

***ALPHA GRAPHIC INDIA
LIMITED***

ANNUAL REPORT

2017 - 2018

BOARD OF DIRECTORS

ALKABEN JADHAV	:	Managing Director
SANJAY PATEL	:	Ind. Director
DHAVAL R JADHAV	:	Ind. Director

REGISTERED OFFICE

B-1, SADGURU COMPLEX, NEAR RUPAL PARK,
GOTRI ROAD,
VADODARA(GUJ.)-390021

AUDITOR

M/S. MUKESH M CHOKSHI & CO.
CHARTERED ACCOUNTANTS
MUMBAI

BANKERS

AXIS BANK LTD

REGISTRAR AND TRANSFER AGENT

SHAREX DYNAMIC INDIA PVT.LTD.,
UNIT 1, LUTHRA IND. PREMISES,
SAFED POOL, ANDHERI KURLA ROAD,
ANDHERI(E),
MUMBAI-400072

Notice

Notice is hereby given that the Annual General Meeting of the members of ALPHA GRAPHICS INDIA LIMITED will be held at the Registered Office of the Company at 11.00 A.M. on 29TH Sept., 2018 to transact the following business.

ORDINARY BUSINESS

1. To receive consider and adopt the audited Balance Sheet as at 31st March 2018 and Profit & Loss Account for the year ended on that date together with the Report of Directors and Auditors thereon.
2. To appoint a Director in place of SANJAY PATEL (Din no. 0778234) , who retires by rotation and is eligible for reappointment.
3. To appoint Auditors of the Company to hold office from the conclusion of this AGM until the conclusion of the next AGM and to fix their remuneration, and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an ORDINARY RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions of the Companies Act, 2016 read with the Companies (Audit and Auditors) Rules, 2017 and pursuant to the recommendations of the Audit Committee , M/s. MUKESH M CHOKSHI & Co., Chartered Accountants of Vadodara (Mem. 31751) , be and are hereby appointed as the Auditors of the Company ; to hold office from the conclusion of 25TH Annual General Meeting (AGM) until the conclusion of 29th Annual General Meeting to be held in year 2022 (subject to ratification of their appointment at every AGM) on such remuneration as may be fixed by the Board.”

Place : VADODARA
Dated : 01/09/2018

By the Order of the Board of Directors
Sd/-
ALKABEN A JADHAV
Chairman

Notes:-

- **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL, INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS UPTO AND NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. FURTHER, A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR MEMBER. THE INSTRUMENT APPOINTING PROXY MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF ANNUAL GENERAL MEETING.**
- During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, members would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than 3 days' written notice is given to the Company
- The Statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the special business is not required to be annexed herewith as there is no special business.
- Pursuant to Provisions of Section 91 of the Companies Act, 2013, the Register of Members and share transfer book of the Company will remain closed during the period from 24th Day of September, 2018 to 29th Day of September, 2018 (both days inclusive) for the purpose of Annual General Meeting.
- The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) for transactions involving transfer of shares. Therefore, members holding shares in physical form are requested to furnish their PAN along with self attested photocopy of PAN card to the R& STA. Members holding shares in demat mode are requested to register the details of PAN with their DPs.
- Additional information pursuant to Regu. 36(3) of LODR,2015 in respect of the Directors seeking appointment / re-appointment at the AGM is furnished and forms a part of the Notice.
- Sections 101 and 136 of the Companies Act, 2013 read together with the rules made there under, permit the listed companies to send the notice of annual general meeting and the Annual Report, including financial statements, Board's Report, etc. by electronic mode. The Company is accordingly forwarding electronic copy of the Annual Report for 2018 to all the Members whose e-mail ids are registered with the Company/Depository Participants(s) for communication purposes unless any Member has requested for a hard copy of the same. For the Members who have not registered their e-mail address, physical copies of the Annual Report for 2018 is being sent in the permitted mode. Members who do not yet registered their e-mail id so far are requested to register the same with the Company (if shares are held in physical form) or Depository participant (if shares are held in demat mode). Members are also requested to intimate to the Company the changes, if any in their e-mail address.
- Documents referred in the notice and the explanatory statement, if any will be kept open for inspection by the members at the registered office of the Company on all working days (Monday to Friday) from 11.00 a.m. to 1.00 p.m. except holidays, upto the date of the ensuing annual general meeting.

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- Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's share transfer agent. In respect of shares held in electronic form, the nomination form may be filed with the respective depository participant.
- 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.
- The Members are requested to:
 - a) Intimate changes, if any, in their registered addresses immediately.
 - b) Quote their ledger folio/DPID number in all their correspondence.
 - c) Hand over the enclosed attendance slip, duly signed in accordance with their specimen registered with the Company for admission to the meeting place.
 - d) Bring their Annual Report and Attendance Slips with them at the AGM venue.
 - e) Send their Email address to us for prompt communication and update the same with their Depository Participants to receive softcopy of the Annual Report of the Company.
- Corporate Members are requested to forward a Certified Copy of Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting.
- As per the requirement of the LODR, 2015 the Company is updating information on its website www.alphagraphicltd.com. This portal contains along with business information, quarterly unaudited results, Annual Report containing Notice, Directors Report, Auditors Report, Balance sheet and Profit & Loss Account, quarterly shareholding pattern, contact detail of the Compliance Officer for communicating investor grievances.
- The Members who still hold shares in physical form are advised to dematerialize their shareholding to avail the benefits of dematerialization, which include easy liquidity, since trading is permitted in dematerialized form only, electronic transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries.
- Members are requested to send their queries relating to accounts and operations to the Company Secretary, if any at least 7 days in advance so that the information can be made available at the meeting.
- Members holding shares in the same name under different Ledger Folios are requested to apply for consolidation of such folio and send relevant share certificates to companies Registrar and Share Transfer Agent for their doing needful.
- Members are requested to contact the Registrar and Share Transfer Agent for all matter connected with Company's shares at M/s SHAREX DYNAMIC (INDIA) PVT.LTD., Mumbai
- The Company has designated an exclusive email ID investor.relations@alphagraphicltd which would enable the members to post their grievances and monitor its redressal. Any member having any grievance may post the same to the said Email address for its quick redressal.
- The businesses as set out in the Notice may be transacted through electronic voting system and the Company shall provide a facility for voting by electronic means. In compliance with the provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2016 as amended by MCA vide its notification dated March 19, 2018, the company is pleased to offer the facility of "remote e-voting" (e-voting from a place other than venue of the AGM) as an alternate, to all its members to enable them to cast their votes electronically instead of casting their vote at the meeting. If a member has opted for remote e-voting, then he/she should not vote by physical ballot also and vice-versa. However, in case members cast their vote both via physical ballot and remote

e-voting, then voting through electronic mode shall prevail and voting done by physical ballot shall be treated as invalid. For E-voting facility, the Company has entered in to an agreement with the NSDL for facilitating remote E-voting. The Procedure and instructions for E-voting given below:

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2016, the Company is pleased to provide e-voting facility to all Members of the Company to enable them to cast their votes electronically on the items/resolutions mentioned in this notice. The Company has availed e-voting services as provided by National Securities Depository Limited (NSDL).

The Company has appointed M/s Abhishek N Shah & Co Chartered accountants , having his office at 21, Old Shanti Nagar, Off. Mandpeshwar road, Chamunda Circle, Borivali West 400091 has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The instructions of e-voting are detailed hereunder:

- A. Members whose Shareholding is in dematerialized form and whose email addresses are registered with the Company/Depository Participant(s) will receive an e-mail from NSDL informing the User-ID and Password.
 - i. Open e-mail and open PDF file Notice 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. Launch internet browser by typing following URL: <https://www.evoting.nSDL.com>
 - iii. Click on "Shareholder Login".
 - iv. Put User ID and Password as initial password noted in step (i) above and Click Login.
 - v. Password Change Menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note the new password. We strongly recommend that you should not share your new password with any other persons and take utmost care to keep your password confidential.
 - vi. Home page of "e-voting" opens. Click on – Voting – Active Voting Cycles.
 - vii. Select "EVEN" (E -Voting Event Number) of Alpha Graphic India Limited.
 - viii. Now you are ready for e-voting as "Cast Vote" page opens.
 - ix. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - x. Upon confirmation, the message "Vote cast successfully" will be displayed.
 - xi. Once you have voted on the resolution, you will not be allowed to modify your vote.
 - xii. Institutional Shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter, etc. together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer on or before 28th September, 2018 (6.00 p.m) on e-mail id: shahabhishek13@yahoo.in with a copy marked to evoting@nsdl.com
- B. For Members holding shares in dematerialized form whose email IDs are not registered with the Company/Depository Participants, Members holding shares in physical form as well as those Members who have requested for a physical copy of the Notice and Annual Report, the following instructions may be noted:
 - i. Initial password is provided as below/at the bottom of the Attendance Slip for the AGM: EVEN (E Voting Event Number) USER ID PASSWORD

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- ii. Please follow all steps from Sr. No. (ii) to Sr. No. (xii) above, to cast vote.
- C. The e-voting period commences on 26th September, 2018 (10.00 a.m.) and ends on 28th September, 2018(05.00 p.m.). During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 23rd September, 2018, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.
- D. The voting rights of Members through electronic means shall be in proportion to their shares of the Paid Up Equity Share Capital of the Company as on the cut-off date of 23rd September, 2018.
- E. Shareholders holding multiple folios/demat accounts shall choose the voting process separately for each of the folio/demat accounts.
- F. The Scrutinizer shall within a period of not exceeding three(3) working days from the conclusion of the e-voting period unblock the votes in the presence of atleast two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- G. The Results shall be declared on or after the AGM of the Company. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website 'www.alphagraphics.com' and on the website of NSDL within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the Stock Exchanges.
- H. Poll will also be conducted at the Annual General Meeting and members who has not cast his/her vote through e-voting facility may attend the Annual General Meeting and cast his/her vote.

Place : VADODARA
Dated : 01/09/2018

By the Order of the Board of Directors
Sd/-
ALKABEN A JADHAV
Chairman

Additional Information of Directors seeking re-appointment/appointment at the ensuing Annual General Meeting pursuant to Clause 49 of the Equity Listing Agreement:

Name of Directors	SANJAY A PATEL (Din - 07782342)
Date of Birth	21/09/1972
Date of Appointment	07/04/2017
Expertise / Experience in specific functional areas	Experience in Taxation and finance activities & Corporate laws
Qualification	M.Com. LLB, MBA
No. & % of Equity Shares held in the Company	NIL
List of outside Company's directorship held	NIL
Chairman / Member of the Committees of the Board of Directors of the Company	Member - Audit Committee, Member - Stakeholders Relationship Committee Member - Nomination & Remu.Comm.
Salary or Sitting fees paid	Nil
Chairman / Member of the Committees of the Board Directors of other Companies in which he is director	N.A.
Relationship between directors inter-se	Nil

DIRECTORS' REPORT

Dear Members,

Your Directors have pleasure in presenting the Annual Report together with the Audited Accounts of the Company for the year ended 31st March, 2018.

FINANCIAL RESULTS

Your Company financial performance during the year 2017-18 is summarized below:

(Rs. In AMT.)

Particulars	Year 2017-2018	Year 2016-2017
TOTAL REVENUE	8811559	7843652
TOTAL EXPENDITURE	8821849	7837679
Profit Before Tax	-10290	5973
Less: Taxation	-	0
Profit After Tax	-10290	5973

OPERATIONS

The Company performed satisfactorily as compared to last year.

SHARE CAPITAL

During the year under review, the Company, neither increased nor decreased its Equity.

REVISION IN FIN. STATEMENTS OR BOARD'S REPORT U/S 131(1) OF THE CO. ACT, 2013

In terms of Section 131 of the Companies Act, 2013, the Financial Statements and Board's Report are in compliance with the provisions of Section 129 or Section 134 of the Companies Act, 2013 and that no revision has been made during any of the three preceding financial years.

DIVIDEND

Your Directors do not recommend any dividend on equity shares for the year ended March 31, 2018.

PUBLIC DEPOSITS

The Company has not invited any deposits from the public within the provisions of Chapter V of the Companies Act, 2013 (hereinafter "the Act" and any reference of section pertains to sections of this Act in this Annual Report unless stated otherwise) read with the Companies (Acceptance of Deposits) Rules, 2016.

PERFORMANCE AND FINANCIAL POSITION OF SUBSIDIARY AND ASSOCIATE COMPANIES:

As per Sections 2(87) and 2(6) of the Companies Act, 2013 and as on date, the Company neither has any Subsidiary Company nor any Associate Company and hence, do not call for any disclosure under this head.

AUDITORS

M/s. Mukesh M Chokshi & Co., Chartered Accountants, Statutory Auditors of the Company retire at the conclusion of the ensuing Annual General Meeting and being eligible, offer himself for re-appointment. The Company has received the Certificate under Section 139(1) of the Companies Act, 2013 read with Companies (Audit and Auditors), Rules, 2016 from the Auditor.

Your Directors recommend re-appointment M/s. Mukesh M Chokshi & Co., Chartered Accountants, (FRN 131513W) as the Statutory Auditors of the Company for the current financial year and fixation of his remuneration.

SECRETARIAL AUDIT

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and rules made there under, the report of Secretarial Audit is annexed as **ANNEXURE-A**.

AUDITORS' REPORT –STATUTORY AND SECRETARIAL

The Auditors' Report on the financial statement and Secretarial Audit Report for the current year is self-explanatory, therefore does not require any further explanation.

INTERNAL AUDITORS

Pursuant to Section 138 of the Companies Act, 2013 and Rule 13 of The Companies (Accounts) Rules, 2016, the Board of Directors of the Company is under process to appoint internal auditors. However, in the opinion of the Board and size of the company, it is not necessary to appoint internal auditor.

EXTRACT OF ANNUAL RETURN

The extract of Annual Return in Form MGT – 9, as provided under Section 92 (3) of the Companies Act, 2013, read with Rule 12 of the Companies (Management and Administration) Rules, 2016 is annexed hereto as **ANNEXURE-B** with this report and shall form part of the Board's Report.

NUMBER OF MEETINGS OF THE BOARD AND COMMITTEES THEREOF

During the year under review various meetings of the Board of Directors and Committees was held for various purposes which were in compliance with the provisions of the Companies Act, 2013, rules made there under and LODR, 2015. Further the details of such meetings of the Board and Committees thereof are mentioned in the Report on Corporate Governance which is annexed as **ANNEXURE-C** with this Report and shall form part of the Board's Report.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

Your Board comprises of efficient and able directors who have vast experience in this line of business..

The brief details of all members of Board are annexed to this report as **ANNEXURE-C**.

The following persons are Key Managerial Personnel of the Company

At the time of appointment, all the disclosures and declarations pursuant to Section 164(2) of the Companies Act, 2013 and Rule 14(1) of Companies (Appointment and Qualification of Directors) Rules, 2016, none of the Directors of the Company is disqualified from being appointed as Director. Further, all intimations pertaining to such appointments made during the year has been given to Stock Exchange where the shares of the Company are listed and also the relevant records are duly updated with the Registrar of Companies, Gwalior M. P., wherever required.

RE-APPOINTMENT OF DIRECTORS BY ROTATION

During the year SANJAY A PATEL (DIN-07782342), director of the company retires by rotation and being eligible offers himself for re- appointment. (The details regarding his re-appointment as per LODR,2015 is given in the Notice.

APPOINTMENT/RE-APPOINTMENT OF INDEPENDENT DIRECTORS AND STATEMENT OF DECLARATIONS BY INDEPENDENT DIRECTOR

All the Independent Directors are well appointed on the Board of Company in compliance with the Companies Act, 2013 and the Listing Agreement entered into by the Company with Stock Exchange. Further, all Independent Directors shall hold office for a term up to five consecutive years on the Board of a Company, but shall be eligible for reappointment for next five years after passing a special resolution by the Company and disclosure of such appointment in the Board's Report. The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of Independence under sub-section (6) of section 149 of the Act and LODR,2015.

FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

The directors will be introduced to all the Board members and the senior management personnel such as Chief Financial Officer, Company Secretary and Various Department heads individually to know their roles in the organization and to understand the information which they may seek from them while performing their duties as a Director. And meeting may be arranged for Independent Directors with aforesaid officials to better understand the business and operation of the Company. As part of continuous updating and familiarization with the Company, every Independent Director will be taken for visits to the factory or manufacturing units and other branch of the company where officials of various departments apprise them of the operational and sustainability aspects of the plants to enable them to have full understanding on the activities of the Company and initiatives taken on safety, quality etc. The Company may also circulate news and articles related to the industry from time to time and may provide specific regulatory updates.

SEPARATE MEETING OF INDEPENDENT DIRECTORS

In due compliance with the provisions of the Companies Act, 2013 and LODR,2015, a separate meeting of Independent Directors was held on 06/02/2018

PERFORMANCE EVALUATION BY INDEPENDENT DIRECTORS

The Independent Directors in their meeting have reviewed the performance of Non-Independent Directors and Board as a whole including reviewing the performance of the Chairperson of the company taken into account the views of Executive Directors and Non-Executive Directors. The said policy including above said criteria for the evaluation of the Board, individual directors including independent directors and the committee of the board has been laid down under Nomination, Remuneration and Evaluation Policy given in the Report on Corporate Governance which is annexed as ANNEXURE-C with this report and shall form part of the Board's report.

FORMAL ANNUAL EVALUATION

Pursuant to section 134 (3) (p) of the Companies Act, 2013 and Rule 8(4) of Companies (Accounts) Rules, 2016 and LODR, 2015, the Board has carried out an evaluation of its own performance, the directors individually as well as the evaluation of its Committees as per the criteria laid down in the Nomination, Remuneration and Evaluation policy. The said policy including above said criteria for the evaluation of the Board, individual directors including independent directors and the committee of the board has been laid down in the Corporate Governance Report, which form part of this report.

ORDER(S) PASSED BY REGULATOR(S), COURT(S), TRIBUNAL(S) IMPACTING THE GOING CONCERN STATUS AND COMPANY STATUS

During the year under review, it was found, there were no orders passed regarding the going concern status of the Company. The Company is operating in an efficient manner. In future there will not be any issues relating to the going concern status of the Company.

ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS

The Company has a proper internal control system, which provides adequate safeguards and effective monitoring of the transactions and ensures that all assets are safeguarded and protected against loss from unauthorized use or disposition. The Company has an internal audit system from an outside agency, which ensures that the Company's control mechanism is properly followed and all statutory requirements are duly complied with. Moreover, the audit committee of the Company comprising of independent directors regularly reviews the audit plans, adequacy of internal control as well as compliance of accounting standards. Also the M.D. has the responsibility for establishing and maintaining internal controls for financial reporting and that they also have the overall responsibility to evaluate the effectiveness of internal control systems of the company pertaining to financial reporting and they have to

disclose to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which they are aware and the steps they have taken or propose to take to rectify the deficiencies.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013

During the year under review, the Company, has neither given any Loans nor provided any Guarantees nor made any Investments under Section 186 of the Companies Act, 2013.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES U/S 188(1) AND 188(2) OF THE COMPANIES ACT, 2013

The related party transactions are entered into based on considerations of various business exigencies, such as synergy in operations, sectoral specialization and the Company’s long-term strategy for sectoral investments, optimization of market share, profitability, liquidity and capital resources of its group companies. All related party transactions that were entered introducing the financial year were at Arm’s Length basis and were in the ordinary course of business, the same were placed before the Audit Committee for the review and noting, in their respective meetings. There are no materially significant related party transactions made by the company with Promoters, Key Managerial Personnel or other designated persons which may have potential conflict with interest of the company at large. Further, as there are no such transactions inconsistent with sub-section (1) of section 188 of the Companies Act, 2013, so no AOC-2 is required to be given in this report.

PARTICULARS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

The information pertaining to conservation of energy, technology absorption, Foreign exchange Earnings and outgo as required under Section 134 (3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2016 is furnished here under.

SN	Particulars	Disclosure
1.	Conservation of Energy and Power consumption	The company continued to accord priority to conservation of energy and is continuing its efforts to utilise energy more efficiently.
2.	Technology Absorption and Research & Development	The company has not absorbed any technology nor any research & development work has been carried out.
3.	Foreign Exch. - Earnings Outgo	Nil Nil

VIGIL MECHANISM

The Company believes in the conduct of its affairs in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behavior. The Company is committed to develop a culture in which every employee feels free to raise concerns about any poor or unacceptable practice and misconduct. In order to maintain the standards has adopted lays down this Whistle Blower Policy to provide a framework to promote responsible and secure whistle blowing. The Board of Directors of your Company has adopted the Vigil Mechanism and Whistle Blower Policy in compliance of Companies Act, 2013 and LODR,2015. The same forms part of Company's Code of Conduct.

COMMISSION RECEIVED BY DIRECTOR FROM HOLDING OR SUBSIDIARY COMPANY

The Company neither has any holding nor is any subsidiary company, therefore, disclosure under Section 197 (14) of the Companies Act, 2013 not applicable.

MANAGERIAL REMUNERATION

During the year under review, none of the Directors of your Company were paid any remuneration; therefore, disclosure under Sections 196 and 197 of the Companies Act, 2013 and rules made there under is not applicable.

EQUITY SHARES WITH DIFFERENTIAL VOTING RIGHTS

The company has not issued any shares with differential voting rights and accordingly the provisions of Section 43 read with Rule 4(4) of the Companies (Share Capital and Debentures) Rules, 2016 of the Companies Act, 2013 and rules framed there under are not applicable for the year.

DETAILS OF SWEAT EQUITY SHARES

The company has not issued any sweat equity shares and accordingly the provisions of Section 54 read with Rule 8(13) of the Companies (Share Capital and Debentures) Rules, 2016 of the Companies Act, 2013 and rules framed there under are not applicable for the year.

DETAILS OF EMPLOYEES STOCK OPTION SCHEME

The company has not granted stock options and accordingly the provisions of Section 62(1)(b) read with Rule 12(9) of the Companies (Share Capital and Debentures) Rules, 2016 of the Companies Act, 2013 and rules framed there under are not applicable for the year.

DISCLOSURE OF VOTING RIGHTS NOT EXERCISED

The company has not made any provision of money for the purchase of, or subscription for, shares in the company or its holding company, if the purchase of, or the subscription for, the shares by trustees is for the shares to be held by or for the benefit of the employees of the

company and accordingly the provisions of Chapter IV (Share Capital and Debentures) of the Companies Act, 2013 and rules framed there under are not applicable for the year.

PARTICULARS OF EMPLOYEES

Employee's relation continued to be cordial throughout the year. Your Directors wish to place on record their sincere appreciation for the excellent spirit with which the entire team of the Company worked together.

During the year under review, none of the employee has received remuneration of Rs. 5.00 Lacs per month or Rs. 60.00 Lacs per year or at a rate which, in the aggregate, is in excess of that drawn by the managing director or whole-time director or manager and holds by himself or along with his spouse and dependent children, not less than two percent of the equity shares of the company pursuant to Section 197 (12) of the Companies Act, 2013 read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and hence, do not call for any further details referred to in Rule 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134 (3) (c) of the Companies Act, 2013, your Directors state that:

- In the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- The directors have 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, 2018 and the loss for the year ended on that date;
- The directors have taken proper and sufficient care of the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting fraud and other irregularities;
- The directors have prepared the annual accounts on a going concern basis;
- The Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively;
- The Directors has devised proper system to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating efficiently.

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

The Company is not required to constitute a Corporate Social Responsibility Committee due to non fulfillment of any of the conditions pursuant to section 135 of the Companies Act, 2013.

INVESTOR SERVICES

The company has established connectivity with both the depositories viz. National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL). In view of the numerous advantages offered by the Depository system, members are requested to avail of the facility of de-materialization of Company's shares on either of the Depositories as aforesaid.

HUMAN RESOURCES

Your Company considers people as one of the most valuable resources. It believes in the theme that success of any organization depends upon the engagement and motivation level of employees. All employees are committed to their work and proactively participate in their area of operations. The Company's HR philosophy is to motivate and create an efficient work force as manpower is a vital resource contributing towards development and achievement of organisational excellence.

STATEMENT CONCERNING DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT POLICY OF THE COMPANY

Pursuant to the requirement of LODR,2015, the Company has constituted a Risk Management Committee. Business Risk Evaluation and Management is an ongoing process within the Organization. The Company has a robust risk management framework to identify, monitor and minimize risk as also identify business opportunities.

The objectives and scope of the Risk Management Committee broadly comprises:

- Oversight of risk management performed by the executive management;
- Reviewing the Risk Management Policy and Framework in line with Local legal requirements and SEBI guidelines
- Reviewing risks and evaluate treatment including initiating mitigation actions and ownership as per a pre-defined cycles.
- Defining framework for identification, assessment, monitoring, mitigation and reporting of risk.

Within its overall scope as aforesaid, the Committee shall review risk trends, exposure, potential impact analysis and mitigation plan.

The Risk management committee was constituted as on 12.02.2015

CORPORATE GOVERNANCE AND MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Report on Corporate Governance and Management Discussion and Analysis Report, in terms of LODR,2015 are annexed as ANNEXURE-C respectively with this report and shall form part of the Board's report.

A certificate from Statutory Auditors confirming compliance with the conditions of Corporate Governance is also annexed to the Corporate Governance Report.

DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT THE WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Board of Directors of the Company has approved and adopted the "Policy on Prevention of Sexual Harassment at Workplace" to provide equal employment opportunity and is committed to provide a work environment that ensures every woman employee is treated with dignity and respect and afforded equitable treatment. The Company has formed an Internal Complaints Committee where employees can register their complaints against sexual harassment. This is supported by the Sexual Harassment Policy which ensures a free and fair enquiry process with clear timelines.

CODE OF FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION AND CODE OF CONDUCT UNDER SEBI (PROHIBITION OF INSIDER TRADING) REGULATIONS, 2015

Pursuant to Regulation 8 of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, the Board of Directors has formulated and adopted the "Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information" (Code of Fair Disclosure) of the Company. The Board has also formulated and adopted "Code of Conduct for Prohibition of Insider Trading" (Code of Conduct) of the Company as prescribed under Regulation 9 of the said Regulations.

TRANSFER TO INVESTOR'S EDUCATION AND PROTECTION FUND

During the year under review, the Company was not required to transfer any amount in the Investor's Education and Protection Fund.

POLICY ON DIRECTOR'S APPOINTMENT AND REMUNERATION

The Board reconstituted the Nomination and Remuneration Committee in terms of Section 178 of the Companies Act, 2013, rules made there under LODR,2015; the Company has adopted a comprehensive policy on Nomination and Remuneration of Directors on the Board. As per such policy, candidates proposed to be appointed as Directors on the Board shall be first reviewed by the Nomination and Remuneration Committee in its duly convened Meeting. The Nomination and Remuneration Committee shall formulate the criteria for determining the qualifications, positive attributes and independence of a Director and recommend to the Board a policy, relating to the Remuneration for the Directors, Key

Managerial Personnel and other employees.

The Nomination and Remuneration Committee shall ensure that –

- a) The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;
- b) Relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- c) Remuneration to directors, KMPs and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.

During the year under review, none of the Directors of the company receive any remuneration. The composition of Nomination and Remuneration Committee has been disclosed in the Report on Corporate Governance.

SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES

During the year under review, the Company neither had any Subsidiaries nor Joint Ventures nor Associate Companies.

CODE OF CONDUCT FOR ALL BOARD MEMBERS AND SENIOR MEMBERS AND DUTIES OF INDEPENDENT DIRETORS

The Board has laid down a Code of Conduct for all Board Members and Senior Management of the Company. The Code of Conduct has been posted on Company's website. Board Members and Senior Management Personnel have affirmed the compliance with the Code for Financial Year 2017-2018. A separate declaration to this effect has been made out in the Corporate Governance Report. The Company has also adopted a Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information and Code of Conduct as required under Regulation (8)(1) and Regulation (9)(1) of the SEBI (Prohibition of Insider Trading) Regulations, 2015.

DISCLOSURE OF FRAUDS IN THE BOARD'S REPORT U/S 143 OF THE COMPANIES ACT, 2013

During the year under review, your Directors do not observe any contract, arrangement and transaction which could result in a fraud; your Directors hereby take responsibility to ensure you that the Company has not been encountered with any fraud or fraudulent activity during the Financial Year 2017-2018.

ACKNOWLEDGEMENTS

Your Directors takes opportunity to show gratitude towards the assistance and co-operation received from Banks and other Agencies and Shareholders resulting in good performance during the year under review.

Your Directors also wish to place on record their deep sense of appreciation for the dedicated services rendered by Executives, staff and others of the Company.

For and on Behalf of the Board of Directors of
ALPHA GRAPHIC INDIA LTD.

Chairman

Place: VADODARA

Date : 01/09//2018

ANNEXURE -A OF BOARD REPORT

SECRETARIAL AUDIT REPORT

Form No. MR-3

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,
ALPHA GRAPHIC INDIA LTD. ,
VADODARA(GUJ.)

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **ALPHA GRAPHIC INDIA LTD.** (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on **31 March, 2018** complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31 March, 2018 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the Rules made there under and Companies Act, 1956 and Rules made there under to the extent applicable, except following -
- *U/s 203 of the Co.Act, 2013 - no CFO and company secretary has been appointed by the company during the audit period.*
 - *U/s 138 read with Rule 13 of Co. (Accounts) Rules, 2014, no internal auditor has been appointed by the company however, the company is under process to appoint the same.*
 - *Certain Forms have not been filed by the company till 31.03.2018 which were required to be filed with respective ROC during the audit period.*

Contd.....2

(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. *(not applicable to the company during the audit period)*

(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;

(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)*;

(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 *(not applicable to the company during the audit period)*;

(vi) We have relied on the representations made by the Company and its officers for systems and mechanism formed by the Company for compliances under other applicable Acts, Laws and Regulations to the Company. The company is engaged in trading activities hence no specific Acts applicable to the company.

I have also examined compliance with the applicable Clauses of the following:

- (i) Secretarial Standards on Meeting of Board of Directors and Secretarial Standards on General Meetings issued by The Institute of Company Secretaries of India.
- (ii) The Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015 except ;

The company has not complied with certain clauses of LODR,2015 as regards publication of results, intimation of resignation and appointment of directors etc. etc. The web site of the company is not up to date and the scrip of the company has been suspended by BSE. Listing fees has not been paid by the company.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above and subject to my comment wherever it was required.

I further report that :

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

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

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

I further report that :

There are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable Laws, Rules, Regulations and guidelines.

Contd ...4

I further report that :

During the audit period, there were no instances of:

- (i) Public/Rights/Preferential issue of Shares/debentures/ sweat equity.
- (ii) Redemption/buy-back of securities.
- (iii) Merger/ amalgamation/ reconstruction etc.
- (iv) Foreign technical collaborations.

Lastly the company is suspended from BSE . Further, the company is presently engaged in Misc. trading activities including share trading business hence no specific ACTS/REGULATIONS are required to be complied with.

For Ramesh Chandra Bagdi & Associates,
Company secretaries,

CS Ramesh Chandra Bagdi
Proprietor
FCS: 8276, C P No 2871

Place : Indore

Dated : 13th August, 2018

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

ANNEXURE to Secretarial Audit Report

To,
The Members,
ALPHA GRAPHIC INDIA LTD.,
VADODARA(GUJ.)

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

1. Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representations 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 Ramesh Chandra Bagdi & Associates,
Company secretaries,

CS Ramesh Chandra Bagdi
Proprietor

FCS: 8276, C P No 2871

Place : Indore

Dated : 13th August, 2018

EXTRACT OF ANNUAL RETURN
As on financial year ended 31.03.2018
[Pursuant to Section 92(3) of the Companies act, 2013 read with
[The Companies (Management and Administration) Rules, 2017] FORM NO. MGT-9

A.REGISTRATION AND OTHER DETAILS:

CIN:-	L29294GJ1993PLC019278
Registration Date:	13/04/1993
Name of the Company:	Alpha Graphic India Ltd.
Category / Sub-Category of the Company	
Address of the Registered office and contact details:	B-1, SADGURU COMPLEX, NEAR RUPAL PARK, GOTRI ROAD, VADODARA(GUJ.)-390021
Whether listed company	LISTED AT BSE
Name, Address and Contact details of Registrar and Transfer Agent, if any	SHAREX DYNAMIC (INDIA) PVT.LTD., UNIT-1, LUTHARA IND. PREMISES, SAFED POOL, ANDHERI KULRA ROAD, ANDHERI(E), MUMBAI-400072 PH - 022-28545606

B. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

Sr. No.	Name and Description of main products / services	NIC Code of the Product/ service% to total turnover of the company	% to total turnover of the company
a.	TRADING IN SHARES		GIVEN IN FIRST PAGE OF BOARD REPORT
b.			
c.			
d.			

C. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name and address of the company	CIN/GLN	Holding/Subsidiary/Associate	% of shares held
a				
	NIL			

D. SHARE HOLDING PATTERN
i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year 01/04/2017				No. of Shares held at the end of the year 31/03/2018				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. PROMOTER'S									
(1). INDIAN									
(a). individual	0	0	0		0	0	0		0
(b). Central Govt.									
(c). State Govt(s).	0	0	0		0	0	0		0
(d). Bodies Corpp.	0	0	0		0	0	0		0
(e). FIINS / BANKS.	0	0	0		0	0	0		0
(f). Any Other		0				0			0
Sub-total (A) (1):-	0	0	0	0	0	0	0	0	0
(2). FOREIGN									
(a). Individual NRI / For	0	0	0		0	0	0		0
(b). Other Individual									
(c). Bodies Corporates	0	0	0		0	0	0		0
(d). Banks / FI	0	0	0		0	0	0		0
(e). Qualified Foreign	0	0	0		0	0	0		0
(f). Any Other Specify	0	0	0		0	0	0		0
Sub-total (A) (2):-	0	0	0	0	0	0	0	0	0
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	0	0	0	0.000	0	0	0	0.000	0
(B) (1). PUBLIC SHAREHOLDING									
(a). Mutual Funds	0	0	0		0	0	0		0
(b). Banks / FI	4000	0	4000	0.01	0	0	0		-0.01
(c). Central Govt.									
(d). State Govt.	0	0	0		0	0	0		0
(e). Venture Capital Funds	8200	0	8200	0.021	8200	0	8200	0.021	0
(f). Insurance Companies	0	0	0		0	0	0		0
(g). FIs	0	0	0		0	0	0		0
(h). Foreign venture Capital Funds	0	0	0		0	0	0		0
(i). Others (specify)	0	0	0		0	0	0		0
Sub-total (B)(1):-	12200	0	12200	0.031	8200	0	8200	0.021	-0.01

2. Non-Institutions									
(a). BODIES CORP.									
(i). Indian	8581936	0	8581936	21.544	10732443	0	10732443	26.942	5.398
(ii). Overseas									
(b). Individuals									
(i) Individual shareholders holding nominal share capital upto Rs.1 lakh	641056	284200	925256	2.323	706232	283600	989832	2.485	0.162
(ii) Individual shareholders holding nominal share capital in excess of Rs.1 lakh	30125584	150600	30276184	76.004	28026680	33000	28059680	70.44	-5.564
(c). Other (specify)									
Non Resident Indians	24	0	24	0	3461	0	3461	0.009	0.009
Overseas Corporate Bodies	39200	0	39200	0.098	39200	0	39200	0.098	0
Foreign Nationals		0				0			0
Clearing Members	0	0	0		1984	0	1984	0.005	0.005
Trusts		0				0			0
Foreign Boodies - D R		0				0			0
Sub-total (B)(2):-	39387800	434800	39822600	99.969	39510000	316600	39826600	99.979	0.01
Total Public Shareholding (B)=(B)(1)+ (B)(2)	39400000	434800	39834800	100.000	39518200	316600	39834800	100.000	0
C. Shares held by Custodian for GDRs & ADRs									
									0
Grand Total (A+B+C)	39400000	434800	39834800	100.00	39518200	316600	39834800	100.00	0

(ii) Shareholding of Promoters

SI No.	Shareholder's Name	Shareholding at the beginning of the year 01/04/2017			Share holding at the end of the Year 31/03/2018			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
	N.A.							

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

SI No.	Shareholder's Name	Shareholding at the beginning of the year 01/04/2017			Share holding at the end of the Year 31/03/2018			% of total Shares of the company]
		No. of Shares at the beginning (01-04-2017) / end of the year (31-03-2018)	% of total Shares of the company	Date	Increasing / Decreasing in shareholding	Reason	No. of Shares	
1	N.A.							

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

sr .no	Name	No. of Shares at the beginning (01-04-2017) / end of the year (31-03-2018)	% of total Shares of the company	Date	Increasing / Decreasing in shareholding	Reason	No. of Shares	% of total Shares of the company]
1	DADIMA CAPITAL (P) LTD	446620	1.121	01-04-17 31-03-18	0		446620	1.121
2	CORNHILL TRADING COMPANY PVT LTD	1326799	3.331	01-04-17 31-03-18			1326799	3.331
3	DO MAX STEEL LIMITED	988997	2.483	01-04-17 31-03-18			988997	2.483
4	CROMAKEM LIMITED	886187	2.225	01-04-17 31-03-18			886187	2.225
5	SAPAN CHEMICALS LIMITED	697145	1.75	01-04-17 31-03-18			697145	1.75
6	ARJUN ZALANI	3160000	7.933	01-04-17 31-03-18			3160000	7.933
7	ISHWAR LAL KALANTRI	2800000	7.029	01-04-17 31-03-18			2800000	7.029
8	KANTIBHAI G PATEL	1600000	4.017	01-04-17 31-03-18			1600000	4.017
9	MOHAMMED YUSUF SHAIKH	1000000	2.51	01-04-17 31-03-18			1000000	2.51
10	MANOJBHAI T MEVAWALA	1600000	4.017	01-04-17 31-03-18			1600000	4.017

(v) Shareholding of Directors and Key Managerial Personnel:

	Shareholding at the beginning of the year 01/04/2017	Cumulative Shareholding during the year 31/03/2018

sr .no		No. of shar	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year				
	At the End of the year				

V. 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	NIL	NIL	NIL	NIL
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)				
Change in Indebtedness during the financial year				
• Addition				
• Reduction				
Net Change				
Indebtedness at the end of the financial year				
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not				
Total (i+ii+iii)	NIL	NIL	NIL	NIL

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Sl.no.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
		NIL	NIL
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961		
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961		
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961		
2	Stock Option		
3	Sweat Equity		
4	Commission		
	- as % of profit		
	- others, specify...		
5	Others, please specify		
	Total (A)		
	Ceiling as per the Act		

B. Remuneration to other directors:

Sl.no.	Particulars of Remuneration	Name of Directors Manager	Total Amount
1.	Independent Directors	NIL	NIL
	+Fee for attending board / committee meetings		
	• Commission		
	• Others, please specify		
	Total (1)		
2.	Other Non-Executive Directors		
	+Fee for attending board / committee meetings		
	• Commission		
	• Others, please specify		
	Total (2)		
	Total (B)=(1+2)		
	Total Managerial Remuneration		
	Overall Ceiling as per the Act		

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

	Particulars of Remuneration	Key Managerial Personnel			
		CFO	Company Secretary	CFO	Total
1	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	NIL	NIL	NIL	NIL
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961				
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961				
2	Stock Option				
3	Sweat Equity				
4	Commission - as % of profit - others, specify...				
	Others, please specify				
	Total				

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Authority [RD / NCLT/ COURT]
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
C. OTHER OFFICERS IN DEFAULT					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL

**ANNEXURE-C TO THE DIRECTORS REPORT
REPORT ON CORPORATE GOVERNANCE**

A) COMPANY'S PHILOSOPHY

The Company firmly believes that corporate governance and compliance practices are of paramount importance in order to maintain the trust and confidence of the stakeholders, clients, the good reputation of the Company and the unquestioned integrity of all personnel involved in the Company. To ensure transparency, fairness and objectivity in an organisation's functioning, the Company has proactively adopted best practices with regard to corporate governance and compliance, which are ahead of regulatory requirements. The Company's policy on compliance with external regulatory requirements is backed by stringent internal policies and principles to ensure, inter alia, priority to clients' interest over proprietary interest, maintenance of confidentiality of client information and prevention of insider trading.

B) BOARD OF DIRECTORS

Composition and category of Directors

SR.NO	CATEGORY	NAME OF THE DIRECTORS
I.	Executive Chairman & M.D.	ALKABEN A JADHAV
II.	Independent Director	SANJAY A PATEL
III.	Independent Director	DHAVAL R JADHAV

During the year 7 Board meetings were held. The Composition of Directors & attendance at the Board Meeting during the year & at the last AGM is as follows:

Name of Directors	Category of Directors	No of Board Meeting attend	Attendance at AGM	No. of other Director ships	Committee Membership	
					Mem.	chairman
ALKABEN A JADHAV*	Exe Chairman & M.D.	-	NO	-	3	-
DHAVAL R JADHAV **	Ind. Dir.	-	NO	-	3	3
SANJAY A PATEL ***	Ind. Dir	-	NO	-	3	-

● APPOINTED ON 09/08/2018

** APPOINTED ON 09/08/2018

*** APPOINTED ON 07/04/2018

AUDIT COMMITTEE

The Audit committee of the Board was formed in the year 2000 and during F.Y. 2018-18, comprises of 3 Directors who met 5 times during the year and attendance of the members at the meeting was stated hereinbelow.

Composition :-

Name of Director	Category & Position	Meeting Attended
DHAVAL R JADHAV	Ind. Dir & Chairman	-
ALKABEN A JADHAV	Member	-
SANJAY A PATEL	Member	-

Terms of Reference:-

The terms of reference for the audit committee as laid down by the Board include the following pursuant to section 177 of the Co.Act,2013 :-

- a) Overseeing the Company's Financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
- b) Recommending the appointment and removal of statutory auditor, fixation of audit fee and also approval for payment for any other services.
- c) Reviewing with management, the quarterly, half yearly and annual financial statements before submission to the Board, focusing primarily on any changes in accounting policies and practices; major accounting entries based on exercise of judgment by management; qualifications in draft audit report; significant adjustments arising out of audit; the going concern assumption; compliance with accounting standards; compliance with stock exchange and legal requirements' concerning financial statements; any related party transaction i.e. transactions of the Company of material nature, with promoters or the management, their subsidiaries or relatives, etc. that may have potential conflict with the interests of Company at large.
- d) Reviewing with the management, statutory and internal auditors, and the adequacy of internal control system and ensuring compliance therewith.
- e) Discussions with statutory auditors before the commencement of the audit about the nature and scope of audit as well as have post-audit discussion to ascertain any areas of concern.
- f) Reviewing the Company's financial and risk management policies.
- g) To review the functioning of the Whistle Blower Policy adopted by the Company.
- h) To review report on Management Discussion & Analysis of Financial Condition and Results of operation, to be included in the Company's Annual Report to its Shareholders.

D) **NOMINATION AND REMUNERATION COMMITTEE**

The company had constituted a Remuneration Committee to decide and fix payment of remuneration and sitting fees to the Directors of the Company earlier but as per new provisions u/s 178 of the Co.Act,2013, the said committee has been reconstituted w.e.f. 18/08/2014 presently consisting of DHAVAL R JADHAV, Chairman of the said committee, ALKABEN A JADHAV and SANJAY A PATEL are the members of the said committee. This committee will look after the functions as enumerated u/s 178 of the new Act.

5. **STAKEHOLDERS RELATIONSHIP COMMITTEE**

Composition:-

The said committee comprises of DHAVAL R JADHAV, Chairman of the said committee, ALKABEN A JADHAV and SANJAY A PATEL are the members of the said committee. There are 4 meetings during the year.

The Committee has delegated the authority to an officer of the Company who attends to share transfer formalities at least once in a fortnight. There are 4 meetings during the year.

Terms of reference:-

To look into the redressal of the share holders complaints in respect of any matter including transfer of shares non receipt of annual report, non receipt of declared dividend etc.

Compliance Officers :-

The company has designated **Mr. ALKABEN A JADHAV** as Compliance Officer.

Summary of Investors' Complaints:-

During the year 4 letters / complaints were received from the share holders, out of which 4 letters/ complaints were replied / resolved to the satisfaction of the shareholders.

As on date, there are no complaints pending.

(F) **GENERAL BODY MEETING**

The last three Annual General Meeting

Financial Year	Date	Time	Location
2014-15	30-09-2015	11.00 AM	AT THE REGD. OFF. STATED ABOVE
2015-16	30-09-2016	11.00 AM	AT THE REGD. OFF. STATED ABOVE
2016-17	29-09-2018	11.00 AM	AT THE REGD. OFF. STATED ABOVE

(G) **DISCLOSURES**

1. During the year there were no transactions of material nature with the directors or the management or their subsidiaries or relatives that had potential conflict with the interest of the company.

2. There were no instances of non-compliance on any matter related to the capital markets, during the last three years except suspension of trading of scrip of the company by the BSE due to non-payment of listing fees. Now, the company is approaching to the BSE, Mumbai to revoke the suspension.

(H) MEANS OF COMMUNICATION

The quarterly unaudited financial results are published in Business Standard (English) and Ahmedabad Samachar (Gujarati).

The Management Discussion and Analysis Report prepared by the management and forming part of the Annual Report is separately attached.

(I) GENERAL SHAREHOLDERS INFORMATION

1. Annual General Meeting is proposed to be held on 29-09-2018 at the Regd. Office of the company.

2. FINANCIAL CALENDAR

First Quarter Results	Mid July
Second Quarter Results	Mid October
Third Quarter Results	Mid January
Forth Quarter Results	Mid April

3. **Dates of Book Closure** : 24-09-2018 to 29-09-2018 (Both days inclusive).

4. **Dividend Payment Date** : Not applicable as not declared.

5. **Listing of Equity Shares** : on Stock Exchange at Mumbai (BSE)

6. **The Scrip code and abbreviated Name at Mumbai Stock Exchange** : 531720

7. **Market Price Data** :- During the year under consideration company's shares are actively traded in the BSE. Market price data is available on BSE website.

8. **Registrar and Share Transfer Agents**:- The Company has appointed M/s. SHAREX DYNAMIC INDIA PVT. LTD., MUMBAI as common agency for share Registry Work for both the form of shares viz. physical & electronic. The company has also Investor Services Centre (ISE) located at Regd Office of the Company.

9. **Share Transfer System**:- The Company has entered into agreement with NSDL & CDSL for its Equity shares to be dealt in Dematerialized form on Stock Exchange. Shares in physical mode which are lodged for transfer at the Investor service center are processed. The share related information is also available at the registered office of the Company.

10. Dematerialization Of Shares.

The company has entered into agreement with Depository for its Equity shares to be dealt in Dematerialized Form on Stock Exchanges and ISIN allotted by NSDL is INE952B01020. The Company has appointed M/s. SHAREX DYNAMIC INDIA PVT. LTD., MUMBAI, as its Registrar for Electronic connectivity.

11. Address for Communication:

The Company's Registered Office is situated in Baroda District whose address has been given on the first page of Annual Report.

Shareholders holding their shares in physical mode should address all their correspondence to the above address only.

(J) CERTIFICATION WITH RESPECT TO FINANCIAL STATEMENT

The Managing director of the Company has furnished a certificate to the Board of Directors of the Company with respect to accuracy of financial statements and adequacy of internal controls and also compliance of Corporate Governance as required under clause 49 of the listing agreement.

(K) WHISTLE BLOWER POLICY

Recently, the Security & Exchange Board of India has also prescribed the adoption by all listed companies, of a Whistle Blower Policy as a non-mandatory requirement. The company has adopted a Whistle Blower Policy, which affords protection and confidentiality to Whistle blowers. The Audit Committee Chairman is authorized to receive Protected Disclosures under this Policy. The Audit Committee is also authorized to supervise the conduct of investigations of any disclosures made whistle blowers in accordance with policy.

No personnel have been denied access to the Audit Committee. As of March 31, 2018, no Protected Disclosures have been received under this policy.

(L) CODE OF CONDUCT:-

The Company's Board of Directors has adopted the code of conduct which govern the conduct of all directors /employees. All Directors and senior management personnel have affirmed compliance with respective codes for the year ended on 31st March 2018.

MANAGEMENT DISCUSSION AND ANALYSIS

The Company is in the business of Industrial Machinery, Trading in shares and Finance Activity. The key issues of the Management Discussion and Analysis are given below.

(a) Industry structure and developments

Indian Finance market size is estimated at Rs. 100 Trillion. Approximately one third of this demand is met through Share Market and the balance is met through Financers and lenders. The Industry is mainly dependent on the Investors sentiments. It is now prevailing good and getting healthy.

The fortunes of the Finance industry are, to a large extent, linked to the growth of the Industry and Investment sentiments of the people. The Industry is facing intense competition from the Foreign financial Institution.

(b) Strength

The strength of a company is known from the profit it earns and sound advances. It also depends on the Government policies of taxation. Introduction of Securities Transaction Tax and thereby exempting Long term Capital gain has given a big boost to the market.

(c) Comment on Current year's performance

Receipts	: The Receipt has been phenomenal for the first year of its operations.
Operating Expenses	: The operating Expenses are well under control.
Operating Profits	: The Operating Profits are up to industry mark.
Indirect Expenses	: The Indirect Expenses are under control.
Depreciation	: Reasonable amount of Depreciation is provided.
Profit before tax	: Profit before tax is also an improving trend.
Taxation	: Taxation is Provided as per Income Tax Act.
Debtor/Sales	: Debtors are reasonable.
Creditors/Purchase	: The Company has an established credit.

d) Opportunities and threats

The impact of boom in capital market and real estate market due to government support has provided a boost to the economy and it is set to grow at 7% to 8% supported by a smart growth in manufacturing and services sectors. This brings prosperity to a country and more and more people go for investment in Share market. Outlook for the year 2018 is positive. While the overall demand outlook for the year 2018 remains good, the Company expects the pressure on quality customers to continue due to competition.

(e) Segment wise performance

The business of the Company falls under a single segment.

(f) Outlook

The continual growth in the Finance sector is expected to give the necessary support to the Finance industry. The Company is making all efforts to accelerate growth of its business. It expects to improve its position in the market by focusing on technologically advanced and more profitable products/market segments and working aggressively in the areas of productivity, efficiency and cost reductions.

(g) Risk and concerns

The menace of local Finances and play of angadia has further compounded the problems of the organised Finance Industry as they use inferior way of transferring funds. The Stock market is also a risky place to put one's fund. The pull back of FIIs will also have an adverse effect on the share market.

(h) Internal control system

Internal audit and other controls have been found to be adequate. These are reviewed periodically by the Audit Committee and found the performance satisfactory.

(i) Developments in human resources and industrial relations

The Company continued to have cordial relations with all the employees.

ALKABEN A JADHAV
Managing Director

Place : VADODARA

Date: 01/09/2018

CHIEF EXECUTIVE OFFICER (CEO) CERTIFICATION

To

The Board of Directors,

ALPHA GRAPHIC INDIA LIMITED,

VADODARA(GUJ.)

I, ALKABEN A JADHAV, Managing Director of the Company, do hereby certify that:

1. I have reviewed the financial statements and the cash flow statement for the year 2017-18 and to the best of my knowledge and belief:
 - a. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
 - b. These statements present a true and fair view of the Company's affair and are in compliance with existing accounting standards, applicable laws and regulations.
2. There are, to the best of my knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or in violation of the Company's Code of Conduct.
3. I accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting 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 I have taken or propose to take to rectify these deficiencies.
4. I have indicated to the auditors and the Audit committee:
 - a. Significant changes in internal control over financial reporting during the year;
 - b. Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - c. 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

ALKABEN A JADHAV
Managing Director

Place : VADODARA

Date: 01/09/2018

AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

The Board of Directors
ALPHA GRAPHIC INDIA LTD
Baroda

We have reviewed the implementation of Corporate of Governance procedure by the Company during the year ended 31-03-2018 with the relevant records and documents maintain by the Company, furnished to us for our review and the report of Corporate Governance as approved by the Board of Directors.

The compliance of conditions of corporate governance is the responsibility of the management. Our examinations is neither an audit not as expression of opinion on the financial statements of the Company.

On the basis of the above and accordance to the information and explanations given to us, in our opinion, the company has complied in all material respects with the conditions of Corporate Governance as stipulated in clause 49 of the Listing Agreement with the Stock Exchange.

We further state that our examination is 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.

MUKESH M CHOKSHI & CO.
Chartered Accountants

Date : 01/09/2018
Place: VADODARA

Sd/-
(MUKESH CHOKSHI)
PROPRIETOR
M. SHIP. NO. 31751

AUDITORS CERTIFICATE

We have examined the attached Cash Flow Statement of **M/S. ALPHA GRAPHIC INDIA LTD.** for the year ended on 31-03-2018. The Statement has been prepared by the Company in accordance with the requirement under LODR,2015 and is based on in agreement with corresponding Profit & Loss Account and Balance Sheet of the Company covered by the Report of 01/09/2018 to the members of the Company.

MUKESH M CHOKSHI & CO.
Chartered Accountants

Date : 01/09/2018
Place: VADODARA

Sd/-
(MUKESH CHOKSHI)
PROPRIETOR
M. SHIP. NO. 31751

Independent Auditor's REPORT
To the members of
ALPHA GRAPHIC INDIA LIMITED

Report on Financial Statements

We have audited the accompanying financial statements of **ALPHA GRAPHIC INDIA LIMITED ("the Company")** which comprise the Balance Sheet as at March 31, 2018, 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 Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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 financial statements

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2018, and its Profit 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 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 dealt with by this Report are in agreement with the books of account
 - d. in our opinion, the aforesaid 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, 2018 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2018 from being appointed as a director in terms of 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” ; and
- 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 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.

MUKESH M CHOKSHI & CO.
Chartered Accountants

Sd/-
(MUKESH CHOKSHI)
PROPRIETOR
M. SHIP. NO. 31751

Date : 30/05/2018
Place: VADODARA

Annexure 'A' to Auditor's Report of even date to the members of ALPHA GRAPHIC INDIA LIMITED on the Financial Statements as of and for the year ended March 31,2018

1	<p>a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.</p> <p>b) The fixed assets have been physically verified by the management at the end of the year. In our opinion, the frequency of verification is reasonable having regard to the size of the company and the nature of its fixed assets. No discrepancies were noticed on such verification.</p> <p>c) Since the Company does not have any Immovable property the sub clause (c) of clause a) (i) of Paragraph 3 of the said Order is not Applicable to the Company.</p>
2	<p>The Company's nature of operation does not require it to hold the inventories and hence the clause (ii) of Paragraph 3 of the said Order is not applicable.</p>
3	<p>The Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability partnerships or other parties covered in the Register maintained under section 189 of the Act. Accordingly, the provision of clause (iii) (a) to (c) of Paragraph 3 of the said Order is not applicable to the Company.</p>
4	<p>In our opinion and according to the information and explanations given to us the Company has not granted any loans or provided any guarantees or security to the parties covered under section 185 and has complied with the provisions of section 186 of the Companies Act, 2013 in respect of loans and investments made by it.</p>
5	<p>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.</p>
6	<p>As informed to us, the maintenance of Cost Records has not been specified by the Central Government under Section 148(1) of the Act, in respect of the activities carried on by the company.</p>

7	<p>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, 2018 for a period of more than six months from the date on when they become payable.</p> <p>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.</p>
8	The Company has not taken any loan during the year therefore the provisions of clause 3 (viii) of the Order are not applicable to the Company and hence not commented upon.
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. 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 provisions of section 197 read with Schedule V to the Act have been complied with. However, no such remuneration has been paid during the year under review.
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	Based upon the Examination and explanations given by the management there were no related party transactions by the Company.
14	Based upon 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 (xiv) of para 3 of the Order is not applicable to the Company.

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 hence has not obtained the registration as the company is not NBFC .

MUKESH M CHOKSHI & CO.
Chartered Accountants

Sd/-
(MUKESH CHOKSHI)
PROPRIETOR
M. SHIP. NO. 31751

Date : 30/05/2018
Place: VADODARA

ANNEXURE-'B' TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in paragraph 2(f) under 'Report on Other Legal and Regulatory Requirements' section of the independent auditors' report of even date on the standalone financial statements of the Company for the year ended 31st March, 2018)

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 Alpha Graphic India Limited ("the Company") as of 31st March, 2018 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. 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 authorizations of management and directors of the company; and

- (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

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, 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

MUKESH M CHOKSHI & CO.
Chartered Accountants

Date : 30/05/2018
Place: VADODARA

Sd/-
(MUKESH CHOKSHI)
PROPRIETOR
M. SHIP. NO. 31751

SIGNIFICANT ACCOUNTING POLICIES

Convention

The financial statements are prepared under the historical cost convention in accordance with applicable Accounting Standards and relevant presentational requirements of the Companies Act, 2013.

a) Use of estimates

The preparation of financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the date of financial statements and the reported amounts of revenues and expenses during the reporting period. Examples of such estimates include estimated useful life of fixed assets and provision for doubtful debts. Actual results could differ from these estimates and any changes in estimates are recognized prospectively.

Contingencies are recorded when it is probable that a liability will be incurred and the amount can be reasonably estimated.

b) Contingencies

A provision is created when there is a present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

c) Fixed Assets / Intangible Assets

Fixed Assets

Fixed assets are stated at cost less accumulated depreciation. Cost of acquisition or construction is inclusive of freight, duties, taxes and other incidental expenses.

Intangible Assets

Intangible assets are recognized if:

- it is probable that the future economic benefits that are attributable to the assets will flow to the company, and
- the cost / fair value of the assets can be measured reliably.

d) Depreciation

Depreciation is provided on a pro-rata basis at the Straight line method on all fixed assets at the rate and the manner as prescribed in schedule II of the Companies Act, 2013.

e) Investments

Current Investments are carried at cost and market price whichever is lower. Provision for diminution in the value of long-term investments is made only if such a decline is other than temporary. Non Current investments are valued at the historical cost.

Revenue Recognition

Revenue is recognized at the point of services provided to the customers.

Impairment of Assets

An asset is treated as impaired when the carrying cost of assets exceeds its recoverable value. An impairment loss is charged to the Statement of Profit and Loss Account in the year in which an asset is identified as impaired. The impairment loss recognized in prior accounting periods is reversed if there has been a change in the estimate of recoverable amount.

Earnings per share

Basic earnings per share are computed using the weighted average number of equity shares outstanding during the period. Diluted earnings per share are computed using the weighted average number of equity and dilutive equity equivalent shares outstanding during the period end, except where the results would be anti-dilutive.

Foreign Currency transactions

Foreign Exchange transactions during the period are recorded at the exchange rate prevailing on the dates of the transactions. Gain or losses out of fluctuations in rate between transaction date and settlement date in respect of revenue and expenses items are recognized to the Statement of Profit & Loss account except those relating to acquisition of fixed assets, which are adjusted in the carrying cost of the respective fixed assets.

Income Tax

Income Tax for the period, comprising current tax and deferred tax is included in determining the net profit for the period.

Deferred tax assets and liabilities are recognized for all deductible timing differences and carried forward to the extent it is probable that future taxable profit will be available against which such deferred tax assets can be realized.

Deferred tax assets and liabilities are measured at the tax rates that have been enacted or substantively enacted by the Balance Sheet date.

Contingent Liabilities:

Claims against the Company not acknowledged as debts: Nil

ALPHA GRAPHIC INDIA LIMITED

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Estimated amount of contracts remaining to be executed on Capital Account and not provided for Nil.

Balance confirmation

Wherever the balance confirmation is not available from the parties, the balance as appearing in the books of accounts have been considered and the same are subject to confirmation & reconciliation.

2. Earnings & Expenditures in ForeignExchange:

Particulars	Current Year (Rs.)	Previous Year (Rs.)
Foreign exchange earnings	NIL	NIL
Foreign exchange expenditure	NIL	NIL

3. Previous year's figures have been regrouped/ reclassified wherever necessary to make them comparable with current years' figures.

MUKESH M CHOKSHI & CO.
Chartered Accountants

Date : 30/05/2018
Place: VADODARA

Sd/-
(MUKESH CHOKSHI)
PROPRIETOR
M. SHIP. NO. 31751

PART I — BALANCE SHEET
Alpha Graphic India Limited

Balance Sheet as at 31 March 2018

(Amount in Rupees)

Particulars	Note No.	Figures as at the end of current reporting period	Figures as at the end of the previous reporting period
1	2	3	4
I. EQUITY AND LIABILITIES			
1 Shareholders' funds			
(a) Share capital	2	19,91,74,000	19,91,74,000
(b) Reserves and surplus	3	(7,20,56,476)	(7,20,46,186)
(c) Money received against share warrants		-	-
2 Share application money pending allotment			
		-	-
3 Non-current liabilities			
(a) Long-term borrowings	4	2,00,44,305	2,00,44,305
(b) Deferred tax liabilities (Net)		-	-
(c) Other Long term liabilities		-	-
(d) Long-term provisions		-	-
4 Current liabilities			
(a) Short-term borrowings		-	-
(b) Trade payables	5	2,01,30,663	2,05,63,221
(c) Other current liabilities	6	7,07,000	4,79,000
(d) Short-term provisions	7	1,05,498	1,05,498
TOTAL		16,81,04,990	16,83,19,838
II. ASSETS			
Non-current assets			
1 (a) Fixed assets			
(i) Tangible assets	8	2,08,715	2,42,438
(ii) Intangible assets		-	-
(iii) Capital work-in-progress			
(iv) Intangible assets under development			
(b) Non-current investments	9	4,58,87,586	4,58,87,586
(c) Deferred tax assets (net)		-	-
(d) Long-term loans and advances	10	58,352	58,352
(e) Other non-current assets		-	-
2 Current assets			
(a) Current investments		-	-
(b) Inventories		-	-
(c) Trade receivables	11	9,88,21,999	9,91,74,886
(d) Cash and cash equivalents	12	3,02,649	1,30,887
(e) Short-term loans and advances	13	2,28,25,689	2,28,25,689
(f) Other current assets		-	-
TOTAL		16,81,04,990	16,83,19,838

See accompanying notes to the Financial Statements.

Notes

For Mukesh M Chokshi & Co
Chartered Accountants
Firm Regn No. 131513W

1
On Behalf of the Board
For Alpha Graphic India Limited
(CIN : L29294GJ1993PLC019278)

SD/-
Mukesh chokshi
Proprietor
Membership No.31751

SD/-
(ALKABEN JADHAV)
DIN: 7900330
Director

SD/-
(SANJAY PATEL)
DIN: 7782342
Director

Date : 30-05-18
Place : Vadodara

PART II – STATEMENT OF PROFIT AND LOSS
Alpha Graphic India Limited

Profit and loss statement for the year ended 31 March 2018

(Amount in Rupees)

Particulars	Note No.	Figures as at the end of current reporting period	Figures as at the end of the previous reporting period
1	2	3	4
I Revenue from operations	14	83,86,559	73,93,652
II Increase in Inventories of FG/WIP/Stock-in-trade		-	-
III Other income	15	4,25,000	4,50,000
IV Total Revenue (I + II + III)		88,11,559	78,43,652
V Expenses:			
Cost of materials consumed		-	-
Purchases of Stock-in-Trade	16	76,27,445	66,45,855
Changes in inventories of finished goods work-in-progress and Stock-in-Trade		-	-
Employee benefits expense	17	4,40,000	4,80,000
Finance costs	18	5,266	6,258
Depreciation and amortization expense	8	33,723	39,139
Other expenses	19	7,15,415	6,66,427
Total expenses		88,21,849	78,37,679
VI Profit before exceptional and extraordinary items and tax (III - IV)		(10,290)	5,973
VII Exceptional items		-	-
VIII Profit before extraordinary items and tax (V - VI)		(10,290)	5,973
IX Extraordinary items		-	-
X Profit before tax (VII- VIII)		(10,290)	5,973
XI Tax expense:			
1 Current tax		-	-
2 Sort / Excess Provision for Tax		-	-
3 Deferred tax		-	-
XII Profit (Loss) for the period from continuing operations (VII-VIII)		(10,290)	5,973
XIII Profit/(loss) from discontinuing operations		-	-
XIV Tax expense of discontinuing operations		-	-
XV Profit/(loss) from Discontinuing operations (after tax) (XII-XIII)		-	-
XVI Profit (Loss) for the period (XI + XIV)		(10,290)	5,973
XVII Earnings per equity share:			
1 Basic		(00.00)	00.00
2 Diluted		(00.00)	00.00

See accompanying notes to the financial statements.

For Mukesh M Chokshi & Co
Chartered Accountants
Firm Regn No. 131513W

On Behalf of the Board
For Alpha Graphic India Limited
(CIN : L29294GJ1993PLC019278)

SD/-
Mukesh chokshi
Proprietor
Membership No.31751

SD/-
(ALKABEN JADHAV)
DIN: 7900330
Director

SD/-
(SANJAY PATEL)
DIN: 7782342
Director

Date : 30-05-18
Place : Vadodara

Alpha Graphic India Limited

Notes forming part of the financial statements

Note 2 Share Capital

Particulars	31 March 2018		31 March 2017
	(₹)		(₹)
(a) Authorised 42000000 Equity Shares of Rs. 5/- each (Previous year 42000000 Equity Shares of Rs.5/- each)	21,00,00,000		21,00,00,000
	21,00,00,000		21,00,00,000
(b) Issued , subscribed and fully paid up 39834800 equity shares of Rs. 5/- each fully paid up with voting rights (Previous year 39834800 Equity Shares of Rs. 5/- each)	19,91,74,000		19,91,74,000
	19,91,74,000		19,91,74,000

Notes:

(i) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period:

Issued, subscribed and fully paid up

Particulars	Opening balance	Fresh issue	Bonus	ESOP	Conversion	Buy back	Other Changes	Closing balance
Equity shares with voting rights								
Year ended 31 March 2018								
- Number of shares	3,98,34,800	-	-	-	-	-	-	3,98,34,800
- Amount (₹)	19,91,74,000	-	-	-	-	-	-	19,91,74,000
Year ended 31 March 2017								
- Number of shares	3,98,34,800	-	-	-	-	-	-	3,98,34,800
- Amount (₹)	19,91,74,000	-	-	-	-	-	-	19,91,74,000

(ii) Details of shares held by each shareholder holding more than 5% shares:

Class of shares/Name of shareholder	31 March 2018		31 March 2017	
	Number of shares held	% held	Number of shares held	% held
Equity shares with voting rights	-	0.00%	#REF!	#REF!

Particulars	As on 31 March 2018 Amount in (Rs.)	As on 31 March 2017 Amount in (Rs.)
3 Reserves and Surplus		
(i) Reserves and Surplus shall be classified as:		
(a) General Reserve	1,00,000	1,00,000
(b) Subsidy	13,20,024	13,20,024
(c) Securities Premium Reserve;	3,00,00,000	3,00,00,000
(d) Debenture Redemption Reserve;	-	-
(e) Revaluation Reserve;	-	-
(f) Share Options Outstanding Account;	-	-
(g) Other Reserves—(specify the nature and purpose of each reserve and the amount in respect thereof);	-	-
(h) Surplus i.e., balance in Statement of Profit and Loss disclosing allocations and appropriations such as dividend, bonus shares and transfer to/from reserves, etc.;	(10,34,76,500)	(10,34,66,210)
	(7,20,56,476)	(7,20,46,186)
Money received against Share warrants	-	-
	-	-
Share application money pending allotment		
i. Pending for less than one year	-	-
ii. Pending for more than one year	-	-
	-	-
4 Long-Term Borrowings (Secured, considered goods)		
(a) Bonds/debentures;		
(A) Foreign Currency	-	-
(B) Rupee	-	-
(b) Term loans:		
(A) Foreign Currency	-	-
(B) Rupee Loans		
1 from banks.	-	-
2 from other parties.	-	-
(c) Deferred payment liabilities;	-	-
(d) Deposits;	-	-
(e) Loans and advances from related parties;	-	-
(f) Long term maturities of finance lease obligations;	-	-
(g) Other loans and advances	2,00,44,305	2,00,44,305
(h) Loan from Subsidiaries	-	-
(i) Loan from Directors	-	-
(j) Loan from Managers	-	-
(k) Loan taken for Fixed Assets	-	-
(l) Hire Purchase Instalment Payable	-	-
(m) Other Secured Borrowings	-	-
	2,00,44,305	2,00,44,305
4 Long-Term Borrowings (Unsecured, considered goods)		
(a) Bonds/debentures;		
(A) Foreign Currency	-	-
(B) Rupee	-	-

(b) Term loans:		
(A) Foreign Currency	-	-
(B) Rupee Loans		
1 from banks.	-	-
2 from other parties.	-	-
(c) Deferred payment liabilities;	-	-
(d) Deposits;	-	-
(e) Loans and advances from related parties;	-	-
(f) Long term maturities of finance lease obligations;	-	-
(g) Other loans and advances	-	-
(h) Loan from Subsidiaries	-	-
(i) Loan from Directors	-	-
(j) Loan from Managers	-	-
(k) Loan taken for Fixed Assets	-	-
(l) Hire Purchase Instalment Payable	-	-
(m) Other Un Secured Borrowings	-	-
	<u>-</u>	<u>-</u>
	<u>-</u>	<u>-</u>

- a. Details of Bonds & Debentures Issued
- b. Details of Default in Repayment of Long Term Borrowings & Interest
- c. Details of Redeemed Bonds / Debentures which Company has power to issue
- d. Terms of repayment of Term Loans & Other Loans
- e. Details of Long Term Borrowings guaranteed by Directors & Others
- f. Other Information

DEFERRED TAX LIABILITIES/(ASSETS)

Deferred tax credit/(Charge) for the year has been recognised in the Profit & Loss Account for the year

Details of Deferred Tax Liabilities/(Assets) are as under:

Deferred Tax Liabilities	-	-
Related to Fixed Assets		
Deferred Tax Assets		
Net Deferred Tax Liabilities/(Assets)	<u>-</u>	<u>-</u>

Other Long-term Liabilities

(a) Trade payables;	-	-
(b) Others.	-	-
	<u>-</u>	<u>-</u>

Long-term provisions

(a) Provision for employee benefits;	-	-
(b) Provision For Penalty		
	<u>-</u>	<u>-</u>

Short-term borrowings (Secured, considered goods)

(i) Short-term borrowings shall be classified as:		
(a) Loans repayable on demand;		
(A) from banks.		
(B) from Non-Banking Finance Companies	-	
(C) from other financial institution	-	
(D) from others		
(b) Loans and advances from related parties;		
(c) Deposits;		
(d) Other loans and advances (specify nature).	-	-
	<u>-</u>	<u>-</u>
	<u><u>-</u></u>	<u><u>-</u></u>

Short-term borrowings (Unsecured, considered goods)

(a) Loans repayable on demand;		
(A) from banks.	-	-
(B) from Non-Banking Finance Companies	-	-
(C) from other financial institution	-	-
(D) from others	-	-
(b) Loans and advances from related parties;	-	-
(c) Deposits;	-	-
(d) Other loans and advances (specify nature).	-	-
	<u>-</u>	<u>-</u>
	<u><u>-</u></u>	<u><u>-</u></u>

a. Details of Default in Repayment of Long Term Borrowings & Interest

b. Details of Short Term Borrowings guaranteed by Directors & Others

c. Other Information

5 Trade Payable

i) Outstanding for more than 1 year	2,01,30,663	2,05,63,221
ii) Others	-	-
	<u>2,01,30,663</u>	<u>2,05,63,221</u>
	<u><u>2,01,30,663</u></u>	<u><u>2,05,63,221</u></u>

6 Other current liabilities

(a) Current maturities of long-term debt;	-	-
(b) Current maturities of finance lease obligations;		
(c) Interest accrued but not due on borrowings;		
(d) Interest accrued and due on borrowings;		
(e) Income received in advance;		
(f) Unpaid dividends;		
(g) Application money received for allotment of securities and due for refund and interest accrued thereon.	-	-
(h) Unpaid matured deposits and interest accrued thereon;		
(i) Unpaid matured debentures and interest accrued thereon;		
(j) Other payables	7,07,000	4,79,000
	<u>7,07,000</u>	<u>4,79,000</u>
	<u><u>7,07,000</u></u>	<u><u>4,79,000</u></u>

Notes : Application money received for allotment of securities and due for refund and interest accrued thereon. Share application money includes advances towards allotment of share capital. The terms and conditions including the number of shares proposed to be issued, the amount of premium, if any, and the period before which shares shall be allotted shall be disclosed. It shall also be disclosed whether the company has sufficient authorised capital to cover the share capital amount resulting from allotment of shares out of such share application money. Further, the period for which the share application money has been pending beyond the period for allotment as mentioned in the document inviting application for shares along with the reason for such share application money being pending shall be disclosed. Share application money not exceeding the issued capital and to the extent not refundable shall be shown under the head Equity and share application money to the extent refundable, i.e., the amount in excess of shall be separately shown under “Other current liabilities”;

a. **Details of Share Application Money Refundable**

Period for which Share Application money has been pending
Reason for such pendency
Proposed period before which shares shall be allotted
No. of shares proposed to be issued
Face Value of each Share
Value of Shares
Amount of Premium, if any
Other Terms & Conditions
Does company have sufficient Authorised Capital to cover the share capital resulting from allotment of shares

a. **Other Information**

7 Short-term provisions

The amounts shall be classified as:

(a) Provision for audit fees	57,500	57,500
(b) Provision for income-tax	-	-
(c) Provision for Wealth-tax	-	-
(d) Proposed Dividend	-	-
(e) Tax on Dividend		
(f) Provision for Statutory Liabilities		
(g) Others (specify nature).	47,998	47,998
	1,05,498	1,05,498

8 Tangible assets

(i) Classification shall be given as:

(a) Land;	
(b) Buildings;	
(c) Plant and Equipment;	-
(d) Furniture and Fixtures;	-
(e) Vehicles;	-
(f) Office equipment;	-
(g) Others	
(ii) Assets under lease shall be separately specified under each class of	-
(iii) A reconciliation of the gross and net carrying amounts of each class	-
assets at the beginning and end of the reporting period showing addi	-
acquisitions through business combinations and other adjustments ar	-
depreciation and impairment losses/reversals shall be disclosed sepa	-
(iv) Where sums have been written-off on a reduction of capital or reval	-
assets or where sums have been added on revaluation of assets, ever;	-
subsequent to date of such write-off, or addition shall show the redu	-
figures as applicable and shall by way of a note also show the amour	-
or increase as applicable together with the date thereof for the first fi	-

to the date of such reduction or increase.

-	-
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8 Intangible assets

(i) Classification shall be given as:

- (a) Goodwill;
- (b) Brands /trademarks;
- (c) Computer software;
- (d) Mastheads and publishing titles;
- (e) Mining rights;
- (f) Copyrights, and patents and other intellectual property rights, service
- (g) Recipes, formulae, models, designs and prototypes;
- (h) Licences and franchise;
- (i) Others (specify nature).

-

(ii) A reconciliation of the gross and net carrying amounts of each assets at the beginning and end of the reporting period showing acquisitions through business combinations and other adjustments, amortization and impairment losses/reversals shall be disclosed

-

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(iii) Where sums have been written-off on a reduction of capital or of assets or where sums have been added on revaluation of asset sheet subsequent to date of such write-off, or addition shall show increased figures as applicable and shall by way of a note also show reduction or increase as applicable together with the date there subsequent to the date of such reduction or increase.

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9 Non-current investments

(i) Non-current investments shall be classified as trade investments and other investments and further classified as:

- (a) Investment property;
- (b) Investments in Equity Instruments;
 - a) Listed equities
 - b) Unlisted equities
- (c) Investments in preference shares;
- (d) Investments in Government or trust securities;
- (e) Investments in debentures or bonds;
- (f) Investments in Mutual Funds;
- (g) Investments in partnership firms;
- (h) Other non-current investments

18,35,500

18,35,500

4,40,52,086

4,40,52,086

-

-

-

-

4,58,87,586	4,58,87,586
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10 Long-term loans and advances

(i) Long-term loans and advances shall be classified as:

- (a) Capital Advances;
- (b) Security Deposits;
- (c) Loans and advances to related parties (giving details thereof);
- (d) Other loans and advances

-

-

-

-

-

-

58,352

58,352

58,352

58,352

58,352	58,352
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Other non-current assets

Other non-current assets shall be classified as:

- (i) Long-term Trade Receivables (including trade receivables on deferred cre
- (ii) Others (specify nature);
- (iii) Long term Trade Receivables, shall be sub-classified as:
 - (A) Secured, considered good;
 - (B) Unsecured, considered good;
 - (C) Doubtful.

-

-

-

Details required to be given under broad heads for work-in-progress should be determined based on the nature of each business and other facts and circumstances. Normally 10% of total value of work-in-progress is considered as an acceptable threshold for determination of broad heads. Any other threshold can also be considered taking into account the concept of materiality and presentation of true and fair view of the financial statements.

Note: Details of inventory of work-in-progress

Particulars	31-03-18	31-03-17
Product X1		
Product Y1		
Product Z1		
Other items		
Total	-	-

Mode of valuation for each class of inventories should be disclosed, if other than "at lower of cost and net realisable value".

11 Trade Receivables

(i) Trade receivables outstanding for a period exceeding six months from the date they were due for payment #

- a) More than Six Months
b) Others

-	-
9,88,21,999	9,91,74,886
9,88,21,999	9,91,74,886

12 Cash and cash equivalents

(i) Cash and cash equivalents shall be classified as:

(a) Balances with banks;	63,225	67,837
(b) Cheques, drafts on hand;	-	-
(c) Cash on hand;	2,39,424	63,050
(d) Others		
(ii) Earmarked balances with banks (for example, for unpaid dividend separately stated.	-	-
(iii) Balances with banks to the extent held as margin money or security for the borrowings, guarantees, other commitments shall be disclosed separately.	-	-
(iv) Repatriation restrictions, if any, in respect of cash and bank balances shall be separately stated.	-	-
(v) Bank deposits with more than twelve months maturity shall be disclosed separately.	-	-
	3,02,649	1,30,887

13 Short-term loans and advances

(a) Loans and advances to related parties

(i) Secured, considered good;		
(ii) Unsecured, considered good;	2,28,25,689	2,28,25,689
(ii) Doubtful.		
	2,28,25,689	2,28,25,689
Less : Provision for doubtful loans and advances	-	-
	2,28,25,689	2,28,25,689

(b) Security deposits

- (i) Secured, considered good;
(ii) Unsecured, considered good;
(ii) Doubtful.

-	-
---	---

Less :	Provision for doubtful deposits	-	-
		-	-
		-	-
(c) Loans and advances to employees			
	(i) Secured, considered good;		
	(ii) Unsecured, considered good;		
	(ii) Doubtful.		
		-	-
Less :	Provision for doubtful loans and advances	-	-
		-	-
		-	-
(d) Prepaid expenses - Unsecured, considered good			
	(a) Prepaid Expenses	-	-
		-	-
		-	-
(e) Balances with government authorities (Unsecured, considered good)			
	(i) CENVAT credit receivable		
	(ii) VAT credit receivable		
	(iii) Service Tax credit receivable		
		-	-
(g) Others			
	(a) <u>Loans to Companies</u>		
		-	-
		-	-
	(b) Loans to Others		
		-	-
		-	-
	(c) Advance to Supplier		
	Others		
		-	-
		-	-
	(i) Secured, considered good;		
	(ii) Unsecured, considered good;		
	(ii) Doubtful.		
		-	-
Less:	Provision for other doubtful loans and advances	-	-
		-	-
		-	-
		-	-
	Total (a+b+c+d+e+f+g)	2,28,25,689	2,28,25,689

@ Details of loans and advances to related parties should be given in accordance with the disclosure requirements contained in AS 18 Related Party Disclosures.

Note: Short-term loans and advances include amounts due from:

Particulars	31-03-18	31-03-17
Directors *		
Other officers of the Company *		
Firms in which any director is a partner (give details per firm)		
Private companies in which any director is a director or member (give details per company)		

*Or any of them either severally or jointly with any other person to be stated separately.

Other current assets (specify nature)

- (a) Unbilled revenue
- (b) Unamortised expenses
 - (i) Ancillary borrowing costs
 - (ii) Share issue expenses (where applicable)
 - (iii) Discount on shares (where applicable)
- (c) Accruals
 - (i) Interest accrued on deposits
 - (ii) Interest accrued on investments
 - (iii) Interest accrued on trade receivables
- (d) Others
 - (i) Insurance claims
 - (ii) Receivables on sale of fixed assets
 - (iii) Contractually reimbursable expenses
 - (iv) Others (specify nature)

-	-
-	-

To disclose current assets that do not fit into any other asset category.
 In case any amount classified under this category is doubtful, it is advisable that such doubtful amount as well as any provision made there against is separately disclosed.

T. Contingent liabilities and commitments (to the extent not provided for)

- (i) Contingent liabilities shall be classified as:
 - (a) Claims against the company not acknowledged as debt;
 - (b) Guarantees;
 - (c) Other money for which the company is contingently liable.
- (ii) Commitments shall be classified as:
 - (a) Estimated amount of contracts remaining to be executed on capital account and not provided for;
 - (b) Uncalled liability on shares and other investments partly paid;
 - (c) Other commitments (specify nature).

-	-
-	-

U. The amount of dividends proposed to be distributed to equity and preference shareholders for the period and the related amount per share shall be disclosed separately. Arrears of fixed cumulative dividends on preference shares shall also be disclosed separately.

V. Where in respect of an issue of securities made for a specific purpose, the whole or part of the amount has not been used for the specific purpose at the balance sheet date, there shall be indicated by way of note how such unutilised amounts have been used or invested.

W. If, in the opinion of the Board, any of the assets other than fixed assets and non-current investments do not have a value on realisation in the ordinary course of business at least equal to the amount at which they are stated, the fact that the Board is of that opinion, shall be stated.

Alpha Graphic India Limited

Notes forming part of the financial statements

Particulars	As on 31 March 2018 Amount in (Rs.)	As on 31 March 2017 Amount in (Rs.)
14 In respect of a company other than a finance company revenue from operations shall disclose separately in the notes revenue from—		
(a) Sales	83,86,559	73,93,652
(b) Sale of services;	-	-
(c) Other operating revenues;	-	-
Less:		
(d) Excise duty.	-	-
	83,86,559	73,93,652
18 Finance Costs		
(a) Interest expense;		-
(b) Other borrowing costs;		
(c) net gain/loss on foreign currency transactions and translation.	-	-
(d) Forward cancellation	-	-
(e) Bank charges/Bank Guarantee Charges	5,266	6,258
	5,266	6,258
15 Other income		
(a) Interest Income (in case of a company other than a finance company)	4,25,000	4,50,000
(b) Net gain/loss on sale of investments;	-	-
(c) Commission & Brokerage	-	-
(d) Dividend Income;	-	-
	4,25,000	4,50,000
17 Employee Benefits Expenses		
1 Salaries and Wages	4,40,000	4,80,000
2 Bonus		
3 Directors' Remuneration		
4 Leave Encashment		
5 Staff Welfare Expenses		
	4,40,000	4,80,000
8 Depreciation & amortisation expenses		
8 Depreciation expense;	33,723	39,139
Amortisation expense;		
	33,723	39,139
Changes In Inventories		
1 Traded Goods		
Opening Stock	-	-
Less : Closing Stock	-	-
	-	-

Total	-	-
Increase in Inventories of FG/WIP/Stock-in-trade	-	-
Decrease in Inventories of FG/WIP/Stock-in-trade	-	-
16 PURCHASES OF STOCK-IN-TRADE		
Purchase	76,27,445	66,45,855
Finished Goods	-	-
	76,27,445	66,45,855
<u>Other Expenses</u>		
Manufacturing & Service Cost		
Transportation charges/Freight	-	-
Consumption of stores and spare parts.:		
Power and fuel. (Electricity/Generator Exp)	-	-
Repairs to buildings.	-	-
Repairs to machinery	-	-
	-	-
Payment to Auditors		
As auditors - statutory audit	10,000	10,000
For taxation matters	-	-
For company law matters	-	-
For management services	-	-
For other services	-	-
Reimbursement of expenses	-	-
	10,000	10,000
Selling/Marketing Expenses		
Sales promotion including publicity (other than advertisement)	-	-
Advertisement	15,236	9,852
Bad debts Woff	-	-
	15,236	9,852
Duties and taxes in respect of goods and services purchased		
Service tax	-	-
VAT/ Sales tax	-	-
Any other tax	-	-
Rents	1,38,000	1,35,000
Insurance		
Medical Insurance	-	-
Life Insurance	-	-
Keyman Insurance	-	-
Other Insurance including factory, office, car, goods, etc	-	-
Workmen and staff welfare expenses	-	-
Entertainment	-	-
Hospitality	-	-
Conference	-	-
Hotel, Boarding and Lodging	-	-
Travelling expenses including foreign travelling	25,669	19,668

Conveyance Expenses	-	-
Telephone Exps.	36,528	26,985
Guest House Expenses	-	-
Club expenses	-	-
Festival celebration expenses	-	-
Scholarships	-	-
Gift	-	-
Donation	-	-
Rates and taxes, paid or payable to Government or any local body (exl	-	-
Union Excise Duty	-	-
Service Tax	-	-
VAT/Sales Tax	-	-
Cess	-	-
Any other rate, tax, duty or cess	-	-
Other Expenses	4,89,982	4,64,922
Bad debts	-	-
Provision for bad & doubtful debts	-	-
Other Provisions	-	-
	6,90,179	6,46,575
	7,15,415	6,66,427
Other Expenses		
Accounting Charges	22,000	20,000
Amount w/off	-	-
Books & Periodicals	-	-
Computer Rep & Maint	9,500	8,500
Consultancy Charges	-	-
Demat/Depository Charges	34,000	34,000
Electricity Expenses	28,968	25,122
Income Tax Expenses		
Internet & Cable Expenses		
Legal & Professional Charges	88,000	85,000
Listing fees	2,28,000	2,28,000
Loss from share Trading		
Long Term Loss on Sale of Shares Unquoted Shares		
Loss on sale of Fixed Assets		
Miscellaneous Exp	36,214	26,532
Motor car running & Maint		
News Paper & Magazines		
Other expenses	-	-
Penalties & Interest		
Postage & Courier exp	18,659	16,323
Preliminary Expd w/off		
Printing & Stationery	19,641	16,445
Profession Tax		
Registrar		
ROC	-	-
Travelling		
Telephone		
Website	5,000	5,000
	4,89,982	4,64,922

c) Other Expenses

Note:— Broad heads shall be decided taking into account the concept of materiality and

ALPHA GRAPHIC INDIA LTD.

Registered Office: B-1, SADGURU COMPLEX, NEAR RUPAL PARK, GOTRI ROAD, VADODARA(GUJ.)-390021

MGT – 11 PROXY FORM

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

Name of the member:

Registered address:

Email ID

No of Shares held

Folio No./Client ID:

DP. ID:

I/We, being the member(s) ofshares of the above named company, hereby appoint

1. Name:.....
Address:.....
E-mail Id:
Signature:....., or failing him
2. Name:.....
Address:.....
E-mail Id:
Signature:....., or failing him
3. Name:.....
Address:.....
E-mail Id:
Signature:.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on September 29, 2018 at 11.00 a.m. at the Registered Office of the Company and at any adjournment thereof in respect of such Resolutions as are set out in the notice.

Signed this.....day of2018.

Signature of shareholder(s)

Signature of Proxy holder(s)

Affix Revenue Stamp

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.

ALPHA GRAPHIC INDIA LTD.

Registered Office: B-1, SADGURU COMPLEX, NEAR RUPAL PARK, GOTRI ROAD, VADODARA(GUJ.)-390021

Form No MGT - 12

POLLING PAPER

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]

Sr. No.:

1. Name and Registered address of the Sole/First Named Shareholder:
2. Name of Joint Holders If any (in block letters):
3. Folio No./DP ID no*/Client ID No. :
4. Number of shares held:

I hereby exercise my vote in respect of Ordinary/Special Resolutions enumerated below by recording my assent or dissent to the said resolution in the following manner:

Description	No. of shares	I/ We assent to the Resolution (FOR)	I/ We dissent to the Resolution (AGAINST)
Item No. 1 of the Notice			
Item No. 2 of the Notice			
Item No. 3 of the Notice			

Place:

Date:

Signature of the Shareholder

ALPHA GRAPHIC INDIA LTD.

Registered Office: B-1, SADGURU COMPLEX, NEAR RUPAL PARK, GOTRI ROAD, VADODARA(GUJ.)-390021

Attendance Slip

Name:

No of Shares:

Folio No./DP/Client ID:

I hereby record my presence at the Annual General Meeting of the Company on September 29, 2018 at the Regd. Office at 11.00 a.m.

(Proxy's full name in block capitals)

Member's/Proxy's Signature