

KAMRON LABORATORIES LIMITED

[CIN : L24231GJ1988PLC010956]

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

E-mail : info@kamronlabs.com



26th August, 2019

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai - 400 001

Company Code No. 524604

Dear Sirs;

Sub: Submission of Notice of 31st Annual General Meeting and Annual Report 2018-19

Pursuant to Regulation 30 and 34(1)(a) of SEBI (LODR) Regulations, 2015, we are enclosing herewith:

1. Notice of 31st Annual General Meeting of the members of the Company.
2. Annual Report 2018-19.

Kindly acknowledge receipt of the same.

Thanking you,

Yours faithfully,
for KAMRON LABORATORIES LIMITED

Kamlesh J. Laskari
KAMLESH J. LASKARI
MANAGING DIRECTOR



Encl: As above.



LABORATORIES LIMITED

[CIN: L24231GJ1988PLC010956]

**31ST ANNUAL REPORT
2018-19**



31ST ANNUAL REPORT 2018-19

BOARD OF DIRECTORS & MANAGEMENT TEAM

Dr. Mahendra P. Shah	- Chairman
Mr. Kamlesh J. Laskari	- Managing Director
Mr. Rohan K. Laskari	- Executive Director
Mr. Sohan K. Laskari	- Executive Director & CFO
Ms. Ranak K. Laskari	- Director
Mr. Devarshi D. Patel	- Director
Ms. Bhavasthi R. Mehta	- Company Secretary

REGISTERED OFFICE

904, 9th Floor, Shapath-I Complex,
Opp. Rajpath Club, S. G. Highway,
Ahmedabad-380 054

STATUTORY AUDITORS

M/s. Rangwala & Co.,
Chartered Accountants,
Ahmedabad

SECRETARIAL AUDITORS

M/s. Kashyap R. Mehta & Associates,
Company Secretaries,
Ahmedabad

BANKERS

Bank of Baroda

REGISTRAR AND SHARE TRANSFER AGENTS

Link Intime India Private Limited
506-508, Amarnath Business Centre-1(ABC-1),
Besides Gala Business Centre,
Near St. Xavier's College Corner,
Off C G Road, Ahmedabad - 380 006

WEBSITE

www.kamronlabs.com

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NOTICE

NOTICE is hereby given that the **31ST ANNUAL GENERAL MEETING** of the members of **KAMRON LABORATORIES LIMITED** will be held as scheduled below:

Date : 30th September, 2019
Day : Monday
Time : 11.00 a. m.
Place : Conference Hall, 10th Floor, Shapath-I Complex,
Opp. Rajpath Club, Nr. Madhur Hotel,
S. G. Highway, Bodakdev, Ahmedabad – 380 054

to transact the following business:

ORDINARY BUSINESS :

1. To consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2019, the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Ms. Ranak K. Laskari (DIN – 00461265), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and, being eligible, offers herself for re appointment.

SPECIAL BUSINESS:

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any amendment, statutory modification(s) or re-enactment(s) thereof for the time being in force) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (‘Listing Regulations’) as amended from time to time, Dr. Mahendra P. Shah (DIN: 00461325), whose term as an Independent Director of the Company expires on the conclusion of this 31st Annual General Meeting and who has consented to act as an Independent Director of the Company and who has submitted his declarations that he meets the criteria of independence as specified for Independent Director under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) and 25(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors and in respect of whom a notice in writing pursuant to Section 160 (1) of the Companies Act, 2013 has been received from a member signifying his intention to propose his candidature for the office of the Director of Company, be and is hereby re-appointed as an Independent Director of the Company for a second consecutive term of 5 years from the conclusion of this 31st Annual General Meeting up to the conclusion of the 36th Annual General Meeting to be held in the calendar year 2024 and he will not be liable to retire by rotation.”

“RESOLVED FURTHER THAT pursuant to the provisions of Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, consent of the members be and is hereby also accorded for continuation of Dr. Mahendra P. Shah as Independent Director of the Company despite attaining the age of 75 years or more during currency of his Directorship with the Company.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

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

“RESOLVED THAT pursuant to the provisions of FEMA (Transfer or Issue of Security by a Person Resident outside India), 2000, as amended, the Master Circular on Foreign Investment in India dated July 1, 2015, as amended and read with the provisions of the Memorandum of Association and Articles of Association of the Company and other guidelines, regulations issued by the Reserve Bank of India (“RBI”) and the Securities and Exchange Board of India (“SEBI”), approval of the members be and is hereby accorded for increasing the total holding of all Non-Residential Indians (“NRIs”) on repatriation basis to 24% of the paid-up capital.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things and sign and execute such documents and writs and give such directions including making applications and intimating RBI and all other concerned statutory and other authorities, if any required with respect to increase in limit of total holding by NRIs.”

REGISTERED OFFICE

904, 9th Floor, Shapath-I Complex,
Opp. Rajpath Club, S. G. Highway,
Ahmedabad – 380 054

Date : 16th July, 2019

By order of the Board,

Bhavasthi Mehta
Company Secretary

NOTES :

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of Special Business in the Notice is annexed hereto.
2. The Register of Members and Share Transfer Books will remain closed **from 23th September, 2019 to 30th September, 2019** (both days inclusive) for the purpose of Annual General Meeting (AGM).
3. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY OR PROXIES TO ATTEND AND, TO VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING 50 (FIFTY) AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER SHAREHOLDER.

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

4. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company, a certified copy of Board Resolution/ Authorisation document authorising their representative to attend and vote on their behalf at the AGM.
5. Members holding shares in the dematerialized mode are requested to intimate all changes with respect to their bank details, ECS mandate, nomination, power of attorney, change of address, change in name, etc, to their Depository Participant (DP). These changes will be automatically reflected in the Company's records, which will help the Company to provide efficient and better service to the Members. Members holding shares in physical form are requested to intimate the changes to the Registrar & Share Transfer Agents of the Company (RTA). Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
6. Pursuant to the requirement of Regulation 26(4) and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 issued by The Institute of Company Secretaries of India, the brief profile/particulars of the Directors of the Company seeking their appointment or re-appointment at the Annual General Meeting (AGM) are stated at the end of the Explanatory Statement annexed hereto.
7. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their DPs with whom they are maintaining their demat accounts and members holding shares in physical form to the Company / RTA.
8. The members are requested to intimate to the Company, queries, if any, at least 10 days before the date of the meeting to enable the management to keep the required information available at the meeting.

9. The Shareholders holding Shares in Physical form are advised to seek their shareholding changed to dematerialized form since in terms of SEBI and Stock Exchange guidelines no physical shares can be traded in the Stock Exchanges.
10. **This is to bring to the notice of the Shareholders that as per SEBI Notification, the request for effecting transfer of securities held in Physical form (except in case of transmission or transposition) would not be entertained and shall not be processed by the Company/ RTA of the Company w.e.f. 1st April, 2019. Hence, Shareholders are advised to get their physical shares dematerialized.**
11. Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form may file nomination in the prescribed Form SH-13 and for cancellation / variation in nomination in the prescribed Form SH-14 with the Company's RTA. In respect of shares held in electronic / demat form, the nomination form may be filed with the respective Depository Participant.
12. Members/Proxies are requested to bring duly filled Attendance Form along with their copy of Annual Report at the Meeting. Copies of Annual Report will not be distributed at the Meeting.
13. All documents referred to in the Notice and Explanatory Statement shall be available for inspection by members at the Registered Office of the Company during the business hours between 11.00 a.m. to 1.00 p.m. on all working days of the Company up to the date of the Annual General Meeting.
14. To support the "Green Initiative", Members who have not registered their e-mail addresses so far, are requested to register their e-mail address with the Registrar & Share Transfer Agents of the Company for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
15. In support of the 'Green Initiative' announced by the Government of India, electronic copies of the Annual Report for 2018-19 and this Notice inter alia indicating the process and manner of e-voting along with Attendance Form and Proxy Form are being sent by email to all the Members whose email IDs are registered with the Company / Depository Participant(s) for communication purposes, unless any Member has requested only for a hard copy of the same. For Members who have not registered their email address, physical copies will be sent to them in the permitted mode. The Notice of AGM will also be available on the Company's website www.kamronlabs.com and that of Central Depository Services (India) Limited ("CDSL"), www.evotingindia.com
16. Members and proxies thereof are requested to bring their Folio No. / DP Id-Client Id for identification.

17. VOTING THROUGH ELECTRONIC MEANS:

- (a) In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other applicable provisions, the Company is pleased to offer the facility of voting through electronic means and the business set out in the Notice above may be transacted through such electronic voting. The facility of casting the votes by the Members using an electronic voting system from a place other than venue of the AGM ('remote e-voting') is provided by Central Depository Services (India) Limited.
- (b) The facility for voting through ballot paper shall be made available at the AGM, and the Members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot. **E-voting facility will not be made available at the AGM venue.**
- (c) The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- (d) The remote e-voting period commences **at 9.00 a.m. on Friday, 27th September, 2019 and ends at 5:00 p.m. on Sunday, 29th September, 2019**. During this period members/shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date i.e. 23rd September, 2019**, may cast their vote electronically (i.e. by remote e-voting). The remote e-voting module shall be disabled by CDSL for e-voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently or cast the vote again.
- (e) The voting rights of shareholders shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date.

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

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

User ID	<ol style="list-style-type: none"> a. For CDSL: 16 digits Beneficiary ID b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID c. Members holding shares in Physical Form should enter Folio Number registered with the Company
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- (iv) Next, enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) If you are holding shares in demat form and has forgotten the existing password, then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (vii) If you are a first time user, follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Address Slip/ email pertaining to the notice of this Annual General Meeting.</p>
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <p>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iii).</p>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on Electronic Voting Sequence Number (EVSN) of KAMRON LABORATORIES LIMITED.
- (xii) On the voting page, you will see 'Resolution Description' and against the same, the option 'YES/NO' for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the 'RESOLUTIONS FILE LINK' if you wish to view the entire Resolution details.
- (xiv) After selecting the Resolution, you have decided to vote on, click on 'SUBMIT'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'OK', else to change your vote, click on 'CANCEL' and accordingly modify your vote.
- (xv) Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on 'Click here to print' option on the Voting page.

(xvii) Shareholders can also use Mobile app - "m - Voting" for e voting . m - Voting app is available on Apple, Android and Windows based Mobile. Shareholders may log in to m - Voting using their e voting credentials to vote for the company resolution(s).

(xviii) Note for Non – Individual Members and Custodians:

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

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF SPECIAL BUSINESSES MENTIONED IN THE NOTICE OF 31ST ANNUAL GENERAL MEETING DATED 16TH JULY, 2019.

In respect of Item No. 3:

Dr. Mahendra P. Shah, was appointed as Independent Directors of the Company for a consecutive term of 5 years w.e.f. conclusion of 26th Annual General Meeting held on 30th September, 2014 and he was not liable to retire by rotation. Their said appointment is due to expire at the conclusion of this 31st Annual General Meeting of the members of the Company.

Pursuant to the provisions of section 149(10) of the Companies Act, 2013, an Independent Director shall be eligible for re-appointment for second term on passing of a Special Resolution by the Company. Further a new sub regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) mandates that no listed entity shall appoint a person or continue the

directorship of any person as a Non-Executive Director who has attained the age of 75 Years, unless a Special Resolution is passed by the Company to that effect.

The Company has received a notice in writing from Member of the Company under section 160(1) of the Companies Act, 2013 proposing the candidature of Dr. Mahendra P. Shah for the office of Independent Director of the Company.

In the opinion of the Board, Dr. Mahendra P. Shah fulfills the conditions of his appointment as Independent Directors of the Company as per the applicable provisions specified in the Companies Act, 2013 and SEBI - Listing Regulations for appointment as Independent Director and is independent of the management of the Company.

Details of Dr. Mahendra P. Shah is provided in the "Annexure" to the Notice pursuant to the provisions of the Listing Regulations and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

In view of above and also considering the recommendation of Nomination and Remuneration Committee of the Company for re-appointment of Dr. Mahendra P. Shah as Independent Director of the Company for a further consecutive second term of five years (viz. from the conclusion of this 31st Annual General Meeting up to the conclusion of the 36th Annual General Meeting to be held in the calendar year 2024), on the basis of their skills, performance evaluation, extensive and enriched experience in diverse areas and suitability to the Company as well as fulfilling the criteria of their independence under Section 149(6) of Companies Act, 2013 read with Schedule IV thereto and Regulation 16(1) (b) and 25(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the said resolution at item No. 3 is being recommended by the Board of Directors to the members of the Company for their consideration and accord approval thereto by way of Special Resolution.

Dr. Mahendra P. Shah is concerned or interested in the Resolution mentioned at Item No. 3 of the Notice relating to his own re-appointment. Other than him, none of the other Directors, Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the Resolution mentioned at Item No. 3 of the Notice.

In respect of Item No. 4:

In terms of FEMA and the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000 as amended, the Master Circular on Foreign Investment in India dated July 1, 2015, as amended and read with the provisions of the Memorandum of Association and Articles of Association of the Company and other guidelines, regulations issued by the Reserve Bank of India ("RBI"), the Securities and Exchange Board of India ("SEBI"), Non Resident individuals can acquire and hold up to an aggregate limit of 10% (ten per cent) of the paid up Equity Share capital of an Indian Company.

The said FEMA Regulations further provide that the limit of 10% (ten per cent) can be further increased up to 24% (twenty four per cent), by passing a resolution of the Board, a Special Resolution to that effect by its members and followed by necessary filings with the RBI.

The Board of Directors of the Company has proposed, subject to the approval of the members by way of a special resolution, to fix the limit of NRI shareholding in the Company, to 24% (twenty four per cent) of the paid up equity share capital of the Company.

The Board recommends the special resolution set out at Item No. 4 for the approval of the Members of the Company.

None of the Directors, key managerial personnel, of the Company or the relatives of the aforementioned persons are interested in the said resolution.'

REGISTERED OFFICE

904, 9th Floor, Shapath-I Complex,
Opp. Rajpath Club, S. G. Highway,
Ahmedabad – 380 054
Date : 16th July, 2019

By order of the Board,

Bhavasthi Mehta
Company Secretary

BRIEF PARTICULARS/PROFILE OF THE DIRECTOR SEEKING APPOINTMENT/RE-APPOINTMENT PURSUANT TO THE PROVISIONS OF REGULATION 26(4) & 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD 2 ISSUED BY ICSI:

Name of Directors	Dr. Mahendra P. Shah	Ms. Ranak K. Laskari
Age (in years)	73	57
Date of Birth	29-07-1946	30-09-1962
Date of Appointment	30-09-2014	06-07-1988
Qualifications	MD (Paediatric)	Commerce Graduate
Experience / Expertise	He is a Paediatrician by profession. He has vast experience in pharmaceutical and Medicine.	She has experience in the field of Management & Marketing
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid	As per the resolution at item no. 3 of the Notice convening this Meeting read with explanatory statement thereto	As per the resolution at item no. 2 of the Notice convening this Meeting
Remuneration last drawn by such person, if any.	NIL	NIL
Shareholding in the Company	NIL	55,000 Equity Shares
Relationship with other Directors, Manager and other KMP of the Company	Not related to any Director/KMP	Ranak K. Laskari, Kamlesh J. Laskari, Rohan K. Laskari & Sohan K. Laskari are related to each other
Number of Meetings of the Board attended during the year	6	6
List of other public Companies in which Directorships held	NIL	NIL
List of Private Limited Companies in which Directorships held	Cosmic Commodity Private Limited	Centis Lifecare Private Limited
Chairman/Member of the Committees of Directors of other Companies	NIL	NIL
Justification for choosing the appointee for appointment as Independent Directors	On the basis of their skills, performance evaluation, extensive and enriched experience in diverse areas and suitability to the Company.	

DIRECTORS' REPORT

Dear Members,

Your Directors present the 31st ANNUAL REPORT together with the Audited Financial Statements for the Financial Year 2018-19 ended 31st March, 2019.

(Rs. in lakh)

1. FINANCIAL RESULTS:

Particulars	2018-19	2017-18
Profit before Interest, Depreciation & Taxation	83.75	107.99
Less : Interest/ Finance Cost	7.27	33.65
Profit Before Depreciation & Taxation	76.48	74.34
Less : Depreciation & amortisation	73.44	72.91
Profit before Taxation	3.04	1.43
Less : Provision for Taxtion	0.28	1.25
Profit after Tax	2.76	0.18

There are no material changes and commitment affecting the financial position of the Company which have occurred between 1st April, 2019 and date of this report.

2. DIVIDEND:

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

3. OPERATIONS:

The revenue from Operations during the year under review stood at Rs. 559.42 Lakh compared to Rs. 817 Lakh during 2017-18. The Company has commenced vigorous efforts to increase sales in domestic as well as export markets. The management is hopeful of better results in the year 2019-20.

The Company earned Profit before Interest, Depreciation & Taxation of Rs. 83.75 Lakh during the year under review compared to Rs.107.99 Lakh during 2017-18. The Profit before Depreciation & Taxation for the year was Rs. 76.48 Lakh during the year under review compared to Rs.74.34 Lakh during 2017-18. The Net Profit during the year under review was Rs. 2.76 Lakh compared to Net Profit of Rs. 0.18 Lakh during 2017-18.

4. LISTING:

The Equity Shares of the Company are listed on BSE Limited. The Company is generally regular in payment of Annual Listing Fees. The Company has paid listing fees up to the financial year 2019-20.

5. SHARE CAPITAL:

The paid up Share Capital of the Company as on 31st March, 2019 was Rs. 585 Lakhs. As on 31st March, 2019, the Company has not issued shares with differential voting rights nor granted stock options nor sweat equity and none of the Directors of the Company hold any convertible instruments.

6. RESERVES:

Your Company does not propose to transfer any amount to general reserve.

7. DIRECTORS:

7.1 One of your Directors viz. Ms. Ranak K. Laskari (DIN – 00461265) retires by rotation in terms of the Articles of Association of the Company. However, being eligible offers herself for re-appointment.

7.2 The Board of Directors duly met 6 times during the financial year under review.

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

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

7.5 Based on the recommendations of the Nomination and Remuneration Committee, it is proposed to re-appoint Dr. Mahendra P. Shah as Independent Directors of the Company for a second consecutive term of 5 years from the conclusion of this 31st AGM up to the conclusion of the 36th AGM respectively and they will not be liable to retire by rotation.

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

7.7 Brief profile of the Directors being appointed and re-appointed as required under Regulations 36(3) of Listing Regulations, 2015 and Secretarial Standard on General Meetings and the justification for appointment/reappointment of Independent Directors are provided in the notice for the forthcoming AGM of the Company.

7.8 FORMAL ANNUAL EVALUATION:

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

7.9 DIRECTORS' RESPONSIBILITY STATEMENT:

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

- (i) that in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (ii) that the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent, so as to give a true and fair view of the state of affairs of the Company at 31st March, 2019 being end of the financial year 2018-19 and of the profit of the Company for the year;
- (iii) that the Directors had taken proper and sufficient care for maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) that the Directors had prepared the annual accounts on a going concern basis.
- (v) the Directors, had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- (vi) the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

8. INTERNAL FINANCIAL CONTROL AND ITS ADEQUACY:

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

9. MANAGERIAL REMUNERATION:

REMUNERATION OF DIRECTORS:

Sr. No.	Name of the Director & Designation	Remuneration for the financial year 2018-19 (Rs.)	% Increase/ (decrease) over last year	Parameters	Median of Employees Remuneration (Rs.)	Ratio	Commission received from Holding/ Subsidiary
1.	Kamlesh J. Laskari, Managing Director	16.80 lakh	(13.04)	N.A.	1.45 lakh	11.59	N.A.
2.	Rohan K. Laskari, Executive Director	6.50 lakh	16.00		1.45 lakh	4.48	N.A.
3.	Sohan K. Laskari, Executive Director & CFO	3.90 lakh	36.00		1.45 lakh	2.69	N.A.

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

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

10. KEY MANAGERIAL PERSONNEL:

% INCREASE IN REMUNERATION OF DIRECTORS AND KMP:

Sr. No.	Name of the Director & KMP	Designation	Percentage Increase (If any)
1.	Kamlesh J. Laskari	Managing Director	N.A.
2.	Rohan K. Laskari	Executive Director	17.37
3.	Sohan K. Laskari	Executive Director & CFO	38.03
4.	Bhavasthi R. Mehta [#]	Company Secretary	N.A.

[#]Ms. Bhavasthi R. Mehta appointed as Company Secretary and Compliance Officer of the Company w.e.f. 14th February, 2019.

11. PERSONNEL AND H. R. D.:

11.1 INDUSTRIAL RELATIONS:

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

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

11.2 PARTICULARS OF EMPLOYEES:

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

12. RELATED PARTY TRANSACTION AND DETAILS OF LOANS, GUARANTEES, INVESTMENT & SECURITIES PROVIDED:

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

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

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

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

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

14. CORPORATE GOVERNANCE AND MDA:

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

15. SECRETARIAL AUDIT REPORT:

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

16. EXTRACT OF ANNUAL RETURN:

The extract of Annual return in Form – MGT-9 has been attached herewith as **Annexure – E**. The same is also available on the Company's website at www.kamronlabs.com.

17. RESEARCH & DEVELOPMENT:

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

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

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

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

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

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

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

19.2 INSURANCE:

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

19.3 DEPOSITS:

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

19.4 RISKS MANAGEMENT POLICY:

The Company has a risk management policy, which from time to time, is reviewed by the Audit Committee of Directors as well as by the Board of Directors. The Policy is reviewed quarterly by assessing the threats and opportunities that will impact the objectives set for the Company as a whole. The Policy is designed to provide the categorization of risk into threat and its cause, impact, treatment and control measures. As part of the Risk Management policy, the relevant parameters

for protection of environment, safety of operations and health of people at work are monitored regularly with reference to statutory regulations and guidelines defined by the Company.

19.5 SUBSIDIARIES/ ASSOCIATES/ JVS:

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

19.6 CODE OF CONDUCT:

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

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

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

19.8 ENVIRONMENT AND SAFETY:

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

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

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

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

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

19.11 REGISTRAR AND SHARE TRANSFER AGENTS:

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

19.12 SECRETARIAL STANDARDS:

The Company complies with the Secretarial Standards, issued by the Institute of Company Secretaries of India, which are mandatorily applicable to the Company.

20. DISCLOSURE OF ACCOUNTING TREATMENT:

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

21. DEMATERIALISATION OF EQUITY SHARES:

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

22. ACKNOWLEDGMENT:

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

For and on behalf of the Board,

Place : Ahmedabad
Date : 16th July, 2019

Dr. Mahendra P. Shah
Chairman

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

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

(B) TECHNOLOGY ABSORPTION:

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

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

(C) FOREIGN EXCHANGE EARNINGS & OUTGO:

	2018-19	2017-18
Total Foreign exchange earnings	Rs. 58.77 Lakh	Rs. 111.29 Lakh
Total Foreign Exchange used	NIL	Rs. 2.63 Lakh

For and on behalf of the Board,

Place : Ahmedabad
Date : 16th July, 2019

Dr. Mahendra P. Shah
Chairman

VOLUNTARY REPORT ON CORPORATE GOVERNANCE

INTRODUCTION :

Corporate Governance is important to build confidence and trust which leads to strong and stable partnership with the Investors and all other Stakeholders. The Directors, hereunder, present the Company's Report on Corporate Governance for the year ended 31st March, 2019 and also up to the date of this Report.

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE :

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

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

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

2. BOARD OF DIRECTORS:

a) **Composition and Category of Directors as on 31st March, 2019 and on the date of report is:**

Name of Directors	Category of Directorship	No. of other Director Ships@	No. of Committee position in other Companies**		No. of Board Meetings attended during 2018-19	Attendance at the AGM held on 29-09-2018 Yes(Y)/No(N)
			Member	Chairman		
Mr. Kamlesh J. Laskari Managing Director	Promoter – Executive	-	-	-	6	Y
Mr. Rohan K. Laskari Executive Director	Promoter – Executive	-	-	-	6	Y
Mr. Sohan K. Laskari Executive Director & CFO	Promoter – Executive	-	-	-	6	Y
Ms. Ranak K. Laskari	Promoter – Non-Executive	-	-	-	6	Y
Dr. Mahendra P. Shah, Chairman	Independent Non-executive	-	-	-	6	Y
Mr. Devarshi D. Patel	Independent Non-executive	-	-	-	6	Y

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

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

- b) Directorship in Listed Entities other than Kamron Laboratories Limited and the category of directorship as on 31st March, 2019, is as follows:**

Name of Director	Name of listed Company	Category of Directorship
Dr. Mahendra P. Shah	Nil	N.A.
Mr. Kamlesh J. Laskari	Nil	N.A.
Mr. Rohan K. Laskari	Nil	N.A.
Mr. Sohan K. Laskari	Nil	N.A.
Ms. Ranak K. Laskari	Nil	N.A.
Mr. Devarshi D. Patel	Nil	N.A.

- c) Relationships between directors inter-se:**

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

- d) Board Procedures:**

The Board of Directors meets once a quarter to review the performance and Financial Results. A detailed Agenda File is sent to all the Directors well in time of the Board Meetings. The Chairman/ Managing Director briefs the Directors at every Board Meeting, overall performance of the Company. All major decisions/approvals are taken at the Meeting of the Board of Directors such as policy formation, business plans, budgets, and investment opportunities, Statutory Compliance etc. The meeting of the Board of Directors for a period from 1st April, 2018 to 31st March, 2019 were held 6 times on 29-05-2018, 20-07-2018, 14-08-2018, 05-11-2018, 09-01-2019 & 14-02-2019.

- e) Shareholding of Non- Executive Directors as on 31st March, 2019 and as on date of the report:**

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

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

- f) Familiarisation Program for Independent Directors:**

The details of the familiarization program are available on the Company's website – www.kamronlabs.com

- g) Chart or Matrix setting out the skills/ expertise/ competence of the board of directors specifying the following:**

Name	Qualifications	Experience / Expertise
Dr. Mahendra P. Shah	MD (Paediatric)	He is a Paediatrician by profession. He has vast experience in pharmaceutical and Medicine.
Mr. Kamlesh J. Laskari	MBA (Finance)	He has rich experience of more than 3 decades in the field of pharmaceutical manufacturing and marketing. He has expertise in Business development & materials management.
Mr. Rohan K. Laskari	B.Sc. in Pharmaceutical Management	He has experience in Marketing & Distribution activities and developing the international business.
Mr. Sohan K. Laskari	B.Com., MBA	He has experience in finance and management
Ms. Ranak K. Laskari	B. Com.	She has experience in the field of Management & Marketing
Mr. Devarshi D. Patel	B. Com.	He has an appropriate skills and experience in the field of Administration and accounting.

3. AUDIT COMMITTEE :

The Audit Committee consists of the following Directors:

Name of the Directors	Expertise	Terms of reference & functions of the Committee	No. of Meetings Attended during 2018-19
Dr. Mahendra P. Shah Chairman	All members are Non executive. Chairman is Independent Director and majority are Independent. One member has thorough financial and accounting knowledge.	The functions of the Audit Committee are as per Company Law and Listing Regulations prescribed by SEBI which include approving and implementing the audit procedures, review of financial reporting system, internal control procedures and risk management policies.	4 of 4
Ms. Ranak K. Laskari			4 of 4
Mr. Devarshi D. Patel			4 of 4

The Audit Committee met 4 times during the Financial Year 2018-19. The maximum gap between two meetings was not more than 120 days. The Committee met on 29-05-2018; 14-08-2018; 05-11-2018 & 14-02-2019. The necessary quorum was present for all Meetings. The Chairperson of the Audit Committee was present at the last Annual General Meeting of the Company.

4. NOMINATION AND REMUNERATION COMMITTEE:

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

Name of the Directors	Functions of the Committee	No. of Meetings Attended during 2018-19
Mr. Devarshi D. Patel, Chairman	All members are Non executive and majority of the committee members are Independent. The Committee is vested with the responsibilities to function as per SEBI Guidelines and recommends to the Board Compensation Package for the Managing Director. It also reviews from time to time the overall Compensation structure and related policies with a view to attract, motivate and retain employees.	2 of 2
Dr. Mahendra P. Shah		2 of 2
Ms. Ranak K. Laskari		2 of 2

The Committee met 2 times during the Financial Year 2018-19 on 20-07-2018 and 14-02-2019 respectively.

Term of reference and Nomination & Remuneration Policy:

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

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

Performance Evaluation Criteria for Independent Directors:

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

5. REMUNERATION OF DIRECTORS:

1. The Company paid total Managerial Remuneration of Rs. 28.80 lakh to the Managing Director / Executive Directors during the year 2018-19.
2. The Non Executive Directors were paid total Rs.18,000/- as Sitting Fees during the financial year 2018-19.
3. No Commission or Stock Option has been offered to the Directors.
4. The terms of appointment of Managing Director / Whole-time Director are governed by the resolutions of the members and applicable rules of the Company. None of the Directors are entitled to severance fees.
5. Commission based on performance criteria, if any, as approved by the Board and subject to maximum limit specified in the Act.
6. The Nomination and Remuneration Policy of the Company is given in Directors' Report which specifies the criteria of making payments to Non Executive Directors.
7. Service contract and notice period are as per the terms and conditions mentioned in their Letter of Appointments.
8. There are no materially significant related party transactions, pecuniary transactions or relationships between the Company and its Non-Executive Directors except those disclosed in the financial statements for the financial year ended on 31st March, 2019.

6. STAKEHOLDERS' RELATIONSHIP COMMITTEE:

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

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

- | | |
|---------------------------|----------|
| 1. Ms. Ranak K. Laskari | Chairman |
| 2. Mr. Kamlesh J. Laskari | Member |
| 3. Mr. Devarshi D. Patel | Member |

The Company had received eight complaints during the year which were resolved and there is no complaint which is unattended as on date. There was no valid request for transfer of shares pending as on 31st March, 2019.

Mr. Kamlesh J. Laskari, was the Compliance Officer for the above purpose upto 13th February, 2019. Ms. Bhavasthi R. Mehta, Company Secretary is appointed as Compliance Officer w.e.f. 14th February, 2019.

7. GENERAL BODY MEETINGS :

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

Financial Year	Date	Time	Venue
2015-16	30-09-2016	11.00 a.m.	737, Rakanpur Village, Sola-Santej Road, Taluka: Kalol (N.G.), Dist. Gandhinagar - 382 721 Special Resolution: 1. Authority to Board of Directors to make Investment under Section 186 of the Companies Act, 2013 2. Consent for re-classification of shareholding of Promoters Group under Regulation 31A and other provisions of the SEBI (LODR) Regulations, 2015
2016-17	29-09-2017	11.00 a.m.	737, Rakanpur Village, Sola-Santej Road, Taluka: Kalol (N.G.), Dist. Gandhinagar - 382 721 Special Resolution: 1. For obtaining consent for re-classification of shareholding of Promoters Group under Regulation 31A and other relevant provisions of the SEBI (LODR) Regulations, 2015. 2. For re-appointment of Mr. Kamlesh J. Laskari as the Managing Director of the Company for a period of three years. 3. For authority to Link Intime India Private Limited (RTA) for maintaining Register of Members together with the Index of members of the Company and copies of Annual Returns under Section 94 of the Companies Act, 2013.
2017-18	29-09-2018	11.00 a.m.	Conference Hall, 10 th Floor, Shapath-I Complex, Opp. Rajpath Club, Nr. Madhur Hotel, S.G. Highway, Bodakdev, Ahmedabad – 380 054 Special Resolution: 1. Special Resolution for re-appointment of Mr. Sohan K. Laskari as the Executive Director of the Company for a period of three years. 2. Special Resolution for re-appointment of Mr. Rohan K. Laskari as the Executive Director of the Company for a period of three years. 3. Special Resolution for authorising the Board of Directors under Section 186 of the Companies Act, 2013.

Pursuant to the relevant provisions of the Companies Act, 2013, there was no matter required to be dealt by the Company to be passed through postal ballot during 2018-19.

8. MEANS OF COMMUNICATION :

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

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

During the year ended on 31st March, 2019, no presentations were made to Institutional Investors or analyst or any other enterprise.

9. GENERAL SHAREHOLDERS' INFORMATION :

- a) Registered Office : 904, 9th Floor, Shapath-I Complex, Opp. Rajpath Club, S. G. Highway, Ahmedabad – 380 054
- b) Annual General Meeting : Day : Monday
Date : 30th September, 2019
Time : 11.00 a.m.
Venue : Conference Hall, 10th Floor, Shapath-I Complex, Opp. Rajpath Club, Nr. Madhur Hotel, S. G. Highway, Bodakdev, Ahmedabad – 380 054
- c) Financial Year : 1st April, 2018 to 31st March, 2019
- d) Financial Calendar : 1st Quarter Results : Mid - August, 2019.
Half-yearly Results : Mid - November, 2019.
3rd Quarter Results : Mid - February, 2020.
Audited yearly Results : End May, 2020.
- e) Book Closure Dates : From : Monday, the 23rd September, 2019.
To : Saturday, the 30th September, 2019.
(Both days inclusive).
- f) Dividend Payment Date : Not applicable.
- g) Listing of Shares on Stock Exchanges : **BSE Limited (BSE)**
P. J. Towers, Dalal Street, Fort, Mumbai - 400 001.
The Company has paid the annual listing fees for the financial year 2019-20.
- h) Stock Exchange Code
- | Stock Exchange | Code |
|----------------|--------|
| BSE | 524604 |
- i) Registrar and Share Transfer Agents : Registrar and Share Transfer Agents (RTA) for both Physical and Demat Segment of Equity Shares of the Company:
Link Intime India Private Limited
506-508, Amarnath Business Centre-1 (ABC-1), Besides Gala Business Centre, Near St. Xavier's College Corner, Off C G Road, Ahmedabad 380006
Tele. No. : (079) 2646 5179
E-mail : ahmedabad@linkintime.co.in

j) Share Transfer System :

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

Pursuant to SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated 8th June, 2018, SEBI has amended Regulation 40 of the Listing regulations effective from 1st April 2019, which deals with transfer or transmission or transposition of securities. According to this amendment, the requests for effecting the transfer of listed securities shall not be processed unless the securities are held in dematerialised form with a Depository. Therefore, for effecting any transfer, the securities shall mandatorily be required to be in Demat form. However, the transfer deed(s) lodged prior to the 1st April, 2019 deadline and returned due to deficiency in the document, may be re-lodged for transfer even after the deadline of 1st April 2019 with the Registrar and Share transfer Agents of the Company. Hence, Shareholders are advised to get their shares dematerialized.

In case of Shares in electronic form, the transfers are processed by NSDL/ CDSL through the respective Depository Participants.

k) Stock Price Data:

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

Month	BSE			BSE Sensex
	High (Rs.)	Low (Rs.)	Shares Traded (No.)	
April, 2018	6.46	6.46	500	35160.36
May, 2018	NO TRADING			35322.38
June, 2018	6.15	5.85	300	35423.48
July, 2018	NO TRADING			37606.58
August, 2018				38645.07
September, 2018				36227.14
October, 2018	5.85	5.56	1,300	34442.05
November, 2018	NO TRADING			36194.30
December, 2018	5.82	5.29	17,400	36068.33
January, 2019	6.41	5.81	2,600	36256.69
February, 2019	5.80	5.51	600	35867.44
March, 2019	7.23	5.98	2,300	38672.91

l) Distribution of Shareholding as on 31st March, 2019:

No. of Equity Shares held	No. of Shareholders	% of share-holders	No. of Shares held	% of Shareholding
Up to 500	17558	93.73	2653650	45.36
501 to 1000	877	4.68	687450	11.75
1001 to 2000	235	1.25	339450	5.80
2001 to 3000	26	0.14	62800	1.07
3001 to 4000	5	0.03	17300	0.30
4001 to 5000	10	0.05	49000	0.84
5001 to 10000	6	0.03	41700	0.71
10001 and above	17	0.09	1998650	34.17
Grand Total	18734	100.00	5850000	100.00

m) Category of Shareholders as on 31st March, 2019:

Category	No. of Shares held	% of Shareholding
Promoters	1840150	31.46
Bodies Corporate	10300	0.18
Clearing Member	500	0.01
NRIs /FNs	595800	10.18
Public	3403250	58.17
Grand Total	5850000	100.00

n) Outstanding GDRs/ADRs/Warrants or any Convertible Instruments, Conversion Date and likely impact on Equity: The Company has not issued any GDRs/ADRs.

o) Dematerialisation of Shares and liquidity:

The Company's Equity Shares are traded compulsorily in dematerialised form. The ISIN of Equity Shares of the Company is: INE276T01018. Approximately 23.24% of the Equity Shares have been dematerialised.

p) Commodity Price Risks and Commodity Hedging Activities:

Business risk evaluation and management is an ongoing process within the Company. The assessment is periodically examined by the Board. The Company is exposed to the risk of price

fluctuation of raw materials as well as finished goods. The Company proactively manages these risks through forward booking Inventory management and proactive vendor development practices.

q) **Address For Correspondence:**

For any assistance regarding correspondence, dematerialisation of shares, share transfers, transactions, change of address, non-receipt of dividend or any other query, relating to shares, shareholders may contact to the Company's Registrar and Share Transfer Agent at:

Link Intime India Pvt. Ltd.,
506-508, Amarnath Business Centre-1 (ABC-1),
Besides Gala Business Centre, Near St. Xavier's College Corner,
Off C G Road, Ahmedabad - 380006
Tel. No. 079-26465179
Fax No. 079-26465179
Email Address: ahmedabad@linkintime.co.in

Compliance Officer : Ms. Bhavasthi R. Mehta

r) **CREDIT RATINGS:**

The Company has not obtained any Credit Rating during the financial year and hence no disclosure is required with respect to Clause 9(q) of Para C of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

10. MANAGEMENT DISCUSSION AND ANALYSIS:

a. Industry Structure and Developments:

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

b. Opportunities and Threats:

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

c. Segment wise Performance:

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

d. Recent Trend and Future Outlook:

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

e. Risks and Concerns:

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

f. Internal Control Systems and their Adequacy:

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

g. Financial Performance with respect to Operational Performance:

The financial performance of the Company for the year 2018-19 is described in the Directors' Report.

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

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

i. Key Financial Ratios:

Key Ratios	FY 2018-19	FY 2017-18	Change	Explanation, if required
Debtors Turnover	2.57	3.31	(0.74)	-
Inventory Turnover	0.35	1.72	(1.37)	-
Interest Coverage Ratio	1.59	1.04	0.55	-
Current Ratio	0.38	0.41	(0.03)	-
Operating Profit Margin (%)	66	45	21.00	-
Net Profit Margin (%)	0.49	0.02	0.47	-
Return on Networth	0.39	0.03	0.36	-

j. Cautionary Statement:

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

11. DISCLOSURES:

- The Company has not entered into any transaction of material nature with the Promoters, the Directors or the Management that may have any potential conflict with the interest of the Company. The Company has no subsidiary.
- There has neither been any non compliance of any legal provision of applicable law, nor any penalty, stricture imposed by the Stock Exchange/s or SEBI or any other authorities, on any matters related to Capital Market during the last three years.
- The Company has implemented Vigil Mechanism and Whistle Blower Policy and it is hereby affirmed that no personnel have been denied access to the Audit Committee.
- The Company is in compliance with all mandatory requirements under Listing Regulations. Adoption of non-mandatory requirements of Listing Regulations is being reviewed by the Board from time to time.
- The policy on related party transactions is disclosed on the Company's website viz. www.kamronlabs.com.
- Disclosure of Accounting Treatment :
These Financial Statements are prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 and the Companies (Indian Accounting Standards) (Amendment) Rules, 2016 notified under Section 133 of the Companies Act, 2013 (the 'Act') and other relevant provisions of the Act. The Financial Statements up to and for the year ended 31st March, 2017 were prepared to comply in all material aspects with the Accounting Standards specified under Section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Act. The previous year figures have been regrouped/ reclassified or restated as per Ind AS, so as to make the figures comparable with the figures of current year. As these are the first Financial Statements prepared in accordance with Indian Accounting Standards (Ind AS), Ind AS 101 'First Time Adoption of Indian Accounting Standards' has been applied.
- The Company has not raised any funds through Preferential Allotment or Qualified Institutions Placement (QIP) during the financial year and hence no disclosure is required with respect to Clause 10(h) of Para C of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- A Certificate from M/s. Kashyap R. Mehta & Associates, Practicing Company Secretaries to the effect that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority has been attached as **Annexure –C**.

- i. During the financial year, the Board of Directors of the Company has not rejected any recommendation of any committee of the Board which was mandatorily required under the Companies Act, 2013 or the Listing Regulations.
- j. The details of total fees for all services paid by the Company to the statutory auditor of the Company viz. Rangwala & Co. and all entities in the network firm/network entity of which the statutory auditor is a part are as follows:

Type of fee	2018-19	2017-18
Audit Fees	Rs.25000/-	Rs.25000/-

- k. disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

Sr. No.	Particulars	No. of complaints
1	Complaints filed during the financial year	Nil
2	Complaints disposed of during the financial year	Nil
3	Complaints pending as at the end of the financial year	Nil

12. DETAILS OF NON COMPLIANCE CORPORATE GOVERNANCE REQUIREMENT:

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

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

- The Company has a Non – Executive Independent Chairman.
- The quarterly / half yearly results are not sent to the shareholders. However, the same are published in the newspapers and also posted on the Company's website.
- The Company's financial statements for the financial year 2018-19 contain audit qualification which has been explained in the Directors' Report and Notes on Accounts.
- The internal auditors report to the Audit Committee.

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

For and on behalf of the Board,

Place : Ahmedabad
Date : 16th July, 2019

Dr. Mahendra P. Shah
Chairman

DECLARATION

All the Board Members and Senior Management Personnel of the Company have affirmed the compliance with the provisions of the code of conduct of Board of Directors and Senior Management for the year ended on 31st March, 2019.

For Kamron Laboratories Limited,

Place : Ahmedabad
Date : 16th July, 2019

Kamlesh Laskari
Managing Director

Sohan K. Laskari
Executive Director & CFO

CERTIFICATE

To
The Members of
Kamron Laboratories Limited

We have examined the compliance of conditions of Corporate Governance by Kamron Laboratories Limited, for the year ended on 31st March, 2019 and also up to the date of this report as stipulated in Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR).

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

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

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

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

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

Place : Ahmedabad
Date : 16th July, 2019

Z.E. Rangwala
Partner
Membership No. 031268

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10) (i) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015)

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

904, 9th Floor, Shapath-I Complex, Opp. Rajpath Club,
S. G. Highway, Ahmedabad – 380 054

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Kamron Laboratories Limited having CIN: **L24231GJ1988PLC010956** and having registered office at 904, 9th Floor, Shapath-I Complex, Opp. Rajpath Club, S. G. Highway, Ahmedabad – 380 054 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2019 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority:

Sr. No.	Name of the Director	DIN	Date of appointment in the Company
1	Dr. Mahendra P. Shah#	00461325	31/05/1993
2	Mr. Kamlesh J. Laskari	00461198	06/07/1988
3	Mr. Rohan K. Laskari	03382316	01/08/2013
4	Mr. Sohan K. Laskari	06637203	01/08/2013
5	Ms. Ranak K. Laskari	00461265	06/07/1988
6	Mr. Devarshi D. Patel@	01522985	30/03/2015

#Appointed as Independent Director of the Company for period of 5 consecutive years w.e.f. 30/09/2014

@Appointed as Independent Director of the Company for period of 5 consecutive years w.e.f. 30/09/2015

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For KASHYAP R. MEHTA & ASSOCIATES

COMPANY SECRETARIES

FRN: S2011GJ166500

KASHYAP R. MEHTA

PROPRIETOR

COP No. 2052

FCS No. 1821

PR No. 583/2019

Place : Ahmedabad
Date : 16th July, 2019

FORM NO. MR-3**SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2019**

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

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

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Kamron Laboratories Limited** [CIN: L24231GJ1988PLC010956] ('hereinafter called the Company') having Registered Office at 904, 9th Floor, Shapath-I Complex, Opp. Rajpath Club, S. G. Highway, Ahmedabad – 380 054. The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on **31st March, 2019** complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

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

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 – Not Applicable during the audit period
 - (d) Securities and Exchange Board of India (Share Based Employee Benefits) Requirements, 2014 – Not Applicable during the audit period
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 – Not Applicable during the audit period
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client – Not applicable as the Company is not registered as Registrar to Issue and Share transfer agent during audit period
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 – Not Applicable during the audit period
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 – Not Applicable during the audit period); and

- (vi) Various common laws applicable to the manufacturing and other activities of the Company such as Labour Laws, Pollution Control Laws, Land Laws, Patents Act, 1970, The Trade Marks Act, 1999 etc. and various Sectoral specific acts such as Pharmacy Act, 1948, Drugs and Cosmetics Act, 1940, Narcotic Drugs and Psychotropic Substances Act, 1985 for which we have relied on Certificates/ Reports/ Declarations/ Consents/ Confirmations obtained by the Company from the experts of the relevant field such as Advocate, Labour Law Consultants, Engineers, Occupier of the Factories, Registered Valuers, Chartered Engineers, Factory Manager, Chief Technology Officer of the Company, Local Authorities, Effluent Treatment Adviser etc. and have found that the Company is generally regular in complying with the provisions of various applicable Acts.

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

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

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

The following are our observations during the Audit:

1. ***There was delay in submitting Audited Financial Results for the financial year 2017-18 & 2018-19 to the Stock Exchange.***
2. ***There was no full time Company Secretary in the employment of the Company till 13th February, 2019. The Company appointed a whole time Company Secretary pursuant to Section 203 of the Companies Act, 2013 and Rule 8 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 w.e.f. 14th February, 2019 only.***
3. ***The Company has yet not taken special efforts to collect copy of PAN, and bank account details of all securities holders holding securities in physical form pursuant to Point 12 of para II of Annexure to the SEBI Circular No. SEBI/ HO/ MIRSD/ DOP1/ CIR/ P/ 2018/ 73 dated 20th April, 2018. However, the Company has placed note for the same in the Annual Report for the year 2017-18.***
4. ***The Company :***
 - ***has valued inventory on cost basis only in departure of Accounting Standards***
 - ***has not adopted method/computation of depreciation as per Schedule II of the Act resulting in overstatement of profit by Rs.102.98 lakh.***
 - ***the Management have viewed that value of certain fixed assets are in excess of their W.D.V. and therefore have not provided depreciation***
 - ***the Management of the Company have reappraised the useful life of plant and machinery to 30 years from 15 years, hence less depreciation has been provided***
 - ***not amortised any of the expenses during the year under review which has resulted into overstatement of profit of Rs. 42.67 lakh***

We further report that:

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

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

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

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period the Company has duly passed Special Resolutions in respect of the following matters at the Annual General Meeting held on 29th September, 2018:

- for re-appointment of Mr. Sohan K. Laskari as the Executive Director of the Company for a period of 3 years pursuant to the provisions of Section 188, 196, 197, 203 read with schedule V and other applicable provisions, if any, of the Companies Act, 2013.
- for re-appointment of Mr. Rohan K. Laskari as the Executive Director of the Company for a period of 3 years pursuant to the provisions of Section 188, 196, 197, 203 read with schedule V and other applicable provisions, if any, of the Companies Act, 2013.
- for authorising the Board of Directors pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013 to make investment or to acquire securities, to give loan(s) and/or to give any guarantee(s)/provide any security(ies) in connection with any loan taken by any other body corporate or person.

For KASHYAP R. MEHTA & ASSOCIATES

COMPANY SECRETARIES

FRN: S2011GJ166500

KASHYAP R. MEHTA

PROPRIETOR

COP No. 2052

FCS No. 1821

PR No. 583/2019

Place : Ahmedabad
Date : 16th July, 2019

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

To,
The Members,
Kamron Laboratories Limited

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

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For KASHYAP R. MEHTA & ASSOCIATES

COMPANY SECRETARIES

FRN: S2011GJ166500

KASHYAP R. MEHTA

PROPRIETOR

COP No. 2052

FCS No. 1821

PR No. 583/2019

Place : Ahmedabad
Date : 16th July, 2019

Form No. MGT – 9
EXTRACT OF ANNUAL RETURN AS ON 31ST MARCH, 2019

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

I. REGISTRATION AND OTHER DETAILS:

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

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

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

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

The Company has no Holding/ Subsidiary/ Associate Company.

IV. SHARE HOLDING PATTERN:

i) Category-wise Share Holding:

Category of Shareholders	No. of Shares held as on 1 st April, 2018				No. of Shares held as on 31 st March, 2019				% Change during 2018-19
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	1105940	701900	1807840	30.90	1121840	701900	1823740	31.18	0.28
b) Central Govt.	-	-	-	-	-	-	-	-	-
c) State Govt.(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp	-	136410	136410	2.34	-	16410	16410	0.28	(2.06)
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
Total shareholding of Promoter (A)	1105940	838310	1944250	33.24	1121840	718310	1840150	31.46	(1.78)

B. Public Shareholding									
1. Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) VCF	-	-	-	-	-	-	-	-	-
f) Ins. Companies	-	-	-	-	-	-	-	-	-
g) FIIs	-	-	-	-	-	-	-	-	-
h) Foreign VCF	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):-	-	-	-	-	-	-	-	-	-
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	3500	3500	7100	0.12	6900	3400	10300	0.18	0.06
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individuals holding < = Rs.1,00,000	79650	3141700	3221350	55.07	114550	3098300	3212850	54.92	(0.15)
ii) Individuals holding > Rs. 1,00,000	-	77300	77300	1.32	113100	77100	190200	3.25	1.93
c) Others (specify)									
NRIs & CM	1000	599000	600000	10.26	3200	593200	596400	10.19	(0.07)
HUF	100	-	100	-	100	-	100	-	-
Foreign Nationals	-	-	-	-	-	-	-	-	-
Clearing Members	-	-	-	-	-	-	-	-	-
Trusts	-	-	-	-	-	-	-	-	-
Others	-	-	-	-	-	-	-	-	-
Sub-total (B)(2):-	84250	5765750	3905750	66.76	237850	3772000	4009850	68.54	1.78
Total Public Shareholding (B)=(B)(1)+(B)(2)	84250	5765750	3905750	66.76	237850	3772000	4009850	68.54	1.78
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	1190190	4659810	5850000	100.00	1359690	4490310	5850000	100.00	-

ii) Shareholding of Promoters:

S.N.	Shareholder's Name	Shareholding as on 1 st April, 2018			Shareholding as on 31 st March, 2019			% change in share holding during the year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	
1	Kamlesh J. Laskari-HUF	1255440	21.46	-	1255440	21.46	-	-
2	Jagdish D. Laskari	4400	0.08	-	4400	0.08	-	-
3	Shri Dinesh Mills Ltd	120000	2.05	-	-	-	-	(2.05)
4	Urmila Laskari	57000	0.97	-	57000	0.97	-	-
5	Urmila Bhaghubhai	56100	0.96	-	56100	0.96	-	-
6	Ranak K. Laskari	55000	0.94	-	55000	0.94	-	-
7	Jagruti J. Laskari	53900	0.92	-	53900	0.92	-	-
8	Balkrishna B. Patel	53900	0.92	-	53900	0.92	-	-
9	Gaurav B. Patel	53500	0.91	-	53500	0.91	-	-
10	Sohan K. Laskari	52800	0.90	-	60750	1.04	-	0.14
11	Rohan K. Laskari	51700	0.88	-	59650	1.02	-	0.14
12	Priyanka A. Patel	51500	0.88	-	51500	0.88	-	-
13	Upendrabhai M. Patel	50000	0.85	-	50000	0.85	-	-
14	Om Neelkanth Drugs & Chemicals Pvt. Ltd	16410	0.28	-	16410	0.28	-	-
15	Narendraprasad C. Patel	5000	0.09	-	5000	0.09	-	-
16	Paulomy Laskari	5000	0.09	-	5000	0.09	-	-
17	Dineshchandra B. Patel	1000	0.02	-	1000	0.02	-	-
18	Kalavati B. Patel	1000	0.02	-	1000	0.02	-	-
19	Rajendraprasad D. Laskari	500	0.01	-	500	0.01	-	-
20	Laxmikant Bhaghubhai	100	0.00	-	100	0.00	-	-

iii) Change in Promoters' Shareholding:

Sr. No.	For Each of the Promoter and Promoter Group	Shareholding as on 1 st April, 2018		Changes during the Year 2018-19	Shareholding as on 31 st March, 2019	
		No. of shares	% of total shares		No. of shares	% of total shares
1	Shri Dinesh Mills Ltd	120000	2.05	(120000)	-	-
2	Sohan K. Laskari	52800	0.90	7950	60750	1.04
3	Rohan K. Laskari	51700	0.88	7950	59650	1.02

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

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

Sr. No.	For Each of the Top 10 Shareholders	Shareholding as on 1 st April, 2018		Changes during the Year	Shareholding as on 31 st March, 2019	
		No. of shares	% of total shares		No. of shares	% of total shares
Top 10 as on 1 st April, 2018						
1	Yash Kashyap Mehta	-	-	93200	93200	1.59
2	Sonal R Bambhania	66800	1.14	(200)	66600	1.14
3	Anal Ruchir Desai	-	-	19900	19900	0.34
4	Natvarlal G. Kardani	10500	0.18	-	10500	0.18
5	Ashokkumar B.	7600	0.13	-	7600	0.13
6	Mangilal	6400	0.11	-	6400	0.11
7	Jayantilal H. Sanghvi	5900	0.10	-	5900	0.10
8	Vinita Wadhwa	5900	0.10	-	5900	0.10
9	Maheshkumar K. Shah	5000	0.09	-	5000	0.09
10	Narendraprasad C. Patel	5000	0.09	-	5000	0.09
11	Nandini K. Shah	5000	0.09	-	5000	0.09
12	Rajesh C. Parekh	5000	0.09	-	5000	0.09

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

Sr. No.	Shareholding, if any, of each Directors and each Key Managerial Personnel	Shareholding as on 1 st April, 2018		Changes during the Year no. of shares	Shareholding as on 31 st March, 2019	
		No. of shares	% of total shares of the Company		No. of shares	% of total shares of the Company
1	Ranak K. Laskari	55000	0.94	-	55000	0.94
2	Rohan K. Laskari	51700	0.88	7950	59650	1.02
3	Sohan K. Laskari	52800	0.90	7950	60750	0.90

V. INDEBTEDNESS : (In Rs.)
Indebtedness of the Company including interest outstanding/accrued but not due for payment:

		Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
A.	Indebtedness as on 01-04-2018				
	i) Principal Amount	3,76,77,292	12,38,991	7,42,66,269	11,31,82,552
	ii) Interest due but not paid	-	-	-	-
	iii) Interest accrued but not due	-	-	-	-
	Total (i+ii+iii)	3,76,77,292	12,38,991	7,42,66,269	11,31,82,552
B.	Change in Indebtedness during 2018-19				
	* Addition	-	24,770	1,34,31,300	1,34,56,070
	* Reduction	(3,76,77,292)	(12,63,761)	(3,41,82,350)	(7,31,23,403)
	Net Change	(3,76,77,292)	(12,38,991)	(2,07,51,050)	(5,96,67,333)
C.	Indebtedness as on 31-03-2019				
	i) Principal Amount	-	-	5,35,15,219	5,35,15,219
	ii) Interest due but not paid	-	-	-	-
	iii) Interest accrued but not due	-	-	-	-
	Total (i+ii+iii)	-	-	5,35,15,219	5,35,15,219

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL (In Rs.)
A. Remuneration to Managing Director, Whole-Time Directors and/or Manager:

Sr. No.	Particulars of Remuneration	Name of MD/ WTD/ Manger		
		Mr. Kamlesh J. Laskari Managing Director	Mr. Sohan K. Laskari Executive Director & CFO	Mr. Rohan K.Laskari Executive Director
1.	Gross salary			
(a)	Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	16,80,000	3,90,000	6,50,000
(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)	16,80,000	3,90,000	6,50,000
	Ceiling as per the Companies Act	Rs.84 lakh	Rs. 42 lakh	Rs. 42 lakh

B. Remuneration to other Directors:

(In Rs.)

Particulars of Remuneration	Name of Directors			Total Amount
	Ms. Ranak K. Laskari	Mr. Mahendra P. Shah	Mr. Devarshi D. Patel	
1. Fee for attending Board/ Committee meetings	6,000	6,000	6,000	18,000
2. Commission	NIL			
3. Others, please specify				
Total Managerial Remuneration	6,000	6,000	6,000	18,000

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

Sr. No.	Particulars of Remuneration	Key Managerial Personnel
		Ms. Bhavasthi Mehta, Company Secretary@
1.	Gross salary	
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	Rs.30,000/-
	(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	-
5.	Others, Please specify	-
	Total	Rs.30,000/-

@Appointed w.e.f. 14th February, 2019

VII. PENALTIES/ PUNISHMENT/ COMPOUNDING OF OFFENCES: NIL

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

INDEPENDENT AUDITORS' REPORT

To,
THE MEMBERS OF
KAMRON LABORATORIES LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of KAMRON LABORATORIES LTD ("the Company"), which comprise the Balance Sheet as at March 31, 2019, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

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

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

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

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

BASIS FOR QUALIFIED REPORT:-

1. The Company's inventories viz. work in progress and finished good are carried in the Balance Sheet at Rs. 23,10,214/- and Rs. 2,49,00,679/-. Management of the company has not stated the inventories at lower of cost and net reliable value but has stated them solely at cost. The management has adopted the cost on basis of cost statements prepared by the management of the company which however is departure from the Accounting Standard 2 referred to in Sec. 133 of the Companies Act, 2013.

2. The Company has not recomputed the written down value as on 1st April, 2014 on basis of method/ computation of depreciation provided vide schedule II to the Companies Act, 2013. On basis of computation of depreciation in accordance with provisions of Schedule II to the Companies Act, 2013, the company ought to have made an adjustment of depreciation of Rs. 1,02,98,505/- in respect of the written down value as on 1st April, 2014. The balance in the statement of Profit and Loss /the balance in the Reserves and Surplus have accordingly been overstated by Rs. 1,02,98,505/- and accordingly the written down value of the fixed assets as on 1st April, 2014 have been overstated by Rs. 1,02,98,505/-. This has Consequential effect on the balances shown as on 31st March 2019.
3. The management of the company is of the view that present market value of certain fixed assets viz. the factory buildings, non-factory buildings, plant and machinery and vehicles are in excess of the written down value as on 31st March, 2016 and therefore the company has not provided for depreciation of Rs. 88,69,643/- on the said fixed assets for the financial year ended 31st March 2016. The non-provision of depreciation had effect of increasing profit by Rs. 88,69,643/- having corresponding effect of overstating the balance in Reserve and Surplus and the written down value of the said fixed assets. Attention is invited to note no. 3(3).
4. The management of the company on reappraisal of useful life of Plant and Machinery has concluded that useful life is of 30 Years as against useful life is of the 15 years decided earlier and in consequence there of depreciation has been provided short by Rs 30,50,487/- for the year under review.
5. The Management of the Company during the financial year ended 31st March, 2014, 31st March, 2016 and 31st March 2017 had transferred expenses of Rs. 94,78,145/-, Rs. 90,11,859/- and 1,23,37,493/- respectively and had decided to amortize the expenditure at the rate of 10% per annum. However, the company has not amortized any of the expenses during the financial year under review. The company in view of the decision and policy ought to have amortized Rs. 42,66,810/- and transferred to the Statement of Profit and Loss. In absence of the transfer, the profit in the Statement of Profit and Loss has been overstated by Rs. 42,66,810/- having corresponding effect on the balance stated in Reserve and Surplus. Attention in this connection is invited to notes no. 11(1), 11(2), 11(3) 11(4) and 11(5).

Opinion

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

- (a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2019;
- (b) In the case of Statement of Profit and Loss, of the profit for the year ended on that date ; and
- (c) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

EMPHASIS OF MATTER

We draw attention to the following:-

- 1 Note no. 3(4) regarding transfer during the financial year ended 31st March 2017 of expenses of capital nature and advances relating to the factory building incurred and /or paid in the earlier years and which were reflected as capital work in progress and advances as on 31st March, 2016. Attention in this connection is invited to note no. 3(4).

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub section (11) of section 143 of the Act, we give in the Annexure A attached hereto our comments on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by section 143(3) of the Act, we report that:
 - 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 appears from our examination of those books ;
- c. The Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account,
- d. in our opinion, the Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this report except for the effects of the matters described in the Basis for Qualified Opinion Paragraph and Emphasis of Matters Paragraph comply with the Accounting Standards notified under section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rule 2014.
- e. On the basis of written representations received from the directors as on March 31, 2019, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2019, from being appointed as a director in terms of of sub-section (2) of section 164 of the Companies Act, 2013.
- f. We invite reference to separate report in Annexure B with respect to the adequacy of the internal financial controls over financial reporting of the company and the operating effectiveness of such control during the year under review:
- g. With respect to other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules 2014, in our opinion:
 - a) The company, according to the explanations and information, given to us details of pending litigation which can have the impact on its financial position in its financial statement have been stated in note no. 33.
 - b) The company, according to explanations and information's given to us, did not have any long term contracts including derivatives contracts for which there were any material foreseeable losses.
 - c) The company did not have any amount which was required to be transferred to the Investor Education and Protection Fund by the company.

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

Place : Ahmedabad
Date : 30th May, 2019

Z.E. Rangwala
Partner
Membership No. 031268

ANNEXURE-A TO THE AUDITORS' REPORT KAMRON LABORATORIES LIMITED

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

1. In respect of its fixed assets :
 - A. The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets on the basis of available information.
 - B. As explained to us, the fixed assets have been physically verified by the Management during the year in a phased periodical manner, which in our opinion is reasonable, having regard to the size of the Company and nature of its assets. No material discrepancies were noticed on such physical verification.
 - C. The Titles of immovable properties are held in name of the Company
2. In respect of its inventory :
 - A. As explained to us, inventories have been physically verified by the management at regular intervals during the year. In our opinion the frequency of verification is reasonable.
 - B. In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
 - C. The Company has maintained proper records of inventories as explained to us, there were no material discrepancies noticed on physical verification of inventory as compared to the book records.
3. According to the information and explanation given to us, the company has not granted any loans secured/unsecured to any company, firm or other party covered in register maintained under section 189 of the Companies Act, 2013.
4. According to the information and explanation given to us the Company has not accepted any deposit from the public within the meaning of sections 73 and 74 of the Act and the rules framed thereunder during the year under review.
5. The Company has not accepted any deposit from the public within the meaning of sections 73 and 74 of the Act and the rules framed thereunder during the year under review.
6. The Central Government (Ministry of Corporate Affairs) has prescribed maintenance of Cost Records under section 148(1) of the Companies Act, 2013 in respect of certain manufacturing activities of the Company and the company has complied with the same. We have broadly reviewed the cost records maintained by the Company pursuant to the Companies (Cost Accounting Records and Audit) Rules 2014 and are of the opinion that prima facie the prescribed records have been maintained. We have however, not made detailed examination of the cost records with a view to determining whether they are accurate or complete.
7. In respect of statutory dues:
 - A. According to the records of the Company, undisputed statutory viz. Investor Education and Protection Fund, Employees' State Insurance, Income tax, Sales tax, Wealth Tax, Customs Duty, Excise Duty, Cess and other statutory dues have been generally regularly deposited with the appropriate authorities.
 - B. According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid dues were outstanding as at 31st March, 2019 for a period of more than six months from the date of becoming payable.

- C. Details of dues of Income tax, Sales Tax, Service Tax, Custom Duty, Excise Duty, Value Added Tax, and Cess, which have not been deposited on 31st March, 2019 on account of disputes are given below:-

Statue	Nature of Dues	Forum where the Dispute is pending	period	Amt. involved
NIL	NIL	NIL	NIL	NIL

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

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

Place : Ahmedabad
Date : 30-May-2019

Z.E. Rangwala
Partner
Membership No. 031268

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

We have audited the internal financial controls over financial reporting of **KAMRON LABORATORIES LTD** ("the Company") as of March 31, 2019 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility of Internal Financial Control

The Company's management is responsible for establishing and maintaining internal financial controls based on "the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of the assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's Internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial control system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of materials misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or

timely detection of unauthorized acquisition, use or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

We invite reference to our observations in paras Basis for Qualified Report and Emphasis of Matters and subject to the said observations and read with the said observation in our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2019 based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

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

Place : Ahmedabad
Date : 30-May-2019

Z.E. Rangwala
Partner
Membership No. 031268

BALANCE SHEET AS AT 31ST MARCH, 2019

(Amount in Rs.)

	Note No.	As at 31 st March, 2019	As at 31 st March, 2018
ASSETS			
Fixed assets	3		
Tangible assets		11,37,61,599	11,87,02,257
Intangible assets		60,91,571	58,45,299
Capital work-in-progress		-	-
		11,98,53,170	12,45,47,556
Non-current investments	4	-	-
Long-term loans and advance	5	3,57,823	5,60,574
		3,57,823	5,60,574
Current assets			
Inventories	6	3,23,81,902	2,29,05,899
Trade receivables	7	2,08,16,044	2,27,85,042
Cash and cash equivalents	8	16,95,597	1,68,39,318
Short-term loans and advances	9	6,66,339	17,09,366
Other current assets	10	5,589	15,48,305
Deferred Revenue Expenses	11	4,26,80,987	4,26,80,986
		9,82,46,458	10,84,68,916
TOTAL		21,84,57,451	23,35,77,046
EQUITY AND LIABILITIES			
Shareholders' funds			
Share capital	12	5,85,00,000	5,85,00,000
Reserves and surplus	13	1,18,26,181	1,17,51,778
		7,03,26,181	7,02,51,778
Non-current liabilities			
Deferred tax liabilities(net)	14	4,58,774	4,58,774
Long Term borrowings	15	-	3,76,77,292
Long Term Provisions	16	24,68,470	24,39,788
		29,27,244	4,05,75,854
Current liabilities			
Short-term borrowings	17	5,35,15,219	7,55,05,260
Trade payables	18	1,69,51,732	80,38,825
Other current liabilities	19	7,46,78,075	3,91,65,329
Short-term provisions	20	59,000	40,000
		14,52,04,026	12,27,49,414
TOTAL		21,84,57,451	23,35,77,046
Significant Accounting Policies	2		
The accompanying notes are an integral part of the financial statements			

In terms of our report attached

For Rangwala & Co.,
Chartered Accountants
(Firm Registration No.115833W)
Z.E. Rangwala
Partner
Membership No. 031268
Place : Ahmedabad
Date : 30/05/2019

For, Kamron Laboratories Limited

Mr. Kamlesh J. Laskari
Managing Director
(DIN: 00461198)

Mr. Sohan K. Laskari
Chief Financial Officer
(DIN: 06637203)

Place : Ahmedabad
Date : 30/05/2019

Mr. Rohan K. Laskari
Executive Director
(DIN: 03382316)

Ms. Bhavasthi Mehta
Company Secretary

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2019

(Amount in Rs.)

	Note No.	Year ended 31 st March, 2019	Year ended 31 st March, 2018
INCOME			
Revenue from operations (gross)	21	5,59,42,391	8,17,00,507
less: GST (see note no 2-K)		-	-
Revenue from operations(net)		5,59,42,391	8,17,00,507
Other income	22	24,89,421	21,46,958
Changes in inventories of finished goods, work-in-progress and stock-in-trade	23	1,03,86,545	42,82,048
TOTAL		6,88,18,357	8,81,29,513
EXPENSES			
Cost of materials consumed	24	95,75,515	3,63,62,923
Purchases of stock-in-trade	24	1,50,56,239	1,40,30,100
Employee benefits expense	25	1,51,61,992	1,38,96,585
Finance costs	26	7,27,545	33,64,916
Depreciation and amortization expense	27	73,44,158	72,91,068
Other expenses	28	2,06,49,340	1,30,41,165
TOTAL		68,514,789	8,79,86,757
Profit before tax		3,03,568	1,42,756
Tax expense		-	-
Current tax		-	-
Deferred tax		-	-
Earlier year tax		27,205	1,24,724
		2,76,363	18,032
Profit for the year		2,76,363	18,032
Earnings per share (of face value of Rs.10/- each):			
Basic	29	0.05	0.00
Diluted	29	0.05	0.00
Significant accounting policies	2	-	-

The accompanying notes are an integral part of the financial statements

As per our Report of Even Date
For Rangwala & Co.,
Chartered Accountants
(Firm Registration No.115833W)
Z.E. Rangwala
Partner
Membership No. 031268
Place : Ahmedabad
Date : 30/05/2019

For, Kamron Laboratories Limited
Mr. Kamlesh J. Laskari
Managing Director
(DIN: 00461198)
Mr. Sohan K. Laskari
Chief Financial Officer
(DIN: 06637203)
Place : Ahmedabad
Date : 30/05/2019
Mr. Rohan K. Laskari
Executive Director
(DIN: 03382316)
Ms. Bhavasthi Mehta
Company Secretary

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2019

(Amount in Rs.)

	Year ended 31st March, 2019	Year ended 31st March, 2018
A. CASH FLOW FROM OPERATING ACTIVITIES		
Profit after tax	2,76,363	18,032
Adjustments for:		
Depreciation/amortization	73,44,158	72,91,068
Profit on sale/write off of fixed assets(net)	(50,000)	-
Depreciation on Sales of assets	-	-
Provision for doubtful debts/ advances written back	-	-
Adjustments to the carrying amount of investments-reversal of reduction in The carrying amount of non-current investments	-	-
Interest expense	7,27,545	33,64,916
Interest income	(139)	(15,59,742)
Net loss/(gain) on foreign currency translations	-	-
Share of loss in the partnership firm where the Company is a partner	-	-
Dividend on long-term investments (non-trade)	-	-
Bad debts written off	-	-
Excess provision of earlier years written back	-	-
Provision for doubtful debts/ advances	-	-
Operating profit before working capital changes	Sub Total A 82,97,927	90,96,242
(Increase)/decrease in trade receivables	19,68,998	37,58,812
(Increase)/decrease in inventories	(94,76,003)	(34,91,159)
(Increase)/decrease in loans and advances	25,85,743	(4,09,710)
Increase/(decrease)in trade and other payables	(1,28,31,052)	1,04,57,812
(Increase)/decrease Pre Expenses	-	-
(Increase)/decrease Deferred revenue exp	-	(89,56,889)
	Sub Total B(1,77,52,314)	13,58,867
Cash generated from operations	(A-B) (94,54,387)	1,04,73,141
Direct taxes and fringe benefit tax paid		
Net cash generated from operating activities-I	(94,54,387)	1,04,73,141
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of fixed assets	(28,51,732)	(52,71,119)
Capital Work in Progress	-	-
Share of loss in the partnership firm where the Company is a partner	-	-
Amounts paid for acquiring debts	-	-
From a bank on assignment basis	-	-
Purchase of investments	-	-
Sale of Investment	-	-
Profit on Sales of assets	50,000	-
Dividend income	-	-
Interest income	139	15,59,742
Net cash (used in) investing activities-II	Sub Total C (28,01,593)	(3,02,91,128)
CASH FLOW FROM OPERATING AND INVESTING ACTIVITIES-III (I+II)	(1,22,55,980)	(1,98,17,987)

(Amount in Rs.)

	Year ended 31 st March, 2019	Year ended 31 st March, 2018
C. CASH FLOW FROM FINANCING ACTIVITIES		
Calls in arrears received during the year (including securities premium)	-	-
Buy back of equity shares	-	-
Repayment of debenture	-	-
Repayments of other borrowings	(23,62,947)	-
Proceeds/(repayments) of other borrowings(net)	2,02,751	1,37,40,839
Gratuity Provision	-	(16,162)
Income tax Provision	-	0
Interest expense	(7,27,545)	(33,64,916)
Net cash (used in)/from financing activities Sub Total D	(28,87,740)	1,03,59,761
Net increase/(decrease)in cash and cash equivalents (III+D)	(1,51,43,721)	(94,58,226)
Cash and cash equivalents at the beginning of the year	1,68,39,318	12,66,099
Cash and cash equivalents at the end of the year	16,95,597	1,68,39,318

As per our Report of Even Date

For Rangwala & Co.,

Chartered Accountants

(Firm Registration No.115833W)

Z.E. Rangwala

Partner

Membership No.031268

Place : Ahmedabad

Date : 30/05/2019

For, Kamron Laboratories Limited
Mr. Kamlesh J. Laskari

Managing Director

(DIN: 00461198)

Mr. Sohan K. Laskari

Chief Financial Officer

(DIN: 06637203)

Place : Ahmedabad

Date : 30/05/2019

Mr. Rohan K. Laskari

Executive Director

(DIN: 03382316)

Ms. Bhavasthi Mehta

Company Secretary

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019**Note 01 CORPORATE INFORMATION**

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

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

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

b. Use of estimates

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

c. Tangible fixed assets

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

d. Depreciation on tangible fixed assets

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

e. Intangible assets

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

f. Impairment of tangible and intangible assets

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

g. Investments

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

a. Retirement and other employee benefits

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

- ii. The company in terms of the agreement of employment does not pay any leave encashment is necessary.

- I. Inventories: Inventories are valued as under :
- | | |
|----------------------------|--|
| 1. Raw & Packing Materials | At lower of cost or Net realizable value |
| 2. Other Materials | At lower of cost or Net realizable value |
| 3. Work-In-Process | At Cost |
| 4. Finished Goods | At Cost |
| 5. Goods for resale | At lower of cost or Net realizable value |
- J. Foreign Currency Transactions
Transactions in foreign exchange are accounted at exchange rates prevailing on the date on which the transaction has taken place.
- K. GST :
The amount of GST Input Tax credit in respect of materials purchased during the year has been deducted from the cost of material purchased and expenses incurred by the company. The Invoices prepared by the company for sale of the products are inclusive of GST if any, and GST is shown separately in the invoices and in the books of account. Revenue from operations are exclusive of GST collected by the company through the sales invoices.
- L. Research and Development :
Current revenue expenditure incurred on Research and Development is charged to the statement of Profit & Loss of the year, unless deferred. Capital expenditure on Research & Development is transferred to Fixed Assets.
- M. Revenue Recognition :
Revenue is generally recognized on being reasonably certain of settlement and ultimate collection. The Invoices prepared by the company for sale of the products are inclusive of excise duty if any, and excise duty is not shown separately either in the invoices or in the books of accounts.
- N. Contingent Liabilities
These are disclosed by way of Notes appended to the Balance Sheet. Provision is made in the Accounts in respect of items which are likely to fructify after the end of the year but before finalization of accounts to the extent such items have material effect on the position stated in the Balance Sheet.
- O. Deferred Revenue Expenses
Product Launching/ Development Expenses, Process know-how Expenses, Amount paid towards voluntary Retirement Scheme and Debenture Issue Expenses are amortized over a period not exceeding ten years. However the company has hitherto not amortised any amount out of deferred revenue expenses except Rs 18,18,133/- up to 31st March 2018
- P. Borrowing costs
Borrowing cost of working capital management is charged against the profit for the year in which it is incurred.
Borrowing cost attributable to acquisition of an asset which takes substantial period of time to get ready for its intended use is capitalized as part of the cost of such an asset. However the company has capitalized certain portion of interest paid to the bank by debiting to the capital assets.
- Q. Accounting for Taxes on Income
Current tax is determined as the amount of tax payable in respect of taxable income for the period. Deferred tax is recognized, subject to the consideration of prudence in respect of deferred tax assets, on timing differences, being the differences between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods.

NOTE :- 3 - FIXED ASSETS

(In Rs.)

Tangible assets	Gross block				Depreciation/ amortization				Impairment		Net Block		
	As at 1 st April 2018	Additions/ adjustments	Deduction	As at 31 st March, 2019	As at 1 st April, 2018	For the year	Additions/ adjustments deductions	As at 31 st March, 2019	As at 1 st April, 2018	Addi- tions/ adjust- ments deduc- tions	As at 31 st March, 2019	As at 31 st March, 2018	As at 2018
Owned Assets													
Free hold	9010210	-	-	9010210	-	-	-	-	-	-	9010210	9010210	
Factory Buildings	57617670	-	-	57617670	10615648	1826480	-	12442128	-	-	45175542	57617670	
Non Factory Buildings	8758753	-	-	8758753	3463584	277652	-	3741236	-	-	5017517	8758753	
Plant and machinery	98798969	24750	60000	98763719	41724675	3132040	60,000	44796715	-	-	53967004	98798969	
Furniture and fixtures	1145037	-	-	1145037	1142666	2371	-	1145037	-	-	-	1145037	
Office equipment	4314905	48271	-	4363176	4314905	4044	-	4318949	-	-	44227	4314905	
SOFTWARES	908612	407518	-	1316130	590420	178611	-	769031	-	-	547099	318192	
Total	180554156	480539	60000	180974695	61851898	5421198	60000	67213096	-	-	113761599	118702257	
As at and for the year ended													
31 st March, 2018	175283037	5271119	-	180554156	56483791	5368108	-	61851899	-	-	118702257	118799246	
Capital work-in-progress	-	-	-	-	-	-	-	-	-	-	-	-	
Intangible assets													
	Gross block				Depreciation/ amortization				Impairment		Net Block		
	As at 1 st April 2018	Additions/ adjustments	Dedu- ction As at 31 st March, 2019	As at 31 st March, 2019	As at 1 st April 2018	Additions/ adjustments deductions	Deduction as at 31 st March, 2019	As at 31 st March, 2019	As at 1 st April 2018	Addi- tions/ adjust- ments deduc- tions	As at 31 st March, 2019	As at 31 st March, 2018	As at 2018
Technical Know How and Commercial Rights	11183789	-	-	11183789	5418691	2124920	-	7543611	-	-	3640178	5765098	
Trademarks	80200	2371193	-	2451393	-	-	-	-	-	-	2451393	80200	
Total	11263989	2371193	-	13635182	5418691	2124920	-	7543611	-	-	6091571	5845298	
As at and for the year ended													
31 st March, 2018	11263989	-	-	11263989	3293770	2124920	-	5418690	-	-	5845299	7970219	

1. Certain Fixed Assets of the Company viz the Plant & Machinery, Land, Factory Building and Non-factory Building were revalued during the year ended 31st March, 1998 on the basis of their replacement value as of 31st March, 1998 determined by the approved valuer and the surplus arising on such revaluation amounting to Rs. 1,43,62,580/- in the accounts of the Company have been credited to the revaluation reserve and the said fixed assets have been shown at revalued figures.
2. The company has capitalized in aggregate Rs. NIL -/- (previous year Rs. 29,71,888/-) out of interest on term loan and interest on cash credit contending that expenses have been utilized for the purpose of acquiring the fixed assets Viz Plant and Machinery.
3. The Management of the company is of the view that market value of the factory buildings, non-factory buildings, Plant and machinery and vehicles, as on 31st March, 2016 are in excess of the written down value as on 31st March, 2016 and therefore the company had not provided for depreciation for the financial year ended 31st March, 2016 to the extent of Rs. 88,69,643/- The non provision of depreciation had effect of increasing profit by Rs. 88,69,643/- having corresponding effect of overstating the balance in reserve and surplus and the written down value of the said fixed assets.
4. The company had incurred expenses of capital nature and had also made advances for capital expenditure in the earlier years relating to the factory building. The expenses and advances in absence of invoices/bills etc. were shown as advances/work in progress. However, the company in view of having received the materials and having incurred the expenses transferred the expenses/ advances to the factory building during the financial year ended 31st March 2017.

NOTE FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2019

	As at 31 st March, 2019			As at 31 st March, 2018		
	Quoted	Unquoted	Total	Quoted	Unquoted	Total
NOTE :- 4 - NON CURRENT INVESTMENTS						
(a) Non-trade investments (valued at cost unless stated otherwise)						
Investment in equity instruments						
(i) of subsidiaries	—	Nil	Nil	—	Nil	Nil
(ii) of subsidiaries	—	Nil	Nil	—	Nil	Nil
(ii) Other Companies	—	Nil	Nil	—	Nil	Nil
Aggregate amount of unquoted investments	—	Nil	Nil	—	Nil	Nil
TOTAL	—	Nil	Nil	—	Nil	Nil

	As at 31 st March, 2019	As at 31 st March, 2018
NOTE :- 5 - LONG TERM LOANS AND ADVANCES		
Unsecured, considered good	-	-
Secured considered good		
Unsecured, considered good		
Doubtful		
Provision for doubtful advances		
Security deposits	3,57,823	4,84,374
Unsecured, considered good		-
Loans and advances to related parties(refer note)		-
Secured considered good		-
Unsecured, considered good	-	-
Doubtful	-	-
Provision for doubtful advances	-	-
Loans and advances to employees (unsecured, considered good)	-	-
Prepaid expenses (unsecured, considered good)		-
Advance income-tax		
Other loans and advances (unsecured, considered good)	NIL	1,26,200
TOTAL	3,57,823	5,60,574

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

NOTE :- 6 - INVENTORIES

Raw and Packing materials (at cost or net realizable value whichever is less)	51,71,009	58,89,726
Work-in-progress(at cost)	23,10,214	42,08,623
Finished goods(at cost)	2,49,00,679	1,26,15,725
Stores and spares(at lower of cost or net realizable value)	-	15,545
Other stock (at lower of cost or net realizable value)	-	1,76,280
TOTAL	3,23,81,902	2,29,05,899

	As at 31 st March, 2019	As at 31 st March, 2018
NOTE :- 7 - TRADE RECEIVABLES		
Unsecured		
Outstanding for a period exceeding six months from the date they are due for payment		
Unsecured, considered good	1,31,86,002	1,48,67,418
Doubtful	NIL	12,05,648
	1,31,38,002	12,05,648
less: provision for doubtful trade receivables	-	-
Sub Total	1,31,38,002	12,05,648
Other receivables	-	-
Unsecured, considered good	76,30,042	67,11,976
Doubtful	-	-
less: provision for doubtful trade receivables	-	-
TOTAL	2,08,16,044	2,27,85,042

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

NOTE :- 8 - CASH & CASH EQUIVALENTS

Cash on hand	4,89,469	13,61,809
Cheques on hand	-	-
Balances with banks		
in current accounts	11,18,004	1,53,89,385
in deposits accounts	88,124	88,124
TOTAL	16,95,597	1,68,39,318

	As at 31 st March, 2019	As at 31 st March, 2018
NOTE :- 9 - SHORT TERM LOANS & ADVANCES		
Unsecured, considered good	-	-
Security deposits	-	-
Unsecured, considered good	-	-
Doubtful	-	-
	<u>-</u>	<u>-</u>
less: provision for doubtful deposits	-	-
	<u>-</u>	<u>-</u>
Loans to employees (unsecured, considered good)	1,03,332	-
Prepaid expenses Recoverable (unsecured, considered good)	7,650	1,31,165
Balances with statutory/government authorities (unsecured, considered good)	-	-
CENVAT credit receivable	-	-
CENVAT Credit PLA Balance	-	-
Service tax credit receivable	70,925	70,925
Vat tax credit receivable	4,84,432	4,84,432
Modvat Capital Balance	-	-
Excise Credit Receivable	-	-
GST Receivable	-	10,22,844
Duty Drawback	-	-
TOTAL	6,66,339	17,09,366

Note-10 : OTHER CURRENT ASSETS

TDS receivable	5,589	4,264
Interest receivable	-	15,44,041
Pre-paid Expenses	-	-
TOTAL	5,589	15,48,305

Note-11 : DEFERRED REVENUE EXPENSES

Deferred Revenue Exp		
Balance at the commencement	4,26,80,986	3,37,24,097
Current year Deferred Revenue exp	-	89,56,889
Sub Total	4,26,80,986	4,26,80,986
less: Write off Revenue exp during the year @10%	-	-
TOTAL	4,26,80,986	4,26,80,986

- The company during the year ended 31st March, 2014 had adopted programme of substantial expansion of marketing. The company had introduced certain new products and had also entered into certain new regional areas. The company with a view to expanding the regional market and with a view to introducing new products had expended substantially on salary of marketing staff, allowances of marketing staff, commission, traveling of marketing staff. The management of the company is of the view that the company shall continue to enjoy benefits of the expenses for the subsequent years and therefore on basis of appraisal of the expenses and considering the enduring nature of the expenses the company had transferred the aggregate expenses i.e. Rs. 94,78,145/- (Previous Year Rs. Nil) to Deferred Revenue Expenditure. The management of the company is of the opinion that the company shall be able to enjoy the benefits for the next ten years and therefore the company has decided to amortize expenditure at the rate of 10% per annum commencing from financial year 2014-15.
- The company during the year ended 31st March, 2016 had adopted programme of substantial expansion of marketing. The company had introduced certain new products and had also entered into certain new regional areas. The company with a view to expanding the regional market and with a view to introducing new products had expended substantially on salary of marketing staff, allowances of marketing staff, commission, traveling of marketing staff. The management of the company is of the

view that the company shall continue to enjoy benefits of the expenses for the subsequent years and therefore on basis of appraisal of the expenses and considering the enduring nature of the expenses the company had transferred the aggregate expenses i.e. Rs. 90,11,859/- to Deferred Revenue Expenditure. The management of the company is of the opinion that the company shall be able to enjoy the benefits for the next ten years and therefore the company has decided to amortize expenditure at the rate of 10% per annum commencing from financial year 2016-17.

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

	As at 31 st March, 2019	As at 31 st March, 2018
NOTE :- 12 - SHARE CAPITAL		
Authorised Shares		
60,00,000 (Previous Year:- 60,00,000 Shares)		
Equity Shares of Rs. 10/- each	6,00,00,000	6,00,00,000
50,000 (Previous year 50,000) 11% Cumulative Redeemable Preference shares each of Rs.10/-	500000	500000
	60500000	60500000
Issued, subscribed and fully paid shares		
58,50,000 (Previous Year- 58,50,000) equity shares of Rs.10/- each, fully paid-up	58500000	58500000
TOTAL	58500000	58500000

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

Particulars	Opening balance	Buyback	Closing balance
<i>Equity shares with voting rights</i>			
Year ended 31 st March, 2019		—	
– Number of shares	5850000	—	5850000
– Amount (Rs.)	58500000	—	58500000
Year ended 31 st March, 2018		—	
– Number of shares	5850000	—	5850000
– Amount (Rs.)	58500000	—	58500000

- b. Terms/rights attached to equity shares:

The Company has only one class of equity shares having a par value of Rs.10/- per share. Each equity share holder is entitled to one vote per share. The Company declares and pays dividends in Indian rupees. The dividend if any proposed by the Board of directors is subject to the approval of the share holders in the ensuing Annual General Meeting.

During the year ended 31st March, 2019, the amount of dividend, per share, recognized as distributions to equity shareholders is Rs. Nil (year ended 31st March, 2018, Rs. Nil).

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

Equity shares of Rs.10/- each fully paid	31 st March, 2019		31 st March, 2018	
	Nos.	% holding	Nos.	% holding
Kamlesh J. Laskari	1255440	21.45	1255440	21.45

	As at	As at
	31st March, 2019	31st March, 2018

NOTE 13 RESERVES AND SURPLUS

Capital reserve

State Subsidy-Balance as per last Balance sheet

As per last Balance sheet	17,99,000	17,99,000
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General reserve

As per last Balance sheet	16,000	16,000
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Revaluation Reserve:

Balance as per last Balance sheet	7,43,355	9,45,315
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Less: depreciation on revalued Assets	2,01,960	2,01,960
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	5,41,395	7,43,355
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Surplus in Statement of Profit and Loss

Balance as per last Balance Sheet	91,93,423	91,75,391
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Add, profit for the year	2,76,363	18,032
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Balance in the Statement of Profit & Loss	94,69,786	91,93,423
---	-----------	-----------

TOTAL	1,18,26,181	1,17,51,778
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Note-14 DEFERRED TAX LIABILITIES (NET)

Difference between book and tax written down values of fixed assets	4,58,774	4,58,774
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Gross deferred tax liability	4,58,774	4,58,774
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Deferred tax asset

Adjustment to the carrying amount of investment	-	-
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Provision for doubtful debts/advances	-	-
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Others	-	-
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Gross deferred tax asset	-	-
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Net deferred tax liability	4,58,774	4,58,774
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1. In compliance with the Accounting Standard relating to Accounting for Taxes on Income - AS 22' issued by the Institute of Chartered Accountants of India (ICAI), the Company has provided deferred tax Rs. Nil (Previous Year Rs. Nil) in the statement of Profit & Loss towards deferred tax liabilities for the year ended 31st March, 2019. The Company is in process of appraising the deferred tax asset/liability and final entry shall be made in the accounts on ascertaining the amount in respect of deferred tax liability/asset.

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	As at 31 st March, 2019	As at 31 st March, 2018
NOTE :- 15 - LONG TERM BORROWING		
Secured Loans		
Long Term Loans i	-	23,62,946
Cash credit from banks ii	-	3,53,14,346
TOTAL:	-	3,76,77,292
b. Long term loans from Bank of Baroda are secured by mortgage and/or hypothecation of all present and future assets both movable and Immovable including Land, Building, Plant & Machinery, Spare Parts etc. by way of first charge and guaranteed by Shri Kamlesh J. Laskari, Managing Director and Smt. Ranak K. Laskari, Director of the Company.		
ii. Cash Credit from Bank of Baroda are secured against hypothecation of inventory and book debts and further secured by second charge on the Fixed assets of the company and guaranteed by Shri Kamlesh J. Laskari, Managing Director and Smt. Ranak K. Laskari, Director of the Company.		
Note-16 : LONG-TERM PROVISIONS		
Provision for Gratuity	20,98,725	24,39,788
Provision for employee benefits	3,69,745	-
Provision for compensated absences	-	-
TOTAL:	24,68,470	24,39,788
NOTE :- 17 - SHORT TERM BORROWINGS		
Form the Managing Director	4,42,43,601	6,54,44,651
Other Short Term Loans	92,71,618	1,00,60,609
TOTAL:	5,35,15,219	7,55,05,260
Note-18 : TRADE PAYABLES		
Trade payables	1,69,51,732	80,38,825
TOTAL:	1,69,51,732	80,38,825
NOTE :- 19 - OTHER CURRENT LIABILITIES		
Debentures	-	-
Unpaid dividend	-	-
TDS payable	90,103	73,540
Statutory dues payable	87,515	12,31,195
Trade/security deposits	-	-
Advance from customers	7,35,00,000	2,29,82,886
Other Trade Payable	10,00,457	1,48,77,708
TOTAL:	7,46,78,075	3,91,65,329
NOTE :- 20 - SHORT TERM PROVISIONS		
Provision for Income tax	40000	40,000
Provision for Expense	19000	-
TOTAL:	59000	40,000

	Year ended 31 st March, 2019	Year ended 31 st March, 2018
NOTE :- 21 - REVENUE FROM OPERATION		
Sale of products		
Finished goods Pharmaceuticals	5,59,42,391	6,76,01,632
Traded goods - Chemicals Pharmaceuticals	-	1,40,98,875
	5,59,42,391	8,17,00,507
Other operating revenue		
Scrap sales	-	-
Revenue from operations(gross)	5,59,42,391	8,17,00,507
less: GST *(see note 2-k)	-	-
Revenue from operations(net)	5,59,42,391	8,17,00,507
*Sale of products of Rs 5,59,42,391/- is exclusive of GST collected of Rs 45,50,574/- of finished goods.		
<i>Details of products sold</i>		
Finished goods		
Tablet	3,53,19,656	5,09,86,434
Capsule	43,16,757	76,81,937
Ointment	27,09,469	47,84,969
Liquid	1,02,07,909	17,23,585
Injectable	33,88,599	24,24,707
Other Jobwork Charges	-	-
	5,59,42,391	6,76,01,632
Traded goods		
Chemicals Pharmaceuticals	NIL	1,40,98,875
	-	1,40,98,875
TOTAL	5,59,42,391	8,17,00,507
NOTE :- 22 - OTHER INCOME		
Interest income (refer note 1 below)	139	15,59,742
Dividend income:		
Current investments	-	-
Other investment	-	-
Product development charges	-	10,890
Profit of sale assets	50,000	-
Other on-operating income(Refer note 2, below)	24,39,282	5,76,326
TOTAL	24,89,421	21,46,958
<i>Notes:</i>		
1. Interest income comprises:		
Interest from banks on deposits	139	15,701
Interest on loans & advances		
Other interest	-	15,44,041
	139	15,59,742
2. Other non-operating income:		
Rental income from investment property		
Provision for doubtful debts/ advances written back/ credit balances written back		
Excess provision of earlier years written back (net)		
Insurance claims		
Miscellaneous income	24,39,282	5,76,326
	24,39,282	5,76,326

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	Year ended 31 st March, 2019	Year ended 31 st March, 2018
Note-23 : CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE		
Inventories at the beginning of the year		
Finished goods	1,26,15,725	88,67,873
Work-in-process	42,08,623	36,74,427
Stock-in-trade	-	-
TOTAL	1,68,24,348	1,25,42,300
Inventories at the end of the year		
Finished goods	2,49,00,679	1,26,15,725
Work-in-process	23,10,214	42,08,623
Stock-in-trade	-	-
TOTAL	2,72,10,893	1,68,24,348
Net increase/Decrease	1,03,86,545	42,82,048
NOTE :- 24 COST OF RAW MATERIALS CONSUMED		
Inventories at the beginning of the year	58,89,726	66,08,492
Add ,purchases Pharmaceuticals	85,44,013	3,54,83,234
add, Freight, Cartage, on Raw Material	3,12,785	1,60,923
	1,47,46,524	4,22,52,649
less, Inventories at the end of the year Pharmaceuticals	51,71,009	58,89,726
Cost of raw materials consumed	95,75,515	3,63,62,923
Details of raw materials consumed		
Purchases of stock-in-trade-Chemicals Pharmaceuticals	1,50,56,239	1,40,30,100
TOTAL	1,50,56,239	1,40,30,100
Note-25 : EMPLOYEE BENEFITS EXPENSES		
Salaries, wages and bonus	1,43,90,745	1,30,14,269
Contribution to provident and other funds	5,70,894	7,12,357
Staff welfare expenses	2,00,353	1,69,959
TOTAL	1,51,61,992	1,38,96,585
Salaries, Wages and Bonus include payments to and provisions for Managing Director.		
Particulars	2018-19	2017-18
Salaries	16,80,000	16,80,000
House Rent Allowance & Other Allowance	NIL	50,806
Contributions to and provision for Provident fund and Family pension Superannuation.	2,01,600	2,01,600
TOTAL	18,81,600	19,32,406
NOTE-26 : FINANCE COSTS		
Interest on borrowings	5,13,157	33,64,916
Interest on others	2,14,388	0
TOTAL	7,27,545	33,64,916
NOTE-27 : DEPRECIATION AND AMORTISATION EXPENSE		
Depreciation and amortization for the year on tangible assets	75,46,118	74,93,028
Less: Transfer from Revaluation Reserve	2,01,960	2,01,960
TOTAL	73,44,158	72,91,068

	Year ended 31 st March, 2019	Year ended 31 st March, 2018
NOTES - 28 : OTHER EXPENSES		
Fuel & Consumable	3,80,319	85,930
Excise duty	NIL	7,37,851
Power and fuel	8,63,490	10,46,204
Rent	2,39,140	1,44,425
Repairs to buildings	57,775	27,055
Repairs to machinery	97,932	1,64,519
Insurance	62,490	25,408
Rates and taxes	3,44,380	12,083
Commission and discounts	56,20,206	26,96,686
Transport and freight charges(net)	3,27,515	10,54,936
Loss on sale/ write off of fixed assets(net)	-	-
Provision for doubtful debts/ advances	-	-
Bad debts/advances written off	-	-
Sundry (debit)/(credit) balance w/off (net)	3,99,156	(16,45,798)
Donations	-	-
Legal and professional fees	23,09,444	5,42,140
Miscellaneous expenses	99,47,492	81,49,725
TOTAL	2,06,49,340	1,30,41,165
Payments to auditors		
As auditors- statutory audit	25,000	25,000
For taxation matters	-	-
For other services	-	-
Reimbursement of expenses	-	-
TOTAL	25,000	25,000

NOTES - 29 : EARNINGS PERSHARE(EPS):

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

	Current year	Previous year
Profit attributable to equity shareholders—Rupees	2,76,363	18,032
Weighted average number of equity shares outstanding during the year	58,50,000	58,50,000
Basic earnings per share—Rupees	0.05	0.00
Diluted earnings per share—Rupees	0.05	0.00
Nominal value per share—Rupees	10	10

NOTE - 30 : EMPLOYEE BENEFITS:

Contributions are made to Recognized Provident Fund/Government Provident Fund and Family Pension Fund which covers all regular employees. Contribution is also made in respect to executives to a Recognized Superannuation Fund. While both the employees and the Company make predetermined contributions to the Provident Fund, contribution other Family Pension Fund and Superannuation Fund are made only by the Company. The contributions are normally based on ascertain proportion of the employee's salary. Amount recognized as expense in respect of the defined contribution plans, aggregate to Rs. 5,70,894/- (previous year, Rs. 7,12,357/-).

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

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

Annual Report 2018-19

	Current Year	Previous Year
In respect of gratuity (Provision-Non funded)		
<i>Reconciliation of liability recognized in the Balance Sheet</i>		
Present value of commitments	20,98,725	24,39,788
Fair value of plan assets	NIL	Nil
Net liability in the Balance Sheet	20,98,725	24,39,788
<i>Movement in net liability recognized in the Balance Sheet</i>	(3,41,063)	(16,162)
Net liability as at beginning of the year	24,39,788	24,55,950
Net expense recognized in the Statement of Profit and Loss (including actual payment of Rs. Nil/- Pre. year Rs.Nil/-)	1,59,690	1,04,838
Contribution during the year	(3,41,063)	(1,21,000)
Net liability as at end of the year	20,98,725	24,39,788

Particulars	Year ended 31 st March, 2019	Year ended 31 st March, 2018
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NOTE 31: LEASES

a)	The Company has not taken any premise under non – cancellable lease rental agreement. Details of minimum lease payments for non-cancelable lease are as under:		
	Not later than one year	Nil	Nil
	Later than one year and not later than five years	Nil	Nil
	Later than five years	Nil	Nil
	TOTAL	Nil	-
b)	The Company has not given godown premises under lease/ rental agreement. Details of rent income are as under:		
	Not later than one year	Nil	Nil
	Later than one year and not later than five years	Nil	Nil
	Later than five years	Nil	Nil
	TOTAL	Nil	Nil
	Operating lease rentals credited to the Statement of Profit and Loss		
c)	Other details of premises which have been given on operating lease for a period of up to sixty months are as under:		
	Gross block as at the year end	Not Ascertained	Not Ascertained
	Accumulated depreciation as at the year end	Not Ascertained	Not Ascertained
	Depreciation charged during the year	Nil	Nil

NOTE 32: SEGMENT INFORMATION
Primary

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

Revenue	Pharmaceuticals	Chemicals- Pharmaceuticals	Total
Sales	5,59,42,391	-	5,59,42,391
Jobwork Charges	-	-	-
Total Revenue from Operation	5,59,42,391	-	5,59,42,391
Other Income	2,489,421	-	2,489,421
Cost of Goods	2,46,31,754	-	2,46,31,754
Others Expenses(Net)	2,06,49,340	-	2,06,49,340
Increase/(Decrease) in Stock	(1,03,86,545)	-	(1,03,86,545)
Profit/(Loss) Before Tax	3,03,568	-	3,03,568
Less Provision of Income Tax	-	-	-
Earlier year Income Tax	27,205	-	27,205
Profit/(Loss) After Tax	2,76,363	-	2,76,363

NOTE 33: CONTINGENT LIABILITIES

	As at 31st March, 2019	As at 31st March, 2018
In respect of:		
a. Excise matters disputed in appeal These relate to the availed value based exemption up to clearance value of Rs. 100 Lakh (pending before at the Commissioner (Appeals-III) central excise. Commissioner) and permit fee on purchase of alcohol (pending before the High Court)	NIL	8,26,339
b. Claims against the Company not acknowledged as debts Labour matters involving issues like regularization of employment, termination of employment, compensation against everance, etc.	NIL	NIL
b. Sales-tax matters disputed in appeal These relate to classification of goods and consequent dispute Ex parte order 2006-07 has been contested in the appeal (pending before the Commercial Tax Commissioner Gandhinagar)	NIL	1,10,32,991

NOTE 34:

Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act 2006

Particulars	Year ended 31 st March, 2019	Year ended 31 st March, 2018
(i) Principal amount remaining unpaid to any supplier as at the end of the accounting year		
(ii) Interest due there on remaining unpaid to any supplier as at the end of the accounting year	—	—
(iii) The amount of interest paid along with the amounts of the payment made to the supplier beyond the appointed day	—	—
(iv) The amount of interest due and payable for the year	—	—
(v) The amount of interest accrued and remaining unpaid at the end of the accounting year	—	—
(vi) The amount of further interest due and payable evening the succeeding year, Until such date when the interest dues as above are actually paid	—	—

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

NOTE :- 35 - RELATED PARTY TRANSACTIONS

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

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

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

(Rupees in Thousands)					
Sr. No.	Nature of transactions	Associates	Key Managerial Personnel	Relatives of Key Managerial Personnel	Total
1.	Sale of finished goods	-	-	-	-
2.	Remuneration	-	2910	-	2910
3.	Sitting Fees to Directors	-	-	6	6
4.	Lease rent/Shed Rent Receipt	-	-	-	-
5.	Conversion Charges	-	-	-	-
6.	Deposits taken during the year	-	12972	300	13272
7.	Repayment of Deposits during the year	-	33473	425	33898
8.	Outstanding fixed deposit payable	-	48678	2886	51565
9.	Interest paid	-	-	-	-
10.	Rent Paid Office	-	-	-	-
	Total	-	98033	3617	101651

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

NOTE 36:
VALUE OF IMPORTS AND VALUE OF RAW MATERIALS, STORES, SPARES AND PACKING MATERIALS CONSUMED

	Year ended 31 st March, 2019	Year ended 31 st March, 2018
CIF Value of Imports		
Raw Materials	-	-
Stores, spares and packing materials	-	-
Capital goods	-	-

(b) Consumption of raw materials and stores, spares and packing materials

	Year ended 31 st March, 2019		Year ended 31 st March, 2018	
	Percentage of consumption		Percentage of consumption	
Raw materials and Packing Materials	Nil	Nil	Nil	Nil
Imported	Nil	Nil	Nil	Nil
Indigenous	95,75,515	100%	3,63,62,923	100%
	95,75,515	100%	3,63,62,923	100%
Stores and spares				
Imported	-	-	NIL	Nil
Indigenous	3,80,319	100%	85,930	100%
	3,80,319	100%	85,930	100%

	Year ended 31 st March, 2019	Year ended 31 st March, 2018
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NOTE 37: EXPENDITURE IN FOREIGN CURRENCY

(a) Travelling expenses	NIL	NIL
(b) Commission	NIL	NIL
(c) Legal and professional fees	NIL	NIL
(d) Others	NIL	2,62,506

NOTE 38: EARNINGS IN FOREIGN EXCHANGE

(a) FOB value of exports	58,76,782	1,11,29,298
(b) FOB value of carbon credits	NIL	NIL
(c) Contract Research Income	NIL	NIL

As per our Report of Even Date

For Rangwala & Co.,
Chartered Accountants
(Firm Registration No. 115833W)
Z.E. Rangwala
Partner
Membership No. 031268
Place : Ahmedabad
Date : 30/05/2019

For, Kamron Laboratories Limited

Mr. Kamlesh J. Laskari
Managing Director
(DIN: 00461198)
Mr. Sohan K. Laskari
Chief Financial Officer
(DIN: 06637203)
Place : Ahmedabad
Date : 30/05/2019

Mr. Rohan K. Laskari
Executive Director
(DIN: 03382316)
Ms. Bhavasthi Mehta
Company Secretary

KAMRON LABORATORIES LIMITED

[CIN: L24231GJ1988PLC010956]

Registered Office: 904, 9th Floor, Shapath-I Complex, Opp. Rajpath Club, S. G. Highway,
Ahmedabad, Gujarat-382 721**FORM MGT-11
PROXY FORM**[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies
(Management and Administration) Rules, 2014)]

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

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

1. Name:.....

Address:.....

Email Id: Signature: or failing him

2. Name:.....

Address:.....

Email Id: Signature:

as my/ our proxy to attend and vote for me as me/us and on my/ our behalf at the 31st Annual General Meeting of the Company, to be held on Monday, the 30th September, 2019 at 11.00 a.m. at Conference Hall, 10th Floor, Shapath-I Complex, Opp. Rajpath Club, Nr. Madhur Hotel, S. G. Highway, Bodakdev, Ahmedabad – 380 054, and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	Optional	
		For	Against
Ordinary Business			
1	Ordinary Resolution for adoption of the Audited Financial Statements of the Company for the financial year ended 31 st March, 2019, the reports of the Board of Directors and Auditors thereon.		
2	Ordinary Resolution for re-appointment of Ms. Ranak K. Laskari (DIN – 00461265), liable to retire by rotation and being eligible, offers herself for re-appointment.		
Special Business			
3	Special Resolution for re-appointment of Dr. Mahendra P. Shah (DIN – 00461325) as Independent Director of the Company for second term of 5 consecutive years.		
4	Special Resolution for increase in NRI holding (repatriation basis) limit		

Signed this day of 2019

Signature of Shareholder

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

Affix
Revenue
Stamp
here

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

Route Map for Annual General Meeting



KAMRON LABORATORIES LIMITED

[CIN: L24231GJ1988PLC010956]

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

FORM MGT-12 ATTENDANCE FORM / BALLOT FORM

(TO BE USED BY SHAREHOLDERS PERSONALLY PRESENT/THROUGH PROXY AT THE MEETING AND HAVE NOT OBTAINED FOR E-VOTING)

1	Name and Address of the Sole/ First named Shareholder	
2	Name(s) of the Joint Holder(s) (if any)	
3	Registered Folio No./ DPID-Client ID	
4	Number of Shares(s) held	
5	I/We hereby exercise my/our attendance/ vote(s) in respect of the resolutions set out in the Notice of 31 st Annual General Meeting (AGM) of the Company to be held on Monday, 30 th September, 2019, by sending my/our assent or dissent to the said Resolutions by placing the tick (✓) mark at the appropriate box below:	

Resolution No.	Resolutions	No. of Shares	(FOR) I/We assent to the resolution	(AGAINST) I/We dissent the resolution
Ordinary Business				
1	Ordinary Resolution for adoption of the Audited Financial Statements of the Company for the financial year ended 31 st March, 2019, the reports of the Board of Directors and Auditors thereon.			
2	Ordinary Resolution for re-appointment of Ms. Ranak K. Laskari (DIN –00461265), liable to retire by rotation and being eligible, offers herself for re-appointment.			
Special Business				
3	Special Resolution for re-appointment of Dr. Mahendra P. Shah (DIN – 00461325) as Independent Director of the Company for second term of 5 consecutive years.			
4	Special Resolution for increase in NRI holding (repatriation basis) limit			

Place :

Date :

(Signature of the Shareholder/Proxy)

Note: This Form is to be used for exercising attendance/ voting at the time of 31st Annual General Meeting to be held on Monday, the 30th September, 2019 by shareholders/proxy. Duly filled in and signed ballot form should be dropped in the Ballot box kept at the venue of AGM.



**BOOK-POST
PRINTED MATTER**

To,

If undelivered, please return to :

KAMRON LABORATORIES LIMITED

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