

# **COLINZ LABORATORIES LIMITED**

(CIN NO : L24200MH1986PLC041128)

# ***Colinz***

30<sup>th</sup>

A N N U A L

R E P O R T

2015-2016

**BLANK**

**COMPANIES CIN NO.**.....

L24200MH1986PLC041128

**BOARD OF DIRECTORS**.....

<u>NAME OF DIRECTOR</u>	<u>DIN NO.</u>	<u>DESIGNATION</u>
DR. L. S. MANI	00825886	Managing Director
SHRI. N. K. MENON,	01111297	Whole-Time Director
CA. VASANT K. BHAT	00916469	Independent Director
SHRI. A.KRISHNA KUMAR	02493399	Independent Director

**AUDITORS**.....

S. V. BHAT & CO.  
Chartered Accountants ( Firm Registration No.: 101298W)

**SECRETARIAL AUDITOR**.....

SANJAY R. DHOLAKIA (M.NO. 2655/CP NO. 1798)

**BANKERS**.....

BANK OF BARODA

**REGISTERED OFFICE**.....

A-101, PRATIK IND. ESTATE,  
MULUND-GOREGAON LINK ROAD  
BHANDUP (W), MUMBAI - 400 078.

**EMAIL ID**.....

colinzlabs@yahoo.com

**WEBSITE**.....

www.findoc-ctl.in

**WORKS**.....

PLOT NO. 60, 'STICE', MUSALGAON  
SINNAR-SHIRDI ROAD, SINNAR, NASIK - 422 112.

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# **COLINZ LABORATORIES LIMITED**

(CIN NO.: L24200MH1986PLC041128)

## **NOTICE**

Notice is hereby given that the 30<sup>th</sup> Annual General Meeting of the Company will be held at the Registered Office of the Company, i.e. A-101, Pratik Ind. Estate, Mulund Goregaon Link Road, Bhandup(W), Mumbai - 400 078, on Friday 30<sup>th</sup> September, 2016, at 2.00 P. M. to transact the following business:

### **ORDINARY BUSINESS :-**

- 1) To receive, consider and adopt the Audited Balance Sheet and the Statement of Profit and Loss for the financial year ended 31<sup>st</sup> March, 2016 and Report of the Board of Directors and the Independent Auditor's report thereon.
- 2) To appoint a Director in place of Mr. N. K. Menon (DIN No - 01111297), who retires by rotation and being eligible offers himself for re-appointment.
- 3) To ratify the appointment of Statutory Auditors of the Company and to fix their remuneration and in this regard, to consider and if thought fit to pass the following resolution as an ordinary resolution.

“RESOLVED THAT pursuant to the provisions of Section 139 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, as amended from time to time, the Company hereby ratifies appointment of M/s S. V. Bhat & Co. Chartered Accountants, Mumbai (Firm Reg. No - 101298W) as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the 31<sup>st</sup> AGM of the Company to be held in the year 2017 at such remuneration plus service tax, etc, as may be mutually agreed between the Board of Directors of the Company and the Auditors”.

Regd. Office:

A-101, Pratik Ind. Estate  
Mulund Goregaon Link Road  
Bhandup(W), Mumbai – 400 078.

Date: 15<sup>th</sup> July, 2016

For Colinz Laboratories Limited.  
(CIN: L24200MH1986PLC041128)

Dr. L. S. MANI  
(Managing Director)

- (a) A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy or proxies to attend and vote instead of himself and proxy need not be a member of the Company. A person cannot act as proxy on behalf of Members not exceeding fifty and holding in aggregate not more than ten percent of the total Share Capital of the Company. A member holding more than ten percent shares of the total Share Capital of the Company, may appoint a single proxy. However such person shall not act as a proxy for any other person or Shareholder. An instrument appointing the proxy should be deposited at the registered office of the Company not less than 48 hours before the commencement of the Meeting.
- (b) Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board resolution authorizing their representatives to attend and vote on their behalf at the meeting.
- (c) The Register of Members and Share Transfer Books of the Company will remain closed from, 23<sup>rd</sup> September, 2016, to 30<sup>th</sup> September, 2016. (both days inclusive)
- (d) Members are requested to notify immediately any change in their address and E-mail ID to the Registrar and Transfer Agent of the Company, M/s. Bigshare Services Pvt. Ltd., E-2/3, Ansa Industrial Estate, Saki vihar Road, Saki Naka, Andheri (E), Mumbai-400072.
- (e) Members who have not registered their Email addresses so far are requested to register their Email address for receiving all communications including Annual Report, Notices, circulars etc. from the Company electronically.
- (f) Members intending to require any information about accounts to be explained in the meeting are requested to inform the Company in writing at least ten days in advance of the date of Annual General Meeting.
- (g) Members are requested to bring their attendance slip along with their copy of Annual Report for the meeting.
- (h) Instructions for the Voting through electronics means:
  - I) In compliance with provisions of Section 108 of the Companies Act, 2013, 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 the Listing Regulations, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the ensuing 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 COLINZ LABORATORIES LIMITED (CIN NO.: L24200MH1986PLC041128) venue of the AGM (“remote-e-voting”) will be provided by National Securities Depository Limited. (NSDL).

- II) The Facility for voting through ballot 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.
- III) The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV) The remote e-voting period commences on 27<sup>th</sup> Sept. 2016 (9.00 am) and ends on 29<sup>th</sup> Sept. 2016 (5.00 pm). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 23<sup>rd</sup> Sept. 2016, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V) The process of the manner for remote e-voting is as under:
  - A) In case a Member receives an email from NSDL (for members whose email IDs are registered with the Company/Depository Participants):
    - i) Open email and open PDF file viz; “remote e-voting.pdf” with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
    - ii) Launch internet browser by typing the following URL:[https:// www.evoting.nsdl.com/](https://www.evoting.nsdl.com/)
    - iii) Click on Shareholder – Login.
    - iv) Put the user ID and password as initial password/PIN noted in step (i) above. Click Login.
    - v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
    - vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
    - vii) Select “EVEN” of “COLINZ LABORATORIES LTD.”
    - viii) Now you are ready for remote e-voting as Cast Vote page opens.
    - ix) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
    - x) Upon confirmation, the message “Vote cast successfully” will be displayed.
    - xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
    - xii) Institutional Shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG format) of the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory (ies) who are authorized to vote, to the scrutinizer through e-mail to [ashwinivazeassociates@gmail.com](mailto:ashwinivazeassociates@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
  - B) In case of a member(s) receives a physical copy of notice of AGM for member(s) whose email ID is not registered with the Company/Depository Participant(s) may obtain a login ID and password for casting his /her vote by remote e-voting by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or by contacting NSDL at the toll free no.: 1800-222-990.
- VI) In case of any queries, you may refer the frequently asked questions (FAQs) for Members and remote

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e-voting user manual for Members available at the downloads section of [www.evoting.nSDL.com](http://www.evoting.nSDL.com) or call on toll free no. : 1800-222-990.

- VII) If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VIII) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IX) 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 23<sup>rd</sup> Sept. 2016.
- X) Any person, who acquires share 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. 23<sup>rd</sup> Sep, 2016, may obtain the login ID and password by sending a request at [evoting@nSDL.co.in](mailto:evoting@nSDL.co.in) or RTA.  
However, if you are already registered with NSDL for remote -e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on [www.evoting.nSDL.com](http://www.evoting.nSDL.com) or contact NSDL at the following toll free no. : 1800-222-990.
- XI) A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting/voting at the AGM through ballot paper.
- XII) Mrs. Ashwini Vaze, Practicing Company Secretary (FCS No. 9443) has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting at the AGM and remote e-voting process in a fair and transparent manner.
- XIII) The Chairman shall, at the AGM, at the end of the discussion on the resolution on which voting is to be held, allow voting with the assistance of scrutinizer, by use of “ Ballot Paper”/ “ Poling Paper” for all those members who are present at the AGM, but have not cast their votes by availing the remote e-voting facility.
- XIV) The Scrutinizer shall after the conclusion of voting at the Annual General Meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the results of the voting forthwith.
- XV) The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.findoc-ll.in](http://www.findoc-ll.in) and on the website of NSDL immediately after the declaration of results by the Chairman or as person authorized by him in writing. The results shall also be immediately forwarded to BSE Limited, Mumbai, where the shares of the Company is listed.

## **DIRECTORS' REPORT**

Your Directors have pleasure in presenting their 30<sup>th</sup> Annual Report together with the Audited Accounts of the Company for the Year ended March 31, 2016.

(Rs. in Lacs )

Sr. No.	Particulars	2015-16	2014-15
1	Turnover	839.89	821.12
2	Profit before Depreciation, Interest & Tax (EBITDA)	54.90	55.81
3	Less : Depreciation	28.18	29.75
4	Profit Before Interest & Tax	26.72	26.06
5	Less : Interest	11.58	11.51
6	Profit Before tax /(Loss)	15.14	14.55
7	Less Provision for		
	Current Tax	2.75	2.67
	Deferred Tax	2.93	2.23
8	Profit After Tax /(Loss)	9.46	9.65
9	Balance brought forward from previous year	74.71	90.94
10	Profit available for appropriation	84.17	100.59
11	Less : Additional depreciation upon revision in useful lives of tangible Assets	0	25.88
12	Balance carried over to Balance Sheet	84.17	74.71
13	Earning per Share (Rs.)	0.21	0.21

### **OPERATIONAL REVIEW**

Gross revenues increased nominally to Rs. 839.89 lacs, a growth of around 2.28 % against Rs. 821.12 lacs in the previous year, inspite of the drought conditions in the major market for the Company in Maharashtra. Profit before Interest, depreciation and taxation was Rs. 54.90 lacs against Rs. 55.81 lacs in the previous year. After providing for interest, depreciation and taxation of Rs. 45.44 lacs, the net profit of the Company for the year under review was placed at Rs. 9.46 Lacs as against Rs. 9.65 lacs in the previous year.

### **DIVIDEND**

Your Directors are unable to recommend any dividend during the year under review, considering the small surplus available and with a view to conserve funds towards margin monies.

### **SHARE CAPITAL**

The paid up equity capital as on March 31, 2016, was Rs 354.41 lacs. During the year under review your Company has not issued any shares including Sweat equity, ESOP and/or convertible debentures.

### **FINANCE & MATERIAL CHANGES AFFECTING FINANCIAL POSITION OF THE COMPANY**

Cash and cash equivalents as on March 31, 2016, was at Rs. 161.65 lacs. The company continues to focus on judicious management of its working capital, receivables, inventories and other working capital parameters were kept under strict check through continuous monitoring. No material changes have occurred and commitments made, affecting the financial position of the Company.

### **PUBLIC DEPOSITS**

Your Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

### **PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS**

The company has not given any loans or guarantees covered under the provisions of section 186 of the Companies Act, 2013.

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

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. The scope and authority of the Internal Audit function is defined. To maintain its objectivity and independence, the Internal Audit function reports to the Chairman of the Audit Committee of the Board.

The Internal Audit Department monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies at all locations of the Company.

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The Audit Committee reviews the adequacy and effectiveness of the internal control system and suggests improvement to strengthen the system. It also reviews the quarterly internal Audit Reports.

## **CORPORATE SOCIAL RESPONSIBILITY INITIATIVES.**

Not applicable to the Company.

## **CONSERVATION OF ENERGY**

- a) Company ensures that the manufacturing operations are conducted in the manner whereby optimum utilization and maximum possible savings of energy is achieved.
- b) No specific investment has been made in reduction in energy consumption during the year under review, though, a Baby boiler is already in place to generate steam as power in certain operations. However pharmaceutical formulation industry does not consume high power.
- c) As the impact of measures taken for conservation and optimum utilization of energy are not quantitative, its impact on cost cannot be stated accurately.

## **TECHNOLOGY ABSORPTION**

Company's products are manufactured by using in-house know how and no outside technology is being used for manufacturing activities. Therefore technology absorption is a continuous process. The Company constantly strives for maintenance and improvement in quality of its products and entire development activities are directed to achieve the aforesaid goal.

## **FOREIGN EXCHANGE EARNINGS AND OUT-GO**

During the period under review there was no foreign exchange earnings or out flow.

## **DIRECTORS**

Director, Mr. N. K. Menon (Din No. 01111297), Whole Time Director, who retires by rotation and being eligible, offers himself for re- appointment. The Directors recommend Mr. N. K. Menon for re-appointment.

All independent directors have given declarations that they meet the criteria of independence as laid down under section 149(6) of the Companies Act, 2013 and clause 49 of the Listing Agreement.

## **Board Evaluation**

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board has carried out an evaluation of its own performance, the directors individually as well as the evaluation of the working of its Committees. The manner in which the evaluation has been carried out has been explained in the Corporate Governance Report.

## **Nomination & Remuneration Policy**

Pursuant to section 178 of the Companies Act 2013, and the rules made thereunder, from time to time and Regulation 19 of the SEBI Regulations 2015, the Board has reconstituted the Nomination & Remuneration Committee. The Nomination & Remuneration Committee framed a policy for selection and appointment, reappointment, removal, appraisal of Directors and Senior Management Personnel and their remuneration.

## **Meetings of Board of Directors**

During the year seven Board Meetings and four Audit Committee Meetings were convened and held, the details of which are given in the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

## **Directors' Responsibility Statement**

In terms of Section 134 (5) of the Companies Act, 2013, the directors would like to state that:

- i) In the preparation of the annual accounts, the applicable accounting standards have been followed;
- ii) The directors have selected such accounting policies and applied them consistently and made judgments and estimates that were 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 31-03-2016 and of the profit or loss of the Company for the year under review;
- iii) The directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv) The directors have prepared the annual accounts, on a going concern basis;
- v) The directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively; and
- vi) The directors had devised proper system to ensure compliance with the provisions of all applicable laws and that such system were adequate and operating effectively.



**RELATED PARTY TRANSACTIONS**

There are no materially significant related party transactions made by the company with Promoters, Key Managerial Personnel or other designated persons which may have potential conflict with interest of the company at large.

Prior omnibus approval of the Audit Committee has been obtained on an annual basis for transactions with related parties which are of a foreseeable and repetitive nature. The transactions entered into pursuant to the omnibus approval so granted and a statement giving details of all transactions with related parties are placed before the Audit Committee for their review on a periodic basis.

**SUBSIDIARY COMPANIES**

The Company does not have any subsidiary.

**CODE OF CONDUCT**

The Board of Directors has approved a Code of Conduct which is applicable to the Members of the Board and all employees in the course of day to day business operations of the company. The Company believes in “Zero Tolerance” against bribery, corruption and unethical dealing/behaviors of any form and the Board has laid down the directives to counter such acts. The code laid down by the Board is known as “Code of business conduct”.

The Code lays down the standard procedure of business conduct which is expected to be followed by the Directors and the designated employees in their business dealings and in particular on matters relating to integrity in the work place, in business practices and in dealing with stakeholders. The Code gives guidance through examples on the expected behavior from an employee in a given situation and the reporting structure.

All the Board Members and the Senior Management personnel have confirmed compliance with the Code. All Management Staff were given appropriate training in this regard.

**VIGIL MECHANISM/WHISTLE BLOWER POLICY**

The Company has a Fraud Risk and Management Policy to deal with instances of fraud and mismanagement, if any. The FRM Policy ensures that strict confidentiality is maintained whilst dealing with concerns and also that no discrimination will be meted out to any person for a genuinely raised concern.

The Board of Directors has adopted Whistle Blower Policy. The Whistle Blower Policy aims for conducting the affairs in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behavior. All permanent employees of the Company are covered under the Whistle Blower Policy.

**PREVENTION OF INSIDER TRADING**

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company’s shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Board is responsible for implementation of the Code. All Board of Directors and the designated employees have confirmed compliance with the Code.

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

“The Company has in place an Anti Sexual Harassment Policy in line with the requirements of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy. The following is a summary of sexual harassment complaints received and disposed off during the year 2015-16.

No of complaints received: · NIL

No of complaints disposed off : Not Applicable·

**AUDITORS**

The Auditors, S. V. Bhat & Co., Chartered Accountants, Mumbai, retire at the conclusion of the ensuing Annual General Meeting and being eligible offer themselves for re-appointment.

**SECRETARIAL AUDIT AND AUDIT REPORT**

Pursuant to provisions of section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the company has appointed M/s Sanjay Dholakia & Associates, (CP No. 1798) a firm of Company Secretaries in practice to undertake the Secretarial Audit of the Company. The Secretarial Audit report is annexed herewith as “Annexure A”.

With regard to the observation made in the said report, regarding the non-appointment of Company Secretary, the Board of Directors would like to inform the members that the Managing Director, Dr. L. S. Mani, is himself a qualified Company Secretary ( ACS No. 4622) and he is devoting adequate time to undertake all the secretarial work, currently. However, the Company is in the process of appointing a Company Secretary.

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## **COST AUDIT**

The provision of Cost Audit Report is not applicable to the Company.

## **EXTRACT OF ANNUAL RETURN**

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

## **PARTICULARS OF EMPLOYEES:**

None of the employees or Whole Time Director/Managing Director is in receipt of remuneration for the year under review in excess of Rs. 60 Lacs. (Sixty Lacs).

## **INDUSTRIAL RELATION AND HUMAN RESOURCES**

Industrial relation during the period under review remained cordial at all levels. The Company has a structured appraisal system based on key result areas. The HR is effectively involved in nurturing, enhancing and retaining talent through job satisfaction, development and training programs etc.

## **CORPORATE GOVERNANCE AND MANAGEMENT DISCUSSION & ANALYSIS REPORTS**

The Corporate Governance and Management Discussion & Analysis Report, which form an integral part of this Report, are set out as separate Annexure, together with the Certificate from the auditors of the Company regarding compliance with the requirements of Corporate Governance as stipulated in Clause 49 of the Listing Agreement.

## **KEY MANAGERIAL PERSONS:**

During the year under review, the Company has complied with the provisions of section 203 of the Companies Act, 2013, which provides for the appointment of Key Managerial Personnel details of which are available on the website of the Company.

## **LISTING FEES**

The company has paid Listing fees to BSE for the year 2016-17.

## **ACKNOWLEDGEMENT**

Company and its Directors wish to extend their sincerest thanks, to the Members of the Company, Bankers, State Government, Local Bodies, Customers, Suppliers, Executives, Staff and Workers at all levels for their continuous cooperation and assistance.

For and on behalf of the  
Board of Directors

Mumbai  
15<sup>th</sup> July, 2016

Dr. L. S. Mani  
(Managing Director)  
(DIN: 00825886)

Annexure ' B ' to the Boards Report  
Form No. MGT-9  
EXTRACTS OF ANNUAL RETURN  
as on the financial year ended on 31<sup>st</sup> March, 2016

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

**I. REGISTRATION AND OTHER DETAILS:**

i)	CIN NO	L24200MH1986PLC041128
ii)	Registration Date	06-10-1986
iii)	Name of the Company	COLINZ LABORATORIES LTD
iv)	Category /Sub Category of the Company	Company Limited by Shares
v)	Address of the Registered office and contact details	A/101, PRATIKINDUSTRIAL ESTATE, MULUND-GOREGAON LINK ROAD, BHANDUP (W), MUMBAI-400078. Tel : 022-25668002/8003 Email : colinzlabs@yahoo.com/
vi)	Whether Listed Company	YES
vii)	Name, address and contact details of Registrar and Transfer Agent	M/s. Bigshare Services Pvt. Ltd., E-2/3, Ansa Industrial Estate, Sakivihar Road, Saki Naka, Andheri (E), Mumbai-400072. Tel : 022-28470652 /53 Fax : 022-28475207 Email : investor@bigshareonline.com

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY :**

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Pharmaceutical Formulations	24232	100%

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

S. No.	Name And Address Of The Company	CIN/GLN	Holding/Subsidiary/ Associates	% of shares held	Applicable Section
1	N.A.	N.A.	N.A.	N.A.	N.A.

# COLINZ LABORATORIES LIMITED

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## IV. SHAREHOLDING PATTERN (Equity Share Capital Breakup as % to total Equity)

### (i) Category-wise Share Holding :

Category of shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% of Change during the year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
<b>A. Promoters</b>									
<b>1. Indian</b>									
a) Individual/HUF	599449	1076650	1676099	36.67	599449	1076650	1676099	36.67	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.	0	0	0	0	0	0	0	0	0
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>599449</b>	<b>1076650</b>	<b>1676099</b>	<b>36.67</b>	<b>599449</b>	<b>1076650</b>	<b>1676099</b>	<b>36.67</b>	<b>0</b>
<b>(2) Foreign</b>									
a) NRIs - Individuals	0	0	0	0	0	0	0	0	0
b) Other – Individuals	0	0	0	0	0	0	0	0	0
c) Bodies Corp.	0	0	0	0	0	0	0	0	0
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) (2):-</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Total Shareholding of Promoter (A) = (A)(1)+(A)(2)</b>	<b>599449</b>	<b>1076650</b>	<b>1676099</b>	<b>36.67</b>	<b>599449</b>	<b>1076650</b>	<b>1676099</b>	<b>36.67</b>	<b>0</b>
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds/Banks/FI	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) Venture Capital funds	0	0	0	0	0	0	0	0	0
e) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIIs	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
<b>Sub-total (B)(1):-</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>2. Non-Institutions</b>									
a) Bodies Corp.	45281	120300	165581	3.62	33899	120300	154199	3.37	(0.25)
i) Indian	0	0	0	0	0	0	0	0	0
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals	0	0	0	0	0	0	0	0	0
i) Individuals shareholders holding nominal share capital upto Rs. 1 lakh	439875	426885	866760	18.96	411354	426085	837439	18.32	(0.64)
ii) Individual shareholders holding nominal sharecapital in excess of Rs 1 lakh	64661	1778900	1843561	40.33	107007	1778900	1885907	41.26	0.93
c) Others Clearing Members( specify)	0	0	0	0	0	0	0	0	0
C-1)Non Resident Indians(Individuals)	0	0	0	0	0	0	0	0	0
Overseas Corporate Bodies	0	0	0	0	0	0	0	0	0
Employees	0	3400	3400	0.07	0	3400	3400	0.07	0
Clearing Members	4306	0	4306	0.09	0	0	0	0	(0.09)
NRI's	593	10700	11293	0.25	3256	10700	13956	0.31	0.06
Trusts	0	0	0	0	0	0	0	0	0
Foreign Bodies-DR	0	0	0	0	0	0	0	0	0
<b>Sub-total (B)(2):-</b>	<b>554716</b>	<b>2340185</b>	<b>2894901</b>	<b>63.33</b>	<b>555516</b>	<b>2339385</b>	<b>2894901</b>	<b>63.33</b>	<b>0</b>
<b>Total Public Shareholding (B)=(B)(1)+ (B)(2)</b>	<b>554716</b>	<b>2340185</b>	<b>2894901</b>	<b>63.33</b>	<b>555516</b>	<b>2339385</b>	<b>2894901</b>	<b>63.33</b>	<b>0</b>
<b>C. Shares heldby Custodian for GDRs &amp; ADRs</b>	0	0	0	0	0	0	0	0	0
<b>Grand Total (A+B+C)</b>	<b>1154165</b>	<b>3416835</b>	<b>4571000</b>	<b>100</b>	<b>1154965</b>	<b>3416035</b>	<b>4571000</b>	<b>100</b>	<b>0</b>

**ii. Shareholding of Promoters :**

Sr. No.	Shareholder's name	Shareholding at the beginning of the year			Shareholding at the end of the year			% Change in share holding 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)	Dr. L. S. Mani	746050	16.32%	Nil	746050	16.32%	Nil	Nil
2)	Mrs. Vijaya Mani	380750	8.33%	Nil	380750	8.33%	Nil	Nil
	<b>Total</b>	<b>1126800</b>	<b>24.65%</b>	<b>Nil</b>	<b>1126800</b>	<b>24.65%</b>	<b>Nil</b>	<b>Nil</b>

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

SN	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
<b>1</b>	<b>Name of the Promoter:</b> Dr. L.S. Mani				
	At the beginning of the year	7,46,050	16.32	7,46,050	16.32
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase /decrease (e.g. allotment /transfer / bonus/ sweat equity etc):	No changes	No changes	No changes	No changes
	At the End of the year	7,46,050	16.32	7,46,050	16.32
<b>2</b>	<b>Name of the Promoter:</b> Mrs. Vijaya Mani				
	At the beginning of the year	3,80,750	8.33	3,80,750	8.33
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase /decrease (e.g. allotment /transfer / bonus/ sweat equity etc):	No changes	No changes	No changes	No changes
	At the End of the year	3,80,750	8.33	3,80,750	8.33

**COLINZ LABORATORIES LIMITED**

(CIN NO.: L24200MH1986PLC041128)

**ii. Shareholding pattern of top ten shareholders (other than Directors & Promoters)**

SN	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Nandkishore Mehra At the beginning of the year At the end of the year	70000	1.53	70000 70000	1.53 1.53
2.	Vijay Kochar At the beginning of the year At the end of the year	70000	1.53	70000 70000	1.53 1.53
3.	Kokila B. Shah At the beginning of the year At the end of the year	50000	1.09	50000 50000	1.09 1.09
4.	Hemant Kumar Dugar At the beginning of the year At the end of the year	50000	1.09	50000 50000	1.09 1.09
5.	Akash Tayal At the beginning of the year At the end of the year	40000	0.88	40000 40000	0.88 0.88
6.	Bharti D. Thakkar At the beginning of the year At the end of the year	40000	0.88	40000 40000	0.88 0.88
7.	Farokh N. Pavri At the beginning of the year At the end of the year	40000	0.88	40000 40000	0.88 0.88
8.	Paresh D. Shah At the beginning of the year At the end of the year	40000	0.88	40000 40000	0.88 0.88
9.	Pavan Chhabra At the beginning of the year At the end of the year	40000	0.88	40000 40000	0.88 0.88
10.	Pankaj Manubhai Desai At the beginning of the year At the end of the year	40000	0.88	40000 40000	0.88 0.88

**IV. SHAREHOLDING OF DIRECTORS & KMP**

SN	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Dr. L. S. Mani At the beginning of the year At the end of the year	746050	16.32%	746050 746050	16.32% 16.32%
2.	N. K. Menon At the beginning of the year At the end of the year	100	0.002	100 100	0.002 0.002

V. INDEBTNESS - The Company has not availed any loans during the year.

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

a) Remuneration to Managing Directors and Whole time Director :

Sr. No	Particulars of	Dr. L.S. Mani (M.D.)	Mr. N. K. Menon (Wholetime Director)
1)	Gross Salary		
	i) Salary as per provision contained in Section 17(1) of the Income Tax Act, 1961.	10,87,000	9,07,000
	ii) Value of perquisites u/s 17(2) of Income Tax Act, 1961.	Nil	Nil
	iii) Profits in Lieu of salary under section 17(3) Income Tax Act, 1961.	Nil	Nil
2)	Stock Option	Nil	Nil
3)	Sweat Equity	Nil	Nil
4)	Commission	Nil	Nil
5)	Others, please specify	Nil	Nil
	Total (a)	10,87,000	9,07,000

b) Remuneration to Independent Directors :

Sr. No	Particulars of	CA Vasant K. Bhat (Independent Director)	Mr. A.Krishna Kumar (Independent Director)
1)	Fee for attending Board/Committee meeting	40,000	40,000
2)	Commission	Nil	Nil
3)	Others, please specify	Nil	Nil
	Total (a)	40,000	40,000

VII. Penalties /Punishment /Compounding of offences – There were no penalties/punishment/compounding of offences for breach of any section of the Companies Act against the Company or its Directors or officers in default, if any, during the year.

**FOR COLINZ LABORATORIES LIMITED**

**DR. L.S. MANI**  
**MANAGING DIRECTOR**  
**DIN: 00825886**

**N.K. MENON**  
**WHOLE -TIME DIRECTOR**  
**DIN: 01111297**

# COLINZ LABORATORIES LIMITED

(CIN NO.: L24200MH1986PLC041128)

## MANAGEMENT DISCUSSION AND ANALYSIS

This Report includes Management Discussion and Analysis as appropriate, so that duplication and overlap between Directors Report and Management Discussion and Analysis is avoided. The entire material is thus provided in a composite and comprehensive document.

### 1) CAUTIONARY STATEMENT

Some of the statement in this report may be forward looking and are stated as required by the applicable laws & regulations. Many factors may affect the actual results, which could be different from what the Directors envisage in terms of future performance and outlook. Prime factors that may make a difference to the Company's performance include market conditions, input costs, interest costs, the price control measures, economic development within/outside the Country, and the vagaries of monsoon.

### 2) COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The Company follows fair, ethical and transparent governance practice by adopting high standard of professionalism, honesty, integrity and ethical behavior. The Company has a well defined set of guidelines for its internal governance based on business ethics, Legal Compliance and professional conduct. The Company also has an adequate internal control system.

The Company has complied with the provisions of Clause 49 of the Listing Agreement with Bombay Stock Exchange which deals with the compliance of Corporate Governance requirement.

#### A) THE PHARMACEUTICAL BUSINESS

Colinz Laboratories Ltd. is engaged in the manufacturing and marketing of pharmaceutical formulations particularly in gynaecological sector. The Indian pharmaceutical market is highly competitive and also still fragmented with over 20,000 players comprising of foreign multinationals, Indian multinationals, mid-size and small scale companies. Your Company falls under the MSME sector. However, the company has established reputation as a quality supplier of medicines in the domestic market, wherever the company has operation.

#### B) OPPORTUNITIES, THREATS AND CONCERNS

The Company's products are enjoying a good Brand image, particularly among gynaecologists. The Company has a potential to grow in future considering the fact that it is yet to open up its marketing operations in many states of the country, Due to paucity of working capital, the company is unable to expand its marketing activities, to unrepresented areas.

Your company, no doubt is focusing on those off patented products, and these products will have extended shelf life in the market, due to lesser discoveries of new molecules, considering the investment to be made, time and expenditure involved in developing such new molecules. The takeover of bigger Indian Pharma Companies by foreign MNC's, is a serious cause of concern to the national sector of pharma industry, particularly to MSME.

The price controls on NLEM and price increase band on non scheduled category of formulations were imposed by the Government on both controlled items and non controlled items, are of great concern.

#### C) OUT LOOK

Barring unforeseen deterrents and the issues outlined above, the Company does not foresee any major threats in its survival. However, the margins are likely to be under heavy pressure due to high inflation prevailing in the country resulting in increase in all inputs/costs, and the cap on selling prices on account of Drug Price Control Order 2013.

#### D) FINANCE:

The financial management and cash flow have been satisfactory, during the year under review.

#### E) INTERNAL CONTROLS

The Company has proper and adequate internal control system, in respect of efficiency of operations, financial reporting and compliance with applicable laws and regulations etc. There are adequate controls to ensure that all assets are safeguarded and protected against loss from unauthorized use or disposal and that all transactions are authorized, recorded and reported correctly.

#### F) HUMAN RESOURCES

Human resources are highly valued asset for any industry particularly in pharmaceutical selling. Therefore the Company seeks to attract and retain expert technical and marketing staff. The Company also recognizes the importance of human assets and ensures that proper encouragement is extended to the employees to motivate them. The total number of permanent employees as on 31-03-2016 was 58. The Company enjoyed excellent relationship with its employees during the year under review.



## REPORT OF CORPORATE GOVERNANCE

(As required by clause 49 of the Listing agreement with Stock Exchange)

### 1) COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE

The Company's philosophy on Corporate Governance has been developed with a tradition of fair and transparent governance even before they were mandated by the legislation. Transparency, integrity, Professionalism and accountability based values form the basis of the Company's philosophy for Corporate Governance. The Company believes that good Corporate Governance is a continuous process and strives to improve the Corporate Governance practices to meet shareholder's expectations. Your company has fulfilled all the existing guidelines prescribed under Corporate Governance Code of the listing Regulations.

### 2) BOARD OF DIRECTORS

(a) Composition, Category of Directors and their other directorships as on 31-03-2016:

Name of the Director	DIN No	Category of Directorship	No.of Directorships in the public companies
Dr. L. S. Mani	00825886	Managing Director (Executive, Promoter)	None
Shri. N. K. Menon	01111297	Whole-Time Director (Executive, Non Promoter)	None
Shri. Vasant K. Bhat	00916469	Non-Executive, Independent	None
Shri. A. Krishna Kumar	02493399	Non-Executive, Independent	None

(b) Number of Board Meetings: During the year ended 31-03-2016, 7 Board Meetings were held on 15<sup>th</sup> Apr 15, 20<sup>th</sup> May 15, 30<sup>th</sup> May 15, 30<sup>th</sup> July 15, 31<sup>st</sup> Oct 15, 30<sup>th</sup> Jan 16 and 15<sup>th</sup> Mar 2016.

(c) Directors' attendance record

Name of the Director	Board Meetings attended during the year.	Whether attended last AGM
Dr. L. S. Mani	7	Yes
Shri. N. K. Menon	7	Yes
Shri. Vasant K. Bhat	7	Yes
Shri. A. Krishnakumar	7	Yes

(d) Reappointment of Director (liable to retire by rotation)

Mr. N. K. Menon Whole Time Director (Din No. 01111297) is liable to retire by rotation and being eligible offers himself for reappointment.

Information as required under clause 49 of the Listing Agreement is given below :-

Details of Directors	Whole Time Director
Name of the Director	Shri N. K. Menon
DIN No.	01111297
Qualifications	B.Sc., M. Sc., MBA
Date of first appointment	01.10.1994
Expertise in specific functional areas	Materials Management, Factory Management, General Administration
List of other Directorship (in listed Companies)	None
Chairman/Member of the committees of the Board of Directors of other companies in which he/she is a Director.	Chairman Nil Member Nil

(e) Appointment of Independent Directors (not eligible to retire by rotation)

Pursuant to Section 152(2) and Section 149(4) of the Companies Act, 2013, read with Schedule IV of the said Act, CA. Vasant K. Bhat, Shri. A. Krishna Kumar, Directors of the Company were appointed as Independent Directors (not liable to retire by rotation) for a period of five consecutive years, with effect from 1.10.2014 to 30.09.2019.

### 3) Audit Committee

Terms of Reference:

Apart from all the matters provided in clause 49 of the listing agreement and Sec. 177 of the Companies Act,

# COLINZ LABORATORIES LIMITED

(CIN NO.: L24200MH1986PLC041128)

2013, the Audit Committee holds discussions with the Statutory Auditors of the Company concerning the accounts of the Company, internal control systems, scope of audit and observations of the Auditors. It also reviews major accounting policies followed by the Company.

Composition:

The Composition of the Audit Committee is as follows:

Name	Designation	Category of Directorship	Committee Meetings Attended
CA. Vasant K. Bhat	Chairman	Non-Executive, Independent	4
Shri. A. Krishnakumar	Member	Non-Executive, Independent	4
Dr. L. S. Mani	Member	Executive, Promoter	4

#### 4) Nomination and Remuneration Committee

The Nomination and Remuneration committee consist of two independent Directors and Managing Director. The committee has met on 1<sup>st</sup> July 2015 and 28<sup>th</sup> Sept 15, during year under review.

#### 5) Stakeholders' Relationship Committee

The Board has constituted a Stakeholders' Relationship Committee which looks into Share Holders grievances. Meetings are held from time to time to discuss the issues relating to Stakeholders.

Following are the members of the Committee:

Name	Designation	Category of Directorship
CA. Vasant K. Bhat	Chairman	Non-Executive, Independent
Dr. L. S. Mani	Member	Executive, Promoter

Compliance Officer: CA. Vasant K. Bhat.

Number of complaints received from the shareholders during the year – 2

Number of complaints redressed during the year – 2

Number of complaints unsolved as on 31.03.2016 – Nil

#### 6) Evaluation of Boards Performance and policy on Board Diversity

During the year, the Board has adopted a formal mechanism for evaluating the performance and as well as that of its Committees and Individual Directors including the Managing Director of the Board. The exercise was carried out by the Independent Directors of the Company through a Structured evaluation process covering several aspects of functioning of the Board i.e. attendance, contribution at the meeting and otherwise, independent judgement, safeguarding interest of the minority stakeholders, composition of Board/Committees, performance of specific duties and obligations by members of the Board, etc. The meeting of Independent Directors were held on 1<sup>st</sup> July, 2015 and 28<sup>th</sup> Sept, 2015, as per clause 49 of the listing agreement.

#### 7) STAKEHOLDERS

##### a) Means of Communication:

The quarterly, half yearly and annual audited financial results of the Company are sent to the stock exchanges immediately after they are approved by the Board. The results are published in accordance with the guidelines of the Stock Exchange. Also they are uploaded on Companies website [www.findoc-ll.in](http://www.findoc-ll.in)

##### b) Share Transfers:

As per SEBI circular D & CC/FITTC/CIR-15/2002 dated 27-12-2002, the Company should have a common agency for share registry work. Accordingly, the Company has appointed M/s. Bigshare Services Pvt. Ltd., E-2/3, Ansa Industrial Estate, Sakivihar Road, Saki Naka, Andheri (E), Mumbai - 400072, as Common Agency for share registry work.

##### c) Annual General Meetings

Details of the last 3 Annual General Meetings are as under:

Financial Year	Date	Time	Venue
2014-15	30-09-2015	2.00 PM	A-101, Pratik Ind. Estate, Mulund-Goregaon Link Road, Bhandup (W), Mumbai – 400 078.
2013-14	30-09-2014	12.30 PM	A-101, Pratik Ind. Estate, Mulund-Goregaon Link Road, Bhandup (W), Mumbai – 400 078.
2012-13	30-09-2013	12.30 PM	A-101, Pratik Ind. Estate, Mulund-Goregaon Link Road, Bhandup (W), Mumbai – 400 078.

(d) Postal Ballot:

For the year ended 31-03-2016, there have been no ordinary or special resolutions passed through postal ballot.

e) General information for Shareholders:

(i) Annual General Meeting

Date: 30<sup>th</sup> September, 2016.

Time: 2.00 P. M.

Venue: A-101, Pratik Industrial Estate, Mulund-Goregaon Link Road, Bhandup(w), Mumbai – 400 078.

(ii) Financial Calender

Financial Year: 1<sup>st</sup> April to 31<sup>st</sup> March.

For the financial year 2016-17, the tentative dates for declaration of un-audited/audited results will be as follows:

First Quarter ending 30-06-2016 : On or Before 31<sup>st</sup> July, 2016.

Second Quarter ending 30-09-2016 : On or Before 31<sup>st</sup> Oct, 2016.

Third Quarter ending 31-12-2016 : On or Before 31<sup>st</sup> Jan, 2017.

Quarter ending 31-03-2017 & Audited results for the year 2016-17 : On or Before 30<sup>th</sup> May, 2017.

(iii) Book closure:

The Register of Members and Share Transfer Books of the Company shall remain closed from Friday, 23<sup>rd</sup> September, 2016 to Friday, 30<sup>th</sup> September, 2016. (both days inclusive)

(iv) Listing in Stock exchange and Stock Code:

The shares of the Company are listed in Bombay Stock Exchange, Mumbai.

Code of the Company is 531210.

The ISIN number allotted to the Company for demat of shares are as under

NSDL INE923C01011

CDSL INE923C01011

(v) Stock Data:

High/Low of Market Price of Company's Equity shares traded in the Stock Exchange Mumbai during the financial year ended on 31-03-2016 was as follows:

Month	High	Low	Month	High	Low
April 2015	19.45	15.09	October 2015	13.61	10.51
May 2015	16.10	8.75	November 2015	16.75	12.22
June 2015	9.06	6.56	December 2015	16.75	15.30
July 2015	8.18	7.15	January 2016	20.90	17.30
August 2015	15.00	8.34	February 2016	19.95	16.30
September 2015	16.01	9.98	March 2016	17.50	15.70

(vi) Distribution of Shareholding as on 31-03-2016.

Range (In Rs.)	Total Holders	% of Total Holders	Total Holding in Shares	% of Total Capital
1 - 5000	1984	95.48	1197941	26.21
5001 - 10000	20	0.96	145052	3.17
10001 - 20000	20	0.96	296557	6.49
20001 - 30000	5	0.24	141600	3.10
30001 - 40000	38	1.83	1489800	32.59
40001 - 50000	3	0.14	141000	3.08
50001 - 100000	5	0.25	389400	8.52
100001 & above	3	0.14	769650	16.84
Total	2078	100.00	4571000	100.00

(vii) Categories of Shareholding

Category	No. of shareholders	% Of shareholders	No of Shares held	%
Corporate Bodies	37	1.7806	154199	3.3734
Directors	2	0.0963	746150	16.3236
Employees	17	0.8180	3400	0.0744
Non Resident Indians	24	1.1550	13956	0.3053
Promoters	181	8.7103	929949	20.3445
Public	1817	87.4398	2723346	59.5788
Total	2078	100.00	4571000	100.00

# COLINZ LABORATORIES LIMITED

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(viii) Shares held in physical and dematerialized form:

As on 31-03-2016, 25.27% of the shares were held in dematerialized form and the rest in physical form.

(a) Outstanding GDRs/ADRs/Warrants or any convertible instruments, conversion date and likely impact on equity: Not applicable.

(ix) Plant Location

Plot No. 60, STICE, Sinnar-Shirdi Road, Musalgaon, Sinnar, Dist. Nasik – 422 103.

(x) Share Transfer System:

The Company has appointed M/s. Bigshare Services Pvt. Ltd., E-2/3, Ansa Industrial Estate, Sakivihar Road, Saki Naka, Andheri (E), Mumbai – 400 072, as Registrar & Transfer Agents.

Tel: 022-28470652 / 53 Fax: 022-28475207

Email: investor@bigshareonline.com

(xi) Disclosures

The Company has not entered into any transaction of material nature with the promoters, the Directors, their relatives etc. that may have any potential conflict with the interests of the Company.

The Company has complied with requirements of the stock exchange, SEBI and other statutory authorities on all matters related to capital markets during the last three years. There were no penalties imposed nor any strictures imposed on the Company by the Stock Exchange, SEBI or any other statutory authority relating to the above.

## DECLARATION BY MANAGING DIRECTOR/CEO

Declaration by the Managing Director of the company as provided under SEBI (Listing Obligations and Disclosure requirement) Regulations, 2015 with Stock Exchange is given below:-

“as provided under SEBI (Listing Obligations and Disclosure requirement) Regulations, 2015 with Stock Exchange, I hereby declare that all Board Members and Senior Management Personnel of the Company have affirmed compliance with the Code of Conduct for the year ended 31<sup>st</sup> March, 2016.”

Mumbai:

Date: 15<sup>th</sup> July, 16.

Dr. L. S. Mani.  
Managing Director/CEO.  
DIN No. 00825886

## CERTIFICATE BY CEO/CFO

Pursuant to the provisions as amended to the clause 41 of the Listing Agreement with the Stock Exchange, it is hereby certify that for the period ended 31<sup>st</sup> March, 2016:

- 1) We have reviewed the financial statements and the cash flow statement for the period ended 31<sup>st</sup> March, 2016 and that to the best to our knowledge and belief, these statements:
  - i) Do not contain any material untrue statement or omit any material fact or contain statements that might be misleading;
  - ii) Together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- 2) There are, to the best of our knowledge and belief, no transactions entered into by the company during the period under review that are fraudulent, illegal or violative of the Company's Code of Conduct.
- 3) We accept responsibility for establishing and maintaining internal controls for financial reporting and that, we have evaluated the effectiveness of internal control system of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take, to rectify these deficiencies.
- 4) We have indicated to the Auditors and the Audit committee:
  - i) Significant changes in internal control over financial reporting during the period under review.
  - ii) Significant changes in accounting policies during the period and that the same have been disclosed in the notes to the financial statements; and
  - iii) Instances of significant fraud, if any, of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Place: MUMBAI  
Date: 15<sup>th</sup> July, 2016

Dr. L. S. Mani  
Managing Director/CEO  
DIN No. 00825886

Mr. N. K. Menon  
Whole Time Director/CFO  
DIN No. 01111297

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

FOR THE FINANCIAL YEAR ENDED 31<sup>st</sup> March 2016

[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,  
COLINZ LABORATORIES LIMITED  
CIN: L24200MH1986PLC041128

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by COLINZ LABORATORIES LIMITED (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company of books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31<sup>st</sup> March 2016 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:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31<sup>st</sup> March 2016 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
  - (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
  - (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
  - (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings. (The same is not applicable as there were no transactions during the year under review)
  - (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, 1992 (upto May 14, 2015) and Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (effective May 15, 2015);
    - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; There were no further issue of securities during the year under review.
    - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 / The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (effective October 28, 2014); There were no ESOPS issued during the year under review.
    - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; There were no debt securities which are listed on the Stock Exchange.
    - (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; There were no proposals for delisting of its Equity shares during the year under review.
- and
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; There were no Buy Back of its Equity shares during the year under review.
  - (vi) As per Management representation letter following are laws applicable to Company:
    1. Drugs and Cosmetics Act, 1940 and Drugs and Cosmetics Rules, 1940
    2. The Legal Metrology Act & Legal Metrology (Packaged Commodities) Rules, 2011

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

- (i) Secretarial Standards with respect to Meeting of Board of Directors (SS-1) and General Meeting (SS-2) issued by the Institute of Company Secretaries of India and made effective from 1<sup>st</sup> July 2015.
- (ii) The Listing Agreements entered into by the Company with the BSE Limited and Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements), Regulations 2015 (effective from 1<sup>st</sup> December 2015).

# COLINZ LABORATORIES LIMITED

(CIN NO.: L24200MH1986PLC041128)

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

1. As per Clause 6(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and section 203 of the Companies Act, 2013 Company had not appointed qualified Company Secretary as a Compliance Officer.

## **I further report that**

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

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

Majority decisions of the Board are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors.

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

For **SANJAY DHOLAKIA & ASSOCIATES**

(**SANJAY R DHOLAKIA**)  
**Practising Company Secretary**  
**Proprietor**

**Membership No. 2655 /CP No. 1798**

Date: 28<sup>th</sup> May, 2016  
Place: Mumbai

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## **Annexure A**

To,  
The Members,  
COLINZ LABORATORIES LTD  
CIN: L24200MH1986PLC041128

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

1. Maintenance of secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial record. The verification was done on test basis to ensure that the correct facts are reflected in secretarial records. I believe that the practices and processes, I have followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, I have obtained management representation about the compliance of laws, rules, regulations, norms and standards and happening of events.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, norms and standards is the responsibility of management. My examination was limited to the verification of procedure on test basis.
6. The secretarial audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.
7. I have reported, in my audit report, only those non-compliance, especially in respect of filing of applicable forms/documents, which, in my opinion, are material and having major bearing on financials of the Company.

For **SANJAY DHOLAKIA & ASSOCIATES**

(**SANJAY R DHOLAKIA**)  
**Practising Company Secretary**  
**Proprietor**

**Membership No. 2655 /CP No. 1798**

Date: 28<sup>th</sup> May, 2016  
Place: Mumbai

**S.V.BHAT&CO.**  
Chartered Accountants  
www.svbhatandco.in

201, Bhagtani Enclave,  
Near Anandraj Ind.Estate, off LBS Marg,  
Bhandup (W), Mumbai - 400 078  
Tel.No.022-67105872  
E-mail:- svbhatandco@gmail.com

**CERTIFICATE**

To the Members of  
COLINZ LABORATORIES LTD.

We have examined the compliance of the conditions of Corporate Governance by Colinz Laboratories Ltd., for the year ended on 31-03-2016, as stipulated in Clause 49 of the Listing Agreement of the said Company with the stock exchange.

The compliance of the conditions of the Corporate Governance is the responsibility of the management. Our examination has been limited to a review of the procedures and implementations thereof, adopted by the Company for ensuring compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, and the representations made by the Directors and the management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the above mentioned Listing Agreement.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For S. V. Bhat & Co.**  
Chartered Accountants  
FIRM REG.NO. -101298W

Place : Mumbai  
Date : 16<sup>th</sup> May, 2016.

S. V. Bhat  
(Partner.)  
MEMBERSHIP No. - 037237

# **COLINZ LABORATORIES LIMITED**

(CIN NO.: L24200MH1986PLC041128)

## **Independent Auditors' Report**

To the Members of  
**Colinz Laboratories Limited**

Report on the Financial Statements

We have audited the accompanying financial statements of Colinz Laboratories Limited ("the company"), which comprises the Balance Sheet as at March 31, 2016, 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.

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

The Company's Board of Directors is responsible for the matters stated in Section 134 (5) of the Companies Act 2013 ("the act") with respect to the preparation and presentation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India including Accounting Standards specified under Section 133 of the Act read with rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the company and for preventing and detecting 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 control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### **Auditors' Responsibility**

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

We have conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatements. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the company's preparation of the financial statements that give true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the company's directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

### **Opinion**

In our Opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India;

In the case of Balance Sheet, of the state of affairs of the company as at March 31, 2016;

In the case of Statement of Profit and Loss, of the profit for the year ended on that date; and

In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

### **Emphasis of Matters**

There are no such matters mentioned in the Notes to the financial statements.

### **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 Section 143 (11) of the Companies Act, 2013, we give in the Annexure A a statement on the matters specified in paragraphs 3 and 4 of the Order to the extent applicable.



2. As required by sub-section 3 of section 143 of the Act, we report that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
- (b) In our opinion, proper books of account as required by law have been kept by the company so far as appears from our examination of those books.
- (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of accounts.
- (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Rules.
- (e) On the basis of written representations received from the Directors as on 31<sup>st</sup> March, 2016 and taken on record by the Board of Directors, none of the directors are disqualified as on 31<sup>st</sup> March, 2016 from being appointed as a Director in terms of section 164 (2) of the Act.
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B" and
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us :
  - i. The Company does not have any pending litigations which would impact its financial position.
  - ii. The Company did not have any long-term contracts including derivative contracts; as such the question of commenting on any material foreseeable losses thereon does not arise.
  - iii. According to the company management, there has not been an occasion during the year under report to transfer any sums to the Investor Education and Protection Fund. The question of delay in transferring such sums does not arise.

**For S.V.BHAT & CO.**  
Chartered Accountants  
F. REG. NO:- 101298W

Date: 16<sup>th</sup> May, 2016  
Place: Mumbai

S. V. BHAT  
Partner  
MEMBERSHIP NO. 037237

# **COLINZ LABORATORIES LIMITED**

(CIN NO.: L24200MH1986PLC041128)

## **ANNEXURE "A"**

### **The Annexure referred to in our Report of even date to the members of Colinz Laboratories Limited on the accounts of the Company for the year ended 31<sup>st</sup> March 2016.**

On the basis of such checks as we consider appropriate and according to the information and explanation given to us during the course of our audit, we report that:

- (i) (a) The company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) The Company has a regular programme of physical verification of its fixed assets by which all fixed assets are verified in a phased manner over a period of two years. In accordance with this programme, a portion of the fixed assets has been physically verified by the management during the year and no material discrepancies have been noticed on such verification, in our opinion this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.
- (c) According to the information and explanations given to us, the title deeds of immovable properties, as disclosed in Note 07 to the standalone financial statements, are held in the name of the company.
- (ii) The inventory, except goods-in-transit, has been physically verified by the management at reasonable intervals during the year. In our opinion, the frequency of such verification is reasonable. In respect of inventory lying with third parties, these have substantially been confirmed by them. The discrepancies noticed on verification between the physical stocks and the books records were not material.
- (iii) In our opinion and according to information and explanations given to us, the company has not granted any loans, secured or unsecured to companies, firm, Limited Liability Partnerships or Other parties covered in the register maintained under section 189 of the Companies Act. Accordingly, paragraph 3(iii) of the Order is not applicable to the Company.
- (iv) The Company has not granted any loans or provided any guarantees or security to the parties covered under section 185 of the Act. The Company has complied with the provisions of Section 186 of the Act in respect of investments made or loans or guarantee or security provided to the parties covered under Section 186.
- (v) The company has not accepted any deposits from the public in accordance with the provisions of section 73 to 76 of the Act and the rules framed there under.
- (vi) As explained to us by the management, maintenance of cost records has not been prescribed by the Central Government under subsection (I) of section 148 of the Companies Act. Hence, no such accounts and records have been made and maintained.
- (vii) (a) According to the information and explanations given to us and records of the Company examined by us, in our opinion, the Company is regular in depositing the undisputed statutory dues including provident fund, employees state insurance, income-tax, service tax, duty of customs, duty of excise, value added tax, cess, professional tax and other material statutory dues, as applicable, with the appropriate authorities.  
According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees state insurance, income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess, professional tax and other material statutory dues were in arrears as at 31 March 2016 for a period of more than six months from the date they become payable.
- (b) According to the information and explanations given to us, there are no dues of Income tax, Sales tax, Value added tax, Service tax, duty of customs, duty of excise which have not been deposited with the appropriate authorities on account of any dispute.
- (viii) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to information and explanations given by the management, we are of the opinion that the Company has not defaulted in repayment of dues to a financial institution, bank or Government. The Company does not have any borrowing by way of debenture.
- (ix) The Company has not raised any money by way of initial public offer, further public offer (including debt instruments) and term loans during the year. Accordingly, the provisions of Clause 3(ix) of the Order are not applicable to the Company.
- (x) According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- (xi) According to the information and explanations given to us and based on our examination of the records, the

Company has paid/provided for the managerial remuneration as mandated by the provisions of section 197 read with Schedule V to the 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 examinations of the records of the company, transactions with the related parties are in the compliance with section 177 and 188 of the Act, where applicable. The details of such related party transactions have been disclosed in the financial statements as required under Accounting Standards (AS) 18, Related Party Disclosures specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (xiv) According to the information and explanations given to us and based on our examination of the records, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- (xv) According to the information and explanations given to us and based on our examination of the records, the Company has not entered into 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. Accordingly, the provisions of Clause 3(xvi) of the Order are not applicable to the Company.

**For S.V.BHAT & CO.**  
Chartered Accountants  
F. REG. NO:- 101298W

Date: 16<sup>th</sup> May, 2016  
Place: Mumbai

S. V. BHAT  
Partner  
MEMBERSHIP NO. 037237

# **COLINZ LABORATORIES LIMITED**

(CIN NO.: L24200MH1986PLC041128)

## **ANNEXURE – “B” TO THE INDEPENDENT AUDITOR’S REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS OF COLINZ LABORATORIES LIMITED**

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

To

The Members of Colinz Laboratories Ltd.

We have audited the internal financial controls over financial reporting of M/S. COLINZ LABORATORIES LTD. (“the Company”) as of March 31, 2016 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 controls over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (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 Act.

### **Auditor’s 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 on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. We believe that the audit evidences 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 statements.

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

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility

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

**Opinion**

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 March 31, 2016, based on “the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India”.

**For S.V.BHAT & CO.**  
Chartered Accountants  
F. REG. NO:- 101298W

Date: 16<sup>th</sup> May, 2016  
Place: Mumbai

S. V. BHAT  
Partner  
MEMBERSHIP NO. 037237

# COLINZ LABORATORIES LIMITED

(CIN NO.: L24200MH1986PLC041128)

## SCHEDULE 01: SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO THE FINANCIAL STATEMENTS:-

### 1.1 Significant Accounting Policies:

The Financial statements are prepared under historical cost convention on an accrual basis and comply with the accounting standards referred to in Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014 and other accounting principles generally accepted in India, to the extent applicable.

- 1.2 i) Tangible assets are stated at original cost net of tax / duty credits availed, if any.
- ii) Fixed Assets are depreciated on straight line method over the useful life of the assets and the methods provided under Schedule II to the Companies Act, 2013. Depreciation in respect of fixed assets put to use during the year is provided on a pro-rata basis with reference to the date of installation of assets.
- iii) The carrying amount of assets, are reviewed at each Balance Sheet date, if there is any indication of impairment based on internal/external factors. An impairment loss is recognized whenever the carrying amount of an assets exceeds, its estimated recoverable amount and such assets are written down to their recoverable amount.

### 1.3 Capital work in progress:

The capital work in progress as on 31-03-2016 is Rs. Nil

### 1.4 Inventories:

Raw materials and packing materials are valued at cost on FIFO basis as per revised Accounting Standard AS-2 of the Institute of Chartered Accountants of India. Finished goods and semi-finished goods are valued at lower of cost or net realizable value.

### 1.5 Investments:

Investments are stated at cost.

### 1.6 Revenue Recognition

- i) Income from sales of goods is recognized upon transfer of significant risk and rewards of ownership of the goods to the customers which generally coincides with delivery and acceptance of goods sold; sales are shown inclusive of excise duty and exclusive of Sales Tax (VAT).
- ii) Other income:  
Includes interest on Fixed Deposits with Bank and dividends received.

### 1.7 Research and Development Expenses:

No capitalization of Research and Development expenses is made since no capital expenditure on research and development expenditure has been incurred during the year.

### 1.8 Foreign Currency Transactions:

Export earnings of Rs. Nil (Previous Year - Rs. NIL)  
Foreign Exchange Outgo of Rs. NIL (Previous Year – Rs. NIL)

### 1.9 Retirement Benefits:

#### Defined Contribution Plan:

Post Employment benefit in the form of Provident Fund for eligible employees, the Company has defined Contribution Plan. This is administered by the Regional Provident Fund Commissioner. Provident Fund is classified as Defined Contribution Plan, as the Company has no further obligation or liability beyond making the contributions. The Company's contribution is defined by the Provident Fund Act and the provisions enacted from time to time, and this contribution is charged to Profit & Loss Account.

#### Leave Encashment Policy.

The Company does not have the policy of Leave Encashment and hence there is no liability on this account.

#### Termination Benefits.

Termination Benefit, if any, are recognized as an expense as and when incurred.

#### Gratuity.

The Gratuity is paid by the company as per the Gratuity Act. As required by the Accounting Standards specified by ICAI, the liability is ascertained based on the Actuarial valuation and the same has been provided for in the Profit & Loss account.

1.10 The figures of previous year have been regrouped wherever necessary.

1.11 As per the available records, there is no outstanding dues to enterprises registered under Micro, Small and Medium Enterprises Development Act, 2006, at the end of the year. Further no interest has been paid or payable on delayed payment of dues, if any, to such enterprises during the year.

1.12 Estimated amount of contracts remaining to be executed on capital account and not provided for:  
Rs. Nil [Previous Year : Rs. Nil]

1.13 Contingent liabilities:

Contingent liabilities as defined in Accounting Standard 29 on “Provisions, Contingent Liabilities and Contingent Assets” are disclosed by ways of notes to the accounts. Disclosures is not made if the possibility of an outflow of future economic benefits is remote. Provision is made if it is probable that an outflow of future economic benefits will be required to settle the Obligation.

1.14 Auditors Remuneration:	2015- 2016	2014-2015
Audit Fees	Rs. 80,150	Rs. 78,652
Tax Audit Fees	Rs. 24,883	Rs. 11,236
Other services	Rs. -	Rs. 13,483
	Rs.1,05,033	Rs. 1,03,371

1.15 Segment Reporting

The Company is engaged in pharmaceutical formulation business which as per Accounting Standard – AS 17 is considered the only reportable business segment.

1.16 Related party transaction

As required by Accounting Standard – AS 18 ‘Related Parties Disclosure’ issued by the Institute of Chartered Accountants of India are as follows:

- i) Key Management personnel
- ii) Details of Transactions.

Dr. L. S. Mani.	Remuneration paid	Rs. 10,87,000/-
	Rent paid for the premise hired	Rs. 2,70,000/-

1.17 With regard to loan given to Company, the Board of Directors are of the opinion that, no provision for doubtful debt is required to be made as the amount being recovered in installments

1.18 Earnings per share

The Company reports Earning Per Share (EPS) in accordance with Accounting Standard 20 on “Earning Per Share”. Basic EPS is computed by dividing the net profit 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 for the year by the weighted average number of equity shares outstanding during the year as adjusted for the effects of all dilutive potential equity shares, except where the results are anti-dilutive.

1.19 Provisions for Current and Deferred Tax.

- i) Provision for Current Tax is made after taking into consideration benefits admissible under the provision of Income Tax Act 1961.
- ii) Deferred tax resulting from timing differences between taxable and accounting income is accounted for using the tax rate and laws that are enacted or substantively enacted as on the Balance Sheet date. The deferred tax asset arising on account of brought forward unabsorbed depreciation is recognized only to the extent there is a reasonable certainty of realization.

Deferred Tax Liability:

The break up of the deferred tax liability as at 31<sup>st</sup> March, 2016 is as under:

	2015-16 (Rupees)	2014-15 (Rupees)
Deferred Tax Liability :		
Difference between book depreciation and Depreciation as per Income Tax Act, 1961.	44,91,551	48,84,228
	44,91,551	48,84,228
Deferred Tax Assets:	-	6,86,194
Net Deferred Tax Liability	44,91,551	41,98,034

1.20 AS – 28 Impairment of Assets.

As on the Balance Sheet date the carrying amounts of the assets net of accumulated depreciation is not less than the recoverable amount of those assets. Hence there is no impairment loss on the assets of the company. In the opinion of Board of Directors, the Current Assets, Loans and advances have a value which on the realization in the ordinary course of business would at least be equal amount stated in the Balance sheet.

As per our report of even date attached.

FOR S. V. BHAT & CO.  
Chartered Accountants.  
FIRM REG.NO. 101298W

FOR AND ON BEHALF OF THE BOARD.

S. V. BHAT(Partner)  
M. No. 37237  
MUMBAI  
16<sup>th</sup> MAY, 2016

DR. L. S. MANI  
Managing Director  
DIN: 00825886

N. K. MENON  
Director  
DIN: 01111297

**COLINZ LABORATORIES LIMITED**

(CIN NO.: L24200MH1986PLC041128)

**BALANCE SHEET AS AT MARCH 31, 2016***All amounts in Rupees, unless otherwise stated*

	Notes	As at March 31, 2016	As at March 31, 2015
<b>I EQUITY AND LIABILITIES</b>			
<b>1 Shareholders' Funds</b>			
(a) Share Capital	2	35,441,000	35,439,500
(b) Reserves & Surplus	3	27,140,308	26,191,439
<b>2 Non Current Liabilities</b>			
(a) Long Term Borrowings	4	15,962,332	23,297,765
(b) Deferred Tax Liabilities		4,491,551	4,198,034
(c) Other Long Term Liabilities		66,853	43,328
(d) Long Term Provisions		-	-
<b>3 Current Liabilities</b>			
(a) Short Term Borrowings		-	-
(b) Trade Payables	5	5,767,141	10,673,309
(c) Other Current Liabilities	6	8,621,292	6,723,833
(d) Short Term Provisions		-	-
<b>TOTAL</b>		<b>97,490,477</b>	<b>106,567,208</b>
<b>II ASSETS</b>			
<b>1 Non-Current Assets</b>			
(a) Fixed Assets			
(i) Tangible Fixed Assets	7	28,809,540	31,601,455
(ii) Intangible Assets		-	-
(iii) Capital Work In Progress		-	-
(iv) Intangible Assets under Development		-	-
(b) Non-Current Investments	8	2,858,769	2,858,769
(c) Deferred Tax Assets (Net)		-	-
(d) Long Term Loans & Advances	9	12,993,150	13,143,150
(e) Other Non-Current Assets	10	-	-
<b>2 Current Assets</b>			
(a) Current Investments		-	-
(b) Inventories	11	22,185,087	26,553,972
(c) Trade Receivables	12	13,467,063	13,529,060
(d) Cash and Cash Equivalents	13	16,164,758	17,752,558
(e) Short Term Loans and Advances	14	1,012,110	1,128,244
(f) Other Current Assets		-	-
<b>TOTAL</b>		<b>97,490,477</b>	<b>106,567,208</b>

As per our report of even date attached

**For S. V. Bhat & Co.**Firm Registration Number: 101298W  
Chartered Accountants**S. V. Bhat**

Partner

Membership Number: 037237

Place: Mumbai

Date: 16th May, 2016

**For and on behalf of the Board of Directors****Dr. L. S. Mani**

Managing Director

Din No- 00825886

**N. K. Menon**

Director

Din No- 01111297



**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2016**

*All amounts in Rupees, unless otherwise stated*

	NOTES	Year ended March 31, 2016	Year ended March 31, 2015
<b>I Revenue from Operations</b>			
Sales -Products	15	83,988,840	82,111,683
Other Operating Revenue		-	-
Less : Excise duty		(3,036,338)	(3,254,989)
		<u>80,952,502</u>	<u>78,856,694</u>
<b>II Other Income</b>	16	979,928	1,103,691
<b>III Total Revenue (I+II)</b>		<u><b>81,932,430</b></u>	<u><b>79,960,385</b></u>
<b>IV Expenses</b>			
Cost of Materials Consumed	17	17,527,650	16,371,561
Purchase of Trading Goods		13,344,569	27,076,463
Changes in inventories of finished goods work-in-progress and Stock-in-Trade	18	3,961,792	(9,794,978)
Employee Benefits Expense	19	28,623,159	27,662,971
Finance Cost	20	1,157,952	1,150,435
Depreciation and amortization expense	6	2,817,658	2,975,419
Other Expenses	21	12,985,202	13,063,156
<b>Total Expenses</b>		<u><b>80,417,982</b></u>	<u><b>78,505,027</b></u>
<b>V Profit before exceptional and extraordinary items and tax (III-IV)</b>		<b>1,514,448</b>	<b>1,455,358</b>
<b>VI Exceptional items</b>		-	-
<b>VII Profit before extraordinary items and tax (V - VI)</b>		<b>1,514,448</b>	<b>1,455,358</b>
<b>VIII Extraordinary Items</b>		-	-
<b>IX Profit before tax (VII- VIII)</b>		<b>1,514,448</b>	<b>1,455,358</b>
<b>X Tax expense:</b>			
(1) Current tax		275,062	266,855
(2) Deferred tax		293,517	222,959
<b>XI Profit (Loss) for the period from continuing operations (IX-X)</b>		<b>945,869</b>	<b>965,544</b>
<b>XII Profit/(loss) from discontinuing operations</b>		-	-
<b>XIII Tax expense of discontinuing operations</b>		-	-
<b>XIV Profit/(loss) from Discontinuing operations (after tax) (XII-XIII)</b>		-	-
<b>XV Profit (Loss) for the period (XI + XIV)</b>		<b>945,869</b>	<b>965,544</b>
<b>XVI Earnings per equity share:</b>			
(1) Basic		0.21	0.21
(2) Diluted		-	-

Significant accounting policies and notes to the financial statements 1

As per our report of even date attached

**For S. V. Bhat & Co.**  
Firm Registration Number: 101298W  
Chartered Accountants

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

**S. V. Bhat**  
Partner  
Membership Number: 037237

**Dr. L. S. Mani**  
Managing Director  
Din No- 00825886

**N. K. Menon**  
Director  
Din No- 01111297

Place: Mumbai  
Date: 16th May, 2016

# COLINZ LABORATORIES LIMITED

(CIN NO.: L24200MH1986PLC041128)

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

*All amounts in Rupees, unless otherwise stated*

	<u>As at</u> <u>March 31, 2016</u>	<u>As at</u> <u>March 31, 2015</u>
<b>Notes 2 - Share Capital</b>		
<b>a Authorised:</b>		
60,00,000 (Previous Year 60,00,000) Equity Shares of Rs. 10 each	<u>60,000,000</u>	<u>60,000,000</u>
<b>b Issued, Subscribed and Paid-up:</b>		
<b>Issued:</b>		
45,76,000 Equity shares of Rs. 10 each.		
<b>Subscribed and paid-up:</b>		
45,71,000 (Previous Year 45,71,000) Equity Shares of Rs. 10 each fully/Partly paid-up	35,441,000	35,439,500
	<u>35,441,000</u>	<u>35,439,500</u>
<b>c Par Value per share is Rs. 10</b>		

**d Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting period;**

Particulars	No.	Rs.	No.	Rs.
Shares outstanding at the beginning of the year	3,543,500	<b>35,439,500</b>	3,543,500	35,435,000
Shares Issued during the year	<b>0</b>	<b>0</b>	0	0
Shares bought back during the year	<b>0</b>	<b>0</b>	0	0
Any other movement (Call Money Received )	<b>600</b>	<b>1,500</b>	0	4,500
<b>Shares outstanding at the end of the year</b>	<b>3,544,100</b>	<b>35,441,100</b>	3,543,500	35,439,500

**e shares in the company held by each shareholder holding more than 5 percent shares specifying the number of shares held**

Name of the shareholder	No. of shares	% of holding	No. of shares	% of holding
<b>Dr. L. S. Mani</b>	746050	16.3214	746050	16.3214
<b>Mrs. Vijaya Mani</b>	380750	8.3296	380750	8.3296

<b>f For the period of five years immediately preceding the date as at which the Balance Sheet is prepared:</b>	Aggregate No. of Shares (for last 5 Financial Years)
Particulars	
Fully paid up pursuant to contract(s) without payment being received in cash	Nil
Fully paid up by way of bonus shares	Nil
Shares bought back	Nil

<b>g Unpaid Calls</b>	No. of shares	Rs.	No. of shares	Rs.
By Directors	<b>0</b>	<b>0</b>	0	0
By Officers	<b>0</b>	<b>0</b>	0	0
By Others	<b>2053800</b>	<b>10269000</b>	2054550	10270500

**NOTES FORMING PART OF THE FINANCIAL STATEMENTS**

*All amounts in Rupees, unless otherwise stated*

	As at		As at	
	March 31, 2016		March 31, 2015	
<b>Notes 3 - Reserves &amp; Surplus</b>				
<b>a. Capital Reserves:</b>				
<b>State Special Capital Incentive Received</b>				
Opening Balance	3,500,000		3,500,000	
(+) Current Year Transfer	0		0	
(-) Written back in the current year	0		0	
Closing balance	<b>3,500,000</b>		3,500,000	
<b>b. Share Premium Account</b>				
Opening Balance	15,220,250		15,220,250	
(+) Current Year Transfer	3000		0	
(-) Written back in the current year	0		0	
Closing balance	<b>15,223,250</b>		15,220,250	
<b>c. Profit &amp; Loss Account</b>				
Opening Balance	7,471,189		8,428,620	
(+) Current Year Transfer	945,869		965,544	
(-) Transfer to Other Reserves	0		(2,587,917)	
Closing balance	<b>8,417,058</b>		7,471,189	
<b>Total [a+b+c]</b>	<b>27,140,308</b>		26,191,439	
<b>Notes 4 - Long Term Borrowings</b>				
<b>Secured-From Banks</b>				
Cash Credit Account with Bank of Baroda [Secured by Hypothecation of Stock in Trade/Book debts]		7,876,163		13,028,657
Car Loan from Axis Bank [Secured against hypothecation of car]		120,028		295,727
		<b>7,996,191</b>		<b>13,324,384</b>
<b>Unsecured Loans -Others</b>				
Sales tax deferred (Interest free) [As per Package Scheme of Incentive of Maharashtra state government and includes VAT and CST]		7,966,141		9,973,381
		<b>7,966,141</b>		<b>9,973,381</b>
<b>Total</b>		<b>15,962,332</b>		<b>23,297,765</b>
<b>Notes 5- Trade Payables</b>				
Sundry Creditors:				
a) Micro and small enterprises *		-		-
b) Others		5,767,141		10,673,309
* [Determined to the extent such particulars have been identified on the basis of information available with the Company. This has been relied upon by the auditors]		<b>5,767,141</b>		<b>10,673,309</b>
<b>Notes 6- Other Current Liabilities</b>				
Statutory liabilities		738,176		293,912
Deffered Sales Tax Payable		2,007,239		1,987,728
Staff Liabililies towards Salary & Expenses		4,999,223		4,258,263
Provision for Gratuity		545,097		-
Provisions for Excise Duty		331,557		183,930
		<b>8,621,292</b>		<b>6,723,833</b>

# COLINZ LABORATORIES LIMITED

(CIN NO.: L24200MH1986PLC041128)

## NOTES FORMING PART OF THE BALANCE SHEET AS AT MARCH 31, 2016

All amounts in Rupees, unless otherwise stated

### Notes 7 : FIXED ASSETS

DESCRIPTION	GROSS BLOCK		DEPRECIATION		NET BLOCK	
	As at 1.4.2015	Addition in 2015-16	As at 1.4.2015 the year	Deduction for the year	Up to 31.3.2016	As at 31.3.2016
<b>A. Tangible Assets</b>						
LAND	2574350	0.00	0.00	0.00	0.00	2574350
[Including Land Developing Exps]						
BUILDING- Factory	24027330	0.00	9834496	730647	10565143	13462187
BUILDING-Office	6580717	0.00	1409737	274041	1683778	4896939
PLANT & MACHINERY	11187512	0.00	8357007	501576	8858583	2328929
LABORATORY EQUIPMENTS	1570542	0.00	1308143	91936	1400079	170463
FACTORY EQUIPMENTS & TOOLS	3223653	0.00	2144327	219628	2363955	859697
ELECTRICAL INSTALLATION	2377531	0.00	1885203	188143	2073346	304185
CENTRAL A.C. PLANT	8176691	0.00	4246746	503016	4749762	3426930
OFFICE EQUIPMENTS	592660	0.00	564138	0.00	564138	28522
COMPUTER	691926	25743.00	672935	18879	691814	25855
FURNITURE & FIXTURE	3469439	0.00	3122791	145326	3268117	201322
VEHICLES	1935457	0.00	1260831	144466	1405297	530161
<b>Total Tangible Assets</b>	<b>66407808</b>	<b>25743</b>	<b>34806354</b>	<b>2817658</b>	<b>0 37624012</b>	<b>28809540 31601455</b>
<b>B. Intangible Assets</b>						
<b>TOTAL ASSETS</b>	<b>66407808</b>	<b>25743</b>	<b>34806354</b>	<b>2817658</b>	<b>0 37624012</b>	<b>28809540 31601455</b>
PREVIOUS YEAR	<b>66407808</b>	<b>0</b>	<b>29243019</b>	<b>5563335</b>	<b>0 34806354</b>	<b>31601455 37164789</b>

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

	Face Value	No. of shares	All amounts in Rupees, unless otherwise stated	
			As at March 31, 2016	Total As at March 31, 2015
Notes 8- Non-Current Investments				
(a) Equity shares [fully paid, quoted]				
3i Infotech Ltd.	10	600	30000	30000
Ansal Properties & Infrastructure Ltd.	5	200	101,926	101,926
Arvind Ltd.	10	500	55164	60681
Arvind Infrastructure Ltd.	10	50	5517	0
Bajaj Holdings & Investments Ltd.	10	50	28678	28678
Bajaj Auto Ltd.	10	100	73319	73319
Bajaj Finserv Ltd.	5	50	27770	27770
Bank of Baroda	2	2500	118534	118534
Bank of Maharashtra	10	300	6900	6900
Bharat Forge Ltd.	2	30	3804	3804
Bharti Defence and Infrastructure Ltd.	10	200	64841	64841
Cairn India Ltd	10	1015	162400	162400
CESC Ltd	10	200	128627	128627
Coal India Ltd	10	88	21560	21560
Eveready Industries Ltd.	5	500	17645	17645
GTL Infrastructure Ltd	10	213	4000	4000
Gujarat Sidhee Cement Ltd	10	250	24186	24186
Hubtown Ltd.	10	12	6480	6480
HFCL Ltd.	1	500	12192	12192
HDFC Ltd.	2	100	64762	64762
HDIL	10	100	14505	14505
Hindustan Organic Chemicals Ltd	10	1000	66283	66283
Hindustan Oil Exploration Co Ltd	10	500	81322	81322
IDBI Ltd	10	200	15717	15717
IDFC Bank Ltd.	10	2000	64134	0
IDFC Ltd	10	2000	100312	164446
Idea Cellular Ltd	10	990	130834	130834
IRB Infrastructure ltd	10	100	16457	16457
Jagran Prakashan Ltd	2	143	27967	27967
Next Media Works Ltd.	10	500	0	0
Kausalya Infrastructure Ltd	10	176	10560	10560
Kingfisher Airlines Ltd.	10	200	10641	10641
Lanco Infrastructure Ltd	1	3210	77040	77040
Macleod Russels Ltd	5	250	8823	8823
Mahindra Lifespace Developers Ltd.	10	200	184668	184668
Maars Software Ltd	10	5000	57340	57340
Morepen Laboratories Ltd.	2	500	7455	7455
NTPC Ltd	10	500	71801	71801
NTPC (NCD)	10	500	0	0
Neyveli Lignite Ltd.	10	400	22868	22868
Orient Bell Ltd	10	83	21880	21880
Panama Petrochem Ltd	2	1250	32369	32369
Polaris Consulting & Services Ltd.	5	200	23255	23255
Intellect Design Arena Ltd.	5	200	9044	9044
Punj Lloyd Ltd	2	500	99416	99416
Pyramid Saimira Theatre Ltd	10	60	6000	6000
Sun Pharmaceuticals Industries Ltd	1	80	46004	46004
Reliance Capital Ltd	10	10	1130	1130
Reliance Communication Ltd	5	200	33654	33654
Reliance Infrastructure Ltd.	10	15	6348	6348
Reliance Power Ltd	1	74	7358	7358
Simplex Infrastructure Ltd	2	200	76982	76982
SeaMac Limited	10	1000	192315	192315
Vendanta Ltd.	1	100	28407	28407
Sonata Software Ltd	1	1000	52218	52218
Spicejet Ltd	10	250	15138	15138
Tamilnadu Petroproducts Ltd.	10	500	17290	17290
Tanla Solutions Ltd	1	50	6625	6625
Tata Tele (Mah) Services Ltd.	10	793	20634	20634
Unitech Ltd	2	200	44887	44887
United phosphorus Ltd.	2	100	14083	14083
Voltamp Transformers Ltd	10	100	63163	63163
Wipro Ltd	2	93	13537	13537
<b>Total (a)</b>			<b>2,758,769</b>	<b>2,758,769</b>
[The market value of the quoted shares is <b>Rs.28,88,372.00</b>				
(b) <b>Mutual Funds &amp; Others (Un-Quoted)</b>				
JM Infra & Agricultural Fund	10	10000	100,000	100,000
<b>Total (b)</b>			<b>100,000</b>	<b>100,000</b>
<b>Total Investments [a+b]</b>			<b>2,858,769</b>	<b>2,858,769</b>

# COLINZ LABORATORIES LIMITED

(CIN NO.: L24200MH1986PLC041128)

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

*All amounts in Rupees, unless otherwise stated*

	<b>As at March 31, 2015</b>	<b>As at March 31, 2014</b>
<b>Notes 9 - Long Term Loans &amp; Advances</b>		
Security Deposits	713,150	713,150
Loans to Companies	12,280,000	12,430,000
	<b>12,993,150</b>	<b>13,143,150</b>
<b>Notes 10- Other Non-Current Assets</b>		
Cash and Cash Equivalants	-	-
Fixed Deposits maturing after 12 months	-	-
<b>Notes 11 - Inventories</b>		
Raw Materials [Valued at the lower of cost (first in first out) and estimated net realisable value]	1,364,887	1,707,455
Packing Materials [Valued at the lower of cost (first in first out) and estimated net realisable value]	1,175,659	1,240,184
Work-in-Progress [Valued at the lower of cost and estimated net realisable value]	-	-
Finished Goods [Valued at the lower of cost and estimated net realisable value]	19,644,541	23,606,333
	<b>22,185,087</b>	<b>26,553,972</b>
<b>Notes 12 - Trade Receivables</b>		
(Unsecured and considered good)		
Debtors Outstanding For a Period Exceeding Six Months	1,514,348	1,361,229
Other Debtors	11,952,715	12,167,831
	<b>13,467,063</b>	<b>13,529,060</b>
Trade Receivable stated above include debts due by:		
Directors *	-	-
Other officers of the Company *	-	-
Firm in which director is a partner *	-	-
Private Company in which director is a member	-	-
*Either severally or jointly		
<b>Notes 13 - Cash and Cash Equivalents</b>		
Cash in Hand	126,584	146,548
Balances with Banks on:		
- Current Accounts	4,001,000	5,672,483
- Fixed Deposit Accounts	12,037,174	11,933,527
Less: Restricted Cash	-	-
	<b>16,164,758</b>	<b>17,752,558</b>
<b>Notes 14 - Short Term Loans and Advances</b>		
(Unsecured and considered good, unless otherwise stated)		
<b>a Loans and advances to related parties</b>	-	-
<b>b Others</b>		
Balances With Central Excise Authorities	16,327	45,730
Imprest to Employees	506,111	537,512
Advance to Suppliers/Service Providers	-	-
Pre-paid Expenses	78,932	85,757
VAT Refund Receivable	304,075	304,075
Tax Deducted at Source and Advance Tax	106,665	155,170
	<b>1,012,110</b>	<b>1,128,244</b>

**NOTES FORMING PART OF THE FINANCIAL STATEMENTS**

*All amounts in Rupees, unless otherwise stated*

	<b>As at March 31, 2016</b>	<b>As at March 31, 2015</b>
<b>Notes 15 - Sales -Product</b>		
Sale of Products	83,988,840	82,111,683
Other Operating Revenue	-	-
	<b>83,988,840</b>	<b>82,111,683</b>
<b>Notes 16 - Other Income</b>		
Interest on:		
( - Bank Deposits [including tax deducted at source Rs.90,905 ) (Previous year Rs. 1,03,602)]	908,995	1,036,289
- Dividend	70,933	54,914
<i>Interest on Call Money Received</i>	-	12,488
<i>Sales Tax Refund Received</i>	-	-
	<b>979,928</b>	<b>1,103,691</b>
<b>Notes 17- Cost of Materials Consumed</b>		
Opening Stock	2,947,639	3,357,916
Add: Purchases	17,120,557	15,961,284
	20,068,196	19,319,200
Less: Closing Stock	(2,540,546)	(2,947,639)
	<b>17,527,650</b>	<b>16,371,561</b>
<b>Notes 18 -Changes in inventories of finished goods, work-in-progress and Stock-in-Trade</b>		
<b>Stock In Trade</b>		
Opening Stock:		
- Finished Goods	23,606,333	12,809,304
- Work-in-Progress	-	1,002,051
	23,606,333	13,811,355
Less: Closing Stock:		
- Finished Goods	19,644,541	23,606,333
- Work-in-Progress	-	-
	19,644,541	23,606,333
	<b>3,961,792</b>	<b>(9,794,978)</b>
<b>Notes 19 - Employee Benefit Expense</b>		
Salaries and Allowances	27,572,057	26,831,581
Contribution to Provident and Other Funds	917,602	734,190
Gratuity	133,500	97,200
	<b>28,623,159</b>	<b>27,662,971</b>

**COLINZ LABORATORIES LIMITED**

(CIN NO.: L24200MH1986PLC041128)

**NOTES FORMING PART OF THE FINANCIAL STATEMENTS***All amounts in Rupees, unless otherwise stated*

	<b>As at</b>	<b>As at</b>
	<b>March 31, 2016</b>	<b>March 31, 2015</b>
<b>Notes 20 - Finance Cost</b>		
Interest Expenses	1,157,952	1,150,435
	<b>1,157,952</b>	<b>1,150,435</b>
<b>Notes 21 - Other Expense</b>		
Block & Designs	21,550	29,700
Consumables	154,445	160,791
Laboratory Expenses	54,135	36,408
AC Rental Charges	184,855	190,581
Office Rent	270,000	180,000
Analytical Charges	86,872	183,715
Office Expenses	787,718	852,155
Conveyance	531,254	533,433
Motor Car Expenses	201,617	206,621
Factory Security Expenses	326,876	322,356
Repairs and Maintenance:		
- Plant and Machinery	-	1,170
- Others	365,275	367,982
Freight & Forwarding	1,960,708	1,883,980
Insurance	100,991	120,173
Loan License Charges Paid	420,894	1,426,742
Auditors' Remuneration	105,033	103,371
Power & Fuel	804,640	712,758
Printing & Stationery	138,146	100,972
Books & Periodicals	95,200	52,973
Postage & Telegram	362,360	364,382
Legal & Professional Fees	816,335	475,342
Loss on sale of Share	-	64,741
Taxes & License Fees	711,586	356,326
Society Maint. Charges	107,999	87,488
Telephone Charges	439,913	396,427
Travelling Expenses	471,167	718,979
Commission on sales	1,098,242	1,048,595
Directors' Remuneration	2,074,000	1,874,000
Advertisement (Recruitment & Statutory)	268,507	182,679
Water Charges	24,884	28,316
	<b>12,985,202</b>	<b>13,063,156</b>



CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2016

	April 01, 2015 To March 31, 2016 Rupees	April 01, 2014 To March 31, 2015 Rupees
<b>A) CASH FLOW FROM OPERATING ACTIVITIES:</b>		
<b>Profit/Loss Before Taxation</b>	1,514,448	1,455,358
<b>Adjustments for:</b>		
Depreciation/Impairment	2,817,658	2,975,419
Interest on Fixed Loans	-	-
Interest on Delayed Payment of Taxes	-	-
Provision for Obsolete Stock	-	-
Bad Debts Written off	-	-
Provision for Contingencies	-	-
(Profit)/ Loss on sale of Fixed Assets (Net)	-	-
Interest on Deposits	-	-
Provision for Doubtful Debts written back	-	-
Liability No Longer Required Written Back	-	-
<b>Operating Profit Before Working Capital Changes</b>	<b>4,332,106</b>	<b>4,430,777</b>
<b>Adjustments for changes in working capital:</b>		
Increase / (Decrease) in Trade Payable	(4,906,169)	2,175,973
Increase / (Decrease) in Long Term Provisions	-	-
Increase / (Decrease) in Short Term Provisions	-	-
Increase / (Decrease) in Other Current Liabilities	1,897,459	1,502,509
Increase / (Decrease) in Other Long Term Current Liabilities	23,525	(124,749)
(Increase) / Decrease in Trade Receivables	61,998	(195,363)
(Increase) / Decrease in Inventories	4,368,885	(9,384,701)
(Increase) / Decrease in Long Term Loans & Advances	150,000	200,000
(Increase) / Decrease in Short Term Loans & Advances	116,134	292,288
(Increase) / Decrease in Other Current Assets	-	-
(Increase) / Decrease in Other Non- Current Assets	0	2,316,337
<b>Cash Generated / (Used In) from Operations</b>	<b>6,043,938</b>	<b>1,213,071</b>
Taxes Paid (Net)	(275,062)	(266,855)
Cashflow before extra ordinary items	<b>5,768,876</b>	<b>946,216</b>
Extra Ordinary items: Capital subsidy recd.	-	-
<b>Net Cash generated from / (Used In) Operating Activities</b>	<b>5,768,876</b>	<b>946,216</b>
<b>B) CASH FLOW FROM INVESTING ACTIVITIES:</b>		
Purchase of Fixed Assets	(25,743)	-
Proceeds from Sale of Fixed Assets	-	-
Investments in shares & securities(sold)	-	300,000
Call Money Received (Shares)	4,500	4,500
Interest received	-	-
<b>Net Cash (Used In) Investing Activities</b>	<b>(21,243)</b>	<b>304,500</b>
<b>C) CASH FLOW FROM FINANCING ACTIVITIES:</b>		
Share Capital	-	-
Share Application Money	-	-
Proceeds from Long Term Borrowings	(7,335,433)	4,488,513
Repayment of Short Term Borrowings	-	-
Interest Paid	-	-
<b>Net Cash (Used In) / generated from Financing Activities</b>	<b>(7,335,433)</b>	<b>4,488,513</b>
<b>Net increase in Cash and Cash Equivalents (A+B+C)</b>	<b>(15,878,00)</b>	<b>5,739,229</b>
Cash and Cash Equivalents as at the beginning of the year	17,752,558	12,013,329
Cash and Cash Equivalents as at the end of the year	16,164,758	17,752,558
<b>Cash and Cash Equivalents comprise of:</b>		
Cash in Hand	126584	146,548
Cheques in Hand	-	-
Balances with Scheduled Banks on:		
- Current Accounts	4,001,000	5,672,483
- Fixed Deposit Accounts	12,037,174	11,933,527
	<b>16,164,758</b>	<b>17,752,558</b>

**Notes:**

- The above cash flow statement has been prepared under the "Indirect Method" set out in Accounting Standard 3 - Cash Flow Statements issued by the Institute of Chartered Accountants of India.
- Cash and cash equivalents represent cash and bank balances only.
- Previous Year's figures have been regrouped and rearranged, wherever necessary.

**Auditors Certificate:**

We have verified the above cash flow statement of Colinz Laboratories Limited derived from the audited financial statements for the years ended 31st March, 2016 and 31st March, 2015 and found the same to be drawn in accordance therewith and also with the requirements of Clause 32 of the listing agreements with stock exchanges.

For S. V. BHAT & CO.  
Chartered Accountants

MUMBAI  
Date: 16<sup>th</sup> May, 2016.

S. V. BHAT ( Partner)  
FIRM REG.NO. -101298

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**COLINZ LABORATORIES LIMITED**

Regd. Office: A-101, Pratik Ind. Estate, Mulund-Goregaon Link Road, Bhandup (W), Mumbai - 400 078.

(CIN: L24200MH1986PLC041128)

**FORM OF PROXY**

FORM NO - MGT - 11

Folio No.....

I/We.....resident of  
.....  
member/members of M/S. COLINZ LABORATORIES LIMITED, (CIN : L24200MH1986PLC041128), hereby appoint  
.....resident of  
.....  
..... as my/our proxy to vote for me/us on my/our behalf at the 30th Annual General Meeting of the Company to be held at 2.00 p.m. at Regd. Office: A/101, Pratik Industrial Estate, Mulund Goregaon Link Road, Bhandup(W), Mumbai-400078, on Friday , the 30<sup>th</sup> day of September, 2016, and at any adjournment thereof.

Signed this .....day of .....2016



[ Signature of the Member(s)]

*Note:*

- 1. A Proxy need not be a Member of the Company.
- 2. This form in order to be effective should be duly stamped and signed and must be deposited at the registered Office of this Company not less than 48 hours before the meeting.

**COLINZ LABORATORIES LIMITED**

Regd. Office: A-101, Pratik Ind. Estate, Mulund-Goregaon Link Road, Bhandup (W), Mumbai - 400 078.

(CIN: L24200MH1986PLC041128)

**ATTENDANCE SLIP**

No. of Shares Held:.....D. P. ID. No.....

Folio No:..... CLIENT ID No.....

I hereby record my presence at the 30th Annual General Meeting of the Company held on Friday, the 30th day of September 2016, at 2.00 P.M. at Regd. Office: A/101, Pratik Industrial Estate, Mulund-Goregaon Link Road, Bhandup (W), Mumbai-400078.

.....  
*Member's / Proxy's name in block letters*

.....  
*Member's / Proxy's signature*

**NOTE: Please fill in this attendance slip and hand it over at the ENTRANCE OF THE MEETING PLACE.**

BOOK POST

To,

*If undelivered, please return to :*

**COLINZ LABORATORIES LIMITED.**

A-101, Pratik Ind. Estate,  
Mulund-Goregaon Link Road ,  
Bhandup (W.),  
Mumbai - 400 078.