

*Annual Report Of*

*Parth Industries Limited*

*For The Year*

*2017-2018*

## **PARTH INDUSTRIES LIMITED**

### **Board of Directors**

Mr. Raghvendra Kulkarni

Mr. Deepal Gandhi

Mrs. Sonal Gandhi

Mr. Divyakant Gandhi

Mr. Vipulbhai Jana

Managing Director

Director

Director

Director

Director

### **Auditors**

Suresh R Shah & Associates

Chartered Accountants

1st Floor, Ghanshyam Chambers,

Nr. Mithakhali Railway Crossing

Ahmedabad-380006

### **Registered Office**

6, 2<sup>nd</sup> Floor, Baronet Complex,

Ramnagar, Sabarmati,

Ahmedabad- 380005

Website: [www.parthindustriesltd.webs.com](http://www.parthindustriesltd.webs.com)

E-mail ID: [parthindustries@gmail.com](mailto:parthindustries@gmail.com)

## NOTICE

Notice is hereby given that the Annual General Meeting of the members of **PARTH INDUSTRIES LIMITED** will be held on 25<sup>th</sup> September, 2018 at 02:00 p.m. at 6, 2<sup>nd</sup> Floor, Baronet Complex, Ramnagar, Sabarmati, 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 31<sup>st</sup> March, 2018, Balance Sheet as on that date, Director's Report and the Auditor's Report thereon.
2. To appoint Director in place of Mr. Deepal Gandhi 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.

### SPECIAL BUSINESS

4. **To Regularize the Appointment of Mr. Raghvendra Gopalrao Kulkarni (DIN: 06970323) as Regular Director of the Company:**

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

**"RESOLVED THAT** pursuant to provisions of Section 161 and all other applicable provisions of the Companies Act 2013 and Articles of Association of the Company, Mr. Raghvendra Gopalrao Kulkarni (DIN: 06970323), who was appointed as an Additional Director by the Board of Directors w.e.f. 30/05/2018, who is eligible to be appointed as Director of the Company u/s 152 of the Companies Act, 2013 be and is hereby appointed as Director of the company whose term of office liable to determination for retire by rotation."

**"RESOLVED FURTHER THAT** any of the Director of the company be and is hereby authorized to file Form DIR-12 and make necessary entries in the Statutory register and do all other acts, deeds and things as may be necessary or desirable to give effect to this resolution."

5. **To Appoint Mr. Raghvendra Gopalrao Kulkarni (DIN: 06970323) as Managing Director of the Company:**

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

**“RESOLVED THAT** in accordance with the provisions of sections 196, 197 and Schedule V of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and subject to the approval of the members of the Company, the Company be and is hereby approved appointment of Mr. Raghvendra Gopalrao Kulkarni (DIN: 06970323) as Managing Director of the company with effect from 11/08/2018 for the period of three year, as per the terms of appointment placed before the meeting.

**“RESOLVED FURTHER THAT** the Managing Director shall be responsible for the overall supervision of the company’s operations, day to day administration, appointment and termination of employees, operating of the company’s bank accounts with power to sign cheques, promissory notes, bills of exchange, etc. and for regular reporting of the company’s activities to the Board of Directors and for performing the duties that may be delegated to the Managing Director from time to time, subject to the overall supervision and control of the Board of Directors.”

**“RESOLVED FURTHER THAT** Mr. Raghvendra Gopalrao Kulkarni, appointed as as Managing Director of the company on such terms and at remuneration detailed herein, which is within the limits as prescribed under Section 197 read with Schedule V of the Companies Act, 2013 and the said remuneration was based on the recommendations of the Remuneration Committee.”

#### **Tenure**

The appointment of Mr. Raghvendra Gopalrao Kulkarni as the Managing Director shall be valid for a period of three year from 11/08/2018.

#### **Remuneration:**

Salary: Rs. 3,12,000/- p.a. with authority to the Board of Directors of the Company to grant such increments as it may determine from time to time.

Sitting fees: As per Rule as may be decided by the Board of Directors of the Company.

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

**Date: 11/08/2018  
Place: Ahmedabad**

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

## 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 19<sup>th</sup> September, 2018 to 25<sup>th</sup> September, 2018 (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 13<sup>th</sup> 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 21<sup>st</sup> September, 2018 (11.00 a.m.) and ends on 24<sup>th</sup> September, 2018 (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 18<sup>th</sup> September, 2018, 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](http://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](http://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](http://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](mailto: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](mailto: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](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto: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 18<sup>th</sup> September, 2018.
  - 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 Apt., Opp. Jain Derasar, S.M. Road, Nehrunagar Cross Road, Ahmedabad-380015, Tel. No: 079-26420603, E-mail: [roopalcs2001@gmail.com](mailto:roopalcs2001@gmail.com) so as to reach her on or before 24<sup>th</sup> September, 2018 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](http://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: 11/08/2018  
Place: Ahmedabad**

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

**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 Divyakant Gandhi
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

**Item No. 4**

**To Regularize Appointment of Mr. Raghvendra Gopalrao Kulkarni (DIN: 06970323) as Regular Director of the Company:**

Mr. Raghvendra Gopalrao Kulkarni (DIN: 06970323) was appointed as an additional director of the company with effect from 30/05/2018, pursuant to provision of Section 161 of the Companies Act, 2013. The Company has appointed himself as an Non-Executive Director of the Company under section 152 of the Companies Act, 2013 and whose term of office liable to determination for retirement by rotation.

None of the Directors of the Company are interested in the said resolution.

Name	Mr. Raghvendra Gopalrao Kulkarni
Date of birth	05/12/1988
Director of the Company since	30/05/2018
Directorship in other public limited companies	Nil
Membership of Committees of other public limited companies	Nil
No. of Shares held in the Company	Nil

**Item No. 5**

**To Appoint Mr. Raghvendra Gopalrao Kulkarni (DIN: 06970323) as Managing Director of the Company:**

Profile of Mr. Raghvendra Gopalrao Kulkarni, Director being appointed u/s 152 of the Companies Act, 2013

<b>Name</b>	<b>Mr. Raghvendra Gopalrao Kulkarni</b>
<b>Date of birth</b>	<b>05/12/1988</b>
<b>Qualification</b>	<b>S.S.C.</b>
<b>Expertise</b>	<b>Administration</b>
<b>Director of the Company since</b>	<b>30/05/2018</b>
<b>Directorship in other public limited companies</b>	<b>Nil</b>
<b>Membership of Committees of other public limited companies</b>	<b>Nil</b>
<b>No. of Shares held in the Company</b>	<b>Nil</b>

**Tenure**

The appointment of Mr. Raghvendra Gopalrao Kulkarni (DIN: 06970323) as the Managing Director shall be valid for a period of 3 year from 11/08/2018.

**Terms of Appointment**

Salary: Rs. 312000/- p.a. with authority to the Board of Directors of the Company to grant such increments as it may determine from time to time.

Sitting fees: As per Rule as may be decided by the Board of Directors of the Company.

Mr. Raghvendra Gopalrao Kulkarni, being experienced, entrepreneur and a successful businessman having experience in various type of industrial activity and has been spending his precious time and energy for day to day affairs of the Company. Therefore, the consent of the members is sought for appointment of Mr. Raghvendra Gopalrao Kulkarni, as the Managing Director of the Company.

None of the Director of the Company except himself is in any way concerned and interested.

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

**Date: 11/08/2018  
Place: Ahmedabad**

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

## 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 2017-18.

### 1) FINANCIAL RESULTS AND OPERATIONAL REVIEW:

Particulars	Year Ended 31.03.2018 (Rs.)	Year Ended 31.03.2017 (Rs.)
Gross Sales/Income	4,141,050	53,49,812
Less Depreciation	39,208	40,091
Profit/(Loss) before Tax	422,100	3,47,826
Taxes/Deferred Taxes	129,657	1,20,000
Profit/(Loss) After Taxes	292,443	2,27,826
P& L Balance b/f	(68,26,164)	(70,53,990)
Profit/ (Loss) carried to Balance Sheet	(6,533,720)	(68,26,164)

### 2) NATURE OF BUSINESS

The Company is engaged in the business of Consultancy.

There was no change in the nature of the business of the Company during the year under review.

### 3) REPORT ON PERFORMANCE AND FINANCIAL POSITION OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURE COMPANIES

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

### 4) TRANSFER TO RESERVES

Out of the profits available for appropriation, no amount has been transferred to the General Reserve and the balance amount of Rs. 2,92,443/- has been carried forward to credit balance of profit & loss account in surplus.

### 5) CHANGE OF NAME

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

6) **PARTICULARS OF EMPLOYEES:**

None of the top ten employees of the Company drew remuneration of Rs.1,02,00,000/- or more per annum or Rs. 8,50,000/- or more per month during the year as per amendment by Ministry of Corporate Affairs dated 30<sup>th</sup> June, 2016. 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.

7) **SHARE CAPITAL**

The paid up Equity Share Capital of the Company as on March 31, 2018 is Rs. 33,500,000/-

**A) Issue of equity shares with differential rights:**

During the year under review, the Company has not issued any shares with differential voting rights.

**B) Issue of sweat equity shares**

During the year under review, the Company has not issued any sweat equity shares.

**C) Issue of employee stock options**

During the year under review, the Company has not issued any sweat equity shares.

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

The Company has no scheme of provision of money for purchase of its own shares by employees or by trustees for the benefit of employees. Hence the details under rule 16 (4) of Companies (Share Capital and Debentures) Rules, 2014 are not required to be disclosed.

8) **FINANCE**

The Company has not borrowed loan from any Bank or Financial institution during the year under review.

9) **PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186**

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

10) **EMPLOYEE RELATIONS**

Employee relations throughout the Company were harmonious. The Board wishes to place on record its sincere appreciation of the devoted efforts of all employees in advancing the Company's vision and strategy to deliver good performance.

## **11) BUSINESS RISK MANAGEMENT**

The Company has laid down a Risk Management Policy and identified threat of such events which if occurs will adversely affect either / or, value to shareholders, ability of company to achieve objectives, ability to implement business strategies, the manner in which the company operates and reputation as "Risks". Further such Risks are categorized in to Strategic Risks, Operating Risks & Regulatory Risks. A detailed exercise is carried out to identify, evaluate, manage and monitoring all the three types of risks.

## **12) INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY**

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. During the year under review, the company retained external audit firm to review its existing internal control system with a view of tighten the same and introduce system of self certification by all the process owners to ensure that internal controls over all the key business processes are operative. The scope and authority of the Internal Audit (IA) function is defined in the Internal Audit Charter.

The Internal Audit Department monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies at all locations of the Company and its subsidiaries. Based on the report of internal audit function, process owners undertake corrective action in their respective areas and thereby strengthen the controls. Significant audit observations and corrective actions thereon are presented to the Audit Committee of the Board.

## **13) VIGIL MECHANISM/WHISTLE BLOWER POLICY**

The Company has a vigil mechanism named Whistle Blower Policy to deal with instances of fraud and mismanagement, if any. 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, 2018, no Protected Disclosures have been received under this policy.

#### 14) PREVENTION OF INSIDER TRADING

In January 2015, SEBI notified the SEBI (Prohibition of Insider Trading) Regulation, 2015 which came into effect from May, 2015. Pursuant thereto, the Company has formulated and adopted a new code for Prevention of Insider Trading.

The New Code viz. "Code of Internal Procedures and Conduct for regulating, Monitoring and reporting of Trading by Insiders" and "Code of Practices and Procedures for fair Disclosure of Unpublished price Sensitive Information" has been framed and adopted. The Code requires pre-clearance for dealing in the Company's shares and prohibits purchase or sale of Company shares by the Directors and designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Company is Responsible for implementation of the Code.

#### CODE OF CONDUCT FOR DIRECTORS AND SENIOR MANAGEMENT PERSONNEL

In terms of SEBI (Listing Obligations and Disclosure Requirement), 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.

The Board of Directors and designated employees have confirmed compliance with the Code.

#### 15) DIRECTORS:

##### a) **Composition of Board of Directors as on 31<sup>st</sup> March, 2018:**

S. No.	Name of Director	Category	No. of Directorship(s) held in Indian public & private Limited Companies (Excluding this Company)	Committee(s) position (Excluding this Company)	
				Member	Chairman
1	Mr. Raghvendra Kulkarni	Managing Director,	Nil	Nil	Nil

		Executive Non Independent			
2	Mr. Deepal Gandhi	CFO, Executive Non Independent	Nil	Nil	Nil
3	Ms. Sonal Gandhi	Non Executive Independent	Nil	Nil	Nil
4	Mr. Divyakant Gandhi	Non Executive Independent	Nil	Nil	Nil
5	Mr. Vipulbhai Jana	Non Executive Independent	Nil	Nil	Nil

**b) Meeting of Board of Directors and attendance thereon:**

The meetings of the Board of Directors are held at periodical intervals and are generally at the registered office of the Company, Ahmedabad. The meeting dates are decided well in advance and the agenda and notes on agenda are circulated in advance to the directors. All material information is incorporated in the notes on agenda for facilitating meaningful and focused discussion at the meeting. Where it is not perusable to attach supporting or relevant documents to the agendas, the same is tabled before the meeting. In case of business exigencies or urgency of matters, resolutions are passed by circulation. Senior Management persons are often invited to attend the Board Meetings and provide clarifications as and when required.

**During the year 2017-18, 07 (Seven) Board Meetings were convened and duly held on:**

04/04/2017	15/04/2017	05/05/2017	27/05/2017	14/08/2017	13/11/2017	09/02/2018
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The Board of Directors of the Company was present at the following Board Meeting held during the year under review.

Name of Director	Board Meetings Held	Meetings attended	Attendance at last AGM
Mr. Raghvendra Kulkarni	7	6	YES
Mr. Deepal Gandhi	7	7	YES
Ms. Sonal Gandhi	7	7	YES
Mr. Divyakant Gandhi	7	7	YES
Mr. Vipulbhai Jana	7	7	YES



**Details of the last three Annual General Meetings:**

Meeting	Year	Venue of AGM	Date	Time	Whether Special resolution passed
Annual General Meeting	2016-17	6, 2 <sup>nd</sup> Floor, Baronet Complex, Ramnagar, Sabarmati, Ahmedabad- 380005	11 <sup>th</sup> September, 2017	01.00 P.M.	No
Annual General Meeting	2015-16	1-2 Moon Light, 3 <sup>rd</sup> Floor, Gurukul Drive In Road, Memnagar, Ahmedabad	30 <sup>th</sup> September, 2016	10.00 A.M.	Yes
Annual General Meeting	2014-15	407, Sarita Complex, B/H. Hotel Classic Gold, C.G. Road, Ahmedabad - 380009	26 <sup>th</sup> September, 2015	11.00 A.M.	Yes

Details for Special Resolution had passed in last AGM:

**2017**

No Special Resolution had passed during the AGM.

**2016**

- 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.

**2015**

- 1) Appointment of Ms. Lovely Kunal Doshi (DIN: 07192669), as Regular Director of the Company.
- 2) Appointment of Ms. Manorama Jitendra Shah (DIN: 07108562), as an Independent Director of the Company.
- 3) Regularize the Appointment of Mr. Kunal Doshi (DIN: 06852748) as a Regular Director of the Company.
- 4) Regularize the Appointment of Mr. Raghvendra Gopalrao Kulkarni (DIN: 06970323) as Regular Director of the Company.

- 5) Adoption of new articles of association of the company containing regulation in conformity with Companies Act, 2013.

**Extra Ordinary General Meeting during the year under review:**

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

**c) Changes in Directors and Key Managerial Personnel:**

Mr. Deepal Gandhi, Director of the Company is liable to retire by rotation at the ensuing Annual General Meeting and being eligible, offer himself for re-appointment.

**d) Declaration by an Independent Director(s) and reappointment, 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 Requirement), Regulations, 2015.

**e) Formal Annual Evaluation**

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirement), 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 and Remuneration 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.

**f) Remuneration Policy**

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The Remuneration Policy is stated under the head Nomination and Remuneration Committee.

**g) Number of Meetings of the Board of Directors and Audit Committee**

A calendar of Meetings is prepared and circulated in advance to the Directors.

During the year Seven Board Meetings and One Independent Directors' meeting and four Audit Committee Meetings were convened and held. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

**16) COMMITTEES OF BOARD OF DIRECTORS:**

The Company had Three Board Committees. These are as under:

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.

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.

The audit committee while reviewing the Annual Financial Accounts ensures compliance of the Accounting Standard (AS) issued by the Institute of Chartered Accountants of India.

- 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.
- Review related party transactions.

The terms and reference of the Audit Committee covers the matters specified as per **SEBI (Listing Obligations and Disclosure Requirement), Regulations, 2015** besides other terms as may be referred from time to time by the Board of Directors. The Audit Committee met four times during the year;

27/05/2017

14/08/2017

13/11/2017

09/02/2018

## 2. Remuneration Committee:

The Remuneration Committee shall act in accordance with the prescribed provisions of Section 178 of the Companies Act, 2013. Remuneration Committee reviews the overall compensation policy, service agreements and other employment conditions of Managing/Whole time Directors and Managing Director.

The Composition of remuneration committee is as under;

Ms. Sonal Gandhi - Chairman Non Executive Director

Mr. Vipul Jana - Member Non Executive Director

Mr. Divyakant Gandhi - Member Non Executive Director

Remuneration Committee constituted for the purpose of considering remuneration of executive and non-executive directors.

Non- Executive Director

The Company has not paid any sitting fees to any of the Directors of the Company.

Meeting of the Nomination and remuneration committee was held on 09/02/2018 during the year under review.

**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.

**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.

**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 there under 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.

#### **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 there under 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 / Whole time Director / Independent Director shall be governed as per the provisions of the Act and Rules made there under and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time. Whereas the terms of the KMP (other than the Managing/Whole time Director) and Senior Management, shall be governed by the prevailing H R 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 there under 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   |

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., No sitting fees is paid to the committee members. 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.

The meetings of the members of Share Transfer and Share Holder Grievance Committee were held on below mentioned date Audit Committee met four times during the year;

14/04/2017

18/07/2017

13/10/2017

17/01/2018

The status of shareholders' complaints received so far/number not solved to the satisfaction of shareholders/number of pending share transfer transactions (as on 31<sup>st</sup> March, 2018) is given below:-

Complaints Status: 01.04.2017 to 31.03.2018

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

**17) CORPORATE GOVERNANCE:**

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.

**18) DIVIDEND**

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

**19) DEPOSITS**

During the year under review the Company has not accepted any deposits to which the provisions of section 73, 74 of the Companies Act, 2013 read with Acceptance of Deposits Rules, 2014 as amended are applicable.

**20) 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, 2018, 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, 2018 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.

**21) CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE**

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134(3)(m) of the Companies Act, 2013 read with Rule, 8 of The Companies (Accounts) Rules, 2014, are Nil.

**22) RELATED PARTY TRANSACTIONS**

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.

**23) SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS:**

There are no significant material orders passed by the Regulators / Courts which would impact the going concern status of the Company and its future operations.

**24) DETAIL OF FRAUD AS PER AUDITORS REPORT:**

There is no fraud in the Company during the Financial Year ended 31st March, 2018. This is also being supported by the report of the auditors of the Company as no fraud has been reported in their audit report for the financial year ended 31st March, 2018.

**25) BOARD'S COMMENT ON THE AUDITORS' REPORT:**

There were no qualifications, reservations or adverse remarks made by Auditors in their respective reports. Observation made by the Statutory Auditors in their Report are self explanatory and therefore, do not call for any further comments under section 134(3) (f) of the Companies Act, 2013.

## 26) AUDITORS

### A. Statutory Auditors

The Company's Auditors, M/s. Suresh R. Shah & Associates, Chartered Accountants, Ahmedabad who was appointed in the Annual General Meeting in the year 2016 for a block of 5 year until the conclusion of the Annual General Meeting to be held in 2021 subject to ratification of their appointment at every annual general meeting. Hence, the board has recommended ratifying his appointment for FY 2017-18, as they are eligible for the appointment.

### B. Internal Auditor

The Company has appointed M/s. Hemant C. Parikh & Co., Chartered Accountants, Ahmedabad as internal auditors of the company.

### C. Secretarial Audit

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed CS Rupal Patel Practicing Company Secretary, to undertake the Secretarial Audit of the Company. The Secretarial Audit Report is annexed herewith as "**Annexure - A**".

#### **Reply to the qualification Remarks in Secretarial Audit Report:**

- a) 100% promoter holding is not in demat form as required under Regulation 31(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

The company has informed the Promoters about the mandatory requirement of demating their shares. They are in the process of complying with these requirements.

- b) Publication of notice of Board of Directors:

The Company has not published notice of meeting of the board of directors where quarterly financial results shall be discussed and financial results, as required under Regulation 47 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In this regard the management of the Company has provided the following reply:

Though the Company has not published notice for Financial Result, the company has uploaded the same on Website of the company and submitted to BSE Limited.

c) Appointment of Company Secretary:

The company has taken note of non compliance with respect to Appointment of Company Secretary and is in the process of appointment of the same.

27) **MANAGEMENT DISCUSSION AND ANALYSIS:**

Management discussion and analysis Report, pursuant to **Schedule V of the SEBI (Listing Obligations and Disclosure Requirement), Regulations, 2015**, forms part of this Report and the same is annexed hereto.

28) **SEGMENT:**

Your Company is engaged in a single segment only.

29) **EXTRACT OF THE ANNUAL RETURN**

The details forming part of the extract of the Annual Return in form MGT 9 is annexed herewith as "**Annexure-B**".

30) **DISCLOSURE AS PER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013**

The Company has zero tolerance for sexual harassment at workplace and has adopted a policy against sexual harassment in line with the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules framed there under.

During the financial year 2017-18, the company has not received any complaints on sexual harassment and hence no complaints remain pending as of 31<sup>st</sup> March, 2018.

31) **DISCLOSURES:**

**(a) Materially significant related party transactions:**

The same are appropriately disclosed in the note forming parts of the financial statement.

**(b)** During the last three Years, there were no penalties, strictures imposed by either SEBI or stock Exchange or any statutory authority for non- Compliance of any matter related to the capital market.

### **Share Transfer System:**

All the transfers are received and processed by share Transfer agents and are approved by share transfer committee. Share Transfer requests received in physical form are registered within 30 days and demat requests are confirmed within 15 days.

### **Dematerialization of shares and liquidity:**

Details of Registrar and Share Transfer agent of the Company for dematerialization of shares:

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

**Date, Time and venue of Annual General Meeting** : 25<sup>th</sup> September, 2018 at 02.00 P.M.  
: 6, 2<sup>nd</sup> Floor, Baronet Complex, Ramnagar,  
Sabarmati, Ahmedabad- 380005

### **32) MEANS OF COMMUNICATIONS:**

The half Yearly and quarterly results of the Company were not published in any news paper but regularly forwarded to the Bombay Stock Exchange where the Company's share are listed. The Company has not considered it necessary to circulate half yearly results at the residence of shareholders as there is no significant up and down in the activities of the company having material impact on the shareholders interest.

The Company's financial results and officials news releases are displayed on the Company's website i.e. [www.parthindustriesltd.webs.com](http://www.parthindustriesltd.webs.com)

Further the Company has not made any presentation to any financial institutional Investors/analysts or banks during the year.

Listing of Equity Shares on Stock Exchanges: BSE Limited

a. Stock Code: BSE 526349

b. Demat ISIN number: INE094S01017

c. Market price data: High / Low of Monthly Market Price of the Companies Equity Shares traded on Bombay Stock Exchange during the financial year 2017-18:

The Company has no data to report in this segment.

d. Registered and Transfer Agent: The Company has appointed M/s MCS Share Transfer Agent Limited as the common agency both in respect of demat shares.

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

**Dividend Payment Date (Proposed):** Dividend, if any will be paid within the stipulated period after its declaration by the members at the AGM.

**Distribution of Shareholding as on March 31, 2018**

Share Holding of Nominal Value	No. of shareholders	Percentage of Total share holders	Amt. of Shares held (Rs.)	Percentage of Share Amount
Up to 5000	6417	97.76%	6422000	19.17%
5001 - 10000	1	0.01%	29000	0.09%
10001 - 20000	1	0.01%	76000	0.23%
20001 -- 30000	1	0.02%	87000	0.26%
30001 --40000	1	0.02%	108000	0.32%
40001 --50000	2	0.03%	218000	0.65%
50001 --100000	2	0.03%	220000	0.66%
Above 100000	139	2.12%	26340000	78.62%
<b>Total</b>	<b>6564</b>	<b>100.00%</b>	<b>33500000</b>	<b>100.00%</b>

Shareholding pattern as on 31<sup>st</sup> March, 2018

Category	No. of share held	% of shareholding
a. Promoters and persons who may be deemed to be acting in concert including promoter/directors group Companies	6,52,000	19.46%
b. Financial Institutions / Banks		
b. Other bodies corporate	5,32,300	15.89%
c. Indian public	21,65,700	64.65%
<b>Total</b>	<b>33,50,000</b>	<b>100%</b>



Dematerialization of shares: As on 31-03-18 Demat shares accounted for 2,66,600 Equity Shares of total equity.

**Listing on Stock Exchanges** : BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai – 400023

**Address for Correspondence:**

**Parth Industries Limited,**  
6, 2nd Floor, Baronet Complex, Ramnagar,  
Sabarmati, Ahmedabad- 380005  
**Website:** [www.parthindustriesltd.webs.com](http://www.parthindustriesltd.webs.com)

**MCS Share Transfer Agent Limited**  
201, Shatdal Complex,  
2<sup>nd</sup> Floor, Ashram Road,  
Ahmedabad-380009

**Financial Calendar:**

1<sup>st</sup> quarterly results – Second week of August, 2018  
2<sup>nd</sup> quarterly results – First week of November, 2018  
3<sup>rd</sup> quarterly results – Second week of February, 2019  
4<sup>th</sup> quarterly results – Last week of April, 2019

**Date of Book Closure:** September 19, 2018 to September 25, 2018 (both days inclusive)

**Top 10 Shareholders as on 31<sup>st</sup> March, 2018 (Other than Promoters):**

<b>Sr. No.</b>	<b>Name</b>	<b>Shareholding</b>	<b>% of Holding</b>
1	Innovative Infraplus India Limited	198000	5.91
2	Prime Corporate Services Limited	89600	2.67
3	Parshva Texchem (India) Private Limited	23900	0.71
4	Anar Project Limited	23300	0.70
5	Sujay Jyotindra Mehta	22400	0.67
6	Shitalnath Consultant Pvt Ltd	22400	0.67
7	Dakshesh Rameshchandra Shah	22400	0.67
8	Payal Sujay Mehta	22400	0.67
9	Rajratna Bigcinemas Private Limited	22300	0.67
10	Sakshi Barter Pvt Ltd	22300	0.67

**33) MATERIAL CHANGES AND COMMITMENT :**

No material changes and commitments affecting the financial position of the company occurred between the ends of the financial year to which these financial statements relate on the date of this report.

**34) CORPORATE SOCIAL RESPONSIBILITY (CSR): Not Applicable:**

**35) 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.

**36) SECRETARIAL STANDARDS:**

The Directors State that applicable Secretarial Standards i.e. SS-1 and SS-2 relating to 'Meetings of the Board of Directors' and General Meetings', respectively, have been duly followed by the Company.

**37) ACKNOWLEDGEMENT:**

The management is grateful to the government authorities, Bankers, Vendors 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  
For Parth Industries Limited**

**Date: 11/08/2018  
Place: Ahmedabad**

**Sd/-  
Divyakant Gandhi  
Director  
DIN: 07351488**

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

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

**SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED 31<sup>st</sup> March, 2018

*[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

We 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 31<sup>st</sup> March, 2018. 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 our 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, we hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2018 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

1. We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company, for the financial year ended on 31<sup>st</sup> March, 2018, 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

We 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 01<sup>st</sup> July, 2015); under the provisions of Companies Act, 2013;

We 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, Labor Laws and other incidental laws of respective States.

On the basis of my examination and representation made by the Company, we 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 our knowledge except non compliance in respect of:

- a) 100% promoter holding is not in demat 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

We 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

**We 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.

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

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

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.

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

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

**Date:** 11/08/2018

**Place:** Ahmedabad

**Signature:** Sd/-

**Name of Practicing Company Secretary:** Rupal Patel

**C. P. No.:** 3803

**FCS No.:** 6275

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

**Annexure A**

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

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

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

**Date: 11/08/2018**  
**Place: Ahmedabad**

**Signature: Sd/-**  
**Name of Practicing Company Secretary: Rupal Patel**  
**C. P. No.: 3803**  
**FCS No.: 6275**

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

As on financial year ended on 31.03.2018

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	<b>L91110GJ1993PLC017863</b>
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	<b>Address:</b> 6, 2nd Floor, Baronet Complex, Ramnagar, Sabarmati, Ahmedabad GJ 380005 IN <b>Contact No.:</b> 079-26468271 <b>E-mail id:</b> <a href="mailto:parthindustrieslimited@gmail.com">parthindustrieslimited@gmail.com</a> <b>Website:</b> <a href="http://parthindustriesltd.webs.com">parthindustriesltd.webs.com</a>
6.	Whether listed company	Yes
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	<b>Name:</b> MCS Share Transfer Agent Ltd <b>Address:</b> 12/1/15, Manohar Pukur Road, Kolkata- 700026 <b>Contact No.:</b> 033-40724051 <b>Fax No.:</b> 033-40724050 <b>E-mail id:</b> <a href="mailto:mcssta@rediffmail.com">mcssta@rediffmail.com</a>

**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	Management consultancy activities	7020	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				





<b>Sub-total (B)(1):-</b>	0	0	0	0	0	0	0	0	0
<b>2. Non-Institutions</b>									
a) Bodies Corp.	178100	156200	334300	9.98	178100	354200	532300	15.89	5.91
i) Indian									
ii) Overseas									
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	0	657600	657600	19.63	0	657600	657600	19.63	0
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	88500	1419600	1508100	45.02	88500	1419600	1508100	45.02	0
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									
<b>Sub-total (B)(2):-</b>	<b>22400</b>	<b>2500000</b>	<b>2500000</b>	<b>74.63</b>	<b>266600</b>	<b>2431400</b>	<b>2698000</b>	<b>80.54</b>	<b>5.91</b>
Total Public Shareholding (B)=(B)(1)+ (B)(2)	22400	2500000	2500000	74.63	266600	2431400	2698000	80.54	5.91
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	0	0	0	0	0	0	0	0	0.00
<b>Grand Total (A+B+C)</b>	<b>22400</b>	<b>3350000</b>	<b>3350000</b>	<b>100</b>	<b>266600</b>	<b>3083400</b>	<b>3350000</b>	<b>100</b>	<b>0.00</b>

## 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	0	0.00	(5.91)
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	2.98	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
	<b>Total</b>	<b>850000</b>	<b>25.37</b>	<b>652000</b>	<b>19.46</b>	<b>(5.91)</b>

**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	<b>DEEPAK PATEL</b>				
	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	<b>MITUL PATEL</b>				
	At the beginning of the year	198000	5.91	198000	5.91
	Date wise Increase / Decrease in Shareholding during the year	Sale	----	(198000)	(5.91)
	At the end of the year	0	0.00	0	0.00
3	<b>HINABEN PATEL</b>				
	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	<b>SANGITABEN PATEL</b>				
	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	<b>SANJAYBHAI VYAS</b>				
	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	<b>BINDUBEN VYAS</b>				
	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	<b>RASIKBHAI</b>				
	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	<b>AMITBHAI</b>				
	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	<b>HARSHAD VYAS</b>				
	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	<b>ISHWARBHAI</b>				
	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	<b>PRADIP VYAS</b>				
	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	22400	0.67	22400	0.67
5	Payalben Sujay Mehta	22400	0.67	22400	0.67
6	Sheetal Dakshesh Shah	22400	0.67	0	0.00
7	Rajratna Bigcinemas Private Limited	22300	0.67	22300	0.67
8	Sakshi Barter Private Limited	22300	0.67	22300	0.67
9	Sans Boutique Private	22300	0.67	22300	0.67

	Limited				
10	Navkar Surgical Gujarat Limited	22000	0.66	22000	0.66
11	Innovative Infraplus India Limited	2900	0.09	198000	5.91
12	Shitalnath Consultant Pvt Ltd	22400	0.67	22400	0.67
13	Dakshesh Rameshchandra Shah	21300	0.00	43700	1.30

#### 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

(Amount in Rs)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	--	13,25,000	--	13,25,000
ii) Interest due but not paid	--	0	--	0
iii) Interest accrued but not due	--	0	--	0
<b>Total (i+ii+iii)</b>	<b>--</b>	<b>13,25,000</b>	<b>--</b>	<b>13,25,000</b>
<b>Change in Indebtedness during the financial year</b>				
* Addition	--			
* Reduction	--	10,40,000	--	10,40,000
<b>Net Change</b>	<b>--</b>	<b>10,40,000</b>	<b>--</b>	<b>10,40,000</b>
<b>Indebtedness at the end of the financial year</b>	<b>--</b>	<b>2,85,000</b>	<b>--</b>	<b>2,85,000</b>
i) Principal Amount	--	2,85,000	--	--
ii) Interest due but not paid	--	0	--	--
iii) Interest accrued but not due	--	0	--	--
<b>Total (i+ii+iii)</b>	<b>--</b>	<b>2,85,000</b>	<b>--</b>	<b>2,85,000</b>

## XI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

### A. Remuneration to Managing Director, Whole-time Directors and/or Manager: (Amount in Rs)

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
		Raghvendra Kulkarni - MD	
1	Gross salary	3,11,702	3,11,702
	(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
	<b>Total (A)</b>	<b>3,11,702</b>	<b>3,11,702</b>
	Ceiling as per the Act	10% of the Net profits of the Company	

### B. Remuneration to other directors:

(Amount in Rs)

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

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

(Amount in Rs)

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	2,49,110	<b>2,49,110</b>

	(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
	<b>Total</b>	<b>Nil</b>	<b>Nil</b>	<b>2,49,110</b>	<b>2,49,110</b>

## 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)
<b>A. COMPANY</b>					
Penalty					
Punishment	Nil				
Compounding					
<b>B. DIRECTORS</b>					
Penalty					
Punishment	Nil				
Compounding					
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty					
Punishment	Nil				
Compounding					

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

Date: 11/08/2018

Place: Ahmedabad

Sd/-  
Divyakant Gandhi  
Director  
DIN: 07351488

Sd/-  
Deepal Gandhi  
Director  
DIN: 07351470

Sd/-  
Sonal Gandhi  
Director  
DIN: 07351479

**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, 2018.

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

**Date: 11/08/2018  
Place: Ahmedabad**

**Sd/-  
Divyakant Gandhi  
Director  
DIN: 07351488**

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

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

### CEO/CFO Certification

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

We Certify that --

- a. We have reviewed the financial statements and the cash flow statement for the year 2017-18 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 2017-18 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 2017-18
  - Significant changes in accounting policies during the year 2017-18 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 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 and on Behalf of the Company  
For Parth Industries Limited**

**Date: 11/08/2018  
Place: Ahmedabad**

**Sd/-  
Divyakant Gandhi  
Director  
DIN: 07351488**

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

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



**CERTIFICATE ON FINANCIAL STATEMENTS**

To,  
The Members,  
Parth Industries Limited

We hereby certify that:

1. We have reviewed the financial statements and the cash flow statements of Parth Industries Limited for the financial year 2017-18 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
  - c. 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.

**By Order of the Board  
For Parth Industries Limited**

**Date: 11/08/2018  
Place: Ahmedabad**

Sd/-  
**(Divyakant Gandhi)**  
Director  
DIN: 07351488

## **INDEPENDENT AUDITOR'S REPORT**

**To The Members of**

**PARTH INDUSTRIES LIMITED**

### **Report on the Standalone Financial Statements**

We have audited the accompanying standalone financial statements of **PARTH INDUSTRIES LIMITED** ("the Company"), which comprise the Balance Sheet as at **March 31, 2018**, and the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended and a summary of the 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 including other comprehensive income, cash flows and changes in equity of the Company in accordance with the Indian Accounting Standards (Ind AS) prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, and other accounting principles generally accepted in India.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding 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 standalone 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. In conducting 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 and the Order issued under section 143(11) of the Act.

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

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the standalone financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone 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 standalone financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. 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 standalone financial statements.

We believe that the audit evidence obtained by us 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, 2018**, and its profit, total comprehensive income, the changes in equity and its cash flows for the year ended on that date.

## **Report on Other Legal and Regulatory Requirements**

1. As required by Section 143(3) of the Act, based on our audit we report that:
  - a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b) in our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c) the Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the books of account.
  - d) in our opinion, the aforesaid standalone financial statements comply with the Indian Accounting Standards prescribed under section 133 of the Act.

- e) on the basis of the written representations received from the directors of the Company as on **March 31, 2018** taken on record by the Board of Directors, none of the directors is disqualified as on **March 31, 2018** from being appointed as a director in terms of Section 164(2) of the Act.
  - f) with respect to the adequacy of the **internal financial controls over financial reporting** of the Company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure A**". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
  - g) with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the **Companies (Audit and Auditors) Rules, 2014**, as amended, in our opinion and to the best of our information and according to the explanations given to us:
    - i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements.
    - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
    - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
2. As required by the **Companies (Auditor's Report) Order, 2016 ("the Order")** issued by the Central Government in terms of Section 143(11) of the Act, we give in "**Annexure B**" a statement on the matters specified in paragraphs 3 and 4 of the Order.

**Suresh R Shah & Associates**  
**Chartered Accountants**  
**FRN: 110691W**

**Date: 30-05-2018**  
**Place: Ahmedabad**

**Sd/-**  
**Mrugen K Shah**  
**(Partner)**  
**M. No.: 117412**

## **ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT**

(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of **PARTH INDUSTRIES LIMITED** of even date)

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

We have audited the internal financial controls over financial reporting of **PARTH INDUSTRIES LIMITED** ("the Company") as of **March 31, 2018** in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

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

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

#### **Auditor's Responsibility**

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their

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

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

### **Meaning of Internal Financial Controls Over Financial Reporting**

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

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

### **Limitations of Internal Financial Controls Over Financial Reporting**

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

### **Opinion**

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note

on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**Suresh R Shah & Associates**  
**Chartered Accountants**  
**FRN: 110691W**

**Date: 30-05-2018**  
**Place: Ahmedabad**

**Sd/-**  
**Mrugen K Shah**  
**(Partner)**  
**M. No.: 117412**

## ANNEXURE 'B' TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of PARTH INDUSTRIES LIMITED of even date)

- i. In respect of the Company's fixed assets:
  - (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
  - (b) The Company has a program of verification to cover all the items of fixed assets in a phased manner which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain fixed assets were physically verified by the management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
  - (c) According to the information and explanations given to us, the records examined by us and based on the examination of the lease and license agreements provided to us, we report that, the agreements, comprising all the immovable properties of land and buildings are held in the name of the Company.
- ii.
  - (a) The management of the company 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 accounts were not material.
- iii. According to the information and explanations given to us, the Company has not granted secured or unsecured loans to any Company, Firm, Limited Liability Partnership or other party covered in the register maintained under section 189 of the Companies Act, 2013.
- iv. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Act in respect of grant of loans, making investments and providing guarantees and securities, as applicable.
- v. The Company has not accepted deposits during the year and does not have any unclaimed deposits as at **March 31, 2018** and therefore, the provisions of the clause 3 (v) of the Order are not applicable to the Company.
- vi. The maintenance of cost records has not been specified by the Central Government under section 148(1) of the Companies Act, 2013 for the business activities carried out by the Company. Thus reporting under clause 3(vi) of the order is not applicable to the Company.
- vii. According to the information and explanations given to us, in respect of statutory dues:



- (a) The Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, Goods and Service Tax, Value Added Tax, Customs Duty, Excise Duty, Cess and other material statutory dues applicable to it with the appropriate authorities except Service Tax of Rs. 2,89,489/-.
- (b) There were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, Value Added Tax, Goods and Service Tax, Customs Duty, Excise Duty, Cess and other material statutory dues in arrears as at **March 31, 2018** for a period of more than six months from the date they became payable except Service Tax of Rs. 2,89,489.
- viii. The Company has not taken any loans or borrowings from financial institutions, banks and government or has not issued any debentures. Hence reporting under clause 3 (viii) of the Order is not applicable to the Company.
- ix. The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) or term loans and hence reporting under clause 3 (ix) of the Order is not applicable to the Company.
- x. To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or no material fraud on the Company by its officers or employees has been noticed or reported during the year.
- xi. In our opinion and according to the information and explanations given to us, the Company has paid/provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
- xii. The Company is not a Nidhi Company and hence reporting under clause 3 (xii) of the Order is not applicable to the Company.
- xiii. In our opinion and according to the information and explanations given to us, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.
- xiv. During the year, the Company has not made any preferential allotment or private placement of shares or fully or partly paid convertible debentures and hence reporting under clause 3 (xiv) of the Order is not applicable to the Company.
- xv. In our opinion and according to the information and explanations given to us,

during the year the Company has not entered into any non-cash transactions with its Directors or persons connected to its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.

- xvi. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

**Suresh R Shah & Associates**  
**Chartered Accountants**  
**FRN: 110691W**

**Date: 30-05-2018**  
**Place: Ahmedabad**

**Sd/-**  
**Mrugen K Shah**  
**(Partner)**  
**M. No.: 117412**

**Parth Industries Ltd.**  
**CIN: L91110GJ1993PLC017863**  
**6, 2nd Floor, Baronet Complex, Ramnagar, Sabarmati, Ahmedabad**

**STATEMENT OF ASSETS AND LIABILITIES**

(Amount in Rs.)

Particulars	Note No.	As at 31-03-2018	As at 31-03-2017	As at 01-04-2016
<b>ASSETS</b>				
<b>Non Current Assets</b>				
Property, Plant and Equipment	4	44,285	26,043	66,134
Capital Work in Progress				
<b>Financial Assets</b>				
Investments		-	-	-
Loans & Advances	5	28,265,289	31,397,116	19,892,116
Other Non Current Assets		-	-	450,000
<b>Current assets</b>				
Inventories		-	-	-
<b>Financial Assets</b>				
Trade Receivables	6	9,050,000	8,600,000	3,561,951
Cash and Cash Equivalents	7	656,684	212,501	6,215,071
Loans & Advances	8	10,551,027	12,562,055	-
Other Current Assets		-	-	14,056,909
<b>TOTAL ASSETS</b>		<b>48,567,285</b>	<b>52,797,715</b>	<b>44,242,181</b>
<b>EQUITY AND LIABILITIES</b>				
<b>Equity</b>				
Equity Share Capital	9	33,500,000	33,500,000	33,500,000
Other Equity	10	(6,533,720)	(6,826,163)	(7,053,990)
<b>Liabilities</b>				
<b>Non Current Liabilities</b>				
<b>Financial Liabilities</b>				
Borrowings		-	-	-
Deferred Tax Liabilities (Net)		-	-	-
<b>Current Liabilities</b>				
<b>Financial Liabilities</b>				
Borrowings	11	285,000	1,325,000	1,325,000
Trade Payables	12	19,689,111	23,088,128	13,116,085
Short-Term Provisions	13	1,337,405	1,210,000	1,090,000
Other Current Liabilities	14	289,489	500,750	2,265,086
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>48,567,285</b>	<b>52,797,715</b>	<b>44,242,181</b>

As per our report of even date  
For, Suresh R Shah & Associates  
Chartered Accountants  
Firm Reg. No: 110691W

Sd/-  
Mrugen K Shah  
Partner  
M.No. 117412  
Date :- 30-05-2018  
Place :- Ahmedabad

For and on behalf of the Board of Directors  
Parth Industries Ltd

Sd/-  
Sonal Gandhi - Director  
DIN: 07351479  
Sd/-  
Divyakant Gandhi -Director  
DIN: 07351488  
Sd/-  
Deepal D Gandhi - Director & CFO  
DIN:07351470  
Date :- 30-05-2018  
Place :- Ahmedabad

**Parth Industries Ltd.**  
**CIN: L91110GJ1993PLC017863**  
**6, 2nd Floor, Baronet Complex, Ramnagar, Sabarmati, Ahmedabad**

**STATEMENT OF PROFIT & LOSS ACCOUNT OFR THE YEAR ENDED MARCH 31,2018**

		Amount in (Rs.)			
PARTICULARS		Note No.	Year Ended 31.03.2018	Year Ended 31.03.2017	Year Ended 01.04.2016
I	Revenue from Operations	15	3,101,050	3,325,511	46979144
II	Other Income	16	1,040,000	2,024,301	0
<b>III</b>	<b>Total Income (I+II)</b>		<b>4,141,050</b>	<b>5,349,812</b>	<b>46,979,144</b>
<b>IV</b>	<b>EXPENSES</b>				
	(1) Cost of Materials Consumed	17	162,000	128,610	0
	(2) Purchase of Stock-In-Trade		-	-	-
	(3) Changes in Inventories of Finished Goods, Work-In-Progress and Stock-In-Trade		-	-	-
	(4) Employee Benefits Expense	18	1,348,276	822,676	1,278,282
	(5) Finance Cost	19	1,574	2,000	2,817
	(6) Depreciation and Amortisation Expense	4	39,208	40,091	5,716
	(7) Other Expenses	20	2,167,892	4,008,609	40,463,537
	<b>Total Expenses (IV)</b>		<b>3,718,950</b>	<b>5,001,986</b>	<b>41,750,352</b>
<b>V</b>	<b>Profit before Exceptional Items and Tax (III-IV)</b>		<b>422,100</b>	<b>347,826</b>	<b>5,228,792</b>
VI	Exceptional Items				
<b>VII</b>	<b>Profit before Tax</b>		<b>422,100</b>	<b>347,826</b>	<b>5,228,792</b>
VIII	Tax Expense				
	(1) Current Tax		135000	120,000	1,090,000
	(2) Prior Period Taxation		-	-	-
	(3) Deferred Tax		(5,343)	-	-
<b>IX</b>	<b>Profit (Loss) for the period from continuing operations (VII-VIII)</b>		<b>292,443</b>	<b>227,826</b>	<b>4,138,792</b>
X	Profit/(Loss) from discontinued operations				
XI	Tax Expense of discontinued operations				
<b>XII</b>	<b>Profit (Loss) from discontinuing operations (after tax) (X-XI)</b>		<b>-</b>	<b>-</b>	<b>-</b>
<b>XIII</b>	<b>Profit (Loss) for the period (IX-XIII)</b>		<b>292,443</b>	<b>227,826</b>	<b>4,138,792</b>
XIV	Other Comprehensive Income				
	A (i) Items that will not be reclassified to profit or loss				
	(ii) Income tax relating to items that will not be reclassified to profit or loss				
	B (i) Items that will be reclassified to profit or loss				
	(ii) Income tax relating to items that will be reclassified to profit or loss				
<b>XV</b>	<b>Total Comprehensive Income for the Period (XIII+XIV)</b>		<b>292,443</b>	<b>227,826</b>	<b>4,138,792</b>
<b>XVI</b>	<b>Earnings Per Equity Share</b>				
	(1) Basic		0.09	0.07	1.24
	(2) Diluted		0.09	0.07	1.24

As per our report of even date  
For, Suresh R Shah & Associates  
Chartered Accountants  
Firm Reg. No: 110691W

Sd/-  
Mrugen K Shah  
Partner  
M.No. 117412  
Date :- 30-05-2018  
Place :- Ahmedabad

For and on behalf of the Board of Directors of  
Parth Industries Ltd

Sd/-  
Sonal Gandhi - Director  
DIN: 07351479  
Sd/-  
Divyakant Gandhi -Director  
DIN: 07351488  
Sd/-  
Deepal D Gandhi - Director & CFO  
DIN:07351470

Date :- 30-05-2018  
Place :- Ahmedabad

**PARTH INDUSTRIES LIMITED**  
**CIN: L91110GJ1993PLC017863**  
**6, 2nd Floor, Baronet Complex, Ramnagar, Sabarmati, Ahmedabad**

**CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2018**

Particulars	For the period ended on 31.03.2018	For the period ended on 31.03.2017	For the period ended on 01.04.2016
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>			
<b>Profit Before Tax</b>	<b>422,100</b>	<b>347,826</b>	<b>5,228,792</b>
<b>Adjustments for:</b>			
Depreciation	39,208	40,091	5,716
Preliminary Exps. Written off			1,755,613
Finance Cost	1,574	2,000	
<b>Operating Profit before Working Capital Changes</b>	<b>462,882</b>	<b>389,917</b>	<b>6,990,121</b>
<b>Movements in Working Capital :</b>			
Decrease / (Increase) in Inventories	-	-	
Decrease / (Increase) in Sundry Debtors	(450,000)	(5,038,049)	(3,007,952)
Decrease / (Increase) in Loans and Advances	3,392,586	(11,565,759)	(12,764,146)
Decrease / (Increase) in Current Assets	1,755,613	2,205,613	(12,000)
(Decrease) / Increase in Trade Payables	(3,399,017)	9,972,043	14,160,870
(Decrease) / Increase in Short Term Provisions	127,405		
(Decrease) / Increase in Current Liabilities	(211,262)	(789,035)	300,000
(Decrease) / Increase in Other Current Liabilities	(1,040,000)	(1,175,301)	
Cash (used in) / generated from operations	<b>638,207</b>	<b>(6,000,571)</b>	<b>5,666,893</b>
Direct Taxes Paid (net of refunds)	135,000	-	-
<b>Net cash (used in) / generated from operating activities (A)</b>	<b>503,207</b>	<b>(6,000,571)</b>	<b>5,666,893</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>			
(Purchase) of Fixed Assets	(57,450)		(71,850)
Sale / Disposal of Fixed Assets	-	-	-
Profit on sale of Investment / Assets	-	-	-
<b>Net cash (used in) / generated from investing activities (B)</b>	<b>(57,450)</b>	<b>-</b>	<b>(71,850)</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>			
(Repayment) / Proceeds From Long Term Borrowings	-	-	-
(Repayment) / Proceeds From Short Term Borrowings	-	-	-
Repayment / (Proceeds) From Long Term Loans & Advances	-	-	-
Proceeds from Issue of Shares	-		
Interest Expense	(1,574)	(2,000)	
Dividend	-	-	-
<b>Net cash (used in) / generated from financing activities (C)</b>	<b>(1,574)</b>	<b>(2,000)</b>	<b>-</b>
<b>D. NET INCREASE IN CASH AND CASH EQUIVALENTS (D)=(A+B+C)</b>	<b>444,183</b>	<b>(6,002,571)</b>	<b>5,595,043</b>
<b>Cash and cash equivalents at the beginning of the year</b>	<b>212,501</b>	<b>6,215,072</b>	<b>620,028</b>
<b>Cash and cash equivalents at the end of the year</b>	<b>656,684</b>	<b>212,501</b>	<b>6,215,071</b>
<b>Components of cash and cash equivalents</b>			
Cash and cheques on hand	654,244	180,375	40,123
With Scheduled Banks			
- in Current Account	2,440	32,126	6,174,948
- in Term Deposit Accounts	-	-	
	<b>656,684</b>	<b>212,501</b>	<b>6,215,071</b>

**Notes**

- 1) The figures in brackets represent outflows.
- 2) Previous periods' figures have been regrouped / reclassified, wherever necessary, to confirm to current year

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

**As per our report of even date**  
**For, Suresh R Shah & Associates**  
**Chartered Accountants**  
**Firm Reg. No: 110691W**

**Parth Industries Ltd**

**Sd/-**  
**Mrugen K Shah**  
**Partner**  
**M.No. 117412**  
**Date :- 30-05-2018**  
**Place :- Ahmedabad**

**Sd/-**  
**Sonal Gandhi - Director**  
**DIN: 07351479**  
**Sd/-**  
**Divyakant Gandhi - Director**  
**DIN: 07351488**  
**Sd/-**  
**Deepal D Gandhi - Director & CFO**  
**DIN: 07351470**  
**Date :- 30-05-2018**  
**Place :- Ahmedabad**

**Parth Industries Ltd.**  
**CIN: L91110GJ1993PLC017863**  
**6, 2nd Floor, Baronet Complex, Ramnagar, Sabarmati, Ahmedabad**

**STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED ON 31/03/2018**

**(A) EQUITY SHARE CAPITAL**

Particulars	As at 31st March, 2018	As at 31st March, 2017	As at 01st April, 2016
Balance as at the beginning of the year	3,350,000	33,500,000	33,500,000
Issued during the year	-	-	-
<b>Balance as at the end of the year</b>	<b>3,350,000</b>	<b>33,500,000</b>	<b>33,500,000</b>

**(B) OTHER EQUITY**

Particulars	Share Application Money Pending For Allotment	Reserves & Surplus					Instrument measured through	Total
		Retained Earnings	General reserves	Capital reserves	Security Premium	Revaluation reserve		
Balance as on 01.04.2017		-	(6,826,163)	-	-	-	-	(6,826,163)
Addition During the Year			292,443					292,443
Profit For the year		292,443						292,443
Transfer to Reserves		(292,443)						
Other Comprehensive Income		-					-	-
Prior Period Loss		-						-
Dividend		-						-
Dividend Distribution Tax		-						-
<b>Balance as on 31.03.2018</b>	<b>-</b>	<b>-</b>	<b>(6,533,720)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(6,241,278)</b>
Balance as on 01.04.2016		-	(7,053,989)	-	-	-	-	(7,053,989)
Profit For the year		227,826	227,826					455,652
Transfer to Reserves		(227,826)						
Other Comprehensive Income		-					-	-
Dividend		-						-
Dividend Distribution Tax		-						-
<b>Balance as on 31.03.2017</b>	<b>-</b>	<b>-</b>	<b>(6,826,163)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(6,598,337)</b>
Balance as on 01.04.2015			(11,192,781)					(11,192,781)
Profit For the year		4,138,792	4,138,792					4,138,792
Transfer to Reserves		(4,138,792)						
Other Comprehensive Income		-						-
Dividend		-						-
Dividend Distribution Tax		-						-
<b>Balance as on 01.04.2016</b>	<b>-</b>	<b>-</b>	<b>(7,053,989)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(7,053,989)</b>

As per our report of even date  
**For, Suresh R Shah & Associates**  
Chartered Accountants  
Firm Reg. No: 110691W

Sd/-  
**Mrugen K Shah**  
Partner  
M.No. 117412  
Date :- 30-05-2018  
Place :- Ahmedabad

For and on behalf of the Board  
**Parth Industries Ltd**  
Sd/-  
**Sonal Gandhi - Director**  
DIN: 07351479  
Sd/-  
**Divyakant Gandhi -Director**  
DIN: 07351488  
Sd/-  
**Deepal D Gandhi - Director & CFO**  
DIN:07351470  
Date :- 30-05-2018  
Place :- Ahmedabad

**PARTH INDUSTRIES LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS**

**CORPORATE INFORMATION:**

PARTH INDUSTRIES LIMITED ("the company") is engaged in the business of Consultancy

**STATEMENT OF COMPLIANCE:**

The financial statements comply in all material aspects with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the Act) [Companies (Indian Accounting Standards) Rules, 2015] and other relevant provisions of the Act.

The financial statements up to year ended 31st March 2017 were prepared in accordance with the accounting standards notified under Companies (Accounting Standard) Rules, 2006 (as amended) and other relevant provisions of the Act.

These financial statements are the first financial statements of the Company under Ind AS. The date of transition to Ind AS is April 1, 2016. Refer Note 3 for the details of significant exemptions availed by the Company on first-time adoption of Ind AS and for an explanation of how the transition from previous GAAP to Ind AS has affected the Company's financial position, financial performance and cash flows.

**1 BASIS OF PREPARATION OF FINANCIAL STATEMENTS**

**1.1 Basis of preparation and presentation**

For all periods up to and including the year ended March 31, 2017, the Company prepared its financial statements in accordance with Generally Accepted Accounting Principles (GAAP) in India and complied with the accounting standards (Previous GAAP) as notified under Section 133 of the Companies Act, 2013 read together with Rule 7 of the Companies (Accounts) Rules, 2014, as amended, to the extent applicable, and the presentation requirements of the Companies Act, 2013. In accordance with the notification dated February 16, 2015, issued by the Ministry of Corporate Affairs, the Company has adopted Indian Accounting Standards (Ind AS) notified under Section 133 read with Rule 4A of Companies (Indian Accounting Standards) Rules, 2015, as amended, and the relevant provisions of the Companies Act, 2013 (collectively, "Ind ASs") with effect from April 1, 2017 and the Company is required to prepare its financial statements in accordance with Ind ASs for the year ended March 31, 2018. These financial statements as and for the year ended March 31, 2018 (the "Ind AS Financial Statements") are the first financial statements, the Company has prepared in accordance with Ind AS.

The Company has followed the provisions of Ind AS 101-"First Time adoption of Indian Accounting Standards" (Ind AS 101), in preparing its opening Ind AS Balance Sheet as of the date of transition, i.e. April 1, 2016. In accordance with Ind AS 101, the Company has presented reconciliations of Shareholders' equity under Previous GAAP and Ind ASs as at March 31, 2017, and April 1, 2016 and of the Profit/ (Loss) after Tax as per Previous GAAP and Total Comprehensive Income under Ind AS for the year ended March 31, 2017

**PARTH INDUSTRIES LIMITED**  
NOTES TO THE FINANCIAL STATEMENTS

The Ind AS Financial Statements have been prepared on a going concern basis using historical cost convention and on an accrual method of accounting, except for certain financial assets and liabilities, including derivative financial instruments which have been measured at fair value as described below.

## **1.2 Functional and presentation currency**

The financial statements are presented in Indian Rupees, the currency of the primary economic environment in which the Company operates.

## **1.3 Use of Estimates**

The preparation of financial statements are in conformity with the recognition and measurement principles of Ind AS which requires management to make critical judgments, estimates and assumptions that affect the reporting of assets, liabilities, income and expenditure.

Estimates and underlying assumptions are reviewed on an ongoing basis and any revisions to the estimates are recognised in the period in which the estimates are revised and future periods are affected.

Key source of estimation of uncertainty at the date of financial statements, which may cause material adjustment to the carrying amount of assets and liabilities within the next financial year, is in respect of:

- Useful lives of property, plant and equipment (refer note no. 2.1)
- Valuation of deferred tax assets (refer note no. 2.8)
- Valuation of inventories (refer note no. 2.3)
- Provisions & contingent liabilities (refer note no. 2.6)

## **2. SIGNIFICANT ACCOUNTING POLICIES**

### **2.1. Property, plant and equipment**

#### **Tangible Assets:**

Property, plant and equipment are stated at cost of acquisition or construction less accumulated depreciation and any accumulated impairment losses. The cost of fixed assets comprises of its purchase price, non-refundable taxes & levies, freight and other incidental expenses related to the acquisition and installation of the respective assets. Borrowing cost attributable to financing of acquisition or construction of the qualifying fixed assets is capitalized to respective assets when the time taken to put the assets to use is substantial.

When major items of property, plant and equipment have different useful lives, they are accounted for as separate items of property, plant and equipment. The cost of replacement of any property, plant and equipment is recognized in the



**PARTH INDUSTRIES LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS**

carrying amount of the item if it is probable that the future economic benefit associated with the item will flow to the Company and its cost can be measured reliably.

The Estimated Useful Lives of assets are in accordance with the Schedule II of the Companies Act, 2013.

## **2.2. Financial Instruments**

### **2.2.1. Cash and cash equivalents**

Cash and cash equivalents consists of cash on hand, short demand deposits and highly liquid investments, that are readily convertible into known amounts of cash and which are subject to an insignificant risk of change in value. Short term means investments with original maturities / holding period of three months or less from the date of investments. Bank overdrafts that are repayable on demand and form an integral part of the Company's cash management are included as a component of cash and cash equivalent for the purpose of statement of cash flow.

### **2.2.2. Trade Receivables**

Trade receivables are amounts due from customers for sale of goods or services performed in the ordinary course of business. Trade receivables are initially recognized at its transaction price which is considered to be its fair value and are classified as current assets as it is expected to be received within the normal operating cycle of the business.

### **2.2.3. Borrowings**

Borrowings are initially recorded at fair value and subsequently measured at amortized costs using effective interest method. Transaction costs are charged to statement of profit and loss as financial expenses over the term of borrowing.

### **2.2.4. Trade payables**

Trade payables are amounts due to vendors for purchase of goods or services acquired in the ordinary course of business and are classified as current liabilities to the extent it is expected to be paid within the normal operating cycle of the business.

### **2.2.5. Other financial assets and liabilities**

Other non-derivative financial instruments are initially recognized at fair value and subsequently measured at amortized costs using the effective interest method.

## **2.3. Inventories**

Items of inventories are measured at lower of cost and net realisable value after providing for obsolescence, if any. Cost of inventories comprises of cost of

**PARTH INDUSTRIES LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS**

purchase, cost of conversion and other costs including manufacturing overheads incurred in bringing them to their respective present location and condition. Cost of raw materials, process, stores and spares, packing materials, trading and other products are determined on weighted average basis.

## **2.4. Impairment of Assets**

### **Financial assets**

At each balance sheet date, the Company assesses whether a financial asset is to be impaired. Ind AS 109 requires expected credit losses to be measured through loss allowance. The Company measures the loss allowance for financial assets at an amount equal to lifetime expected credit losses if the credit risk on that financial asset has increased significantly since initial recognition. If the credit risk on a financial asset has not increased significantly since initial recognition, the Company measures the loss allowance for financial assets at an amount equal to 12-month expected credit losses. The Company uses both forward-looking and historical information to determine whether a significant increase in credit risk has occurred.

### **Non-financial assets**

#### **Tangible and intangible assets**

Property, plant and equipment and intangible assets with finite life are evaluated for recoverability whenever there is any indication that their carrying amounts may not be recoverable. If any such indication exists, the recoverable amount (i.e. higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the cash generating unit (CGU) to which the asset belongs.

If the recoverable amount of an asset (or CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount. An impairment loss is recognized in the statement of profit and loss to such extent.

## **2.5. Employee Benefit**

### **Short term employee benefits**

Short term benefits payable before twelve months after the end of the reporting period in which the employees have rendered service are accounted as expense in statement of profit and loss.

### **Long term employee benefits**

#### **Defined Contribution Plan**

A defined contribution plan is a post-employment benefit plan under which the Company pays specified contributions for provident fund and pension as per the provisions of the Provident Fund Act, 1952 to the government. The Company's contribution is recognised as an expense in the Profit and Loss

**PARTH INDUSTRIES LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS**

Statement during the period in which the employee renders the related service. The company's obligation is limited to the amounts contributed by it.

**Compensated absences and earned leaves**

The company offers a short term benefit in the form of encashment of unavailed accumulated compensated absence above certain limit for all of its employees and same is being provided for in the books at actual cost.

**2.6. Provisions, contingent liabilities and contingent assets**

**Contingent liability :**

A possible obligation that arises from past events and the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company are disclosed as contingent liability and not provided for. Such liability is not disclosed if the possibility of outflow of resources is remote.

**Contingent assets :**

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company. Contingent assets are not recognised and disclosed only when an inflow of economic benefits is probable.

**Provisions :**

A provision is recognized when as a result of a past event, the Company has a present obligation whether legal or constructive that can be estimated reliably and it is probable that an outflow of economic benefits will be required to settle the obligation. If the obligation is expected to be settled more than 12 months after the end of reporting date or has no definite settlement date, the provision is recorded as non-current liabilities after giving effect for time value of money, if material. Where discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

**2.7. Revenue Recognition**

- a) Revenue from the sale of goods is recognised when significant risks and rewards in respect of ownership of the goods are transferred to the customer, as per the terms of the order. The company has shown separately in the expenses as the revenues from the operations are stated at gross amount as per the Requirement of Ind AS 18 "Revenue". Further, the amounts collected on behalf of third parties such as government authorities for VAT, Service Tax and GST are excluded from the revenue since the same do not result in increase in Equity.
- b) Interest Income is recognised on time proportion basis.

**2.8. Income taxes**

Income tax expense comprises current and deferred tax expense. Income tax expenses are recognized in statement of profit and loss, except when they relate to items recognized in other comprehensive income or directly in equity, in

**PARTH INDUSTRIES LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS**

which case, income tax expenses are also recognized in other comprehensive income or directly in equity respectively.

Current tax is the tax payable on the taxable profit for the year, using tax rates enacted or substantively enacted by the end of reporting period by the governing taxation laws, and any adjustment to tax payable in respect of previous periods. Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred taxes arising from deductible and taxable temporary differences between the tax base of assets and liabilities and their carrying amount in the financial statements are recognized using substantively enacted tax rates and laws expected to apply to taxable income in the years in which the temporary differences are expected to be received or settled.

Deferred tax asset are recognized only to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences can be utilized. The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax assets to be utilized.

## **2.9. Earnings Per Share**

- a) Basic earnings per share are calculated by dividing the net profit for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.
- b) For the purpose of calculating diluted earnings per share, the net profit for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares, if any.

## **2.10. Borrowing cost**

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of these assets, until such time as the assets are substantially ready for their intended use or sale.

All other borrowing costs are recognised in statement of profit and loss in the period in which they are incurred.

## **2.11. Segment Reporting**

The company has only one preliminary reportable segment i.e. commission income hence there is no separate reportable segments as required in Ind AS 108 issued by ICAI.

**PARTH INDUSTRIES LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS**

**2.12. Depreciation**

Depreciation on tangible fixed assets is provided using the Straight Line Method based on the useful life of the assets as estimated by the management and is charged to the Statement of Profit and Loss as per the requirement of Schedule II of the Companies Act, 2013. In case of additions or deletions during the year, depreciation is computed from the month in which such assets are put to use and up to previous month of sale or disposal, as the case may be.

**2.13. Foreign currency Transactions**

Foreign currency transactions are recorded at the exchange rate prevailing at the date of transactions. Exchange difference arising on settlement of transactions is recognised as income or expense in the year in which they arise.

Monetary assets and liabilities related to foreign currency transactions remaining unsettled at the end of the year are restated at the year-end rate and difference in translations and unrealised gains / (losses) on foreign currency transactions are recognised in the statement of profit & loss.

The premium or discount arising at the inception of forward exchange contracts is amortised as expense or income over the life of the contract. Exchange differences on such contracts are recognised in the statement of profit and loss in the year in which the exchange rates change. Any profit or loss arising on cancellation or renewal of forward exchange contract is recognised as income or as expense for the year.

**3. EXPLANATION OF TRANSITION TO IND AS**

These financial statements are the first financial statements of the Company under Ind AS. The date of transition to Ind AS is April 1, 2016. The transition is carried out from Indian GAAP (previous GAAP) to Ind AS, notified under Section 133 of the Companies Act, 2013 [Companies (Indian Accounting Standards) Rules, 2015] and other relevant provisions of the Act. The Group has applied exceptions and exemptions in accordance with Ind AS 101 "First-time Adoption of Indian Accounting Standards".

**Exceptions:**

**i. Estimates :**

Ind AS estimates on the date of transition are consistent with the estimates as at the same date made in conformity with previous GAAP.

**ii. Derecognition of financial assets & liabilities :**

The Company has applied the de-recognition requirements of Ind AS 109 prospectively from the date of transition to Ind AS.

**iii. Classification and measurement of financial assets :**

**PARTH INDUSTRIES LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS**

The Company has assessed classification and measurement of financial assets based on facts and circumstances prevalent on the date of transition to Ind AS.

**iv. Impairment of financial assets :**

The Company has applied impairment requirements of Ind AS 109 retrospectively to financial instruments and concluded that there is no need to recognize any additional loss allowance on financial assets.

**Exemptions:**

**i. Deemed cost for property, plant and equipment, investment property, and intangible assets:**

The Company has elected to continue with the carrying value of all of its plant and equipment, investment property and intangible assets recognised as of 1st April, 2016 (transition date), measured as per the previous GAAP and use that carrying value as its deemed cost as of the transition date.

**Reconciliation of Equity and Total Comprehensive Income:-**

The company has prepared its financial statement as per Ind AS from 01.04.2016 and hence the comparatives has to be prepared as per Ind AS. Thus, the profits of the company has been restated/reworked as per Ind AS. There is no change in the equity/total comprehensive income in the transition of Ind AS and hence the reconciliation of Equity and Total comprehensive income is not applicable.

**Parth Industries Ltd**

Notes to the Financial Statements for the Year ended 31st March, 2018

Particulars		As at March 31,2018	As at March 31,2017	AS at April 01,2016
<b>NON CURRENT ASSETS</b>				
<b>FINANCIAL ASSET</b>				
<b>5</b>	<b>LONG TERM LOANS AND ADVANCES</b>			
	Unsecured Considered Good	28,265,289	31,397,116	19,892,116
<b>Total</b>		<b>28,265,289</b>	<b>31,397,116</b>	<b>19,892,116</b>
<b>CURRENT ASSETS</b>				
<b>FINANCIAL ASSET</b>				
<b>6</b>	<b>TRADE RECEIVABLES</b>			
	(Unsecured considered good)			
	Over Six Months	8,600,000	8,600,000	3,561,951
	Others	450,000	-	-
<b>Total</b>		<b>9,050,000</b>	<b>8,600,000</b>	<b>3,561,951</b>
<b>CURRENT ASSETS</b>				
<b>FINANCIAL ASSET</b>				
<b>7</b>	<b>CASH AND CASH EQUIVALENT</b>			
	Cash on Hand	654,244	180,375	40,123
	Balance with Scheduled Banks			
	a. in Current Accounts	2,440	32,126	6,174,948
	b. in Term Deposit Accounts			
<b>Total</b>		<b>656,684</b>	<b>212,501</b>	<b>6,215,071</b>
<b>CURRENT ASSETS</b>				
<b>FINANCIAL ASSET</b>				
<b>8</b>	<b>LOANS AND ADVANCES</b>			
	Capital Assets Loss & Gain	8,090,541	9,438,964	-
	Preliminary Expenses	1,025,642	1,196,583	
	Public Issue Expenses	980,380	1,143,776	
	Unallocated Capital Expenses	299,337	349,227	
	Settlement Amount	137,783	160,746	
	Less: Written Off	-		
	Prepaid Custodial Charges	12,000	12,000	
	DTA	5,344		
	TDS Receivable	-	260,759	
<b>Total</b>		<b>10,551,027</b>	<b>12,562,055</b>	<b>-</b>
<b>Particulars</b>		<b>As at March 31,2018</b>	<b>As at March 31,2017</b>	
<b>10</b>	<b>OTHER EQUITY</b>			
	<b>Reserves &amp; surplus</b>			
	Retained Earnings	-	-	-
	General reserves	(6,533,720)	(6,826,163)	(7,053,990)
<b>Total</b>		<b>(6,533,720)</b>	<b>(6,826,163)</b>	<b>(7,053,990)</b>
<b>Current Liabilities</b>				
<b>Financial Liabilities</b>				
<b>11</b>	<b>BORROWINGS</b>			
	<b>Short Term Borrowing</b>			
	<b>Unsecured</b>			
	GUJARAT LEASE AND FINANCE LIMITED	285,000	285,000	285,000
	NILOFOS CHEMICALS BOMBAY	-	1,040,000	1,040,000
<b>Total</b>		<b>285,000</b>	<b>1,325,000</b>	<b>1,325,000</b>

<b>Current Liabilities</b>			
<b>Financial Liabilities</b>			
<b>12</b>	<b>TRADE PAYABLES</b>		
	Micro, Small and Medium Enterprise (Refer note no. 8.1)	-	-
	Others	19,689,111	23,088,128
	<b>Total</b>	<b>19,689,111</b>	<b>23,088,128</b>
			<b>13,116,085</b>
12.1	Under the Micro, Small & Medium enterprise development act, 2006, certain disclosures are required to be made relating to Micro & small enterprise. The company is in the process of compiling relevant information from its supplier about their coverage under the said act. Since the relevant information is not readily available, no disclosures have been made in the accounts. However, in view of the management, the impact of interest, if any, that may be payable in accordance with the provision of the this act is not expected to be material. This has been relied upon by the auditors.		
<b>13</b>	<b>SHORT TERM PROVISION</b>		
	Provision for Tax	1,337,405	1,210,000
	<b>Total</b>	<b>1,337,405</b>	<b>1,210,000</b>
			<b>1,090,000</b>
<b>14</b>	<b>OTHER CURRENT LIABILITIES</b>		
	Provision for the Service Tax/Swachha Bharar Cess	289,489	450,750
	TDS Payable	-	50,000
	Unpaid Exp	-	-
	<b>Total</b>	<b>289,489</b>	<b>500,750</b>
			<b>2,265,086</b>



Parth Industries Ltd.  
Notes to the Financial Statements for the Year ended 31st March, 2018

**Note no. 5 : Property, Plant and Equipment**

PARTICULARS	GROSS BLOCK				DEPRECIATION				NET BLOCK		
	As at 01.04.2017	Addition for the year	Transfer / Adjusted for the year	As at 31.03.2017	As at 01.04.2017	Addition for the year	Transfer / Adjusted for the year	As at 31.03.2018	As at 31.03.2018	As at 31.03.2017	As at 01.04.2016
Computer	71,850	30,500	-	102,350	45,807	32,634	-	78,441	23,909	26,043	66134
Chair	-	16,700	-	16,700	-	4,086	-	4,086	12,614	-	-
Table	-	10,250	-	10,250	-	2,488	-	2,488	7,762	-	-
	-	-	-	-	-	-	-	-	-	-	-
	-	-	-	-	-	-	-	-	-	-	-
	-	-	-	-	-	-	-	-	-	-	-
<b>Total Property, Plant and Equipment</b>	<b>71,850</b>	<b>57,450</b>	<b>-</b>	<b>129,300</b>	<b>45,807</b>	<b>39,208</b>	<b>-</b>	<b>85,015</b>	<b>44,285</b>	<b>26,043</b>	<b>66,134</b>

**Parth Industries Ltd**

Notes to the Financial Statements for the Year ended 31st March, 2018

Note No.	Particulars	As at 31 <sup>st</sup> March, 2018	As at 31 <sup>st</sup> March, 2017	As at 1 <sup>st</sup> April, 2016
9	<b>Share Capital</b>			
	<b>Authorised share capital :-</b> 3500000 (3500000) Equity Shares of Rs. 10 each	35,000,000	35,000,000	35,000,000
		35,000,000	35,000,000	35,000,000
	<b>Issued, Subscribed &amp; Paid-up Share Capital:-</b> 3350000 (3350000) Equity Shares of Rs. 10 each fully paid up	33,500,000	33,500,000	33,500,000
		33,500,000	33,500,000	33,500,000

**9.1 List of Share Holders having more than 5% holding**

Sr. No.	Name of Shareholder	As at 31 March, 2018		As at 31 March, 2017		As at 31 March, 2017	
		No. of Shares held	% of Holding	No. of Shares held	% of Holding	No. of Shares held	% of Holding
1	Mitul N Patel	1,688,400	5.04%	1,688,400	5.04%	-	-

**9.2** The Reconciliation of the number of shares outstanding is set out below :

Particulars	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
Balance as at the beginning of the year	3,350,000	3,350,000	3,350,000
Issued during the year	-	-	
<b>Balance as at the end of the year</b>	<b>3,350,000</b>	<b>3,350,000</b>	<b>3,350,000</b>

**9.3 Terms and Rights attached to equity Shares**

The company has only one class of equity shares having a par value of Rs 10 each. Each holder of equity shares is entitled to one vote per share. The Company declares and pay dividend proposed by the Board of Directors is subject to approval of the Shareholding in the ensuing Annual General Meeting.

**9.4** The company has not issued any Right/ Bonus shares during any preceding year.

## Parth Industries Ltd

Notes to the Financial Statements for the Year ended 31st March, 2018

Particulars	for the year ending on March 31,2018	for the year ending on March 31,2017	for the year ending on April 01,2016
<b>15 REVENUE FROM OPERATIONS</b>			
Sale of Products	351,050	3,325,511	46,979,144
Sale of Services	2,750,000	-	
<b>Total</b>	<b>3,101,050</b>	<b>3,325,511</b>	<b>46,979,144</b>
<b>16 OTHER INCOME</b>			
Interest	-	-	-
Misc. Income	1,040,000	2,024,301	-
<b>Total</b>	<b>1,040,000</b>	<b>2,024,301</b>	<b>-</b>
<b>17 COST OF STOCK IN TRADE AND OPERATING EXP.</b>			
Opg Stock	-	-	-
Add : Purchase of Stock in Trade	162,000	128,610	-
Less : Closing Stock	-	-	-
<b>Raw Material consumed during the year (A)</b>	<b>162,000</b>	<b>128,610</b>	<b>-</b>
<b>Other Operating Expenses</b>			
Work Contract Charges	-	-	-
Labour Charges	-	-	-
Electric Power, Fuel	-	-	-
Freight Inward, Loading and unloading charges	-	-	-
Repairs & Maint. Exp	-	-	-
<b>Other Operating Exp (B)</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total</b>	<b>162,000</b>	<b>128,610</b>	<b>-</b>
<b>18 EMPLOYEE BENEFIT EXPENSES</b>			
Salaries, Wages, Allowances and Bonus (Refer Note 22.1)	1,348,276	822,676	1,278,282
Gratuity Exp	-	-	-
Staff Welfare Expenses	-	-	-
<b>Total</b>	<b>1,348,276</b>	<b>822,676</b>	<b>1,278,282</b>

18.1 Salaries includes Director Remuneration amounting to Rs. 560882/- (PY Rs.506587/-)

Particulars		for the year ending on March 31,2018	for the year ending on March 31,2017	for the year ending on April 01,2016
<b>19</b>	<b><u>FINANCE COST</u></b>			
	Bank Charges	-	-	1,917
	Interest Exp	169	1,800	900
	Other Borrowing Costs	1,405	200	-
	<b>Total</b>	<b>1,574</b>	<b>2,000</b>	<b>2,817</b>
<b>20</b>	<b><u>OTHER EXP</u></b>			
	Advertisement Exp	6,830	15,892	7,541
	Annual Listing Fees & ROC Charges	272,567	267,626	319,800
	Electricity Exp.	2,026	15,900	14,660
	Income Tax Exps	-	-	-
	Misc Exps Writtern Off	1,755,613	1,755,613	1,755,613
	Other Expenses	628	938,839	
	Rent Expenses	9,000	750,000	1,050,000
	Sales Promotion Expenses	-	200,000	4,400,000
	Service Tax Paid on Exp	38,850	7,714	65,515
	Telephone & Mobile Exp.	-	16,775	12,306
	Professional Fees Exps	22,500	-	32,500,000
	Repairs & Main. Exps.	-	-	9,900
	Franking Charges			144,100
	Kasar & Vatav Ac			2
	Late Fees			4,000
	Printing Charges			96,500
	Courier And Xerox Exp			15,600
	Custodial Fees	3,450		9,000
	Annual Maintenance Charges	32,828		24,000
	Admission Processing Charges	-		20,000
	<b>Total</b>	<b>2,144,292</b>	<b>3,968,359</b>	<b>40,448,537</b>
<b>20.1</b>	<b><u>PAYMENT TO AUDITORS :</u></b>			
	Statutory Audit Fees	23,600	40,250	15,000
	Tax Audit Fees	-	-	-
	<b>Total</b>	<b>2,167,892</b>	<b>4,008,609</b>	<b>40,463,537</b>

**PARTH INDUSTRIES LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS**

**27. Disclosure of Interest in other Entities:**

As per Ind AS 112 - 'Disclosure of Interest in other Entities', as notified by the Rules, the disclosures of transactions with the related parties as defined in the accounting standard are given below:

**A. Related parties with whom transactions have taken place during the year**

**Key management personnel**

Raghvendra Kulkarni,  
Deepal Gandhi  
Vipul Jana

**B. Transactions between the Company and related parties and the status of outstanding balances as at March 31, 2018:**

**C. Disclosure of significant transactions with related parties**

(Rs. In Lacs)

Type of the Transaction	Type of relationship	Name of the entity/person	Year ended March 31, 2018
Remuneration	Key Managerial Personnel	Raghvendra Kulkarni	311702
Remuneration	Key Managerial Personnel	Deepal Gandhi	249110

28.

- a) In opinion of the directors, contingent liability not provided is Rs. Nil. (Nil)
- b) Estimated amount of contracts remaining to be executed on capital account and not provided for: Rs. Nil (Nil).

29. Balances of Trade Payables, Unsecured Loans, Trade Receivables, Long Term and Short Term Loans & Advances, In-operative bank accounts, Other Current and Other Non Current Assets and Provisions are subject to the confirmation of the parties concerned. Wherever confirmation of the parties for the amounts due to them / amounts due from them as per books of accounts are not received, necessary adjustments, if any, will be made when the accounts are reconciled / settled.

30. Previous year accounts being audited by another auditor, opening balances wherever disclosed are being relied upon the said accounts and as certified by management of the company.

31. In the absence of information regarding outstanding dues of MICRO or Small Scale Industrial Enterprise(s) as per The Micro, Small & Medium Enterprise Development

**PARTH INDUSTRIES LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS**

Act, the Company has not disclosed the same as required by Schedule III to the Companies Act.

32. Wherever no vouchers and documentary evidences were made available for our verification, we have relied on the authentication given by management of the company.

33. Figures have been rounded off to the nearest rupee wherever required.

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/-  
Sd/-  
Deepal Gandhi      Deepal D Gandhi  
Director              Director & CFO  
DIN: 06970323      DIN: 07351470

**Place: Ahmedabad**  
**Dated: 30-05-2018**

**Place: Ahmedabad**  
**Dated: 30-05-2018**

# *Parth Industries Limited*

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

**ATTENDANCE SLIP**  
**ANNUAL GENERAL MEETING- 25<sup>th</sup> September, 2018 AT 02:00 P.M.**

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

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 25<sup>th</sup> September, 2018 at 02:00 P.M. at 6, 2nd Floor, Baronet Complex, Ramnagar, Sabarmati, Ahmedabad-380005

\_\_\_\_\_

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

\_\_\_\_\_

Signature

=====

# Parth Industries Limited

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 GJ 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: .....

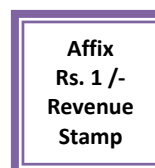
as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual general meeting of the company, to be held on the 25<sup>th</sup> September, 2018 at 02:00 P.M. at 6, 2nd Floor, Baronet Complex, Ramnagar, Sabarmati, Ahmedabad- 380005 and at any adjournment thereof in respect 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 31 <sup>st</sup> March, 2018.		
2	Re-election of Mr. Deepal Gandhi as a Director of the Company.		
3	Ratify M/s. Suresh R. Shah & Associates, Chartered Accountants, Ahmedabad, as Statutory Auditors of the Company.		
4	Regularize Appointment of Mr. Raghvendra Gopalrao Kulkarni (DIN: 06970323) as Regular Director of the Company		
5	Appointment of Mr. Raghvendra Gopalrao Kulkarni (DIN: 06970323) as Managing Director of the Company		

Signed this..... day of..... 20.....

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, 1<sup>st</sup> Floor,  
Opp.Bata Show Room, Ashram Road,  
Shreyas Colony, Ahmedabad - 380009