

Annual Report Of

Parth Industries Limited

For The Year

2016-2017

PARTH INDUSTRIES LIMITED

Board of Directors

Mr. Raghvendra Kulkarnui	Managing Director
Mr. Deepal Gandhi	Director
Mrs. Sonal Gandhi	Director
Mr. Divyakant Gandhi	Director
Mr. Vipulbhai Jana	Director

Auditors

Suresh R Shah & Associates
Chartered Accountants
1st Floor, Ghanshyam Chambers,
Nr. Mithakhali Railway Crossing
Ahmedabad-380006

Registered Office

6, 2nd Floor, Baronet Complex,
Ramnagar, Sabarmati,
Ahmedabad- 380005
Website: www.parthindustriesltd.webs.com
E-mail ID: parthindustries@gmail.com

NOTICE

Notice is hereby given that the Annual General Meeting of the members of **PARTH INDUSTRIES LIMITED** will be held on 11th September, 2017 at 01:00 p.m. at 6, 2nd Floor, Baronet Complex, Ramnagar, Sabarmati, Ahmedabad Ahmedabad- 380005 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Profit and Loss Account for the year ended on 31st March, 2017, Balance Sheet as on that date, Director's Report and the Auditor's Report thereon.
2. To appoint Director in place of Mr. Deepal G. Divyakant who retires by rotation and being eligible offers himself for reappointment.
3. To Ratify the Appointment of Auditors M/s. Suresh R. Shah & Associates, Chartered Accountants, Ahmedabad who were appointed in the Annual General Meeting in the year 2016 for a block of 5 years until the conclusion of the Annual General Meeting to be held in 2021 and fix his remuneration.

**For and on Behalf of the Company
Parth Industries Limited**

**Date: 14/08/2017
Place: Ahmedabad**

**Sd/-
(Raghvandra Kulkarni)
Managing Director
DIN: 06970323**

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS / HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this Report. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable.

2. The Register of Members and Share Transfer Books of the Company will remain closed from 05th September, 2017 to 11th September, 2017 (both days inclusive). The book closure dates have been fixed in consultation with the Stock Exchanges.

3. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made there under, Companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository. Members holding shares in demate form are requested to register their e-mail address with their Depository Participant(s) only. Members of the Company, who have registered their e-mail address, are entitled to receive such communication in physical form upon request.

4. The Notice of AGM, Annual Report and Attendance Slip are being sent in electronic mode to Members whose e-mail IDs are registered with the Company or the Depository Participant(s) unless the Members have registered their request for a hard copy of the same. Physical copy of the Notice of AGM, Annual Report and Attendance Slip are being sent to those Members who have not registered their e-mail IDs with the Company or Depository Participant(s). Members who have received the Notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the registration counter to attend the AGM.

5. Voting through Electronic means:

Pursuant to Section 108 of the Companies Act, 2013, read with the Rule 20 and Rule 21 of Companies (Management and Administration) Rules, 2014 in

pursuance with the directions issued by SEBI vide Circular No. CIR/CFD/DIL/6/2012 dated 13th July, 2014, the Company is pleased to provide the facility to Members to exercise their right at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services provided by Central Depository Services Limited (CDSL)

A. The instructions for members for voting electronically are as under:-

- (i) The remote e-voting period begins on 07th September, 2017 (11.00 a.m.) and ends on 10th September, 2017 (5.00 p.m.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 04th September, 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Log on to the e-voting website www.evotingindia.com
- (iii) Click on "Shareholders" tab.
- (iv) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 character DP ID followed by 8 digits client ID,
 - c. Members holding shares in physical form should enter folio number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If Demat account holder has forgotten his/ her existing password then enter the User ID and the image verification code and click on 'Forgot Password' and enter the details as prompted by the system
- (viii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
	Members who have not updated their PAN with the Company/ their Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field.
	In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in

	dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio. Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or Company please enter member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for 'PARTH INDUSTRIES LIMITED'.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the resolution and option NO implies that you dissent to the resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xviii) Note for Non-Individual Shareholders & Custodians:
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves as Corporate and Custodians respectively.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com

- After receiving the login details they should create compliance user using the admin login and password. The Compliance user would be able to link the depository account(s) / folio numbers on which they wish to vote.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same

(xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

- B. The voting rights of the members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 04th September, 2017.
- C. A copy of this notice has been/ shall be placed on the website of the Company and the website of CDSL.
- D. Ms. Rupal Patel, Practicing Company Secretary (Membership No. FCS 6275) has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- E. The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the company and make not later than three days of conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him in writing who shall countersign the same.
- F. In terms of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in order to enable its members, who do not have access to e-voting facility, to send their assent or dissent in writing in respect of the resolutions as set out in this Notice, a Ballot Form is sent along with this Notice. A member desiring to exercise vote by Ballot shall complete the said Ballot Form with assent (for) or dissent (against) and send it to Ms. Rupal Patel, Scrutinizer, having office address at 303, Prasad Aprt., Opp. Jain Derasar, S.M. Road, Nehrunagar Cross Road, Ahmedabad-380015, Tel. No: 079-26420603, E-mail: roopalcs2001@gmail.com so as to reach her on or before 10th September, 2017 by 5.00 p.m. Any Ballot Form received after the said date and time shall be treated as if the reply from the Members has not been received.
- G. The facility for voting through ballot shall also be made available at the meeting and members attending the meeting who have not already cast their

vote by remote e-voting/ ballot shall be able to exercise their voting right at the meeting.

- H. The members who have casted their votes by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
 - I. The Results shall be declared on or after the Annual General Meeting of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.parthindustriesltd.webs.com within 48 (Forty Eight) hours of conclusion of the annual general meeting and will be communicated to BSE Limited, who are required to place them on their website. The same shall also be placed on the website of CDSL.
6. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013, will be available for inspection at the AGM.
 7. Members holding shares in demat form are hereby informed that bank particulars registered with their respective Depository Participant(s), with whom they maintain their demat accounts; will be used by the Company for payment of dividend. The Company or its Registrar cannot act on any request received directly from the Members holding shares in demat form for any change in bank particulars. Members holding shares in demat form are requested to intimate any change in their address and / or bank mandate to their Depository Participants immediately.
 8. Corporate members intending to send their authorised representative to attend the meeting pursuant to the section 113 of the Companies Act, 2013 are requested to send to the company a certified true copy of the relevant board resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the meeting.
 9. Members holding shares in physical form are requested to intimate any change of address and / or bank mandate to M/s. MCS Share Transfer Agent Limited -Registrar and Share Transfer agent of the Company immediately.
 10. The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their PAN details to M/s. MCS Share Transfer Agent Limited, Ahmedabad, Registrar and Share Transfer agent of the Company.

11. For convenience of the Members and proper conduct of the meeting, entry to the meeting venue will be regulated by Attendance Slip. Members are requested to sign at the place provided on the Attendance Slip and hand it over at the registration counter.
12. Members desiring any information relating to the accounts are requested to write to the Company well in advance so as to enable the management to keep the information ready.

**For and on Behalf of the Company
Parth Industries Limited**

**Date: 14/08/2017
Place: Ahmedabad**

**Sd/-
(Raghvandra Kulkarni)
Managing Director
DIN: 06970323**

**ANNEXURE TO THE NOTICE
EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE
COMPANIES ACT, 2013**

Item No. 2

Details of Director seeking reappointment at Annual General Meeting:

Name	Mr. Deepal G. Divyakant
Date of Birth	19/01/1947
Directorship in other Public limited Companies	Nil
Membership of Committees of other Public Limited Companies	NIL
Director of Company since	26/11/2015
No. of Shares Held	NIL

**For and on Behalf of the Company
Parth Industries Limited**

**Date: 14/08/2017
Place: Ahmedabad**

**Sd/-
(Raghvandra Kulkarni)
Managing Director
DIN: 06970323**

DIRECTORS' REPORT

**To,
The Members
PARTH INDUSTRIES LIMITED**

The Directors' present the Annual report on the business and operations of your Company for the year 2016 - 17.

FINANCIAL RESULTS AND OPERATIONAL REVIEW:

Particulars	Year Ended 31.03.2017 (₹)	Year Ended 31.03.2016 (₹)
Gross Sales/Income	53,49,812	4,69,79,144
Less: Depreciation	40,091	5716
Profit/(Loss) before Tax	3,47,826	52,28,792
Taxes/Deferred Taxes	1,20,000	10,90,000
Profit/(Loss) After Taxes	2,27,826	41,38,792
P& L Balance b/f	(70,53,990)	(1,11,92,781)
Profit/ (Loss) carried to Balance Sheet	(68,26,164)	(70,53,990)

Above mentioned figures were derived from audited Balance Sheet for the financial year ended on 31st March, 2017.

BRIEF DESCRIPTION OF THE COMPANY'S WORKING DURING THE YEAR:

During the year under review, the Company has earned income of Rs. 53,49,812 as compared to Rs. 4,69,79,144/- of previous year. The Company has made profit of Rs. 2,27,826/- as compared to profit of Rs. 41,38,792/- of previous year. Efforts are being made to improve the performance of the Company.

CHANGE IN THE NATURE OF BUSINESS

The Company has not changed its main object during the year under review.

DIVIDEND

Since the Company has not made sufficient profit, the directors are unable to recommend any dividend during the year under review.

RESERVES

The Board of Directors of the company has carried Rs. 2,27,826/- to Reserve & surplus.

CHANGE OF NAME

The Company has not changed its name during the year under review.

SHARE CAPITAL

ISSUE OF SHARES WITH DIFFERENTIAL RIGHTS

The company has not issued any shares with differential rights during the year under review.

ISSUE OF SWEAT EQUITY SHARE

The company has not issued any sweat equity shares during the year under review.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

During the year under review, the company has appointed Mr. Deepal Gandhi as a CFO of the company w.e.f. 01/04/2016.

During the year under review, the company has accepted resignation of Mrs. Manorama Shah from the directorship of the company w.e.f. 30/04/2016.

During the year under review, Ms. Sonal Gandhi, Mr. Divyakant Gandhi and Mr. Vipul Jana were appointed as an Independent director w.e.f. 30th September, 2016 to 29th September, 2021. During the year under review, Board of Directors of the company also regularize appointment of Mr. Deepal Gandhi after obtaining consent of members of the company in its annual general meeting which was held on 30/09/2016.

There was no other change in Board of Directors of the Company during the year under review.

PARTICULARS OF EMPLOYEES

None of the employees of the Company drew remuneration of Rs. 1,02,00,000/- or more per annum Rs. 8,50,000/- or more per month during the year. Hence, no information is required to be furnished as required under Rule, 5(2) and 5(3) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

MEETINGS

A calendar of Meetings is prepared and circulated in advance to the Directors. During the year, 10 (Twenty-seventh) Board Meetings and 4 (four) Audit Committee Meetings were convened and held. The details of which are given in the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

Name of the Director	Designation	Category	No. of Board meetings attended	Attendance at last AGM
Mr. Raghvendra Kulkarni	Managing Director	Executive Non Independent	10	Yes
Ms. Manorama Shah*	Director	Non Executive Independent	5	No

Mr. Deepal Gandhi	Director	Executive Non Independent	10	Yes
Ms. Sonal Gandhi	Director	Non Executive Independent	10	No
Mr. Divyakant Gandhi	Director	Non Executive Independent	10	Yes
Mr. Vipulbhai Jana	Director	Non Executive Independent	10	No

* Resigned on 30/04/2016

General Body Meetings

Particulars of last three Annual general meetings

Year of AGM	Date of the AGM	Time	Place of AGM Held	Special Resolutions Passed
2014	30/09/2014	09.30 A.M.	5th Floor, Nilkanth Palace, B Block, Opp Seema Hall, 100ft. Sanjay Sachin Road, Satellite, Ahmedabad - 380015	No
2015	26/09/2015	11.00 A.M.	407, Sarita Complex, B/H. Hotel Classic Gold, C.G. Road, Ahmedabad - 380009	Yes
2016	30/09/2016	10.00 A.M.	A-1, Block A, 6th Floor, Safal Profitaire, Nr. Prahaladnagar Garden, S.G. Road, Ahmedabad -380051	Yes

The special resolutions have been passed at Annual General Meeting dated 30/09/2016 which are as followed:

- 1) Appointment of Ms. Sonal Gandhi (DIN: 07351479), as an Independent Director of the Company.
- 2) Appointment of Mr. Divyakant Gandhi (DIN: 07351488), as an Independent Director of the Company.
- 3) Appointment of Mr. Vipulbhai Jana (DIN: 07457196), as an Independent Director of the Company.
- 4) Regularize the Appointment of Mr. Deepal Gandhi (DIN:07351470) as Regular Director of the Company.

Extraordinary General Meeting (EGM)

No Extra Ordinary General Meeting held during the financial year under review.

During the year under review, no resolution has been passed through the exercise of postal ballot.

COMMITTEES OF THE BOARD.

The Company had Three Board Committees. These are

1. Audit Committee

2. Remuneration Committee
3. Share Transfer & Shareholders/Investor Grievance Committee

Moving with various committees formed and reported in the previous Annual Report and in line with the requirements of SEBI and Stock Exchanges, the Board has formally constituted the following committees of Directors.

1. AUDIT COMMITTEE:

The Audit committee constituted by the Board of directors as per the Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as well as in Section 177 of the Companies Act, 2013, comprises of three members viz. Ms. Sonal Gandhi, Director (Non Executive) who is appointed as Chairman, Mr. Vipul Jana, (Non Executive) and Mr. Divyakant Gandhi (Non Executive) who are aware with finance, accounts, management and corporate affairs. Three independent members constitute the quorum of the said Audit Committee Meeting.

During the year under review, Mr. Divyakant Gandhi was appointed as a member of the committee in place of Ms. Manorama Shah on 30/04/2016.

During the year under review, Mr. Vipul Jana was appointed as a member of Audit Committee, Nomination in place of Mr. Raghvendra Kulkarni on 12/08/2016.

The Audit Committee of the Board of Directors of the Company, Inter-alia, provides assurance to the Board on the adequacy of the internal control systems and financial disclosures.

BRIEF DESCRIPTION OF TERMS OF REFERENCE:

A. Overseeing the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.

B. Recommending the appointment and removal of external auditor, fixation of audit fees and also approval for payment of any other Consultancy services provided by the statutory auditor.

C. Reviewing with management the annual financial statements before submission to the Board, focusing primarily on:

- ✳ Review the financial reporting process and disclosure of its financial information
- ✳ Review with the management, Annual financial statements before submission to the Board
- ✳ Review with the management, statutory Auditors and Internal Auditors and adequacy of internal control systems
- ✳ Review the company's accounting and risk management policies
- ✳ Review the company's accounting and management reporting systems and updates the same from time to time recommend the appointment and removal of statutory and Internal Auditors and fixation of fees for the same.

- ✿ Review quarterly financial statement.
- ✿ Review internal investigations made statutory/ Internal Auditors.
- ✿ Scope of Statutory/ Internal Audit
- ✿ Review fixed deposits/repayment systems etc.
- ✿ Any other applicable functions as described in Corporate Governance.
- ✿ Review related party transactions.

Executive summary of the Audit Committee Meetings are placed before the immediate next Board Meetings held after the Audit Committee for deliberations and the full minutes of the same are placed before the following Board Meeting for recode. The Board of Directors, regularly appraised on the recommendations for the Audit Committee, further, at the beginning of the financial year, the Committee discuss the plan for the internal audit and statutory audit.

Dates of the Audit Committee Meetings are fixed in advance and agenda is circulated to the Directors at least seven days before the meeting.

As required under Regulation 18(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Audit Committee had reviewed the following information:

- Management Discussion and analysis of financial condition and results of operations.
- Statement of significant related party transactions submitted by management
- Management letters/letters of internal controls, weaknesses issued by the Statutory Auditors.
- Internal Auditors Reports relating to internal control weaknesses.
- Appointment, removal and terms of remuneration of the internal auditors.

During the year under review, the 4 Audit Committees were held during Financial Year 2016-2017. The dates on which the said meetings were held as follows:

30/04/2016	12/08/2016	14/11/2016	11/02/2017
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2. REMUNERATION COMMITTEE:

The Remuneration Committee reviewing the overall compensation policy, service agreements and other employments and other employment conditions of Managing / Whole time Directors and Managing Director:

During the year under review, the 2 Remuneration Committees were held during Financial Year 2016-2017. The dates on which the said meetings were held as follows:

30/04/2016	12/08/2016
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During the year under review, the company has paid remuneration to Mr. Raghvendra Kulkarni amounting to Rs. 2,68,098/- .

Non- Executive Director

During the year under review, the company has paid sitting fee to Mr. Vipul Jana amounting to Rs. 1,05,690/-.

Remuneration Policy

Payment of remuneration to the Managing/Whole Time Director is governed by the respective Agreements executed between them and the company. These agreements were approved by the Board and the Shareholders. Their Remuneration structure comprises salary, perquisites and allowances.

Terms of reference of the Committee inter alia, include the following:

Nomination of Directors / Key Managerial Personnel / Senior Management*

1. To evaluate and recommend the composition of the Board of Directors;
2. To identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down by the Committee;
3. Consider and recommend to the Board appointment and removal of directors, other persons in senior management and key managerial personnel (KMP);
4. Determining processes for evaluating the effectiveness of individual directors and the Board as a whole and evaluating the performance of individual Directors;
5. To administer and supervise Employee Stock Options Schemes (ESOS) including framing of policies related to ESOS and reviewing grant of ESOS;
6. Formulate the criteria for determining qualifications, positive attributes and independence of a Director;
7. To review HR Policies and Initiatives.

Remuneration of Directors / Key Managerial Personnel / Senior Management*/ other Employees

Evolve the principles, criteria and basis of Remuneration policy and recommend to the Board a policy relating to the remuneration for all the Directors, KMP, Senior Management and other employees of the Company and to review the same from time to time.

- a) The Committee shall, while formulating the policy, ensure the following :
 - The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully;
 - Relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
 - Remuneration to Directors, KMP and Senior Management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals.

* Senior Management for the above purpose shall mean personnel of the Company who are members of its core management team excluding Board of Directors comprising all members of management one level below the executive directors, including the functional heads.

NOMINATION & REMUNERATION POLICY:

Purpose of this Policy:

The company has adopted this Policy on appointment and remuneration of the Directors, Key Managerial Personnel and Senior Management (the “Policy”) as required by the provisions of Section 178 of the Companies Act, 2013 (the “Act”) and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The purpose of this Policy is to establish and govern the procedure applicable:

- a) To evaluate the performance of the members of the Board.
- b) To ensure that remuneration to Directors, KMP and Senior Management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.
- c) To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.

The Committee should ensure that the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully and the relationship of remuneration to performance is clear and meets appropriate performance benchmarks.

Definitions:

Independent Director means a director referred to in Section 149(6) of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

Key Managerial Personnel (the “KMP”) shall mean “Key Managerial Personnel” as defined in Section 2(51) of the Act.

Nomination and Remuneration Committee, by whatever name called, shall mean a Committee of Board of Directors of the Company, constituted in accordance with the provisions of Section 178 of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Remuneration means any money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income-tax Act, 1961.

Senior Management means personnel of the Company who are members of its core management team excluding Board of Directors. This would include all members of management one level below the Executive Directors, including all functional heads.

Words and expressions used and not defined in this Policy, but defined in the Act or any rules framed under the Act or the Securities and Exchange Board of India Act, 1992 and Rules and Regulations framed thereunder or in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or the Accounting Standards shall have the meanings assigned to them in these regulations.

Composition of the Committee:

The composition of the Committee is / shall be in compliance with the Act, Rules made there under and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

Ms. Sonal Gandhi - Chairman Non Executive Director

Mr. Vipul Jana - Member Non Executive Director

Mr. Divyakant Gandhi - Member Non Executive Director

During the year under review, Mr. Divyakant Gandhi was appointed as a member of the committee in place of Ms. Manorama Shah on 30/04/2016.

During the year under review, Mr. Vipul Jana was appointed as a member of Nomination and Remuneration Committee in place of Mr. Raghvendra Kulkarni on 12/08/2016.

Role of the Committee:

The Committee shall:

- a) Formulate the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
- b) Identify persons who are qualified to become Director and persons who may be appointed in Key Managerial and Senior Management positions in accordance with the criteria laid down in this Policy;
- c) Lay down the evaluation criteria for performance evaluation of Independent Director and the Board;
- d) Recommend to the Board, appointment, remuneration and removal of Director, KMP and Senior Management;
- e) To devise a Policy on Board diversity.
- f) Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.

Criteria for Determining the followings:-

1 Qualifications for appointment of Directors (including Independent Directors)

- a) Persons of eminence, standing and knowledge with significant achievements in business, professions and/or public service;

- b) Their financial or business literacy/skills;
- c) Other appropriate qualification/experience to meet the objectives of the Company;
- d) As per the applicable provisions of Companies Act, 2013, Rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Nomination and Remuneration Committee shall have discretion to consider and fix any other criteria or norms for selection of the most suitable candidate/s.

2 Positive attributes of Directors (including Independent Directors):

- Directors are to demonstrate integrity, credibility, trustworthiness, ability to handle conflict constructively and the willingness to address issues proactively;
- Actively update their knowledge and skills with the latest developments in the railway/heavy engineering/infrastructure industry, market conditions and applicable legal provisions;
- Willingness to devote sufficient time and attention to the Company's business and discharge their responsibilities;
- To assist in bringing independent judgment to bear on the Board's deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct;
- Ability to develop a good working relationship with other Board members and contribute to the Board's working relationship with the senior management of the Company;
- To act within their authority, assist in protecting the legitimate interests of the Company, its shareholders and employees;
- Independent Directors to meet the requirements of the Companies Act, 2013 read with the Rules made there under and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time.

3 Independence Standards

The following would be the independence review procedure and criteria to assist the Committee to evaluate the independence of Directors for recommending to the Board for appointment. A Director is independent if the Board affirmatively determines that the Director does not have a direct or indirect material relationship with the Company, including its affiliates or any member of senior management. "Affiliate" shall mean any company or other entity that controls, is controlled by, or is under common control with the Company.

Also, the candidate shall be evaluated based on the criteria provided under the applicable laws including Companies Act, 2013 read with Rules thereon and the Listing Agreement with the Stock Exchanges. In addition to applying these guidelines, the Board will consider all relevant facts and circumstances in making its determination relating to a director's independence.

Independence Review Procedures

1. Annual Review

The director's independence for the independent director will be determined by the Board on an annual basis upon the declaration made by such Director as per the provisions of the Companies Act, 2013 read with Rules thereon and the Listing Agreement.

2. Individual Director's Independence Determinations

If a director nominee is considered for appointment to the Board between Annual General Meetings, a determination of independence, upon the recommendation of the Committee, shall be made by the Board prior to such appointment.

All determinations of independence shall be made on a case-by-case basis for each director after consideration of all the relevant facts and circumstances and the standards set forth herein. The Board reserves the right to determine that any director is not independent even if he or she satisfies the criteria set forth by the provisions of the Companies Act, 2013 read with Rules thereon and the Listing Agreement.

3. Notice of Change of Independent Status

Each director has an affirmative obligation to inform the Board of any change in circumstances that may put his or her independence at issue.

Criteria for appointment of KMP/Senior Management

- To possess the required qualifications, experience, skills & expertise to effectively discharge their duties and responsibilities;
- To practice and encourage professionalism and transparent working environment;
- To build teams and carry the team members along for achieving the goals/objectives and corporate mission;
- To adhere strictly to code of conduct

Term

The Term of the Directors including Managing / Wholetime Director / Independent Director shall be governed as per the provisions of the Act and Rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time. Whereas the term of the KMP (other than the Managing / Wholetime Director) and Senior Management shall be governed by the prevailing HR policies of the Company.

Evaluation

The Committee shall carry out evaluation of performance of every Director. The Committee shall identify evaluation criteria which will evaluate Directors based on

knowledge to perform the role, time and level of participation, performance of duties, level of oversight, professional conduct and independence. The appointment / re-appointment / continuation of Directors on the Board shall be subject to the outcome of the yearly evaluation process.

Removal

Due to reasons for any disqualification mentioned in the Act or under any other applicable Act, Rules and Regulations there under and / or for any disciplinary reasons and subject to such applicable Acts, Rules and Regulations and the Company's prevailing HR policies, the Committee may recommend, to the Board, with reasons recorded in writing, removal of a Director, KMP or Senior Management.

Remuneration of Managing / Whole-time Director, KMP and Senior Management

The remuneration / compensation / commission, etc., as the case may be, to the Managing / Whole time Director will be governed by the relevant provisions of the Companies Act, 2013 and applicable Rules and Regulations and will be determined by the Committee and recommended to the Board for approval. The remuneration / compensation / commission, etc., as the case may be, shall be subject to the prior / post approval of the shareholders of the Company and Central Government, wherever required. Further, the Chairman & Managing Director of the Company is authorised to decide the remuneration of KMP (other than Managing / Whole time Director) and Senior Management based on the standard market practice and prevailing HR policies of the Company.

Remuneration to Non-executive / Independent Director

The remuneration / commission / sitting fees, as the case may be, to the Non-Executive / Independent Director, shall be in accordance with the provisions of the Act and the Rules made thereunder for the time being in force or as may be decided by the Committee / Board / shareholders. An Independent Director shall not be entitled to any stock option of the Company unless otherwise permitted in terms of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

3. SHARE TRANSFER & SHAREHOLDERS'/INVESTOR GRIEVANCE COMMITTEE:

The Share Transfer & Shareholders'/Investor Grievance committee comprises as under:

Ms. Sonal Gandhi	-	Chairman Non Executive Director
Mr. Vipul Jana	-	Member Non Executive Director
Mr. Divyakant Gandhi	-	Member Non Executive Director

During the year under review, Mr. Divyakant Gandhi was appointed as a member of the committee in place of Ms. Manorama Shah on 30/04/2016.

During the year under review, Mr. Vipul Jana was appointed as a member of Stakeholder Relationship Committee in place of Mr. Raghvendra Kulkarni on 12/08/2016.

The committee is responsible for approving and monitoring transfers, transmission, splitting and consolidation of shares issued by the Company. In addition to that, the committee also monitors redressal of complaints from shareholders relating to transfer of shares, non-receipt of balance sheet etc. The Committee reviewed redressal of investors Grievances pertaining to share transfer, dematerialization of shares, replacement of lost, mutilated and old share certificates, change of address etc. The committee has also taken steps to strengthening investors relations.

During the year under review, the 5 Share Transfer & Shareholders'/Investor Grievance Committee were held during Financial Year 2016-2017. The dates on which the said meetings were held as follows:

30/04/2016	21/07/2016	12/08/2016	18/10/2016
09/01/2017			

The status of shareholders' complaints received so far/number not solved to the satisfaction of shareholders/number of pending share transfer transactions (as on 31st March, 2017 is given below:-

Complaints Status: 01.04.2016 to 31.03.2017

- Number of complaints received so far : 0
- Number of complaints solved : 0
- Number of pending complaints : 0

BOARD EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out an annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit, Nomination & Remuneration and Compliance Committees.

During the year, the Board adopted a formal mechanism for evaluating its performance and as well as that of its Committees and individual Directors, including the Chairman of the Board. The exercise was carried out through a structured evaluation process covering various aspects of the Boards functioning such as composition of the Board & committees, experience & competencies, performance of specific duties & obligations, governance issues etc. Separate exercise was carried out to evaluate the performance of individual Directors including the Board Chairman who were evaluated on parameters such as attendance, contribution at the meetings and otherwise, independent judgment, safeguarding of minority shareholders interest etc.

The evaluation of the Independent Directors was carried out by the entire Board and that of the Chairman and the Non-Independent Directors were carried out by the Independent Directors.

The Directors were satisfied with the evaluation results, which reflected the overall engagement of the Board and its Committees with the Company.

CODE OF CONDUCT FOR DIRECTORS AND SENIOR MANAGEMENT PERSONNEL

In terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors of the Company has laid down a Code of Conduct for all Board Members and Senior Management Personnel of the Company. The said Code of Conduct has been posted on the website of the Company. The Board Members and Senior Management Personnel of the Company have affirmed compliance with the Code. The Chairman & Managing Director of the Company has given a declaration to the Company that all the Board Members and Senior Management Personnel of the Company have affirmed compliance with the Code.

PREVENTION OF INSIDER TRADING

The Securities and Exchange Board of India (SEBI) has promulgated the SEBI (Prohibition of Insider Trading) Regulation, 2015 (“The PIT Regulations”). The PIT regulations has come into effect from May 15, 2015 and replaced the earlier Regulations. The object of the PIT Regulation is to curb the practice of insider trading in the securities of a listed company.

The company has adopted an ‘Internal Code of Conduct for Regulating, Monitoring and Reporting of Trades by insiders’ (“the code”) in accordance with the requirements of the PIT regulations.

The Code is applicable to promoters and Promoter’s Group, all Directors and such Designated Employees who are expected to have access to unpublished price sensitive information relating to the Company. The Company Secretary is the Compliance Officer for monitoring adherence to the said Regulations.

The company has also formulated ‘The Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (UPSI)’ in compliance with SEBI (Prohibition of Insider Trading) Regulation, 2015. This Code is displayed on the Company’s website viz www.parthindustriesltd.webs.com

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

All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS:

On appointment of an individual as Independent Director, the Company issues a formal Letter of Appointment to the concerned director, setting out in detail, the terms of

appointment, duties and responsibilities. Each newly appointed Independent Director is taken through a formal familiarisation program. The programme also provides awareness of the Independent Directors on their roles, rights, responsibilities towards the Company. Further, the Familiarisation Programme also provides information relating to the financial performance of the Company and budget and control process of the Company.

DETAILS OF SUBSIDIARY/JOINT VENTURES/ASSOCIATE COMPANIES

The Company does not have Subsidiaries, Associate and Joint Venture Companies. Hence, details for the same are not required to mention here.

AUDITORS

The Auditors, M/s. Suresh R Shah & Associates, Chartered Accountant, Ahmedabad appointed as statutory auditor of the company in Annual General Meeting held on 30/09/2016 for the period of 5 years subject to ratification at every annual general meeting. The board has recommended his appointment as he is being eligible for the appointment.

AUDITORS' REPORT

The Auditors' Report does not contain any qualification. Notes to Accounts and Auditors remarks in their report are self-explanatory and do not call for any further comments.

SECRETARIAL AUDIT REPORT

In terms of Section 204 of the Act and Rules made there under, Ms. Preeti Jain, Practicing Company Secretary have been appointed Secretarial Auditors of the Company. The report of the Secretarial Auditors is enclosed as Annexure I to this report.

Reply for qualification Remark in Secretarial Audit Report:

1. Promoter holding of the Company is not in demate form as required under Regulation 31(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The company noted the same and the Company is in process of achieving 100% promoter holding in demate form and comply with the requirement of above mentioned regulation.
2. Though the Company has not published notice for Financial Result and Financial Result, the company has uploaded the same on Website of the company and also submitted to BSE Limited also.
3. The Company is in process of appointment of Company Secretary during the year under review. In absence of Company Secretary, the Company has appointed Managing Director as a compliance officer of the Company.

INTERNAL AUDIT & CONTROLS

The Company has appointed M/s. A R T Associates, Chartered Accountant, Ahmedabad, as internal auditor of the Company. The accounting and other system have been designed

in such a manner that review of entire process for safeguarding the assets of the company, its operational efficiency, effectiveness of the systems are taken care of properly.

ISSUE OF EMPLOYEE STOCK OPTIONS

The company has not issued any employee stock options during the year under review.

VIGIL MECHANISM:

In pursuant to the provisions of section 177(9) & (10) of the Companies Act, 2013 and Regulation 22 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a Vigil Mechanism for directors and employees to report genuine concerns has been established. The Vigil Mechanism Policy has been uploaded on the website of the Company at www.parthindustriesltd.webs.com

WHISTLE BLOWER POLICY:

Recently, the Security & Exchange Board of India has also prescribed the adoption by all listed companies, of a Whistle Blower Policy as a non-mandatory requirement. The company has adopted a Whistle Blower Policy, which affords protection and confidentiality to Whistle blowers.

The Audit Committee Chairman is authorized to receive Protected Disclosures under this Policy. The Audit Committee is also authorized to supervise the conduct of investigations of any disclosures made whistle blowers in accordance with policy.

No personnel have been denied access to the Audit Committee. As of March 31, 2017, no Protected Disclosures have been received under this policy.

In pursuance of Regulation 22 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 The Vigil Mechanism/ Whistle Blower Policy has been uploaded on the website of the Company at www.parthindustriesltd.webs.com

RISK MANAGEMENT POLICY

Risk management is embedded in your company's operating framework. Your company believes that managing risk helps in maximizing returns. The company's approach to addressing business risk is comprehensive and includes periodic review of such risks and a framework for mitigating controls and reporting mechanism of such risks. The risk management framework is reviewed periodically by the Board and the Audit Committee. Some of the risks that the company is exposed to are:

Commodity Price Risks

The Company is exposed to the risk of price fluctuation of raw material as well as finished goods. The company proactively manages these risks through forward booking, Inventory management and proactive vendor development practices. The Company's reputation for quality, product differentiation and service, coupled with existence of powerful brand image with robust marketing network mitigation the impact the impact of price risk on finished goods.

Regulatory Risks

The company is exposed to risks attached to various statues and regulations including the company Act. The company is mitigating these risks through regular review of legal compliances carried out through internal as well as external compliance audits.

Human Resources Risks

Retaining the existing talent pool and attracting new talent are major risks. The company has initialed various measures including rolling out strategic talent management system, training and integration of learning and development activities.

Strategic Risks

Emerging businesses, capital expenditure for capacity expansion, etc., are normal strategic risk faced by the company. However, the company has well-defined processes and procedures for obtaining approvals for investments in new business and capacity expansion etc.

EXTRACT OF ANNUAL RETURN

As required pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014, an extract of annual return in **MGT 9** as a part of this Annual Report as **Annexure II**.

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

There is not any Material changes occurred subsequent to the close of the financial year of the Company to which the balance sheet relates and the date of the report.

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

There are no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future during the year under review.

DETAILS IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS

The Company has adequate of internal financial controls with reference to the Financial Statements during the year under review.

DEPOSITS

Your Company has not accepted / renewed any deposits from the public during the year under review.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 have been complied with.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

It is confirmed that the particulars of contacts or arrangements with related parties are mentioned under note No. 26 of the Auditors Report for the financial year 2016-17.

All related party transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business. There were no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large.

CORPORATE GOVERNANCE CERTIFICATE

The paid up share capital and net worth is below the prescribed limit for mandatory applicability of Corporate Governance Report so the Company has decided not to opt for the time being.

MANAGEMENT DISCUSSION AND ANALYSIS

The Management Discussion and Analysis forms part of this Annual Report for the year ended 31st March, 2017.

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

Company has adopted a policy for prevention of Sexual Harassment of Women at workplace and has set up Committee for implementation of said policy. During the year Company has not received any complaint of harassment.

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

The Particulars regarding Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo, pursuant to Section 134 of the Companies act 2013 read with the Companies (Account) Rules, 2014 are NIL.

CORPORATE SOCIAL RESPONSIBILITY (CSR): Not Applicable

HUMAN RESOURCES

Your Company treats its “human resources” as one of its most important assets.

Your Company continuously invests in attraction, retention and development of talent on an ongoing basis. A number of programs that provide focused people attention are currently underway. Your Company thrust is on the promotion of talent internally through job rotation and job enlargement.

DIRECTORS’ RESPONSIBILITY STATEMENT

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

- a. that in the preparation of the annual financial statements for the year ended March 31, 2017, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- b. that such accounting policies have been selected and applied consistently and judgment and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2017 and of the profit of the Company for the year ended on that date;
- c. that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. that the annual financial statements have been prepared on a going concern basis
- e. that proper internal financial controls were in place and that the financial controls were adequate and were operating effectively;
- f. that systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

TRANSFER OF AMOUNTS TO INVESTOR EDUCATION AND PROTECTION FUND

The Company does not have any funds lying as unpaid or unclaimed for a period of seven years. Therefore there were no funds which were required to be transferred to Investor Education and Protection Fund (IEPF).

Listing with Stock Exchanges

The Company confirms that it has paid the Annual Listing Fees for the year 2016-2017 to BSE and ASE where the Company’s Shares are listed.

GENERAL SHAREHOLDER INFORMATION:

- a. Annual General Meeting: Date, Time and venue: 11th September, 2017 at 1:00 p.m. at the Registered Office of the Company.
- b. Financial Year: 1st April 2016 to 31st March, 2017.
- c. Financial Calendar:
- i. 1st quarterly results – Last week of May, 2017.
 - ii. 2nd quarterly results – Last week of July, 2017.
 - iii. 3rd quarter results – Second week of November, 2017.
 - iv. 4th quarter results – Second week of February, 2018.
- d. Date of Book Closure: 05th September, 2017 to 11th September, 2017 (both days inclusive)
- e. Dividend Payment Date: N.A.
- f. Listing of Equity Shares on Stock Exchanges:
- BSE Limited
Ahmedabad Stock Exchange Limited
- g. Stock Code: **BSE 526349 ASE 14320**
- h. Demat ISIN number: **INE094S01017**
- I. High / Low of Monthly Market Price of the Companies Equity Shares traded on Stock Exchange during the financial year 2016-17:
- The Company has no data to report in this segment.
- j. Performance of the Company's shares in comparison with broad-based indices as SE's Sensex:
- The Company has no data to report in this segment.
- k. Registrar & Share Transfer Agent:

Name	:	MCS Share Transfer Agent Limited
Address	:	201, Shatdal Complex, 2 nd Floor Ashram Road, Ahmedabad-380009
Tel	:	079-26582878
Fax	:	079-25681296
Email	:	mcsahmd@gmail.com

- l. Share Transfer System: Valid Share transfer in physical form and complete in all respects were approved and registered within the stipulated period.

m. Distribution of Shareholding as on Dated 31.03.2017

SHARE HOLDING OF NOMINAL VALUE OF		SHARE HOLDERS		SHARE AMOUNT	
Rs.	Rs.	Number	% to Total	In Rs.	% to Total
(1)		(2)	(3)	(4)	(5)
Upto - 5,000		6418	97.72	6424000	19.17
5,001 - 10,000		1	0.01	29000	0.09
10,001 - 20,000		1	0.01	69000	0.21
20,001 - 30,000		1	0.01	70000	0.21
30,001 - 40,000		1	0.01	76000	0.23
40,001 - 50,000		1	0.01	87000	0.26
50,001 - 1,00,000		1	0.01	108000	0.32
1,00,001 and above		144	2.20	26637000	79.5
TOTAL		6568	100	33500000	100

n. Shareholding pattern as on 31.03.2017

Category	No of Shares held	% of Shareholding
a. Promoters and persons who may be deemed to be acting in concert including promoter/directors group Companies	8,50,000	25.37
b. Mutual Fund/Trust	0	0.00
c. Financial Institution/Banks	0	0.00
d. Bodies Corporate	334300	9.98
e. Indian public	2165700	64.65
f. other (HUF)	0	0.00
TOTAL	33,50,000	100.00

o. Dematerialization of shares: As on 31-03-2017 Demat shares accounted for 2,66,600 Equity Shares (7.95%) of total equity.

p. Outstanding GDR / ADR / Warrants: Not Applicable

q. **Address for communication:**

Parth Industries Limited,
A-1, Block A, 6th Floor, Safal Profitaire,
Nr. Prahaladnagar Garden, S.G. Road,
Ahmedabad 380051

Website:

www.parthindustriesltd.webs.com

MCS Share Transfer Agent Limited

201, Shatdal Complex,
2nd Floor, Ashram Road,
Ahmedabad-380009

ACKNOWLEDGEMENTS

The management is grateful to the government authorities, Bankers, Vendors, farmers for their continued assistance and co-operation. The directors also wish to place on record the confidence of members in the company.

**For And On Behalf Of the Company
Parth Industries Limited**

Date: 14/08/2017

Place: Ahmedabad

Sd/- (Raghvandra Kulkarni) Managing Director DIN: 06970323	Sd/- (Deepal Gandhi) Director DIN: 07351470	Sd/- (Sonal Gandhi) Director DIN: 07351479
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DECLARATION

As provided under SEBI (Listing Obligations and Disclosure Requirement), Regulations, 2015 with the Stock Exchange, all Board members and Senior Manager personnel have affirmed compliance with Parth Industries Limited Code of Business conduct and ethics for the year ended March 31, 2017.

**For And On Behalf Of the Company
Parth Industries Limited**

Date: 14/08/2017

Place: Ahmedabad

Sd/- (Raghvandra Kulkarni) Managing Director DIN: 06970323	Sd/- (Deepal Gandhi) Director DIN: 07351470	Sd/- (Sonal Gandhi) Director DIN: 07351479
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CEO/CFO CERTIFICATION:

We the undersigned, in our respective capacities as managing Director and Chief Financial Officer of Parth Industries Limited (“the Company”) to the best of our knowledge and belief certify that:

a. We have reviewed the financial statements and the cash flow statement for the year 2016-17 and that to the best of our knowledge and belief:

- These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

- These statements together present a true and fair view of the Company’s affairs and are in compliance with existing accounting standards, applicable laws and regulations;

b. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year 2016-17 which are fraudulent, illegal or violative of the Company’s code of conduct;

c. We accept responsibility for establishing and maintaining internal controls and that we have evaluated the effectiveness of the internal control systems of the Company and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of the internal control, if any, of which we are aware of and the steps we have taken or propose to take to rectify these deficiencies.

d. We have indicated to the Auditors and the Audit Committee -

- Significant changes in internal control over the financial reporting during the year 2016-17;

- Significant changes in accounting policies during the year 2016-17 and that the same have been disclosed in the notes to the financial statements; and

- Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company’s internal control system over the financial reporting.

**For & on behalf of the Board of Director
Parth Industries Limited**

Date: 14/08/2017

Place: Ahmedabad

**Sd/-
Deepal Gandhi
Chief Financial Officer**

CERTIFICATE ON FINANCIAL STATEMENTS

To,
The Members,
Parth Industries Limited

We, have hereby certify that:

1. We have reviewed the financial statements and the cash flow statements of Parth Industries Limited for the financial year 2016-17 and to the best of our knowledge and belief, we state that:
 - a. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - b. These statements together present a true and fair view of the Company's affairs for the period presented in this report and are in compliance with existing accounting standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or in violation of the Company's Code of Conduct.
3. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
4. We have indicated to the Auditors and the Audit Committee:
 - a. significant changes in internal control over financing reporting during the year;
 - b. significant changes in accounting policies made during the year and that the same have been disclosed suitably in the notes to the financial statements; and

that there were no Instances of significant fraud that involves management or other employees who have a significant role in the Company's internal control system over financial reporting.

**For & on behalf of the Board of Director
Parth Industries Limited**

**Date: 14/08/2017
Place: Ahmedabad**

**Sd/-
(Raghvendra Kulkarni)
Managing Director
DIN: 06970323**

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31st March, 2017

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

To,

The Members,

Parth Industries Limited (CIN: L91110GJ1993PLC017863)

6, 2nd Floor, Baronet Complex, Ramnagar,
Sabarmati, Ahmedabad - 380005

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Parth Industries Limited** (hereinafter called "the company") for the audit period covering the financial year ended on 31st March, 2017. Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31st March, 2017 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

1. I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company, for the financial year ended on 31st March, 2017, according to the provisions of:
 - (i) The Companies Act, 2013 (the Act) and the rules made there under and the Companies Act, 1956, to the extent it is applicable.
 - (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
 - (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
 - (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
 - (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- (d) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (e) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015

I have also examined compliance of the following to the extent applicable:

- (i). Secretarial Standards with regard to Meeting of Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India (effective from 01st July, 2015); under the provisions of Companies Act, 2013;

I have relied upon the representation made by the Company and its Officers for systems and mechanism formed by the Company for compliances under applicable Acts, Laws and Regulations to the Company, as identified and confirmed by the management of the company. According to Representation letter, acts applicable to the Company are all General Laws such Direct and Indirect Taxation related, Labour Laws and other incidental laws of respective States.

On the basis of my examination and representation made by the Company, I report that during the period under review the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines etc. mentioned above and there are no material non-compliances that have come to my knowledge except non compliance in respect of:

- a) 100% promoter holding is not in demate form as required under Regulation 31(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- b) The Company has not published notice of meeting of the board of directors where financial results shall be discussed and financial results, as required under Regulation 47 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- c) The company has not appointed Company Secretary as required under section 203 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

I Further Report that, there were no actions/ events in pursuance of:

- a) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- b) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
- c) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 notified on 28 October 2014

Requiring compliance thereof by the Company during the period under review

I further report that the compliance by the company of applicable financial laws like direct and indirect tax laws and maintenance of financial records and books of account has not been reviewed in this Audit since the same have been subject to review by statutory financial audit and other designated professional.

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

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

Decisions at the meetings of the Board of Directors of the Company were carried through on the basis of majority. There were no dissenting views by any member of the Board of Directors during the period under review.

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

I further report that during the audit period there were no specific events / actions having a major bearing on the company's affairs.

Date: 14/08/2017

Place: Jaipur

Signature: Sd/-

Name of Practicing Company Secretary: Preeti Jain

C. P. No.: 10118

FCS No.: 28265

Note: This report is to be read with my letter of even date which is annexed as ANNEXURE-A and forms an integral part of this report.

To,
The Members,
Parth Industries Limited (CIN: L91110GJ1993PLC017863)
6, 2nd Floor, Baronet Complex, Ramnagar,
Sabarmati, Ahmedabad - 380005

My report of even date is to be read along with this letter:

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

Date: 14/08/2017
Place: Jaipur

Signature: Sd/-
Name of Practicing Company Secretary: Preeti Jain
C. P. No.: 10118
FCS No.: 28265

**FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN**

As on financial year ended on 31.03.2017

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

I. REGISTRATION & OTHER DETAILS:

1.	CIN	L91110GJ1993PLC017863
2.	Registration Date	22/06/1993
3.	Name of the Company	Parth Industries Limited
4.	Category/Sub-category of the Company	Public Company
5.	Address of the Registered office & contact details	Address: A-1, Block A, 6 th Floor, Safal Profitaire, Nr. Prahaladnagar Garden, S.G. Road, Ahmedabad Ahmedabad - 380051 Contact No.: 079-26468271 E-mail id: parthindustrieslimited@gmail.com Website: parthindustriesltd.webs.com
6.	Whether listed company	Yes
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Name: MCS Share Transfer Agent Ltd Address: 12/1/15, Manohar Pukur Road, Kolkata- 700026 Contact No.: 033-40724051 Fax No.: 033-40724050 E-mail id: mcssta@rediffmail.com

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	Commission on selling of yarn and fabrication	99622310	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -

(No. of Companies for which information is being filled)

S. No.	Name and Address of the company	CIN/GLN	Holding/ Subsidiary / Associate	% of Shares Held	Applicable Section
2	Not Applicable				

Sub-total (B)(1):-	0	0	0	0	0	0	0	0	0
2. Non-Institutions									
a) Bodies Corp.	22,400	311900	334300	9.98	178100	156200	334300	9.98	-3.96
i) Indian									
ii) Overseas									
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	22400	723700	746100	22.27	0	657600	657600	19.63	-2.64
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	0	1419600	1419600	42.38	88500	1419600	1508100	45.02	2.64
c) Others (HUF)	0	0	0	0.00	0	0	0	0.00	0.00
Non Resident Indians									
Overseas Corporate Bodies									
Foreign Nationals									
Clearing Members									
Trusts									
Foreign Bodies - D R									
Sub-total (B)(2):-	22400	2500000	2500000	74.63	22400	2500000	2500000	74.63	0.00
Total Public Shareholding (B)=(B)(1)+ (B)(2)	22400	2500000	2500000	74.63	22400	2500000	2500000	74.63	0.00
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0.00
Grand Total (A+B+C)	22400	3350000	3350000	100	22400	3350000	3350000	100	0.00

B) Shareholding of Promoter-

S. N.	Share holder's Name	Shareholding at the beginning of the year		Shareholding at the end of the year		% change in shareholding during the year
		No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company	
1	Deepak Patel	60000	1.79	60000	1.79	0.00
2	Mitul Patel	198000	5.91	198000	5.91	0.00
3	Hinaben Patel	62500	1.87	62500	1.87	0.00
4	Sangitaben Patel	85000	2.54	85000	2.54	0.00
5	Sanjaybhai Vyas	100000	2.99	100000	2.99	0.00
6	Binduben Vyas	100000	2.99	100000	2.99	0.00
7	Rasikbhai	50000	1.49	50000	1.49	0.00
8	Amitbhai	50000	1.49	50000	1.49	0.00
9	Harshad Vyas	50000	1.49	50000	1.49	0.00

10	Ishwarbhai	44500	1.33	44500	1.33	0.00
11	Pradip Vyas	50000	1.49	50000	1.49	0.00
	Total	850000	25.37	850000	25.37	0.00

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

S.N	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	DEEPAK PATEL				
	At the beginning of the year	60000	1.79	60000	1.79
	Date wise Increase / Decrease in Shareholding during the year	-----	-----	-----	-----
	At the end of the year	60000	1.79	60000	1.79
2	MITUL PATEL				
	At the beginning of the year	198000	5.91	198000	5.91
	Date wise Increase / Decrease in Shareholding during the year	-----	-----	-----	-----
	At the end of the year	198000	5.91	198000	5.91
3	HINABEN PATEL				
	At the beginning of the year	62500	1.87	62500	1.87
	Date wise Increase / Decrease in Shareholding during the year	-----	-----	-----	-----
	At the end of the year	62500	1.87	62500	1.87
4	SANGITABEN PATEL				
	At the beginning of the year	85000	2.54	85000	2.54
	Date wise Increase / Decrease in Shareholding during the year	-----	-----	-----	-----
	At the end of the year	85000	2.54	85000	2.54
5	SANJAYBHAI VYAS				
	At the beginning of the year	100000	2.99	100000	2.99
	Date wise Increase / Decrease in Shareholding during the year	-----	-----	-----	-----
	At the end of the year	100000	2.99	100000	2.99
6	BINDUBEN VYAS				
	At the beginning of the year	100000	2.99	100000	2.99
	Date wise Increase / Decrease in Shareholding during the year	-----	-----	-----	-----
	At the end of the year	100000	2.99	100000	2.99
7	RASIKBHAI				
	At the beginning of the year	50000	1.49	50000	1.49

	Date wise Increase / Decrease in Shareholding during the year	-----	-----	-----	-----
	At the end of the year	50000	1.49	50000	1.49
8	AMITBHAI				
	At the beginning of the year	50000	1.49	50000	1.49
	Date wise Increase / Decrease in Shareholding during the year	-----	-----	-----	-----
	At the end of the year	50000	1.49	50000	1.49
9	HARSHAD VYAS				
	At the beginning of the year	50000	1.49	50000	1.49
	Date wise Increase / Decrease in Shareholding during the year	-----	-----	-----	-----
	At the end of the year	50000	1.49	50000	1.49
10	ISHWARBHAI				
	At the beginning of the year	44500	1.33	44500	1.33
	Date wise Increase / Decrease in Shareholding during the year	-----	-----	-----	-----
	At the end of the year	44500	1.33	44500	1.33
11	PRADIP VYAS				
	At the beginning of the year	50000	1.49	50000	1.49
	Date wise Increase / Decrease in Shareholding during the year	-----	-----	-----	-----
	At the end of the year	50000	1.49	50000	1.49

**D) Shareholding Pattern of top ten Shareholders:
(Other than Directors, Promoters and Holders of GDRs and ADRs):**

SN	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
1	Prime Corporate Services Ltd	89600	2.67	89600	2.67
2	Parshva Texchem (India) Private Limited	23900	0.71	23900	0.71
3	Anar Project Limited	23300	0.70	23300	0.70
4	Sujay Jyotindra Mehta	31000	0.93	31000	0.93
5	Payalben Sujay Mehta	22400	0.67	22400	0.67
6	Sheetal Dakshesh Shah	22400	0.67	22400	0.67
7	Rajratna Bigcinemas Private Limited	22300	0.67	22300	0.67
8	Sakshi Barter Private Limited	31000	0.93	31000	0.93
9	Sans Boutique Private Limited	22300	0.67	22300	0.67
10	Navkar Surgical Gujarat Limited	22000	0.66	22000	0.66

E) Shareholding of Directors and Key Managerial Personnel:

Holding of Directors and Key Managerial Personnel of the Company is Nil during the year under review.

F) INDEBTEDNESS -

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	0	13,25,000	0	13,25,000
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	13,25,000	0	13,25,000
Total (i+ii+iii)				
Change in Indebtedness during the financial year				
* Addition	0	0	0	0
* Reduction	0	0	0	0
Net Change	0	0	0	0
Indebtedness at the end of the financial year				
i) Principal Amount	0	13,25,000	0	13,25,000
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	0	13,25,000	0	13,25,000

XI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

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

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
		Raghvendra Kulkarni - MD	
1	Gross salary	2,68,098	2,68,098
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	Nil	Nil
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	Nil	Nil
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	Nil	Nil
2	Stock Option	Nil	Nil
3	Sweat Equity	Nil	Nil

4	Commission - as % of profit - others, specify...	Nil	Nil
5	Others, please specify	Nil	Nil
	Total (A)	2,68,098	2,68,098
	Ceiling as per the Act	10% of the Net profits of the Company	

B. Remuneration to other directors:

S.N.	Particulars of Remuneration	Name of Directors	Total Amount
		Vipul Jana	
1	Independent Directors		
	Fee for attending board committee meetings	1,05,690	1,05,690
	Commission	Nil	Nil
	Others, please specify	Nil	Nil
	Total (1)	1,05,690	1,05,690
2	Other Non-Executive Directors		
	Fee for attending board committee meetings	Nil	Nil
	Commission	Nil	Nil
	Others, please specify	Nil	Nil
	Total (2)	Nil	Nil
	Total (B)=(1+2)	Nil	Nil
	Total Remuneration	1,05,690	1,05,690
	Managerial		

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

S.N.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CS	CFO	Total
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	Nil	Nil	2,23,335	2,23,335
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	Nil	Nil	Nil	Nil
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	Nil	Nil	Nil	Nil
2	Stock Option	Nil	Nil	Nil	Nil
3	Sweat Equity	Nil	Nil	Nil	Nil
4	Commission	Nil	Nil	Nil	Nil
	- as % of profit	Nil	Nil	Nil	Nil
	others, specify...	Nil	Nil	Nil	Nil
5	Others, please specify	Nil	Nil	Nil	Nil
	Total	Nil	Nil	2,23,335	2,23,335

XII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty					
Punishment	Nil				
Compounding					
B. DIRECTORS					
Penalty					
Punishment	Nil				
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty					
Punishment	Nil				
Compounding					

**For And On Behalf Of the Company
Parth Industries Limited**

**Date: 14/08/2017
Place: Ahmedabad**

**Sd/-
(Raghvandra Kulkarni)
Managing Director
DIN: 06970323**

**Sd/-
(Deepal Gandhi)
Director
DIN: 07351470**

**Sd/-
(Sonal Gandhi)
Director
DIN: 07351479**

MANAGEMENT DISCUSSION AND ANALYSIS

Overall review, industry Structure and Developments:

The scenario of the stationary industry is changing from time to time as change in the Indian Economy level. However, at present small scale stationary makers are not often able to protect themselves against the fluctuations in the market prices. In addition, with a lower degree of investment in stationary making infrastructure in these countries, makers face lower switching costs. Thus, your Company is in the process of changing its activities to give boost to its stationary making & export activity. The stationery performance was affected on account of building focus and trying to build the business on a few states rather than on a pan- India basis, which was based on inputs from a leading consultancy firm which lowered off take amongst our distributors as operational modalities were carried on. This trend might continue for a couple of months but then the stationery business should be on track. Your company expects double digit growth for stationery business in the coming year as the outlook on exports continues to remain stable.

Opportunities and Threats

Opportunities

- Large, Potential Domestic Market
- Market is gradually shifting towards Branded Stationary.
- Increased Disposable Income and Purchasing Power of Indian Customer open New Market Development.
- Emerging Retail Industry and Malls provide huge opportunities for the Stationary segment of the industry.

Threats

- Competition from other developing states of the Country
- Continuous Quality Improvement is need of the hour as there are different demand patterns all over the world
- Elimination of Quota system will lead to fluctuations in Demand.
- Geographical Disadvantages.
- International labor and Environmental Laws.
- Increase in rate of service tax from 10 percent to 12 percent has given the intense competition in the Industry. Increased competition also translates into serious pressures on cost. These added to soaring commodity prices and volatility of exchange rates pose a serious challenge to cost management.

Segment wise Performance

The Company has identified its activities as single segment. Hence, the Company's performance is to be viewed as a single segment company operating in stationary industry.

Out Look

With the increasing trend in the stationary and export of variety pens, erasers, and pencils and with the implementation of expansion project in stationary making business, it will provide new dimension to the working. The Company has made the four times profit during the year & the Company has also expanding its business by exporting materials to other countries.

Internal control System

In any industry, the processes and internal control systems play a critical role in the health of the Company. Company's well-defined organizational structure, documented policy guidelines, defined authority matrix and internal controls ensure efficiency of operations, compliance with internal policies and applicable laws and regulations as well as protection of resources. Moreover, the Company continuously upgrades these systems in line with the best available practices. Internal Auditors independently evaluate the adequacy of internal control systems. Their observations and recommendations are discussed by the Audit Committee to ensure effective corrective action. The internal control system is supplemented by extensive internal audits, regular reviews by management and adherence to standard policies and guidelines to ensure reliability of financial and other records. The management information system provides timely and accurate information for effective control. Rigorous business planning as well as expense, capital and manpower budgeting processes ensure that progress is monitored against targets, and control is exercised on all major expenses.

Human relations

Human Resources (HR) are an integral and important part of any organisation. The Company has put in place sound policies for the growth and progress of its employees. Individual performance management systems are being implemented to encourage merit and innovative thinking. Roles and responsibilities are clearly defined at all levels. It has a well-drawn recruitment policy and a performance-based compensation policy to enable the employees to develop a sense of ownership with the organisation. Company recognises the importance of providing training and development opportunities to its people to enhance their skills and experience, which in turn enables the Company to achieve its business objectives.

Cautionary Statement:

Statements in the Management Discussion and Analysis Report describing the Company's projections, estimates and expectations may be interpreted as "forward looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ from those expressed or implied. Important factors that could make a difference to the Company's operations include economic conditions affecting demand/supply, price conditions in the domestic and international markets in which the Company operates, changes in Government regulations, tax laws and other statutes. The Company assumes no responsibility to publicly amend, modify or revise any forward looking statements on the basis of any subsequent development, information or events.

Conclusion

The Directors place on record their sincere appreciation for the cooperation and support received from investors, our dear shareholders, customers, business associates, vendors as well as regulatory and governmental authorities.

The Directors appreciate the invaluable contribution of the management team in performing an outstanding job in taking the Company to greater heights and also thank the employees for the significant contribution made by them to the Company's progress.

We would like to specifically thank your Chairman for the untiring work in the re-organization of our company.

**For And On Behalf Of the Company
For Parth Industries Limited**

Date: 14/08/2017

Place: Ahmedabad

**Sd/-
(Raghvandra Kulkarni)
Managing Director
DIN: 06970323**

**Sd/-
(Deepal Gandhi)
Director
DIN: 07351470**

**Sd/-
(Sonal Gandhi)
Director
DIN: 07351479**

Independent Auditor's Report

**To the Members of
PARTH INDUSTRIES LTD**

Report on the Financial Statements

We have audited the accompanying (Standalone) financial statements of PARTH INDUSTRIES LTD. ("the Company") which comprise the Balance Sheet as at **31st March, 2017**, the Statement of Profit and Loss for the period ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the (Standalone) Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the 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 of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these (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 and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. 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 March 31, 2017, and its Profit/Loss for the period ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by section 143 (3) of the Act, we report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b. In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c. The Balance Sheet, the Statement of Profit and Loss dealt with by this Report are in agreement with the books of account.
 - d. In our opinion, the aforesaid (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 written representations received from the directors as on 31st March, 2017 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2017 from being appointed as a director in terms of Section 164 (2) of the Act.

- f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in “**Annexure A**”.
- g. With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company does not have any pending litigations which would impact its financial position.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
 - iv. The Company has provided requisite disclosures in the financial statements as to holdings as well as dealings in Specified Bank Notes as defined in the Notification S.O. 3407(E) during the period from 8th November, 2016 to 30th December, 2016. Based on audit procedures and relying on the management representation we report that the disclosures are in accordance with books of account maintained by the Company and as produced to us by the Management
- 2. As required by the Companies (Auditor’s Report) Order, 2016 (“the Order”), as amended, issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the “**Annexure B**” a statement on the matters specified in paragraphs 3 and 4 of the Order

For, Suresh R. Shah & Associates
Chartered Accountants

Date: 27-05-2017
Place: Ahmedabad

Sd/-
CA Mrugen Shah
Partner
Membership No. 117412

“Annexure A” to the Independent Auditor’s Report of even date on the Standalone Financial Statements of PARTH INDUSTRIES LTD.

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of

Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of PARTH INDUSTRIES LTD. (“the Company”) as of 31st March 2017 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

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

Auditor’s Responsibility

Our responsibility is to express an opinion on the Company’s internal financial reporting based on our audit.

We conducted our audit in accordance with the Guidance Note on audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting

was established and maintained and if such controls operated effectively in all material respects.

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

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

Meaning of Internal Financial Controls over Financial Reporting

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

- (1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of managements and directors of the company, and
- (3) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of the 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 may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2017 based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For, Suresh R. Shah & Associates
Chartered Accountants**

Date: 27-05-2017

Place: Ahmedabad

**Sd/-
CA Mrugen Shah
Partner
Membership No. 117412**

“Annexure B” to the Independent Auditors’ Report

Referred to in paragraph 1 under the heading ‘Report on Other Legal & Regulatory Requirement’ of our report of even date to the financial statements of the Company for the period ended **31 March 2017**

- 1) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;
- (b) The Fixed Assets have been physically verified by the management in a phased manner, designed to cover all the items over a period of three years, which in our opinion, is reasonable having regard to the size of the company and nature of its business. Pursuant to the program, a portion of the fixed asset has been physically verified by the management during the year and no material discrepancies between the books records and the physical fixed assets have been noticed.
- (c) The title deeds of immovable properties are held in the name of the company.
- 2) (a) The management has conducted the physical verification of inventory at reasonable intervals.
- b) The discrepancies noticed on physical verification of the inventory as compared to books records which has been properly dealt with in the books of account were not material.
- 3) The Company granted loans, secured or unsecured to companies, firms, Limited Liability partnerships or other parties covered in the Register maintained under section 189 of the Act. The Details are as under: NIL.
- 4) In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 In respect of loans, investments, guarantees, and security.
- 5) The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.
- 6) As informed to us, the maintenance of Cost Records has not been specified by the Central Government under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the company.

- 7) (a) According to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company has been generally regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income-Tax, Sales tax, Service Tax, Duty of Customs, Duty of Excise, Value added Tax, Cess and any other statutory dues with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at 31-03-2017 for a period of more than six months from the date on when they become payable.

b) According to the information and explanation given to us, there are no dues of income tax, sales tax, service tax, duty of customs, duty of excise, value added tax outstanding on account of any dispute.
- 8) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to banks.
- 9) Based upon the audit procedures performed and the information and explanations given by the management, the company has not raised moneys by way of initial public offer or further public offer including debt instruments and term Loans. Accordingly, the provisions of clause 3 (ix) of the Order are not applicable to the Company and hence not commented upon.
- 10) Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.
- 11) Based upon the audit procedures performed and the information and explanations given by the management, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act;
- 12) In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 4 (xii) of the Order are not applicable to the Company.
- 13) In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
- 14) Based upon the audit procedures performed and the information and explanations given by the management, the company has not made any preferential allotment or

private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3 (xiv) of the Order are not applicable to the Company and hence not commented upon.

- 15) Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company and hence not commented upon.
- 16) In our opinion, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3 (xvi) of the Order are not applicable to the Company and hence not commented upon.

**For, Suresh R. Shah & Associates
Chartered Accountants**

**Date: 27-05-2017
Place: Ahmedabad**

**Sd/-
CA Mrugen Shah
Partner
Membership No. 117412**

PARTH INDUSTRIES LIMITED

Balance Sheet as at 31st March, 2017

Particulars	Note No	As at 31st March, 2017 Amount (₹)	As at 31st March, 2016 Amount (₹)
I. EQUITY AND LIABILITIES			
(1) Shareholders' Funds			
(a) Share Capital	1	3,35,00,000	3,35,00,000
(b) Reserves and Surplus	2	(68,26,164)	(70,53,990)
(2) Non-Current Liabilities			
(a) Deferred tax liabilities (Net)	3		-
(3) Current Liabilities			
(a) Short-term borrowings	4	13,25,000	13,25,000
(b) Trade payables	5	2,30,88,128	1,31,16,085
(c) Other current liabilities	6	-	11,75,301
(d) Short-term provisions	7	17,10,750	23,79,785
Total		5,27,97,714	4,44,42,181
II. Assets			
(1) Non-current assets			
(a) Fixed assets			
(i) Tangible assets	8	26,043	66,134
(ii) Capital work-in-progress			-
(b) Non-current investments	9		-
(c) Long term loans and advances	10	3,13,97,116	2,00,92,116
(d) Other non-current assets	10		4,50,000
(2) Current assets			
(a) Inventories	11	-	-
(b) Trade receivables	12	86,00,000	35,61,951
(e) Cash and cash equivalents	13	2,12,500	62,15,071
(f) Short-term loans and advances	14		-
(g) Other current assets	15	1,25,62,055	1,40,56,909
Total		5,27,97,714	4,44,42,181

As per our report of even date

For, Suresh R Shah & Associates
Chartered Accountants

For and on behalf of the Board
Parth Industries Limited

Sd/-

Mrugen K Shah
(Partner)
FRN. No. 110691W
M.No 117412

Sd/-
Sonal Gandhi
Director
DIN: 07351479

Sd/-
Raghvendra Kulkarni
Managing Director
DIN: 06970323

Sd/-
Deepal D Gandhi
Director & CFO
DIN:07351470

Place : Ahmedabad
Dated: 27-05-2017

Place : Ahmedabad
Dated: 27-05-2017

PARTH INDUSTRIES LIMITED

Statement of Profit and Loss for the year ended 31st March, 2017

	Particulars	Note No	As at 31st March, 2017 Amount (₹)	As at 31st March, 2016 Amount (₹)
I.	Revenue from operations	16	33,25,511	4,69,79,144
II.	Other Income	17	20,24,301	-
III.	Total Revenue (I +II)		53,49,812	4,69,79,144
IV.	Expenses:			
	Cost of materials consumed	18		-
	Purchase Cost of Stock in Trade	19	1,28,610	-
	Changes in inventories of finished goods and Stock-in-Trade	20		-
	Employee benefit expense	21	8,22,676	12,78,282
	Financial costs	22	2,000	2,817
	Depreciation and amortization expense	8	40,091	5,716
	Other expenses	23	40,08,609	4,04,63,537
	Total Expenses		50,01,986	4,17,50,352
V.	Profit before tax (III - IV)		3,47,826	52,28,792
VI.	Tax expense:			
	(1) Current tax		1,20,000	10,90,000
	(2) Short Excess Provision of Earlier years			-
	(3) Deferred tax			-
VII.	Profit/(Loss) for the period (XI + XIV)		2,27,826	41,38,792
VIII.	Earning per equity share:			
	(1) Basic		0.0068	0.12
	(2) Diluted		0.0068	0.12

As per our report of even date

For, Suresh R Shah & Associates
Chartered Accountants

For and on behalf of the Board
Parth Industries Limited

Sd/-

Mrugen K Shah
(Partner)
FRN. No. 110691W
M.No 117412

Sd/-
Sonal Gandhi
Director
DIN: 07351479

Sd/-
Raghvendra Kulkarni
Managing Director
DIN: 06970323

Sd/-
Deepal D Gandhi
Director & CFO
DIN: 07351470

Place : Ahmedabad
Dated: 27-05-2017

Place : Ahmedabad
Dated: 27-05-2017

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH,2017

(Amount in Rs.)

Particulars	Amount	AMOUNT
	2016-17	2015-16
A.CASH FLOW FROM OPERATING ACTIVITIES		
NET PROFIT BEFORE INTEREST,TAX AND EXTRAORDINARY ITEMS	347826	5228792
Adjustments for		
Depreciation	40091	5716
Share/Debentre Issue Expenses written off		0
Preliminary Expenses Written off	2205613	1755613
Excess provision for Taxation/Dividend written back		0
	2593530	6990121
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES		
Adjustments for increase/decrease in :		
Loans and advances	0	
Trade Payables	0	
Inventories	0	0
CASH GENERATED FROM OPERATIONS	2593530	6990121
Interest Paid		0
Direct Taxes Paid (TDS deducted from various income)		0
CASH FLOW BEFORE EXTRAORDINARY ITEMS	2593530	6990121
EXTRAORDINARY ITEMS		0
NET CASH FROM OPERATING ACTIVITES (A)	2593530	6990121
B.CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets	0	-71850
Sales of Fixed Assets	0	0
Purchase of Investments/Increase in Investment	0	0
Sales of Investments/Decrease in Investment in AOP	0	0
Change in Loans and Advances	-11305000	-10700000
Interest/Dividend Received	0	0
NET CASH USED IN INVESTING ACTIVITIES (B)	-11305000	-10771850
C.CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from Issue of Share Capital		0
Unsecured Loans		0
Proceeds from Short Term Borrowings		0
Share/Debenture Issue Expenses/Preliminary Expenses		0
Increase/(Decrease) in Current Assets	-5298808	-8078511
Increase/(Decrease) in Current Liabilities	8007707	17455283
Dividend Paid		0
NET CASH USED IN FINANCING ACITIVITES (C)	2708899	9376772
NET INCREASE IN CASH AND CASH EQUIVALENTS	-6002571	5595043
(A+B+C)		
CASH AND CASH EQUIVALENTS AS AT 1.4.2016	6215071	620028
CASH AND CASH EQUIVALENTS AS AT 1.4.2017	212500	6215071
NET INCREASE/DECREASE IN CASH EQUIVALENTS	-6002571	5595043

NOTE : FIGURES IN BRACKETS SHOWS OUTFLOW

AUDITORS CERTIFICATE

We have examined the above Cash Flow Statemnt of Parth Industries Limited for the year ended 31st March, 2017. The Statement has been prepared by the Company in accordance with the requirements of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 and is based on and in agreement with the responding Profit and Loss Account and Balance Sheet of the Company covered by our report of even date to the members of the company.

As Per our Attached Report of even date

As per our report of even date
Chartered AccountantsSd/-
Mrugen K Shah
(Partner)
FRN. No. 110691W
M.No 117412Sd/-
Sonal Gandhi
Director
DIN: 07351479Sd/-
Raghvendra Kulkarni
Managing Director
DIN: 06970323Sd/-
Deepal D Gandhi
Director & CFO
DIN: 07351470Place: Ahmedabad
Dated: 27-05-2017

PARTH INDUSTRIES LIMITED
NOTES FORMING PART OF BALANCE SHEET AND STATEMENT OF PROFIT AND LOSS ACCOUNT

Note No	PARTICULARS	As at 31st March, 2017 Amount (₹)	As at 31st March, 2016 Amount (₹)
1	Share Capital		
	Equity Share Capital		
	Authorised Share capital (35,00,000 Equity Shares of Rs 10/- each)	3,50,00,000	3,50,00,000
	Issued, Subscribed & fully Paid Share Capital 33,50,000 Equity Shares of Rs.10/- each (Previous Year : 33,50,000) Less : Calls in arrears	3,35,00,000 - -	3,35,00,000 - -
	Total	3,35,00,000	3,35,00,000
	ii) Reconciliation of the number of shares;		
	No. of Equity shares at the beginning of the period	33,50,000	33,50,000
	Add no. of Equity shares issued during the period	-	-
	Less no. of Equity shares bought back during the year	-	-
	No. of Equity shares at the end of the period	33,50,000	33,50,000
	ii) List of Shareholder holding more than 5% of shares	No of Shares	No of Shares
	1. Mitul N Patel	5.04%	5.04%

Note No	PARTICULARS	As at 31st March, 2017 Amount (₹)	As at 31st March, 2016 Amount (₹)
2	Reserves and Surplus		
	Capital Reserves	-	-
	Securities Premium Reserves	-	-
	Profit & Loss account		
	OPENING BALANCE	(70,53,990)	(1,11,92,781)
	ADDITION DURING THE YEAR	3,47,826	52,28,792
	INCOME TAX	(1,20,000)	10,90,000
	TRANSFERRED TO RESERVES AND SURPLUS	(68,26,164)	(70,53,990)
	Total	(68,26,164)	(70,53,990)

Note No	PARTICULARS	As at 31st March, 2017 Amount (₹)	As at 31st March, 2016 Amount (₹)
3	Deferred Tax Liability		
	Balance as per last year	-	-
	Add: Provided during the year	-	-
	Total	-	-

Note No	PARTICULARS	As at 31st March, 2017 Amount (₹)	As at 31st March, 2016 Amount (₹)
4	Short-terms borrowings		
	Secured		
	CASH CREDITS/ OVERDRAFTS	-	-
		-	-
	Unsecured		
	GUJARAT LEASE AND FINANCE LIMITED	2,85,000	2,85,000
NILOFOS CHEMICALS BOMBAY	10,40,000	10,40,000	
	Total	13,25,000	13,25,000

Note No	PARTICULARS	As at 31st March, 2017 Amount (₹)	As at 31st March, 2016 Amount (₹)
5	Trade Payables - Current		
	Arjun Rajput	37,500	-
	Atul Dani	68,100	-
	Bharat Dave	33,000	-
	Hardik Parmar	52,848	-
	Khushbu Mistry	51,000	-
	MCS Share Transfer Agent Limited	26,855	-
	Relish Pharmaceutical Ltd.	96,00,000	-
	Sunny Darji	51,000	-
	Suresh R Shah & Associates	40,250	-
	Unsecured and considered good	-	-
	BSC Limited	-	(6,000)
	Airtel Relationship No. 7026225186	-	2,299
	Airtel Relationship No. 7026310248	-	1,852
	Deepal Divyakant Gandhi	2,147	25,534
	Navkar Builders Limited	1,30,62,500	1,30,62,500
	Raghvendra G Kulkarni	62,928	20,950
	Vipul Jana	-	8,950
	Total	2,30,88,128	1,31,16,085

Note No	PARTICULARS	As at 31st March, 2017 Amount (₹)	As at 31st March, 2016 Amount (₹)
6	Other current liabilities		
	Anil Infraplus Limited (For Exps.)	-	8,13,656
	Rupal Patel (For Exps.)	-	61,645
	Unpaid Exp	-	3,00,000
	Total	-	11,75,301

Note No	PARTICULARS	As at 31st March, 2017 Amount (₹)	As at 31st March, 2016 Amount (₹)
7	Short-term provisions		
	Audit Fees Payable	-	-
	Account Charges Payable	-	-
	Provision for Income Tax	12,10,000	10,90,000
	Provision for the Expenses	-	-
	Provision for the Service Tax/Swachha Bharar Cess	4,50,750	24,785
	VAT/CST Payable	-	-
	Provison for Tax Deducted at Source	50,000	12,65,000
	Total	17,10,750	23,79,785

Note No	PARTICULARS	As at 31st March, 2017 Amount (₹)	As at 31st March, 2016 Amount (₹)
9	Non-current investments		
	Investments in Equity instruments		
	UNQUOTED		
		-	-
	QUOTED		
		-	-
	Total	-	-

Note No	PARTICULARS	As at 31st March, 2017 Amount (₹)	As at 31st March, 2016 Amount (₹)
10	Long Term Loans and Advances		
	Unsecured considered good		
	Service Tax Receivable	1,60,586	55,586
	TDS Receivable	48,36,530	48,36,530
	Other loans and advances	2,64,00,000	1,52,00,000
	Long Term Loans and Advances	3,13,97,116	2,00,92,116
	Other Non Current Assets		4,50,000
	Security Deposits-Rent	-	4,50,000
	Total	3,13,97,116	2,05,42,116

Note No	PARTICULARS	As at 31st March, 2017 Amount (₹)	As at 31st March, 2016 Amount (₹)
11	Inventories	-	-
	Total	-	-

Note No	PARTICULARS	As at 31st March, 2017 Amount (₹)	As at 31st March, 2016 Amount (₹)
12	Trade receivables		
	Unsecured and considred good	-	-
	Nupur Adventures Pvt. Ltd.	86,00,000	14,00,000
	Welspun India Ltd	-	21,61,951
	Total	86,00,000	35,61,951

Note No	PARTICULARS	As at 31st March, 2017 Amount (₹)	As at 31st March, 2016 Amount (₹)
13	Cash and cash equivalents		
	Cash on Hand	1,80,374	40,123
	Balances with banks	32,126	61,74,948
	Total	2,12,500	62,15,071

Note No	PARTICULARS	As at 31st March, 2017 Amount (₹)	As at 31st March, 2016 Amount (₹)
14	Short term loans and advances		
	Unsecured Considred Good		
		-	-
		-	-
	Total	-	-

Note No	PARTICULARS	As at 31st March, 2017 Amount (₹)	As at 31st March, 2016 Amount (₹)
15	Other Current Assets		
	Capital Assets Loss & Gain	1,07,87,387	1,21,35,810
	Preliminary Expenses	13,67,524	15,38,465
	Public Issue Expenses	13,07,172	14,70,568
	Unallocated Capital Expenses	3,99,117	4,49,007
	Settlement Amount	1,83,709	2,06,672
	Less: Written Off	17,55,613	17,55,613
	Prepaid Custodial Charges	12,000	12,000
	TDS Receivable	2,60,759	-
	Total	1,25,62,055	1,40,56,909

Note No	PARTICULARS	As at 31st March, 2017 Amount (₹)	As at 31st March, 2016 Amount (₹)
16	Revenue from Operations		
	Revenue from - Sale of products As per note A Below	33,25,511	4,69,79,144
	Other operating revenues		
	Total	33,25,511	4,69,79,144

	PARTICULARS	As at 31st March, 2017 Amount (₹)	As at 31st March, 2016 Amount (₹)
	(A) :		
	Domestic sales	33,25,511	4,69,79,144
	Export sales	-	-
	Total	33,25,511	4,69,79,144

Note No	PARTICULARS	As at 31st March, 2017 Amount (₹)	As at 31st March, 2016 Amount (₹)
17	Othe Income		
	Interest on Loans and Advances	-	-
	Net gain/ loss on sale of investments/ Assets	-	-
	Other non-operating income (net of expenses directly attributable to such income)	20,24,301	-
	Total	20,24,301	-

Note No	PARTICULARS	As at 31st March, 2017 Amount (₹)	As at 31st March, 2016 Amount (₹)
18	Raw Material Consumption		
		-	-
	Total	-	-

Note No	PARTICULARS	As at 31st March, 2017 Amount (₹)	As at 31st March, 2016 Amount (₹)
19	Purchase cost of Stock In Trade		
	Purchases	1,28,610	-
	Total	1,28,610	-

Note No	PARTICULARS	As at 31st March, 2017 Amount (₹)	As at 31st March, 2016 Amount (₹)
20	INCREASE/ DECREASE IN STOCK OF FINISHED GOODS and Stock in Trade		
	Opening Stock		
	Total	-	-
	Closing Stock		
	Total	-	-
	Increase or Decrease in Stock	-	-

Note No	PARTICULARS	As at 31st March, 2017 Amount (₹)	As at 31st March, 2016 Amount (₹)
21	Employee Benefits Expense		
	Salaries and wages (21(i))	7,16,986	12,78,282
	Directors Sitting Fees / Remuneration	1,05,690	-
	Staff Welfare Exp	-	-
	Total	8,22,676	12,78,282

21(i) Salary and wages includes remuneration to directors of Rs. 4,91,433/-.

Note No	PARTICULARS	As at 31st March, 2017 Amount (₹)	As at 31st March, 2016 Amount (₹)
22	Finance Costs		
	Bank Charges	200	1,917
	Interest Exp	1,800	900
	Other borrowing costs	-	-
	Total	2,000	2,817

Note No	PARTICULARS	As at 31st March, 2017 Amount (₹)	As at 31st March, 2016 Amount (₹)
23	Other Expenses		
	Advertisement Exp	15,892	7,541
	Annual Listing Fees & ROC Charges	2,67,626	3,28,800
	Audit Fees	40,250	15,000
	Consultancy Charges	-	3,25,00,000
	Electricity Exp.	15,900	14,660
	Income Tax Exps	-	-
	Misc Exps Writtern Off	17,55,613	17,55,613
	Other Expenses	9,38,839	3,14,102
	Rent Expenses	7,50,000	10,50,000
	Sales Promotion Expenses	2,00,000	44,00,000
	Service Tax	7,714	65,515
	Telephone & Mobile Exp.	16,775	12,306
			-
	Total	40,08,609	4,04,63,537

Note No	PARTICULARS	As at 31st March, 2017 Amount (₹)	As at 31st March, 2016 Amount (₹)
24	Contingent liabilities and commitments (to the extent not provided for)		
	Contingent liabilities		
	Sales Tax Demand	0	0
	Income tax Demand	0	0
	Total	0	0

Note :~ 25

1 Significant Accounting Policies

1 Accounting Convention

These financial statements have been prepared in accordance with the generally accepted accounting principles in India (Indian GAAP) under the historical cost convention on accrual basis. Indian GAAP comprises mandatory accounting standards as prescribed under Section 133 of the Companies Act, 2013 ('the Act') read with Rule 7 of the Companies (Accounts) Rules, 2014 and the provisions of the Act (to the extent notified). Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of products and the time between the acquisition of assets for processing and their realization in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current - noncurrent classification of assets and liabilities.

2 Use of Estimates :

The preparation of Financial Statements in conformity with Indian GAAP requires the management to make estimates and assumptions in the reported amounts of assets and liabilities (including contingent liabilities) as of the date of the financial statements and the reported income and expenses during the reporting period. Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ from these estimates. Difference between the actual results and estimates are recognized in the period in which the results are known or materialize.

3 Fixed Assets

Fixed assets are stated at their original cost of acquisition/revalued cost wherever applicable less accumulated depreciation and impairment losses. Cost comprises of all costs incurred to bring the assets to their location and working condition.

Subsequent expenditure related to an item of fixed assets are added to its book value only if they increase future benefits from the existing assets beyond its previously assessed standard of performance.

4 Impairment of Assets:

The Company evaluates impairment losses on the fixed assets whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. If such assets are considered to be impaired, the impairment loss is then recognized for the amount by which the carrying amount of the assets exceeds its recoverable amount, which is the higher of an asset's net selling price and value in use. For the purpose of assessing impairment, assets are grouped at the smallest levels for which there are separately identifiable cash flows.

PARTH INDUSTRIES LIMITED

5 Depreciation and Amortization:

- (i) under section 123(2) and Schedule II of the Companies Act, 2013 at the asset over its useful life and in the manner as specified under schedule II of said Act.
- (ii) Depreciation has been provided on Written Down Value Method (WDV) at the rates and manner, specified in Schedule II of the Companies Act, 2013.
- (iii) Depreciation on on fixed assets is calculated on written down value basis under section 123(2) and 198 of the Companies Act, 2013 at the asset over its useful life, Salvage Value and in the manner as specified in schedule II of the Companies Act, 2013.

6 Investments:

- (i) Investments are classified as Long Term Investments and Current Investments. Long term investments are stated at cost less permanent diminution in value, if any. Current Investments are stated at lower of cost and fair value.
- (ii) Investments in subsidiaries are valued at cost less any provision for impairment.
- (iii) Investments are reviewed for impairment if events or changes in circumstances indicate that the carrying amount may not be recoverable.

7 Foreign Currency Transactions:

- (i) Transactions denominated in foreign currencies are normally recorded at the exchange rate prevailing at the time of the transaction.
- (ii) Any income or expense on account of exchange difference either on settlement or on translation other than as mentioned above is recognised in the Statement of Profit and Loss.

8 Borrowing Cost

Borrowing costs include interest, fees and other charges incurred in connection with the borrowing of funds. It is calculated on the basis of effective interest rate in accordance with Accounting Standard (AS) -16 and considered as revenue expenditure and charged to Statement of Profit and Loss over the period of borrowing except for borrowing costs either generally or specifically attributed directly to the acquisition/improvement of qualifying assets up to the date when such assets are ready for intended use which are capitalised as a part of the cost of such asset.

PARTH INDUSTRIES LIMITED

9 Inventories:

Inventories taken and certified by the management are valued as under:

- (ii) Raw Materials : At cost or net realizable value whichever is lower
 - (iii) W.I.P. : At cost or net realizable value whichever is lower
 - (iv) Finished Goods : At cost or net realizable value whichever is lower
- Cost is computed on full absorption costing method.

10 Revenue Recognition:

In appropriate circumstances, Revenue (Income) is recognised when no significant uncertainty as to determination or realization exists.

11 Sales

Sales are net discounts, sales tax and returns; Service Tax collected on sales is shown by way of deduction from sales.

12 VAT, CST, Excise and Service Tax Input Credit:

Input credit is accounted on accrual basis on purchase of materials and services.

13 Accounting for Tax:

- (i) Current Tax is accounted on the basis of estimated taxable income for the current accounting period and in accordance with the provisions of Income Tax Act, 1961.
- (ii) Deferred Tax resulting from "timing difference" between accounting and taxable profit for the period is accounted by using tax rates and laws that have been enacted or subsequently enacted as at the balance sheet date. Deferred tax assets are recognised only to the extent there is reasonable certainty that the assets can be realised in future. Net deferred tax liability is arrived at after setting off deferred tax assets.

14 Prior period Expenses/Income

Material Items of prior period expenses/income are disclosed separately if any.

15 Provision, Contingent Liabilities and Contingent Assets:

Provision involving substantial degree of estimation in measurement are recognized when there is present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent liabilities are not recognized but are disclosed in the notes. Contingent Assets are neither recognized nor disclosed in the financial statements.

16 Earning Per Share:

The Company reports basic and diluted Earning per Share (EPS) in accordance with Accounting Standard 20 on Earning Per Share. Basic EPS is computed by dividing net profit or loss for the year by the weighted average number of equity shares outstanding during the year.

PARTH INDUSTRIES LIMITED

26 Notes on accounts:

- 1 Figures of the previous year have been re-grouped to make them comparable with the current year's figures, whenever necessary. Figures in brackets are of previous year.
- 2 Confirmations for debit and credit balances are not called for. Amount due to or due by various parties are, therefore subject to adjustment on settlement of accounts.
- 3 The Profit and Loss Account includes remuneration paid to Managerial personnel:

Particulars	2016-17 Amount Rs.	2015-16 Amount Rs.
Salary and Allowances	506587	69,332
Total	5,06,587	69,332

4 **Payment to Auditor**

Particulars	Amount Rs.	Amount Rs.
	2016-17	2015-16
a) Audit fees	40,250	15,000
		-
		-
	40,250	15,000

5 **Related party transaction:**

As per the Accounting Standard on "Related Party Disclosures" (AS 18), the related parties of the Company are as follows

(a) **Names of related parties and description of relationship:**

Sr. no	Nature of relationship	Name of related parties
1	Key Managerial Personnel: Director	Raghvendra Kulkarni
2	Director (Chief Executive Officer)	Deepal Gandhi
3	Director	Vipul Jana

Details of Transactions are as below:

(b)

Particulars	Key Managerial	
		2016-17
Raghvendra Kulkarni	Remuneration	2,68,098
Dipal Gandhi	Remuneration	2,23,335
Vipul Jana	Director Seating fees	1,05,690

***Related party relationship is as identified by the Company and relied upon by the Auditors.**

Notes attached there to form an integral part of financial statements

Parth Industries Limited

Details about Holding or Dealing with Specified Bank Notes

For The Period Between 08th Nov, 2016 to 30th Dec, 2016

	SBNs	Other Denomination notes	Total
Closing Cash in Hand as on 08-11-2016	0	49124	49124
(+) Permitted Receipts	0	0	0
(-) Permitted Payments	0	36810	36810
(-) Amount Deposited in Banks	0	0	0
Closing Cash in Hand as on 30-12-2016			12314

**For and on behalf of the Board
Parth Industries Limited**

Sd/-
Sonal Gandhi
Director
DIN: 07351479

Sd/-
Raghvendra Kulkarni
Managing Director
DIN: 06970323

Sd/-
Deepal D Gandhi
Director & CFO
DIN: 07351470

Place : Ahmedabad

Date: 27-05-2017

PARTH INDUSTRIES LIMITED

Reg. Add: 6, 2nd Floor, Baronet Complex, Ramnagar, Sabarmati, Ahmedabad – 380005

ATTENDANCE SLIP
ANNUAL GENERAL MEETING – 11th September, 2017 AT 01.00 P.M.

DP Id.		Client Id. / Ben. A/c.	
Folio No.		No. of Shares	

I certify that I am a registered shareholder/Proxy for the registered shareholder of the Company.

I/We hereby record my/our presence at the **ANNUAL GENERAL MEETING** of the Company being held on 11th September, 2017 at 01.00 P.M. at 6, 2nd Floor, Baronet Complex, Ramnagar, Sabarmati, Ahmedabad - 380005.

Full Name of the Shareholder / Proxy (In Block Letter)

Signature

=====

Form No. MGT-11

Proxy form

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

CIN: L91110GJ1993PLC017863

Name of the company: PARTH INDUSTRIES LIMITED

Registered office: 6, 2nd Floor, Baronet Complex, Ramnagar, Sabarmati, Ahmedabad – 380005

Name of the member (s)	
Registered address	
E-mail Id:	
Folio No/ Client Id:	
DP ID:	

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

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

2. Name:
 Address:
 E-mail Id:
 Signature:.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the company, to be held on the 11th September, 2017 at 01.00 P.M. at 6, 2nd Floor, Baronet Complex, Ramnagar, Sabarmati, Ahmedabad – 380005 and at any adjournment thereof in respect of such resolutions as are indicated below:

Res. No.	Description	For	Against
1	Adoption of Annual Accounts and Reports thereon for the financial year ended 31st March, 2017		
2	Re-election of Mr. Deepal G. Divyakant as a Director of the Company		
3	Ratification of Appointment of Auditors M/s. Suresh R. Shah & Associates, Chartered Accountants, Ahmedabad who were appointed in the Annual General Meeting in the year 2016 for a block of 5 years until the conclusion of the Annual General Meeting to be held in 2021 and fix his remuneration.		

Signed this..... day of..... 2017

Signature of Shareholder

Signature of Proxy holder(s)

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



If Undelivered, please return to:-
MCS Share Transfer Agent Ltd,
Unit: Parth Industries Limited
101, Shatdal Complex,1st Floor,
Opp.Bata Show Room, Ashram Road,
Shreyas Colony, Ahmedabad - 380009