

CIN: L51909GJ1997PLC031561

7 Shree Shakti Estate, Behind Milan Complex,  
Sarkhej-Sanand Cross Road, Sarkhej,  
Ahmedabad-382 210 Tel No.: 079-2909 6047  
E-Mail: sctl31561@gmail.com, Website: www.sctl.in



**Date:** October 03, 2019

To,

**BSE Limited**

PhirozeJeejeebhoy Towers,  
Dalal Street,  
Mumbai – 400 001.

Dear Sir,

**Sub: Submission of Annual Report for the Financial Year 2017-18.**

**Ref: Suncare Traders Limited. (Security Id/Code: SCTL/539526)**

In accordance with the provisions of the Regulation 34 of the SEBI (LODR), 2015, we here with submit soft copy of the Annual Report for the Financial Year 2018-19 duly approved and adopted by the Shareholders of the Company at the 22<sup>nd</sup> Annual General Meeting of the Company, held on September 27, 2019.

Kindly take the same on your record and oblige us.

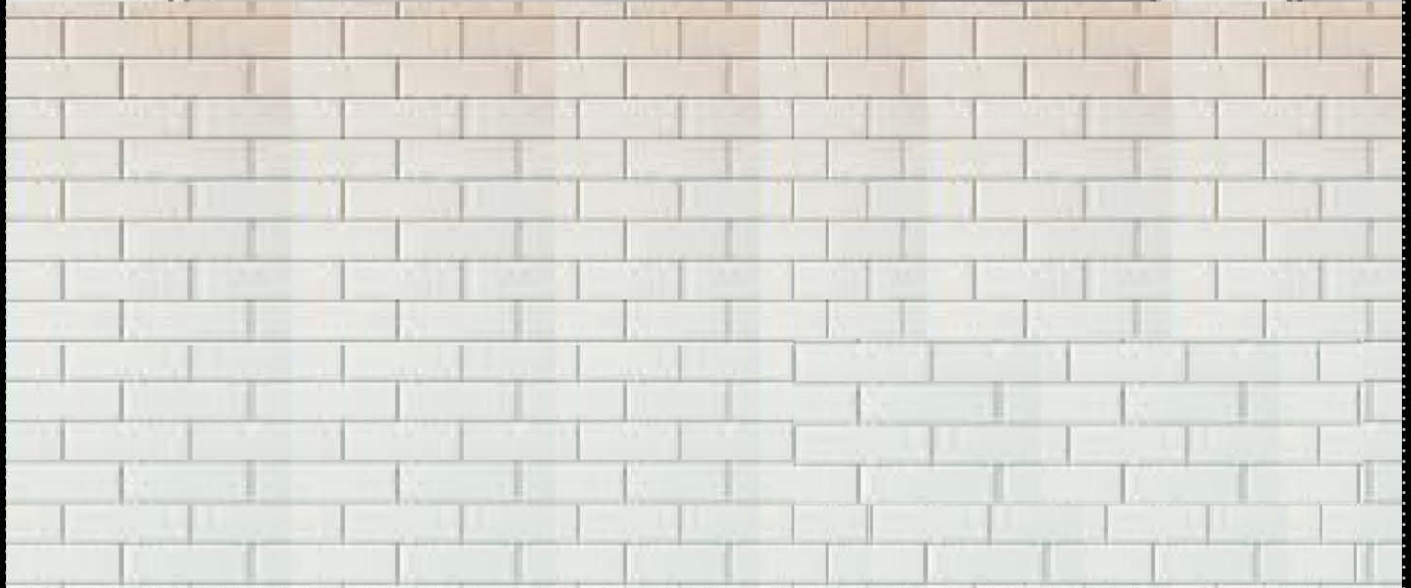
For, **Suncare Traders Limited**

**Pooja Shah**  
**Company Secretary**



# SUNCARE TRADERS LIMITED

## Annual Report 2018-19



## **CORPORATE INFORMATION**

### **BOARD OF DIRECTORS**

|                                  |                        |
|----------------------------------|------------------------|
| Mr. Niyant Parikh                | Managing Director      |
| Ms. Falguni Shah                 | Non-Executive Director |
| Mr. Sumit Patel                  | Independent Director*  |
| Mr. Anand Lavingia               | Independent Director   |
| Mr. Nevil Soni (upto 03/05/2019) | Independent Director   |

\* w.e.f. May 03, 2019

### **COMMITTEE OF BOARD OF DIRECTORS**

#### **Audit Committee**

|                    |          |
|--------------------|----------|
| Mr. Anand Lavingia | Chairman |
| Ms. Falguni Shah   | Member   |
| Mr. Sumit Patel    | Member   |

#### **Stakeholder's Relationship Committee**

|                    |          |
|--------------------|----------|
| Mr. Anand Lavingia | Chairman |
| Ms. Falguni Shah   | Member   |
| Mr. Sumit Patel    | Member   |

#### **Nomination & Remuneration Committee**

|                    |          |
|--------------------|----------|
| Mr. Sumit Patel    | Chairman |
| Mr. Anand Lavingia | Member   |
| Ms. Falguni Shah   | Member   |

#### **Chief Financial Officer**

Mr. Rajkumar Chaudhari  
(w.e.f. August 30, 2018)

#### **Company Secretary & Compliance Officer**

Ms. Pooja Shah

#### **Banker of the Company**

HDFC Bank Limited

### **STATUTORY AUDITOR**

#### **M/s Doshi Maru & Associates.**

217-218, Manek Centre,  
P. N. Marg, Jamnagar - 361001  
(Gujarat) India.

Email : doshi.maru@gmail.com

Contact Person: Mr. Sarvesh Gohil

### **INTERNAL AUDITOR**

#### **Bhagat & Co.,**

Chartered Accountants

### **SECRETARIAL AUDITOR**

#### **M/s Murtuza Mandorwala And Associates**

Practicing Company Secretary  
411, Devpath Complex,  
B/h Super Mall, Near Lal Bungalow,  
CG Road, Ahmedabad – 380009  
Contact No. 94090 20523  
E-mail:murtuza.mandor@gmail.com

### **REGISTRAR & SHARE TRANSFER AGENT**

#### **Satellite Corporate Services Pvt Ltd**

SEBI REGN NO: INR000003639  
B-302, Sony Apartment,  
Opp. St. Jude's High School, 90 ft. Road,  
Sakinaka, Mumbai – 400 072,  
Tel: +91-22- 28520461/462,  
Fax:+91-22- 28511809  
Email Id: service@satellitecorporate.com  
Website: [www.satellitecorporate.com](http://www.satellitecorporate.com)  
Contact Person: Mr. Michael Monteiro

### **REGISTERED OFFICE**

7, Shree Shakti Estate, Behind Milan Complex,  
Sarkhej- Sanand Cross Road, Sarkhej, Ahmedabad-382 210  
Tel No : +91-079- 2689 1210  
Web Site : [www.sctl.in](http://www.sctl.in) Email :- [sctl31561@gmail.com](mailto:sctl31561@gmail.com)  
Contact Person:- Ms. Pooja Shah

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## NOTICE TO SHAREHOLDERS

Notice is hereby given that the 22<sup>nd</sup> Annual General Meeting of the Company will be held at 7, Shree Shakti Estate, Behind Milan Complex, Sarkhej- Sanand Cross Road, Sarkhej, Ahmedabad-382 210, on Friday, September 27, 2019 at 05.00 p.m. to transact the following businesses;

### **ORDINARY BUSINESS**

- To receive, consider and adopt:
  - The Audited Financial Statements of the Company for the Financial Year ended March 31, 2019, together with the Reports of the Board and Auditors thereon; and
  - The Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2019, together with the Reports of the Auditors thereon;
- To appoint a Director in place of Ms. Falguni Shah (DIN: 05263972), who retires by rotation and being eligible, offers herself for re-appointment.

### **SPECIAL BUSINESSES:**

#### **ITEM No. 1:**

#### **Regularization of Appointment of Mr. Sumit Patel (DIN: 08206567) as an Independent Non Executive Director:-**

To consider and if thought fit, to pass, with or without modification(s), following resolution as an **Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Sections 149,152 and any other applicable provisions of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013, approval of the members of the company be and is hereby given to the appointment of Mr. Sumit Patel (DIN: 08206567), who was appointed by the Board of Directors as an Additional Non Executive Independent Director of the Company with effect from May 03, 2019 pursuant to the provisions of section 161(1) of the Companies Act, 2013 and pursuant to the applicable Articles of Association of the company, and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 and who has submitted a declaration that he meets the criteria of the independent directorship as provided in section 149(6) of the Act and he is not debarred from holding the office of director by virtue of any SEBI order or any other such authority, who is eligible for appointment, on recommendation of the Nomination and Remuneration Committee, be and is hereby appointed as an Non Executive Independent Director of the Company, who shall hold office for a period of five years from the date of appointment and whose office shall not, henceforth, be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper, expedient or desirable for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto, including delegation of any of the powers herein conferred to on any Director(s), Company Secretary or any other officer of the Company."

**BY ORDER OF THE BOARD,  
SUNCARE TRADERS LIMITED**

#### **Registered Office:**

7, Shree Shakti Estate,  
Behind Milan Complex,  
Sarkhej - Sanand Cross Road,  
Sarkhej, Ahmedabad- 382210

**Place: Ahmedabad**

**Date: August 30, 2019**

**Niyant Parikh  
Managing Director  
(DIN: 02114087)**

**NOTES:**

- **At the 20<sup>th</sup> AGM, M/s. Doshi Maru & Associates, Chartered Accountants, Jamnagar [FRN: 0112187W] were appointed as Statutory Auditors of the Company for a term of 5 years. The ratification of their appointment, pursuant to Section 139 of the Companies Act, 2013, is not required, in terms of Notification No. S.O. 1833(E) dated May 7, 2018, issued by the Ministry of Corporate Affairs and accordingly, the item has not been included in the Ordinary Business of the AGM Notice.**

- **A Member entitled to attend and vote at the Annual General Meeting (AGM) is 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 proxy on behalf of Members not exceeding 50 (fifty) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than 48 (Forty-Eight) hours before the commencement of the AGM. Proxies submitted on behalf of limited companies, societies etc., must be supported by appropriate resolutions / authority, as applicable.

During the period beginning 24 hours before the time fixed for the commencement of Meeting and ending with the conclusion of the Meeting, a Member would be entitled to inspect the proxies lodged at any time during the business hours of the company.

- The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 in respect of the Special Business mentioned in above notice is annexed hereto.
- Brief resume of Directors including those proposed to be appointed / re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Regulation 36 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Notice to Annual General Meeting as **Annexure "A"**.
- Members/Proxies should bring their Attendance slip duly signed and completed for attending the meeting. The signature of the attendance slip should match with the signature(s) registered with the Company. Members holding shares in dematerialized form are requested to bring their Client ID and DP ID numbers for identification.
- Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the board resolution authorizing their representative to attend and vote on their behalf at the meeting.
- To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long period of time. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
- In case of joint holders attending the meeting together, only holder whose name appearing first will be entitled to vote.
- The Register of Members and Share Transfer Books of the Company will be closed from Friday, September 20, 2019 to Friday, September 27, 2019 (both days inclusive) and same will be re-opened from Saturday, September 28, 2019 onwards.
- The route map showing directions to reach the venue of the 22<sup>nd</sup> AGM is provided at the end of this Notice.
- The Company is concerned about the environment and utilizes natural resources in a sustainable way. We request every member to update their email address with concerned Depository Participant and Company's Registrars and Transfer Agent to enable us to send you the communications via email.

- The Notice of the AGM along with the Annual Report 2018-19 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. Members may note that this Notice and the Annual Report 2018-19 will also be available on the Company's website viz. [www.sctl.in](http://www.sctl.in).
- A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of voting at the AGM. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of Friday, September 20, 2019.
- **The members who holds shares of the Company in Physical form are informed that the company is in process of updating records of the shareholders in order to reduce the physical documentation as far as possible. In line with new BSE listing agreement, it is mandatory for all the investors including transferors to complete their KYC information. Hence, members are requested to update and intimate their PAN, phone no., e-mail id and such other information to the Company's Registrars and Transfer Agents, Satellite Corporate services Private Limited. Members are further requested to update their current signature in Registrar's system. The Performa of updation of Shareholder information is provided at the end of Annual Report.**
- Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their depository participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents to provide efficient and better services.
- Members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact Company's Registrars and Transfer Agents for assistance in this regard.
- Pursuant to the prohibition imposed vide Secretarial Standard on General Meetings (SS-2) issued by the ICSI and the MCA circular, no gifts/coupons shall be distributed at the Meeting.
- As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The Nomination Form can be obtained from the Company's Registrars and Transfer Agents. Members holding shares in physical form may submit the same to Company's Registrars and Transfer Agents. Members holding shares in electronic form may submit the same to their respective depository participant.
- The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.
- The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.
- Members seeking any information with regard to the accounts are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the Annual General Meeting.

**Information and other instructions relating to e-voting are as under:**

- Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote at the 22<sup>nd</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services (India) Limited (CDSL).

- The members attending the Meeting who have not cast their vote by remote e-voting shall be able to vote at the Meeting through 'polling paper'.
- The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
- M/s Murtuza Mandorwala & Associates, Practicing Company Secretary has been appointed to act as the Scrutinizer for conducting the remote e-voting process as well as the voting through Poll Paper, in a fair and transparent manner.
- Voting rights shall be reckoned on the paid up value of shares registered in the name of the member as on the cut-off date i.e. Friday, 20th September, 2019.
- A person, whose name is recorded in the register of members as on the cut-off date, i.e. Friday, 20th September, 2019 only shall be entitled to avail the facility of remote e-voting / voting.
- The Scrutinizer, after scrutinising the votes cast at the meeting (polling paper) and through remote e-voting, will, not later than 48 hours of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company. The results shall be communicated to the Stock Exchanges.
- The e-voting period commences on September 23, 2019 (9:30 am) and ends on September 26, 2019 (5:00 pm). During this period shareholders' of the Company, may cast their vote electronically. The e-voting module shall also be disabled for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 20th September, 2019. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 20th September, 2019, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or (company/ RTA email id ) . The facility for voting through remote e-voting / ballot paper / Poling Paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

## **VOTING THROUGH ELECTRONIC MEANS**

In compliance with the Listing Agreement and Sections 108, 110 and other applicable provisions of the Companies Act, 2013, read with the related Rules, the Company is pleased to provide e-voting facility to all its Members, to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Form by post. The Company has engaged the services of CDSL for the purpose of providing e-voting facility to all its Members.

### **The instructions for shareholders voting electronically are as under:**

- (i) The voting period begins on September 23, 2019 (9:30 am) and ends on September 26, 2019 (5:00 pm). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, 20<sup>th</sup> September, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:



| <b>For Members holding shares in Demat Form and Physical Form</b> |   |
|---|---|
| PAN   | <p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field.</li> <li>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field.</li> </ul> |
| Dividend Bank Details<br><b>OR</b> Date of Birth (DOB)            | <p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <p>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</p>  |

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for Suncare Traders Limited.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) **Members can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xix) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

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

## EXPLANATORY STATEMENT

### Pursuant to Section 102 of the Companies Act, 2013 ("Act")

#### **ITEM Nos. 1**

Mr. Sumit Patel (DIN- 08206567) was appointed as an Additional Non Executive Independent Director w.e.f. May 03, 2019 in accordance with the provisions of Section 161 of the Companies Act, 2013. Pursuant to Section 161 of the Companies Act, 2013 the above director holds office up to the date of the ensuing Annual General Meeting. Nomination and Remuneration Committee has recommended regularization of Mr. Sumit Patel as an Independent Non Executive Director of the Company in accordance with the provisions of Section 160 and all other applicable provisions of the Companies Act, 2013.

Mr. Sumit Patel aged 29 years, Company Secretary, LL.B (General) and Bachelor of Commerce. He started his Career in the field of Commerce. After satisfying himself with series of degrees, he also opted for consultancy in Trade Mark Registration. Now he works as a consultant in different Companies including Merchant Banking, NBFCs, and some practicing Chartered Accountancy Firms.

Section 149 and Section 152 inter alia specifies that:

(a) Independent Directors shall hold office for a term of upto five consecutive years, and shall be eligible for re-appointment for a further period of five years, subject to passing of Special Resolution by the Shareholders in General Meeting; and (b) An Independent Director shall not be liable to retire by rotation at the AGM.

In the opinion of the Board Mr. Sumit Patel he is a person of integrity, possesses the relevant expertise and experience, fulfils the conditions specified in the said Act and the rules made there under and is independence of the management of the Company and He is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

The terms and conditions of appointment of the above Director shall be open for inspection by the Members at the Registered Office of the Company during Normal Business Hours on any working day. Members may note that the requisite declarations under Section 149(7) of the Companies Act, 2013 have been furnished by the Independent Non Executive Directors confirming compliance with the provisions of Section 149 (6) of the Companies Act, 2013. Upon the confirmation of the appointment of him as Independent Non Executive Director by the Members of the Company, the appointment shall be formalized by the issue of a letter of appointment by the Company to the said Independent Non Executive Director.

None of the Directors or Key Managerial Personnel of the Company or their relatives other than Mr. Sumit Patel is in any way concerned or interested, financially or otherwise, in the Special Business, Ordinary Resolution of Item No.1 of this Notice.

The Board recommends the Ordinary Resolutions set out at Item Nos. 1 of this Notice for approval by the members.

## Annexure A

### **Details of Director Seeking Re-appointment at the Annual General Meeting**

(Pursuant to Regulation 36(3) of SEBI (LODR), Regulations, 2015)

| Particulars  | Ms. Falguni Shah (DIN: 05263972)   |
|--|--|
| <b>Date of Birth</b>   | November 15, 1966  |
| <b>Date of Appointment</b>   | May 01, 2012   |
| <b>Educational Qualifications</b>  | Post Graduate in Science.  |
| <b>Expertise in specific functional areas - Job profile and suitability</b>  | Ms. Falguni Shah, is the Non Executive Director of the Company. She has worked as Quality Control Manager in an unit of ITC group in Baroda for two years. She is looking after overall administration of the Company. |
| <b>Directorships held in public companies*</b>                               | Nil  |
| <b>Memberships / Chairmanships of committees of other public companies**</b> | Nil  |
| <b>Inter-se Relationship with other Directors.</b>                           | Nil  |
| <b>Shareholding in Company</b>   | 500 Equity Shares  |

\* Excluding foreign companies and Section 8 companies.

\*\*Includes only Audit Committee and Stakeholders' Grievances and Relationship Committee.

### **Details of Director Regularization of the Independent Director at the Annual General Meeting**

(Pursuant to Regulation 36(3) of SEBI (LODR), Regulations, 2015)

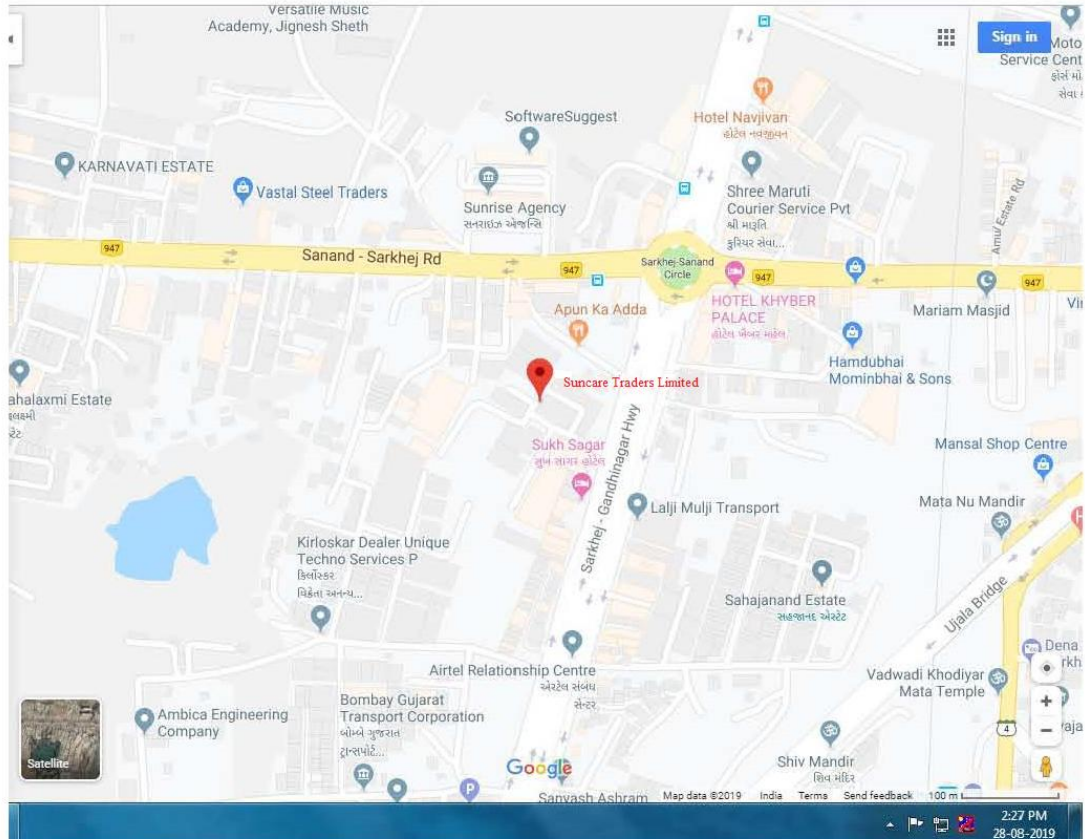
| Particulars  | Mr. Sumit Patel (DIN: 08206567)   |
|--|---|
| <b>Date of Birth</b>   | July 12, 1990   |
| <b>Date of Appointment</b>   | May 03, 2019  |
| <b>Educational Qualifications</b>  | Company Secretary, Graduate in Commerce, LLB.   |
| <b>Expertise in specific functional areas - Job profile and suitability</b>  | Mr. Sumit Patel has started his Career in the field of Commerce. After satisfying himself with series of degrees, he also opted for consultancy in Trade Mark Registration. Now he works as a consultant in different Companies including Merchant Banking, NBFCs, and some practicing Chartered Accountancy Firms. |
| <b>Directorships held in public companies*</b>                               | Nil   |
| <b>Memberships / Chairmanships of committees of other public companies**</b> | Nil   |
| <b>Inter-se Relationship with other Directors.</b>                           | Nil   |
| <b>Shareholding in Company</b>   | Nil   |

\* Excluding foreign companies and Section 8 companies.

\*\*Includes only Audit Committee and Stakeholders' Grievances and Relationship Committee.

## **ROUTE MAP OF AGM LOCATION**

**7, Shree Shakti Estate, B/h Milan Complex, Sanand Sarkhej Highway, Ahmedabad**



## **DIRECTOR'S REPORT** **SUNCARE TRADERS LIMITED**

To,  
The Members of  
**SUNCARE TRADERS LIMITED.**

Your Directors have pleasure in presenting the 22<sup>nd</sup> Board Report of the Company together with the Audited Statement of Accounts and the Auditors' Report of your company for the financial year ended March 31, 2019.

### **Financial Highlights**

(Rs. in Lakhs)

| <b><u>Particulars</u></b>                | <b><u>Standalone</u></b> |                         | <b><u>Consolidated</u></b> |                         |
|--|--------------------------|-------------------------|----------------------------|-------------------------|
|  | <b><u>2018-2019</u></b>  | <b><u>2017-2018</u></b> | <b><u>2018-2019</u></b>    | <b><u>2017-2018</u></b> |
| Gross Income                             | 507.70                   | 515.26                  | 507.70                     | 515.26                  |
| Profit Before Interest and Depreciation  | 45.64                    | 45.54                   | 56.61                      | 48.08                   |
| Finance Cost                             | 35.78                    | 15.39                   | 35.78                      | 15.39                   |
| Depreciation                             | 1.90                     | 1.91                    | 1.90                       | 1.91                    |
| Net Profit/(Loss) Before Tax             | 7.96                     | 28.25                   | 18.93                      | 30.79                   |
| Tax expenses                             | 1.92                     | 6.76                    | 1.92                       | 6.76                    |
| Net Profit/(Loss) After Tax              | 6.04                     | 21.49                   | 17.01                      | 24.03                   |
| Balance of Profit/(Loss) brought forward | 154.02                   | 132.53                  | 154.02                     | (23.73)                 |
| Surplus carried to Balance Sheet         | 160.06                   | 154.02                  | 160.06                     | 0.30                    |

### **Company's Financial Performance**

On Standalone Accounts the Gross revenue decrease marginally from Rs. 515.26 Lakhs to 507.70 Lakhs, decreased by 1.55% as compared to previous year. The Other Income of the Company has increased from Rs. 58.53 Lakhs to Rs. 77.30 Lakhs, increased by 32.07% as compared to previous year. The Profit earned after tax is Rs. 6.04 Lakhs as compared to previous financial year profit after tax of Rs. 21.49 Lakhs, decreased by 71.89%. The profit is reduced on account of increase in Final Surcharges and Loss incurred by the Company in Trading of Shares.

On Consolidated Accounts the net Profit for the current year was Rs. 17.01 Lacs. The associate Company is holding shares in various Renewable Power Projects.

### **Change In Nature Of Business**

Your Company continues to operate in same business segment of trading in laminates, plywood/mdf and investment in solar power generation business through Associates Company Madhav Power Private Limited.

### **Dividend**

Your Directors are having a view of conserving the resources of the Company, and for that reasons the Directors are not recommending any dividend.

**Transfer of Unclaimed Dividend to Investor Education and Protection Fund**

There is no any Unclaimed Dividend Amount in the Balance Sheet of the Company as on March 31, 2019. So the Question of transferring the amount in the Investor Education And Protection Fund as per the provisions of Section 125(2) of the Companies Act, 2013, does not arise.

**Transfer To Reserves**

Your Company has not transferred any amount to reserves.

**Information About Subsidiary / JV / Associate Company**

As on March 31, 2019, Madhav Power Private Limited is our Associate Company. The details of associate company is forming part of **Annexure II (A)**.

**Share Capital**

The Authorised Share Capital of the Company is Rs. 12,00,00,000/- (Rupees Twelve Crores Only) divided into 1,20,00,000 Equity Shares of Rs. 10/- each.

The Paid up Capital of the Company is Rs. 11,22,20,000/- (Rupees Eleven Crores Twenty Two Lacs Twenty Thousands Only) divided into 1,12,22,000 Equity shares of Rs. 10/- each.

**Board of Directors and Key Managerial Personnel:**

As per Section 152(6) of the Companies Act, 2013, Ms. Falguni Shah retires by rotation and being eligible offers herself for re-appointment as the Director of the Company.

Based on the confirmations received from Directors, none of the Directors are disqualified from appointment under Section 164 of the Companies Act, 2013.

The following changes have been made to the KMP of the Company during the year:

| SR. No. | Name of Director / KMPs | Designation  | Date of Appointment | Change in Designation | Date of Resignation |
|---------|-------------------------|--|---------------------|-----------------------|---------------------|
| 1.      | Mauli Bodiwala          | Independent Director   | 15/05/2015          | N.A.                  | 14/11/2018          |
| 2.      | Nevil Soni              | Independent Director<br>Changed designation into<br>Non Executive Director | 14/11/2018          | 20/03/2019            | N.A. <sup>1</sup>   |
| 3.      | Rajkumar Chaudhary      | CFO  | 01/09/2018          | N.A.                  | N.A.                |
| 4.      | Mannat Karamchandani    | CFO  | 01/06/2017          | N.A.                  | 01/06/2018          |

**Note:**

1. Mr. Nevil Soni has resigned from the Directorship of the Company w.e.f May 03, 2019.
2. Mr. Sumit Patel has been appointed as an Independent Non Executive Director of the Company w.e.f. May 03, 2019.

The Board of Directors placed on record its thanks for their association with the Company.

**Constitution of Board:**

The Board of the Company comprises Four Directors out of which One is Non-Executive and Non-Independent Director, two are Non-Executive Independent Directors and One is Managing Director of the Company.

The composition of Board complies with the requirements of the Companies Act, 2013. Further, in pursuance of Regulation 15(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the Company is exempted from requirement of having composition of Board as per SEBI (LODR) Regulations, 2015.

None of the Directors on the Board hold directorships in more than ten public companies. Further none of them is a member of more than ten committees or chairman of more than five committees across all the public companies in which he is a Director. Necessary disclosures regarding Committee positions in other public companies as on March 31, 2019 have been made by the Directors. None of the Directors are related to each other.

### **Meetings of the Board of Directors**

During the Financial Year 2018-19, the Company held 6 meetings of the Board of Directors as per Section 173 of Companies Act, 2013 which is summarized below. The provisions of Companies Act, 2013 were adhered to while considering the time gap between two meetings.

| <b><u>Sr. No.</u></b> | <b><u>Date of Meeting</u></b> | <b><u>Board Strength</u></b> | <b><u>No. of Directors Present</u></b> |
|-----------------------|-------------------------------|------------------------------|--|
| 1.                    | 30/05/2018                    | 4                            | 4                                      |
| 2.                    | 30/08/2018                    | 4                            | 4                                      |
| 3.                    | 15/10/2018                    | 4                            | 4                                      |
| 4.                    | 14/11/2018                    | 4                            | 4                                      |
| 5.                    | 03/12/2018                    | 4                            | 4                                      |
| 6.                    | 20/03/2019                    | 4                            | 4                                      |

### **Independent Directors:**

In terms of Section 149 of the Companies Act, 2013 and rules made there under, the Company has two Non-Promoter Independent Directors in line with the Companies Act, 2013. A separate meeting of Independent Directors was held on March 20, 2019 to review the performance of Non-Independent Directors and Board as whole and performance of Chairperson of the Company including assessment of quality, quantity and timeliness of flow of information between Company management and Board. The terms and conditions of appointment of Independent Directors and Code for Independent Director are incorporated on the website of the Company at [www.sctl.in](http://www.sctl.in).

The Company has received necessary declaration from each independent director under Section 149 (7) of the Companies Act, 2013 that they meet the criteria of independence laid down in Section 149 (6) of the Companies Act, 2013.

### **Evaluation of Directors of the Company:**

The formal evaluation of Board as whole and Non-Independent Director of the Company and of the Independent Directors of the Company was done at the respective meetings of Independent Director and Board of Directors each held on March 20, 2019.

The criteria on which Independent Directors were evaluated was, inter alia, attendance and participation in Board Meetings / Committee Meetings / General Meetings, opinion, judgment, estimate provided on key agenda items, exercise of objective independent judgment on strategy, performance, risk management etc. in the best interest of Company, confirmation of adequacy of internal control on financial reporting, maintenance of confidentiality of information of the Company obtained in capacity of Independent Director, initiative to maintain integrity, ethics and professional conduct, initiative to check conflict of interest and maintenance of independence, adherence to the



applicable code of conduct for independent directors, managing relationships with fellow Board members and senior management.

The criteria on which Non-Independent Director of the Company were evaluated were inter alia, attendance and participation in Board Meetings / Committee Meetings / General Meetings, knowledge of sector where company operates, various directions provided in key decision making of the Company, understanding key risk for the Company and avoidance of risk while executing functional duties, successful negotiations / deals, smooth functioning of business / internal operation, initiative to maintain corporate culture and moral values, commitment, dedication of time, leadership quality, attitude, initiatives and responsibility undertaken, decision making, achievements.

#### **Audit Committee:**

The Board has reconstituted Audit Committee on May 03, 2019 as required under Companies Act, 2013. The Composition of Committee as on the date is as stated below:

| <b>Sr. No.</b> | <b>Name of Director</b> | <b>Designation in Committee</b> |
|----------------|-------------------------|---------------------------------|
| 1.             | Mr. Anand Lavingia      | Chairman                        |
| 2.             | Mr. Sumit Patel         | Member                          |
| 3.             | Ms. Falguni Shah        | Member                          |

#### **Stakeholder's Relationship Committee:**

The Board has reconstituted Stakeholder's Relationship Committee on May 03, 2019 as required under Companies Act, 2013. The Composition of Committee as on the date is as stated below:

| <b>Sr. No.</b> | <b>Name of Director</b> | <b>Designation in Committee</b> |
|----------------|-------------------------|---------------------------------|
| 1.             | Mr. Anand Lavingia      | Chairman                        |
| 2.             | Mr. Sumit Patel         | Member                          |
| 3.             | Ms. Falguni Shah        | Member                          |

#### **Nomination & Remuneration Committee:**

The Board has reconstituted Nomination & Remuneration Committee on May 03, 2019 as required under Companies Act, 2013. The Composition of Committee as on the date is as stated below:

| <b>Sr. No.</b> | <b>Name of Director</b> | <b>Designation in Committee</b> |
|----------------|-------------------------|---------------------------------|
| 1.             | Mr. Sumit Patel         | Chairman                        |
| 2.             | Mr. Anand Lavingia      | Member                          |
| 3.             | Ms. Falguni Shah        | Member                          |

#### **Disclosure of Remuneration:**

The information required under section 197 (12) of the Companies Act, 2013 read with rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given as an **Annexure I**.

#### **Subsidiaries, Joint Ventures and Associate Companies**

The Consolidated Financial Statements of the Company and its Associate, prepared in accordance with the relevant Accounting Standards of the Institute of Chartered Accountants of India, duly audited by the Statutory Auditors, form a part of the Annual Report and are reflected in the Consolidated Accounts.

The Company has one associate as on March 31, 2019. Pursuant to the provisions of Section 129(3) of the Companies Act, 2013, a statement containing salient features of the financial statements of the Company's associate in Form AOC-1 is annexed herewith as **Annexure – II (A)** for your kind perusal and information.

#### **Transactions with Related Parties:**

The Company has entered into transaction with the company in which our Directors are Interested, which are falling within the purview of Section 188 of the Act, for which requisite approval of Board is taken. However, transaction entered with Companies wherein Directors are interested is at arm's length basis and in ordinary course of business hence, no approval from the Board or Shareholders is required. Information on transactions with related parties pursuant to section 134 (3) (h) of the Act read with rule 8 (2) of the Companies (Accounts) Rules, 2014 are given in **Annexure II (B)** in Form AOC-2 and the same forms part of this report.

#### **Material Changes And Commitments**

There have been no material changes and commitments, which is, affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of the report.

#### **Sexual Harassment of Women at Workplace:**

To foster a positive workplace environment, free from harassment of any nature, we have institutionalized the Anti-Sexual Harassment Initiative (ASHI) framework, through which we address complaints of sexual harassment at the all workplaces of the Company. Our policy assures discretion and guarantees non-retaliation to complainants. We follow a gender-neutral approach in handling complaints of sexual harassment and we are compliant with the law of the land where we operate.

During the year under review, there were no incidences of sexual harassment reported.

#### **Extract of Annual Return**

The Extract of Annual Return as required under section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014, in Form MGT-9 is annexed herewith as **Annexure – III** for your kind perusal and information.

#### **Directors' Responsibility Statement**

Pursuant to section 134(5) of the Companies Act, 2013, the board of directors, to the best of their knowledge and ability, confirm that:

- a) In preparation of annual accounts for the year ended March 31, 2019, the applicable accounting standards have been followed and that no material departures have been made from the same;
- b) The Directors had 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 or loss of the Company for that year;
- c) The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) The Directors had prepared the annual accounts ongoing concern basis.
- e) The Directors had laid down the internal financial controls to be followed by the Company and that such Internal Financial Controls are adequate and were operating effectively; and
- f) The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

### **Auditors and Report Thereon:**

M/s Doshi Maru & Associates (FRN: 0112187W), Chartered Accountants, Jamnagar retire at the ensuing Annual General Meeting and as per Section 139 (2) of Companies Act, 2013, being eligible to offer themselves for Reappointment. The Company has received the certificate from them to the effect that the appointment if made, would be within prescribed limits under Section 139 and Section 141 of the Companies Act, 2013, and rules made there under.

The Board of Director of your Company recommends their appointment for a period of Five Years from the conclusion of 20th Annual General Meeting (AGM), pursuant to the amendment to the Section 139 of the Companies Act, 2013, effective from 7th May, 2018, the consent of the members of the Company be and is hereby accorded to delete the requirement, seeking ratification of appointment of Statutory Auditors M/s. Doshi Maru & Associates, Chartered Accountants, Jamnagar [FRN: 0112187W] at every Annual General Meeting.

Pursuant to the amendment to the Section 139 of the Companies Act, 2013, effective from 7th May, 2018, deleted the requirement of seeking ratification of appointment of Statutory Auditors at every Annual General Meeting.

The Auditors' Report on the accounts of the Company for the accounting year ended March 31, 2019 is self-explanatory and do not call for further explanations or comments that may be treated as adequate compliance of Section 134 of the Companies Act, 2013.

### **Secretarial Auditor**

M/s. Murtuza Mandorwala & Associates, Practicing Company Secretaries, Ahmedabad was appointed as the Secretarial Auditor of the Company for Financial Year 2018-19.

In terms of Section 204 (1) of the Companies Act, 2013, a Secretarial Audit Report is annexed as **Annexure IV** of Board's Report.

### **Internal Auditor**

**Mr. Shankar Bhagat, Partner of M/s. Bhagat & Co.**, Chartered Accountant, Ahmedabad appointed as an internal Auditor of the Company for the Financial Year 2018-19. Internal Auditors are appointed by the Board of Directors of the Company, based on the recommendation of the Audit Committee in the Board meeting held on January 12, 2017 for the Five Year from the Financial Year 2016-17, after obtaining his willingness and eligibility letter for appointment as Internal Auditor of the Company. The Internal Auditor reports their findings on the internal Audit of the Company to the Audit Committee on a quarterly basis. The Scope of Internal audit is approved by the Audit Committee.

### **Reporting of Fraud:**

The Auditors of the Company have not reported any fraud as specified under Section 143(12) of the Companies Act, 2013.

### **Corporate Governance**

The Company being listed on the Small and Medium Enterprise platform is exempted from provisions of para C, D and E of schedule V as per Regulation 15 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Hence corporate governance report is not required. However, our company has adhered to corporate governance by having optimum combination of independent directors and executive directors on Board of our Company.

### **Loans, Guarantees and Investments u/s 186 of the Companies Act, 2013**

Loans to other of Rs. 6,91,55,778/- and loan to Associate Rs. 6,78,883/- out of the total Loan.

### **Management Discussion and Analysis Report**

The Management Discussion and Analysis Report as required under Regulation 34(2)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed as **Annexure V** of Board's Report.

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

- **Conservation of Energy:\***
  - Steps taken / impact on conservation of energy:  
N.A.
  - Steps taken by the company for utilizing alternate sources of energy including waste generated:  
Nil
  - Capital investment on energy conservation equipment:  
NIL  
\* Your Company is in Business of trading of Laminate Sheets, so in trading business there is no need of Conservation of Energy.
  
- **Technology Absorption:\***
  - The efforts made towards technology absorption;  
N.A.
  - The benefits derived like product improvement, cost reduction, product development or import substitution;  
N.A.
  - In case of imported technology (imported during the last three years reckoned from the beginning of the financial year)-  
N.A.  
\* Your Company is in Business of trading of Laminate Sheets, so in trading business there is no need of Technology Absorption.
  
- **Foreign exchange earnings and Outgo**

There is neither Foreign Exchange earned in terms of actual inflows nor the Foreign Exchange outgo during the year in terms of actual outflows in the Company.

### **Public Deposits:**

The Company has not accepted any deposits from Shareholders and Public falling within the ambit of Section 73 of the Companies Act, 2013 and rules made there under. There were no deposits, which were claimed and remained unpaid by the Company as on March 31, 2019.

### **Corporate Social Responsibility**

The provisions of Section 135(1) and 135(5) of the Companies Act, 2013 regarding constitution of Corporate Social Responsibility (CSR) Committee and spending of at least 2% of average net profit are not applicable to the Company.

### **Risk Management**

A well-defined risk management mechanism covering the risk mapping and trend analysis, risk exposure, potential impact and risk mitigation process is in place. The objective of the mechanism is to minimize the impact of risks

identified and taking advance actions to mitigate it. The mechanism works on the principles of probability of occurrence and impact, if triggered. A detailed exercise is being carried out to identify, evaluate, monitor and manage both business and non-business risks.

### **Nomination And Remuneration Policy**

In terms of Section 178(3) of the Companies Act, 2013 and provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, a policy on Director's, Key Managerial Personnel and Senior Management Employee's appointment and remuneration including criteria for determining their qualifications, positive attributes, independence and other prescribed matters was formulated and recommended by the Nomination and Remuneration Committee and adopted by the Board of Directors at their respective meetings held on January 04, 2016. The said policy is also available on the website of the Company [www.sctl.in](http://www.sctl.in).

### **General Disclosures**

Your Directors state that the Company has made disclosures in this report for the items prescribed in section 134 (3) of the Act and Rule 8 of The Companies (Accounts) Rules, 2014 to the extent the transactions took place on those items during the year.

### **Acknowledgement**

Your Directors wish to place on record their sincere appreciation for significant contributions made by the employees at all levels through their dedication, hard work and commitment, enabling the Company to achieve good performance during the year under review.

Your Directors also take this opportunity to place on record the valuable co-operation and support extended by the banks, government, business associates and the shareholders for their continued confidence reposed in the Company and look forward to having the same support in all future endeavors.

For and on behalf of Board of Directors  
**Suncare Traders Limited**

**Place: Ahmedabad**  
**Date: August 30, 2019**

**Niyant Parikh**  
**Managing Director**  
**(DIN: 02114087)**

**Falguni Shah**  
**Director**  
**(DIN: 05263972)**

## **Disclosure of Remuneration**

(pursuant to Section 197(12) read with Rule 5 of the Companies  
(Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended)

- **Information as per Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014**
- **The ratio of remuneration of each director to the median remuneration of employees for the financial year:**  
NIL.  
As no director of the Company is drawing the salary from the Company.
- **The Percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year:**  
No director of the Company drawing the salary from the Company.

Increase in KMP's Salary:

| Sr. No. | Name of the KMP   | Previous Year Salary<br>2017-18 | Current Year Salary<br>2018-19 | % increase in<br>salary |
|---------|---|---------------------------------|--------------------------------|-------------------------|
| 1.      | Pooja Shah<br>Company Secretary & Compliance<br>Officer | 1,80,000                        | 1,80,000                       | 0.00                    |
| 2.      | Rajkumar Chaudhary*<br>CFO                              | -                               | 3,38,200                       | 100%                    |

\* Mr. Rajkumar Chaudhary is appointed as a CFO w.e.f September 01, 2018 of the Company.

**The percentage increase in the median remuneration of employees in the financial year:** The median remuneration of employees was decreased by 41.88% over a previous year.

- **The number of permanent employees on the rolls of the Company as on March 31, 2019:** 14 Employees
- **Comparison of the remuneration of the Key Managerial Personnel against the performance of the company**  
As the Company is in its nascent stage, the Key Managerial Personnel is drawing a very nominal remuneration as token for their work. So remuneration drawn is modest as compared with the performance of the company.
- **Average percentile increase in the Salaries of the Employees and Managerial Remuneration:**  
The Average salaries of the employees of the Company were decreased by 35.06% on account of resignation of Branch Manager in the Company, while there is no Managerial remuneration paid by Company in the previous year. However, annual increments are decided by the Nomination and Remuneration Committee.
- **Key parameters for any variable component of remuneration availed by the directors –**  
There are no variable components in remuneration to the Directors.
- **Ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year –** Not Applicable
- **Information as per Rule 5(2) & 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:**  
In terms of the provisions of Section 197(12) of the Act read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, a statement showing the names and other particulars of the employees drawing remuneration in excess of the limits set out in the said rules are provided in the Annual Report, which forms part of this Report.: Not Applicable

Having regard to the provisions of the first proviso to Section 136(1) of the Act and as advised, the Annual Report excluding the aforesaid information is being sent to the members of the Company. The said information is available for inspection at the Registered Office of the Company during working hours and any member interested in obtaining such information may write to the Company Secretary and the same will be furnished on request.

For and on behalf of Board of Directors

**Suncare Traders Limited**

**Place: Ahmedabad**  
**Date: August 30, 2019**

**Niyant Parikh**  
**Managing Director**  
**(DIN: 02114087)**

**Falguni Shah**  
**Director**  
**(DIN: 05263972)**

## Form AOC-1

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

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

### Part "B": Associate Company

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

| Name of associates  | Madhav Power Private Limited              |
|---|---|
| 1. Latest audited Balance Sheet Date  | March 31, 2019                            |
| 2. Date on which the Associate or Joint Venture was associated or Acquired    | March 01, 2017                            |
| 3. Shares of Associate/Joint Ventures held by the company on the year end     |   |
| No.   | 3,32,000                                  |
| Amount of Investment in Associates  | 30,91,10,800                              |
| Extend of Holding (In percentage)   | 49.07%                                    |
| 4. Description of how there is significant influence                          | By holding more than 20 % of voting power |
| 5. Reason why the associate is not consolidated                               | N.A.                                      |
| 6. Net worth attributable to shareholding as per latest audited Balance Sheet | 39,33,49,513.49                           |
| 7. Profit/Loss for the year   | 22,35,616.00                              |
| i. Considered in Consolidation  | 10,97,016.72                              |
| ii. Not Considered in Consolidation   | 11,38,599.18                              |

1. Names of associates or joint ventures which are yet to commence operations.: NIL
2. Names of associates or joint ventures which have been liquidated or sold during the year.: NIL

**For, Doshi Maru & Associates**  
**Chartered Accountants**

**Sarvesh A. Gohil**  
**Partner**

**Place : Ahmedabad**  
**Date : 30/05/2019**

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

**Falguni Shah**                      **Niyant Parikh**  
**Director**                              **Managing Director**

**Rajkumar Chaudhary**      **Pooja Shah**  
**CFO**                                  **Company Secretary**



**Form No. AOC-2****Particulars of Contracts/arrangements made with related parties**

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

**Forms for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in section 188(1) of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto**

**A. Details of contracts or arrangements or transactions not at arm's length basis:**

There were no contracts or arrangements or transactions entered in to by the Company during the financial year ended on March 31, 2019, which were not at arm's length basis.

**B. Details of material contracts or arrangement or transactions at arm's length basis:**

| Sr. No. | Particulars  | RPT – 1                 | RPT – 2   | RPT – 3                       | RPT – 4   |
|---------|--|-------------------------|---|-------------------------------|---|
| 1.      | Name(s) of the related party and nature of relationship                                    | Rajkumar Chaudhary- CFO | Karan Interiors Limited- Promoter of the Company                | Pooja Shah- Company Secretary | Madhav Power Pvt Ltd -Associate Company   |
| 2.      | Nature of contracts/ arrangements/ transactions  | Salary                  | Interest  | Salary                        | Loan Given / Interest Received  |
| 3.      | Duration of the contracts / arrangements / transactions                                    | F.Y. 2018-19            | F.Y. 2018-19  | F.Y. 2018-19                  | F.Y. 2018-19  |
| 4.      | Salient terms of the contracts or arrangements or transactions including the value, if any | Remuneration            | Interest is counted at Market rate i.e. Arms Length basis only. | Remuneration                  | All transactions entered by the Company is at Market rate and on arms' length basis |
| 5.      | Date(s) of approval by the Board   | 30/08/2018              | N.A.  | 22/05/2015                    | N.A.  |
| 6.      | Amount paid as advances, if any  | N.A.                    | N.A.  | N.A.                          | N.A.  |

For and on behalf of Board of Directors  
**Suncare Traders Limited**

Place: Ahmedabad  
Date: August 30, 2019

**Niyant Parikh**  
Managing Director  
(DIN: 02114087)

**Falguni Shah**  
Director  
(DIN: 05263972)

## FORM NO. MGT 9 EXTRACT OF ANNUAL RETURN

(As on financial year ended on March 31, 2017)

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

### A. REGISTRATION & OTHER DETAILS:

|    |  |  |
|----|--|--|
| 1. | CIN  | L51909GJ1997PLC031561  |
| 2. | Registration Date  | 22/01/1997   |
| 3. | Name of the Company  | <b>SUNCARE TRADERS LIMITED</b>   |
| 4. | Category/Sub-category of the Company                                       | Company Limited by Shares  |
| 5. | Address of the Registered office & contact details                         | 7, Shree Shakti Estate, Behind Milan Complex, Sarkhej - Sanand Cross Road, Sarkhej, Ahmedabad- 382210<br>Tel: 079-29096047   |
| 6. | Whether listed company   | Yes  |
| 7. | Name, Address & contact details of the Registrar & Transfer Agent, if any. | <b>SATELLITE CORPORATE SERVICES PVT LTD</b><br>SEBI REGN NO: INR000003639<br>B-302, Sony Apartment, Opp. St. Jude's High School, 90 ft. Road, Off Andheri Kurla Rd, Jarimari, Sakinaka, Mumbai – 400 072, Maharashtra – India<br>Tel: +91-22- 28520461/462,<br>Fax:+91-22- 28511809<br>Email Id: service@satellitecorporate.com<br>Website: www.satellitecorporate.com |

### B. 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      | Trading Of Laminates Sheets                      | 51909                           | 100                                |

### C. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:-

| Sr. No. | Name and Address of the Company | Holding/ Subsidiary /Associate | CIN/GLN               | % of shares held | Applicable Section |
|---------|---------------------------------|--------------------------------|-----------------------|------------------|--------------------|
| 1.      | Madhav Power Private Limited    | Associate                      | U40100GJ2010PTC059776 | 49.07            | 2(6)               |

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

#### a. Category wise Share Holding:

| Category of Shareholders   | No. of Shares held at the beginning of the year 01.04.2018 |          |                |                   | No. of Shares held at the end of the year 31.03.2019* |          |                |                   | Change during the year % |
|--|--|----------|----------------|-------------------|---|----------|----------------|-------------------|--------------------------|
|  | Demat  | Physical | Total          | % of Total Shares | Demat   | Physical | Total          | % of Total Shares |                          |
| <b>A. Promoter</b>   |  |          |                |                   |   |          |                |                   |                          |
| <b>1) Indian</b>   |  |          |                |                   |   |          |                |                   |                          |
| a) Individual/ HUF   | 0  | 0        | 0              | 0                 | 0   | 0        | 0              | 0                 | 0                        |
| b) Central Govt  | 0  | 0        | 0              | 0                 | 0   | 0        | 0              | 0                 | 0                        |
| c) State Govt(s)   | 0  | 0        | 0              | 0                 | 0   | 0        | 0              | 0                 | 0                        |
| d) Bodies Corp   | 1234420  | 0        | 1234420        | 22.00             | 2468840   | 0        | 2468840        | 22.00             | 0.00                     |
| e) Banks / FI  | 0  | 0        | 0              | 0                 | 0   | 0        | 0              | 0                 | 0                        |
| f) Any Other   | 0  | 0        | 0              | 0                 | 0   | 0        | 0              | 0                 | 0                        |
| <b>Sub-total(A)(1):-</b>   | <b>1234420</b>   | <b>0</b> | <b>1234420</b> | <b>22.00</b>      | <b>2468840</b>  | <b>0</b> | <b>2468840</b> | <b>22.00</b>      | <b>0.00</b>              |
| <b>2) Foreign</b>  |  |          |                |                   |   |          |                |                   |                          |
| g) NRIs-Individuals  | 0  | 0        | 0              | 0.00              | 0   | 0        | 0              | 0.00              | 0                        |
| h) Other-Individuals   | 0  | 0        | 0              | 0.00              | 0   | 0        | 0              | 0.00              | 0                        |
| i) Bodies Corp.  | 0  | 0        | 0              | 0.00              | 0   | 0        | 0              | 0.00              | 0                        |
| j) Banks / FI  | 0  | 0        | 0              | 0.00              | 0   | 0        | 0              | 0.00              | 0                        |
| k) Any Other....   | 0  | 0        | 0              | 0.00              | 0   | 0        | 0              | 0.00              | 0                        |
| <b>Sub-total(A)(2):-</b>   | <b>0</b>   | <b>0</b> | <b>0</b>       | <b>0.00</b>       | <b>0</b>  | <b>0</b> | <b>0</b>       | <b>0.00</b>       | <b>0</b>                 |
| <b>Total Shareholding of Promoter (A)=(A)(1)+(A)(2)</b>                          | <b>1234420</b>   | <b>0</b> | <b>1234420</b> | <b>22.00</b>      | <b>2468840</b>  | <b>0</b> | <b>2468840</b> | <b>22.00</b>      | <b>0.00</b>              |
| <b>B. Public Shareholding</b>  |  |          |                |                   |   |          |                |                   |                          |
| <b>1. Institutions</b>   |  |          |                |                   |   |          |                |                   |                          |
| a) Mutual Funds  | 0  | 0        | 0              | 0.00              | 0   | 0        | 0              | 0.00              | 0                        |
| b) Banks / FI  | 0  | 0        | 0              | 0.00              | 0   | 0        | 0              | 0.00              | 0                        |
| c) Central Govt  | 0  | 0        | 0              | 0.00              | 0   | 0        | 0              | 0.00              | 0                        |
| d) State Govt(s)   | 0  | 0        | 0              | 0.00              | 0   | 0        | 0              | 0.00              | 0                        |
| e) Venture Capital Funds   | 0  | 0        | 0              | 0.00              | 0   | 0        | 0              | 0.00              | 0                        |
| f) Insurance Companies   | 0  | 0        | 0              | 0.00              | 0   | 0        | 0              | 0.00              | 0                        |
| g) FIs   | 0  | 0        | 0              | 0.00              | 0   | 0        | 0              | 0.00              | 0                        |
| h) Foreign Venture Capital Funds   | 0  | 0        | 0              | 0.00              | 0   | 0        | 0              | 0.00              | 0                        |
| i) Others (specify)  | 0  | 0        | 0              | 0.00              | 0   | 0        | 0              | 0.00              | 0                        |
| <b>Sub-total(B)(1)</b>   | <b>0</b>   | <b>0</b> | <b>0</b>       | <b>0.00</b>       | <b>0</b>  | <b>0</b> | <b>0</b>       | <b>0.00</b>       | <b>0</b>                 |
| <b>2. Non Institutions</b>   |  |          |                |                   |   |          |                |                   |                          |
| a) Bodies Corp.  |  |          |                |                   |   |          |                |                   |                          |
| (i) Indian   | 2925750  | 413823   | 3339573        | 59.52             | 6289896   | 725250   | 7015146        | 62.51             | 2.99                     |
| (ii) Overseas  | 0  | 0        | 0              | 0.00              | 0   | 0        | 0              | 0.00              | 0                        |
| b) Individuals   |  |          |                |                   |   |          |                |                   |                          |
| (i) Individual shareholders holding nominal share capital upto Rs. 1 lakh        | 123037   | 300      | 123337         | 2.20              | 143274  | 0        | 143274         | 1.28              | -0.92                    |
| (ii) Individual shareholders holding nominal share capital in excess of Rs.1lakh | 518000   | 0        | 518000         | 9.23              | 1072400   | 0        | 1072400        | 9.56              | 0.32                     |
| c) Others(Specify)   |  |          |                |                   |   |          |                |                   |                          |
| Hindu Undivided Families   | 102000   | 0        | 102000         | 1.82              | 240000  | 0        | 240000         | 2.14              | 0.32                     |

|   |                |               |                |               |                 |               |                 |               |             |
|---|----------------|---------------|----------------|---------------|-----------------|---------------|-----------------|---------------|-------------|
| Directors & their Relatives                         | 0              | 67670         | 67670          | 1.21          | 133340          | 1000          | 134340          | 1.20          | -0.01       |
| Market Maker  | 226000         | 0             | 226000         | 4.03          | 148000          | 0             | 148000          | 1.32          | -2.71       |
| Clearing Member                                     | 0              | 0             | 0              | 0             | 0               | 0             | 0               | 0             | 0.00        |
| <b>Sub-total (B)(2)</b>                             | <b>3894787</b> | <b>481793</b> | <b>4376580</b> | <b>78.00</b>  | <b>8026910</b>  | <b>726250</b> | <b>8753160</b>  | <b>78.00</b>  | <b>0.00</b> |
| <b>Total Public Shareholding (B)=(B)(1)+ (B)(2)</b> | <b>3894787</b> | <b>481793</b> | <b>4376580</b> | <b>78.00</b>  | <b>8026910</b>  | <b>726250</b> | <b>8753160</b>  | <b>78.00</b>  | <b>0.00</b> |
| C. Shares held by Custodian for GDRs & ADRs         | 0              | 0             | 0              | 0             | 0               | 0             | 0               | 0             | 0           |
| <b>Grand Total (A+B+C)</b>                          | <b>5129207</b> | <b>481793</b> | <b>5611000</b> | <b>100.00</b> | <b>10495750</b> | <b>726250</b> | <b>11222000</b> | <b>100.00</b> | <b>0.00</b> |

\* The Company has issue Bonus Shares in the ration of 1:1on October 15, 2018.

**b. Shareholding of Promoter & Promoter Group-**

| Sr. No. | Shareholder's Name                  | Shareholding at the beginning of the year 01.04.2018 |                                  |  | Shareholding at the end of the year 31.03.2019 |                                  |  | % 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.      | M/s. Karan Interiors Limited        | 3,47,552   | 6.19                             | 0  | 6,95,104                                       | 6.19                             | 0  | -  |
| 2.      | M/s. Sun Techno Overseas Limited    | 4,05,618   | 7.23                             | 0  | 8,11,236                                       | 7.23                             | 0  | -  |
| 3.      | M/S. Synergy cosmetics Exim Limited | 4,81,250   | 8.58                             | 0  | 9,62,500                                       | 8.58                             | 0  | -  |

\*Change in number of Shares during the year is due to issue of Bonus Shares by the Company.

**c. Change in Shareholding of Promoters & Promoter Group**

| Sr. No. | Name Of Shareholders           | Shareholding At The Beginning Of The Year |                                  | Date       | (+)/Increase/(-)Decrease In Share Holding | Reason | Shareholding At The End Of The Year |                                  |
|---------|--------------------------------|---|----------------------------------|------------|---|--------|-------------------------------------|----------------------------------|
|         |                                | No Of Shares                              | % Of Total Shares Of The Company |            |   |        | No Of Shares                        | % Of Total Shares Of The Company |
| 1       | SUN TECHNO OVERSEAS LIMITED    | 4,05,618                                  | 7.23                             | 01.04.2018 |   |        | 4,05,618                            | 3.61                             |
|         | IN30034311255010               |   |                                  | 26.10.2018 | 4,05,618                                  | BONUS  | 8,11,236                            | 7.23                             |
|         |                                |   |                                  | 31.03.2019 | 0   |        | 8,11,236                            | 7.23                             |
| 2       | KARAN INTERIORS LIMITED        | 3,47,552                                  | 6.19                             | 01.04.2018 |   |        | 3,47,552                            | 3.10                             |
|         | IN30246110075129               |   |                                  | 26.10.2018 | 3,47,552                                  | BONUS  | 6,95,104                            | 6.19                             |
|         |                                |   |                                  | 31.03.2019 | 0   |        | 6,95,104                            | 6.19                             |
| 3       | SYNERGY COSMETICS EXIM LIMITED | 4,81,250                                  | 8.58                             | 01.04.2018 |   |        | 4,81,250                            | 4.29                             |
|         | 1205090000034854               |   |                                  | 26.10.2018 | 4,81,250                                  | BONUS  | 9,62,500                            | 8.58                             |
|         |                                |   |                                  | 31.03.2019 | 0   |        | 9,62,500                            | 8.58                             |

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

| Sr. No. | Name of Shareholders                 | Shareholding at the beginning of the year |                                  | Date **    | (+)/Increase<br>/(-) Decrease<br>In Share Holding | Reason   | Shareholding at the end of the year |                                  |
|---------|--------------------------------------|---|----------------------------------|------------|---|----------|-------------------------------------|----------------------------------|
|         |                                      | No Of Shares                              | % Of Total Shares Of The Company |            |   |          | No Of Shares                        | % Of Total Shares Of The Company |
| 1.      | SAIANAND COMMERCIAL LIMITED          | 524000                                    | 9.34                             | 01.04.2018 |   |          | 524000                              | 4.67                             |
|         | IN30034311381100                     |   |                                  | 26.10.2018 | 524000  | BONUS*   | 1048000                             | 9.34                             |
|         |                                      |   |                                  | 31.03.2019 | 0   |          | 1048000                             | 9.34                             |
| 2.      | RAMA SHIVA LEASE FINANCE PRIVATE LTD | 0   | 0.00                             | 01.04.2018 |   |          | 0                                   | 0.00                             |
|         | IN30023911869399                     |   |                                  | 12.10.2018 | 506000  | PURCHASE | 506000                              | 4.51                             |
|         |                                      |   |                                  | 26.10.2018 | 506000  | BONUS    | 1012000                             | 9.02                             |
|         |                                      |   |                                  | 31.03.2019 | 0   |          | 1012000                             | 9.02                             |
| 3.      | CUPID TRADES & FINANCE LIMITED       | 506000                                    | 9.02                             | 01.04.2018 |   |          | 506000                              | 4.51                             |
|         | IN30034311380944                     |   |                                  | 26.10.2018 | 506000  | BONUS    | 1012000                             | 9.02                             |
|         |                                      |   |                                  | 31.03.2019 | 0   |          | 1012000                             | 9.02                             |
| 4.      | SYNERGY COSMETICS EXIM LIMITED       | 481250                                    | 8.58                             | 01.04.2018 |   |          | 481250                              | 4.29                             |
|         | 1205090000034854                     |   |                                  | 26.10.2018 | 481250  | BONUS    | 962500                              | 8.58                             |
|         |                                      |   |                                  | 31.03.2019 | 0   |          | 962500                              | 8.58                             |
| 5.      | SEVEN HILL INDUSTRIES LIMITED        | 421750                                    | 7.52                             | 01.04.2018 |   |          | 421750                              | 3.76                             |
|         | IN30034311267136                     |   |                                  | 26.10.2018 | 421750  | BONUS    | 843500                              | 7.52                             |
|         |                                      |   |                                  | 31.03.2019 | 0   |          | 843500                              | 7.52                             |
| 6.      | SUN AND SHINE WORLDWIDE LIMITED      | 362525                                    | 6.46                             | 01.04.2018 |   |          | 362525                              | 3.23                             |
|         | 26                                   |   |                                  | 26.10.2018 | 362725  | BONUS    | 725250                              | 6.46                             |
|         |                                      |   |                                  | 31.03.2019 | 0   |          | 725250                              | 6.46                             |
| 7.      | PARICHAY INVESTMENTS LIMITED         | 326000                                    | 5.81                             | 01.04.2018 |   |          | 326000                              | 2.91                             |
|         | IN30034311368735                     |   |                                  | 26.10.2018 | 326000  | BONUS    | 652000                              | 5.81                             |
|         |                                      |   |                                  | 31.03.2019 | 0   |          | 652000                              | 5.81                             |
| 8.      | SWORD EDGE COMMERCIALS LTD           | 214000                                    | 3.81                             | 01.04.2018 |   |          | 214000                              | 1.91                             |
|         | IN30034311400464                     |   |                                  | 26.10.2018 | 214000  | BONUS    | 428000                              | 3.81                             |
|         |                                      |   |                                  | 31.03.2019 | 0   |          | 428000                              | 3.81                             |
| 9.      | PADMA KANORIA                        | 188000                                    | 3.35                             | 01.04.2018 |   |          | 188000                              | 1.68                             |
|         | 1204480000020938                     |   |                                  | 26.10.2018 | 188000  | BONUS    | 376000                              | 3.35                             |
|         |                                      |   |                                  | 31.03.2019 | 0   |          | 376000                              | 3.35                             |
| 10.     | SANJEEV HARBANSLAL BHATIA            | 174000                                    | 3.10                             | 01.04.2018 |   |          | 174000                              | 1.55                             |
|         | 1204480000027990                     |   |                                  | 26.10.2018 | 174000  | BONUS    | 348000                              | 3.10                             |
|         |                                      |   |                                  | 31.03.2019 | 0   |          | 348000                              | 3.10                             |

**Notes:**

\* The Company has issue Bonus Shares in the ration of 1:1on October 15, 2018.

\*\* Company is Listed on BSE SME Platform so dates of transfer has been taken from the weekly takeover generated by RTA.

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

| Name                           | Shareholding of each Directors and each Key Managerial Personnel   | Shareholding at the beginning of the year<br>01.04.2018 |                                  | Shareholding at the end of the year<br>31.03.2019 |                                  |
|--------------------------------|--|---|----------------------------------|---|----------------------------------|
|                                |  | No. of Shares   | % of Total Shares of the Company | No. of Shares                                     | % of Total Shares of the Company |
| Niyant Parikh                  | At the beginning of the year   | 0   | 0                                | 0   | 0                                |
|                                | Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus / sweat equity etc. | 0   | 0                                | 0   | 0                                |
|                                | At the end of the year   | 0   | 0                                | 0   | 0                                |
| Anand Sureshbhai Lavingia      | At the beginning of the year   | 0   | 0                                | 0   | 0                                |
|                                | Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus / sweat equity etc. | 0   | 0                                | 0   | 0                                |
|                                | At the end of the year   | 0   | 0                                | 0   | 0                                |
| Sumit Patel                    | At the beginning of the year   | 0   | 0                                | 0   | 0                                |
|                                | Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus / sweat equity etc. | 0   | 0                                | 0   | 0                                |
|                                | At the end of the year   | 0   | 0                                | 0   | 0                                |
| Rajan Shah Jt. Falguni R. Shah | At the beginning of the year   | 500   | 0.01                             |   |                                  |
|                                | Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus / sweat equity etc. | 15/10/2018- Issue of Bonus Shares                       |                                  | 500   | 0.01                             |
|                                | At the end of the year   | -   | -                                | 1000  | 0.02                             |
| Rajkumar Chaudhary (CFO)       | At the beginning of the year   | 30  | 0.00                             | -   | -                                |
|                                | Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus / sweat equity etc. | 15/10/2018- Issue of Bonus Shares                       |                                  | 30  | 0.00                             |
|                                | At the end of the year   | 0   | 0                                | 60  | 0.00                             |
| Pooja Shah (CS)                | At the beginning of the year   | 0   | 0                                | 0   | 0                                |
|                                | Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus / sweat equity etc. | 0   | 0                                | 0   | 0                                |
|                                | At the end of the year   | 0   | 0                                | 0   | 0                                |

**f. INDEBTEDNESS - Bank Loan**

(In Rs.)

|  | <b>Secured Loans<br/>excluding deposits</b> | <b>Unsecured<br/>Loans</b> | <b>Deposits</b> | <b>Total<br/>Indebtedness</b> |
|--|---|----------------------------|-----------------|-------------------------------|
| <b>Indebtedness at the beginning of the financial year</b> |   |                            |                 |                               |
| i) Principal Amount  | 83,16,292                                   | 3,05,41,705                |                 | <b>3,88,57,997</b>            |
| ii) Interest due but not paid                              |   |                            |                 |                               |
| iii) Interest accrued but not due                          |   |                            |                 |                               |
| <b>Total (i+ii+iii)</b>                                    | <b>83,16,292</b>                            | <b>3,05,41,705</b>         | <b>-</b>        | <b>3,88,57,997</b>            |
| <b>Change in Indebtedness during the financial year</b>    |   |                            |                 |                               |
| -Addition / ( Reduction)                                   | (1,05,397)                                  | (2,18,900)                 |                 | <b>(3,24,297)</b>             |
| <b>Net Change</b>  | <b>(1,05,397)</b>                           | <b>(2,18,900)</b>          |                 | <b>(3,24,297)</b>             |
| <b>Indebtedness at the end of the financial year</b>       |   |                            |                 |                               |
| i) Principal Amount  | 82,10,895                                   | 3,03,22,805                |                 | <b>3,85,33,700</b>            |
| ii) Interest due but not paid                              |   |                            |                 |                               |
| iii) Interest accrued but not due                          |   |                            |                 |                               |
| <b>Total (i+ii+iii)</b>                                    | <b>82,10,895</b>                            | <b>3,03,22,805</b>         | <b>-</b>        | <b>3,85,33,700</b>            |

**g. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-**

1. Company has paid Rs. 1,80,000/- as a Remuneration, Salary, Perquisites, etc. to Ms. Pooja Shah, Company Secretary and Compliance Officer of the Company.
2. Company has paid Rs. 3,33,800/- as a Remuneration, Salary, Perquisites, etc. to Mr. Rajkumar Chaudhary, Chief Financial Officer of the Company.

**h. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: NO**

**Form No. MR-3**  
**SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED 31.03.2019

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

**To,**  
**The Members,**  
**SUNCARE TRADERS LIMITED**  
**7, Shree Shakti Estate, Behind Milan**  
**Complex, Sarkhej - Sanand Cross Road,**  
**Sarkhej Ahmedabad GJ 382210**  
**CIN: L51909GJ1997PLC031561**

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by SUNCARE TRADERS 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 (books, papers, minute books, forms and returns filed and other records maintained by the company) and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit. We hereby report that in 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 31.03.2019 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;



- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (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)
- (i) The Securities and Exchange Board of India (Listing Obligations and Disclosures and Requirement) Regulation 2015;
- (VI) Other Applicable Acts, - As per Management representation there are no other specific act applicable to the 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.

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 Compliance by the Company of applicable financial laws, like direct and indirect tax laws, has not been reviewed in this Audit since the same have been subject to review by statutory financial auditor and other designated professionals.

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 Various Committee of the Company that took place during the period under review were carried out in compliance with the provisions of the Act.

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

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

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

**We further report that during the audit period the Company has no specific events / actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, except the following:**

1. During the year under review company has delayed in adopting New Code of Internal Procedures Conduct for Prevention of Insider Trading as per Regulation 8(2) SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018.

2. During the year under Review Company had sought approval (i.e Special resolution) of shareholders for Migration from SME platform of BSE Limited to Main Board of BSE Limited through Postal Ballot pursuant to Section 110 of the Companies Act, 2013, read with Rules 22 of the Companies (Management and Administration) Rules, 2014

3. During the year under Review Company had sought approval for Increase in Authorized Share capital and Issue of Bonus shares in 21st Annual General Meeting dated 29th September, 2018.

**Place: Ahmedabad**

**Date: 29/08/2019**

**Murtuza Kaizar Mandorwala**  
**Proprietor**  
**Murtuza Mandorwala & Associates**  
**ACS No. 38021**  
**C P No.: 14284**

This report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.

To,  
The Members  
**SUNCARE TRADERS LIMITED**

Our Secretarial Audit Report of even date is to be read along with this letter.

**Management's Responsibility**

It is the responsibility of the management of the Company to maintain secretarial records, devise proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

**Auditor's Responsibility**

Our responsibility is to express an opinion on these secretarial records, standards and procedures followed by the Company with respect to secretarial compliances.

We believe that audit evidence and information obtain from the Company's management is adequate and appropriate for us to provide a basis for our opinion.

Wherever required, we have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.

**Disclaimer**

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.

**Place: Ahmedabad**

**Date: 29/08/2019**

**Murtuza Kaizar Mandorwala**  
**Proprietor**  
**Murtuza Mandorwala & Associates**  
**ACS No. 38021**  
**C P No.: 14284**

## CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(As per clause C of Schedule V of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 read with regulation 34(3) of the said Listing Regulations).

To  
The Members,  
**SUNCARE TRADERS LIMITED**

As required by item 10(i) of Part C of Schedule V of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 we certify that none of the directors on the board of **SUNCARE TRADERS LIMITED** have been debarred or disqualified from being appointed or continuing as directors of companies by the SEBI/Ministry of Corporate Affairs or any such statutory authority.

*Place: Ahmedabad*

*Date: 29/08/2019*

**Murtuza Kaizar Mandorwala**  
Proprietor  
**Murtuza Mandorwala & Associates**  
ACS No. 38021  
C P No.: 14284

## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

### Industry Structure and Developments:

India's GDP is estimated to have increased 7.2 per cent in 2017-18 and 7 per cent in 2018-19. India has retained its position as the third largest startup base in the world with over 4,750 technology start-ups.

The decorative and laminate industry market is continuing to grow at a moderate rate of 12% to 15% annually and with more awareness of quality products used by the developers. The industry gap between the organized and the unorganized sector has been narrowed down significantly with the implementation of GST which has made the competition healthy and rationalized the tax burden on the organized industries thereby making it easier to penetrate the market and scale up the business activities.

### Opportunities:

**Revival of Real Estate:** With signs of revival of the real estate market in addition to the reduced risk in the industry thanks to the real estate regulations latest act, the delayed projects are now resuming and picking up pace thus forming a positive outlook for laminates industry in the coming future. Still there is largely untapped market and our efforts are to explore and expand the new market which will help to increased liquidity and profitability of the company.

**Market Network:** To maintain market operations company has continued its operation through Ahmedabad office and Jaipur Branch.

### Government Policies:

Government of India, has launched the Make in India initiative with an aim to boost the manufacturing sector of Indian economy, to increase the purchasing power of an average Indian consumer, which would further boost demand, and hence spur development, in addition to benefiting investors.

Government gives priority to Infrastructure and real estate Sector as part of its policy i.e. roads, bridges, hospitals, Housing, Hotels, Commercial Properties etc. The growth in this sector will lead to the growth of Companies which are connected with Interior Infrastructure items.

Around 1.29 million houses have been constructed up to December 24, 2018, under Government of India's housing scheme named Pradhan Mantri Awas Yojana (Urban), which will provide boost to our industry.

### Threats:

**Raw Material:** The wood based panel industries are dependent on natural forests for their raw material requirement; it is crisis in view of the restrictions on timber extraction owing to environmental considerations.

**Manpower:** Company is in trading of Laminates products, company does not require any technical personnel, other than marketing personnel.

**High Competition and Low Profitability:** The laminate Industry has entered into the orbit of the high competition. Various brands and various quality laminates are available in the market. Due to high competitions in market, we have to lower the profit margin to maintain the turnover of the company.

**New Entrants:** More and more new organized and unorganized players are entering into market which will increase competition in our business sector also.

**Imported Laminates:** Dumping or Cheap import from China and other Countries of laminates, MDF and other furniture products has created the stiff competition in the laminates markets. This may affect our turnover and profitability in near future

**Risk and concerns:**

Stiff competition from the organized and unorganized players as well as from the imported laminates resulting in lower margins or losing out the customers. However, due to superior quality products, the company has at its own, penetrated newer markets and maintained its offerings and sales revenues. The weakening of rupee will prove to be a major setback which will directly affect all raw material prices in both the doors and the laminates vertical.

**Internal Financial Control Systems and their adequacy:**

The Company has aligned its current systems of internal financial control with the requirement of Companies Act 2013. The Internal Control is intended to increase transparency and accountability in an organization's process of designing and implementing a system of internal control. The Company has successfully laid down the framework and ensured its effectiveness. The Company has in place a well-defined system to record data for accounting and management information purposes and connects to different locations for efficient exchange of information.

Though the various risks associated with the business cannot be eliminated completely, all efforts are made to minimize the impact of such risks on the operations of the Company. Necessary internal checks and control systems are to be implemented by the Company on various activities in the organization to ensure that business operations are systemized in achieving the best performance.

Doshi Maru & Associates., Chartered Accountants, the statutory auditors of the Company has audited the financial statements included in this annual report for the year 2018-19 and has issued an attestation report on our internal control over financial reporting (as defined in section 143 of Companies Act, 2013).

The audit committee meets the statutory auditors of the Company to ascertain, inter alia, their views on the adequacy of internal control systems and keeps the board of directors informed of its major- observations periodically. Based on its evaluation (as defined in section 177 of Companies Act 2013), our audit committee has concluded that, as of March 31, 2019, our internal financial controls were adequate and operating effectively.

**Material Developments in Business activities, Human Resources / Industrial Relations Front, including number of people employed:**

The Company always recognizes the importance of manpower. Company promotes employees and encourages them to make contribution toward company, family and nation at large. Company also encourages the employees to offer their creative suggestions for development in their respective areas which are thoroughly discussed in periodical meetings. The company enjoyed excellent relationship with staff during the last year as on March 31, 2019 the company has 14 employees at its Jaipur Office and administrative office. The Company has been maintaining cordial and healthy Industrial Relations, which has helped to a great extent in achieving the upper growth.

**Turnover and Profitability:**

In spite of closure of Bhivandi branch office company has maintained its business operations almost at level of last year. However due to increase in Finance Cost from Rs.15.38 Lacs to Rs.35.78 Lacs and increased in other expenses from Rs.36.74 Lacs to Rs.60.96 Lacs, on account of Fees payment to ROC and short term Loss in shares company's net profit is reduced from Rs.21.49 Lacs to Rs.6.04 Lacs on standalone basis.

**Cautionary Statement:**

Statement in this Management and Discussion and Analysis Report describing the Company's objectives, projections, estimates and expectations may be forward looking statement and within the meaning of applicable laws and regulations. Actual results may or might differ materially from those either expressed or implied.

For and on behalf of Board of Directors

**Suncare Traders Limited**

**Place: Ahmedabad**

**Date: August 30, 2019**

**Mayur Shah**  
**Managing Director**  
**(DIN:02114144)**

# **Independent Auditor's Report on Consolidated Financial Statements**

## **AUDIT REPORT TO MEMBERS TO THE SHARE HOLDERS OF SUNCARE TRADERS LIMITED**

### **Report on the Consolidated financial statements**

#### **Opinion:**

We have audited the accompanying Consolidated financial statements of **SUNCARE TRADERS LIMITED**, which comprise the Balance Sheet as at **31<sup>st</sup> March, 2019**, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Consolidated financial statements give the information required by the Companies Act, 2013 (the 'Act') in the manner so required and give a true and fair view in conformity with the accounting standards prescribed under section 133 of the Act and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2019, and its profit and its cash flows for the year ended on that date.

#### **Basis for Opinion**

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated 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 together with the ethical requirements that are relevant to our audit of the Consolidated financial statements under the provisions of the Companies Act, 2013 and the Rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### **Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Consolidated financial statements of the current period. These matters were addressed in the context of our audit of the Consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

There are no Key Audit Matters Reportable as per SA 701 issued by ICAI.



## **Information Other than the Consolidated 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, but does not include the Consolidated financial statements and our auditor's report thereon. These reports are expected to be made available to us after the date of our auditor's report.

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

In connection with our audit of the Consolidated 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 Consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

When we read the other information included in the above reports, if we conclude that there is material misstatement therein, we are required to communicate the matter to those charged with governance and determine the actions under the applicable laws and regulations.

## **Management's Responsibility for the Consolidated financial statements**

Management is responsible for the matters stated in section 134(5) of the Companies Act, 2013("the Act") with respect to the preparation of these Consolidated financial statements that give a true and fair view of the Consolidated financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India including accounting standards referred to in section 133 of the Act, as applicable.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of 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 Consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Consolidated 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.

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

## **Auditor's Responsibility for the Audit of the Consolidated Financial Statements**

Our objectives are to obtain reasonable assurance about whether the Consolidated 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 Consolidated 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 Consolidated 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 control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, 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 standalone Consolidated 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 Consolidated financial statements, including the disclosures, and whether the Consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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 Consolidated 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.

### **Other Matters**

The financial Statements of associates have been audited by the other auditor, whose reports have been furnished to us by the Management and our opinion and report in terms of sub-section (3) and (11) of the section 143 of the Act, in so far as it relates to the amounts and disclosures included in respect of associates, is based solely on the report of the other auditors.

The consolidated financial statements also include share of Net Profit of Rs. 10.97Lacs for the year ended 31st March 2019 as considered in the consolidated financial statements, in respect of associates whose financial statements/ financial information has not been audited by us.

Our opinion on the consolidated, and our report on legal and Regulatory Requirement below, is not modified in respect of the above matter with respect to our reliance on the work done and the reports of the other auditor.

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

1. As required under provisions of section 143(3) of the Companies Act, 2013, we report that:

- a. We have obtained all the information and explanations which to the best of our knowledge and belief where necessary for the purposes of our audit;
- b. In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
- c. The Consolidated Balance Sheet and Statement of Profit and Loss dealt with this report are in agreement with the books of account;
- d. In our opinion, the aforesaid Consolidated financial statement complies with the Accounting Standards specified under Section 133 of Act, read with relevant rule issued thereunder.
- e. On the basis of written representations received from the directors as on March 31, 2019, taken on record by the Board of Directors, none of the directors is 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 operating effectiveness of such controls, referred to our separate report in "Annexure A".
- g. With respect to the other matters to be included in the Auditor's Report in accordance with 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 other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor) Rules, 2014, in our opinion and to the best of our knowledge and belief and according to the information and explanations given to us:
  - (a) The Company does not have any pending litigation as at March 31, 2019 on its financial position in its Consolidated financial statements.
  - (b) The Company did not have any long-term and derivative contracts as at March 31, 2019.
  - (c) There has been no delay in transferring amounts, required to be transferred, the Investor Education and Protection Fund by the Company during the year ended March 31, 2019.

**Place: Jamnagar**  
**Date : 30<sup>th</sup> May, 2019**

**FOR DOSHI MARU & ASSOCIATES,**  
**Chartered Accountants**  
**Sarvesh A. Gohil**  
**Partner**  
**M. No. 135782**  
**FRN: 0112187W**

## **ANNEXURE “A” TO 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 over financial reporting of **SUNCARE TRADERS LIMITED** ('the Company') as of 31<sup>st</sup> March, 2019 in conjunction with our audit of the Consolidated financial statements of the Company for the year ended on that date.

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

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

#### **Auditors’ Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, issued by the 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 ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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

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

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

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;

- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Consolidated 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 unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the Consolidated financial statement.

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

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

#### **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31<sup>st</sup> March, 2019 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 issued by the ICAI.

**Place: Jamnagar**  
**Date : 30<sup>th</sup> May, 2019**

**FOR DOSHI MARU & ASSOCIATES,**  
**Chartered Accountants**  
**Sarvesh A. Gohil**  
**Partner**  
**M. No. 135782**  
**FRN: 0112187W**

| <b>SUNCARE TRADERS LIMITED</b>                           |                 |                            |                            |
|--|-----------------|----------------------------|----------------------------|
| <b>Consolidated Balance Sheet as at 31st March, 2019</b> |                 |                            |                            |
| <b>Particulars</b>                                       | <b>Note No.</b> | <b>As at 31 March 2019</b> | <b>As at 31 March 2018</b> |
| <b>A EQUITY AND LIABILITIES</b>                          |                 |                            |                            |
| <b>1 Shareholders' funds</b>                             |                 |                            |                            |
| (a) Share capital  | 2               | 112,220,000.00             | 56,110,000.00              |
| (b) Reserves and surplus                                 | 3               | 282,226,530.21             | 336,635,599.78             |
| <b>2 Non-current liabilities</b>                         |                 |                            |                            |
| (a) Long-term borrowings                                 | 4               | 30,322,805.00              | 30,541,704.76              |
| (b) Deferred tax liabilities (net)                       |                 | -                          | -                          |
| <b>3 Current liabilities</b>                             |                 |                            |                            |
| (a) Short-term borrowings                                | 5               | 8,210,895.70               | 8,316,291.53               |
| (b) Trade payables                                       | 6               | 5,435,228.35               | 4,213,454.35               |
| (c) Other current liabilities                            | 7               | 346,174.85                 | 1,531,421.00               |
| (d) Short-term provisions                                | 8               | 380,000.00                 | 790,000.00                 |
| <b>TOTAL</b>   |                 | <b>439,141,634.11</b>      | <b>438,138,471.42</b>      |
| <b>B ASSETS</b>  |                 |                            |                            |
| <b>Non-current assets</b>                                |                 |                            |                            |
| <b>1(a) Fixed assets</b>                                 |                 |                            |                            |
| (i) Tangible assets                                      | 9               | 858,376.70                 | 1,007,866.42               |
| (b) Non current investments                              | 10              | 340,681,635.97             | 338,356,704.56             |
| (c) Long-term loans and advances                         | 11              | 69,834,661.53              | 69,888,059.59              |
| (d) Non current Assets                                   |                 | -                          | -                          |
| (e) Deferred Tax assets                                  |                 | 61,695.60                  | 54,075.41                  |
| <b>2 Current assets</b>                                  |                 |                            |                            |
| (a) Inventories  | 12              | 13,895,702.97              | 11,738,628.85              |
| (b) Trade receivables                                    | 13              | 12,218,443.90              | 14,948,894.43              |
| (c) Cash and cash equivalents                            | 14              | 327,678.70                 | 709,982.36                 |
| (d) Short-term loans and advances                        | 15              | 1,261,246.74               | 1,432,096.80               |
| (e) Other Current Assets                                 | 16              | 2,192.00                   | 2,163.00                   |
| <b>TOTAL</b>   |                 | <b>439,141,634.11</b>      | <b>438,138,471.42</b>      |

Accounting Policies & Notes on accounts

SUNCARE TRADERS LIMITED

As per our report on even date attached  
For Doshi Maru & Associates  
Chartered Accountants

Sarvesh A. Gohil  
Partner  
M.No. 135782  
FRN. NO. 112187W  
Place: Jamnagar  
Date: 30/05/2019

Ninyantkumar R. Parikh  
Managing Director  
DIN : 02114087

Falguni R. Shah  
Director  
DIN : 05263972

Pooja Shah  
CS

Rajkumar Chaudhary  
CFO

| <b>SUNCARE TRADERS LIMITED</b>  |                 |  |  |
|---|-----------------|--|--|
| <b>Consolidated Statement of Profit and Loss for the year ended 31st March 2019</b> |                 |  |  |
| <b>Particulars</b>  | <b>Note No.</b> | <b>For the year ended 31st March, 2019<br/>Rs.</b> | <b>For the year ended 31st March, 2018<br/>Rs.</b> |
| I.Revenue from operations (net)   | 17              | 50,770,176.02                                      | 51,526,021.00                                      |
| II.Other income   | 18              | 7,730,227.76                                       | 5,853,378.15                                       |
| <b>III.Total revenue (I + II)</b>   |                 | <b>58,500,403.78</b>                               | <b>57,379,399.15</b>                               |
| <b>IV.Expenses:</b>   |                 |  |  |
| Cost of materials consumed  |                 | -  | -  |
| Purchases of Stock-In-Trade   | 19              | 47,716,594.30                                      | 42,875,308.43                                      |
| Changes in inventories of Stock-In-Trade  | 20              | (2,157,074.12)                                     | 2,890,925.15                                       |
| Employee benefits expense   | 21              | 2,280,603.61                                       | 3,384,491.00                                       |
| Finance costs   | 22              | 3,577,906.87                                       | 1,538,453.73                                       |
| Depreciation and amortization expense   | 23              | 189,747.18   | 190,939.58   |
| Other expenses  | 24              | 6,096,332.42                                       | 3,674,406.89                                       |
| <b>Total expenses</b>   |                 | <b>57,704,110.26</b>                               | <b>54,554,524.78</b>                               |
| <b>V.Profit before exceptional and extraordinary items and tax (III-IV)</b>         |                 | <b>796,293.52</b>                                  | <b>2,824,874.37</b>                                |
| VI.Exceptional items  |                 | -  | -  |
| <b>VII.Profit before extraordinary items and tax (V - VI)</b>                       |                 | <b>796,293.52</b>                                  | <b>2,824,874.37</b>                                |
| VIII.Extraordinary items  |                 |  |  |
| <b>IX.Profit before tax (VII- VIII)</b>   |                 | <b>796,293.52</b>                                  | <b>2,824,874.37</b>                                |
| <b>X.Tax expense:</b>   |                 |  |  |
| (1) Current tax   |                 | 200,000.00   | 700,000.00   |
| (2) Deferred tax  |                 | 7,620.19   | 24,101.41  |
| (3) Tax expense relating to prior years   |                 | -  | -  |
| <b>XI.Profit for the period from continuing operations (IX-X)</b>                   |                 | <b>603,913.71</b>                                  | <b>2,148,975.78</b>                                |
| <b>XII.Profit from Associates</b>   |                 | <b>1,097,016.72</b>                                | <b>254,142.00</b>                                  |
| <b>XIII.Profit for the period (XI + XII)</b>  |                 | <b>1,700,930.43</b>                                | <b>2,403,117.78</b>                                |
| <b>XIV.Earnings per equity share:</b>   |                 |  |  |
| (1) Basic   |                 | 0.15   | 0.21   |
| (2) Diluted   |                 | 0.15   | 0.21   |

**Accounting Policies & Notes on accounts**

As per our report on even date attached  
For Doshi Maru & Associates  
Chartered Accountants

Sarvesh A. Gohil  
Partner  
M.No. 135782  
FRN. NO. 112187W  
Place: Jamnagar  
Date: 30/05/2019

**SUNCARE TRADERS LIMITED**

Ninyantkumar R. Parikh  
Managing Director  
DIN : 02114087

Falguni R. Shah  
Director  
DIN : 05263972

Pooja Shah  
CS

Rajkumar Chaudhary  
CFO

| <b>SUNCARE TRADERS LIMITED</b>  |  |                 |                     |                 |                        |
|---|--|-----------------|---------------------|-----------------|------------------------|
| <b>Consolidated Cash Flow Statement for the year ended 31st March, 2019</b> |  |                 |                     |                 |                        |
| Sr. No.   | Particulars  | 2018-19         |                     | 2017-18         |                        |
|   |  | Amount (In Rs.) | Amount (In Rs.)     | Amount (In Rs.) | Amount (In Rs.)        |
| <b>A.</b>   | <b><u>Cash flow from Operating Activities</u></b>      |                 |                     |                 |                        |
|   | Net Profit Before Tax                                  |                 | 796,293.52          |                 | 2,824,874.37           |
|   | Net Profit/(loss) of Associates                        |                 | 1,097,016.72        |                 | 254,142.00             |
|   | Adjustments for :                                      | 189,747.18      |                     | 190,939.58      |                        |
|   | Provision for Tax                                      | -               |                     | (228.00)        |                        |
|   | Dividend Income  | (5,531,583.00)  |                     | (5,439,975.00)  |                        |
|   | Interest Income  | 3,577,906.87    | (1,763,928.95)      | 1,538,453.73    | (3,710,809.69)         |
|   | Finance Cost   |                 |                     |                 |                        |
|   |  |                 | <b>129,381.29</b>   |                 | <b>(631,793.32)</b>    |
|   | <b>Operating Profit before working capital changes</b> |                 |                     |                 |                        |
|   | Changes in Working Capital                             | 2,730,458.10    |                     | 3,680,924.00    |                        |
|   | Trade and other receivable                             | (2,157,074.12)  |                     | 2,890,925.15    |                        |
|   | Inventories  | 170,850.06      |                     | (1,339,756.80)  |                        |
|   | Other Loans and advances receivable                    | 1,221,766.43    |                     | (4,904,586.86)  |                        |
|   | Trade Payables   | (410,000.00)    |                     | 565,194.00      |                        |
|   | Short term provision & liabilities                     | (832,090.30)    |                     | (129,865.00)    |                        |
|   | Other Current Liabilities                              | (29.00)         |                     | -               |                        |
|   | Other Current Assets                                   |                 | 723,881.17          |                 | 762,834.49             |
|   | Net Income tax paid/ refund                            |                 | 553,157.00          |                 | 543,710.00             |
|   | <b>Net Cash Flow from Operating Activities (A)</b>     |                 | <b>300,105.46</b>   |                 | <b>(412,668.83)</b>    |
| <b>B.</b>   | <b><u>Cash flow from investing Activities</u></b>      |                 |                     |                 |                        |
|   | Purchase of Fixed Assets                               | 40,256.31       |                     | 50,718.00       |                        |
|   | Purchase of Investment                                 | (2,324,931.41)  |                     | (23,747,620.78) |                        |
|   | Increase Long term Loans and Advances                  | 53,398.06       |                     | (7,986,812.59)  |                        |
|   | Interest Income  | 5,531,583.00    |                     | 5,439,975.00    |                        |
|   | Dividend Income  | -               |                     | 228.00          |                        |
|   |  |                 | <b>3,219,793.34</b> |                 | <b>(26,344,948.37)</b> |
|   | <b>Net Cash Flow from Investing Activities (B)</b>     |                 | <b>3,219,793.34</b> |                 | <b>(26,344,948.37)</b> |
|   | <b><u>Cash flow from financing Activities</u></b>      |                 |                     |                 |                        |
|   | Proceed From Long Term Borrowings                      | (218,899.76)    |                     | 26,926,730.76   |                        |
|   | Proceed From Short Term Borrowings                     | (105,395.83)    |                     | (39,922.47)     |                        |
|   | Interest Paid  | (3,577,906.87)  |                     | (1,538,453.73)  |                        |



|           |  |   |                     |                       |
|-----------|--|---|---------------------|-----------------------|
|           | Dividend Paid (Including DDT)  | - | -                   |                       |
|           |  |   | (3,902,202.46)      | 25,348,354.56         |
|           | <b>Net Cash Flow from Financing Activities (C)</b>                     |   | (3,902,202.46)      | 25,348,354.56         |
| <b>D.</b> | <b>Net (Decrease)/ Increase in Cash &amp; Cash Equivalents (A+B+C)</b> |   | <b>(382,303.66)</b> | <b>(1,409,262.64)</b> |
| <b>E.</b> | <b>Opening Cash &amp; Cash Equivalents</b>                             |   | 709,982.36          | 2,119,245.00          |
| <b>F.</b> | <b>Cash and cash equivalents at the end of the period</b>              |   | <b>327,678.70</b>   | <b>709,982.36</b>     |
| <b>G.</b> | <b>Cash &amp; Cash Equivalents Comprise</b>                            |   |                     |                       |
|           | Cash   |   | 6,217.27            | 25,535.00             |
|           | <b>Bank Balances :</b>   |   |                     |                       |
|           | Current Account  |   | 321,461.43          | 684,447.36            |
|           | Deposits Account   |   |                     |                       |
|           | <b>Total</b>   |   | <b>327,678.70</b>   | <b>709,982.36</b>     |

Accounting Policies & Notes on accounts

SUNCARE TRADERS LIMITED

As per our report on even date attached  
For Doshi Maru & Associates  
Chartered Accountants

Sarvesh A. Gohil  
Partner  
M.No. 135782  
FRN. NO. 112187W  
Place: Jamnagar  
Date: 30/05/2019

Ninyantkumar R. Parikh  
Managing Director  
DIN : 02114087

Falguni R. Shah  
Director  
DIN : 05263972

Pooja Shah  
CS

Rajkumar Chaudhary  
CFO

**SUNCARE TRADERS LIMITED**  
**Year ended on 31<sup>st</sup> March 2019**

**NOTES FORMING PART OF THE FINANCIAL STATEMENTS**

**Note: - 1 Significant accounting policies:q**

**1.0 Corporate Information**

**Suncare Traders Limited** is a Limited Company, incorporated under the provisions of Companies Act, 1956 and having CIN: L51909GJ1997PLC031561. The Company is mainly engaged in the business of trading in laminates, plywood/mdf and apart from trading of solar power generation, etc. The Registered office of the Company is situated at 7, Shree Shakti estate, behind Milan complex, Sarkhej-sanand road, Sarkhej, Ahmedabad – 382210.

**1.1 Basis of preparation of financial statements**

**a. Accounting Convention: -**

These Consolidated financial statements of the Company have been prepared in accordance with Generally Accepted Accounting Principles in India (“Indian GAAP”). Indian GAAP comprises mandatory accounting standards as prescribed under Section 133 of the Companies Act, 2013 (“the Act”) read with the Rule 7 of the Companies (Accounts) Rules, 2014. The Consolidated financial statements have been prepared on an accrual basis and under the Historical Cost Convention. and the Companies (Accounting Standards) Amendment Rules 2016 and the relevant provisions of the Companies Act, 2013.

**b. Use of Estimates and Judgments**

The preparation of Consolidated financial statement in conformity with accounting standard requires the Management to make estimates, judgments and assumptions. These estimates, judgments and assumptions affects the application of accounting policies and the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of financial statement and reported amounts of revenue and expenses during the period. Accounting estimates could change form period to period. Actual result could differ from those estimates. As soon as the Management is aware of the changes, appropriate changes in estimates are made. The effect of such changes are reflected in the period in which such changes are made and, if material, their effects are disclosed in the notes to financial statement.

**c. Current and Non - Current Classification**

An asset or a liability is classified as Current when it satisfies any of the following criteria:

- i. It is expected to be realized / settled, or is intended for sales or consumptions, in the Company's Normal Operating Cycle;
- ii. It is held primarily for the purpose of being traded.
- iii. It is expected to be realized / due to be settled within twelve months after the end of reporting date;

- iv. The Company does not have an unconditional right to defer the settlement of the liability for at least twelve months after the reporting date.

**All other assets and liabilities are classified as Non - Current.**

For the purpose of Current / Non - Current classification of assets and liabilities, the Company has ascertained its operating cycle as twelve months. This is based on the nature of services and the time between the acquisition of the assets or liabilities for processing and their realization in Cash and Cash Equivalents.

**d. Principles of consolidation**

Associate is entity over which the group has significant influence but not the control. Investment in associates are accounted for using the equity method of accounting as laid down under Accounting Standard 23, 'Accounting for investment in Associates in consolidated financial statement', Accordingly the share of profit / loss of the associate company has been added/deducted from the cost of investment. The investment in associates include Capital Reserve identified on acquisition.

**1.2 Basis of Preparation**

**a) Presentation and Disclosure of Financial Statements**

These standalone financial statements have been prepared as per "Schedule - III" notified under the Companies Act, 2013. The Company has also reclassified / regrouped / restated the previous year figures in accordance with the requirements applicable in the current year.

**b) Property, Plant & Equipment and Intangible Assets:-**

- i. The company has adopted Cost Model to measure the gross carrying amount of fixed assets.
- ii. Tangible Fixed assets are stated at cost of acquisition less accumulated depreciation. Cost includes the purchase price and all other attributable costs incurred for bringing the asset to its working condition for intended use.
- iii. Intangible assets are stated at the consideration paid for acquisition and customization thereof less accumulated amortization.
- iv. Cost of fixed assets not ready for use before the balance sheet date is disclosed as Capital Work in Progress.
- v. Cost of Intangible Assets not ready for use before the balance sheet date is disclosed as Intangible Assets under Development.

**c) Depreciation / Amortisation : -**

Depreciation has been provided under Straight Line Method at the rates prescribed under schedule II of the Companies Act, 2013 on single shift and Pro Rata Basis to result in a more appropriate preparation or presentation of the financial statements.

In respect of assets added/sold during the year, pro-rata depreciation has been provided at the rates prescribed under Schedule II.

Intangible assets being Software are amortized over a period of its useful life on a straight line basis,

commencing from date the assets is available to the company for its use.

**d) Impairment of Assets:-**

An asset is treated as impaired when the carrying cost of an asset exceeds its recoverable value. An impairment loss is charged to the Statement of Profit and Loss in the year in which an asset is identified as impaired. The impairment loss recognised in prior period is reversed if there has been a change in the estimate of the recoverable amount.

**e) Investments:-**

- Long term investments are stated at cost. Provision for diminution in the value of long-term investment is made only if such decline is other than temporary.
- Current investments are stated at lower of cost or market value. The determination of carrying amount of such investment is done on the basis of specific identification.

**f) Government Grants and Subsidies:-**

The Company is entitled to receive any subsidy from the Government authorities or any other authorities in respect of manufacturing or other facilities are dealt as follows:

- Grants in the nature of subsidies which are non – refundable are credited to the respective accounts to which the grants relate, on accrual basis, where there is reasonable assurance that the Company will comply with all the necessary conditions attached to them.
- Grants in the nature of Subsidy which are Refundable are shown as Liabilities in the Balance Sheet at the Reporting date.

**g) Retirement Benefits:-**

**a) Short Term Employee Benefits:**

All employee benefits payable within twelve months of rendering the service are classified as short term benefits. Such benefits include salaries, wages, bonus, short term compensated absences, awards, ex-gratia, performance pay etc. and the same are recognised in the period in which the employee renders the related service.

**b) Employment Benefits:**

**i) Defined Contribution Plans:**

The company has Defined Contribution Plans for post employment benefit in the form of Provident Fund which are administered by the Regional Provident Fund Commissioner. Provident Fund are classified as defined contribution plans as the company has no further obligation beyond making contributions. The company's contributions to defined contribution plans are charged to the Statement of Profit and Loss as and when incurred.

**ii) Defined Benefit Plans:**

**a) Provident Fund :**

Provident fund is a defined contribution scheme as the company pays fixed contribution at pre-determined rates. The obligation of the company is limited to such fixed contribution. The contributions are charged to Profit & Loss A/c.

**b) Gratuity:**

The Management has decided to apply pay-as-you-go method of gratuity provision. So gratuity will be accounted in the Profit & Loss A/c in the financial year in which the employee retires and provision will not be made on yearly basis.

**c) Leave Encashment:**

The Management has decided to apply pay-as-you-go method for payment of leave encashment. So amount of leave encashment will be accounted in the Profit & Loss A/c in the financial year in which the employee retires and provision will not be made on yearly basis.

**h) Valuation of Inventory :-**

Inventories of the raw material, work-in-progress, finished goods, packing material, stores and spares, components, consumables and stock in trade are carried at lower of cost and net realizable value. However, raw material and other items held for use in production of inventories are not written down below cost if the finished goods in which they will be incorporated are expected to be sold at or above cost. The comparison of cost and net realizable value is made on an item by item basis.

Cost of inventories included the cost incurred in bringing the each product to its present location and conditions are accounted as follows:

**a) Raw Material:-** Cost included the purchase price and other direct or indirect costs incurred to bring the inventories into their present location and conditions. Cost is determined on *First in First out basis (FIFO)*.

**b) Finished Goods and Work-in-Progress:-** Work in progress are valued at cost which includes raw materials and cost incurred till the stage of production of process. Finished Goods are valued at cost or Net realizable value whichever is lower. Cost included cost of direct materials and the labor cost and a proportion of manufacturing overhead based on the normal operating capacity, but excluding the borrowing costs. Cost is determined on *"First in First out basis (FIFO)"*.

**c) Stock in Trade:-** Cost included the purchase price and other direct or indirect costs incurred in bringing the inventories to their present location and conditions. Cost is determined on *"Weighted Average Basis"*.

All other inventories of stores and spares, consumables, project material at site are valued at cost. The stock of waste or scrap is valued at net realizable value.

"Net Realizable Value" is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated cost necessary to make the sales of the products.

**i) Revenue Recognition :-**

Revenue is recognized when it is probable that economic benefit associated with the transaction flows to the Company in ordinary course of its activities and the amount of revenue can be measured reliably, regardless of when the payment is being made. Revenue is measured at the fair value of consideration received or receivable, taking into the account contractually defined terms of payments, net of its returns, trade discounts and volume rebates allowed.

Revenue includes only the gross inflows of economic benefits, including the excise duty, received and receivable by the Company, on its own account. Amount collected on behalf of third parties such as sales tax, value added tax and goods and service tax (GST) are excluded from the Revenue.

**Sale of goods** is recognized at the point of dispatch of goods to customers, sales are exclusive of Sales tax, Vat, GST and Freight Charges if any. The revenue and expenditure are accounted on a going concern basis.

**Interest Income** is Recognized on a time proportion basis taking into account the amount outstanding and the rate applicable i.e. on the basis of matching concept..

**Dividend** from investments in shares / units is recognized when the company.

As per a recent ICAI opinion, the benefit of DEP is recognized in the year of export itself, provided no uncertainty exists,

Other items of Income are accounted as and when the right to receive arises.

**j) Accounting for effects of changes in foreign exchange rates :-**

Transactions denominated in foreign currencies are normally recorded at the exchange rate prevailing at the time of the transactions.

Any income or expenses on account of exchange difference either on settlement or on Balance sheet Valuation is recognized in the profit and loss account except in cases where they relate to acquisition of fixed assets in which case they are adjusted to the carrying cost of such assets.

Foreign currency transactions accounts are given in the notes of accounts.

Commodity Hedging :- The realized gain or loss in respect of commodity hedging contracts, the principal period of which has expired during the year, is recognized in profit and loss account. In respect of contracts, that are outstanding as on date of Balance sheet are valued at prevailing market price and the resultant loss, if any, is provided.

**k) Borrowing Cost :-**

Borrowing Cost includes the interest, commitments charges on bank borrowings, amortization of ancillary costs incurred in connection with the arrangement of borrowings.

Borrowing costs that are directly attributable to the acquisition or construction of qualifying property, plants and equipments are capitalized as a part of cost of that property, plants and equipments. The amount of borrowing costs eligible for capitalization is determined in accordance with the Accounting Standards – 16 “Borrowing Costs”. Other Borrowing Costs are recognized as expenses in the period in which they are incurred.

In accordance with the Accounting Standard – 16, exchange differences arising from foreign currency borrowings to the extent that they are regarded as adjustments to interest costs are recognized as Borrowing Costs, and are capitalized as a part of cost of such property, plants and equipments if they are directly attributable to their acquisition or charged to the Standalone Statement or Profit and Loss.

**l) Related Party Disclosure :-**

The Disclosures of Transaction with the related parties as defined in the related parties as defined in the Accounting Standard are given in notes of accounts.

**m) Accounting for Leases :-**

A lease is classified at the inception date as finance lease or an operating lease. A lease that transfers substantially all the risk and rewards incidental to the ownership to the Company is classified as a finance lease.

The Company as a lessee:

**a) Operating Lease:-** Rental payable under the operating lease are charged to the Standalone Statement of Profit and Loss on a Straight line basis over the term of the relevant lease.

**b) Finance Lease:-** Finance lease are capitalized at the commencement of the lease, at the lower of the fair value of the property or the present value of the minimum lease payments. The corresponding liability to the lessor is included in the Balance Sheet as a finance lease obligation. Lease payments are apportioned between finance charges and the reduction of the lease obligation so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are charged directly against the income over the period of the lease.

The Company has not provided any of its assets on the basis of operating lease or finance lease to others.

**n) Cashflow:-**

Cash flows are reported using the indirect method, whereby net profit before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals of past or future cash receipts and payments. The cash flows from regular operating, investing and financing activities of the company are segregated.

**o) Earnings Per Share :-**

The Company reports the basic and diluted Earnings per Share (EPS) in accordance with Accounting Standard 20, "Earnings per Share". Basic EPS is computed by dividing the Net Profit or Loss attributable to the Equity Shareholders for the year by the weighted average number of equity shares outstanding during the year. Diluted EPS is computed by dividing the Net Profit or Loss attributable to the Equity Shareholders for the year by the weighted average number of Equity Shares outstanding during the year as adjusted for the effects of all potential Equity Shares, except where the results are Anti - Dilutive.

The weighted average number of Equity Shares outstanding during the period is adjusted for events such a Bonus Issue, Bonus elements in right issue, share splits, and reverse share split (consolidation of shares) that have changed the number of Equity Shares outstanding, without a corresponding change in resources.

**p) Taxes on Income :-**

**1. Current Tax: -**

Provision for current tax is made after taken into consideration benefits admissible under the provisions of the Income Tax Act, 1961.

**2. Deferred Taxes:-**

Deferred Income Tax is provided using the liability method on all temporary difference at the balance sheet date between the tax basis of assets and liabilities and their carrying amount for financial reporting purposes.

- I. Deferred Tax Assets are recognized for all deductible temporary differences to the extent that it is probable that taxable profit will be available in the future against which this items can be utilized.
- II. Deferred Tax Assets and liabilities are measured at the tax rates that are expected to apply to the period when the assets is realized or the liability is settled, based on tax rates ( and the tax) that have been enacted or enacted subsequent to the balance sheet date.

**q) Discontinuing Operations :-**

During the year the company has not discontinued any of its operations.

**r) Provisions Contingent liabilities and contingent assets:-**

A provision is recognized if, as a result of a past event, the Company has a present legal obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by the best estimate of the outflow of economic benefits required to settle the obligation at the reporting date. Where no reliable estimate can be made, a disclosure is made as Contingent Liability.

A disclosure for a Contingent Liability is also made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

Possible obligation that arises from the past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation is reported as Contingent Liability. In the rare cases, when a liability cannot be measures reliable, it is classified as Contingent Liability. The Company does not recognize a Contingent Liability but disclosed its existence in the standalone financial statements.

**s) Event after Reporting Date:-**

Where events occurring after the Balance Sheet date provide evidence of condition that existed at the end of reporting period, the impact of such events is adjusted within the standalone financial statements. Otherwise, events after the Balance Sheet date of material size or nature are only disclosed.

- All the events occurring after the Balance Sheet date up to the date of the approval of the standalone financial statement of the Company by the board of directors on **May 30, 2019** have been considered, disclosed and adjusted, wherever applicable, as per the requirement of Accounting Standards.



## Note 2 Share capital

| Particulars                                       | As at 31 March 2019  |                       | As at 31 March 2018 |                      |
|---|----------------------|-----------------------|---------------------|----------------------|
|   | Number               | Amt. Rs.              | Number              | Amt. Rs.             |
| <u>Authorised</u>                                 |                      |                       |                     |                      |
| Equity shares 12,00,000 of Rs.10 each             | 12,000,000.00        | 120,000,000.00        | 600,000.00          | 6,000,000.00         |
| <u>Issued</u>                                     |                      |                       |                     |                      |
| Equity shares 1,12,22,000 of Rs.10 each           | 11,222,000.00        | 112,220,000.00        | 5,611,000.00        | 56,110,000.00        |
| <u>Subscribed &amp; Paid up</u>                   |                      |                       |                     |                      |
| Equity Shares 63,51,204 of Rs. 10 each fully paid | 11,222,000.00        | 112,220,000.00        | 5,611,000.00        | 56,110,000.00        |
| <b>Total</b>                                      | <b>11,222,000.00</b> | <b>112,220,000.00</b> | <b>5,611,000.00</b> | <b>56,110,000.00</b> |

### Note 2.1 Reconciliation of Number of Shares

| Particulars   | For F.Y. 2018-19 |                | For F.Y. 2017-18 |               |
|---|------------------|----------------|------------------|---------------|
|   | Number           | Amt. Rs.       | Number           | Amt. Rs.      |
| Eq. shares outstanding at the beginning of the year | 5,611,000.00     | 56,110,000.00  | 5,611,000.00     | 56,110,000.00 |
| Eq. shares issued as Bonus shares during the year   | 5,611,000.00     | 56,110,000.00  | -                | -             |
| Eq. shares issued during the year                   | -                | -              | -                | -             |
| Eq. shares outstanding at the end of the year       | 11,222,000.00    | 112,220,000.00 | 5,611,000.00     | 56,110,000.00 |

### Note 2.2 Details of shares held by shareholders more than 5% of shares of company

| Particulars                              | As at 31 March 2019 |              | As at 31 March 2018 |              |
|--|---------------------|--------------|---------------------|--------------|
|  | No. of Shares held  | % of Holding | No. of Shares held  | % of Holding |
| Synergy Cosmetic Exin Ltd.               | -                   | 0.00%        | 481,250.00          | 8.58%        |
| Rama Shiva Lease Finance Private Limited | 1,012,000.00        | 9.02%        | -                   | 0.00%        |
| Sun Techno Overseas Ltd.                 | 811,236.00          | 7.23%        | 405,618.00          | 7.23%        |
| Sun And Shine Worldwide Ltd.             | 725,250.00          | 6.46%        | 362,625.00          | 6.46%        |
| Karan Interiors Limited                  | 695,104.00          | 6.19%        | 347,552.00          | 6.19%        |
| Seven Hill Industries Limited            | 691,500.00          | 6.16%        | 421,750.00          | 7.52%        |
| Interface Fianacial Services Ltd.        | 934,500.00          | 8.33%        | 506,000.00          | 9.02%        |
| Parichay Investments Limited             | 652,000.00          | 5.81%        | 326,000.00          | 5.81%        |
| Cupid Trades & Finance Ltd.              | 1,012,000.00        | 9.02%        | 506,000.00          | 9.02%        |
| Saianand Commercial Ltd.                 | 1,040,000.00        | 9.27%        | 524,000.00          | 9.34%        |

### Note 3 Reserves and surplus

| Particulars   | As at 31 March 2019 | As at 31 March 2018 |
|---|---------------------|---------------------|
| a. Securities Premium Account                       |                     |                     |
| Opening balance                                     | 316,799,464.00      | 316,799,464.00      |
| Add : Premium on shares issued during the year      | -                   | -                   |
| Less : Utilised during the year for:                |                     |                     |
| - To issue fully paid equity shares as bonus shares | 56,110,000.00       | -                   |

|   |                       |                       |
|---|-----------------------|-----------------------|
| Closing Balance                                     | 260,689,464.00        | 316,799,464.00        |
| d. General Reserve                                  |                       |                       |
| Opening Balance                                     | 4,433,888.00          | 4,433,888.00          |
| e. Surplus  |                       |                       |
| Opening balance                                     | 15,402,247.78         | 13,253,272.00         |
| Add : Net profit for the current year               | 603,913.71            | 2,148,975.78          |
| Add : Share Loss of Associates for the year 2018-19 |                       |                       |
| Less : Income Tax Written off A.Y. 18-19            | -                     |                       |
| Closing balance                                     | 17,103,178.21         | 15,402,247.78         |
| <b>Total</b>  | <b>282,226,530.21</b> | <b>336,635,599.78</b> |

#### Note 4 Long-term borrowings

| Particulars   | As at<br>31 March 2019 | As at<br>31 March 2018 |
|---|------------------------|------------------------|
| <b>Secured</b>  | -                      | -                      |
| Term Loan   |                        |                        |
| (a) From Banks  |                        |                        |
| HDFC Bank Car Loan  | -                      | 45,911.76              |
| <b>Unsecured</b>  | -                      | -                      |
| (b) Loans and advances from related parties   | -                      | -                      |
| (c) Loans and advances from others  |                        |                        |
| From Corporate bodies   |                        |                        |
| Sonika Granities Pvt Ltd.   | 293,700.00             | 293,700.00             |
| Sun And Shine Pvt Ltd.  | 108,500.00             | 108,500.00             |
| Mahavir Impex Ltd.  | 800,000.00             | 800,000.00             |
| Bhatia Communication and Retail Ltd   | 25,541,799.00          | 23,627,936.00          |
| Karan Interiors Ltd.  | 1,818,836.00           | 1,841,496.00           |
| From others   | 1,759,970.00           | 3,824,161.00           |
| Sub-total (b)   | 30,322,805.00          | 30,495,793.00          |
| In case of continuing default as on the balance sheet date in repayment of loans and interest with respect to (b) (e) & (g) |                        |                        |
| 1. Period of default  |                        |                        |
| 2. Amount   |                        |                        |
| <b>Total</b>  | <b>30,322,805.00</b>   | <b>30,541,704.76</b>   |

#### Note 5 Short term borrowings

| Particulars   | As at<br>31 March 2019 | As at<br>31 March 2018 |
|---|------------------------|------------------------|
| <b>Secured</b>  |                        |                        |
| Payable on demand   |                        |                        |
| (a) Working Capital Loans                                     |                        |                        |
| from banks  | 8,210,895.70           | 8,316,291.53           |
|   | 8,210,895.70           | 8,316,291.53           |
| <b>Unsecured</b>  |                        |                        |
| (b) Loans and advances from related parties                   | -                      | -                      |
| Sub-total (b)   | -                      | -                      |
| In case of continuing default as on the balance sheet date in |                        |                        |

|   |                     |                     |
|---|---------------------|---------------------|
| repayment of loans and interest with respect to (b) (e) & (g) |                     |                     |
| 1. Period of default  |                     |                     |
| 2. Amount   |                     |                     |
| <b>Total</b>  | <b>8,210,895.70</b> | <b>8,316,291.53</b> |

#### Note 6 Trade payables

| Particulars                            | As at<br>31 March 2019 | As at<br>31 March 2018 |
|--|------------------------|------------------------|
| (a) Micro, Small and Medium Enterprise |                        |                        |
| (b) Others                             | 5,435,228.35           | 4,213,454.35           |
| <b>Total</b>                           | <b>5,435,228.35</b>    | <b>4,213,454.35</b>    |

#### Note 7 Other current liabilities

| Particulars                              | As at<br>31 March 2019 | As at<br>31 March 2018 |
|--|------------------------|------------------------|
| (a) Current maturities of long-term debt |                        |                        |
| Secured                                  |                        |                        |
| HDFC Car Loan                            | 22,329.55              | 230,720.00             |
| Other payables                           |                        |                        |
| (i) Statutory remittance                 |                        |                        |
| TDS payable                              | 276,754.00             | 60,612.00              |
| VAT & CST Payable                        | -                      | 928.00                 |
| Professional tax Payable                 | 800.00                 |                        |
| (ii) Advances from customers             | 46,291.30              | 1,234,424.00           |
| (iii) Other Payable                      | -                      | 4,737.00               |
| <b>Total</b>                             | <b>346,174.85</b>      | <b>1,531,421.00</b>    |

#### Note 8 Short term provisions

| Particulars                  | As at<br>31 March 2019 | As at<br>31 March 2018 |
|------------------------------|------------------------|------------------------|
| Provision For                |                        |                        |
| (a) Employee benefits        |                        |                        |
| (i) Contribution to PF       | -                      | -                      |
| (a) Others (Specify nature)  |                        |                        |
| (i) Provision for Income tax | 200,000.00             | 700,000.00             |
| (i) Provision for Audit Fees | 180,000.00             | 90,000.00              |
| <b>Total</b>                 | <b>380,000.00</b>      | <b>790,000.00</b>      |

**Note 9: FIXED ASSETS**

**(In Rs. )**

|          | Fixed Assets           | Gross Block                |                  |                      |                             | Accumulated Depreciation   |   |                                  |                          |                             | Net Block                   |                             |
|----------|------------------------|----------------------------|------------------|----------------------|-----------------------------|----------------------------|---|----------------------------------|--------------------------|-----------------------------|-----------------------------|-----------------------------|
|          |                        | Balance as at 1 April 2018 | Additions        | Disposal/ Adjustment | Balance as at 31 March 2019 | Balance as at 1 April 2018 | Amount Charged to Reserves (refer Note below) | Depreciation charge for the year | Deductions / Adjustments | Balance as at 31 March 2019 | Balance as at 31 March 2019 | Balance as at 31 March 2018 |
| <b>a</b> | Tangible Assets        |                            |                  |                      |                             |                            |   |                                  |                          |                             |                             |                             |
|          | Office Equipment       | 80,293.00                  | 2,458.00         | -                    | 82,751.00                   | 63,241.40                  | -   | 17,052.36                        | -                        | 80,293.77                   | 2,457.23                    | 17,051.60                   |
|          | Office Equipment 95%   | 151,316.00                 | -                | -                    | 151,316.00                  | 143,750.00                 | -   | -                                | -                        | 143,750.00                  | 7,566.00                    | 7,566.00                    |
|          | Vehicles               | 812,473.00                 | -                | -                    | 812,473.00                  | 190,353.19                 | -   | 95,522.19                        | -                        | 285,875.38                  | 526,597.62                  | 622,119.81                  |
|          | Furniture and Fixtures | 789,575.00                 | 37,798.31        | -                    | 827,373.31                  | 455,082.16                 | -   | 77,172.62                        | -                        | 532,254.79                  | 295,118.52                  | 334,492.84                  |
|          | Computer               | 32,700.00                  | -                | -                    | 32,700.00                   | 31,064.82                  | -   | -                                | -                        | 31,064.82                   | 1,635.18                    | 1,635.18                    |
|          | Computer 95%           | 500,032.00                 | -                | -                    | 500,032.00                  | 475,031.00                 | -   | -                                | -                        | 475,031.00                  | 25,001.00                   | 25,001.00                   |
|          | <b>Total</b>           | <b>2,366,389.00</b>        | <b>40,256.31</b> |                      | <b>2,406,645.31</b>         | <b>1,358,522.58</b>        | <b>-</b>                                      | <b>189,747.18</b>                | <b>-</b>                 | <b>1,548,269.76</b>         | <b>858,375.55</b>           | <b>1,007,866.42</b>         |

**NOTE 10 NON-CURRENT INVESTMENT**

| Particulars  | As at 31st March 2019 |          |               | As at 31st March 2018 |          |              |
|--|-----------------------|----------|---------------|-----------------------|----------|--------------|
|  | Quoted                | Unquoted | Total         | Quoted                | Unquoted | Total        |
| Trade Investment                                   |                       |          |               |                       |          |              |
| (a) Investment in Equity instruments               |                       |          |               |                       |          |              |
| Aditya Consumer Marketing Limited                  | 3,140,598.00          | -        | 3,140,598.00  | 3,140,598.00          | -        | 3,140,598.00 |
| (16,000 Shares at the rate of Rs.196.29/- each )   |                       |          |               |                       |          |              |
| Bhatia Communication and Retail (I) Limited        | 4,715,419.32          | -        | 4,715,419.32  | 4,066,662.00          | -        | 4,066,662.00 |
| (27,000 Shares at the rate of Rs.150.62/- each )   |                       |          |               |                       |          |              |
| Darshan Orna Limited                               |                       | -        | -             | 2,367,699.00          | -        | 2,367,699.00 |
| (30,000 Shares at the rate of Rs.78.92/- each )    |                       |          |               |                       |          |              |
| Gala Global Products Limited                       | 404,092.45            | -        | 404,092.45    | 404,092.45            | -        | 404,092.45   |
| (1,062 Shares at the rate of Rs.380.49/- each )    |                       |          |               |                       |          |              |
| Indian Green Reality Limited                       | 190,703.79            | -        | 190,703.79    | 2,812,922.00          | -        | 2,812,922.00 |
| (2,36,000 Shares at the rate of Rs. 11.92/- each ) |                       |          |               |                       |          |              |
| Jhandewalas Foods Limited                          | 181,773.66            | -        | 181,773.66    | 272,653.66            | -        | 272,653.66   |
| (6,000 Shares at the rate of Rs. 45.44/- each )    |                       |          |               |                       |          |              |
| Naysaa Securitird Limited                          | 602,473.54            | -        | 602,473.54    | 602,473.54            | -        | 602,473.54   |
| (20,000 Shares at the rate of Rs. 30.12/- each )   |                       |          |               |                       |          |              |
| Prabhat Telecom (I) Limited                        | 4,418,121.00          | -        | 4,418,121.00  | 4,418,121.00          | -        | 4,418,121.00 |
| (22,500 Shares at the rate of Rs. 196.31/- each )  |                       |          |               |                       |          |              |
| Radhika Jeweltech Limited                          |                       | -        | -             | 3,538,960.93          | -        | 3,538,960.93 |
| (1,42,400 Shares at the rate of Rs. 24.85/- each ) |                       |          |               |                       |          |              |
| Super Fine Knitters Limited                        | 256,412.00            | -        | 256,412.00    | 256,412.00            | -        | 256,412.00   |
| (20,000 Shares at the rate of Rs. 12.82/- each )   |                       |          |               |                       |          |              |
| Tarini International Limited                       | 2,055,945.73          |          | 2,055,945.73  |                       |          |              |
|  |                       |          |               |                       |          |              |
| Zeal Aqua Limited                                  | 14,474,598.16         | -        | 14,474,598.16 | 7,330,853.20          | -        | 7,330,853.20 |
| (46,000 Shares at the rate of Rs. 159.37/- each )  |                       |          |               |                       |          |              |
| Non-Trade Investment                               |                       |          |               |                       |          |              |
| (a) Investment in Equity instruments               |                       |          |               |                       |          |              |

|   |                      |                       |                       |                      |                       |                       |
|---|----------------------|-----------------------|-----------------------|----------------------|-----------------------|-----------------------|
| Bank of Baroda  | 28,681.60            | -                     | 28,681.60             | 29,456.78            | -                     | 29,456.78             |
| (190 Shares at the rate of Rs.155.04/- each fully paid)   |                      |                       |                       |                      |                       |                       |
| Investment In Associates                                  |                      |                       |                       |                      |                       |                       |
| Madhav Power Pvt. Ltd.                                    |                      | 309,110,800.00        | 309,110,800.00        |                      | 309,110,800.00        | 309,110,800.00        |
| (1,04,400 Shares at the rate of Rs.929/- each fully paid) |                      |                       |                       |                      |                       |                       |
| ( Face value RS.10/- each at a premium of Rs.919/-)       |                      |                       |                       |                      |                       |                       |
| (227600 Shares at the rate of Rs.932/- each fully paid)   |                      |                       |                       |                      |                       |                       |
| ( Face value RS.10/- each at a premium of Rs.922/-)       |                      |                       |                       |                      |                       |                       |
| NSE   | -                    | 5,000.00              | 5,000.00              | -                    | 5,000.00              | 5,000.00              |
| <b>Net Amount</b>   | <b>30,468,819.25</b> | <b>309,115,800.00</b> | <b>339,584,619.25</b> | <b>29,240,904.56</b> | <b>309,115,800.00</b> | <b>338,356,704.56</b> |

#### Note 11 Long term loans and advances

| Particulars                 | As at<br>31 March 2019 | As at<br>31 March 2018 |
|-----------------------------|------------------------|------------------------|
| a. Security Deposits        |                        |                        |
| Unsecured, considered good  | 229,499.00             | 234,499.00             |
| b. Other loans and advances |                        |                        |
| (i) Loan to Associates      | -                      | -                      |
| Madhav Power Pvt Ltd        | 678,883.00             | 37,892,171.00          |
| (ii) Loan to Other          | 68,926,279.53          | 31,761,389.59          |
| <b>Total</b>                | <b>69,834,661.53</b>   | <b>69,888,059.59</b>   |

#### Note 12 Inventories

| Particulars   | As at<br>31 March 2019 | As at<br>31 March 2018 |
|---|------------------------|------------------------|
| (As Valued & Certify by Management)                 |                        |                        |
| Raw Materials and components                        | -                      | -                      |
| (Valued at Lower of Cost or NRV as per FIFO Method) |                        |                        |
| Work-in-progress                                    | -                      | 566,405.52             |
| (Valued At Estimated Cost)                          |                        |                        |
| Finished goods                                      | 13,895,702.97          | 11,172,223.33          |
| (Valued At Lower of Cost or NRV)                    |                        |                        |
| <b>Total</b>  | <b>13,895,702.97</b>   | <b>11,738,628.85</b>   |

#### Note 13 Trade receivables

| Particulars  | As at<br>31 March 2019 | As at<br>31 March 2018 |
|--|------------------------|------------------------|
| <b>Trade receivables outstanding for a period exceeding six months</b> |                        |                        |
| Secured, considered good   | -                      | -                      |
| Unsecured, considered good   | 3,028,577.00           | 2,671,022.00           |
| Doubtful   | -                      | -                      |

|                            |                      |                      |
|----------------------------|----------------------|----------------------|
| Other Trade receivables    |                      |                      |
| Secured, considered good   | -                    | -                    |
| Unsecured, considered good | 9,189,866.90         | 12,277,872.43        |
| Doubtful                   | -                    | -                    |
| <b>Total</b>               | <b>12,218,443.90</b> | <b>14,948,894.43</b> |

**Note 14 Cash and cash equivalents**

| Particulars                 | As at<br>31 March 2019 | As at<br>31 March 2018 |
|-----------------------------|------------------------|------------------------|
| Balance with banks          |                        |                        |
| Balance in Current Accounts | 321,461.43             | 684,447.36             |
| Cash in hand                | 6,217.27               | 25,535.00              |
| <b>Total</b>                | <b>327,678.70</b>      | <b>709,982.36</b>      |

**Note 15 Short term loans and advances**

| Particulars                            | As at<br>31 March 2019 | As at<br>31 March 2018 |
|--|------------------------|------------------------|
| <b>(Unsecured and Considered Good)</b> |                        |                        |
| a. Loan & Advances to Related parties  | -                      | -                      |
| b. Balance with Government Authorities | 1,152,679.74           | 1,338,797.80           |
| c. Others                              |                        |                        |
| Advance to suppliers                   | 24,567.00              | 15,754.00              |
| Advance to Employees                   | 84,000.00              | 77,545.00              |
| <b>Total</b>                           | <b>1,261,246.74</b>    | <b>1,432,096.80</b>    |

**Note 16 OTHER CURRENT ASSETS**

| Particulars                     | As at<br>31 March 2019 | As at<br>31 March 2018 |
|---------------------------------|------------------------|------------------------|
| (Unsecured and Considered Good) |                        |                        |
| Prepaid Expenses                |                        |                        |
| Prepaid Insurance               | 2,192.00               | 2,163.00               |
| <b>Total</b>                    | <b>2,192.00</b>        | <b>2,163.00</b>        |

**Note 17 Revenue from operations**

| Particulars             | For the year ended<br>31 March 2019 | For the year ended<br>31 March 2018 |
|-------------------------|-------------------------------------|-------------------------------------|
| Sale of products        | 50,770,176.02                       | 51,526,021.00                       |
| Other Operating Revenue | -                                   | -                                   |
| <b>Total</b>            | <b>50,770,176.02</b>                | <b>51,526,021.00</b>                |

**Note 17.1 Particulars of Revenue from Operations**

| Particulars       | For the year ended<br>31 March 2019 | For the year ended<br>31 March 2018 |
|-------------------|-------------------------------------|-------------------------------------|
| Sale of products  |                                     |                                     |
| Laminates         | 41,250,423.28                       | 51,447,953.00                       |
| Plywoods/MDF/Door | 9,519,752.74                        | 78,068.00                           |
| <b>Total</b>      | <b>50,770,176.02</b>                | <b>51,526,021.00</b>                |

**Note 18 Other income**

| Particulars                        | For the year ended<br>31 March 2019 | For the year ended<br>31 March 2018 |
|------------------------------------|-------------------------------------|-------------------------------------|
| Interest Income :                  |                                     |                                     |
| Interest On UBI FD                 | -                                   | 2,877.00                            |
| Interest On Loans                  | 5,531,583.00                        | 5,437,098.00                        |
| Dividend income:                   |                                     |                                     |
| From long term investments         | -                                   | 228.00                              |
| Other Income:                      |                                     |                                     |
| Loading & Unloading                | 1,027.00                            | -                                   |
| Forwarding & handing Charges       | 45,521.61                           | 150.00                              |
| Rounding Off                       | 951.17                              | 41.20                               |
| Discounts                          | 595,550.33                          | 85,944.50                           |
| Excess Provision Written off       | -                                   | -                                   |
| Credit Balance W/off               | 18,000.00                           | 197,097.00                          |
| Short Term Profit On Sale on Share | 1,537,594.65                        | 129,942.45                          |
| <b>Total</b>                       | <b>7,730,227.76</b>                 | <b>5,853,378.15</b>                 |

**Note 19 Purchase of Traded Goods**

| Particulars        | For the year ended<br>31 March 2019 | For the year ended<br>31 March 2018 |
|--------------------|-------------------------------------|-------------------------------------|
| Traded Goods       |                                     |                                     |
| Laminates          | 47,350,644.47                       | 41,845,528.43                       |
| Plywoods/MDF/Doors | 365,949.83                          | 1,029,780.00                        |
| <b>Total</b>       | <b>47,716,594.30</b>                | <b>42,875,308.43</b>                |

**Note 20 Changes in inventories of Stock-In-Trade**

| Particulars                                       | For the year ended<br>31 March 2019 | For the year ended<br>31 March 2018 |
|---|-------------------------------------|-------------------------------------|
| Stock-In-Trade at the end of the Year             |                                     |                                     |
| Laminates   | 13,895,702.97                       | 11,172,223.33                       |
| Plywoods /MDF/Doors                               | -                                   | 566,405.52                          |
| <u>Stock-In-Trade at the begining of the Year</u> |                                     |                                     |
| Laminates   | 11,172,223.33                       | 14,092,249.00                       |
| Plywoods /MDF/Doors                               | 566,405.52                          | 537,305.00                          |
| <b>Net (increase)/decrease</b>                    | <b>2,157,074.12</b>                 | <b>2,890,925.15</b>                 |

**Note 21 Employee benefits expense**

| Particulars        | For the year ended<br>31 March 2019 | For the year ended<br>31 March 2018 |
|--------------------|-------------------------------------|-------------------------------------|
| Salaries and wages | 1,696,829.00                        | 3,160,706.00                        |
| Staff Welfare Exp  | 583,774.61                          | 223,785.00                          |
| <b>Total</b>       | <b>2,280,603.61</b>                 | <b>3,384,491.00</b>                 |



**Note 22 Finance costs**

| Particulars                                 | For the year ended<br>31 March 2019 | For the year ended<br>31 March 2018 |
|---|-------------------------------------|-------------------------------------|
| (a) Interest expenses on :                  |                                     |                                     |
| (i) Borrowings from bank                    | 3,523,717.84                        | 1,504,996.05                        |
| (ii) Others ( Interest on delayed payment ) | -                                   | -                                   |
| of VAT                                      | -                                   | -                                   |
| of Sales Tax                                | -                                   | 7,178.68                            |
| of income tax                               | 21,534.00                           | -                                   |
| of TDS                                      | 1,593.00                            | 650.00                              |
| (b) Other Borrowing Exp.                    | 31,062.03                           | 25,629.00                           |
| <b>Total</b>                                | <b>3,577,906.87</b>                 | <b>1,538,453.73</b>                 |

**Note 23 Depreciation**

| Particulars  | For the year ended<br>31 March 2019 | For the year ended<br>31 March 2018 |
|--------------|-------------------------------------|-------------------------------------|
| Depreciation | 189,747.18                          | 190,939.58                          |
| <b>Total</b> | <b>189,747.18</b>                   | <b>190,939.58</b>                   |

**Note 24 Other expenses**

| Particulars                   | For the year ended<br>31 March 2019 | For the year ended<br>31 March 2018 |
|-------------------------------|-------------------------------------|-------------------------------------|
| Operating Expenses            |                                     |                                     |
| Freight /Octroi Exp.          | 608,315.00                          | 690,301.00                          |
| Loading & Unloading Exp.      | 70,684.00                           | 79,150.00                           |
| Sale & Distribution Expenses  |                                     |                                     |
| Sales Promotion Exp.          | 43,899.00                           | -                                   |
| Sales commission              | 14,400.00                           | -                                   |
| Other Administrative Expenses |                                     |                                     |
| Advertisement Exp.            | 11,505.00                           | 160,598.00                          |
| Bonus Share Issue Exp.        | 650,000.00                          | -                                   |
| Freight & Forwarding          | 465,293.72                          | 469,613.00                          |
| Dicounts & Claims             | -                                   | 85,968.55                           |
| Donation                      | 50,000.00                           | -                                   |
| Electricity Expenses          | 25,852.00                           | 27,912.00                           |
| Rent Exp.                     | 914,165.00                          | 925,200.00                          |
| Travelling Exp.               | 12,350.00                           | 42,314.00                           |
| Insurance Exp.                | 50,881.00                           | 80,566.36                           |
| Repair and Maintenance        | 29,855.00                           | 29,526.00                           |
| Rates & Taxes                 | 31,210.00                           | 11,334.00                           |
| Legal & Professional Expenses | 400,298.00                          | 365,560.00                          |
| Postage & Courier Exp.        | 17,750.00                           | 12,225.00                           |
| Payment to auditors           | 100,000.00                          | 100,000.00                          |
| Printing & Stationery Exp.    | 31,387.00                           | 21,361.00                           |
| Telephone & Fax Exp.          | 22,295.27                           | 40,117.68                           |
| Short term Loss in Share      | 1,300,574.14                        | -                                   |

|                         |                     |                     |
|-------------------------|---------------------|---------------------|
| Long term Loss in Share | 193.64              | -                   |
| Gift Exp.               | 2,100.00            | 72,130.00           |
| Miscellaneous expenses  | 1,243,324.65        | 460,530.30          |
| <b>Total</b>            | <b>6,096,332.42</b> | <b>3,674,406.89</b> |

#### Note 24.1 Payment to auditors

| Particulars                  | For the year ended<br>31 March 2019 | For the year ended<br>31 March 2018 |
|------------------------------|-------------------------------------|-------------------------------------|
| a.As auditor                 | 100,000.00                          | 100,000.00                          |
| b.For taxation matters       | -                                   | -                                   |
| c.For company law matters    | -                                   | -                                   |
| d. For Management Services   | -                                   | -                                   |
| e. For Reimbursement of Exp. | -                                   | -                                   |
| f. Other                     | -                                   | -                                   |
| <b>Total</b>                 | <b>100,000.00</b>                   | <b>100,000.00</b>                   |

#### Notes Forming Part of the Financial Statements

25. The previous year's figures have been reworked, regrouped, and reclassified wherever necessary. Amounts and other disclosures for the preceding year are included as an integral part of the current annual financial statements and are to be read in relation to the amounts and other disclosures relating to the current financial year.
26. Credit and Debit balances of unsecured loans, sundry creditors, sundry Debtors, loans and Advances are subject to confirmation and therefore the effect of the same on profit could not be ascertained.
27. Based on the information given by the Company about Creditor's S.M.E. status, there is no amount due to such creditors outstanding for over 30 days as at 31st March 2019.

#### 28. Statement of Management

- (i) The current assets, loans and advances are good and recoverable and are approximately of the values, if realized in the ordinary courses of business unless and to the extent stated otherwise in the Accounts. Provision for all known liabilities is adequate and not in excess of amount reasonably necessary.
- (ii) Balance Sheet, Statement of Profit and Loss and Cash Flow Statement read together with Notes to the accounts thereon, are drawn up so as to disclose the information required under the Companies Act, 2013 as well as give a true and fair view of the statement of affairs of the Company as at the end of the year and results of the Company for the year under review.

#### 29. Disclosure requirement under schedule III for the preparation of consolidated financial statement :

| Sr. No. | Particulars                                 | Madhav Power Pvt Ltd. | Madhav Power Pvt Ltd. |
|---------|---|-----------------------|-----------------------|
| 1.      | Latest audited Balance Sheet Date           | 31/03/2019            | 31/03/2018            |
| 2.      | Shares of associates held by the company At |                       |                       |

|    | the year end   |   |   |
|----|--|---|---|
|    | Number of Shares   | 3,32,000.00                               | 3,32,000.00                               |
|    | Amount of Investment   | 30,91,10,800.00                           | 30,91,10,800.00                           |
|    | Extent of Holding %  | 49.07%                                    | 49.07%                                    |
| 3. | Description of how there is significant Influence                              | By holding more than 20 % of voting power | By holding more than 20 % of voting power |
| 4. | Reason for non consolidation   | NA  | NA  |
| 5. | Net worth attributable to shareholding as per the latest audited balance sheet | 39,33,49,513.49                           | 39,27,45,599.78                           |
| 6. | Profit /(Loss) for the year  | 22,35,616.00                              | 5,17,916.00                               |
| 7. | Considered in consolidation  | 10,97,016.72                              | 2,54,141.00                               |
| 8. | Not Considered in consolidation  | 11,38,599.18                              | 2,63,775.00                               |

**30. Deferred tax Assets and Liabilities are as under : -  
Components of which are as under:-**

(Rs. In Lacs)

| Particulars                               | Amount (Rs.)<br>31-3-2019 | Amount (Rs.)<br>31-3-2018 |
|---|---------------------------|---------------------------|
| <i>Deferred Tax Asset</i>                 |                           |                           |
| <i>Block of assets ( Depreciation)</i>    | (2.37)                    | (2.10)                    |
| <i>Net Differed Tax Asset (Liability)</i> | 0.62                      | 0.54                      |

**31. Earning Per Share**

| Particulars   | Year Ended on<br>31 <sup>st</sup> March, 2019 (Rs.) | Year Ended on<br>31 <sup>st</sup> March, 2018 (Rs.) |
|---|---|---|
| Profit / (Loss) after tax attributable to Equity Shareholders (A)         | 17,00,930.43  | 24,03,117.78  |
| Weighted Number of Equity Share outstanding During the year (B) (In Nos.) | 1,12,22,000   | 1,12,22,000   |
| Basic Earnings Per Share for each Share of Rs.10/- (A) / (B)              | 0.15  | 0.21  |

**32. Foreign Currency Transactions: -**

Expenditure in Foreign Currency: - NIL

Earnings in Foreign Currency: - NIL

**33. Related Parties Transaction:-**

As per Accounting Standard 18, issued by the Chartered Accountants of India, The Disclosures of Transaction with the related parties as defined in the related parties as defined in the Accounting Standard are given below:

**(a) List of related parties with whom transactions have taken place and relationships: -**

| Name of Related Parties | Relationship            |
|-------------------------|-------------------------|
| Madhav Power Pvt. Ltd.  | Associates Company      |
| Karan Interiors Limited | Promoter                |
| Pooja R. Shah           | Company Secretary       |
| Rajkumar R. Chaudhary   | Chief Financial Officer |

**(b) Transaction during the current financial year with related parties:-**

| Sr No. | Name Of related Parties | Nature of relation | Nature of Transaction | Amount Debited | Amount Credited | O/s at the End Receivable/( Payable) |
|--------|-------------------------|--------------------|-----------------------|----------------|-----------------|--------------------------------------|
| 1      | Madhav Power Pvt. Ltd.  | Associates         | Loan & Advances       | -              | 3,80,19,434.00  | 6,78,883.00                          |
|        |                         |                    | Interest Received     | 7,54,314.00    | -               |                                      |
| 2      | Karan Interiors Limited | Promoter           | Loan & Advances       | 5,19,705.00    | 3,00,000.00     | 18,41,496.00                         |
|        |                         |                    | Interest Paid         | 1,97,045.00    | -               |                                      |
| 3      | Pooja Shah              | CS                 | Salary                | 1,24,785.00    | 1,80,000.00     | 55,215.00                            |
| 4      | Rajkumar R. Chaudhary   | CFO                | Salary                | 3,33,800.00    | 3,33,800.00     | -                                    |

**34. Notes forming part of accounts in relation to Micro and small enterprise**

1. Based on information available with the company, on the status of the suppliers being Micro or small enterprises, on which the auditors have relied, the disclosure requirements of Schedule III to the Companies Act, 2013 with regard to the payments made/due to Micro and small Enterprises are given below:

| Sr. No. | Particulars  | Year Ended on 31 <sup>st</sup> March 2019 |          | Year Ended on 31 <sup>st</sup> March 2018 |          |
|---------|--|---|----------|---|----------|
|         |  | Principal                                 | Interest | Principal                                 | Interest |
| i       | Amount due as at the date of Balance sheet   | Nil                                       | Nil      | Nil                                       | Nil      |
| ii      | Amount paid beyond the appointed date during the year  | Nil                                       | Nil      | Nil                                       | Nil      |
| iii     | Amount of interest due and payable for the period of delay in making payments of principal during the year beyond the appointed date | Nil                                       | Nil      | Nil                                       | Nil      |
| iv      | The amount of interest accrued and remaining unpaid as at the date of Balance sheet  | Nil                                       | Nil      | Nil                                       | Nil      |

The company has initiated the process of obtaining the confirmation from suppliers who have registered themselves under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act, 2006) but has not received the same in totality. The above information is compiled based on the extent of responses received by the company from its suppliers.

## **Independent Auditor's Report on Standalone Financial Statements**

### **AUDIT REPORT TO MEMBERS TO THE SHARE HOLDERS OF SUNCARE TRADERS LIMITED**

#### **Report on the Consolidated financial statements**

#### **Opinion:**

We have audited the accompanying Standalone financial statements of **SUNCARE TRADERS LIMITED**, which comprise the Balance Sheet as at **31<sup>st</sup> March, 2019**, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 (the 'Act') in the manner so required and give a true and fair view in conformity with the accounting standards prescribed under section 133 of the Act and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2019, and its profit and its cash flows for the year ended on that date.

#### **Basis for Opinion**

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. 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 together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### **Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

There are no Key Audit Matters Reportable as per SA 701 issued by ICAI.

## **Information Other than the Standalone 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, but does not include the Standalone financial statements and our auditor's report thereon. These reports are expected to be made available to us after the date of our auditor's report.

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

In connection with our audit of the standalone 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 standalone financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

When we read the other information included in the above reports, if we conclude that there is material misstatement therein, we are required to communicate the matter to those charged with governance and determine the actions under the applicable laws and regulations.

## **Management's Responsibility for the standalone Financial Statements**

Management is responsible for the matters stated in section 134(5) of the Companies Act, 2013("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the standalone financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India including accounting standards referred to in section 133 of the Act, as applicable.

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

In preparing the standalone 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.

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

## **Auditor's Responsibility**

Our objectives are to obtain reasonable assurance about whether the standalone 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 standalone 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 control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, 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 standalone 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 standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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 standalone 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 of India in terms of section 143(11) of the Act, we give in "**Annexure A**", a statement on the matter specified in the paragraph 3 and 4 of the Order.
2. As required under provisions of section 143(3) of the Companies Act, 2013, we report that:
  - a. We have obtained all the information and explanations which to the best of our knowledge and belief where necessary for the purposes of our audit;
  - b. In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
  - c. The standalone Balance Sheet and Statement of Profit and Loss dealt with this report are in

agreement with the books of account;

- d. In our opinion, the aforesaid standalone Financial Statement comply with the Accounting Standards specified under Section 133 of Act, read with relevant rule issued thereunder.
- e. On the basis of written representations received from the directors as on March 31, 2019, taken on record by the Board of Directors, none of the directors is 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 operating effectiveness of such controls, referred to our separate report in "**Annexure B**".
- g. With respect to the other matters 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 other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor) Rules, 2014, in our opinion and to the best of our knowledge and belief and according to the information and explanations given to us:
  - (a) The Company does not have any pending litigation as at March 31, 2019 on its financial position in its financial statements.
  - (b) The Company did not have any long-term and derivative contracts as at March 31, 2019.
  - (c) There has been no delay in transferring amounts, required to be transferred, the Investor Education and Protection Fund by the Company during the year ended March 31, 2019.

Place: Jamnagar  
Date : 30<sup>th</sup> May, 2019

**FOR DOSHI MARU & ASSOCIATES,**  
**Chartered Accountants**  
**Sarvesh A. Gohil**  
**Partner**  
**M. No. 135782**  
**FRN: 0112187W**



## ANNEXURE "A" TO THE AUDITORS' REPORT

In terms of the information and explanations given to us and the books and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state as under:

- (i) **In respect of Its Property Plant and Equipments:**
  - a. The company has maintained proper records showing full particulars, including quantitative details and situation of its fixed assets.
  - b. These fixed assets were physically verified by the management during the year. We have been informed that no material discrepancies were noticed on such physical verification.
  - c. According to the information and explanation given to us and in the basis of our examination of the records of the company the title deeds of immovable properties are in the name of the company.
- (ii) The stock of inventory has been physically verified during the year by the Management at reasonable intervals, except stock lying with third parties. Confirmations of such stocks with third parties have been obtained by the Company in most of the cases. The discrepancies noticed on physical verification of stocks as compared to book records were not material; however, the same have been properly dealt with the books of account.
- (iii) The company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Therefore, the provisions of Clause 3 (iii)(a), (iii)(b) and (iii)(c) of the said order are not applicable to the company.
- (iv) In our opinion and according to the information and explanations given to us, the Company has not provided any loans and advances under section 185 and 186 of the Companies Act, 2013.
- (v) The company has not accepted any deposits from the public within the meaning of sections 73 to 76 or any relevant provisions of the 2013 act and the rules framed there under to the extent notified.
- (vi) The Central government has not prescribed the maintenance of cost records by the company under section 148(1) of the companies Act, 2013 for any of its products.
- (vii) In respect of Statutory Dues:
  - a) The company is regular in depositing with appropriate authorities undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Duty of Customs, GST, Cess and any other statutory dues applicable to it. According to the information and explanations given to us, no undisputed amounts payable in respect of income tax, sales tax, customs duty, excise duty and cess were in arrears, as at 31.03.19 for a period of more than six months from the date they became payable.
  - b) According to the information and explanations given to us, there are no dues of sales tax, income tax, custom duty, wealth tax, GST, excise duty and cess which have not been deposited on account of any dispute.
- (viii) Based on our audit procedures and according to the information and explanations given to us, we are of the opinion that the Company has not defaulted in repayment of loans or borrowing to financial institutions, banks or Government. The company has not issued any debentures as at the balance sheet date.
- (ix) The company has not raised moneys by way of initial public offer or further public offer (including debt instruments). The Moneys raised by way of term loan were applied for the purpose for which those are raised.

- (x) During the course of our examination of the books and records of the company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of fraud by the company or any fraud on the Company by its officers or employees noticed or reported during the year, nor have we been informed of such cases by the Management.
- (xi) According to the information and explanations given to us, we report that managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the company, transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the standalone financial statements etc., as required by the applicable accounting standards;
- (xiv) The company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3(xiv) of the Order are not applicable to the company.
- (xv) According to the information and explanations given to us and based on our examination of the records of the company, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- (xvi) The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

**Place: Jamnagar**  
**Date : 30<sup>th</sup> May, 2019**

**FOR DOSHI MARU & ASSOCIATES,**  
**Chartered Accountants**  
**Sarvesh A. Gohil**  
**Partner**  
**M. No. 135782**  
**FRN: 0112187W**

## **ANNEXURE “B” TO 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 over financial reporting of **SUNCARE TRADERS LIMITED** ('the Company') as of 31<sup>st</sup> March, 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 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 (the 'Guidance Note') issued by the Institute of Chartered Accountants of India (the 'ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### **Auditors’ Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, issued by the 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 ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s 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 system over financial reporting.

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

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

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;

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

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

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

#### **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2019 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 issued by the ICAI.

**Place: Jamnagar**  
**Date : 30<sup>th</sup> May, 2019**

**FOR DOSHI MARU & ASSOCIATES,**  
**Chartered Accountants**  
**Sarvesh A. Gohil**  
**Partner**  
**M. No. 135782**  
**FRN: 0112187W**

| <b>SUNCARE TRADERS LIMITED</b>                         |                 |                            |                            |
|--|-----------------|----------------------------|----------------------------|
| <b>Standalone Balance Sheet as at 31st March, 2019</b> |                 |                            |                            |
| <b>Particulars</b>                                     | <b>Note No.</b> | <b>As at 31 March 2019</b> | <b>As at 31 March 2018</b> |
| <b>A EQUITY AND LIABILITIES</b>                        |                 |                            |                            |
| <b>1 Shareholders' funds</b>                           |                 |                            |                            |
| (a) Share capital                                      | 2               | 112,220,000.00             | 56,110,000.00              |
| (b) Reserves and surplus                               | 3               | 281,129,513.49             | 336,635,599.78             |
| <b>2 Non-current liabilities</b>                       |                 |                            |                            |
| (a) Long-term borrowings                               | 4               | 30,322,805.00              | 30,541,704.76              |
| (b) Deferred tax liabilities (net)                     |                 | -                          | -                          |
| <b>3 Current liabilities</b>                           |                 |                            |                            |
| (a) Short-term borrowings                              | 5               | 8,210,895.70               | 8,316,291.53               |
| (b) Trade payables                                     | 6               | 5,435,228.35               | 4,213,454.35               |
| (c) Other current liabilities                          | 7               | 346,174.85                 | 1,531,421.00               |
| (d) Short-term provisions                              | 8               | 380,000.00                 | 790,000.00                 |
| <b>TOTAL</b>   |                 | <b>438,044,617.39</b>      | <b>438,138,471.42</b>      |
| <b>B ASSETS</b>  |                 |                            |                            |
| <b>Non-current assets</b>                              |                 |                            |                            |
| <b>1(a) Fixed assets</b>                               |                 |                            |                            |
| (i) Tangible assets                                    | 9               | 858,376.70                 | 1,007,866.42               |
| (b) Non current investments                            | 10              | 339,584,619.25             | 338,356,704.56             |
| (c) Long-term loans and advances                       | 11              | 69,834,661.53              | 69,888,059.59              |
| (d) Non current Assets                                 |                 | -                          | -                          |
| (e) Deferred Tax assets                                |                 | 61,695.60                  | 54,075.41                  |
| <b>2 Current assets</b>                                |                 |                            |                            |
| (a) Inventories  | 12              | 13,895,702.97              | 11,738,628.85              |
| (b) Trade receivables                                  | 13              | 12,218,443.90              | 14,948,894.43              |
| (c) Cash and cash equivalents                          | 14              | 327,678.70                 | 709,982.36                 |
| (d) Short-term loans and advances                      | 15              | 1,261,246.74               | 1,432,096.80               |
| (e) Other Current Assets                               | 16              | 2,192.00                   | 2,163.00                   |
| <b>TOTAL</b>   |                 | <b>438,044,617.39</b>      | <b>438,138,471.42</b>      |

Accounting Policies & Notes on accounts

SUNCARE TRADERS LIMITED

As per our report on even date attached  
For Doshi Maru & Associates  
Chartered Accountants

Sarvesh A. Gohil  
Partner  
M.No. 135782  
FRN. NO. 112187W  
Place: Jamnagar  
Date: 30/05/2019

Ninyantkumar R. Parikh  
Managing Director  
DIN : 02114087

Falguni R. Shah  
Director  
DIN : 05263972

Pooja Shah  
CS

Rajkumar Chaudhary  
CFO

| <b>SUNCARE TRADERS LIMITED</b>  |   |                 |  |  |
|---|---|-----------------|--|--|
| <b>Standalone Statement of Profit and Loss for the year ended 31st March 2019</b> |   |                 |  |  |
|   | <b>Particulars</b>  | <b>Note No.</b> | <b>For the year ended 31st March, 2019<br/>Rs.</b> | <b>For the year ended 31st March, 2018<br/>Rs.</b> |
| I.  | <b>Revenue from operations (net)</b>                                      | 17              | 50,770,176.02                                      | 51,526,021.00                                      |
| II.   | <b>Other income</b>   | 18              | 7,730,227.76                                       | 5,853,378.15                                       |
| III.  | <b>Total revenue (I + II)</b>   |                 | 58,500,403.78                                      | 57,379,399.15                                      |
| IV.   | <b>Expenses:</b>  |                 |  |  |
|   | Cost of materials consumed  |                 | -  | -  |
|   | Purchases of Stock-In-Trade   | 19              | 47,716,594.30                                      | 42,875,308.43                                      |
|   | Changes in inventories of Stock-In-Trade                                  | 20              | (2,157,074.12)                                     | 2,890,925.15                                       |
|   | Employee benefits expense   | 21              | 2,280,603.61                                       | 3,384,491.00                                       |
|   | Finance costs   | 22              | 3,577,906.87                                       | 1,538,453.73                                       |
|   | Depreciation and amortization expense                                     | 23              | 189,747.18   | 190,939.58   |
|   | Other expenses  | 24              | 6,096,332.42                                       | 3,674,406.89                                       |
|   | <b>Total expenses</b>   |                 | 57,704,110.26                                      | 54,554,524.78                                      |
| V.  | <b>Profit before exceptional and extraordinary items and tax (III-IV)</b> |                 | 796,293.52   | 2,824,874.37                                       |
| VI.   | Exceptional items   |                 | -  | -  |
| VII.  | <b>Profit before extraordinary items and tax (V - VI)</b>                 |                 | 796,293.52   | 2,824,874.37                                       |
| VIII.   | Extraordinary items   |                 |  |  |
| IX.   | <b>Profit before tax (VII- VIII)</b>                                      |                 | <b>796,293.52</b>                                  | <b>2,824,874.37</b>                                |
| X.  | <b>Tax expense:</b>   |                 |  |  |
|   | (1) Current tax   |                 | 200,000.00   | 700,000.00   |
|   | (2) Deferred tax  |                 | 7,620.19   | 24,101.41  |
|   | (3) Tax expense relating to prior years                                   |                 | -  | -  |
| XI.   | <b>Profit for the period from continuing operations (IX-X)</b>            |                 | <b>603,913.71</b>                                  | <b>2,148,975.78</b>                                |
| XIII.   | <b>Profit for the period (XI + XII)</b>                                   |                 | <b>603,913.71</b>                                  | <b>2,148,975.78</b>                                |
| XIV.  | <b>Earnings per equity share:</b>   |                 |  |  |
|   | (1) Basic   |                 | 0.05   | 0.19   |
|   | (2) Diluted   |                 | 0.05   | 0.19   |

Accounting Policies & Notes on accounts

SUNCARE TRADERS LIMITED

As per our report on even date attached  
For Doshi Maru & Associates  
Chartered Accountants

Sarvesh A. Gohil  
Partner  
M.No. 135782  
FRN. NO. 112187W  
Place: Jamnagar  
Date: 30/05/2019

Ninyantkumar R. Parikh  
Managing Director  
DIN : 02114087

Falguni R. Shah  
Director  
DIN : 05263972

Pooja Shah  
CS

Rajkumar Chaudhary  
CFO

| <b>SUNCARE TRADERS LIMITED</b>  |  |                 |                       |                 |                        |
|---|--|-----------------|-----------------------|-----------------|------------------------|
| <b>Standalone Cash Flow Statement for the year ended 31st March, 2019</b> |  |                 |                       |                 |                        |
| Sr. No.   | Particulars  | 2018-19         |                       | 2017-18         |                        |
|   |  | Amount (In Rs.) | Amount (In Rs.)       | Amount (In Rs.) | Amount (In Rs.)        |
| <b>A.</b>   | <b><u>Cash flow from Operating Activities</u></b>  |                 |                       |                 |                        |
|   | Net Profit Before Tax                              |                 | 796,293.52            |                 | 2,824,874.37           |
|   | Adjustments for :                                  |                 |                       |                 |                        |
|   | Depreciation                                       | 189,747.18      |                       | 190,939.58      |                        |
|   | Dividend Income                                    | -               |                       | (228.00)        |                        |
|   | Interest Income                                    | (5,531,583.00)  |                       | (5,439,975.00)  |                        |
|   | Finance Cost                                       | 3,577,906.87    | (1,763,928.95)        | 1,538,453.73    | (3,710,809.69)         |
|   | Operating Profit before working capital changes    |                 | (967,635.43)          |                 | (885,935.32)           |
|   | Changes in Working Capital                         |                 |                       |                 |                        |
|   | Trade and other receivable                         | 2,730,450.53    |                       | 3,680,921.57    |                        |
|   | Inventories  | (2,157,074.12)  |                       | 2,890,925.15    |                        |
|   | Other Loans and advances receivable                | 170,850.06      |                       | (1,339,756.80)  |                        |
|   | Trade Payables                                     | 1,221,774.00    |                       | (4,904,584.43)  |                        |
|   | Short term provision & liabilities                 | (56,844.15)     |                       | 565,194.00      |                        |
|   | Other Current Liabilities                          | (1,185,246.15)  |                       | (129,865.00)    |                        |
|   | Other Current Assets                               | (29.00)         |                       | -               |                        |
|   |  |                 | 723,881.17            |                 | 762,834.49             |
|   | Net Income tax paid/ refund                        |                 | 553,157.00            |                 | 543,710.00             |
|   | <b>Net Cash Flow from Operating Activities (A)</b> |                 | <b>(796,911.26)</b>   |                 | <b>(666,810.83)</b>    |
| <b>B.</b>   | <b><u>Cash flow from investing Activities</u></b>  | -               | -                     | -               | -                      |
|   | Purchase of Fixed Assets                           | 40,256.31       |                       | 50,718.00       |                        |
|   | Purchase of Investment                             | (1,227,914.69)  |                       | (23,493,478.78) |                        |
|   | Increase Long term Loans and Advances              | 53,398.06       |                       | (7,986,812.59)  |                        |
|   | Interest Income                                    | 5,531,583.00    |                       | 5,439,975.00    |                        |
|   | Dividend Income                                    | -               |                       | 228.00          |                        |
|   |  |                 | 4,316,810.06          |                 | (26,090,806.37)        |
|   | <b>Net Cash Flow from Investing Activities (B)</b> |                 | <b>4,316,810.06</b>   |                 | <b>(26,090,806.37)</b> |
|   | <b><u>Cash flow from financing Activities</u></b>  | -               | -                     | -               | -                      |
|   | Proceed From Long Term Borrowings                  | (218,899.76)    |                       | 26,926,730.76   |                        |
|   | Proceed From Short Term Borrowings                 | (105,395.83)    |                       | (39,922.47)     |                        |
|   | Interest Paid                                      | (3,577,906.87)  |                       | (1,538,453.73)  |                        |
|   | Dividend Paid (Including DDT)                      | -               |                       | -               |                        |
|   | <b>Net Cash Flow from Financing Activities (C)</b> |                 | <b>(3,902,202.46)</b> |                 | <b>25,348,354.56</b>   |

|           |   |  |                   |  |                   |
|-----------|---|--|-------------------|--|-------------------|
| <b>D.</b> | Net (Decrease)/ Increase in Cash & Cash Equivalents (A+B+C) |  | (382,303.66)      |  | (1,409,262.64)    |
| <b>E.</b> | Opening Cash & Cash Equivalents                             |  | 709,982.36        |  | 2,119,245.00      |
| <b>F.</b> | Cash and cash equivalents at the end of the period          |  | 327,678.70        |  | 709,982.36        |
| <b>G.</b> | Cash & Cash Equivalents Comprise                            |  |                   |  |                   |
|           | Cash  |  | 6,217.27          |  | 25,535.00         |
|           | Bank Balances :   |  |                   |  |                   |
|           | Current Account   |  | 321,461.43        |  | 684,447.36        |
|           | Deposits Account  |  |                   |  |                   |
|           | <b>Total</b>  |  | <b>327,678.70</b> |  | <b>709,982.36</b> |

Accounting Policies & Notes on accounts

SUNCARE TRADERS LIMITED

As per our report on even date attached  
For Doshi Maru & Associates  
Chartered Accountants

Sarvesh A. Gohil  
Partner  
M.No. 135782  
FRN. NO. 112187W  
Place: Jamnagar  
Date: 30/05/2019

Ninyantkumar R. Parikh  
Managing Director  
DIN : 02114087

Falguni R. Shah  
Director  
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CFO



**SUNCARE TRADERS LIMITED**  
**Year ended on 31<sup>st</sup> March 2019**

**NOTES FORMING PART OF THE FINANCIAL STATEMENTS**

**Note: - 1 Significant accounting policies:**

**1.0 Corporate Information**

**Suncare Traders Limited** is a Limited Company, incorporated under the provisions of Companies Act, 1956 and having CIN: L51909GJ1997PLC031561. The Company is mainly engaged in the business of trading in laminates, plywood/mdf and apart from trading of solar power generation, etc. The Registered office of the Company is situated at 7,Shree Shakti estate, behind Milan complex, Sarkhej-sanand road, Sarkhej, Ahmedabad – 382210.

**1.1 Basis of preparation of financial statements**

**a. Accounting Convention: -**

These financial statements of the Company have been prepared in accordance with Generally Accepted Accounting Principles in India (“Indian GAAP”). Indian GAAP comprises mandatory accounting standards as prescribed under Section 133 of the Companies Act, 2013 (“the Act”) read with the Rule 7 of the Companies (Accounts) Rules, 2014. The financial statements have been prepared on an accrual basis and under the Historical Cost Convention. and the Companies (Accounting Standards) Amendment Rules 2016 and the relevant provisions of the Companies Act, 2013.]

**b. Use of Estimates and Judgments**

The preparation of financial statement in conformity with accounting standard requires the Management to make estimates, judgments and assumptions. These estimates, judgments and assumptions affects the application of accounting policies and the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of financial statement and reported amounts of revenue and expenses during the period. Accounting estimates could change form period to period. Actual result could differ from those estimates. As soon as the Management is aware of the changes, appropriate changes in estimates are made. The effect of such changes are reflected in the period in which such changes are made and, if material, their effect are disclosed in the notes to financial statement.

**c. Current and Non - Current Classification**

An asset or a liability is classified as Current when it satisfies any of the following criteria:

- i. It is expected to be realized / settled, or is intended for sales or consumptions, in the Company's Normal Operating Cycle;
- ii. It is held primarily for the purpose of being traded.
- iii. It is expected to be realized / due to be settled within twelve months after the end of reporting date;
- iv. The Company does not have an unconditional right to defer the settlement of the liability for at least twelve months after the reporting date.

**All other assets and liabilities are classified as Non - Current.**

For the purpose of Current / Non - Current classification of assets and liabilities, the Company has ascertained its operating cycle as twelve months. This is based on the nature of services and the time between the acquisition of the assets or liabilities for processing and their realization in Cash and Cash Equivalents.

## **1.2 Basis of Preparation**

### **a) Presentation and Disclosure of Standalone Financial Statements**

These standalone financial statements have been prepared as per "Schedule - III" notified under the Companies Act, 2013. The Company has also reclassified / regrouped / restated the previous year figures in accordance with the requirements applicable in the current year.

### **b) Property, Plant & Equipment and Intangible Assets:-**

- i. The company has adopted Cost Model to measure the gross carrying amount of fixed assets.
- ii. Tangible Fixed assets are stated at cost of acquisition less accumulated depreciation. Cost includes the purchase price and all other attributable costs incurred for bringing the asset to its working condition for intended use.
- iii. Intangible assets are stated at the consideration paid for acquisition and customization thereof less accumulated amortization.
- iv. Cost of fixed assets not ready for use before the balance sheet date is disclosed as Capital Work in Progress.
- v. Cost of Intangible Assets not ready for use before the balance sheet date is disclosed as Intangible Assets under Development.

### **c) Depreciation / Amortisation : -**

Depreciation has been provided under Straight Line Method at the rates prescribed under schedule II of the Companies Act, 2013 on single shift and Pro Rata Basis to result in a more appropriate preparation or presentation of the financial statements.

In respect of assets added/sold during the year, pro-rata depreciation has been provided at the rates prescribed under Schedule II.

Intangible assets being Software are amortized over a period of its useful life on a straight line basis, commencing from date the assets is available to the company for its use.

### **d) Impairment of Assets:-**

An asset is treated as impaired when the carrying cost of an asset exceeds its recoverable value. An impairment loss is charged to the Statement of Profit and Loss in the year in which an asset is identified as impaired. The impairment loss recognised in prior period is reversed if there has been a change in the estimate of the recoverable amount.

### **e) Investments:-**

- Long term investments are stated at cost. Provision for diminution in the value of long-term investment is made only if such decline is other than temporary.
- Current investments are stated at lower of cost or market value. The determination of carrying amount of such investment is done on the basis of specific identification.

**f) Government Grants and Subsidies:-**

The Company is entitled to receive any subsidy from the Government authorities or any other authorities in respect of manufacturing or other facilities are dealt as follows:

- Grants in the nature of subsidies which are non – refundable are credited to the respective accounts to which the grants relate, on accrual basis, where there is reasonable assurance that the Company will comply with all the necessary conditions attached to them.
- Grants in the nature of Subsidy which are Refundable are shown as Liabilities in the Balance Sheet at the Reporting date.

**g) Retirement Benefits:-**

**a) Short Term Employee Benefits:**

All employee benefits payable within twelve months of rendering the service are classified as short term benefits. Such benefits include salaries, wages, bonus, short term compensated absences, awards, ex-gratia, performance pay etc. and the same are recognised in the period in which the employee renders the related service.

**b) Employment Benefits:**

**i) Defined Contribution Plans:**

The company has Defined Contribution Plans for post employment benefit in the form of Provident Fund which are administered by the Regional Provident Fund Commissioner. Provident Fund are classified as defined contribution plans as the company has no further obligation beyond making contributions. The company's contributions to defined contribution plans are charged to the Statement of Profit and Loss as and when incurred.

**ii) Defined Benefit Plans:**

**a) Provident Fund :**

Provident fund is a defined contribution scheme as the company pays fixed contribution at pre-determined rates. The obligation of the company is limited to such fixed contribution. The contributions are charged to Profit & Loss A/c.

**b) Gratuity:**

The Management has decided to apply pay-as-you-go method of gratuity provision. So gratuity will be accounted in the Profit & Loss A/c in the financial year in which the employee retires and provision will not be made on yearly basis.

**c) Leave Encashment:**

The Management has decided to apply pay-as-you-go method for payment of leave encashment. So amount of leave encashment will be accounted in the Profit & Loss A/c in the financial year in which the employee retires and provision will not be made on yearly basis.

**h) Valuation of Inventory : -**

Inventories of the raw material, work-in-progress, finished goods, packing material, stores and spares, components, consumables and stock in trade are carried at lower of cost and net realizable value. However, raw material and other items held for use in production of inventories are not written down below cost if the finished goods in which they will be incorporated are expected to be sold at or above cost. The comparison of cost and net realizable value is made on an item by item basis.

Cost of inventories included the cost incurred in bringing the each product to its present location and conditions are accounted as follows:

**a) Raw Material:-** Cost included the purchase price and other direct or indirect costs incurred to bring the inventories into their present location and conditions. Cost is determined on *First in First out basis (FIFO)*.

**b) Finished Goods and Work-in-Progress:-** Work in progress are valued at cost which includes raw materials and cost incurred till the stage of production of process. Finished Goods are valued at cost or Net realizable value whichever is lower. Cost included cost of direct materials and the labor cost and a proportion of manufacturing overhead based on the normal operating capacity, but excluding the borrowing costs. Cost is determined on *"First in First out basis (FIFO)"*.

**c) Stock in Trade:-** Cost included the purchase price and other direct or indirect costs incurred in bringing the inventories to their present location and conditions. Cost is determined on *"Weighted Average Basis"*.

All other inventories of stores and spares, consumables, project material at site are valued at cost. The stock of waste or scrap is valued at net realizable value.

"Net Realizable Value" is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated cost necessary to make the sales of the products.

**i) Revenue Recognition :-**

Revenue is recognized when it is probable that economic benefit associated with the transaction flows to the Company in ordinary course of its activities and the amount of revenue can be measured reliably, regardless of when the payment is being made. Revenue is measured at the fair value of consideration received or receivable, taking into the account contractually defined terms of payments, net of its returns, trade discounts and volume rebates allowed.

Revenue includes only the gross inflows of economic benefits, including the excise duty, received and receivable by the Company, on its own account. Amount collected on behalf of third parties such as sales tax, value added tax and goods and service tax (GST) are excluded from the Revenue.

**Sale of goods** is recognized at the point of dispatch of goods to customers, sales are exclusive of Sales tax, Vat, GST and Freight Charges if any. The revenue and expenditure are accounted on a going concern basis.

**Interest Income** is Recognized on a time proportion basis taking into account the amount outstanding and the rate applicable i.e. on the basis of matching concept..

**Dividend** from investments in shares / units is recognized when the company.

As per a recent ICAI opinion, the benefit of DEPB is recognized in the year of export itself, provided no uncertainty exists,

Other items of Income are accounted as and when the right to receive arises.

**j) Accounting for effects of changes in foreign exchange rates :-**

Transactions denominated in foreign currencies are normally recorded at the exchange rate prevailing at the time of the transactions.

Any income or expenses on account of exchange difference either on settlement or on Balance sheet Valuation is recognized in the profit and loss account except in cases where they relate to acquisition of fixed assets in which case they are adjusted to the carrying cost of such assets.

Foreign currency transactions accounts are given in the notes of accounts.

Commodity Hedging :- The realized gain or loss in respect of commodity hedging contracts, the principal period of which has expired during the year, is recognized in profit and loss account. In respect of contracts, that are outstanding as on date of Balance sheet are valued at prevailing market price and the resultant loss, if any, is provided.

**k) Borrowing Cost :-**

Borrowing Cost includes the interest, commitments charges on bank borrowings, amortization of ancillary costs incurred in connection with the arrangement of borrowings.

Borrowing costs that are directly attributable to the acquisition or construction of qualifying property, plants and equipments are capitalized as a part of cost of that property, plants and equipments. The amount of borrowing costs eligible for capitalization is determined in accordance with the Accounting Standards – 16 “Borrowing Costs”. Other Borrowing Costs are recognized as expenses in the period in which they are incurred.

In accordance with the Accounting Standard – 16, exchange differences arising from foreign currency borrowings to the extent that they are regarded as adjustments to interest costs are recognized as Borrowing Costs, and are capitalized as a part of cost of such property, plants and equipments if they are directly attributable to their acquisition or charged to the Standalone Statement or Profit and Loss.

**l) Related Party Disclosure :-**

The Disclosures of Transaction with the related parties as defined in the related parties as defined in the Accounting Standard are given in notes of accounts.

**m) Cashflow:-**

Cash flows are reported using the indirect method, whereby net profit before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals of past or future cash receipts and payments. The cash flows from regular operating, investing and financing activities of the company are segregated.

**n) Earnings Per Share :-**

The Company reports the basic and diluted Earnings per Share (EPS) in accordance with Accounting Standard 20, “Earnings per Share”. Basic EPS is computed by dividing the Net Profit or Loss attributable to the Equity Shareholders for the year by the weighted average number of equity shares outstanding during the year. Diluted EPS is computed by dividing the Net Profit or Loss attributable to the Equity Shareholders for the year by the weighted average number of Equity Shares outstanding during the year as adjusted for the effects of all potential Equity Shares, except where the results are Anti - Dilutive.

The weighted average number of Equity Shares outstanding during the period is adjusted for events such a Bonus Issue, Bonus elements in right issue, share splits, and reverse share split (consolidation of shares) that have changed the number of Equity Shares outstanding, without a corresponding change in resources.

**o) Taxes on Income :-**

**1. Current Tax: -**

Provision for current tax is made after taken into consideration benefits admissible under the

provisions of the Income Tax Act, 1961.

**2. Deferred Taxes:-**

Deferred Income Tax is provided using the liability method on all temporary difference at the balance sheet date between the tax basis of assets and liabilities and their carrying amount for financial reporting purposes.

- I. Deferred Tax Assets are recognized for all deductible temporary differences to the extent that it is probable that taxable profit will be available in the future against which this items can be utilized.
- II. Deferred Tax Assets and liabilities are measured at the tax rates that are expected to apply to the period when the assets is realized or the liability is settled, based on tax rates ( and the tax) that have been enacted or enacted subsequent to the balance sheet date.

**p) Discontinuing Operations :-**

During the year the company has not discontinued any of its operations.

**q) Provisions Contingent liabilities and contingent assets:-**

A provision is recognized if, as a result of a past event, the Company has a present legal obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by the best estimate of the outflow of economic benefits required to settle the obligation at the reporting date. Where no reliable estimate can be made, a disclosure is made as Contingent Liability.

A disclosure for a Contingent Liability is also made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

Possible obligation that arises from the past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation is reported as Contingent Liability. In the rare cases, when a liability cannot be measures reliable, it is classified as Contingent Liability. The Company does not recognize a Contingent Liability but disclosed its existence in the standalone financial statements.

**r) Event after Reporting Date:-**

Where events occurring after the Balance Sheet date provide evidence of condition that existed at the end of reporting period, the impact of such events is adjusted within the standalone financial statements. Otherwise, events after the Balance Sheet date of material size or nature are only disclosed.

All the events occurring after the Balance Sheet date up to the date of the approval of the standalone financial statement of the Company by the board of directors on **May 30, 2019** have been considered, disclosed and adjusted, wherever applicable, as per the requirement of Accounting Standards.

## Note 2 Share capital

| Particulars                                       | As at 31 March 2019  |                       | As at 31 March 2018 |                      |
|---|----------------------|-----------------------|---------------------|----------------------|
|   | Number               | Amt. Rs.              | Number              | Amt. Rs.             |
| <u>Authorised</u>                                 |                      |                       |                     |                      |
| Equity shares 12,00,000 of Rs.10 each             | 12,000,000.00        | 120,000,000.00        | 600,000.00          | 6,000,000.00         |
| <u>Issued</u>                                     |                      |                       |                     |                      |
| Equity shares 1,12,22,000 of Rs.10 each           | 11,222,000.00        | 112,220,000.00        | 5,611,000.00        | 56,110,000.00        |
| <u>Subscribed &amp; Paid up</u>                   |                      |                       |                     |                      |
| Equity Shares 63,51,204 of Rs. 10 each fully paid | 11,222,000.00        | 112,220,000.00        | 5,611,000.00        | 56,110,000.00        |
| <b>Total</b>                                      | <b>11,222,000.00</b> | <b>112,220,000.00</b> | <b>5,611,000.00</b> | <b>56,110,000.00</b> |

### Note 2.1 Reconciliation of Number of Shares

| Particulars   | For F.Y. 2018-19 |                | For F.Y. 2017-18 |               |
|---|------------------|----------------|------------------|---------------|
|   | Number           | Amt. Rs.       | Number           | Amt. Rs.      |
| Eq. shares outstanding at the beginning of the year | 5,611,000.00     | 56,110,000.00  | 5,611,000.00     | 56,110,000.00 |
| Eq. shares issued as Bonus shares during the year   | 5,611,000.00     | 56,110,000.00  | -                | -             |
| Eq. shares issued during the year                   | -                | -              | -                | -             |
| Eq. shares outstanding at the end of the year       | 11,222,000.00    | 112,220,000.00 | 5,611,000.00     | 56,110,000.00 |

### Note 2.2 Details of shares held by shareholders more than 5% of shares of company

| Particulars                              | As at 31 March 2019 |              | As at 31 March 2018 |              |
|--|---------------------|--------------|---------------------|--------------|
|  | No. of Shares held  | % of Holding | No. of Shares held  | % of Holding |
| Synergy Cosmetic Exin Ltd.               | -                   | 0.00%        | 481,250.00          | 8.58%        |
| Rama Shiva Lease Finance Private Limited | 1,012,000.00        | 9.02%        | -                   | 0.00%        |
| Sun Techno Overseas Ltd.                 | 811,236.00          | 7.23%        | 405,618.00          | 7.23%        |
| Sun And Shine Worldwide Ltd.             | 725,250.00          | 6.46%        | 362,625.00          | 6.46%        |
| Karan Interiors Limited                  | 695,104.00          | 6.19%        | 347,552.00          | 6.19%        |
| Seven Hill Industries Limited            | 691,500.00          | 6.16%        | 421,750.00          | 7.52%        |
| Interface Fianacial Services Ltd.        | 934,500.00          | 8.33%        | 506,000.00          | 9.02%        |
| Parichay Investments Limited             | 652,000.00          | 5.81%        | 326,000.00          | 5.81%        |
| Cupid Trades & Finance Ltd.              | 1,012,000.00        | 9.02%        | 506,000.00          | 9.02%        |
| Saianand Commercial Ltd.                 | 1,040,000.00        | 9.27%        | 524,000.00          | 9.34%        |

### Note 3 Reserves and surplus

| Particulars   | As at 31 March 2019 | As at 31 March 2018 |
|---|---------------------|---------------------|
| a. Securities Premium Account                         |                     |                     |
| Opening balance                                       | 316,799,464.00      | 316,799,464.00      |
| <u>Add</u> : Premium on shares issued during the year | -                   | -                   |
| <u>Less</u> : Utilised during the year for:           |                     |                     |
| - To issue fully paid equity shares as bonus shares   | 56,110,000.00       | -                   |
| Closing Balance                                       | 260,689,464.00      | 316,799,464.00      |

|   |                       |                       |
|---|-----------------------|-----------------------|
| d. General Reserve                              |                       |                       |
| Opening Balance                                 | 4,433,888.00          | 4,433,888.00          |
| e. Surplus                                      |                       |                       |
| Opening balance                                 | 15,402,247.78         | 13,253,272.00         |
| <u>Add</u> : Net profit for the current year    | 603,913.71            | 2,148,975.78          |
| <u>Less</u> : Income Tax Written off A.Y. 18-19 | -                     |                       |
| Closing balance                                 | 16,006,161.49         | 15,402,247.78         |
| <b>Total</b>                                    | <b>281,129,513.49</b> | <b>336,635,599.78</b> |

#### Note 4 Long-term borrowings

| Particulars   | As at 31 March 2019  | As at 31 March 2018  |
|---|----------------------|----------------------|
| <u>Secured</u>  | -                    | -                    |
| Term Loan   |                      |                      |
| (a) From Banks  |                      |                      |
| HDFC Bank Car Loan  | -                    | 45,911.76            |
|   | -                    | 45,911.76            |
| <u>Unsecured</u>  | -                    | -                    |
| (b) Loans and advances from related parties   | -                    | -                    |
| (c) Loans and advances from others  |                      |                      |
| From Corporate bodies   |                      |                      |
| Sonika Granities Pvt Ltd.   | 293,700.00           | 293,700.00           |
| Sun And Shine Pvt Ltd.  | 108,500.00           | 108,500.00           |
| Mahavir Impex Ltd.  | 800,000.00           | 800,000.00           |
| Bhatia Communication and Retail Ltd   | 25,541,799.00        | 23,627,936.00        |
| Karan Interiors Ltd.  | 1,818,836.00         | 1,841,496.00         |
| From others   | 1,759,970.00         | 3,824,161.00         |
| Sub-total (b)   | 30,322,805.00        | 30,495,793.00        |
| In case of continuing default as on the balance sheet date in repayment of loans and interest with respect to (b) (e) & (g) |                      |                      |
| 1. Period of default  |                      |                      |
| 2. Amount   |                      |                      |
| <b>Total</b>  | <b>30,322,805.00</b> | <b>30,541,704.76</b> |

#### Note 5 Short term borrowings

| Particulars   | As at 31 March 2019 | As at 31 March 2018 |
|---|---------------------|---------------------|
| <u>Secured</u>  |                     |                     |
| Payable on demand   |                     |                     |
| (a) Working Capital Loans   |                     |                     |
| from banks  | 8,210,895.70        | 8,316,291.53        |
|   | 8,210,895.70        | 8,316,291.53        |
| <u>Unsecured</u>  |                     |                     |
| (b) Loans and advances from related parties   | -                   | -                   |
| Sub-total (b)   | -                   | -                   |
| In case of continuing default as on the balance sheet date in repayment of loans and interest with respect to (b) (e) & (g) |                     |                     |
| 1. Period of default  |                     |                     |
| 2. Amount   |                     |                     |



|              |                     |                     |
|--------------|---------------------|---------------------|
| <b>Total</b> | <b>8,210,895.70</b> | <b>8,316,291.53</b> |
|--------------|---------------------|---------------------|

**Note 6 Trade payables**

| <b>Particulars</b>                     | <b>As at 31 March 2019</b> | <b>As at 31 March 2018</b> |
|--|----------------------------|----------------------------|
| (a) Micro, Small and Medium Enterprise |                            |                            |
| (b) Others                             | 5,435,228.35               | 4,213,454.35               |
| <b>Total</b>                           | <b>5,435,228.35</b>        | <b>4,213,454.35</b>        |

**Note 7 Other current liabilities**

| <b>Particulars</b>                       | <b>As at 31 March 2019</b> | <b>As at 31 March 2018</b> |
|--|----------------------------|----------------------------|
| (a) Current maturities of long-term debt |                            |                            |
| Secured                                  |                            |                            |
| HDFC Car Loan                            | 22,329.55                  | 230,720.00                 |
| Other payables                           |                            |                            |
| (i) Statutory remittance                 |                            |                            |
| TDS payable                              | 276,754.00                 | 60,612.00                  |
| VAT & CST Payable                        | -                          | 928.00                     |
| Professional tax Payable                 | 800.00                     |                            |
| (ii) Advances from customers             | 46,291.30                  | 1,234,424.00               |
| (iii) Other Payable                      | -                          | 4,737.00                   |
| <b>Total</b>                             | <b>346,174.85</b>          | <b>1,531,421.00</b>        |

**Note 8 Short term provisions**

| <b>Particulars</b>           | <b>As at 31 March 2019</b> | <b>As at 31 March 2018</b> |
|------------------------------|----------------------------|----------------------------|
| Provision For                |                            |                            |
| (a) Employee benefits        |                            |                            |
| (i) Contribution to PF       | -                          | -                          |
| (a) Others (Specify nature)  |                            |                            |
| (i) Provision for Income tax | 200,000.00                 | 700,000.00                 |
| (i) Provision for Audit Fees | 180,000.00                 | 90,000.00                  |
| <b>Total</b>                 | <b>380,000.00</b>          | <b>790,000.00</b>          |

**Note 11 Long term loans and advances**

| <b>Particulars</b>          | <b>As at 31 March 2019</b> | <b>As at 31 March 2018</b> |
|-----------------------------|----------------------------|----------------------------|
| a. Security Deposits        |                            |                            |
| Unsecured, considered good  | 229,499.00                 | 234,499.00                 |
| b. Other loans and advances |                            |                            |
| (i) Loan to Associates      | -                          | -                          |
| Madhav Power Pvt Ltd        | 678,883.00                 | 37,892,171.00              |
| (ii) Loan to Other          | 68,926,279.53              | 31,761,389.59              |
| <b>Total</b>                | <b>69,834,661.53</b>       | <b>69,888,059.59</b>       |

**Note 9: FIXED ASSETS**

**(In Rs. )**

|          | Fixed Assets           | Gross Block                |                  |                      |                             | Accumulated Depreciation   |   |                                  |                          |                             | Net Block                   |                             |
|----------|------------------------|----------------------------|------------------|----------------------|-----------------------------|----------------------------|---|----------------------------------|--------------------------|-----------------------------|-----------------------------|-----------------------------|
|          |                        | Balance as at 1 April 2018 | Additions        | Disposal/ Adjustment | Balance as at 31 March 2019 | Balance as at 1 April 2018 | Amount Charged to Reserves (refer Note below) | Depreciation charge for the year | Deductions / Adjustments | Balance as at 31 March 2019 | Balance as at 31 March 2019 | Balance as at 31 March 2018 |
| <b>a</b> | Tangible Assets        |                            |                  |                      |                             |                            |   |                                  |                          |                             |                             |                             |
|          | Office Equipment       | 80,293.00                  | 2,458.00         | -                    | 82,751.00                   | 63,241.40                  | -   | 17,052.36                        | -                        | 80,293.77                   | 2,457.23                    | 17,051.60                   |
|          | Office Equipment 95%   | 151,316.00                 | -                | -                    | 151,316.00                  | 143,750.00                 | -   | -                                | -                        | 143,750.00                  | 7,566.00                    | 7,566.00                    |
|          | Vehicles               | 812,473.00                 | -                | -                    | 812,473.00                  | 190,353.19                 | -   | 95,522.19                        | -                        | 285,875.38                  | 526,597.62                  | 622,119.81                  |
|          | Furniture and Fixtures | 789,575.00                 | 37,798.31        | -                    | 827,373.31                  | 455,082.16                 | -   | 77,172.62                        | -                        | 532,254.79                  | 295,118.52                  | 334,492.84                  |
|          | Computer               | 32,700.00                  | -                | -                    | 32,700.00                   | 31,064.82                  | -   | -                                | -                        | 31,064.82                   | 1,635.18                    | 1,635.18                    |
|          | Computer 95%           | 500,032.00                 | -                | -                    | 500,032.00                  | 475,031.00                 | -   | -                                | -                        | 475,031.00                  | 25,001.00                   | 25,001.00                   |
|          | <b>Total</b>           | <b>2,366,389.00</b>        | <b>40,256.31</b> |                      | <b>2,406,645.31</b>         | <b>1,358,522.58</b>        | <b>-</b>                                      | <b>189,747.18</b>                | <b>-</b>                 | <b>1,548,269.76</b>         | <b>858,375.55</b>           | <b>1,007,866.42</b>         |

**Note 10 NON-CURRENT INVESTMENT**

| Particulars   | As at 31st March 2019 |          |               | As at 31st March 2018 |          |              |
|---|-----------------------|----------|---------------|-----------------------|----------|--------------|
|   | Quoted                | Unquoted | Total         | Quoted                | Unquoted | Total        |
| <b>Trade Investment</b>   |                       |          |               |                       |          |              |
| (a) Investment in Equity instruments  |                       |          |               |                       |          |              |
| Aditya Consumer Marketing Limited<br>(16,000 Shares at the rate of Rs.196.29/- each )           | 3,140,598.00          | -        | 3,140,598.00  | 3,140,598.00          | -        | 3,140,598.00 |
| Bhatia Communication and Retail (I) Limited<br>(27,000 Shares at the rate of Rs.150.62/- each ) | 4,715,419.32          | -        | 4,715,419.32  | 4,066,662.00          | -        | 4,066,662.00 |
| Darshan Orna Limited<br>(30,000 Shares at the rate of Rs.78.92/- each )                         |                       | -        | -             | 2,367,699.00          | -        | 2,367,699.00 |
| Gala Global Products Limited<br>(1,062 Shares at the rate of Rs.380.49/- each )                 | 404,092.45            | -        | 404,092.45    | 404,092.45            | -        | 404,092.45   |
| Indian Green Reality Limited<br>(2,36,000 Shares at the rate of Rs. 11.92/- each )              | 190,703.79            | -        | 190,703.79    | 2,812,922.00          | -        | ,812,922.00  |
| Jhandewalas Foods Limited<br>(6,000 Shares at the rate of Rs. 45.44/- each )                    | 181,773.66            | -        | 181,773.66    | 272,653.66            | -        | 272,653.66   |
| Naysaa Securitird Limited<br>(20,000 Shares at the rate of Rs. 30.12/- each )                   | 602,473.54            | -        | 602,473.54    | 602,473.54            | -        | 602,473.54   |
| Prabhat Telecom (I) Limited<br>(22,500 Shares at the rate of Rs. 196.31/- each )                | 4,418,121.00          | -        | 4,418,121.00  | 4,418,121.00          | -        | 4,418,121.00 |
| Radhika Jeweltech Limited<br>(1,42,400 Shares at the rate of Rs. 24.85/- each )                 |                       | -        | -             | 3,538,960.93          | -        | 3,538,960.93 |
| Super Fine Knitters Limited<br>(20,000 Shares at the rate of Rs. 12.82/- each )                 | 256,412.00            | -        | 256,412.00    | 256,412.00            | -        | 256,412.00   |
| Tarini International Limited  | 2,055,945.73          |          | 2,055,945.73  |                       |          |              |
| Zeal Aqua Limited<br>(46,000 Shares at the rate of Rs. 159.37/- each )                          | 14,474,598.16         | -        | 14,474,598.16 | 7,330,853.20          | -        | 7,330,853.20 |
| <b>Non-Trade Investment</b>   |                       |          |               |                       |          |              |
| (a) Investment in Equity instruments  |                       |          |               |                       |          |              |
| Bank of Baroda  | 28,681.60             | -        | 28,681.60     | 29,456.78             | -        | 29,456.78    |

|   |                      |                       |                       |                      |                       |                       |
|---|----------------------|-----------------------|-----------------------|----------------------|-----------------------|-----------------------|
| (190 Shares at the rate of Rs.155.04/- each fully paid)   |                      |                       |                       |                      |                       |                       |
| Investment In Associates                                  |                      |                       |                       |                      |                       |                       |
| Madhav Power Pvt. Ltd.                                    |                      | 309,110,800.00        | 309,110,800.00        |                      | 309,110,800.00        | 309,110,800.00        |
| (1,04,400 Shares at the rate of Rs.929/- each fully paid) |                      |                       |                       |                      |                       |                       |
| ( Face value RS.10/- each at a premium of Rs.919/-)       |                      |                       |                       |                      |                       |                       |
| (227600 Shares at the rate of Rs.932/- each fully paid)   |                      |                       |                       |                      |                       |                       |
| ( Face value RS.10/- each at a premium of Rs.922/-)       |                      |                       |                       |                      |                       |                       |
| NSE   | -                    | 5,000.00              | 5,000.00              | -                    | 5,000.00              | 5,000.00              |
| <b>Net Amount</b>   | <b>30,468,819.25</b> | <b>309,115,800.00</b> | <b>339,584,619.25</b> | <b>29,240,904.56</b> | <b>309,115,800.00</b> | <b>338,356,704.56</b> |

#### Note 12 Inventories

| Particulars   | As at 31 March 2019  | As at 31 March 2018  |
|---|----------------------|----------------------|
| (As Valued & Certify by Management)   |                      |                      |
| Raw Materials and components<br>(Valued at Lower of Cost or NRV as per FIFO Method) | -                    | -                    |
| Work-in-progress<br>(Valued At Estimated Cost)                                      | -                    | 566,405.52           |
| Finished goods<br>(Valued At Lower of Cost or NRV)                                  | 13,895,702.97        | 11,172,223.33        |
| <b>Total</b>  | <b>13,895,702.97</b> | <b>11,738,628.85</b> |

#### Note 13 Trade receivables

| Particulars  | As at 31 March 2019  | As at 31 March 2018  |
|--|----------------------|----------------------|
| <b>Trade receivables outstanding for a period exceeding six months</b> |                      |                      |
| Secured, considered good   | -                    | -                    |
| Unsecured, considered good   | 3,028,577.00         | 2,671,022.00         |
| Doubtful   | -                    | -                    |
| <b>Other Trade receivables</b>   |                      |                      |
| Secured, considered good   | -                    | -                    |
| Unsecured, considered good   | 9,189,866.90         | 12,277,872.43        |
| Doubtful   | -                    | -                    |
| <b>Total</b>   | <b>12,218,443.90</b> | <b>14,948,894.43</b> |

#### Note 14 Cash and cash equivalents

| Particulars                 | As at 31 March 2019 | As at 31 March 2018 |
|-----------------------------|---------------------|---------------------|
| Balance with banks          |                     |                     |
| Balance in Current Accounts | 321,461.43          | 684,447.36          |

|              |                   |                   |
|--------------|-------------------|-------------------|
| Cash in hand | 6,217.27          | 25,535.00         |
| <b>Total</b> | <b>327,678.70</b> | <b>709,982.36</b> |

**Note 15 Short term loans and advances**

| Particulars                            | As at<br>31 March 2019 | As at<br>31 March 2018 |
|--|------------------------|------------------------|
| (Unsecured and Considered Good)        |                        |                        |
| a. Loan & Advances to Related parties  | -                      | -                      |
| b. Balance with Government Authorities | 1,152,679.74           | 1,338,797.80           |
| c. Others                              |                        |                        |
| Advance to suppliers                   | 24,567.00              | 15,754.00              |
| Advance to Employees                   | 84,000.00              | 77,545.00              |
| <b>Total</b>                           | <b>1,261,246.74</b>    | <b>1,432,096.80</b>    |

**Note 16 OTHER CURRENT ASSETS**

| Particulars                     | As at<br>31 March 2019 | As at<br>31 March 2018 |
|---------------------------------|------------------------|------------------------|
| (Unsecured and Considered Good) |                        |                        |
| Prepaid Expenses                |                        |                        |
| Prepaid Insurance               | 2,192.00               | 2,163.00               |
| <b>Total</b>                    | <b>2,192.00</b>        | <b>2,163.00</b>        |

**Note 17 Revenue from operations**

| Particulars             | For the year ended<br>31 March 2019 | For the year ended<br>31 March 2018 |
|-------------------------|-------------------------------------|-------------------------------------|
| Sale of products        | 50,770,176.02                       | 51,526,021.00                       |
| Other Operating Revenue | -                                   | -                                   |
| <b>Total</b>            | <b>50,770,176.02</b>                | <b>51,526,021.00</b>                |

**Note 17.1 Particulars of Revenue from Operations**

| Particulars             | For the year ended<br>31 March 2019 | For the year ended<br>31 March 2018 |
|-------------------------|-------------------------------------|-------------------------------------|
| <b>Sale of products</b> |                                     |                                     |
| Laminates               | 41,250,423.28                       | 51,447,953.00                       |
| Plywoods/MDF/Door       | 9,519,752.74                        | 78,068.00                           |
| <b>Total</b>            | <b>50,770,176.02</b>                | <b>51,526,021.00</b>                |

**Note 18 Other income**

| Particulars              | For the year ended<br>31 March 2019 | For the year ended<br>31 March 2018 |
|--------------------------|-------------------------------------|-------------------------------------|
| Interest Income :        |                                     |                                     |
| Interest On UBI FD       | -                                   | 2,877.00                            |
| Interest On Loans        | 5,531,583.00                        | 5,437,098.00                        |
| Dividend income:         |                                     |                                     |
| in long term investments | -                                   | 228.00                              |
| Other Income:            |                                     |                                     |
| Loading & Unloading      | 1,027.00                            | -                                   |

|                                    |                     |                     |
|------------------------------------|---------------------|---------------------|
| Forwarding & handing Charges       | 45,521.61           | 150.00              |
| Rounding Off                       | 951.17              | 41.20               |
| Discounts                          | 595,550.33          | 85,944.50           |
| Credit Balance W/off               | 18,000.00           | 197,097.00          |
| Short Term Profit On Sale on Share | 1,537,594.65        | 129,942.45          |
| <b>Total</b>                       | <b>7,730,227.76</b> | <b>5,853,378.15</b> |

**Note 19 Purchase of Traded Goods**

| Particulars        | For the year ended<br>31 March 2019 | For the year ended<br>31 March 2018 |
|--------------------|-------------------------------------|-------------------------------------|
| Traded Goods       |                                     |                                     |
| Laminates          | 47,350,644.47                       | 41,845,528.43                       |
| Plywoods/MDF/Doors | 365,949.83                          | 1,029,780.00                        |
| <b>Total</b>       | <b>47,716,594.30</b>                | <b>42,875,308.43</b>                |

**Note 20 Changes in inventories of Stock-In-Trade**

| Particulars                                 | For the year ended<br>31 March 2019 | For the year ended<br>31 March 2018 |
|---|-------------------------------------|-------------------------------------|
| Stock-In-Trade at the end of the Year       | -                                   | -                                   |
| Laminates                                   | 13,895,702.97                       | 11,172,223.33                       |
| Plywoods /MDF/Doors                         | -                                   | 566,405.52                          |
| Stock-In-Trade at the beginning of the Year | -                                   | -                                   |
| Laminates                                   | 11,172,223.33                       | 14,092,249.00                       |
| Plywoods /MDF/Doors                         | 566,405.52                          | 537,305.00                          |
| <b>Net (increase)/decrease</b>              | <b>2,157,074.12</b>                 | <b>2,890,925.15</b>                 |

**Note 21 Employee benefits expense**

| Particulars        | For the year ended<br>31 March 2019 | For the year ended<br>31 March 2018 |
|--------------------|-------------------------------------|-------------------------------------|
| Salaries and wages | 1,696,829.00                        | 3,160,706.00                        |
| Staff Welfare Exp  | 583,774.61                          | 223,785.00                          |
| <b>Total</b>       | <b>2,280,603.61</b>                 | <b>3,384,491.00</b>                 |

**Note 22 Finance costs**

| Particulars                                 | For the year ended<br>31 March 2019 | For the year ended<br>31 March 2018 |
|---|-------------------------------------|-------------------------------------|
| (a) Interest expenses on :                  |                                     |                                     |
| (i) Borrowings from bank                    | 3,523,717.84                        | 1,504,996.05                        |
| (ii) Others ( Interest on delayed payment ) | -                                   | -                                   |
| of Sales Tax                                | -                                   | 7,178.68                            |
| of income tax                               | 21,534.00                           | -                                   |
| of TDS                                      | 1,593.00                            | 650.00                              |
| (b) Other Borrowing Exp.                    | 31,062.03                           | 25,629.00                           |
| <b>Total</b>                                | <b>35,77,906.87</b>                 | <b>15,38,453.73</b>                 |

**Note 23 Depreciation**

| Particulars  | For the year ended<br>31 March 2019 | For the year ended<br>31 March 2018 |
|--------------|-------------------------------------|-------------------------------------|
| Depreciation | 189,747.18                          | 190,939.58                          |
| <b>Total</b> | <b>189,747.18</b>                   | <b>190,939.58</b>                   |

**Note 24 Other expenses**

| Particulars                   | For the year ended<br>31 March 2019 | For the year ended<br>31 March 2018 |
|-------------------------------|-------------------------------------|-------------------------------------|
| Operating Expenses            |                                     |                                     |
| Freight /Octroi Exp.          | 608,315.00                          | 690,301.00                          |
| Loading & Unloading Exp.      | 70,684.00                           | 79,150.00                           |
| Sale & Distribution Expenses  |                                     |                                     |
| Sales Promotion Exp.          | 43,899.00                           | -                                   |
| Sales commission              | 14,400.00                           | -                                   |
| Other Administrative Expenses |                                     |                                     |
| Advertisement Exp.            | 11,505.00                           | 160,598.00                          |
| Bonus Share Issue Exp.        | 650,000.00                          | -                                   |
| Freight & Forwarding          | 465,293.72                          | 469,613.00                          |
| Dicounts & Claims             | -                                   | 85,968.55                           |
| Donation                      | 50,000.00                           | -                                   |
| Electricity Expenses          | 25,852.00                           | 27,912.00                           |
| Rent Exp.                     | 914,165.00                          | 925,200.00                          |
| Travelling Exp.               | 12,350.00                           | 42,314.00                           |
| Insurance Exp.                | 50,881.00                           | 80,566.36                           |
| Repair and Maintenance        | 29,855.00                           | 29,526.00                           |
| Rates & Taxes                 | 31,210.00                           | 11,334.00                           |
| Legal & Professional Expenses | 400,298.00                          | 365,560.00                          |
| Postage & Courier Exp.        | 17,750.00                           | 12,225.00                           |
| Payment to auditors           | 100,000.00                          | 100,000.00                          |
| Printing & Stationery Exp.    | 31,387.00                           | 21,361.00                           |
| Telephone & Fax Exp.          | 22,295.27                           | 40,117.68                           |
| Short term Loss in Share      | 1,300,574.14                        | -                                   |
| Long term Loss in Share       | 193.64                              | -                                   |
| Gift Exp.                     | 2,100.00                            | 72,130.00                           |
| Miscellaneous expenses        | 1,243,324.65                        | 460,530.30                          |
| <b>Total</b>                  | <b>6,096,332.42</b>                 | <b>3,674,406.89</b>                 |

**Note 24.1 Payment to auditors**

| Particulars                  | For the year ended<br>31 March 2019 | For the year ended<br>31 March 2018 |
|------------------------------|-------------------------------------|-------------------------------------|
| a.As auditor                 | 100,000.00                          | 100,000.00                          |
| b.For taxation matters       | -                                   | -                                   |
| c.For company law matters    | -                                   | -                                   |
| d. For Management Services   | -                                   | -                                   |
| e. For Reimbursement of Exp. | -                                   | -                                   |
| <b>Total</b>                 | <b>100,000.00</b>                   | <b>100,000.00</b>                   |

## Notes Forming Part of the Financial Statements

25. The previous year's figures have been reworked, regrouped, and reclassified wherever necessary. Amounts and other disclosures for the preceding year are included as an integral part of the current annual financial statements and are to be read in relation to the amounts and other disclosures relating to the current financial year.
26. Credit and Debit balances of unsecured loans, sundry creditors, sundry Debtors, loans and Advances are subject to confirmation and therefore the effect of the same on profit could not be ascertained.

### 27. Statement of Management

- (i) The current assets, loans and advances are good and recoverable and are approximately of the values, if realized in the ordinary courses of business unless and to the extent stated otherwise in the Accounts. Provision for all known liabilities is adequate and not in excess of amount reasonably necessary.
- (ii) Balance Sheet, Statement of Profit and Loss and Cash Flow Statement read together with Notes to the accounts thereon, are drawn up so as to disclose the information required under the Companies Act, 2013 as well as give a true and fair view of the statement of affairs of the Company as at the end of the year and results of the Company for the year under review.

### 28. Deferred tax Assets and Liabilities are as under :-

Components of which are as under:-

(Rs. In Lacs)

| Particulars                               | Amount (Rs.)<br>31-3-2019 | Amount (Rs.)<br>31-3-2018 |
|---|---------------------------|---------------------------|
| <i>Deferred Tax Asset</i>                 |                           |                           |
| <i>Block of assets ( Depreciation)</i>    | (2.37)                    | (2.10)                    |
| <i>Net Differed Tax Asset (Liability)</i> | 0.62                      | 0.54                      |

### 29. Earning Per Share

| Particulars   | Year Ended on<br>31 <sup>st</sup> March, 2019 (Rs.) | Year Ended on<br>31 <sup>st</sup> March, 2018 (Rs.) |
|---|---|---|
| Profit / (Loss) after tax attributable to Equity Shareholders (A)         | 6,03,913.71   | 21,48,975.78  |
| Weighted Number of Equity Share outstanding During the year (B) (In Nos.) | 1,12,22,000   | 1,12,22,000   |
| Basic Earnings Per Share for each Share of Rs.10/- (A) / (B)              | 0.05  | 0.19  |

### 30. Foreign Currency Transactions: -

Expenditure in Foreign Currency: - NIL

Earnings in Foreign Currency: - NIL



### 31. Related Parties Transaction:-

As per Accounting Standard 18, issued by the Chartered Accountants of India, The Disclosures of Transaction with the related parties as defined in the related parties as defined in the Accounting Standard are given below:

#### (a) List of related parties with whom transactions have taken place and relationships: -

| Name of Related Parties | Relationship            |
|-------------------------|-------------------------|
| Madhav Power Pvt. Ltd.  | Associates Company      |
| Karan Interiors Limited | Promoter                |
| Pooja R. Shah           | Company Secretary       |
| Rajkumar R. Chaudhary   | Chief Financial Officer |

#### (b) Transaction during the current financial year with related parties: -

| Sr No. | Name Of related Parties | Nature of relation | Nature of Transaction | Amount Debited | Amount Credited | O/s at the End Receivable/(Payable) |
|--------|-------------------------|--------------------|-----------------------|----------------|-----------------|-------------------------------------|
| 1      | Madhav Power Pvt. Ltd.  | Associates         | Loan & Advances       | -              | 3,80,19,434.00  | 6,78,883.00                         |
|        |                         |                    | Interest Received     | 7,54,314.00    | -               |                                     |
| 2      | Karan Interiors Limited | Promoter           | Loan & Advances       | 5,19,705.00    | 3,00,000.00     | 18,41,496.00                        |
|        |                         |                    | Interest Paid         | 1,97,045.00    | -               |                                     |
| 3      | Pooja Shah              | CS                 | Salary                | 1,24,785.00    | 1,80,000.00     | 55,215.00                           |
| 4      | Rajkumar R. Chaudhary   | CFO                | Salary                | 3,33,800.00    | 3,33,800.00     | -                                   |

### 32. Notes forming part of accounts in relation to Micro and small enterprise

1. Based on information available with the company, on the status of the suppliers being Micro or small enterprises, on which the auditors have relied, the disclosure requirements of Schedule III to the Companies Act, 2013 with regard to the payments made/due to Micro and small Enterprises are given below:

| Sr. No. | Particulars  | Year Ended on 31 <sup>st</sup> March, 2019 |          | Year Ended on 31 <sup>st</sup> March, 2018 |          |
|---------|--|--|----------|--|----------|
|         |  | Principal                                  | Interest | Principal                                  | Interest |
| i       | Amount due as at the date of Balance sheet   | Nil  | Nil      | Nil  | Nil      |
| ii      | Amount paid beyond the appointed date during the year  | Nil  | Nil      | Nil  | Nil      |
| iii     | Amount of interest due and payable for the period of delay in making payments of principal during the year beyond the appointed date | Nil  | Nil      | Nil  | Nil      |
| iv      | The amount of interest accrued and remaining unpaid as at the date of Balance sheet  | Nil  | Nil      | Nil  | Nil      |

The company has initiated the process of obtaining the confirmation from suppliers who have registered themselves under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act, 2006) but has not received the same in totality. The above information is compiled based on the extent of responses received by the company from its suppliers.



**SUNCARE TRADERS LIMITED**

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Email: sct131561@gmail.com, Website:www.sctl.in

**ATTENDANCE SLIP FOR ATTENDING ANNUAL GENERAL MEETING**

|   |  |
|---|--|
| Regd. Folio No./DP Id No.*/Client Id No.*                       |  |
| No. of Shares held  |  |
| Name and Address of the First Shareholder<br>(IN BLOCK LETTERS) |  |
| Name of the Joint holder (if any)                               |  |

\*Applicable for investor holding shares in electronic form.

I/we hereby record my/our presence at the 22<sup>nd</sup> Annual General Meeting of the Members of Suncare Traders Limited to be held on Friday, September 27, 2019 at 05.00 p.m. at the 7, Shree Shakti Estate, Behind Milan Complex, Sarkhej- Sanand Cross Road, Sarkhej, Ahmedabad - 382 210.

|   |                                   |
|---|-----------------------------------|
|   |                                   |
| <b>Member's/Proxy's Name in Block Letters</b> | <b>Member's/Proxy's Signature</b> |

**Notes:**

- A Member/Proxy holder wishing to attend the meeting must bring the Attendance Slip to the Meeting and handover at the entrance duly signed.
- Only shareholders of the Company and/or their Proxy will be allowed to attend the Meeting.



**SUNCARE TRADERS LIMITED**

CIN: L51909GJ1997PLC031561

Regd. Office: 7, Shree Shakti Estate, Behind Milan Complex,  
Sarkhej- Sanand Cross Road, Sarkhej Ahmedabad-382210

Tel No : +91-079- 2689 1210

Email: sct131561@gmail.com, Website:www.sctl.in

**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)

|                              |  |
|------------------------------|--|
| <b>Name of the member(s)</b> |  |
| <b>Registered Address</b>    |  |
| <b>E-mail Id</b>             |  |
| <b>Folio No/Client Id</b>    |  |

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

|  |
|--|
| • Name:                                |
| Address:                               |
| E-mail Id:Signature:, or failing him   |
| • 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 22nd Annual General Meeting of the Members of Suncare Traders Limited to be held on Friday, September 27, 2019 at 05.00 p.m. at the 7, Shree Shakti Estate, Behind Milan Complex, Sarkhej- Sanand Cross Road, Sarkhej, Ahmedabad - 382 210 any adjournment thereof in respect of such resolutions as are indicated below:

| <b>Sr. No.</b> | <b>Ordinary Resolution</b>   | <b>For</b> | <b>Against</b> |
|----------------|--|------------|----------------|
| 1.             | To receive, consider and adopt:<br>a) The Audited Financial Statements of the Company for the financial year ended March 31, 2019, together with the Reports of the Board and Auditors thereon; and<br>b) The Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2019, together with the Reports of the Auditors thereon; |            |                |
| 2.             | To appoint a Director in place of Ms. Falguni Shah (DIN: 05263972), who retires by rotation and being eligible, offers herself for re-appointment.   |            |                |
| 3.             | Regularization of Appointment of Mr. Sumit Patel (DIN: 08206567) as an Independent Non Executive Director.   |            |                |

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

**Signature of Share Holder**

**Note:**

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

**SHAREHOLDERS ARE REQUESTED TO SUBMIT THIS FORM TO THE DEPOSITORY PARTICIPANT**

To, (Name of the Depository Participant)

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**Updation of Shareholder Information**

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

**General Information:**

|  |  |
|--|--|
| Folio No. /DP ID /Client ID :                                    |  |
| Name of the first named Shareholder:                             |  |
| PAN: *   |  |
| CIN / Registration No.: * (applicable to Corporate Shareholders) |  |
| Tel No. with STD Code:   |  |
| Mobile No.:  |  |
| Email Id:  |  |

\*Self attested copy of the document(s) enclosed

**Bank Details:**

|                      |  |
|----------------------|--|
| IFSC: (11 digit)     |  |
| MICR: (9 digit)      |  |
| Bank A/c Type:       |  |
| Bank A/c No.: *      |  |
| Name of the Bank:    |  |
| Bank Branch Address: |  |

\* A blank cancelled cheque is enclosed to enable verification of bank details.

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

**Place:**

**Date:**

\_\_\_\_\_  
**Signature of Sole Holder/ First Holder**