

# Annual Report

**AIOCO Ltd.**

10<sup>th</sup> Annual Report : 2015-2016

**All Indian Origin Chemists And Distributors Limited**

**AIOCD Ltd.**

**All Indian Origin Chemists And Distributors Limited**

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## COMPANY INFORMATION

Tenth Annual Report 2015-16

### BOARD OF DIRECTORS

MR. JAGANNATH SHINDE	CHAIRMAN
MR. VINAY S. SHROFF	MANAGING DIRECTOR
MR. JASHVANT P. PATEL	DIRECTOR & CFO
MR. R. B. PURI	DIRECTOR
MR. DEVESH A. PATHAK	DIRECTOR
MR. RAVEENDRAN BALKRISHNAN	INDEPENDENT DIRECTOR
	INDEPENDENT DIRECTOR

### CORPORATE INFORMATION

#### COMPANY SECRETARY

MS. SUVARNA SHUKLA

#### AUDITORS

**P.H. SANGHAVI & CO.**  
Chartered Accountants  
F – 9 , Level 1, Sej Plaza,  
Marve Road, Near Nutan School,  
Malad (W), Mumbai – 400 064  
Tel : 91-22-66751190  
Email :- pankaj.sanghavi@yahoo.co.in

#### PRINCIPAL BANKERS

**BANK OF INDIA**  
**HDFC BANK**  
**YES BANK**

#### REGISTERED & CORPORATE OFFICE

6<sup>th</sup> Floor, Corporate Park – II,  
V. N. Purav Marg, Chembur,  
Mumbai – 400 071.  
Tel : +91 022 67730000  
Fax : +91 022 25273473  
Web: [www.aiocdltd.in](http://www.aiocdltd.in)  
CIN: U24232MH2007PLC167578

#### REGISTRAR AND SHARE TRANSFER AGENT

**LINK INTIME INDIA PVT. LTD.**  
C-13, Pannalal Silks Mills Compound,  
L.B.S. Marg, Bhandup (West), Mumbai – 400 078.  
Tel. (022) – 2596 3838  
Email : [www.linkintime.co.in](http://www.linkintime.co.in)

**NOTICE**

Notice is hereby given that the **Tenth Annual General Meeting** of the members of **ALL INDIAN ORIGIN CHEMISTS & DISTRIBUTORS LIMITED** will be held on **Wednesday, September 28, 2016 at 12.30 p.m. 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 consider and adopt the consolidated and standalone audited financial statement for the year ended 31st March, 2016, and the Reports of the Board of Directors' and Auditors' thereon.
2. To appoint a Director in place of **Mr. Vinay Shroff**, who retires by rotation and, being eligible, offers himself for re-appointment.
3. To ratify appointment of Auditors and to fix their remuneration and in this regard to consider and pass the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, pursuant to recommendation of Audit Committee of Board of Directors and pursuant to resolution passed by members at the AGM held on 30<sup>th</sup> September, 2014, the appointment of **M/s P.H Sanghavi & Co., Chartered Accountants**, bearing Firm Registration Number 109111W as Statutory Auditors of the Company till the conclusion of the 11<sup>th</sup> Annual General Meeting of the Company, be and is hereby ratified, on such remuneration and other terms and conditions as may be fixed by the Audit Committee/Board of Directors."

**II. SPECIAL BUSINESS:**

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

**"RESOLVED THAT** in supersession of the earlier resolution(s) passed, the consent of the Company, be and is hereby accorded under Section 180(1)(a) and other applicable provisions if any of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) to the Board of Directors of the Company to mortgage and/or charge and/or hypothecate, on such terms and conditions and at such time or times, and in such form or manner, as it may think fit, the whole or substantially the whole of any one or more of the undertakings of the Company including the present and/or future properties whether movable or immovable, comprised in any existing undertaking or undertakings of the Company, as the case may be for the purpose of securing financial assistance upto an amount not exceeding at any point of time, Rupees 12 Crore, by way of any of the following, namely, Term Loans in Indian Rupees and Foreign Currency, Export Credit, Leasing Credit Facilities or other facilities from the Financial Institutions and/or Bankers and/or any other parties together with interest thereon, commitment charges, liquidated damages, costs, charges, expenses and other moneys payable by the Company to the respective Financial Institutions and /or Bankers and/or other parties in terms of their respective Loan Agreements / Deeds of Agreements / Hypothecation Agreements / Letters of Sanction / Memorandum of terms and conditions entered into or to be entered into by the Company in respect of the said financial assistance, such security to rank pari passu with or second or subservient to the mortgages and/or charges and/or hypothecation already created or to be created in future by the Company or in such other manner as may be agreed to between the concerned parties and as may be thought expedient by the Board of Directors.

**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."

**Registered Office:**

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

**Place: Mumbai**

**Date: 23<sup>rd</sup> August 2016**

**For and on behalf of the Board**

Sd/-

**(Jagannath Shinde)**

**DIN 01435827**

**Chairman & Managing Director**

**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.
- 2) A PERSON CAN ACT AS PROXY FOR ONLY 50 MEMBERS AND HOLDING IN AGGREGATE NOT MORE THAN 10 PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. MEMBER HOLDING MORE THAN 10 PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER MEMBER.
- 3) 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 holding shares in single name are advised to make nomination in respect of their shareholding in the Company.
- 8) Members are requested to register their e-mail ID's and Bank account details with the Secretarial Department of the Company. 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.
- 9) 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
- 10) In terms of Article 173 of the Articles of Association of the Company, read with Section 152 of the Companies Act, 2013, **Mr. Vinay Shroff (DIN 00250493)**, Director retire by rotation at the ensuing Annual General Meeting and being eligible, offer himself for re-appointment. The Board of Directors of the Company recommends their respective re-appointments.
- 11) 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 form 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 **25<sup>th</sup> September 2016** (9:00 a.m. IST) and ends on **27<sup>th</sup> September 2016** (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 **21<sup>st</sup> September 2016**, 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:
- A.** In case a Member receives an e-mail from NSDL [for Members whose e-mail IDs are registered with the Company]:
- i. Open e-mail and open PDF file viz.: "AIOCD Limited e-voting.pdf" with your Client ID No. or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
  - ii. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>
  - iii. Click on Shareholder - Login
  - iv. Put User ID and Password as initial password/PIN noted in step (i) above click login
  - v. Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
  - vi. Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
  - vii. Select "EVEN" of "AIOCD Limited", which is 104816
  - viii. Now you are ready for remote e-voting as Cast Vote page opens.
  - ix. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
  - x. Upon confirmation, the message "Vote cast successfully" will be displayed.
  - xi. Once you have voted on the resolution, you will not be allowed to modify your vote.
  - xii. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [jaymehtaandassociates@gmail.com](mailto:jaymehtaandassociates@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
- B.** In case a Member receives physical copy of the Notice of AGM [for Members whose e-mail IDs are not registered with the Company/DP(s) or requesting physical copy]
- i. Initial password is provided in the enclosed ballot form:  
EVEN (104816), USER ID PASSWORD/PIN
  - ii. Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- VII. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on Toll Free No.: 1800-222-990
- VIII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote
- IX. 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).
- X. 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 **21<sup>st</sup> September 2016**
- XI. 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. **21<sup>st</sup> September 2016**, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto: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](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.

- XII. 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
- XIII. Mr. Jay Mehta of Jay Mehta & Associates (ACS No – 21829), 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
- XIV. 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.
- XV. 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
- XVI. The Results declared, along with the Scrutinizer's Report, shall be placed on the Company's website viz. [www.aiocdLtd.in](http://www.aiocdLtd.in) and on the website of NSDL immediately after the declaration of the result by the Chairman or a person authorized by him in writing.
- XVII. 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](mailto:evoting@nsdl.co.in) or [pallavid@nsdl.co.in](mailto: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.
- 12) Members are requested to
- Intimate to the Company at the registered office address, changes, if any, at an early date.
  - Quote their folio number in all correspondence.
  - Consolidate their holdings into one folio in case they hold shares under multiple folios in the identical order of names.
- 13) Members may note that the Company's website is [www.aiocdLtd.in](http://www.aiocdLtd.in)

**For and on behalf of the Board**

**Registered Office:**

6<sup>th</sup> Floor, Corporate Park – II,  
V.N. Purav Marg,  
Chembur, Mumbai – 400

**Place: Mumbai**

**Date: 23<sup>rd</sup> August 2016**

Sd/-

**(Jagannath Shinde)**  
**DIN 01435827**

Chairman & Managing Director



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

**Item No. 4**

As a part of future financial planning of the Company, the borrowings from the Banks, financial institutions or other parties might be secured by mortgaging or charging the moveable and/or immovable assets of the Company including but not limited to lien on fixed deposit. This may attract the provisions of Section 180(1)(a) of the Companies Act, 2013 which requires Shareholders approval.

A special resolution under Section 180 (1) (a) of the Companies Act, 2013 is therefore proposed for approval by the members.

*None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Resolution*

**For and on behalf of the Board**

**Registered Office:**

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

**Place: Mumbai**

**Date: 23<sup>rd</sup> August 2016**

Sd/-

**(Jagannath Shinde)**  
**DIN 01435827**

Chairman & Managing Director

**BOARD'S REPORT**

**Dear Members,**

Your Directors are presenting the 10<sup>th</sup> Annual Report together with the audited standalone financial statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2016.

**Financial Performance Summary**

The highlights of the financial results of the Company on a standalone basis are as follows: .

(Rs. In Lacs)

	2015-16	2014-2015
<b>Profit/(Loss) before tax and depreciation</b>	<b>(71.11)</b>	<b>(224.10)</b>
<b>(Less): Depreciation</b>	<b>(21.8)</b>	<b>(24.94)</b>
<b>Profit/ (Loss) Before Tax and Exceptional Items</b>	<b>(98.91)</b>	<b>(249.04)</b>
<b>(Less): Exceptional Items</b>	<b>(18.51)</b>	<b>(0.24)</b>
<b>Profit/(Loss) before tax</b>	<b>(117.42)</b>	<b>(249.28)</b>
<b>Add/(Less):- Deferred tax assets/ Liabilities</b>	<b>7.34</b>	<b>12.66</b>
<b>Profit /(Loss) After Tax for the year</b>	<b>(110.08)</b>	<b>(236.62)</b>
<b>Add/ (Less): Amount b/f from previous year</b>	<b>(1529.07)</b>	<b>(1290.92)</b>
<b>Add/ (Less): Adjustment due to Depreciation of Previous Years</b>	<b>NA</b>	<b>(1.53)</b>
<b>Balance carried to Balance Sheet</b>	<b>(1639.14)</b>	<b>(1529.07)</b>

**RESULTS OF OPERATIONS**

During the year, turnover of the Company has decreased due to non availability of products to Rs. 429.67 Lacs as against Rs. 484.78 Lacs in the previous year. Revenue from operations is Rs. 411.97 Lacs as compared to Rs. 426.97 Lacs in the previous year.

The Company has provided for doubtful debts of Rs.122.77 Lacs in line with prudent accounting policy as against Rs. 39.16 Lacs provided in the previous year. Increase in Loss after tax can be mainly attributed to the provision for doubtful debt.

Company has carried forward accumulated losses of Rs.1639.14 Lacs. Your Directors would like to inform you that the company this time is able to contain the losses as though the turnover of the company has decreased the losses have also reduced from 236.62 Lacs to 110.08 Lacs

**Dividend**

In the view of accumulated losses your Directors do not recommend any dividend for the year under review

**Reserves**

In view of losses no amount has been recommended to be transferred to reserves during the period under review.

**Share Capital**

The Authorised Share Capital of the Company is Rs. 20,00,00,000 (Rupees Twenty Crore Only). The Paid up Capital, Issued and Subscribed Capital of the Company was Rs. 159,788,800 (Rupees Fifteen Crore Ninety Seven Lacs Eighty Eight Thousand Eight Hundred Only) as on March 31, 2016 consisting of 1,59,78,880 (One Crore Fifty Nine Lac Seventy Eight Thousand Eight Hundred Eighty) Equity Shares of Rs 10 each. There was no change in capital during the year under review

**Public Deposits**

During the year, the Company has not accepted or renewed any deposit from the public as covered under Section 73 of the Act read with the Companies (Acceptance of Deposits) Rules, 2014.

**Significant and material orders**

There are no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operation in future

**Particulars of Loans, Guarantees or Investments**

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statements provided in this Annual Report.

**Related Party Transactions**

The particulars of contracts or arrangements with related parties referred to in Section 188(1), as prescribed in Form AOC - 2 of the rules prescribed under Chapter IX relating to Accounts of Companies under the Companies Act, 2013, is appended as **Annexure I**

**Performance and details of Subsidiaries, joint ventures or associate companies**

During the year under purview the turnover of the Joint Venture Company of AIOCD Limited, AIOCD Pharmasofttech Awacs Pvt. Limited has increased by 165.32 Lacs and reached to 1352.39 as against 1184.07 Lacs in the previous year. The profit of the Company has increased to 43.83 Lacs as against 35.42 Lacs of previous year

During the year, no company has become or has ceased to be Subsidiary, joint ventures or associate company of your Company.

**Directors**

As on date, your Board of Directors comprises of following 6 (six) Directors:

- |                         |                               |
|-------------------------|-------------------------------|
| 1. Mr. Jagannath Shinde | 2. Mr. Vinay Shroff           |
| 3. Mr. R.B. Puri        | 4. Mr. Jashvant Patel         |
| 5. Mr. Devesh Pathak    | 6. Mr. Raveendran Balkrishnan |

In terms of Section 152 and 160 of the Companies Act, 2013 and in accordance with the Articles of Association of the Company, **Mr. Vinay Shroff (DIN 00250493)** would retire at the ensuing Annual General Meeting and being eligible offers himself for reappointment. The Board recommends his appointment. The Company has received requisite disclosures and undertakings from all the Directors in compliance with the provisions of the Companies Act, 2013 and other applicable statutes.

**KMPs:**

The Key Managerial Personnel of the Company are as follows:

1. Mr. Jagannath Shinde, MD
2. Mr. Vinay Shroff, Chief Financial Officer
3. Ms. Suvarna Shukla, Company Secretary

**Committees of the Board**

The Board re-constituted following Committees in compliance with Companies Act 2013.

<b>Name of the committee</b>	<b>Composition of committee:</b>
Audit Committee	1)Devesh Pathak 2) Jagannath Shinde 3) Vinay Shroff 4) Raveendran Balkrishnan
Stakeholders Relationship Committee	1) Jagannath Shinde 2) Vinay Shroff 3) Jashvant Patel
Nomination and Remuneration Committee	1)Devesh Pathak 2) Jagannath Shinde 3) Raveendran Balkrishnan

**Statement on declaration given by independent directors**

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 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.

**Number of Board Meetings**

The Board meets at regular intervals to discuss and decide on Company / business policy and strategy apart from other Board business. The Board / Committee Meetings are pre-scheduled so as to facilitate them to plan their schedule and to ensure meaningful participation in the meetings.

However, in case of a special and urgent business need, the Board's approval is taken by passing resolutions through circulation, as permitted by law, which are noted in the subsequent Board meeting. The notice of Board meeting is given well in advance to all the Directors. The Agenda of the Board / Committee meetings is circulated at least a week prior to the date of the meeting.

The Board of Directors of the Company, met four times during the year on 24<sup>th</sup> June 2015, 26<sup>th</sup> August 2015, 2<sup>nd</sup> December 2015 and 25<sup>th</sup> March 2016. The maximum interval between any two meetings did not exceed 120 days.

#### **Policy on Prevention of Sexual Harassment**

The Company has in place a Prevention of Sexual Harassment policy in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013. All employees (permanent, contractual, temporary, trainees) are covered under this policy. During the year 2015-2016, no complaints were received by the Company related to sexual harassment.

#### **Risk Management Policy and Internal Financial Controls**

The Company has Risk Management Policy in place which includes identifying the elements of risk in the opinion of the Board that may threaten the existence of the company.

The Audit Committee of the Board of Directors approves and reviews audit plans for the year based on internal risk assessment. Audits are conducted on an on-going basis and significant deviations are brought to the notice of the Audit Committee of the Board of Directors. All these measures facilitate timely detection of any irregularities and early remedial steps.

The Board has reviewed the suggestions made in Internal Financial Control report and has decided to comply with the same.

#### **Auditors and Auditors' Report**

P.H. Sanghavi & Co. Chartered Accountants (firm Registration no. 109111W), Mumbai, and hold office as the Statutory Auditors of the Company up to the conclusion of 11<sup>th</sup> AGM subject to ratification by members in the ensuing AGM. A consent and reasonable certificate has been received. The Auditors have further certified that they have subjected themselves for the peer review process of the Institute of Chartered Accountants of India (ICAI) and they hold a valid certificate issued by the "Peer Review Board" of ICAI. The Board proposes the ratification of appointment of M/s. P.H. Sanghavi & Co., Chartered Accountants, Mumbai as the Statutory Auditors of the Company, on the recommendations of the Audit Committee.

#### **Directors reply to the Auditors Qualification in their Audit Report:**

Liability of TRACES is to be concluded after filing the requisite forms with the concerned statutory authorities and the same has been taken on priority by the management.

#### **Secretarial Audit Report:**

Section 204 of the Companies Act, 2013 pertaining to the secretarial audit report was not applicable to your Company during the period under review.

#### **Conservation of energy:**

The Company has followed appropriate measures for the conservation of energy.

#### **Technology absorption:**

The Company does not have any foreign technology and therefore the Company does not have any particulars to offer.

#### **Foreign exchange earnings and outgo:**

During the year, there was no income and expenditure reported in Foreign Exchange.

**Adequacy of Internal Financial Control:**

The Board has reviewed the suggestions made in Internal Financial Control report and has decided to comply with the same

**Particulars of employees**

As there are no employees drawing remuneration of Rs 1, 02, 00,000 per annum or Rs 8,50,000 per months the details for the same are not furnished in this report

**Directors' Responsibility Statement**

Pursuant to Section 134(5) of the Companies Act, 2013 ("the Act"), your Directors confirm that, to the best of their knowledge and belief:

- in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- appropriate accounting policies have been selected and applied consistently and such 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 March 31, 2016 and of the profit and loss of the Company for the year ended 31/03/2016;
- proper and sufficient care has been taken for the 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 fraud and other irregularities;
- the attached Statement of Accounts for the period ended March 31, 2016 have been prepared on a "going concern basis";
- proper systems are devised to ensure compliance of all laws applicable to the Company and that such systems were adequate and operating efficiently;
- the Company being unlisted public company this clause is not applicable

**Extract of Annual Return:**

In accordance with Section 134(3) (a) of the Companies Act, 2013, an extract of the annual return in the prescribed Form MGT-9 is appended as **Annexure II** to the Board Report.

**Acknowledgement**

The Board of Directors wishes to place their sincere appreciation for the valuable advice, guidance and support provided by all stakeholders and regulatory authorities from time to time.

Your Directors take this opportunity to recognize and place on record their deep sense of appreciation for the exemplary commitment and contribution made by employees at all levels. Their dedicated efforts and enthusiasm have been pivotal to your Company's growth. Your involvement as Shareholders is greatly valued. Your Directors look forward to your continuing support.

**For and on behalf of the Board of Directors**

**Place:** Mumbai  
**Date:** August 23, 2016

Sd/-  
**Managing Director**  
**Jagannath Shinde**  
**DIN 01435827**

Sd/-  
**Director**  
**Vinay Shroff**  
**DIN 00250493**

**Form AOC-I**

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

**Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures**

**Part "B": Associates and Joint Ventures**

**Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures**

Sr. No		Joint Venture
	Name of associates/Joint Ventures	Aiocd Pharmasofttech Awacs Pvt. Ltd.
1	Latest audited Balance Sheet Date	31-Mar
2	Shares of Associate/Joint Ventures held by the company on the year end	
	Number	5000
	Amount of Investment in Associates/Joint Venture	50000
	Extend of Holding%	50%
3	Description of how there is significant influence	Holding is more than 20% - Joint Venture
4	Reason why the associate/joint venture is not consolidated	NA
5	Net worth attributable to shareholding as per latest audited Balance Sheet	1,09,24,635
6	Profit/Loss for the year	
	i Considered in Consolidation	20,68,253
	ii Not Considered in Consolidation	20,68,253

**For and on behalf of the Board of Directors**

**Sd/-**

**Sd/-**

**Sd/-**

**Place:** Mumbai  
**Date:** August 23, 2016

**Managing Director**  
**Jagannath Shinde**  
**DIN 01435827**

**Director**  
**Vinay Shroff**  
**DIN 00250493**

**Company Secretary**  
**Suvarna Shukla**

**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.**

Name (s) of the related party & nature of relationship	Nature of contracts/ arrangements / 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 not at Arm's length basis.**

Name (s) of the related party & nature of relationship	Nature of contracts/ arrangements / 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
Maharashtra Safe Chemists & Distributors Alliance Limited	Leave & License Agreement	1 <sup>st</sup> May 2008 - Ongoing	Leave & License Agreement	Administrative Convenience	03 <sup>rd</sup> September 2014	NA	30 <sup>th</sup> September 2014
Maharashtra Safe Chemists & Distributors Alliance Limited	Expense Sharing Agreement	30 <sup>th</sup> March 2012 - Ongoing	Sharing of utility expenses	Administrative Convenience	03 <sup>rd</sup> September 2014	NA	30 <sup>th</sup> September 2014
Maharashtra Safe Chemists & Distributors Alliance Limited	Sales and Distribution agreement	1st October 2014 to 30th September 2017	Appointment as Non exclusive distributor	Administrative Convenience	03 <sup>rd</sup> September 2014	NA	30 <sup>th</sup> September 2014
AIOCD Pharmasofttech Awacs Private Limited	Management & Operations Agreement	1st October 2014 to 30th September 2017	Coordination for gathering data and other relevant services	As per JV Agreement	03 <sup>rd</sup> September 2014	NA	30 <sup>th</sup> September 2014



Form No.MGT-9

**EXTRACT OF ANNUAL RETURN AS ON THE FINANCIAL YEAR ENDED ON MARCH 31, 2016**

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

**I. REGISTRATION AND OTHER DETAILS:**

i.	CIN	<b>U24232MH2007PLC167578</b>
ii.	Registration Date	05/02/2007
iii.	Name of the Company	ALL INDIAN ORIGIN CHEMISTS & DISTRIBUTORS LTD
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	Yes/No
vii.	Name, Address and Contact details of Registrar and Transfer Agent, If any	Link Intime India Private Limited C-13, Pannalal Silk Mills Compound, L.B. S. Marg, Bhandup (West), Mumbai-400078

**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 services	74	72. 90
2	Distribution services	51	27. 10
3			

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES**

Sr. No.	Name And Address Of The Company	CIN/GLN	Holding/ Subsidiary /Associate	%of shares held	Applicable Section
1.	AIOCD Pharmasofttech Awacs Pvt. Ltd.	U74900MH2007PTC174358	Associate	50%	Section 2(6)

**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	
<b>A. Promoter</b>									
<b>1) Indian</b>									
a) Individual/ HUF		53000	53000	0.3317		53000	53000	0.3317	NIL
b) Central Govt									
c) State Govt(s)									
d) Bodies Corp									
e) Banks / FI									
f) Any Other									
<b>Sub-total(A)(1):-</b>		53000	53000	0.3317		53000	53000	0.3317	NIL
<b>2) Foreign</b>									
g) NRIs-Individuals									
h) Other-Individuals									
i) Bodies Corp.									
j) Banks / FI									
k) Any Other....									
<b>Sub-total(A)(2):-</b>	---	---	---	---	---	---	---	---	---
<b>Total shareholding of Promoter (A) = (A)(1)+(A)(2)</b>		53000	53000	0.3317		53000	53000	0.3317	NIL
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>		---	---	---		---	---	---	---
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		---	---	---		---	---	---	---
i) Others (specify)		---	---	---		---	---	---	---
<b>Sub total(B)(1)</b>		---	---	---		---	---	---	---

**ALL INDIAN ORIGIN CHEMISTS & DISTRIBUTORS LIMITED**

<b>2. Non Institutions</b>	---	---	---	---	---	---	---
a) Bodies Corp. (i) Indian (ii) Overseas	<b>2450000</b>	<b>2450000</b>	<b>15.3327</b>	<b>2538000</b>	<b>2538000</b>	<b>15.8835</b>	<b>0.5508</b>
b) Individuals							
(i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	<b>13200800</b>	<b>13200800</b>	<b>82.6147</b>	<b>13081380</b>	<b>13081380</b>	<b>81.8667</b>	<b>(0.7479)</b>
(ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	<b>275000</b>	<b>275000</b>	<b>1.7267</b>	<b>306500</b>	<b>306500</b>	<b>1.9182</b>	<b>1.9171</b>
c) Others(Specify)	---	---	---	---	---	---	---
Sub-total(B)(2)	15925880	15925880	99.6683	15925880	15925880	99.6683	<b>NIL</b>
<b>Total Public Shareholding (B)=(B)(1)+ (B)(2)</b>	<b>15925880</b>	<b>15925880</b>	<b>99.6683</b>	<b>15925880</b>	<b>15925880</b>	<b>99.6683</b>	<b>NIL</b>
C. Shares held by Custodian for GDRs & ADRs	---	---	---	---	---	---	---
<b>Grand Total (A+B+C)</b>	<b>15978880</b>	<b>15978880</b>	<b>100</b>	<b>15978880</b>	<b>15978880</b>	<b>100</b>	<b>NIL</b>

**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 / encumbe red to total shares	
1.	AN MOHANAKURUP	10000	0.0626	NA	10000	NA	NA	<b>NA</b>
2.	JAGANNATH SHINDE	13000	0.0814	NA	10000	NA	NA	<b>NA</b>
3.	ANIL NAVANDAR	5000	0.0313	NA	5000	NA	NA	<b>NA</b>

Sr. No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			
4.	VINAY SHROFF	7500	0.0469	NA	7500	NA	NA	NA
5.	CHOUDHARY PARBIR KUMAR DAS	7500	0.0469	NA	7500	NA	NA	NA
6.	ANDEADE BARTOLOMEW	5000	0.0313	NA	5000	NA	NA	NA
7.	PARSAN KUMAR SINGH	5000	0.0313	NA	5000	NA	NA	NA
<b>Total</b>		<b>53000</b>	<b>0.3317</b>	<b>NA</b>	<b>53000</b>	<b>NA</b>	<b>NA</b>	<b>NA</b>

iii. *Change in Promoters' Shareholding (please specify, if there is no change) –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
	At the beginning of the year				
	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):				
	At the End of the year				

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

For Each of the Top 10 Shareholders	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
MSCDA LT D				
<b>At the beginning of the year</b>	<b>2048000</b>	<b>12.817</b>	<b>2450000</b>	<b>15.3328</b>
<b>Transaction of purchase/sale since April 1 2014</b>	<b>402000</b>	<b>2.5158</b>	<b>88000</b>	<b>0.5507</b>
<b>Closing Balance</b>	<b>2450000</b>	<b>15.3328</b>	<b>2538000</b>	<b>15.8835</b>
JAIN HANS RAJ				
<b>At the beginning of the year</b>	<b>30000</b>	<b>0.1877</b>	<b>30000</b>	<b>0.1877</b>
<b>Transaction of purchase/sale since April 1 2014</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>--</b>
<b>Closing Balance</b>	<b>30000</b>	<b>0.1877</b>	<b>30000</b>	<b>0.1877</b>

**ALL INDIAN ORIGIN CHEMISTS & DISTRIBUTORS LIMITED**

<b>N V HARIHARAN</b>				
<b>At the beginning of the year</b>	<b>30000</b>	<b>0.1877</b>	<b>30000</b>	<b>0.1877</b>
<b>Transaction of purchase/sale since April 1 2014</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>--</b>
<b>Closing Balance</b>	<b>30000</b>	<b>0.1877</b>	<b>30000</b>	<b>0.1877</b>
<b>ZAWAR ANIL RAJMAL</b>				
<b>At the beginning of the year</b>	<b>30000</b>	<b>0.1877</b>	<b>30000</b>	<b>0.1877</b>
<b>Transaction of purchase/sale since April 1 2014</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>--</b>
<b>Closing Balance</b>	<b>30000</b>	<b>0.1877</b>	<b>30000</b>	<b>0.1877</b>
<b>KOTAMRAJU GOWRI S ANKAR</b>				
<b>At the beginning of the year</b>	<b>50000</b>	<b>0.1877</b>	<b>50000</b>	<b>0.3129</b>
<b>Transaction of purchase/sale since April 1 2014</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>--</b>
<b>Closing Balance</b>	<b>50000</b>	<b>0.1877</b>	<b>50000</b>	<b>0.3129</b>
<b>MANISHA PATIL</b>				
<b>At the beginning of the year</b>	<b>---</b>	<b>---</b>	<b>---</b>	<b>----</b>
<b>Transaction of purchase/sale since April 1 2014</b>	<b>29000</b>	<b>--</b>	<b>--</b>	<b>--</b>
<b>Closing Balance</b>	<b>29000</b>	<b>0.1815</b>	<b>30000</b>	<b>0.1877</b>
<b>RASTOGI SANDHYA</b>				
<b>At the beginning of the year</b>	<b>20000</b>	<b>0.1252</b>	<b>20000</b>	<b>0.1252</b>
<b>Transaction of purchase/sale since April 1 2014</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>--</b>
<b>Closing Balance</b>	<b>20000</b>	<b>0.1252</b>	<b>20000</b>	<b>0.1252</b>
<b>KOTTE VEERABHADRAPPA</b>				
<b>At the beginning of the year</b>	<b>20000</b>	<b>0.1252</b>	<b>20000</b>	<b>0.1252</b>
<b>Transaction of purchase/sale since April 1 2014</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>--</b>
<b>Closing Balance</b>	<b>20000</b>	<b>0.1252</b>	<b>20000</b>	<b>0.1252</b>
<b>SHENOY NAGARDEV RAYA</b>				
<b>At the beginning of the year</b>	<b>20000</b>	<b>0.1252</b>	<b>20000</b>	<b>0.1252</b>
<b>Transaction of purchase/sale since April 1 2014</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>--</b>
<b>Closing Balance</b>	<b>20000</b>	<b>0.1252</b>	<b>20000</b>	<b>0.1252</b>
<b>A SACHIHANANTHAM</b>				
<b>At the beginning of the year</b>	<b>20000</b>	<b>0.1252</b>	<b>20000</b>	<b>0.1252</b>
<b>Transaction of purchase/sale since April 1 2014</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>--</b>
<b>Closing Balance</b>	<b>20000</b>	<b>0.1252</b>	<b>20000</b>	<b>0.1252</b>

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

<b>For Each of the Directors and KMP</b>	<b>Shareholding at the beginning of the year</b>		<b>Cumulative Shareholding during the year</b>	
	<b>No. of shares</b>	<b>% of total shares of the company</b>	<b>No. of shares</b>	<b>% of total shares of the company</b>
<b>JAGANNATH SHINDE</b>				
<b>At the beginning of the year</b>	13000	0.0814	13000	0.0814

<b>Transaction of purchase/sale since April 1 2014</b>	----	----	----	----
<b>Closing Balance</b>	13000	0.0814	13000	0.0814
VINAY SHROFF				
<b>At the beginning of the year</b>	7500	0.0469	7500	0.0469
<b>Transaction of purchase/sale since April 1 2014</b>	----	----	----	----
<b>Closing Balance</b>	7500	0.0469	7500	0.0469
JASHVANT PATEL				
<b>At the beginning of the year</b>	5000	0.0313	5000	0.0313
<b>Transaction of purchase/sale since April 1 2014</b>	----	----	----	----
<b>Closing Balance</b>	5000	0.0313	5000	0.0313
R.B. PURI				
<b>At the beginning of the year</b>	1000	0.0063	1000	0.0063
<b>Transaction of purchase/sale since April 1 2014</b>	----	----	----	----
<b>Closing Balance</b>	1000	0.0063	1000	0.0063

#### V. INDEBTEDNESS

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

<b>Indebtedness at the beginning of the Financial year</b>	<b>Secured Loan</b>	<b>Unsecured Loan</b>	<b>Deposit</b>	<b>Total indebtedness</b>
i) Principal amount	45,435,667.00	-		45,435,667.00
ii ) Interest due but not paid	358,656.00	-		358,656.00
iii ) Interest accrued but not due	61,520.00	-		61,520.00
<b>TOTAL</b>	<b>45,855,843.00</b>	-	-	<b>45,855,843.00</b>
<b>Changes in indebtedness during the Financial year</b>				
Addition	-	-		-
Reduction	262,041.00	-		262,041.00
<b>Net changes</b>	<b>(262,041.00)</b>	-		<b>(262,041.00)</b>
<b>Indebtedness at the end of the Financial year</b>				
i) Principal amount	45,532,282.00	-		45,532,282.00
ii ) Interest due but not paid	-	-		-
iii ) Interest accrued but not due	69,186.00	-		69,186.00
<b>TOTAL</b>	<b>45,601,468.00</b>	-		<b>45,601,468.00</b>

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

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

**NOT APPLICABLE**

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

**B. Remuneration to other directors:**

Sl. No.	Particulars of Remuneration	Name of Directors				Total Amount
	<u>Independent Directors</u>	Devesh Pathak	Raveendran B			
	Fee for attending board committee meetings · Commission · Others, please specify	0.80	0.60			1.40
	Total(1)	0.80	0.60			1.40

	<u>Other Non Executive Directors</u> Fee for attending board committee meetings ·Commission ·Others, please specify				
	Total(2)				
	Total(B)=(1+2)				
	Total Managerial Remuneration	0.80	0.60		1.40
	Overall Ceiling as per the Act				

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

Sl. no.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	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>600000</u>	<u>NA</u>	<u>600000</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>
3.	Sweat Equity	<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>
5.	Others, please specify	<u>NA</u>	<u>NA</u>	<u>NA</u>	<u>NA</u>
6.	Total		<u>600000</u>	<u>NA</u>	<u>600000</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)
<b>A. Company</b>					
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>B. Directors</b>					
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>C. Other Officers In Default</b>					
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>



**INDEPENDENT AUDITORS' REPORT**

To the Shareholders, *All Indian Origin Chemists & Distributors Limited*

**Report on the Financial Statements**

We have audited the accompanying financial statements of *All Indian Origin Chemists & Distributors Limited*, which comprise the Balance Sheet as at March 31, 2016, 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, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material 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 2016 and its profit and its cash flows for the year ended on that date.

**Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure A" a statement on the

matters specified in 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 2016 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2016 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 not required to transfer any sum to Investor Education and Protection Fund during the year.

**For P. H. Sanghavi & Co.  
Chartered Accountants**

**Sd/-  
Proprietor  
Pankaj Sanghavi  
Membership No. : - 41290  
Firm Registration No.:109111W**

**Place: - Mumbai  
Date: - 23rd August 2016**

**Annexure to Auditor's Report****Re: All Indian Origin Chemists & Distributors Limited**

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 2016, 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 company does not own any Immovable Property.
- (ii) In our opinion and according to the information and explanation given to us, physical verification of inventory 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.
- (ii) In our opinion and according to the information and explanation given to us, the Company has not granted loans to any bodies corporate covered in the register maintained under section 189 of the Companies Act, 2013 ('the Act'). Accordingly, in our opinion paragraph 3 (iii) (a), (b) & (c) of the Order is not applicable to the Company.
- (iv) In our opinion and according to the information and explanations given to us, the company has not granted any loans, or made any investments or given any guarantees which require compliance with provisions of section 185 and 186 of the Companies Act 2013 during the year under consideration. Accordingly, in our opinion, paragraph 3(iv) of the Order is not applicable to the Company.
- (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, paragraph 3(v) of the Order is 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 clause no.3 (vi) is not applicable to the Company.
- (vii) (a) 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 duty of custom/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 2016 except the undisputed Income Tax liability i.e. TDS as per TRACES amounting to Rs. 3, 67,470/- is outstanding for a period of more than six months for a from the date they became payable as on 31.3.2016.
- (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 defaulted in repayment of dues to financial institutions, banks. In our opinion and according to the information and explanations given to us, the company has no outstanding debentures.
- (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 paragraph 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.
- (xi) In our opinion and according to the information and explanations given to us, Since the Company is not a Nidhi Company, paragraph 3 of CARO 2016 is not applicable.
- (xii)
- (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 (xiv) of CARO 2016 is not applicable. 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. or P.H.Sanghavi & Co.

Place: - Mumbai  
Date: - 23rd August, 2016

Chartered Accountants

Sd/-  
Proprietor  
Pankaj Sanghavi  
Membership No.:- 41290

**ANNEXURE B TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE  
STANDALONE FINANCIAL STATEMENTS OF  
ALL INDIAN ORIGIN CHEMISTS & DISTRIBUTORS LIMITED**

**Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of  
Section 143 of the Companies Act, 2013 ("the Act")**

I / We have audited the internal financial controls over financial reporting of *All INDIAN ORIGIN CHEMISTS & DISTRIBUTORS LIMITED* ("the Company") as of March 31, 2016 in conjunction with my / 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:**

My / Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on my/our audit. I/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 I / 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.

My / 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.

My / 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.

I / We believe that the audit evidence I / we have obtained is sufficient and appropriate to provide a basis for my / 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 me / us and based on my / our audit, the following material weaknesses have been identified as at March 31, 2016:

- a) The Company need to have adequate documentation of the components of internal Control.
- b) The Company need to have a regular control process for reconciliation and confirmation of balances with all the parties.
- c) The Company need to have documented Authority Matrix for Approval of various types of transactions. The authorisations signatures are missing on the Bills are and Vouchers which are stated to have been authorised.
- d) The Company need to have documented process for Budgetary Control and variance analysis on a regular basis.
- e) The Company need to have documented policy for recovery of outstanding debts and claims C Form and F Form

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 my / 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, 2016, 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.

I / We have considered the material weaknesses identified and reported above in determining the nature, timing, and extent of audit tests applied in my / our audit of the March 31, 2016 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 P.H. Sanghavi & Co.  
Chartered Accountants  
(Firm's Registration No.109111W)**

Sd/-

**Place: Mumbai:  
Date: 23rd August 2016**

**(Pankaj Sanghavi)  
(Proprietor)  
(Membership No. 41290)**

**ALL INDIAN ORIGIN CHEMISTS & DISTRIBUTORS LIMITED**

**Balance Sheet as at 31st March, 2016**

	Note No	As at 31st March, 2016	As at 31st March, 2015
<b><u>(I) EQUITY &amp; LIABILITIES</u></b>			
<b><u>1) Shareholder's Fund</u></b>			
a) Share Capital	1	159,788,800	159,788,800
b) Reserves and Surplus	2	(163,914,561)	(152,907,395)
<b><u>2) Non-Current Liabilities</u></b>			
a) Long Term Borrowings		-	-
b) Deferred Tax Liability (Net)		-	734,578
c) Other Long Term Liabilities	3		-
d) Long Term Provisions	4	168,406	464,614
<b><u>3) Current Liabilities</u></b>			
a) Short Term Borrowings	5	45,601,468	45,855,844
b) Trade Payables		7,528,742	11,018,525
c) Other Current Liabilities	6	57,789,434	61,954,824
d) Short Term Provisions	7	287,404	230,544
<b>Total Equity and Liabilities</b>		<b>107,249,692</b>	<b>127,140,334</b>
<b><u>II) ASSETS</u></b>			
<b><u>1) Non-Current Assets</u></b>			
a) Fixed Assets	8		
i) Tangible Assets		191,738	2,056,699
ii) Intangible Assets		5,495,738	7,651,574
iii) Capital Work-in-Progress		-	-
iv) Intangible Assets Under Development		-	-
b) Non-Current Investment	9	9,750,000	9,750,000
c) Deferred Tax Assets (Net)		-	-
d) Long Term Loans and Advances	10	14,523,499	10,633,133
e) Other Non-Current Assets	11	69,174	10,819,443
<b><u>2) Current Assets</u></b>			
a) Current Investment		-	-
b) Inventory	12	1,026,687	10,465,405
c) Trade Receivables	13	49,766,432	52,321,062
d) Cash and Cash-Equivalents	14	23,750,922	21,178,386
e) Short Term Loans and Advances	15	1,488,128	1,815,370
f) Other Current Assets	16	1,187,375	449,261
<b>Total Assets</b>		<b>107,249,692</b>	<b>127,140,334</b>

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

As per our attached report of even date

Sd/-  
**Pankaj Sanghavi**  
 Proprietor  
 Membership No.: 41290 FRN :- 109111W

For and on behalf of the Board

Sd/-

**Jagannath Shinde**

Chairman & Managing Director

Sd/-  
**Vinay Shroff**  
 Director / CFO

Sd/-  
**Suvarna Shukla**  
 Company Secretary

**ALL INDIAN ORIGIN CHEMISTS & DISTRIBUTORS LIMITED**
**Statement of Profit and Loss for the year ended 31st March, 2016**

	Note No	As at 31st March, 2016	As at 31st March, 2015
<b>I) Income</b>			
I) Income from Operations	17	41,197,603	42,697,941
II) Other Income	18	1,770,328	5,780,063
<b>III) Total Revenue (I+II)</b>		<b>42,967,931</b>	<b>48,478,003</b>
<b>IV) Expenses :</b>			
Purchase		1,095,139	24,340,883
Changes in Inventory	19	9,438,718	(4,848,003)
Employee benefit expenses	20	6,075,098	12,251,750
Finance Costs	21	4,738,938	5,023,325
Depreciation and amortization Expenses	22	2,180,943	2,493,690
Other Expenses	23	29,329,726	34,120,423
<b>Total Expenses (IV)</b>		<b>52,858,561</b>	<b>73,382,067</b>
V) Profit/(Loss) Before exceptional and extraordinary items and tax (III-IV)		<b>(9,890,631)</b>	<b>(24,904,064)</b>
<u>VI) Exceptional Items</u>			
Profit/(Loss) on Sale/Disposal of Fixed Asset		(1,851,114)	(24,275)
VII) Profit/(Loss) before extraordinary items and tax (V-VI)		<b>(11,741,744)</b>	<b>(24,928,339)</b>
VIII) Profit/(Loss) before Tax		<b>(11,741,744)</b>	<b>(24,928,339)</b>
<u>IX) Tax Expenses</u>			
i) Current Tax		-	-
ii) Deferred Tax		734,578	1,265,877
iii) Excess Provision for Taxation		-	-
X) Profit/(Loss) from Continuing Operations (VIII-IX)		<b>(11,007,166)</b>	<b>(23,662,462)</b>
<b>XI) Profit/(Loss) for the period</b>		<b>(11,007,166)</b>	<b>(23,662,462)</b>
<u>XII) Earnings per Shares</u>			
1) Basic		(0.69)	(1.48)
2) Diluted		(0.69)	(1.48)

The Accompanying Notes form an integral part of the standalone Financial Statements

As per our attached report of even date

For P.H.Sanghavi & Co. Chartered Accountants

Sd/-

Pankaj Sanghavi

Proprietor

Membership No.: 41290 FRN :- 109111W

Date : 23th August, 2016 Place : Mumbai

**For and on behalf of the Board**

Sd/-

**Jagannath Shinde**

Chairman & Managing Director

Sd/-

**Vinay Shroff**

Director / CFO

Sd/-

**Suvarna Shukla**

Company Secretary

**ALL INDIAN ORIGIN CHEMISTS & DISTRIBUTORS LIMITED**

**Cash Flow Statement for the year ended 31st March, 2016**

(Amount in Rs. In Lacs)

Note No	As at 31st March, 2016	As at 31st March, 2015
<b>(I) Cash Flow from Operating Activities</b>		
Net Profit Before Tax as per Profit and Loss Statement	(11,741,744)	(24,928,339)
Adjusted for:		
Depreciation and amortization Expenses	2,180,943	2,493,690
Loss/(Profit) on sale of Fixed Asset	1,851,114	24,275
Finance Cost	4,738,938	5,023,325
<b>Operating Profit before Working Capital Changes</b>	<b>(2,970,749)</b>	<b>(17,387,049)</b>
Adjusted for:		
Trade and Other Receivables	2,554,629	15,865,288
Inventories	9,438,718	(4,848,003)
Trade and Other Payables	(3,489,783)	(17,221,462)
Other Liabilities	(4,165,390)	37,319,627
Provisions	(239,348)	(766,636)
Loans and Advances	(3,563,123)	4,138,261
Other Non Current Assets	10,750,269	(6,902,856)
Other Current Assets	(738,113)	326,711
Cash Generated from Operations	7,577,110	10,523,881
Taxes Paid (Net)		-
<b>Net Cash from Operating Activities</b>	<b>7,577,110</b>	<b>10,523,881</b>
<b>(II) Cash Flow from Investing Activities</b>		
Sale of Fixed Asset		54,000
Purchase of Fixed Asset	(11,261)	-
<b>Net Cash (Used in) Investing Activities</b>	<b>(11,261)</b>	<b>54,000</b>
<b>(III) Cash Flow from Financing Activities</b>		
Finance Cost	(4,738,938)	(5,023,325)
Short Term Borrowing	(254,376)	(4,274,938)
<b>Net Cash (Used in) / Generated from Financing Activities</b>	<b>(4,993,314)</b>	<b>(9,298,263)</b>
Net (Decrease)/Increase in Cash and Cash Equivalents	2,572,535	1,279,619
Opening Balance of Cash and Cash Equivalents	21,178,386	19,898,767
Closing Balance of Cash and Cash Equivalents	23,750,922	21,178,386

For and on behalf of the Board

Sd/-

**Jagannath Shinde**

Chairman & Managing Director

Sd/-

**Pankaj Sanghavi**

Proprietor

Membership No.: 41290 FRN :- 109111W

Date : 23th August, 2016 Place : Mumbai

Sd/-

**Vinay Shroff**

Director / CFO

Sd/-

**Suvarna Shukla**

Company Secretary



# ALL INDIAN ORIGIN CHEMISTS & DISTRIBUTORS LIMITED

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016

(Amount in Rs. In Lacs)

Note No	As at 31st March, 2016	As at 31st March, 2015
<b>Note - 1 Share Capital</b>		
<b>Authorized Capital</b>		
2,00,00,000 Equity Shares of Rs 10/- each	200,000,000	200,000,000
	<b>200,000,000</b>	<b>200,000,000</b>
<b>Issued, Subscribed and Paid up Capital</b>		
1,59,78,880 Equity share of Rs. 10/- each Fully Paid in Cash (P.Y 1,59,78,880 of Rs 10 each Fully Paid in Cash)	159,788,800	159,788,800
<b>Total</b>	<b>159,788,800</b>	<b>159,788,800</b>

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

Particular	Equity Share Capital			
	As at 31.03.2016		As at 31.03.2015	
	No. Of Shares	Amount of Share Capital	No. Of Shares	Amount of Share Capital
No of shares at the beginning of the year	15,978,880	159,788,800	15,978,880	159,788,800
Add : Shares Issued during the year			-	-
No. of Shares at the end of the year	<b>15,978,880</b>	<b>159,788,800</b>	<b>15,978,880</b>	<b>159,788,800</b>

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

### Details of Share Holders Holding more than 5% shares as on the balance sheet date

Sr. No.	Name of Share holder	No. of Shares Held	
		As at 31.03.2016	As at 31.03.2015
1	Maharashtra Safe Chemists and Distributors Alliance Ltd	2,538,000	2,450,000

No other shareholders hold more than 5% of the shareholding of the company.

### Note - 2 Reserves and Surplus

#### Profit & Loss A/c

Opening Balance	(152,907,395)	(129,092,448)
Add: Adjustment due to Depreciation of Previous Years		(152,485)
Add: Additions During the year	(11,007,166)	(23,662,462)
Less: Utilizations during the year		
<b>Closing Balance</b>	<b>(163,914,561)</b>	<b>(152,907,395)</b>

**Total** (163,914,561) (152,907,395)

### Note - 3 Other Long term Liabilities

**Total** - -

### Note - 4 Long Term Provisions

Provisions for Employee Benefits	168,406	464,614
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**Total** 168,406 464,614

**ALL INDIAN ORIGIN CHEMISTS & DISTRIBUTORS LIMITED**

**NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016**

(Amount in Rs. In Lacs)

Note No	As at 31st March, 2016	As at 31st March, 2015
<b>Note - 5 Short Term Borrowings</b>		
<b>Short Term Loan Payable on Demand</b>		
i) From Banks	45,601,468	45,855,844
The Bank Over Draft from Bank of India is Secured against a) the Fixed Deposit of the Company and b) The Guarantee and Lien marked on the Fixed Deposits of Maharashtra Safe Chemists and Distributors Alliance Ltd.		
<b>Total</b>	<b>45,601,468</b>	<b>45,855,844</b>
<b>Note - 6 Other Current Liabilities</b>		
Payable to Employees	426,809	285,325
Non Trade Creditors	20,628,742	19,239,263
Salary / Wages Payable	802,842	1,040,135
Employees Contribution To Provident Fund Payable	19,692	43,746
ESIC Liability Payable	232	652
Duties & Taxes Payable	2,217,150	2,682,383
Advance From Customers	33,143,967	38,213,320
Security Deposits from Consignee Agents Repayable within a year	550,000	450,000
<b>Total</b>	<b>57,789,434</b>	<b>61,954,824</b>
<b>Note - 7 Short Term Provisions</b>		
Provisions for Employee Benefits	287,404	230,544
<b>Total</b>	<b>287,404</b>	<b>230,544</b>

**Note - 8 Fixed Assets**

Sr. No.	Particulars	Rate	Gross Block				Depreciation				Net Block		
			Value as on 01.04.2014	Addition During the year	Deletion During the Year	Value as on 31.03.2015	Depreciation as on 01.04.2015	Adjustment to Accumulated Depreciation	Addition During the year	Deletion During the Year	Depreciation as on 31.03.2016	WDV as on 31.3.2016	WDV as on 31.3.2015
(A)	<b>Tangible Assets</b>												
	Office Equipment	13.91%	52,527	11,261	-	63,788	50,044	22,054	9,766	-	37,755	26,033	2,483
	Plant and Machinery	13.91%	3,359,664	-	3,359,664	-	1,499,759	46,760	55,551	1,508,550	-	-	1,859,905
	Computer	40%	2,294,161	-	-	2,294,161	2,104,107	102,961	134,482	-	2,135,628	158,533	190,053
	Software	40%	104,589	-	-	104,589	100,332	7,955	5,039	-	97,416	7,173	4,257
	<b>Sub Total (A)</b>		<b>5,810,940</b>	<b>11,261</b>	<b>3,359,664</b>	<b>2,462,538</b>	<b>3,754,242</b>	<b>179,730</b>	<b>204,838</b>	<b>1,508,550</b>	<b>2,270,800</b>	<b>191,738</b>	<b>2,056,699</b>
(B)	<b>Intangible Assets</b>												
	SAP License	10 Years	21,558,355	-	-	21,558,355	13,906,782	-	2,155,836	-	16,062,617	5,495,738	7,651,574
	<b>Sub Total (B)</b>		<b>21,558,355</b>	<b>-</b>	<b>-</b>	<b>21,558,355</b>	<b>13,906,782</b>	<b>-</b>	<b>2,155,836</b>	<b>-</b>	<b>16,062,617</b>	<b>5,495,738</b>	<b>7,651,574</b>
(C)	<b>Capital Work-in-Progress</b>												
	<b>Sub Total (C)</b>		<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
	<b>Total (A+B+C)</b>		<b>27,369,296</b>	<b>11,261</b>	<b>3,359,664</b>	<b>24,020,893</b>	<b>17,661,023</b>	<b>179,730</b>	<b>2,360,673</b>	<b>1,508,550</b>	<b>18,333,417</b>	<b>5,687,476</b>	<b>9,708,272</b>
	Previous year		36,687,908	441,080	9,250,355	27,529,596	20,847,468	-	3,182,796	8,933,391	15,096,873	12,432,723	19,278,712

**ALL INDIAN ORIGIN CHEMISTS & DISTRIBUTORS LIMITED**
**NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016**

(Amount in Rs. In Lacs)

Note No	As at 31st March, 2016	As at 31st March, 2015
<b>Note - 9 Non-Current Investments</b>		
Investment in Unquoted Equity Shares 5, 40,000 (P.Y. 5,40,000 ) Equity shares of Rs.10/- each fully paid up in Maharashtra Safe Chemists And Distributors Alliance Limited.	5,400,000	5,400,000
5,000 (P.Y. 5,000) Equity shares of Rs.10/- each fully paid up in AIOCD Pharmasofttech AWACS Pvt. Ltd.	50,000	50,000
Investment in Preference Shares 4, 30,000 (P.Y. 4, 30,000) 8% Non Cumulative Redeemable Non- Convertible Preference shares of Rs.10/- each fully paid up in Maharashtra Safe Chemists And Distributors Alliance Limited.	4,300,000	4,300,000
<b>Total</b>	<b>9,750,000</b>	<b>9,750,000</b>
<b>Note - 10 Long Term Loans and Advances</b>		
Security Deposits (Unsecured, Considered Good)	491,600	473,000
<u>Other Loans and advances</u>		
Balance With Authorities	1,274,065	1,253,523
Advance Tax & TDS	12,757,834	8,906,610
<b>Total</b>	<b>14,523,499</b>	<b>10,633,133</b>
<b>Note - 11 Other Non Current Assets</b>		
<u>Long term Trade Receivables</u>		
i)Secured,Considered Good		
ii) Unsecured, Considered Good	22,245,562	23,096,020
iii) Doubtful		
iv) Due By Directors,Partners,etc		
<u>Less : Provision for doubtful debts</u>	22,176,389	12,276,577
<b>Total</b>	<b>69,174</b>	<b>10,819,443</b>
<b>Note - 12 Inventory (As taken, Valued and Certified by the Management)</b>		
Finished Goods	1,026,687	10,465,405
Less : Reduction in value due to lower NRV		-
Closing Value of Finished Goods	<b>1,026,687</b>	<b>10,465,405</b>
<b>Total</b>	<b>1,026,687</b>	<b>10,465,405</b>
<b>Note -13 Trade Receivables</b>		
<u>Trade Receivables (Less than Six Months)</u>		
i)Secured,Considered Good		
ii) Unsecured, Considered Good	48,580,181	30,745,048
iii) Doubtful		
iv) Due By Directors,Partners,etc		
<u>Trade Receivables (More than Six Months)</u>	1,186,251	21,576,013
<u>Less : Provision for doubtful debts</u>	-	-
<b>Total</b>	<b>49,766,432</b>	<b>52,321,062</b>

**ALL INDIAN ORIGIN CHEMISTS & DISTRIBUTORS LIMITED**

**NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016**

(Amount in Rs. In Lacs)

Note No	As at 31st March, 2016	As at 31st March, 2015
<b>Note - 14 Cash and Cash Equivalent</b>		
Balance With Bank	1,308,477	375,040
Cash on Hand	3,878	17,198
Bank Deposits with less than 12 months maturity (Encumbered)	12,480,294	13,989,768
Bank Deposits with More than 12 Months maturity (Encumbered)	9,958,274	-
Bank Deposits with less than 12 months maturity (Unencumbered)	-	6,796,380
<b>Total</b>	<b>23,750,922</b>	<b>21,178,386</b>
<b>Note - 15 Short Term Loans and Advances</b>		
<u>Other loans and advances</u>		
Balance With Authorities	1,451,984	800,329
Prepaid Expenses	36,143	1,015,041
<b>Total</b>	<b>1,488,128</b>	<b>1,815,370</b>
<b>Note -16 Other Current Assets</b>		
Advance to Employees	35,000	-
Advances Receivable in Cash or Kind	79,486	-
Advance to Suppliers	1,072,889	449,261
<b>Other Current Assets</b>		
Others	-	-
<b>Total</b>	<b>1,187,375</b>	<b>449,261</b>
<b>Note - 17 Income From Operation</b>		
Sale of Products	11,160,938	13,538,475
Sale of Services	30,036,665	29,159,466
	<b>41,197,603</b>	<b>42,697,941</b>
Less : Excise Duty		-
<b>Total</b>	<b>41,197,603</b>	<b>42,697,941</b>
<b>Note - 18 Other Income</b>		
Interest Income	1,745,863	2,317,102
TDS C.Y. Rs. 1,74,627/- (P.Y. Rs 1,76,976/-)		
Dividend Income		-
Other Non-Operating Income	24,465	2,201,193
Sundry Balances written back	-	1,261,768
<b>Total</b>	<b>1,770,328</b>	<b>5,780,063</b>
<b>Note - 19 Changes in Inventory of Finished Goods, Work-In-Progress and Stock-in-Trade</b>		
Closing Stock	1,026,687	10,465,405
Opening Stock	10,465,405	5,617,402
<b>Total</b>	<b>9,438,718</b>	<b>4,848,003</b>

# ALL INDIAN ORIGIN CHEMISTS & DISTRIBUTORS LIMITED

## NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016

(Amount in Rs. In Lacs)

Note No	As at 31st March, 2016	As at 31st March, 2015
<b>Note - 20 Employee Benefit Expenses</b>		
Salaries to Employees	5,657,811	11,414,389
Contribution to Provident and other funds	341,506	715,324
Staff Welfare Expenses	75,781	122,037
<b>Total</b>	<b>6,075,098</b>	<b>12,251,750</b>
<b>Note - 21 Finance Cost</b>		
Interest Expenses	4,738,938	5,023,325
<b>Total</b>	<b>4,738,938</b>	<b>5,023,325</b>
<b>Note - 22 Depreciation and Amortization Expenses</b>		
Depreciation	2,180,943	2,493,690
<b>Total</b>	<b>2,180,943</b>	<b>2,493,690</b>
<b>Note - 23 Other Expenses</b>		
Power and Fuel	790,069	837,806
Rent	2,150,335	2,622,200
Insurance	256,054	465,424
Rates and Taxes	86,245	336,085
Bad Debts		
Add: Provision for doubtful debts	22,176,389	12,276,577
Less: Last Year Provision for doubtful debts	(12,276,577)	(3,916,587)
	9,899,812	8,359,990
<b>Miscellaneous Expenditure</b>		
C & F Expenses	10,630,548	12,248,214
Postage & Communication Expenses	317,868	377,199
Office Expenses	32,452	188,770
Stationery, Printing, Media Essentials Etc	145,546	94,782
Information Technology Expenses	1,042,000	1,510,452
Professional And Legal Expenses	507,659	628,479
Repairs And Maintenance of Machinery	224,824	102,819
Travel & Conveyance Expenses	1,608,537	3,363,591
<b>Selling &amp; Distribution</b>		
Freight	342,053	952,221
Discounts Paid	22,600	-
Commission paid	177,035	493,070
Sales Promotion	-	11,097
Octroi	2,550	-
Discount Due to Rate Difference		-
Business Development Expenses	14,610	-
Interest and Penalty on TDS/Tax	378,171	358,848
Directors' Sitting Fees	140,000	140,000
Payment To Auditors	176,787	230,715
Recruitment Expenses	-	137,500
Motor Car Expenses	40,000	-
Testing Charges	1,200	398,792
Other Miscellaneous Expenses	342,771	262,368
<b>Total</b>	<b>29,329,726</b>	<b>34,120,423</b>

**NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016.**

24. Company was incorporated on 5<sup>th</sup> February, 2007 and obtained certificate of Commencement of Business on 13<sup>th</sup> June 2007

**24.1 SIGNIFICANT ACCOUNTING POLICIES****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. The accounting policies have been consistently applied by the Company and are consistent with those used in the previous year.
- II. The Company is not a Small Company as defined u/s 2(85) of the Companies Act, 2013. However, the company is a Small and Medium Sized Company (SMC) as defined in the General Instructions in respect of Accounting Standards notified under the Companies Act, 1956 which are applicable as per para 7 (Transitional provisions with respect of Accounting Standards) of The Companies (Accounts) Rules 2014. Accordingly, the Company has complied with the Accounting Standards as applicable to a Small and Medium Sized 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 including borrowing costs of bringing the asset into existence and working condition at the locations for its intended use.

The fixed assets installed at the leased premises at Indore are found inseparable from the premises and as such have been written off on completion lease period on 30<sup>th</sup> November 2015.

**C. Intangible Assets :**

Acquisition of the software licenses satisfying the criteria laid down under Accounting Standard 26 is recognized as intangible assets and the relevant disclosure are made in the financial statements and notes to accounts

**D. Depreciation :**

Depreciation on 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 including at each financial year end.

The company previously followed Written down Value Method at the rates specified in Schedule XIV of The Companies Act, 1956. However, due to change in statute, the depreciation policy has been changed as stated above. The Depreciation policy so changed in the previous year is consistently followed during the year.

While charging the Depreciation as per the changed policy in the previous year, Depreciation of Rs.1, 79,730/- was overcharged; this error is rectified during the current year by adjusting the same to accumulated depreciation.

**E. Amortization Method :**

The useful life of the software license being the class of Intangible assets is estimated at 10 years. Amortization method adopted is straight line method. Amortization Method, Useful lives and Residual Values are reviewed periodically including at each financial year end.

**F. Investments :**

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

**G. Inventories :**

The Inventories are valued at lower of Cost or Net Realisable value. Inventories are verified, valued and certified by the management.

**H. Preliminary Expenses :**

Preliminary Expenses is written off over a period of 5 years commencing this from the current accounting period. The expenses pertaining to increase in authorized capital of the Company and allotment of shares have been charged in Profit & Loss Account.

**I. Revenue Recognition :**

Interest income is recognized on time proportion basis.

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

Revenue from Services rendered is recognized on accrual basis as per agreement / arrangement with the parties.

Dividend Income is recognized on the basis of the declaration the dividend.

**J. Employee 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, which is calculated on the basis of last salary / wages drawn.(and not on actuarial valuation,)
- c. **Provident Fund and Other Funds:** The Company's contribution to Provident Fund is charged to Profit and Loss Account.

**K. Income Tax :**

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 or substantively 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 realised. 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 realised against future taxable profits. Unrecognised 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 realised.

**L. Provisions :**

A provision is recognised when an enterprise has a present obligation as a result of past events; 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.

**24.2 CONTINGENT LIABILITY NOT PROVIDED FOR:-**

Bank guarantee of Rs 1 lac in favour of Commissioner VAT Department Delhi (P.Y. Rs.1 lac)

**24.3** There is no Micro, Small, and Medium Enterprises, to whom the company owes due, 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 :-**

Directors' sitting Fees of Rs. 1, 40,000/- (P.Y. Rs. 1, 40,000/-) paid to the independent directors during the year.

**24.5 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 Financial Year 2015-16 as under:-

Particulars	Balance as at 31-03-2015	For the year recognized in the Profit & Loss Account	Balance as at 31-03-2016
	Amt (Rs.)	Amt (Rs.)	Amt (Rs.)
<b>Deferred Tax Liabilities: -</b>			
1. Effect of difference in amount of depreciation as per the Companies Act, 2013 and the Income Tax Act, 1961.	30,26,778	30,26,778	-
<b>Deferred Tax Assets : -</b>			
1. Effect of expenditure debited to Profit and Loss Account having reasonable certainty of being allowed in subsequent year as per Income Tax Act, 1961.	(22,92,199)	(22,92,199)	-
<b>Net Amount Deferred Tax Liabilities / (Assets) (Rs.)</b>	<b>7,34,578</b>	<b>7,34,578</b>	<b>-</b>

**24.6 Earnings Per Share :-**

Sl. No.	Particulars	2015-16	2014-15
1.	Profit/ (Loss) before Prior Period Item for the Year attributable to Equity Shareholders	Rs.(1,10,07,166)	Rs.(2,36,62,462)
2.	Profit/ (Loss) after Prior Period Item for the Year attributable to Equity Shareholders	Rs.(1,10,07,166)	Rs. (2,36,62,462)
3.	Weighted Average No. of Equity Shares of Rs . 10/- each	1,59,78,880	1,59,78,880
4.	Basic Earnings Per Share Before Prior Period Item	(0.69)	Rs (1.48)
5.	Basic Earnings Per Share After Prior Period Item	(0.69)	Rs.(1.48)

**Determination of Net Profit Attributable to Equity Shareholders**

Sl. No.	Particulars	2015-16	2014-15
1.	Profit/ (Loss) for the Year attributable to Shareholders	Rs.(1,10,07,166)	Rs.( 2,36,62,462)
2.	Weighted Average Number of Equity Shares of Rs. 10/- each	1,59,78,880	1,59,78,880
3.	Basic Earning Per Share	(0.69)	Rs.(1.48)



**NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31,2016**

**Determination of Capital for Computation of Basic EPS:**

	<b>2015-16</b>	<b>2014-15</b>
Total No. of Equity shares as on beginning of the year	1,59,78,880	1,59,78,880
Total No. of Equity shares issued & allotted during the year	Nil	Nil
Weighted Average Number of Equity Shares	1,59,78,880	1,59,78,880

**24.7** Claims against the Company not acknowledged as Debts: Demands totaling to Rs 29,18,257/- is raised by Sales Tax authorities (Haryana) from which is likely to be reduced on submission of relevant forms. (Previous year: Rs. 34,09,181/-)

**24.8** The balances with parties are subject to confirmation.

**24.9** Estimated amount of Contracts remaining to be executed on Capital Account and not provided for – Rs. Nil Lacs (Previous year: Rs. Nil)

**24.10 Lease:**

**Operating Lease - Lessee**

Lease payments of Rs. 21, 50,335/- (P.Y. Rs. 26, 22, 200/-) has been recognized in the Profit & Loss Account for the year. There is no sub lease payment received or recognized in Profit and Loss account during the year.

**24.11 Interest in Joint Venture**

The Company has formed a joint venture with Trikkal Medi InfoTech Pvt. Ltd by incorporating another company viz. AIOCD Pharmasofttech AWACS Private Limited, which was incorporated on 21<sup>st</sup> September 2007. The company subscribed to 50% of its paid up Equity capital.

The Joint Venture is included in the definition of the subsidiaries for the purpose of Consolidation accordingly the financial statements as on 31/3/2016 are consolidated as per the Equity Method prescribed under Accounting Standard 23.

**24.12 Expenditure and Earnings in Foreign Currency: - Nil**

**24.13 Purchases and Sales:-**

<b>Sr. No.</b>	<b>Class of Product</b>	<b>Purchases (Net of Returns) in Rs.(In Lakhs)</b>		<b>Sales (Net of Returns) in Rs.(in Lakhs )</b>	
		<b>2015-16</b>	<b>2014-15</b>	<b>2015-16</b>	<b>2014-15</b>
1	Liquids	-	32.16	3.62	23.72
2	Tablets	-2.72	119.02	75.88	36.16
3	Ointment	-2.72	6.65	1.69	4.49
4	Capsules	14.09	22.55	21.20	18.19
5	Drops	-	0.39	-0.003	1.00
6	Injection	-	62.23	8.45	51.42
7	Powder	2.31	0.39	0.67	0.40
		<b>10.95</b>	<b>243.40</b>	<b>111.52</b>	<b>135.38</b>

**24.14 Payment to Auditors :-**

	Particulars	2015-16 Amt. (Rs.)	2014-15 Amt (Rs.)
a)	As Auditor	1,01,210	90,291
b)	As Adviser, or other capacity, in respect of :-	-	-
i)	Taxation Matters	1,01,210	90,291
ii)	Other Services	-	-

Note: - Above amount is inclusive of Service Tax.

**24.15 Previous Year Comparatives**

Previous year's figures have been regrouped where necessary to conform to the current years Classification.

**24.16 Related Party Transactions:-**

Particulars	Joint Venture		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	-	-	300.00	400.00	300.00	400.00
Outstanding amount including interest of the Loan /Borrowing obtained by the Company by providing the lien on the Fixed Deposits of the related party	-	-	456.01	458.56	456.01	458.56
Payment made on our behalf	-	-	0.02	35.90	0.02	35.90
Payment made on their behalf	1.86	-	0.29	2.25	2.15	2.25
Payment received on their behalf	-	-	25.51	43.62	26.17	43.62
Payment received on our behalf	-	-	13.71	7.33	14.37	7.33
Payment made	-	30.00	-	-	-	30.00
Payment received	-	66.31	-	-	-	66.31
Trade Advance received	-	-	(5.50)	435.8	(5.50)	435.80
Rent expenditure	-	-	23.72	26.74	23.72	26.74
Service charges received for utilization of IT environment	-	-	-	0.86	-	0.86
Management fees	-	-	-	23.79	-	23.79
Business Promotional Charges Received	184.35	162.92	-	-	184.35	162.92
Reimbursement of expenses incurred on our behalf	-	-	13.00	12.22	13.00	12.22
Purchase net of return	-	-	4.18	24.48	4.18	24.48
Sales return	-	-	0.29	36.76	0.29	36.76
Sale of material	-	-	71.25	134.29	71.25	134.23
<b>Balance Outstanding as on year end Receivable/(payable)</b>	<b>399.65</b>	<b>360.4</b>	<b>(510.47)</b>	<b>(543.53)</b>	<b>(110.82)</b>	<b>(174.13)</b>

Note: Amounts are inclusive of service tax wherever applicable

**ALL INDIAN ORIGIN CHEMISTS & DISTRIBUTORS LIMITED**

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31,2016

<b>Relationship</b>	<b>Name of the Related Party</b>
Joint Venture	AIOCD Pharmasofttech AWACS Pvt. Ltd.
Enterprises that have a member of key management in common with the reporting enterprise.	Maharashtra Safe Chemist and Distributors Alliance Limited.

**24.17** Prior period item for the year is NIL (P.Y. Rs.NIL/-)

As per our attached report of even date  
**For P.H.Sanghavi & Co.**  
**Chartered Accountants**

**For and on behalf of the Board of Director**

Sd/-

**Pankaj Sanghavi**  
**Proprietor**  
Membership No.: 41290  
**Firm Registration No: 109111W**

Sd/-

**Jagannath Shinde**  
Chairman & Managing Director

**Date: 23rd August 2016**

**Place: Mumbai**

Sd/-

**Vinay Shroff**  
CFO / Director

Sd/-

**Suvarna Shukla**  
Company Secretary

**INDEPENDENT AUDITOR'S REPORT****TO THE MEMBERS OF ALL INDIAN ORIGIN CHEMISTS & DISTRIBUTORS LIMITED****REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS**

We have audited the accompanying consolidated financial statements of **ALL INDIAN ORIGIN CHEMISTS & DISTRIBUTORS LIMITED** (hereinafter referred to as "the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") its associates and jointly controlled entities, comprising of the Consolidated Balance Sheet as at 31st March, 2016, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement for the year then ended, and a summary of the Significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

**Management's Responsibility for the Consolidated Financial Statements**

The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group including its Associates and Jointly controlled entities 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. The respective Board of Directors of the companies included in the Group and of its associates and jointly controlled entities are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

**Auditor's Responsibility**

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

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

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

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

**Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial 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 consolidated state of affairs of the Group, its associates and jointly controlled entities as at 31st March, 2016, and their consolidated profit/loss and their consolidated cash flows for the year ended on that date.

**Report on Other Legal and Regulatory Requirements**

1. As required by Section 143(3) of the Act, we report, to the extent applicable, 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 of the aforesaid consolidated financial statements.
  - (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
  - (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
  - (d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 **except Accounting Standard 15 pertaining to Employee benefits.**
  - (e) On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2016 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies, associate companies and jointly controlled companies incorporated in India, none of the directors of the Group companies, its associate companies and jointly controlled companies incorporated in India is disqualified as on 31<sup>st</sup> March, 2016 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 A" 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 Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - i. There were no pending litigations which would impact the consolidated financial position of the Group, its associates and jointly controlled entities.
    - ii. The Group, its associates and jointly controlled entities did not have any material foreseeable losses on long-term contracts including derivative contracts.
    - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company, and its subsidiary companies, associa

**For P. H. Sanghavi & Co.  
Accountants**

Sd/-

**Proprietor  
Pankaj Sanghavi  
No. : - 41290  
Firm Registration No.:109111W**

**Place: - Mumbai  
Date: - 23th August 2016**

**ANNEXURE B TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE  
CONSOLIDATED FINANCIAL STATEMENTS OF  
ALL INDIAN ORIGIN CHEMISTS & DISTRIBUTORS LIMITED**

**Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143  
of the Companies Act, 2013 ("the Act")**

I / We have audited the internal financial controls over financial reporting of *All Indian Origin Chemists & Distributors Limited* ("the Company") as of March 31, 2016 in conjunction with my / our audit of the Consolidated financial statements of the Company for the year ended on that date.

**Management's Responsibility for Internal Financial Controls:**

The Company's management is responsible for establishing and maintaining internal financial controls based on the 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:**

My / Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on my/our audit. I/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 I / 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.

My / 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.

My / 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.

I / We believe that the audit evidence I / we have obtained is sufficient and appropriate to provide a basis for my / 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 me / us and based on my / our audit, the following material weaknesses have been identified as at March 31, 2016:

- a) The Company need have adequate documentation of the components of internal Control.
- b) The Company need to have adequate segregation of duties for procurement and marketing in Critical care division.
- c) The Company need to have adequate Internal Audit System to cover all aspects of the internal control environment.
- d) The Company need to have a regular control process for reconciliation and confirmation of balances with all the parties.
- e) The Company need to have documented Authority Matrix for Approval of various types of transactions. The authorisations signatures are missing on the Bills are and Vouchers which are stated to have been authorised.
- f) The Company need to have documented process for Budgetary Control and variance analysis on a regular basis.
- g) The Company need to have documented policy for recovery of outstanding debts and claims C Form and F Form
- h) The Company need to compute its liability for "Employee Benefits" by Actuarial valuation as per Accounting Standard 15.
- i) The Company need to initiate the process of registering its self generated Intellectual Property Rights

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 my / 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, 2016, 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.

I / We have considered the material weaknesses identified and reported above in determining the nature, timing, and extent of audit tests applied in my / our audit of the March 31, 2016 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 P.H. Sanghavi & Co.**  
Chartered Accountants  
(Firm's Registration No.109118W)

Place: Mumbai:  
Date: 23rd August 2016

Sd/-  
(Pankaj Sanghavi)  
(Proprietor)  
(Membership No. 41290)

# ALL INDIAN ORIGIN CHEMISTS & DISTRIBUTORS LIMITED

## Consolidated Balance Sheet as at 31st March, 2016

(Amount in Rs.)

	Note No	As at 31st March, 2016	As at 31st March, 2015
<b><u>(I) EQUITY &amp; LIABILITIES</u></b>			
<b><u>1) Shareholder's Fund</u></b>			
a) Share Capital	1	159,788,800	159,788,800
b) Reserves and Surplus	2	(163,914,561)	(152,907,395)
<b><u>2) Non-Current Liabilities</u></b>			
a) Long Term Borrowings		-	-
b) Deferred Tax Liability (Net)		1,012,757	1,416,013
c) Other long Term Liabilities	3	-	-
d) Long Term Provisions	4	168,406	464,614
<b><u>3) Current Liabilities</u></b>			
a) Short Term Borrowings	5	45,601,468	45,855,844
b) Trade Payables		9,477,916	13,233,487
c) Other Current Liabilities	6	68,185,878	69,206,955
d) Short Term Provisions	7	1,850,837	1,531,927
<b>Total Equity and Liabilities</b>		<b>122,171,501</b>	<b>138,590,245</b>
<b><u>II) ASSETS</u></b>			
<b><u>1) Non-Current Assets</u></b>			
a) Fixed Assets	8		
i) Tangible Assets		2,466,376	4,102,007
ii) Intangible Assets		14,159,707	14,793,535
iii) Capital Work-in-Progress		-	-
iv) Intangible Assets Under Development		-	-
v) Goodwill on Consolidation of Joint Venture		9,057,949	9,613,703
b) Non-Current Investment	9	9,700,000	9,700,000
c) Deferred Tax Assets (Net)		-	-
d) Long Term Loans and Advances	10	26,955,086	27,515,945
e) Other Non-Current Assets	11	69,174	4,021,002
<b><u>2) Current Assets</u></b>			
a) Current Investment		-	-
b) Inventory	12	1,026,687	10,465,405
c) Trade Receivables	13	16,988,313	29,731,363
d) Cash and Cash-Equivalents	14	27,901,780	23,220,892
e) Short Term Loans and Advances	15	12,401,554	4,761,632
f) Other Current Assets	16	1,444,874	664,761
<b>Total Assets</b>		<b>122,171,501</b>	<b>138,590,245</b>

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

For and on behalf of the Board

Sd/-  
**Jagannath Shinde**  
Chairman & Managing Director

Sd/-  
**Pankaj Sanghavi**  
Proprietor  
Membership No.: 41290 FRN :- 109111W  
Date : 23th August, 2016 Place : Mumbai

Sd/-  
**Vinay Shroff**  
Director / CFO

Sd/-  
**Suvarna Shukla**  
Company Secretary



# ALL INDIAN ORIGIN CHEMISTS & DISTRIBUTORS LIMITED

## Consolidated Statement of Profit and Loss for the year ended 31st March, 2016

(Amount in Rs.)

	Note No.	For the year ended 31st March, 2016	For the year ended 31st March, 2015
<b>I) Income</b>			
I) Income from Operations	17	108,567,224	101,789,873
II) Other Income	18	2,020,338	6,041,837
<b>III) Total Revenue (I+II)</b>		<b>110,587,562</b>	<b>107,831,710</b>
<b>IV) Expenses :</b>			
Purchase		1,095,139	24,340,883
Changes in Inventory	19	9,438,718	(4,848,003)
Cost of Technical Services and Sub Contractors	20	26,089,422	21,882,254
Employee benefit expenses	21	25,460,937	30,254,373
Finance Costs	22	4,758,405	5,045,284
Depreciation and amortization Expenses	23	4,276,532	4,721,023
Other Expenses	24	46,383,120	48,818,430
<b>Total Expenses (IV)</b>		<b>117,502,273</b>	<b>130,214,242</b>
V) Profit/(Loss) Before exceptional and extraordinary items and tax (III-IV)		<b>(6,914,711)</b>	<b>(22,382,532)</b>
<u>VI) Exceptional Items</u>			
Profit/(Loss) on Sale of Fixed Asset		(1,851,114)	(24,275)
VII) Profit/(Loss) before extraordinary items and tax (V-VI)		<b>(8,765,824)</b>	<b>(22,406,808)</b>
<u>VIII) Extraordinary Items</u>			
Prior Period Expenses		-	12,993
IX) Profit/(Loss) before Tax		<b>(8,765,824)</b>	<b>(22,419,801)</b>
<u>X) Tax Expenses</u>			
i) Current Tax		584,073	897,789
iii) Deferred Tax Asset		734,578	2,128,108
ii) Deferred Tax Liability		331,322	
iii) Excess Provision for Taxation		7,730	-
XI) Profit/(Loss) from Continuing Operations (VIII-IX)		<b>(8,938,913)</b>	<b>(25,445,698)</b>
<b>XII) Profit/(Loss) for the period</b>		<b>(8,938,913)</b>	<b>(25,445,698)</b>
<u>XIII) Earnings per Shares</u>			
1) Basic		(0.56)	(1.59246)
2) Diluted		(0.56)	(1.59246)

The Accompanying Notes form an integral part of the standalone Financial Statements  
As per our attached report of even date

Sd/-  
**Pankaj Sanghavi**  
Proprietor  
Membership No.: 41290 FRN :- 109111W  
Date : 23th August, 2016 Place : Mumbai

**For and on behalf of the Board**

Sd/-  
**Jagannath Shinde**  
Chairman & Managing Director

Sd/-  
**Vinay Shroff**  
Director / CFO

Sd/-  
**Suvarna Shukla**  
Company Secretary

**ALL INDIAN ORIGIN CHEMISTS & DISTRIBUTORS LIMITED**

**Consolidated Cash Flow Statement for the year ended 31st March, 2016**

**(Amount in Rs.)**

	<b>As at 31st March, 2016</b>	<b>As at 31st March, 2015</b>
<b><u>(I) Cash Flow from Operating Activities</u></b>		
Net Profit Before Tax as per Profit and Loss Statement	(8,765,824)	(22,444,104)
Adjusted for:		
Depreciation and amortization Expenses	4,276,532	4,721,023
Loss/(Profit) on sale of Fixed Asset	1,851,114	24,275
Finance Cost	4,758,405	5,069,586
<b>Operating Profit before Working Capital Changes</b>	<b>2,120,226</b>	<b>(12,629,220)</b>
Adjusted for:		
Trade and Other Receivables	12,743,050	27,076,950
Inventories	9,438,718	(4,848,003)
Trade and Other Payables	(3,755,572)	(15,544,848)
Other Liabilities	(1,021,078)	34,472,216
Provisions	22,702	(227,630)
Loans and Advances	(7,079,063)	(2,662,258)
Other Non Current Assets	3,951,828	(6,902,856)
Other Current Assets	(780,113)	280,211
Cash Generated from Operations	15,640,699	19,014,562
Taxes Paid (Net)	576,344	539,006
<b>Net Cash from Operating Activities</b>	<b>15,064,355</b>	<b>18,475,556</b>
<b><u>(II) Cash Flow from Investing Activities</u></b>		
Sale of Fixed Asset	-	54,000
Purchase of Fixed Asset	(3,858,187)	(1,831,650)
Goodwill on Consolidation of Joint Venture	(1,512,503)	(5,605,478)
<b>Net Cash (Used in) Investing Activities</b>	<b>(5,370,690)</b>	<b>(7,383,128)</b>
<b><u>(III) Cash Flow from Financing Activities</u></b>		
Finance Cost	(4,758,405)	(5,069,586)
Short Term Borrowing	(254,376)	(4,374,756)
<b>Net Cash (Used in) / Generated from Financing Activities</b>	<b>(5,012,781)</b>	<b>(9,444,343)</b>
Net (Decrease) in Cash and Cash Equivalents	4,680,884	1,648,085
Opening Balance of Cash and Cash Equivalents	23,220,892	21,572,806
Closing Balance of Cash and Cash Equivalents	27,901,780	23,220,892

**For and on behalf of the Board**

Sd/-

**Jagannath Shinde**

Chairman & Managing Director

Sd/-

**Pankaj Sanghavi**  
Proprietor

Membership No.: 41290 FRN :- 109111W  
Date : 23th August, 2016 Place : Mumbai

Sd/-

**Vinay Shroff**  
Director / CFO

Sd/-

**Suvarna Shukla**  
Company Secretary

# ALL INDIAN ORIGIN CHEMISTS & DISTRIBUTORS LIMITED

## CONSOLIDATED NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016 (Amount in Rs.)

Note No.	For the year ended 31st March, 2016	For the year ended 31st March, 2015
<b>Note - 1 Share Capital</b>		
<b><u>Authorized Capital</u></b>		
2,00,00,000 Equity Shares of Rs 10/- each	200,000,000	200,050,000
	<b>200,000,000</b>	<b>200,050,000</b>
<b><u>Issued, Subscribed and Paid up Capital</u></b>		
1,59,78,880 Equity share of Rs. 10/- each Fully Paid in Cash ( P.Y 1,59,78,880 of Rs 10 each Fully Paid in Cash)	159,788,800	159,788,800
<b>Total</b>	<b>159,788,800</b>	<b>159,788,800</b>

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

Particular	Equity Share Capital			
	As at 31.03.2016		As at 31.03.2015	
	No. Of Shares	Amount of Share Capital	No. Of Shares	Amount of Share Capital
No of shares at the beginning of the year	15,978,880	159,788,800	15,978,880	159,788,800
Add : Shares Issued during the year	-	-	-	-
No. of Shares at the end of the year	<b>15,978,880</b>	<b>159,788,800</b>	<b>15,978,880</b>	<b>159,788,800</b>

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

#### Details of Share Holders Holding more than 5% shares as on the balance sheet date

Sr. No.	Name of Share holder	No. of Shares Held	
		As at 31.03.2016	As at 31.03.2015
	Maharashtra Safe Chemists and Distributors Alliance Ltd	2,538,000	2,450,000

#### Note - 2 Reserves and Surplus

##### **Profit & Loss A/c**

Opening Balance	(152,907,395)	(129,092,448)
Less: Adjustment due to Depreciation of Previous Years		152,485
Add: Additions During the year	(11,007,166)	(23,662,462)
Less: Utilizations during the year		-
<b>Closing Balance</b>	<b>(163,914,561)</b>	<b>(152,907,395)</b>

<b>Total</b>	<b>(163,914,561)</b>	<b>(152,907,395)</b>
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#### Note - 3 Other Long term Liabilities

-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>

#### Note - 4 Long Term Provisions

Provisions for Employee Benefits	168,406	464,614
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<b>Total</b>	<b>168,406</b>	<b>464,614</b>
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**ALL INDIAN ORIGIN CHEMISTS & DISTRIBUTORS LIMITED**

**CONSOLIDATED NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31,2016**  
(Amount in Rs.)

Note No.	For the year ended 31st March, 2016	For the year ended 31st March, 2015
<b>Note - 5 Short Term Borrowings</b>		
<b>Short Term Loan Payable on Demand</b>		
i) From Banks	45,601,468	45,855,844
The Bank Over Draft from Bank of India is Secured against a) the Fixed Deposit of the Company and b) The Guarantee and Lien marked on the Fixed Deposits of Maharashtra Safe Chemists and Distributors Alliance Ltd.		
<b>Total</b>	<b>45,601,468</b>	<b>45,855,844</b>
<b>Note - 6 Other Current Liabilities</b>		
Payable to Employees	426,809	285,325
Non Trade Creditors	22,712,922	19,951,305
Directors remuneration	23,717	26,015
Salary / Wages Payable	2,277,164	2,610,124
Employees Contribution To Provident Fund Payable	19,692	43,746
ESIC Liability Payable	232	652
Duties & Taxes Payable	3,585,442	3,861,633
Advance From Customers	38,589,900	41,978,156
Security Deposits from Consignee Agents Repayable within a year	550,000	450,000
<b>Total</b>	<b>68,185,878</b>	<b>69,206,955</b>
<b>Note - 7 Short Term Provisions</b>		
Provisions for Employee Benefits	287,404	230,544
Provision For Taxation	1,563,433	1,301,383
<b>Total</b>	<b>1,850,837</b>	<b>1,531,927</b>

**Note - 8 Fixed Assets**

Sr. No.	Particulars	Gross Block			Depreciation					Net Block		
		Value as on 01.04.2015	Addition During the year	Deletion During the Year	Value as on 31.03.2016	Depreciation as on 01.04.2015	Adjustment to Accumulated Depreciation	Addition During the year	Deletion During the Year	Depreciation as on 31.03.2016	WDV as on 31.3.2016	WDV as on 31.3.2015
(A)	<b>Tangible Assets</b>											
	Office Equipment	540,897	73,065	-	613,961	152,379	22,054	105,859	-	236,184	377,777	388,518
	Plant and Machinery	3,359,664	-	3,359,664	-	1,499,759	46,760	55,551	1,508,550	(0)	0	1,859,905
	Computer	4,155,793	492,299	-	4,648,092	3,398,809	102,961	474,602	-	3,770,450	877,642	756,984
	Software	1,816,085	512,177	-	2,328,262	1,204,466	7,955	329,849	-	1,526,360	801,901	611,619
	Vehicles (Cars)	369,698	-	-	369,698	202,765	-	30,355	-	233,120	136,578	166,933
	Server	254,904	-	-	254,904	40,360	-	35,656	-	76,016	178,888	214,544
	Furniture and Fixtures	114,370	-	-	114,370	10,865	-	9,915	-	20,781	93,589	103,505
	<b>Sub Total (A)</b>	<b>10,611,410</b>	<b>1,077,540</b>	<b>3,359,664</b>	<b>8,329,286</b>	<b>6,509,403</b>	<b>179,730</b>	<b>1,041,787</b>	<b>1,508,550</b>	<b>5,862,910</b>	<b>2,466,376</b>	<b>4,102,007</b>
(B)	<b>Intangible Assets</b>											
	Oracle License	-	2,780,647	-	2,780,647	-	-	278,065	-	278,065	2,502,583	-
	SAP License	21,558,355	-	-	21,558,355	13,906,782	-	2,155,836	-	16,062,617	5,495,738	7,651,574
	IPR	9,805,751	-	-	9,805,751	2,663,789	-	980,575	-	3,644,364	6,161,387	7,141,962
	<b>Sub Total (B)</b>	<b>31,364,106</b>	<b>2,780,647</b>	<b>-</b>	<b>34,144,753</b>	<b>16,570,571</b>	<b>-</b>	<b>3,414,475</b>	<b>-</b>	<b>19,985,046</b>	<b>14,159,707</b>	<b>14,793,535</b>
(C)	<b>Capital Work-in-Progress</b>											
	<b>Sub Total (C)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
	<b>Total (A+B+C)</b>	<b>41,975,516</b>	<b>3,858,187</b>	<b>3,359,664</b>	<b>42,474,039</b>	<b>23,079,974</b>	<b>179,730</b>	<b>4,456,262</b>	<b>1,508,550</b>	<b>25,847,956</b>	<b>16,626,084</b>	<b>18,895,542</b>
	<b>Previous year</b>	<b>36,687,908</b>	<b>441,080</b>	<b>9,250,355</b>	<b>27,529,596</b>	<b>20,847,468</b>	<b>-</b>	<b>3,182,796</b>	<b>8,933,391</b>	<b>15,096,873</b>	<b>12,432,723</b>	<b>19,278,712</b>

**ALL INDIAN ORIGIN CHEMISTS & DISTRIBUTORS LIMITED**
**CONSOLIDATED NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31,2016  
(Amount in Rs.)**

Note No.	For the year ended 31st March, 2016	For the year ended 31st March, 2015
<b>Note - 9 Non-Current Investments</b>		
Investment in Unquoted Equity Shares 5, 40,000 (P.Y. 5,40,000 ) Equity shares of Rs.10/- each fully paid up in Maharashtra Safe Chemists And Distributors Alliance Limited.	5,400,000	5,400,000
5,000 (P.Y. 5,000) Equity shares of Rs.10/- each fully paid up in AIOCD Pharmasofttech AWACS Pvt. Ltd.	4,300,000	-
Investment in Preference Shares 4, 30,000 (P.Y. 4, 30,000) 8% Non Cumulative Redeemable Non- Convertible Preference shares of Rs.10/- each fully paid up in Maharashtra Safe Chemists And Distributors Alliance Limited.	4,300,000	4,300,000
<b>Total</b>	<b>9,700,000</b>	<b>9,700,000</b>
<b>Note - 10 Long Term Loans and Advances</b>		
Security Deposits (Unsecured, Considered Good)	804,550	473,000
Loans And Advances to Related Parties	389,821	614,821
<u>Other Loans and advances</u>		
Balance With Authorities	1,274,065	1,253,523
Advance Tax & TDS	24,486,650	24,403,402
Other Advances	-	771,200
<b>Total</b>	<b>26,955,086</b>	<b>27,515,945</b>
<b>Note - 11 Other Non Current Assets</b>		
<u>Long term Trade Receivables</u>		
i)Secured,Considered Good		
ii) Unsecured, Considered Good	22,245,562	4,021,002
iii) Doubtful		
iv) Due By Directors,Partners,etc		
<u>Trade Receivables (More than Six Months)</u>		
<u>Less : Provision for doubtful debts</u>	22,176,389	-
<b>Total</b>	<b>69,174</b>	<b>4,021,002</b>
<b>Note - 12 Inventory (As taken, Valued and Certified by the Management)</b>		
Finished Goods	1,026,687	10,465,405
Less : Reduction in value due to lower NRV	-	-
Closing Value of Finished Goods	<b>1,026,687</b>	<b>10,465,405</b>
<b>Total</b>	<b>1,026,687</b>	<b>10,465,405</b>
<b>Note -13 Trade Receivables</b>		
<u>Trade Receivables (Less than Six Months)</u>		
i)Secured,Considered Good		-
ii) Unsecured, Considered Good	15,667,070	23,234,967
iii) Doubtful		-
iv) Due By Directors,Partners,etc		-
<u>Trade Receivables (More than Six Months)</u>	1,321,243	18,772,973
<u>Less : Provision for doubtful debts</u>		12,276,577
<b>Total</b>	<b>16,988,313</b>	<b>29,731,363</b>

**ALL INDIAN ORIGIN CHEMISTS & DISTRIBUTORS LIMITED**

**CONSOLIDATED NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31,2016  
(Amount in Rs.)**

Note No.	For the year ended 31st March, 2016	For the year ended 31st March, 2015
<b>Note - 14 Cash and Cash Equivalent</b>		
Balance With Bank	5,431,567	2,404,929
Cash on Hand	31,646	29,815
Bank Deposits with less than 12 months maturity (Encumbered)	12,480,294	13,989,768
Bank Deposits with More than 12 Months maturity (Encumbered)	9,958,274	
Bank Deposits with less than 12 months maturity (Unencumbered)	-	6,796,380
<b>Total</b>	<b>27,901,780</b>	<b>23,220,892</b>
<b>Note - 15 Short Term Loans and Advances</b>		
<u>Other loans and advances</u>		
Balance With Authorities	12,109,468	3,158,367
Prepaid Expenses	281,127	1,253,391
Advances given to Vendors and Others	<b>10,960</b>	349,874
<b>Total</b>	<b>12,401,554</b>	<b>4,761,632</b>
<b>Note -16 Other Current Assets</b>		
Advance to Employees	292,500	215,500
Advances Receivable in Cash or Kind	79,486	
Advance to Suppliers	1,072,889	449,261
<b>Other Current Assets</b>		
Others	-	-
<b>Total</b>	<b>1,444,875</b>	<b>664,761</b>
<b>Note - 17 Income From Operation</b>		
Sale of Products	11,160,938	13,538,475
Sale of Services	97,406,286	88,251,398
	<b>108,567,224</b>	<b>101,789,873</b>
Less : Excise Duty	-	-
<b>Total</b>	<b>108,567,224</b>	<b>101,789,873</b>
<b>Note - 18 Other Income</b>		
Interest Income	1,745,863	2,317,102
TDS C.Y. Rs 1,76,976/- Rs (P.Y. Rs 1,57,893/-)		
Dividend Income	-	-
Other Non-Operating Income	24,465	2,201,193
Sundry Balances written back	-	1,261,768
Sundry Balances written off	-	261,774
Other	10	-
Income From Sponsorship	250,000	-
Salary Recovery	-	-
<b>Total</b>	<b>2,020,338</b>	<b>6,041,837</b>

**ALL INDIAN ORIGIN CHEMISTS & DISTRIBUTORS LIMITED**
**CONSOLIDATED NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016  
(Amount in Rs.)**

Note No.	For the year ended 31st March, 2016	For the year ended 31st March, 2015
<b>Note - 19 Changes in Inventory of Finished Goods, Work-In-Progress and Stock-in-Trade</b>		
Closing Stock	1,026,687	10,465,405
Opening Stock	10,465,405	5,617,402
<b>Total</b>	<b>(9,438,718)</b>	<b>4,848,003</b>
<b>Note - 20 Cost of Technical Services and Sub Contractors</b>		
AMC/Software & Patch Instalation Charges	2,463,402	2,114,370
Business Support Charges	8,090,250	7,250,000
Software Development Charges	2,904,815	1,997,864
Data Collector Expenses	1,751,150	2,215,132
Establishment Expenses	10,879,805	8,304,889
<b>Total</b>	<b>26,089,422</b>	<b>21,882,254</b>
<b>Note - 21 Employee Benefit Expenses</b>		
Salaries to Employees	23,259,911	27,570,046
Contribution to Providend and other funds	1,395,421	1,572,723
Staff Welfare Expenses	325,606	631,604
Directors remuneration	480,000	480,000
<b>Total</b>	<b>25,460,937</b>	<b>30,254,373</b>
<b>Note - 22 Finance Cost</b>		
Interest Expenses	4,738,938	5,028,951
Bank Charges	19,467	16,333
<b>Total</b>	<b>4,758,405</b>	<b>5,045,284</b>
<b>Note - 23 Depreciation and Amortization Expenses</b>		
Depreciation	4,276,532	4,721,023
<b>Total</b>	<b>4,276,532</b>	<b>4,721,023</b>
<b>Note - 24 Other Expenses</b>		
Power and Fuel	917,296	983,270
Rent	3,501,572	4,088,232
Insurance	383,932	570,211
Rates and Taxes	86,245	336,085
Bad Debts		
Add: Provision for doubtful debts	22,176,389	12,276,577
Less: Last Year Provision for doubtful debts	(12,276,577)	(3,916,587)
	9,899,812	8,359,990

**ALL INDIAN ORIGIN CHEMISTS & DISTRIBUTORS LIMITED**

**CONSOLIDATED NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31,2016  
(Amount in Rs.)**

Note No.	For the year ended 31st March, 2016	For the year ended 31st March, 2015
<b>Miscellaneous Expenditure</b>		
C & F Expenses	10,630,548	12,248,214
Postage & Communication Expenses	1,513,708	1,390,659
Office Expenses	32,452	188,770
Stationery, Printing, Media Essentials Etc	413,276	579,006
Information Technology Expenses	1,042,000	1,510,452
Professional And Legal Expenses	5,245,133	3,109,148
Repairs And Maintenance of Machinery	730,920	565,219
Travel & Conveyance Expenses	7,724,245	8,946,666
Foreign Exchange Gain/Loss	26,395	-
<b>Selling &amp; Distribution</b>		
Freight	342,053	952,221
Discounts paid	22,600	493,070
Commission paid	177,035	
Sales Promotion	-	11,097
Octroi	2,550	
Discount Due to Rate Difference	-	-
Business Development Expenses	14,610	-
Interest and Penalty on TDS	457,575	635,248
Directors' Sitting Fees	140,000	140,000
Payment To Auditors	397,887	430,715
Recruitment Expenses	-	137,500
Training Expenses	40,000	-
Testing Charges	1,200	398,792
Promotional Expenses	1,688,958	2,044,168
Other Miscellaneous Expenses	698,820	422,395
Hire Charges	132,300	132,300
Advertising Expenses	-	25,000
Housingkeeping Charges	120,000	120,000
<b>Total</b>	<b>46,383,120</b>	<b>48,818,430</b>



**24.1 ACCOUNTING POLICIES****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. The accounting policies have been consistently applied by the Company and are consistent with those used in the previous year.
- II. The Company is not a Small Company as defined u/s 2(85) of the Companies Act, 2013. However, the company is a Small and Medium Sized Company (SMC) as defined in the General Instructions in respect of Accounting Standards notified under the Companies Act, 1956 which are applicable as per para 7 (Transitional provisions with respect of Accounting Standards) of The Companies (Accounts) Rules 2014. Accordingly, the Company has complied with the Accounting Standards as applicable to a Small and Medium Sized 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 including borrowing costs of bringing the asset into existence and working condition at the locations for its intended use.

The fixed assets installed at the leased premises at Indore are found inseparable from the premises and as such have been written off on completion lease period on 30<sup>th</sup> November 2015.

**C. Intangible Assets :**

Acquisition of the software licenses satisfying the criteria laid down under Accounting Standard 26 is recognized as intangible assets and the relevant disclosure are made in the financial statements and notes to accounts

**D. Depreciation :**

Depreciation on 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 including at each financial year end.

The company previously followed Written down Value Method at the rates specified in Schedule XIV of The Companies Act, 1956. However, due to change in statute, the depreciation policy has been changed as stated above. The Depreciation policy so changed in the previous year is consistently followed during the year.

While charging the Depreciation as per the changed policy in the previous year, Depreciation of Rs.1, 79,730/- was overcharged; this error is rectified during the current year by adjusting the same to accumulated depreciation.

**E. Amortization Method :**

The useful life of the software license being the class of Intangible assets is estimated at 10 years. Amortization method adopted is straight line method. Amortization Method, Useful lives and Residual Values are reviewed periodically including at each financial year end.

**F. Investments :**

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

**G. Inventories :**

The Inventories are valued at lower of Cost or Net Realisable value. Inventories are verified, valued and certified by the management.

**H. Preliminary Expenses :**

Preliminary Expenses is written off over a period of 5 years commencing this from the current accounting period. The expenses pertaining to increase in authorized capital of the Company and allotment of shares have been charged in Profit & Loss Account.

**I. Revenue Recognition :**

Interest income is recognized on time proportion basis.

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

Revenue from Services rendered is recognized on accrual basis as per agreement / arrangement with the parties.

Dividend Income is recognized on the basis of the declaration the dividend.

**J. Employee 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, which is calculated on the basis of last salary / wages drawn.(and not on actuarial valuation,)

c. **Provident Fund and Other Funds:** The Company's contribution to Provident Fund is charged to Profit and Loss Account.

**K. Income Tax :**

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 or substantively 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 realised 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 realised against future taxable profits. Unrecognised 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 realised.

**L. Consolidation of Accounts of A Partially Owned Subsidiary:**

The Company had acquired 50% of the Equity shares in AIOCD Pharmasofttech AWACS Pvt Ltd. on 21/09/2007 and since then it is a partially owned subsidiary whose accounts have been consolidated for the first time for the year ended 31/3/2016. The accounts have been consistently consolidated as per Accounting Standard 21 for both the years and accordingly all the relevant disclosures have been made.

**M. Provisions :**

A provision is recognised when an enterprise has a present obligation as a result of past events; 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.

**N. Consolidation of Accounts of Joint Venture Company:**

The Company had acquired 50% of the Equity shares in AIOCD Pharmasofttech AWACS Pvt. Ltd. on 21/09/2007 and since then it is a Joint Venture whose accounts have been consolidated for the first time for the year ended 31/3/2016. The accounts have been consistently consolidated as per Equity Method under Accounting Standard 23 for both the years and accordingly all the relevant disclosures have been made.

**24.2 CONTINGENT LIABILITY NOT PROVIDED FOR:-**

Bank guarantee of Rs 1 lac in favour of Commissioner VAT Department Delhi (P.Y. Rs.1 lac)

**24.3** There is no Micro, Small, and Medium Enterprises, to whom the company owes due, 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 :-**

Directors' sitting Fees of Rs. 1, 40,000/- (P.Y. Rs. 1, 40,000/-) paid to the independent directors during the year.

**24.5 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 Financial Year 2015-16 as under:-

**(A) ALL INDIAN ORIGIN CHEMISTS AND DISTRIBUTORS LIMITED**

Particulars	Balance as at 31-03-2015	For the year recognized in the Profit & Loss Account	Balance as at 31-03-2016
	Amt (Rs.)	Amt (Rs.)	Amt (Rs.)
<b>Deferred Tax Liabilities: -</b>			
1. Effect of difference in amount of depreciation as per the Companies Act, 2013 and the Income Tax Act, 1961.	30,26,778	30,26,778	-
<b>Deferred Tax Assets : -</b>			
1. Effect of expenditure debited to Profit and Loss Account having reasonable certainty of being allowed in subsequent year as per Income Tax Act, 1961.	(22,92,199)	(22,92,199)	-
<b>Net Amount Deferred Tax Liabilities / (Assets) (Rs.)</b>	<b>7,34,578</b>	<b>7,34,578</b>	<b>-</b>

**(A) AIOCD PHARMASOFTTECH AWACS PRIVATE LIMITED**

Particulars	Balance as at 31-03-2015	For the year recognized in the Profit & Loss Account	Balance as at 31-03-2016
	Amt (Rs.)	Amt (Rs.)	Amt (Rs.)
<b>Deferred Tax Liabilities: -</b>			
1. Effect of difference in amount of depreciation as per the Companies Act, 2013 and the Income Tax Act, 1961.	13,62,875	7,28,253	20,91,128
<b>Deferred Tax Assets : -</b>			
1. Effect of expenditure debited to Profit and Loss Account having reasonable certainty of being allowed in subsequent year as per Income Tax Act, 1961.	(6)	(65,609)	(65,615)
<b>Net Amount Deferred Tax Liabilities / (Assets) (Rs.)</b>	<b>13,62,869</b>	<b>6,62,645</b>	<b>20,25,514</b>

**24.6 Earnings Per Share :-**

Sl. No.	Particulars	2015-16	2014-15
1.	Profit/ (Loss) before Prior Period Item for the Year attributable to Equity Shareholders	(89,38,913)	(2,54,32,705)
2.	Profit/ (Loss) after Prior Period Item for the Year attributable to Equity Shareholders	(89,38,913)	(2,54,45,698)
3.	Weighted Average No. of Equity Shares of Rs. 10/- each	1,59,78,880	1,59,78,880
4.	Basic Earnings Per Share Before Prior Period Item	(0.56)	(1.59)
5.	Basic Earnings Per Share After Prior Period Item	(0.56)	(1.59)

**Determination of Net Profit Attributable to Equity Shareholders**

Sl. No.	Particulars	2015-16	2014-15
1.	Profit/ (Loss) for the Year attributable to Shareholders	(89,38,913)	(2,54,45,698)
2.	Weighted Average Number of Equity Shares of Rs. 10/- each	1,59,78,880	1,59,78,880
3.	Basic Earning Per Share	(0.56)	(1.59)

**Determination of Capital for Computation of Basic EPS:**

	2015-16	2014-15
Total No. of Equity shares as on beginning of the year	1,59,78,880	1,59,78,880
Total No. of Equity shares issued & allotted during the year	Nil	Nil
Weighted Average Number of Equity Shares	1,59,78,880	1,59,78,880

**24.7** Claims against the Company not acknowledged as Debts: Demands totaling to Rs 29,18,257/- is raised by Sales Tax authorities (Haryana) from which is likely to be reduced on submission of relevant forms. (Previous Year – Rs. 34,09,181/-)

**24.8** The balances with parties are subject to confirmation.

**24.9** Estimated amount of Contracts remaining to be executed on Capital Account and not provided for – Rs. Nil Lacs (Previous year: Rs. Nil)

**24.10 Interest in Joint Venture**

The Company has formed a joint venture with Trikkal Medi InfoTech Pvt. Ltd by incorporating another company viz. AIOCD Pharmasofttech AWACS Private Limited, which was incorporated on 21<sup>st</sup> September 2007. The company subscribed to 50% of its paid up Equity capital.

The Joint Venture is included in the definition of the subsidiaries for the purpose of Consolidation accordingly the financial statements as on 31/3/2016 are consolidated as per the Equity Method prescribed under Accounting Standard 23.

**24.11 Expenditure and Earnings in Foreign Currency:**

	<b>2015-16 Amt (Rs.)</b>	<b>2014-15 Amt (Rs.)</b>
<b>Earnings in Foreign Currency</b>		
Export of Services (50% Share)	14,12,160/-	5,99,745/-

**24.12 Purchases and Sales:-**

Sr. No.	Class of Product	Purchases in Rs.(In Lakhs)		Sales in Rs.(in Lakhs )	
		2015-16	2014-15	2015-16	2014-15
1	Liquids	-	32.16	3.62	23.72
2	Tablets	-2.72	119.02	75.88	36.16
3	Ointment	-2.72	6.65	1.69	4.49
4	Capsules	14.09	22.55	21.20	18.19
5	Drops	-	0.39	-0.003	1.00
6	Injection	-	62.23	8.45	51.42
7	Powder	2.31	0.39	0.67	0.40
		<b>10.95</b>	<b>243.40</b>	<b>111.52</b>	<b>135.38</b>

**24.13 Payment to Auditors :-**

	Particulars	<b>2015-16 Amt. (Rs.)</b>	<b>2014-15 Amt (Rs.)</b>
a)	As Auditor	2,71,243	2,41,977
b)	As Adviser, or other capacity, in respect of :-		
i)	Taxation Matters	1,83,078	1,63,325
ii)	Other Services	-	1,405

Note: - Above amount is inclusive of Service Tax.

## ALL INDIAN ORIGIN CHEMISTS & DISTRIBUTORS LIMITED

### 24.14 Previous Year Comparatives

Previous year's figures have been regrouped where necessary to conform to the current years Classification

### 24.15 Related Party Transactions:-

Particulars	Venturer in respect of which the Company is a Joint Venture		Enterprises that have a member of key management in common		Key Managerial Personnel		Relative of Key Managerial Personnel		Total	
	C.Y.	P.Y.	C.Y.	P.Y.	C.Y.	P.Y.	C.Y.	P.Y.	C.Y.	P.Y.
Face Value of the Fixed deposit under encumbered for guaranteeing Loan/ Borrowing	-	-	300.00	400.00	-	-	-	-	300.00	400.00
Outstanding amount including interest of the Loan /Borrowing obtained by the Company by providing the lien on the Fixed Deposits of the related party	-	-	456.01	458.56	-	-	-	-	456.01	458.56
Payment made on our behalf	-	-	0.02	35.90	-	-	-	-	0.02	35.90
Payment made on their behalf	-	-	0.29	2.25	-	-	-	-	0.29	2.25
payment recd on their behalf	-	-	26.17	43.62	-	-	-	-	26.17	43.62
payment recd on our behalf	-	-	14.37	7.33	-	-	-	-	14.37	7.33
Reimbursement of Expense	-	-	-	-	19.29	26.51	-	-	19.29	26.51
Remuneration	-	-	-	-	9.60	9.60	-	-	9.60	9.60
Trade Advance received	-	-	(5.50)	435.8	-	-	-	-	(5.50)	435.8
Rent expenditure	-	-	23.72	26.74	-	-	-	-	23.72	26.74
Service charges received for utilization of IT environment	-	-	-	0.86	-	-	-	-	-	0.86
Management fees	-	-	-	23.79	-	-	-	-	-	23.79
Rent Expense	-	-	7.55	0.67	-	-	3.6	3.6	7.55	0.67
Reimbursement of expenses incurred on our behalf	-	-	13.00	12.22	-	-	-	-	13.00	12.22
Purchase net of return	-	-	4.18	24.48	-	-	-	-	4.18	24.48
Sales return	-	-	0.29	36.76	-	-	-	-	0.29	36.76
Sale of material	-	-	71.25	134.29	-	-	-	-	71.25	134.29
Service Charges	109.46	14.33	-	-	-	-	-	-	109.46	14.33
Security Deposit Given	-	-	-	0.5	-	-	-	-	-	0.5
Contractual Expenses	-	-	-	16.85	-	-	-	-	-	16.85
<b>Balance Outstanding as on year end Receivable/(payable)</b>	<b>(387.00)</b>	<b>-</b>	<b>(511.51)</b>	<b>(543.64)</b>	<b>(0.86)</b>	<b>(6.33)</b>	<b>(0.3)</b>	<b>(0.3)</b>	<b>(899.67)</b>	<b>(550.27)</b>

Note: Amounts are inclusive of service tax wherever applicable.

**Names of related parties and description of relationship:**

<b>Relationship</b>	<b>Name of the Related Party</b>
Venturer in respect of which the Company is a Joint Venture	Trikaal Medilinfotech Pvt. Ltd.
Enterprises that have a member of key management in common with the reporting enterprise.	Maharashtra Safe Chemist and Distributors Alliance Limited.
Key Managerial Personnel	Mr. Ameesh Masurekar
Enterprises that have a member of key management in common	Maharashtra Safe Chemist and Distributors Alliance Ltd.
Relative of Key Managerial Personnel	Narayan Masurekar
	Ranjan Masurekar

**24.16** Prior period item for the year is NIL (P.Y. Rs.NIL/-)

**24.17 Operating Lease - Lessee**

Lease payments of Rs.35, 01,572/- (P.Y. Rs. 40, 88,232/-) has been recognized in the Profit & Loss Account for the year. There is no sub lease payment received or recognized in Profit and Loss account during the year.

As per our attached report of even date  
**For P.H.Sanghavi & Co.**  
**Chartered Accountants**

**For and on behalf of the Board of Director**

Sd/-  
**Pankaj Sanghavi**  
**Proprietor**

Sd/-  
**Jagannath Shinde**  
**Chairman & Managing Director**

**Membership No.: 41290**  
**Firm Registration No: 109111W**

Sd/-  
**Vinay Shroff**  
**CFO / Director**

Sd/-  
**Suvarna Shukla**  
**Company Secretary**

**Date: 23<sup>rd</sup> August 2016**  
**Place: Mumbai**

# ALL INDIAN ORIGIN CHEMISTS & DISTRIBUTORS LIMITED

**ALL INDIAN ORIGIN CHEMISTS & DISTRIBUTORS LTD.**  
Registered office: - 6<sup>th</sup> Floor, Corporate Park II , V.N. Purav Marg, Chembur, Mumbai 400 071

## PROXY FORM

**10th Annual General Meeting- 28th September 2016 on Wednesday, at 12.30 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 U24232MH2007PLC167578**

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

I / We, being the member(s) of ..... Shares of All Indian Origin Chemist & Distributors Limited, hereby appoint

Name:  E-mail Id:	Address:
Name:  E-mail Id:	Address:
Name:  E-mail Id:	Address:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **Tenth Annual General Meeting of the Company to be held on Wednesday, September 28, 2016 at 12.30 p.m. 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, Report of Board of Directors and Auditors for the year ended March 31, 2016.		
2	Re-appointment of Mr. Vinay Shroff as a Director of the Company		
3	Ratification of appointment of Auditors		
Special Business			
4	Approval of Creation of charges on the assets of the company u/s 180 (1)(a)		

Signed this ..... day of ..... 2016  
Signature of shareholder..... Signature of Proxy holder(s).....

**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.

Affix a  
Revenue  
Stamp of  
Re 1/-





SHAREHOLDERS ARE REQUESTED TO SUBMIT THIS FORM

**UPDATION OF SHAREHOLDER INFORMATION**

I / We request you to record the following information against my /our Folio No. :**Folio No.:**

<b>Folio No.:</b>	
<b>Name of the first named Shareholder</b>	
<b>PAN:</b>	
<b>Contact Address with Tel. Number:</b>	
<b>Email Id:</b>	

I /We hereby declare that the particulars given above are correct and complete. If the transaction is delayed because of incomplete or incorrect information, I /we would not hold the Company /RTA responsible. I/ We undertake to inform any subsequent changes in the above particulars as and when the changes take place. I /We understand that the above details shall be maintained till I /we hold the securities under the above mentioned Folio No. /beneficiary account.



Place: \_\_\_\_\_

Date: \_\_\_\_\_

Signature of Sole /First holder

Blank

# AIOCO Ltd.

All Indian Origin Chemists And Distributors Limited



## 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



**AIOCD**

If undelivered please return to :

**All Indian Origin Chemists And Distributors Limited**

6<sup>th</sup> Floor, Corporate Park - II V.N. Purav Marg,

Chembur, Mumbai - 400 074. Ph : 022 67730040