



Syncom Formulations (India) Limited

A WHO-GMP & ISO 9001-2015 Certified Company

CIN No. : L24239MH1988PLC047759

SYNCOM/SE/2021-22

4th September, 2021

Online filing at: www.listing.bseindia.com

To,
The General Manager
DCS-CRD
BSE Ltd.
Phiroze Jeejeebhoy Towers
Dalal Street, Fort,
MUMBAI - 400001

BSE CODE: 524470

Sub: Submission of 33rd Annual Report along with the Notice of Annual General Meeting to be held on 27th September, 2021 through Video Conferencing (VC)/ Other Audio Visual Means (OVAM) at 2:00 P.M. pursuant to Regulation 34(1) of SEBI (LODR) Regulations, 2015.

Dear Sir/Ma'am,

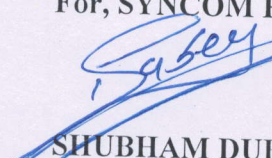

Pursuant to regulation 34 (1) of SEBI (LODR) Regulations, 2015, we are pleased to submit the 33rd Annual Report for the financial year 2020-21 of the Company containing Financial Statements i.e. Balance Sheet as at 31st March, 2021, Statement of Changes in Equity, the Statement of the Profit and Loss, Cash Flow for the year ended 31st March, 2021 and the Boards' Report along with Corporate Governance Report and the Auditors' Report on that date and its annexures.

Kindly Note that the 33rd Annual General Meeting of the Company is scheduled to be held on Monday, 27th September, 2021 at 2:00 P.M. through Video Conferencing / Other Audio Visual Means (VC)/ (OAVM).

The abovementioned documents are available shall be available on the Company's website at www.sfil.in.

Thanking You,
Yours Faithfully,

For, SYNCOM FORMULATIONS (INDIA) LIMITED



SHUBHAM DUBEY
COMPANY SECRETARY &
COMPLIANCE OFFICER

Encl: Annual Report 2020-21 along with Notice of AGM

Bringing a smile on every face...



SYNCOM FORMULATIONS (INDIA) LIMITED

A WHO-GMP & ISO 9001-2015 CERTIFIED COMPANY



33RD ANNUAL REPORT 2020-2021

SYNERGISTIC COMBINATION FOR HEALTH

**BOARD OF DIRECTORS****Shri Kedarmal Shankarlal Bankda**

Executive Chairman

Shri Vijay Shankarlal Bankda

Managing Director

Smt. Rinki Ankit Bankda

Women and Whole-Time Director

Shri Krishna Das Neema

Independent Director

Shri Vinod Kumar Kabra

Independent Director

Shri Praveen Jindal

Independent Director

OTHER KEY MANAGERIAL PERSONNEL**Shri Ankit Kedarmal Bankda**

Chief Financial Officer

CS Shubham Dubey

Company Secretary & Compliance Officer

AUDIT COMMITTEE**Shri Krishna Das Neema**

Independent Director - Chairman

Shri Vinod Kumar Kabra

Independent Director - Member

Shri Praveen Jindal

Independent Director - Member

STAKEHOLDERS' RELATIONSHIP COMMITTEE**Shri Krishna Das Neema**

Independent Director - Chairman

Shri Vinod Kumar Kabra

Independent Director - Member

Shri Praveen Jindal

Independent Director - Member

NOMINATION AND REMUNERATION COMMITTEE**Shri Krishna Das Neema**

Independent Director - Chairman

Shri Vinod Kumar Kabra

Independent Director - Member

Shri Praveen Jindal

Independent Director - Member

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE**Shri Kedarmal Shankarlal Bankda**

Whole Time Director - Chairman

Shri Vijay Shankarlal Bankda

Managing Director - Member

Shri Krishna Das Neema

Independent Director - Member

Risk Management Committee***Shri Vijay Shankarlal Bankda**

Managing Director - Chairman

Shri Krishna Das Neema

Independent Director - Member

Smt. Rinki Ankit Bankda

Whole-Time Director - Member

STATUTORY AUDITOR**Sanjay Mehta & Associates**

Chartered Accountants

Indore - 452 018 (M.P.)

SECRETARIAL AUDITOR**D.K. Jain & Co.**

Company Secretaries

Indore - 452 001 (M.P.)

INTERNAL AUDITOR**Bansal & Agrawal**

Chartered Accountants

Indore - 452 001 (M.P.)

COST AUDITOR**M. Goyal & Co.**

Cost Accountants

Jaipur - 302 015 (R.J.)

BANKERS

HDFC Bank, Mumbai

Bank of Baroda, Mumbai

IDBI Bank, Indore

NAME OF STOCK EXCHANGE & SCRIP CODE

BSE Ltd., Scrip Code: 524470, ISIN: INE312C01025

REGISTERED OFFICE7, Niraj Industrial Estate, Off Mahakali Caves Road,
Andheri (E), Mumbai (M.H.) 400093

Phone 022-26877700/26877711

Email: finance@sfil.in, Website: www.sfil.in

CORPORATE OFFICE

207, Saket Nagar, Near Saket Club,

Indore (M.P.) 452018

Phone: 0731-2560458,

Email: finance@sfil.in, Website: www.sfil.in

WORKS / PLANT

256-257, Sector I, Industrial Area,

Pithampur - Dhar (M.P.) 454774

SHARE TRANSFER AGENT**Ankit Consultancy Pvt. Ltd.**

Plot No. 60, Electronic Complex,

Pardeshipura, Indore (M.P.) 452001,

Phone: 0731-4065799/4065797,

Email: operation@ankitonline.com

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NOTICE FOR THE 33RD ANNUAL GENERAL MEETING

Notice is hereby given that the 33rd Annual General Meeting of members of **SYNCOM FORMULATIONS (INDIA) LIMITED** will be held on **Monday, the 27th day of September, 2021 at 2:00 p.m. (IST)** through Video Conferencing ("VC") / Other Audio Visual Means ("OVAM") for which purposes the Registered office of the company situated at 7, Niraj Industrial Estate, Off Mahakali Caves Road Andheri (East) Mumbai (M.H.) 400093 shall be deemed as the venue for the Meeting and the proceedings of the 33rd Annual General Meeting shall be deemed to be made thereat, to transact the following businesses:

ORDINARY BUSINESSES:

1. To receive, consider, approve and adopt the Audited Financial Statements containing the Balance Sheet as at 31st March, 2021, the Statement of Profit & Loss and Cash Flow and Changes in Equity, for the financial year ended 31st March, 2021 and the Reports of the Boards and Auditors thereon as on that date.
2. To appoint a director in place of Shri Vijay Shankarlal Bankda (DIN: 00023027), Director who is liable to retire by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.

SPECIAL BUSINESSES:

3. To ratify the remuneration of Cost Auditor of the company for the Year 2021-22:

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to the provisions of Section 148(3) and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors Rules) 2014, including any statutory modifications(s) or re-enactment thereof for the time being in force, the members of the Company do hereby ratify the payment of remuneration of Rs. 35,000/- (Rupees Thirty Five Thousand Only), plus applicable taxes and reimbursement of out of pocket expenses at actuals to M/s M. Goyal & Co., (Firm Registration No. 000051) as appointed by the Board of Directors of the Company upon the recommendation of the Audit Committee, as the Cost Auditors to conduct the audit of the cost records of the Company for the Financial Year 2021-22, be and is hereby ratified.

4. Re-appointment of Shri Kedarmal Shankarlal Bankda (DIN:00023050) as the Executive Chairman/Whole-time Director of the Company:

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

RESOLVED THAT pursuant to the provisions of section 190, 196, 197, 203 read with the provisions of Schedule V of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of the Managerial Personnel) Rules, 2014 and other applicable provisions if any of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being enforce), and as recommended by Nomination and Remuneration Committee and approved by the Board of Directors of the Company at their respective meetings, the approval of the members of the Company be and is hereby granted for re-appointment of Shri Kedarmal Shankarlal Bankda (DIN:00023050) as the Executive Chairman and Whole time Director of the Company, who will be attaining the age of 70 (Seventy years) during his tenure for a further period of 3 (Three) years w.e.f. 3rd May, 2022 on the following terms and condition.

- I. **Period: From 3rd May, 2022 to 2nd May, 2025.**

II. Remuneration, benefits and perquisites:

- (a) Salary: Rs. 7,50,000 per month, with an annual increment of 20% of salary.
- (b) Perquisites: Subject to maximum of Rs. 2.50 Lakhs per months, which includes the followings;
 - (i) Medical Reimbursement: Reimbursement of medical expenses actually incurred for self and family.
 - (ii) Leave Travel Concession: Leave Travel Concession for self and family once in a year incurred in accordance with the rules of the company;
 - (iii) Club Fees: He shall be entitled to the reimbursement of fees of any two clubs in India. This will not include admission and life membership fee;
 - (iv) Personal Accident Insurance: The Company shall pay an annual premium of a sum not exceeding Rs. 50,000/- towards personal accident insurance policy of Shri Kedarmal Shankarlal Bankda.
- (c) Other benefits: which are not covered under the minimum remuneration
 - (i) Leave Encashment: Earned privilege leaves on full pay and allowance as per the rules of the Company subject to the condition that leave accumulated but not availed of shall not be allowed to be encashed.
 - (ii) Provident Fund: Company's contribution subject to a ceiling as laid down by the Government from time to time.
 - (iii) Gratuity: Gratuity payable shall not exceed half a month's salary for each completed year of service and which shall be subject to the maximum amount as may be permitted under the Company's rules in relation to Gratuity prevailing from time to time.
 - (iv) The company shall provide a car with a driver and telephone & mobile with internet connection at his residence.
- (d) Commission on Net Profit before tax: at such rate as may be decided by the Nomination and Remuneration Committee and approved by the Board within the limit of the overall remuneration of the 5% of the net profits of the Company for such financial year.

III. Limits on Remuneration:

The remuneration as specified in clauses above shall be subject to the overall limits as specified under Sections 196, 197 and other applicable provisions read with Schedule V of the Companies Act, 2013.

FURTHER RESOLVED THAT in the event of there being loss or inadequacy of profit for any financial year, the aforesaid remuneration payable to the Whole-time Director shall be the minimum remuneration in terms of provisions of Schedule V of the Companies Act, 2013 as may be applicable from time to time during his tenure and the Board shall have absolute powers to decide the breakup of the salary as may be considered appropriate from time to time without seeking any further approval of the members of the company.

RESOLVED FURTHER THAT the Whole-time Director shall also be entitled for the reimbursement of actual entertainment, traveling, boarding and lodging expenses incurred by him in connection with the Company's business and such other benefits/ amenities and other



privileges, as any from time to time, is available to other Senior Executives of the Company.

RESOLVED FURTHER THAT there shall be clear relation of the Company with Shri Kedarmal Shankarlal Bankda as “the Employer-Employee” and each party may terminate the above said appointment with the six months’ notice in writing or salary in lieu thereof.

5. Revision in the remuneration of Shri Vijay Shankarlal Bankda (DIN:00023027) as the Managing Director of the Company:

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

RESOLVED THAT pursuant to the provisions of section 190, 196, 197, 203 read with the provisions of Schedule V of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of the Managerial Personnel) Rules, 2014 and other applicable provisions if any of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being enforce), and as recommended by Nomination and Remuneration Committee and approved by the Board of Directors of the company at their respective meetings, the approval of the members of the Company be and is hereby granted for the increase in remuneration of Shri Vijay Shankarlal Bankda (DIN:00023037) as the Managing Director of the Company w.e.f. 1st July, 2021 for the remaining part of his tenure till 30th November, 2024 on the following terms and condition.

I. Period of Revision: From 1st July, 2021 to 30th November, 2024.

II. Remuneration, benefits and perquisites:

- (a) Salary: Rs. 7,50,000 per month, with an annual increment of 20% of salary.
- (b) Perquisites: Subject to maximum of Rs. 2.50 Lakhs per months, which includes the followings;
 - (i) Medical Reimbursement: Reimbursement of medical expenses actually incurred for self and family.
 - (ii) Leave Travel Concession: Leave Travel Concession for self and family once in a year incurred in accordance with the rules of the company;
 - (iii) Club Fees: He shall be entitled to the reimbursement of fees of any two clubs in India. This will not include admission and life membership fee;
 - (iv) Personal Accident Insurance: The Company shall pay an annual premium of a sum not exceeding Rs. 50,000/- towards personal accident insurance policy of Shri Vijay Shankarlal Bankda.
- (c) Other benefits: which are not covered under the minimum remuneration
 - (i) Leave Encashment: Earned privilege leaves on full pay and allowance as per the rules of the Company subject to the condition that leave accumulated but not availed of shall not be allowed to be encashed.
 - (ii) Provident Fund: Company’s contribution subject to a ceiling as laid down by the Government from time to time.
 - (iii) Gratuity: Gratuity payable shall not exceed half a month’s salary for each completed year of service and which shall be subject to the maximum amount as may be permitted under the Company’s rules in relation to Gratuity prevailing from time to time.

(iv) The company shall provide a car with a driver and telephone & mobile with internet connection at his residence.

- (d) Commission on Net Profit before tax: at such rate as may be decided by the Nomination and Remuneration Committee and approved by the Board within the limit of the overall remuneration of the 5% of the net profits of the Company for such financial year.

- (e) Limits on Remuneration:

The remuneration as specified in clauses above shall be subject to the overall limits as specified under Sections 196, 197 and other applicable provisions read with Schedule V of the Companies Act, 2013.

FURTHER RESOLVED THAT in the event of there being loss or inadequacy of profit for any financial year, the aforesaid remuneration payable to the Managing Director shall be the minimum remuneration in terms of provisions of Schedule V of the Companies Act, 2013 as may be applicable from time to time during his tenure and the Board shall have absolute powers to decide the breakup of the salary as may be considered appropriate from time to time without seeking any further approval of the members of the company.

RESOLVED FURTHER THAT the Managing Director shall also be entitled for the reimbursement of actual entertainment, traveling, boarding and lodging expenses incurred by him in connection with the Company’s business and such other benefits/ amenities and other privileges, as any from time to time, is available to other Senior Executives of the Company.

RESOLVED FURTHER THAT there shall be clear relation of the Company with Shri Vijay Shankarlal Bankda as “the Employer-Employee” and each party may terminate the above said appointment with the six months’ notice in writing or salary in lieu thereof.

6. Revision in the remuneration of Smt. Rinki Ankit Bankda (DIN:06946754) as the Whole-time Director of the Company:

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

RESOLVED THAT pursuant to the provisions of section 190, 196 and 197 read with the provisions of Schedule V of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of the Managerial Personnel) Rules, 2014 and other applicable provisions if any of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being enforce), and as recommended by Nomination and Remuneration Committee and approved by the Board of Directors of the company at their respective meetings, the approval of the members of the Company be and is hereby granted for the increase in remuneration of Smt. Rinki Ankit Bankda (DIN:06946754) as the Whole-time Director of the Company w.e.f. 1st July, 2021 for the remaining part of her tenure till 14th November, 2022 on the following terms and condition.

I. Period of Revision: From 1st July, 2021 to 14th November, 2022.

- (a) Salary: Rs. 5,00,000 per month, with an annual increment of 20% of salary.
- (b) Perquisites: Subject to maximum of Rs. 2.50 Lakhs per months, which includes the followings;
 - (i) Medical Reimbursement: Reimbursement of medical expenses actually incurred for self and family.
 - (ii) Leave Travel Concession: Leave Travel Concession for self and family once in a year incurred in accordance with the rules of the company;



(iii) Club Fees: She shall be entitled to the reimbursement of fees of any two clubs in India. This will not include admission and life membership fee;

(iv) Personal Accident Insurance: The Company shall pay an annual premium of a sum not exceeding Rs. 50,000/- towards personal accident insurance policy of Smt. Rinki Ankit Bankda.

(c) Other benefits: which are not covered under the minimum remuneration

(i) Leave Encashment: Earned privilege leaves on full pay and allowance as per the rules of the Company subject to the condition that leave accumulated but not availed of shall not be allowed to be encashed.

(ii) Provident Fund: Company's contribution subject to a ceiling as laid down by the Government from time to time.

(iii) Gratuity: Gratuity payable shall not exceed half a month's salary for each completed year of service and which shall be subject to the maximum amount as may be permitted under the Company's rules in relation to Gratuity prevailing from time to time.

(iv) The company shall provide a car with a driver and telephone & mobile with internet connection at her residence.

(d) Commission on Net Profit before tax : at such rate as may be decided by the Nomination and Remuneration Committee and approved by the Board within the limit of the overall remuneration of the 5% of the net profits of the Company for such financial year.

(e) Limits on Remuneration:

The remuneration as specified in clauses above shall be subject to the overall limits as specified under Sections 196, 197 and other applicable provisions read with Schedule V of the Companies Act, 2013.

FURTHER RESOLVED THAT in the event of there being loss or inadequacy of profit for any financial year, the aforesaid remuneration payable to the Whole-time Director shall be the minimum remuneration in terms of provisions of Schedule V of the Companies Act, 2013 as may be applicable from time to time during her tenure and the Board shall have absolute powers to decide the breakup of the salary as may be considered appropriate from time to time without seeking any further approval of the members of the company.

RESOLVED FURTHER THAT the Whole-time Director shall also be entitled for the reimbursement of actual entertainment, traveling, boarding and lodging expenses incurred by herein connection with the Company's business and such other benefits/ amenities and other privileges, as any from time to time, is available to other Senior Executives of the Company.

RESOLVED FURTHER THAT there shall be clear relation of the Company with Smt. Rinki Ankit Bankda as "the Employer-Employee" and each party may terminate the above said appointment with the six months' notice in writing or salary in lieu thereof.

7. Approval of Transactions/Contracts/Arrangements with the Related Parties under section 188 of the Companies Act 2013 read with Regulation 23 of the SEBI (LODR) Regulations, 2015:

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 ("Act") and other applicable provisions, if any,

read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 as amended till date, Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and other applicable provisions, if any, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Company's policy on Related Party transactions, consent of the members of the company be and is hereby accorded to enter into transactions/contracts/ agreements, in the ordinary course of its business and on arm's length basis, for purchase, sale or deal in the products, goods, stock in trade as also such other transactions, on such terms and conditions as may be mutually agreed upon between the company and all related party for an amount not exceeding aggregating Rs. 85.00 Crores (Rupees Eighty Five Crores only) in each financial year.

RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby authorized to do or cause to be done all such acts, deeds and things, settle any queries, difficulties, doubts that may arise with regard to any transaction with the related party, finalize the terms and conditions as may be considered necessary, expedient or desirable and execute such agreements, documents and writings and to make such filings as may be necessary or desirable, in order to give effect to this Resolution in the interest of the company.

Place: Indore

Date: 27th August, 2021

Syncom Formulations (India) Limited

CIN: L24239MH1988PLC047759

Registered Office:

7, Niraj Industrial Estate,
Off Mahakali Caves Road,
Andheri (East), Mumbai (M.H.) 400093

By order of the Board

**CS SHUBHAM DUBEY
COMPANY SECRETARY &
COMPLIANCE OFFICER
ACS: 54971**

NOTES:

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated 8th April, 2020, Circular No. 17/2020 dated 13th April, 2020 issued by the Ministry of Corporate Affairs (MCA) followed by Circular No. 20/2020 dated 5th May, 2020 and Circular No. 02/2021 dated 13th January, 2021 (extended the time line for holding of Annual General Meetings through VC/OAVM till 31st December, 2021) and Securities and Exchange Board of India ("SEBI") also vide its Circular dated 12th May, 2020 permitted holding of Annual General Meetings through VC/OAVM which was further extended by its circular dated 15th January, 2021 till December 31, 2021 in which physical attendance of the Members to the AGM venue is not required and Annual General Meeting (AGM) can be held through Video Conferencing (VC) or Other Audio Visual Means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM only and no physical presence at the meeting is required.
2. Pursuant to MCA Circular No. 14/2020 dated 8th April, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their



- votes through e-voting.
3. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated 8th April, 2020, 13th April, 2020, 5th May, 2020 and 13th January, 2021, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
 4. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
 5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
 6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated 13th April, 2020, the Notice calling the AGM along with Annual Report has been uploaded on the website of the Company at www.sfil.in. The Notice and Annual Report can also be accessed from the websites of the Stock Exchange BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. <https://www.evotingindia.com>.
 7. The recorded transcript of the forthcoming AGM shall also be made available on the website of the Company www.sfil.in as soon as possible after the Meeting is over.
 8. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated 8th April, 2020 and MCA Circular No. 17/2020 dated 13th April, 2020 and MCA Circular No. 20/2020 dated 5th May, 2020 and 02/2021 13th January, 2021.
 9. In continuation of this Ministry's General Circular No. 20/2020, dated 5th May, 2020 and 13th January, 2021 and SEBI Circular dated 12th May, 2020 and 15th January, 2021, Notice of the AGM along with the Annual Report 2020-21 is being sent only through electronic mode to those Members whose email addresses are registered with the RTA/Depositories. However, any specific request received from the members for demanding of the physical copy of the Annual Report will be provided by the company, if Courier Agency/Post Office is ready to deliver the same in specific zone due to Covid-19.
 10. The Explanatory Statement pursuant to section 102 of the Companies Act, 2013, which sets out details relating to special business i.e. Items No. 4 to 7 set out in the Notice, is annexed thereto.
 11. The company has notified closure of Register of Members and Share Transfer Books from 21st September, 2021, Tuesday to 27th September, 2021, Monday (both days inclusive) for the purpose of Annual General Meeting.
 12. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date 20th September, 2021, Monday.
 13. CS Anish Gupta, Company Secretary in Whole Time Practice (M. No. FCS 5733 & C.P. No. 4092) has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting at the AGM and remote e-voting process in a fair and transparent manner.
 14. Members desirous of obtaining any information concerning Accounts and Operations of the Company are requested to address their questions in writing to the Company at least 7 (Seven) days before the date of the Meeting at its email ID finance@sfil.in so that the information required may be made available at the Meeting.
 15. The Members are requested to:
 - a. Quote their ledger folio number in all their correspondence.
 - b. Send their Email address to us for prompt communication and update the same with their DP to receive softcopy of the Annual Report of the Company.
 16. Members are requested to notify immediately any change in their address and also intimate their active E-Mail ID to their respective Depository Participants (DPs) in case the shares are held in d-mat form and in respect of shares held in physical form to the Registrar and Share Transfer Agent (RTA) Ankit Consultancy Pvt. Ltd., Plot No. 60, Electronic Complex, Pardeshipura, Indore (M.P.) 452001 having email Id investor@ankitonline.com, compliance@ankitonline.com to receive the soft copy of all communication and notice of the meetings etc., of the Company.
 17. The report on the Corporate Governance and Management Discussion and Analysis also form part to the report of the Board Report.
 18. The Register of Directors and Key Managerial Personnel and their shareholding, and the Register of Contracts or Arrangements in which the directors are interested, maintained under the Companies Act, 2013 will be available for inspection by the Members electronically during the 33rd AGM. Members seeking to inspect such documents can send an email to finance@sfil.in.
 19. Pursuant to the Investors Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (Rules), the Company has, during the financial year 2020-21 transferred all the equity shares in respect of which (Dividend year 2013-14) dividend has not been claimed/encashed for 7 (Seven) or more consecutive years to the Investor Education and Protection Fund Authority (IEPF) of the Central Government as on the due date of transfer.
 20. The Company shall further transfer to the IEPF Authority all the shares in respect of which dividend had remained unpaid or unclaimed for 7 (seven) consecutive years or more as for the dividend declared in the year 2013-14 on the due date of transfer. The details of shares transferred/unpaid dividend to the IEPF Authority are posted on the website of the Company at <http://www.sfil.in>. The said details have also been uploaded on the website of the IEPF Authority and the same can be accessed through the link: <http://www.iepf.gov.in/>. Members may note that the shares as well as the unclaimed dividend so



transferred to the IEPF authority can be claimed back from the IEPF Authority as per the procedure prescribed under the Rules.

21. Members who have not encashed the dividend for the year 2013-14 to 2016-17 are requested to please approach to the Company for obtaining duplicate dividend warrants/Cheque. Please note that the amount remained unpaid or unclaimed for the year 2013-14 for a period upto 7 years shall be transferred to the IEPF of the Central Government and no claim in respect thereof shall be entertained by the Company thereafter.
22. SEBI has mandated that for registration of transfer of the shares in the d-mat form only after 1st April, 2019. Therefore, it is advised to the shareholders, holding their shares in the physical form to get convert into the D-mat form.
23. As per SEBI Circular dated 20th April, 2018 such shareholders holding shares of the company in the physical form are required to provide details of the Income Tax Permanent Account No. and Bank Account Details to the RTA having email Id investor@ankitonline.com, compliance@ankitonline.com.
24. Due dates for transfer of unclaimed/unpaid dividends and the amount remained unclaimed which may be transferred if continuing remain unpaid and/or the balance amount if not claimed by the shareholders for transfer thereafter the same to IEPF are as under as at 31st March, 2021 and due date for transfer thereafter to IEPF are as under:

Financial Year	Date of Declaration	Rate of Dividend in Rs. 10/- per Share	Due date for transfer to IEPF
2013-14	22/09/2014	0.02*	21/11/2021
2014-15	25/09/2015	0.02	24/11/2022
2015-16	30/09/2016	0.02	29/11/2023
2016-17	29/09/2017	0.02	28/11/2024

* Sub-divided into Re. 1/- per share.

** No dividend declared in the financial year 2017-18 to 2020-21.

THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

- i. The voting period begins on 24th day of September, 2021, Friday (I.S.T. 9.00 A.M.) and ends on 26th day of September, 2021, Sunday (I.S.T. 5.00 P.M.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 20th day of September, 2021, Monday (record date) may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020, under Regulation 44 of Securities and Exchange Board of India (LODR) Regulations, 2015; listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a

public consultation, it has been decided to enable e-voting to all the D-mat account holders, by way of a single login credential, through their D-mat accounts/ websites of Depositories/ Depository Participants. D-mat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- iv. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in D-mat mode are allowed to vote through their D-mat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their D-mat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in D-mat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in D-mat mode with CDSL	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2. After successful login the Easi/Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing D-mat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdsindia.com/Evoting/Evoting Login The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the D-mat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.



Individual Shareholders holding securities in D-mat mode with NSDL	<p>1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit D-mat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
Individual Shareholders (holding securities in D-mat mode) login through their Depository Participants	<p>You can also login using the login credentials of your D-mat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Login Type	Helpdesk details
Individual Shareholders holding securities in D-mat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in D-mat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

- v. Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in D-mat form.
1. The shareholders should log on to the e-voting website www.evotingindia.com.
 2. Click on "Shareholders" module.
 3. Now enter your User ID
 - a) For CDSL: 16 digits beneficiary ID,
 - b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c) Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 4. Next enter the Image Verification as displayed and Click on Login.
 5. If you are holding shares in d-mat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
 6. If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in D-mat.
PAN	Enter your 10digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both d-mat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your d-mat account or in the company records in order to login. <ul style="list-style-type: none"> • 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.

- vi. After entering these details appropriately, click on "SUBMIT" tab.
- vii. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in d-mat 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 d-mat 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.
- viii. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

Important Note:

Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in D-mat mode for any technical issues related to login through Depository i.e. CDSL and NSDL



- ix. Click on the EVSN for the relevant "SYNCOM FORMULATIONS (INDIA) LIMITED" on which you choose to vote.
- x. 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.
- xi. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xii. 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.
- xiii. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xiv. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xv. If a d-mat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xvi. Additional Facility for Non-Individual Shareholders and Custodians – For Remote Voting only.
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - 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 linked in the login 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.
 - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; finance@sfil.in, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- v. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- vi. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- vii. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 7 days prior to meeting mentioning their name, D-mat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, D-mat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
- viii. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- ix. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
- x. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES AND MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING:

- a) For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.
- b) For D-mat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
- c) For Individual D-mat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

- i. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
- ii. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
- iii. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
- iv. Shareholders are encouraged to join the Meeting through Laptops / iPads for better experience.



GENERAL GUIDELINES FOR SHAREHOLDERS:

- Any person, who acquires shares of the Company and become member of the Company after mailing of the notice and holding shares as on the cut-off date i.e. 20th September, 2021, Monday, may obtain the login ID and password by sending a request at finance@sfil.in.
- The Chairman shall, at the AGM at the end of discussion on the resolutions on which voting is to be held, allow e-voting to all those members who are present/logged in at the AGM but have not cast their votes by availing the remote e-voting facility.
- The Results of the voting on the resolutions along with the report of the Scrutinizer shall be declared and placed on the website of the Company (www.sfil.in) and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited (Stock Exchange).
- For any other queries relating to the shares of the Company, you may contact the Share Transfer Agents Ankit Consultancy Pvt. Ltd. at the address:- Plot No. 60, Electronic Complex, Pardeshipura Indore (M.P.) 452010 Tel-0731-4281333/0731-4065797/99 Fax-0731-4065798 Email id: investor@ankitonline.com
- The 33rd AGM will be held through VC/OAVM therefore, the requirement for route map is not applicable.

EXPLANATORY STATEMENT IN TERMS OF SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF SPECIAL BUSINESSES:

Item No. 3:

Members are hereby informed that upon the recommendation of the Audit Committee, Board of Directors of your Company has appointed of M/s M. Goyal & Co., Cost Accountant (Firm Registration No. 000051) as the Cost Auditor of the Company for conducting Cost Audit for the year 2021-22 at a remuneration of Rs. 35,000/- plus applicable GST. The Cost Auditor has given his consent and eligibility for appointment as Cost Auditor, will be available for inspection of the Members electronically during the 33rd AGM. Members seeking to inspect such documents can send an email to finance@sfil.in during business hours up to the date of the Meeting.

In accordance with the provision of section 148 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 the remuneration payable to the Cost Auditor is required to be ratified by the Members of the company, accordingly consent of the members is sought for the resolution set out in Item No. 3 of the Notice by way of an Ordinary Resolution.

None of the directors or Key Managerial Personnel (KMP) or their relatives are concerned or interested financially or otherwise in the proposed Resolution. The Board recommends to pass necessary resolution as set out in the Item No. 3 of the notice as an Ordinary Resolution.

Item No. 4:

Shri Kedarmal Shankarlal Bankda (DIN: 00023050) was re-appointed as the Chairman/Whole-time Director w.e.f. 3rd May, 2017 for a term of 5 (five) years at the 28th Annual General Meeting held on 30th September, 2016. In view of his contribution in the growth and success of the company, upon recommendation of Nomination & Remuneration Committee, the Board of Director at their meeting held on 14th August, 2021 has further re-appointed him for a period of 3 (three) years w.e.f. 3rd May, 2022. He will be attaining the age of 70 (Seventy) years on 25th August, 2022 and as a matter of abundant caution, it is proposed to obtain approval of the shareholders as per the provisions of 196(3) of Companies Act, 2013 for

continuation of his employment as a Chairman & Whole Time Director of the Company. Accordingly consent of the members is sought for the resolution set out in Item No. 4 of the Notice by way of a Special Resolution.

Shri Kedarmal Shankarlal Bankda is a Post Graduate in commerce and is the core promoter of the company since incorporation and having 45 years all around working experience and looking into all the manufacturing and administrative functions of the Corporate Office of the company at Indore and Plant at Pithampur. It would be in the interest of the Company to continue the employment of Shri Kedarmal Shankarlal Bankda as Chairman & Whole-Time Director of the Company.

Shri Kedarmal Shankarlal Bankda, being the appointee may be considered as financially interested in the resolution to the extent of the remuneration as may be payable to him and Shri Vijay Shankarlal Bankda, the Managing Director and Smt. Rinki Ankit Bankda, Whole-Time Director and Shri Ankit Kedarmal Bankda, CFO and KMP being his relative may also be considered as interested otherwise. Except that none of the other directors or Key Managerial Personnel (KMP) or their relatives are concerned or interested in the Resolution.

Shri Kedarmal Shankarlal Bankda, is also holding 9,01,94,650 (Nine Crores One Lakh Ninety-Four Thousand Six Hundred Fifty) equity shares of Rs. 1/- each consisting 10.87% of the total paid up capital of the Company. Further he is also having 2,40,00,000 Warrants convertible (Two Cores Forty Lakh Only) warrants of Rs. 2.53 convertible into the equity shares of Rs. 1 each at a premium of Rs. 1.53 per share of the company, which are yet to be convertible into the equity share of the company.

The information as required to be disclosed under the Schedule V of the Companies Act, 2013 is disclosed after Item No. 6.

Item No. 5:

Shri Vijay Shankarlal Bankda, (DIN: 00023027) is a Managing Director of the Company. He is discharging his duties efficiently and having adequate qualification and experience of 41 years. He was appointed as the Managing Director w.e.f. 1st December, 2019 for a term of 5 (five) years.

In view of the increased responsibility and the volume of the business activities, it is considered that the existing remuneration is very low in comparison with the other companies dealing in the same line of business activities. Therefore, the Nomination & Remuneration committee at their meeting held on 14th August, 2021, has considered and approved increase in the remuneration of Vijay Shankarlal Bankda, and also the Board of directors has considered and approved the increase in his remuneration as given in the resolution w.e.f. 1st July, 2021 for a remaining part of his tenure, subject to the approval of the members by way of Special Resolution.

The increase in the remuneration is within the ceiling prescribed under Schedule V of the Companies Act, 2013 subject to the approval of members at the general meeting. Your director recommends the above said resolution for passing as the Special Resolution at the forthcoming Annual General Meeting.

Shri Vijay Shankarlal Bankda, whose remuneration is being increased, is considered as financially interested in the resolution to the extent of the remuneration as may be payable to him and Shri Kedarmal Shankarlal Bankda, the Chairman & Whole-time Director and Smt. Rinki Ankit Bankda, Women and Whole Time Director and Shri Ankit Kedarmal Bankda, CFO being his relative may also be considered as interested otherwise. Except that none of the other directors or Key Managerial Personnel (KMP) or their relatives are concerned or interested in the Resolution.



Shri Vijay Shankarlal Bankda, is also holding 9,85,54,595 (Nine Crores Eighty Five Lakhs Fifty Four Thousand Five Hundred Ninety Five) equity shares of Rs. 1/- each consisting 11.87% of the total paid up capital of the Company.

The information as required to be disclosed under the Schedule V of the Companies Act, 2013 is disclosed after Item No. 6.

Item No. 6:

Smt. Rinki Ankit Bankda (DIN: 06946754) is Whole-time Director of the Company. She is discharging her duties efficiently and having adequate qualification and experience of 7 (seven) years. She was appointed as the Whole-time Director w.e.f. 15th November, 2017 for a term of 5 (five) years.

In view of the increased responsibility and the volume of the business activities, it is considered that the existing remuneration is very low in comparison with the other companies dealing in the same line of business activities, therefore, the Nomination & Remuneration committee at their meeting held on 14th August, 2021, has considered and approved increase in the remuneration of Smt. Rinki Ankit Bankda and also the Board of directors has considered and approved the increase in her remuneration as given in the resolution w.e.f. 1st July, 2021 for a remaining part of his tenure, subject to the approval of the members by way of Special Resolution.

The increase in the remuneration is within the ceiling prescribed under Schedule V of the Companies Act, 2013 subject to the approval of members at the general meeting. Your directors recommend the above said resolution for passing as the special resolution at the forthcoming annual general meeting.

Smt. Rinki Ankit Bankda, whose remuneration is being increased, is considered as financially interested in the resolution to the extent of the remuneration as may be paid to her and Shri Vijay Shankarlal Bankda, Managing Director, Shri Kedarmal Shankarlal Bankda, the Chairman/Whole-time Director and Shri Ankit Kedarmal Bankda, CFO and KMP being her relative may also be considered as interested otherwise. Except that none of the other directors or Key Managerial Personnel (KMP) or their relatives are concerned or interested in the Resolution. She does not hold any share in the company.

The information as required to be disclosed as per Item No. 4, 5 and 6 under the Schedule V of the Companies Act, 2013 are as under:

I. General Information:

1.	Nature of Industry	Pharmaceuticals Industry
2.	Date or expected date of commencement of commercial production	Already existing in business.
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	N.A.
4.	Financial performance based on given indicators	The company has achieved total revenue of Rs. 244.81 Crores and Profit Before Tax Rs. 40.67 Crores for the Financial Year Ended on 31/03/2021.
5.	Foreign investments or collaborations, if any.	There is no foreign investment or Foreign Collaboration in the Company. However, NRI is holding 2.61% of total paid-up share Capital of the company as on 31st March, 2021.

II. Information about the appointee

Sr. No.	Particulars	Shri Kedarmal Shankarlal Bankda (Whole-time Director)	Shri Vijay Shankarlal Bankda (Managing Director)	Smt. Rinki Ankit Bankda (Whole-time Director)
1.	Background Details	Is aged about 69 years is M. Com. and is one of the core promoter of the Company and having wide knowledge and skills in Pharmaceutical field and Industry. Having More than 45 years of experience in Pharmaceutical field in various capacities.	Is aged about 63 years is B.Com and LLB and is one of the core promoter of the Company and having wide knowledge and Skills in Pharmaceutical field and Industry. Having More than 39 years of experience in Pharmaceutical field in various capacities.	Is aged about 34 years is MBA and having 9 years of experience in Management field.
2.	Past Remuneration	Rs. 68.64 Lakhs p.a.	Rs. 58.76 Lakhs p.a.	Rs. 25.80 Lakhs p.a.
3.	Recognition or awards	NIL	NIL	NIL
4.	Job profile and his / her suitability	He is in-charge of the Manufacturing and Administrative functions of Corporate office at Indore and Plant at Pithampur of the Company.	He is in-charge of the Management of the Company and shall conduct the activities of the Company.	She is in-charge of the Management and Administrative functions of Corporate office at Indore and Plant at Pithampur of the Company.
5.	Remuneration Proposed	Upto Rs. 90,00,000/- p.a. plus perquisites	Upto Rs. 90,00,000/- p.a. plus perquisites	Upto Rs. 60,00,000/- p.a. plus perquisites
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The remuneration proposed is comparable with remuneration for an equivalent position in a unit of comparable size and complexity.		
7.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	He along with his relatives holding 36,53,00,599 shares consisting of 44.01% of the equity share capital of the Company. He is also having interest to the extent of remuneration which he may draw from the Company being the Chairman and WTD.	He along with his relatives holding 36,53,00,599 shares consisting of 44.01% of the equity share capital of the Company. He is also having interest to the extent of remuneration which he may draw from the Company being the Managing Director.	She along with her relatives holding 36,53,00,599 shares consisting of 44.01% of the equity share capital of the Company. She is also having interest to the extent of remuneration which she may draw from the Company being the WTD.



	He is also brother of Shri Vijay Shankarlal Bankda, Managing Director, Father in law of Mrs. Rinki Ankit Bankda, WTD and father of Shri Ankit Kedarmal Bankda, CFO.	He is also brother of Shri Kedarmal Shankarlal Bankda, WTD and relative of Mrs. Rinki Ankit Bankda, WTD and Shri Ankit Kedarmal Bankda, CFO	She is Daughter in law of Shri Kedarmal Shankarlal Bankda, WTD and Wife of Shri Ankit Kedarmal Bankda, CFO and Relative of Shri Vijay Shankarlal Bankda Managing Director.
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III. Other Information:

1. Reasons of loss or inadequate profits	There is no loss or inadequacy of the profit at present.
2. Steps taken or proposed to be taken for Improvement	N.A.
3. Expected increase in productivity and profits in measurable terms	The company is expected to increase in productivity and profit in measurable terms.

BRIEF PROFILE OF THE DIRECTOR SEEKING RE-APPOINTMENT/REVISIONS IN TERMS OF APPOINTMENTS IN THE ENUSING ANNUAL GENERAL MEETING

Name of Director	Shri Kedarmal Shankarlal Bankda (Whole-time Director)	Shri Vijay Shankarlal Bankda (Managing Director)	Smt. Rinki Ankit Bankda (Whole-time Director)
DIN	00023050	00023027	06946754
Designation	Chairman & Whole-time Director	Managing Director	Whole-time Director
Date of Birth	25/08/1952	17/09/1958	14/06/1987
Date of Appointment	13/04/1992	01/12/1999	15/11/2017
Expertise/ Experience in specific functional areas	45 years of experience in Pharma field in various capacities. He is the Core Promoter of the company, since its inception.	43 years of experience in Pharma field in various capacities. He is the Core Promoter of the company, since its inception.	9 years of experience in the filed of management.
Qualification	M.Com	B.Com, LLB	M.B.A.
No. & % of Equity Shares held	9,01,94,650 (10.86%)	9,85,54,595 (11.87%)	-
List of outside Company's directorship held	ARP Pharma Pvt. Ltd.	-	-

Chairman/ Member of the Committees of the Board of Directors of the Company	1. CSR Committee 2. Corporate Compliance Committee	1. CSR Committee 2. Risk Management Committee	1. Risk Management Committee 2. Internal Committee (Sexual Harassment of Women at Workplace)
Chairman/Member of the Committees of the Board Directors of other Companies in which he is director	-	-	-
Interse relations with other directors and KMP	Brother of Vijay Shankarlal Bankda, MD and father in law of Rinki Ankit Bankda, WTD and Father of Shri Ankit Kedarmal Bankda, CFO of the company.	He is also brother of Shri Kedarmal Shankarlal Bankda, WTD and relative of Mrs. Rinki Ankit Bankda, WTD and Shri Ankit Kedarmal Bankda, CFO.	She is Daughter in law of Shri Kedarmal Shankarlal Bankda, WTD and Wife of Shri Ankit Kedarmal Bankda, CFO and Relative of Shri Vijay Shankarlal Bankda Managing Director.

Item No. 7:

The Company is engaged in the business of manufacturing, selling, distribution and marketing of pharmaceuticals. The company, in the ordinary course of its business and on arm's length basis enters into various transactions, contracts and agreements, severally, with various parties inter alia, include purchase, sales and dealing in products goods, stock in trade, availing or rendering of services as also reimbursements of expenses, recovery of cost or such other transactions, which are entered into ordinary course of the company's business, at arm's length and in best interest of the company.

Considering the future business projections, the company envisages that the transactions with **Synmex Pharma, and Vincit International**, Shri Ankit Kedarmal Bankda, the Chief Financial Officer and Smt. Rinki Ankit Bankda, Whole time director is a partner, relatives of Directors as detailed in the following Table may exceed the materiality threshold of ten percent (10%) of the annual turnover of the company in terms of explanation (i) to Regulation 23 of the SEBI Listing Regulations, and by way of an enabling resolution, approval of the shareholders is being sought.

The particulars of the transactions/contracts/arrangements are as under:

Name of the Related Party	Synmex Pharma (Partnership Firm)	Vincit International (Partnership Firm)	Suvir Industries (Proprietor Rahul Vijay Bankda)
Name of Director(s) or Key Managerial Personnel who is related and relationship with the other party.	1. Shri Kedarmal Shankarlal Bankda, Chairman & WTD- Relative of Partners 2. Smt. Rinki Ankit Bankda, WTD- Being the Partner 3. Shri Ankit Kedarmal Bankda, CFO- Being the Partner	1. Shri Kedarmal Shankarlal Bankda, Chairman & WTD- Relative of Partners 2. Smt. Rinki Ankit Bankda, WTD- Being the Partner 3. Shri Ankit Kedarmal Bankda, CFO- Being the Partner	Shri Vijay Shankarlal Bankda, MD, being the relative/ father of the proprietor.



Material terms of the transactions/ contracts/ arrangements	Purchase/Sale and dealing in products/goods, raw material, active pharmaceuticals ingredients, stock in trade, availing or rendering of services, reimbursements of expenses, recovery of cost, or such other transactions, in the normal course of business on the similar terms and conditions with other than the related parties.		
Are the transactions in the ordinary course of business	Yes		
Are the transactions on an arm's length basis	Yes		
Whether the transactions have been approved by the Audit Committee and the Board of Directors	Yes		
Aggregate amount of transactions to be enter with related party	Upto Rs. 30 Crores	Upto Rs. 30 Crores	Upto Rs. 25 Crores

The annual value of the transactions proposed is estimated on the basis of the company's current transactions and future business.

The Board is of the opinion that of above transactions shall be in best interest of the company. The concerning directors as the case may be deemed to be concerned or interested financially to the extent of the transaction made by the company.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 7 of the Notice for approval by the Members as an ordinary resolution.

Shri Kedarmal Shankarlal Bankda and Smt. Rinki Ankit Bankda, Whole-time Director's and Shri Vijay Shankarlal Bankda, Managing Director of the company and Shri Ankit Kedarmal Bankda, CFO of the company and their relatives are concerned or interested financially or otherwise in the proposed Resolution except above none of the other Directors and KMP's are interested in the said resolution.

Place: Indore

By order of the Board

Date: 27th August, 2021

Syncom Formulations (India) Limited

CIN: L24239MH1988PLC047759

Registered Office:

7, Niraj Industrial Estate,
Off Mahakali Caves Road,
Andheri (East), Mumbai (M.H.) 400093

CS SHUBHAM DUBEY
COMPANY SECRETARY &
COMPLIANCE OFFICER
ACS: 54971



**BOARD'S REPORT &
MANAGEMENT DISCUSSION AND ANALYSIS**

To,
The Members of,
Syncom Formulations (India) Limited

The Directors presenting their 33rd Annual Report together with the Audited Standalone Financial Statements of Syncom Formulations (India) Limited ("the Company" or "Syncom") for the year ended 31st March, 2021.

HIGHLIGHTS OF PERFORMANCE/STATE OF AFFAIRS

- Total income for the year increased to Rs. 25,194.61 Lakhs as compared to Rs. 21,073.30 Lakhs in the previous year;
- Net sales for the year increased to Rs. 24,480.51 as compared to Rs. 20,551.11 Lakhs in the previous year;
- Profit before tax for the year was Rs. 4,070.39 Lakhs as compared to Rs. 1,728.91 Lakhs in the previous year; and
- Profit after tax for the year was Rs. 2,917.20 Lakhs as compared to Rs. 1,425.35 Lakhs in the previous year.

Particulars	(Rs. In Lakhs)	
	31.03.2021	31.03.2020
Revenue from Operations (Net)	24,480.51	20,551.11
Other Income	714.10	522.19
Total Income	25,194.61	21,073.30
Total Expenditure except Interest and Depreciation	20,696.62	18,878.41
Profit before Interest, Depreciation & Tax (EBIDTA)	4,497.99	2,194.89
Less: Interest	27.11	54.71
Less: Depreciation	403.49	406.11
Profit before Tax and exceptional item	4,067.39	1,734.07
Less: Exceptional Item	(3.00)	5.16
Profit before Tax	4,070.39	1,728.91
Less: (a) Current Tax	1029.01	443.39
(b) Tax adjustments related to previous year	101.07	(0.13)
(c) Deferred Tax	23.11	(139.70)
Net Profit for the Year	2917.20	1,425.35
Add: Other Comprehensive Income	65.58	(122.72)
Total Comprehensive Income	2982.78	1,302.63
Paid up Equity Share Capital	7899.52	7806.52
EPS (Equity Shares of Re. 1/- each)		
- Basic (in Rs.)	0.38	0.17
- Diluted (in Rs.)	0.37	0.17

DIVIDEND

In view to conserve resources for expansion purpose as expansion cum modernization project is in progress, the Board has not recommended any dividend on Equity shares for the Financial Year 2020-21 (Previous year 2019-20: NIL).

CHANGE IN CAPITAL STRUCTURE AND LISTING AT STOCK EXCHANGES

During the period under review, the Authorized Share Capital of Syncom was increased from Rs.80,00,00,000/- divided into 80,00,00,000 Equity Shares of Rs.1/- each to Rs. 95,00,00,000/- divided into 95,00,00,000 Equity Shares of Rs.1/- each by creation of 15,00,00,000 equity shares of Rs. 1/- each by passing necessary resolution in the 1/2020-21 Extra Ordinary General Meeting held on 12th January, 2021.

Further, the company has issued 15,93,47,820 convertible warrants of Rs. 2.53 including premium of Rs. 1.53/- convertible into 15,93,47,820 equity shares of Rs. 1/- each at a premium of Rs. 1.53 per share within a period 18 (Eighteen) months from the date of issue of such warrants at the option of the warrant holder to the promoter and promoter group of Syncom at the

Board meeting held on 25th January, 2021 through preferential issue under Section 62 (1)(c) of the Companies Act, 2013 read with Companies (Share Capital and Debentures) Rules, 2014 made there under and as per SEBI (ICDR) Regulations, 2018, as amended from time to time for which the in-principle approval was also obtained by the company from BSE Ltd.

Your Board would like to appraise that, out of which 93,00,000 warrants was converted into 93,00,000 equity shares of Rs. 1/- each at a premium of Rs. 1.53 per share on 27th March, 2021 resulting paid-up share capital of the company has been increased from Rs.78,06,52,180 divided into 78,06,52,180 to Rs. 78,99,52,180 divided into 78,99,52,180 equity shares of Re. 1/- each for which the listing approval was received from BSE Ltd on 9th April, 2021 and the trading approval of the aforesaid shares was received from the BSE Ltd. on 22nd April, 2021.

As on 31st March, 2021 your company hold 15,00,47,820 convertible warrants outstanding for conversion into the equity shares of the Company at the option of the Warrant holder.

Your Board would further like to inform the Members that, after closure of the financial year 2020-21, the company has further converted 4,00,00,820 warrants into 4,00,00,820 equity shares of Rs. 1/- at a premium of Rs. 1.53 per share the Board meeting held on 27th August, 2021 and the company is in process for listing and trading of the aforesaid 4,00,00,820 equity shares of Rs. 1/- each resulting the paid-up share capital is increased from Rs. 78,99,52,180 divided into 78,99,52,180 equity shares of Rs.1/- each to Rs. 82,99,53,000 divided into 82,99,53,000 equity shares of Rs. 1/- each.

After the said conversion your company hold 11,00,47,000 convertible warrants outstanding for conversion into the equity shares of the Company at the option of the Warrant holder.

EXPANSION PLAN

Your Board of Directors at their meeting held on 18th December, 2020 has approved the matter related to expansion of the business activity of the company by increasing the overall production capacity of Injectable capacity from 200.00 Lakhs to 300.00 Lakhs per annum and to modernize the Tablet Department within an overall cost of Rs. 4031.50 Lakhs and in order to meet out the cost requirement, the company has issued 15,93,47,820 warrants of Rs. 2.53/- 1/- each at a premium of Rs.1.53 per warrants convertible into 15,93,47,820 equity shares of Rs. 1/- each at a premium of Rs. 1.53 per share aggregating Rs.4031.50 Lakhs to meet the overall cost of the project.

Details related to expansion plan is already intimated to BSE Limited in its corporate announcements.

SEGMENT WISE OR PRODUCT WISE PERFORMANCE

The following segments are identified by the Company:

- 1) Manufacturing and dealing in Pharmaceutical Drug & Formulations
- 2) Trading of Commodities
- 3) Renting of Properties

The Segment wise performance is given in Note 38 to the Audited Financial Statement.

CHANGE IN CONTROL AND NATURE OF BUSINESS

There is no change in control and nature of business activities during the period under review.

TRANSFER TO RESERVES

During the year under review your company does not proposes to transfer any amount to the general reserves (Previous year Rs. 1250.00 Lakhs). However, the company has received share premium amount of Rs.142.29 Lakhs during the year under review (Previous Year: NIL).



The total accumulated reserves of the Company at the financial year ending 31st March, 2021 were Rs. 9883.57 Lakhs as compared to the previous financial year Rs. 6758.50 Lakhs.

FINANCE

Cash and cash equivalent as at 31st March, 2021 was Rs. 275.14 Lakhs as compared to Rs. 820.75 Lakhs in previous year. Syncom continues to focus on proper management of its working capital, receivables, inventories and other working capital parameters were kept under strict check through continuous monitoring.

IMPACT OF COVID-19 PANDEMIC

Covid-19 has slightly effected the overall business operations during the year, but overall impact is not material. The Company has been taking necessary measures for containing the spread of COVID-19 virus so that the work is not hampered. It continues to monitor the economic effects of the uncertainty arising from the second wave of the pandemic while taking steps to improve its scale of execution.

TRANSFER OF THE AMOUNT OF UNPAID DIVIDEND AND EQUITY SHARES TO INVESTOR EDUCATION & PROTECTION FUNDS (IEPF)

Pursuant to the provisions of the Companies Act, 2013 read with the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("the Rules") all unpaid or unclaimed dividend for a period exceeding 7 years are required to be transferred by the company to the IEPF established by the Government of India. Further, the shares on which dividend has not been paid or claimed by the shareholders for 7 (seven) consecutive years or more are also required to be transferred to the D-mat account of the IEPF Authority.

Accordingly, Syncom has transferred the unclaimed and unpaid dividends of Rs. 85,719/- and has also transferred corresponding 1,10,600 equity shares of Re. 1/- each for the F.Y. 2012-13 to the IEPF Authority as per the requirement of the IEPF rules.

The details relating to dividend remains unpaid-unclaimed from the year 2013-14 onward in the Company have been given in the Corporate Governance Report attached with the annual report of the Company and also hosted at the website of the Company.

DEPOSITS

The details relating to deposits, covered under Chapter V of the Act

- (a) Accepted during the year : Nil
- (b) Remained unpaid or unclaimed as at the end of the year : Nil
- (c) Whether there has been any default in repayment of deposits or payment of interest thereon during the year and if so, number of such cases and the total amount involved : Nil

Details of deposits which are not in compliance with the requirements of Chapter V of the Act:

The Company has not accepted any deposits which are not in compliance of the Companies (Acceptance of Deposits) Rules, 2014 during the financial year.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Your company has not given any guarantee or provided any security to the other business entity during the financial year. Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statements provided in this Annual Report.

The investment and loan made by the company are within the powers of the Board of directors as specified under the provisions of section 186 of the Companies Act, 2013 and the company.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT ECONOMIC SCENARIO AND OUTLOOK

The Indian Pharmaceuticals market is the 3rd largest in terms of volume and 12th largest export of pharmaceuticals goods all over the world. India is the major provider of the generic medication globally and enjoys a significant position in world pharmaceutical sector. World class capabilities and favorable global pharmaceuticals demand over a period of time have ensured that India continues the most promising market in the world. The key objective is to sustain the historical trend of industry-leading growth while re-investing operating accruals into new initiatives, expanding focus on R&D and maintaining availability of infrastructure and other resources. Overall, the company will drive continuous value accumulation for all its key stakeholders by executing on its strategic initiatives.

With the positive business outlook both in domestic and international markets that is backed by a state-of-the-art manufacturing infrastructure, strong products portfolio with high growth brands, improving marketing capability and a strong balance sheet, the company is positioned for growth and organizational improvements on a variety of parameters.

INDUSTRY STRUCTURE AND OPPORTUNITIES

Indian Pharma exports reached around more than USD 20 billion. This was largely driven by exports of generics drugs to more than 190 countries globally, including developed and underdeveloped countries. Rapid Development in the pharmaceutical sector is likely to come from the efficient utilization of existing infrastructure and also increasing the amount of funds to the new infrastructure according to the various policies of government from the root to end.

The formulations industry has been expanding rapidly and the outlook remains positive in view of the expansion in the economy, increased spending on healthcare and improving lifestyles in the country. Global Market continue to offer more than enough opportunities to the country that have seen a larger incidence of lifestyle diseases on the back of improved diagnosis and better compliance by patients. Increasingly sedentary lifestyles, transitioning dietary habits, more obesity and stress at the workplace also contribute to this trend.

The Indian government has taken various significant measures to reduce costs and healthcare expenses. The emphasis on rural health programmes, preventive vaccinations, and life-saving medicines would provide Pharma companies numerous opportunities.

THREATS, RISKS & CONCERNS

Syncom has a Risk Management Policy in force to review and mitigate risks relevant to environmental, operational & business risks to safeguard its interest. Syncom's continued investments in manufacturing facilities and its strategy to remain a vertically integrated pharmaceutical business is a critical differentiator to create sustainable competitive advantage not only for products launched in international markets but also for contractual supplies to global generic companies, with a conscious endeavor for market and customer diversification and satisfaction.

The company is a generic pharmaceutical player operating in different countries across the globe; there are large numbers of players in the market ultimately resulting in cut throat competition. This competition and also the increasing input cost constantly puts pressure on the prices of the generic products which company charges to the customers. During the past few years industry has witnessed various changes. The company does not perceive any risks or concerns other than those that are common to the industry such as regulatory risk, growth risk, litigation risk, inflation, cyber risk which ultimately affects the business and volume of the



products of the company. Economic woes of certain geographies are impeding the pharmaceuticals market growth, although long term outlook for the industry remains positive. Poor public healthcare funding and infrastructure, currency fluctuations, regulatory issues, government mandated prices controls, inflation and resultant all round increase to input costs are few causes of concern.

CORPORATE SOCIAL RESPONSIBILITY INITIATIVES

In view of the profit of Syncom during immediately financial year, Syncom is required to undertake Corporate Social Responsibility (CSR) activities during the year 2020-21 as per provisions of the section 135 of the Companies Act, 2013 and the rules made there under. As part of its initiatives under CSR, Syncom has undertaken activities in the areas of Education and Health as covered in the Schedule VII of the Companies Act, 2013.

The Annual Report on CSR activities is annexed herewith as “Annexure-A” and the CSR policy is available at the website of the Company at www.sfil.in. The Board confirms that the Company has obtained the responsibility statement of the CSR Committee on the implementation and monitoring of the CSR Policy during the year as enclosed to the Board Report.

OCCUPATIONAL HEALTH & SAFETY (OH&S)

This initiative involved and positively engaged all levels of personnel on the plant and the Company’s business. With regard to employee’s safety, two key areas of focus identified were Facility Management for the employees and Equipment, Tools & Material Management. The Facility Management initiative was implemented to ensure adequate welfare facilities for the employees such as wash rooms with bathing facilities, rest rooms, availability of drinking water etc. The Equipment, Tools & Material Management program ensured that the tools used by the employee were safe. The process of screening of contractors was made more stringent to ensure that the employees were aligned with the Company’s objectives to ensure ‘Zero Harm’.

MATERIAL DEVELOPMENTS IN HUMAN RESOURCES/ INDUSTRIAL RELATIONS FRONT, INCLUDING NUMBER OF PEOPLE EMPLOYED:

Syncom has always acknowledged importance of its human capital and fundamental sources of its success. Many initiatives have been taken to support business through organizational efficiency, process change support and various employee engagement programmers’ which has helped the Organization achieve higher productivity levels. A significant effort has also been undertaken to develop leadership as well as technical/ functional capabilities in order to meet future talent requirement.

Syncom’s HR processes such as hiring and on-boarding, fair transparent online performance evaluation and talent management process, state-of-the-art workmen development process, and market aligned policies have been seen as benchmark practices in the Industry. During the year under review, the following Human Resources initiatives received greater focus:

- **Quality:** Talent with respect to the competence and compatibility according to the need of the company and focus to improve the same with correct knowledge for the benefits of both the parties.
- **Leadership Development:** As a part of leadership development, talented employees have been seconded to the senior leadership team to mentor them and prepare them for the next higher role.
- **Employer of Choice:** Employees are encouraged to express their views and are empowered to work independently. Employees are given the opportunity to learn through various small projects which make them look at initiatives from different perspectives and thus provide them with a platform to become result oriented. This has

helped greatly in overall development of the employee and has significantly arrested the attrition rate.

- **Gender Equality :** Syncom as a company has a policy to promote Gender Equality We hire female employees and mentor and groom them to take higher managerial positions. We also encourage our female employee to have a good work life balance.

DETAILS OF SIGNIFICANT CHANGES IN KEY FINANCIAL RATIOS

Key Ratio	2020-21	2019-20	Variance	Comments for Variation in ratio above 25%
Debtors Turnover Ratio	4.14	4.85	(14.64)%	N.A.
Inventory Turnover Ratio	16.75	24.11	(30.50)%	Company is turning Inventory into sales very quickly. Holding time is compared less to previous year.
Interest Coverage Ratio	147.17	37.51	292.35%	Decrease in finance cost during the year, as well as increase in the profitability and effective utilization of funds.
Current Ratio	1.96	3.12	(37.17)%	The current liability of the company has been increased as well as FDRs were considered as non current assets due to which Ratio has changed significantly.
Debt Equity Ratio	0.55	0.24	129.16%	The company has increased short term borrowed funds as compared to previous years.
Operating Profit Margin (%)	16.30	8.40	94.05%	Signify increased due to efficiency in controlling the overall costs.
Net Profit Margin (%)	12.18	6.34	92.11%	More efficiency in operations.
Return on networth (Any Change)	15.90	8.94	77.85%	The said increase is due to increase in profitability of the company.

DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND 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 the Workplace (Prevention, Prohibition & Redressal) Act, 2013. Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy.

Statement showing the number of complaints filed and the number of complaints pending as on the end of the financial year is shown as under: -

Category	No. of complaints pending at the beginning of F.Y. 2020-201	No. of complaints filed during the F.Y. 2020-201	No. of complaints pending as at the end of F.Y. 2020-21
Sexual Harassment	Nil	Nil	Nil

The management of Syncom endeavor efforts to provide safe environment for the female employees of the company.

RISK MANAGEMENT POLICY AND INTERNAL ADEQUACY

Syncom has in place a mechanism to identify, assess, monitor and mitigate various risks to key business objectives. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis. These are discussed at the meetings of the Audit Committee and the Board of Directors of Syncom. Syncom has an Internal Control System, commensurate with the size, scale and complexity of its operations. To maintain its objectivity and independence, the Internal Audit function reports to the Chairman of the Audit Committee of the Board.

Based on the report of internal audit function, process owners undertake corrective action in their respective areas and thereby strengthen the controls. Significant audit observations and corrective actions thereon are presented to the Audit Committee of the Board. The risk management policy of the Company is available at the website at www.sfil.in.



VIGIL MECHANISM/WHISTLE BLOWER POLICY

Your company has a Vigil Mechanism in place which also includes a whistle blower policy in terms of the listing regulation for Directors and employees of the Company to provide a mechanism which ensures adequate safeguards to employees and Directors from any victimization on raising of concerns of any violations of legal or regulatory requirements, incorrect or misrepresentation of any financial statements and reports, etc. The Vigil Mechanism/Whistle Blower Policy of the Company can be accessed on the Company's website at the www.sfil.in and the same is being attached with this Report as "Annexure-B".

All the employees have the right/option to report their concern/grievance to the Chairman of the Audit Committee. During the year under review no protected disclosure from any Whistle Blower was received by the designated officer under the Vigil Mechanism.

SUBSIDIARIES, ASSOCIATE COMPANIES AND JOINT VENTURES :

The Company does not have any Subsidiary, Associate or Joint Venture at the beginning or any time during the year or at the end of the financial 2020-21. Therefore, it is not requirement to furnish any details in the Form AOC-1.

PROVISION OF VOTING BY ELECTRONIC MEANS :

Your Company is providing E-voting facility under section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015. The details regarding e-voting facility is being given with the notice of the Meeting.

BOARD OF DIRECTORS, KMPs AND MEETINGS OF THE BOARD

Declaration of Independency by Independent Directors

The Company has received necessary declaration from all the independent directors as required under section 149(6) of the Companies Act, 2013 confirming that they meet the criteria of Independence as per Regulation 16(1)(b) the SEBI (LODR) Regulation, 2015 and the Companies Act, 2013. In the Opinion of the Board, all the Independent Directors fulfills the criteria of the independency as required under the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015 and all the Independent Directors have registered themselves with the Directors database maintained with IICA.

Directors seeking re-appointment

In the ensuing Annual General Meeting, Your Directors are proposing the following Directors for re-appointment:-

- 1) Shri Vijay Shankarlal Bankda (DIN: 00023027) Managing Director is liable to retire by rotation and he is eligible for re-appointment. Your Board recommends passing necessary resolution for his re-appointment.
- 2) Tenure of Shri Kedarmal Shankarlal Bankda, (DIN: 00023050) being the Chairman & Whole-time Director will be over on 2nd May, 2022 therefore, upon recommendation of the Nomination & Remuneration Committee, the Board at their meeting held on 27th August, 2021 subject to the approval of members by special resolution at the forth coming Annual General Meeting has re-appointed him for a further term of 3 (Three) years w.e.f. 3rd May, 2022, who will also attain the age above 70 (Seventy) year during his tenure, and recommend to pass necessary special resolution as set out in the notice of the Annual General Meeting.

Changes in terms of appointment of KMP's

The Board of directors upon the recommendation of the Nomination and Remuneration Committee proposes to increase the remuneration payable

to Shri Vijay Shankarlal Bankda, (DIN: 00023027) Managing Director w.e.f. 1st July, 2021 for the remaining part of his tenure till 30th November, 2024 as provided in the notice of annual general meeting and recommend to pass necessary special resolution.

The Board of directors upon the recommendation of the Nomination and Remuneration Committee also proposes to increase the remuneration payable to Smt. Rinki Ankit Bankda, (DIN: 06946754) Whole-time Director w.e.f. 1st July, 2021 for the remaining part of her tenure till 14th November, 2022 as provided in the notice of annual general meeting and recommend to pass necessary special resolution.

Key Managerial Personnel's

Syncom is having 5 (Five) Key Managerial Personnel's viz. Shri Kedarmal Shankarlal Bankda, Chairman & Whole-time Director; Shri Vijay Shankarlal Bankda, Managing Director and Smt. Rinki Ankit Bankda, Whole-time Director; Shri Ankit Kedarmal Bankda, Chief Financial Officer and CS Shubham Dubey, Company Secretary and Compliance Officer are functioning as the Key Managerial Personnel's under section 203 of the Companies Act, 2013.

Change in the Key Managerial Personnel's

There is no change in the Key Managerial Personnel's of the Company during the year.

Composition of the Board

Syncom is having total 6 (Six) directors in the Board including 3 (Three) independent directors and 1 (One) Women Director and meeting the requirement of the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015 as applicable to the Company Shri Kedarmal Shankarlal Bankda is the promoter and executive Chairman of the Board.

Number of meetings of the Board and Committee Meetings

The Board meets at regular intervals to discuss and decide on Company/business policy and strategy apart from other Board business. However, in case of a special and urgent business need, the Board's approval is taken by passing resolutions through circulation, as permitted by law, which are confirmed in the subsequent Board meeting.

The notice of Board meeting is given well in advance to all the Directors. Meetings of the Board and Committee are held at the Corporate Office at Indore (M.P.). The Agenda of the Board/Committee meetings is circulated at least a week prior to the date of the meeting. The Agenda for the Board and Committee meetings includes detailed notes on the items to be discussed at the meeting to enable the Directors/members to take an informed decision.

The Board met 11 (Eleven) times in financial year 2020-21 viz., on 30th June, 2020, 14th August, 2020, 11th November, 2020, 10th December, 2020, 18th December, 2020, 5th January, 2021, 18th January, 2021, 25th January, 2021, 12th February, 2021, 5th March, 2021 and 27th March, 2021. The maximum interval between any two meetings did not exceed 120 days. The Company has complied with all the requirements of the Secretarial Standard-1 in respect of the Board and the Committee Meetings.

Board independence

The definition of 'Independence' of Directors is derived from SEBI (LODR) Regulations, 2015 and section 149(6) of the Companies Act, 2013. Based on the confirmation/disclosures received from the Independent Directors and on evaluation of the relationships disclosed, Shri Krishna Das Neema, Shri Praveen Jindal and Shri Vinod Kumar Kabra are the Non-Executive and Independent Directors in terms of Regulation 17(10) of the SEBI (LODR) Regulations, 2015 and section 149(6) of the Companies Act, 2013.



Policy on Directors' appointment and remuneration

The Board has, on the recommendation of the nomination and remuneration committee framed a nomination, remuneration and evaluation policy which lays down the criteria for identifying the persons who are qualified to be appointed as directors and, or senior management personnel of the company, along with the criteria for determination of remuneration of directors, KMP's and other employees and their evaluation and includes other matters, as prescribed under the provisions of section 178 of Companies Act, 2013 and Regulation 19 of SEBI (LODR) Regulations 2015. Policy of the Company has been given at the website of the Company at www.sfil.in and the same are also covered in Corporate Governance Report forming part of this annual report.

Annual evaluation by the Board

The Company has devised a Policy for performance evaluation of the Board, Committees and other individual Directors (including Independent Directors) which include criteria for performance evaluation of Non-executive Directors and Executive Directors. The evaluation process inter alia considers attendance of Directors at Board and committee meetings, acquaintance with business, communicating inter se board members, effective participation, domain knowledge, compliance with code of conduct, vision and strategy.

The Board carried out an annual performance evaluation of the Board, Committees, Individual Directors and the Chairman. The Chairman of the respective Committees shared the report on evaluation with the respective Committee members. The performance of each Committee was evaluated by the Board, based on report on evaluation received from respective Committees.

The report on performance evaluation of the Individual Directors was reviewed by the Chairman of the Board and feedback was given to Directors.

DIRECTORS' RESPONSIBILITY STATEMENT

To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statements in terms of Section 134(3)(c) of the Companies Act, 2013:

- that in the preparation of the annual financial statements for the year ended 31st March, 2021, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- that such accounting policies as mentioned in Note 1 & 2 of the Notes to the Financial Statements have been selected and applied consistently and judgment and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2021 and of the profit of the Company for the year ended on that date;
- that proper and sufficient care has been taken for the 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;
- that the annual financial statements have been prepared on a going concern basis;
- that proper internal financial controls were in place and that the financial controls were adequate and were operating effectively.
- that systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

COMMITTEES OF THE BOARD

During the year under review, the Board has the 7 (Seven) Committees, as required under the Companies Act, 2013 and SEBI (LODR) Regulations, 2015 as follows:

- Audit Committee
- CSR Committee
- Nomination and Remuneration Committee
- Stakeholders' Relationship Committee
- Risk management Committee (Voluntarily Constituted)
- Corporate Compliance Committee
- Internal Complaint Committee on the Sexual Harassment of women at work place

Details of all the Committees along with their charters, composition and meetings held during the year, are provided in the "Report on Corporate Governance", a part of this Annual Report and placed on the website at www.sfil.in

RELATED PARTY TRANSACTIONS

All related party transactions that were entered during the financial year were on an arm's length basis and were in the ordinary course of business. There are no materially significant related party transactions made by Syncom with Promoters, Directors, Key Managerial Personnel, or other designated persons which may have a potential conflict with the interest of Syncom. Therefore, there is no requirement to furnish any details in the Form AOC-2.

All Related Party Transactions are placed before the Audit Committee and the Committee has accorded its Omnibus Approval and also reviewed the same periodically also the Board for their consideration on a quarterly basis.

The Company has formulated Related Party Transactions Policy, Standard Operating Procedures for purpose of identification and monitoring of such transactions. The policy on Related Party Transactions as approved by the Board is uploaded on the Company's website at www.sfil.in.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

SEBI has issued an Order No. WTM/GM/EFD/1/2018-19 dated 2nd April, 2018 in the matter of First Financial Services Limited, and has restrain the company to access the capital market for a period of three years from the date of the order and has allowed the company to enjoy the benefit of the reliefs as granted by them earlier. SEBI had granted an Interim Relief vide letter SEBI/HO/ISD/ISD/OW/P/2016/0000001565 dated 22nd January, 2016 in the aforesaid matter and further orders were issued by the SEBI on 25th August, 2016 for providing reliefs for sale of the investments as per conditions stipulated therein. The Company is complying with the terms and conditions of the same.

The SEBI has further issued show cause Notice on 29th March, 2019 for initiation of inquiry under Rule 4 of Adjudication Rules 1995 read with Section 15I of the SEBI Act and Rule 4 of Adjudication Rules, 2005 read with section 231 of SCRA etc. for imposing penalty. The Company has filed an appeal before the SAT vide Case No. 181 of 2018 against the order dated 2nd April, 2018 issued by SEBI. The SEBI (SAT) have partially allowed the relief prayed by the order dated 27th September, 2019 and the final outcome is still pending with the SAT.

AUDITORS

Statutory Auditors & their report

According to applicable provisions of the Companies Act, 2013 M/s Sanjay Mehta & Associates, Chartered Accountant (F.R.N.011524C) was appointed as statutory auditors of the company for a term of 5 (Five) years at the Annual General Meeting of the Company held on 29th September, 2017. The Auditors have confirmed that they are eligible for continuing as the Auditors of the Company.



The Board takes pleasure in stating that no such observation has been made by the Auditors in their report which needs any further explanation by the Board. The Auditor's Report is enclosed with the Financial Statement in this Annual Report.

Cost Auditors

Pursuant to section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Amendment Rules, 2014, Cost Records as specified by the Central Government under section 148(1) of the Companies Act, 2013 is maintained by the Company in respect of its drug formulation activity is required to be audited. Your Directors had, on the recommendation of the Audit Committee, appointed M/s M. Goyal & Co. Cost Accountants to audit the cost accounts of the Company for the financial year 2021-22 on a remuneration of Rs. 35,000/- plus GST as required under the Companies Act, 2013, the remuneration payable to the cost auditor is required to be placed before the Members in a general meeting for their ratification. Accordingly, a Resolution seeking Member's ratification for the remuneration payable to M/s M. Goyal & Co, Cost Auditors is included in the Notice convening the Annual General Meeting. Your Company has filed the Cost Audit Report for the year 2019-20 to the Central Government on 08/02/2021 which was self-explanatory and needs no comments.

Secretarial Auditors

Pursuant to the provisions of section 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, your Board of directors has appointed M/s D.K. Jain & Co., Company Secretaries to undertake the Secretarial Audit of the Company. The Report of the Secretarial Audit Report is annexed here with as "Annexure-C".

Observations of the Secretarial Auditors:

- (a) SEBI has issued an Order No. WTM/GM/EPD/1/2018-19 dated 2nd April, 2018 in the matter of First Financial Services Ltd. and has restrain the company to access the capital market for a period of three years from the date of the order and has allowed the company to enjoy the benefit of the reliefs as granted by them earlier. The SEBI has further issued show cause Notice in the matter on 29th March, 2019 (received by the company on 1st May, 2019) for intimation of inquiry under Rule 4 of Adjudication Rules 1995 read with section 151 of the SEBI Act and Rule 4 of Adjudication Rules, 2005 read with Section 231 of SCRA etc. for imposing penalty for which necessary appeal were made before the SEBI (SAT) and outcome of the same is pending. The Company is continuing protecting its interest before the SEBI (SAT) and by way of an appeal SEBI (SAT) have partially allowed the relief prayed by the order dated 27.09.2019. The Company is waiting for the final order against the appeal;
- (b) The Company has obtained loans against the pledge/lien of Fixed Deposits with the Dena Bank, SBI and IDBI Banks, however no charge was registered for the same, the total amount outstanding as at 31st March, 2021 is Rs.315.91 Lakhs as required under section 77 read with section 2(16) of the Companies Act, 2013;
- (c) The company has not filed the Form MGT-14 for the resolution passed on 5th March, 2021 for increase in the loan facilities from HDFC Bank from Rs. 35.00 Crores to Rs. 75.00 Crores;

Management Reply:

- (a) The company has filed appeal before the competent authority, the matter is sub judice therefore, no further comments needs to given at this stage.
- (b) The company is repeatedly making efforts to get the charge registered with MCA but the banker are not signing the required Form CHG-1 by

affixing digital signatures in order to get the charge registered. Company will get the charge registered as and when the Bankers sign the Form CHG-1.

- (c) Due to Covid impact, the form MGT-14 could not be filed within the stipulated time, however, the Company is in process to file the same with adequate additional filing fee.

Disclosure of frauds against the Company:

There were no instances for other than reportable fraud to the Central Government covered under section 134(5)(e) of the Companies Act, 2013. Further that, the auditors have not found any fraud as required to be reported by them under section 143(12) to the Central Government during the year 2020-21.

CORPORATE GOVERNANCE

The report on Corporate Governance as stipulated under regulation 34(3) read with Schedule V of the SEBI (LODR) Regulations, 2015 along with the requisite certificate from the Statutory Auditor of the Company confirming compliance with the conditions of the corporate governance is appended and forms a part of this report along with the Certificate of Disqualification of Directors received from Practicing Company Secretary as the "Annexure 1 and 2" of the Corporate Governance Report.

MD & CFO certification

Certificate obtained from Shri Vijay Shankarlal Bankda, Managing Director and Shri Ankit Kedarmal Bankda, Chief Financial Officer, pursuant to Regulation 17(8) of SEBI (LODR) Regulations, 2015 and for the year under review was placed before the Board at its meeting held on 30th June, 2021.

A copy of the certificate on the financial statements for the financial year ended 31st March, 2021 is annexed along with this Report as "Annexure-D".

CONSOLIDATED FINANCIAL STATEMENTS:

Since the Company does not have any subsidiary, associate or joint venture, therefore the requirement for consolidation of the Financial Statements are not applicable to the Company.

ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014, is annexed here with as "Annexure-E".

MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL STATUS OF THE COMPANY

No material changes and commitments affecting the financial position of the Company occurred during the Financial Year to which this financial statements relate and the date of report.

EXTRACT OF ANNUAL RETURN

Pursuant to Section 92(3) read with section 134(3)(a) of the Companies Act, 2013, copy of the Annual Return of the Company prepared in accordance with Section 92(1) of the Companies Act, 2013 read with Rule 11 of the Companies (Management and Administration) Rules, 2014 is placed on the website of the Company at www.sfil.in.

RATIO OF REMUNERATION OF EACH DIRECTOR TO THE MEDIAN EMPLOYEES REMUNERATION AND PARTICULARS OF EMPLOYEES.

Pursuant to provision of section 197(12) of Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the details of Top 10 employees given in the "Annexure-F".



During the year, none of the employees received remuneration in excess of Rs. One Crore Two Lakhs or more per annum or Rs. Eight Lakhs Fifty Thousand per month for the part of the year. Therefore, there is no information to disclose in terms of the provisions of the Companies Act, 2013.

FAMILIARISATION PROGRAM FOR INDEPENDENT DIRECTORS

The Company has in place a Familiarization Program for Independent Directors to provide insights into the company to enable the Independent Directors to understand its business in depth and contribute significantly to the company's success. The Company has devised and adopted a policy on Familiarization Program for Independent Directors and is also available at the company's website at www.sfil.in and the web link for the policy and details of the Familiarization Program imparted to the Independent Directors during the financial year at www.sfil.in.

PREVENTION OF INSIDER TRADING

In view of the SEBI (Prohibition of Insider Trading) Regulation, 2015 the Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed.

GENERAL:

Your Directors state that during the year under review :

- a) The Company has not issued shares (including sweat equity shares) to employees of the Company under any scheme;
- b) The company has not filed any application or there is no application or proceeding pending against the company under the Insolvency and Bankruptcy Code, 2016 (31 of 2016) during the year under review;
- c) There is no requirement to conduct the valuation by the bank and no valuation done at the time of one-time Settlement during the period under review;
- d) The Company has complied with the applicable Secretarial Standards under the Companies Act, 2013.

CAUTIONARY STATEMENT

The statements made in this Report and Management Discussion and Analysis Report relating to the Company's objectives, projections, outlook, expectations and others may be "forward looking statements" within the meaning of applicable laws and regulations. Actual results may differ from expectations those expressed or implied. Some factors could make difference to the Company's operations that may be, due to change in government policies, global market conditions, foreign exchange fluctuations, natural disasters etc.

ACKNOWLEDGEMENTS

Your Directors thanks the various Central and State Government Departments, Organizations and Agencies for the continuous help and co-operation extended by them. The Directors also gratefully acknowledge all stakeholders of the Company viz. customers, members, dealers, vendors, banks and other business partners for the excellent support received from them during the year. The Directors place on record their sincere appreciation to all employees of the Company for their unstinted commitment and continued contribution to the Company.

For and on behalf of the Board

Place: Indore
Date: 27th August, 2021

KEDARMAL SHANKARAL BANKDA
CHAIRMAN & WHOLE-TIME DIRECTOR
DIN: 00023050

"ANNEXURE-A"

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

[Pursuant to Section 134(3)(o) of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, as amended]

1. Brief outline on CSR Policy of the Company:

The Corporate Social Responsibility Policy ("Policy") of the Company is in line with the provisions of Section 135 of the Companies Act 2013 ("Act") read with Schedule VII to the Act and the Companies (Corporate Social Responsibility Policy) Rules, 2014 ("Rules").

The Policy lays down the guiding principles that shall be applicable to the CSR projects/ programmes/activities of the Company.

The Board of Directors approved this Policy, on the basis of the recommendations of the CSR Committee.

2. Composition of the CSR Committee:

Sr. No.	Name of Director	Designation /Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1.	Shri Kedarmal Shankarlal Bankda, Chairman & Whole-time Director	Chairman	2	2
2.	Shri Vijay Shankarlal Bankda, Managing Director	Member	2	2
3.	Shri Krishna Das Neema, Independent Director	Member	2	2

- 3. Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company at www.sfil.in.
- 4. Details of Impact assessment of CSR projects carried out in pursuance of rule 8(3) of the Companies (Corporate Social Responsibility Policy) Rules, 2014-Not Applicable.
- 5. Details of the amount available for set off in pursuance of rule 7(3) of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any

Sr. No.	Financial Year	Amount available for set-off from preceding financial years (in Rs)	Amount required to be set-off for the financial year, if any (in Rs)
Nil			

- 6. Average net profit of 3 years the company as per section 135(5) - Rs. 1399.31 Lakhs
- 7. (a) 2% of average net profit of the company as per section 135(5) - Rs. 27.98 Lakhs
- (b) Surplus arising out of the CSR projects or programmes or activities of the previous financial year - NIL
- (c) Amount required to be set off for the financial year, if any : NIL
- (d) Total CSR obligation for the financial year (7a+7b-7c) : NIL
- (e) Total obligations including previous year for spent towards CSR - Rs. 27.98 Lakhs

8. (a) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year (In Rs.)	Amount Unspent (in Rs.)				
	Total Amount transferred to Unspent CSR Account as per section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5)		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
Rs. 28.51 Lakhs	N.A.	N.A.	N.A.	N.A.	N.A.



(b) Details of CSR amount spent against ongoing projects for the financial year:

Sr. No.	Name of the Project	Item from the list of activities in Schedule VII to the Act	Local area (Yes/No)	Location of the project		Project duration	Amount allocated for the project (In Rs.)	Amount spent in the current financial Year (In Rs.)	Amount transferred to Unspent CSR Account for the project as per Section 135(6) (In Rs.)	Mode of implementation - Direct (Yes/No)	Mode of Implementation - Through Implementing Agency	
				State	District						Name	CSR Registration Number
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)		
Nil												

(c) Details of CSR amount spent against other than ongoing projects for the financial year:

Sr. No.	Name of the Project	Item from the list of activities in schedule VII to the Act	Local Area (Yes/No)	Location of the Project (In Rs.)		Amount spent for the project (in Rs.)	Mode of implementation - Direct (Yes/No)	Mode of implementation - Through implementing agency	
				State	District			Name	CSR Registration Number
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)		
1	Educational Activity	Promoting Education	No	MH	Aurangabad	28,51,000	No	Shreeyash Pralishthan	Expenses incurred before the CSR Amendment

- (d) Amount spent in Administrative Overheads - NIL
- (e) Amount spent on Impact Assessment, if applicable - Not Applicable
- (f) Total amount spent for the Financial Year (8b+8c+8d+8e) - Rs. 28.51 Lakhs
- (g) Excess amount for set off, if any

Sr. No.	Particulars	Amount (In Rs. Lakhs)
(i)	Two percent of average net profit of the company as per section 135(5)	27.98
(ii)	Total amount spent for the Financial Year	28.51
(iii)	Excess amount spent for the financial year [(ii)-(i)]	0.53
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	0.00
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	0.53

9. (a) Details of Unspent CSR amount for the preceding three financial years:

Sr. No.	Preceding Financial Year	Amount transferred to Unspent CSR Account under section 135 (6) (In Rs.)	Amount spent in the reporting Financial Year (In Rs.)	Amount transferred to any fund specified under Schedule VII as per section 135(6), If any			Amount remaining to be spent in succeeding financial years (In Rs.)
				Name of the Fund	Amount (in Rs.)	Date of Transfer	
1.	2017-18	-	-	-	-	-	-
2.	2018-19	-	-	-	-	-	-
3.	2019-20	-	-	-	-	-	-
	Total	-	-	-	-	-	-

(b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s):

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Sr. No.	Project ID	Name of the Project	Financial Year in which the project was commenced	Project Duration	Total Amount allocated for the project (In Rs.)	Amount spent on the project in the reporting Financial Year (In Rs)	Cumulative amount spent at the end of reporting Financial Year. (In Rs.)	Status of the project - Completed/ Ongoing
NOT APPLICABLE								

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year – (asset-wise details)

- (a) Date of creation or acquisition of the capital asset(s) – None
 - (b) Amount of CSR spent for creation or acquisition of capital asset – NIL
 - (c) Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc. – Not Applicable
 - (d) Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset). – Not Applicable
11. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5) – Not Applicable

For and on behalf of the Board

**Place: Indore
Date: 27th August, 2021**

**KEDARMAL SHANKARAL BANKDA
CHAIRMAN & WHOLE-TIME DIRECTOR
DIN: 00023050**



“ANNEXURE-B”

VIGIL MECHANISM/WHISTLE BLOWER POLICY

1. Preface

- 1.1 The Company believes in the conduct of the affairs of its constituents in a fair and transparent manner by adopting the highest standards of professionalism, honesty, integrity and ethical behavior.
- 1.2 This policy is formulated to provide employee an avenue to lodge Complaints, in line with the commitment of Company to the highest possible standards of ethical, moral and legal business conduct and its commitment to open communication. To provide necessary safeguards for protection of employees from reprisals or victimization, for whistle-blowing in good faith.
- 1.3 Regulation 22 of the SEBI (LODR) Regulation, 2015 provides, to establish a mechanism called “Whistle Blower/Vigil Mechanism Policy” for directors and employees to report to the management instances of unethical behavior, actual or suspected fraud or violation of the Company’s code of conduct.
- 1.4 The purpose of this policy is to provide a framework to protect employees wishing to raise a concern about serious irregularities within the Company.

2. Definitions

- 2.1 “The Company means Syncom Formulations (India) Limited”.
- 2.2 “Audit Committee” means the Audit Committee of the Board constituted by the Board of Directors of Syncom Formulations (India) Limited in accordance with provisions of Section 177(1) of Companies Act, 2013 read with SEBI (LODR) Regulations, 2015.
- 2.3 “Competent Authority” means the Shri Vijay Bankda, Managing Director of Syncom Formulations (India) Limited and will include any person(s) to whom he may delegate any of his powers as the Competent Authority under this policy from time to time. In case of conflict of interest (WTD being the subject person), Competent Authority means Chairman of the Audit Committee.
- 2.4 “Dedicated Confidential Section” means any Section/Department of the Company which is decided by the Competent Authority from time to time for maintaining the records as per the Whistle Blower/Vigil Mechanism Policy.
- 2.5 “Disciplinary Action” means any action that can be taken on completion of / during the investigation proceedings by the Competent Authority as he/she deems fit considering the gravity of the matter.
- 2.6 “Employees” mean the entire permanent employees which are working in Syncom Formulations (India) Limited.
- 2.7 “Improper Activity” means unethical behavior, actual or suspected fraud, embezzlement etc., violation of the Company’s general guidelines on conduct, moral turpitude, unlawful conduct etc. by an employee of Syncom Formulations (India) Limited.
- 2.8 “Investigators” means those persons authorized, appointed, consulted or approached by the Competent Authority in connection with conducting investigation into a protected disclosure.
- 2.9 “Protected Disclosure” means a concern raised by a written communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity.
- 2.10 “Subject” means a person against or in relation to whom a protected disclosure is made or evidence gathered during the course of an investigation.
- 2.11 “Vigilance and Ethics Officer” means an officer appointed to receive protected disclosures from whistle blowers, maintaining records thereof, placing the same before Audit Committee for its disposal and informing the Whistle Blower the result thereof.

- 2.12 “Whistle Blower” means an Employee or Director making a Protected Disclosure under this policy.

3. Scope

This policy covers malpractices and events which have taken place/suspected to have taken place, misuse or abuse authority, fraud or suspected fraud, violation of company rules, manipulations, negligence causing danger to public health and safety, misappropriation of money, and other matters or activity on account of which the interest of the company is affected.

Whistle Blower/Vigil Mechanism Policy shall be applicable for all permanent employees and to all the Directors of the Company.

4. Interpretation

Terms that have not been defined in this Policy shall have the same meaning assigned to them in the Companies Act, 2013 and/or SEBI Act and/or any other SEBI Regulation(s) as amended from time to time.

5. Guiding Principles

- 5.1 Protected disclosures shall be acted upon in a time bound manner.
- 5.2 Complete confidentiality of the Whistle Blower will be maintained.
- 5.3 The Whistle Blower and/or person(s) processing the protected Disclosure will not be subjected to victimization.
- 5.4 Evidence of the Protected Disclosure will not be concealed and appropriate action including disciplinary action will be taken in case of attempts to conceal or destroy evidence.
- 5.5 “Subject” of the Protected Disclosure i.e. Employee against or in relation to whom a protected disclosure has been made, will be provided an opportunity of being heard.
- 5.6 The Whistle Blower should bring to attention of the Competent Authority at the earliest any improper activity or practice. Although they are not required to provide proof, they must have sufficient cause for concern.
- 5.7 The Whistle Blower shall co-operate with investigating authorities, maintaining full confidentiality.

6. Whistle Blower – Role & Protections**Role:**

- 6.1 The whistle Blower’s role is that a reporting party with reliable information.
- 6.2 The Whistle Blower is not required or expected to conduct any investigations on his own.
- 6.3 The Whistle Blower may also be associated with the investigations, if the case so warrants. However, he/she shall not have a right to participate.
- 6.4 Protected Disclosure will be appropriately dealt with by the Competent Authority.
- 6.5 The Whistle Blower shall have a right to be informed of the disposition of his disclosure except for overriding legal or other reasons.

Protections:

- 6.6 No unfair treatment will be meted out to a Whistle Blower by virtue of his/her having reported a Protected Disclosure under this Policy. The Company, as a policy, condemns any kind of discrimination, harassment, victimization or any other unfair employment practice being adopted against Whistle Blower.
- 6.7 Complete protection will, therefore, be given to Whistle Blower against any unfair practice like retaliation, threat or intimidation of termination/suspension of service, disciplinary action, transfer, demotion, refusal of promotion, discrimination, any type of harassment, biased behavior or the like including any direct or



indirect use of authority to obstruct the Whistle Blower's right to continue to perform his duties/functions including making further Protected Disclosure. The Company will take steps to minimize difficulties, which the Whistle Blower may experience as a result of making the Protected Disclosure.

- 6.8 If the Whistle Blower is required to give evidence in criminal or disciplinary proceedings, the Company will arrange for the Whistle Blower to receive advice about the procedure, etc.
- 6.9 The identity of the Whistle Blower shall be kept confidential.
- 6.10 Any other Employee assisting in the said investigation or furnishing evidence shall also be protected to the same extent as the Whistle Blower.

7. Procedures – Essential and Handling Procedure Disclosure

- 7.1 The Protected Disclosure/Complaint should be attached to a letter bearing the identity of the Whistle blower/complaint i.e. his/her Name, Employee Code and Location and should be inserted in an envelope which should be closed/secured/sealed. The envelope thus secured/ sealed should be addressed to the Competent Authority and should be super scribed "Protected Disclosure". (If the envelope is not super scribed and closed/sealed/secured, it will not be possible to provide protection to the whistle blower as specified under this policy).
- 7.2 If the Whistle Blower believes that there is a conflict of interest between the Competent Authority and the Whistle Blower, he/she may send his/her protected disclosure directly to the Chairman of the Audit Committee, Syncom Formulations (India) Limited.
- 7.3 Anonymous or pseudonymous Protected Disclosure shall not be entertained.
- 7.4 Protected Disclosure should either be typed or written in legible hand writing in English, Hindi or Regional language of the place of employment of the Whistle blower, should provide a clear understanding of the improper activity involved or issue/concern raised. The reporting should be factual and not speculative in nature. It must contain as much relevant information as possible to allow for preliminary review and proper assessment.
- 7.5 Investigations into any improper activity which is subject matter of an inquiry or order under the Commission of Inquiry Act, 1952 will not come under the purview of this policy.
- 7.6 The contact details of the Competent Authority for addressing and sending the Protected Disclosure is as follows:

Shri Vijay Shankarlal Bankda,
Managing Director (Competent Authority)
Whistle Blower/Vigil Mechanism

SYNCOM FORMULATIONS (INDIA) LIMITED

7, Niraj Industrial Estate, Off Mahakali Caves Road, Andheri (East)
Mumbai-400093 (M.H.)

- 7.7 The Contact details for addressing a protected disclosure to the Chairman, Audit Committee are as follows:

Shri Krishna Das Neema

Chairman, Audit Committee, Whistle Blower/Vigil Mechanism

In addition to above, the exact address shall be displayed prominently on the notice Board of all locations.

- 7.8 The Competent Authority shall mark the envelope containing the Protected Disclosure to a dedicated Confidential Section, which shall maintain a record thereof.
- 7.9 The Competent Authority shall weed out frivolous complaints after a preliminary enquiry by the Confidential Section. The Competent Authority based on the recommendations of the Confidential Section

and depending upon the merit of the case shall forward the Complaint to the investigator(s) nominated for this purpose without disclosing the identity of the Whistle Blower.

8. Investigations and Role of Investigators

Investigation:

- 8.1 Investigation shall be launched if the Competent Authority is satisfied after preliminary review that:
 - a) The alleged act constitutes an improper or unethical activity or conduct; and
 - b) The allegation is supported by information and specific enough to be investigated or in cases where the allegation is not supported by specific information; it is felt that the concerned matter deserves investigation.
- 8.2 The decision taken by the Competent Authority to conduct an investigation is by itself not to be construed as an accusation (ilzam) and is to be treated as a neutral fact finding process.
- 8.3 The identity of the subject(s) and the Whistle Blower will be kept confidential.
- 8.4 Subject(s) will normally be informed of the allegations at the commencement of a formal investigation and will be given opportunities for providing their inputs during the investigation.
- 8.5 Subject(s) shall have a duty to co-operate with the Investigator(s) during investigation to the extent that such co-operation will not compromise self-incrimination protections available under the applicable laws.
- 8.6 Subject(s) have a responsibility not to interfere with the investigation. Evidence shall not be withheld, destroyed or tampered with, and witnesses shall not be influenced, threatened or intimidated by the subject(s).
- 8.7 Unless there are compelling reasons not to do so, Subject(s) will be given the opportunity to respond to material findings contained in an investigation report. No allegation of wrongdoing against a Subject(s) shall be considered as maintainable unless there is good evidence in support of the allegation.
- 8.8 The investigation shall be completed normally within 60 days of the date of receipt of the protected disclosure or such extended period as the Competent Authority may permit for reasons to be recorded.
- 8.9 Subject(s) have a right to be informed of the outcome of the investigation.

Role of Investigator(s)

- 8.10 Investigators(s) are required to conduct a process towards fact finding and analysis. Investigator(s) shall derive their authority from Competent Authority when acting within the course and scope of their investigation. The Investigator(s) shall submit his/their report to the Competent Authority.
- 8.11 All Investigators shall perform their role in an independent and unbiased manner; Investigators have a duty of fairness, objectivity, thoroughness, ethical behaviors and observance of professional standards.
- 8.12 All Investigators are authorized to take reasonable steps including reprimand against the Whistle blower in case of repeated frivolous complaints.

9. Action

- 9.1 The competent authority shall take such other remedial action as deemed fit to remedy the improper activity mentioned in the protected disclosure and/or to prevent the re-occurrence of such improper activity.



9.2 If the investigation discloses that no further action on the protected disclosure is warranted, the report shall be filed in the confidential section.

10. Reporting & Review

The competent Authority shall submit a quarterly report of the protected disclosures, received and of the investigation conducted and of the action taken to the Audit Committee for review.

11. Notification

All departmental heads are required to notify & communicate the existence and contents of this policy to the employees of their department. The Whistle Blower policy shall be prominently displayed on all Notice Boards of the Company, This policy, including amendments thereof shall be made available on Company's website and Board Report of the Company.

12. Annual Affirmation

The Company shall annually affirm that it has not denied any personnel access to the Audit Committee and that it has provided protection to whistle blower from adverse personnel action. The affirmation shall form part of Corporate Governance report as attached to the Annual Report of the Company.

13. Amendment

This Policy can be modified at any time by the Board of Directors of the Company. The Company reserves its right to amend or modify this Policy in whole or in part, at any time without assigning any reason whatsoever.

"ANNEXURE-C"

Form MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2021

[Pursuant to section 204(1) of the Companies Act, 2013 read with rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Syncom Formulations (India) Limited
7, Niraj Industrial Estate,
Off Mahakali Caves Road,
Andheri (E), Mumbai 400093

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate governance practice by Syncom Formulations (India) Limited (hereinafter called "the Company"). 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, Minutes 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, the explanations and clarifications given to us and representations made by the management and considering the relaxations granted by the Ministry of Corporate Affairs and SEBI warranted due to the spread of the COVID-19 pandemic, we hereby report that in our opinion, the Company has, during the Audit period covering the financial year ended 31st March, 2021 ("Audit Period"), 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, 2021, 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, the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999, the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; (Not applicable to the Company during the Audit Period)
- (v) (i) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):—
 - (a) The SEBI (Substantial Acquisition of Shares and Takeovers) Regulations 2011;
 - (b) The SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time;
 - (c) The SEBI (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (ii) Provisions of the following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') were not applicable to the Company under the financial year under report: -
 - (a) SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - (b) The SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 - (c) The SEBI (Issue and Listing of Debt Securities) Regulations, 2008;
 - (d) The SEBI (Delisting of Equity Shares) Regulations, 2009; and
 - (e) The SEBI (Buyback of Securities) Regulations, 1998
- (vi) The Company is having business operation of three segments viz
 - (i) manufacturing, selling and dealing in pharmaceutical and formulations, (ii) merchant trading activities in commodities; and (iii) rental of properties, therefore the Pharmacy Act, 1948 is specifically applicable to the Company.

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

- (i) Secretarial Standards issued by the Institute of Company Secretaries of India under the provisions of Companies Act, 2013; and
- (ii) SEBI (LODR) Regulations, 2015 as amended from time to time.

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

- (d) SEBI has issued an Order No. WTM/GM/EFD/1/2018-19 dated 2nd April, 2018 in the matter of First Financial Services Ltd. and has restrain the company to access the capital market for a period of three years from the date of the order and has allowed the company to enjoy the benefit of the reliefs as granted by them earlier. The SEBI has further issued show cause Notice in the matter on 29th March, 2019 (received by the company on 1st May, 2019) for intimation of inquiry under Rule 4 of Adjudication Rules 1995 read with section 151 of the



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.
7. We do not take any responsibility for any person if taking any commercial, financial or investment decision based on our secretarial audit report as aforesaid and they need to take independent advice or decision as per their own satisfaction.
8. We have relied on electronic/soft copies of documents as produced for verification of compliances of various laws due to the COVID-19 Pandemic. However, the Company Secretary of the Company has visited to our office and has provided necessary information and explanation as was desired by us.

For, **D. K. JAIN & CO.**
COMPANY SECRETARIES
 F.R. No.: 11995MP067500

UDIN:F003565C000826191

Place: Indore

Date: 24th August, 2021

CS (Dr.) D.K. JAIN
PROPRIETOR
 FCS 3565
 CP 2382
 Peer review: 743/2020

“ANNEXURE-D”

**MANAGING DIRECTOR AND CHIEF FINANCIAL OFFICER
 CERTIFICATION**

[Under Regulation 17(8) of SEBI (LODR) Regulations, 2015]

We the undersigned, in our respective capacities as Managing Director and Chief Financial Officer of Syncom Formulations (India) Limited (“the Company”) to the best of our knowledge and belief:

- (A) We have reviewed the Financial Statements, Cash Flow Statements, Books of Accounts, detailed trial balance and grouping thereof for the Financial Year 2020-21 and that to the best of our knowledge and belief:
 - (1) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (2) these statements together present a true and fair view of the Company’s affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (B) There are, to the best of their knowledge and belief, no transactions entered into by the listed entity during the year which are fraudulent, illegal or violative of the listed entity’s code of conduct.
- (C) We accept responsibility for establishing and maintaining internal controls for financial reporting and that they have evaluated the effectiveness of internal control systems of the listed entity pertaining to financial reporting and they have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which they are aware and the steps they have taken or propose to take to rectify these deficiencies.
- (D) They have indicated to the auditors and the Audit committee
 - (1) significant changes in internal control over financial reporting during the year;
 - (2) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - (3) instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the listed entity’s internal control system over financial reporting.

Vijay ShankarlalBankda
 Managing Director
 DIN 00023027
 Place: Indore
 Date: 28th June, 2021

Ankit KedarmalBankda
 Chief Financial Officer

“ANNEXURE-E”

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

[Section 134(3)(m) of The Companies Act, 2013 read with Rule 8(3) of The Companies (Accounts) Rules, 2014]

A. Conservation of energy

1. The steps taken or impact on conservation of energy
 Your Company is taking measures to improve overall energy efficiency by installing power efficient equipments. Several environment friendly measures have been adopted by your Company such as:

- Maintain Unity Power Factor for Plant & Offices.
- Implementation of new technologies and harmonization of best energy conservation.
- Replacement of conventional light fittings with LED lights.
- Replacement of Air Compressors with energy efficient screw compressor.
- Minimizing the usage of air conditioning.
- Shutting off the lights when not in use.
- Minimizing the usage of papers and maximum usage of e-prints or e-folders for data archives.
- Creating environmental awareness by way of distributing relevant information in electronic form, encouraging conservation of energy and natural resources.

2. The steps taken by the company for utilizing alternate sources of energy: In the F.Y. 2016-17 the company has installed Solar Power Generation Plant for Captive Consumption and during the F.Y. 2020-21 it has produced 12.16 Lakhs units and utilized the 10.78 Lakhs units for its Captive Consumption through these alternative source of energy Syncom has saved Rs. 66.84 Lakhs for the financial year 2020-21.

3. The capital investment on energy conservation equipment : Nil

B. Technology Absorption

1. The efforts made towards technology absorption

- We have replaced old machines with modern machine to improve efficiency and energy saving
- We have installed condensate recovery system at VAC condensate outlet.

2. The benefits derived like product improvement, cost reduction, product development or import substitution

- Right sizing of Manpower
- Product improvement
- Cost reduction
- Energy efficient machines are being installed which helps in saving energy and increase production.

3. In case of imported technology (imported during the last three years reckoned from the beginning of the financial year) : NIL

C. Foreign exchange earnings and Outgo

(Rs. In Lakhs)

	Foreign exchange earnings and Outgo	Current year	Previous Year
(i)	The Foreign Exchange earned in terms of actual inflows during the year;	17,072.98	12,292.18
(ii)	Foreign Exchange outgo during the year in terms of actual outflows.	37.07	142.18

For and on behalf of the Board

Place: Indore
Date: 27th August, 2021

KEDARMAL SHANKARAL BANKDA
CHAIRMAN & WHOLE-TIME DIRECTOR
 DIN: 00023050



“ANNEXURE-F”

DETAILS OF REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH THIS RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

The information required under section 197(12) of the Companies Act, 2013 read with Rule 5(1) and 5(2) of the Companies (Appointment & remuneration of Management Personnel) Rules, 2014 as amended are given below:

A. Ratio of the remuneration of each director to the median employee's remuneration and the percentage increase in remuneration of each Director & Key Managerial Personnel :

Sr. No.	Name of the Director/Key Managerial Personnel(KMP) and Designation	Remuneration (including perquisites) of Director/KMP for the financial year 2020-21(Rs.)	Remuneration (including perquisites) of Director/ KMP for the financial year 2019-20 (Rs.)	% increase/ (decrease) in remuneration in the financial year 2020-21	Ratio of remuneration of each Director /KMP to median remuneration of employees
1.	Shri Kedarmal Bankda (Chairman & WTD)	68,63,600	30,34,650	126.17%	46.39
2.	Shri Vijay Bankda (Managing Director)	58,75,000	17,27,400	240.11%	39.71
3.	Smt. Rinki Bankda (Whole-Time Director)	25,80,000	9,50,000	171.58%	17.44
4.	Shri Krishna Das Neema (ID)	N.A.	N.A.	N.A.	N.A.
5.	Shri Praveen Jindal (ID)	N.A.	N.A.	N.A.	N.A.
6.	Shri Vinod Kabra (ID)	N.A.	N.A.	N.A.	N.A.
7.	Shri Ankit Bankda (Chief Financial Officer)	17,39,600	12,28,800	41.57%	11.76
8.	CS Shubham Dubey (Company Secretary)	3,19,575	2,95,401	8.18%	2.16

Note:-

1) Krishna Das Neema, Shri Praveen Jindal and Shri Vinod Kabra Independent Directors were paid sitting fees for attending the Meetings of the Board & General Meeting.

B. The percentage increase in the Median remuneration of employees in the financial year:

The remuneration paid to median employee is Rs. 1,47,950/- and median is 1.00%.

C. The number of permanent employees on the Roll of the Company as on 31st March, 2021: 740

D. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

Based on Remuneration Policy of the Company, salary of the employees was increased at 5.43% and managerial remuneration was increased at 117.52% this is based on Remuneration Policy of the Company that rewards people based on their contribution to the success of the company and also ensures that external market competitiveness and internal relativities are taken care of.

E. Affirmation that the remuneration is as per the Remuneration Policy of the Company :

The Company affirms that remuneration is as per the remuneration policy of the Company.

F. Name of the top 10 employees in terms of remuneration drawn in the financial year 2020-21:

A statement of Top-10 employees in terms of remuneration drawn as per rule 5(2) read with rule 5(3) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is as under

Sr. No.	Name of Employee	Designation of the employee	Remuneration received	Nature of employment, whether contractual or otherwise	Qualifications and experience of the employee	Date of commencement of employment	The age of such employee	The last employment held by such employee before joining the company	Whether any such employee is a relative of any director or manager of the company and if so, name of such director or manager	Remarks
1	Shri Kedarmal Bankda	Whole Time Director	6863600	Contractual	M.Com 45 Yrs. Exper.	13/04/1992	69 Yrs.	-	Vijay Bankda, Rinki Bankda	-
2	Shri Vijay Bankda	Managing Director	5875000	Contractual	B.com, LLB 43 Yrs. Exp.	01/12/1999	63 Yrs.	-	Kedarmal Bankda	-
3	Smt. Rinki Ankit Bankda	Whole Time Director	2580000	Contractual	9 Yrs. Exper.	15/11/2017	34 Yrs.	-	Kedarmal Bankda, Vijay Bankda	-
4	Shri Ankur Bankda	Pre.Export Marketing	1850000	Permanent Employee	15 Yrs. Exper.	01/12/2005	36 Yrs.	-	Vijay Bankda	-
5	Shri Ankit Bankda	Chief Financial Officer	1700000	Permanent Employee	MBA 8 Yrs. Experience	01/04/2014	34 Yrs.	-	Kedarmal Bankda, Rinki Bankda	-
6	Shri Rahul Bankda	Pre.Domestic Marketing	1700000	Permanent Employee	MBA 18 Yrs. Experience	01/01/1999	41 Yrs.	-	Vijay Bankda	-
7	Shri Vijay U. Pandya	GM Works	1565004	Permanent Employee	BSC 38 Yrs. Experience	02/07/2015	70 Yrs.	PDPL	No	-
8	Smt. Payal Bankda	Vice President HR	1540000	Permanent Employee	BMS 10 Yrs. Experience	01/04/2011	34 Yrs.	-	Vijay Bankda	-
9	Smt. Asha Bankda	Senior Manager	1520000	Permanent Employee	B.com 25 Yrs. Experience	01/04/1995	62 Yrs.	-	Vijay Bankda	-
10	Shri Rakesh ch.Srivastava	VP Marketing	1464925	Permanent Employee	Graduate 34 years	12/04/2016	59 Yrs.	CBC	No	-

For and on behalf of the Board

**Place: Indore
Date: 27th August, 2021**

**KEDARMAL SHANKARAL BANKDA
CHAIRMAN & WHOLE-TIME DIRECTOR
DIN: 00023050**



CORPORATE GOVERNANCE REPORT

[Pursuant to Regulation 34 of the SEBI (LODR) Regulation, 2015]

(Forming Part of the 33rd Board's Report, for the year ended 31st March, 2021)

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Syncom Formulations (India) Limited (SYNCOM) philosophy on Corporate Governance is embedded in the rich legacy of ethical governance practices, most of which were implemented before they were mandatorily prescribed. Integrity, transparency, accountability and compliance with laws which are the columns of good governance are cemented in the Company's robust business practices to ensure ethical and responsible leadership both at the Board and at the Management level. Syncom's Code of Business Conduct, its Risk Management Policy and its well structured internal control systems which are subjected to regular assessment for its effectiveness, reinforces integrity of Management and fairness in dealing with the SYNCOM's stakeholders. This, together with meaningful CSR activities and sustainable development policies followed by the SYNCOM has enabled your Company to earn the trust and goodwill of its investors, business partners, employees and the communities in which it operates.

SYNCOM has complied with the mandatory requirements of Corporate Governance as laid down under SEBI (LODR) Regulations, 2015.

GOVERNANCE STRUCTURE

SYNCOM Governance structure broadly comprises the Board of Directors and the Committees of the Board at the apex level and the Management structure at the operational level. This layered structure brings about a harmonious blend in governance as the Board sets the overall corporate objectives and gives direction and freedom to the Management to achieve these corporate objectives within a given framework, thereby bringing about an enabling environment for value creation through sustainable profitable growth.

Board of Directors

SYNCOM's Board plays a pivotal role in ensuring that SYNCOM runs on sound and ethical business practices and that its resources are utilized for creating sustainable growth and societal wealth. The Board operates within the framework of a well-defined responsibility matrix which enables it to discharge its fiduciary duties of safeguarding the interest of the SYNCOM; ensuring fairness in the decision making process, integrity and transparency in the Company's dealing with its Members and other stakeholders.

Committee of Directors

With a view to have a more focused attention on various facets of business and for better accountability, the Board has constituted the following committees viz. Audit Committee, Stakeholders' Relationship Committee, Nomination and Remuneration Committee, CSR Committee, Risk Management Committee, Corporate Compliance Committee and Internal Committee under the Sexual Harassment of Women at the Work place. Each of these Committees has been mandated to operate within a given framework.

Management Structure

Management Structure for running the business of SYNCOM as a whole is in place with appropriate delegation of powers and responsibilities. This broadly is as under:

a. Chairman & Whole-time Director

The Chairman is responsible for the day-to-day working of the manufacturing activities and Corporate Office of Syncom. He gives strategic directions, lays down policy guidelines and ensures implementation of the decisions of the Board of Directors and its various committees.

b. Managing Director

The Managing Director is looking domestic and export marketing, finance and strategic planning. He is responsible for the sales and financial matters of Syncom and all other functions relating to the day-to-day management of the Registered Office and compliances, including all local issues and compliances as applicable at Registered Office level. He is also looking into the taxation department and reports to the Board of Directors.

I. BOARD OF DIRECTORS

Composition of the Board as on March, 31, 2021

Category	No. of Directors
Non Executive & Independent Directors	3
Executive Director (Managing Director & WTD)	3

Directors' Profile

The Board of Directors comprises highly renowned professionals drawn from diverse fields. They bring with them a wide range of skills and experience to the Board, which enhances the quality of the Board's decision making process. The brief profile of the Company's Board of Directors is as under:

Name of Directors	Shri Kedarmal Shankarlal Bankda	Shri Vijay Shankarlal Bankda	Smt. Rinki Ankit Bankda	Shri Krishna Das Neema	Shri Vinod Kumar Kabra	Shri Praveen Jindal
DIN	00023050	00023027	06946754	02294270	01816189	05327830
State of directorship	Promoter, Chairman & WTD	Promoter & Managing Director	WTD (Related to Promoter)	Independent Director	Independent Director	Independent Director
Date of Birth	25/08/1952	17/09/1958	14/06/1987	15/08/1951	24/01/1952	18/03/1984
Date of Appointment	13/04/1992	01/12/1999	13/08/2014	31/07/2008	29/09/2007	12/07/2012
Expertise / Experience in specific functional areas	45 years' Experience in Pharmaceuticals field in various Capacities. He is the key and found persons & promoters of the company.	More than 41 years' experience in Pharmaceutical field in various capacities. He is the Key founder person & promoter of the company.	9 years' experience in management field.	43 years' experience in Business.	Experience of more than 42 years in the educational field.	15 years' experience in finance.
Qualification	M.Com	B. Com, LLB	M.B.A.	M.Com, L.L.B.	B.Ed., M. Com, LLB	B.E. (E. & T.C.), MBA
No. & % of Equity Shares held	90194650 (10.86%)	98554595 @ (11.87%)	-	-	-	-
List of outside Company's directorship	ARP Pharma Private	-	-	-	-	1.UPVentures Pvt. Ltd. 2.Flowworks Consulting Pvt. Ltd.
Chairman/ Member of the Committees of the Board	Chairman of:- 1. CSR Committee; Member of:- 1. Corporate Compliance Committee.	Member of:- 1. CSR Committee 2. Risk Management Committee	Chairperson of:- 1. Internal Committee of Sexual Harassment of Women at the Workplace. Member of:- 1. Risk Management Committee	Chairman of:- 1. Audit Committee 2. Nomination & Remuneration Committee 3. Stakeholder Relationship Committee 4. Risk Management Committee Member of 1. CSR Committee	Member of 1. Audit Committee 2. Nomination & Remuneration Committee 3. Stakeholder Relationship Committee	Member of 1. Audit Committee 2. Nomination & Remuneration Committee 3. Stakeholder Relationship Committee
Chairman / Member of the committees of the Board of other Companies in which he is director alongwith the name of the listed company	-	-	-	-	-	-
Interse relations with other directors	Brother of Shri Vijay Shankarlal Bankda, Managing Director and father in law of Mrs. Rinki Ankit Bankda, Whole-time Director	Brother of Shri Kedarmal Shankarlal Bankda, Chairman & WTD	Daughter in law of Shri Kedarmal Shankarlal Bankda Chairman & WTD	-	-	-



SEBI Act and Rule 4 of Adjudication Rules, 2005 read with Section 231 of SCRA etc. for imposing penalty for which necessary appeal were made before the SEBI (SAT) and outcome of the same is pending. The Company is continuing protecting its interest before the SEBI (SAT) and by way of an appeal SEBI (SAT) have partially allowed the relief prayed by the order dated 27.09.2019. The Company is waiting for the final order against the appeal;

- (e) The Company has obtained loans against the pledge/lien of Fixed Deposits with the Dena Bank, SBI and IDBI Banks, however no charge was registered for the same, the total amount outstanding as at 31st March, 2021 is Rs.315.91 Lakhs as required under section 77 read with section 2(16) of the Companies Act, 2013;
- (f) The company has not filed the Form MGT-14 for the resolution passed on 5th March, 2021 for increase in the loan facilities from HDFC Bank from Rs. 35.00 Crores to Rs. 75.00 Crores;

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. Further that, there were no changes in the composition of the Board of directors during the period under review.

Adequate notice is given to all directors, for the Board/Committee Meetings and Detailed Agenda were sent at least seven days in advance, along with the respective notices 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.

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board or Committee of the Board, as the case may be.

Based on the records and process explained to us for compliances under the provisions of other specific acts applicable to the Company, 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.

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

We further report that during the audit period of the Company has certain specific events which have bearing on company's affairs which are as follows: -

- 1) The operation of the plant was disturbed from 1st April, 2020 to 21st May, 2020 due to nationwide lockdown pursuant to the COVID-19 Pandemic, the company has resumed partial manufacturing operations in its plant situated at Pithampur and the Corporate Office of the company is also resumed with minimum staff as per the approvals/clearances from the Government of M.P.
- 2) The Company has approved the expansion plan for increasing the overall production capacity of Injectable capacity from 200.00 Lakhs to 300.00 Lakhs p.a. and to modernize the Tablet Department within an overall cost of Rs. 4031.50 Lakhs to be implemented in the phased manner from the proceeds of the issuance of the 15,93,47,820 warrants of Rs. 2.53/- convertible into 15,93,47,820 equity shares of Rs. 1/- each at a premium of Rs. 1.53 per share aggregating Rs. 4031.50.
- 3) The Authorised Capital has been increased from Rs. 80.00 Crores divided into 80.00 Crores equity shares of Rs. 1/- each to Rs. 95.00 Crores divided into 95.00 Crores equity shares of Rs. 1/- each in the extraordinary general meeting held on 12th January, 2021.

4) The company has taken approval of its members in their meeting held on 12th January, 2021 for providing powers to the Board to issue and allot 15,93,47,820 Warrant of Rs. 2.53 on preferential basis to promoter and promoter group and the Board at their meeting held on 25th January, 2021 has allotted 15,93,47,820 warrants of Rs.2.53 each convertible into 15,93,47,820 equity shares of Rs. 1/- at a premium of Rs. 1.53 per shares within a period of 18 months from the date of issuance of Warrants. The company has also received in-principle approval from BSE Ltd. on dated 18th January, 2021.

5) At the option exercised for conversion of 93,00,000 warrants after paying the remaining balance of Rs. 1.88 per warrants. The Board at their meeting held on 27th March, 2021 has issued 93,00,000 equity shares of Rs. 1/- each at a premium of Rs. 1.53 per share, consequently the paid up capital of the company has been increased to Rs. 78,99,52,180 divided into 78,99,52,180 equity shares of Rs. 1/- each and the BSE Ltd. has also provided listing and trading approval after closing of the Financial Year.

For, **D. K. JAIN & CO.**
COMPANY SECRETARIES
F.R. No.: 11995MP067500

UDIN:F003565C000826191
Place: Indore
Date: 24th August, 2021

CS (Dr.) D.K. JAIN
PROPRIETOR
FCS 3565
CP 2382
Peer review: 743/2020

Annexure - I to the Secretarial Audit Report

To,
The Members,
Syncom Formulations (India) Limited
7, Niraj Industrial Estate,
Off Mahakali Caves Road,
Andheri (E), Mumbai 400093

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 treatment of various tax liabilities and payment thereof, compliance of the applicable accounting standards, financial records and Books of Accounts of the company as the same is subject to the statutory audit being performed by the independent auditors.
4. Wherever required, we have obtained the Management representation and also relied 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, guidelines, standards etc., are the responsibility of management. Our examination was limited to the verification of procedures on test basis.



Detailed Reason for resignation of Independent Director who resigns before the expiry of his tenure along with the confirmation by such director that there are no other material reasons other than those provided:

There is no resignation of any independent Director during the Financial Year.

II. COMMITTEES OF THE BOARD

With a view to have a more focused attention on business and for better governance and accountability, the Board has constituted the 7 committees. The terms of reference of these Committees are determined by the Board and their relevance reviewed from time to time. Meetings of each of these Committees are convened by the respective Chairman of the Committee, who also informs the Board about the summary of discussions held in the Committee Meetings. The Minutes of the Committee Meetings are sent to all Directors individually and tabled at the Board Meetings.

(a) Audit Committee - Mandatory Committee

The Audit Committee acts as a link between the statutory and internal auditors and the Board of Directors. Its purpose is to assist the Board in fulfilling its oversight responsibilities of monitoring financial reporting processes, reviewing the Company's established systems and processes for internal financial controls, governance and reviewing the Company's statutory and internal audit activities. The Committee is governed by a Charter which is in line with the regulatory requirements mandated by the Companies Act, 2013, SEBI (LODR) Regulations, 2015. Some of the important functions performed by the Committee are:

Financial Reporting and Related Processes

A. The role of the audit committee shall include the following:

- (1) Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- (2) recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
- (3) approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- (4) reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
 - (a) matters required to be included in the director's responsibility statement to be included in the board's report in terms of Section 134(3)(c) of the Companies Act, 2013;
 - (b) changes, if any, in accounting policies and practices and reasons for the same;
 - (c) major accounting entries involving estimates based on the exercise of judgment by management;
 - (d) significant adjustments made in the financial statements arising out of audit findings;
 - (e) compliance with listing and other legal requirements relating to financial statements;
 - (f) disclosure of any related party transactions;
 - (g) modified opinion(s) in the draft audit report;
- (5) reviewing, with the management, the quarterly financial statements before submission to the Board for approval;
- (6) reviewing, with the management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/ notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate

- recommendations to the board to take up steps in this matter;
 - (7) reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
 - (8) approval or any subsequent modification of transactions of the listed entity with related parties;
 - (9) scrutiny of inter-corporate loans and investments;
 - (10) valuation of undertakings or assets of the listed entity, wherever it is necessary;
 - (11) evaluation of internal financial controls and risk management systems;
 - (12) reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
 - (13) reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
 - (14) discussion with internal auditors of any significant findings and follow up thereon;
 - (15) reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
 - (16) discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
 - (17) to look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
 - (18) to review the functioning of the whistle blower mechanism;
 - (19) approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
 - (20) Carrying out any other function as is mentioned in the terms of reference of the audit committee.
 - (21) reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision.
 - (22) consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the company and its shareholders.
- ##### B. The audit committee shall mandatorily review the following information:
- (1) management discussion and analysis of financial condition and results of operations;
 - (2) statement of significant related party transactions (as defined by the audit committee), submitted by management;
 - (3) management letters/letters of internal control weaknesses issued by the statutory auditors;
 - (4) internal audit reports relating to internal control weaknesses; and
 - (5) the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
 - (6) statement of deviations:
 - (a) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
 - (b) annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).



@ including 4,00,00,820 shares issued upon conversion of warrants on 27th August, 2021.

Board Training and Induction

At the time of appointing Directors, a formal letter of appointment is given to them, which inter alia explains the role, function, duties and responsibilities expected from them as a Director of Syncom. The Director is also explained in detail the compliances required from him under the Companies Act, SEBI (LODR) Regulations, 2015 and relevant regulations and his affirmation taken with respect to the same.

By way of an introduction to Syncom, the Director is presented with a profile on Syncom which traces its history over 30 years of its existence, relevant Annual Reports, activities pursued by Syncom. Further, with a view to familiarize him with Syncom operations, the Director is also invited to visit the plant manufacturing process, detailed presentations giving an overarching perspective of the pharmaceutical industry organizational set up of Syncom, the functioning of various divisions/departments, Syncom's market share and the markets in which it operates, governance and internal control processes and other relevant information pertaining to Syncom's business. The above initiatives help the Director to understand Syncom, its business and the regulatory framework in which Syncom operates and equips him to effectively fulfill his role as a Director of Syncom.

Board Meetings held during the Year

Date on which the Board Meetings were held	Total Strength of the Board	No of directors present
30th June, 2020	6	6
14th August, 2020	6	5
11th November, 2020	6	6
10th December, 2020	6	5
18th December, 2020	6	5
05th January, 2021	6	5
18th January, 2021	6	5
25th January, 2021	6	5
12th February, 2021	6	6
5th March, 2021	6	5
27th March, 2021	6	6

Attendance of Directors at Board Meetings and Annual General Meeting

Date on which the Board Meetings were held	Shri Kedarmal Shankarlal Bankda	Shri Vijay Shankarlal Bankda	Smt. Rinki Ankit Bankda	Shri Krishna Das Neema	Shri Vinod Kumar Kabra	Shri Praveen Jindal
30th June, 2020	Yes	Yes	Yes	Yes	Yes	Yes
14th August, 2020	Yes	Yes	Yes	Yes	Yes	No
11th November, 2020	Yes	Yes	Yes	Yes	Yes	Yes
10th December, 2020	Yes	Yes	Yes	Yes	Yes	No
18th December, 2020	Yes	Yes	Yes	Yes	Yes	No
05th January, 2021	Yes	Yes	Yes	Yes	Yes	No
18th January, 2021	Yes	Yes	Yes	Yes	Yes	No
25th January, 2021	Yes	Yes	Yes	Yes	Yes	No
12th February, 2021	Yes	Yes	Yes	Yes	Yes	Yes
05th March, 2021	Yes	Yes	Yes	Yes	Yes	No
27th March, 2021	Yes	Yes	Yes	Yes	Yes	Yes
Attendance at the AGM/EGM held on	Shri Kedarmal Shankarlal Bankda	Shri Vijay Shankarlal Bankda	Smt. Rinki Ankit Bankda	Shri Krishna Das Neema	Shri Vinod Kumar Kabra	Shri Praveen Jindal
30th Sept., 2020	Yes	Yes	Yes	Yes	Yes	Yes
12th January, 2021	Yes	Yes	Yes	Yes	Yes	Yes

CS Shubham Dubey, Company Secretary has attended all the Board Meetings held during the financial year 2020-21. The CFO was also available during all the Board Meetings held in the year 2020-21 and the Statutory Auditors were permanent invitees for all the Board Meetings.

The Companies Act, 2013 read with the relevant rules made there under, now facilitates the participation of a Director in Board/Committee Meetings through video conferencing or other audio visual mode. Accordingly, the option to participate in the Meeting through video conferencing was made available for the Directors except in respect of such Meetings/Items which are not permitted to be transacted through video conferencing. However, no director has participated in the Board meetings by way of video conferencing during the above said period.

The Board periodically reviews the items required to be placed before it and in particular reviews and approves quarterly/half yearly unaudited financial statements and the audited annual financial statements, corporate strategies, business plans, annual budgets, projects and capital expenditure. It monitors overall operating performance and reviews such other items which require Board's attention. It directs and guides the activities of the Management towards the set goals and seeks accountability. It also sets standards of corporate behavior, ensures transparency in corporate dealings and compliance with laws and regulations. The Agenda for the Board Meeting covers items set out in SEBI (LODR) Regulations, 2015 to the extent these are relevant and applicable. All agenda items are supported by relevant information, documents and presentations to enable the Board to take informed decisions.

List of core Skills/Expertise/Competencies identified by the Board of Directors as required in the context of its Business(es) and Sector(s) for it to function effectively and those actually available with the Board:

The following is the list of core skills / expertise / competencies identified by the Board of Directors as required in the context of the Company's business and that the said skills are already available with the Board Members:

- Knowledge on Company's businesses (Pharma Industry), policies and business culture major risks/threats and potential opportunities and knowledge of the industry in which the Company operates.
- Behavioural skills - attributes and competencies to use their knowledge and skills to contribute effectively to the growth of the Company.
- Business Strategy, Sales & Marketing, Corporate Governance, Forex Management, Administration, Decision Making.
- Financial and Management skills.
- Technical / Professional skills and specialized knowledge in relation to Company's business.

Names of directors who have such skills / expertise / competence:

- Shri Kedarmal Shankarlal Bankda
- Shri Vijay Shankarlal Bankda
- Smt. Rinki Ankit Bankda
- Shri Krishna Das Neema
- Shri Vinod Kumar Kabra
- Shri Praveen Jindal

Confirmation that in the opinion of the Board, the Independent Director fulfill the condition specified in this regulation and are independent of the Management:

All Independent Directors has given disclosure as required under the Companies Act, 2013 and Listing Regulations that they are independent of the management and the Management do hereby confirm their independency.



Audit

- Review the scope of the Statutory Auditors, the annual audit plan and the Internal Audit Plan with a view to ensure adequate coverage.
- Review the significant audit findings from the statutory and internal audits carried out, the recommendations and Management’s response thereto.
- Review and recommend to the Board the appointment/re-appointment of the Statutory Auditors and Cost Auditors considering their independence and effectiveness and their replacement and removal.
- Approve such additional services to be rendered by the Statutory Auditors except those enumerated in Section 144 of the Companies Act, 2013 and payment for such services.
- To recommend to the Board the remuneration of the Statutory Auditors/Cost Auditors.
- To discuss with the Statutory Auditors/Internal Auditors any significant difficulties encountered during the course of the Audit.
- Review annual Cost Audit Report submitted by the Cost Auditor.

Other Duties

- To approve the appointment, removal and terms of remuneration of the Chief Internal Auditor and to approve the appointment of the Chief Financial Officer.
- To grant omnibus approval for related party transactions which are in the ordinary course of business and on an arm’s length pricing basis and to review and approve such transactions subject to the approval of the Board.

The composition of the Audit Committee as at 31st March, 2021 and details of the Members participation at the Meetings of the Committee are as under :

Name of the Member	Category	Attendances at the Audit Committee meeting held				
		30/6/2020	14/8/2020	11/11/2020	18/12/2020	12/02/2021
Shri Krishna Das Neema	ID/Chairman	Yes	Yes	Yes	Yes	Yes
Shri Vinod Kumar Kabra	ID/Member	Yes	Yes	Yes	Yes	Yes
Shri Praveen Jindal	ID/Member	Yes	No	Yes	No	Yes

All the Members on the Audit Committee have the requisite qualification for appointment on the Committee and possess knowledge of finance, accounting practices and internal controls.

The Company Secretary also functions as the Secretary to the Committee and attended all the Audit Committee meetings held during the financial year 2020-21. Shri Ankit Kedarmal Bankda, CFO has also attended all the Meetings of the Audit Committees during the year 2020-21.

The representatives of the Statutory Auditors and the Secretarial Auditors are permanent invitees to the Audit Committee Meetings. The representative of the Cost Auditor is invited to attend the Meeting of the Audit Committee when the Cost Audit Report is tabled for discussion. The Internal Auditor reports directly to the Audit Committee.

During the year under review, the Audit Committee met with the Statutory Auditors and the Internal Auditor to get their inputs on significant matters relating to their areas of audit.

Self-Assessment by the Audit Committee

The Audit Committee has set in place a process to measure and benchmark its performance each year. The assessment broadly covers composition, structure and committee meetings; overview of the financial reporting process; internal control systems and overview of internal and external audits. The results of the self-assessment are presented to the Audit Committee along with the action plan in the areas requiring improvement.

(b) CSR Committee- Mandatory

In compliance with the provisions of Section 135 of the Companies Act, 2013, the Board has CSR Committee comprising of Shri Kedarmal Shankarlal Bankda, Chairman of the Committee, Shri Vijay Shankarlal Bankda and Shri Krishna Das Neema as Members and CS Shubham Dubey, Company Secretary & Compliance Officer of the company functions as the Secretary to the Committee. During the year under review only two (2) meetings were held on 30/06/2020 and 12/02/2021 which was attended by all the members and the Company of the Committee Meetings.

The composition of the CSR Committee as at 31st March, 2021 and details of the Members participation at the Meetings of the Committee are as under:

Name of Member	Category	Attendance at the CSR Committee Meeting held on	
		30/06/2020	12/02/2021
Mr. Kedarmal Shankarlal Bankda	WTD/Chairman	Yes	Yes
Mr. Vijay Shankarlal Bankda	Member	Yes	Yes
Mr. Krishna Das Neema	Member	Yes	Yes

(c) Stakeholders’ Relationship Committee -Mandatory Committee

In compliance with the provisions of Section 178 of the Companies Act, 2013 and the Listing Agreement, the Board has renamed the existing “Shareholders’/Investors’ Grievance Committee” as the “Stakeholders’ Relationship Committee”.

The terms of reference of the Committee are:

- Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
- Review of measures taken for effective exercise of voting rights by shareholders.
- Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
- Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.
- All other matters incidental or related to shares, debentures and other securities of the Company.

Shri Krishna Das Neema, Chairman of the Committee, Shri Vinod Kumar Kabra and Shri Praveen Jindal were members of the Committee and CS Shubham Dubey, Company Secretary & Compliance Officer of the company functions as the Secretary to the Committee. The composition of the Stakeholders’ Relationship Committee as at 31st March, 2021 is as under:

Name of the Member	Category	Attendances at the Stakeholder’s Relationship Committee meetings held on
		11/11/2020
Shri Krishna Das Neema	ID/Chairman	Yes
Shri Vinod Kumar Kabra	ID/Member	Yes
Shri Praveen Jindal	ID/Member	Yes

As per Regulation 20(4) of SEBI Listing Regulations as well as section 178 of the Companies Act, 2013, a summary of the Complaints Received, by the Company and/or the Share Transfer Agent and Disposed/Pending during the financial year 2020-21 are given below:



Nature of Complaints	Number of Complaints			
	As at 1st April, 2020	Received During the Financial Year	Disposed off during the Financial year	Pending as on 31st March, 2021
Non-Receipt of Share Certificates after Transfer/transmission, transposition, etc.	Nil	1	1	Nil
Non receipt of Dividend Warrants	Nil	3	3	Nil
Non Receipt of Annual Report	Nil	Nil	Nil	Nil
Total	Nil	4	4	Nil

The complaints received from the investors are being regularly attended to and are believed to be resolved to their satisfaction. One meeting of the members of the Stakeholders Relationship Committee was held on 11/11/2020 and all the members attended the meeting. No Investor Grievance remained unattended/ pending for more than 30 Days during the Financial Year 2020-21.

(d) Nomination and Remuneration Committee -Mandatory Committee

The NRC and this Policy shall be in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and Regulation 19 of the SEBI (LODR) Regulations, 2015 as amended from time to time. The objective of this policy is to lay down a framework in relation to remuneration of Directors, KMP, Senior Management Personnel and the Key Objectives of the Committee would be:

- To formulate criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to appointment and remuneration for Directors, Key Managerial Personnel and other employees;
- To formulate criteria for evaluation of the members of the Board of Directors including Independent Directors, the Board of Directors and the Committees thereof;
- To devise policy on Board Diversity;
- To identify persons, qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and where necessary, their removal;
- Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
- To recommend to the board, all remuneration, in whatever form, payable to senior management.
- To formulate policy ensuring the following:
 - The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully,
 - Relationship of remuneration to performance is clear and meets appropriate performance benchmarks, and
 - Remuneration to Directors, Key Managerial Personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals;
 - Recommendation to the board, all remuneration, in whatever form, payable to senior management.
- To design Company's policy on specific remuneration packages for Executive/ Whole Time Directors and Key Managerial Personnel including pension rights and any other compensation payment;
- To determine, peruse and finalize terms and conditions including

remuneration payable to Executive/ Whole-time Directors and Key Managerial Personnel of the Company from time to time;

- To review, amend or ratify the existing terms and conditions including remuneration payable to Executive/Whole Time Directors, Senior Management Personnel and Key Managerial Personnel of the Company;

- Any other matter as may be assigned by the Board of Directors.

In compliance with the provisions of section 178 of the Companies Act, 2013 and SEBI (LODR) Regulations. The composition of the Nomination and Remuneration Committee as at 31st March, 2021 is as under:

Name of the Member	Category	Attendances at the Nomination and Remuneration Committee meetings held on
		30/06/2020
Shri Krishna Das Neema	ID/Chairman	Yes
Shri Vinod Kumar Kabra	ID/Member	Yes
Shri Praveen Jindal	ID/Member	No

The Company Secretary & Compliance Officer also functioned as the Secretary to the Committee.

(e) Risk Management Committee

Business Risk Evaluation and Management is an ongoing process within the Organization.

The Company has a robust risk management framework to identify, monitor and minimize risks as also identify business opportunities. The objectives and scope of the Risk Management Committee broadly comprises:

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

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

The composition of the Risk Management Committee comprising Shri Vijay Shankarlal Bankda, Chairman, Smt. Rinki Ankit Bankda and Shri Krishna Das Neema are members and Company Secretary also functioned as the Secretary to the Committee. No meeting of Risk Management Committee was held during the year 2020-21.

(f) Internal Committee for (Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

In compliance with Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 the Board has constituted an Internal Committee and Smt. Rinki Ankit Bankda is the Chairperson of the Committee, Smt. IshaKuchekar, HR Executive and Smt. Ashwini Deshpande, Excise Officer as members of the Committee to look into the complaints of the women employees relating to the Sexual Harassment of Women at Workplace. As there was no reference to the Committee, no meeting was required to be held during the year 2020-21.

(g) Corporate Compliance Committee

As a part of good corporate governance practices during the year under review, your company has constituted a Corporate Compliance Committee of its Board for the following purpose:-

- The Committee shall have oversight responsibility for matters of compliance, including the Company's overall compliance programs,



into consideration recommendation, if any, received from any member of the Board.

The Committee will also ensure that the incumbent fulfills such other criteria with regard to age and other qualifications as laid down under the Companies Act, 2013 or other applicable laws.

4. Remuneration for the Managing Director & Whole-time Directors

i. At the time of appointment or re-appointment, the Managing Director and Whole-time director shall be paid such remuneration as may be mutually agreed between the Company (which includes the N&R Committee and the Board of Directors) and the Managing Director and Whole-time Director within the overall limits prescribed under the Companies Act, 2013.

ii. The remuneration shall be subject to the approval of the Members of the Company in General Meeting.

iii. The remuneration of the Managing Director and Whole-time director is broadly divided into fixed and variable components. The fixed component comprises salary, allowances, perquisites, amenities and retrial benefits. The variable component comprises performance bonus.

iv. In determining the remuneration (including the fixed increment and performance bonus) the N&R Committee shall ensure/consider the following:

a. responsibility required to be shouldered by the Managing Director and Whole-time director, the industry benchmarks and the current trends;

b. the Company's performance vis-à-vis the annual budget achievement and individual performance.

5. Remuneration Policy for the Senior Management Employees

I. In determining the remuneration of the Senior Management Employees and Key Managerial Personnel's, the N&R Committee shall ensure/consider the following:

i. the relationship of remuneration and performance;

ii. the balance between fixed and incentive pay reflecting short and long term performance objectives, appropriate to the working of the Company and its goals;

iii. the remuneration is divided into two components viz. fixed component comprising salaries, perquisites and retirement benefits and a variable component comprising performance bonus;

iv. the remuneration including annual increment and performance bonus is decided based on the criticality of the roles and responsibilities, and current compensation trends in the market.

II. The Managing Director will carry out the individual performance review based on the standard appraisal matrix and shall take into account the appraisal score card and other factors mentioned herein-above, whilst recommending the annual increment and performance incentive to the N&R Committee for its review and approval.

6. Service Contracts, Severance Fees and Notice Period

The appointment of Managing Director and Whole-time Director(s) are governed by the Articles of Association and resolutions passed by the Board of directors and Shareholders of the Company. The appointment is as per service/employment contracts. These contracts are terminable by either of the parties by serving notice of six months.

7. Employee Stock Option Scheme

The Company has not issued any Employee Stock Option Scheme for its Directors or Employees during the year.

8. Performance Linked Incentive Criteria

The Company has internal norms for assessing the performance of its Directors & Senior Executives.

IV. PERFORMANCE EVALUATION

Pursuant to the provisions of the Companies Act, 2013 read with Part D of Schedule II to Regulation 19(4) of the SEBI Listing Regulations. The Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Audit, Nomination and Remuneration and Compliance Committees.

A structured questionnaire was prepared after taking into consideration inputs received from the Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance.

A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board, who were evaluated on parameters such as level of engagement and contribution, independence of judgement, safeguarding the interest of the Company and its minority shareholders etc. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non Independent Directors was carried out by the Independent Directors who also reviewed the performance of the Secretarial Department. The Directors expressed their satisfaction with the evaluation process.

V. TERMS OF APPOINTMENT & REMUNERATION – Managing Director and Whole-time directors

Particulars	Shri Kedarmal Shankarlal Bankda, Chairman & Whole time director	Shri Vijay Shankarlal Bankda, Managing Director	Mrs. Rinki Ankit Bankda, Whole-time Director
Period of Appointment	From 03/05/2017 to 02/05/2022	From 01/12/2019 to 30/11/2024	15/11/2017 to 14/11/2022
Salary – Grade Allowances	4,00,000 -80,000	4,00,000-80,000	2,00,000-40,000
Perquisites	48,00,000 p.a.	48,00,000 p.a.	24,00,000 p.a.
Retiral Benefits	Gratuity and Leave encashment as per Rules	Gratuity and Leave encashment as per Rules	Gratuity and Leave encashment as per Rules
Minimum Remuneration	As per provisions of the Schedule V of the Companies Act, 2013	As per provisions of the Schedule V of the Companies Act, 2013.	As per provisions of the Schedule V of the Companies Act, 2013.
Notice Period and fees	6 months from either side	6 months from either side.	6 months from either side

Details of remuneration paid to Executive and Non-Executive Director are as follows

Name of Director	Designation	Salary & Perquisites(Rs.)	Sitting Fees (Rs.)
Shri Kedarmal Shankarlal Bankda,	Chairman & Whole time Director	68,63,600/-	N.A.
Shri Vijay Shankarlal Bankda	Managing Director	58,75,600/-	N.A.
Smt. Rinki Bankda	Whole-time Director	25,80,000/-	N.A.
Shri Krishna Das Neema	Independent Director	N.A.	10,000/-
Shri Vinod Kumar Kabra	Independent Director	N.A.	10,000/-
Shri Praveen Jindal	Independent Director	N.A.	10,000/-



policies and procedures; significant legal or regulatory compliance exposure.

2) The Committee shall oversee the Company's compliance efforts with respect to relevant Company policies, the Company's Code of Business Conduct, and relevant laws and regulations.

3) The Committee shall monitor the Company's efforts to implement compliance programs, policies and procedures that respond to the various compliance and regulatory risks facing the Company and support lawful and ethical business conduct by the Company's employees.

4) The Committee shall also monitor the Company's efforts to fulfill legal obligations arising from settlement agreements and other similar documents or orders, and shall review, at its discretion.

5) The Committee shall, at its discretion, oversee the investigation of, and may also request the investigation of, any significant instances of non-compliance with laws or the Company's compliance programs, policies or procedures, or potential compliance violations that are reported to the Committee; provided, however, that any such matters related to financial non-compliance or potential financial compliance violations shall be directed to the Audit Committee for investigation.

The composition of the Corporate Compliance Committee as at 31st March, 2021 comprised Shri Krishna Das Neema, Independent Director, Shri Kedarmal Shankarlal Bankda, Whole-time Director and Shri Devendra Maheshwari, General Manager Finance & Accounts are members and Company Secretary & Compliance Officer functioned as the Secretary to the Committee. During the year under review only two meetings were held on 11.11.2020 & 12.02.2021 which was attended by all the members and the Secretary of the Committee Meeting.

(h) Independent Directors' Meeting

During the year under review, the Independent Directors met on 11.11.2020, under the Chairmanship of the Lead Independent Director, Shri Krishna Das Neema inter alia, to discuss:

- Independent Directors and the Board of Directors as a whole;
- Chairman of the Company, taking into account the views of the Executive and Non-Executive Directors.
- Performance of the Chairman & Whole-time Director Shri Kedarmal Shankarlal Bankda.
- Performance of the Managing Director Shri Vijay Shankarlal Bankda.
- Timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

All the Independent Directors were present at the Meeting and Company Secretary & the Compliance Officer functioned as the Secretary to the committee for assisting to the lead independent director.

(I) Annual Secretarial Compliance Report:

SEBI vide its Circular No. CIR/CFD/CMD1/27/2019 dated 8th February, 2019 read with Regulation 24(A) of the SEBI (LODR) Regulation, 2015, directed listed entities to obtain Annual Secretarial Compliance Report from a Practicing Company Secretary for compliance of all applicable SEBI Regulations and circulars/guidelines issued thereunder. The said Secretarial Compliance Report is in addition to the Secretarial Audit and is required to be submitted to Stock Exchanges within 60 days of the end of the financial year.

The Company has obtained the said report from M/s D.K. Jain & Co., Practicing Company Secretary for providing required Compliance Report for the year ended 31st March, 2021 and filed with the BSE Ltd., as required within the stipulated time period.

(k) Certificate from Practicing Company Secretary for Non Disqualification of Directors:

As required under Part C of Schedule V of the SEBI (LODR) Regulation, 2015, the Company has obtained a certificate from CS (Dr) D.K. Jain (FCS 3565 CP No.2382), proprietor of M/s. D.K. Jain & Co., Practicing Company Secretaries, certifying that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of the Company by the Securities and Exchange Board of India/ Ministry of Corporate Affairs or any such statutory authority. A compliance certificate from M/s. D.K. Jain & Co., Practicing Company Secretaries pursuant to the requirements of Schedule V of the SEBI (LODR) Regulation, 2015 regarding compliance of conditions is attached as Annexure to the Corporate Governance Report.

III. POLICY FOR SELECTION AND APPOINTMENT OF DIRECTORS AND THEIR REMUNERATION

The Nomination and Remuneration (N&R) Committee has adopted a Charter which, inter alia, deals with the manner of selection of Board of Directors, Managing Director, Whole-time Directors, Senior management and Key Managerial Persons and their remuneration. This Policy is accordingly derived from the said Charter and is hosted on the website at www.sfil.in

1. Criteria of selection of Non-Executive Directors

- a. The Non-Executive Directors shall be of high integrity with relevant expertise and experience so as to have a diverse Board with Directors having expertise in the fields of manufacturing, engineering, medical science finance, governance and general management.
- b. In case of appointment of Independent Directors, the N&R Committee shall satisfy itself with regard to the independent nature of the Directors vis-à-vis the Company so as to enable the Board to discharge its function and duties effectively.
- c. The N&R Committee shall ensure that the candidate identified for appointment as a Director is not disqualified for appointment under Section 164 of the Companies Act, 2013.
- d. The N&R Committee shall consider the following attributes/criteria, whilst recommending to the Board the candidature for appointment as Director.
 - i. Qualification, expertise and experience of the Directors in their respective fields;
 - ii. Personal, Professional or business standing;
 - iii. Diversity of the Board.
- e. In case of re-appointment of Non-Executive Directors, the Board shall take into consideration the performance evaluation of the Director and his engagement level.

2. Remuneration to the Independent/Non Executive Directors:

The Non-Executive Directors shall be entitled to receive remuneration by way of sitting fees, reimbursement of expenses for participation in the Board/Committee meetings as detailed hereunder:

- i. All Non-Executive Director shall be entitled to receive sitting fees for each meeting of the Board or Committee of the Board attended by him within the overall limits prescribed under the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014;
- ii. The Independent Directors shall not be entitled to participate in the Stock Option Scheme, if any, introduced by the Company.

3. Managing Director - Criteria for selection /appointment

For the purpose of selection of the MD and WTD, the N&R Committee shall identify persons of integrity who possess relevant expertise, experience and leadership qualities required for the position and shall take



VI. GENERAL BODY MEETINGS

(a) Details of the Last Three Annual General Meetings held

Financial Year	Venue of the AGM	Date	Time	No. of Special Resolution Passed	Special Resolution through Postal Ballot
2019-20	Through Video Conferencing(VC) / Other Audio-Visual Means(OAVM), deemed venue is Registered Office of the Company situated at 7, Niraj Industrial Estate, Off Mahakali Caves Road Andheri (East) Mumbai City (M.H.) 400093.	30/09/2020	2.30 P.M.	One	N.A.
2018-19	303 Brahans Business Park, Paperbox Road, Off Mahakali Caves Road, Andheri East, Mumbai (M.H.) 400093	30/09/2019	2.30 P.M.	Three	N.A.
2017-18	Ola Vakola Banquet, B-25/198, Anand Nagar, Vakola, Near Vakola Police Station, Opposite Kohinoor Marbles, Near Western Express Highway, Santacruz East, Mumbai, (M.H.) 400055	28/09/2018	3.00 P.M.	Five	N.A.

During the year under review, OneExtra Ordinary General Meeting(EGM) was held on 12/01/2021 through Video Conferencing (VC) /Other Audio Visual Means (OVAM) for which deemed venue was the Registered Office of the Company situated at 7, Niraj Industrial Estate, Off Mahakali Caves Road Andheri (East) Mumbai City (M.H.) 400093. Further, no resolution was passed through the Postal Ballot process for the year 2020-21 as well as on the date of report.

VII. MEANS OF COMMUNICATION

The quarterly, half-yearly and yearly financial results of the Company are sent to the BSE immediately after these are approved by the Board. These are also published in following newspapers having widely circulations as well posted on the website of the Company at www.sfil.in.

Quarterly Results	Newspaper Publication	Displayed in Website
31/03/2021	Free Press & Navshakti Maratha	www.sfil.in
31/12/2020	Free Press & Navshakti Maratha	www.sfil.in
30/09/2020	Free Press & Navshakti Maratha	www.sfil.in
30/06/2020*	Free Press & Navshakti Maratha	www.sfil.in

* The company has not published 30/06/2020 un-audited financial results in newspaper as per the SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/48 dated 26th March, 2020 read with SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 for all events scheduled till 30th June, 2020 due to CoVID-19 pandemic.

The Company has not made any official releases and presentation to any institution.

VIII GENERAL SHAREHOLDER INFORMATION

Date, Time and Venue of Annual General Meeting	Monday, 27th September, 2021 at 2:00 P.M. through Video Conferencing (VC) / Other Audio Visual Means (OVAM), deemed venue is Registered Office of the Company
E-voting period	From 24.09.2021 on 9:00 A.M. [IST] To 26.09.2021 on 5:00 P. M [IST]
Financial Calendar Results for the quarter ending 30th June, 2021 for the quarter ending 30th Sept, 2021 for the quarter ending 31st Dec., 2021 for the quarter ending 31st March, 2022	On or Before 14th August, 2021 On or Before 14th November, 2021 On or Before 14th February, 2022 On or Before 30th May, 2022
Board Meeting for consideration of Annual Accounts for the financial year 2020-21	30/06/2021 (the same was extended to 30th June, 2021 due to CoVID19 pandemic)
Book Closure	21st September, 2021 to 27th September, 2021 (Both Days Inclusive)
Cutoff date for E-voting	20th September, 2021
Posting/ mailing of Annual Report	On or Before 4th September, 2020
Last date for receipt of Proxy	As meeting is going to be held through Video Conferencing (VC) / Other Audio Visual Means (OVAM) there is no facility for appointing of Proxy this year.
Listing on Stock Exchange	The equity shares of the company are listed at BSE Ltd. and the annual listing fees has been paid for 2021-2022
Registered Office	7, Niraj Industrial Estate, Off Mahakali Caves Road, Andheri (East) Mumbai (M.H.) 400093; Phone 022-26877700 Email: finance@sfil.in Website: www.sfil.in
Corporate Office:	207, Saket Nagar, Indore (M.P.) 452018 Phone: 0731-2560458; Email: finance@sfil.in; Website: www.sfil.in
Compliance Officer and Company Secretary	CS Shubham Dubey
Registrars and Share Transfer Agents	Ankit Consultancy Pvt. Ltd. Plot No.60, Electronic Complex, Pardeshipura, Indore (M.P.) 452010 Tel: 0731- 2551745/46 Email: operation@ankitonline.com
Scrutinizer for E-voting	CS Anish Gupta, Practicing Company Secretary
Scrip Code	524470
ISIN NO	INE312C01025
The financial year covered by this Annual Report	1st April, 2020 to 31st March, 2021
Share Transfer System	Transfers are registered and returned by the Registrars & Share Transfer Agents within a period of 15 days from the date of receipt of the documents, provided the same are in order.
Commodity price risk or foreign exchange risk and hedging activity	The export transactions or covered by the Forward cover as per policy of the company to minimize the exchange fluctuation risk
Plant Location	256-257, Sector I, Industrial Area, Pithampur (Dhar) (M.P.) 454774
Dividend	The Board has not recommended any dividend on equity shares for the Financial Year 2020-21.

Equity Share Price on BSE April, 2020 – March, 2021

Month	Equity Share Price				No of Trades in the month	No of Shares Traded in the Month	Turnover in Rs.
	Open	High	Low	Close			
April – 2020	0.73	1.36	0.64	1.00	4,04,53,091	13,318	4,10,43,971
May – 2020	1.00	1.04	0.81	0.89	1,90,49,301	9,095	1,73,01,166
June – 2020	0.89	2.46	0.88	2.26	8,63,34,682	26,028	14,13,40,119
July – 2020	2.35	2.35	1.40	1.63	5,67,22,361	20,802	9,89,39,550
Aug. – 2020	1.62	2.23	1.55	1.72	5,00,51,991	19,288	9,27,03,281
Sept. – 2020	1.70	1.81	1.46	1.61	2,72,29,264	15,182	4,50,46,011
Oct. – 2020	1.61	1.68	1.35	1.47	1,72,60,773	10,134	2,59,56,786
Nov. – 2020	1.46	2.22	1.40	2.08	4,20,10,604	16,629	7,93,80,644
Dec. – 2020	2.17	3.73	2.08	3.45	8,87,12,246	39,256	26,26,43,966
Jan. – 2021	3.51	4.00	3.10	3.22	6,52,10,333	51,552	24,19,21,580
Feb. – 2021	3.28	3.60	3.12	3.37	4,39,50,941	30,389	14,87,70,419
March – 2021	3.39	3.42	3.03	3.10	4,39,62,378	43,087	13,93,11,869



The details of utilization of the proceeds as under : (Rs. In Lakhs)

Nature of receipts of proceeds / utilisation	Amount received till 31.03.2021	Amount utilized towards the objects of the issue	Remaining amount unutilized as at 31.03.2021
Upfront money on received on 15,93,47,820 warrants @ Rs. 0.65 per warrant	1035.80		
Conversion price received on 9300000 warrants @ Rs. 1.88 per warrant	174.84		
Total Receipts	1210.64		
For upgradation of the Tablet Department		184.00	1026.64

Nature of receipts of proceeds / utilisation	Unutilised amount as at 01.04.2021	Amount utilized towards the objects of the issue	Remaining amount unutilized as at 30.06.2021
Balance proceeds for utilization towards project	1026.64		
Fresh receipt from 01.04.2021 to 30.06.2021	0.00		
For upgradation of the Tablet Department		198.00	828.64
Total Balance			828.64

There is no deviation in the proposed project and its utilization, the remaining amount available as at 30th June, 2021 as well as the amount as may be further received within the period of 18 months from 25th January, 2021 will be utilized in the phased manner within the stipulated period.

IX. OTHER DISCLOSURES

- | | |
|---|-------------------------------|
| 1. Subsidiary Companies | 2. Related Party Transactions |
| 3. Strictures and penalties | 4. Compliance with IND-AS |
| 5. Internal Controls | 6. MD/CFO Certification |
| 7. Vigil Mechanism/Whistle Blower and risk management policy | |
| 8. Familiarization program for independent directors | |
| 9. Prevention of Insider Trading | |
| 10. Complaints under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. | |

The aforesaid required disclosures for the specified matters have been given in the Board Report at the appropriate places, therefore to avoid repetition the same not been reproduced here.

9. Code of Conduct

The Board of Directors has approved a Code of Business Conduct which is applicable to the Members of the Board and all employees. The Code has been posted on the Company’s website www.sfil.in The Code lays down the standard of conduct which is expected to be followed by the Directors and the designated employees in their business dealings and in particular on matters relating to integrity in the work place, in business practices and in dealing with stakeholders. The Code gives guidance through examples on the expected behavior from an employee in a given situation and the reporting structure. All the Board Members and the Senior Management personnel have confirmed compliance with the Code.

10. Mandatory Requirements

The Company has complied with all the mandatory requirements of the SEBI (LODR) Regulations, 2015 as amended from time to time.

11. Unclaimed dividend and shares liable to transfer to IEPF Authority

a. Unclaimed Dividends

The Company is required to transfer dividends which have remained unpaid/unclaimed for a period of seven years to the Investor Education & Protection Fund established by the Government. The Company had transferred on 18th November, 2020, Rs. 85,719 to the IEPF authority, the unpaid/ unclaimed dividend, for the year ended 31st March, 2013.

Further, the company will, in November, 2021 transfer the unpaid/unclaimed dividend, if any to the said fund for the year ended 31st March, 2021 which have remained unclaimed/unpaid.

The dates by which the dividend amounts will be transferred to IEPF are as under:

Financial Year	Date of Declaration	Rate of Dividend in Rs. per Share of Rs. 10/-	Due date for transfer to IEPF
2013-14	22/09/2014	0.02*	21/11/2021
2014-15	25/09/2015	0.02	24/11/2022
2015-16	30/09/2016	0.02	29/11/2023
2016-17	29/09/2017	0.02	28/11/2024

*Sub-divided into Re. 1/- per share

** No dividend has been declared in the financial year 2017-18 to 2020-21.

Individual reminders are sent each year to those Members by way of note to the notice of the Annual General Meeting which remained unclaimed for a period of seven years from the date they became due for payment, before transferring the monies to the Investor Education & Protection Fund (IEPF). The information on unclaimed dividend is also posted on the website of the Company.

12. Compliance with discretionary requirements

A. Disclosures

1. There are no materially significant transactions with the related party viz. Promoters, Directors or the Management, or their relatives or Subsidiaries that had potential conflict with the Company’s interest. Suitable disclosure as required by the Indian Accounting Standard (IND AS 24) has been made in the Annual Report. The Related Party Transactions Policy as approved by the Board is uploaded on the Company’s website at http://www.syncomformulations.com/index.php?option=com_docman&task=cat_view&gid=60&Itemid=105.

2. There were no noncompliance by the Company and no penalty imposed by the stock exchange or any statutory authority on any matter related to capital market during the year except an Order passed by the SEBI on 02.04.2018 in the matter of First Financial Services for restraining the Company to access the capital market till the further order. The Company had submitted necessary information and applied to the SEBI for removal of the name of the Company and against SEBI Ad-Interim Ex-Parte Order in the matter of First Financial Services Limited Granted Interim Relief on 22/01/2016. Further orders were issued by the SEBI on 25th August, 2016 for providing reliefs for sale of the investments as per conditions stipulated therein. The Company is complying with the terms and conditions of the same.

The SEBI has further issued show cause Notice on 29th March, 2019 for initiation of inquiry under Rule 4 of Adjudication Rules 1995 read with Section 15I of the SEBI Act and Rule 4 of Adjudication Rules, 2005 read with section 231 of SCRA etc. for imposing penalty. The Company has filed an appeal before the SAT vide Case No. 181 of 2018 against the order dated 2nd April, 2018 issued by SEBI. The



SEBI (SAT) have partially allowed the relief prayed by the order dated 27th September, 2019 and the final outcome is still pending with the SAT.

3. The Company has formed and hosted the Vigil Mechanism Policy on the website of the Company, and the Company confirm that no personnel were denied to access to the audit committee.

4. The Company has hosted all the required policy on the website of the company; however, the Company is not having any material subsidiary during the year 2020-21.

5. The Company has given the web link of the related party transaction in the annual report.

6. Since the Company is not dealing in commodity hedging, therefore, it is not having any risk associated thereto.

7. The Company is not having any security to credit in the D-mat suspense account u/s 124(5) and (6) of the Companies Act, 2013.

B. Discretionary requirements under Regulation 27 of SEBI (LODR), Regulations, 2015

The Status of compliance with discretionary recommendations of the Regulation 27 of the SEBI (LODR) Regulations, 2015 is provided below:

1. Non- Executive Chairman's Office: N.A.
2. Shareholder's Rights: As the quarterly and half yearly financial performance along with significant events are published in the newspapers and are also posted on the Company's website, the same are not being sent to the shareholders.
3. Modified Opinion in Auditors Report: The Company's Financial Statement for the year 2020-21 does not contain any modified audit opinion.
4. Reporting of Internal Auditor: The Internal Auditor Reports to the Audit Committee.

For and on behalf of the Board

Place: Indore **KEDARMAL SHANKARAL BANKDA**
Date: 27th August, 2021 **CHAIRMAN & WHOLE-TIME DIRECTOR**
DIN: 00023050

Certificate on Compliance with Code of Conducts

As required under Schedule V(D) of the SEBI (LODR) Regulations, 2015 with BSE Limited, I hereby affirm that all the Board Members and Senior Management Personnel have affirmed compliance with the Syncom Code of Business Conduct and Ethics, as applicable to them, for the year ended 31st March, 2021.

For and on behalf of the Board

Place: Indore **KEDARMAL SHANKARAL BANKDA**
Date: 27th August, 2021 **CHAIRMAN & WHOLE-TIME DIRECTOR**
DIN: 00023050

Auditors Certificate on Corporate Governance

To,
 The Members,
 Syncom Formulations (India) Limited

1. This certificate is issued in accordance with the terms of our engagement.
2. We, Sanjay Mehta & Associates, Chartered Accountants, the Statutory Auditors of Syncom Formulations (India) Limited ("the Company"), have examined the compliance of conditions of Corporate Governance by the Company, for the year ended on March 31, 2021, as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and Para C and D of Schedule V of the SEBI (LODR) Regulations, 2015 (the Listing Regulations).

Management's Responsibility

3. The compliance of conditions of Corporate Governance is the responsibility of the Management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of the Corporate Governance stipulated in Listing Regulations.

Auditor's Responsibility

4. Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
5. We have examined the books of account and other relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.
6. We have carried out an examination of the relevant records of the Company in accordance with the Guidance Note on Certification of Corporate Governance issued by the Institute of Chartered Accountants of India (the ICAI), the Standards on Auditing specified under Section 143(10) of the Companies Act 2013, in so far as applicable for the purpose of this certificate and as per the Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
7. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

8. Based on our examination of the relevant records and according to the information and explanations provided to us and the representations provided by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and Para C and D of Schedule V of the Listing Regulations during the year ended March 31, 2021.
9. We 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, SANJAY MEHTA & ASSOCIATES
CHARTERED ACCOUNTANTS

Place: Indore
UDIN: 21079452AAAAIY5074
Date: 27th August, 2021

F.R. NO. 011524C

MANISH MITTAL
PARTNER
M. NO. 079452



CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (LODR) Regulations, 2015)

To,
The Members of
Syncom Formulations (India) Limited
7, Niraj Industrial Estate,
Off Mahakali Caves Road,
Andheri (E) Mumbai (MH) 400093

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Syncom Formulations (India) Limited having CIN:L24239MH1988PLC047759 and having registered office at 7, Niraj Industrial Estate, Off Mahakali Caves Road, Andheri (E) Mumbai (MH) 400093 (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 and 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, 2021 have been debarred or disqualified from being appointed or continuing as Director of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr.No.	Name of Director	DIN	Date of appointment in Company
1	Shri Kedarmal Shankarlal Bankda	00023050	13.04.1992
2	Shri Vijay Shankarlal Bankda	00023027	01.12.1999
3	Smt. Rinki Ankit Bankda	06946754	13.08.2014
4	Shri Krishna Das Neema	02294270	31.07.2008
5	Shri Praveen Jindal	05327830	12.07.2012
6	Shri Vinod Kumar Kabra	01816189	29.09.2007

Ensuring the eligibility of 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 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.

Place: Indore
Date: 9th August, 2021
UDIN:F003565C000755085

For, D.K. Jain & Co.
Company Secretaries
FRN No. I1995MP067500

CS (Dr.) Dilip Kumar Jain
Proprietor
FCS 3565: CP 2382
Peer Review No.: 743/2020

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF SYNCOM FORMULATIONS (INDIA) LIMITED

Opinion

We have audited the accompanying financial statements of **Syncom Formulations (India) Limited** (“the Company”) which comprises the Balance Sheet as at March 31, 2021, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and summary of significant accounting policies and other explanatory information (hereinafter referred to as “the standalone financial statements”).

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 (“the Act”) in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the act read with the Companies (Indian Accounting Standards) Rules, 2015 as amended, (“Ind AS”) and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2021, the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor’s Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI’s Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the standalone financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

S.N.	Key Audit Matter	Auditor’s Response
1.	Valuation, Accuracy, Completeness and disclosures pertaining to Inventories with reference to Ind AS 2. Inventories constitutes material component of financial statement. Correctness, completeness and valuation are critical for reflecting true and fair financial results of operations.	Our audit approach consisted testing of the design and operating effectiveness of the internal controls and substantive testing is as follows: a) We have assessed the Company’s process regarding Maintenance of records, Valuation and accounting of transactions relating to Inventory as per the Indian Accounting Standard 2. b) We have evaluated the design of Internal Controls relating to recording and valuation of Inventory. c) We have verified the compliance with the standard norms relating to production as framed and timely updated by the management.



Share Price Performance in Comparison to Board Based Indices – BSE Sensex

Particulars	01 st April, 2020	31 st March, 2021	% Change
Company Share Price (Rs.)	0.72	3.10	330.55
BSE Sensex	29468.49	49509.15	68.00

Share Transfer System

The Board has authorized Stakeholder Relationship Committee to approve and authorize matters relating to share transfers/transmission, issue of duplicate share certificates; etc. The Company's Registrars, M/s Ankit Consultancy Pvt. Ltd. has adequate infrastructure to process the share transfers.

The Share transfer requests received at the Registrar & Share Transfer Agent are processed and delivered within 15 days from the days of lodgment and in case of dematerialization requests are processed within 21/30 days from the date of receipt.

A predetermined process cycle at regular interval ensures the transfer of shares (in physical form) within the stipulated time limit.

As per the requirement of Regulations 40(9) of the Listing Regulations, a Company Secretary in Practice has certified due compliance of share transfer formalities on a half yearly basis.

i. Sub-division of shares

The Company had sub-divided its equity shares of Rs. 10/- each to Re. 1/- each on 8th July, 2013.

ii. Distribution of Shareholding as on 31st March, 2021

Shareholding of Nominal Value Rs.	No. of shareholder	%	Shares Amount in Rs.	%
Up to 1000	43,097	59.25	1,62,19,067	2.05
1001- 2000	7,861	10.81	1,32,41,183	1.68
2001- 3000	4021	5.53	1,08,02,001	1.37
3001 - 4000	2636	3.62	95,92,674	1.21
4001 - 5000	3514	4.83	1,72,43,851	2.18
5001 - 10000	5286	7.27	4,29,03,261	5.43
10001 - 20000	2826	3.89	4,23,46,986	5.36
20001 - 30000	1103	1.52	2,81,46,424	3.56
30001 - 40000	525	0.72	1,87,57,291	2.37
40001 - 50000	481	0.66	2,28,34,879	2.89
50001 - 100000	763	1.05	5,78,02,879	7.32
100000 Above	623	0.85	51,00,61,684	64.58
Total	72,736	100.00	78,99,52,180	100.00

iii. Shareholding Pattern as on 31st March, 2021

Category of Shareholder	No. of Shares held	%	No. of outstanding Convertible Warrants	Shareholding as a % assuming full conversion of convertible securities (as a % of Diluted Share Capital)
Promoters	32,52,99,779	41.18	15,00,47,820	50.57
Mutual Funds/UTI	-	-	-	-
Financial Institutions/Banks	-	-	-	-
Insurance Companies	-	-	-	-
Foreign Institutional Investors	-	-	-	-
Directors & Relatives	-	-	-	-
Individuals	42,90,47,262	54.31	-	45.64
Non- Resident Indians & OCB	2,06,26,106	2.61	-	2.19
Others	1,49,79,033	1.90	-	1.60
TOTAL	78,99,52,180	100.00	15,00,47,820	100.00

iv. Dematerialization of Shares & Liquidity as on 31st March, 2021

The shares of the Company are compulsorily traded in electronic mode and have established connectivity with both the Depositories namely, National Securities Depository Limited (NSDL) and Central Depository Services Limited (CDSL). As on 31st March, 2021 the numbers of shares held in dematerialized and physical mode are as under:

Particulars	Number of Shares	Percentage to Total Capital Issued
Held in demat mode in NSDL	495875118	35.56
Held in demat mode in CDSL	280896827	62.77
Sub Total (demat mode)	776771945	98.33
Physical Mode	13180235	1.67
Total	789952180	100.00

v. Outstanding GDRs/ADRs/Warrants or any convertible instruments, etc.

During the year company has taken approval from the members/shareholders on 12th January, 2021 to issue 15,93,47,820 warrants of Rs. 2.53 each convertible into the equity shares of Rs. 1/- each to Promoter and Promoter Group. Out of the above on 27th March, 2021, 93,00,000 warrants had been converted into the equity shares of the company and on 27th August, 2021, further 4,00,00,820 warrants are converted into equity shares of the company and 11,00,47,000 warrants is still outstanding for conversion into the equity share of the company. Except from above no convertible securities is issued at outstanding at the year end.

vi. Foreign exchange risk and hedging activities

The Company has no foreign exchange exposures; however, hedging/forwarding contract is done wherever it was required.

vii. Credit Rating

Company has not issued any debenture or accepted deposits so the rating from CRISIL or any other agency was not required to be obtained.

viii. Details of utilization of funds raised through preferential allotment as specified under Regulation 32 (7A)

During the year ended 31st March, 2021, the Company had allotted 15,93,47,820 Convertible Warrants ('Warrants'), each carrying a right to subscribe to One Equity Share per Warrant, at a price of Rs. 2.53 Per Warrant ('Warrant Price'), aggregating to Rs. 4031.50 Lakhs on a preferential basis to Promoter and Promoter Group.

An amount of Rs. 0.65 not less than the 25% of the Warrant Price was paid at the time of subscription aggregating Rs. 1035.76 Lakhs and the balance 75% of the Warrant Price is payable by the Warrant holder at the time of conversion in one or more tranches.

On 27th March, 2021 on receipt of balance option money of Rs. 1.88 per warrant aggregating Rs. 174.84 Lakhs for conversion of 93,00,000 warrants 93,00,000 converted into the 93,00,000 equity share of the company.

Further after 31st March, 2021, on 27th August, 2021 on receipt of balance option money of Rs. 1.88 per warrant aggregating Rs. 752.01 Lakhs for conversion of 4,00,00,820 warrants converted into the 4,00,00,820 equity share of the company.



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 B”, a statement on the matters specified in paragraphs 3 and 4 of the Order.

2. As required by Section 143(3) of the Act, we report that:

a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

b) In our opinion, proper books of account as required by law have been kept by the Company, so far as it appears from our examination of those books and proper returns are adequate for the purposes of our audit.

c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in equity and the Statement of Cash Flow dealt with by this Report are in agreement with the books of account.

d) In our opinion, the aforesaid financial statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

e) On the basis of the written representations received from the directors as on March 31, 2021 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2021 from being appointed as a director in terms of Section 164 (2) of the Act.

f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in “Annexure A”. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company’s internal financial controls over financial reporting.

g) With respect to the other matters to be included in the Auditor’s Report in accordance with requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the company to its directors during the year is in accordance with the provisions of section 197 of the Act.

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

(i) The Company does have pending litigations which are disclosed in sub clause (c) of clause (vii) of the Annexure B, however there is no material impact on its financial position.

(ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

(iii) There has been no delay in transferring amount required to be transferred to the Investor Education and Protection Fund by the Company.

For, Sanjay Mehta & Associates

Chartered Accountants
Firm Regn No. 011524C

Manish Mittal

Partner
M. No. 079452
Place: Indore
Date: 30th June, 2021

ANNEXURE “A” TO THE INDEPENDENT AUDITOR’S REPORT

(Referred to in paragraph 1(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of Syncom Formulations (India) Limited of even date)

Report on the Internal Financial Controls Over Financial Reporting 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 **SYNCOM FORMULATIONS (INDIA) LIMITED** (“the Company”) as of March 31, 2021 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

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

Auditor’s Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company 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”) issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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

Meaning of Internal Financial Controls over Financial Reporting

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A



Information Other than the Standalone Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the standalone financial statements and our auditor's report thereon. Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon. In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement in the other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the INDAS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting 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 controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the company's financial reporting process.

Auditor's Responsibility for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design

and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omission, misrepresentations, or the override of internal control.

- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the



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.

Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, to the best of our information and according to the explanations given to us, 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, 2021, 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, **Sanjay Mehta & Associates**

Chartered Accountants

Firm Regn. No. 011524C

Manish Mittal

Partner

M. No. 079452

Place: Indore

Date: 30th June, 2021

ANNEXURE "B" TO THE AUDITOR'S REPORT

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of Syncom Formulations (India) Limited of even date)

- i. In respect of the Company's fixed assets:
 - (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
 - (b) The Company has a program of verification to cover all the items of fixed assets in a phased manner which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain fixed assets were physically verified by the management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
 - (c) According to the information and explanations given to us, the records examined by us and based on the examination of the conveyance deeds/registered sale deeds provided to us, we report that, the title deeds, comprising all the immovable properties of land and buildings which are freehold, are held in the name of the Company as at the balance sheet date.
- ii. The management has conducted physical verification of inventory at reasonable intervals during the year and no material discrepancies were noticed on physical verification.
- iii. The company has not granted any loans, secured or unsecured to companies, firms, limited liability partnerships or other parties covered in the register maintained under section 189 of the Act. Accordingly, the provisions of clause 3(iii) (a) to (c) of the order are not applicable to the company and hence not commented upon.
- iv. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Act in respect of grant of loans, making investments and providing guarantees and securities, as applicable.
- v. The Company has not accepted deposits during the year and does not have any unclaimed deposits as at March 31, 2021 and therefore, the provisions of the clause 3 (v) of the Order are not applicable to the Company.
- vi. The Central Government has prescribed maintenance of cost records under sub section (1) of Section 148 of Companies Act, 2013, in respect of manufacturing activity of the company. We have broadly reviewed the accounts and records of the company in this connection and are of the opinion, that prima facie, the prescribed accounts and records have been made and maintained adequately.
- vii. According to the information and explanations given to us, in respect of statutory dues:
 - (a) The Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, Goods and Service Tax, Value Added Tax, Customs Duty, Excise Duty, Cess and other material statutory dues applicable to it with the appropriate authorities.
 - (b) There were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, Value Added Tax, Goods and Service Tax, Customs Duty, Excise Duty, Cess and other material statutory dues in arrears as at March 31, 2021 for a period of more than six months from the date they became payable.
 - (c) Details of dues of Income Tax, Sales Tax, Service Tax, Excise Duty and Value Added Tax which have not been deposited as at March 31, 2021 on account of dispute are given below:



(Rs. in Lakhs)

Nature of the Statute	Nature of Dues	Forum where dispute is pending	Period to which the demand pertains	Amount	Amount paid under protest
The Income Tax Act, 1961	Income Tax	Income Tax Appellate Tribunal Mumbai	2006-07	45.3	-
MP VAT Act, 2002	Commercial Tax	District Commissioner Appeal, Sales Tax, Indore	2013-14	1.02	0.26
	Commercial Tax	District Commissioner Appeal, Sales Tax, Indore	2014-15	1.01	0.20
	Commercial Tax	District Commissioner Appeal, Sales Tax, Indore	2015-16	0.13	0.02
Provident Fund Act	Provident Fund	High Court Indore	2005-06	7.55	3.77

- viii. In our opinion and according to the information and explanation given to us, the Company has not defaulted in the repayment of dues to banks. The company has not issued any debentures.
- ix. The Company has not raised money by way of initial public offer or further public offer (including debt instruments) or term loans and hence reporting under clause 3 (ix) of the Order is not applicable to the Company.
- x. To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or no material fraud on the Company by its officers or employees has been noticed or reported during the year.
- xi. In our opinion and according to the information and explanations given to us, the Company has paid/provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
- xii. The Company is not a Nidhi Company and hence reporting under clause 3 (xii) of the Order is not applicable to the Company.
- xiii. In our opinion and according to the information and explanations given to us, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements as required by the applicable Indian Accounting Standards.
- xiv. The Company has issued 15,93,47,820 share warrants on 1:1 basis by the way of preferential allotment at the issue price of Rs. 2.53 per warrant, which are convertible in the equity shares of the Company having face value of Rs. 1 per share. Out of the total share warrants, 93,00,000 share warrants have been converted into 93,00,000 equity shares of the Company. The amount raised has been utilized towards the purpose for which it was raised

(Rs. in Lakhs)

Nature of the Statute	Nature of Dues	Total Amount Raised	Amount utilized for the purpose	Unutilized balance as at Balance sheet date	Remarks, if any
Share Warrants	Expansion of Injectable capacity and modernization of tablet department at Pithampur Unit	12.106	1.84	10.266	-

- xv. In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its Directors or persons connected to its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company
- xvi. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For, **Sanjay Mehta & Associates**
Chartered Accountants
Firm Regn. No. 011524C

Manish Mittal
Partner
M. No. 079452

Place: Indore
Date: 30th June, 2021



Balance Sheet as at 31st March, 2021

(Amount in ₹)

PARTICULARS	Note	As at 31-03-2021	As at 31-03-2020
ASSETS			
Non-current assets			
(a) Property, Plant and Equipment	3	44,19,88,705	45,87,86,079
(b) Capital Work in Progress		38,21,165	-
(c) Intangible assets	3	12,37,247	10,56,867
(d) Investment Property	4	47,13,34,270	47,13,34,270
(e) Financial Assets			
(i) Investments	5	1,16,74,495	63,31,730
(ii) Fixed Deposits & Accrued Interest	6	7,70,40,168	-
(iii) Deposits	7	33,74,877	28,95,091
(f) Other Non Current Assets	8	76,22,664	50,00,000
Current assets			
(a) Inventories	9	22,55,51,836	16,07,22,370
(b) Financial Assets			
(i) Investments	10	9,89,25,212	-
(ii) Trade Receivables	11	74,82,21,981	43,34,22,340
(iii) Cash And Cash Equivalents	12	2,75,14,437	8,20,75,298
(iv) Bank Balances other than (ii) above	13	61,44,91,091	36,68,980
(v) Deposits	14	4,12,00,000	3,81,48,148
(vi) Loans & Advances	15	19,34,853	15,22,111
(d) Other Current Assets	16	14,05,64,050	14,02,73,047
Total		2,91,64,97,051	1,80,52,36,331
EQUITY AND LIABILITIES			
Equity			
(a) Equity Share Capital	17	78,99,52,180	78,06,52,180
(b) Other Equity	18	1,08,58,87,789	67,58,49,708
Liabilities			
Non Current Liabilities			
(a) Financial Liabilities			
(i) Trade and other Deposits	19	1,53,57,153	1,70,11,363
(b) Provisions	20	1,39,06,671	1,20,76,767
(c) Deferred Tax Liabilities (Net)	21	4,43,53,045	4,20,42,184
Current liabilities			
(a) Financial liabilities			
(i) Borrowings	22	62,09,00,752	2,14,75,713
(ii) Trade Payables			
Total Outstanding Dues of Micro Enterprises and Small Enterprises	23	2,87,52,448	1,14,96,167
Total Outstanding Dues of Creditors other than Micro Enterprises and Small Enterprises	23	26,42,39,699	19,14,69,507
(iii) Other Financial Liabilities	24	21,07,995	2,84,27,533
(b) Other Current Liabilities	25	2,91,33,696	51,39,796
(c) Provisions	26	2,19,05,623	1,95,95,414
Total		2,91,64,97,051	1,80,52,36,331

The accompanying notes form an integral part of the financial statements

As per our report of even date attached.

For Sanjay Mehta and Associates

Chartered Accountants
FRN- 011524C

Manish Mittal
Partner
M.No- 079452
Date: 30/06/2021
Place: Indore

Kedarmal Bankda
Chairman
DIN- 00023050

Vijay Bankda
Managing Director
DIN- 00023027

Ankit Bankda
CFO

SHUBHAM DUBEY
CS
MNo. A54971

For and on behalf of the Board of Directors of Syncom Formulations (India) Limited


Statement of Profit and Loss for the year ended 31st March, 2021 (Amount in ₹)

PARTICULARS	Note	As at 31-03-2021	As at 31-03-2020
INCOME :			
Revenue from Operations (Gross)	27	2,44,80,50,669	2,05,51,10,538
Other Income	28	7,14,10,488	5,22,18,630
		2,51,94,61,157	2,10,73,29,168
EXPENDITURE :			
Cost of Material Consumed	29	99,09,54,395	95,62,23,332
Purchase of Stock-in-Trade	30	66,41,28,155	59,69,45,935
Changes in Inventories of Finished Goods, Stock-in-Process and Stock-in-Trade	31	(4,04,66,661)	(3,69,62,498)
Employee Benefits Expense	32	19,66,56,136	16,29,26,351
Finance Costs	33	27,11,088	54,71,187
Depreciation and Amortization Expense	3	4,03,49,254	4,06,11,214
Other Expenses	34	25,83,89,945	20,87,07,014
Total Expenses		2,11,27,22,312	1,93,39,22,535
Profit / (Loss) Before Extraordinary Items and tax		40,67,38,845	17,34,06,633
Exceptional Item	35	2,99,858	(5,16,194)
Profit / (Loss) before tax		40,70,38,703	17,28,90,439
Tax Expense			
Current Tax		10,29,01,000	4,43,38,853
Income Tax (Earlier Years)		1,01,07,229	(12,897)
Deferred Tax		23,10,861	(1,39,69,631)
Profit / (Loss) for the Period		29,17,19,613	14,25,34,114
Other Comprehensive Income			
Items that will be reclassified to Profit & Loss			
Profit / (Loss) on Measurement of Financial Assets at Fair Value		73,34,507	(87,62,754)
Gain / (Loss) on Actuarial valuation of employee benefits		(7,76,122)	(35,09,565)
Total Comprehensive Income		29,82,77,998	13,02,61,795
Earning per equity share of Rs. 1 each			
Basic attributable to equity holders of the company		0.38	0.17
Diluted attributable to equity holders of the company		0.37	0.17

**Notes & significant accounting policies,
forming part of financial statements**
As per our report of even date attached.

1 to 47

For Sanjay Mehta and Associates
Chartered Accountants
FRN- 011524C

For and on behalf of the Board of Directors of
Syncom Formulations (India) Limited

Manish Mittal
Partner
M.No- 079452

Kedarmal Bankda
Chairman
DIN- 00023050

Vijay Bankda
Managing Director
DIN- 00023027

Date: 30/06/2021
Place: Indore

Ankit Bankda
CFO

SHUBHAM DUBEY
CS
MNo. A54971



Cash Flow Statement for the period ended 31st March, 2021 (Amount in ₹)

PARTICULARS	Year Ended 31-03-2021	Year Ended 31-03-2020
Cash Flow from Operating Activities		
Profit before extraordinary item and tax	40,67,38,845.40	17,34,06,633.00
<i>Adjustments for:</i>		
Gain/(Loss) on Actuarial valuation of employee benefits	(7,76,122.00)	(35,09,565.00)
Depreciation	4,03,49,253.97	4,06,11,214.00
Finance Costs	27,11,088.45	46,00,910.00
Other Income	(6,25,76,013.09)	(5,22,18,630.00)
Operating Profit before working capital changes	38,64,47,052.73	16,28,90,562.00
<i>Changes in Working Capital</i>		
Inventory	(6,48,29,465.50)	(2,34,86,787.00)
Trade Receivables	(31,47,99,641.06)	(2,01,33,269.00)
Loans & Advances	(4,12,742.00)	1,33,35,030.00
Other Current Assets	(33,42,854.32)	(4,47,05,453.00)
Trade Payables	9,00,26,473.08	(86,71,014.00)
Other Financial Liabilities	(2,63,19,538.13)	2,63,26,991.00
Other Current Liabilities	2,39,93,900.08	(49,66,123.00)
Short Term Provisions	23,10,209.24	23,70,366.00
Changes in Working Capital	(29,33,73,658.62)	(5,99,30,259.00)
Cash Generated from Operations before Tax	9,30,73,394.11	10,29,60,303.00
Less: Income Tax Paid	11,30,08,229.20	4,43,25,956.00
Net Cash From Operating Activities	(1,99,34,835.09)	5,86,34,347.00
Cash Flow from Investing Activities		
Change in Property Plant and Equipment, Intangible Assets and Capital WIP	-	(1,74,80,761.00)
Change in Investment Property	-	(6,92,91,500.00)
Change in Fixed Deposit & Accrued Interest	(68,78,62,279.20)	15,77,714.00
Change in Deposits	(4,79,786.00)	3,52,89,434.00
Change in Other Non Current Assets	(26,22,664.00)	80,80,531.00
Change in Trade & Other Deposits	(16,54,210.07)	47,11,869.00
Other Income	6,25,76,013.09	5,22,18,630.00
Change in Investment	(9,69,33,469.55)	-
Net Cash from Investing Activities	(75,46,24,964.23)	1,51,05,917
Cash Flow from Financing Activities		
Finance Costs	(27,11,088.45)	(46,00,910.00)
Change in Long Term Liabilities	18,29,904.00	47,14,395.00
Issue of Warrants & Share capital	12,10,60,083.00	
Borrowings	59,94,25,039.65	(6,52,68,706.00)
Dividend Paid	-	-
Net Cash from Financing Activities	71,96,03,938.20	(6,51,55,221.00)
Net Decrease in Cash & Cash Equivalents	(2,73,07,292.61)	85,85,043.00
Cash & Cash Equivalents at the beginning of the Period	8,20,75,298.00	7,34,90,255.00
Cash & Cash Equivalents at the End of Period	5,47,68,005.39	8,20,75,298.00

For Sanjay Mehta and Associates
Chartered Accountants
FRN- 011524C

For and on behalf of the Board of Directors of Syncom Formulations (India) Limited

Manish Mittal
Partner
M.No- 079452
Date: 30/06/2021
Place: Indore

Kedarmal Bankda
Chairman
DIN- 00023050

Vijay Bankda
Managing Director
DIN- 00023027

Ankit Bankda
CFO

SHUBHAM DUBEY
CS
MNo. A54971



Statement of Changes in Equity

(Amount in ₹)

Particulars	Equity Share Capital	Other Equity					Total Equity attributable to equity holder of the company	
		Reserves & Surplus						
	Share Premium	Upfront Money Received Against Share Warrants	Capital Subsidy	General Reserve	Other Comprehensive Income	Retained Earnings		
Balance as at 31st March, 2020	78,06,52,180	-	-	7,50,000	60,00,00,000	(5,63,96,544)	13,14,96,252	1,45,65,01,888
Changes in equity for the year ended 31st March, 2021								
Equity shares converted from share warrants	93,00,000	-	-	-	-	-	-	93,00,000
Share premium received on conversion of share warrants	-	1,42,29,000	-	-	-	-	-	1,42,29,000
Application money received on issue of share warrants	-	-	9,75,31,083	-	-	-	-	9,75,31,083
Profit for the period (a)	-	-	-	-	-	-	29,17,19,613	29,17,19,613
Other Comprehensive Income (b)	-	-	-	-	-	-	-	-
Profit / (Loss) on Measurement of Financial Assets at Fair Value	-	-	-	-	73,34,507	-	-	73,34,507
Gain / (Loss) on Actuarial valuation of employee benefits	-	-	-	-	(7,76,122)	-	-	(7,76,122)
Total Comprehensive Income (a+b)	-	-	-	-	-	65,58,385	29,17,19,613	29,82,77,998
Balance as at 31st March, 2021	78,99,52,180	1,42,29,000	9,75,31,083	7,50,000	60,00,00,000	(4,98,38,159)	42,32,15,865	1,87,58,39,969

Particulars	Other Equity					Total Equity attributable to equity holder of the company
	Reserves & Surplus					
	Equity Share Capital	Capital Subsidy	General Reserve	Other Comprehensive Income	Retained Earnings	
Balance as at 31st March, 2019	780,652,180	750,000	475,000,000	(44,124,225)	113,962,138	1,326,240,093
Changes in equity for the year ended 31st March, 2019						
Profit for the period (a)	-	-	-	-	142,534,114	142,534,114
Other Comprehensive Income (b)	-	-	-	(12,272,319)	-	(12,272,319)
Transfer to General Reserve	-	-	125,000,000	-	(125,000,000)	-
	-	-	-	-	-	-
Total Comprehensive Income (a+b)	-	-	125,000,000	(12,272,319)	17,534,114	130,261,795
Balance as at 31st March, 2020	780,652,180	750,000	600,000,000	(56,396,544)	131,496,252	1,456,501,888

For Sanjay Mehta and Associates

Chartered Accountants
FRN- 011524C

Manish Mittal
Partner
M.No- 079452

Kedarmal Bankda
Chairman
DIN- 00023050

Vijay Bankda
Managing Director
DIN- 00023027

Ankit Bankda
CFO

SHUBHAM DUBEY
CS
MNo. A54971

Date: 30/06/2021
Place: Indore

For and on behalf of the Board of Directors of Syncom Formulations (India) Limited



SYNCOM FORMULATIONS (INDIA) LIMITED
NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR
THE YEAR ENDED 31ST MARCH, 2021

SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO ACCOUNTS

Factory Building	30 Years
Building Other	60 Years
Plant & Machinery	5-20 Years
Solar Generation Plant	25 Years ¹
Electric Installation	10 Years
Furniture & Fixtures	7-10 Years
Office Equipment	5 Years
Computer	3 Years
Vehicle	8 Years

1. Corporate Information/Background

Syncom Formulations India Limited - a renowned name in the Indian Pharmaceutical Industry represents synergistic combination of commitment and consistency.

Syncom possesses the manufacturing strength in its own manufacturing set-up at Pithampur (30 kms away from Indore, the commercial capital of Madhya Pradesh, India). Established in the year 1988, Syncom's state of art WHO-GMP and ISO 9001-2015 certified plant is geared up with latest production machineries and maintains high quality standards. Currently Syncom manufactures and markets more than 200 pharmaceutical formulations products in various dosage forms like Tablets, Capsules, Liquids Orals, Liquid Vials and Ampoule Injections & Dry Vial injections, Dry Syrups, Ointments and Inhalers.

2. Summary of significant accounting policies

a. Basis of Preparation

These financial statements are prepared in accordance with Indian Accounting Standards (Ind AS) under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values, the provisions of the Companies Act, 2013 ('the Act') (to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI). The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and relevant amendment rules issued thereafter.

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

b. Use of estimates and judgements

The preparation of financial statements in conformity with Ind AS requires the management to make judgments, estimates and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the period. Although, these estimates, judgements and assumptions are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

c. Property Plant and Equipment

Property, plant and equipment are stated at cost less accumulated depreciation and impairment, if any. Costs directly attributable to acquisition are capitalized until the property, plant and equipment are ready for use, as intended by the Management. The Company depreciates property, plant and equipment over their estimated useful lives using the straight-line method. The Estimated useful lives of assets are as follows:

¹ the life for solar generation plant is not prescribed in the under Part C of Schedule II of the Companies Act, 2013 therefore the useful lives as given above represent the period over which the Management expects to use these assets.

Useful lives for the rest of the assets are as prescribed under Part C of Schedule II of the Companies Act, 2013

Gains and losses on disposals are determined by comparing the proceeds with carrying amount.

d. Intangible assets

An intangible asset is recognized when it is probable that the future economic benefits attributable to the asset will flow to the enterprise and where its cost can be reliably measured. Intangible assets are stated at cost of acquisition less accumulated amortization and impairment losses, if any. Cost comprises the purchase price and any cost attributable to bringing the assets to its working condition for its intended use which includes taxes, freight, and installation and allocated incidental expenditure during construction/ acquisition and exclusive of tax credit available to the Company.

Subsequent expenditure relating to intangible fixed assets is capitalized only if such expenditure results in an increase in the future benefits from such asset beyond its previously assessed standard of performance.

e. Impairment of Assets

The carrying amounts of assets are reviewed at each balance sheet date if there is any indication of impairment based on internal/external factors. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the assets' net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value at the weighted average cost of capital.

After impairment, depreciation/amortization is provided on the revised carrying amount of the asset over its remaining useful life.

f. Revenue Recognition

Revenue from sales has been recognized only when the entity completes its performance obligation and transfers the control in the goods to the customer. Thus, Revenue from sales has been recognized at the point of dispatch of the goods to the customer since its performance obligation has been completed and the control in goods has been transferred.

All other incomes are recognized on accrual basis.

g. Government Grants

Government grants needs to be recognized when there is a reasonable assurance that, the entity will comply with the conditions attached to it and the grants will be received. The government grant receivable to the company has various conditions attached to it which includes making specified investment, annual production capacity and annual export score and is receivable in 7 yearly installments. Also, company has opted to apply Income based approach. Since, the amount of government grant cannot be reliably measured due to the conditions attached to it and there is uncertainty regarding the fulfillment of conditions and future



installments of grant, government grants has been recognized through Statement of Profit and Loss on receipt basis.

h. Borrowing Costs

Borrowing cost includes interest, amortization of ancillary costs incurred in connection with the arrangement of borrowings.

Borrowing costs that are directly attributable to the acquisition, construction or production of an asset that takes a substantial period of time to get ready for its intended use are capitalized. All other borrowing costs are recognized as expenditure in the period in which they are incurred.

i. Foreign currency translation

Initial recognition:

Foreign currency transactions are recorded in the reporting currency by applying the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

Conversion:

Foreign currency monetary items are reported using the closing rate. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction; non-monetary items which are carried at fair value or other similar valuation denominated in a foreign currency are reported using the exchange rates that existed when such values were determined.

Exchange differences:

Exchange differences arising on the settlement of monetary items or on reporting the Company's monetary items at rates different from those at which they were initially recorded during the year, or reported in previous financial statements, are being dealt in the statement of profit & loss.

j. Investment and other financial assets

Classification

The company classifies its financial assets in the following measurement categories:

- Those to be measured subsequently at fair value and
- Those measured at amortized cost.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will be recorded other comprehensive income.

Measurement

At initial recognition, the company measures financial assets at its fair value plus, in the case of a financial asset not at fair value through profit and loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit and loss are expensed in profit and loss.

Investment property

An investment in land or buildings, which is not intended to be occupied substantially for use by, or in the operations of, the Company, is classified as investment property. Investment properties are stated at cost.

k. Retirement and other employee benefits

Defined contribution plan

The Company makes defined contribution to Government Employee Provident Fund, Government Employee Pension Fund, Employee Deposit Linked Insurance, ESI and Superannuation Schemes, which are recognized in the Statement of Profit and Loss on accrual basis.

The Company has no further obligations under these plans beyond its monthly contributions.

Gratuity

The Company provides for retirement benefits in the form of Gratuity. Benefits payable to eligible employees of the company with respect to gratuity, a defined benefit plan is accounted for on the basis of an actuarial valuation as at the Balance Sheet date. The present value of such obligation is determined by the projected unit credit method and adjusted for past service cost and fair value of plan assets as at the balance sheet date through which the obligations are to be settled. The resultant actuarial gain or loss on change in present value of the defined benefit obligation or change in return of the plan assets is recognized as an income or expense in the Statement of Profit and Loss.

l. Cash and cash equivalents

Cash and cash equivalents include cash in hand, demand deposits with banks, other short term highly liquid investments with original maturities of three months or less.

m. Inventories

Raw materials, components, stores and spares, and packing material are valued at lower of cost or net realizable value. However, these items are considered to be realizable at replacement cost if the finished goods, in which they will be used, are expected to be sold below cost.

Cost of inventories is computed on a FIFO basis. Cost includes purchase price, (excluding those subsequently recoverable by the enterprise from the concerned revenue authorities), freight inwards and other expenditure incurred in bringing such inventories to their present location and condition.

Work in progress and manufactured finished goods are valued at the lower of cost and net realizable value. Cost of work in progress and is determined on the basis of stage of completion, while cost for finished goods is determined by reducing the estimated gross margin from the billing price.

n. Income taxes

Tax expense for the period comprises of current tax and deferred tax.

Provision for current tax is made on the basis of estimated taxable income for the current accounting year in accordance with the Income-tax Act, 1961.

The deferred tax for timing differences between the book and tax profits for the year is accounted for, using the tax rates and laws that have been substantively enacted as of the reporting date.

Deferred tax charge or credit reflects the tax effects of timing differences between accounting income and taxable income for the period. The deferred tax charge or credit and the corresponding deferred tax liabilities or assets are recognized using the tax rates that have been enacted or substantively enacted by the balance sheet date. Deferred tax assets are recognized only to the extent there is reasonable certainty that the assets can be realized in future. Deferred tax assets are reviewed at each balance sheet date and are written down or written up to reflect the amount that is reasonably/virtually certain (as the case may be) to be realized.

o. Leases

Covid-19 Impact:

The Covid-19 pandemic has impacted our lease rentals which was not material and the changes in the lease rentals are recognized through statement of profit and loss.

As a Lessee:

Leases, where the lessor effectively retains substantially all the risks and benefits of ownership of the leased item, are classified as operating leases. Operating lease payments are recognized as an expense in the



Statement of Profit and Loss on a straight-line basis over the lease term.

As a Lessor:

Leases in which the Company does not transfer substantially all the risks and benefits of ownership of the asset are classified as operating leases. Lease income on an operating lease is recognized in the Statement of Profit and Loss on a straight-line basis over the lease term. Costs are recognized as an expense in the Statement of Profit and Loss. Initial direct costs such as legal costs, brokerage costs, etc. are recognized immediately in the Statement of Profit and Loss.

p. Contingent Liability, Provisions and Contingent Asset

The Company creates a provision when there is present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of obligation.

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that probably will not require an outflow of resources or where a reliable estimate of the obligation cannot be made.

Contingent assets are neither recorded nor disclosed in the financial statements.

q. Earnings Per Share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting preference dividends and attributable taxes) by the weighted average number of equity shares outstanding during the period. Partly paid equity shares are

treated as a fraction of an equity share to the extent that they are entitled to participate in dividends relative to a fully paid equity share during the reporting period.

The weighted average numbers of equity shares are adjusted for events such as bonus issue, bonus element in the rights issue, share split and reverse share split (consolidation of shares) that have changed the number of equity shares outstanding, without corresponding change in resources.

For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

r. Dividend

The final dividend on shares is recorded as a liability on the date of approval by the Shareholders and interim dividends are recorded as a liability on the date of declaration by the Board of Directors. However, for the year, the Board of Directors have not declared any dividend.

s. Segment Reporting

The accounting policies adopted for segment reporting are in conformity with the accounting policies adopted for the Company. The Company's operating businesses are organized and managed appropriately according to the nature of products and services provided. Refer Note 40 for segment information presented.

NOTE - 3 :

(Amount in ₹)

PARTICULARS	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	Op. Block 01/04/2020	Additions	Sale / Transfer	Cl. Block 31/03/2021	Opening	During the Year	Written back	Closing Balance	Closing 31/03/2021	Opening 01/04/2020
Property Plant & Equipment										
Air Conditioner	-	41,406	-	41,406	-	323	-	323	41,083	-
Lease hold Land	11,86,605	-	-	1,186,605	255,312.37	12,588	-	267,900	918,705	931,293
Free Hold Land	17,41,000	-	-	1,741,000	-	-	-	-	1,741,000	1,741,000
Building Factory	25,48,77,352	5,956,057	-	260,833,409	100,349,330.46	8,013,806	-	108,363,137	152,470,272	154,528,022
Building Other	5,36,99,722	-	-	53,699,722	7,733,814.28	906,050	-	8,639,864	45,059,858	45,965,908
Plant and Machinery	36,59,33,204	16,199,207	715,321	381,417,090	218,208,785.77	16,127,121	641,879	233,694,028	147,723,062	147,724,418
Solar Generation Plant	38,428,750	-	-	38,428,750	4,400,400.41	1,460,314	-	5,860,715	32,568,035	34,028,350
Electric Installation	57,428,352	-	376,268	57,052,084	25,985,958.25	5,921,716	354,568	31,553,106	25,498,978	31,442,394
Furniture and Fixture	75,506,109	-	-	75,506,109	48,410,015.15	3,649,102	-	52,059,117	23,446,992	27,096,094
Office Equipment	39,338,083	368,936	-	39,707,019	33,223,235.87	1,796,777	-	35,020,012	4,687,006	6,114,847
Office Building	-	276,438	-	276,438	-	120	-	120	276,318	-
Computer	12,702,925	458,360	-	13,161,285	11,881,797.47	202,398	-	12,084,195	1,077,090	821,128
Vehicle	22,853,375	-	-	22,853,375	14,460,749.65	1,912,319	-	16,373,069	6,480,306	8,392,625
Sub-Total	923,695,477	23,300,404	1,091,589	945,904,292	464,909,400	40,002,634	996,447	503,915,587	441,988,705	458,786,078
Previous year	90,77,43,015	19280761	3328299	923695477	425633647	40287856	1012105	464909398	458786078	482109368
CWIP										
Building Factory	-	3,821,165	-	3,821,165	-	-	-	-	3,821,165	-
Sub-Total	-	3,821,165	-	3,821,165	-	-	-	-	3,821,165	-
Previous year	-	-	-	-	-	-	-	-	-	-
Intangible Asset										
Computer Software	5,377,958	55,000	-	5,432,958	4,321,091	312,468	-	4,633,559	799,399	1,056,867
Trademark	-	472,000	-	472,000	-	34,152	-	34,152	437,848	-
Sub-Total	5,377,958	527,000	-	5,904,958	4,321,091	346,620	-	4,667,711	1,237,247	1,056,867
Previous year	5377958	-	-	5377958	3997733	323358	-	4321091	1056867	1380225



Syncom Formulations (India) Limited
Notes on Financial Statements for the year ended March 31, 2021

PARTICULARS	As at 31-Mar-21	As at 31-Mar-20
Note 4 Investment Property		
Property At Thane, Mumbai	5,43,64,002	5,43,64,002
Property At Goregaon	25,97,21,284	25,97,21,284
Property At Bhiwandi	8,79,57,484	8,79,57,484
Property At Chandiwali, Andheri (E)	6,92,91,500	6,92,91,500
Total	47,13,34,270	47,13,34,270
Note 5 Investments		
In Equity shares - quoted, fully paid up		
Stated at fair value as on date		
Ravi Kumar Distilleries Ltd.	38,32,500	23,30,160
5,11,000 (Previous Year 5,11,000) shares of Rs. 10 each fully paid up		
Bil Energy Systems Ltd.	13,18,120	5,20,870
10,63,000 (Previous Year 10,63,000) shares of Rs. 1 fully paid up		
PFL Infotech Ltd.	1,22,625	1,40,610
32,700 (Previous Year 32,700) shares of Rs. 10 fully paid up		
Risa International Ltd.	19,350	29,250
45,000 (Previous year 45,000) shares of Rs. 2 fully paid up		
Rutron International Ltd	1,21,000	2,53,000
5,50,000 (Previous Year 5,50,000) shares of Re.1 fully paid up		
Upsurge Investment & Finance Ltd.	62,60,900	30,57,840
2,74,000 (Previous Year 2,74,000) shares of Rs. 10 fully paid up		
Total	1,16,74,495	63,31,730
Note 6 Fixed Deposits & Accrued Interest		
in Fixed deposits with NBFCs (with Maturity more than 12 months)	1,00,00,000	-
In Fixed deposits with Scheduled Banks (with Maturity more than 12 months)	6,65,00,000	-
Accrued Interest on above	5,40,168	-
Total	7,70,40,168	-
Note 7 Deposits		
Deposits to Government Authorities	33,74,877	28,95,091
Deposits for Premises to Related Parties	-	-
Total	33,74,877	28,95,091
Note 8 Other Non Current Assets		
Capital Advances	76,22,664	50,00,000
Prepaid Rent	-	28,31,371
Less: Current Portion	-	(28,31,371)
Total	76,22,664	50,00,000



Syncom Formulations (India) Limited
Notes on Financial Statements for the year ended March 31, 2021

PARTICULARS	As at 31-Mar-21	As at 31-Mar-20
Note 9 Inventories		
(Valued at lower of cost or net realizable value)		
Raw Materials (Other than transit)	4,74,03,807	3,49,51,410
Stock in Process	4,04,40,658	3,19,15,000
Finished Goods	9,05,06,028	5,30,29,241
Packing Material (Other than transit)	4,48,07,720	3,27,79,079
Stock of Traded Goods	-	55,35,784
Stores & spares and others	23,93,623	25,11,856
Total	22,55,51,836	16,07,22,370
Details of Inventories of Work in Progress		
Tablets	2,82,76,642	3,03,02,146
Capsules	57,75,957	7,40,710
Liquids	15,01,329	3,25,846
Ampoules	36,59,769	-
other inventory	12,26,961	5,46,298
Total	4,04,40,658	3,19,15,000
Note 10 Current Investments		
Investment in Mutual funds		
Stated at fair value as on date		
ICICI Prudential	1,05,23,022	-
SBI Magnum Fund (Medium)	5,14,63,868	-
SBI Magnum Fund (Ultra Short)	9,22,901	-
Investment in Bonds		
Stated at fair value as on date		
8.95% Aditya Birla Finance Ltd. 4 Bonds at face value of Rs. 10,00,000 each	43,46,805	-
7.05% LIC Housing Finance Ltd. 5 Bonds at face value of Rs. 10,00,000 each	49,55,905	-
9.85% DCB 20 Bonds at face value of Rs. 1,00,000 each	19,90,202	-
8.85% HDFC Bank Prep 1 Bond at face value of Rs. 10,00,000	10,20,001	-
8.40% HDFC Ergo Health Insurance Ltd. 5 Bonds at face value of Rs. 10,00,000 each	51,67,505	-
11.70% Indian Overseas Bank 3 Bonds at face value of Rs. 10,00,000 each	32,08,603	-
9.05% L&T Finance Limited 2000 Bonds at face value of Rs. 1,000 each	21,46,602	-
L&T Infrastructure Finance Company Ltd. 2 Bonds at face value of Rs. 10,00,000 each	20,72,602	-
9.00% Mahindra & Mahindra Financial Service Ltd. 1000 Bonds at face value of Rs. 1000 each	10,65,186	-
9.05% Punjab National Bank 4 Bonds at face value of Rs. 10,00,000 each	40,40,404	-
7.55% REC Limited 1 Bond at face value of Rs. 10,00,000	10,33,601	-
8.52% Tata AIG Insurance 5 Bonds at face value of Rs. 10,00,000 each	49,68,005	-
Total	9,89,25,212	-



Syncom Formulations (India) Limited

Notes on Financial Statements for the year ended March 31, 2021

PARTICULARS	As at 31-Mar-21	As at 31-Mar-20
Note 11 Trade Receivables		
Secured, Considered Good		
Unsecured, Considered Good	74,82,21,981	43,34,22,340
Trade Receivables which have significant increase in credit risk Within Six Months		
Trade Receivables - Credit Impaired	-	-
Total	74,82,21,981	43,34,22,340
Note 12 Cash & Cash Equivalents		
Cash in hand	22,40,563	24,87,161
Balance with Banks	-	-
In Fixed Deposits with Maturity Less than 3 Months	59,53,470	7,37,29,324
In Current accounts	1,82,40,265	46,90,583
In Current accounts in respect of Unclaimed dividend warrants	10,80,140	11,68,230
Total	2,75,14,437	8,20,75,298
Note 13 Bank Balances other than above		
Fixed Deposit (With Maturity more than 3 month)	60,91,48,719	36,20,000
Interest Accrued thereon	53,42,372	48,980
Total	61,44,91,091	36,68,980
Note 14 Deposits		
Deposits for Premises to Related Parties (current)	4,12,00,000	3,81,48,148
Total	4,12,00,000	3,81,48,148
Note 15 Loans and Advances		
(Unsecured Considered good)		
Advances to Employees	19,34,853	14,63,956
Advances to Suppliers	-	58,155
Total	19,34,853	15,22,111
Note 16 Other Current Assets		
Prepaid Expenses	3,84,448	4,60,914
Advance to suppliers	2,23,72,085	1,44,88,490
Current Portion of Prepaid Rent	-	28,31,371
Appeal Money Deposit With Sales Tax	47,255	47,255
Provident Fund Paid Under Protest	3,77,398	3,77,398
Income Tax paid under protest	-	60,59,500
Interest Accrued on Bonds	16,18,905	-
Income Tax Refund Receivable (A.Y. 2020-21)	2,85,130	-
Sub Total	2,50,85,221	2,42,64,928
Balances with Government Authorities		
Export Incentives Receivables	6,68,96,940	4,62,93,301
Service Tax Paid Under Protest	11,94,406	11,94,406
Excise Duty Receivable	-	-
Balances with Central Excise/GST	2,52,96,277	5,17,41,697
Refund from Govt. Dept	2,20,91,206	1,67,78,716
Sub Total	11,54,78,829	11,60,08,119
Total	14,05,64,050	14,02,73,047



PARTICULARS	As at 31-Mar-21	As at 31-Mar-20
Note 17 Equity Share Capital		
Authorized Share Capital 95,00,00,000 equity shares of Rs 1 each (Previous year 80,00,00,000 equity shares of Rs. 1 each)	95,00,00,000	80,00,00,000
Issued, Subscribed & Fully Paid up 78,99,52,180 Equity shares of Rs. 1 fully paid up (Previous year 78,06,52,180 equity shares of Rs. 1 each) (The company has only one class of equity shares. Each share holder is eligible for one vote per share. In the event of liquidation, the equity shareholders are eligible to receive the assets of the company after distribution of all preferential amounts in proportion to their shareholding).	78,99,52,180	78,06,52,180
Total	78,99,52,180	78,06,52,180

- 1.1 Of the above shares 75,00,000 equity shares of Rs 1 each were allotted as fully paid up bonus shares by capitalization of General Reserve.
1.2 Of the above shares 4,92,40,000 equity shares of Rs. 1 each have been allotted for consideration other than cash.
1.3 Of the above shares 55,76,08,700 equity shares of Rs. 1 each were allotted as fully paid bonus shares by capitalization of General Reserve, Share Premium, in the proportion of 5 shares for every 2 shares of Rs. 1.

The details of Shareholders holding more than 5% shares :

Name of Share Holder	As at 31.03.2021		As at 31.03.2020	
	No. of Share @ Re. 1	% Held	No. of Share @ Re. 1	% Held
Mr. Kedarmal Bankda	9,01,94,650	11.42%	9,01,94,650	11.55%
Mr. Vijay Bankda	5,85,53,775	7.41%	5,85,53,775	7.50%
Mr. Ankit Bankda	4,68,86,420	5.94%	4,68,86,420	6.01%
M/s Paradise Vyapar Pvt. Ltd.	4,71,86,125	5.97%	4,71,86,125	6.04%

The reconciliation of the number of shares outstanding is set out below

PARTICULARS	As at 31.03.2021	As at 31.03.2020
	No. of Shares	No. of Shares
Equity Shares at Beginning of the Year	78,06,52,180	78,06,52,180
Add: Share warrants converted into equity shares	93,00,000	-
Equity Shares at End of the Year	78,99,52,180	78,06,52,180

PARTICULARS	As at 31-Mar-21	As at 31-Mar-20
Note 18 Other Equity		
General Reserve	60,00,00,000	60,00,00,000
Capital Subsidy	7,50,000	7,50,000
Gain/(Loss) on Measurement of Financial Asset at Fair Value	(4,98,38,159)	(5,63,96,544)
Retained Earnings	42,32,15,865	13,14,96,252
Share Premium	1,42,29,000	-
Upfront money against Share warrant	9,75,31,083	-
Total	1,08,58,87,789	67,58,49,708
Note 19 Trade and Other Deposits		
Deposit against property let out	1,35,93,141	1,45,55,523
Advance Rent	17,64,012	24,55,840
Total	1,53,57,153	1,70,11,363
Note 20 Provisions		
Provision for Employee Benefits	1,39,06,671	1,20,76,767
Total	1,39,06,671	1,20,76,767



Syncom Formulations (India) Limited
Notes on Financial Statements for the year ended March 31, 2021

PARTICULARS	31-Mar-21 Amount in Rs.	31-Mar-20 Amount in Rs.
Note 27 Revenue from Operations		
Sales		
Export Sales	1,77,70,25,318	1,35,21,64,468
Domestic Sales	61,61,39,687	64,86,09,947
	2,39,31,65,005	2,00,07,74,416
Export Incentives	5,48,85,664	5,43,36,121
Total	2,44,80,50,669	2,05,51,10,537
Note 27a		
Sales of Product Comprises of		
A) Manufactured Goods		
- Tablets	1,08,15,40,232	85,76,49,013
- Capsules	11,80,12,804	6,99,13,134
- Liquids	7,30,26,257	5,25,84,748
- Injectable	18,41,72,491	19,80,73,583
- Ointment	5,82,60,100	4,68,29,361
- Dry Powder	71,45,235	1,08,77,047
Total of Manufactured Goods (a)	1,52,21,57,119	1,23,59,26,886
B) Traded Goods		
- Tablets	37,96,80,284	8,76,39,197
- Liquids	67,36,556	2,95,03,973
- Capsules	2,36,85,160	1,29,71,232
- Ointment	2,57,64,848	76,00,533
- Agro Commodity	25,62,15,997	41,62,43,470
- Confectionery	-	2,11,69,738
- Plastic Gransuals	-	1,86,16,217
- Raw Material	9,34,41,480	4,88,19,271
- Others	8,54,83,561	12,22,83,900
Total of Traded Goods (b)	87,10,07,886	76,48,47,531
Total (a+b)	2,39,31,65,005	2,00,07,74,417
Note 28 Other Income		
Interest received		
From Bank	79,26,020	47,13,386
From others	25,25,824	7,25,204
Other Non operating Income		
Rent received	2,90,15,422	3,34,01,922
Solar Power Generation	66,83,891	67,55,577
Investment Subsidy	99,60,000	-
Gain on Sale of Investment in Mutual Funds	10,16,120	-
Miscellaneous Income	21,50,584	37,96,752
Unwinding of Discounts on Security Deposits	30,51,852	28,25,789
Gain on foreign exchange fluctuations	90,68,789	-
Gain on Measurement of Bonds at Fair Value	11,985	-
Total	7,14,10,488	5,22,18,630



PARTICULARS	31-Mar-21 Amount in Rs.	31-Mar-20 Amount in Rs.
Note 29 Particulars Of Materials Consumed		
materials consumed (Paracetamol)	17,59,17,128	10,88,46,496
materials consumed (Ibuprofen)	4,48,67,688	4,24,83,260
materials consumed (Chloroquine Phosphate)	8,03,341	1,74,29,874
materials consumed (Packing Material)	41,07,38,365	33,94,84,922
materials consumed (others)	35,86,27,874	44,79,78,780
Total	99,09,54,395	95,62,23,332

Note 29a Cost of Material Consumed

PARTICULARS	2020-21		2019-20	
	Amount	%	Amount	%
Imported	-	0%	-	0%
Indigenous	99,09,54,395	100%	95,62,23,332	100%
	99,09,54,395		95,62,23,332	

PARTICULARS	31-Mar-21 Amount in Rs.	31-Mar-20 Amount in Rs.
Note 30 Purchase Of Stock-In-Trade		
Tablets	24,27,20,585	3,11,44,674
Liquids	67,16,480	96,66,562
Capsules	1,29,78,528	70,17,825
Confectionery	-	1,57,47,640
Agro Comodity	25,25,01,924	39,52,52,979
Granuals	-	1,31,34,399
Stock in trade (others)	14,92,10,638	12,49,81,856
Total	66,41,28,155	59,69,45,935

Note 30a Purchase Of Stock-In-Trade

PARTICULARS	2020-21		2019-20	
	Amount	%	Amount	%
Imported	-	0%	1,31,34,404	2%
Indigenous	66,41,28,155	100%	58,38,11,531	98%
	66,41,28,155		59,69,45,935	

PARTICULARS	31-Mar-21 Amount in Rs.	31-Mar-20 Amount in Rs.
Note 31 Changes In Inventories Of Finished Goods		
Stock in progress and stock in trade		
Inventories (at close)		
- Finished Goods	9,05,06,028	5,30,29,241
- Stock in Process	4,04,40,658	3,19,15,000
- Stock in Trade	-	55,35,784
a	13,09,46,686	9,04,80,025
Inventories (at commencement)		
- Finished Goods	5,30,29,241	2,49,34,472
- Stock in Process	3,19,15,000	2,32,62,528
- Stock in Trade	55,35,784	-
b	9,04,80,025	4,81,97,000
(Increase)/Decrease in stock (b-a)	(4,04,66,661)	(4,22,83,025)



PARTICULARS	As at 31-Mar-21	As at 31-Mar-20
Note 21 Deferred Tax Liabilities		
Deferred Tax Liability on account of Depreciation	4,81,70,559	4,54,36,184
Deferred Tax Assets on account of Provision for Gratuity	38,17,514	33,94,000
Net Deferred Tax liability /(Assets)	4,43,53,045	4,20,42,184
Note 22 Borrowings		
Loan repayable on demand		
Secured		
Over Draft against Fixed Deposits		
From Dena Bank	1,80,06,004	78,34,221
From State Bank of India	1,35,92,458	1,12,64,638
From IDBI Bank	(7,886)	23,76,854
From HDFC Bank	58,93,10,177	-
Security : Overdrafts from banks are secured by the Lien on fixed deposit receipts		
Total	62,09,00,752	2,14,75,713
Note 23 Trade Payables		
Micro, Small and Medium Enterprises	2,87,52,448	1,14,96,167
Others	26,42,39,699	19,14,69,507
Total	29,29,92,147	20,29,65,674
Note 24 Other Financial Liabilities		
Unclaimed Dividend	10,80,140	11,68,230
Trade Deposits	1,00,000	2,65,00,000
Current Portion of Advance Rent	9,27,855	7,59,303
Total	21,07,995	2,84,27,533
Note 25 Other Current Liabilities		
Creditors - Capital Expenditure	20,74,075	-
Advance from Customers	2,09,48,833	15,81,359
Statutory Dues	61,10,788	35,58,437
Total	2,91,33,696	51,39,796
Note 26 Provisions		
Bonus, Gratuity & leave encashment	73,84,281	55,52,814
Provision for Income Tax (Net of Advance Tax, TDS & TCS Rs. 9,77,80,703) (Prev. Year Rs. 3,42,09,843)	51,20,297	1,01,29,011
Provision for Expenses	94,01,045	39,13,589
Total	2,19,05,623	1,95,95,414



PARTICULARS	31-Mar-21 Amount in Rs.	31-Mar-20 Amount in Rs.
Note 32 Employee Benefit Expenses		
Salary & Wages	16,87,31,808	14,35,12,274
Remuneration to Directors	1,33,80,000	49,55,000
Contribution to provident and other fund	57,08,614	58,73,836
Gratuity	24,90,080	19,77,792
Workmen & Staff Welfare	63,45,634	66,07,449
Total	19,66,56,136	16,29,26,351
Note 32.1 Defined Contribution Plans		
Employer's Contribution to Provident Fund	39,74,915	39,77,167
Employer's Contribution to ESI	17,33,699	18,96,669
	57,08,614	58,73,836
Note 33 Finance Costs		
Interest expense from Bank	9,51,333	46,00,910
Unwinding of Interest on Security deposits	9,78,510	8,70,277
Loan Processing Charges	7,81,245	-
Total	27,11,088	54,71,187
Note 34 Other Expenses		
Manufacturing Expenses		
Power and Fuel	3,52,56,399	3,60,75,308
Repairs to Machineries	89,34,731	97,01,163
Vehicle Hire Charges	8,57,733	9,04,449
Factory Expenses	74,45,697	69,35,109
Insurance Expenses	19,29,750	9,69,572
Security Charges	16,93,011	17,16,379
a	5,61,17,321	5,63,01,980
Selling & Distribution Expenses		
Ocean Freight	6,68,58,880	1,53,84,272
Export Expenses	2,63,15,749	3,15,72,799
Selling Expenses	2,35,84,381	1,16,13,525
Sales Promotion Expenses	9,62,531	55,80,030
Travelling Expenses	4,99,50,447	5,45,30,182
Commission on Sales	13,38,440	-
b	16,90,10,428	11,86,80,807
Establishment Expenses		
Legal & Professional	63,81,032	49,02,537
Rent expenses	73,32,127	71,27,371
Electricity & Water	31,55,566	31,94,680
Expenditure towards Corporate Social Responsibility (CSR)	28,51,000	30,51,000
Sundry Expenses	1,05,67,478	1,28,92,664
Telephone & Postage	15,30,488	16,97,347
Payment to Auditors		
- Statutory Audit Fees	1,65,000	1,65,000
- Tax Audit Fees	30,000	30,000
- Certification Fees	59,000	-
Bank Charges	11,90,505	6,63,628
c	3,32,62,196	3,37,27,227
Total (a+b+c)	25,83,89,945	20,87,07,014
Note 35 Exceptional Item		
Gain on Sale of Machinery / (Loss on Sale of Vehicle)	2,99,858	(5,16,194)
Total	2,99,858	(5,16,194)


36. Contingent Liabilities and commitments

Particulars	31-Mar-21	31-Mar-20
(a) Claims against the Company not acknowledged as debt		
i. Income Tax demand for A.Y. 2006-07	45.30	45.30
ii. Provident Fund demand 7.557.55	7.55	7.55
iii. Appeal With CIT Appeal Income Tax demand for A.Y. 2013-14	-	13.43
iv. Appeal With CIT Appeal Income Tax demand for A.Y. 2014-15	-	74.49
v. Appeal With CIT Appeal Income Tax demand for A.Y. 2015-16	-	21.83
vi. Appeal with D C Commercial Tax F.Y. 2013-14	1.02	1.02
vii. Appeal with D C Commercial Tax F.Y. 2014-15	1.01	1.01
viii. Appeal with D C Commercial Tax F.Y. 2015-16	0.13	0.13
(b) Capital commitments	155.46	-
(c) Bank Guarantees	-	-

37. In accordance with the IND AS 19 'Employee Benefits', the Company has calculated the various benefits provided to employees as under:

In accordance with Indian Accounting Standard 19, an actuarial valuation was carried out in respect of the gratuity, (defined benefit plans). The following tables set out the unfunded status of the gratuity plans and the amounts recognized in the Company's financial statements as at March 31, 2021 and March 31, 2020 -

Funded Status of the plan

Particulars	31-Mar-21	31-Mar-20
	(12 Months)	(12 Months)
Present value of unfunded Obligations	1,51,66,919	1,32,42,295
Present value of funded obligations	-	-
Fair value of plan assets	-	-
Net Liability/(Asset)	1,51,66,919	1,32,42,295

Profit and Loss account for current period

Particulars	31-Mar-21	31-Mar-20
	(12 Months)	(12 Months)
Service Cost:		
Current Service Cost	16,22,902	13,93,038
Past service cost and loss/(gain) on curtailments and settlement	-	-
Net Interest cost	8,67,178	5,84,754
Total included in 'Employee Benefit Expense'	24,90,080	19,77,792
Total Charge to P&L	24,90,080	19,77,792

Other Comprehensive Income for the current period

Particulars	31-Mar-21	31-Mar-20
	(12 Months)	(12 Months)
Components of actuarial gain/losses on obligations:		
Due to Change in financial assumptions	-	7,18,479
Due to change in demographic assumption	-	-9,328
Due to experience adjustments	7,76,122	28,00,414
Return on plan assets excluding amounts included in interest income	-	-
Amounts recognized in Other Comprehensive Income	7,76,122	35,09,565

Reconciliation of defined benefit obligation

Particulars	31-Mar-21	31-Mar-20
	(12 Months)	(12 Months)
Opening Defined Benefit Obligation	1,32,42,295	81,27,793
Transfer in/(out) obligation	-	-
Current Service Cost	16,22,902	13,93,038
Interest Cost	8,67,178	5,84,754
Components of actuarial gain/losses on obligations		
Due to Change in financial assumptions	-	7,18,479
Due to Change in demographic assumption	-	-9,328
Due to experience adjustments	7,76,122	28,00,414
Past Service Cost	-	-
Loss (gain) on curtailments	-	-
Liabilities extinguished on settlements	-	-
Liabilities assumed in an amalgamation in the nature of purchas.e	-	-
Exchange differences on foreign plans	-	-
Benefits Paid	-13,41,578	-3,72,855
Closing Defined Benefit Obligation	1,51,66,919	1,32,42,295

Reconciliation of Plan Assets

Particulars	31-Mar-21	31-Mar-20
	(12 Months)	(12 Months)
Opening Value of plan assets	-	-
Transfer in/(out) plan assets	-	-
Interest Income	-	-
Return on plan assets excluding amounts included in interest income	-	-
Assets distributed on settlements	-	-
Contributions by employer	-	-
Assets acquired in an amalgamation in the nature of purchase	-	-
Exchange differences on foreign plans	-	-
Benefits paid	-	-
Closing value of plan assets	-	-

Reconciliation of net defined liability

Particulars	31-Mar-21	31-Mar-20
	(12 Months)	(12 Months)
Net opening provision in books of accounts	1,32,42,295	81,27,793
Transfer in/(out) plan obligation	-	-
Transfer in/(out) plan assets	-	-
Employee Benefit Expense	24,90,080	19,77,792
Amounts recognized in Other Comprehensive Income	7,76,122	35,09,565
	1,65,08,497	1,36,15,150
Benefits paid by the Company	-13,41,578	-3,72,855
Contributions to plan assets	-	-
Closing provision in books of accounts	1,51,66,919	1,32,42,295



• **Reconciliation of Asset Ceiling**

Particulars	31-Mar-21	31-Mar-20
	(12 Months)	(12 Months)
Opening value of asset ceiling	-	-
Interest on opening value of asset ceiling	-	-
Loss/(gain) on assets due to surplus/deficit	-	-
Closing value of plan asset ceiling		

• **Composition of Plan Assets**

Particulars	31-Mar-21	31-Mar-20
	(12 Months)	(12 Months)
Government of India Securities	0%	0%
State Government Securities	0%	0%
High quality corporate bonds	0%	0%
Equity Shares of listed companies	0%	0%
Property	0%	0%
Special Deposit Scheme	0%	0%
Policy of insurance	0%	0%
Bank Balance	0%	0%
Other Investments	0%	0%
Total	0%	0%

• **Bifurcation of liability as per schedule III**

Particulars	31-Mar-21	31-Mar-20
	(12 Months)	(12 Months)
Current Liability*	12,60,248	11,65,528
Non- Current Liability	1,39,06,671	1,20,76,767
Net Liability	1,51,66,919	1,32,42,295

• **Principle Actuarial Assumptions**

Particulars	31-Mar-21	31-Mar-20
	(12 Months)	(12 Months)
Discount Rate	6.85% p.a	6.85% p.a
Salary Growth Rate	5.10% p.a	2.50% p.a for next 1 years & 5.10% p.a thereafter
Withdrawal Rates	15.00% p.a at younger ages reducing to 1.00% p.a% at older ages	15.00% p.a at younger ages reducing to 1.00% p.a% at older ages
Rate of Return on Plan Assets	Not Applicable	Not Applicable

• **Expected cash flows based on past service liability**

Particulars	31-Mar-21	31-Mar-20
	(12 Months)	(12 Months)
Year 1 Cashflow	12,60,248	3.8%
Year 2 Cashflow	6,97,273	2.1%
Year 3 Cashflow	9,09,119	2.7%
Year 4 Cashflow	7,69,642	2.3%
Year 5 Cashflow	9,96,048	3.0%
Year 6 to Year 10 Cashflow	70,35,074	21.2%

The future accrual is not considered in arriving at the above cash-flows.

The Expected contribution for the next year is Rs. Nil. The Weighted Average Duration (Years) as at valuation date is 10.68 years. The Gratuity Benefits Scheme is managed on unfunded basis so Expected Contribution is shown as Nil.

• **Sensitivity to key assumptions**

Particulars	31-Mar-21	31-Mar-20
	(12 Months)	(12 Months)
Discount rate Sensitivity		
Increase by 0.5%	1,44,52,273	1,26,12,247
(% change)	-4.71%	-4.76%
Decrease by 0.5%	1,59,37,292	1,39,22,683
(% change)	5.08%	5.14%
Salary growth rate Sensitivity		
Increase by 0.5%	1,59,46,418	1,39,31,596
(% change)	5.14%	5.21%
Decrease by 0.5%	1,44,37,471	1,25,98,482
(% change)	-4.81%	-4.86%
Withdrawal rate (W.R.) Sensitivity		
W.R. * 110%	1,52,19,439	1,32,94,404
(% change)	0.35%	0.39%
W.R. * 90%	1,51,09,238	1,31,87,288
(% change)	-0.38%	-0.42%

38. Related Party Disclosures

In accordance with the requirement of IND AS-24 on "Related Party Disclosures" the names of the related parties where control exists /able to exercise significant influence along with the aggregate transactions/year end balances with them as identified and certified by the management are given below:

(a) Names of the Related Parties and Related Party Relationship

Description of relationship	Name of Related Parties
Parties with whom control exist	ARP Pharma Pvt Ltd, Strand Developers Pvt. Ltd., Paradise Vyapaar Pvt Ltd., Synmex Pharma, Vincit International, Suvir Industries, Synmex Pharma (Partnership), Vincit International (Partnership)
Key Management Personnel (KMP)	Mr. Kedarmal Bankda (Chairman & Whole time Director) Mr. Vijay Bankda (Managing Director), Mrs. Rinki Bankda (Whole time Director) Mr. Ankit Bankda (CFO) CS Shubham Dubey
Independent/ Non-Executive Directors	Mr. Vinod Kabra, Mr. K D Neema, Mr. Praveen Jindal
Relatives of Director	Mrs. Vimla Bankda, Kedarmal Bankda HUF Mrs. Asha Bankda, Vijay Bankda HUF Mrs. Sulabh Bankda, Mr. Rahul Bankda, Rahul Bankda HUF Mrs. Payal Bankda, Mr. Ankur Bankda, Ankur Bankda HUF Ankit Bankda HUF, Shankarlal Bankda HUF



(b) Transactions with the Related Parties during the year

Sr. No.	Nature of Transactions (Excluding Reimbursements)	Employee Benefit Expenses		Rent		Sitting Fees		Unwinding of Discount on Security Deposits	
		C. Y.	P. Y.	C. Y.	P. Y.	C. Y.	P. Y.	C. Y.	P. Y.
A	Key Managerial Personnel								
	Mr. Kedarmal Bankda	68.64	30.35	26.46	25.78	-	-	9.30	8.62
	Mr. Vijay Bankda	58.76	17.27	9.79	9.24	-	-	7.63	7.08
	Mrs. Rink iBankda	25.80	9.50	-	-	-	-	-	-
	Mr. Ankit Bankda (CFO)	17.40	12.29	-	-	-	-	-	-
	CS Shubham Dubey	3.20	2.95	-	-	-	-	-	-
B	Independent/Non Executive Directors								
	Mr.Praveen Jindal	-	-	-	-	0.10	0.10	-	-
	Mr. Vinod Kabra	-	-	-	-	0.10	0.25	-	-
	Mr. Krishna Das Neema	-	-	-	-	0.10	0.25	-	-
C	Relatives of Director								
	Mrs. Vimla Bankda	10.20	6.00	24.23	23.71	-	-	7.07	6.56
	Mrs. Asha Bankda	15.20	9.00	10.84	10.37	-	-	6.52	6.05
	Mr. Rahul Bankda	17.40	12.29	2.16	2.16	-	-	-	-
	Mrs. Sulabh Bankda	11.40	8.40	-	-	-	-	-	-
	Mr. Ankur Bankda	18.50	10.20	-	-	-	-	-	-
	Ms. Payal Bankda	15.40	7.20	-	-	-	-	-	-

Sr. No.	Nature of Transactions	Parties with whom control exist	
		C. Y.	P. Y.
A	Sale (figures are inclusive of GST)		
	Synmex Pharma	817.66	614.18
	Vincit International	45.74	101.56
	Suvir Industries	-	211.46
	Synmex Pharma (Partnership)	146.22	-
B	Purchase (figures are inclusive of GST)		
	Synmex Pharma	46.27	-
	Vincit International	24.31	-
	Suvir Industries	-	4.58
C	Business Advances received		
	Vincit International	96.98	-
	Synmex Pharma	87.00	-
D	Business Advances repaid		
	Vincit International	105.87	-
	Synmex Pharma	54.42	-
E	Business Advances given		
	Vincit International	8.36	-

(C) Outstanding balances as on 31st March 2021

Sr. No.	Nature of Transactions	Key Managerial Personnel		Relatives of Director		Parties with whom control exist	
		C. Y.	P. Y.	C. Y.	P. Y.	C. Y.	P. Y.
A	Long Term Loan & Advances (Deposit Against Property)/Debtors						
	Mr. Kedarmal Bankda	125.50	124.83	-	-	-	-
	Mr. Vijay Bankda	103.00	102.45	-	-	-	-
	Mrs. Asha Bankda	-	-	88.00	87.53	-	-
	Mrs. Vimla Bankda	-	-	95.50	94.99	-	-
	Synmex Pharma	-	-	-	-	662.97	359.67
	Synmex Pharma (Partnership)	-	-	-	-	146.22	-
	Vincit International	-	-	-	-	14.42	-
	Suvir Industries	-	-	-	-	198.43	203.21
B	Liabilities						
	Short Term Borrowings (Unsecured Loan)/Advances Received/ Creditors						
	Synmex Pharma	-	-	-	-	32.18	-
	Vincit International	-	-	-	-	5.67	8.84

39. Corporate Social Responsibility

As per Section 135 of the Companies Act, 2013, a company, meeting the applicability threshold, needs to spend at least 2% of its average net profit for the immediately preceding three financial years on corporate social responsibility (CSR) activities. The areas for CSR activities are eradication of hunger and malnutrition, promoting education, art and culture, healthcare, destitute care and rehabilitation, environment sustainability, disaster relief and rural development projects. A CSR committee has been formed by the company as per the Act. The funds were primarily allocated to a corpus and utilized through the year on these activities which are specified in Schedule VII of the Companies Act, 2013. The company has spent the amount on CSR activities by donating it to a Trust having objectives as specified above and which is in conformity with the Companies Act, 2013.

a) Gross Amount required to be spent by the company during the year is Rs. 27.99 Lacs and during the previous year was Rs. 29.71 Lacs

b) Gross Amount spent by the company during the year is Rs. 28.51 lacs and during previous year was Rs. 30.51 lacs

Particulars	2020-21	2019-20
1 Construction /acquisition on any Assets	-	-
2 On purposes other than (i) above	28.51	30.51

40. Segment Disclosures

Segments have been identified in line with the Indian Accounting Standard on Segment Reporting Ind AS 108, considering the organizational structure as well as differential risk and returns of these segments.



Particulars		(Rs. in Lakhs)	31-Mar-21	31-Mar-20
(A)	Primary Segment Information			
1	Segment Revenue			
	Pharmaceutical Drugs & Formulations		21888.05	15,997.02
	Trading of Commodities		3027.4	4,742.35
	Renting of Property		279.16	334.02
	Unallocated		-	-
	Total		25194.61	21,073.29
	Less Inter-Segment Revenue		-	-
	Net Sales/Income From Operations		25194.61	21,073.29
2	Segment Result			
	Pharmaceutical Drugs & Formulations		3741.05	1,333.78
	Trading of Commodities		74.29	112.28
	Renting of Property		279.16	334.02
	Unallocated		-	-
	Total		4094.5	1,780.08
	Less : Finance Cost		27.11	46.01
	Other un-allocable expenditure (Net of un-allocable Income)		3	5.16
	Profit before Tax		4070.39	1,728.91
	Less: Tax Expenses		1153.19	303.56
	Profit After Tax		2917.2	1425.35
3	Other Information			
	Segment Assets			
	Pharmaceutical Drugs & Formulations		22495.62	12698.52
	Trading of Commodities		1901.79	583.55
	Renting of Property		4767.56	4770.29
	Unallocated		-	-
	Total		29,164.97	18052.36
	Segment Liabilities		-	-
	Pharmaceutical Drugs & Formulations		10035.22	3,859.53
	Trading of Commodities		208.5	8.13
	Renting of Property		162.85	177.71
	Unallocated		-	-
	Total		10,406.57	3487.35
4	Capital Expenditure (During the Year)			
	Pharmaceutical Drugs & Formulations		276.49	192.8
	Trading of Commodities		-	-
	Renting of Property		-	692.91
	Unallocated		-	-
	Total		276.49	885.71
5	Depreciation and Amortization			
	Pharmaceutical Drugs & Formulations		403.49	406.11
	Trading of Commodities		-	-
	Renting of Property		-	-
	Unallocated		-	-
	Total		403.49	406.11
(B)	Secondary Segment Disclosures:			
1	Revenue from External Customers			
	(a) Indigenous		2946.53	4250.92
	(b) Exports (Including Export incentives)		360.03	825.15
	Total		3306.56	5076.37
2	Carrying Amount of Assets			
	(a) In India		29164.97	18052.36
	(b) Outside India		-	-
	Total		29164.97	18052.36
3	Capital Expenditure (During the Year)			
	(a) In India		-	692.91
	(b) Outside India		-	-
	Total		-	692.91

41. Disclosure relating to suppliers registered under Micro, Small and Medium Enterprise Development Act, 2006:

The Company has addressed letters/e-mails to suppliers seeking confirmations as to registration under the "Micro, Small and Medium Enterprises Development Act, 2006". Based on the confirmations received from suppliers by the company during the year, an amount of Rs 287.52 lacs is due to Micro, Small and medium enterprises as detailed below. Those Suppliers which did not furnished information to company in previous year but have furnished information in the current year have also been classified as MSME in current year.

The Company has made a provision for interest of Rs. 14,660/- as per the provisions of MSME Act, 2006 and the disclosure as mentioned under section 22 of the Act is as under:

Particulars	31-Mar-21		31-Mar-20	
	Principal	Interest	Principal	Interest
(i) the principal amount and the interest due thereon (to be shown separately) remaining unpaid to any supplier as at the end of each accounting year;	287.52	0.15	114.96	-
(ii) the amount of interest paid by the buyer in terms of section 18, along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year;	-	-	-	-
(iii) the amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under this Act;	-	0.15	-	-
(iv) the amount of interest accrued and remaining unpaid at the end of each accounting year; and	-	0.15	-	-
(v) the amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23	-	-	-	-

42. The Tax Effect of items constituting Deferred Tax Asset and Deferred Tax Liability is as follows:

Deferred Tax Liability (Net)	2020-21	2019-20
Deferred Tax Liability (Net)		
Tax effect of items constituting deferred tax liability		
Related to Property, Plant and Equipment		
Opening Balance	4,54,36,184	5,83,78,628
Deferred tax liabilities on Taxable temporary difference on account of difference in carrying amount and tax base	27,34,375	-1,29,42,444
Deferred tax liability as on 31/03/2019	4,81,70,559	4,54,36,184
Less: Tax effect of items constituting deferred tax assets		
Deferred tax assets on Provision for Gratuity	38,17,514	33,94,000
Net Deferred Tax Liabilities	4,43,53,045	4,20,42,184

43. Statement of Derivatives and un-hedged foreign currency exposure

The Company uses forward contracts to hedge its exposure towards movement in foreign exchange rates. These derivatives are not used for trading or speculation purposes. The nominal amount of forward contracts



entered into by the company and outstanding as on the date of balance sheet is Rs. 374.75 lacs (Previous Year Rs. 1171.26 lacs). Foreign Currency exposures that is not hedged by forward cover is Rs. 4603.70lacs (Previous Year Rs. 949.91 lacs)

44.(a) The value of imports calculated on C.I.F. basis by the company during the year in respect of Capital Goods was Rs. Nil (Previous Year - Nil)

(b) Other Foreign Currency Expenditure incurred by the company during the FY was as follows:

Particulars	31-Mar-21	31-Mar-20
Purchase Traded Goods	37,07,067	1,24,61,840
Traveling Exp. (Foreign)	-	17,55,698
Total	37,07,067	1,42,17,538

(C) Earnings in Foreign Currency

Particulars	31-Mar-21	31-Mar-20
Export Sales (FOB Value)	17072.98	12292.18
Total	17072.98	12292.18

45. The Investment Property of the Company has been valued at cost as per Indian Accounting Standard (Ind AS) 40. The Estimated Fair Market Value of the Investment Property as estimated by the management is as follows:

Property	Fair Market Value as on 31-03-2021 (in Rs.)
Property at Thane Mumbai	5,70,00,000
Property At Goregaon	26,35,00,000
Property at Bhiwandi	9,80,00,000
Property at Chandiwali, Andheri(E), Mumbai	6,92,90,000

There is no change in Fair Market Value of Property due to the Covid-19 Pandemic.

46. In the opinion of the Board, the Current assets and loans and advances are approximately of the value stated, if realized in the ordinary course of business, except otherwise stated. The provision for all the known liabilities is adequate and not in excess of amount considered reasonably necessary.

47. Previous year figures have been regrouped/ reclassified, where necessary, to conform to this year's classification.

As per our report of even date

For Sanjay Mehta and Associates

Chartered Accountants
FRN- 011524C

For and on behalf of the
Board of Directors of
**Syncom Formulations
(India) Limited**

Manish Mittal
Partner
M.No- 079452

Kedarmal Bankda
Chairman
DIN - 00023050

Vijay Bankda
Managing Director
DIN - 00023027

Date: 30/06/2021
Place: Indore

Ankit Bankda
CFO

SHUBHAM DUBEY
CS
A54971

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7, Niraj Industrial Estate, Off Mahakali Caves Road, Andheri (East) MUMBAI - 400 093,
Tel.: +91-22-26877700, 26877711 Email: info@sfil.in - www.sfil.in - CIN: L24239MH1988PLC047759

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