

# SHANKAR LAL RAMPAL DYE-CHEM LTD.

Regd. Office: - S.G. 2730, SUWANA, BHILWARA-311001 (RAJ)

CIN: - L24114RJ2005PLC021340

(PREVIOUS NAME-SHANKAR LAL RAMPAL DYE-CHEM PVT. LTD. (U24114RJ2005PTC021340))

Phone: +91-1482-220062

email: info@srdyechem.com

website-www.srdyechem.com

TO

**DATE:-20/09/2019**

THE MANAGER,  
LISTING & COMPLIANCE DEPARTMENT(Corporate Services),  
**BSE LIMITED**  
PHIROZE JEEJEBHOY TOWER, DALAL STREET  
MUMBAI-400001

Subject:- Submission of Annual report 2019 of Shankar Lal Rampal Dye-chem Limited(**ISIN-INE01NE01012**)

DEAR SIR/MA'AM,

This is in continuation of our communications dated 30/08/2019-proceedings of 14<sup>th</sup> Annual General Meeting and dated 01/09/2019-voting results and we hereby submit annual report in pursuance to Regulation 34(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the same is as approved by the shareholders in there AGM dated 30.08.2019.

We request you to take this information on your records.

**FOR AND ON BEHALF OF BOARD OF DIRECTORS OF  
SHANKAR LAL RAMPAL DYE-CHEM LTD.**

For Shankar Lal Rampal Dye Chem Ltd.

*Rampal Inani*  
Director

**RAMPAL INANI**  
**(Managing Director)**  
**DIN – 00480021**

Place: Bhilwara



**SHANKAR LAL RAMPAL DYE CHEM LIMITED**

*ANNUAL REPORT 2018-19*



# SHANKAR LAL RAMPAL DYE CHEM LIMITED

ANNUAL REPORT 2018-19

CIN-L24114RJ2005PLC021340

**Reg. office Address-** SG-2730, Suwana, Bhilwara-311001(RJ.)

**Website-** <http://www.srdyechem.com>

**Email at-** [info@srdyechem.com](mailto:info@srdyechem.com)

**Contact at-**01482-220062 (o)





## Corporate Information

### Board of Directors and Key Managerial Personnel

Mr. Rampal Inani- Managing Director

Mr. Dinesh Chandra Inani- Whole time Director

Mr. Jagdish Chandra Inani- Whole Time Time Director

Mr. Susheel Kumar Inani- Whole Time Director Cum CFO

Mr. Vinod Kumar Inani- Whole Time Director

Mr. Anil Kumar Kabra- Independent Director and Chairman (Audit Committee)

Mrs. Apoorva Maheshwari-Independent Women Director and Chairman (N&R Committee)

Mr. Harsh Kabra- Independent Director

Mr. Himanshu Jain- Independent Director

Mr. Murli Atal -Independent Director

Ms. Aditi Babel- Company Secretary and Compliance Officer

### Auditors

Statutory Auditor	Secretarial Auditor	Internal Auditor
Kalani & Company	CS Sanjana Jain	Laxman Kumar & Associates
Shop No. 114-116, Om Textile Tower, Pur Road, Bhilwara-311001 (Raj.)	A-409, V. S. Pathik Nagar, Bhilwara-311001, Raj.	30-A-6, Community Hall Road, Near Bapu Nagar, Bhilwara-311001, Raj.

### Bankers

Axis Bank Limited

ICICI Bank Limited

### Registrar and Share Transfer Agent

Cameo Corporate Services Limited

“Subramanian Building”, 1, Club House Road,

Chennai- 600002, India

Email at- [investor@cameoindia.com](mailto:investor@cameoindia.com)





## **LETTER FROM THE MANAGING DIRECTOR**

**Dear Stakeholders,**

I write this letter with a sense of pride about how well your Company performed this year, not just in financial terms, but also in terms of what we accomplished for customers, employees, shareholders and communities across the world.

Your Company crossed an important milestone in this Financial Year 2018-19 that it has listed its securities on SME platform of Bombay Stock Exchange and with good success entered into Secondary Capital Security Market. Also, your Company has performed very well in financial terms and in my opinion we were able to serve satisfactorily the market needs. Revenue of your company has shown commendable increase of 155%. In my opinion this growing market valuation of our products is due to Shankar Lal Rampal Dye-chem Limited ("Srdyechem/SRDL")'s differentiated strategy, improving capital allocation and most importantly your firm belief in sustainability and growth of your company.

This year was very vital for the company in all above terms. For better compliance and safeguards toward customers, better management and also society in whole; your management has adopted various corporate policies, adopted various quality initiatives and for preserving the brand value of the company, your management has registered its trademark.

In this era, where the industry is struggling with problems like volatile input costs, increasing labour and storage cost and cut-throat competition; vision of better quality products and good trade practices have been driving force for your company to sustain and earn favorable outcome.

The opportunities ahead are huge. By staying true to its vision, mission and its values, and by continually investing in building newer capabilities, your Company is positioned well to become the foremost partner of choice to all forward thinking enterprises in their growth and transformation journeys.

On behalf of Board of Directors, I want to thank you all for continued trust and confidence.

**~RAMPAL INANI  
MANAGING DIRECTOR**





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## ANNUAL GENERAL MEETING NOTICE

**NOTICE IS HEREBY GIVEN THAT 14<sup>th</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF SHANKAR LAL RAMPAL DYE-CHEM LIMITED WILL BE HELD ON FRIDAY, 30<sup>TH</sup> AUGUST, 2019 AT 01.30 PM REGISTERED OFFICE AT S.G 2730, SUWANA ROAD, BHILWARA RAJASTHAN 311001. TO TRANSACT THE FOLLOWING BUSINESS:-**

To consider and decide the following business:

### **ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2019 including the Balance Sheet as at March 31, 2019 and the Statement of Profit and Loss and Cash Flow for the year ended on that date together with the reports of the Board of Directors and Auditors thereon.

2. To declare a Dividend on equity shares of the Company for the financial year ended 31st March, 2019, and if thought fit, to pass with or without modifications, the following

#### **Resolution as an Ordinary Resolution:**

“RESOLVED THAT dividend at the rate of 2.5% (Rs. 0.25 per Equity Share) to the equity shareholders of the Company whose name appear in the Register of Members on August 23, 2019 be and is hereby declared out of the profits of the Company, for the year ended on 31st March 2019.”

3. To appoint a Director in place of Dinesh Chandra Inani, Whole Time Director (DIN-02928287), who retires by rotation and being eligible, offers himself for re-appointment.

4. To appoint **M/s Alok Palod & Company, Chartered Accountants** as Statutory Auditors and to consider and, if thought fit, to pass with or without modification(s), the following

#### **Resolution as an Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Companies (Audit and

Auditors) Rules, 2014, (the Rules), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), **M/s Alok Palod & Company,**

**Chartered Accountants** having ICAI Firm Registration No. 018061C, who have confirmed their eligibility to be appointed as Auditors, in terms of provisions of Section

141 of the Act, and Rule 4 of the Rules, be and are hereby appointed as Statutory Auditors of the Company from the conclusion of this Annual General Meeting till the

conclusion of the Annual General Meeting to be held in year 2023, at such remuneration as shall be fixed by the Board of Directors of the Company.”1



## SPECIAL BUSINESS

### 5. To increase the limit for the mortgage or charge on the assets of the company through a special resolution (Section 180 (1) (a) of Companies Act, 2013)

To pass, with or without modification the following resolution as **Special Resolution:**

“RESOLVED THAT in supercession of resolution passed earlier on the matter and pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, of the Act, 2013 and Companies Act, 1956 (including any statutory modification or re-enactment thereof), the consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred as ‘Board’ which term shall include a Committee thereof authorized for the purpose) of the Company, to mortgage, hypothecate, pledge and / or charge, in addition to the mortgage, hypothecate, pledge and / or charge already created, in such form, manner and ranking and on such terms as the Board deems fit in the interest of the Company, on all or any of the movable and / or immovable properties of the Company (both present and future) and /or any other assets or properties, either tangible or intangible, of the Company and / or the whole or part of any of the undertaking of the Company together with or without the power to take over the management of the business or any undertaking of the Company in case of certain events of defaults, in favour of the Lender(s), Agent(s) and Trustee(s), for securing the borrowing availed or to be availed by the Company, by way of loans, debentures (comprising fully / partly Convertible Debentures and / or Non- Convertible Debentures or any other securities) or otherwise, in foreign currency or in Indian rupees, from time to time, up to the limits approved or as may be approved by the shareholders under Section 180(1)(c) of the Act (including any statutory modification or re-enactment thereof) along with interest, additional interest, accumulated interest, liquidated charges, commitment charges or costs, expenses and all other monies payable by the Company including any increase as a result of devaluation / revaluation / fluctuation in the rate of exchange and the Board be and is hereby authorized to decide all terms and conditions in relation to such creation of charge, at their absolute discretion and to do all such acts, deeds and things and to execute all such documents, instruments and writings as may be required.”

For and on behalf of **SHANKAR LAL RAMPAL DYE-CHEMLIMITED**

Sd/-

Date: 24/07/2019

RAMPAL INANI

**Managing Director**

DIN: 00480021





## Notes:

1. The Register of Member & Share Transfer Books will remain closed from 24th August, 2019 to 30th August, 2019 (both day inclusive) for purpose of Annual General Meeting. The Company has decided Friday, August 23rd 2019 as the record Date for purpose of determining the member's eligibility for final dividend and for identifying the shareholders for the eligibility to vote in annual general Meeting.
2. The Explanatory statement pursuant to Section 102 of the Companies Act, 2013, which sets out the details relating to the special business at the meeting, is annexed hereto.
3. MEMBERS ENTITLED TO ATTEND AND VOTE ARE ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT(10%) OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.
4. The instrument appointing the proxy (duly completed, stamped and signed) must be deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, member would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than 3 days written notice is given to the Company.
5. In terms of SEBI (Listing Obligation and Disclosure requirement) Regulations, 2015 details of Director retiring by rotation at the ensuing Annual General Meeting is given below as Annexure-A to the notice.
6. Subject to the provisions of section 126 of the Companies Act, 2013, dividend as recommended by the Board of Directors for the year ended 31st March, 2019, if declared, will be payable to those Members, whose names appear in the Register of Members as at the close of business on 23/08/2019 and in respect of shares held in dematerialised form, as per the list of beneficial owners furnished to the Company by NSDL/CDSL, as at the close of business on 23/08/2019.

6.1 In respect of shares held in electronic/demat form, beneficial owners are requested to notify any change in their address, bank account, mandate, etc. to their respective Depository Participant.



7. M/s. Cameo Corporate Services Private Limited, the Registrar and Transfer Agent (RTA) having their administrative office situated at "Subramanian Building", 1, Club House Road, Chennai-600002, India, is handling registry work in respect of shares held both in physical form and in electronic/demats form. All requests for transfer of Equity Shares and allied matters along with the relevant transfer deeds and shares certificates should be sent either to the RTA or at the registered office of the Company.
8. Members/Proxies/Representatives are requested to bring the attendance slip enclosed to the annual report /notice for attending the meeting.
9. Members are requested to intimate the Company of queries, if any, regarding the accounts / notice at least ten days before the Annual General Meeting to enable the Management to keep the information ready at the meeting. All documents referred to in the accompanying Notice and Explanatory Statement shall be open for inspection at the registered office of the Company during normal business hours (9.30 a.m. to 5.00 p.m.) on all working days except Sundays, upto and including the date of Annual General Meeting of the Company.
10. Green Initiative - Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars etc. from the Company electronically. Members may also note that annual Report for the FY 2018-19, will also be available on the website of the Company viz. <http://www.srdyechem.com/investor-relations.asp> ( in Financial Information tab).

For and on behalf of **SHANKAR LAL RAMPAL DYE-CHEM LIMITED**

Sd/-

Date: 24/07/2019

RAMPAL INANI

**Managing Director**

DIN: 00480021



**ANNEXURE TO THE NOTICE:**

**EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF THE SPECIAL BUSINESS**

**ITEM NO.5 To increase the limit for the mortgage or charge on the assets of the company through a special resolution (Section 180 (1) (a) of Companies Act, 2013)**

Keeping in view the Company's existing and future financial requirements to support its business operations, the Company needs additional funds. For this purpose, the Company is desirous of raising future finance from various Banks and/or Financial Institutions and/ or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in ordinary course of business) may exceed the aggregate of the paid-up capital and the free reserves of the Company, which as may be approved Under Section 180 (1) (c ) as may be approved by shareholders time to time.

In order to facilitate securing the future borrowing taken by the Company, it would be necessary to create charge on the assets or whole or part of the undertaking of the Company. Section 180(1)(a) of the Companies Act, 2013 provides for the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company subject to the approval of members in the General Meeting.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the passing of the Resolution.

The Board of Directors recommends passing of the special resolution.

None of the members of the Company is interested or concerned with this resolution.





## Profile of Director who offer himself to be reappointed

S.no.	Particulars	Details
1	Name of Retiring Director offering himself for resignation(with position in Co.)	Dinesh Chandra Inani (Whole Time Director)
2	Tenure of association with the company	From 14/03/2015
3	Expertise in Specific Functional Area	He is having vast experience in business and commerce. He is playing a vital role in developing business strategies for the company and under his supervision company has enhanced its business.
4	Directors in other public limited companies and Membership of committees in other public limited companies	None
5	Shares held in the company (%)	4.58% (Promoter)





## **Profile of prospective Statutory Auditor**

**Name of Audit Firm-** Alok Palod & Co., Chartered Accountants

**FRN-** 018061C

**Address-** 39, Kamla Enclave, Chittor Road, Bhilwara-311001 (Raj.)

### **About the Firm**

Alok Palod & Co. was formed in May 2013 as a Chartered Accountancy firm. The said concern is a partnership concern based in Bhilwara (Rajasthan) Location. This Firm constitutes team of Executives and trained professionals, necessary infrastructure and staff strength to provide Services of Managing Accounts, Legal Consultancy, & other Allied services, required for diversified clients in India and abroad.

The firm is having ambit experience in serving various sectors like Manufacturing Industry, retail, real estate, etc.





## BOARD REPORT

To,  
The Members,  
**SHANKAR LAL RAMPAL DYE-CHEM LIMITED**  
(Previously Shankar Lal Rampal Dye-Chem Private Limited)

Your Directors have pleasure in presenting their Annual Report on the business and operations of the Company and the accounts for the Financial Year ended on March 31<sup>st</sup>, 2019.

### **1. FINANCIAL SUMMARY OF THE COMPANY (STANDALONE)**

The Company's financial performance for the year under review along with previous year's figures is given hereunder:

(figures in Lakhs)

<b>Particulars</b>	<b>For the year ended</b>	<b>For the year ended</b>
	<b>31.03.2019</b>	<b>31.03.2018</b>
Income from Business Operations	17586.83	7516.44
Other Income	10.15	0.41
<b>Total Income</b>	<b>17596.98</b>	<b>7516.85</b>
<b>Profit before Interest, Depreciation &amp; Tax</b>	<b>415.34</b>	<b>234.54</b>
Less:- Interest	204.33	96.32
Less:- Depreciation	3.96	3.24
<b>Profit after depreciation and Interest</b>	<b>207.05</b>	<b>134.98</b>
Less:- Current Income Tax (incl. earlier year tax)	57.29	38.63
Less:-Deferred Tax	(0.22)	(0.12)
<b>Net Profit/Net Loss after Tax</b>	<b>149.99</b>	<b>96.47</b>
Dividend (including Interim if any and final)	0	0
<b>Net Profit/Net Loss after dividend and Tax</b>	<b>149.99</b>	<b>96.47</b>
Amount transferred to General Reserve	0	0
Balance carried to Balance Sheet	<b>149.99</b>	<b>96.47</b>
Earnings per share ( <b>Basic-Weighted Average</b> )	3.10	5.00
Earnings per Share( <b>Diluted-Weighted Average</b> )	3.10	5.00



## **2. DIVIDEND**

Your Directors have recommended a final dividend of Rs. 00.25/- per share (i.e. 2.5%) on Company's paid up equity share capital comprising of 59,97,850 numbers of equity shares of Rs. 10/- each.

## **3. OPERATIONAL HIGHLIGHTS**

Your Company is engaged in the business segment i.e. Trading in Dyes, Chemical and allied products. There has been no change in the business of the Company during the financial year ended 31st March, 2019. The Board of Directors are glad to mention that your Company have listed its securities on BSE-SME platform and all its securities are successfully converted into dematerialize form.

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

- The total revenue of your co. is increased to Rs. 17596.98 Lacs ( Out of which Gross turnover from Business operations of Rs. 17586.83 Lacs) recorded for the financial year 2018-19 from Last year Revenue which was 7516.85 Lacs ( Out of which Gross turnover from Business operations was Rs. 7516.44 Lacs); this recordable growth of 134.10% (YOY) despite of volatile raw material prices and same have been observed by higher sales volume and better product value realisation.
- The financial statements for the year ended on 31<sup>st</sup>March, 2019 show the profit of Rs.149.98 Lacs in FY 2018-19 as compared to Rs. 96.47 Lacs last year; this commendable growth of 55.46% (YOY) this commendable growth in profits is recorded inspite of increasing overhead costs

## **4. SHARES AND SHARE CAPITAL**

At present, the Company has only one class of share - Equity shares of face value of Rs. 10 each. The authorized share capital of the company is Rs. 6,50,00,000/- divided into 65,00,000 equity shares of Rs.10 each. The paid up share capital of the company is Rs. 5,99,78,500/- divided into 59,97,850 equity shares of Rs. 10 each. The Company had raised fund through Public Issue of shares in FY 2018-19 and the equity shares of the Company are now listed on SME platform of BSE Limited.





Also, during the Financial Year 2018-19 there were

- ❖ **No BUY BACK of Equity Shares.**
- ❖ **No Employee Stock Option Plan was passed.**
- ❖ **There no Bonus Shares issued.**
- ❖ **Fresh Issue of Equity Shares-** During the year the company has listed its equity shares through an initial public offer of 16,20,000 equity shares at Rs. 45 each ( including Face Value- Rs.10, Premium-Rs. 35). The amount realized from such issue amounted to Rs. 7.29 Crores.

#### **5. IPO FUND UTILISATION:**

The Company had raised the fund of Rs. 7.29 Crores to meet the working capital requirement and general corporate purpose in the FY 2018-19. The amount raised in IPO has been fully utilized for the specified purposes.

#### **6. CREDIT FACILITIES:**

The Company has been optimally utilizing its fund based and non fund based working capital requirements as tied up with ICICI BANK and AXIS BANK respectively. The Company was comfortable in meeting its financial requirements from both the banks. Effective financial measures have been continued to reduce cost of interest and bank charges.

#### **7. TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND:**

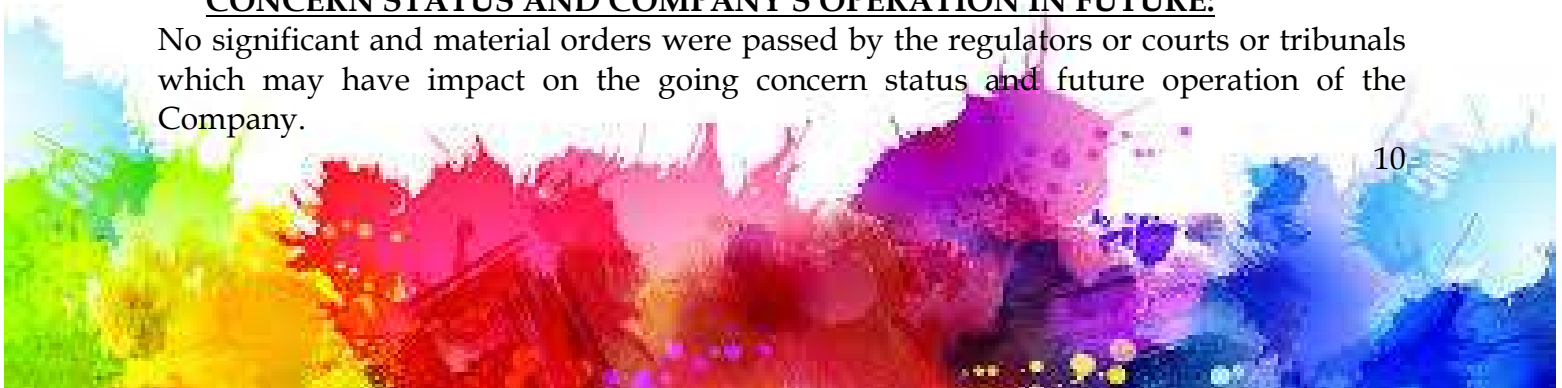
There is no amount outstanding to be transferred as unclaimed dividend to investor education and protection fund.

#### **8. MATERIAL EVENTS OCCURRING AFTER BALANCE SHEET DATE:**

No material changes and commitments affecting the financial position of the Company have occurred between the end of the financial year of the Company to which the financial statement relate and the date of the Board Report.

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

No significant and material orders were passed by the regulators or courts or tribunals which may have impact on the going concern status and future operation of the Company.







## **10. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:**

The information pertaining to conservation of energy, technology absorption, Foreign exchange Earnings and outgo as required under Section 134(3) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 is furnished as under:

### **(A) Conservation of energy:**

Steps taken / impact on conservation of energy, with special reference to the following:

Steps taken by the company for utilizing alternate sources of energy including waste generated : NIL

### **(B) Technology absorption:**

1. Efforts in brief, made towards technology absorption. Benefits derived as a result of the above efforts, e.g., product improvement, cost reduction, product development, import substitution, etc.

The Company has not entered into any technology based ventures during the year under review. However the Company aims for digitization of processes of purchase, sales, marketing and other operations over next year and gradual increase in manpower, facilities and office workspace.

2. In case of imported technology (imported during the last 3 years reckoned from the beginning of the financial year), following information may be furnished:

The Company has not imported any technology and hence not applicable.

3. Expenditure incurred on Research and Development:

The Company has not incurred any expenditure on research and development.

### **(C) Foreign exchange earnings and Outgo (Rupees in Lakhs):**

	2018-19	2017-18
Earnings	36.36	0
Outgo	12511.88	4910.20

## **11. RISK MANAGEMENT:**

The Company has framed a sound Risk Management Policy to identify and evaluate business risks and opportunities and the same has become integral part of Company's day to day operations. The key business risks identified by the Company are as follows viz. Industry Risk, Management and Operations Risk, Market Risk, Government Policy risk, Liquidity risk, and Systems risk. The Company has in place adequate mitigation plans for the aforesaid risks.



## **12. CORPORATE SOCIAL RESPONSIBILITY INITIATIVES:**

The provisions of Section 135 of the Companies Act, 2013 read with Rule 9 of the Companies (Accounts) Rules, 2013 is not applicable to the Company.

## **13. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013:**

There were no loans, guarantees or investments made by the Company under Section 186 of the Companies Act, 2013 during the year under review and hence furnishing of above information is not applicable.

## **14. RELATED PARTY TRANSACTIONS:**

Related party transactions that were entered during the financial year were on an arm's length basis and were in the ordinary course of business. There were no materially significant related party transactions with the Company's Promoters, Directors, Management or their relatives, which could have had a potential conflict with the interests of the Company. Transactions with related parties entered by the Company in the normal course of business are periodically placed before the Board Meeting as per the omnibus approval of Audit Committee and the particulars of contracts entered during the year as per Form AOC-2 is enclosed as Annexure.

The Board of Directors of the Company has, on the recommendation of the Audit Committee, adopted a policy to regulate transactions between the Company and its Related Parties, in compliance with the applicable provisions of the Companies Act 2013, the Rules there under and the Listing Regulations. This Policy has been uploaded on the website of the Company at [HTTP://WWW.SRDYECHEM.COM/INVESTOR-RELATIONS.ASP](http://www.srdyechem.com/investor-relations.asp).





## **15. DIRECTORS / KEY MANAGERIAL PERSONNEL:**

In pursuant to conversion of Company from private limited to public limited, the structure of Board of Directors was reconstituted for better corporate governance and better compliance with various norm post listing. The Appointments and change in designation during financial year along with current board structure is as follows:

<b>NAME</b>	<b>DATE OF APPOINTMENT/ CHANGE IN DESIGNATION</b>	<b>CURRENT DESIGNATION</b>
RAMPAL INANI	02/06/2018 (REDESIGNATED AS MANAGING DIRECTOR)	MANAGING DIRECTOR
DINESH CHANDRA INANI	15/09/2018 (REDESIGNATED AS WHOLE TIME DIRECTOR)	WHOLE TIME DIRECTOR
JAGDISH CHANDRA INANI	23/04/2018 (APPOINTMENT)	WHOLE TIME DIRECTOR
VINOD KUMAR INANI	23/04/2018 (APPOINTMENT)	WHOLE TIME DIRECTOR
SUSHEEL KUMAR INANI	23/04/2018 (APPOINTMENT)	WHOLE TIME DIRECTOR
ANIL KUMAR KABRA	09/06/2018 (APPOINTMENT)	INDEPENDENT DIRECTOR (CUM CHAIRMAN AUDIT COMMITTEE)
MURLI ATAL	09/06/2018 (APPOINTMENT)	INDEPENDENT DIRECTOR
APOORVA MAHESHWARI	09/06/2018 (APPOINTMENT)	INDEPENDENT DIRECTOR (CUM CHAIRMAN N & R COMMITTEE )
HARSH KABRA	09/06/2018 (APPOINTMENT)	INDEPENDENT DIRECTOR
HIMANSHU JAIN	09/06/2018 (APPOINTMENT)	INDEPENDENT DIRECTOR
SUSHEEL KUMAR INANI	01/07/2018 (APPOINTMENT)	CHIEF FINANCIAL OFFICER
ADITI BABEL	01/07/2018 (APPOINTMENT)	WHOLETIME COMPANY SECRETARY



❖ **BOARD EVALUATION:**

Pursuant to the provisions of the Companies Act, 2013 and Regulation 17(10) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Board has carried an annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit and Nomination & Remuneration.

❖ **REMUNERATION POLICY:**

The Board has on the recommendation of the Nomination & Remuneration Committee, formulated criteria for Determining, Qualifications, Positive Attributes and Independence of a Director and also a Policy for remuneration of Directors, Key managerial Personnel and senior management. The details of criteria laid down and the Remuneration Policy are given in the Corporate Governance Report.

❖ **MEETINGS:**

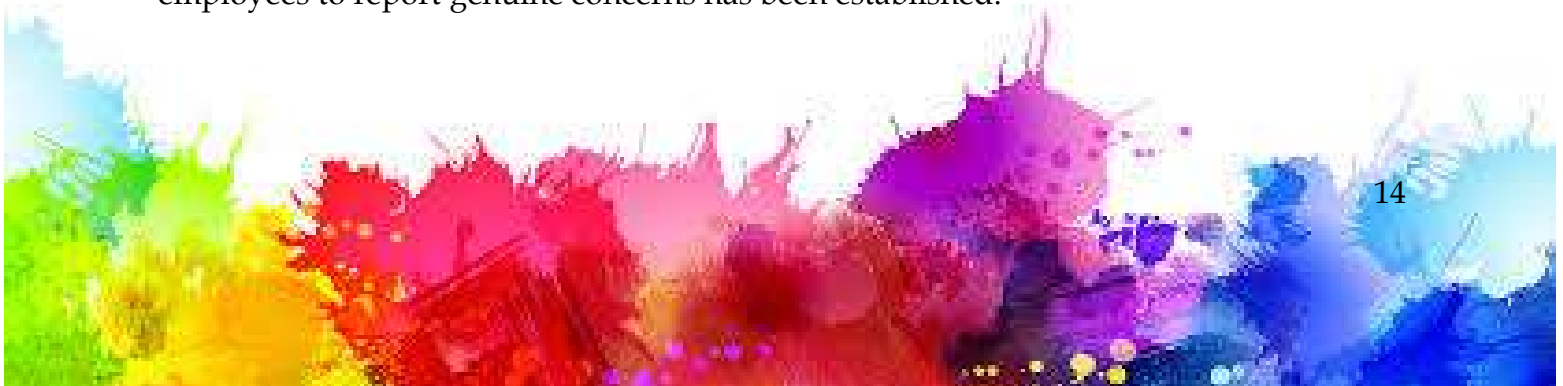
During the year **Eight Board Meetings, four Audit Committee Meetings and 2 Nomination and Remuneration Committee** were convened and held. The details are given in the Corporate Governance Details. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013. The required particulars of various Committee Meetings held during the year are stated in the Corporate Governance Details.

❖ **DECLARATION OF INDEPENDENT DIRECTORS:**

The Independent Directors have submitted their disclosures to the Board that they fulfill all the requirements as stipulated in Section 149(6) of the Companies Act, 2013 so as to qualify themselves to be appointed as Independent Directors under the provisions of the Companies Act, 2013 and the relevant rules.

**16. AUDIT COMMITTEE AND VIGIL MECHANISM:**

The composition and other particulars of Audit Committee are provided in the Corporate Governance Details, attached herewith. In pursuance of the provisions of section 177(9) & (10) of the Companies Act, 2013, a Vigil Mechanism for directors and employees to report genuine concerns has been established.





## **17. DIRECTORS RESPONSIBILITY STATEMENT:**

In accordance with the provisions of Section 134(5) of the Companies Act, 2013, the Board hereby submits its responsibility Statement: –

- (a) in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- (b) the directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- (c) the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) the directors have prepared the annual accounts on a going concern basis; and
- (e) the directors, have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- (f) the directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

## **18. ANNUAL RETURN:**

Extract of Annual Return of Company pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and administration) Rules, 2014 has been placed at website of the Company with effect from date of Annual General notice dispatch. Weblink of the same is as [HTTP://WWW.SRDYECHEM.COM/INVESTOR-RELATIONS.ASP](http://www.srdyechem.com/investor-relations.asp).

## **19. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES:**

The Company does not have any Subsidiary, Joint venture or Associate Company.

## **20. DEPOSITS:**

The Company has neither accepted nor renewed any deposits during the year under review.

## **21. AUDITORS**

### **❖ STATUTORY AUDITOR**

The Company's Auditors M/s. Kalani & Company, Chartered Accountants, Bhilwara; in terms of Section 139 (2); will retire at ensuring Annual General Meeting of the Company. In terms of section 139 to 141 of the Companies Act, 2013 and in specific compliance to rotation of auditors in a public limited co. and the Rules framed thereunder, it has been proposed to make appointment of **M/s Alok Palod & Company, Chartered Accountants**, as Auditors of the Company to hold the office from the conclusion of ensuing Annual General Meeting until conclusion of the Annual General Meeting to be held in year 2023. As required under Listing Regulations, the auditors have also confirmed that they hold a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India.



#### ❖ SECRETARIAL AUDITOR

Pursuant to the provisions of Section 204 of the Companies Act, 2013, the Company has appointed CS Sanjana Jain, a Practicing Company Secretary to undertake the Secretarial Audit of the Company. The Report of the Secretarial Audit Report is annexed herewith as “Annexure”.

#### ❖ INTERNAL AUDITOR

In pursuant to Section 138 of the Companies Act, 2013; the company has appointed M/s Laxman Kumar & Associates, Chartered Accountants, Bhilwara; as Internal Auditor of the Company.

#### **22. OBSERVATIONS AND REMARKS OF AUDITOR:**

The Company has adequate system of internal control to safeguard and protect from loss, unauthorized use or disposition of its assets. All the transactions are properly authorized, recorded and reported to the Management. The Company is following all the applicable Accounting Standards for properly maintaining the books of accounts and reporting financial statements. The internal auditor of the company checks and verifies the internal control and monitors them in accordance with policy adopted by the company. The Company continues to ensure proper and adequate systems and procedures commensurate with its size and nature of its business.

#### **23. CORPORATE GOVERNANCE :**

Provisions relating to Corporate Governance Report under Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are not applicable to SME listed Company. However, as a better corporate practice, a separate Section on Corporate Governance has been annexed.

#### **24. MANAGEMENT DISCUSSION AND ANALYSIS:**

The Management Discussion and Analysis Report is appended as Annexure - to this Report.





**25. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION OF, PROHIBITION AND REDRESSAL) ACT, 2013:**

The Company has in place a Sexual harassment Policy in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013. All women employees (permanent, contractual, temporary, trainees) are covered under this policy. No complaints for sexual harassment were received during the year.

**26. COST AUDIT:**

Pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014, cost audit and maintenance of cost records is not applicable to the Company for the Financial Year 2018-19.

**27. COMPLIANCE OF APPLICABLE SECRETARIAL STANDARDS :**

The Company has complied with the provisions of Secretarial Standards (I & II) issued by the Institute of Company Secretaries of India and approved by the Central Government under section 118(10) of the Companies Act, 2013.

**28. HUMAN RESOURCES:**

During the period under review, the personal and industrial relations with the employees remained cordial in all respects. The management has always carried out systematic appraisal of performance and imparted training at periodic intervals. The Company recognizes talent and has judiciously followed the principle of rewarding performance.

**29. ACKNOWLEDGEMENTS:**

Your Directors place on record their sincere thanks to the company's customers, employees, bankers, investors, business associates, consultants, and various Government Authorities for their continued support extended to your Companies activities during the year under review.

Your Directors also acknowledges gratefully the support and confidence reposed by each and every member of Srध्येchem Family.

**For and on behalf of the Board of Directors of  
SHANKAR LAL RAMPAL DYE-CHEM LIMITED**

Sd/-

**PLACE-BHILWARA  
DATE-29/05/2019**

**RAMPAL INANI  
MANAGING DIRECTOR**



## Annexure-I Management Analysis and Discussion Report

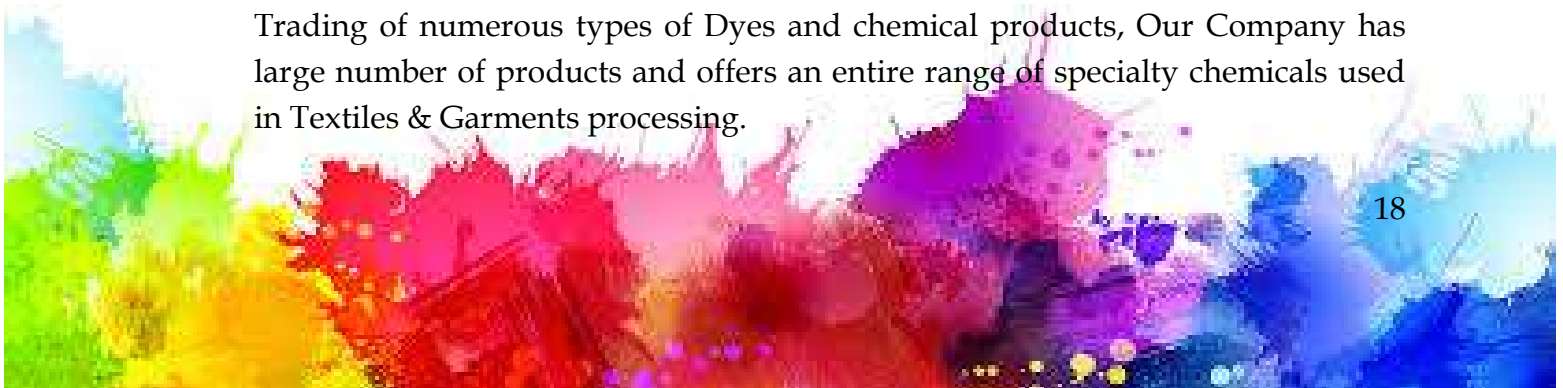
### 1. INDUSTRY STRUCTURE & DEVELOPMENTS:

#### **Dye-Chemical Industry**

India is a strong global dye supplier, accounting for approximately 16% of the world production of dyestuff and dye intermediates. Chemicals industry in India has been de-licensed except for few hazardous chemicals. Chemicals industry in India is highly diversified, covering more than 80,000 commercial products. It is broadly classified into Basic chemicals, Specialty chemicals, and Agrochemicals. Indian chemicals industry (excluding pharmaceutical products) ranks 14th in exports globally. Indian chemical industry employs more than 2 million people. The Indian industry has fared better and company growth rates have been in higher single digits as relatively stronger domestic consumption has ensured that Indian chemical companies enjoyed better growth compared to their global peers. The chemical industry in India is a key constituent of Indian economy, accounting for about 2.11 per cent of the GDP. With just a couple exceptions, outlooks for key chemical markets are equally bright.

#### **OPPORTUNITIES & THREATS:**

Your Company has been continuously striving to keep its costs to minimum possible to aggressively compete with Indian & global competitors. Moreover, slowly India is getting competitive with respect to global manufacturers, as global environmental rules are becoming stringent like that of India. Majority of manufacturers in India have shifted their focus towards investing in product innovation supported by the Make in India scheme of the government. The product of your company caters to textiles & garments manufacturers, Food and Beverages Industries, Laboratory, Leather, Candle making industries, Plastic Industries, Agricultural, Water Treatment, Personal Care & Cosmetics industries and etc. The company also offer specialty performance chemicals to the Textile Dyeing and printing industry. The Trading facility of the company is situated at Bhilwara (Rajasthan), Mumbai (Maharashtra), Delhi. The facility is spread over 3states. The company is an ISO 9001:2015 and ISO 14001:2015 certified company certifying the quality of the product your company manufactures. Beside Trading of numerous types of Dyes and chemical products, Our Company has large number of products and offers an entire range of specialty chemicals used in Textiles & Garments processing.







## 2. RISKS AND CONCERNS:

1. **Manufacturing Facility Not available** - Although the company is deal in variety of color shades in dyes, but as presently we don't have manufacturing facility. This restricts us to cater wider category of customers and competition. However, going forward our company would intend to expand its portfolio to develop and established manufacturing plant in future.
2. **Dependent on third party suppliers** - Our company deal in Dye and chemical intermediates from third party producers. It does not have its own manufacturing facility for producing intermediates and hence is largely dependent on third parties. In the past, company has faced cost issues owing to higher prices of intermediates charged by them, we are prone to such threats by them. However, the relationship and the volume of business we generate for them somehow mitigates this weakness of us.
3. **Increasing competition** - Dye and chemical industry is highly competitive, facing stiff competition from both organized and unorganized player. Our company faces tough competition from them in terms of pricing and customer base. Also, there are always the chances of new players entering this sector since barriers to entry are low. Further, there is contingency on how long benefit accruing due to China may be enjoyed. There may be turnaround in China's dye and chemical industry which possess huge threat to Indian market. However, our company has been successful enough to compete with them with increasing market share.
4. **Extreme volatility of exchange rate of rupee against US dollar** can have significant impact on the Company's operations because company has substantial imports. Any major change in Environment Policy by Government can affect the production on short term basis.

## 3. SEGMENT WISE PERFORMANCE:

In FY 2018-19, around 100% of total sales of the company came from domestic sales of dye and chemical stuff in India. Your Company sold The company mainly got good demand for Sulpher Dyes and Chemicals, Hydrogen Peroxide, Sodium Bi Carbonate, Sodium Meta Bi Sulphite, Soda Ash Light, Linear Alkyl Benzene Sulphonic Acid, etc.



**4. BUSINESS OUTLOOK:**

Your Company has progressively leveraged product quality assurance and good trade practices to trade in higher value products, expanding capacities to optimal scale. The Company has placed a greater focus on better value added chemical storage and delivering process. Comparative low labour costs, excellent army of technical manpower, capabilities to scale up technologies, potential to increase share in undeveloped domestic and global markets shall empower your company's Speciality Chemicals growth.

With the increase of government support and initiatives to promote Micro, Small and Medium Enterprises through investments, tax benefits, subsidies etc. will help the industry to grow over the coming years. In this year your Company came up with Public Issue and utilised the fund to meet the working capital requirement. The Company always strives to cater to the customized demand and main focus is to cater the need of the Textile and Garments Industry, Dyes Industry, Pigments Industry and your company has achieved target revenues with high level of customer satisfaction. With very robust demand for company's products, Company has potential for adding capacities in coming period.

**5. INTERNAL CONTROL SYSTEM:**

Your Company has sound and adequate internal control systems commensurate with its size and nature of business. We constantly upgrade our systems for incremental improvements. The Audit Committee of the Board periodically reviews these systems. These systems ensure protection of assets and proper recording of transactions and timely reporting. Internal audit is conducted out by an independent professional firm on regular basis. The Audit Committee also regularly reviews the periodic reports of the Statutory Auditors, Internal Auditors and Accounts departments. The Company has trained the staff in order to upgrade with the recent changes in the taxation like GST. Audit Committee constantly tries to add value by evaluating existing systems.





**6. FINANCIAL PERFORMANCE OVERVIEW:**

Your Company has grown progressively on year-to-year basis through addition of new products as well as continuous upgradation and optimisation of its trading facilities. The Company has a healthy turnover and profit track record and has a robust outlook for the future. The Company has achieved a remarkable turnover of Rs. 175.96 Crores which is a jump of about 134.10% compared to earlier year in terms of value and in terms of volume. Despite of slow global economic recovery and nation-wide challenging environment in Pharmaceutical Sector, it was only with aggressive strategies on various fronts and with proper utilization of all available facilities by the directors of the company.

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

Human capital has always been the most important and valuable asset for the Company. Your Company continued its activities during the year in a cordial atmosphere with utmost co-operation amongst employees and the management. As of the date of the report, the total number of the employees of Company is 9. The management is committed to promote safety, occupational health and proper environment in designing, planning, training and completion of all tasks. Trainings are imparted to workmen in various new techniques and systems.

**For and on behalf of the Board of Directors of  
SHANKAR LAL RAMPAL DYE-CHEM LIMITED**

Sd/-

**PLACE-BHILWARA  
DATE-29/05/2019**

**RAMPAL INANI  
MANAGING DIRECTOR**





# CS SANJANA JAIN

M.Com. PGDFM, FCS

409-A, Vijay Singh Pathik Nagar, Bhilwara-311001  
01482-256311(O) 94130-58179 (M)  
e-mail : guniya123@rediffmail.com

## Annexure-II

### MR-3

## Secretarial Audit Report

(For the Financial year ended on 31st March, 2019)

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

To,  
The Members,  
SHANKAR LAL RAMPAL DYE-CHEM LIMITED  
SG-2730, SUWANA,  
BHILWARA-311001

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practice by SHANKAR LAL RAMPAL DYE-CHEM LIMITED (hereinafter called “the Company”).

Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing our opinion thereon.





Based on our verification of the Company's books, papers, minutes books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2019 complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company, for the financial year ended on 31st March, 2019, according to the provisions of:

1. The Companies Act, 2013 (the Act) and the rules made thereunder.
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder.
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder.
4. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment and Overseas Direct Investment and External Commercial Borrowings.
5. 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 (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999. - **Not Applicable to the Company during the Audit Period.**

E. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008. . - **Not Applicable to the Company during the Audit Period.**



F. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 2011 regarding the Companies Act and dealing with client.

G. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009. - Not Applicable to the Company during the Audit Period. and

H. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998. - Not Applicable to the Company during the Audit Period.

Other Statutory Acts and laws related to Factories Act, Pollution Laws, PF/ESI, etc. are not applicable as it is a SME and trading Company.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

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 year 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 generally sent at least 7 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.





During the Audit period, all the decisions were taken by the Board of Directors or Committee of the Board without any dissent by any of the Directors of the Company as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

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.

**DATE-29/05/2019**  
**PLACE-BHILWARA**

**FOR CS SANJANA JAIN**  
**(Company Secretaries)**

**Sd/-**

**CS Sanjana Jain**  
**COP-7217**  
**M. No.- 8688**





# CS SANJANA JAIN

M.Com. PGDFM, FCS

409-A, Vijay Singh Pathik Nagar, Bhilwara-311001

01482-256311(O)

94130-58179 (M)

e-mail : guniya123@rediffmail.com

## Annexure to Secretarial Audit Report

To,  
The Members,  
SHANKAR LAL RAMPAL DYE-CHEM LIMITED  
SG-2730, SUWANA,  
BHILWARA-311001

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 the 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 the practices, we followed provided a reasonable basis for our 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-29/05/2019

PLACE-BHILWARA

FOR CS SANJANA JAIN  
(Company Secretaries)

Sd/-

CS Sanjana Jain

COP-7217

M. No.- 8688





## Annexure-III

### CORPORATE GOVERNANCE DETAILS

#### 1. Company's Philosophy on Code of Governance:

Company's corporate governance conforms to regulatory and legal requirements, such as the terms of Listing Agreements with Stock Exchanges. In addition, it incorporates several practices aimed at a high level of business ethics, effective supervision and enhancement of value for all stakeholders. The Board lays emphasis on integrity and accountability.

#### 2. Board of Directors:

##### (a) Composition & Category of Directors

Your Company has 5 Executive Directors (including Managing Director and 4 Whole Time Directors) and 5 Non Executive Independent Directors (including one women independent director).

Mr. Rampal Inani is Managing Director of the Company.

##### (b) Number of Board Meetings held, dates on which held and Attendance of Director at the Board Meetings and the last Annual General Meeting :

#### 1. Board Meetings held during the Year- 8

Date of Meeting	Total Strength of Board	of Quorum
02/04/2018	2	2
22/05/2018	5	5
04/06/2018	5	5
30/06/2018	10	10
22/08/2018	10	10
26/10/2018	10	10
19/12/2018	10	10
15/03/2019	10	10



## 2. Attendance of Directors at Board Meeting and AGM:

NAME	No. of Board Meeting held during tenure	No. of Board Meeting Attended	Whether attended Annual General Meeting - 15/09/2018
RAMPAL INANI	8	8	Yes
DINESH CHANDRA INANI	8	8	Yes
JAGDISH CHANDRA INANI	7	7	Yes
VINOD KUMAR INANI	7	7	Yes
SUSHEEL KUMAR INANI	7	7	Yes
ANIL KUMAR KABRA	5	5	Yes
MURLI ATAL	5	5	Yes
APOORVA MAHESHWARI	5	5	Yes
HARSH KABRA	5	5	Yes
HIMANSHU JAIN	5	5	Yes



C)Number of other Boards or Board Committees in which the Director is a Director /Member /Chairperson :

Your Board of Directors are wholly engaged in serving your company. There no other company in which any of your Director is holding any such position.

### 3. Audit Committee

#### 1. Terms of Reference-

The terms of reference of this Committee include matters mandated in the Listing Regulations and Companies Act, 2013.

#### 2. Composition of Audit Committee and details of the Members participation at the meetings of the committee are as under-

<u>Name of the Director</u>	<u>Status</u>	<u>Nature of Directorship</u>
Anil Kumar Kabra	Chairman	Independent Director
Murli Atal	Member	Independent Director
Himanshu Jain	Member	Independent Director
Susheel Kumar Inani	Member	Whole Time Director

The following 4 meetings were held during the financial year 2018-19-

<u>Date of Meeting</u>	<u>Number of Member</u>	<u>Total Attendance</u>
05/07/2018	4	4
06/08/2018	4	4
28/11/2018	4	4
22/02/2019	4	4



#### 4. Nomination and Remuneration

a. Composition of Nomination and Remuneration Committee and details of the Members participation at the meetings of the committee are as under-

<u>Name of the Director</u>	<u>Status</u>	<u>Nature of Directorship</u>
Apoorva Maheshwari	Chairman	Independent Director
Harsh Kabra	Member	Independent Director
Anil Kumar Kabra	Member	Independent Director

The following 2 meetings were held during the financial year 2018-19-

<u>Date of Meeting</u>	<u>Number of Member</u>	<u>Total Attendance</u>
07/08/2018	3	3
21/02/2019	3	3





**b. Remuneration Policy-**

Remuneration policy of the company is hosted on website of the company. (<http://www.srdyechem.com/investor-relations.asp>)

**5. Meeting of Independent Directors:**

A separate meeting of Independent Directors was held on February 11<sup>th</sup>, 2019 (without attendance of Non Independent Director(s)).

**6. General Meetings of the Company**

**1. Annual General Meetings of Last 3 years-**

S.No.	Date	For the Financial Year	Address
1	24-09-2017	2015-16	SG-2730, Suwana, Bhilwara-311001, Rajasthan
2	30-09-2017	2016-17	SG-2730, Suwana, Bhilwara-311001, Rajasthan
3	15-09-2018	2017-18	SG-2730, Suwana, Bhilwara-311001, Rajasthan





## 2.Extra-Ordinary General Meetings during the year-

S.No.	Date	Address	Special Resolutions
1	23-04-2018	SG-2730, Suwana, Bhilwara-311001, Rajasthan	1.Application for Conversion of company from Private Limited to public Limited. 2.Alteration of Name Clause of MOA.
2	02-06-2018	SG-2730, Suwana, Bhilwara-311001, Rajasthan	1.Alteration of object Clause of MOA. 2.Adoption of New set of AOA. 3.Approval of Related Party Transactions. 4.Increase In Managerial Remuneration Limit of all directors eligible for remunerations- in separate resolutions. 5.Appointment of Managing Director. 6.Increase in Limit- U/s 186 of Companies Act, 2013.
3	09-06-2018	SG-2730, Suwana, Bhilwara-311001, Rajasthan	Appointment of Independent Directors in separate Resolutions.





## 7. General Information to the share holder-

S.No.	Particulars	Details
1.	Date of Book Closure	From: 24/08/2019 To: 30/08/2019
2.	Record Date for Dividend	23/08/2019
3.	Dividend Payment Date	Within 30 days , if declared at Annual General Meeting
4.	Listing on Stock Exchange	ISIN(forNSDL/CDSL)- INE01NE01012  BSE SYMBOL-SRD  SCRIP CODE-542232
5.	Registrar and Share Transfer Agent	Cameo Corporate Services Ltd, Subramanian Building, 1, Club House Road, Chennai, Tamil Nadu, 600002 TEL- 044 - 28460425 FAX- 044 - 28460129 EMAIL AT- <a href="mailto:RDR@CAMEOINDIA.COM">RDR@CAMEOINDIA.COM</a> Website- <a href="http://WWW.CAMEOINDIA.COM">WWW.CAMEOINDIA.COM</a>
6.	Share Transfer System	All share transfer request is processed by RTA of the Company.
7.	Dematerialization of Shares and Liquidity	All Equity Shares of the Company are in dematerialized form.



**Annexure-IV**  
**AOC-2**

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

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

SI No.	Particulars	Amount (₹)
1	<b>Details of contracts or arrangements or transactions not at arm's length basis</b>	NIL
(a)	Name(s) of the related party and nature of relationship	
(b)	Nature of contracts/arrangements/transactions	
(c)	Duration of the contracts/arrangements/transactions	
(d)	Salient terms of the contracts or arrangements or transactions including the value, if any	
(e)	Justification for entering into such contracts or arrangements or transactions	
(f)	date(s) of approval by the Board	
(g)	Amount paid as advances, if any:	
(h)	Date on which the special resolution was passed in general meeting as required under first proviso to section 188	
2	<b>Details of material contracts or arrangement or transactions at arm's length basis</b>	MENTIONED BELOW





s.no	1	2	3	4	5	6	7	8	9	10
(a) Name(s) of the related party	RAMPAL INANI	DINESH CHANDRA INANI	RAHUL INANI	RAHUL INANI	GANGA DEVI INANI	INANI CHEMICALS	CLASSIC PRIME HOME CARE PRIVATE LIMITED	OASIS CAPITAL PRIVATE LIMITED	SHANKAR LAL INANI HUF	CHHAVI INANI
Nature of relationship	DIRECTOR	DIRECTOR	DIRECTOR'S SON	DIRECTOR'S SON	DIRECTOR,S MOTHER	DIRECTOR IS PROPREITOR	DIRECTOR'S WIFE IS DIRECTOR IN THE COMPANY	DIRECTOR'S WIFE IS DIRECTOR IN THE COMPANY	DIRESTOR IS KARTA	DIRECTOR'S DAUGHTER
(b) Nature of contracts/arrangements/transactions	MANAGERIAL REMUNERATION & INTEREST PAID ON UNSECURED LOAN	MANAGERIAL REMUNERATION & INTEREST PAID ON UNSECURED LOAN	SALARY AND INTEREST ON UNSECURED LOAN	SALARY AND INTEREST ON UNSECURED LOAN	RENT AND INTEREST ON UNSECURED LOAN	PURCHASE	COMMISSION AND INTEREST ON UNSECURED LOAN	PURCHASES, COMMISSION AND INTEREST ON UNSECURED LOAN	INTEREST ON UNSECURED LOAN	INTEREST ON UNSECURED LOAN
(c) Duration of the contracts/arrangements/transactions	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
(d) Salient terms of the contracts or arrangements or transactions including the value, if any:	REMUNERATION-3383000 INTEREST PAID ON LOAN-777200	REMUNERATION-3218000 INTEREST PAID ON LOAN-434800	SALARY-2400000 INTEREST PAID ON LOAN-851600	SALARY-2400000 INTEREST PAID ON LOAN-851600	RENT-960000 INTEREST PAID ON LOAN-938080	PURCHASE-1096338	COMMISSION-312700 INTEREST PAID-321000	PURCHASE-1764992 COMMISSION-13036640 INTEREST PAID-1664500	INTEREST PAID-180300	INTEREST PAID-489300
(e) Date(s) of approval by the Board, if any:	02/06/2018 (EOGM), 15.03.2019(Board meeting) and 05/07/2018 (Audit Committee Meeting)	02/06/2018 (EOGM), 15.03.2019(Board meeting) and 05/07/2018 (Audit Committee Meeting)	02/06/2018 (EOGM), 15.03.2019(Board meeting) and 05/07/2018 (Audit Committee Meeting)	02/06/2018 (EOGM), 15.03.2019(Board meeting) and 05/07/2018 (Audit Committee Meeting)	02/06/2018 (EOGM), 15.03.2019(Board meeting) and 05/07/2018 (Audit Committee Meeting)	02/06/2018 (EOGM), 15.03.2019(Board meeting) and 05/07/2018 (Audit Committee Meeting)	02/06/2018 (EOGM), 15.03.2019(Board meeting) and 05/07/2018 (Audit Committee Meeting)	02/06/2018 (EOGM), 15.03.2019(Board meeting) and 05/07/2018 (Audit Committee Meeting)	02/06/2018 (EOGM), 15.03.2019(Board meeting) and 05/07/2018 (Audit Committee Meeting)	02/06/2018 (EOGM), 15.03.2019(Board meeting) and 05/07/2018 (Audit Committee Meeting)
(f) Amount paid as advances, if any:	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA

s.no.	11	12	13	14	15	16	17	18	19	20
(a) Name(s) of the related party	SUSHEEL KUMAR INANI	RAMPAL INANI HUF	DINESH CHANDRA INANI HUF	JAGDISH CHANDRA INANI	VIMAL KUMAR INANI HUF	JAGDISH CHANDRA INANI HUF	SUSHEEL KUMAR INANI HUF	VINOD KUMAR INANI	SHEELU INANI	MAMTA INANI
Nature of relationship	DIRECTOR	DIRECTOR IS KARTA	DIRECTOR IS KARTA	DIRECTOR	DIRECTOR IS KARTA	DIRECTOR IS KARTA	DIRECTOR IS KARTA	DIRECTOR	DIRECTOR'S SPOUSE	DIRECTOR'S SPOUSE
(b) Nature of contracts/arrangements/transactions	MANAGERIAL REMUNERATION & INTEREST PAID ON UNSECURED LOAN	INTEREST ON UNSECURED LOAN	INTEREST ON UNSECURED LOAN	MANAGERIAL REMUNERATION & INTEREST PAID ON UNSECURED LOAN	INTEREST ON UNSECURED LOAN	INTEREST ON UNSECURED LOAN	INTEREST ON UNSECURED LOAN	MANAGERIAL REMUNERATION & INTEREST PAID ON UNSECURED LOAN	SALARY AND INTEREST PAID ON UNSECURED LOAN	SALARY AND INTEREST PAID ON UNSECURED LOAN
(c) Duration of the contracts/arrangements/transactions	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
(d) Salient terms of the contracts or arrangements or transactions including the value, if any:	REMUNERATION-3185000 INTEREST PAID ON LOAN-1152100	INTEREST PAID-703000	INTEREST PAID-1056600	REMUNERATION-3190000 INTEREST PAID ON LOAN-424860	INTEREST PAID-1521300	INTEREST PAID-857150	INTEREST PAID-1285400	REMUNERATION-3185000 INTEREST PAID ON LOAN-298100	SALARY-2280000 INTEREST PAID-1121400	INTEREST PAID-797580 SALARY-2400000
(e) Date(s) of approval by the Board, if any:	02/06/2018 (EOGM), 15.03.2019(Board meeting) and 05/07/2018 (Audit Committee Meeting)	02/06/2018 (EOGM), 15.03.2019(Board meeting) and 05/07/2018 (Audit Committee Meeting)	02/06/2018 (EOGM), 15.03.2019(Board meeting) and 05/07/2018 (Audit Committee Meeting)	02/06/2018 (EOGM), 15.03.2019(Board meeting) and 05/07/2018 (Audit Committee Meeting)	02/06/2018 (EOGM), 15.03.2019(Board meeting) and 05/07/2018 (Audit Committee Meeting)	02/06/2018 (EOGM), 15.03.2019(Board meeting) and 05/07/2018 (Audit Committee Meeting)	02/06/2018 (EOGM), 15.03.2019(Board meeting) and 05/07/2018 (Audit Committee Meeting)	02/06/2018 (EOGM), 15.03.2019(Board meeting) and 05/07/2018 (Audit Committee Meeting)	02/06/2018 (EOGM), 15.03.2019(Board meeting) and 05/07/2018 (Audit Committee Meeting)	02/06/2018 (EOGM), 15.03.2019(Board meeting) and 05/07/2018 (Audit Committee Meeting)
(f) Amount paid as advances, if any:	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA

pto

		21	22	23
(a)	Name(s) of the related party	KIRAN INANI	MEENA INANI	USHA INANI
	Nature of relationship	DIRECTOR'S SPOUSE	DIRECTOR'S SPOUSE	DIRECTOR'S SPOUSE
(b)	Nature of contracts/arrangements/transactions	SALARY AND INTEREST PAID ON UNSECURED LOAN	SALARY AND INTEREST PAID ON UNSECURED LOAN	SALARY AND INTEREST PAID ON UNSECURED LOAN
(c)	Duration of the contracts/arrangements/transactions	NA	NA	NA
(d)	Salient terms of the contracts or arrangements or transactions including the value, if any:	INTEREST PAID- 1252100 SALARY-2280000	INTEREST PAID- 179000 SALARY-2280000	INTEREST PAID- 681200 SALARY-2400000
(e)	Date(s) of approval by the Board, if any:	02/06/2018 (EOGM), 15.03.2019(Board meeting) and 05/07/2018 (Audit Committee Meeting)	02/06/2018 (EOGM), 15.03.2019(Board meeting) and 05/07/2018 (Audit Committee Meeting)	02/06/2018 (EOGM), 15.03.2019(Board meeting) and 05/07/2018 (Audit Committee Meeting)
(f)	Amount paid as advances, if any:	NA	NA	NA





**INDEPENDENT AUDITORS' REPORT**

**To the Members of**  
**Shankar Lal Rampal Dye Chem Limited**  
**(Formerly known as Shankar lal Rampal Dye chem. Pvt. Ltd.)**

**Report on the Audit of the Standalone Financial Statements**

**Opinion**

We have audited the accompanying financial statements of SHANKAR LAL RAM PAL DYE CHEM LIMITED, (Formerly known as SHANKAR LAL RAMPAL DYE CHEM PRIVATE LIMITED), ('the Company'), which comprise the Balance Sheet as at 31st March, 2019, the Profit and Loss Statement, and the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

**Basis for Opinion**

We conducted our audit of the Financial Statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013 ("the act"). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

**Key Audit Matters**

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



<p><b><u>1.Assessment of Inventories</u></b></p> <ul style="list-style-type: none"><li>• The net carrying value of inventory as on 31st March, 2019 was Rs. 10,37,66,047 which is 18.42% of Total Assets of the company.</li></ul> <p>Hence, we determined the valuation of inventories as a key audit matter.</p> <p><u>Related Disclosures:</u> Please refer to Note- for details of the accounting policies of inventories and Note- for relevant disclosures of inventories of the independent auditors report.</p>	<p>Our audit procedures for inventory verification included:</p> <ul style="list-style-type: none"><li>• We have performed the Inventory physical stock count on sample basis for the period ended 31st March, 2019. We attended inventory counts at location, which is selected based on financial significance and risk and we performed the following procedures at each site:<ul style="list-style-type: none"><li>(i) Selected a sample of inventory items and compared the quantities we counted to the quantities recorded.</li><li>(ii) Observed a sample of management's inventory count procedures to assess compliance with Company's policy, and</li><li>(iii) Made inquiries regarding obsolete inventory items and inspected the condition of items counted.</li></ul></li><li>• We have also evaluated a selection of controls over inventory existence across the company.</li><li>• Examining the Company's historical trading patterns of inventory sold at full price and inventory sold below full price, together with the related margins achieved for each product lines in order to gain comfort that stock has not been sold below cost.</li><li>• Evaluating the rationality of the inventory policies such as the policy of inventory valuation and provision for obsolescence and understanding whether the valuation of inventory was performed in accordance with the Company's policy.</li><li>• Analyzing the inventory aging report and net realizable value of inventories.</li><li>• Inspecting the post period sales situation and evaluating the net realizable value of measurement applied on aging inventory in order to verify the evaluation accuracy of the estimated inventory allowance by the Company and</li><li>• Assessing whether the disclosures of provision for inventory valuation are appropriate.</li></ul>
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<p><b><u>2. Assessment of Trade Receivables</u></b></p> <ul style="list-style-type: none"><li>• The recoverability of trade receivables and the level of provisions for doubtful debts are considered to be a significant risk due to the pervasive nature of these balances to the financial statements, and the importance of cash collection with reference to the working capital management of the business.</li><li>• At 31st March, 2019 the trade receivables balances (net of provisions) was Rs. 26,88,25,959 which consist of 47.73% of the total amount of assets. Since the Trade receivables constitute the substantial part of the assets of the company, they are determined as the key audit matters.</li></ul> <p><u>Related Disclosures:</u> Please refer to Note for details of the accounting policies of accounts receivable.</p>	<p>We have:</p> <ul style="list-style-type: none"><li>• Assessed the design and implementation of key controls around the monitoring of recoverability.</li><li>• Discussed with the management regarding the level and ageing of trade receivables, along with the consistency and appropriateness of receivables provisioning by assessing recoverability with reference to amount received in respect of debtors.</li><li>• In addition we have considered the company's previous experience of bad debt exposure and the individual counter-party credit risk.</li><li>• Critically assessed the recoverability of overdue un-provided debt with reference to the historical levels of bad debt expense and credit profile of the counter-parties.</li><li>• Tested these balances on a sample basis through agreement to post period end invoicing and cash receipt.</li><li>• The accuracy and completeness was verified through, analytical reviews and balance confirmation.</li><li>• Considered the consistency of judgments regarding the recoverability of trade receivables made year on year to consider whether there is evidence of management bias through discussion with management on their rationale.</li><li>• Analyzing the aging schedule of accounts receivable, past collection records, industry boom and concentration of customers' credit risk.</li></ul>
<p><b><u>3. Revenue Recognition</u></b></p> <ul style="list-style-type: none"><li>• Revenue is an important measure used to evaluate the performance of the Company. There is a risk that the revenue is presented for amounts higher than what has been actually generated by the Company. Consequently, we considered revenue recognition to be a significant key audit matter.</li></ul>	<p>Our audit procedures to assess revenue recognition include the following:</p> <ul style="list-style-type: none"><li>• Assessing the design, implementation existence and operating effectiveness of internal control procedures implemented as well as test of details to ensure accurate processing of revenue transactions.</li><li>• Inspecting underlying documentation for any book entries which were considered to be material on a sample basis.</li></ul>



<p><u>Related Disclosures:</u> Refer to note - Accounting Policy</p>	<ul style="list-style-type: none"><li>• Inspecting the key terms and conditions of agreements with major customers on a sample basis to assess if there were any terms and conditions that may have affected the accounting treatment of the revenue recognition.</li><li>• The accuracy and completeness of revenue was verified through, cut-off test, analytical reviews and balance confirmation.</li></ul>
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### **Information Other than the Financial Statements and Auditor’s Report Thereon**

The Company’s Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board’s Report including Annexures to Board’s Report, Corporate Governance and Shareholder’s Information, but does not include the financial statements and our auditor’s report thereon. The other information as identified above is expected to be made available to us after the date of this auditor’s report.

Our opinion on the financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. When we read the other information as identified above, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and describe actions applicable in the applicable laws and regulations

### **Management’s Responsibility for the Financial Statements**

The Company’s Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 (“the Act”) with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the AS 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 financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error



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

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

### **Auditor's Responsibilities for the Audit of the Financial Statements**

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern.

If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.



- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

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

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

1) As required by the Companies (Auditor's Report) Order, 2016("the order) issued by the Central Government in terms of Section 143(11) of the act, we give in "Annexure I" a statement on the matters specified in paragraph 3 and 4 of the Order

2) As required by section 143(3) of the Act, based on our audit we report:

- (a) We have sought and obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit;
- (b) In our opinion and to the best of our information and according to the explanations given to us, proper books of accounts as required by law have been kept by the Company so far as appears from our examination of those books;
- (c) The Balance Sheet, the Statement of Profit and Loss and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.
- (d) In our opinion, the aforesaid financial statements comply with the AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014





**KALANI & COMPANY**  
CHARTERED ACCOUNTANTS

- (e) On the basis of written representations received from the directors, as on March 31, 2019 and taken on record by the Board of Directors, none of the Directors are disqualified as on March 31, 2019, 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 Annexure 'II' to this report.
- (g) With respect to the other matter to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

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

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

- i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements
- ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long term contracts
- iii. There are no amounts which are required to be transferred to the Investor Education and Protection Fund by the Company.

**For Kalani & Company.**

Chartered Accountants  
Firm Regn. No 000722C

Sd/-

**S.P. Jhanwar**

Partner

Membership No. 074414

Place: Bhilwara

Date: 29/05/2019



**Annexure “II” forming part of Independent Auditor’s Report**

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

We have audited the internal financial controls with reference to financial statements of Shankarlal Rampal Dye Chem Ltd. Limited (“the Company”) as of March 31, 2019 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

**Management’s Responsibility for Internal Financial Controls**

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

**Auditors’ Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements 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 with reference to AS financial statements 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 judgment, 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 with reference to AS financial statements.



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

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

### **Inherent Limitations of Internal financial controls with reference to AS financial statements**

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, the Company has, in all material respects, an adequate internal financial controls with reference to AS financial statements and such internal financial controls with reference to AS financial statements were operating effectively as at March 31, 2019, based on the internal financial controls with reference to AS financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

### **For Kalani& Company.**

Chartered Accountants  
Firm Regn. No 000722C

Sd/-

**S.P. Jhanwar**

Partner

Membership No. 074414

Place: Bhilwara

Date: 29/05/2019



**ANNEXURE 'I' 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 Shankar Lal Rampal Dye Chem 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 (Property, Plant & Equipment).
  - (b) The fixed assets (Property, Plant & Equipment) have been physically verified by the management at reasonable intervals. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
  - (c) The title deeds of immovable properties are held in the name of company.
- ii. Physical verification of inventory has been conducted during the year at reasonable intervals by management. As informed to us no material discrepancies have been noticed on such verification.
- iii. The Company has not granted any loans, secured or unsecured to any companies, firms, limited liability partnership or other parties covered in register maintained under Section 189 of the Companies Act, 2013.
- iv. No loans have been given to parties covered under section 185 of the Companies Act, 2013. The company has not given any guarantee or provided any security to any party covered under section 185 or 186 of the Companies Act, 2013. In case of investments provisions of section 185 and 186 of the Companies Act 2013 has been complied.
- v. The company has not accepted deposits from the public within the meaning of Sections 73 to 76 of the Companies Act, 2013 and the rules made there under, hence this clause is not applicable.
- vi. The Central Government has not prescribed the Maintenance of cost records under section 148(1) of the Act, for the turnover generated by the company.
- vii. According to the information and explanations given to us, in respect of statutory dues:
  - (a) Undisputed statutory dues including provident fund, employee state insurance, income tax, GST, custom duty, cess and other statutory dues have generally been regularly deposited with the appropriate authorities and there are no undisputed dues outstanding as on 31st March 2019.
  - (b) According to the information and explanations given to us, there are no material dues of wealth tax, duty of customs and cess which have not been deposited with appropriate authorities on account of any dispute.
- viii. In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of loans or borrowings to the financial institution, banks, government or due to debenture holders.



**KALANI & COMPANY**  
CHARTERED ACCOUNTANTS

- ix. The Company has raised money by way of initial public offer, 1620000 equity shares of face value Rs.10/- have been issued at Rs.45/- (including premium of Rs.35/- per share). According to the information and explanations given to us, the money raised by the company by way of initial public offer has been applied for the purpose for which they were obtained.
- 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. The Company has complied with Section 177 and 188 of the Companies Act, 2013 where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements as required by the applicable Indian Accounting Standards.
- xiv. During the year, the Company has made preferential allotment of shares. In our opinion and according to the information and explanations given to us, the Company has complied with the requirement of section 42 of the Companies Act, 2013 and the amount raised has been used for the purpose for which the funds were raised.
- xv. The Company has not entered into any non-cash transactions with its Directors or persons connected to its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- xvi. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

**For Kalani & Company.**

Chartered Accountants  
Firm Regn. No 000722C

Sd/-

**S.P. Jhanwar**

Partner

Membership No. 074414

Place: Bhilwara

Date: 29/05/2019

**SHANKAR LAL RAMPAL DYE CHEM LIMITED(Formerly known as SHANKAR LAL RAMPAL DYE CHEM PRIVATE LIMITED)**

BALANCE SHEET AS AT 31st MARCH 2019					
PARTICULARS	NOTE NO.	As At		As At	
		31 <sup>st</sup> March, 2019		31 <sup>st</sup> March, 2018	
<b>EQUITY AND LIABILITIES</b>					
<b>Shareholders' funds</b>					
(a) Share Capital	2.01	59978500		43778500	
(b) Reserves and Surplus	2.02	237609023	<b>297587523</b>	165910044	<b>209688544</b>
<b>Non-current Liabilities</b>					
(a) Long-term Borrowing	2.03	192475773		98284710	
(b) Deferred Tax Liabilities (Net)	2.04	-	<b>192475773</b>	-	<b>98284710</b>
<b>Current Liabilities</b>					
(a) Short-term Borrowings	2.05	55931469		34012993	
(b) Trade Payables	2.06	16655548		72829436	
(c) Other Current Liabilities	2.07	560749		4679988	
(d) Short-term Provisions	2.08	-	<b>73147766</b>	-	<b>111522417</b>
			<b>563211061</b>		<b>419495671</b>
<b>ASSETS</b>					
<b>Non-Current Assets</b>					
(a) Fixed Assets	2.09	3683124		3796309	
(b) Deferred Tax Assets (Net)	2.04	38379	<b>3721503</b>	15898	<b>3812207</b>
<b>Current Assets</b>					
(a) Inventories	2.10	103766047		99313557	
(b) Trade Receivables	2.11	268825959		224200730	
(c) Cash and Cash Equivalents	2.12	124972311		9244662	
(d) Short-term Loans and Advances	2.13	61925241	<b>559489558</b>	82924515	<b>415683464</b>
			<b>563211061</b>		<b>419495671</b>
<b>Significant Accounting Policies, Notes on accounts and other disclosures from Note no. 1 to 2.27 forming part of these financial statements.</b>					
IN TERMS OF OUR AUDIT REPORT OF EVEN DATE		For & on behalf of the Board			
<b>FOR KALANI &amp; COMPANY</b>					
<b>Chartered Accountants</b>					
<b>FRN - 00722C</b>					
SD/-		SD/-	SD/-		
(S.P. JHANWAR)		(RAMPAL INANI)	(VINOD KUMAR INANI)		
Partner		(MANAGING DIRECTOR)	(DIRECTOR)		
M. NO. 74414					
		SD/-	SD/-		
		(SUSHEEL KUMAR INANI)	Aditi Babel		
Dated: 29-05-2019		(CFO/DIRECTOR)	(COMPANY SECRETARY &		
PLACE:- BHILWARA			COMPLIANCE OFFICER)		

**SHANKAR LAL RAMPAL DYE CHEM LIMITED(Formerly known as SHANKAR LAL RAMPAL DYE CHEM PRIVATE LIMITED)**

<b>PROFIT &amp; LOSS STATEMENT FOR THE YEAR ENDED ON 31ST MARCH 2019</b>					
<b>PARTICULARS</b>	<b>NOTE NO.</b>	<b>Current Year</b>		<b>Previous Year</b>	
Revenue from operation	<b>2.14</b>	1758683084		751644017	
Other income	<b>2.15</b>	1015227		41106	
<b>Total Revenue</b>			<b>1759698311</b>		<b>751685123</b>
<b>Expenses:</b>					
Purchases of Stock-in-Trade	<b>2.16</b>	1636894195		708309597	
Changes in inventory	<b>2.17</b>	(4452490)		(70143626)	
Employee benefits expenses	<b>2.18</b>	31377100		4663000	
Finance costs	<b>2.19</b>	20847948		9909305	
Depreciation expense	<b>2.20</b>	396039		324323	
Other expenses	<b>2.21</b>	53930108		85124492	
<b>Total Expenses</b>			<b>1738992900</b>		<b>738187091</b>
<b>Profit before exceptional and extraordinary items and tax</b>			<b>20705411</b>		<b>13498032</b>
<b>Tax expense:</b>					
(a) Current tax		5728913		3863278	
(b) Deferred tax		(22481)		(12577)	
			<b>5706432</b>		<b>3850701</b>
<b>Profit after Tax</b>			<b>14998979</b>		<b>9647331</b>
<b>Earnings per equity share :</b>	<b>2.22</b>				
(a) Basic			<b>2.50</b>		<b>2.20</b>
(b) Diluted			<b>2.50</b>		<b>2.20</b>
<b>Significant Accounting Policies, Notes on accounts and other disclosures from Note no. 1 to 2.27 forming part of these financial statements.</b>					
IN TERMS OF OUR AUDIT REPORT OF EVEN DATE		For & on behalf of the Board:			
<b>FOR KALANI &amp; COMPANY</b>					
Chartered Accountants					
FRN - 00722C		SD/-		SD/-	
		(RAMPAL INANI)		(VINOD KUMAR INANI)	
		(MANAGING DIRECTOR)		(DIRECTOR)	
SD/-					
(S.P. JHANWAR)					
Partner					
M. NO. 74414		SD/-		SD/-	
		(SUSHEEL KUMAR INANI)		Aditi Babel	
		(CFO/DIRECTOR)		(COMPANY SECRETARY &	
Place : Bhilwara				COMPLIANCE OFFICER)	
Dated: 29-05-2019					

**SHANKAR LAL RAMPAL DYE CHEM LIMITED(Formerly known as SHANKAR LAL RAMPAL DYE CHEM PRIVATE LIMITED)**

**Cash Flow Statement for the period ended 31st March 2019**

Particulars	2018-19		2017-18	
	Details	Amount	Details	Amount
<b>(A) Cash Flow From Operating Activities</b>				
Net profit before tax as per P&L A/c		20705411		13498032
<b>Adjustment for:</b>				
Depreciation	396039		324323	
Loss on Sale of Fixed Assets	-		-	
Profit on Sales of Fixed Assets	-		-	
Interest Paid	20432904	20828943	9632366	9956689
<b>Operating Profit before working capital changes</b>		<b>41534354</b>		<b>23454721</b>
<b>Adjustment For</b>				
Decrese/(Increase) in inventories	(4452490)		(70143626)	
Decrese/(Increase) in trade & other receivable	(44625229)		(181824708)	
Decrese/(Increase) in loans & advances	20999274		(59526476)	
Decrese/(Increase) in other current assets	-		-	
Increase/(Decrease) in trade payable	(56173888)		71064542	
Increase/(Decrease) in short term borrowings	21918476		19489061	
Increase/(Decrease) in short term Provision	0		(72530)	
Increase/(Decrease) in other current liabilities	(4119239)	(66453096)	4377892	(216635845)
<b>Cash generated from Operation</b>		<b>(24918742)</b>		<b>(193181124)</b>
Income Tax paid		5728913		3863278
<b>Net cash from Operating activities (A)</b>		<b>(30647656)</b>		<b>(197044402)</b>
<b>(B) Cash Flow From Investing Activities</b>				
Purchase of Fixed Assets		(282854)		(2606325)
Decrease/(Increase) in CWIP		-		-
Sale of Fixed Assets		-		-
<b>Net Cash used in investing Activites (B)</b>		<b>(282854)</b>		<b>(2606325)</b>
<b>(C) Cash Flow From Financing Activities</b>				
Proceeds from issue of share capital		16200000		26,439,050
Proceeds from share premium		56700000		94,387,409
Interest Paid		(20432904)		(9632966)
Increase/(Decrease) in Bank Borrowings		-		-
Increase/(Decrease) in Unsecured Loan		94191063		88753121
<b>Net Cash From Financing Activites (C)</b>		<b>146658159</b>		<b>199946614</b>
<b>Net increase/ decrease in cash and cash equivalents (A+B+C)</b>		<b>115727650</b>		<b>296487</b>
Opening balance of cash & cash equivalents		9244662		8948175
<b>Closing balance of cash &amp; cash equivalents</b>		<b>124972311</b>		<b>9244662</b>

In terms of our Audit Report of even date :

**FOR KALANI & COMPANY**

Chartered Accountants

FRN - 00722C

SD/-  
(S.P. JHANWAR)  
Partner  
M. NO. 74414

PLACE : BHILWARA  
Dated: 29-05-2019

For & on behalf of the Board:

SD/-  
(RAMPAL INANI)  
(MANAGING DIRECTOR)

SD/-  
(SUSHEEL KUMAR INANI)  
(CFO/DIRECTOR)

SD/-  
(VINOD KUMAR INANI)  
(DIRECTOR)

Aditi Babel  
(COMPANY SECRETARY &  
COMPLIANCE OFFICER)



**SHANKAR LAL RAMPAL DYE CHEM LIMITED(Formerly known as SHANKAR LAL RAMPAL DYE CHEM PRIVATE LIMITED)**

(Amount in INR)					
		As At 31st March, 2019		As At 31st March, 2018	
<b>NOTE"2.01" SHARE CAPITAL</b>					
<b>AUTHORISED:</b>					
6500000 Equity Shares of Rs. 10/-each		65000000		50000000	
(5000000 Equity shares of Rs 10/- each in previous year)		<b>65000000</b>		<b>50000000</b>	
<b>ISSUED SUBSCRIBED &amp; PAID UP:</b>					
5997850 Equity Shares of Rs. 10/-each		59978500		43778500	
(4377850 Equity Shares of Rs 10/-each in previous year)		<b>59978500</b>		<b>43778500</b>	
<b>Reconciliation of No. of Equity shares issued by the company :-</b>					
Particulars		As At 31st March, 2019 Of Rs. 10		As At 31st March, 2018 Of Rs. 10	
At the beginning of the year		4377850		1733945	
Issued During the year		1620000		2643905	
Redeemed/bought back during the year		-		-	
At the end of the year		5997850		4377850	
<b>2.01.1 Rights, preference and restrictions to the Shareholders :-</b>					
2.01.1 Equity Shares					
All Equity Shareholders are having right to get dividend in proportion to the paid up value of each equity shares as and when declared.					
No member shall be entitled to exercise any voting rights either personally or by proxy at any meeting of company in respect of any shares registered in his name on which any calls or other sums presently not payable by him have been paid or in regard to which the company has, and has exercised any right of lien.					
<b>Details of Shareholders holding more than 5% of Equity Shares issued by the company</b>					
Name of Shareholder		As At 31st March, 2019		As At 31st March, 2018	
		No. of Shares held	% of Holding	No. of Shares held	% of Holding
OASIS CAPITAL P. LTD		859095	14.32%	342620	7.83%
Classic Prime Home Care Pvt Ltd		653700	10.90%		
DINESH CHANDRA INANI		-	-	130000	2.97%
SUSHEEL KUMAR INANI		392495	6.54%	126000	2.88%
VINOD KUMAR INANI		394900	6.58%	124000	2.83%
JAGDISH CHANDRA INANI		334210	5.57%	130660	2.98%
MAMTA INANI		-	-	120000	2.74%
<b>NOTE NO. '2.02' RESERVES AND SURPLUS</b>					
<b>Securities Premium Account</b>					
Opening balance		150032639		55645230	
Add : Received During the year		56700000		94387409	
		<b>206732639</b>		<b>150032639</b>	
<b>Surplus</b>					
Opening Balance		15877405		6230074	
Add : Profit for the year		14998979		9647331	
		<b>30876384</b>		<b>15877405</b>	
		<b>237609023</b>		<b>165910044</b>	

**OTHER DISCLOSURES**

**NOTE NO. 1 SIGNIFICANT ACCOUNTING POLICIES**

**1. System of accounting**

The company adopts the accrual concept in preparation of the accounts.

The assessee follows mercantile system of accounting. Accounting Policies have been framed and adopted based on the Generally Accepted Accounting Principles in India including Accounting Standards and Income Computation Disclosure Standards (ICDS) I to X issued by CBDT, wherever applicable.

**2. Inflation**

Assets and liabilities are recorded at historical cost. To the company, these costs are not adjusted to reflect the changing value in the purchasing power of money.

**3. Fixed assets**

Fixed assets are capitalised at cost inclusive of direct installation erection and allied expenses.

**4. Inventories**

Inventories are valued at cost or net realisable value which ever is lower. Cost is measured on First in First Out basis.

**5. Depreciation**

Depreciation on fixed assets is provided for on straight line method adopting Life prescribed by Schedule II of the Companies Act; 2013

**6. Foreign Currency Transactions**

Transactions denominated in Foreign Currencies are normally recorded at the exchange rate prevailing on the day of transaction.

**7. Taxes on Income**

Current tax is determined as the amount of tax payable to the Taxation Authorities in respect of taxable income for the year. Deferred tax is recognized, subject to consideration of prudence, in respect of deferred tax assets, on timing differences being difference between taxable income and accounting income that originate in one year and are capable of reversal in one or more subsequent years. In respect of unabsorbed depreciation / carry forward of losses under the tax laws, deferred tax assets are recognized only to the extent that there is virtual certainty that future taxable income will be available against which such deferred tax assets can be realized.

**8. Employment Benefits**

- i. Employee Benefit in the form of Provident Fund in pursuance of law is accounted on accrual basis and charged to Profit and Loss Statement for the year.
- ii. The Company is making provision for gratuity for employees when they completed 5 years of service.

**9. Borrowing Costs**

Borrowing costs that are attributable to the acquisition or construction of Qualifying assets are capitalized as part of the cost of such assets. A Qualifying asset is one that takes substantial period of time to get ready for its intended use. All other borrowing costs are charged to revenue.

**10. Others**

Except where stated, accounting policies are consistent with the generally accepted accounting principles and have been consistently applied.

**SHANKAR LAL RAMPAL DYE CHEM LIMITED(Formerly known as SHANKAR LAL RAMPAL DYE CHEM PRIVATE LIMITED)**

	As At 31st March, 2019	As At 31st March, 2018
<b>NOTE NO. '2.03' LONG TERM BORROWINGS</b>		
<b>Loans(Unsecured)</b>		
(a) From Directors and Relatives	130236323	85849210
(b) From Corporates	62239450	12435500
	<b>192475773</b>	<b>98284710</b>
<b>NOTE NO. '2.04' DEFERRED TAX LIABILITIES</b>	437876390	
Considering accounting procedure prescribed by the Accounting Standard 22 "Taxes on Income" the following amounts have been worked out and provided in the books.		
<b>Major components of deferred tax balances</b>		
P A R T I C U L A R S	As At 31st March, 2019	As At 31st March, 2018
<b>Deferred Tax Liabilities</b>		
i) Difference between accounting and tax depreciation (cumulative)	(38379)	(15898)
<b>TOTAL</b>	<b>(38379)</b>	<b>(15898)</b>
<b>Deferred Tax Assets</b>		
i) Accumulated unabsorbed depreciation	-	-
ii) Provision for doubtful debts (to date)	-	-
iii) Disallowances under section 43B for non payment of expenses	-	-
iv) Other timing differences	-	-
<b>TOTAL (i to iv)</b>	<b>-</b>	<b>-</b>
<b>Net Deferred Tax Liabilities</b>	<b>(38379)</b>	<b>(15898)</b>
<b>Deffered Tax (Assets)/Liability Recognized in Previous Year</b>	<b>(15898)</b>	<b>(3321)</b>
<b>Deffered Tax (Assets)/Liability Recognized in Current Year</b>	<b>(22481)</b>	<b>(12577)</b>
(Net deferred tax income of Rs 12577 has been credited to Statement of Profit and Loss besides current tax of Rs. 3863278 (Previous year expenses charged Rs 522530) as per Income Tax Act, 1961.		
	As At 31st March, 2019	As At 31st March, 2018
<b>NOTE NO. "2.05" SHORT-TERM BORROWINGS</b>		
<b>Loan Repayable on Demand Bank Borrowing</b>		
ICICI Bank Limited	34903745	34012993
Axis bank Limited	21027724	-
	<b>55931469</b>	<b>34012993</b>
<b>2.05.1 Securities/ Guarantees</b>		
<b>For Bank Borrowing:</b>		
1) Bank Borrowing from ICICI Bank is secured by Hypothecation of stock, Consisting of all types of dyes,chemical & other Current Assets of company and is guranteed by Mr. Rampal Inani and Mr. Dinesh Chandra Inani in their personal capacity.		
2) Bank Borrowing from AXIS Bank is secured by Hypothecation of stock, Consisting of all types of dyes,chemical & other Current Assets of company and is guranteed by Mr. Rampal Inani, Mr. Dinesh Chandra Inani, Mr. Shusheel Kumar Inani, Mr. Jagdish Chandra Inani, Mr. Vinod Kumar Inani, Mrs. Meena Inani, Mrs. Kiran Inani in their personal capacity.		

**SHANKAR LAL RAMPAL DYE CHEM LIMITED(Formerly known as SHANKAR LAL RAMPAL DYE CHEM PRIVATE LIMITED)**

		As At 31st March, 2019		As At 31st March, 2018	
<b>NOTE NO. "2.06" TRADE PAYABLE</b>					
Trade Payables					
For Trade Goods					
		69986		72803476	
		293376	363362		
For Others					
		1223420		25960	72829436
		15068766	16292186		
			<b>16655548</b>		<b>72829436</b>
To the extent information received for status under the Micro, Small and Medium Enterprises Development Act. 2006.					
		As At 31st March, 2019		As At 31st March, 2018	
<b>NOTE NO. "2.07" OTHER CURRENT LIABILITIES</b>					
TDS Payable					
		560749		4679988	
			560749		4679988
			<b>560749</b>		<b>4679988</b>
		As At 31st March, 2019		As At 31st March, 2018	
<b>NOTE NO. "2.08" SHORT-TERM PROVISIONS</b>					
Provisions for others					
For Taxation					
		5728913		3856834	
Less: Advance Tax and Tds (as per contra)					
		5728913		3856834	
			-		-
			-		-
<b>Accounting Standard: -29 "Provisions, Contingent Liabilities and Contingent Assets": Movement in Provisions:</b>					
Nature of Provisions	Provision outstanding at the beginning of the year	Provision made during the year	Provision utilized during the year	Provision reversed during the year	Provision outstanding at the end of the year
Taxation	3856834	5728913	3856834	-	5728913

SHANKAR LAL RAMPAL DYE CHEM LIMITED(Formerly known as SHANKAR LAL RAMPAL DYE CHEM PRIVATE LIMITED)

NOTE NO. '2.09' FIXED ASSETS											
DESCRIPTION OF ASSETS	GROSS BLOCK				DEPRECIATION				NET BLOCK		
	Cost As at 01.04.2018	Additions	Disposals/ Adjustment	Accumulated As at 31.03.2019	Accumulated As at 01.04.2018	For the Year	Deductions/ Adjustments	Accumulated As at 31.03.2019	As at 31.03.2019	As at 31.03.2018	
<b>TANGIBLE ASSETS</b>											
Office Equipments	803867	21094	-	824961	492804	148105	-	640909	184052	311063	
Vehicle	2012904	214895	-	2227799	1015462	147718	-	1163180	1064619	997442	
Computer	292140	46865	-	339005	204208	88166	-	292374	46631	87932	
Land	2032000	-	-	2032000	-	-	-	-	2032000	2032000	
Building	368000	-	-	368000	128	12051	-	12178	355822	367872	
<b>TOTAL</b>	<b>5508911</b>	<b>282854</b>	<b>-</b>	<b>5791765</b>	<b>1712602</b>	<b>396039</b>	<b>-</b>	<b>2108641</b>	<b>3683124</b>	<b>3796309</b>	
Previous Year	1651749	177650	-	1829399	1073187	315092	-	1388279	1514307	1651749	

**SHANKAR LAL RAMPAL DYE CHEM LIMITED(Formerly known as SHANKAR LAL RAMPAL DYE CHEM PRIVATE LIMITED)**

	As At 31st March, 2019		As At 31st March, 2018	
<b>NOTE NO. '2.10' INVENTORIES</b>				
Dye & chemicals		103766047		99313557
		<b>103766047</b>		<b>99313557</b>
	As At 31st March, 2019		As At 31st March, 2018	
<b>NOTE NO. '2.10.1' INVENTORIES</b>				
Bhilwara Branch		39164530		33580965
Mumbai Branch		64601517		65732592
		<b>103766047</b>		<b>99313557</b>
	As At 31st March, 2019		As At 31st March, 2018	
<b>NOTE NO. '2.11' TRADE RECEIVABLES</b>				
<b>Unsecured &amp; Considered Good</b>				
Outstanding Exceeding Six Months(From due date)	71840		33317	
Others	268754119		224167413	
		268825959		224200730
		<b>268825959</b>		<b>224200730</b>
	As At 31st March, 2019		As At 31st March, 2018	
<b>NOTE NO. '2.12' CASH AND CASH EQUIVALENTS</b>				
(A) Cash on hand		675236		336376
(B) Balances with Banks				
(i) Current accounts		121297075		8908286
(ii) Bank Deposits(Fixed Deposit)		3000000		-
		<b>124972311</b>		<b>9244662</b>
	As At 31st March, 2019		As At 31st March, 2018	
<b>NOTE NO. '2.13' SHORT-TERM LOANS AND ADVANCES</b>				
<b>Unsecured</b>				
Advance to supplier	48196834		73332631	
Advances recoverable in Cash or Kind	-		300000	
Advance Custom duty	232152		-	
Interest Accrued on FDR	21723		-	
Income Tax Refundable	1255473		-	
Advance payment of VAT	-		10681	
Prepaid Insurance Expenses	37638		31606	
Prepaid Travelling Expenses	161871		-	
GST Input Tax Credit	6867049		7944124	
		56772740		81619042
Advance Income Tax and TDS	10002414		5118751	
Less:Provision for Taxation (as per contra)	5728913	4273501	3863278	1255473
Security deposit with Government	50000		50000	
WITH OTHERS	829000	879000	-	50000
		<b>61925241</b>		<b>82924515</b>

**SHANKAR LAL RAMPAL DYE CHEM LIMITED(Formerly known as SHANKAR LAL RAMPAL DYE CHEM PRIVATE LIMITED)**

	Current Year		Previous Year	
<b>NOTE NO. '2.14' REVENUE FROM OPERATIONS</b>				
<b>(A) Sale of products</b>				
Dyes & Chemicals		1758683084		751644017
		<b>1758683084</b>		<b>751644017</b>
<b>NOTE NO. '2.14.1' REVENUE FROM OPERATIONS</b>				
<b>Dyes &amp; Chemicals</b>				
Rajasthan State Sales		493286929		280174216
Maharashtra State Sales		1265396155		466338576
Delhi State Sales		-		5131225
Total		<b>1758683084</b>		<b>751644017</b>
<b>NOTE NO. '2.15' OTHER INCOME</b>				
Foreign exchange gain		987130		-
Interest income		24137		37506
Other income		3960		3600
		<b>1015227</b>		<b>41106</b>
<b>NOTE NO. '2.16' PURCHASE OF STOCK IN TRADE</b>				
<b>Dyes And Chemicals</b>				
Purchase of Product		1534345404		656605678
Add: Custom duty paid		102548791		51703919
		<b>1636894195</b>		<b>708309597</b>
<b>NOTE NO. '2.16.1' PURCHASE OF STOCK IN TRADE</b>				
<b>Dyes And Chemicals</b>				
Rajasthan State Purchase		437376225		237403668
Maharashtra State Purchase		1096969179		465884204
Delhi State Purchase		-		5021725
		<b>1534345404</b>		<b>708309597</b>
<b>NOTE NO. '2.17.' CHANGE IN INVENTORIES</b>				
<b>Stock in trade</b>				
Opening Stock	99313557		29169931	
Less:Closing Stock	103766047	<b>(4452490)</b>	99313557	<b>(70143626)</b>
		<b>(4452490)</b>		<b>(70143626)</b>
<b>NOTE NO. '2.18' EMPLOYEE BENEFIT EXPENSES</b>				
Salary,Wages etc.		15303600		2689000
Directors Remuneration		16073500		1752000
Conveyance Allowance		-		222000
		<b>31377100</b>		<b>4663000</b>

**SHANKAR LAL RAMPAL DYE CHEM LIMITED(Formerly known as SHANKAR LAL RAMPAL DYE CHEM PRIVATE LIMITED)**

	Current Year		Previous Year	
<b>NOTE NO. '2.19' FINANCE COSTS</b>				
Bank & Other Charges		415044		276939
Interest To Bank & Others				
On Bank Borrowing	1777434		696316	
On Other	18655470	20432904	8936050	9632366
		<b>20847948</b>		<b>9909305</b>
<b>NOTE NO. '2.20' DEPRECIATION</b>				
Depreciation		396039		324323
		<b>396039</b>		<b>324323</b>
<b>NOTE NO. '2.21' OTHER EXPENSES</b>				
<b>ADMINISTRATIVE EXPENSES</b>				
Advertisement Exp.		140480		51155
Rent		1780988		296370
Rate & Taxes		91020		169505
Insurance Charges		126491		76250
Office Expenses		189734		105596.59
Postage & Telegram		60399		57054
IPO Expenses		2400730		-
Printing & Stationery		188845		31667
Telephone Expenses		12164		-
Licence/Trademark Registration Charges		17500		22500
Compliance Certificate		22000		
Vehicle and Maintenance Expenses		118444		64578
Loss on foreign Exchange fluctuation		-		65649
Sales Tax Demand		55570		-
Sundry Balances written off		-		181426
<u>Payments to Auditors:</u>				
Audit's Fees		100000		22420
Taxation		-		3540
<b>TOTAL (A)</b>		<b>5304365</b>		<b>1147711</b>
<b>SELLING EXPENSES</b>				
Commission to Selling Agents		47552044		83296700
Freight & Cartage Charges		853298		371479
Sample testing Exp.		66082		71035
Packing Exp.		-		102501
Travelling Expenses		154319		135066
<b>TOTAL (B)</b>		<b>48625743</b>		<b>83976781</b>
<b>TOTAL (A+B)</b>		<b>53930108</b>		<b>85124492</b>



**SHANKAR LAL RAMPAL DYE CHEM LIMITED(Formerly known as SHANKAR LAL RAMPAL DYE CHEM PRIVATE LIMITED)**

		Current Year	Previous Year
<b>NOTE NO. '2.22' EARNINGS PER SHARE</b>			
a) Amount used as the numerator profit after tax, dividend on preference	Rs.	14998979	9647331
b) Weighted average number of equity shares used as the denominator in computing basic earning per share.	Nos.	5997850	4377850
Add: Potential no. of equity shares that could arise on conversion of warrants into equity shares.	Nos.	NIL	NIL
Weighted average number of shares used in computing Diluted Earning per Share	Nos.	5997850	4377850
c) Nominal value per share	Rs.	10	10
d) Earnings Per Share:			
- Basic	Rs.	2.50	2.20
- Diluted	Rs.	2.50	2.20

NOTE 2.23 Contingent Liabilities	As at 31.03.2018	As at 31.03.2017
1. Contingent liabilities not provided for in respect of		
(a) Claims against the company not acknowledged as debts	NIL	NIL
(b) Estimated value of contract remaining to be executed on capital account.	NIL	NIL
(c) Bills discounted with bank remaining outstanding.	NIL	NIL
(d) Letter of credit established by Bank & Guarantee given by Bank for which counter Guarantee given by the Company.	NIL	NIL
2. The Company has not received information from vendors regarding their status under the Micro, Small & Medium Enterprises Development Act 2006 and hence disclosure relating to amounts unpaid as at the year with interest paid/ payable under this Act have not been given.		
3. Details of Remuneration to Directors :		
<b>PARTICULARS</b>	<b>2018-19</b>	<b>2017-18</b>
RAMPAL INANI	3383000	876000
DINESH CHANDRA INANI	3218000	876000
SUSHEEL KUMAR INANI	3185000	-
JAGDISH CHANDRA INANI	3190000	-
VINOD KUMAR INANI	3185000	-
<b>Total</b>	<b>16161000</b>	<b>1752000</b>

**NOTE 2.24 Related Party Disclosure**

The company has identified all the related parties as per details given below:

**1. Relationship**

**(a) Key Management Personnel**

- Sh. Rampal Inani
- Sh. Dinesh Chandra Inani
- Sh. Susheel Kumar Inani
- Sh. Jagdish Chandra Inani
- Sh. Vinod Kumar Inani

**(b) Relatives of Key Management Personnel where transactions have taken place**

1. RAHUL INANI
2. SHANKAR LAL INANI (HUF)
3. CHHAVI INANI
4. GANGA DEVI INANI
5. USHA INANI
6. MAMTA INANI
7. MEENA INANI
8. KIRAN INANI
9. SHEELU INANI

**(c) Enterprises where Key Management Personnel has control / interest**

1. OASIS CAPITAL PVT. LTD.
2. CLASSIC PRIME HOME CARE PVT. LTD.

Note: Related party relationship is as identified by the Company and relied upon by the Auditor.

**2. Transactions carried out with related parties referred in 1 above, in ordinary course of business:**

Nature of Transactions	Related parties			
	Referred in 1(a) above		Referred in 1(b) & 1(c) above	
	2018-19	2017-18	2018-19	2017-18
<b>Expenses</b>				
Remuneration	16161000	1752000	14040000	1777000
H.R.A. & Conveyance Allowance	-	72000	-	78000
Interest	3087060	708500	12778110	5073700
Rent	-	-	960000	198000
purchase	-	-	2861330	28705427
<b>Finance</b>				
Deposit Accepted	63980000	14338850	177120090	158455080
Deposit Repayment	10124040	16077010	143570349	75621854

**SHANKAR LAL RAMPAL DYE CHEM LIMITED(Formerly known as SHANKAR LAL RAMPAL DYE CHEM PRIVATE LIMITED)**

<b>Outstanding</b> Deposits	47035620	760490	145440153	97524220
During the year, there were no amounts written off or written back from such parties.				

**SHANKAR LAL RAMPAL DYE CHEM LIMITED(Formerly known as SHANKAR LAL RAMPAL DYE CHEM PRIVATE LIMITED)**

<b>NOTE NO. 2.25 Transation in Foreign Currency</b>		
	<b>2018-19</b>	<b>2017-18</b>
<b>Expenditure in Foreign Currency</b>	12511.88 lakhs	4910.20 lakhs
<b>Income in Foreign Currency</b>	36.36 lakhs	Rs. Nil
<p><b>NOTE 2.26</b> All assets and liabilities are presented as Current or Non-Current as per the criteria set out in the Revised Schedule VI of the Companies Act, 1956. Based on the nature of products and the time between the acquisition of assets for processing and their realization, the Company has ascertained its operating cycle less than 12 months period, accordingly 12 months period has been considered for the purpose of Current/Non Current classification of assets and liabilities.</p>		
<p><b>NOTE 2.27</b> The previous year figures have been regrouped/reclassified wherever it found necessary to correspond with the current year's classification/disclosure. Accordingly amounts and other disclosures for the preceding year are included as and integral part of the current year's financial statements and to be read in relation to the amounts and other disclosures relating to current year</p>		
<p><b>Significant Accounting policies, Notes on accounts and other disclosures from Note no. 1 to 2.26 form part of these Financial Statements.</b></p>		
<p>IN TERMS OF OUR AUDIT REPORT OF EVEN DATE  <b>FOR KALANI &amp; COMPANY</b>  Chartered Accountants  FRN - 00722C</p>		
<p><b>For &amp; on behalf of the Board</b></p>		
<p>SD/-  (S.P. JHANWAR)  Partner  M. NO. 74414</p>	<p>SD/-  (Rampal inani)  (MANAGING DIRECTOR)</p>	<p>SD/-  (VINOD KUMAR INANI)  (DIRECTOR)</p>
<p>Place : Bhilwara  Dated: 29-05-2019</p>	<p>SD/-  (Susheel Kumar Inani)  (CFO/DIRECTOR)</p>	<p>SD/-  ADITI BABEL  (COMPANY SECRETARY &amp;  COMPLIANCE OFFICER)</p>

**Form No. MGT-12**  
**Polling Paper**

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1) (c) of the Companies (Management and Administration) Rules, 2014]

**Name of the Company: Shankar Lal Rampal Dye-chem Limited**  
**Registered Office: SG-2730, Suwana, Bhilwara-311001, Raj.**  
**CIN: L24114RJ2005PLC021340**

**POLLING PAPER**

S No	Particulars	Details
1.	Name of the first named Shareholder (In	
2.	Address	
3.	Registered Folio No./ *Client ID No. (*applicable to investors holding shares in dematerialized form)	
4.	Class of Share	Equity Shares

I hereby exercise my vote in respect of Ordinary/Special Resolutions enumerated below by recording my assent or dissent to the said resolutions in the following manner:

No.	Item No.	No. of Shares held	I assent to the resolution	I dissent from the
1.	To adopt Standalone and Consolidated Financial Statements of the Company including Report of Board of Directors and Auditors (Ordinary Resolution)			
2.	To Declare Dividend on Equity Shares (Ordinary Resolution)			
3.	To Reappoint Shri Dinesh Chandra Inani as Director. (Ordinary Resolution)			
4.	To Appoint M/s Alok Palod & Co., Chartered Accountants, as Statutory Auditors of the Company in place of M/s Kalani & Co., Chartered Accountants, the retiring Auditors. (Ordinary Resolution)			
5.	To increase the limit for the mortgage or charge on the assets of the company through a special resolution (Section 180 (1) (a) of Companies Act, 2013) (Special Resolution)			

**Place:**

**Date:**

**(Signature of the shareholder\*)(\*as per Company records)**

**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 : L24114RJ2005PLC021340  
Name of the Company : SHANKAR LAL RAMPAL DYE-CHEM LIMITED  
Registered Office : S.G 2730, SUWANA, BHILWARA RJ 311001 IN

<b>Name of the Member(s):</b>
<b>Registered Address:</b>
<b>E-Mail Id:</b>
<b>Folio No./Client Id No.:</b>

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: ....., or failing him;
3. Name: .....  
Address: .....  
E-Mail Id: .....  
Signature: ....., or failing him;

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 at SG. 2730, SUWANA ROAD BHILWARA RJ 311001 IN, on Friday, 30th Day of August 2019 at 01:30 P.M., and at any adjournment thereof in respect of such resolution as indicated below:

Ordinary Business

1. APPROVAL OF ANNUAL ACCOUNTS OF THE COMPANY FOR THE FINANCIAL YEAR 2018-19
2. To Declare Dividend on Equity Shares (Ordinary Resolution)
3. To Reappoint Shri Dinesh Chandra Inani as Director. (Ordinary Resolution)
4. To Appoint M/s Alok Palod & Co., Chartered Accountants, as Statutory Auditors of the Company in place of M/s Kalani & Co., Chartered Accountants, the retiring Auditors. (Ordinary Resolution)

Special Business-

1. To increase the limit for the mortgage or charge on the assets of the company through a special resolution (Section 180 (1) (a) of Companies Act, 2013)

Signed this ..... day of .....2019

Signature of the Shareholder(s).....

Signature of Proxy(s).....

Affix Revenue Stamp
---------------------------

**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.**

**ATTENDANCE SLIP**

(To be handed over at the entrance of the meeting Hall)  
(Annual General Meeting - 30.08.2019)

I hereby record my presence at the AGM of the Company being held at the registered office of the Company situated at S.G. 2730, SUWANA ROAD BHILWARA RJ 311001 IN, on Friday, 30<sup>th</sup> Day of August 2019 at 01:30 P.M.

Full Name of the member (In BLOCK LETTERS):  
.....

Folio no.: .....

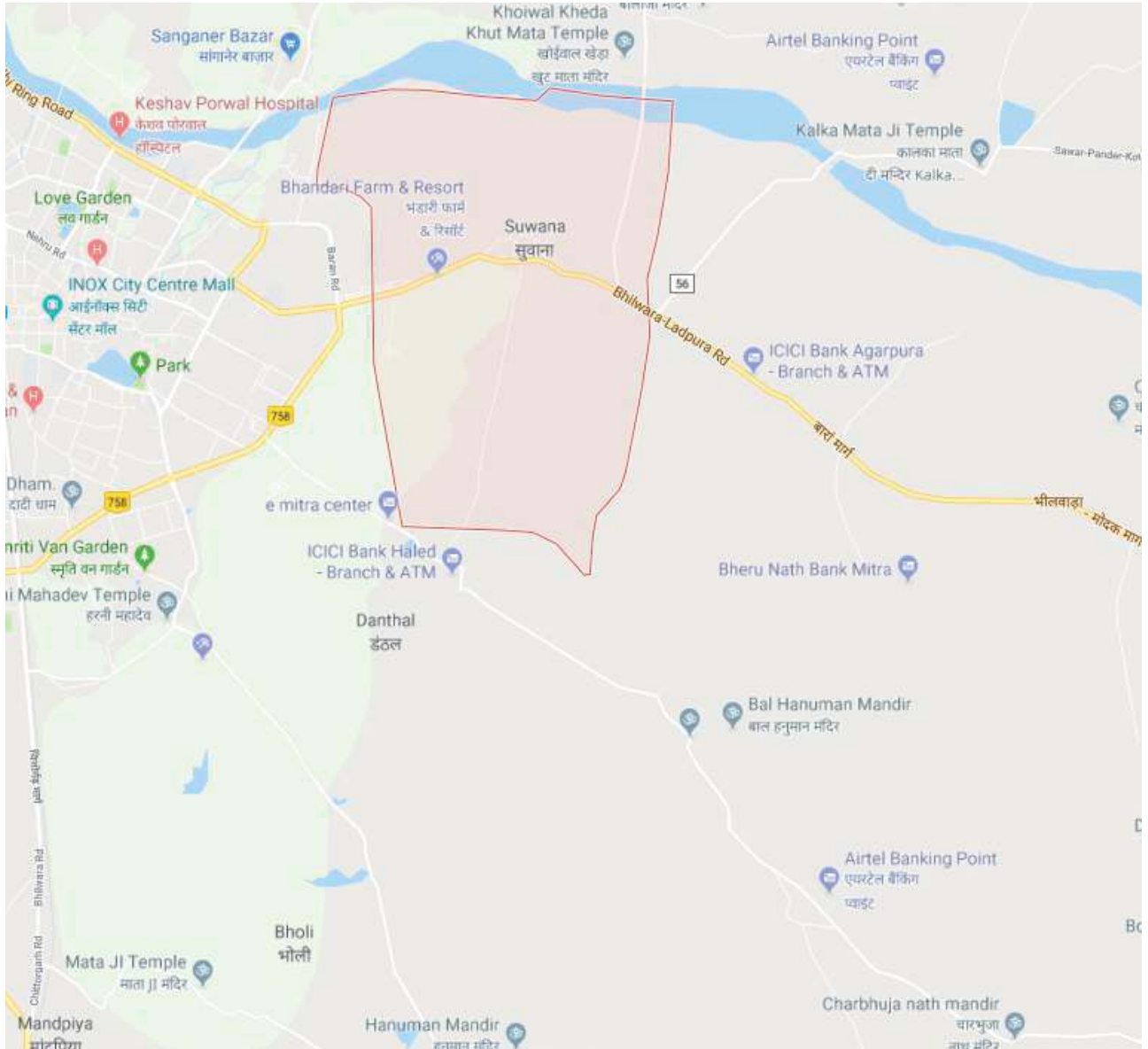
Full Name of Proxy (In BLOCK LETTERS): .....

Member/Proxy(s) Signature: .....

Note: Kindly sign the Attendance Signature register also.

.....\*\*tear hear\*\*.....

## DIRECTON MAP



Registered Office Address situated at- s.g. 2730, SUWANA, BHILWARA-311001 (RAJ)



# NOTES




**FORM NO. MGT 9**  
**EXTRACT OF ANNUAL RETURN**  
As on financial year ended on 31.03.2019

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	L24114RJ2005PLC021340
2	Registration Date	19/09/2005
3	Name of the Company	SHANKAR LAL RAMPAL DYE-CHEM LIMITED
4	Category/Sub-category of the Company	COMPANY LIMITED BY SHARES INDIAN NON GOVERNMENT COMPANY
5	Address of the Registered office & contact details	S.G. 2730 SUWANA, BHILWARA RJ 311001 IN
6	Whether listed company	YES
7	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Cameo Corporate Services Limited "Subramanian Building", 1, Club House Road, Chennai- 600002, India Email at- investor@cameoindia.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY			
(All the business activities contributing 10 % or more of the total turnover of the company shall be stated)			
S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Wholesale of industrial chemicals	46691	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES					
SN	Name and address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1	NIL				
2					
3					

IV. SHARE HOLDING PATTERN										
(Equity share capital breakup as percentage of total equity)										

Category of Shareholders	No. of Shares held [As on 31-March-2019]				No. of Shares held [As on 31-March-2018]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
(1) <b>Indian</b>									
a) Individual/ HUF	2,865,055	-	2,865,055	47.77%	-	2,865,055	2,865,055	65.44%	-17.68%
b) Central Govt	-	-	-	0.00%	-	-	-	0.00%	0.00%
c) State Govt(s)	-	-	-	0.00%	-	-	-	0.00%	0.00%
d) Bodies Corp.	1,512,795	-	1,512,795	25.22%	-	1,512,795	1,512,795	34.56%	-9.33%
e) Banks / FI	-	-	-	0.00%	-	-	-	0.00%	0.00%
f) Any other	-	-	-	0.00%	-	-	-	0.00%	0.00%
<b>Sub Total (A) (1)</b>	<b>4,377,850</b>	<b>-</b>	<b>4,377,850</b>	<b>72.99%</b>	<b>-</b>	<b>4,377,850</b>	<b>4,377,850</b>	<b>100.00%</b>	<b>-27.01%</b>
									0.00%
(2) <b>Foreign</b>									0.00%
a) NRI Individuals	-	-	-	0.00%	-	-	-	0.00%	0.00%
b) Other Individuals	-	-	-	0.00%	-	-	-	0.00%	0.00%
c) Bodies Corp.	-	-	-	0.00%	-	-	-	0.00%	0.00%
d) Any other	-	-	-	0.00%	-	-	-	0.00%	0.00%
<b>Sub Total (A) (2)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>0.00%</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>0.00%</b>	<b>0.00%</b>
<b>TOTAL (A)</b>	<b>4,377,850</b>	<b>-</b>	<b>4,377,850</b>	<b>72.99%</b>	<b>-</b>	<b>4,377,850</b>	<b>4,377,850</b>	<b>100.00%</b>	<b>-27.01%</b>

										0.00%
<b>B. Public</b>										0.00%
<b>1. Institutions</b>										0.00%
a) Mutual Funds	-	-	-	0.00%	-	-	-	0.00%		0.00%
b) Banks / FI	-	-	-	0.00%	-	-	-	0.00%		0.00%
c) Central Govt	-	-	-	0.00%	-	-	-	0.00%		0.00%
d) State Govt(s)	-	-	-	0.00%	-	-	-	0.00%		0.00%
e) Venture Capital Funds	-	-	-	0.00%	-	-	-	0.00%		0.00%
f) Insurance Companies	-	-	-	0.00%	-	-	-	0.00%		0.00%
g) FIs	-	-	-	0.00%	-	-	-	0.00%		0.00%
h) Foreign Venture Capital Funds	-	-	-	0.00%	-	-	-	0.00%		0.00%
i) Others (specify)	-	-	-	0.00%	-	-	-	0.00%		0.00%
<b>Sub-total (B)(1):-</b>	-	-	-	0.00%	-	-	-	0.00%		0.00%
										0.00%
<b>2. Non-Institutions</b>										0.00%
a) Bodies Corp.										0.00%
i) Indian	153,000	-	153,000	2.55%	-	-	-	0.00%		2.55%
ii) Overseas	-	-	-	0.00%	-	-	-	0.00%		0.00%
b) Individuals	-	-	-		-	-	-			0.00%
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	1,149,000	-	1,149,000	19.16%	-	-	-	0.00%		19.16%
										0.00%
										0.00%
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	102,000	-	102,000	1.70%	-	-	-	0.00%		1.70%
										0.00%
										0.00%
c) Others (specify- HUF)	216,000	-	216,000	3.60%	-	-	-			3.60%
Non Resident Indians	-	-	-	0.00%	-	-	-	0.00%		0.00%
Overseas Corporate Bodies	-	-	-	0.00%	-	-	-	0.00%		0.00%
Foreign Nationals	-	-	-	0.00%	-	-	-	0.00%		0.00%
Clearing Members	-	-	-	0.00%	-	-	-	0.00%		0.00%
Trusts	-	-	-	0.00%	-	-	-	0.00%		0.00%
Foreign Bodies - D R	-	-	-	0.00%	-	-	-	0.00%		0.00%
<b>Sub-total (B)(2):-</b>	1,620,000	-	1,620,000	27.01%	-	-	-	0.00%		27.01%
<b>Total Public (B)</b>	1,620,000	-	1,620,000	27.01%	-	-	-	0.00%		27.01%
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>			-	0.00%				0.00%		0.00%
										0.00%
										0.00%
<b>Grand Total (A+B+C)</b>	5,997,850	-	5,997,850	100.00%	-	4,377,850	4,377,850	100.00%		0.00%

**(ii) Shareholding of Promoter**

SN	Shareholder'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	% of Shares Pledged/encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	RAMPAL INANI	267710	6.12%		267710	4.46%		-1.65%
2	GANGA DEVI INANI	75520	1.73%		75520	1.26%		-0.47%
3	OASIS CAPITAL P. LTD	859095	19.62%		859095	14.32%		-5.30%
4	SUSHEEL KUMAR INANI	392495	8.97%		392495	6.54%		-2.42%
5	VINOD KUMAR INANI	394900	9.02%		394900	6.58%		-2.44%
6	DINESH CHANDRA INANI	275000	6.28%		275000	4.58%		-1.70%
7	JAGDISH CHANDRA INANI	334210	7.63%		334210	5.57%		-2.06%
8	MAMTA INANI	238800	5.45%		238800	3.98%		-1.47%
9	SHEELU INANI	180520	4.12%		180520	3.01%		-1.11%
10	RAMPAL INANI (HUF)	148000	3.38%		148000	2.47%		-0.91%
11	SHANKAR LAL INANI (HUF)	31800	0.73%		31800	0.53%		-0.20%
12	USHA INANI	104500	2.39%		104500	1.74%		-0.64%
13	MEENA INANI	222490	5.08%		222490	3.71%		-1.37%
14	KIRAN INANI	178110	4.07%		178110	2.97%		-1.10%
15	CLASSIC PRIME HOME CARE PVT LTD	653700	14.93%		653700	10.90%		-4.03%
16	RAHUL INANI	10000	0.23%		10000	0.17%		-0.06%
17	AAYUSHI INANI	10000	0.23%		10000	0.17%		-0.06%
18	VINOD KUMAR INANI HUF	250	0.01%		250	0.00%		0.00%
19	JAGDISH CHANDRA INANI HUF	250	0.01%		250	0.00%		0.00%
20	DINESH CHANDRA INANI HUF	250	0.01%		250	0.00%		0.00%
21	SUSHEEL KUMAR INANI HUF	250	0.01%		250	0.00%		0.00%
	TOTAL	4,377,850	100.00%	-	4,377,850	72.99%	-	-27.01%

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

SN	Particulars	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
	At the beginning of the year	01-04-2018		4377850	72.99%	4377850	72.99%
	Changes during		TRANSFER	0	0.00%		0.00%
			ALLOTMENT	0	0.00%		0.00%
	At the end of the year	31-03-2019		4377850	72.99%	4377850	72.99%

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

SN	For each of the Top 10 shareholders	Date	Reason	Shareholding at the beginning of the year		Shareholding at the end of the year-DEMAT	
				No. of shares	% of total shares	No. of shares	% of total shares
1	PINKI DEVI AGAL		IPO ALLOTMENT	0	0%	75000	1.25%
2	PUSHPA DEVI JAGETIYA		IPO ALLOTMENT	0	0%	78000	1.30%
3	DWARKA PRASAD BHADADA		IPO ALLOTMENT	0	0%	120000	2.00%
4	SANJAY KUMAR AGAL		IPO ALLOTMENT	0	0%	96000	1.60%
5	KAILASH CHANDRA JAGETIYA		IPO ALLOTMENT	0	0%	69000	1.15%
6	RAJ KUMAR AGAL HUF		IPO ALLOTMENT	0	0%	111000	1.85%
7	RAJ KUMAR AGAL		IPO ALLOTMENT	0	0%	96000	1.60%
8	DHARIA FARMS PVT LTD		IPO ALLOTMENT	0	0%	57000	0.95%
9	SANJAY KUMAR AGAL HUF		IPO ALLOTMENT	0	0%	93000	1.55%
10	SHILPA STOCK BROKER PVT LTD		MARKET MAKER	0	0%	75000	1.25%

**(v) Shareholding of Directors and Key Managerial Personnel:**

SN	Shareholding of each Directors and each Key Managerial Personnel	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
1	RAMPAL INANI						
	At the beginning of the year	01-04-2018		267,710	6.12%	267,710	4.46%
	Changes during the year				0.00%	-	0.00%
	At the end of the year	31-03-2019		267,710	6.12%	267,710	4.46%
2	SUSHEEL KUMAR INANI						
	At the beginning of the year	01-04-2018		392,495	8.97%	392,495	6.54%
	Changes during the year			-	0.00%	-	0.00%
	At the end of the year	31-03-2019		392,495	8.97%	392,495	6.54%
3	VINOD KUMAR INANI						
	At the beginning of the year	01-04-2018		394,900	9.02%	394,900	6.58%
	Changes during the year			-	0.00%	-	0.00%
	At the end of the year	31-03-2019		394,900	9.02%	394,900	6.58%
4	DINESH CHANDRA INANI						
	At the beginning of the year	01-04-2018		275,000	6.28%	275,000	4.58%
	Changes during the year			-	0.00%	-	0.00%
	At the end of the year	31-03-2019		275,000	6.28%	275,000	4.58%
5	JAGDISH CHANDRA INANI						
	At the beginning of the year	01-04-2018		334,210	7.63%	334,210	5.57%
	Changes during the year			-	0.00%	-	0.00%
	At the end of the year	31-03-2019		334,210	7.63%	334,210	5.57%

**V. INDEBTEDNESS**

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

(Amt. Rs.)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	34,012,993.00	98,284,710.00	-	132,297,703.00
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	<b>34,012,993.00</b>	<b>98,284,710.00</b>	<b>-</b>	<b>132,297,703.00</b>
* Addition	21,918,476.00	94,191,063.00	-	116,109,539.00
* Reduction	-	-	-	-
<b>Net Change</b>	<b>21,918,476.00</b>	<b>94,191,063.00</b>	<b>-</b>	<b>116,109,539.00</b>
i) Principal Amount	55,931,469.00	192,475,773.00	-	248,407,242.00
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	<b>55,931,469.00</b>	<b>192,475,773.00</b>	<b>-</b>	<b>248,407,242.00</b>

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**
**A. Remuneration to Managing Director, Whole-time Directors and/or Manager:**

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager					Total Amount (Rs/Lac)
		RAMPAL INANI	DINESH CHANDRA INANI	VINOD KUMAR INANI	SUSHEEL KUMAR INANI	JAGDISH CHANDRA INANI	
	Designation	MD	WTD	WTD	WTD-CFO	WTD	
1	Gross salary						
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	33.83	32.18	31.85	31.85	31.90	161.61
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961				-	-	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961				-	-	-
2	Stock Option				-	-	-
3	Sweat Equity				-	-	-
	Commission				-	-	-
	- as % of profit				-	-	-
4	others specify (INTEREST ON LOAN)	7.77	4.35	2.98	11.52	4.25	30.87
5	CONVEYANCE				-	-	-
	<b>Total (A)</b>	<b>41.60</b>	<b>36.53</b>	<b>34.83</b>	<b>43.37</b>	<b>36.15</b>	<b>192.48</b>
	Ceiling as per the Act	<b>60</b>	<b>60</b>	<b>60</b>	<b>60</b>	<b>60</b>	

**B. Remuneration to other Directors**

SN.	Particulars of Remuneration					Total Amount (Rs/Lac)
		ANIL KUMAR KABRA	MURLI ATAL	HIMANSHU KABRA	APOORVA MAHESHWARI	
1	Independent Directors					
	Fee for attending board committee meetings	0.025	0.025	0.025	0.025	0.125
	Commission	-	-	-	-	-
	Others, please specify	-	-	-	-	-
	Total (1)	0.025	0.025	0.025	0.025	0.125
2	Other Non-Executive Directors	-	-	-	-	-
	Fee for attending board committee meetings	-	-	-	-	-
	Commission	-	-	-	-	-
	Others, please specify	-	-	-	-	-
	Total (2)	-	-	-	-	-
	Total (B)=(1+2)	-	-	-	-	-
	Total Managerial Remuneration	0.025	0.025	0.025	0.025	0.125
	Overall Ceiling as per the Act	-	-	-	-	-

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

SN.	Particulars of Remuneration			Total Amount
	Name	SUSHEEL KUMAR INANI	ADITI BABEL	(Rs/Lac)
	Designation	CFO/WTD	CS	
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	31.85	0.57	32.42
	(b) Value of perquisites u/s 17(2) Income-tax Act,	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission	-	-	-
	- as % of profit	-	-	-
	- others, specify	-	-	-
5	Others, please specify	11.52	-	11.52
	Total	43.37	0.57	43.94

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

None

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	0	0	0	0	0
Punishment	0	0	0	0	0
Compounding	0	0	0	0	0
Penalty	0	0	0	0	0
Punishment	0	0	0	0	0
Compounding	0	0	0	0	0
Penalty	0	0	0	0	0
Punishment	0	0	0	0	0
Compounding	0	0	0	0	0

FOR AND ON BEHALF OF COMPANY  
SHANKAR LAL RAMPAL DYE-CHEM LIMITED

sd/-  
RAMPAL INANI  
MANAGING DIRECTOR  
DIN: (00480021)

sd/-  
DINESH CHANDRA INANI  
DIRECTOR  
DIN:(02928287)