, if any	Purva Sharegistry (India) Private Limited, Unit no. 9, Shiv Shakti Ind. Est. J.R. BorichaMarg, Opp. Kasturba Hospital Lane, Lower Parel (E), Mumbai- 400 011 Ph: 022- 2301 0771/8261 Fax: 022- 2301 2517

2. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY :

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sr. No..	Name and Description of main Products / Services	NIC Code of the Product/Service	% to total turnover of the Company
1	Pharmaceuticals	24233	14.84%
2	Storage	63023	77.83%
3	IT	72200	7.33%

3. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES :

SL. No.	Name and address of the Company	CIN / GLN	Holding/ Subsidiary / Associate	% of shares held	Applicable Section
1.	Proyurveda Lifescience Private Limited	U24233GJ2015PTC082953	Subsidiary Company	77.58	2 (87)

4. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i. Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% of Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
1) Indian									
a) Individual/HUF	17934310	0	17934310	35.70	17349125	0	17349125	34.30	- 1.40
b) Central Govt.	0	0	0	0	0	0	0	0	0
c) State Govt.(s)	0	0	0	0	0	0	0	0	0
d) Bodies Corporate	0	0	0	0	0	0	0	0	0
e) Banks / FI	0	0	0	0	0	0	0	0	0
f) Any Other....	0	0	0	0	0	0	0	0	0
Sub-Total (A)(1):	17934310	0	17934310	35.70	17349125	0	17349125	34.30	- 1.40
(2) Foreign									
a) NRIs-Individuals	0	0	0	0	0	0	0	0	0
b) Other-Individuals	0	0	0	0	0	0	0	0	0
c) Bodies Corporate	0	0	0	0	0	0	0	0	0
d) Banks / FI	0	0	0	0	0	0	0	0	0
e) Any Other....	0	0	0	0	0	0	0	0	0
Sub-Total (A)(2):	0	0	0	0	0	0	0	0	0
Total Shareholding of Promoters (A) = (A)(1)+(A)(2)	17934310	0	17934310	35.70	17349125	0	17349125	34.30	- 1.40
B. Public Shareholding									
(1) Institutions									
a) Mutual Funds/UTIs	0	0	0	0	0	0	0	0	0
b) Banks / FI	0	0	0	0	0	0	0	0	0
c) Central Govt.	0	0	0	0	0	0	0	0	0
d) State Govt.(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIs	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
Sub-Total (B)(1):	0	0	0	0	0	0	0	0	0

(2) Non-Institutions									
a) Bodies Corporate									
i) Indian	3471788	144575	3616363	7.15	1919761	144575	2064336	4.08	-3.07
ii) Overseas	0	0	0	0	0	0	0	0	
b) Individual									
i) Individual Shareholders holding nominal share capital upto Rs. 1 Lakh	7106112	1020785	8126897	16.07	7883162	1019735	8902897	17.60	1.53
ii) Individual Shareholders holding nominal share capital in excess of Rs. 1 Lakh	16107925	0	16107925	31.84	16160098	0	16160098	31.95	0.11
c) Other (Specify)									
i) N.R.I. (Repat & Non-Repat.)	4298542	85	4298627	8.50	4323482	85	4323567	8.55	0.05
ii) Foreign Corporate Bodies	0	0	0	0	0	0	0	0	0
iii) Trust	0	0	0	0	0	0	0	0	0
iv) Hindu Undivided Family	1648195	0	1648195	3.26	851154	0	851154	1.68	-1.58
v) Employee	0	0	0	0	0	0	0	0	0
vi) Clearing Members	258718	0	258718	0.51	934993	0	934993	1.85	1.34
Sub-Total (B)(2): Total Public Share holding (B)= (B)(1) + (B)(2)	31486500	1165445	32651945	64.55	32072735	1164395	33237130	65.70	1.16
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	49420810	1165445	50586255	100	49421860	1164395	50586255	100	

ii. Shareholding of Promoters

Shareholders Name	No. of Shares held at the beginning of the year			No. of Shares held at the end of the year			% of 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	
MANOJ SHAH	5410010	10.69	0	4810010	9.51	0	- 0.08
MAHESH SHAH	4801345	9.49	0	4801345	9.49	0	- 0.06
MAYUR SHAH	4633205	9.16	0	4633205	9.16	0	- 0.06
MAHESH BALUBHAI SHAH	1217750	2.42	0	1217750	2.41	0	- 0.01
MAYUR B SHAH	1084500	2.15	0	1084500	2.14	0	- 0.02
MANOJ B SHAH HUF	787500	1.56	0	787500	1.56	0	- 0.02
MANAN MAHESH SHAH	0	0	0	14815	0.03	0	0.03
Total	17934310	35.70	0	17934310	34.30	0	- 0.25

iii. Change in Promoters' Shareholding (please specify, if there is no change)

Mr. Manoj Shah	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
At the beginning of the year	5410010	10.69	5410010	10.69
Date wise Increase/Decrease in Promoters Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc): shares sold on 24/01/2017.	-	-	-600000	1.18
At the end of the year	4810010	9.51	4810010	9.51

iv. Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

For Each Top 10 Share Holders	Shareholding at the beginning of the year		Shareholding at the end of the year	
	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1. MALIREDDY SRINIVASULU REDDY	4253000	8.41	4253000	8.41
2. DAMAVARAPU KAMALAMMA	2500000	4.94	2500000	4.94
3. RAJ KUMAR	2002279	4.84	2245279	4.44
4. DIVYESH PRAVINCHANDRA SHAH	1500000	2.97	1500000	2.97
5. NISHMA GORWARA	1335205	2.65	1177000	2.33
6. DAMAVARAPU RADHAKRISHNA REDDY	999800	1.98	999800	1.98
7. RAJMANI GORWARA	839598	1.66	912387	1.80
8. MILAN GULABBHAI DESAI	750000	1.48	750000	1.48
9. MACRO SECURITIES (INDIA) PVT LTD	1404780	2.79	551405	1.09
10. GIRISH KALYANJI DEDHIA	902286	1.78	476286	0.94

v. Shareholding of Directors and Key Managerial Personnel

Name of Director/KMP :

For Each Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1. Mr. Manoj Shah - Chairman & Managing Director				
At the beginning of the year	5410010	10.69	5410010	10.69
Date wise Increase/Decrease in Promoters Shareholding during the year specifying the reasons for increase/decrease (e.g.allotment/transfer/bonus/sweat equity etc): sold shares on 24/01/2017	-	-	-600000	-1.18
At the end of the year	4810010	9.51	4810010	9.51

Name of Director/KMP :

For Each Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
2. Mayur Shah-Joint Managing Director				
At the beginning of the year	4633205	9.16	4633205	9.16
Date wise Increase/Decrease in Promoters Shareholding during the year specifying the reasons for increase/decrease (e.g.allotment/transfer/bonus/sweat equity etc):	-	-	-	-
At the end of the year	4633205	9.16	4633205	9.16

Name of Director/KMP :

For Each Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
3. Mahesh Shah-Joint Managing Director				
At the beginning of the year	4801345	9.49	4801345	9.49
Date wise Increase/Decrease in Promoters Shareholding during the year specifying the reasons for increase/decrease (e.g.allotment/transfer/bonus/sweat equity etc):	-	-	-	-
At the end of the year	4801345	9.49	4801345	9.49

Name of Director/KMP :

For Each Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
4. Viral Vinod Chitalia – Non Executive Independent Director				
At the beginning of the year	0	0	0	0
Date wise Increase/Decrease in Promoters Shareholding during the year specifying the reasons for increase/decrease (e.g.allotment/transfer/bonus/ sweat equity etc):	-	-	-	-
At the end of the year	0	0	0	0

Name of Director/KMP :

For Each Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
5. ShailaManoj Shah				
At the beginning of the year	0	0	0	0
Date wise Increase/Decrease in Promoters Shareholding during the year specifying the reasons for increase/decrease (e.g.allotment/transfer/bonus/ sweat equity etc):	-	-	-	-
At the end of the year	0	0	0	0

Name of Director/KMP :

For Each Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
6. SamirkumarMapara				
At the beginning of the year	0	0	0	0
Date wise Increase/Decrease in Promoters Shareholding during the year specifying the reasons for increase/decrease (e.g.allotment/transfer/bonus/ sweat equity etc):	-	-	-	-
At the end of the year	0	0	0	0

Name of Director/KMP :

For Each Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
7. Milan Gulabbhai Desai				
At the beginning of the year	0	0	0	0
Date wise Increase/Decrease in Promoters Shareholding during the year specifying the reasons for increase/decrease (e.g.allotment/transfer/bonus/ sweat equity etc):	-	-	-	-
At the end of the year	0	0	0	0

5. INDEBTEDNESS :

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i.Principal Amount	6,85,16,403	2,52,67,565	1,05,52,302	10,43,36,270
ii. Interest due but not paid	-	-	-	-
iii. Interest accrued but not due	-	-	-	-
Total (i+ ii+ iii)	6,85,16,403	2,52,67,565	1,05,52,302	10,43,36,270
Change in Indebtedness during the financial year				
Addition	-	-	-	-
Reduction	14,38,491	30,48,271	2,53,000	47,39,762
Net Change	14,38,491	30,48,271	2,53,000	47,39,762
Indebtedness at the end of the financial year				
i.Principal Amount	6,70,77,912	2,22,19,294	1,02,99,302	9,95,96,508
ii. Interest due but not paid	-	-	-	-
iii. Interest accrued but not due	-	-	-	-
Total (i+ ii+ iii)	6,70,77,912	2,22,19,294	1,02,99,302	9,95,96,508

6. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Sr. No	Particulars of Remuneration	Manoj Shah	Mayur Shah	Mahesh Shah	Total Amount
1.	Gross Salary				
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	865301	883039	864228	2612568
	(b) Value of perquisites under Section 17(2) Income Tax Act, 1961	Nil	Nil	Nil	Nil
	(c) Profits in lieu of salary under Section 17(3) Income Tax Act, 1961	Nil	Nil	Nil	Nil
2	Stock Options	Nil	Nil	Nil	Nil
3	Sweat Equity	Nil	Nil	Nil	Nil
4	Commission	Nil	Nil	Nil	Nil
	- as % of profit	Nil	Nil	Nil	Nil
	- others, specify....	Nil	Nil	Nil	Nil
5	Others, please specify	Nil	Nil	Nil	Nil
	Total (A)	865301	883039	864228	2612568

B. Remuneration to other Directors :

Sr. No	Particulars of Remuneration	Name of Director	Name of Director	Name of Director	Name of Director	Total Amount
1.	Independent Director	Samirkumar Mapara	Milan Desai	Viral Chitalia	Shaila Shah	
	-Fee for attending Board/ Committee Meetings	Nil	Nil	Nil	Nil	Nil
	Commission	Nil	Nil	Nil	Nil	Nil
	- Others, please specify	Nil	Nil	Nil	Nil	Nil
	Total (1)	Nil	Nil	Nil	Nil	Nil
2	Other Non Executive Directors	Nil	Nil	Nil	Nil	Nil
	-Fee for attending Board/ Committee Meetings	Nil	Nil	Nil	Nil	Nil
	Commission	Nil	Nil	Nil	Nil	Nil
	- Others, please specify	Nil	Nil	Nil	Nil	Nil
	Total (2)	Nil	Nil	Nil	Nil	Nil
	Total B= 1+2	Nil	Nil	Nil	Nil	Nil
	Total Managerial Remuneration	Nil	Nil	Nil	Nil	Nil
	Other Ceiling as per Act	Nil	Nil	Nil	Nil	Nil

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

Sr. No	Particulars of Remuneration	Name of KMP		
		Ms. Snehal Tondwalkar (Company Secretary)	Mr. Praveen Sethia CFO	Total
1.	Gross Salary			
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	250000	570000	820000
	(b) Value of perquisites under Section 17(2) Income Tax Act, 1961	Nil	Nil	Nil
	(c) Profits in lieu of salary under Section 17(3) Income Tax Act, 1961	Nil	Nil	Nil
2	Stock Options	Nil	Nil	Nil
3	Sweat Equity	Nil	Nil	Nil
4	Commission	Nil	Nil	Nil
	- as % of profit	Nil	Nil	Nil
	- Others, specify	Nil	Nil	Nil
5	Others, please specify	Nil	Nil	Nil
	Total	250000	570000	820000

7. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES: -NOT APPLICABLE

Type	Section of the Companies Act	Brief Description	Details of Penalties/ Punishment/ Compounding Fees imposed	Authority [RD/NCLT/ COURT]	Appeal made, if any (give details)
A. COMPANY					
Penalty					
Punishment					
Compounding					
B. DIRECTORS					
Penalty					
Punishment					
Compounding					
C. OTHER OFFICER IN DEFAULT					
Penalty					
Punishment					
Compounding					

Form AOC-2

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

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

1. Details of contracts or arrangements or transactions not at arm's length basis : NA

Note: All related party transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business.

2. Details of material contracts or arrangement or transactions at arm's length basis

Sr.No.	Particulars	Related Party Transactions
(a)	Name(s) of the related party	Proyurveda Lifescience Private limited
(b)	Nature of Relationship	Subsidiary Company
(c)	Nature of contracts/ arrangements/ transactions	Advances received by the company
(d)	Duration of the contracts /arrangements /transactions.	4 years
(e)	Salient terms of the contracts or arrangements or transactions including the value, if any	NIL
(f)	Date(s) of approval by the Board	29/05/2017
(g)	Amount paid as advances, if any:	20,54,818 /-

Note: Form shall be signed by the persons who have signed the Board's report.

**FOR AND ON BEHALF OF THE BOARD OF DIRECTORS
MAXIMAA SYSTEMS LTD**

**Sd/-
MANOJ SHAH
Managing Director
DIN:00017594**

**Sd/-
MAYUR SHAH
Jt. Managing Director
DIN: 00016358**

Place: Valsad
Date : 31.08.2017

**Sd/-
MAHESH SHAH
Jt.Managing director
DIN: 00017559**

SECRETARIAL AUDIT REPORT

For The Financial year Ended On 31st March, 2017

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

To,
The Members
Maximaa Systems Limited
B-1, Yashkamal, Tithal Road, Valsad 396001.

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Maximaa Systems Limited (CIN: L27100GJ1990PLC014129)** (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit. We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2017 complied with the statutory provisions listed here under 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:

1. We have examined the books, papers, minute books, forms and returns filed and other records maintained by Maximaa System Limited for the financial year ended on 31st March, 2017 according to the provisions of:
 - i. The Companies Act, 2013 (the Act) and the rules made there under;
 - ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
 - iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
 - iv. Foreign Exchange Management Act, 1999 and the rules and regulations made there under 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, 1992 / 2015;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (**Not applicable to the Company during the Audit Period**);
 - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; (**Not applicable to the Company during the Audit Period**);
 - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (**Not applicable to the Company during the Audit Period**);
 - f) The securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (**Not applicable to the Company during the Audit Period**); and
 - h) The Securities and Exchange Board of India (Buy back of Securities) Regulations, 1998; (**Not applicable to the Company during the Audit Period**);

- vi. Other laws applicable specifically to the company namely:-
- a) The Drugs and Cosmetics act, 1940
 - b) Food and Safety Standard Act, 2006

We have relied on the representation made by the company and its officers for systems and mechanism formed by the Company for compliance under other applicable Acts, Laws and Regulations to the Company. We report that the Company has complied with the provisions of those Acts that are applicable to Company.

As regards other sectoral laws referred to in item vi above, We have been informed that no periodic compliance by way of filing of forms / returns is required, however the required registration has been obtained.

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

- i. Secretarial Standards issued by The Institute of Company Secretaries of India with respect to Board and general meetings.
- ii. The Listing Agreements entered into by the Company with Bombay Stock Exchange and / or Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation 2015.

We report that during the year under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that:

The compliance by the company of applicable financial laws like direct and indirect tax laws and maintenance of financial records and books of accounts along with sector specific laws have not been reviewed in this audit since the same have been subject to review by statutory financial auditor and other designated professionals.

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. Decisions at the Board Meetings, as represented by the management, were taken unanimously.

We further report that as per the explanations given to us and the representation made by the Management and relied upon by us there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period there were no instances of:

- i. Public / Right / Preferential issue of shares / debentures / Sweat equity, etc.
- ii. Redemption / buy-back of securities
- iii. Major decisions taken by the Members in pursuance to section 180 of the Companies Act, 2013
- iv. Merger / amalgamation / reconstruction etc.
- v. Foreign technical collaborations

For K. Dalal & Co.
Company Secretaries

Sd/-
Kunjal Dalal
Proprietor
FCS No. 3530 COP No. 3863

Place : Surat
Date : 29.05.2017

Note : This report is to be read with my letter of even date which is annexed as 'Annexure A' and forms an integral part of this report.

To,
The Members
Maximaa System Limited
B-1, Yashkamal, Tithal Road, Valsad 396001.

Our Secretarial Audit 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 the 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 my 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 K.Dalal & Co.
Company Secretaries

Sd/-
Kunjaldalal
Proprietor
FCS No. 3530 COP No. 3863

Place : Surat
Date : 29.05.2017

MANAGEMENT DISCUSSION AND ANALYSIS REPORT (MDAR)

INDUSTRY STRUCTURE AND DEVELOPMENTS:

The members are aware of the Company entering into Pharmaceutical sector and with its excellent manufacturing unit have tremendously increased the production and distribution and selling of **PROYURVEDA** range of products. PLPL was incorporated to promote and sell the Companies Premium and Patented "Proyurveda" range of products through OTC (Over TheCounter) marketing route. OTC Market contributes 19% of the total Pharmaceutical revenue of the Country. The Company has ambitious plans and within four years will sell the products all across the Country.

STRENGTHS & OUTLOOK ON OPPORTUNITIES:

Since Company is now investing in Pharma segment and having cutting edge technology of Probiotic which is protected by way of patents worldwide, Company will have a strong presence and favorable position in National & Global Market.

REVIEW OF OPERATIONAL AND FINANCIAL PERFORMANCE:

The Audited Financial Results are given for the financial year ended on 31st March, 2017. The report contains review of the operations of the Company. The Company earned Revenue of Rs.1228.47 Lakhs as against Revenue of Rs.1863.39 Lakhs in the last year and the Net Profit After Tax recorded by the Company is Rs.26.30 Lakhs as against the loss of Rs3.05 Lakhs in the previous year.

SEGMENT WISE OR PRODUCT WISE PERFORMANCE:

This is mentioned as segment information in the Balance Sheet.

RISK MANAGEMENT:

The Company has national as well global business interests and is exposed to business risks which may be internal as well as external. The Company has a comprehensive risk management system in place, which enables it to recognize and analyze risks early and to take the appropriate action.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

MSL has in place a well-defined organizational structure and adequate internal controls for efficient operations. The Company has appointed Mr. Praveen Sethia as Chief Financial Officer who looks after and controls the internal audit systems. The team has in place internal policies, and is aware of applicable laws and regulations, particularly those related to protection of intellectual property, resources and assets, and the accurate reporting of financial transactions.

The Company has a proper and adequate system of internal control in all spheres of its activities to ensure that all its assets are safeguarded and protected against loss from unauthorized use or disposition and that the transactions are authorized, recorded and reported diligently. The Company ensures adherence to all internal control policies and procedures as well as compliance with all regulatory guidelines.

HUMAN RESOURCE DEVELOPMENT:

The Management recognizes that HR is the core of the Company, influencing change, building culture and capabilities. The HR processes are continuously evolving and aligning with the changing business requirements.

The Company provides congenial work environment, performance oriented work culture, knowledge acquisition/ dissemination, creativity and responsibility. The Company enjoys cordial relations with the employees at all levels.

EMPLOYEE RELATIONS:

Peaceful and cordial relations continue with the employees. The Management wishes to place on record its acknowledgement and appreciation for the support extended by all the employees of the Company.

CAUTIONARY STATEMENT:

The statements in this management discussion and analysis report could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include raw material availability and prices, cyclical demand and pricing in the Company's principal markets, changes in government regulations, tax regimes, forex markets, economic developments within India and the countries with which the Company conducts its business and other incidental factors.

RESPONSIBILITY FOR THE MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

The Board of Directors have reviewed the Management Discussion and Analysis prepared by the Management, and the Independent Auditors have noted its contents. Statement in this report of the Company's objective, projections, estimates, exceptions, and predictions are forward looking statements subject to the applicable laws and regulations. The statements may be subjected to certain risks and uncertainties. Company's operations are affected by many external and internal factors which are beyond the control of the management. Thus the actual situation may differ from those expressed or implied. The Company assumes no responsibility in respect of forward looking statements that may be amended or modified in future on the basis of subsequent developments, information or events.

**By Order of the Board
For MAXIMAA SYSTEMS LIMITED**

Sd / -

Mr. Manoj Shah
Managing Director
DIN: 00017594

CORPORATE GOVERNANCE REPORT

i. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE:

Corporate Governance is based on the principles of integrity, fairness, equity, transparency, accountability and commitment to values. Good governance practices stems from the culture and mindset of the organization. Corporate Governance is an integral part of management, execution of business plans, policies and processes as the Company believes that it is a tool to attain and enhance the competitive strengths in business and ensure sustained performance for continuously enhancing the value for every stakeholder. Accordingly, Maximaa Systems Limited (MSL) endeavors to adhere to the highest levels of transparency, accountability and ethics in all its operations fully realizing at the same time its social responsibilities.

Through its corporate governance measures, the Company aims to maintain transparency in its financial reporting and keep all its stakeholders informed about its policies, performance and developments. Maximaa Systems Limited (MSL) will contribute to sustain stakeholder confidence by adopting and continuing good practices, which is at the heart of effective corporate governance. It envisages attainment of the highest levels of transparency, accountability and equity in all facets of its operations.

ii. BOARD OF DIRECTORS:

The Board comprises of directors of repute, who are experienced businessmen, professionals and executives. The Executive Directors include senior directors commanding respect in the industry for their valuable experience and contribution. They look after their areas of responsibilities independently and seek guidance from the Chairman and Managing Director in all critical matters. MSL's management team endeavors to adhere to the directions of the Board.

The Board is consistently working towards the compliance of the composition pursuant to the relevant provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulation"). As per the Listing Agreement if the Chairman is Executive, at least half of the Board should consist of independent Directors. As on 31.03.2017 your Board consists of 7 Directors, out of which 3 Directors are independent, constituting 42.86% of total size of Board.

a. COMPOSITION OF BOARD OF DIRECTORS AND PARTICULARS THEREOF :

Sr. No.	Name of Director	Category	No. of Directorship in each Companies		No. of Membership/ Chairmanship of other Board Committees	
			Public	Private	Member	Chairman
1	Mr. Manoj Shah	Managing Director; Executive	2	1	1	-
2	Mr. Mayur Shah	Joint Managing Director; Executive	1	-	1	-
3	Mr. Mahesh Shah	Joint Managing Director; Executive	1	-	-	-
4	Mr. Samirkumar Mapara	Independent Director; Non Executive	1	-	3	1
5	Mr. Viral Chitalia	Independent Director; Non Executive	1	-	1	1
6	Dr. Milan Desai	Independent Director; Non Executive	1	-	3	1
7	Mrs. Shaila Shah	Non-Independent Director ; Non-executive	1	-	-	-

Notes

- I. Directorship held by Directors in other companies does not include alternate directorships, directorships in foreign companies, Section 8 and Private Limited Companies;
- II. In accordance with the Listing Agreement, Chairmanships/Memberships only in Audit Committee & Shareholders Grievance Committee of public limited companies have been considered for committee positions;
- III. In compliance with the listing Agreement, members of the Board do not have Directorships in more than fifteen Companies or membership of more than ten Board-level Committee's or Chairman of more than five such Committees.

a. ATTENDANCE AT BOARD MEETING AND ANNUAL GENERAL MEETING:

During the financial year 2016 - 17, 4 Board Meetings were held on 30th May, 2016; 30th July, 2016; 14th November, 2016; 13th February, 2017.

The Annual General Meeting of the Company for the financial year 2015 - 16 was held on 30th September, 2016. Attendance at Board Meeting and last Annual General Meeting:-

Name of the Directors	No of Board Meetings attended	Attendance of Last AGM
Mr. Manoj Shah	4	Present
Mr. Mayur Shah	4	Present
Mr. Mahesh Shah	4	Present
Mr. Samirkumar Mapara	4	Present
Mr. Viral Chitalia	4	Present
Dr. Milan Desai	4	Present
Mrs. Shaila Shah	4	Present

c. BOARD'S FUNCTIONING & PROCEDURES: -

The Board has complete access to any information within the Company. At meetings of the Board, it welcomes the presence of Senior Management who can provide additional insights into the items being discussed.

The items placed at the Meeting of the Board include the following:-

- | Unaudited Quarterly/Half Yearly financial results and Audited Annual Accounts of the Company, results and capital employed, for consideration and approval;
- | Minutes of Meetings of Audit Committee, Stakeholders relationship Committee /Share Holders Grievance Committee and Nomination and Remuneration Committee;
- | Abstracts of circular resolutions passed;
- | General notices of interest;
- | Sale and/or purchase of investments, fixed assets;
- | Review compliance of all laws applicable to the Company including the requirements of the Listing Agreement with the Stock Exchanges and steps taken by the Company to rectify instances of non compliances, if any;
- | Related party transactions;
- | **Reviewing the business plan and strategy of the Company,**

All the items in the Agenda are accompanied by notes giving comprehensive information on the related subject and in certain matters such as financial / business plans and financial results, detailed presentations are made. The Agenda and the relevant notes are sent to the Board to enable the Board to take informed decisions.

The Minutes of the Meetings of the Board are circulated through email to all Directors and confirmed at the subsequent Meeting. The Minutes of the Audit Committee, Nomination and Remuneration Committee and Stakeholder's relationship Committee / Shareholders' Grievance Committee are also circulated through email to all Directors and thereafter tabled for discussion at the subsequent Board Meeting.

d. RE- APPOINTMENT OF DIRECTORS:

Mr. Mahesh Shah (holding DIN 00017559), Director who is liable to retire by rotation and being eligible offer himself for re-appointment.

e. CODE OF CONDUCT:

Pursuant to Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 entered into with Bombay Stock Exchange, the Company has adopted code of conduct for Directors and Senior Management Personnel. All the members of the Board and Senior Managerial Personnel have affirmed compliance to the Code of Conduct as on March 31, 2017 and a declaration to that effect signed by the Managing Director is attached and forms part of this Report.

iii. BOARD COMMITTEES:

In terms of Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has constituted three committees i.e. Audit Committee, Shareholders/Investors Grievance Committee and Nomination & Remuneration Committee.

A. AUDIT COMMITTEE:

Audit committee acts as a link between the Statutory and Internal Auditors and the Board of Directors. The Primary objective of the Audit Committee is to provide effective supervision of the management's financial reporting process with a view to ensure accurate, timely and proper disclosures.

a. SIZE AND COMPOSITION :-

The composition of the Audit Committee as on March 31, 2017 is as under:-

1. Mr. Viral V. Chitalia, Non-Executive Independent Director as Chairman;
2. Dr. Milan Desai, Non-Executive Independent Director as Member;
3. Mr. Mayur Shah, Executive Director as Member;
4. Mr. Samirkumar Mapara, Non-Executive Independent Director as Member.

The Members of the Committee are well versed in finance / accounts / legal matters and general business Practices.

b. ATTENDANCE AT THE AUDIT COMMITTEE MEETINGS:-

During the financial year 2016 - 17, there were 4 Audit Committee Meetings were held on 30th May, 2016; 30th July, 2016; 14th November, 2016 and 13th February, 2017.

Name of Members of Audit Committee	No. of Audit Committee Meetings attended
Mr. Viral V. Chitalia	4
Dr. Milan Desai	4
Mr. Mayur Shah	4
Mr Samirkumar Mapara	4

c. THE TERMS OF REFERENCE OF THE AUDIT COMMITTEE ARE AS FOLLOWS:-

1. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of auditors;
3. Approval of payment to statutory auditors for any other services rendered by them;
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act, 2013;
 - b. Changes, if any, in accounting policies and practices and reasons for the same;
 - c. Major accounting entries involving estimates based on the exercise of judgment by management;
 - d. Significant adjustments made in the financial statements arising out of audit findings;
 - e. Compliance with listing and other legal requirements relating to financial statements;
 - f. Disclosure of any related party transactions;
 - g. Qualifications in the draft audit report.
5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
7. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
8. Approval or any subsequent modification of transactions of the company with related parties;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the company, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
14. Discussion with internal auditors of any significant findings and follow up there on;
15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post audit discussion to ascertain any area of concern;
17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;

18. To review the functioning of the Whistle Blower mechanism;
- Every listed company or such class or classes of companies, as may be prescribed, shall establish a vigil mechanism for directors and employees to report genuine concerns in such manner as may be prescribed;
- The vigil mechanism under sub-section (9) shall provide for adequate safeguards against victimization of persons who use such mechanism and make provision for direct access to the chairperson of the Audit Committee in appropriate or exceptional cases;
19. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
20. The Audit Committee shall mandatorily review the following information:
- a) Management discussion and analysis of financial condition and results of operations;
 - b) Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
 - c) Management letters / letters of internal control weaknesses issued by the statutory auditors;
 - d) Internal audit reports relating to internal control weaknesses; and
 - e) The appointment, removal and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit Committee.
21. The Audit Committee shall have powers, which should include the following:
- a. To investigate any activity within its terms of reference:
The Audit Committee shall have authority to investigate into any matter in relation to the items specified in sub-section (4) or referred to it by the Board and for this purpose shall have power to obtain professional advice from external sources and have full access to information contained in the records of the company;
 - b. To seek information from any employee;
 - c. To obtain outside legal or other professional advice;
 - d. To secure attendance of outsiders with relevant expertise, if it considers necessary.
22. The Audit Committee of the listed holding company shall also review the financial statements, in particular, the investments made by the unlisted subsidiary company;
23. All Related Party Transactions shall require prior approval of the Audit Committee:
- Approval or any subsequent modification of transactions of the company with related parties.

d. REMUNERATION OF DIRECTORS:-

Non-Executive Directors Compensation & Disclosures:

No Sitting Fees was paid to any Director. No Commission was paid to any Director.

Note:

- a. No bonuses, stock options and pension were paid to the Directors;
- b. No incentives linked with performance are given to the Directors;
- c. The Company has no stock option scheme and so no stock options are held by the Executive Directors;
- d. The term of Executive Directors is for a period of 5 years from the respective date of appointment. The Company does not have any service contract with any of the directors;

- e. Besides above remuneration, all the Executive Directors are also entitled to Company's contribution to Provident Fund, Gratuity and encashment of leave, as per rules of the Company.

B. STAKEHOLDER'S RELATIONSHIP COMMITTEE / SHAREHOLDER'S GRIEVANCE COMMITTEE:

The Committee has the mandate to review, redress shareholders' grievances and to approve all share transfers.

a. SIZE AND COMPOSITION:-

The Composition of the Shareholders Grievance Committee as on March 31st, 2017 is as under:-

1. Mr. Samirkumar Mapara, a Non-Executive Independent Director as the Chairman;
2. Mr. Manoj Shah, Executive Director as Member;
3. Dr. Milan Desai, Non-Executive Independent Director as Member.

b. MEETING OF THE STAKEHOLDER'S RELATIONSHIP COMMITTEE / SHAREHOLDERS' GRIEVANCE COMMITTEE MEETINGS:

During the financial year 2016 - 2017, 4 Meetings of the Stakeholder's Relationship Committee / Shareholders' Grievance Committee were held on 28th May, 2016; 28th July, 2016; 12th November, 2016; and 10th February, 2017.

Name of Members	No. of Shareholder Grievance Meetings attended
Mr. Samirkumar Mapara	4
Mr. Manoj Shah	4
Dr. Milan Desai	4

The committee specifically looks into the redressal of shareholder and investor complaints on matters relating to transfer of shares, dematerialization/ rematerialisation, Split of shares, consolidation of share certificates, issue of duplicate share certificates, non-receipt of annual report, non-receipt of declared dividends etc. in addition, the committee advises on matters which can facilitate better investor services and relations. As per the Certificate issued by our Registrar and Share Transfer Agents (RTA), Purva Sharegistry (India) Private Limited, during the year under review; whatever complaint was received from shareholders/investors, was replied/ resolved to the satisfaction of the shareholders/investors and nothing was pending as at March 31,2017.

C. NOMINATION AND REMUNERATION COMMITTEE:

a. COMPOSITION OF THE NOMINATION AND REMUNERATION COMMITTEE:

The Nomination and Remuneration Committee of your Company has been constituted as per the requirements of Section 178 of the Companies Act 2013 and the Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Chairman of the Committee is an Independent Director.

During the financial year 2016 - 2017, 2 Meetings of the Nomination and Remuneration Committee were held on 30th May, 2016; and 10th February, 2017.

The Composition is as follows:

Name of Members	No. of Nomination and Remuneration Meetings attended
Mr. Samirkumar Mapara	2
Dr. Milan Desai	2
Mrs. Shaila Manoj Shah	2

b. REMUNERATION OF DIRECTORS:

Non-Executive Directors Compensation & Disclosures:

No Sitting Fees was paid to any Director. No Commission was paid to any Director.

Note:

- a. No bonuses, stock options and pension were paid to the Directors;
- b. No incentives linked with performance are given to the Directors;
- c. The Company has no stock option scheme and so no stock options are held by the Executive Directors;
- d. The term of Executive Directors is for a period of 5 years from the respective date of appointment. The company does not have any service contract with any of the directors.
- e. Besides above remuneration, all the Executive Directors are also entitled to company's contribution to Provident Fund, Gratuity and encashment of leave, as per rules of the Company.

iv. GENERAL BODY MEETINGS:

- i) The details of Annual General Meetings held in last 3 years are as under:

Year	Day, Date and Time	Venue
2015-2016	Friday, 30 th day of September, 2016 at 9.30 A.M.	At Registered Office of the Company at B-1, Yash Kamal, Tithal Road, Valsad, Gujarat- 396001
2014-2015	Wednesday, 30 th day of September, 2015 at 8.30 A.M.	At Registered Office of the Company at Suraj Estate, Kailash Road, Valsad- 396 001
2013-2014	Saturday, 27 th day of September, 2014 at 9.00 A.M.	At Registered Office of the Company at Suraj Estate, Kailash Road, Valsad- 396 001

- ii) Special Resolutions passed:

- a. At the 26th Annual General Meeting held on 30th day of September, 2016, eight special resolutions were passed;
- b. At the 25th Annual General Meeting held on 30th day of September, 2015, five special resolutions were passed;
- c. At the 24th Annual General Meeting held on 27th day of September, 2014, two special resolution was passed.

- iii) The Company did not pass any resolution by way of Shareholders approval through postal ballot during the year ended March 31, 2017. No special resolution has been proposed to be passed by way of Postal Ballot.

v. DISCLOSURES:

1. Disclosures on materially significant related party transactions:

There is no significant or material related party transactions that have taken place during the year, which have any potential conflict with the interest of the Company at large. The detailed related party information and transactions have been provided in Notes to accounts.

All related party transactions are negotiated at arm's length basis and are only intended to further the interest of the Company.

2. Details of Non-Compliance by the Company, penalties, stricture imposed on the Company by the Stock Exchanges, SEBI or any statutory authorities or any matter related to capital markets.

There has been no instance of non-compliance by the Company on any matter related to capital markets during the last three years.

3. Whistle blower Mechanism:

The Company has a whistle blower mechanism wherein the employees are free to report violations of laws, rules, regulations or unethical conduct to their immediate supervisor or such other person as may be notified by the management to the workgroups. The confidentiality of those reporting violations shall be maintained and they shall not be subjected to any discriminatory practices.

4. Certification from CEO and CFO:

The requisite certificate from the Managing Director and Chief Financial Officer of the company required to be given under Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, was placed before the Board of Directors of the Company at its Meeting held on 29th May, 2017 and Mr. Manoj Shah, Managing Director and Mr. Praveen Sethia, Chief Financial Officer of the Company, have certified to the Board that:

- a) They have reviewed the Financial Statement and the Cash Flow Statement for the year 2016-17 and that to the best of their knowledge and belief:
 - i. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii. These statements together present a true and fair view of the Company's affairs and are in compliance with existing Accounting Standards, applicable Laws and Regulations.
- b) There are, to the best of their knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violation of Company's Code of Conduct.
- c) They accept responsibility for establishing and maintaining internal controls for financial reporting and that they have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting. They have not come across any reportable deficiencies in the design or operation of such internal controls.
- d) They have indicated to the Auditors and the Audit Committee:
 - i. That there are no significant changes in the internal control over financial reporting during the year;
 - ii. There are no significant changes in the Accounting Policies during the year, and
 - iii. There are no instances of significant fraud of which they have become aware.

vi. MEANS OF COMMUNICATION:

The Company regularly intimates and publishes its audited/un-audited results in all the editions of Chanakya (English) and Newslite (Gujarati) newspaper in the State of Gujarat where Registered Office of the Company is situated. Quarterly results were sent to the Stock Exchanges immediately with in 30 minutes after the Board approved them. The financial results, official releases and other relevant information are regularly and promptly updated on the web site of the Company namely www.maximaagroup.com.

During the year the Company displayed official news releases.

No presentations were made to the institutional investors or to analysts during the year under review.

Annual Report containing, inter alia, Audited Annual Accounts, Directors' Report, Auditors' Report, and other important information is circulated to members and others entitled thereto.

vii. COMPLIANCE CERTIFICATE:

The certificate regarding compliance of conditions of clause 49 of the Listing Agreement from the Practicing Company secretary of the company is annexed hereto.

viii. GENERAL SHAREHOLDERS INFORMATION:

1. Annual General Meeting

Date: Thursday, 28th September, 2017

Time: 9.30 A.M.

Venue: B-1, Yash Kamal, Tithal Road, Valsad-396 001

2. Financial Calendar:

Financial year: 1st April, 2016 to 31st March, 2017

3. Tentative calendar of Board meetings for Financial Year 2016-17:

First Quarter	-	On or before 14 th August, 2016
Second Quarter	-	On or before 14 th November, 2016
Third Quarter	-	On or before 14 th February, 2017
Fourth Quarter	-	On or before 30 th May, 2017

4. Book Closure:

The book closure period is from 22nd September, 2017 to 28th September, 2017, inclusive of both days.

5. Dividend:

The Company has not declared any dividend during the year.

6. Listing on Stock Exchanges:

a) The Company's equity shares are listed and traded from 1994 on the following Stock Exchanges-

Name of Stock Exchange	Stock Code
Bombay Stock Exchange Limited, Mumbai (BSE)	526538
Metropolitan Stock Exchange of India (MSEI)	MAXIMAA

b) Annual listing fees to Bombay Stock Exchange for the year 2016-2017 has been paid.

The ISIN Number (or demat number) of Maximaa Systems Limited on both NSDL and CDSL is INE161B01036. The Company has also paid the annual custody fee for the financial year 2016-2017 to both the depositories, viz. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

7. Stock Data:

Table given below shows the monthly high and low share prices and volumes of Maximaa Systems Limited at the Bombay Stock Exchange Limited, Mumbai (BSE) for the year ended March 31, 2017.

Monthly share price data and volumes, BSE

Month	High(Rs.)	Low(Rs.)	Volume (No. of Shares)
April, 2016	9.50	6.25	29,51,992
May, 2016	9.00	6.10	8,52,609
June, 2016	8.55	6.05	3,84,561
July, 2016	7.92	6.51	1,87,610
August, 2016	8.00	5.50	9,72,132
September, 2016	6.97	4.80	2,45,498
October, 2016	7.00	5.26	12,03,428
November, 2016	7.70	4.80	12,63,873
December, 2016	7.48	6.61	5,47,400
January, 2017	8.95	5.96	35,84,469
February, 2017	9.55	8.01	13,80,829
March, 2017	11.68	8.11	22,53,167

Source: BSE Website.

8. Share transfer system:

In terms of SEBI Circular No. D&CC/FITT/CIR-15/2002 dated December 27, 2002, the Company is providing facility of a common agency for all the work related to share registry in terms of both physical and electronic at a single point by its **Registrar and Share Transfer Agents, (RTA) i.e., Purva Sharegistry (India) Private Limited**, whose address is given below:

Purva Sharegistry (India) Private Limited

Unit no 9, Shiv Shakti Ind Estt, JR Boricha Marg, Opp. Kasturba Hospital Lane,
Lower Parel (E), Mumbai – 400011.

E-mail id - busicomp@vsnl.com,
purvashr@gmail.com,
purvashr@mtnl.net.in

Contact Person:

Mr. Rajesh Shah / V.B. Shah
Ph: 022-2301 0771/8261/2518
Fax: 022-2301 2517

Mr. Manoj Shah, Managing Director and Company Secretary of the Company are severally empowered to approve transfer. The Company obtains from a Practicing Company Secretary half yearly certificate of compliance as required under Regulation 40(9) & (10) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and files the same with Stock Exchanges.

9. Reconciliation of Share Capital Audit Report:

The Securities and Exchange Board of India has directed vide circular No. D&CC/FITTC/CIR-16/2002 dated December 31, 2002 that all issuer companies shall submit a certificate of capital integrity, reconciling the total shares held in both the Depositories, viz. NSDL and CDSL and in physical form with the total issued / paid up capital.

The said certificate, duly certified by the Practicing Company Secretary is submitted to the Stock Exchanges where the securities of the Company are listed within 30 days of the end of each quarter.

10. Shareholding Pattern:

Table given below shows the shareholding pattern of Maximaa Systems Limited as on March 31, 2017.

a. Distribution of Shareholding by size, as on March 31, 2017:

Category		No. of Shareholders	% of Total	Amount of shares held (In Rs.)	% of Total
From	To				
1	5000	6169	88.08	67,96,110	6.72
5001	10000	387	5.53	28,99,070	2.87
10001	20000	201	2.87	30,57,322	3.02
20001	30000	66	0.94	16,66,686	1.65
30001	40000	31	0.44	10,88,470	1.08
40001	50000	28	0.40	13,01,028	1.29
50001	100000	47	0.67	32,29,790	3.26
100001	Above	75	1.07	8,10,64,034	80.12
		7004	100	10,11,72,510	100

b. Categories of Shareholding as on March 31, 2017:

S/No.	Category	Shares held (No)	% of holding
1	Promoters and Promoters Group	1,73,49,125	34.30
2	Mutual Funds & UTI	0	0
3	Banks, Financial Institutions, Insurance Companies, Central/ State Gov. Institutions/ Non-governmental Institutions, Venture Capital	0	0
4	Foreign Institutional Investors (FIIs)	0	0
5	Private Corporate Bodies	20,64,336	4.08
6	Indian Public	2,50,62,995	49.54
7	Trusts	85	0.00
8	Hindu Undivided Family	8,51,154	1.68
9	NRIs/OCBs	43,23,567	8.55
10	Clearing Members	9,34,993	1.85
	TOTAL	5,05,86,255	100

c. Dematerialization of share as on march 31, 2017:

Form	No. of Shares	% of Total
Held in dematerialized form in CDSL	17064301	33.73
Held in dematerialized form in NSDL	32357559	63.96
Physical form	1164395	2.30
Total	50586255	100

The Company's shares are regularly traded on Bombay Stock Exchange Limited, in electronic form.

d. Outstanding GDRs/ADRs/ warrants or any convertible instrument, conversion dates and likely impact on equity:

The Company has not issued any Global Depository Receipts / American Depository Receipts / Warrants or any convertible instruments.

e. Plant Location:

Maximaa Systems Ltd., Storage System

Block No. 337/2, situated at village Bamti Taluka,
Dharampur Dist., Valsad (Gujarat),

Ph: 02633 - 242 114,

Fax: 02632 - 222 302

Maximaa Systems Ltd, Proyurveda

Plot No. 804-808, GIDC,
Gundlav, Valsad (Gujarat).

Ph: 02632-236111,

Fax: 02636-222302.

Maximaa Systems Ltd, Information Technology Development Centre

3rd Floor, Dharamdas Chamber, Station Road, Valsad-396001, Gujarat.

f. Address for Correspondence:

1. Investors and Shareholders can correspond with the company at the following address:-

The Company Secretary
240, Naman Plaza, S.V.Road,
Kandivali (W), Mumbai- 400067.
Ph: 022-2864 8478 / 2801 2704.

2. The Registrar and Share Transfer Agent of the Company:-

Purvasharegistry (India) Private Limited

Mr. Rajesh Shah/V.B. Shah,
Unit No.9, Shiv Shakti Ind Estate, JR Boricha Marg,
Opp. Kasturba Hospital Lane,
Lower Parel (E), Mumbai- 400011.
Ph: 022 2301 0771 / 2301 8261
Fax: 022-23012517

E-mail id – busicomp@vsnl.com
purvashr@mtnl.netin

**FOR AND ON BEHALF OF THE BOARD
MAXIMAA SYSTEM LIMITED**

**Place: Valsad
Date: 31/08/2017**

**Sd/-
Mr. Manoj Shah
Managing Director
DIN: 00017594**

DECLARATION

To,

The Members

MAXIMAA SYSTEMS LIMITED

I, **Mr. Manoj Shah**, Managing Director of **Maximaa Systems Limited**, hereby declare that, as on 31st March, 2017, all the Board Members and Senior Management have affirmed compliance with Code of Conduct laid down by the Company.

For Maximaa Systems Limited

Place : Valsad

Date : 31.08.2017

Mr. Manoj Shah
Managing Director

DIN: 00017594

PRACTICING COMPANY SECRETARY'S REPORT ON CORPORATE GOVERNANCE

To
The Members of
Maximaa Systems Limited

We have examined the compliance of conditions of Corporate Governance by Maximaa Systems Limited as at 31st March 2017, as stipulated in Clause 49 of the Listing Agreement of the said Company with Stock Exchange(s) in India.

The compliance of conditions of Corporate Governance is the responsibility of the Company's Management. our examination was limited to procedures and implementations thereof, adopted by the company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the company.

In our opinion and to our best information and according to the explanations given to us and 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 the above mentioned Listing Agreement.

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 K DALAL & CO.
PRACTICING COMPANY SECRETARIES

Sd/-
KUNJAL DALAL
C.P. NO. 3863
M. No.3530

Place: Surat
Date: 31/08/2017

DECLARATION ON COMPLIANCE OF THE COMPANY'S CODE OF CONDUCT

To,

The Members of

MAXIMAA SYSTEMS LIMITED

The Company has framed a specific Code of Conduct for the members of the Board of Directors and the Senior Management Personnel of the Company pursuant to Clause 49 of the Listing Agreement with Bombay Stock Exchange to further strengthen corporate governance practices of the Company.

All the members of the Board and Senior Management Personnel of the Company have affirmed due observance of the said code of conduct in so far as it is applicable to them and there is no non-compliance thereof during the year ended 31st March, 2017.

Place: Valsad
Date:31/08/2017

Sd/-
Mr. Manoj Shah
Managing Director
DIN: 00017594

INDEPENDENT AUDITOR'S REPORT

To,
The Members of
MAXIMAA SYSTEMS LIMITED

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of **MAXIMAA SYSTEMS LIMITED** ("**the Company**") which comprises the Balance Sheet as at March 31, 2017, the Statement of Profit and Loss, Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(4) of the Companies Act, 2013 ("the Act") with respect to the preparation of these (Standalone) financial statements that give a true and fair view of the financial position, financial performance 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.

Auditor's 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 thereunder.

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 misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the 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 financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, 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 on the standalone financial statement.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statement 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, of the state of affairs of the Company as at March 31, 2017, and its Profit/Loss and its Cash flow for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), as amended, 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**" a statement 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:
 - a. 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;
 - b. In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c. The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d. In our opinion, the aforesaid Standalone financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e. On the basis of written representations received from the directors as on March 31, 2017 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2017 from being appointed as a director in terms of Section 164 (2) of the Act.
 - f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure B**".

With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

- i. The Company does not have any pending litigations which would impact its financial position.
- ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

Following are the instances of delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company

- a. -NIL-
- b. -NIL-

For and on behalf of,
C. D. Khakhkhar & Co.
Chartered Accountants
Firm's Registration No: 141767W

Sd-
Chetan D. Khakhkhar
Proprietor
Membership number: 122647

Place: Valsad
Date: 29.05.2017

“Annexure A” to the Independent Auditors’ Report

Referred to in paragraph 1 under the heading ‘Report on Other Legal & Regulatory Requirement’ of our report of even date to the financial statements of the Company for the year ended 31st March, 2017.

- 1) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;
- (b) The Fixed Assets have been physically verified by the management in a phased manner, designed to cover all the items over a period of three years, which in our opinion, is reasonable having regard to the size of the company and nature of its business. Pursuant to the program, a portion of the fixed asset has been physically verified by the management during the year and no material discrepancies between the books records and the physical fixed assets have been noticed.
- (c) The title deeds of immovable properties are held in the name of the company.
- 2) (a) The management has conducted the physical verification of inventory at reasonable intervals.
- (b) The discrepancies noticed on physical verification of the inventory as compared to books records which has been properly dealt with in the books of account were not material.
- 3) The Company has granted interest free loans, secured or unsecured to companies, firms, Limited Liability partnerships or other parties covered in the Register maintained under section 189 of the Act and as detailed in the related party transactions disclosure in the notes. According to the information and explanations given to us and in our opinion the terms and condition on which such advances have been given to parties listed in register maintained under section 189 of the Companies Act are not prima facie prejudicial to the interest of the Company. The parties are regular in repaying the advances, or they are either being adjusted or being repaid regularly.
- 4) In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 in respect of loans, investments, guarantees, and security.
- 5) The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.
- 6) As informed to us, the maintenance of Cost Records has not been specified by the Central Government under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the company.
- 7) (a) According to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company has been generally regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income-Tax, Sales tax, Service Tax, Duty of Customs, Duty of Excise, Value added Tax, Cess and any other statutory dues with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at March 31, 2017 for a period of more than six months from the date on when they become payable.
- (b) According to the information and explanation given to us, there are no dues of income tax, sales tax, service tax, duty of customs, duty of excise, value added tax outstanding on account of any dispute.
- 8) In our opinion and according to the information and explanations given to us, the Company has defaulted in the repayment of dues to banks. The Company has not taken any fresh loan either from financial institutions or from the government and has not issued any debentures.
- 9) Based upon the audit procedures performed and the information and explanations given by the management, the company has not raised moneys by way of initial public offer or further public offer including debt instruments and

term Loans. Accordingly, the provisions of clause 3 (ix) of the Order are not applicable to the Company and hence not commented upon.

- 10) Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.
- 11) Based upon the audit procedures performed and the information and explanations given by the management, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act;
- 12) In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 4 (xii) of the Order are not applicable to the Company.
- 13) In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
- 14) Based upon the audit procedures performed and the information and explanations given by the management, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3 (xiv) of the Order are not applicable to the Company and hence not commented upon.
- 15) Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company and hence not commented upon.
- 16) In our opinion, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3 (xvi) of the Order are not applicable to the Company and hence not commented upon.

For and on behalf of,

C. D. Khakhkhar & Co.

Chartered Accountants

Firm's registration number: 141767W

Sd/-

Chetan D. Khakhkhar

Proprietor

Membership number: 1226

Place : Valsad

Date : 29.05.2017

Annexure B” to the Independent Auditor’s Report of even date on the Standalone Financial Statements of MAXIMAA SYSTEMS LIMITED.

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 **MAXIMAA SYSTEMS LIMITED** (“the Company”) as of March 31, 2017 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on the size of the Company and the nature of its business with regard to purchase of inventory and Fixed Assets and for the sale of goods & services.

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 its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

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 controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the 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 authorisations of management and directors of the company; and
- (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2017, based on the size of the Company and the nature of its business with regard to purchase of inventory and Fixed Assets and for the sale of goods & services

For and on behalf of,

C. D. Khakhkhar & Co.

Chartered Accountants

Firm's registration number: 141767W

Sd/-

Chetan D. Khakhkhar

Proprietor

Membership number: 122647

Place: Valsad

Date: 29.05.2017

INDEPENDENT AUDITOR'S REPORT

To,
The Members of
MAXIMAA SYSTEMS LIMITED

Report on the Consolidated Financial Statements:

We have audited the accompanying consolidated financial statements of **MAXIMAA SYSTEMS LIMITED** (hereinafter referred to as "**the Holding Company**") and its subsidiary **PROYURVEDA LIFESCIENCE PRIVATE LIMITED** (**the Holding Company and its subsidiary together referred to as "the Group"**) comprising of the consolidated Balance Sheet as at March 31, 2017, the consolidated Statement of Profit and Loss, the consolidated Cash Flow Statement for the year ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

Management's Responsibility for the Standalone Financial Statements:

The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group 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 Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the 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 consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated 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 thereunder.

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 misstatement.

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

We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statement 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, of the consolidated state of affairs of the Group as at March 31, 2017, and their consolidated Profit/Loss and their consolidated Cash flow for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), as amended, 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**" a statement 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:
 - a. 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 of the aforesaid consolidated financial statements.
 - b. In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept by the Company so far as it appears from our examination of those books;
 - c. The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
 - d. In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e. On the basis of the written representations received from the directors of the Holding Company as on March 31, 2017 taken on record by the Board of Directors of the Holding Company, none of the directors of the Group companies incorporated in India is disqualified as on March 31, 2017 from being appointed as a director in terms of Section 164 (2) of the Act.
 - f. With respect to the adequacy of the internal financial controls over financial reporting of the Group companies and the operating effectiveness of such controls, refer to our separate Report in "**Annexure B**".
 - g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Group Company does not have any pending litigations which would impact its financial position.
 - ii. The Group Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

Following are the instances of delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company

- a. —NIL—
- b. —NIL—

For and on behalf of,
C. D. Khakhkhar & Co.
Chartered Accountants
Firm's Registration No: 141767W

Chetan D. Khakhkhar
Proprietor
Membership number: 122647

Place : Valsad
Date : 29.05.2017

“Annexure A” to the Independent Auditors’ Report

Referred to in paragraph 1 under the heading ‘Report on Other Legal & Regulatory Requirement’ of our report of even date on the consolidated financial statements of Maximaa Systems Limited

- 1) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;
- (b) The Fixed Assets have been physically verified by the management in a phased manner, designed to cover all the items over a period of three years, which in our opinion, is reasonable having regard to the size of the company and nature of its business. Pursuant to the program, a portion of the fixed asset has been physically verified by the management during the year and no material discrepancies between the books records and the physical fixed assets have been noticed.
- (c) The title deeds of immovable properties are held in the name of the company.
- 2) (a) The management has conducted the physical verification of inventory at reasonable intervals.
- (b) The discrepancies noticed on physical verification of the inventory as compared to books records which has been properly dealt with in the books of account were not material.
- 3) The Company has granted interest free loans, secured or unsecured to companies, firms, Limited Liability partnerships or other parties covered in the Register maintained under section 189 of the Act and as detailed in the related party transactions disclosure in the notes. According to the information and explanations given to us and in our opinion the terms and condition on which such advances have been given to parties listed in register maintained under section 189 of the Companies Act are not prima facie prejudicial to the interest of the Company. The parties are regular in repaying the advances, or they are either being adjusted or being repaid regularly.
- 4) In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 in respect of loans, investments, guarantees, and security.
- 5) The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.
- 6) As informed to us, the maintenance of Cost Records has not been specified by the Central Government under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the company.
- 7) (a) According to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company has been generally regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income-Tax, Sales tax, Service Tax, Duty of Customs, Duty of Excise, Value added Tax, Cess and any other statutory dues with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at March 31, 2017 for a period of more than six months from the date on when they become payable.
- (b) According to the information and explanation given to us, there are no dues of income tax, sales tax, service tax, duty of customs, duty of excise, value added tax outstanding on account of any dispute.
- 8) In our opinion and according to the information and explanations given to us, the Company has defaulted in the repayment of dues to banks. The Company has not taken any fresh loan either from financial institutions or from the government and has not issued any debentures.
- 9) Based upon the audit procedures performed and the information and explanations given by the management, the company has not raised moneys by way of initial public offer or further public offer including debt instruments and term Loans. Accordingly, the provisions of clause 3 (ix) of the Order are not applicable to the Company and hence not commented upon.

- 10) Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.
- 11) Based upon the audit procedures performed and the information and explanations given by the management, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act;
- 12) In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 4 (xii) of the Order are not applicable to the Company.
- 13) In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
- 14) Based upon the audit procedures performed and the information and explanations given by the management, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3 (xiv) of the Order are not applicable to the Company and hence not commented upon.
- 15) In our opinion, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3 (xvi) of the Order are not applicable to the Company and hence not commented upon.

For and on behalf of,

C. D. Khakhkhar & Co.

Chartered Accountants

Firm's Registration No: 141767W

Chetan D. Khakhkhar

Proprietor

Membership number: 1226

Place: Valsad

Date: 29.05.2017

Annexure B” to the Independent Auditor’s Report of even date on the Consolidated Financial Statements of MAXIMAA SYSTEMS LIMITED.

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 **MAXIMAA SYSTEMS LIMITED** (“the Company”) as of March 31, 2017 in conjunction with our audit of the consolidated financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on the size of the Company and the nature of its business with regard to purchase of inventory and Fixed Assets and for the sale of goods & services.

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 its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

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 controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the 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 authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2017, based on the size of the Company and the nature of its business with regard to purchase of inventory and Fixed Assets and for the sale of goods & services

For and on behalf of,

C. D. Khakhkhar & Co.

Chartered Accountants

Firm's Registration No: 141767W

Chetan D. Khakhkhar

Proprietor

Membership number: 122647

Place: Valsad

Date: 29.05.2017

BALANCE SHEET AS AT 31ST MARCH, 2017

Particulars	Note No	Year Ended 31 st March, 2017 Rs.	Year Ended 31 st March, 2016 Rs.
I EQUITY AND LIABILITIES			
(1) Shareholders' Funds			
(a) Share Capital	1	112,773,510.00	112,773,510
(b) Reserves and Surplus	2	22,449,685.67	44,555,524
(2) Equity Share Application Money	3	26,000,000.00	26,577,500.00
(3) Non-Current Liabilities			
(a) Long-Term Borrowings	4	67,077,912.00	68,516,403
(b) Long-Term Provisions	5		-
(c) Long Term Liabilities	6	1,520,000.00	1,940,000
(4) Current Liabilities			
(a) Short-Term Borrowings	7	135,567,956.00	136,330,913
(b) Trade Payables		75,636,608.00	80,118,311
(c) Other Current Liabilities	8	27,153,653.00	26,628,456
(d) Short-Term Provisions	9	3,637,990.00	5,398,383
Total		<u>471817314.67</u>	<u>502,839,000</u>
II ASSETS			
(1) Non-Current Assets			
(a) Fixed assets			
(i) Tangible Assets	10	138,768,198.00	141,218,656
(ii) Intangible Assets		11,153,476.00	14871301.00
(b) Non-Current Investments	11	20,090,000.00	20090000.00
(c) Long Term Loans and Advances	12	42,147,042.00	39,496,485
(d) Other Non-Current Assets	13	1,123,560.00	1,123,560
(2) Current Assets			
(a) Inventories	14	180,598,357.75	162,368,519
(b) Trade Receivables	15	54,521,204.92	86,730,803
(c) Cash and Bank Equivalents	16	4,988,687.00	5,839,294
(d) Short-Term Loans and Advances	17	13,439,992.00	26,136,075
(e) Other Current Assets	18	4,986,797.00	4,964,307
Total		<u>471,817,314.67</u>	<u>502,839,000.00</u>

As per our Attached Report of Even Date

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

For C. D. Khakhkhar & Co.

Chartered Accountants

F. R. No. : 141767W

Sd/-

CHETAN KHAKHKHAR

Proprietor

Membership No. :122647

Place: Valsad

Date: 29.05.2017

Sd/-

MR. MANOJ SHAH

DIN: 00017594

Managing Director

Sd/-

MR. MAHESH SHAH

DIN: 00017559

Jt. Managing Director

Sd/-

MR. MAYUR SHAH

DIN: 00016358

Jt. Managing Director

Sd/-

MR. NAGRAJ MOGAVEERA

M. No: A49737

Company Secretary

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31st MARCH, 2017

Particulars	Note No	Year Ended 31 st March, 2017 Rs.	Year Ended 31 st March, 2016 Rs.
I Revenue from Operations (Net of Excise)	19	130,917,727	194,355,132
II Other Income	20	43,503	19,486,413
III Total Revenue (I +II)		130,961,229	213,841,545
IV Expenses:			
a Cost of Materials Consumed	21	69,761,919	36,773,076
b Purchase of Stock-in-Trade	22	7,657,000	120,254,430
c Manufacturing & Opertaing Costs	23	9,585,658	6,552,932
d Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade	24	(5,973,721)	(5,806,265)
e Employee Benefit Expenses	25	28,958,354	21,325,212
f Financial Costs	26	777,106	10,340,216
g Depreciation and Amortization Expenses		7,019,000	8,191,576
h Other Expenses	27	35,243,634	23,047,250
Total Expenses		153,028,950	220,678,427
V. Profit before exceptional and extraordinary items and tax (III - IV)		(22,067,720)	(6,836,882)
VI. Exceptional Items		-	-
IX. Profit before tax (VII - VIII)		(22,067,720)	(6,836,882)
X. Tax Expense :-			
Income Tax for Current Year		-	-
Income Tax for Earlier Year		-	-
Less : MAT Credit Entitlement		-	(49,000)
		-	(49,000)
XI Profit/(Loss) for the period (IX + X)		(22,067,720)	(6,787,882)
XII. Earning per equity share:			
Basic & Diluted		(0.43)	(0.13)
As per our Attached Report of Even Date	FOR AND ON BEHALF OF THE BOARD OF DIRECTORS		
For C. D. Khakhkhar & Co. Chartered Accountants F. R. No. : 141767W Sd/- CHETAN KHAKHKHAR Proprietor Membership No. :122647 Place: Valsad Date: 29.05.2017	Sd/- MR. MANOJ SHAH DIN: 00017594 Managing Director	Sd/- MR. MAYUR SHAH DIN: 00016358 Jt. Managing Director	
	Sd/- MR. MAHESH SHAH DIN: 00017559 Jt. Managing Director	Sd/- MR. NAGRAJ MOGAVEERA M. No: A49737 Company Secretary	

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2017

PARTICULARS	AS AT 31 ST MARCH, 2017 (RS.)	AS AT 31 ST MARCH, 2016 (RS.)
A CASH FLOW FROM OPERATING ACTIVITIES :		
Net Profit before Exceptional & Extraordinary Items & Tax	(22,067,720)	(6,836,882)
Adjustments for :		
Depreciation	7,019,000	8,191,576
Interest & Expenses on Borrowings	777,106	10,340,216
Interest Income	(8,280)	(81,571)
Sundry Balances Written Back	(122,283)	(19,390,913)
Provision for Gratuity No Longer Required	-	-
Adjustments for pending Foreign Exchange Realisations	241,980	60,951
	7,907,523	(879,741)
Operating Profit before Working Capital Changes	(14,160,197)	(7,716,623)
Adjustments for :		
Trade Receivables & Other Assets	38,337,622	138,091,947
Inventories	(18,229,370)	(12,961,141)
Trade Payables & Other Liabilities	(4,481,392)	(128,492,582)
	15,626,860	(3,361,776)
NET CASH FLOW FROM OPERATING ACTIVITIES A	1,466,663	(11,078,399)
B CASH FLOW FROM INVESTING ACTIVITIES :		
Purchase of Fixed Assets	(332,043)	(11,786,413)
Interest Income	8,280	81,571
NET CASH FLOW FROM INVESTING ACTIVITIES B	(323,763)	(11,704,842)
C CASH FLOW FROM FINANCING ACTIVITIES :		
Receipts / Payment for Equity Share Application Money	(578,000)	26,577,500
Borrowings (Net)	(1,438,088)	3,939,778
Interest & Expenses on Borrowings	(777,106)	(10,340,216)
NET CASH FLOW FROM FINANCING ACTIVITIESC	(2,793,194)	20,177,062
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS (A+B+C)	(1,650,294)	(2,606,179)
CASH AND CASH EQUIVALENTS AS AT 1ST APRIL 2016 (OPENING BALANCE)	5,839,294	8,445,473
CASH AND CASH EQUIVALENTS AS AT 31ST MARCH 2017 (CLOSING BALANCE)	4,989,000	5,839,294

Note :-

- The Cash Flow Statement has been prepared under the indirect method as set out in Accounting Standard 3 'Cash Flow Statement' as specified in the Companies (Accounting Standard) Rule 2006.
- Previous year's figures have been regrouped / reclassified wherever considered necessary.

As per our Attached Report of Even Date

For C. D. Khakhkhar & Co.

Chartered Accountants

F. R. No. : 141767W

Sd/-

CHETAN KHAKHKHAR

Proprietor

Membership No. :122647

Place: Valsad

Date: 29.05.2017

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

Sd/-

MR. MANOJ SHAH

DIN: 00017594

Managing Director

Sd/-

MR. MAYUR SHAH

DIN: 00016358

Jt. Managing Director

Sd/-

MR. MAHESH SHAH

DIN: 00017559

Jt. Managing Director

Sd/-

MR. NAGRAJ MOGAVEERA

M. No: A49737

Company Secretary

SCHEDULE FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 2017

PARTICULARS	As at 31 st March, 2017	As at 31 st March, 2016
Note 1 <u>Share Capital</u>		
a <u>Authorised Capital</u>		
10,10,00,000 Equity Shares of Rs.2/-each (Previous year 10,10,00,000 Equity Shares of Rs.2/-each)	202,000,000	202,000,000
b <u>Issued, Subscribed & Paid-Up Capital</u>		
5,05,86,255 Equity Shares of Rs.2/- each (Previous Year 5,05,86,255 Equity Shares of Rs.2/- each) fully paid up.	101,172,510	101,172,510
Total	101,172,510	101,172,510
Note 2 <u>Reserves and Surplus</u>		
a <u>Share Premium</u>		
Opening Balance	49,418,430	49,418,430
Add: Share Premium Received on Allotement of Shares	-	-
Closing Balance	49,418,430	49,418,430
b <u>Capital Reserve</u>		
Opening Balance	12,180,000	12,180,000
(+) Current Year Transfer	-	-
(-) Written Back in Current Year	-	-
Closing Balance	12,180,000	12,180,000
c <u>Profit & Loss Account</u>		
Opening Balance	(21,451,024)	(21,756,031)
Adjustment (+ / -)		
(+) Net Profit/(Net Loss) For the Current Year	2,634,280	305,007
Closing Balance	(18,816,744)	(21,451,024)
Total	42,781,686	40,147,406
Note 3 <u>Share Application Money</u>		
Share Application Money (Previous Year Rs. 5,77,500/-) pending for more than 60 day	-	577,500
Note 4 <u>Long Term Borrowings (Also refer Note - 7)</u>		
A <u>Secured Term Loans - From Banks</u>		
a <u>Nature of Security</u> : Term Loan amounting to Rs. 1,42,57,868/- (Previous year Rs. 1,37,21,007/-) is secured by exclusive and specific charge on the Land & Building and Plant & Machinery at Dharpur.	9,592,868	9,592,868

SCHEDULE FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 2017

PARTICULARS	As at 31 st March, 2017	As at 31 st March, 2016
<p>Term of Repayment: Repayable in 84 equated monthly installments of Rs. 3,88,751/- from December 2011. Last installment - November 2018. Rate of Interest 15.70% p.a.</p>	-	-
<p>b Nature of Security : Term Loan amounting to Rs. 1,52,33,279/- (Previous year Rs. NIL/-) is secured by exclusive and specific charge on the Building at GIDC Gundlav</p>	20,590,654	20,590,654
<p>Term of Repayment: Repayable in 72 equated monthly installments of Rs. 3,12,500/- from november 2014. Last installment - October 2020. Rate of Interest 15.70% p.a.</p>	-	-
<p>c Nature of Security : Term Loan amounting to Rs. 1,10,60,723/- (Previous year Rs. NIL-) is secured by exclusive and specific charge on the Plant & Machinery at GIDC Gundlav</p>	36,609,969	36,609,969
<p>Term of Repayment: Repayable in 72 equated monthly installments of Rs. 5,55,555/- from November 2014 Last installment - october 2020. Rate of Interest 15.70% p.a.</p>	-	-
<p>d Nature of Security : Term Loan amounting to Rs.47,94,000/- is secured by Hypothecation over Vehicles in the name of Directors)</p>	284,421	1,722,912
<p>Term of Repayment: Repayable in 36 equated monthly installments of Rs. 155429/- from April 2014. Rate of Interest 21% p.a.</p>	-	-
<p>e Nature of Security : Term Loan amounting to Rs.8,58,337/- (Previous year Rs.15,24,000/-) is secured by Hypothecation over Vehicles in the name of Directors)</p>	-	-
<p>Term of Repayment: Repayable in 36 equated monthly installments of Rs. 77,724/- from April 2013. Last installment March 2016. Rate of Interest 21% p.a.</p>	-	-
Total	67,077,912	68,516,403
Note 5 <u>Long Term Provisions</u>	-	-
Provision for Taxation	-	-
Provision for Gratuity	-	-
Total	-	-
Note6 <u>Long Term Liabilities</u>	-	-
Dealer Deposits	1,520,000	1,940,000
Total	1,520,000	1,940,000

SCHEDULE FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 2017

PARTICULARS	As at 31 st March, 2017	As at 31 st March, 2016
Note 7		
<u>Short Terns Borrowings</u>		
<u>Secured Working Capital Loan from Banks</u>		
(Secure by Hypothecation of Raw Materials, Work In Progress and Finished Goods, Book Debts and personal guarantee of Directors and further secured by first Equitable Mortgage of Land, Building, Plant & Machinery, Machinery Stores, Tools, Fixtures, Furniture, Fitting Acces., Equipments, Electrical Installation both Present & Future.)	113,036,988	116,895,257
Unsecured - From Others (Including Inter company balances)	19,596,665	19,435,656
Total	132,633,653	136,330,913
Note 8		
<u>Other Current Liabilities</u>	-	-
Current Maturities of Long Term Borrowings (Also refer Note - 3 above)	15,081,660	15,081,660
Duties & Taxes Payable	439,419	1,014,525
Advance from Customers	7,206,212	9,393,762
Payable to Directors	4,241,736	298,200
Total	26,969,027	25,788,147
Note 9		
<u>Short Term Provisions</u>		
Salary & Wages Payable	2,452,300	2,903,043
Contribution to PF	72,000	249,123
Professional Tax Payable	60,820	823,836
Gratuity Provision	1,035,239	1,323,230
Insurance Deduction	-	13,532
Bonus Payable	-	-
Provisions for Employee Benefits	3,620,359	5,312,764
Others Provisions	17,631	85,619
Total	3,637,990	5,398,383
Note 11		
<u>Long Term Investments</u>		
<u>(Unquoted - Non-Trade)</u>		
Equity Share With Essenza Life Science Ltd	2,090,000	2,090,000
Equity Share With Proyurveda Lifescience Pvt. Ltd.	18,000,000	18,000,000
Total	20,090,000	20,090,000
Note 12		
<u>Long Term Loans and Advances</u>		
<u>(Unsecured - Considered Good)</u>		
Security Deposits	8,779,302	8,612,302
Advance Income Tax & TDS	-	53,233
Marign Money Recurring Deposit	-	-
Total	8,779,302	8,665,535
Note 13		
<u>Other Non-Current Assets</u>		
MAT Credit Entitelment	1,123,560	1,123,560
Total	1,123,560	1,123,560

Note 10 : FIXED ASSETS

NO.	Name of Assets	GROSS BLOCK				DEPRECIATION BLOCK				NET BLOCK	
		OPENING BALANCE AS ON 01-04-2016	ADDITION DURING YEAR	DEDUC-TION	CLOSING BALANCE AS ON 31-03-2017	OPENING BALANCE AS ON 01-04-2016	DURING THE YEAR	'DED./ ADJST	CLOSING BALANCE AS ON 31-03-2017	AS ON 31-03-2017	AS ON 31-03-2016
A	TENGIBLE ASSETS										
1	Land	193,175	-	-	193,175	-	-	-	-	193,175	193,175
2	Land Development	242,069	-	-	242,069	-	-	-	-	242,069	242,069
3	Building	49,212,632	-	-	49,212,632	4,807,621	480,762	-	4,326,859	44,885,773	49,212,632
	Factory - Storage	15,385,035	-	-	15,385,035	3,694,618	369,461.79	-	3,325,156	12,059,879	15,385,035
	Factory - Proyurveda	32,069,535	-	-	32,069,535	341,649	34,164.90	-	307,484	31,762,051	32,069,535
	Office	1,194,660	-	-	1,194,660	579,092	57,909.15	-	521,182	673,477	1,194,660
	Staff Quarter	315,002	-	-	315,002	127,881	12,788.10	-	115,093	199,909	315,002
	Office IT	248,401	-	-	248,401	64,382	6,438.15	-	57,943	190,457	248,401
4	Plant & Machinery	73,233,455	199,333	-	73,432,788	13,188,770	4,131,997	-	9,012,154	77,954,543	73,233,455
	P & M - Storage	26,593,156	95,443	-	26,688,599	11,806,905	3,931,410.00	-	7,875,495	21,546,585	26,593,156
	P & M - Proyurveda	42,327,502	103,890	-	42,431,392	709,614	106,442.10	-	603,172	52,628,648	42,327,502
	Electricals - Storage	2,376,366	-	-	2,376,366	428,678	64,301.69	-	364,376	2,011,990	2,376,366
	Electricals - Proy	1,445,471	-	-	1,445,471	14,452	2,167.76	-	12,284	1,433,187	1,445,471
	DG Set	481,297	-	-	481,297	176,048	26,407.16	-	149,641	331,657	481,297
	P & L IT - DG	9,662	-	-	9,662	8,454	1,268.10	-	7,186	2,476	9,662
5	Computers	2,378,989	26,000	-	2,404,989	1,191,805	745,619	-	446,186	1,958,803	2,378,989
	Computers - Storage	436,073	-	-	436,073	593,975	356,384.88	-	237,590	198,483	436,073
	Computers - IT	1,835,894	-	-	1,835,894	589,637	384,318.32	-	205,319	1,630,575	1,835,894
	Computer Proyu	107,022	26,000	-	133,022	8,193	4,915.92	-	3,277	129,745	107,022
6	Furniture & Fixtures	3,036,040	28,301	-	3,064,341	1,626,296	103,334	-	930,005	2,134,336	3,036,040
	Factory - Storage	1,124,294	28,301	-	1,152,595	445,951	44,595.09	-	401,356	751,239	1,124,294
	Factory - Proyurveda	165,373	-	-	165,373	1,762	176.22	-	1,586	163,787	165,373
	Office	209,472	-	-	209,472	156,452	15,645.20	-	140,807	68,665	209,472
	Furniture -IT	1,536,901	-	-	1,536,901	429,174	42,917.40	-	386,257	1,150,644	1,536,901
7	Office Equipments	3,661,497	35,200	-	3,696,697	608,969	91,345	-	517,624	3,179,074	3,661,497
	Office - Storage	765,864	35,200	-	801,064	489,182	73,377.27	-	415,805	385,260	765,864
	Office - Proyurveda	2,374,101	-	-	2,374,101	23,873	3,580.97	-	20,292	2,353,809	2,374,101
	Office - IT	521,532	-	-	521,532	95,914	14,387.10	-	81,527	440,005	521,532
8	Vehicles	6,919,589	43,209	-	6,962,798	2,171,610	233,399	-	1,322,597	5,802,021	6,919,589
	Tempo -1259	334,724	43,209	-	377,933	345,844	51,876.60	-	293,967	245,785	334,724
	Car-3725	34,671	-	-	34,671	30,546	4,581.90	-	25,964	8,707	34,671
	Car 4480	280,247	-	-	280,247	275,864	41,379.60	-	234,484	45,763	280,247
	Car 4470	594,330	-	-	594,330	388,919	58,337.88	-	330,581	263,748	594,330
	BIKE 7005	62,610	-	-	62,610	33,830	5,074.50	-	28,756	33,855	62,610
	M BENZ	5,613,007	-	-	5,613,007	480,993	72,148.94	-	408,844	5,204,163	5,613,007
9	Capital WIP	-	-	-	-	-	-	-	-	-	-
	CURRENT YEAR TOTAL (A)	138,877,445	332,043	-	139,209,488	30,168,589	5,786,457	-	16,555,424	136,349,793	138,877,445
B	INTENGIBLE ASSTS										
1	Formulations Trademarks	-	-	-	-	-	-	-	-	-	-
2	Patents	7,141,293	-	-	7,141,293	2,142,893	535,723.13	-	1,607,169	5,534,123	7,141,293
		10,071,219	-	-	10,071,219	2,711,281	677,820.19	-	2,033,461	8,037,759	10,071,219
C	CURRENT YEAR TOTAL (B)	17,212,512	332,043	-	17,212,512	6,472,231	1,213,543	-	3,640,630	13,571,882	17,212,512
	Current yr Grp Total (A+B)	156,089,957	332,043	-	156,422,000	36,640,820	7,000,000	-	20,196,054	149,921,674	156,089,957

SCHEDULE FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 2017

PARTICULARS	As at 31 st March, 2017	As at 31 st March, 2016
Note 14 <u>Inventories</u>		
Raw Materials	57,483,524	45,226,458
Work In Progress	67,567,243	62,556,768
Finished Goods	46,843,671	41,878,973
Stock In Trade	5,480,837	12,323,289
Packing Materials	-	-
Plant & Machinery held for disposal	383,031	383,031
Total	177,758,306	162,368,519
Note 15 <u>Trade Receivables (Unsecured - Considered Good)</u> (Unsecured - Considered Good)		
Trade Receivables outstanding for a period exceeding six months from the date they are due for payment.	45,723,883	53,005,746
Trade Receivables outstanding for a period less than six months from the date they are due for payment.	6,449,814	28,766,160
Total	52,173,697	81,771,906
Note 16 <u>Cash and Cash Equivalents</u>		
Balances with Banks	4,103,746	1,030,095
Cash on Hand	678,022	3,954,768
Cheque On Hand	-	-
Margin Money Deposits with Bank	-	-
Total	4,781,768	4,984,863
Note 17 <u>Short Term Loans and Advances</u> (Unsecured - Considered Good)		
Advances to Suppliers	-	-
Capital Advances	-	-
Advances to Related Parties	2,054,818	4,681,309
Advances to Employees	1,243,112	673,044
Prepaid Expenses	-	-
Balances with Government Authorities	1,525,598	2,507,436
Other Loans & Advances	8,616,464	8,740,241
Total	13,439,992	16,602,030
Note 18 <u>Other Current Assets</u>		
Accrued Interest on Deposits	102,258	102,258
Accrued Foreign Exchange Gain (Net)	4,762,239	4,762,239
Total	4,864,497	4,864,497

SCHEDULE FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 2017

PARTICULARS	As at 31 st March, 2017	As at 31 st March, 2016
Note 19 <u>Revenue from Operations</u>		
<u>Sale of Products</u>		
<u>Manufactured Sales</u>		
- Storage Systems Division	103,243,584	45,191,792
- Proyurveda Division	19,984,593	21,429,729
<u>Trading Sales</u>		
- Storage Systems Division	62,120	30,990,327
- Proyurveda Division	-	82,999,620
<u>Income from Services</u>		
Erection Services	1,715,506	1,101,833
Information Technology Services	9,001,437	10,751,814
Less: Excise Duty Recovered	11,160,513	6,125,748
Total	122,846,727	186,339,367
Note 20 <u>Othe Income</u>		
Rent Income	-	74,880
Interest Income	8,280	81,571
Foreign Exchange Gain (Net)	(241,980)	(60,951)
Gratuity Provision Written Back	-	-
Discount Received	1,920	-
Sundry Balances Written Back	122,283	19,390,913
Total	(109,497)	19,486,413
Note 21 <u>Cost of Materials Consumed</u>		
<u>- Storage Systems Division</u>		
Opening Stock	20,641,586	20,066,543
Add : Purchases	67,811,015	31,520,110
Total :	88,452,601	51,586,653
Less: Closing Stock	21,359,186	20,641,586
	67,093,415	30,945,067
<u>- Proyurveda Division</u>		
Opening Stock	24,584,872	17,622,814
Add : Purchases	14,207,970	12,790,067
Total :	38,792,842	30,412,881
Less: Clsoing Stock	36,124,338	24,584,872
	2,668,504	5,828,009
Total Cost of Materials Consumed :	69,761,919	36,773,076

SCHEDULE FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 2017

PARTICULARS	As at 31 st March, 2017	As at 31 st March, 2016
Note 22 <u>Purchase of Stock In Trade</u>		
Storage Systems Division	-	30,820,918
Proyurveda Division	-	85,280,632
Total	-	116,101,550
Note 23 <u>Manufacturing and Operating Costs</u>		
Processing Charges	-	11,121
Consumables Stores	-	163,352
Freight & Carriage Expenses	1,586,743	1,021,872
Information Technology Service Expenses	-	403,451
Other Factory Expenses	4,297,847	2,886,244
Packing Expenses	115,469	10,835
Power & Fuel	1,786,469	1,961,993
Repairs And Maintenance - Factory Building	148,623	-
Repairs And Maintenance - Plant & Machinery	83,502	94,064
Total	8,018,653	6,552,932
Note 24 <u>Changes in Inventories of Finished Goods, Work-In-Progress and Stock-In-Trade</u>		
<u>Opening Stock</u>		
Material In Process	62,556,768	64,074,099
Finished Goods	41,878,973	38,279,607
Stock In Traded	12,323,289	8,981,284
Total	116,759,030	111,334,990
<u>Less : Closing Stock</u>		
Material In Process	67,567,243	62,556,768
Finished Goods	46,843,671	41,878,973
Stock In Traded	5,480,837	12,323,289
Total	119,891,751	116,759,030
	(3,132,721)	(5,424,040)
Excise Duty on Closing Stock of Finished Goods	-	-
Less : Excise Duty on Opening of Finished Goods	-	382,225
Add (Less) : Variation in Excise Duty on Opening & Closing Stock of Finished Goods	-	(382,225)
Total of Change In Inventories	(3,132,721)	(5,806,265)

SCHEDULE FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 2017

PARTICULARS	As at 31 st March, 2017	As at 31 st March, 2016
Note 25 <u>Employee Benefit Expenses</u>		
Salaries and Wages	20,132,493	16,890,792
Directors Remuneration	3,987,960	2,873,940
Contribution to Provident and Other Funds	564,808	625,987
Bonus	215,001	109,507
Gratuity	157,029	37,820
Staff Welfare Expenses	156,063	168,349
Total	25,213,354	20,706,395
Note 26 <u>Finance Costs</u>		
Interest Charges	777,106	9,982,906
Other Borrowing Costs	-	357,310
Total	777,106	10,340,216
Note 27 <u>Other Expenses</u>		
Advertisement Expenses	248,340	96,550
Audit Fees	100,000	55,000
Bank Charges	143,074	34,611
Commission on Sales	261,609	275,755
Custody Fees & RTA Expenses	96,883	211,000
Electricity Expenses	656,512	701,521
Insurance Expenses	-	-
Legal & Professional Fees	570,463	804,140
Listing Fees	225,000	200,000
Misc. Expenses	1,133,067	1,407,093
Sundry Dr Bal W/Off	93,399	344,268
Postage & Couries Expenses	135,043	81,864
Printing & Stationery Expenses	249,550	131,812
Rates & Taxes	103,048	591,736
Rent	1,570,037	1,023,000
Repairs & Maintenance - Others	101,978	288,411
Selling & Distribution/ Business Promotion Expenses	3,104,309	1,819,129
Telephone & Mobile Expenses	445,747	524,184
Tempo Expenses	-	-
Travelling & Conveyance Expenses	2,932,684	3,547,423
Vehicle Expenses	293,896	572,613
TOTAL	12,464,639	12,710,110

As per our Attached Report of Even Date

For C. D. Khakhkhar & Co.

Chartered Accountants

F. R. No. : 141767W

Sd/-

CHETAN KHAKHKHAR

Proprietor

Membership No. :122647

Place: Valsad

Date: 29.05.2017

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

Sd/-

MR. MANOJ SHAH

DIN: 00017594

Managing Director

Sd/-

MR. MAYUR SHAH

DIN: 00016358

Jt. Managing Director

Sd/-

MR. MAHESH SHAH

DIN: 00017559

Jt. Managing Director

Sd/-

MR. NAGRAJ MOGAVEERA

M. No: A49737

Company Secretary

Note 28 Related Party Disclosure (As identified by the Management)

1. Related Party Relationships

- i. Enterprises owned by Directors or Major Shareholders Where control exist : EssenzaaLifescience Ltd
- ii. Key Managerial Personnel : Mr.Mayur Shah
Mr. Manoj Shah
Mr. Mahesh Shah
- iii. Relatives of Key Managerial Personnel and their enterprises Where transactions have taken place : Mrs.Shaila Shah
Mr. Kunal Manoj Shah
Mr.Mahesh B Shah HUF
Mr.Mayur B Shah HUF
Mr. Manoj B Shah HUF

2. Transactions with Related Parties

	Nature of Transactions (Excluding Reimbursement)	Enterprises owned by Directors or Major Shareholders where control exist	Key managerial Personnel	Relatives of KMP and their enterprises where transactions have taken place	Total
i	Director Remuneration	3387960	-	-	3387960
ii	Rent	-	-	-	-
iii	Salary	-	-	1747500	1747500
iv	Sale of Traded Goods	3042104	-	-	3042104
v	Share Application Money paid	-		-	-

3. Balance Outstanding as on 31-03-2017

	Nature of Transactions (Excluding Reimbursement)	Enterprises owned by Directors or Major Shareholders where control exist	Key managerial Personnel	Relatives of KMP and their enterprises where transac- tions have taken place	Total
I	Advances Given	541818	-	-	541818
ii	Sundry Debtors	6930268	-	-	6930268
iii	Security Deposit Given	-	-	-	-
iv	Share Application Money Received	-	-	-	-
v	Unsecured Loan Accepted	12120000	-	3497000	15617000

Note: Related Party relationship is as identified by the company and relied upon by the auditor

Annexure - I

STATEMENT OF SIGNIFICANT ACCOUNTING POLICES AND PRACTICES:

1 General :

These financial statements have been prepared in accordance with the generally accepted accounting principles in India under the historical cost convention on accrual basis. Pursuant to circular 15/2013 dated 13-9-2013 read with circular 08/2014 dated 4-4-2014, till the standards of Accounting or any addendum there to are prescribed by Central Government in consultation and recommendation of the National Financial Reporting Authority, the existing Accounting Standards notified under the Companies Act, 1956 shall continue to apply. Consequently, these financial statements have been prepared to comply in all material aspects with the Accounting Standards notified under section 211(3C) (Companies Accounting Standards) Rules, 2006, as amended) and other relevant provisions of the Companies Act, 1956.

All the assets and liabilities have been classified as current and non-current as per the Company's normal operating cycle and other criteria set out in Schedule VI of the Companies Act, 1956. Based on the nature of products and the time between the acquisition of assets for processing and their realisation in cash and cash equivalent, the Company has ascertained its operating cycle to be 12 months for purpose of current – non-current classification of assets and liabilities.

2 Recognition of Income and Expenditure:

- i Revenues / Incomes and Costs / Expenditure are generally accounted on accrual, as they are earned or incurred.
- ii Sale of Goods is recognised on transfer of significant risks and rewards of ownership which is generally on the dispatch of goods.

3 Use of Estimates:

The preparation of financial statements in conformity with generally accepted accounting principles requires estimates and assumptions to be made that affect the reported amounts of assets and liabilities on the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Difference between actual results and estimates are recognised in the period in which the results are known/ materialised.

4 Fixed Assets :

- i Land Free Hold - At Cost
- ii Other Fixed Assets - At Cost less Depreciation

'Cost' for the aforesaid purpose comprises of its purchase price and attributable cost for bringing the asset to its working condition for its intended use.

5 Depreciation :

- i Depreciation on Fixed Assets is provided on Straight Line Method in accordance with the provisions of Company Act, 1956 at the rates specified in Schedule XIV of the Companies Act 1956, as revised by GSR No.756 (E) Dated 10.12.93 by the Central Government, except in case of following Assets, which are amortised over the period as estimated by the management, as under. :-

Nature of assets	Period of Amortisation
Building	60 years
Plant & Machinery	60 years
Office equipment's	10 Years
Vehicles	8 years

- ii Depreciation on Fixed Assets acquired during the year is provided from the month in which assets is put to use.
- iii Plant & Machinery acquired during the year but not put to use are shown as Capital Work-In-Progress and no depreciation is claimed thereon.
- iv Depreciation on Fixed Assets disposed off during the period under consideration is provided up to the month of disposal.

6 Investments :

Non- current investments are stated at cost.

7 Provision, Contingent Liabilities and Contingent Assets

Provisions involving substantial degree of estimation in measurement are recognised when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognised but are disclosed in the notes. Contingent Assets are neither recognised nor disclosed in the financial statements.

8 Impairment of Assets

Impairment loss is provided to the extent the carrying amount(s) of assets exceed their recoverable amount. 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 price is the amount obtainable from sale of the asset in an arm's length transaction between knowledgeable, willing parties, less the costs of disposal.

9 Inventories

Items of inventory are valued at Cost or Net Realizable Value, whichever is lower as ascertained by the management. Cost is determined on the following basis. :-

Raw Materials, Stores and Spares	FIFO
Work In Process and Finished Goods	At material cost plus appropriate value of overheads
Trading Goods	FIFO

10 Retirement Benefits to Employees

- i The Company contributes towards Provident Fund and Family Pension Fund, which are defined contribution schemes. Liability in respect thereof is determined on the basis of contribution as required under the statutes / rules.
- ii Gratuity liability as on 31-03-2017 has been recognised in Balance Sheet. No provision is required to be made for leave encashment.

11 Foreign Currency Transactions

Transactions in foreign currency are recorded at the original rates of exchange in force at the time transactions are effected. At the year-end, monetary items denominated in foreign currency and exchange contracts are reported using closing rates of exchange. Exchange differences arising thereon and on realization of foreign exchange are accounted in the relevant year, as income or expense.

12 Taxes on Income

Tax expense comprises of both current and deferred tax at the applicable enacted / substantively enacted rates. Current tax represents the amount of income-tax payable in respect of the taxable income for the reporting period. Deferred tax represents the effect of current year timing differences between taxable income and accounting income for the reporting period that originate in one period and are capable of reversal in one or more subsequent periods.

Deferred Tax Assets are recognised only to the extent that there is a reasonable certainty that sufficient future Taxable Income will be available against which such Deferred tax Assets can be realised.

13 The accounts of customers / suppliers are under reconciliation / confirmation and the same have been taken as per balances appearing in the books. Any difference arising on account of such reconciliation, which are not likely to be material, will be accounted for as and when these reconciliation are completed.

14 Previous year's figures have been regrouped / reclassified wherever considered necessary.

CEO/CFO CERTIFICATION

To,
The Board of Directors
Maximaa Systems Limited

We, the undersigned, in our respective capacities as Chairman & Managing Director (CEO) and Chief Financial Officer (CFO) of the Company hereby certify that, to the best of our knowledge and belief:

- a. We have reviewed financial statements and the cash flow statement for the financial year ended 31st March, 2017 and that to the best of our knowledge and belief:
 - i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii. these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violation of the Company's Code of Conduct.
- c. We accept responsibility for establishing and maintaining internal controls and evaluating the effectiveness of the same for financial reporting for the financial year ended March 31, 2017 and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d. We have indicated to the Auditors and the Audit Committee:
 - i. significant changes, if any, in internal control over financial reporting during the said financial year;
 - ii. significant changes, if any, in the accounting policies during the said financial year and that the same have been disclosed in the notes to the financial statements; and
 - iii. instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Sd/-
Mr. Manoj Shah
Chairman & Managing Director
DIN: 00017594

Place: Valsad
Date: 31/08/2017

MAXIMAA SYSTEMS LIMITED

CIN: L27100GJ1990PLC014129

Regd. Off: B-1, Yash Kamal, TithalRoad, Valsad, Gujarat-396 001 (INDIA)

ATTENDANCE SLIP

[PLEASE FILL THE ATTENDANCE SLIP AND HAND OVER
AT THE ENTRANCE OF THE MEETING HALL]

Full Name of the Member attending

(IN BLOCK LETTERS): _____

Full Name of Proxy

(IN BLOCK LETTERS): _____

(To be filled in if Proxy attends instead of the Member)

I/We hereby record my/our presence at the **27th ANNUAL GENERAL MEETING** of the Company at B-1, Yash Kamal, TithalRoad, Valsad- 396 001, to be held on **Thursday, 28th September, 2017**, at 9:30 a.m.

Ledger Folio No. _____

DP ID * _____

CLIENT IN * _____

No of Shares held _____

Member's /Proxy's Signature

E-Voting Particulars:

EVEN (E-Voting Event Number)	User Id	Password / PIN

(To be signed at the time of handing over this slip)

* Applicable for the members holding shares in electronic form.

Note:

1. Members are requested to bring their copies of the Annual Report to the meeting.
2. Please carry with you this Attendance Slip and hand over the same duly signed at the space provided, at the entrance of the meeting hall.

MAXIMAA SYSTEMS LIMITED

Regd. Office: B-1, Yashkamal, Tithal Road, Valsad, Gujarat-396001 (INDIA) PROXY FORM - Form No. MGT-11

PROXY FORM - MGT 11

(Pursuant to section 105(6) of the Companies Act, 2013 and rules 19 (3) of the Companies (Management and administration) Rules 2014)

CIN : L27100GJ1990PLC014129
Name of the Company : **MAXIMAA SYSTEMS LIMITED**
Registered Office : B-1, YASH KAMAL, TITHAL ROAD, VALSAD-396001.

Name of the member(s) :	
Registered Address :	
Email Id:	
Folio No. / Client Id:	

I/We, being the member (s) of _____ shares of **Maximaa Systems Limited**, hereby appoint:-

1. _____ of _____ having email id _____ or falling him
2. _____ of _____ having email id _____ or falling him
3. _____ of _____ having email id _____ or falling him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **27th Annual General Meeting**, to be held on **Thursday, 28th September, 2017 at 09.30 A.M.** at B-1, Yash Kamal, Tithal Road, Valsad 396001, and at any adjournment thereof in respect of such resolutions as are indicated below:

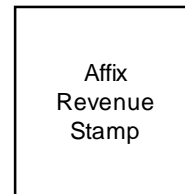
ORDINARY BUSINESS

1. Adoption of financial statements (Standalone & Consolidated) for the year ended 31st March 2017, and the Directors' and Auditors' Reports thereon.
2. Re-appointment of Mr. Mahesh Shah (holding DIN 00017559), who retires by rotation.
3. Ratification of appointment of M/s. C.D. Khakhkar & Co., Chartered Accountants, as Statutory Auditor and fixing their remuneration.

Signed this _____ day of _____ 2017.

Signature of Shareholder:

Signature of Proxy Shareholder(s)



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. A Proxy need not be a member of the company.

BOOK-POST

If undelivered please returns to:

MAXIMAA SYSTEMS LIMITED

241, Naman Plaza, S.V.Road,

Kandivali (W), Mumbai- 400067 (INDIA)

Ph : 022-4297 8110 / 2864 8478