

GUJCHEM DISTILLERS INDIA LIMITED

Date: 5th September, 2019

To,
BSE Limited
Phiroze Jeejeebhoy Tower,
Dalal Street,
Mumbai - 400 001.
Scrip Code: 506640

To,
Ahmedabad Stock Exchange Limited
Kamdhenu Complex, Opp. Sahjanand College,
Nr. Polytechnic, Panjarapole,
Ahmedabad - 380 015.
Scrip Code: 23010

Dear Sir,

Sub.: Intimation of 80th Annual General Meeting of the Company.

This is to inform you that 80th Annual General Meeting of the shareholders of the Company will be held on Monday, 30th September, 2019 at 4.00 P.M. at the Registered office of the Company at Office No. 6, 2nd Floor, National Chambers, Nr. City Gold, Ashram Road, Ahmedabad-380009.

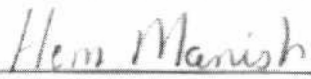
We are enclosing herewith notice of 80th Annual General Meeting of the Company.

The Notice is available on the website of the Company i.e. www.gujchemdistillers.com.

We request you to kindly take the above information on your record.

Thanking you,

Yours faithfully,
FOR GUJCHEM DISTILLERS INDIA LIMITED


HEM MANISH
MANAGING DIRECTOR
DIN: 01428688

Enclosure:
As above.



GUJCHEM DISTILLERS INDIA LIMITED
(CIN: L24230GJ1939PLC002480)



80th ANNUAL REPORT 2018-2019

CORPORATE INFORMATION

BOARD OF DIRECTORS	Smt. Hem Manish, Managing Director Shri Tapan Chokshi, Director (upto 30.08.2019) Smt. Sachi Parikh, Director (upto 30.08.2019) Ms. Hetsvi Navnitlal, Director (upto 30.08.2019) MR. SAGAR SHAH, DIRECTOR (w.e.f. 30.08.2019) MRS. RAJASVEE SHAH, DIRECTOR (w.e.f. 30.08.2019) MR. MANISH MEHTA, DIRECTOR (w.e.f. 30.08.2019) MR. RAMESHBHAI DATHIA, DIRECTOR (w.e.f. 30.08.2019)
CHIEF FINANCIAL OFFICER	Tatu Arvind
COMPANY SECRETARY & COMPLIANCE OFFICER	Mrs. Manali Shah
STATUTORY AUDITORS	M/s. SPARKS & CO., Chartered Accountants
REGISTERED OFFICE	Office No. 6, 2nd Floor, National Chambers, Nr. City Gold, Ashram Road, Ahmedabad-380009 Phone: +91 7926580893 E-mail : gujcheminvestors@gmail.com (CIN: L24230GJ1939PLC002480)
REGISTRAR AND SHARE TRANSFER AGENTS	Link Intime India Pvt. Ltd. 5th Floor, 506 to 508, Amarnath Business Centre, Off C. G. Road, Ahmedabad - 380 009. Phone : 079-2646 5179

NOTICE

NOTICE is hereby given that the 80th Annual General Meeting of the Members of the Company will be held on Monday, 30th September, 2019 at 4.00 P.M. at the Registered Office of the Company situated at Office No.6, 2nd Floor, National Chambers, Nr. City Gold, Ashram Road, Ahmedabad-380009 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statements of the Company including Balance Sheet as at 31st March, 2019, Statement of Profit and Loss and Cash Flow statement for the year ended on that date together with the Directors' Report and Auditors' Report thereon.

SPECIAL BUSINESS:

2. APPOINTMENT OF STATUTORY AUDITORS TO FILL CASUAL VACANCY:

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

RESOLVED THAT pursuant to the provisions of Section 139(8) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force and pursuant to recommendation made by the Board of Directors at its meeting held on 2nd July, 2019 M/s. Sparks & Co., Chartered Accountants (Firm Reg. No. 101458W), Ahmedabad be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Shah Khakhi & Associates, Chartered Accountants (Firm Regn. No. 126506W), Ahmedabad till conclusion of this Annual General Meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to sign the e-form and make arrangement to file the same with Registrar of Companies and intimate to Stock Exchange(s) and to take such other steps as may be necessary in this regard."

3. TO APPOINT M/S. S. N SHAH & ASSOCIATES., CHARTERED ACCOUNTANTS AS STATUTORY AUDITORS OF THE COMPANY:

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

RESOLVED THAT pursuant to the provisions of the section 139, 141, 142 and other applicable provisions of the Companies Act, 2013 and the Companies (Audit & Auditors) Rules 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. S. N Shah & Associates., Chartered Accountants (Firm Registration Number: 109782W) be and are hereby appointed as the Statutory Auditors of the Company, for a term of five consecutive years to hold office from the conclusion of this Annual General Meeting (AGM) until

the conclusion of the AGM to be held for the financial year ending on 31st March, 2024, on the remuneration as may be decided by the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to sign the e-form and make arrangement to file the same with Registrar of Companies and intimate to Stock Exchange(s) and to take such other steps as may be necessary in this regard.”

4. APPOINTMENT OF MR. MANISH MEHTA (DIN: 08516146) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**: -

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 160, 161 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of

Directors) Rules, 2014 (including any statutory modification (s) or re-enactment thereof for the time being in force) read with Schedule IV to the said Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and amendments made thereunder, Mr. Manish Mehta (DIN: 08516146) who was appointed as an Additional Director of the Company by the Board of Directors under the category of Independent director w.e.f. 30.08.2019 and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director and who has submitted a declaration that he meets the criteria for independence as provided in Section 149 (6) of the Act, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five consecutive years.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to sign the form DIR-12 and make arrangement to file the same with Registrar of Companies and intimate to Stock Exchange(s) and to take such other steps as may be necessary in this regard.”

5. APPOINTMENT OF MR. RAMESHBHAI CHIMANLAL DATHIA (DIN: 07767388) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **SPECIAL RESOLUTION**: -

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification (s) or re-enactment thereof for the time being in force) read with Schedule IV to the said Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and amendments made thereunder, Mr. Rameshbhai Chimanlal Dathia (DIN: 07767388) who was appointed as an Additional Director of the Company under the category of Independent director w.e.f. 30.08.2019 and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director and who has submitted a declaration that he meets the criteria for independence as provided in

Section 149 (6) of the Act, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five consecutive years.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to sign the form DIR-12 and make arrangement to file the same with Registrar of Companies and intimate to Stock Exchange(s) and to take such other steps as may be necessary in this regard.”

6. APPOINTMENT OF MR. SAGAR SAMIR SHAH (DIN: 03082957) AS DIRECTOR OF THE COMPANY.

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**: -

“**RESOLVED THAT** Mr. Sagar Samir Shah (DIN: 03082957) who was appointed as an Additional Director of the Company under the category of Promoter Non- Executive Director w.e.f. 30.08.2019 by the Board of Directors and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 to propose him as a candidate for the office of the Director of the Company, be and is hereby appointed Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to sign the form DIR-12 and make arrangement to file the same with Registrar of Companies and intimate to Stock Exchange(s) and to take such other steps as may be necessary in this regard.”

7. APPOINTMENT OF MRS. RAJASVEE SAGAR SHAH (DIN: 08265565) AS DIRECTOR OF THE COMPANY.

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

“**RESOLVED THAT** Mrs. Rajasvee Sagar Shah (DIN: 08265565) who was appointed as an Additional Director of the Company under the category of Promoter Executive Director w.e.f 30.08.2019 by the Board of Directors and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 to propose her as a candidate for the office of the Director of the Company, be and is hereby appointed Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to sign the form DIR-12 and make arrangement to file the same with Registrar of Companies and intimate to Stock Exchange(s) and to take such other steps as may be necessary in this regard.”

8. APPOINTMENT OF MRS. RAJASVEE SAGAR SHAH (DIN: 08265565) AS A MANAGING DIRECTOR OF THE COMPANY FOR A PERIOD OF 3 (THREE) YEARS.

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **SPECIAL RESOLUTION**:

“**RESOLVED THAT** pursuant to Section 196, 197, 188 and 203 and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof) read with Schedule- V of the Companies Act, 2013 and the Articles of Association of the

Company and the consent of the members of the Company be and is hereby accorded to appoint Mrs. Rajasvee Sagar Shah(DIN: 08265565)as a Managing Director of the Company for a period of three (3) years with effect from 16th September, 2019, as well as the payment of salary and perquisites (hereinafter referred to as "remuneration"), on the terms and conditions including remuneration as detailed in the explanatory statement attached hereto,, which is hereby approved and sanctioned with authority to the Board of Directors to alter and vary the terms and conditions of the said appointment in such manner as may be decided between the Board of Directors and Mrs. Rajasvee Sagar Shah.

RESOLVED FURTHER THAT the remuneration payable to Mrs. Rajasvee Sagar Shah (DIN: 08265565),shall not exceed the overall ceiling of the total managerial remuneration as provided under Schedule V and Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to sign the e-forms and make arrangement to file the same with Registrar of Companies and intimate to Stock Exchange(s) and to take such other steps as may be necessary in this regard."

NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER.** The Proxies in order to be valid must be delivered at the Registered Office of the Company not later than 48 hours before the commencement of the meeting. A person can act as the proxy on behalf of members not exceeding fifty and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case the proxy is proposed to be appointed by a member holding more than 10% of total share capital of the Company then such proxy shall not act as a proxy for any other person or shareholder.
2. Corporate Members intending to send their authorised representatives to attend the meeting are requested to send the Company, a certified copy of Board resolution authorizing their representative(s) to attend and vote on their behalf at the meeting.
3. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 with respect to the special business set out in the Notice is annexed hereto.
4. Members holding shares in electronic form are requested to intimate immediately the change, if any in their registered address to their Depository Participants with whom they are maintaining their de-mat accounts. Members holding shares in physical form are requested to intimate any such change to the Company or its Share Transfer Agent i.e. Link Intime India Pvt. Ltd. quoting their folio numbers.
5. Members holding shares in dematerialized mode are requested to intimate all changes pertaining to their Bank details, NECS mandates, nominations, Power of attorney, Change of address/name, PAN details etc. to their Depository Participants only. However members holding shares in physical mode are required to notify any change pertaining their Bank details, NECS, mandates, nominations, Power of Attorney, change of address/ name, PAN details, etc. to Registrar and Share Transfer Agent i.e. M/s. Link Intime India Pvt. Limited, 5th Floor, 506 to 508 AmarnathBusiness Centre, Besides Gala Business Centre, Off C.G.Road, Navrangpura, Ahmedabad -380009.

6. Members / proxies are requested to bring the attendance slip send herewith duly filled in for attending the meeting and are also requested to bring the copy of Annual Report to the meeting.
7. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
8. Only registered members of the Company or any proxy appointed by such registered member may attend the Annual General meeting as provided under the provisions of the Companies Act, 2013.
9. The annual accounts, the reports and all other documents required under the law to be annexed thereto and referred to in the accompanying Notice and the explanatory statement are available for inspection during working hours at the Registered Office of the Company on any working day up to the conclusion of this meeting. Members may also note that the notice of annual general meeting will also be available on the website of the Company i.e. www.guichemdistillers.com for their download.
10. Members desiring to seek information on Financial Statements to be explained at the meeting are requested to send their queries at least ten days before the date of the meeting so that the information can be made available at the meeting.
11. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in the electronic form are, therefore, requested to submit their PAN to their Depository Participant. Members holding shares in physical form shall submit their PAN details to the Company or to their registrar.
12. The Ministry of Corporate Affairs (MCA), New Delhi has taken "Green initiatives in Corporate Governance" by allowing paperless compliance by the Companies and issued a circular clarifying that the service of documents to be made by a Company can be made through electronic mode. To support the green initiative of the Ministry of Corporate Affairs, members who have not yet registered their e-mail id are requested to register the same immediately. Members holding shares in physical form are requested to register their e-mail id by communicating the same to the Company mentioning their Folio number. Members holding shares in electronic form are requested to register their e-mail id with their Depository Participants in this regard.
13. Copies of the Annual Report along with notice convening the Annual General Meeting are being sent by electronic mode to all the members whose email addresses are registered with the Company/DP. For members who have not registered their email addresses, physical copies are being sent by the permitted mode. Members who have not registered their e mail address with the Company are requested to get their E-mail Ids registered with the Company.
14. Brief Particulars of Directors seeking appointment / re-appointment at the forthcoming Annual General Meeting of the Company pursuant to Regulation of 36 (3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by the ICSI is as per **Annexure A**:
15. In compliance with provisions of section 108 of the Act and Rule 20 of The Companies [Management and Administration] Rules, 2014 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide its members the facility of 'remote e-voting' to exercise their right to vote at the 80th Annual General Meeting (AGM). Necessary arrangements have been made by the Company with Central Depository Services

[India] Limited [CDSL] to facilitate remote e-voting. The detailed process, instructions and manner for availing remote e-voting facility is as given under the notes. The Members can cast their vote online from 10.00 A.M on Friday, 27th September, 2019 to 5.00 P.M. on Sunday, 29th September, 2019(Both days Inclusive).

16. A Route Map showing the Directions to reach the venue of the 80th Annual General Meeting is attached herewith as per the requirement of Secretarial Standards – 2 on General Meeting.
17. The Board of Directors have appointed Mr. Devesh Khandelwal, Proprietor of M/s. Khandelwal Devesh & Associates, Practicing Company Secretary, (Membership No. 6897) as the Scrutinizer to scrutinize the remote e-voting and poll process at the Annual General Meeting in a fair and transparent manner. The scrutinizer shall, after the conclusion of voting at the Annual General Meeting, 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 being in the employment of the Company and make a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Managing Director or a person authorized by her in writing who shall counter sign the same.
18. The result will be declared on receipt of Scrutinizer's Report. The result declared along with the scrutinizer's report will be available on the website of the Company www.gujchemdistillers.com and on the website of agency (www.evotingindia.com) immediately after the result is declared. The Company shall simultaneously forward the results to BSE Limited [BSE], where the equity shares of the Company are listed, within the prescribed period.
19. Shareholders holding Equity Shares shall have one vote per share as shown against their holding. The shareholders can vote for their entire voting rights as per their discretion.
20. The facility for voting through poll shall be made available to the members at the Annual General Meeting. The Members attending the meeting shall be able to exercise the voting rights at the meeting. Members who have cast their vote electronically prior to the Meeting may also attend the meeting, but shall not be entitled to cast their vote again. In case the member cast their vote through both the modes then the voting done through electronic mode shall prevail and vote cast through poll shall be treated as invalid. Once the vote on a resolution is cast by the Member, he / she shall not be allowed to change it subsequently.
21. Members are requested to vote only through electronic system or through poll at the Annual General Meeting and in no other form.
22. Members who hold shares in electronic form are requested to write their DP ID and Client ID and those who hold shares in physical form are requested to write their Regd. Folio number in the Attendance Slip for attending the Annual General meeting to facilitate identification of membership at the Annual General meeting.
23. Any person, who acquires shares of the company after the dispatch of the Notice and holds shares as on cut-off date, may cast the vote after following the instructions for remote e-voting as provided in the notice convening the meeting. However, if you are already registered with the CDSL for remote e-voting, then you can use the existing User-Id and password for casting your vote.
24. Mrs. Manali Shah, Company Secretary of the Company, shall be responsible for addressing all the grievances in relation to this Annual General Meeting including remote e-voting. Her contact details are - Email: gujchemdistillers@gmail.com Phone No. :(079) 26580893, Address: Office No. 6, 2nd Floor, National Chambers, Nr. City Gold, Ashram Road, Ahmedabad – 380 009.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 10.00 A.M. on Friday, 27th September, 2019, and ends on 5.00 P.M. on Sunday, 29th September, 2019. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Monday, 23rd September, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID

a.	For CDSL: 16 digits beneficiary ID,
b.	For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
c.	Members holding shares in Physical Form should enter Folio Number registered with the Company.

- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first-time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

- (xi) Click on the EVSN of Gujchem Distillers India Limited on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) **Note for Non – Individual Shareholders and Custodians**

Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.

A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

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

CONTACT DETAILS:

Company	GUJCHEM DISTILLERS INDIA LIMITED
Registrar and transfer agent	Link Intime India Pvt. Ltd.
E-voting Agency	Central Depository Services (India) Limited helpdesk.evoting@cdslindia.com

Scrutinizer	Mr. Khandelwal Devesh
E-mail ID	Info@csdevesh.com

25. Mrs. Hem Manish have tendered their resignation w.e.f. midnight of 15th September, 2019 and same was accepted by the board as on 30th August, 2019, therefore the reappointment of her by rotation as per section 152 of the is not considered for the shareholders' approval.

**By Order of the Board of Directors
GUJCHEM DISTILLERS INDIA LIMITED**

Sd/-

Date: 03/09/2019
Place: Ahmedabad
Regd. Office: Office No.6,
2nd Floor, National Chambers, Nr. City
Gold, Ashram Road, Ahmedabad-
380009

**HEM MANISH
MANAGING DIRECTOR
DIN-01428688**

**EXPLANATORY STATEMENT
PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

The following Statement pursuant to Section 102 of the Companies Act, 2013, sets out all material facts relating to the special businesses mentioned in the accompanying Notice.

ITEM NO. 2

M/s. Shah Khakhi & Associates, Chartered Accountants were appointed as Statutory Auditors of the Company by the Members at the 78th Annual General Meeting (AGM) of the Company held on 1st September, 2017, until the conclusion of Annual General Meeting to be held for the financial year ending on 31st March, 2022. Due to change in the partners of firm, M/s. Shah Khakhi & Associates have resigned as a Statutory Auditors of the Company w.e.f. 2nd July, 2019.

The Board of Directors has approved the recommendation of the Audit Committee for appointment of M/s. SPARKS & Co., Chartered Accountants (Firm Reg. No. 101458W), Ahmedabad as the Statutory Auditors of the Company till the conclusion of this Annual General Meeting.

As per the provisions of Companies Act, 2013 read with rules made thereunder a casual vacancy caused due to resignation of Statutory Auditor needs to be approved by the members in a general meeting within three months. Accordingly, the Board of Directors have recommended the appointment M/s. SPARKS & Co., Chartered Accountants as the Statutory Auditors of the Company to the members of the company for their approval at the Annual General Meeting for the appointment period till the conclusion of this Annual General Meeting.

M/s. SPARKS & Co., Chartered Accountants, have confirmed that their appointment, if made, would be within the limits specified under Section 141 of the Companies Act, 2013 and that they are not disqualified from being appointed as Statutory Auditors of the Company in terms of the applicable provisions of the Act and the Companies (Audit and Auditors) Rules, 2014.

The Board of Directors recommends the passing of the Ordinary Resolution.

None of the Directors and Key Managerial Personnel of the Company or their relatives is in any way concerned or interested, financially or otherwise, in the Resolution as set out at Item No. 2 of the Ordinary Business of this Notice.

ITEM NO.3

M/s. S. N Shah & Associates., Chartered Accountants (Firm Registration Number: 109782W) shall hold office as statutory auditor from the conclusion of 80th Annual general meeting till the conclusion of 85st Annual general meeting.

M/s. S. N Shah & Associates., Chartered Accountants, Ahmedabad have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

There will be no material change in the proposed fees payable to M/s. S. N Shah & Associates., Chartered Accountants, the new Statutory Auditors, from the fees paid to the outgoing Auditor. The details of fees payable to statutory Auditors are as under:

Particulars	Amount
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Brief Profile of Statutory Auditors:

M/s. S. N Shah & Associates., Chartered Accountants (Firm Registration Number: 109782W) is partnership firm situated at Ahmedabad. The firm caters the area of auditing, taxation, Financial and management consultancy and account keeping along with handling assignments of outsourcing of work.

The Board recommends passing of resolution as set out in ITEM No 3 of this notice.

None of the Directors and Key Managerial Personnel or their relatives, in any way, concerned or interested in the said resolution.

ITEM NO.4

Mr. Manish Mehta (DIN: 08516146) has been appointed as an additional director under the category of Independent Director of the Company by the Board of Directors w.e.f 30.08.2019. Under section 161 of the Companies Act, 2013, Mr. Manish Mehta holds office upto the date of ensuing Annual General Meeting. However, he is eligible for appointment as an Independent Director. Due notice under section 160 of the Act has been received to propose him as a candidate for the office of Director of the Company. He has also given the declaration to the board that he fulfills the criteria of independence as provided under section 149(6) of the Act.

Mr. Manish Mehta is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

Mr. Manish Mehta shall not be liable to determination by retirement of Directors by rotation, in terms of Section 149 (13) of the Companies Act, 2013 and the relevant rules made thereunder.

Brief profile of Mr. Manish Mehta in terms of Regulation 36 (3) of the Listing Regulations is forming part of this notice.

The Board recommends the passing of the Ordinary Resolution as set out in the Item no. 4 of the Notice for the appointment of Mr. Manish Mehta as a Director.

None of the Directors and Key Managerial Personnel of the Company except Mr. Manish Mehta and his relatives are concerned or interested in this resolution.

ITEM NO.5

Mr. Rameshbhai Chimanlal Dathia (DIN: 07767388) has been appointed as an additional director under the category of Independent Director of the Company by the Board of Directors w.e.f 30.08.2019. However, he is eligible for appointment as an Independent Director. He has also given the declaration to the board that he fulfills the criteria of independence as provided under section 149(6) of the Act. Under section 161 of the Companies Act, 2013 Mr. Rameshbhai Chimanlal Dathia holds his office upto the date of ensuing Annual General Meeting. Due notice under section 160 of the Act has been received to propose him as a candidate for the office of Director of the Company.

Brief profile of Mr. Rameshbhai Chimanlal Dathia in terms of Regulation 36 (3) of the Listing Regulations is forming part of this notice.

Mr. Rameshbhai Chimanlal Dathia is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

The present age of Mr. RameshbhaiChimanlalDathia is 70 years, during his tenure, he will attend the age of 75 years on 30/06/2024.

The Board recommends the passing of the Special Resolution as set out in the Item no. 5 of the Notice for the appointment of Mr. Rameshbhai Chimanlal Dathia as a Director.

None of the Directors and Key Managerial Personnel of the Company except Mr. Rameshbhai Chimanlal Dathia and his relatives are concerned or interested in this resolution.

ITEM NO.6

Mr. Sagar Samir Shah (DIN: 03082957) has been appointed as an additional director under the Promoter Non-Executive category of the Company w.e.f.30.08.2019. Under section 161 of the Companies Act, 2013, Mr. Sagar Samir Shah (DIN: 03082957) holds his office upto the date of ensuing Annual General Meeting. Due notice under section 160 of the Act has been received to propose him as a candidate for the office of Director of the Company.

The Board recommends the passing of the Ordinary Resolution as set out in the Item no. 6 of the Notice for the appointment of Mr. Sagar Samir Shah as a Director, liable to retire by rotation.

Brief profile of Mr. Sagar Samir Shah in terms of Regulation 36 (3) of the Listing Regulations is forming part of this notice.

Mr. Sagar Samir Shah is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

None of the Directors and Key Managerial Personnel of the Company except Mr. Sagar Samir Shah and Mrs. Rajasvee Sagar Shah and other relatives of Mr. Sagar Samir Shah are concerned or interested in this resolution.

ITEM NO.7

Mrs. Rajasvee Sagar Shah (DIN: 08265565) has been appointed as an additional director under the Promoter Executive category of the Company w.e.f.30.08.2019. Under section 161 of the Companies Act, 2013, Mrs. Rajasvee Sagar Shah (DIN: 08265565) holds his office upto the date of ensuing Annual General Meeting. Due notice under section 160 of the Act has been received to propose him as a candidate for the office of Director of the Company.

The Board recommends the passing of the Ordinary Resolution as set out in the Item no. 7 of the Notice for the appointment of Mrs. Rajasvee Sagar Shah as a Director, liable to retire by rotation.

Brief profile of Mrs. Rajasvee Sagar Shah in terms of Regulation 36 (3) of the Listing Regulations is forming part of this notice.

Mrs. Rajasvee Sagar Shah is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

None of the Directors and Key Managerial Personnel of the Company except Mrs. Rajasvee Sagar Shah and Mr. Sagar Samir Shah and other relatives of Mrs. Rajasvee Sagar Shah are concerned or interested in this resolution.

ITEM NO.8

The Board of Directors at its meeting held on 30th August, 2019 appointed Mrs. Rajasvee Sagar Shah (DIN: 08265565) as Managing Director of the Company w.e.f. 16th September, 2019 for a period of three years, subject to approval of the shareholders. The main terms and conditions of appointment of the above Managing Director, as contained in the board resolution dated 30th August, 2019 are furnished below: -

- I. **Period:**
For a period of 3 years from 16th September, 2019.
- II. **Salary:**
For a period of 3 years, up to Rs. 50,000/- (Rupees Fifty Thousand) per month which is eligible for revision from time to time.
- III. **Perquisites:**
The Managing Director shall be entitled to all the perquisites listed herein below in addition to the salary mentioned above;
 - i. **Medical Re-imburement:** Reimbursement of medical expenses incurred, including premium paid on health insurance policies, whether in India or abroad, for self and family including hospitalization, surgical charges, nursing charges and domiciliary charges for self and for family.
 - ii. **Leave Travel Concession:** For self and family every year incurred in accordance with the rules of the Company.
 - iii. **Club Fees:** Fees of clubs, subject to a maximum of three clubs.
 - iv. **Personal Accident Insurance/Group Life Insurance:** Premium not to exceed Rs.25000/- per annum.
 - v. **Provident Fund/Pension:** Contribution to Provident Fund and Pension Fund to the extent such contributions, either singly or put together are exempt under the Income Tax Act, 1961. Contribution to Pension Fund will be paid on basic salary and commission.
 - vi. **Gratuity:** Gratuity payable shall be in accordance with the provisions of the Payment of Gratuity Act and to the extent not taxable under the Income Tax law.
 - vii. **Use of Car with Driver:** The Company shall provide a car with driver for business and personal use. In addition, the Company shall also reimburse running and maintenance expenses of another car owned by, or leased/ rented to, the Chairman & Managing Director for business and personal use.
 - viii. **Telephone facility at residence:** Telephone facility shall be provided at the residence. All personal long distance calls shall be billed by the Company to the Chairman & Managing Director.
- IV. **Duties:**
Subject to the superintendence, direction, and control of the Board of Directors of the Company, the Chairman & Managing Director shall be entrusted with substantial power of management and also such other duties and responsibilities as may be entrusted to him by the Board of Directors from time to time.
- V. **TERMINATION:**

Managing Director may be removed from his office for gross negligence, breach of duty or trust if a special Resolution to that effect is passed by the Company in its General Meeting. The Managing Director may resign from his office by giving 30 days' Notice to the Company.

VI. COMPENSATION:

In the event of termination of office of Chairman & Managing Director takes place before the expiration of tenure thereof, Managing Director of the Company shall be entitled to receive compensation from the Company for loss of office to extent and subject to limitation as provided under Section 202 of the Companies Act, 2013.

VII. Other terms and conditions:

- a) In the event of absence or inadequacy of profits in any financial year during the tenure of the Managing Director, salary and perquisites subject to the limits stipulated under Schedule V read with Section 196 and 197 of the Companies Act, 2013, are payable.
- b) "Family" means the spouse and dependent children of Mrs. Rajasvee Sagar Shah.
- c) Leave with full pay and allowances shall be allowed as per the Company's rules.
- d) Reimbursement of entertainment expenses actually and properly incurred in the course of business of the Company shall be allowed.
- e) No sitting fees shall be paid to the Managing Director for attending the meetings of the Board of Directors or Committees thereof.
- f) The perquisites as listed in para (III) above shall be valued as per the Income Tax Rules, 1962, as may be applicable.

The Board recommends the passing of the Special Resolution as set out in the Item no. 8 of the Notice for the appointment of Mrs. Rajasvee Sagar Shah as a Managing Director, liable to retire by rotation.

Brief profile of Mrs. Rajasvee Sagar Shah in terms of Regulation 36 (3) of the Listing Regulations is forming part of this notice.

Mrs. Rajasvee Sagar Shah is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

None of the Directors and Key Managerial Personnel of the Company except Mrs. Rajasvee Sagar Shah and Mr. Sagar Samir Shah and other relatives of Mrs. Rajasvee Sagar Shah are concerned or interested in this resolution.

**By Order of the Board of Directors
FOR GUJCHEM DISTILLERS INDIA LIMITED**

Date: 03/09/2019
Place: Ahmedabad

Regd. Office: Office No.6,
2nd Floor, National Chambers, Nr. City
Gold, Ashram Road, Ahmedabad-
380009

HEM MANISH
MANAGING DIRECTOR
DIN-01428688

Annexure A

(Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

	Sagar Samir Shah	Rajasvee Sagar Shah	Manish Mehta	Rameshbhai Chimanlal Dathia
DIN	03082957	08265565	08516146	07767388
Date of Birth	15/03/1991	16/10/1993	05/12/1974	08/06/1949

Date of Appointment	30/08/2019	30/08/2019	30/08/2019	30/08/2019
Qualification and experience in specific functional area	M.Sc. in Sustainable Waste Management	Masters in food and nutrition Associated in the fields of production and distribution of food and nutrition item from last 2 years	Basic Education	Diploma in Engineering
Directorship held in other companies*	-	-	-	-
Membership / Chairmanships of Committee in other Public Companies	-	-	-	-
Number of shares held in the company	49,653	37,955	-	-
Relationship with any Director(s) of the Company	Husband of Rajasvee Sagar Samir.	Wife of Sagar Samir Shah	N.A.	N.A.

*

Excludes the Private Limited Companies, Foreign Companies and Companies regd. under Section 8 of the Companies Act, 2013.

DIRECTORS' REPORT

To,
The Members,

Your Directors present herewith the 80th Annual Report together with the Audited Statement of Accounts for the year ended on 31st March, 2019.

FINANCIAL RESULTS:

The operating results of the Company for the year ended on 31st March, 2019 are briefly indicated below:

	(Rs. in Lakh)	
	2018-2019	2017-2018
Profit (Loss) before depreciation & Extra ordinary item	(38.19)	(30.16)
Less: Depreciation and amortization	7.55	7.83
Profit/ (Loss) before extra ordinary item	(45.74)	(37.99)
Extra ordinary item	—	—
Less :Current tax	—	—
Income tax of earlier years	—	—
Profit/ (Loss) for the year	(45.74)	(37.99)
Surplus in the statement of Profit & Loss Brought forward	249.94	287.93
Balance of Profit & Loss surplus carried forward	204.20	249.94

DIVIDEND:

In view of losses, your Directors regret their inability to recommend dividend for the year under review.

TRANSFER TO RESERVE:

During the year under review, the Company has not transferred any amount to Reserves.

OPERATIONS / STATE OF COMPANY'S AFFAIRS:

During the year under review, there was gross revenue of Rs. 25.70 Lakhs (previous year Rs. 28.31 Lakhs) and has incurred net loss of Rs. 45.74 Lakhs (Previous year loss of Rs.37.99 Lakhs) after providing Depreciation of Rs. 7.55 Lakhs (Previous year Rs. 7.84 Lakhs).

MATERIAL CHANGES AFFECTING THE FINANCIAL POSITION:

There were no material changes affecting the financial position of the Company occurred between the end of financial year to which the statement relates and the date of Directors' Report.

OPEN OFFER FOR ACQUIRING SHARES OF THE COMPANY:

Mr. Sagar Samir Shah and Mrs. Rajasvee Sagar Shah ("the acquirers") pursuant to and in compliance with regulation 3(1) and 4 of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 have made an open offer for acquisition of 42,091 Equity shares of Rs. 10/- each constituting 26% of equity shares & voting capital from the public shareholders in cash at a price of Rs. 120 per equity share. The same remained open for public for tendering their shares from Wednesday, 31st July, 2019 to Wednesday, 14th August, 2019.

MANAGEMENT DISCUSSIONS AND ANALYSIS REPORT:

The Management Discussions & Analysis Report forms part of the Corporate Governance report annexed to this report.

SECRETARIAL STANDARDS:

The Board of Directors of the company has complied with applicable Secretarial Standards issued by The Institute of Company Secretaries of India.

DEPOSITS:

The Company has not accepted or renewed any deposits from public falling within the purview of Section 73 of Companies Act, 2013 during the financial year under review.

CORPORATE SOCIAL RESPONSIBILITY:

Your Company does not fall under the criteria mentioned in the provision of Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility) Rules, 2014, and accordingly the Company is not required to constitute CSR Committee nor is it required to spend any amount in CSR Activity.

DIRECTORS:

In accordance with Section 152 of the Companies Act, 2013 and Rules framed thereunder, Smt. Hem Manish, (holding DIN: 01428688), retires by rotation and being eligible offers herself for re-appointment.

During the year under review,

- a. Smt. Hem Manish (DIN: 01428688) was re-appointed as the Managing Director of the Company for the period of 3 years with effect from 15th April, 2018.
- b. Shri Shashikant Pandya (holding DIN: 01672981) ceased to be Director of the Company due to sad demise on 13th November, 2018. The Directors placed on record their deep appreciation for his valuable guidance and assistance received during his tenure as a Director and Member / Chairman of various committee of the Company.
- c. Ms. Hetsvi Navnillal (DIN: 08313021) was appointed as an Additional Director of the Company with effect from 3rd January, 2019. She holds office up to the date of ensuing Annual General Meeting. Necessary resolution has been proposed for her appointment as a Director of the Company for approval of members of the Company. The Board recommends passing of necessary resolution.

DECLARATION BY INDEPENDENT DIRECTORS:

The Independent Directors have submitted their declaration to the Board that they fulfill all the requirements as stipulated in Section 149 (6) of the Companies Act, 2013 read with Rules framed there under and under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

EXTRACT OF THE ANNUAL RETURN:

Extract of the Annual Return as on 31st March, 2019 in the prescribed form MGT - 9, pursuant to provisions of Section 92(3) of the Companies Act, 2013 and the Companies (Management and Administration) Rules 2014, is annexed to this report as **Annexure I**.

CORPORATE GOVERNANCE REPORT:

The Corporate Governance Report with Auditors' certificate thereon is attached as **Annexure II**, forming part of this report.

DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to the provisions of Section 134(5) of the Companies Act, 2013 with respect to the Directors' responsibility Statement, the Directors confirm that:

- i. in the preparation of the annual financial statement, the applicable accounting standards have been followed and that no material departures have been made for the same;
- ii. they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the loss of the Company for the financial year;
- iii. they have taken proper and sufficient care to the best of their knowledge and ability for the maintenance of adequate accounting records in accordance with the provisions of the Act. They confirm that there are adequate systems and controls for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv. they have prepared the annual accounts on a going concern basis;
- v. they have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and operating properly; and
- vi. they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

NUMBER OF BOARD MEETINGS:

During the year the Board of Directors duly met Six (6) times. The details of the Board Meetings are provided in the Corporate Governance Report which is annexed to the Report.

PERFORMANCE EVALUATION OF THE BOARD COMMITTEES AND INDEPENDENT DIRECTORS:

Pursuant to the provisions of the Companies Act, 2013 and Rules framed thereunder read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 formal annual evaluation is to be made by the Board of its own performance and that of its Committees and Individual Directors. The Board after taking into consideration the criteria of evaluation laid down by the Nomination and Remuneration Committee in its policy such as Board Composition, level of involvement, performance of duties, attendance etc. had evaluated its own performance, the performance of its committees and Independent Directors (excluding the Director being evaluated).

The performance evaluation of the Managing Director & Non-Independent Directors was also carried out by the Independent Directors. The Directors expressed their satisfaction with the evaluation process and performance of the Board as a whole.

POLICY ON DIRECTORS APPOINTMENT AND REMUNERATION:

Pursuant to the requirements of Section 134 and 178 of the Companies Act, 2013, the policy on appointment of Board Members and policy on remuneration of the Directors, KMPs and other employees as attached as **Annexure III** to this report.

CONTRACTS OR AGREEMENTS WITH RELATED PARTIES:

There were no material Related Party Transaction entered into during the financial year under review. Hence the Company is not required to report under this head. The Board has approved policy on related party transactions & the same has been uploaded on the website i.e. www.gujchemdistillers.com.

DISCLOSURE UNDER RULE 5 OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014:

Details pertaining to remuneration and other details as required under Section 197 (12) of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is attached as **Annexure IV** to this report.

INTERNAL FINANCIAL CONTROL AND THEIR ADEQUACY:

The Company has adopted internal control system considering the nature of its business and the size and complexity of operations. The Board has adopted the policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the 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 disclosures etc. The management is taking further steps to strengthen the internal control system.

RISK MANAGEMENT POLICY:

The Company has structured risk management policy as per the requirements of the Companies Act, 2013. The Risk management Policy is designed to safeguard the organization from various risks through timely actions.

In the opinion of the Board there has been no identification of element of Risk that may threaten the existence of the Company.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013:

Details of loans, guarantees & investments made, if any, are disclosed in the notes forming part of financial statement.

STATUTORY AUDITORS:

The present statutory auditors M/s. Shah Khakhi & Associates, Chartered Accountants (Firm Regn. No. 126506W), Ahmedabad have tendered their resignation on account of change in the partners of the firm. The Board of Directors at its meeting held on 2nd July, 2019 appointed M/s. SPARKS & Co., Chartered Accountants (Firm Reg. No. 101458W), Ahmedabad as Statutory Auditors of the Company. The Board recommends their appointment as per the resolution appended in the notice.

STATUTORY AUDITORS' OBSERVATIONS:

The Statutory Auditors' Report to the Shareholders for the year under review, does not contain any qualifications / observations requiring explanation from the Board of Directors.

SECRETARIAL AUDIT REPORT:

M/s. Parikh Dave & Associates, Practicing Company Secretaries, were appointed as Secretarial Auditors of the Company for the financial year 2018-19 pursuant to the provisions of Section 204 of the Companies Act, 2013. The Secretarial Audit Report submitted by them in prescribed form MR-3 is attached as **Annexure V** to this report.

There are no qualifications /observations or remarks of the Secretarial Auditors in the Report issued by them for the financial year 2018-19 which call for any explanation from the Board of Directors.

COMPOSITION OF AUDIT COMMITTEE:

The Board has constituted the Audit Committee in accordance with the provisions of Section 177 of the Companies, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The details of Audit Committee are provided in the Corporate Governance report which is attached as an annexure to this report.

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

The Company has adopted a policy on Prevention of Sexual Harassment of Women at Workplace in accordance with the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The policy aims at the protection of the women employees at work place and providing the safe working environment where women feels secure.

The Company regularly conducts awareness programmes for its employees and the Company has not received any complaint so far in connection with the sexual harassment.

MAINTENANCE OF COST RECORDS:

The provisions of Section 148 of the Companies Act, 2013 and the rules framed thereunder are not applicable to the Company and hence the Company was not required to maintain any Cost records for the year under review.

VIGIL MECHANISM:

Pursuant to provisions of Section 177(9) of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014 the Board of Directors had approved the Policy on Vigil Mechanism/ Whistle Blower Policy. Through this policy Directors, Employees or business associates may report the unethical behavior, malpractices, wrongful conduct, frauds, violations of the Company's code etc. to the Chairman of the Audit Committee.

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

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

Conservation of energy-

Since there were no activities carried out during the year, there is nothing to be reported by the Company here.

Technology absorption-

Since there were no activities carried out during the year, there is nothing to be reported by the Company here.

FOREIGN EXCHANGE EARNINGS AND OUTGO :

There were no foreign exchange earnings or outgo during the year under review.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS:

During the year under review, there were no significant or material order passed by any regulatory authority, court or tribunal which shall affect the going concern status of the Company's operations in future.

ACKNOWLEDGEMENT:

The Board acknowledges with thanks the overall support extended by the shareholders, employees, and other stakeholders.

Date : 14th August, 2019
Place : Ahmedabad

For and on behalf of Board,
FOR GUJCHEM DISTILLERS INDIA LIMITED
HEM MANISH **TAPAN CHOKSHI**
Managing Director Director
DIN: 01428688 **DIN: 01246378**

FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN
as on financial year ended on 31st March, 2019
Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.
I REGISTRATION & OTHER DETAILS:

i	CIN	L24230GJ1939PLC002480
ii	Registration Date	April 4, 1939
iii	Name of the Company	GUJCHEM DISTILLERS INDIA LIMITED
iv	Category/Sub-category of the Company	Company Limited by shares / Indian Non Government Company
v	Address of the Registered office & contact details	Office No.6, 2nd Floor, National Chambers, Nr. City Gold, Ashram Road, Ahmedabad-380009
vi	Whether listed company	Yes
vii	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Link Intime India Pvt. Ltd. 5th Floor, 506 to 508, Amarnath Business Centre-1, Besides Gala Business Centre and Off. C.G. Road, Navrangpura, Ahmedabad 380009. Phone No.: 079 - 2646 5179 Email : ahmedabad@linkintime.co.in

II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated

Sl. No.	Name and Description of main products/ services	NIC Code of the Product/ service	% to total turnover
1		N.A.	

III PARTICULARS OF HOLDING, SUBSIDIARY & ASSOCIATE COMPANIES

Sr. No.	Name & Address of the Company	CIN/ GLN	Holding/ Subsidiary Associate	% of Shares held	Applicable Section
N.A.					

IV SHAREHOLDING PATTERN (Equity Share capital Break up as % to total Equity)
i) Category-wise Share Holding:

Category of Shareholders	No. of Shares held at the beginning of the year (01.04.2018)				No. of Shares held at the end of the year (31.03.2019)				(% change during the year)
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	84329	0	84329	52.09	84329	0	84329	52.09	0
b) Central Govt. or State Govt.	0	0	0	0	0	0	0	0	0
c) Bodies Corporates	0	0	0	0	0	0	0	0	0
d) Bank/FI	0	0	0	0	0	0	0	0	0
e) Any other	0	0	0	0	0	0	0	0	0
SUB TOTAL: (A) (1)	84329	0	84329	52.09	84329	0	84329	52.09	0

(2) Foreign									
a) NRI- 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
d) Banks/Fl	0	0	0	0	0	0	0	0	0
e) Any other...	0	0	0	0	0	0	0	0	0
SUB TOTAL (A) (2)	0	0	0	0	0	0	0	0	0
Total Shareholding of Promoter (A)= (A)(1)+(A)(2)	84329	0	84329	52.09	84329	0	84329	52.09	0
B. PUBLIC SHAREHOLDING									
(1) Institutions									
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks/Fl	0	197	197	0.12	0	197	197	0.12	0
c) Central govt	0	1	1	0	0	1	1	0	0
d) State Govt.	0	0	0	0	0	0	0	0	0
e) Venture Capital Fund	0	0	0	0	0	0	0	0	0
f) Insurance Companies	1434	0	1434	0.89	1434	0	1434	0.89	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
SUB TOTAL (B)(1):	1434	198	1632	1.01	1434	198	1632	1.01	0
(2) Non Institutions									
a) Bodies corporates									
i) Indian	160	0	160	0.10	150	0	150	0.09	-0.01
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals									
i) Individual share-holders holding nominal share capital upto Rs.1 lakhs	8885	58146	67031	41.41	11451	52515	63966	39.51	-1.89
ii) Individualshareholders holding nominal share capital in excess of Rs. 1 lakhs	0	0	0	0	0	0	0	0	0
c) NBFCs registered with RBI	0	0	0	0.00	30	0	30	0.02	0.02
d) Directors & Relative	7581	788	8369	5.17	7581	788	8369	5.17	0.00
e) Non Resident Indians (Repat.)	0	22	22	0.01	0	22	22	0.01	0.00
f) Non Resident Indians (Non Repat.)	13	8	21	0.01	13	8	21	0.01	0.00
g) Clearing Members	1	0	1	0	3023	0	3023	1.87	1.87
h) HUF	320	0	320	0.20	343	0	343	0.21	0.01
SUB TOTAL B(2):	16960	58964	75924	46.90	22591	53333	75924	46.90	0.00
Total Public Shareholding (B)= (B)(1)+(B)(2)	18394	59162	77556	47.91	24025	53531	77556	47.91	0.00
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	102723	59162	161885	100.00	108354	53531	161885	100.00	0.00

(ii) SHARE HOLDING OF PROMOTERS

SN	Shareholders Name	Shareholding at the beginning of the year			Share holding 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	Smt. Devika Navnital	10028	6.19	0	10028	6.19	0	0.00
2	Smt.Hem Manish	61727	38.13	0	61727	38.13	0	0.00
3	Bela Sandeep	5305	3.28	0	5305	3.28	0	0.00
4	Chaula Navnital	2793	1.73	0	2793	1.73	0	0.00
5	Hemangini Sameer Sinha	4476	2.76	0	4476	2.76	0	0.00
	Total:	84329	52.09	0	84329	52.09	0	0.00

(iii) CHANGE IN PROMOTERS' SHAREHOLDING (SPECIFY IF THERE IS NO CHANGE) : N.A.

(iv) **Shareholding Pattern of top ten Shareholders**
(other than Directors, Promoters & Holders of GDRs & ADRs)

Sr. No.	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	TATU ARVIND				
	At the beginning of the year	7493	4.63		
	No change during the year				
	At the end of the year			7493	4.63
2	ANS PVT LTD				
	At the beginning of the year	0	0.00		
	Purchased during the year	3023	1.87	3023	1.87
	At the end of the year			3023	1.87
3	LIFE INSURANCE CORPORATION OF INDIA				
	At the beginning of the year	1434	0.89		
	No change during the year				
	At the end of the year			1434	0.89
4	BHALCHANDRA R. SHAH				
	At the beginning of the year	450	0.28		
	Purchased during the year	350	0.22	800	0.49
	At the end of the year			800	0.49
5	VISHWANATH SHANKAR SAPRE NANDINI MAKARAND SARDESAI				
	At the beginning of the year	548	0.34		
	Purchased during the year	274	0.17	822	0.51
	At the end of the year			822	0.51
6	VINODCHANDRA MULJIBHAI SHAH UDAY VINODCHANDRA SHAH				
	At the beginning of the year	500	0.31		
	No change during the year				
	At the end of the year			500	0.31
7	CHANDRIKABEN DHIRESHCHANDRA PATEL				
	At the beginning of the year	484	0.30		
	No change during the year				
	At the end of the year			484	0.30
8	RAEESABANU MOHAMEDHANIF MAHIDA MOHMMEDHANIF NOORBHAI MAHIDA				
	At the beginning of the year	453	0.28		
	No change during the year				
	At the end of the year			453	0.28
9	NILESH CHIMANLAL SHAH				
	At the beginning of the year	447	0.28		
	Purchased during the year	5			
	At the end of the year			452	0.28
10	MANISHKUMAR I. MEHTA				
	At the beginning of the year	0	0.00	0	0.00
	Purchased during the year	442	0.27	442	0.27
	At the end of the year			442	0.27

(v) Shareholding of Directors & KMP

Sr. No.	For Each of the Directors & KMP	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	Smt. Hem Manish				
	At the beginning of the year	61727	38.13		
		No change during the year			
	At the end of the year			61727	38.13
2	Shashikant D. Pandya*				
	At the beginning of the year	50	0.03		
		No change during the year			
	At the end of the year			NA	NA
3	Sachi Parikh				
	At the beginning of the year	2	0.00		
		No change during the year			
	At the end of the year			2	0.00
4	Shri Tapan Choksi				
	At the beginning of the year	0	0.00		
		No change during the year			
	At the end of the year			0	0.00
5	Ms. Hetsvi Navnitlal**				
	At the beginning of the year	0	0.00		
		No change during the year			
	At the end of the year			0	0.00
6	Smt. Manali Shah, Company Secretary				
	At the beginning of the year	0	0.00		
		No change during the year			
	At the end of the year			0	0.00
7	Smt. Tatu Arvind Chief Financial Officer				
	At the beginning of the year	7493	4.63		
		No change during the year			
	At the end of the year			7493	4.63

* Ceased to be Director due to sad demise on 13th November, 2018

* Appointed as Director w.e.f. 3rd January, 2019

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

(In Rs.)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtness at the beginning of the financial year				
i) Principal Amount	858	0	0	858
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	858	0	0	858
Change in indebtedness during the financial year				
Additions	1433044	0	0	1433044
Reduction	0	0	0	0
Net Change	1433044	0	0	1433044
Indebtedness at the end of the financial year				
i) Principal Amount	14,33,902	0	0	14,33,902
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	14,33,902	0	0	14,33,902

VII REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL
A. Remuneration to Managing Director, Whole time director and/or Manager:

(In Rs.)

Sr. no.	Particulars of Remuneration	Name of the MD/WTD/Manager
1	Gross salary	Hem Manish
(a)	Salary as per provisions contained in section 17(1) of the Income Tax. 1961.	17,40,000
(b)	Value of perquisites u/s 17(2) of the Income tax Act, 1961	8,68,835
(c)	Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-
2	Stock option	-
3	Sweat Equity	-
4	Commission	-
	as % of profit	-
	others (Group Insurance Premium)	-
5	Others, please specify Medical allows	-
	Total (A)	26,08,835
	Ceiling as per the Act	60,00,000

B. Remuneration to other directors: (In Rs.)

Sr. No	Particulars of Remuneration	Name of the Directors				Total Amount
		Shri Shashikant D. Pandya*	Shri Tapan Chokshi	Smt. Sachi Parikh	Ms. Hetsvi Navnitla**	
1	Independent Directors					
(a)	Fee for attending board committee meetings	4,000	6,000	6,000	1,000	17,000
(b)	Commission	0	0	0	0	
(c)	Others, please specify	0	0	0	0	
	Total (1)	4,000	6,000	6,000	1,000	17,000
2	Other Non Executive Directors					
(a)	Fee for attending board committee meetings		0		0	
(b)	Commission		0		0	
(c)	Others, please specify.		0		0	
	Total (2)		0		0	
	Total (B)=(1+2)	4,000	6,000	6,000	1,000	17,000
	Total Managerial Remuneration					26,08,835
	Overall Ceiling as per the Act (Within the limits prescribed under Schedule V excluding the sitting fees)					60,00,000

* Ceased to be Director w.e.f. 13th November, 2018.

** Appointed as Director w.e.f. 3rd January, 2019.

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD (In Rs.)

Sr. No.	Particulars of Remuneration	Key Managerial Personnel				Total
		M.D.	CEO	Company Secretary	CFO	
1	Gross Salary					
(a)	Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.	As given above	NA	36,000	96,000	1,32,000
(b)	Value of perquisites u/s 17(2) of the Income Tax Act, 1961	-	-	1,50,000	90,000	2,40,000
(c)	Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-	-	-	-
2	Stock Option	-	-	-	-	-
3	Sweat Equity	-	-	-	-	-
4	Commission	-	-	-	-	-
	as % of profit	-	-	-	-	-
	others, specify	-	-	-	-	-
5	Others, please specify					
	Graduity premium			-	448	448
	PF Contribution	-	-	4,320	11,520	15,840
	HRA	-	-	-	-	-
	Conveyance	-	-	-	-	-
	Adhoc Allowance	-	-	-	24,000	24,000
	Adhoc conveyance	-	-	-	-	-
	Group insurance premium	-	-	-	13,035	13,035
	LTA & Bonus etc.	-	-	-	24,000	24,000
	Total	-	-	1,90,320	2,59,003	4,49,323

VII PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES

There were no penalties / punishments / compounding of offences for the year ended on 31st March, 2019.

Date : 14th August, 2019
Place : Ahmedabad

For and on behalf of Board,
FOR GUJCHEM DISTILLERS INDIA LIMITED
HEM MANISH Managing Director
DIN: 01428688
TAPAN CHOKSHI Director
DIN: 01246378

CORPORATE GOVERNANCE REPORT
1) COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE:

The Company believes that good corporate governance leads to long term gain in shareholder's value. The Company is committed to maintain the highest standard of corporate governance in its conducts towards shareholders, employees and other stakeholders.

2) Board of Directors
Composition:

The Board of Directors of your Company as on 31st March, 2019 consists of Four Directors. Smt. Hem Manish is the Managing Director of the Company. The composition of Board of Directors is in compliant with the requirement of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Board meetings:

During the year, six meetings of the Board of Directors were held on 03-04-2018, 16-05-2018, 13-08-2018, 02-11-2018, 03-01-2019 and 12-02-2019. The Company has observed the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 regarding meeting of Board of Directors and that the maximum gap between two consecutive board meetings was not more than one hundred and twenty days.

The composition of Directors and their attendance at the Board Meetings during the year and at the last Annual General Meeting and also number of the directorship and committee Membership in other Companies are given below:

Sr. No.	Name of Director	Category of Directorship	No. of Board Meetings Attended	Attendance at last AGM	@No. of other Directorships	\$No. of other Committee Membership/ Chairmanship
1.	Smt. Hem Manish	Managing Director Promoter- Executive Director	6	Yes	-	-
2.	Shri Shashikant D. Pandya*	Independent Non-executive Director	4	Yes	-	-
3.	Shri Tapan Chokshi	Independent Non-executive Director	6	Yes	-	-
4.	Smt. Sachi Parikh	Independent Non-executive Director	6	Yes	-	-
5.	Ms. Hetsvi Navnital**	Independent Non-executive Director	1	N.A.	-	-

* Ceased to be Director w.e.f. 13th November, 2018.

** Appointed as Director w.e.f. 3rd January, 2019.

@ Excludes Alternate Directorship / Directorship of Private Limited Companies, Foreign Companies and Companies covered under Section 8 of the Companies Act, 2013.

\$ Member/Chairperson of Audit Committee and Stakeholders Relationship Committee only is considered.

Noone of the above mentioned Directors are Director in any other listed entity.

Ms. Hetsvi Navnital, Director of the Company is daughter of Smt. Hem Manish, Managing Director of the Company. Except this, none of the Director of the Company is related to any other Director.

None of Directors on the Board are members in more than ten committees and they do not act as Chairman of more than five committees across all companies in which they are Directors.

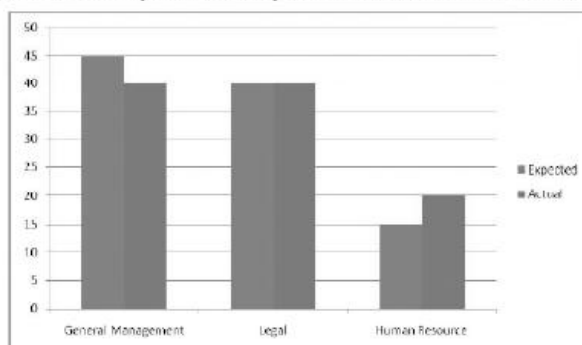
Shareholding of Non-Executive Directors as on 31-03-2019 is as follows:

Name of the Directors	Number of Equity Shares
Shri Tapan Chokshi	Nil
Smt. Sachi Parikh	2
Ms. Hetsvi Navnital	Nil

The policy on familiarization programme of Independent Directors of the Company is available on the website of the Company i.e. www.gujchemdistillers.com.

Qualifications and Expertise of Board of Directors:

Chart Showing the skills/expertise/competence of the Board of Directors



Considering the present scenario, the Company requires skills/ expertise/ competencies in the areas of General Management, Legal Expertise and Human resources and the same are available with the Board.

Confirmation regarding Independent Directors

Pursuant to the provisions of Section 134 of the Companies Act, 2013 with respect to the declaration given by the Independent Directors of the Company under Section 149 (6) of the Companies Act, 2013, the Board hereby confirms that all the Independent Directors fulfill the conditions specified in the SEBI (LODR) Regulations 2015 and are independent of the management.

The Company has received Certificate from Umesh Parikh & Associates, Practicing Company Secretaries certifying that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of the Company by the Board/Ministry of Corporate Affairs or any such statutory Authority.

All the recommendations made by the various committees have been accepted by the Board,

3) Audit Committee

As required under Section 177 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Board has constituted an Audit Committee.

The composition of Committee and the qualifications of the members are in compliance with the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. During the year, 4 (four) Committee Meetings were held on 16-05-2018, 13-08-2018, 02-11-2018 and 12-02-2019.

The composition of the Audit Committee and the attendance of the members is as under:

Sr. No.	Name of Members	Category of Directorship	Number of Meeting Attended
1.	Shri Shashikant D. Pandya, Chairman*	Independent Director	3
2.	Shri Tapan Choksi, Member	Independent Director	4
3.	Smt. Hem Manish, Member	Promoter -Executive Director	4
4.	Smt. Sachi Parikh, Member**	Independent Director	1

* Ceased to be Member w.e.f. 13th November, 2018.

** Appointed as Member w.e.f. 3rd January, 2019.

Terms of Reference:

The Board at its meeting held on January 3, 2019, revised the 'Terms of Reference' of the Audit Committee due to implementation of amendments to the Listing Regulations. The terms of reference of the Audit Committee covers the areas as contemplated in Section 177 of the Companies Act, 2013 read with Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

The brief terms of reference of the Audit Committee are as under:

- i. Oversee the financial reporting process,
- ii. Recommend the appointment/re-appointment of auditors,
- iii. Decide the audit fees, discuss the nature and scope of audit and ascertain area of concern,
- iv. Review the annual and quarterly financial statements,
- v. Review the changes in accounting policies etc.,
- vi. Review the adequacy of internal audit functions and discuss with them significant findings,
- vii. Review the disclosure of related party transactions,
- viii. Compliance with listing and other legal requirements relating to financial statements,
- ix. To oversee the working of vigil mechanism etc.
- x. To review the utilization of loans and/ or advances from/investment in the subsidiary Company, if any exceeding Rs. 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments.

The interval between two meeting convened was not more than one hundred twenty days. The audit committee adheres to the SEBI guidelines in terms of quorum of its meetings, functioning, role and powers.

4) Nomination and Remuneration Committee.

As required under Section 178 of the Companies Act, 2013 read with the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Board has constituted the Nomination and Remuneration Committee.

During the year two committee meetings were held on 03-04-2018 and 03-01-2019. The Composition of Nomination and Remuneration Committee and the attendance of the members is as under:

Sr. No.	Name of the Members	Category of Directorship	Number of Meetings attended
1.	Shri Shashikant D. Pandya, Chairman*	Independent Director	0
2.	Shri Tapan Choksi, Chairman	Independent Director	2
3.	Smt. Sachi Parikh, Member**	Independent Director	2
4.	Ms. Hetsvi Navnital, Member**	Non-Independent Director	N.A.

* Ceased to be Member w.e.f. 13th November, 2018.

** Appointed as Member w.e.f. 3rd January, 2019.

The terms of reference of the Nomination and Remuneration Committee are as outlined in the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Board at its meeting held on January 3, 2019, has revised the existing scope of the Committee in compliance of the SEBI (LODR) (Amendment) Regulations, 2018.

The Committee is inter alia authorised to identify persons who are qualified to become Directors, appointment at senior Management, evaluation of Directors performance, recommending policy relating to the remuneration for the Directors, Key Managerial Personnel and Senior Management and granting of Stock options to senior Managerial Personnel.

Performance Evaluation of Independent Directors:

The Performance of the Independent Director is evaluated based on the criteria such as his knowledge, experience, integrity, expertise in any area, number of Board/ Committee meetings attended, time devoted to the Company, his participation in the Board/ Committee meetings etc. The Performance evaluation of the Independent Directors was carried out by the Board and while evaluating the performance of the Independent Directors, the Director who was subject to the evaluation did not participate.

Details regarding Remuneration to Directors:

Details of remuneration paid to the Executive Directors of the Company for the year ended 31-03-2019 is as under:-

Name of the Director	Designation	Salary and Allowances Rs. In lacs	Perquisites Rs. in Lacs	Total Remuneration Rs. in Lacs
Smt. Hem Manish	Managing Director	17.40	8.69	26.09

Service Contract and Notice Period: The appointment of Smt. Hem Manish as a Managing Director of the Company is for the period of 3 years w.e.f. 15-04-2018, terminable by three months' notice in writing by either side.

The Company has not formulated any scheme for giving any stock options to the employees. Hence no stock options have been granted to the Managing Director during the year ended on 31-03-2019.

During the year ended on 31-03-2019, the Company has paid the following amount towards sitting fees to the Non-Executive Directors of the Company for attending the Board / Committee meetings:

A Non Executive Director shall be entitled to receive sitting fees for each meeting of the Board/ Committee attended by him / her, of such sum which is within the overall limits prescribed under the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

(Amt. In Rs.)

Name of the Director	Sitting Fees
Shri Shashikant D. Pandya*	4,000
Shri Tapan Chokshi	6,000
Smt. Sachi Parikh	6,000
Ms. Hetsvi Navnital**	1,000

* Ceased to be Member w.e.f. 13th November, 2018.

** Appointed as Member w.e.f. 3rd January, 2019.

Besides above, the Company does not pay any other commission or remuneration to its Non-Executive Directors.

The Company did not have any other pecuniary relationship or transactions with the Non-Executive Directors during the period under review.

Remuneration Policy:

The Nomination and Remuneration Committee at its meeting held on January 3, 2019, revised the Nomination and Remuneration Policy pursuant to SEBI (LODR) (Amendment) Regulations, 2018 relating to the remuneration of the Directors, Key Managerial Personnel and other employees which was approved by the Board and forms the part of the Directors' Report.

5) Stakeholders Relationship Committee.

As required under Section 178 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has constituted the Stakeholders Relationship Committee.

As a measure of good corporate governance and to focus on the Shareholders' grievances and towards strengthening investor relations and to expedite the transfer process in the physical segment, the committee deals with issue of duplicate share certificates, redressing shareholders' and investors' complaints and Grievances like transfer of shares, non-receipts of Balance-sheet etc. The Board at its meeting held on January 3, 2019, has revised the existing scope of the Committee in compliance of the SEBI (LODR) (Amendment) Regulations, 2018.

The Composition of the Stakeholders Relationship Committee is as under:

Sr. No.	Name of the Members	Category Of Directorship
1.	Shri Shashikant D. Pandya, Chairman*	Independent Director
2.	Shri Tapan Chokshi, Chairman	Independent Director
3.	Smt. Hem Manish, Member	Promoter - Executive Director
4.	Smt. Sachi Parikh, Member**	Independent Director

* Ceased to be Member w.e.f. 13th November, 2018.

** Appointed as Member w.e.f. 3rd January, 2019.

Name and designation of the Compliance Officer of the Company:

Smt. Manali Shah, Company Secretary & Compliance Officer.

Details of the Complaints during the year ended on 31-03-2019:

Particulars	Number of Complaints
Shareholders Complaints received during the year	0
Shareholders Complaints resolved during the year	0
Shareholders Complaints not solved to the satisfaction of the Shareholder	0
Number of Pending Complaints	0

6) INDEPENDENT DIRECTORS:

As per the provisions of the Schedule IV of the Companies Act, 2013 read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Independent Directors of the Company shall hold at least one meeting in the year without attendance of the Non Independent Directors. The Independent Directors at their meeting held on 2nd November, 2018 has reviewed the performance of the Non Independent Directors (Including the Chairperson) and assessed the quality, quantity and timeliness of the flow of information between the Company and the Management.

The Independent Directors were satisfied with the performance of the Executive Directors of the Company and with the flow of information between the Company and the Management.

7) RISK MANAGEMENT POLICY:

The Board of Directors has framed, approved and implemented risk management policy of the company including identification of element of risk. The Primary purpose of the policy is to review the major risks identified by the Management along with the Mitigation plan, monitoring and reviewing the Company's risk Management plan and to apprise the Board on the risk assessment and minimization process. The Policy is available on the website of the Company www.gujchemdistillers.com.

8) VIGIL MECHANISM POLICY:

According to the provisions of Section 177(9) of the Companies Act, 2013 and the Rules made there under, read with SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has established a vigil mechanism policy termed as Whistle Blower Policy, for directors and employees to report concerns about unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct or Ethics Policy, which also provides for adequate safeguards against victimization of director(s) / employee(s) who avail of the mechanism and also provide for direct access to the chairman of the Audit Committee in exceptional cases.

The Whistle Blower Policy is devised in such a manner that would enable the stakeholders, including individual employees and their representative bodies to freely communicate their concerns about illegal or unethical practices.

Any personnel of the Company have not been denied the access to the Audit Committee to report the genuine concern or grievance.

The Whistle Blower Policy is made available on the website of the Company www.gujchemdistillers.com.

9) INSIDER TRADING CODE: :

The Board of Directors has laid down a Code of fair Disclosure as required under SEBI (Prohibition of Insider Trading) Regulations, 2015 applicable to all the Designated persons of the Company. The code ensures prevention of dealing in shares by persons having access to the unpublished price sensitive information.

The Code of Conduct is made available on the website of the Company i.e. www.gujchemdistillers.com.

10) General Body Meetings

Annual General Meetings held in last three years were as under:-

Annual General Meeting:

Financial year ended	Date	Time	Venue
31-03-2018	28-09-2018	4.00 P.M.	At the Registered office of the Company at Office No.6, 2nd Floor, National Chambers, Nr. City Gold, Ashram Road, Ahmedabad. 380009
31-03-2017	01-09-2017	4.00 P.M.	
31-03-2016	29-09-2016	4.00 P.M.	

During the last three years following special resolutions were passed:

1. Re-appointment of Smt. Hem Manish, as Managing Director of the Company
2. Revision in remuneration payable to Smt. Hem Manish, Managing Director of the Company.
3. Appointment of Shri Shashikant Pandya as an Independent Director. Continuing the Directorship of Shri Shashikant Pandya as an Independent Director of the Company who have attained the age of 81 years.
4. Approval of keeping the registers, returns etc. at place other than registered office of the Company.

No special resolution was passed last year through Postal ballot nor any resolution proposed to be passed by way of Postal Ballot at the forthcoming Annual General Meeting.

11) Disclosures

The company has complied with mandatory requirements of and has partially adopted the non-mandatory requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company does not have any Subsidiary Company.

The Board has approved a policy for related party transactions which has been uploaded on the website of the Company i.e. www.gujchemdistillers.com.

In preparation of financial statements, the Company has followed the applicable Accounting Standards. The significant accounting policies that are consistently applied have been set out in the Notes to the Accounts.

There are no related party transactions during the year under review.

Business risk evaluation and managing such risk is an ongoing process within the organization. The Board is regularly briefed of risks assessed and the measures adopted by the company to mitigate the risks.

The Company is not dealing in any activity which may have commodity price Risk or Foreign Exchange Risk, nor it is undertaking any hedging activity.

The Company has duly fulfilled the following discretionary requirements as prescribed in Schedule II Part E of the SEBI (LODR) Regulations:

1. The Auditors' report on financial statement does not contain any qualification.
2. The Internal Auditor reports directly to the Audit Committee.

Since the paid-up share capital and net worth of the Company do not exceed Rupees Ten Crore and Rupees Twenty Five Crores respectively as on the last day of previous financial year, the compliance with the Corporate Governance provisions as specified in Regulation 17 to 27 and Clauses (b) to (i) of Regulation 46(2) and para C, D and E of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, does not apply to the Company. However as a good corporate governance practice, the Company has been complying with the aforesaid provisions / regulations voluntarily.

12) Means of Communication:

1. Financial Results:

The Company has published its quarterly, half yearly and Annual results in Western Times, Gujarati and English Edition and are displayed on the website of the Company i.e. www.gujchemdistillers.com.

2. News Releases, Presentations etc:

Official News releases, press releases and presentation made to the Analysts, institutional investors etc. (if any) are displayed on the website of the Company www.gujchemdistillers.com.

Website:

The Company's website www.gujchemdistillers.com contains a separate section "Company's Communication" where useful information for the shareholders are available.

The Management Discussion & Analysis forms part of the Annual Report, which is posted to all the members of the Company. The information is also available on our website www.gujchemdistillers.com.

13) General Shareholder Information

Date, time and venue of AGM	30 th September, 2019 at 4.00 p.m. at the Registered Office of the company situated at Office No.6, 2 nd Floor, National Chambers, Nr. City Gold, Ashram Road, Ahmedabad - 380009.
Financial Year	01-04-2018 to 31-03-2019
Listing on Stock Exchanges	BSE Ltd. (BSE) Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001 AND Ahmedabad Stock Exchange Limited (ASE) A-2, Kamdhenu Complex, Opposite Sahajanand College, 120 Feet Ring Rd, Panjara Pole, Ambawadi, Ahmedabad – 380 015
Listing Fees	Company has paid listing fees to BSE Ltd.
ISIN No.	INE 218N01013

Stock Exchange's Script Code	BSE Ltd. : 506640 Ahmedabad Stock Exchange : 23010
Registered Office	Office No.6, 2nd Floor, National Chambers, Nr. City Gold, Ashram Road, Ahmedabad 380009.
Address of Correspondence	At the registered office of the Company.
Dividend Payment Date	Not Applicable
Compliance Officer	Mrs. Manali Shah
Registrar and Share Transfer Agent	Link Intime India Pvt. Ltd. 5th Floor,506 to 508, Amarnath Business Centre-1, Besides Gala Business Centre, St. Xaviers' College Corner, Off. C.G. Road, Navrangpura, Ahmedabad – 380009

14) SHARE PRICE ON BSE LTD. WAS RS. 96.05 PER SHARE AS ON 18-02-2019.

The equity shares of the company were been thinly traded and details of high low prices are given as under:

Sr. No.	Month	High (Rs.)	Low (Rs.)
1.	April, 2018	96.30	96.30
2.	May, 2018	96.30	96.30
3	June, 2018	101.10	101.10
4	July, 2018	101.00	101.00
5	August, 2018	95.95	95.95
6	September, 2018	109.70	96.00
7	October, 2018	109.70	109.70
8	November, 2018	120.75	115.00
9	January, 2019	120.45	109.00
10	February, 2019	106.05	95.95

* No trading has been done in the month of December, 2018 and March, 2019.

15) Financial Calendar 2019-2020 (tentative)

Annual General Meeting	On or before 30th September, 2019
Results for quarter ending June 30, 2019	On or before 14th August, 2019
Results for quarter ending September 30, 2019	On or before 14th November, 2019
Results for quarter ending December 31, 2019	On or before 14th February, 2020
Results for year ending March 31, 2020	On or before 30th May, 2020

16) Distribution of Shareholding as on 31-03-2019

No. of Shares	No. of Shareholders	% of holders	No. of Shares	% of Shares
Up to 500	4973	99.7993	64363	39.7585
501 - 1000	2	0.0401	1348	0.8327
1001 - 2000	1	0.0201	1434	0.8858
2001 - 3000	1	0.0201	2793	1.7253
3001 - 4000	1	0.0201	3023	1.8674
4001 - 5000	1	0.0201	4476	2.7649
5001 - 10000	2	0.0401	12793	7.9025
10001 and above	2	0.0401	71655	44.2629
Total	4983	100.00	161885	100.00

17) Pattern of Shareholding as on 31-03-2019

Sr. No	Category	No. of Shares	(%)
1.	Promoters and Promoters group	84329	52.09
2.	Financial Institutions/Banks	1631	1.01
3.	Body Corporate	150	0.09
4.	NRI	43	0.03
5.	Others	75732	46.78

Dematerialization of Shares, Registrar & Transfer Agent & Share Transfer System:
(i) Share Transfer System

The process of transfer / transmission / transposition etc. of equity shares in physical form including dispatch of the share certificates is completed within prescribed time period if the documents are in order in all respects.

(ii) Dematerialization of shares, Registrar & Transfer system:

The equity shares of the Company are available for dematerialization through National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

Entire Share transfer and dematerialization / re-materialization work is assigned to RTA, M/s. Link Intime India Pvt. Ltd. a SEBI registered Share transfer agent. Request for Share transfer, dematerialization and re-materialization shall be sent to RTA at 5th Floor, 506 to 508, Amarnath Business Centre, Beside Gala Business Centre & St. Xaviers' College corner, Off. C.G. Road, Navrangpura, Ahmedabad-380009. RTA is dealing in securities of the Company in physical and Electronic Mode.

Total 1,08,354 equity shares comprising of 66.93 % of the total equity shares of the Company are in dematerialized form.

(iii) Investors Correspondence:

All shareholders' queries are sent to the Company at its Registered office at Office No. 6, 2nd Floor, National Chambers, Nr. City Gold, Ashram Road, Ahmedabad - 380009 or to the Registrar & Transfer Agent at aforementioned address. Queries can also be sent by e-mail on guicheminvestors@gmail.com or ahmedabad@linkintime.co.in.

(iv) The Stakeholders Relationship Committee Specifically looks into the redressal of Shareholders complaints, transfer of shares and other related matter including Mandatory/ Non-Mandatory Requirements.

The Company has not issued any outstanding Depositories / warrants / convertible instruments and hence there are no outstanding GDRs/ADRs/Warrants or any convertible instruments as on date. Commodity Risk or Foreign Exchange Risk: The Company is not dealing in any activity which may have commodity price risk or Foreign Exchange risk nor it is undertaken any hedging activities.

17) MANAGEMENT DISCUSSION AND ANALYSIS REPORT:
Industry structure and Developments:

The Company was primarily engaged in the business of manufacturing and sale of various chemical products based on molasses and industrial alcohol. Due to change in the Government policy by way of decontrol of molasses and alcohol, the Company's products range had become non-profitable. Thus the Company had become sick company and was registered with Board for Industrial and Financial Reconstruction (BIFR). During the year 2010-11 as per order issued by the Board for Industrial and Financial Reconstruction the company has been ceased to be a sick industrial company, as its net worth turned positive and its revival is sustainable. Presently, the Company has been carrying out trading and commission related activities.

Opportunities and outlook:

The Company is exploring possibilities of undertaking activity relating to trading business and commission based activities. Under the present scenario the said segment of activities are appeared to be profitable to the Company.

The company has curtailed expenditure substantially.

Segment:

There are no different segments and hence details are not provided.

Risk and Concerns:

As the Company is not carrying on any activities, there is no operational or market risk attracted to the Company.

Internal control System and their adequacy:

The company has adequate system of internal control commensurate with the size and nature of business of the company.

The system of internal control of the company is adequate keeping in mind the size and current activities of the company.

Financial Performance:

Financial performance with respect to its income is discussed in the main part of the Director's report.

Material Developments in Human Resources / Industrial Relations:

Upon finalization of future activities, the company would build technical team with high quality talent. Present team is well verse with operations being carried out by the company. The company is putting thrust on providing training both in –house and outside.

The company maintains cordial and harmonious relation with its employees.

18) Secretarial Audit for Reconciliation of Capital:

As stipulated by SEBI, Practicing Company Secretaries carry out Secretarial Audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. This audit is carried out every quarter and report thereon is submitted to the Stock Exchange(s) where shares of the Company are listed. The audit confirms that the total listed and paid-up capital is in agreement with the aggregate of the total number of shares in dematerialised form (held with NSDL and CDSL) and total number of shares in physical form.

19) CEO and CFO Certification

The CEO and CFO of the Company have given certification on the financial reporting and internal controls to the Board in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The CEO and CFO have also given quarterly certification on financial results to the Board in terms of Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

20) Declaration for Compliance of Code of conduct

Pursuant to the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and according to the information provided/available, it is hereby confirmed that all the Board Members and Senior Management Personnel have affirmed compliance with the Code of Conduct of the Company for the Financial Year 2018-2019. The Code of Conduct is also posted on the website of the Company i.e. www.gujchemdistillers.com

For and on behalf of Board,
FOR GUJCHEM DISTILLERS INDIA LIMITED

Date : 14th August, 2019
Place : Ahmedabad

Hem Manish
Managing Director
DIN: 01428688

TAPAN CHOKSHI
Director
DIN:01246378

AUDITOR'S COMPLIANCE CERTIFICATE ON CORPORATE GOVERNANCE

To,
The Members,
GUJCHEM DISTILLERS INDIA LIMITED
CIN: L24230GJ1939PLC002480
Office No. 6, 2nd Floor, National Chambers,
Nr. City Gold, Ashram Road,
Ahmedabad – 380009

We have examined all relevant records of **GUJCHEM DISTILLERS INDIA LIMITED** for the purpose of certifying compliance of conditions of Corporate Governance as stipulated in para C of Schedule V read with Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to the procedures and implementation thereof, adopted by the Company for ensuring the 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, the Company has complied with the condition of the Corporate Governance as stipulated in para C of Schedule V read with Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

FOR PARIKH DAVE & ASSOCIATES
COMPANY SECRETARIES

Place : Ahmedabad
Date : 14th August, 2019

UMESH G. PARIKH
PARTNER
FCS No.: 4152 C. P. No.: 2413

POLICY ON DIRECTOR'S APPOINTMENT AND REMUNERATION:

In terms of Section 178 of the Companies Act, 2013 read with the applicable rules thereunder and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Nomination and Remuneration Committee recommended the policy on nomination and remuneration of Directors, Key Managerial Personnel and Senior Management of the Company which was approved and adopted by the Board of Directors of the Company.

Objectives:

- To provide guidance to the Board for appointment and removal of Directors, KMP and Senior Management;
- To formulate criteria for performance evaluation of Directors, KMP and Senior Management and to provide necessary evaluation report to the Board;
- To recommend to the Board remuneration payable to the Directors, KMP and Senior Management.

Role of Nomination and Remuneration Committee:

The Committee shall perform the role for following matters:

Criteria for appointment of Director:

- To determine the age, qualifications, qualities, skills, positive attributes and independence of a director and other expertise required to be a Director.

Nomination of directors:

- Identifying, screening and reviewing candidates qualified to be appointed as Executive Directors, Non-Executive Directors and Independent Directors.
- Recommending to the Board candidature for appointment or re-appointment of Directors;
- The Nomination and Remuneration Committee may act on its own in identifying potential candidates, inside or outside the Company, or may act upon proposals submitted by the Chairman of the Board of Directors. The Committee will review and discuss all documents pertaining to candidates and will conduct evaluation of candidates in accordance with a process that it deem fit and appropriate, passing on the recommendations for the nomination to the Board.

Evaluation of Director:

- The Committee develops, subject to approval by the Board, a process for an annual evaluation of the performance of the Board, the individual directors on the basis of detailed performance parameters set for directors at the beginning of the year.
- The Committee may, from time-to-time, also evaluate the usefulness of such performance parameters, and make necessary amendments.

Consultative role:

- The Nomination and Remuneration Committee plays a consultative role for any appointment requiring Board approval, as stipulated by law or regulation, for senior management positions. It provides its advice and recommendations to the Board.

Senior Management of the Company consist of:

All the officers / personnel of the Company involved in the core management team and all the members excluding the Board of Directors of the management that are one level below CEO / MD / WTD / Manager and includes the Chief financial officer and Company Secretary of the Company.

Evaluation of KMP and Senior Management:

- The committee shall annually review and approve for the KMP and Senior Management the corporate goals and objectives applicable to them, evaluate at least annually their performance in light of those goals and objectives, and determine and approve their (a) annual base salary, (b) annual incentive bonus, including the specific goals and amount, (c) any other benefits, compensation or arrangements, based on this evaluation.
- The Committee may also make recommendations to the Board with respect to incentive compensation plans. The committee may review the Company's incentive compensation arrangements to determine whether they encourage excessive risk-taking, review and discuss at least annually the relationship between risk management policies and practices and compensation, and evaluate compensation policies and practices that could mitigate any such risk.

Duties of Nomination and Remuneration Committee:**A. The duties of the Committee in relation to nomination matters include:**

- To ensure that appropriate induction and training programme are in place for new Directors and members of Senior Management and to periodically review its effectiveness;
- To ensure that on appointment, Non-Executive Directors receive a formal letter of appointment in accordance with the Guidelines provided under the Companies Act, 2013;
- To ensure that the Independent Directors continues to fulfill the Independence criteria as specified in the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time.
- To determine the appropriate size, diversity and composition of the Board;
- To identify and recommend names of Directors who are to retire by rotation;
- To set up a formal and transparent procedure for selecting Directors for appointment to the Board;
- To evaluate the performance of the Board members and Senior Management in the context of the Company's performance from business and compliance perspective;
- To develop a succession plan for the Board and Senior Management and to regularly review the plan;
- To recommend necessary changes in the Board;
- To delegate any of its powers to the members or the Secretary of the Committee;
- To decide for extension or to continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
- To consider any other matters as may be requested by the Board.

B. The duties of the Committee in relation to remuneration matters include:

- To recommend the remuneration payable to the Senior Management of the Company in accordance with the Remuneration Policy of the Company and while designing the remuneration package it must consider that the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;
- To ensure that the remuneration to Directors, KMP and Senior Management of the Company involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals;
- To delegate any of its powers to the members or the Secretary of the Committee;
- To consider any other matters as may be requested by the Board.

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

FOR THE FINANCIAL YEAR ENDED March 31, 2019

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

To,
The Members,
GUJCHEM DISTILLERS INDIA LIMITED
Office No. 6, 2nd Floor, National Chambers,
Nr. City Gold, Ashram Road,
Ahmedabad - 380009

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **GUJCHEM DISTILLERS INDIA LIMITED** (hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

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

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

- 1) The Companies Act, 2013 (the Act) and the Rules made thereunder;
- 2) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder;
- 3) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- 4) Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; - There was no Overseas Direct Investment / External Commercial Borrowings made by the Company during the Audit period under review;
- 5) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (upto 10th November, 2018) and Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (with effect from 11th November, 2018) - Not applicable as the Company has not issued any shares / securities during the year under review;
 - (d) The Securities and Exchange Board of India (Share Based Employees Benefits) Regulations, 2014 - Not Applicable as the Company has not issued any shares / options to the Directors / Employees under the said Regulations during the year under review;
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 - Not Applicable as the Company has not issued any debt securities during the year under review;



- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 - Not Applicable as the Company has not delisted its Equity Shares from any Stock Exchanges during the year under review;
- (h) The Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998 - Not Applicable as the Company has not bought – back any of its securities during the year under review;
- (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We have also examined compliance with the applicable Standards / Clauses / Regulations of the following:

- I. Secretarial Standards issued by The Institute of the Company Secretaries of India (ICSI) and made effective from time to time.
- II. The Uniform Listing Agreement entered into by the Company with BSE Limited (BSE).

Since the paid-up share capital and net worth of the Company do not exceed Rupees Ten Crore and Rupees Twenty Five Crores respectively as on the last day of previous financial year, the compliance with the Corporate Governance provisions as specified in Regulation 17 to 27 and Clauses (b) to (i) of Regulation 46(2) and para C, D and E of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, shall not apply to the Company. However as a good corporate governance practice, the Company has been complying with the aforesaid provisions / regulations voluntarily.

During the Audit period under review, the Company has complied with all material aspects of the applicable provisions of the Act, Rules, Regulations, Guidelines, Standards etc. as mentioned above.

We further report that:

During the audit period under review there were no specific laws which were exclusively applicable to the Company.

We further report that:

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

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

Decisions at the meetings of Board of Directors/ Committees of the Company were carried unanimously. We were informed that there were no dissenting views of the members' on any of the matters during the year that were required to be captured and recorded as part of the minutes.

We further report that:

Based on the review of compliance mechanism established by the Company, the information provided by the Company, its officers and authorized representatives during the conduct of the audit, 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 general laws, rules, regulations and guidelines.

We further report that:

The Compliance by the Company of the applicable financial laws like Direct and Indirect Tax laws, have not been reviewed in this Audit since the same have been subject to the review by the Statutory Auditor(s) and other designated professionals.

We further report that:

There were no instances of:

- a) Public issue / Right issue of Shares / Debentures / Sweat Equity etc;
- b) Redemption / Buy – Back of Securities;
- c) Major decisions taken by the members in pursuance to Section 180 of the Companies Act, 2013;
- d) Merger / amalgamation / Reconstruction etc;
- e) Foreign Technical Collaboration.

**For Parikh Dave & Associates
Company Secretaries**

**Place : Ahmedabad
Date : 27/07/2019**

**UMESH G. PARIKH
Partner
Practicing Company Secretary
FCS No. 4152 C. P. No.: 2413**

Note: 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.

ANNEXURE – A

To,
The Members,
**GUJCHEM DISTILLERS INDIA LIMITED
CIN: L24230GJ1939PLC002480**

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

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the process and practices followed by us provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our 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.

**For Parikh Dave & Associates
Company Secretaries**

**Place : Ahmedabad
Date : 27/07/2019**

**UMESH G. PARIKH
Partner
Practicing Company Secretary
FCS No. 4152 C. P. No.: 2413**

INDEPENDENT AUDITORS' REPORT

To the Members of Gujchem Distillers India Limited

Report on the Financial Statements

We have audited the accompanying Ind AS Financial Statements of **Gujchem Distillers India Limited** (the 'Company'), which comprise the Balance Sheet as at 31st March, 2019, the Statement of Profit and Loss and the Cash Flow Statement for the year ended, and a summary of the 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 of these Ind AS 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 the Indian Accounting Standards (IND AS) specified under Section 133 of the Act, read with Rule 7 of the Companies (Indian Accounting Standard) Rules, 2015. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate implementation and maintenance of accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these Ind AS 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 Rules made there under.

We conducted our audit in accordance with the Ind AS 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 Ind AS financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the Ind AS financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the Ind AS 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 Ind AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and reasonableness of the accounting estimates made by the Company's Directors as well as evaluating the overall presentation of the Ind AS 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 Ind AS Financial Statements give the information required by the Act, in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2019, and its loss, and its cash flows for the year ended on that date.

Emphasis of Matters

We draw attention to:

- (a) Note 29 to the Ind AS Financial Statements in respect of the Ind AS Financial Statements has been prepared on a *going concern* basis, and
- (b) Note 30 to the Ind AS Financial Statements in respect of non-provisioning for doubtful loans and deposits.

Our opinion is not modified in respect of these matters.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 (the 'Order') issued by the Central Government of India in terms of Section 143(11) of the Act, we give in 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 Section 143(3) of the Act, we report that:
 - (a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - (b) in our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - (c) the Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this report are in agreement with the books of account;
 - (d) in our opinion, the aforesaid Ind AS Financial Statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Indian Accounting Standard) Rules, 2015;
 - (e) on the basis of the written representations received from the directors as on 31st March, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2019 from being appointed as a director in terms of Section 164(2) of the Act; and
 - (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'**;
 - (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:
 - 1) the Company has disclosed the impact of pending litigations on its financial position in its Ind AS Financial Statements (Refer Note 22 to the Ind AS Financial Statements);
 - 2) the Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses; and
 - 3) There is no amount required to be transferred to Investor Education and Protection Fund by the Company.

SHAH KHAKHI & ASSOCIATES

Chartered Accountants

Firm's Registration No. 126506W

By the hand of

SNEHAL R. SHAH

Partner

Membership No. 113347

Ahmedabad, 20th May, 2019

ANNEXURE 'A' TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1 of our report of even date)

- (i) In Respect of its Fixed Assets-
- (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) As explained to us, these fixed assets have been physically verified by the management, which in our opinion is reasonable, considering the size of the Company and nature of its assets. The frequency of physical verification is reasonable and no material discrepancies were noticed on such verification.
- (c) According to the information and explanations given to us, the title deeds of immovable properties are held in the name of the Company.
- (ii) According to the information and explanation given to us, the Company did not carry any inventory during the year. Accordingly, the Paragraph 3(ii) of the order is not applicable to the Company.
- (iii) According to the information and explanations give to us, the Company has not granted any loans, secured or unsecured, to companies, firms, limited liability partnerships or other parties covered in the register maintained under Section 189 of the Act. Accordingly, the Paragraph 3(iii) of the order is not applicable to the Company.
- (iv) According to the information and explanations given to us and the records examined by us, the Company has not given loans, made investments, provided guaranties and security which requires compliance of the provisions of Sections 185 and 186 of the Act. Accordingly, the Paragraph 3(iv) of the Order is not applicable to the Company.
- (v) According to the information and explanations given to us and the records examined by us, the Company has not accepted any deposits during the year. Accordingly, the Paragraph 3(v) of the Order is not applicable to the Company.
- (vi) According to the information and explanations given to us, as there are no manufacturing activities carried out during the year, the requirements of maintenance of cost records under Section 148(1) of the Act are not applicable to the Company.
- (vii) In respect of statutory dues:
- (a) According to the information and explanations given to us, the Company is generally regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, service tax, cess and any other statutory dues, where applicable, to the appropriate authorities. According to the information and explanations given to us, there are no arrears of outstanding statutory dues as at the last day of the financial year for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us and the records examined by us, the particulars of duty of excise as at 31st March, 2019 which have not been deposited on account of a dispute pending, are as under:
- | Nature of the Statute | Nature of the disputed dues | (Rs. lakhs) | Period to which the amount relates | Forum where dispute is pending |
|---------------------------------------|-----------------------------|-------------|------------------------------------|--------------------------------|
| The Central Excise and Salt Act, 1944 | Excise duty | 16.62 | 1985-86 & 1986-87 | A.O. Central Excise Department |
- (viii) According to the information and explanations given to us and as per the records of the Company examined by us, the Company has not defaulted in repayment of loans or borrowings to financial institutions and banks. The Company has not taken any loans or borrowings from Government. The Company has not issued any debentures. Accordingly, the Paragraph 3(viii) of the Order is not applicable to the Company.
- (ix) According to the information and explanations given to us, the Company has not raised monies by way of initial public offer or further public offer (including debt instruments) or term loans. Accordingly, the Paragraph 3(ix) of the Order is not applicable to the Company.

- (x) During the course of our examination of the books and records of the Company, carried out in accordance with generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any fraud by the Company or any fraud on the Company by its officers or employees noticed or reported during the year nor have we been informed of such case by management.
- (xi) According to the information and explanations given to us, the managerial remuneration has been paid or provided in accordance with the approvals mandated by the provisions of Section 197 read with Schedule V to the Act.
- (xii) According to the information and explanations given to us, the Company is not a Nidhi company. Accordingly, the Paragraph 3(xii) of the Order is not applicable to the Company.
- (xiii) According to the information and explanations given to us, all transactions with the related parties are in compliance with Sections 177 and 188 of the Act, where applicable, and the relevant details have been disclosed in the Ind AS Financial Statements etc., as required by the applicable accounting standards.
- (xiv) According to the information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, the Paragraph 3(xiv) of the Order is not applicable to the Company.
- (xv) According to the information and explanations given to us, the Company has not entered into any non-cash transactions with directors or persons connected with him during the year. Accordingly, compliance with the provisions of Section 192 of the Act is not applicable to the Company.
- (xvi) According to the information and explanations given to us, the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.

SHAH KHAKHI & ASSOCIATES

Chartered Accountants

Firm's Registration No. 126506W

By the hand of

SNEHAL R. SHAH

Partner

Membership No. 113347

Ahmedabad, 20th May, 2019

ANNEXURE 'B' TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2(f) of our report of even date)

Report on the Internal Financial Controls under Section 143(3)(i) of the Companies Act, 2013.

We have audited the internal financial controls over financial reporting of **Gujchem Distillers India Limited** (the 'Company') as of 31st March, 2019 in conjunction with our audit of the Ind AS Financial Statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note and the

Standards on Auditing, issued by ICAI and deemed to be prescribed under Section 143(10) of the Act, to the extent applicable, to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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

Meaning of Internal Financial Controls Over Financial Reporting

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

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

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

Disclaimer of Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as of 31st March, 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

SHAH KHAKHI & ASSOCIATES

Chartered Accountants
Firm's Registration No. 126506W

By the hand of

SNEHAL R. SHAH

Partner

Membership No. 113347

Ahmedabad, 20th May, 2019

BALANCE SHEET AS AT MARCH 31, 2019

Particulars	Note	(Amount in Rupees)	
		As at March 31, 2019	As at March 31, 2018
ASSETS			
Non-current assets			
Property, plant and equipment	2	10,85,251	18,40,494
Financial assets			
Investments	3	2,22,310	3,72,704
Other Financial Assets	4	1,30,02,000	2,30,02,000
		1,43,09,561	2,52,15,198
Current assets			
Financial assets			
Cash and Cash Equivalents	5B	2,06,672	2,65,550
Other Balance with Banks	5B	1,55,00,000	84,97,534
Loans	6	86,05,000	86,65,000
Other financial assets	7	22,33,626	17,06,332
Income Tax Assets (net)	8	5,69,314	3,31,099
Other Current Assets	9	92,437	93,226
		2,72,07,049	1,95,58,741
Total Assets		4,15,16,610	4,47,73,939
EQUITY & LIABILITIES			
Equity			
Equity share capital	10A	16,33,545	16,33,545
Other equity	10B	3,75,50,958	4,21,25,246
		3,91,84,503	4,37,58,791
LIABILITIES			
Non-current liabilities			
Provisions	11	50,000	50,000
		50,000	50,000
Current liabilities			
Financial liabilities			
Borrowings	12	14,33,902	858
Trade Payables	13	-	-
Due to Micro and Small Enterprises		-	-
Due to Others		7,97,462	9,11,818
Other current liabilities	14	50,743	52,472
		22,82,107	9,65,148
Total Equity and Liabilities		4,15,16,610	4,47,73,939
Significant Accounting Policies and key accounting estimates and judgements	1		

Notes are an integral part of the financial statements

As per our report of even date.

For SHAH KHAKHI & ASSOCIATES

Chartered Accountants

Firm's Registration No. : 126506W

By the hand of

Snehal R. Shah

Partner

Membership No. 113347

Place : Ahmedabad

Date : 20th May, 2019

For and on behalf of the Board of Directors of
Gujchem Distillers India Limited

HEM MANISH
Managing Director

TAPAN CHOKSHI
Director

TATU ARVIND
Chief Financial Officer

MANALI M. SHAH
Company Secretary

Place : Ahmedabad

Date : 20th May, 2019

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED MARCH 31, 2019

(Amount in Rupees)

Particulars	Note	For the year ended March 31, 2019	For the year ended March 31, 2018
Revenue from Operations			
Revenue from sale of Services		-	-
Other Income	15	25,70,262	29,86,306
Total income (I)		25,70,262	29,86,306
Expenses			
Employee benefit expense	16	34,60,006	32,90,502
Finance Costs	17	63,227	41,487
Depreciation and amortization expense	18	7,55,243	7,83,787
Other expense	19	28,66,074	26,69,604
Total (II)		71,44,550	67,85,380
PROFIT BEFORE EXCEPTIONAL ITEMS AND TAX		(45,74,288)	(37,99,074)
Exceptional items		-	-
PROFIT BEFORE TAX		(45,74,288)	(37,99,074)
Tax Expense:			
Current Tax		-	-
Deferred Tax		-	-
Total Tax Expenses		-	-
PROFIT AFTER TAX		(45,74,288)	(37,99,074)
Other Comprehensive Income			
Items that will not be recalssified Statement of profit or loss		-	-
Items that will be recalssified to Statement of profit or loss		-	-
Total Other Comprehensive Income		-	-
Total Comprehensive Income for the year		(45,74,288)	(37,99,074)
Earnings per equity share (Face Value of Rs 10 each)	25		
1) Basic (in Rs.)		(28.26)	(23.47)
2) Diluted (in Rs.)		(28.26)	(23.47)
Significant Accounting Policies and key accounting estimates and judgements		1	

Notes are an integral part of the financial statements

As per our report of even date.
For SHAH KHAKHI & ASSOCIATES
 Chartered Accountants
Firm's Registration No. : 126506W
 By the hand of
Snehal R. Shah
 Partner
 Membership No. 113347
 Place : Ahmedabad
 Date : 20th May, 2019

For and on behalf of the Board of Directors of
Gujchem Distillers India Limited
 HEM MANISH TAPAN CHOKSHI
 Managing Director Director
 TATU ARVIND MANALI M. SHAH
 Chief Financial Officer Company Secretary
 Place : Ahmedabad
 Date : 20th May, 2019

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2019

Particulars	Amount(Rs)	
	2018-19	2017-18
A. CASH FLOWS FROM OPERATING ACTIVITIES		
Profit Before tax	(45,74,288)	(37,99,074)
Adjustments for:		
Depreciation and Amortisation & Exceptional items	7,55,243	7,83,787
Finance Costs	63,227	41,488
(Profit)/Loss on sale of Investments (Net)	(28,754)	(1,58,513)
(Profit)/Loss on Sale of property, plant and equipment (Net)	-	29,006
Net Loss arising on financial assets measured at FVTPL	22,966	1,54,964
Interest received	(25,17,618)	(27,92,448)
Dividend received	(2,650)	(16,650)
Balance Written Off	(21,240)	-
Operating profit before working capital changes	(63,03,114)	(57,57,440)
Adjustment for :		
(Increase) / Decrease in Financial Assets	60,000	17,940
(Increase) / Decrease in Other assets	789	(5,420)
Increase / (Decrease) in Trade and other payables	(94,845)	46,581
Cash generated from Operations activities	(63,37,170)	(56,98,339)
Direct Taxes Paid (Net of Refund)	2,38,215	54,046
Net Cash from Operating Activities (A)	(65,75,385)	(56,44,293)
B CASH FLOWS FROM INVESTING ACTIVITIES		
Proceeds from sale of property, plant and equipment (Net)	-	56,502
Interest received	19,90,324	23,58,551
Dividend received	2,650	16,650
Purchases of non current Investments	-	(4,87,032)
Sale of current Investments	1,56,182	6,50,040
(Increase) / Decrease in Fixed Deposits	29,97,534	41,00,000
Net Cash used in Investing Activities (B)	51,46,690	66,94,711

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2019

Particulars	Amount(Rs)	
	2018-19	2017-18
C CASH FLOWS FROM FINANCING ACTIVITIES		
Finance cost	(63,227)	(41,488)
Net Cash used in Financing Activities (C)	(63,227)	(41,488)
NET INCREASE/(DECREASE) IN CASH & EQUIVALENTS	(14,91,922)	10,08,930
Cash and cash equivalents at the beginning of the year	2,64,692	(7,44,238)
Cash and cash equivalents at the end of the year	(12,27,230)	2,64,692

(a) The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in the Indian Accounting Standard (Ind-As-7)- Statement of Cash Flow

(b) PARTICULAR	As at	
	31st March,2019	31st March,2018
Cash and Cash Equivalents comprises of Balance with Banks:		
- Current Accounts	1,70,144	2,32,552
- Exchange Foreign Currency Account	-	-
Cash on hand	36,528	32,998
Cash and Cash Equivalent	2,06,672	2,65,550
Less: Bank Overdraft	14,33,902	858
Cash and Cash Equivalent in Cash Flow Statement	(12,27,230)	2,64,692

As per our report of even date.
For SHAH KHAKHI & ASSOCIATES
 Chartered Accountants
Firm's Registration No. : 126506W
 By the hand of
Snehal R. Shah
 Partner
 Membership No. 113347
 Place : Ahmedabad
 Date : 20th May, 2019

For and on behalf of the Board of Directors of
Gujchem Distillers India Limited
 HEM MANISH TAPAN CHOKSHI
 Managing Director Director
 TATU ARVIND MANALI M. SHAH
 Chief Financial Officer Company Secretary
 Place : Ahmedabad
 Date : 20th May, 2019

Statement of Changes in Equity for the year ended March 31, 2019

Particulars	Amount (In Rs.)		
	As at 31st March, 2019	As at 31st March, 2018	
A. Equity Share Capital			
Balance at the beginning of the Reporting period	16,18,850	16,18,850	
Changes in Equity Share capital during the year	-	-	
Balance at the end of the reporting period	16,18,850	16,18,850	
B. Other Equity			
	(Amount in Rs)		
Particulars	Reserves & Surplus		Total
	Capital Reserves	Retained Earnings	
Balance as at April 01, 2017 (A)	1,71,30,990	2,87,93,330	4,59,24,320
Addition during the year:			
Profit for the period	-	(37,99,074)	(37,99,074)
Total Comprehensive Income for the period ended 31/03/2018 (B)	-	(37,99,074)	(37,99,074)
Balance as at 31st March 2018 (C)=(A+B)	1,71,30,990	2,49,94,256	4,21,25,246
Addition during the year:			
Profit for the period	-	(45,74,288)	(45,74,288)
Total Comprehensive Income for the period ended 31/03/2019 (D)	-	(45,74,288)	(45,74,288)
Balance as at 31st March 2019 (E)=(C+D)	1,71,30,990	2,04,19,968	3,75,50,958

As per our report of even date.
For SHAH KHAKHI & ASSOCIATES
Chartered Accountants
Firm's Registration No. : 126506W
By the hand of
Snehal R . Shah
Partner
Membership No. 113347
Place : Ahmedabad
Date : 20th May, 2019

For and on behalf of the Board of Directors of
Gujchem Distillers India Limited
HEM MANISH TAPAN CHOKSHI
Managing Director Director
TATU ARVIND MANALI M. SHAH
Chief Financial Officer Company Secretary
Place : Ahmedabad
Date : 20th May, 2019

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019**COMPANY BACKGROUND**

Gujchem Distillers India Limited is a public limited company has been incorporated under the provisions of the Companies Act, 1956. Its shares are listed on the stock exchange. The Company is engaged in the manufacturing and selling of Industrial Alcohol, Acetaldehyde, Acetic Acid and Auxiliaries & Chemicals and also provides services as commission agent.

Note 1 : SIGNIFICANT ACCOUNTING POLICIES:**1. Basis of preparation of financial statements****(i) Compliance with Ind AS**

These financial statements have been prepared in accordance with Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified under Section 133 of the Companies Act, 2013 ("Act") read with the Companies (Indian Accounting Standards) Rules, 2015 as amended and other relevant provisions of the Act.

These financial statements have been prepared and presented under the historical cost convention, on the accrual basis of accounting except for certain financial assets and financial liabilities that are measured at fair values at the end of each reporting period, as stated in the accounting policies set out below. The accounting policies have been applied consistently over all the periods presented in these financial statements.

(ii) Use of estimated and judgments

The estimates and judgments used in the preparation of the financial statements are continuously evaluated by the Company and are based on historical experience and various other assumptions and factors (including expectations of future events) that the Company believes to be reasonable under the existing circumstances. Differences between actual results and estimates are recognised in the period in which the results are known/materialised.

The said estimates are based on the facts and events, that existed as at the reporting date, or that occurred after that date but provide additional evidence about conditions existing as at the reporting date.

(iii) Current / Non- Current Classification

All assets and liabilities have been classified as current or noncurrent as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013.

2. Property, Plant and Equipment:

The cost of an item of property, plant and equipment comprises of its purchase price including import duties and other nonrefundable purchase taxes or levies, directly attributable cost of bringing the asset to its working condition for its intended use and the initial estimate of decommissioning, restoration and similar liabilities, if any. Any trade discounts and rebates are deducted in arriving at the purchase price. Cost includes cost of replacing a part of a plant and equipment if the recognition criteria are met. Expenses directly attributable to new manufacturing facility during its construction period are capitalized if the recognition criteria are met. Expenditure related to plans, designs and drawings of buildings or plant and machinery is capitalized under relevant heads of property, plant and equipment if the recognition criteria are met.

The Company identifies and determines cost of each part of an item of property, plant and equipment separately, if the part has a cost which is significant to the total cost of that item of property, plant and equipment and has useful life that is materially different from that of the remaining item.

Capital work in progress and Capital advances:

Cost of assets not ready for intended use, as on the Balance Sheet date, is shown as capital work in progress. Advances given towards acquisition of fixed assets outstanding at each Balance Sheet date are disclosed as Other Non-Current Assets.

Depreciation:

Depreciation on each part of an item of property, plant and equipment is provided using the Straight Line Method based on the useful life of the asset as estimated by the management and is charged to the Statement of Profit and Loss as per the requirement of Schedule II of the Companies Act, 2013. The estimate of the useful life of the assets is determined as prescribed in Schedule II of Companies Act,

2013.

The residual values are not more than 5% of the original cost of the asset. The assets residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

Derecognition:

The carrying amount of an item of property, plant and equipment is derecognized on disposal or when no future economic benefits are expected from its use or disposal. The gain or loss arising from the Derecognition of an item of property, plant and equipment is measured as the difference between the net disposal proceeds and the carrying amount of the item and is recognized in the Statement of Profit and Loss when the item is derecognized.

3. Impairment

Assets that have an indefinite useful life, for example goodwill, are not subject to amortization and are tested for impairment annually and whenever there is an indication that the asset may be impaired.

Assets that are subject to depreciation are reviewed for impairment, whenever events or changes in circumstances indicate that carrying amount may not be recoverable. Such circumstances include, though are not limited to, significant or sustained decline in revenues or earnings and material adverse changes in the economic environment.

An impairment loss is recognized whenever the carrying amount of an asset or its cash generating unit (CGU) exceeds its recoverable amount. The recoverable amount of an asset is the greater of its fair value less cost to sell and value in use. To calculate value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market rates and the risk specific to the asset. For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the CGU to which the asset belongs. Fair value less cost to sell is the best estimate of the amount obtainable from the sale of an asset in an arm's length transaction between knowledgeable, willing parties, less the cost of disposal.

Impairment losses, if any, are recognized in the Statement of Profit and Loss and included in depreciation and amortization expense. Impairment losses are reversed in the Statement of Profit and Loss only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined if no impairment loss had previously been recognized.

4. Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets

Initial recognition and measurement

A financial asset is recognised in the balance sheet when the Company becomes party to the contractual provisions of the instrument. At initial recognition, the Company measures a financial asset at its fair value plus or minus, in the case of a financial asset not at fair value through statement of profit and loss, transaction costs that are directly attributable to the acquisition or issue of the financial asset.

Subsequent measurement

For purpose of subsequent measurement, financial assets are classified into:

- a. Financial assets measured at amortised cost;
- b. Financial assets measured at fair value through other comprehensive income (FVTOCI);
- c. Financial assets measured at fair value through statement of profit and loss (FVTPL)

The Company classifies its financial assets in the above mentioned categories based on:

- a. The Company's business model for managing the financial assets;
- b. The contractual cash flows characteristics of the financial asset.

Financial assets measured at amortised cost

This category generally applies to trade and other receivables.

A financial asset is measured at amortised cost if both of the following conditions are met:

- a. The financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows;
- b. The contractual terms of the financial assets give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

Financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the statement of profit and loss. The losses arising from impairment are recognised in the statement of profit and loss.

Financial assets measured at fair value through other comprehensive income (FVTOCI)

A financial asset is measured at fair value through other comprehensive income if both of the following conditions are met:

- a. The financial asset is held within a business model whose objective is achieved by both collecting the contractual cash flows and selling financial assets;
- b. The asset's contractual cash flows represent SPPI.

Financial assets measured at fair value through the statement of profit and loss (FVTPL)

FVTPL is a residual category. Any financial asset, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL. In addition, the Company may elect to designate a financial asset, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. Such financial assets are measured at fair value with all changes in fair value, including interest income and dividend income if any, recognised as 'other income' in the Statement of Profit and Loss.

Equity Instruments

All the equity instruments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading are classified as at FVTPL.

If the company decides to classify an equity instrument as at FVTOCI, then all the fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to statement of profit and loss, even on sale of investment. However, the company may transfer the cumulative gain or loss within equity. Equity instruments included within FVTPL category are measured at fair value with all the changes recognized in statement of profit and loss.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is derecognized (i.e. removed from the Company's balance sheet) when:

- a. The contractual rights to the cash flows from the financial asset have expired, or
- b. The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either
- c. The Company has transferred substantially all the risks and rewards of the asset, or
- d. The Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

Impairment of financial assets

In accordance with Ind AS 109, the Company assesses impairment based on expected credit loss (ECL) model to the following:

- a. Financial assets measured at amortised cost;
 - b. Financial assets measured at fair value through other comprehensive income
- Expected credit losses are measured through a loss allowance at an amount equal to:

- a. The 12-months expected credit losses (expected credit losses that result from those default events on the financial instrument that are possible within 12 months after the reporting date); or
- b. Full time expected credit losses (expected credit losses that result from all possible default events over the life of the financial instrument).

The Company follows simplified approach for recognition of impairment loss allowance on trade receivables, under the simplified approach; the Company uses a provision matrix to determine impairment loss allowance on the portfolio of trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivable which is adjusted for management's estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

Financial Liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through statement of profit and loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in case of loans and borrowings and payables, net of directly attributable transaction costs.

The Company's financial liabilities include trade and other payables and short term borrowings.

Subsequent measurement

a. Financial liabilities measured at amortised cost;

b. Financial liabilities subsequently measured at fair value through statement of profit and loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. Gains or losses on liabilities held for trading are recognised in the statement of profit and loss.

Financial liabilities designated upon initial recognition at fair value through statement of profit and loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied.

Trade and other payables

These amounts represent liability for goods and services provided to the Company prior to the end of financial year which are unpaid. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

Fair Value

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- (i) In the principal market for the asset or liability, or
- (ii) In the absence of a principal market, in the most advantageous market for the asset or liability

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their best economic interest.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities.
- Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.
- Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

5. Inventories

Inventories are measured at the lower of cost and net realisable value. The cost of inventories includes expenditure incurred in acquiring the inventories, production or conversion costs and other costs incurred in bringing them to their present location and condition. In the case of manufactured inventories and work-in-progress, cost includes an appropriate share of fixed production overheads based on normal operating capacity.

Cost of raw materials, stores and spares are determined on First In First Out (FIFO) basis

Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and selling expenses.

The net realisable value of work-in-progress is determined with reference to the selling prices of

related finished products.

Raw materials, components and other supplies held for use in the production of finished products are not written down below cost except in cases where material prices have declined and it is estimated that the cost of the finished products will exceed their net realisable value.

The comparison of cost and net realisable value is made on an item-by-item basis.

Excess/shortages if any, arising on physical verification are absorbed in the respective consumption accounts.

6. Revenue Recognition

Revenue from contracts with customer

Revenue from contract with customers is recognised when the Company satisfies performance obligation by transferring promised goods and services to the customer. Performance obligations are satisfied at the point of time when the customer obtains controls of the asset. Revenue is measured based on transaction price, which is the fair value of the consideration received or receivable, stated net of discounts, returns and goods & service tax. Transaction price is recognised based on the price specified in the contract, net of the estimated sales incentives/ discounts if any.

Interest and dividends:

Interest income on deposits, securities and loans is recognised at the agreed rate on time proportionate basis. Dividend income is recognized when the right to receive dividend is established.

7. Borrowing Costs

Interest and other borrowing costs attributable to qualifying assets are capitalised. Other interest and borrowing costs are charged to Statement of Profit and Loss.

8. Earnings per Share

Basic earnings per share

Basic EPS amounts are calculated by dividing the profit for the year attributable to equity holders of the Company by the weighted average number of Equity Shares outstanding during the year.

Diluted earnings per share

Diluted earnings per share is calculated by dividing the profit for the year attributable to the equity holders of the Company by weighted average number of Equity shares outstanding during the year plus the weighted average number of equity shares that would be issued on conversion of all the dilutive potential Equity shares in to Equity shares.

9. Income Taxes

Tax expense is the aggregate amount included in the determination of profit or loss for the period in respect of current tax and deferred tax.

Current tax:

Current tax is the amount of income taxes payable in respect of taxable profit for a period. Taxable profit differs from 'profit before tax' as reported in the Statement of Profit and Loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible under the Income Tax Act, 1961.

Current tax is measured using tax rates that have been enacted by the end of reporting period for the amounts expected to be recovered from or paid to the taxation authorities.

Deferred tax:

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit under Income Tax Act, 1961.

Deferred tax liabilities are generally recognized for all taxable temporary differences. However, in case of temporary differences that arise from initial recognition of assets or liabilities in a transaction that affect neither the taxable profit nor the accounting profit, deferred tax liabilities are not recognized. Also, for temporary differences if any that may arise from initial recognition of goodwill, deferred tax liabilities are not recognized.

Deferred tax assets are generally recognized for all deductible temporary differences to the extent it is probable that taxable profits will be available against which those deductible temporary difference can be utilized. In case of temporary differences that arise from initial recognition of assets or liabilities in

a transaction that affect neither the taxable profit nor the accounting profit, deferred tax assets are not recognized.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow the benefits of part or all of such deferred tax assets to be utilized.

Deferred tax assets and liabilities are measured at the tax rates that have been enacted or substantively enacted by the Balance Sheet date and are expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled.

Presentation of current and deferred tax:

Current and deferred tax are recognized as income or an expense in the Statement of Profit and Loss, except when they relate to items that are recognized in Other Comprehensive Income, in which case, the current and deferred tax income/ expense are recognized in Other Comprehensive Income.

The Company offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously. In case of deferred tax assets and deferred tax liabilities, the same are offset if the Company has a legally enforceable right to set off corresponding current tax assets against current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority on the Company.

10. Provisions and Contingent Liabilities

The Company recognizes provisions when a present obligation (legal or constructive) as a result of a past event exists and it is probable that an outflow of resources embodying economic benefits will be required to settle such obligation and the amount of such obligation can be reliably estimated.

If the effect of time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not require an outflow of resources embodying economic benefits or the amount of such obligation cannot be measured reliably. When there is a possible obligation or a present obligation in respect of which likelihood of outflow of resources embodying economic benefits is remote, no provision or disclosure is made.

11. Employee Benefits

Short Term Employee Benefits:

Employee benefits payable wholly within twelve months of receiving employee services are classified as short-term employee benefits. These benefits include salaries and wages, bonus, short term compensated absences, ex-gratia, etc. The undiscounted amount of short-term employee benefits to be paid in exchange for employee services is recognised as an expense as the related service is rendered by employees.

Post-Employment Benefits:

(i) Defined Contribution plans:

Defined contribution plans are employee state insurance scheme and Government administered Provident fund scheme for all applicable employees.

(ii) Defined Benefit plans:

Provident Fund scheme:

Defined Contribution Plans such as Provident Fund etc., are charged to the Statement of Profit and Loss as incurred. The contributions are made to a government administered Provident Fund towards which the Company has no further obligations beyond its monthly contributions.

Defined benefit Gratuity plan:

The Company has funded its gratuity liability with Life Insurance Corporation of India (LIC).

12. Cash Flow Statement

Cash flows are reported using the indirect method, whereby profit before tax and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

13. Cash and Cash Equivalents

The Company considers all highly liquid financial instruments, which are readily convertible into known amount of cash that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase, to be cash equivalents.

14. Recent accounting pronouncements
Ind AS 116 :

On 30th March 2019, the Ministry of Corporate Affairs (MCA) has notified Ind AS 116 Leases, under Companies (Indian Accounting Standards) Amendment Rules, 2019 which is applicable with effect from 1st April, 2019.

Ind AS 116 sets out the principles for the recognition, measurement, presentation and disclosure of leases for both parties to a contract i.e., the lessee and the lessor. Ind AS 116 introduces a single lease accounting model for lessee and requires the lessee to recognize right of use assets and lease liabilities for all leases with a term of more than twelve months, unless the underlying asset is low value in nature. Currently, operating lease expenses are charged to the statement of profit and loss. Ind AS 116 substantially carries forward the lessor accounting requirements in Ind AS 17.

As per Ind AS 116, the lessee needs to recognize depreciation on rights of use assets and finance costs on lease liabilities in the statement of profit and loss. The lease payments made by the lessee under the lease arrangement will be adjusted against the lease liabilities.

NOTE 2 Property, Plant & Equipments

Sr	Particulars	Land*	Building*	Plant and Machinery*	Furniture and Fixtures*	Office equipment	Vehicles	Amount (In Rs.)	
								Total	*Includes assets retired from active use
1	Deemed Cost of Asset								
	As at April 1, 2017	63,800	7,59,633	77,48,775	6,97,053	1,84,186	54,23,779	1,48,77,226	83,94,059
	Addition	-	-	-	-	-	-	-	-
	Disposal/Adjustments	-	-	-	-	-	-	-	-
	As at March 31, 2018	63,800	7,59,633	77,48,775	6,97,053	1,84,186	54,23,779	1,48,77,226	83,94,059
	Addition	-	-	-	-	-	-	-	-
	Disposal/Adjustments	-	-	-	-	-	-	-	-
	As at March 31, 2019	63,800	7,59,633	77,48,775	6,97,053	1,84,186	54,23,779	1,48,77,226	83,94,059
2	Depreciation								
	As at April 1, 2017	-	4,72,807	77,48,769	6,83,561	1,38,614	32,37,697	1,22,81,448	81,27,264
	Charge for the year	-	14,083	-	3,388	9,115	7,28,698	7,55,264	9,181
	Disposal/Adjustments	-	-	-	-	-	-	-	-
	As at March 31, 2018	-	4,86,890	77,48,769	6,86,949	1,47,729	39,66,395	1,30,36,732	81,36,445
	Charge for the period	-	14,083	-	3,355	9,113	7,28,692	7,55,243	9,181
	Disposal/Adjustments	-	-	-	-	-	-	-	-
	As at March 31, 2019	-	5,00,973	77,48,769	6,90,304	1,56,842	46,95,087	1,37,91,975	81,45,626
3	Net Block								
	As at April 1, 2018	63,800	2,72,743	6	10,104	36,457	14,57,384	18,40,494	
	As at March 31, 2019	63,800	2,58,660	6	6,749	27,344	7,28,692	10,85,251	2,48,433

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

Particulars	Amount (In Rs.)			
	Units	As at 31st March 2019	Units	As at 31st March 2018
Note 3 - Non-Current Investments				
Non Current Investments *				
(A) Investments in Equity Instruments at fair value through Other Comprehensive Income (FVTPL)				
Quoted Equity Shares				
Rashtriya Chemical & Fertilizers Limited (Face Value of Rs 10 each)	1,500	87,750	1500	1,46,748
Ujjivan Financial Services Ltd (Face Value of Rs 10 each)	-	-	400	1,27,428
Sintex Ltd (Face Value of Rs 1 each)	1,000	8,470	1,000	82,792
Sintex Plastics Technology Limited (Face Value of Rs 1 each)	1,000	19,850	1,000	1
Adani Power Ltd (Face Value of Rs 10 each)	1,000	48,200	1,000	61,308
Bharat Immunologicals and Biologicals Corporation Ltd (Face Value of Rs 10 each)	2,000	15,380	2,000	46,152
Dena Bank Ltd. (Face Value of Rs 10 each)	1,000	12,590	1,000	84,485
Reliance Communication Ltd (Face Value of Rs 5 each)	500	2,070	500	67,475
Less : Provision for diminution in the value of investment		-		(2,71,685)
Total Quoted Equity Shares (A)		1,94,310		3,44,704
(B) Investments in Equity Instruments at fair value through profit & Loss Account (FVTPL)				
Baroda Chemical Industries Limited (Face Value of Rs 100 each)	10	972	10	972
Kaveri Engineers Limited (Face Value of Rs 100 each)	90	9,000	90	9,000
Co-operative Bank of Ahmedabad Ltd (Face Value of Rs 25 each)	1,080	27,000	1,080	27,000
Kapole Commercial Co-operative Bank Ltd (Face Value of Rs 10 each)	100	1,000	100	1,000
Less : Provision for diminution in the value of investment		(9,972)		(9,972)
Total Investments in Unquoted Equity Shares		28,000		28,000
Total Non Current Investments		2,22,310		3,72,704
Aggregate amount of Quoted Investments -At Cost		4,88,961		6,16,389
Aggregate amount of Quoted Investments -At Market Value		1,94,310		4,13,115
Aggregate Amount of un-quoted investments		37,972		37,972
Aggregate provision for diminution in value of investments		9,972		2,81,657

* Refer Note 20- Financial instruments, fair values and risk measurement

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

Particulars	Amount (In Rs.)	
	As at 31st March, 2019	As at 31st March, 2018
Note 4 - OTHER FINANCIAL ASSETS *		
Security Deposit	2,000	2,000
Bank Deposits with more than 12 months of original maturity	1,30,00,000	2,30,00,000
TOTAL Rs.	1,30,02,000	2,30,02,000
Note 5 - CASH AND BANK BALANCES *		
(A) Cash and Cash Equivalents		
(a) Balances with Banks		
(i) Current Accounts	1,70,144	2,32,552
(b) Cash on hand	36,528	32,998
TOTAL Rs.	2,06,672	2,65,550
(B) Other Balances with Banks		
Term deposits with original maturity for more than 3 months but less than 12 months	1,55,00,000	84,97,534
TOTAL Rs.	1,55,00,000	84,97,534
* Refer Note 20- Financial instruments, fair values and risk measurement		
Note 6 - LOANS *		
Loans to Employees	1,05,000	1,65,000
Inter corporate deposits	30,00,000	30,00,000
Other Loans	55,00,000	55,00,000
TOTAL Rs.	86,05,000	86,65,000
* Refer Note 20- Financial instruments, fair values and risk measurement		
Note 7 - OTHER FINANCIAL ASSETS *		
Interest accrued on Fixed Deposits	22,33,626	17,06,332
TOTAL Rs.	22,33,626	17,06,332
* Refer Note 20- Financial instruments, fair values and risk measurement		
NOTE 8 : INCOME TAX ASSETS (NET)		
Advance Income Tax (Net of Provisions)	5,69,314	3,31,099
TOTAL Rs.	5,69,314	3,31,099
NOTE 9 - OTHER CURRENT ASSETS		
Prepaid expenses	92,437	93,226
TOTAL Rs.	92,437	93,226

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

Particulars	Amount (In Rs.)	
	As at 31st March, 2019	As at 31st March, 2018
Note 10A : EQUITY SHARE CAPITAL		
Authorised		
96,00,000 (P.Y. 96,00,000) Equity Shares of Rs. 10 each	9,60,00,000	9,60,00,000
15000 (P.Y. 15,000) 11 % Cumulative Redeemable Preference Shares of Rs.100 each - First Issue	15,00,000	15,00,000
20000 (P.Y. 20,000) 11 % Cumulative Redeemable Preference Shares of Rs.100 each - Second Issue	20,00,000	20,00,000
50000 (P.Y. 50000) Unclassified Shares of Rs.10 each	5,00,000	5,00,000
	10,00,00,000	10,00,00,000
Issued, Subscribed and Fully Paid up Capital		
1,61,885 (P.Y. 1,61,885) Equity Shares of Rs. 10 each fully paid	16,18,850	16,18,850
Add: Forfeited Share	14,695	14,695
	16,33,545	16,33,545

(a) Reconciliation of shares outstanding at the beginning and at the end of the year

PARTICULARS	As at 31st March 2019		As at 31st March 2018	
	No. of Shares	Amount In Rs.	No. of Shares	Amount In Rs.
At the beginning of the year	1,61,885	16,18,850	1,61,885	16,18,850
Add: Issued during the year	-	-	-	-
At the end of the year	1,61,885	16,18,850	1,61,885	16,18,850

b) Terms/rights attached to equity shares

The Company has only one class of equity shares having a par value of Rs. 10/- per share. Each Equity Shareholder is entitled to one vote per share. In the event of liquidation of the Company, the equity shareholders will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

c) Details of Shareholders holding more than 5% equity shares in the Company

Name of the Shareholders	As at 31st March 2019		As at 31st March 2018	
	No. of Shares	% held	No. of Shares	% held
Equity Shares				
Devikaben Navnital Patel	10,028	6.195	10,028	6.195
Hem Manishbhai Patel	61,727	38.130	61,727	38.130

NOTE 10B : OTHER EQUITY

Particulars	Amount (In Rs.)		
	Reserves & Surplus Capital Reserve	Retained Earnings	Total
Balance as at April 01, 2017 (A)	1,71,30,990	2,87,93,330	4,59,24,320
Addition during the year:			
Profit for the period	-	(37,99,074)	(37,99,074)
Total Comprehensive Income for the period ended 31/03/2018 (B)	-	(37,99,074)	(37,99,074)
Balance as at 31st March 2018 (C)=(A+B)	1,71,30,990	2,49,94,256	4,21,25,246
Addition during the year:			
Profit for the period	-	(45,74,288)	(45,74,288)
Total Comprehensive Income for the period ended 31/03/2019 (D)	-	(45,74,288)	(45,74,288)
Balance as at 31st March 2019 (E)=(C+D)	1,71,30,990	2,04,19,968	3,75,50,958

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

Particulars	Amount (In Rs.)	
	As at 31st March, 2019	As at 31st March, 2018
NOTE 11 : PROVISIONS		
Provisions for Leave Encashment	50,000	50,000
TOTAL Rs.	50,000	50,000
NOTE 12 : BORROWINGS *		
Bank Overdraft		
(Secured by Fixed Deposit in the name of the Company)	14,33,902	858
TOTAL Rs.	14,33,902	858
* Refer Note 20- Financial instruments, fair values and risk measurement		
NOTE 13 : TRADE PAYABLES *		
Due to Micro and Small Enterprises (Refer Note 23)	-	-
Due to others	7,97,462	9,11,818
TOTAL Rs.	7,97,462	9,11,818
* Refer Note 20- Financial instruments, fair values and risk measurement		
NOTE 14 : OTHER CURRENT LIABILITIES		
Statutory liabilities #	34,743	36,472
Other Payable	16,000	16,000
TOTAL Rs.	50,743	52,472

Particulars	Amount (In Rs.)	
	2018-19	2017-18
NOTE 15 : OTHER INCOME		
Interest income from financial assets at amortised cost	25,17,618	27,92,448
Interest -others	-	18,695
Dividend Income	2,650	16,650
Profit on sale/disposal of investments	28,754	1,58,513
Balance Written Off	21,240	-
TOTAL Rs.	25,70,262	29,86,306
NOTE 16 : EMPLOYEE BENEFIT EXPENSES		
Salaries, wages, bonus	32,06,000	30,56,000
Contribution to Provident and Other Fund	60,701	60,758
Staff Welfare Expenses	1,93,305	1,73,744
	34,60,006	32,90,502
NOTE 17 : FINANCE COSTS		
Interest Expenses	63,227	41,487
TOTAL Rs.	63,227	41,487

Notes to the Financial Statements for the year ended 31st March, 2019

Particulars	Amount (In Rs.)	
	2018-19	2017-18
NOTE 18 : DEPRECIATION AND AMORTISATION EXPENSE		
Depreciation on Property, Plant & Equipments	7,55,243	7,83,787
TOTAL Rs.	7,55,243	7,83,787
NOTE 19 : OTHER EXPENSES		
Legal and Professional Fess	12,49,090	11,69,807
Auditor's Remuneration	59,000	76,711
Listing and Registration Fees	3,21,154	3,15,179
Miscellaneous Expense	3,18,925	2,06,874
Office & General Expense	2,57,337	1,20,431
Registrar & Transfer Fees	2,23,372	51,721
Travelling & Conveyance expenses	65,565	1,02,641
Insurance Expenses	97,245	87,691
Rent Rates and Taxes	70,934	1,59,584
Advertisement Expenses	46,114	48,802
Loss on Sales of Fixed Assets	-	29,006
Director Sitting Fees	17,000	14,000
Bank charges	2,378	3,494
Vehicle expenses	99,701	1,28,699
Sundry debit balance Written Off	15,293	-
Net Loss arising on financial assets measured at FVTPL	22,966	1,54,964
TOTAL Rs.	28,66,074	26,69,604
Payment to Auditors		
Audit Fee	59,000	59,011
Other Services	-	17,700
TOTAL Rs.	59,000	76,711

NOTE 20 : FINANCIAL INSTRUMENTS FAIR VALUE AND RISK MEASUREMENTS
A. Financial instruments by category and their fair value
(Amount in Rs.)

As at 31 March 2019	Carrying amount			Fair value			Total	
	FVTPL	FVTOCI	Amotised Cost	Level 1 - Quoted price in active markets	Level 2 - Significant observable inputs	Level 3 - Significant unobservable inputs		
Financial assets								
Non current investment	2,22,310	-	-	2,22,310	1,94,310	-	28,000	2,22,310
Security deposits (Non current)	-	-	2,000	2,000	-	-	-	-
Other deposits (Non current)	-	-	1,30,00,000	1,30,00,000	-	-	-	-
Cash and cash equivalents	-	-	2,06,672	2,06,672	-	-	-	-
Bank balances other than above	-	-	1,55,00,000	1,55,00,000	-	-	-	-
Loans current	-	-	86,05,000	86,05,000	-	-	-	-
Other Receivable (Current)	-	-	22,33,626	22,33,626	-	-	-	-
Total financial assets	2,22,310	-3,95,47,298	3,97,69,608	1,94,310	-	28,000	2,22,310	
Financial liabilities								
Current								
Borrowings- Current	-	-	14,33,902	14,33,902	-	-	-	-
Trade Payable	-	-	7,97,462	7,97,462	-	-	-	-
Total financial liabilities	-	-	22,31,364	22,31,364	-	-	-	

Notes to the Financial Statements for the year ended 31st March, 2019
(Amount in Rs.)

As at 31 March 2018	Carrying amount			Total	Fair value			Total
	FVTPL	FVTOCI	Amotised Cost		Level 1 - Quoted price in active markets	Level 2 - Significant observable inputs	Level 3 - Significant unobservable inputs	
Financial Assets								
Non current investment	-	-	3,72,704	3,72,704	-	-	-	-
Security deposits (Non current)	-	-	2,000	2,000	-	-	-	-
Other deposits (Non current)	-	-	2,30,00,000	2,30,00,000	-	-	-	-
Cash and cash equivalents	-	-	2,65,550	2,65,550	-	-	-	-
Bank balances other than above	-	-	84,97,534	84,97,534	-	-	-	-
Loans current	-	-	86,65,000	86,65,000	-	-	-	-
Other Receivable (Current)	-	-	17,06,332	17,06,332	-	-	-	-
Total financial assets	-	-	4,25,09,120	4,25,09,120	-	-	-	-
Financial liabilities								
Current								
Borrowings- Current	-	-	858	858	-	-	-	-
Trade Payable	-	-	9,11,818	9,11,818	-	-	-	-
Total financial liabilities	-	-	9,12,676	9,12,676	-	-	-	-

The carrying amount of financial assets and financial liabilities measured at amortised cost in the financial statements are a reasonable approximation of their fair values since the Company does not anticipate that the carrying amounts would be significantly different from the values that would eventually be received or settled.

Types of inputs for determining fair value are as under:

Level 1: This level of hierarchy includes financial assets that are measured by reference to quoted prices (unadjusted) in active markets for identical assets or liabilities. This category consists of investment in quoted equity shares, and mutual fund investments. The mutual funds are valued using the closing NAV.

Level 2: The fair value of financial instruments that are not traded in an active market (for example, over-the counter derivatives) is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities included in level 3.

Financial instruments measured at fair value
i) Transfers between Levels 1 and 2

There have been no transfers between Level 1 and Level 2 during the reporting periods

ii) Transfer out of Level 3

There were no movement in level 3 in either directions during the financial year ending on 31 March 2019 and 31 March 2018.

B. Financial risk management

The Company's financial liabilities comprise mainly of borrowings, trade payables and other payables. The Company's financial assets comprise mainly of investments, cash and cash equivalents, other balances with banks, loans and other receivables.

The Company is exposed to Market risk, Credit risk and Liquidity risk. The Board of Directors ('Board') oversee the management of these financial risks. The Risk Management Policy of the Company formulated by the Board, states the Company's approach to address uncertainties in its endeavor to achieve its stated and implicit objectives. It prescribes the roles and responsibilities of the Company's

Notes to the Financial Statements for the year ended 31st March, 2019

management, the structure for managing risks and the framework for risk management. The framework seeks to identify, assess and mitigate financial risks in order to minimize potential adverse effects on the Company's financial performance.

The following disclosures summarize the Company's exposure to financial risks and information regarding use of derivatives employed to manage exposures to such risks. Quantitative sensitivity analysis have been provided to reflect the impact of reasonably possible changes in market rates on the financial results, cash flows and financial position of the Company.

1) Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risks: interest rate risk, currency risk and other price risk. Financial instruments affected by market risk includes borrowings, investments, trade payables, trade receivables, loans and derivative financial instruments.

a) Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Since the Company has insignificant interest bearing borrowings, the exposure to risk of changes in market interest rates is minimal. The Company has not used any interest rate derivatives.

b) Foreign Currency Risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate due to changes in foreign exchange rates. The Company does not have any exposure to foreign currency risk as at 31 March, 2019 (Previous year Rs. Nil).

C) Other Price Risk

Other price risk is the risk that the fair value of a financial instrument will fluctuate due to changes in market traded price. Other price risk arises from financial assets such as investments in equity instruments. The Company is mainly exposed to the price risk due to its investments in equity instruments recognised at FVTPL. As at 31st March, 2019, the carrying value of such equity instruments amounts to Rs. 1,94,310. The details of such investments in equity instruments are given in Note 3. The price risk arises due to uncertainties about the future market values of these investments.

The Company is mainly exposed to change in market rates of its investments in equity instruments recognised at FVTPL. A sensitivity analysis demonstrating the impact of change in market prices of these instruments from the prices existing at the reporting date is given below:

If the prices had been higher/lower by 1% from the market prices existing as at 31st March, 2019. Gain in the Statement of Profit and Loss for the year ended 31st March, 2019 would increase/decrease by Rs.1943 with a corresponding increase/decrease in Total Equity of the Company as at 31st March, 2019. 1% represents management's assessment of reasonably possible change in prices.

2) Credit Risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations resulting in a financial loss to the Company. To manage this, the Company periodically assesses financial reliability of customers and other counterparties, taking into account the financial condition, current economic trends, and analysis of historical bad debts and ageing of financial assets. Individual risk limits are set and periodically reviewed on the basis of such information. The Company considers Credit risk arises primarily from financial assets such as, investment in equity instruments, other balances with banks, loans.

Credit risk arising from investment in equity instruments and other balances with banks is limited and there is no collateral held against these because the counterparties are banks and recognised financial institutions with high credit ratings assigned by the credit rating agencies.

Financial assets are written off when there is no reasonable expectations of recovery. Where loan or receivables have been written off, the Company continues to engage in enforcement activity to attempt to recover the receivable due. Where recoveries are made, these are recognized as income in the statement of profit and loss.

Notes to the Financial Statements for the year ended 31st March, 2019

The Company measures the expected credit loss of Trade Receivable and loan from individual customers based on historical trend, industry practices and the business environment in which the entity operates. Loss rates are based on actual credit loss experience and past trends. The company does not have any Trade receivables, hence, no provision is required.

Financial Assets are considered to be of good quality and there is no significant increase in credit risk.

3) Liquidity Risk

Liquidity risk is the risk that the company will encounter in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The approach of the company to manage liquidity is to ensure, as far as possible, that Company will have sufficient liquidity to meet their respective liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risk damage to their reputation. The company assessed the concentration of risk with respect to refinancing its debt and concluded it to be low.

The table below summarises the maturity profile of the company's financial liabilities based on contractual undiscounted payments.

	(Amount in Rs.)		
	Less than 1 Year	Between 1 to 5 Years	Total
As on 31st March 2019			
Borrowings-Current	14,33,902	-	14,33,902
Trade payables	7,97,462	-	7,97,462
Total	22,31,364	-	22,31,364
As on 31st March 2018			
Borrowings-Current	858	-	858
Trade payables	9,11,818	-	9,11,818
Total	9,12,676	-	9,12,676

NOTE 21 : CAPITAL MANAGEMENT

For the purpose of the Company's capital management, capital includes issued capital and all other equity reserves attributable to the equity shareholders of the Company. The primary objective of the Company when managing capital is to safeguard its ability to continue as a going concern and to maintain an optimal capital structure so as to maximize shareholder value.

As at 31st March, 2019, the Company has only one class of equity shares and has low debt. Consequent to such capital structure, there are no externally imposed capital requirements.

The Company's policy is to maintain a stable and strong capital structure with a focus on total equity so as to maintain investor, creditors and market confidence and to sustain future development and growth of its business. The Company will take appropriate steps in order to maintain, or if necessary adjust, its capital structure.

Net Debt and Equity is given in the table below :

Particulars	As at March 31, 2019	As at March 31, 2019
Total Shareholders' Equity as reported in Balance Sheet	3,91,84,503	4,37,58,791
Net Debt		
Short Term Borrowings	14,33,902	858
Gross Debt	14,33,902	858
Less: Cash and Bank Balances	1,57,06,672	87,63,084
Net debt	-	-
Total Capital	3,91,84,503	4,37,58,791

Notes to the Financial Statements for the year ended 31st March, 2019

Contingent Liabilities	31/03/2019	31/03/2018
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NOTE 22: CONTINGENT LIABILITIES AND COMMITMENTS

<p>(a) Claims against the Company not acknowledged as debts in respect of: Excise duty matter</p> <p>The Company does not expect any reimbursements in respect of the above contingent liabilities.</p> <p>Management is generally unable to reasonably estimate a range of possible loss for proceedings or disputes other than those included in the estimate above.</p> <p>It is not practicable to estimate the timing of cash outflows, if any, in respect of matters at above pending resolution of the arbitration / appellate proceedings. Further, the liability mentioned above excludes interest and penalty in cases where the Company has determined that the possibility of such levy is remote.</p>	<p>16,62,494</p>	<p>16,62,494</p>
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NOTE 23 : DISCLOSURE UNDER THE MICRO, SMALL AND MEDIUM ENTERPRISES DEVELOPMENT ACT, 2006 ARE PROVIDED AS UNDER FOR THE YEAR 2018-19 TO THE EXTENT THE COMPANY HAS RECEIVED INTIMATION FROM THE "SUPPLIERS" REGARDING THEIR STATUS UNDER THE ACT.

PARTICULARS	As at 31st March,2019	As at 31st March,2018
<p>(i) Principal amount and the interest due thereon remaining unpaid to each supplier at the end of each accounting year (but within due date as per the MSMED Act, 2006)</p> <p>Principal amount due to micro and small enterprise</p> <p>Interest due on above</p>	<p>-</p> <p>-</p> <p>-</p>	<p>-</p> <p>-</p> <p>-</p>
<p>(ii) Interest paid by the Company in terms of Section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along-with the amount of the payment made to the supplier beyond the appointed day during the period</p>	<p>-</p>	<p>-</p>
<p>(iii) Interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the period) but without adding interest specified under the Micro, Small and Medium Enterprises Development Act, 2006</p>	<p>-</p>	<p>-</p>
<p>(iv) The amount of interest accrued and remaining unpaid at the end of each accounting year</p>	<p>-</p>	<p>-</p>
<p>(v) Interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprises</p>	<p>-</p>	<p>-</p>

Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the Management. This has been relied upon by the auditors.

Notes to the Financial Statements for the year ended 31st March, 2019
NOTE: 24 INFORMATION ON RELATED PARTY TRANSACTIONS AS REQUIRED BY IND AS- 24 - 'RELATED PARTY DISCLOSURES' FOR THE YEAR ENDED 31ST MARCH, 2019.
(i) Name of the Related Party and Nature of Relationship

a) Key Management Personnel (KMP)		
Hem Manishbhai		Managing Director
Tatu Arvind		Chief Financial Officer
b) Independent Directors		
Tapan Chokshi		Independent Director
Sachi D Parikh		Independent Director
Shashikant D Pandya		Independent Director
Hetasvi Navnitlal		Non-Executive Non-Independent Director
c) Relative of key management personal:		
Devikaben Navnitlal Patel		Relative of KMP
Bela Sandip Jhaveri		Relative of KMP
Chaula Navnitlal Patel		Relative of KMP
Hemangini Sameer Sinha		Relative of KMP
Bharati Arvind		Relative of KMP
d) Enterprise under significant influence of Key Management Personnel (Enterprises)		
Gujarat Alcohol and Allied Chemicals Pvt. Ltd.		
Saurabh Distributors Pvt. Ltd.		

(ii) Transactions carried out with related parties referred in (i) above, in ordinary course of business:

Nature of Transactions	Relationship	Amount (in Rs.)	
		31st March, 2019	31st March, 2018
(a) Remuneration			
Hem Manishbhai	KMP	26,08,835	24,57,565
(b) Salary Paid			
Tatu Arvind	KMP	2,59,003	2,59,003
(c) Directors Sitting Fees			
Tapan Chokshi	Independent Director	6,000	3,000
Sachi D Parikh	Independent Director	6,000	5,000
Shashikant D Pandya	Independent Director	4,000	6,000
Hetasvi Navnitlal	Non-Executive Non-Independent Director	1,000	-
(d) Loans Received Back			
Tatu Arvind	KMP	-	32,940

Terms and conditions of transactions with related parties

All related Party Transactions entered during the year were in ordinary course of the business and are on arm's length basis.

For the year ended 31st March, 2019, the Company has not recorded any impairment of receivable relating to amounts owed by related parties (2017-18 Rs. Nil).

NOTE 25 : EARNING PER SHARE

Particulars	As At	As At
	31st March, 2019	31st March, 2018
Earning Per Share has been computed as under:		
Profit after tax as per Statement of Profit and Loss	(45,74,288)	(37,99,074)
Weighted average number of equity shares outstanding	1,61,885	1,61,885
Basic and diluted earnings per share in rupees	(28.26)	(23.47)
(Face Value – 10 per share)		

Notes to the Financial Statements for the year ended 31st March, 2019
NOTE: 26 EMPLOYEES' BENEFITS
(a) Defined Benefit Plan:

The Employees' Gratuity Fund scheme managed by a Life Insurance Corporation (LIC) is a Defined Benefit Plan. The present value of obligation is determined based on valuation provided by LIC. The company has not undertaken the actuarial valuation as defined under Ind AS 19. The obligation for leave encashment is recognized on payment basis.

(b) Defined Contribution Plan:

The company has recognized the following amount in statement of profit and loss which is included under contribution to funds.

PARTICULARS	2018-19	2017-18
Employer's Contribution to Provident Fund	30,240	30,240
Employer's Contribution to ESIC	29,640	29,640

NOTE: 27 SEGMENT REPORTING

The company is primarily engaged in the business of manufacturing and selling of Industrial Alcohol, Acetaldehyde, Acetic Acid and Auxiliaries & Chemicals in India. Since the inherent nature of activities as a whole are governed by the same set of risk and returns. These have been grouped as a single segment, hence there are no separate reportable primary or secondary segments as per Indian Accounting Standard 108 Operating Segments.

NOTE: 28 CORPORATE SOCIAL RESPONSIBILITY

Provisions of Section 135 of the Companies Act, 2013, requires every Company having a net worth of Rupees 500 crore or more, or turnover of Rupees 1000 crore or more or a net profit of rupees 5 crore or more during the immediately preceding financial year shall spend at least 2% of the average net profits of the Company made during the three immediately preceding financial years on Corporate Social Responsibility (CSR). The Company doesn't fall in any of the above criteria, hence provisions of Section 135 of the Companies Act, 2013, is not applicable to the Company.

NOTE: 29 GOING CONCERN

The financial statements of the Company are prepared on a going concern basis in spite of its main business operation has been suspended and losses. The management has decided to conduct a detailed study to explore various avenues for reviving its business operations. The management is of the opinion that the Company will be able to revive the business and it is possible to wipe-off these losses in the near foreseeable future.

NOTE: 30 Note on Taxes

No provision is made for taxes in view of losses during the year. Deferred tax assets representing past losses have not been recognized following the principles of prudence due to uncertainty of the quantum of future profits. Further, no deferred tax has been recognized for items pertaining to timing differences.

As per our report of even date.
For SHAH KHAKHI & ASSOCIATES
 Chartered Accountants
Firm's Registration No. : 126506W
 By the hand of
Snehal R. Shah
 Partner
 Membership No. 113347
 Place : Ahmedabad
 Date : 20th May, 2019

For and on behalf of the Board of Directors of
Gujchem Distillers India Limited
 HEM MANISH TAPAN CHOKSHI
 Managing Director Director
 TATU ARVIND MANALI M. SHAH
 Chief Financial Officer Company Secretary
 Place : Ahmedabad
 Date : 20th May, 2019

GUJCHEM DISTILLERS INDIA LIMITED

CIN: L24230GJ1939PLC002480

Redg. Office: OFFICE NO. 6, 2nd Floor, National Chambers, Nr. City Gold,

Ashram Road, Ahmedabad - 380009

E-Mail: gujchemdistillers@gmail.com

ATTENDANCE SLIP

I /We hereby record my / our presence at the 80th Annual General Meeting of the members of the Company to be held on Monday, 30th September, 2019 at 4.00 P.M. at the registered office of the Company situated at Office No. 6, 2nd Floor, National Chambers, Nr. City Gold, Ashram Road, Ahmedabad-380009

Full name of the Member: _____

Address of the Member: _____

Folio No: _____ *DP ID No. _____ *Client ID NO. _____

No. of shares held : _____

Full name of the Proxy (If attending the meeting) : _____

Member's /Proxy's Signature: _____

Note:

1. Please complete the Folio / DP ID-Client No. and name, sign this Attendance Slip and hand it over at the Attendance Verification Counter at the ENTRANCE OF THE MEETING HALL.
2. Shareholders are requested to advised to indicate their folio No., DP ID*, Client ID*, the change in their address, if any, to the Registrar & Share Transfer Agents, at Link Intime India Private Limited.

*Applicable for investors holding shares in Electronic (Demat) form.

GUJCHEM DISTILLERS INDIA LIMITED

CIN: L24230GJ1939PLC002480

Redg. Office: OFFICE NO. 6, 2nd Floor, National Chambers, Nr. City Gold,
Ashram Road, Ahmedabad - 380009E-Mail: gujchemdistillers@gmail.com**FORM NO. MGT-11****PROXY FORM**(Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies
(Management and Administration) Rule 2014)

Name of the Member(s)	
Registered Address	
E-Mail Id	
Folio No./ Client Id / Dp. Id	
No. of Shares	

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

(1) Name: _____ Address: _____
Email ID: _____ Signature: _____ or

failing him / her:

(2) Name: _____ Address: _____
Email ID: _____ Signature: _____ or

failing him / her:

(3) Name: _____ Address: _____
Email ID: _____ Signature: _____as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 80th Annual General Meeting of the Company, to be held on Monday, 30th September, 2019 at 4.00 P.M. at the registered office of the Company at Office No. 6, 2nd Floor, National Chambers, Nr. City Gold, Ashram Road, Ahmedabad-380009 and at any adjournment thereof in respect of such resolutions as are indicated below:

** I wish my above proxy to vote in the manner as indicated in the box below:

Resolution No.	Particulars of Resolution	Optional	
		For	Against
ORDINARY BUSINESS			
1.	To consider and adopt the Audited Financial Statements of the Company for the year ended on March 31, 2019 and the Directors' report and Auditors' report thereon.		
SPECIAL BUSINESS			
2.	Appointment of Statutory Auditors to fill casual vacancy.		
3.	Appointment of Statutory Auditors and fixing their remuneration.		
4.	Appointment of Mr. Manish Mehta (DIN: 08516146) as an Independent Director of the company.		
5.	Appointment of Mr. Rameshbhai Chimanlal Dathia (DIN: 07767388) as an Independent Director of the Company.		
6.	Appointment of Mr. Sagar Samir Shah (DIN: 03082957) as Director of the Company.		
7.	Appointment of Mrs. Rajasvee Sagar Shah (DIN: 08265565) as Director of the Company.		
8.	Appointment of Mrs. Rajasvee Sagar Shah (DIN: 08265565) AS A Managing Director of the Company for a Period of 3 (Three) Years.		

Signed this _____ day of _____ 2019

Signature of Shareholder _____

Signature of Proxy holder (s) _____

Affix One Re. Revenue Stamp

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the Annual General Meeting.
3. **It is optional to put 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your proxy will be entitled to vote in the manner as he / she thinks appropriate.
4. Appointing the proxy does not prevent a shareholder from attending the meeting in person if he so wishes.
5. Please complete all details including details of member (s) in the above box before submission.

AGM Venue Map



SHAREHOLDERS ARE REQUESTED TO SUBMIT THIS FORM TO THE R&TA

To,
Link Intime India Pvt. Ltd.
 5th Floor, 506 to 508 Amarnath Business Centre-1,
 Besides Gala Business Centre and Off. C.G. Road,
 Navrangpura, Ahmedabad 380009.

Updation of Shareholder Information

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

General Information:

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

*Self attested copy of the document(s) enclosed

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

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

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

Place :
 Date :

 Signature of Sole /First holder