

Annual Report

MSCDA Ltd.

12th Annual report : 2017-2018

Maharashtra Safe Chemists And Distributors Alliance Limited



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COMPANY INFORMATION

12th ANNUAL REPORT 2017-18

CIN U24239MH2006PLC165149

BOARD OF DIRECTORS

MR. JAGANNATH S. SHINDE

CHAIRMAN

MR. JUGALKISHOR TAPADIYA

MANAGING DIRECTOR

MR. RAVINDRA M. SAVANT

INDEPENDENT DIRECTOR

MR. PARARI ATHMARAM PATIL

INDEPENDENT DIRECTOR

MR. SANJAY JAGAVKAR*

ADDITIONAL DIRECTOR

[*Appointed as Additional Director on 14th July, 2018]

CORPORATE INFORMATION

COMPANY SECRETARY

MS. ADITI BHOR

CHIEF FINANCIAL OFFICER

MR. DHAWAL BHARWADA

WEBSITE

www.mscdaltd.in

AUDITORS

Mitesh Mehta & Associates

Chartered Accountants

423, Lamington Road,

2nd Floor, Opera House,

Mumbai – 400 004

Tel : 91-22-30728380

Email :- helpdesk@miteshmehtaaca.com

PRINCIPAL BANKERS

BANK OF INDIA

HDFC BANK

YES BANK

REGISTERED & CORPORATE OFFICE

6th Floor, Corporate Park – II,

V. N. Purav Marg, Chembur, Mumbai – 400 071.

Tel : +91 022 6773000 Fax : +91 022 25273473

Website : www.mscdaltd.com

REGISTRAR AND SHARE TRANSFER AGENT

Link Intime India Pvt. Ltd.

C-101, 247 Park, L.B.S. Marg

Vikhroli (West), Mumbai – 400 083.

Tel. (022) – 49186270

Website : www.linkintime.co.in

SECRETARIAL AUDITOR

Deepa Gupta

Practicing Company Secretary

ACS NO.:20860/CP NO.:8168

512, Bawla Building, Muktai CHS,

Dattaram Lad Road,

Chinchpokali, Mumbai – 400012.

Tel: 9004745556

NOTICE

Notice is hereby given that the 12th Annual General Meeting of the members of MAHARASHTRA SAFE CHEMISTS AND DISTRIBUTORS ALLIANCE LIMITED will be held on Wednesday, September 19, 2018 at 12.15 PM Matunga Gujarati Club Limited, 4 Nathalal Parekh Marg, Near Arora Cinema, Matunga Central Railway, Matunga(East), Mumbai – 400 019 to transact the following businesses:

I. ORDINARY BUSINESS:

1. To receive, consider and adopt the Statement of Profit and Loss, Balance Sheet along with notes thereto of the Company for the financial year ended 31st March, 2018 together with the Reports of the Board of Directors' and Auditors' thereon.
2. To appoint a Director in place of Mr. Jagannath Shinde (DIN 01435827), who retires by rotation and, being eligible, offers himself for re-appointment.

II. SPECIAL BUSINESS:

3. To consider and if thought fit, to pass the following resolution as an ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 152 and any other applicable provisions of the Companies Act, 2013(“Act”) and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Sanjay Hanumant Jagavkar (DIN: 08128942) who is appointed as Additional Non Executive Director of the Company by the Board of Directors of the Company, who holds office till the date of ensuing AGM in terms of section 161 of Companies Act 2013 and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act 2013, and is hereby appointed as Non Executive Director.

RESOLVED FURTHER THAT any of the Directors of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be necessary to give full effect to this resolution.”

For and on behalf of the Board

Registered Office:

6th Floor, Corporate Park – II,
V.N. Purav Marg,
Chembur, Mumbai – 400 071

Place: Mumbai

Date: 14th July 2018

Sd/-

(Jagannath Shinde)
DIN 01435827
Chairman

Note: M/s Mitesh Mehta & Associates, Chartered Accountants, Mumbai were appointed as the Statutory Auditors of the Company by the shareholders of the Company at their 11th Annual General Meeting held on 27th September, 2017 to hold office from the conclusion of the 11th Annual General Meeting upto the conclusion of 16th Annual General Meeting. In line with amended Section 139(1) of the Companies Act, 2013 effective from 7th May, 2018, ratification of appointment of Auditors at every Annual General Meeting is no more necessary.

NOTES:

- 1) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY/PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF /HERSELF. PROXY/PROXIES NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE SHOULD BE DULY COMPLETED AND RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY, NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
- 2) A person can act as proxy for and on behalf of members not exceeding 50 members and holding in aggregate not more than 10 percent of the total share capital of the company carrying voting rights. Member holding more than 10 percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other member.
- 3) Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
- 4) In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- 5) The relative Explanatory Statement as required under Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
- 6) Members are requested to bring their Attendance Slip along with their copy of Annual Report to the Annual General Meeting.
- 7) Members are requested to notify immediately any change in their address to the Company/ Company's Registrar and share transfer agents, Link Intime India Pvt. Ltd. (Link Intime)
- 8) Members holding shares in single name are advised to make nomination in respect of their shareholding in the Company.
- 9) Members are requested to register their e-mail ID's and Bank account details with the Secretarial Department of the Company/ Link Intime. If there is any change in the e-mail ID already registered with the Company, Members are requested to immediately notify such change to the Secretarial Department of the Company/ Link Intime.
- 10) Shareholders desirous of obtaining any information / clarification on the accounts and operations of the Company are requested to send in written queries to the Company, at least one week before the date of the meeting. Replies will be provided only in respect of such written queries received, at the meeting.
- 11) In terms of Article 173 of the Articles of Association of the Company, read with Section 152 of the Companies Act, 2013, **Mr. Jagannath Shinde (DIN:01435827)** Director retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment. The Board of Directors of the Company recommends his re-appointment.
- 12) Process and manner for Members opting for e-voting are as under:-
 - I. In compliance with provisions of section 108 of Companies Act 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015, the Company is pleased to provide Members facility to exercise their right to vote on resolutions proposed to be considered at the AGM by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the Members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
 - II. Members are provided with the facility for voting through ballot paper at the AGM and Members attending the meeting who have not already cast their vote by remote e-voting are eligible to exercise their right to vote at the meeting

- III. Members who have cast their vote by remote e-voting prior to the AGM are also eligible to attend the meeting but shall not be entitled to cast their vote again.
- IV. Members can vote through remote e-voting or through ballot paper at the venue in case they have not voted through remote e voting.
- V. The remote e-voting period commences on **16th September 2018** (9:00 a.m. IST) and ends on **18th September 2018** (5:00 p.m. IST). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **12th September 2018**, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
- VI. The process and manner for remote e-voting are as under:

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-into NSDL e-Voting website?

- 1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL:
<https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- 2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under 'Shareholders' section.
- 3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
- 4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is (Example):
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
 - a) Click on “Forgot User Details/Password?”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password? (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then,click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of Maharashtra Safe Chemists and Distributors Alliance Limited (MSCDA Ltd) which is “**108905**” for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.

7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

- 1 Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to jaymehtaandassociates@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request evoting@nsdl.co.in
- VII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- VIII. 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 **12th September 2018**.
- IX. Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of the Notice and holding shares as of the cut-off date i.e. **12th September 2018**, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or the Company/RTA.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

- X. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XI. Mr. Jay Mehta of Jay Mehta & Associates (FCS No – 8672), Practising Company Secretaries have been appointed as the Scrutinizer for providing facility to the Members of the Company to scrutinize the voting and remote e-voting process including the ballot form received from the Members at the AGM who do not have access to the e-voting process, in a fair and transparent manner
- XII. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of Scrutinizer, by use ballot paper for all those Members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XIII. The Scrutinizer shall, after the conclusion of voting at the AGM, first count the votes cast at the meeting and, thereafter, unblock the votes cast through remote e-voting and also count the votes received through Ballot

Forms, in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two days from the conclusion of the AGM, a Consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith

XIV. The Results declared, along with the Scrutinizer's Report, shall be placed on the Company's website viz. www.msca ltd.com and on the website of NSDL immediately after the declaration of the result by the Chairman or a person authorized by him in writing.

XV. In case of grievances connected with facility for voting by electronic means, Members are requested to contact Ms Pallavi Mhatre, at evoting@nsdl.co.in or pallavid@nsdl.co.in or on 022 24994545. Members may also write to him at NSDL, Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400 013.

13) Members are requested to

- a) Intimate to the Company at the registered office address, changes, if any, at an early date.
- b) Quote their folio number in all correspondence.
- c) Consolidate their holdings into one folio in case they hold shares under multiple folios in the identical order of names.

14) Members may note that the Company's website is www.msca ltd.com

For and on behalf of the Board

Registered Office:

6th Floor, Corporate Park – II,
V.N. Purav Marg,
Chembur, Mumbai – 400 071.

Place: Mumbai

Date: 14th July 2018

Sd/-

(Jagannath Shinde)
DIN 01435827
Chairman

EXPLANATORY STATEMENT SETTING OUT MATERIAL FACTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

Item No. 4

The Board of Directors of the Company appointed, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, **Mr. Sanjay Hanumant Jagavkar** as an Additional Non Executive Director of the Company with effect from 14th July, 2018. In terms of the provisions of Section 161(1) of the Act **Mr. Sanjay Hanumant Jagavkar** would hold office up to the date of the ensuing Annual General Meeting.

Except **Mr. Sanjay Hanumant Jagavkar**, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the Resolution.

As stipulated under Secretarial Standard-2, brief profile of Mr Sanjay H. Jagavkar, including names of Companies in which he holds directorships and memberships/chairmanships of Board Committees, is provided below in Table

Age	60 Years
Qualifications	BSc., BBM, DMM
Experience	38 years of experience in handling Sales and Training
Terms and Conditions of appointment	As per terms mutually agreed.
Details of remuneration	Nil
Date of first appointment	14 th July, 2018
Shareholding in the Company	Nil
Relationship with other director/Manager and other KMP	Nil
Number of meetings attended during the financial year 2017- 18 and till the date of the Notice this AGM	Nil
Directorships of other Board	Nil
Membership/Chair manship of Committees of other Board	Nil

The Board recommends the Resolution at **Item No. 4** of the accompanying. Notice for approval by the Members of the Company.

Registered Office:

6th Floor, Corporate Park – II, V.N. Purav Marg,
Chembur, Mumbai – 400 071

Place: Mumbai

Date: 14th July 2018

For and on behalf of the Board

Sd/-
(Jagannath Shinde)
DIN 01435827
Chairman



Route Map For Annual General Meeting Venue

Matunga Gujarati Club Limited, 4 Nathalal Parekh Marg, Near Arora Cinema,
Matunga Central Railway, Matunga(East), Mumbai – 400 019

DIRECTORS' REPORT

To,
The Members,
Maharashtra Safe Chemists and Distributors Alliance Limited,
CIN- U24239MH2006PLC165149
Mumbai

Your Directors have pleasure in presenting their **12th Annual Report** on the business and operations of the Company and the accounts for the Financial Year ended **March 31, 2018**.

FINANCIAL HIGHLIGHTS:

(Amount in Rs.)

	2017-18	2016-17
Profit/(Loss) before tax and depreciation	1,69,24,808	1,30,24,807
(Less): Depreciation	17,99,874	16,84,161
Profit/ (Loss) Before Tax	1,51,24,934	1,13,40,646
(Less): Exceptional Items	(12,370)	12,50,606
Profit/(Loss) before tax	1,51,12,563	1,00,90,040
Add/(Less):- Deferred tax assets/ Liabilities	1,03,038	4,33,289
Add/(Less):- Provision for taxation	(44,65,499)	12,14,078
Profit /(Loss) After Tax for the year	1,07,50,102	84,42,673
Add/ (Less): Amount b/f from previous year	(4,81,72,588)	(5,66,15,261)
Balance carried to Balance Sheet	(3,74,22,486)	(4,81,72,588)

1. DIVIDEND :

In view of the planned business growth, your Directors deem it proper to preserve the resources of the Company for its activities and therefore, do not propose any dividend for the Financial Year ended March 31, 2018.

2. RESERVES :

There is no amount transferred to the Reserves.

3. BRIEF DESCRIPTION OF THE COMPANY'S WORKING DURING THE YEAR AND FUTURE OUTLOOK :

The highlights of the Company's performance are as under:-

- Revenue from operations has increased from Rs. 535,339,055/- to Rs. 557,479,736/- in the current year.
- Company's profits have increased from Rs.84,42,673/- from last year to Rs. 1,07,50,102/- in the current year.
- Earnings per share for the year is Rs.0.31/- which was Rs.0.24/- last year.
- The Company has provided for doubtful debts of Rs 21,945,376/- in line with prudent accounting policy.

Revenue of the last F.Y. i.e. 01.04.2016 to 31.03.2017	Rs. 557,616,491 /-
Revenue of the current F.Y. i.e. 01.04.2017 to 31.03.2018	Rs. 582,365,913/-

FUTURE OUTLOOK :

Indian pharmaceutical industry is on a strong growth path with and we expect that our business sector will improve considerably and with the upcoming changes and development in the sector, we expect to improve our performance for the coming years. We are working relentlessly to curb and unify the Distribution Chain, which is highly fragmented.

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

During the year under review, there has been no change in the nature of business of the company.

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

During the year under the review, there has been no material changes and commitments affecting the Financial Position.

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

No significant or material orders have been passed by any regulators or courts or tribunals against the company.

8. DETAILS OF SUBSIDIARY/JOINT VENTURES/ASSOCIATE COMPANIES :

There is no other company/ies which have become or ceased to be its Subsidiaries, joint ventures or associate companies during the year.

9. DEPOSITS :

The Company has neither accepted nor renewed any "deposits" within the meaning of Section 73 of the Companies Act, 2013 during the year under review.

10. STATUTORY AUDITORS :

The Company at its 11th Annual General Meeting held on 27th September 2017 has appointed Mitesh Mehta & Associates, Chartered Accountants (firm Registration no. 106447W), Mumbai, as Statutory Auditors to hold office as the Statutory Auditors of the Company up to the conclusion of 16th AGM of the Company to be held in 2022, subject to the ratification by the shareholders in the Annual General Meeting. The recent Companies Amendment Act 2017 has done away with the requirement to ratify the auditors in every Annual General Meeting. Considering the same going forward the appointment of the Statutory Auditor is not subject to ratification every year.

11. AUDITORS' REPORT :

The Auditor's Report to the Members on the Accounts of the Company for the financial year ended March 31, 2018 does not contain any qualification, reservation or adverse remark.

12. SECRETARIAL AUDIT REPORT :

In terms of Section 204 of the Companies Act, 2013, on the recommendation of the Audit Committee, the Board of Directors had appointed M/s. Deepa Gupta., Practising Company Secretaries (PCS Registration No. 8168) as the Secretarial Auditors of the Company. The Company has received their consent for appointment. The Secretarial Audit was carried out by M/s. Deepa Gupta., Practising Company Secretaries (PCS Registration No. 8168) for the financial year 2017-18. The Report given by the Secretarial Auditors is annexed as **Annexure – II** and forms integral part of this Report. There has been no qualification, reservation or adverse remark or disclaimer in their Report.

13. SHARE CAPITAL :

A) Issue of equity shares with differential rights

Company has not issued any equity shares with differential rights.

B) Issue of sweat equity shares

Company has not issued any sweat equity shares

C) Issue of employee stock options

Company has not issued any stock options to employees

D) Provision of money by company for purchase of its own shares by employees or by trustees for the benefit of employees

Company has not provided money to its employees or to any employees' trust for purchase of its own shares.

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

Conservation of Energy-

i.	the steps taken or impact on conservation of energy	Conservation of Energy is a continuous process. Company's operation does not consume significant amount of energy hence company has not taken any specific steps for the same.
ii.	the steps taken by the company for utilising alternate sources of energy	Not applicable, in view of comments in clause (i)
iii.	the capital investment on energy conservation equipments	Not applicable, in view of comments in clause (i)

Technology absorption-

i.	the efforts made towards technology absorption	The company is engaged in Activities of Distribution of Pharmaceutical and FMCG products . In view of this company has nothing to report under this head
ii.	the benefits derived like product improvement, cost reduction, product development or import substitution	
iii.	in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)- NIL	
	a. the details of technology imported	
	b. the year of import	
	c. whether the technology been fully absorbed	
	d. if not fully absorbed, areas where absorption has not taken place, and the reasons thereof; and	
iv.	the expenditure incurred on Research and Development	Nil

Foreign exchange earnings and Outgo (in Rupees) -

i.	Foreign Exchange earned in terms of actual inflows during the year	Rs. 28,01,474/
ii.	Foreign Exchange outgo during the year in terms of actual outflows	Rs. 4,05,264/-

15. RISK MANAGEMENT :

Risk Management is the process of identification, assessment and prioritization of risks followed by coordinated efforts to minimize, monitor and mitigate/control the probability and/or impact of unfortunate events or to maximise the realization of opportunities. The Company has laid down a comprehensive Risk Assessment and Minimization

Procedure which is reviewed by the Board from time to time. These procedures are reviewed to ensure that executive management controls risk through means of a properly defined framework. The major risks have been identified by the Company and its mitigation process/measures have been formulated in the areas such as business, project execution, event, financial, human, environment and statutory compliance.

16. DIRECTORS AND KEY MANAGERIAL PERSONNEL (KMP) :

As on date, your Board of Directors comprises of following Directors and KMP's:

- | | |
|--------------------------------------|-------------------------------------|
| 1. Mr. Jagannath Sakharam Shinde | – Chairman & Director |
| 2. Mr. Ravindra Manohar Savant | – Independent Director |
| 3. Mr. Jugalkishor Kisanlal Tapadiya | – Director & Managing Director |
| 4. Mr. Parari Athmaram Patil | – Independent Director |
| 5. Mr. Sanjay Hanumant Jagavkar | – Additional non Executive Director |
| 6. Mr. Dhaval Harshad Bharwada | – Chief Financial Officer |
| 7. Ms. Aditi Aniruddha Bhor | – Company Secretary |

In terms of Section 152 and 160 of the Companies Act, 2013 and in accordance with the Articles of Association of the Company, **Mr. Jagannath Shinde** would retire at the ensuing Annual General Meeting and being eligible offer himself for reappointment. Requisite Notice has been received in respect of his reappointment as a Retiring Director. The Board recommends his appointment.

Mr Parari Athmaram Patil (DIN: 07916471) was appointed as additional Director w.e.f 23rd August, 2017 and was appointed as regular director in the Annual General Meeting held on 27th September, 2017. Ms. Anita Pandey , Company Secretary, with following Membership No.A38637 resigned w.e.f 7th September 2017 and Ms. Aditi Bhor , Company Secretary, having following Membership No. A52212 was appointed w.e.f. 18th September 2017.

Mr. Sukhendu Patnaik (DIN: 07370481), Director, resigned, due to personal reasons on 1st April 2017 and Mr. Madan Patil (DIN: 02914664), Director, resigned, due to disqualification on 15th June, 2017.

Mr Parari Athmaram Patil is an independent director who will hold the office for a period of 5 years.

An independent director shall hold office for a term up to five consecutive years on the Board of a Company, but shall be eligible for reappointment for next five years on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

Mr. Sanjay Hanumant Jagavkar (DIN: 08128942), is appointed as Additional Director, on 14th July, 2018, upto the upcoming Annual General Meeting, subject to regularization by the shareholders in the upcoming AGM.

17. DECLARATION BY AN INDEPENDENT DIRECTOR(S) AND RE-APPOINTMENT, IF ANY :

The Company has received necessary declarations from Independent Directors under section 149(7) of Companies Act, 2013, that he or she meets the criteria of independence laid down under section 149(6) of Companies Act, 2013.

POLICY ON DIRECTORS APPOINTMENT AND REMUNERATION :

The Nomination and Remuneration Committee is responsible for developing competency requirements for the Board based on the industry and strategy of the Company. The Board composition analysis reflects in-depth understanding of the Company, including its strategies, environment, operations, financial condition and compliance requirements.

The Nomination and Remuneration Committee conducts a gap analysis to refresh the Board on a periodic basis, including each time a Director's appointment or re-appointment is required. The Committee is also responsible for reviewing and vetting the CVs of potential candidates vis-à-vis the required competencies and meeting potential candidates, prior to making recommendations of their nomination to the Board. At the time of appointment, specific requirements for the position, including expert knowledge expected, is communicated to the appointee.

The details of ratio of remuneration to each Director to the median employee's remuneration are not applicable since no remuneration is paid to the Managing Director / Non-executive Independent Directors of the Company.

CRITERIA FOR DETERMINING QUALIFICATIONS, POSITIVE ATTRIBUTES AND INDEPENDENCE OF A DIRECTOR :

The Nomination and Remuneration Committee has formulated the criteria for determining qualifications, positive attributes and independence of Directors in terms of provisions of Section 178 (3) of the Act.

Independence: In accordance with the above criteria, a Director will be considered as an 'Independent Director' if he/she meet the criteria for 'Independent Director' as laid down in 149(6) of Companies Act, 2013.

Qualifications: A transparent Board nomination process is in place that encourages diversity of thought, experience, knowledge, perspective, age and gender. It is also ensured that the Board has an appropriate blend of functional and industry expertise. While recommending the appointment of a Director, the Nomination and Remuneration Committee considers the manner in which the function and domain expertise of the individual will contribute to the overall skill-domain mix of the Board.

Positive Attributes: In addition to the duties as prescribed under the Act, the Directors on the Board of the Company are also expected to demonstrate high standards of ethical behavior, strong interpersonal and communication skills and soundness of judgment.

ANNUAL EVALUATION OF BOARD PERFORMANCE ITS COMMITTEES AND OF DIRECTORS :

The Nomination and Remuneration Committee has defined the evaluation criteria, procedure and time schedule for the Performance Evaluation process for the Board, its Committees and Directors.

The Board's functioning was evaluated on various aspects, including inter alia degree of fulfillment of key responsibilities, Board structure and composition, establishment and delineation of responsibilities to various Committees, effectiveness of Board processes, information and functioning.

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 Board as a whole. The Nomination and Remuneration Committee also reviewed the performance of the Board, its Committees and of the Directors.

18. NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS :

a) Details of Board meetings held during the year-

4 (Four) Board meetings were held during the financial year from 1st April, 2017 to 31st March, 2018. -

Sr. No.	Date of meeting	Sr. No.	Date of meeting
1	14/06/2017	3	08/12/2017
2	23/08/2017	4	17/03/2018

The maximum interval between any two meetings did not exceed 120 days

b) Attendance of each director at the board Meetings and the last AGM during the year 1st April, 2017 to 31st March,2018.

Name of the director	No. of board meetings attended	Last AGM attendance (Yes/No)
Mr. Jagannath Shinde	4	Yes
Mr. Jugalkishor Tapadiya	3	Yes
Mr. Ravindra Savant	3	Yes
Mr. Parari Patil**	2	Yes
Mr. Madan Patil*	1	No
Mr. Sukhendu Patnaik*	0	No

* Mr. Sukhendu Patnaik (DIN: 07370481), Director, resigned on 1st April 2017 and Mr. Madan Patil (DIN: 02914664), Director, resigned on 15th June, 2017.

** Mr Parari Athmaram Patil (DIN: 07916471) was appointed as additional Director w.e.f 23rd August, 2017 and was appointed as regular director in the Annual General Meeting held on 27th September, 2017

The independent directors held one meeting on 17th March, 2018 without the attendance of non-independent directors and members of management.

c) Committees of the Board:

The Board of Directors have constituted following committees in order to effectively cater its duties towards diversified role under the Companies Act, 2013

- Audit Committee;
- Nomination and Remuneration Committee;
- Stakeholders' Relationship Committee and,

Details of the constitution of each Committee and number of meetings attended by individual director etc. are provided in **Annexure 'IV'** and forms part of this Report.

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

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are provided in Notes to the Financial Statements.

19. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

All related party transactions that were entered into during the financial year ended 31st March, 2018 were in the ordinary course of business at arm's length. Therefore, the provisions of Section 188 of the Companies Act, 2013 were not attracted. Further, there are no materially significant related party transactions during the year under review made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large.

The particulars of contracts or arrangements with related parties as prescribed in Form AOC - 2 is appended as **Annexure I**.

20. PARTICULARS OF EMPLOYEES:

There are no employees drawing remuneration of Rs. One crore and two lakh p.a if employed throughout the f.y or drawing remuneration of Rs. Eight lakh and Fifty thousand rupees per month if employed for part thereof

There are no employees drawing remuneration in excess of that drawn by MD/WTD/Manger and holding 2% of equity shares himself and/or with spouse and dependent children

21. MERGER OF AIOCDL WITH MSCDAL:

The Board of Directors of your Company had at its meeting held on 08th December 2017, approved the Merger of All Indian Origin Chemists and Distributors Limited with Maharashtra Safe Chemists and Distributors Alliance Limited. The said Merger is subject to receipt of necessary approvals of Shareholders, National Company Law Tribunal and other Regulatory authorities as may be required.

22. EXTRACT OF THE ANNUAL RETURN:

The details forming part of the extract of Annual Return in prescribed Form MGT 9 is annexed hereto as **Annexure III** and forms the part of this Report.

23. DIRECTORS' RESPONSIBILITY STATEMENT AS REQUIRED UNDER SECTION 134(3)(c) OF THE COMPANIES ACT, 2013:

Pursuant to Section 134(5) of the Companies Act, 2013 the Board of Directors of the Company confirms that-

- (a) in the preparation of the annual accounts for the year ended 31st March, 2018, the Company has followed the applicable accounting standards and there are no material departures from the same.
- (b) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2018 and of the profit and loss of the Company for that period;
- (c) the Directors have taken proper and sufficient care 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;
- (d) the Directors have prepared the annual accounts on a 'going concern' basis;
- (e) the Company being unlisted, sub clause (e) of section 134(3) of the Companies Act, 2013 pertaining to laying down internal financial controls is not applicable to the Company;
- (f) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

24. HUMAN RESOURCES:

Your Company treats its "human resources" as one of its most important assets. Your Company continuously invests in attraction, retention and development of talent on an ongoing basis. A number of programs that provide focused people attention are currently underway. Your Company thrust is on the promotion of talent internally through job rotation and

job enlargement.

25. DISCLOSURES UNDER SEXUAL HARASSMENT OF WOMEN AT WORK PLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013:

The Company is committed to provide a safe and conducive work environment to its employees.

During the year under review, no case of sexual harassment was reported.

26. COMPLIANCE WITH SECRETARIAL STANDARDS:

Your company has devised proper systems to ensure compliance of applicable Secretarial Standards on Board Meeting, General Meeting and on Dividend.

27. ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO FINANCIAL STATEMENTS:

The Board has addressed the discrepancies in Internal Financial Control and have given directions as to curb the same.

28. AUDIT COMMITTEE:

The details of the composition, powers, functions, meetings of the Committee held during the year are given as under
The Audit Committee consists of the following members

- a. Mr. Ravindra Savant
- b. Mr. Parari Patil
- c. Mr. Jagannath Shinde

The Committee reviews the audited financial statement. The Committee also reviewed (i) appointment of Statutory, Internal Auditor of the Company (ii) reports of the Internal Auditor; (iii) acquisition/ sale of assets; (iv) Directors' Responsibility Statement; (v) performance of Statutory and Internal Auditors; (vi) Monitoring of the Code of Conduct; and (vii) Ethics and related matters. The Committee had regular interaction with the Internal and Statutory Auditors of the Company.

Recommendations of the Committee are accepted by the Board of Directors from time to time.

Broad terms of reference to the Audit Committee in brief :

The Committee primarily acts in line with the Section 177 of the Companies Act, 2013. The Committee oversees the Company's financial reporting process and internal control system and, ensures that the financial statements are correct, sufficient and credible. The Committee reviews the annual and quarterly financial statements before submission to the Board for approval. The Committee has been entrusted with the responsibility of reviewing Internal Audit findings and ensuring adequacy of internal control systems. The Committee recommends to the Board, appointment of external auditors and payment of fees. The Committee holds regular discussions with the Internal, Statutory Auditors about their scope of audit and holds post audit discussions with the Auditors. The Statutory, Internal Auditor, the, Finance & Accounts Team of the Company are invited for the meetings of the Committee.

29. NOMINATION AND REMUNERATION COMMITTEE :

The Nomination and Remuneration Committee consists of 3 Directors –

1. Mr. Parari Patil,
2. Mr. Ravindra Savant
3. Mr. Jagannath Shinde

The Committee reviews appointment of directors and key managerial persons. The Committee has formulated the criteria for determining qualifications, positive attributes and independence of a director. The Board upon recommendation from the Committee have formulated a policy, relating to the remuneration for the directors, and other employees. The Committee oversees the following self-evaluation process, used by the Directors, by the Board and by each committee of the Board to determine their effectiveness and opportunities for improvement. Each Board member is requested to evaluate the effectiveness of the Board dynamics and relationships, information flow, value addition, governance, and the effectiveness of the whole Board and its various committees in descriptive manner. Feedback on each Director is encouraged to be provided as a part of survey.

Remuneration policy

The Company's remuneration policy is driven by the success and performance of the individual employees and the Company. Our compensation philosophy is to align Directors and Company's compensation with our business objectives, so that compensation is used as a strategic tool that helps us recruit, motivate and retain highly talented individuals who are committed to our core values. We believe that our compensation programs are integral to achieving our goals. Through its compensation programme, the Company endeavors to attract, retain, develop and motivate a high performance workforce. The Company follows a compensation mix of fixed pay, benefits and performance based variable pay. Individual performance pay is determined by business performance of the Company. The Company pays remuneration by way of salary, benefits, perquisites and allowances (fixed component) and performance incentives, commission to Director annual increments are decided by the Compensation Committee within the salary scale approved by the Board and Shareholder

30. TRANSFER OF AMOUNTS TO INVESTOR EDUCATION AND PROTECTION FUND:

Your Company had Rs. 13,13,150/- of Equity Dividend in the Unclaimed Equity Dividend Account for 7 years and Rs. 16,74,940/- of Preference Dividend in the Unclaimed Preference Dividend Account for 7 consecutive years, were transferred to the Investor Protection Fund Account as on 22nd September 2017.

As on 16th October, 2017 vide Ministry of Corporate Affairs Circular, directed to transfer the shares on which such dividend is unpaid for 7 consecutive years, to Investor Protection and Transfer Fund Suspense Account. Your Company has transferred 11,33,475 Equity Shares and 17,30,825 Preference Shares. We have updated the reclaim process for the said transferred shares from the Investor Protection and Education Fund Suspense Account on our website www.mscdaltd.com.

Your Company had declared Equity and Preference Dividend for the Financial Year 2012 – 2013, those who have yet to claim their dividend amount, are requested to claim their Dividend, for the Unpaid dividend for 7 consecutive years, would be transferred to Investor Protection and Education Fund.

31. ACKNOWLEDGMENTS:

Your Directors acknowledge with gratitude, the co-operation, valuable assistance and guidance extended by the Management, service providers, Company's banker, shareholders and various institutions of the Central and State

Governments during the year under review.

The Directors put on record appreciation for the devoted services of all employees, and the continued supports from the customers, vendors, members during the year under review

For and on behalf of the Board of Directors

Sd/-
Mr. Jagannath Shinde
Chairman
DIN – 01435827
Add: Shinde Building Narveer Tanaji Chowk,
Kolse Wadi, Kalyan (E), Thane – 421306
Place: Mumbai
Date: 14/07/2018

“ANNEXURE I”

FORM NO. AOC -2

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

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

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

MAHARASHTRA SAFE CHEMISTS AND DISTRIBUTORS ALLIANCE LIMITED has not entered into any contract or arrangement or transaction with its related parties which is not at arm's length during financial year 2017-18.

Name (s) of the related party & nature of relationship	Nature of contracts/ arrangements/ transactions/ transaction	Duration of the contracts / arrangements/ transaction	Salient terms of the contracts or arrangements or transaction including the value, if any	Justification for entering into such contracts or arrangements or transactions'	Date of approval by the Board	Amount paid as advances , if any	Date on which the special resolution was passed in General meeting as required under first proviso to section 188
-	-	-	-	-	-	-	-

2. Details of contracts or arrangements or transactions at Arm's length basis.

Name (s) of the related party & nature of relationship	Nature of contracts/ arrangements/ transactions/ transaction	Duration of the contracts / arrangements/ transaction	Salient terms of the contracts or arrangements or transaction including the value, if any	Nature of Contracts and Arrangements	Date of approval by the Board	Amount paid as advances, if any	Date on which the special resolution was passed in General meeting as required under first proviso to section 188
All Indian Origin Chemists & Distributors Ltd	Leave & License Agreement	1st May 2008 – (subject to renewal)	Leave & License Agreement	Ordinary Course of Business and at Arms Length	03.09.2014	NA	30.09.2014
All Indian Origin Chemists & Distributors Ltd	Expense Sharing Agreement	30th March 2012 - Ongoing	Sharing of utility expenses	Ordinary Course of Business and at Arms Length	03.09.2014	NA	30.09.2014
All Indian Origin Chemists & Distributors Ltd	Sales And Distribution Agreement	1st October, 17 - 30 th September, 2020	Appointment as non-exclusive Distributor	Ordinary Course of Business and at Arms Length	03.09.2014 & 23.08.2017	NA	30.09.2014 & 27.09.2017
AIOCD Pharmasofttech AWACS Private Limited	Leave & License Agreement	1st October, 17 - 30 th September, 2020	Leave & License Agreement	Ordinary Course of Business and at Arms Length	03.09.2014 & 23.08.2017	NA	30.09.2014 & 27.09.2017
Tapadiya Distributors	Stockiest Agreement	25 th March 2015 - Ongoing	Supply of goods	Ordinary Course of Business and at Arms Length	25.03.2015	NA	NA
Nancy Enterprises	Stockiest Agreement	25 th March 2015 - Ongoing	Supply of goods	Ordinary Course of Business and at Arms Length	25.03.2015	NA	NA
Nansun Distributors	Stockiest Agreement	15 th June 2016 - ongoing	Supply of goods	Ordinary Course of Business and at Arms Length	08.06.16	NA	NA
Tapadiya Life Sciences	Stockiest Agreement	15 th June 2016 - ongoing	Supply of goods	Ordinary Course of Business and at Arms Length	08.06.16	NA	NA
Tapadiya Cosmogen	Stockiest Agreement	15 th June 2016 - ongoing	Supply of goods	Ordinary Course of Business and at Arms Length	08.06.16	NA	NA

For and on behalf of the Board of Directors

Sd/-

Mr.Jagannath Shinde

Chairman

DIN – 01435827

Add: Shinde Building Narveer Tanaji Chowk, Kolse Wadi, Kalyan (E), Thane – 421306

Sd/-

Dhaval Bharwada

Chief Financial Officer

Add: Ayodhya Park, Harsh S - 6, Kawala Naka, Kolhapur 416005

Place: Mumbai

Date: 14th July 2018

ANNEXURE II
Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2018

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

To,

The Members,
Maharashtra Safe Chemists and Distributors Alliance Limited
(CIN:U24239MH2006PLC165149)
6th Floor, Corporate Park II,
V. N. Purav Marg, Chembur, Mumbai 400071

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

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

I have examined the books, papers, minute books, forms and returns filed and other records maintained by **Maharashtra Safe Chemists and Distributors Alliance Limited** ("the Company") for the financial year ended on 31st March 2018 according to the provisions of:

- (1) The Companies Act, 2013 (the Act) and the rules made there under;
- (2) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under; **(not applicable during the audit period)**
- (3) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under; **(not applicable during the audit period)**
- (4) Foreign Exchange Management Act, 1999 and the rules and regulations made there under;
- (5) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):- **(not applicable during the audit period)**
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
 - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- (6) The Drugs (Prices Control) Order, 1995 / 2013
- (7) The Drugs & Cosmetics Act, 1940 and The Drugs & Cosmetics Rules, 1945
- (8) Food Safety and Standards Act, 2006 and Food Safety Standards Regulations (FSSR), 2011

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

- (a) Secretarial Standards issued by the Institute of Company Secretaries of India.
- (b) The Listing Agreement entered into by the Company with BSE Limited (BSE) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; **(Not applicable during the Audit Period)**

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, etc. mentioned above.

I further report that

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

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

All the decisions at Board Meetings and Committee Meetings are carried through and recorded as part of the minutes.

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

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

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

Place : Mumbai

Date : 14/07/2018

Sd/-

DEEPA GUPTA

ACS NO.: 20860

CP No.: 8168

Form No. MGT-9

ANNEXURE –III

EXTRACT OF ANNUAL RETURN AS ON THE FINANCIAL YEAR ENDED ON MARCH 31, 2018

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

1. REGISTRATION AND OTHER DETAILS:

i.	CIN	U24239MH2006PLC165149
ii.	Registration Date	16/10/2006
iii.	Name of the Company	MAHARASHTRA SAFE CHEMISTS AND DISTRIBUTORS ALLIANCE LIMITED
iv.	Category/Sub-Category of the Company	Company limited by shares
v.	Address of the Registered office and contact details	6th Floor, Corporate Park - II,, V.N. Purav Marg, Chembur, Mumbai Maharashtra-400071 INDIA
vi.	Whether listed company	No
vii.	Name, Address and Contact details of Registrar and Transfer Agent, if any	Link Intime India Private Limited C-101, 247 Park, L.B.S. Marg , Vikhroli (West), Mumbai – 400 083.

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

Sr. No	Name and Description of main products/ services	NIC Code of the Product/ service	% to total turnover of the company
1	Sale of Products	46	96%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

	Name And Address Of The Company	CIN/GLN	Holding/ Subsidiary /Associate	%of shares held	Applicable Section
1.	NA	NA	NA	NA	NA

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

I. Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during The year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoter									
1) Indian									
a) Individual/ HUF	-	752600	752600	2.1475	-	701100	701100	2.0005	(0.1470)
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp	-	-	-	-	-	-	-	-	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any Other	-	-	-	-	-	-	-	-	-
Subtotal(A)(1):-	-	752600	752600	2.1475	-	701100	701100	2.0005	(0.1470)
2) Foreign	-	-	-	-	-	-	-	-	-
g) NRIs- Individuals	-	-	-	-	-	-	-	-	-
h) Other- Individuals	-	-	-	-	-	-	-	-	-
i) Bodies Corp.	-	-	-	-	-	-	-	-	-
j) Banks / FI	-	-	-	-	-	-	-	-	-
Total Promoter Shareholding (A)=(A)(1)+(A)(2)	-	752600	752600	2.1475	-	701100	701100	2.0005	(0.1470)
B. Public Shareholding									
1. Institutions	-	-	-	-	-	-	-	-	-
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt.	-	-	-	-	-	-	-	-	-
d) State Govt. (s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
a) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total(B)(1)	-	-	-	-	-	-	-	-	-
2. Non Institutions	-	-	-	-	-	-	-	-	-
a) Bodies Corp. (i) Indian (ii) Overseas	-	682750	682750	1.9481	-	856250	856250	2.4432	0.4951
b) Individuals (i) Individual shareholders holding nominal share capital upto Rs. 1 lakh (ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	-	26211695	26211695	74.7918	-	26075195	26075195	74.4023	(0.3895)
c) Others(Specify)	-	7399150	7399150	21.1126	-	7413650	7413650	21.1539	0.0413
Sub-total(B)(2)	-	34293595	34293595	97.8525	-	34343595	34343595	97.9952	0.1427
Total Public Shareholding (B)=(B)(1)+(B)(2)	-	34293595	34293595	97.8525	-	34343595	34343595	97.9952	0.1427
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	-	35046195	35046195	100	-	35046195	35046195	100	-

II. Shareholding of Promoters

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1.	SHINDE JAGANNATH SAKHARAM	1,40,100	0.3997	-	1,40,100	0.3997	-	-
2.	ANIL HARIKISAN NAVANDAR	1,00,000	0.2853	-	1,00,000	0.2853	-	-
3.	VAIJANATH EKNATH JAGUSHTE	1,01,000	0.2881	-	1,01,000	0.2881	-	-
4.	VINAY SHASHIKANT SHROFF	1,20,000	0.3424	-	1,20,000	0.3424	-	-
5.	#AMAR JEET SOBTI	50000	0.1427	-	0	0	-	(0.1427)

All the Shares of Mr. Amar Jeet Sobti were transferred as on 30th June, 2017.

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

Sr. no		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	AMAR JEET SOBTI				
	At the beginning of the year	50000	0.1427	50000	0.1427
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc)				
	Decrease in Promoters Share holding (of Amarjeet Sobti) by way of transfer of shares as on 30th June 2017	(50000)	(0.1427)	(50000)	(0.1427)
	At the End of the year	0	0	0	0

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

Sr. no	Name of shareholder	Shareholding at the beginning of the year		Date	Reason	Increase/ Decrease in Shareholding		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company			No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	All Indian Origin Chemists & Distributors Limited	540000	1.5408	01/04/2017	No Change	-	-	540000	1.5408
		540000	1.5408	31/03/2018		-	-	540000	1.5408
2	Captive Audience Advertising Network And Reserach Pvt Ltd	142750	0.4073	01/04/2017		-	-	-	-
				28/04/2017	Purchase of Shares	28500	0.0813	171250	0.4886
				19/05/2017	Purchase of Shares	18000	0.0514	189250	0.5400
				30/06/2017	Purchase of Shares	62900	0.1795	252150	0.7195
				07/07/2017	Purchase of Shares	250	0.0007	252400	0.7202
				04/08/2017	Purchase of Shares	8600	0.0245	261000	0.7447
				01/09/2017	Purchase of Shares	2500	0.0072	263500	0.7519
				05/01/2018	Purchase of Shares	52750	0.1505	316250	0.9024
				31/03/2018	-	-	316250	0.9024	

3	Rajendra Lingayat	177250	0.5057	01/04/2017	No Change	-	-	177250	0.5057
		177250	0.5057	31/03/2018		-	-	177250	0.5057
4	Nitin Rameshchandra Diwania	150000	0.4280	01/04/2017	No Change	-	-	150000	0.4280
		150000	0.4280	31/03/2018		-	-	150000	0.4280
5	Rajendra Deshmukh	101000	0.2882	01/04/2017	No Change	-	-	101000	0.2882
		101000	0.2882	31/03/2018		-	-	101000	0.2882
6	Vikrant J. Shinde	120000	0.3424	01/04/2017	No Change	-	-	120000	0.3424
		120000	0.3424	31/03/2018		-	-	120000	0.3424
7	Nilesh Shivaji Shinde	120000	0.3424	01/04/2017	No Change	-	-	120000	0.3424
		120000	0.3424	31/03/2018		-	-	120000	0.3424
8	Barkase Arun Sakharajji	100000	0.2853	01/04/2017	No Change	-	-	100000	0.2853
		100000	0.2853	31/03/2018		-	-	100000	0.2853
9	Bhangale Sunil Ramdas	100000	0.2853	01/04/2017	No Change	-	-	100000	0.2853
10	Rajiv K Jain	100000	0.2853	01/04/2017	No Change	-	-	100000	0.2853
		100000	0.2853	31/03/2018		-	-	100000	0.2853

Maharashtra Safe Chemists and Distributors Alliance Limited

V. Shareholding of Directors and Key Managerial Personnel:

Sr. no	Name of shareholder	Shareholding at the beginning of the year		Date	Reason	Increase/ Decrease in Shareholding		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company			No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Jagannath S. Shinde	140100	0.2736	31-03-2018	No change	0	0	140100	0.2736
2	Jugalkishor Tapadiya	21000	0.0599	31-03-2018	No change	0	0	21000	0.0599
4	Ravindra Savant	0	0	31-03-2018	No change	0	0	0	0
5	Parari Patil	0	0	31-03-2018	No change	0	0	0	0
6	Dhaval Bharwada	5000	0.0143	31-03-2018	No change	0	0	5000	0.0143
7	Sanjay Jagavkar**	0	0	0	No change	0	0	0	0
8	Anita Pandey*	0	0	0	No change	0	0	0	0
9	Aditi Bhor*	0	0	0	No change	0	0	0	0

*Miss. Anita Pandey resigned wef 7th September 2017 as Company Secretary and Miss. Aditi Bhor was appointed as Company Secretary wef 18th September 2017

**Mr. Sanjay Jagavkar, was appointed on 14th July, 2018 upto the ensuing Annual General Meeting, subject to the regularization by shareholders in the Annual General Meeting.

V. INDEBTEDNESS

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

Indebtedness at the beginning of the Financial year	Secured Loan	Unsecured Loan	Deposit	Total indebtedness
i) Principal amount		-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Toal	-	-	-	-
Changes in indebtedness during the Financial year	-	-	-	-
Addition	-	-	-	-
Reduction	-	-	-	-
Net chages	-	-	-	-
Indebtedness at the end of the Financial year	-	-	-	-
i) Principal amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total	-	-	-	-

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

(NOT APPLICABLE)

SI NO.	Particulars of Remuneration	Name of MD/WTD/ Manager				Total Amount
1	Gross salary (a)Salary as per provisions contained in section17(1) of the Income-tax Act, 1961 (b)Value of perquisites u/s 17(2)Income-tax Act, 1961 (c)Profits in lieu of salary undersection17(3)Income- taxAct,1961					
2.	Stock Option					
3.	Sweat Equity					
4.	Commission - as% of profit - others, specify...					
5.	Others, please specify					
6.	Total(A)					
	Ceiling as per the Act					

B. Remuneration to other directors:

SI NO.	Particulars of Remuneration	Ravindra Savant	Parari Patil	Total Amount
	<u>Independent Directors</u> · Fee for attending board committee meetings · Commission · Others, please specify	60000	40000	100000
	Total(1)	60000	40000	100000
	<u>Other Non-Executive Directors</u> · Fee for attending board committee meetings · Commission · Others,pleasespecify	-	-	
	Total(2)	-	-	
	Total(B)=(1+2)	60000	40000	100000
	Total Managerial Remuneration			
	Overall Ceiling as per the Act			

**Mr. Sukhendu Patnaik resigned as Independent Director wef 1st April 2017*

C. Remuneration to Key Managerial Personnel Other Than MD/Manager/WTD

Sr. no.	Particulars of Remuneration	Key Managerial Personnel				
		CEO	Company Secretary Anita Pandey (Upto 06.10.2017)	Company Secretary Aditi Bhor (18.09.2017-31.03.2017)	CFO	Total
1.	Gross salary (a)Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b)Value of perquisites u/s 17(2)Income-tax Act, 1961 (c)Profits in lieu of salary under section 17(3)Income-tax Act, 1961	<u>NA</u>	<u>181210</u>	<u>176035</u>	<u>NA</u>	<u>357245</u>
		<u>NA</u>	<u>NA</u>	<u>NA</u>	<u>NA</u>	<u>NA</u>
		<u>NA</u>	<u>NA</u>	<u>NA</u>	<u>NA</u>	<u>NA</u>
2.	Stock Option	<u>NA</u>	<u>NA</u>	<u>NA</u>	<u>NA</u>	<u>NA</u>
3.	Sweat Equity	<u>NA</u>	<u>NA</u>	<u>NA</u>	<u>NA</u>	<u>NA</u>
4.	Commission - as % of profit - others, specify...	<u>NA</u>	<u>NA</u>	<u>NA</u>	<u>NA</u>	<u>NA</u>
5.	Others, please specify	<u>NA</u>	<u>NA</u>	<u>NA</u>	<u>NA</u>	<u>NA</u>
6.	Total	<u>NA</u>	<u>181210</u>	<u>176035</u>	<u>NA</u>	<u>357245</u>

VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES

Type	Section of the companies Act	Brief description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority [RD/NCLT/Court]	Appeal made. If any (give details)
A. Company					
Penalty	<u>NA</u>	<u>NA</u>	<u>NA</u>	<u>NA</u>	<u>NA</u>
Punishment	<u>NA</u>	<u>NA</u>	<u>NA</u>	<u>NA</u>	<u>NA</u>
Compounding	<u>NA</u>	<u>NA</u>	<u>NA</u>	<u>NA</u>	<u>NA</u>
B. Directors					
Penalty	<u>NA</u>	<u>NA</u>	<u>NA</u>	<u>NA</u>	<u>NA</u>
Punishment	<u>NA</u>	<u>NA</u>	<u>NA</u>	<u>NA</u>	<u>NA</u>
Compounding	<u>NA</u>	<u>NA</u>	<u>NA</u>	<u>NA</u>	<u>NA</u>
C. Other Officers In Default					
Penalty	<u>NA</u>	<u>NA</u>	<u>NA</u>	<u>NA</u>	<u>NA</u>
Punishment	<u>NA</u>	<u>NA</u>	<u>NA</u>	<u>NA</u>	<u>NA</u>
Compounding	<u>NA</u>	<u>NA</u>	<u>NA</u>	<u>NA</u>	<u>NA</u>

For and on behalf of the Board of Directors

Sd/-

Mr. Jagannath Shinde

Chairman

DIN – 01435827

Add: Shinde Building Narveer Tanaji Chowk,
Kolse Wadi, Kalyan (E), Thane – 421306

Place: Mumbai
Date: 14th July 2018

ANNEXURE IV

Board of Directors

The Board of Directors of the Company has an optimum combination of Executive, Non-Executive and Independent Directors who have an in-depth knowledge of business, in addition to the expertise in their areas of specialization. The Board of the Company comprises Seven Directors that includes one Women Director.

(I) Composition and Category of Directors as of 31st March, 2018 is as follows:

Category	No. of Directors	%
Executive Directors	2	50
Non Executive & Independent Directors	2	50
Non Executive & Non Independent Director	—	—
Total	4	100

II) No. of other Board Committees they are Members / Chairman

Audit Committee	Nomination and Remuneration Committee	Stakeholders' Relationship Committee
Mr. Ravindra Savant	Mr. Parari Patil	Mr. Parari Patil
Mr. Parari Patil	Mr. Ravindra Savant	Mr. Jagannath Shinde
Mr. Jagannath Shinde	Mr. Jagannath Shinde	Mr. Jugalkishor Tapadiya

COMMITTEE MEETINGS

No. of Committees		3	
Name of the Committee		Audit Committee	
Date of meeting	Total No. of Directors on the	No. of	% of

	Date of Meeting	Directors attended	Attendance
14/06/2017	3	2	66.67
23/08/2017	3	2	66.67
08/12/2017	3	3	100
17/03/2018	3	3	100

Name of the Committee	Nomination and Remuneration Committee		
-----------------------	--	--	--

Date of meeting	Total No. of Directors on the Date of Meeting	No. of Directors attended	% of Attendance
22/08/2017	2	2	100
08/12/2017	3	3	100

Name of the Committee	Shareholders' Relationship Committee		
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Date of meeting	Total No. of Directors on the Date of Meeting	No. of Directors attended	% of Attendance
11/04/2017	3	3	100
28/04/2017	3	3	100
30/05/2017	3	3	100
05/06/2017	3	3	100
12/06/2017	3	3	100
20/06/2017	3	3	100

03/07/2017	3	3	100
14/07/2017	3	3	100
01/08/2017	3	3	100
04/12/2017	3	3	100

Date of independent Directors meeting and attendance details

SN	Date of meeting	Total No. of Directors on the Date of Meeting	No. of Directors attended	% of Attendance
1	17/03/2018	2	2	100

For and on behalf of the Board of Directors of

Maharashtra Safe Chemists and Distributors Alliance Limited

Sd/-

Mr. Jagannath Shinde
 Chairman
 DIN – 01435827
 Add: Shinde Building Narveer Tanaji Chowk,
 Kolse Wadi, Kalyan (E), Thane – 421306

Place: Mumbai
 Date: 14/07/2018

INDEPENDENT AUDITORS' REPORT

**To the Shareholders,
Maharashtra Safe Chemists and Distributors Alliance Limited**

Report on the Financial Statements

We have audited the accompanying financial statements of **Maharashtra Safe Chemists and Distributors Alliance Limited**, which comprise the Balance Sheet as at March 31, 2018, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit.

We have taken into account the provisions of the Act, and the Rules made thereunder including the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

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

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2018 and its profit and its cash flows for the year ended on that date.

Other Matter

The financial statements of the Company for the year ended March 31, 2017 were audited by another firm of chartered accountants under the Companies Act, 2013, who vide their report dated August 23, 2017, expressed an unmodified opinion on those financial statements. Our Opinion is not qualified in respect of this matter.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the "**Annexure A**" a statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.
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;
 - c) The balance sheet, the statement of profit and loss and the cash flow statement dealt with by this Report are in agreement with the books of account;
 - d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
 - e) On the basis of the written representations received from the directors as on 31 March 2018 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2018 from being appointed as a director in terms of Section 164 (2) of the Act;
 - f) With respect to the adequacy of the Internal Financial controls over financial reporting of the group and its associates and jointly controlled company refer to our separate report in "**Annexure B**" and
 - g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - I. The Company has no pending litigations having impact on its financial position in its financial statements
 - ii. The Company has made provision, as required under the applicable law Or accounting standards, for material foreseeable losses, if any, on long-term contracts.
 - iii. The company was required to transfer Rs.29,88,090/- to Investor Education and Protection Fund by 22nd September, 2017. The said amount was transferred on 22nd September, 2017.

**For Mitesh Mehta & Associates
Chartered Accountants**

Sd/-

**Mitesh Mehta
(Proprietor)**

**Membership No. : - 041518
Firm Registration No.: 106447W**

**Place: - Mumbai
Date: - 14th July, 2018**

“Annexure A” to Independent Auditor's Report

The Annexure referred to in our Independent Auditors' Report to the members of the Company on the standalone financial statements for the year ended 31 March 2018, we report that:

- (I) (a) In our opinion and according to the information and explanation given to us, the Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) In our opinion and according to the information and explanation given to us, the fixed assets of the company have been physically verified by Management of the Company at regular intervals. No material discrepancies were noticed on such verification.
- (c) In our opinion and according to the information and explanation given to us, the title deeds of the Immovable Property are held in the name of the Company.
- (ii) In our opinion and according to the information and explanation given to us, physical verification of inventory (Excluding stocks with third parties) has been conducted at reasonable intervals by the management. In our opinion and according to the information and explanation given to us, no material discrepancies have been noticed on physical verification.
- (iii) In our opinion and according to the information and explanation given to us, the Company has not granted any loans, secured or unsecured, to companies, firms, Limited Liability Partnership covered in the register maintained under section 189 of the Companies Act, 2013 ('the Act'). Accordingly, in our opinion the provisions of Clause 3(iii), (iii)(a), (iii)(b) & (iii)(c) of the said Order are not applicable to the Company.(iv)In our opinion and according to the information and explanations given to us, the provisions of section 185 and 186 of the Companies Act 2013 have been complied with in respect of the Loans, Investments and Guarantees.
- (v) In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from the public. Accordingly, in our opinion, the provisions of Clause 3(v) of the said Order are not applicable to the Company.(vi)In our opinion and according to the information and explanations given to us, the Company is not engaged in production, processing, manufacturing or mining activities for which the Central Government has prescribed the maintenance of cost records under section 148(1) of the Act. Accordingly, in our opinion the provisions of Clause 3(vi) of said Order are not applicable to the Company.(vii) In our opinion and according to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including provident fund, employees state insurance, income tax, sales tax, wealth tax, service tax, duty of customs, value added tax, cess and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities. As explained to us, the Company did not have any dues on account of custom duty/excise.
- According to the information and explanations given to us, no other undisputed amounts payable in respect of provident fund, income tax, sales tax, wealth tax, duty of customs, value added tax, cess and other material statutory dues were in arrears as at 31 March 2018.
- (b) In our opinion and according to the information and explanations given to us, there are no material dues of Income Tax, Sales Tax, Wealth tax, Service Tax, duty of customs and cess which have not been deposited with the appropriate authorities on account of any dispute.
- (viii) In our opinion and according to the information and explanations given to us, the Company has not borrowed fund from financial institutions, banks. Accordingly, in our opinion the provisions of Clause 3(viii) of said Order are not applicable to the Company.
- (ix) In our opinion and according to the information and explanations given to us, the Company did not raise money by way of public issue or follow on offer; hence, the provision of Clause 3 (ix) of CARO 2016 is not applicable.
- (x) In our opinion and according to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the course of our audit.
- (xi) In our opinion and according to the information and explanations given to us, the Company did not pay managerial remuneration. Accordingly, in our opinion, paragraph 3(xi) of the Order is not applicable to the Company.
- (xii) In our opinion and according to the information and explanations given to us, Since the Company is not a Nidhi Company, paragraph 3 (xii) of CARO 2016 is not applicable.
- (xiii) In our opinion and according to the information and explanations given to us, all transactions with the related parties are in compliance with sections 177 and 188 of the Companies Act 2013 where applicable and the details have been disclosed in the Financial Statements etc. as required by Accounting Standards.
- (xiv) In our opinion and according to the information and explanations given to us, Since the Company has not made any preferential allotment/private placement of Shares or fully or partly Convertible Debentures, during the year under review, hence paragraph 3 (xiv) of CARO 2016 is not applicable.
- (xv) In our opinion and according to the information and explanations given to us, the Company has not entered into any Non cash Transactions as contemplated u/s 192 of the Companies Act 2013 with the Directors or persons connected with them, hence paragraph 3 (xv) of CARO 2016 is not applicable.(xvi)In our opinion and according to the information and explanations given to us, the company is not required to be registered u/s 45 IA of the Reserve Bank of India Act, 1934

**For Mitesh Mehta & Associates
Chartered Accountants**

**Sd/-
Proprietor
Mitesh Mehta
Membership No. : - 041518
Firm Registration No.: 106447W**

**Place: - Mumbai
Date: - 14th July, 2018**

**“Annexure B” To The Independent Auditor's Report Of Even Date On The
Financial Statements****Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies
Act, 2013 (“the Act”)**

We have audited the internal financial controls over financial reporting of **Maharashtra Safe Chemists and Distributors Alliance Limited** (“the Company”) as of March 31, 2018 in conjunction with our audit of the Standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls:

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

Auditors' Responsibility:

- Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, to the extent applicable to an audit of internal financial controls, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.
- Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness.
- Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.
- We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

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

A company's internal financial control over financial reporting includes those policies and procedures that

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and

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

Inherent Limitations of Internal Financial Controls over Financial Reporting:

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

Opinion

According to the information and explanations given to us and based on our audit, the following material weaknesses have been identified as at March 31, 2018:

- a) The Company need to implement policies and procedures documented for the components of internal Control.
- b) The Company did not have adequate segregation of duties for procurement and marketing in Critical care division.
- c) The Company did not have a regular control process for reconciliation and confirmation of balances with all the parties.
- d) The Company did not have documented Authority Matrix for Approval of various types of transactions.
- e) The Company did not have documented process for Budgetary Control and variance analysis on a regular basis.
- f) The Company did not have documented policy for recovery of outstanding debts and claims for Price/Rate Difference, Discounts etc.

A 'material weakness' is a deficiency, or a combination of deficiencies, in internal financial control over financial reporting, such that there is a reasonable possibility that a material Misstatement of the company's annual or interim financial statements will not be prevented or detected on a timely basis.

In our opinion, except for the effects/possible effects of the material weaknesses described above on the achievement of the objectives of the control criteria, the Company has maintained, in all material respects, adequate internal financial controls over financial reporting and such internal financial controls over financial reporting were operating effectively as of March 31, 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

We have considered the material weaknesses identified and reported above in determining the nature, timing, and extent of audit tests applied in our audit of the March 31, 2018 standalone financial statements of the Company, and these material weaknesses do not affect my / our opinion on the standalone financial statements of the Company.

**For Mitesh Mehta & Associates
Chartered Accountants**

Sd/-

**Mitesh Mehta
(Proprietor)**

Membership No. : - 041518

Firm Registration No.: 106447W

Place: - Mumbai

Date: - 14th July, 2018

Balance Sheet As at 31st March, 2018

(Amount in Rs.)

	Note No	As at 31st March, 2018	As at 31st March, 2017
<u>(I) EQUITY & LIABILITIES</u>			
<u>1) Shareholder`s Fund</u>			
a) Share Capital	1	50,21,61,900	50,21,61,900
b) Reserves and Surplus	2	(3,44,32,920)	(4,51,83,022)
<u>2) Non-Current Liabilities</u>			
a) Long Term Borrowings		-	-
b) Deferred Tax Liability (Net)		3,30,251	4,33,289
c) Other long Term Liabilities	3	20,70,000	19,00,000
d) Long Term Provisions	4	5,48,300	5,00,736
<u>3) Current Liabilities</u>			
a) Short Term Borrowings		-	-
b) Trade Payables		6,36,07,568	8,11,28,936
c) Other Current Liabilities	5	1,40,81,911	2,49,71,091
d) Short Term Provision	6	67,41,169	22,88,500
Total Equity and Liabilities		55,51,08,180	56,82,01,430
<u>II) ASSETS</u>			
<u>1) Non-Current Assets</u>			
a) Fixed Assets	7		
i) Tangible Assets		4,49,39,512	4,56,93,121
ii) Intangible Assets		-	-
iii) Capital Work-in-Progress		-	-
iv) Intangible Assets Under Development		-	-
b) Non-Current Investment	8	2,49,12,450	2,49,12,450
c) Deferred Tax Assets (Net)		-	-
d) Long Term Loans and Advances	9	1,52,70,830	1,02,18,773
e) Other Non-Current Assets	10	29,23,283	19,90,459
<u>2) Current Assets</u>			
a) Current Investment	11	-	-
b) Inventory	12	5,93,45,077	7,85,26,678
c) Trade Receivables	13	8,67,49,510	4,73,08,159
d) Cash and Cash-Equivalents	14	31,12,26,511	27,76,29,904
e) Short Term Loans and Advances	15	2,91,596	2,59,976
f) Other Current Assets	16	94,49,411	8,16,61,910
Total Assets		55,51,08,180	56,82,01,430

The Notes referred to above are an integral part of the Balance Sheet

As per our attached report of even date

For Mitesh Mehta & Associates
Chartered Accountants

Sd/-
Mitesh Mehta
Proprietor
Membership No - 041518
FRN - 106447W
Date : 14th July, 2018
Place: - Mumbai

For and on behalf of the Board

Sd/-
Jagannath S. Shinde
Chairman
DIN: 01435827

Sd/-
Dhaval Bharwada
Chief Financial Officer

Sd/-
Aditi Bhor
Company Secretary

Statement of Profit and Loss for the year ended on 31st March, 2018

(Amount in Rs.)

	Note No.	For the year ended 31st March, 2018	For the year ended 31st March, 2017
I) Income			
I) Income from Operations	17	55,74,79,736	53,53,39,055
II) Other Income	18	2,48,86,177	2,22,77,436
III) Total Revenue (I+II)		58,23,65,913	55,76,16,491
IV) Expenses :			
Cost of Materials Consumed			
Purchase		48,59,05,804	52,02,55,166
Changes in Inventory	19	1,91,81,601	(3,49,50,198)
Employee benefit expenses	20	1,30,77,330	1,36,40,121
Finance Cost	21	3,27,347	2,99,636
Depreciation and Amortization Expenses	22	17,99,874	16,84,161
Other Expenses	23	4,69,49,023	4,53,46,958
Total Expenses (IV)		56,72,40,979	54,62,75,844
V) Profit/(Loss) before prior period, exceptional and extraordinary items and tax (III-IV)		1,51,24,934	1,13,40,646
VI) Prior Period Expense			
VII) Profit/(Loss) before exceptional and extraordinary items and tax (V- VI)		1,51,24,934	1,13,40,646
VIII) Exceptional Items			
Profit on Sale of Investment		(12,370)	-
Profit/(Loss) on Sale of Fixed Assets		-	-
Loss On Discarded Fixed Assets		-	-
Reduction in value due to lower NRV		-	12,50,606
Loss due to Permanent Diminution in Value of Long Term Investment		-	-
Net Loss due to expiry/damage/shortage of Goods		-	-
IX) Profit/(loss) before extraordinary items and tax (VII-VIII)		1,51,12,563	1,00,90,040
X) Profit/(Loss) before Tax		1,51,12,563	1,00,90,040
XI) Tax Expenses			
i) Current Tax		44,65,499	-
ii) Deferred Tax		1,03,038	4,33,289
iii) Short Provision of Previous Years			12,14,078
XII) Profit/(Loss) from Continuing Operations (X-XI)		1,07,50,102	84,42,673
XIII) Profit/(Loss) for the period		1,07,50,102	84,42,673
XIV) Earnings per Shares			
1) Basic		0.31	0.24
2) Diluted		0.31	0.24

The Notes referred to above are an integral part of the Balance Sheet As per our attached report of even date

For Mitesh Mehta & Associates
Chartered Accountants

Sd/-
Mitesh Mehta
Proprietor
Membership No - 041518
FRN - 106447W
Date : 14th July, 2018
Place: - Mumbai

For and on behalf of the Board

Sd/-
Jagannath S. Shinde
Chairman
DIN: 01435827

Sd/-
Dhaval Bharwada
Chief Financial Officer

Sd/-
Aditi Bhor
Company Secretary

Cash Flow Statement for the year ended 31st March, 2018

(Amount in Rs.)

	As at 31st March, 2018	As at 31st March, 2017
<u>(I) Cash Flow from Operating Activities</u>		
Net Profit Before Tax as per Profit and Loss Statement	1,51,24,934	1,00,90,040
Adjusted for:		
Depreciation and amortization Expenses	17,99,874	16,84,161
Net Loss due to expiry/damage/shortage of Goods	-	-
Finance Cost	3,27,347	2,99,636
Operating Profit before Working Capital Changes	1,72,52,155	1,20,73,838
Adjusted for:		
Trade and Other Receivables	(3,94,41,351)	1,57,16,243
Inventories	1,91,81,601	(3,36,99,592)
Trade and Other Payables	(1,75,21,368)	4,76,94,838
Other Liabilities	(1,07,19,180)	33,65,848
Provisions	45,00,233	(2,90,91,014)
Loans and Advances	(50,83,677)	3,94,23,950
Other Current Assets	7,22,12,499	(3,72,35,972)
Other Non Current Assets	(9,32,824)	78,62,326
Cash Generated from Operations	3,94,48,088	2,61,10,464
Taxes Paid (Net)	44,65,499	12,14,078
Net Cash from Operating Activities	3,49,82,588	2,48,96,386
<u>(II) Cash Flow from Investing Activities</u>		
Purchase of Fixed asset	(11,84,883)	(8,52,312)
Purchase of Investments	-	-
Sale of Investment	-	-
Sale of Fixed Asset	1,26,247	-
Net Cash (Used in) Investing Activities	(10,58,636)	(8,52,312)
<u>(III) Cash Flow from Financing Activities</u>		
Finance Cost	(3,27,347)	(2,99,636)
Short Term Borrowing	-	(32,37,131)
Net Cash (Used in) / Generated from Financing Activities	(3,27,347)	(35,36,767)
Net (Decrease) in Cash and Cash Equivalents	3,35,96,605	2,05,07,307
Opening Balance of Cash and Cash Equivalents	27,76,29,904	25,71,22,596
Closing Balance of Cash and Cash Equivalents	31,12,26,511	27,76,29,904

The Notes referred to above are an integral part of the Balance Sheet
As per our attached report of even date

For Mitesh Mehta & Associates
Chartered Accountants

Sd/-
Mitesh Mehta
Proprietor
Membership No - 041518
FRN - 106447W
Date : 14th July, 2018
Place: - Mumbai

For and on behalf of the Board

Sd/-
Jagannath S. Shinde
Chairman
DIN: 01435827

Sd/-
Dhaval Bharwada
Chief Financial Officer

Sd/-
Aditi Bhor
Company Secretary

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018
(Amount in Rs.)

	As at 31st March, 2018	As at 31st March, 2017
Note - 1 Share Capital		
Authorized Capital		
3,60,00,000 Equity Shares of Rs 10/- each	36,00,00,000	36,00,00,000
2,00,00,000 8% Preference Shares of Rs 10/- each	20,00,00,000	20,00,00,000
	56,00,00,000	56,00,00,000
Issued, Subscribed and Paid up Capital		
3,50,46,195 Equity share of Rs. 10/- each Fully Paid in Cash (P.Y 3,50,46,195 of Rs 10 each Fully Paid in Cash)	35,04,61,950	35,04,61,950
1,51,69,995, 8% Non-Cumulative Non-Convertible Preference Shares of Rs.10/- each Fully Paid in cash, redeemable on 14th April, 2021.(P.Y.1,51,69,995 , 8% Non-Cumulative Non-Convertible Pref.shares)	15,16,99,950	15,16,99,950
Total	50,21,61,900	50,21,61,900

Reconciliation of the number of shares outstanding at the beginning and at the end of the year

Particular	Equity Share Capital			
	As at 31.03.2018		As at 31.03.2017	
	No. Of Shares	Amount of Share Capital	No. Of Shares	Amount of Share Capital
No of shares at the beginning of the year	3,50,46,195	35,04,61,950	3,50,46,195	35,04,61,950
Add : Shares Issued during the year			-	-
No. of Shares at the end of the year	3,50,46,195	35,04,61,950	3,50,46,195	35,04,61,950

The Company has only one class of equity shares having a par value of Rs 10 per Share. Each holder of equity shares is entitled to one vote per share

Particular	Preference Share Capital			
	As at 31.03.2018		As at 31.03.2017	
	No. Of Shares	Amount of Share Capital	No. Of Shares	Amount of Share Capital
No of shares at the beginning of the year	1,51,59,995	15,15,99,950	1,51,59,995	15,15,99,950
Add : Shares Issued during the year	-	-	-	-
No. of Shares at the end of the year	1,51,59,995	15,15,99,950	1,51,59,995	15,15,99,950

None of the shareholders are holding more than 5% shares in the company

Note - 2 Reserves and Surplus

General Reserve

Opening Balance

29,89,566

29,89,566

Add: Additions During the year

-

-

Transfer from Profit & Loss Account

-

-

Less: Utilizations during the year

-

-

Closing Balance

29,89,566

29,89,566

**NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018
(Amount in Rs.)**

	As at 31st March, 2018	As at 31st March, 2017
Profit & Loss A/c (Credit Balance)		
Opening Balance	(4,81,72,588)	(5,66,15,261)
Less: Adjustment to Previous Year's Depreciation	-	-
Add: Additions During the year	1,07,50,102	84,42,673
Less: Utilizations during the year	-	-
Transfer to General Reserve	-	-
Proposed Dividend	-	-
Dividend Distribution Tax	-	-
Closing Balance	(3,74,22,486)	(4,81,72,588)
Total	(3,44,32,920)	(4,51,83,022)
Note - 3 Other Long term Liabilities		
Security Deposit Received	20,70,000	19,00,000
Total	20,70,000	19,00,000
Note - 4 Long Term Provisions		
Provisions for Employee Benefits	5,48,300	5,00,736
Total	5,48,300	5,00,736
Note - 5 Other Current Liabilities		
Unpaid Dividends	41,10,385	72,30,405
Others		
Payable to Employees	1,59,290	1,00,997
Non Trade Creditors	53,78,136	53,98,670
Salary / Wages Payable	10,53,331	10,10,820
Employees Contribution To Provident Fund Payable	72,629	73,057
ESIC Liability Payable	5,250	8,354
Profession Tax Payable	8,525	9,225
Duties & Taxes Payable	4,75,325	73,22,535
Advance From Customers	28,19,040	38,17,028
Total	1,40,81,911	2,49,71,091
Note - 6 Short Term Provisions		
Provisions for Employee Benefits	15,11,706	15,24,536
Others		
Provision For Taxation	52,29,463	7,63,964
Total	67,41,169	22,88,500

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018

Note - 7 Fixed Assets

(Amount in Rs.)

Sr. No.	Particulars	Gross Block				Depreciation				Net Block		
		Value as on 01.04.2017	Addition During the year	Deletion During the Year	Value as on 31.03.2018	Depreciation as on 01.04.2017	Adjustment to previous years' Depreciation	Addition During the year	Deletion During the Year	Depreciation as on 31.03.2018	WDV as on 31-3-2018	WDV as on 31-3-2017
	Tangible Assets											
1	Land/Plot	-	-	-	-	-		-	-	-	-	-
2	Building	6,28,75,422	-	-	6,28,75,422	2,05,09,455		7,79,143	-	2,12,88,598	4,15,86,824	4,23,65,968
3	Plant and Machinery											
	Electrical Installation	16,73,305	-	-	16,73,305	10,20,981		11,142	-	10,32,123	6,41,182	6,52,324
	Office Equipment	40,50,540	8,29,244	12,81,957	35,97,827	37,25,474		1,35,348	12,07,780	26,53,042	9,44,785	3,25,066
	Plant and Machinery	2,04,503	-	-	2,04,503	96,995		10,256	-	1,07,251	97,252	1,07,508
4	Furniture and Fixtures	67,35,280	26,000	-	67,61,280	58,05,005		4,31,571	-	62,36,576	5,24,704	9,30,275
5	Vehicles (Cars)	12,84,980	-	12,84,980	-	12,20,731		-	12,20,731	-	-	64,249
6	Computer	43,55,941	2,85,119	4,702	46,36,358	36,58,443		2,34,012	4,510	38,87,945	7,48,414	6,97,498
7	Software	28,41,947	44,520	-	28,86,467	22,91,715		1,98,402	-	24,90,117	3,96,351	5,50,232
8	LeaseHold Asset (Computer System)	1,15,33,688	-	1,15,33,688	-	1,15,33,688		-	1,15,33,688	-	-	-
	Sub Total	9,55,55,607	11,84,883	1,41,05,327	8,26,35,163	4,98,62,487	-	17,99,874	1,39,66,710	3,76,95,651	4,49,39,512	4,56,93,121
(B)	Intangible Assets											
	Total	9,55,55,608	11,84,883	1,41,05,327	8,26,35,163	4,98,62,487	-	17,99,874	1,39,66,710	3,76,95,651	4,49,39,512	4,56,93,121
	Previous year	9,47,03,296	8,52,312	-	9,55,55,608	4,81,78,326	-	16,84,161	-	4,98,62,487	4,56,93,121	4,65,24,970

(Amount in Rs.)

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

Note - 8 Non-Current Investments

Investment in Unquoted Equity Shares
25,38,000 (P.Y. 25,38,000) Equity shares of Rs.10/- each fully paid up in All Indian Origin Chemists and Distributors Ltd.

2,49,12,450 2,49,12,450

Total 2,49,12,450 2,49,12,450

Note - 9 Long Term Loans and Advances

Security Deposits (Unsecured, Considered Good)

18,68,863 18,83,153

Other Loans and advances

Balance With Authorities

69,33,722 51,56,007

TDS & Advance Tax

64,68,244 31,79,613

Total 1,52,70,830 1,02,18,773

Note - 10 Other Non Current Assets

Long term Trade Receivables

i) Secured, Considered Good

ii) Unsecured, Considered Good

2,48,68,659 1,52,55,318

iii) Doubtful

iv) Due By Directors, Partners, etc

Less : Provision for doubtful debts

2,19,45,376 1,32,64,859

Total 29,23,283 19,90,459

Note - 11 Current Investments

Investment in Unquoted Equity Shares
45,000 (P.Y. 45,000) Equity shares of Rs.10/- each fully paid up in Guardian Remedies P.Ltd.

- -

Total - -

**NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018
(Amount in Rs.)**

	As at 31st March, 2018	As at 31st March, 2017
Note - 12 Inventory (As taken, Valued and Certified by the Management)		
Finished Goods at Cost	4,20,37,481	4,59,68,564
Less : Reduction in value due to lower NRV	-	12,50,606
Closing Value of Finished Goods	4,20,37,481	4,47,17,958
Goods In Transit	1,73,07,596	3,38,08,720
Total	5,93,45,077	7,85,26,678
Note - 13 Trade Receivables		
<u>Trade Receivables (Less than Six Months)</u>		
i) Secured, Considered Good		
ii) Unsecured, Considered Good	7,78,19,997	3,89,76,468
iii) Doubtful		
iv) Due By Directors, Partners, etc		
<u>Trade Receivables (More than Six Months)</u>	89,29,512	83,31,691
<u>Less : Provision for doubtful debts</u>		
Total	8,67,49,510	4,73,08,159
Note - 14 Cash and Cash Equivalent		
Balance With Bank	3,23,87,105	90,47,045
Earmarked Balance with Bank (Unpaid Dividend)	41,10,385	72,30,405
Cash on Hand	8,783	21,603
Bank Deposits with less than 12 months maturity (Unencumbered)	1,75,52,536	16,70,65,193
Bank Deposits with less than 12 months maturity (Encumbered)	-	-
Bank Deposits with More than 12 Months maturity (Unencumbered)	25,71,67,702	8,42,65,658
Bank Deposits with More than 12 Months maturity (Encumbered)	-	1,00,00,000
Total	31,12,26,511	27,76,29,904
Note - 15 Short Term Loans and Advances		
Prepaid Expenses	2,91,596	2,59,976
Total	2,91,596	2,59,976
Note - 16 Other Current Assets		
Advances Receivable in Cash or Kind	32,00,944	25,05,642
Advance to Suppliers (Unsecured, Considered Good)	49,56,614	7,83,29,484
Advance to Employees	4,84,835	2,989
Other Current Assets	8,07,018	8,23,795
Sale Consideration of Land Receivable		-
Total	94,49,411	8,16,61,910
Note - 17 Income From Operation		
Sale of Products	53,29,72,346	51,32,67,690
Export of Products	28,01,474	16,21,666
Sale of Services	2,17,05,916	2,04,49,699
Total	55,74,79,736	53,53,39,055

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018
(Amount in Rs.)

	As at 31st March, 2018	As at 31st March, 2017
Note - 18 Other Income		
Interest Income	1,86,21,943	1,89,17,011
TDS C.Y. Rs. 18,04,200/- Rs (P.Y. Rs. 24,53,190/-)		
Other Non-Operating Income		
Rent on Immovable Property	21,56,000	15,60,000
Rent on Lease Hold Asset	-	1,26,967
Balances written back	6,38,539	3,25,173
Others	33,19,237	13,48,285
Foreign Exchange Fluctuation	1,50,457	-
Total	2,48,86,177	2,22,77,436
Note - 19 Changes in Inventory of Finished Goods, Work-In-Progress and Stock-in-Trade		
	5,93,45,077	7,97,77,284
	7,85,26,678	4,48,27,086
Closing Stock		
Opening Stock		
Total	(1,91,81,601)	3,49,50,198
Note - 20 Employee Benefit Expenses		
Salaries to Employees	1,17,50,329	1,22,22,808
Contribution to Provident and other funds	10,87,531	10,61,812
Staff Welfare Expenses	2,39,470	3,55,501
Total	1,30,77,330	1,36,40,121
Note - 21 Finance Cost		
Interest Expenses	3,27,347	2,99,636
Total	3,27,347	2,99,636
Note - 22 Depreciation and Amortization Expenses		
Depreciation	17,99,874	16,84,161
Total	17,99,874	16,84,161

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018
(Amount in Rs.)

	As at 31st March, 2018	As at 31st March, 2017
Note - 23 Other Expenses		
Power and Fuel	11,85,942	12,27,644
Rent	27,99,710	22,17,235
Insurance	4,84,061	4,21,957
Rates and Taxes	82,163	6,99,023
Management Fees	-	-
Bad Debts		
Bad Debts	-	1,11,89,171
Add : Provision for doubtful debts	2,19,45,376	1,32,64,859
Less : Last year's provision for doubtful debts	1,32,64,859	1,56,73,169
	86,80,515	87,80,861
Miscellaneous Expenditure		
C & F Expenses	15,60,000	18,60,000
Net Loss due to expiry/damage/shortage of Goods	15,70,790	-
Postage & Communication Expenses	8,66,161	13,31,998
Office Expenses	2,34,812	2,57,010
Stationery, Printing Expenses	13,06,121	6,64,048
Information Technology Expenses	2,77,391	1,86,812
Professional And Legal Expenses	19,60,400	13,51,914
Product Registration charges	2,46,504	-
Repairs And Maintenance	1,37,343	4,07,153
Travel & Conveyance Expenses	12,94,775	15,89,910
Foreign Travelling Expenses	4,05,264	-
Interest on TDS & TCS	81,729	5,299
Selling & Distribution		
Freight	56,84,067	55,32,814
Commission paid	1,44,77,063	1,40,98,420
Octroi	28,896	72,725
Sales Promotion	49,615	10,00,000
Discount & Rate Difference	26,02,171	21,81,595
Business Promotion Expenses	3,00,430	78,359
Directors' Sitting Fees	1,00,000	1,20,000
Payment To Auditors	4,15,860	5,08,323
Other Miscellaneous Expenses	1,17,237	7,53,861
Total	4,69,49,023	4,53,46,958

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31st March, 2018.

24. Company was incorporated on 16th October, 2006 with Registration No. U24239MH2006PLC165149 and obtained Certificate of Commencement of Business on 15th November, 2006.

24.1 STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES FOLLOWED BY THE COMPANY.

A. System of Accounting:

- I. The financial statements have been prepared to comply in all material respects with the mandatory Accounting Standards issued by the Institute of Chartered Accountants of India and the relevant provisions of the Companies Act, 2013. The financial statements have been prepared under the historical cost convention on an accrual basis.
- II. The Company is not a Small Company as defined u/s 2(85) of the Companies Act, 2013. Accordingly, the Company has complied with the Accounting Standards as applicable to not a small company.
- III. The Company, generally, follows the mercantile system of accounting and recognizes income and expenditure on accrual basis except those with significant uncertainties.
- IV. The preparation of financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent liabilities on the date of the financial statements and the reported amounts of revenues and expenses during the period reported. Actual results could differ from those estimates. Any revision to accounting estimates is recognised in accordance with the requirements of the respective accounting standard.

B. Fixed Assets :

Fixed assets are stated at cost (or revalued amounts, as the case may be), less accumulated depreciation and impairment losses. Cost comprises the purchase price and any directly attributable cost of bringing the asset into existence and working condition at the locations for its intended use.

C. Depreciation:

Depreciation on Freehold Tangible Assets is provided on the Straight Line Method over the useful lives of the assets (with residual value as 5%) as estimated by the Management. Depreciation on assets Purchased or sold during a period is proportionately charged. Individual asset costing less than Rs 5000 each is depreciated in full in the year of purchase. Depreciation Method, Useful lives and Residual Values are reviewed periodically at each financial year end. The Depreciation policy so changed in the previous year is consistently followed during the year. Depreciation on leased assets amortized over a period of lease term.

D. Investment:

Current investments are carried at lower of cost and fair value determined on an individual investment basis. Long-term investments are carried at cost. However, provision for diminution in value is recognized if it is other than temporary.

E. Taxes on Income:

Tax expense comprises both current and deferred taxes. Current income- tax is measured at the amount expected to be paid to the tax authorities in accordance with the Indian Income Tax Act. Deferred income taxes reflects the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years.

Deferred tax is measured based on the tax rates and the tax laws enacted at the balance sheet date. Deferred tax assets are recognised only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. Deferred tax assets are recognised on carry forward of unabsorbed depreciation and tax losses only if there is virtual certainty that such deferred tax assets can be realized against future taxable profits. Unrecognized deferred tax assets of earlier years are re-assessed and recognised to the extent that it has become reasonably certain that future taxable income will be available against which such deferred tax assets can be realized.

F. Foreign Currency transactions :

The foreign currency transactions are recorded at the rate prevailing on the date of the transaction as provided by the Bank. All monetary assets and liabilities in foreign Currency are translated at relevant rates of exchange prevailing at the year end. When the transaction is settled within the same accounting period as that in which it is occurred, that exchange difference is recognized in that period. However, when the transaction is settled in the subsequent accounting period, the exchange difference recognized in each intervening period up to the period of settlement is determined by change in exchange rate during that period. Foreign currency assets and liabilities are translated into rupees at the exchange rate prevailing on the date of balance sheet.

G. Revenue Recognition:

Revenue from Sales is recognized when all significant risks and rewards of the ownership have been transferred to buyer.

Interest income is recognized on time proportion basis.

Revenue from services rendered is recognized on accrual basis as per agreement with the parties.

Lease rentals are recognised on accrual basis as per terms of relevant agreement.

H. Inventories :

The Inventories are valued at lower of Cost or Net Realizable value.

I. Preliminary Expenses:

Preliminary Expenses is written off over a period of 5 (Five) years commencing from the year in which it is incurred.

J. Provisions:

A provision is recognised when the company has a present obligation as a result of past event; it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates. Contingent Liability is not recognized in the financial statements but is disclosed.

K. Retirement Benefits:

- a. **Gratuity:** The Company has provided Gratuity liability as on the date of the Balance sheet which is calculated on the basis of last salary drawn (and not on actuarial valuation,).
- b. **Leave Encashment:** Leave encashment benefit is provided on the basis of actual liability (i.e. Leave entitled) as on Balance sheet date, (and not on actuarial valuation,) which is calculated on the basis of last salary drawn.
- c. **Provident Fund and Other Funds:** The Company's contribution to Provident Fund is charged to Profit and Loss Account.

24.2 CONTINGENT LIABILITY:

The Company had encumbered its Fixed Deposit Receipts having face Value P.Y. Rs 100 lakhs for guaranteeing the borrowing/loan obtained by a Related Party viz. All Indian Origin Chemists & Distributors Ltd. The amount of such loan outstanding as on 31.3.2018 is Rs 202.67 (P.Y. Rs 279.59) lacs including accrued interest thereon. However the said fixed deposits have been freed from encumbrance as on 31/03/2018.

24.3 There is no Micro, Small, and Medium Enterprises, to whom the Company owes, which are outstanding for more than 45 days at the Balance Sheet date. The above information has been determined to the extent such parties have been identified on the basis of information available with the Company.

24.4 Payment to Directors :--

- a) Directors' sitting Fees of Rs. 1,00,000/- (P.Y. Rs. 1,20,000/-) paid to the independent directors during the year.

24.5 Related Party Transactions:

(Amount in Rs.in Lakhs)

Particulars	Maharashtra Safe chemist & Druggist Association		Enterprises that have a member of key management in common		Total	
	C.Y.	P.Y.	C.Y.	P.Y.	C.Y.	P.Y.
Face Value of the Fixed deposit under encumbered for guaranteeing Loan/ Borrowing	-	-	-	100.00	-	100.00
Outstanding amount including interest of the Loan /Borrowing obtained by the Company by providing the lien on the Fixed Deposits of the related party	-	-	-	279.59	-	279.59
Payment made on their behalf	-	-	5.54	0.18	5.54	0.18
Payment made on our behalf	-	-	0.23	0.13	0.23	0.13
Payment recd on their behalf	-	-	0.18	5.20	0.18	5.20
Payment recd on our behalf	-	-	0.57	7.19	0.57	7.19
Payment received	-	-	14.43	-	14.43	-
Refund of Trade Advance	-	-	-	310.00	-	310.00
Rent Income	-	-	25.32	17.24	25.32	17.24
Reimbursement of expenses incurred on their behalf	-	-	5.59	5.59	5.59	5.59
Sale of material (net of return)	12.12	38.21	745.52	655.87	757.64	694.08
Purchase return	-	-	0.02	0.50	0.02	0.50
Purchase of material	-	-	2.59	4.16	2.59	4.16
Material received on our behalf	-	-	-	(0.46)	-	(0.46)
Balance Outstanding as on year end Receivable/ (payable)	32.85	29.81	280.53	207.61	313.8	237.42

Note: Amounts are inclusive of service tax wherever applicable.

Relationship	Name of the Related Party
Some of the Directors of the Company are the Office Bearers of the Related Party.	Maharashtra State Chemists & Druggists Association.
The Director of the Company is a partner in a firm	Tapadiya Distributors
The Director of the Company is a partner in a firm	Tapadiya Life Sciences
The Director of the Company is a partner in a firm	Tapadiya Cosmogen
The Chief Financial Officer of the Company is a proprietor of the firm	Nancy Enterprises
The Chief Financial Officer of the Company is a proprietor of the firm	Nansun Distributors
Enterprises that have a member of key management in common with the reporting enterprise.	All Indian Origin Chemists & Distributors Limited.
Enterprises that have a member of key management in common with the reporting enterprise.	AIOCD Pharmasofttech AWACS Pvt. Ltd.

24.6 Lease

Operating Lease – Lessor

The Company has entered into a Leave and License Agreement, under which it leased the right to use a specified area out of the area of office owned by the Company. The Initial direct cost has been charged to Profit & Loss Account. There is no contingent rent income recognized in profit and loss accounts.

Particulars	Leasing of Portion of the Office Premises including Furniture and Fittings for the year	
	2017-18	2016-2017
Proportionate Gross Carrying of Assets Amt.	1,52,90,511	1,16,52,194
Proportionate Accum. Depreciation	61,23,444	44,68,293
Proportionate Accum. Impairment	-	-
Proportionate Depreciation recognized in Profit & Loss Account	2,61,994	1,99,197
Proportionate Impairment Recognized in Profit & Loss Account	-	-
Proportionate Contingent Rent Recognized as Profit & Loss A/c	-	-

24.2 Deferred Tax :

The Company has recognized Deferred Taxes which result from the timing difference between the Book Profit/ (Loss) and Taxable Profit / (Loss) for the accounting year ended on 31/03/2018 which are as under :-

Particulars	Balance as at 01-04-2017	For the period recognized in the Profit & Loss Account / Reversed during the year	Balance as at 31-03-2018
	Amt (Rs.)	Amt (Rs.)	Amt (Rs.)
Deferred Tax Liabilities: -			
Effect of difference in amount of depreciation as per the Companies Act, 1956 and the Income Tax Act, 1961.	4,33,241	-	4,33,241
Deferred Tax Assets : -			
Effect of expenditure debited to Profit and Loss Account having reasonable certainty of being allowed in subsequent year as per Income Tax Act, 1961.	-	1,03,038	(1,03,038)
Net Deferred Tax Liabilities / (Assets)	4,33,241	1,03,038	3,30,251

24.8 EARNING PER SHARE :-

Sr. No.	Particulars	2017-18	2016-17
1.	Profit/ (Loss) before Prior Period Item for the Year attributable to Equity Shareholders	1,07,50,102	84,42,673
2.	Profit/ (Loss) after Prior Period Item for the Year attributable to Equity Shareholders	1,07,50,102	84,42,673
3.	Weighted Average No. of Equity Shares of Rs. 10/ each	3,50,46,195	3,50,46,195
4.	Basic Earnings Per Share Before Prior Period Item	0.31	0.24
5.	Basic Earnings Per Share After Prior Period Item	0.31	0.24

Determination of Net Profit Attributable to Equity Shareholders:

Particulars	2017-2018 Amt (Rs.)	2016-2017 Amt (Rs.)
Net Profit After Tax as per profit and Loss Accounts	Rs. 1,07,50,102	Rs. 84,42,673
Less:- Prior Period Item	-	-
Net Profit After Tax and Prior Period Item as per profit and Loss Accounts	Rs. 1,07,50,102	Rs. 84,42,673
Less :- Profit Attributable to Preference Dividend	-	-
Less :- Tax on Dividend	-	-
Net Profit Attributable to Equity Shareholders (After Prior Period Item)	1,07,46,100	84,42,673

Determination of Capital for Computation of Basic EPS:

Particulars	2017-2018	2016-2017
Total No. of Equity Shares as at the beginning of the period.	3,50,46,195	3,50,46,195
Total No. of Equity shares issued & allotted during the year	NIL	NIL
Weight age Avg. No. of Equity Shares = $\{(3,50,46,195 \times 365)\} / 365$	3,50,46,195	3,50,46,195

24.9 Claims against the Company not acknowledged as Debts : Rs. Nil (P.Y.Rs.Nil)

24.10 The balances with parties are subject to confirmation.

24.11 Estimated amount of Contracts remaining to be executed on Capital Account and not Provided for (net of advances) Rs. Nil (P.Y. Rs. Nil)

24.12 Previous Year Comparatives

Previous year's figures have been regrouped or rearranged where ever necessary to conform to the current year's classification.

Expenditure and Earnings in Foreign Currency :-

	2017-2018	2016-2017
Earnings in foreign currency		
Exports at F.O. B. Value	28,01,474	16,21,666

	2017-2018	2016-2017
Expenditure in foreign currency		
Product Registration & Development Charges	2.46	-

SR NO.	CLASS OF PRODUCTS	PURCHASES IN Rs. (In Lakhs)		SALES IN Rs. (In Lakhs)	
		2017-18	2016-2017	2017-18	2016-2017
1	BAG	1.69	51.73	2.64	42.20
2	BOTTLE	52.37	1,375.63	64.73	1,214.86
3	CAPSULE	159.37	75.30	153.99	102.05
4	CREAM	42.08	-	43.29	-
5	DEVICE	0.36	-	0.37	-
6	DROPS	5.04	0.11	5.37	0.13
7	GRANULES	0.03	(0.00)	0.03	(0.00)
8	INHALER	(1.82)	2.35	2.36	2.79
9	INJECTION	528.76	37.89	555.15	60.27
10	JAR	54.07	11.74	69.65	10.93
11	KIT	0.03	-	0.03	-
12	LIQUID	1,439.50	380.69	1,620.81	513.83
13	LOTION	5.36	46.19	5.38	32.17
14	LOZENGES	(0.06)	0.04	0.00	-
15	NEEDLE	(0.00)	-	0.00	0.00
16	OINTMENT	3.71	29.20	4.25	35.29
17	PACKET	246.78	1,000.78	325.12	905.61
18	PEN	21.00	0.57	21.41	0.64
19	POWDER	126.78	(10.60)	148.81	(3.62)
20	SACHET	(0.22)	61.78	(1.01)	58.42
21	SOAP	325.79	329.70	338.58	304.85
22	SOLUTION	9.85	18.97	11.67	20.80
23	SPRAY	0.19	-	0.10	
24	STICK	5.29	14.48	7.72	13.30
25	SURGICAL	37.16	19.36	37.89	24.30
26	SYRUP	34.90	33.81	49.28	37.09
27	TABLETS	660.66	568.00	721.36	781.22
28	TIN	-	0.60	-	0.53
29	TUBE	1,100.05	1,159.29	1,168.43	991.01
30	UNIT	0.32	0.00	0.32	0.00
	TOTAL	4,859.06	5,207.63	5,357.74	5,148.68

24.14 PAYMENTS TO AUDITOR :-

	Particulars	2017-2018 Amt (Rs.)	2016-2017 Amt (Rs.)
a)	As Auditor	3,40,860	3,40,860
b)	As Adviser, or other capacity, in respect of :-		
i)	Taxation matters	75,000	1,67,463
ii)	Company law matters		
iii)	Management services		
c)	Reimbursement of Expenses	35,000	35,000

Note: - Above amount is exclusive of Taxes on Services.

24.15 Segment information:

The Company has identified business segments as its primary segment Business segments are primarily Trading in FMCG products, Pharmaceutical Products and Provision of Services as Commission agents. Revenues and expenses directly attributable to segments are reported under each reportable segment. Expenses which are not directly identifiable to each reportable segment have been allocated on the basis of associated revenues of the segment and manpower efforts. All other expenses which are not attributable or allocable to segments have been disclosed as unallocable expenses. Assets and liabilities that are directly attributable or allocable to segments are disclosed under each reportable segment. All other assets and liabilities are disclosed as unallocable. Fixed assets that are used interchangeably amongst segments are not allocated. Since the company is operating only in the state of Maharashtra, there are no Geographical Segments identified.

Particulars	For the year ended 31 March, 2018			
	Business segments			Total
	TRADING-FMCG PRODUCTS	TRADING-PHARMA-CEUTICAL PRODUCTS	PROVISION OF SERVICES	
		-	-	-
Revenue	37,21,93,445	16,35,80,375	2,17,05,916	55,74,79,736
Inter-segment revenue	-	-	-	-
Total	37,21,93,445	16,35,80,375	2,17,05,916	55,74,79,736
Segment result	45,97,048	(49,09,490)	68,68,852	65,56,410
Unallocable expenses (net)				1,63,17,654
Operating income				(97,61,244)
Other income (net)				2,48,73,807
Profit before taxes				1,51,12,563
Tax expense				43,62,461
Net profit for the year				1,07,50,102

Particulars	For the year ended 31 March, 2018			Total
	Business segments			
	TRADING-FMCG PRODUCTS	TRADING-PHARMA-CEUTICAL PRODUCTS	PROVISION OF SERVICES	
Segment assets	5,73,62,890	9,61,93,567	28,24,274	15,63,80,731
Unallocable assets	-	-	-	39,87,27,449
Total assets	-	-	-	55,51,08,181
Segment liabilities	3,70,61,428	3,45,16,720	16,97,664	7,32,75,812
Unallocable liabilities	-	-	-	1,37,73,138
Total liabilities	-	-	-	8,70,48,950
<u>Other information</u>				
Capital expenditure (allocable)	3,35,358	3,28,379	-	6,63,737
Capital expenditure (unallocable)	-	-	-	4,42,93,696
Depreciation and amortisation (allocable)	1,57,462	51,288	-	2,08,751
Depreciation and amortisation (unallocable)	-	-	-	15,91,123
Export of Products	-	28,01,474	-	28,01,474
Exports Receivables	-	29,49,302	-	29,49,302

For Mitesh Mehta & Associates
Chartered Accountants

Sd/-
Mitesh Mehta
Proprietor
Membership No - 041518
FRN - 106447W

Date : 14th July, 2018
Place : Mumbai

For and on behalf of the Board

Sd/-
Jagannath S. Shinde
Chairman
DIN: 01435827

Sd/-
Dhaval Bharwada
CFO

Sd/-
Aditi Bhor
Company Secretary

MAHARASHTRA SAFE CHEMISTS AND DISTRIBUTORS ALLIANCE LTD.
Registered office: - 6th Floor, Corporate Park II , V.N. Purav Marg, Chembur, Mumbai 400 071

**MGT - 11
 PROXY FORM**

12th Annual General Meeting- 19th September 2018 on Wednesday, at 12.15 P.M.
*(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies
 (Management and Administration) Rules, 2014)*

CIN: U24239MH2006PLC165149

Name of the Member(s):
Registered address:
E-mail Id:
Folio No. / . :

I / We, being the member(s) of Shares of Maharashtra Safe Chemists And Distributors Alliance Limited, hereby appoint

.....	Address:
.....	Signature

or failing him

Name:	Address:
E-mail Id:	Signature

Or failing him

Name:	Address:
E-mail Id:	Signature

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **Twelfth Annual General Meeting of the Company to be held on Wednesday, September 19, 2018 at 12:15 p.m at Matunga Gujarati Club Limited, 4 Nathalal Parekh Marg, Near Arora Cinema, Matunga Central Railway, Matunga(East), Mumbai – 400 019** and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolutions			
Ordinary Business		For (✓)	Against (✓)
1	Adoption of Statement of Profit and Loss, Balance Sheet along with notes thereto, Report of Board of Directors and Auditors for the year ended March 31, 2018.		
2	Re-appointment of Mr. Jagannath Shinde as a Director of the Company.		
3	Appointment of Mr. Sanjay Jagavkar as Non Executive Director.		

Signed this day of 2018

Signature of shareholder..... Signature of Proxy holder(s).....

Affix a Revenue Stamp of Re 1/-
--

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

BOOK POST

MSCDA Ltd.

If undelivered please return to :

Maharashtra Safe Chemists And Distributors Alliance Limited

Regd. & Corporate Off: 6th Corporate Park-II V. N. Purav Marg, Chembur, Mumbai - 400 071

Phone +91 677 30000 - Email : admin@mscda.com, www.mscdaltd.com