

August 31, 2015

To,
Dear Shareholders,

By Email / R.P.A.D. / Air Mail

Sub: Notice of Annual General Meeting

We enclose herewith the Notice of the Tenth Annual General Meeting of Dinesh Remedies Limited to be held on Monday, 28th day of September, 2015 at 12.00 noon to transact the business in the above referred Notice alongwith the Annual Report for the year ended 31st March, 2015 including Auditors Report, Boards' Report, Audited Annual Financial Statement with the Schedules thereto and Accounting Policy.

We request you to attend the same.
Thanking you,

Yours faithfully,
For DINESH REMEDIES LIMITED,



S. K. SHUKLA
COMPANY SECRETARY
Encl.: As above



1. Shri Dinesh Mills Limited – Shareholder
2. M/s. Star Capsules LLC – Shareholder
3. Shri Upendrabhai M. Patel – Shareholder & Director
4. Shri Bharatbhai U. Pate I– Shareholder & Director
5. Shri Nimishbhai U. Patel – Shareholder & Director
6. Smt. Roopaben B. Patel – Shareholder
7. Smt. Arushaben N. Patel – Shareholder
8. Shri Rashmikant C. Patel – Shareholder & Director
9. Shri Manish I. Patel – Director
10. Shri Pareshbhai Saraiya – Director
11. Shri H. N. Elavia – Director
12. Shri Sanjiv M. Shah – Director
13. Shri Sujit J. Bhayani – Director
14. M/s. Dhirubhai Shah & Doshi – Statutory Auditors

DINESH REMEDIES LIMITED

(CIN – U24230GJ2005PLC045447)

Regd. Office : Shri Dinesh Mills premises, Akota Road, Baroda – 390 020

Phone No. (0265) 2330060, Fax No. (0265) 2336195

Email : sojitra@dineshmills.com Website: www.dineshremedies.com

NOTICE

NOTICE is hereby given that, Tenth Annual General Meeting of the Members of Dinesh Remedies Ltd. will be held at the Registered Office of the Company at Shri Dinesh Mills Premises, Akota Road, Vadodara on Monday, 28th September, 2015 at 12.00 Noon to transact the following business.

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statement of the Company for the financial year ended 31st March, 2015, the Reports of the Board of Directors and Auditors' thereon.
2. To appoint a Director in place of Shri Nimishbhai Patel (DIN–00039549), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint M/s. Dhirubhai Shah & Doshi, Chartered Accountants as Statutory Auditors and fix their remuneration.

SPECIAL BUSINESS:

4. APPOINTMENT OF SHRI H. N. ELAVIA AS AN INDEPENDENT DIRECTOR

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 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment & Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Shri H. N. Elavia (DIN – 01013388), who is Non Executive Independent Director of the Company in respect of whom the Company has received a Notice in writing from a member proposing his candidature, be and is hereby appointed as an Independent Director of the Company to hold Office for the term of five years from 1st April, 2014 to 31st March, 2019.”

5. APPOINTMENT OF SHRI PARESH SARAIYA AS AN INDEPENDENT DIRECTOR

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 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment & Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Shri Paresb Saraiya (DIN–00063971), who is Non Executive Independent Director of the Company in respect of whom the Company has received a Notice in writing from a member proposing his candidature, be and is hereby appointed as an Independent Director of the Company to hold Office for the term of five years from 1st April, 2014 to 31st March, 2019.”

6. APPOINTMENT OF SHRI SANJIV SHAH AS AN INDEPENDENT DIRECTOR

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 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment & Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Shri Sanjiv Shah (DIN-00065796), who is Non Executive Independent Director of the Company in respect of whom the Company has received a Notice in writing from a member proposing his candidature, be and is hereby appointed as an Independent Director of the Company to hold Office for the term of five years from 1st April, 2014 to 31st March, 2019.”

7. APPOINTMENT OF SHRI SUJIT BHAYANI AS AN INDEPENDENT DIRECTOR

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 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment & Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Shri Sujit Bhayani (DIN-01767427), who is Non Executive Independent Director of the Company in respect of whom the Company has received a Notice in writing from a member proposing his candidature, be and is hereby appointed as an Independent Director of the Company to hold Office for the term of five years from 1st April, 2014 to 31st March, 2019.”

8. ADOPTION OF NEW ARTICLES OF ASSOCIATION OF THE COMPANY

To consider and if thought fit, to pass with or without modification(s), the following Resolution as **“SPECIAL RESOLUTION”**

“RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the draft Regulation contained in the Articles of Association submitted to this meeting, be and are hereby approved and adopted in substitution and to the entire exclusion, of the Regulations contained in the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and to take such steps as may be necessary, proper and expedient to give effect to this Resolution.”

9. BORROWING POWERS

To consider and if thought fit, to pass with or without modification(s), the following Resolution as **“SPECIAL RESOLUTION”**

“RESOLVED THAT the consent of the members of the Company pursuant to Section 180(1)(c) of the Companies Act, 2013, be and is hereby accorded to the borrowings by the Board of Directors of the Company from time to time, of all moneys deemed by them to be requisite or proper for the purpose of carrying on the business of the Company on such terms & conditions as the Board may deem fit notwithstanding that the moneys already borrowed by the Company (apart from

temporary loans obtained from the Company's Bankers in the ordinary course of business) will exceed the aggregate of the Paid up share Capital of the Company and its Free Reserves, that is to say, Reserves not set apart for any specific purpose, provided that the total borrowing shall not exceed Rs.50/- Crores. (Rupees Fifty Crores only)"

Regd. Office:

Shri Dinesh Mills Premises
Akota Road
Vadodara – 390 020
Date: 26th May, 2015



By Order of the Board,
For DINESH REMEDIES LIMITED,

S. K. Shukla
S. K. SHUKLA
COMPANY SECRETARY

NOTE:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
- The Explanatory statement of material facts pursuant to Section 102 of the Companies Act, 2013 is annexed hereto as **Annexure: B** in respect of Item No. 4 to 9.

ANNEXURE TO THE NOTICE
ANNEXURE: A

Name	Shri Nimishbhai U. Patel		
Age	49 years		
Qualification	B.B.A., M.B.A. (USA)		
Expertise	He has techno-commercial knowledge for overall management of the Company.		
Tenure	Director of the Company since 09-02-2005		
Shareholding in the Company	1 Equity share of Rs. 10/- each		
Other Directorship:			
Sr. No.	Name of the Company	Position held	Member/Chairman of the Committee of the Company
1	Shri Dinesh Mills Ltd.	Managing Director	None
2	Ultramarine & Pigments Ltd.	Director	Audit Committee – Member
3	Transpek Industry Ltd.	Director	Audit Committee – Member Nomination & Remuneration Committee – Member Stakeholders Relationship Committee – Chairman
4	Pankakamlini Investments Pvt. Ltd.	Director	None

Inter Relationship: He is related to Shri Upendrabhai Patel & Shri Bharatbhai Patel.

ANNEXURE: B

THE EXPLANATORY STATEMENT OF MATERIAL FACTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (ITEM No. 4 to 9)

ITEM No. 4 APPOINTMENT OF SHRI H. N. ELAVIA AS AN INDEPENDENT DIRECTOR

Shri H. N. Elavia who is senior qualified Cost Accountant and having experience in the areas of Costing, Project Financing and General Administration for more than 44 years, has been rendering his services as Director of the Company since 8th February, 2007. He is an

Independent Non-Executive Director of the Company. He is also a member of Audit Committee of the Board of Directors of the Company.

In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Shri H. N. Elavia, in respect of whom the Company has received a Notice in writing from a member proposing his candidature along with the Deposit, is proposed to be appointed as an Independent Director for term of five years from 1st April, 2014 to 31st March, 2019. The Company has received a declaration that he meets the criteria of Independence pursuant to Section 149(6) of the Companies Act, 2013.

In the opinion of the Board, Shri H. N. Elavia fulfills the conditions specified in the Companies Act, 2013 and Rules made thereunder for his appointment as an Independent Director of the Company and accordingly, appointed him as an Independent Director at their meeting held on 19th December, 2014 subject to approval of members of the Company. The copy of the draft letter for appointment of Shri H N Elavia as an Independent Director setting out the terms & conditions is available for inspection by members at the Registered Office of the Company.

The Board considers that, his continued association would be beneficial to the Company and it is desirable to continue to avail services of Shri H. N. Elavia as an Independent Director and accordingly, the Board recommends the Ordinary Resolution set out at Item No. 4 of the Notice.

Except Shri H. N. Elavia, No other Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the Resolution set out at Item No. 4 of the Notice.

ITEM No. 5 APPOINTMENT OF SHRI PARESH SARAIYA AS AN INDEPENDENT DIRECTOR

Shri Paresh Saraiya (B.E.–Mechanical) is associated with the Transpek Group since 1975 and presently he is the Managing Director of Transpek Silox Industry Pvt. Ltd. He is also on the Board of Alembic Pharmaceuticals Ltd., Shroff Engineering Ltd. and Excel Genetics Ltd. He is also Trustee of many Socio-cultural bodies viz. "United Way of Vadodara", "Swar Vilas" "Gharharika" and Vadodara Society for Prevention of Cruelty to Animal (VSPCA) and also Vice Chairman of Gujarat Safety Council.

He has been rendering his services as Director of the Company since 29th September, 2011. He is an Independent Non-Executive Director of the Company and also Chairman of Audit Committee and member of Nomination & Remuneration Committee of the Board of Directors of the Company.

In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Shri Paresh Saraiya, in respect of whom the Company has received a Notice in writing from a member proposing his candidature along with the Deposit, is proposed to be appointed as an Independent Director for term of five years from 1st April, 2014 to 31st March, 2019. The Company has received a declaration that he meets the criteria of Independence pursuant to Section 149(6) of the Companies Act, 2013.

In the opinion of the Board, Shri Paresh Saraiya fulfills the conditions specified in the Companies Act, 2013 and Rules made thereunder for his appointment as an Independent Director of the Company and accordingly, appointed him as an Independent Director at their meeting held on 19th December, 2014 subject to approval of members of the Company. The copy of the draft letter for appointment of Shri Paresh Saraiya as an Independent Director setting out the terms & conditions is available for inspection by members at the Registered Office of the Company.

The Board considers that, his continued association would be beneficial to the Company and it is desirable to continue to avail services of Shri Paresh Saraiya as an Independent Director

and accordingly, the Board recommends the Ordinary Resolution set out at Item No. 5 of the Notice.

Except Shri Paresh Saraiya, No other Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the Resolution set out at Item No. 5 of the Notice.

ITEM No.6 APPOINTMENT OF SHRI SANJIV SHAH AS AN INDEPENDENT DIRECTOR

Shri Sanjiv Shah, B. Com, MBA (USA), AIT (USA) and having rich experience in the Management of Companies and also associated with various social activities, has been rendering his services as Director of the Company since 14th November, 2005. He is an Independent Non-Executive Director of the Company. He is also a member of Audit Committee and Nomination & Remuneration Committee of the Board of Directors of the Company.

In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Shri Sanjiv Shah, in respect of whom the Company has received a Notice in writing from a member proposing his candidature along with the Deposit, is proposed to be appointed as an Independent Director for term of five years from 1st April, 2014 to 31st March, 2019. The Company has received a declaration that he meets the criteria of Independence pursuant to Section 149(6) of the Companies Act, 2013.

In the opinion of the Board, Shri Sanjiv Shah, fulfills the conditions specified in the Companies Act, 2013 & Rules made thereunder for his appointment as an Independent Director of the Company and accordingly, appointed him as an Independent Director at their meeting held on 19th December, 2014 subject to approval of members of the Company. The copy of the draft letter for appointment of Shri Sanjiv Shah as an Independent Director setting out the terms & conditions is available for inspection by members at the Registered Office of the Company.

The Board considers that, his continued association would be beneficial to the Company and it is desirable to continue to avail services of Shri Sanjiv Shah as an Independent Director and accordingly, the Board recommends the Ordinary Resolution set out at Item No. 6 of the Notice.

Except Shri Sanjiv Shah, No other Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the Resolution set out at Item No. 6 of the Notice.

ITEM No.7 APPOINTMENT OF SHRI SUJIT BHAYANI AS AN INDEPENDENT DIRECTOR

Shri Sujit Bhayani, Executive Director of Sudeep Pharma Pvt. Ltd. having more than 23 years experience in the Pharma industry, has been rendering his services as Director of the Company since 29th July, 2013. He is an Independent Non-Executive Director of the Company. He is also a Chairman of Nomination & Remuneration Committee of the Board of Directors of the Company.

In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Shri Sujit Bhayani, in respect of whom the Company has received a Notice in writing from a member proposing his candidature along with the Deposit, is proposed to be appointed as an Independent Director for term of five years from 1st April, 2014 to 31st March, 2019. The Company has received a declaration that he meets the criteria of Independence pursuant to Section 149(6) of the Companies Act, 2013.

In the opinion of the Board, Shri Sujit Bhayani fulfills the conditions specified in the Companies Act, 2013 & Rules made thereunder for his appointment as an Independent Director of the Company and accordingly, appointed him as an Independent Director at their meeting held on 19th December, 2014 subject to approval of members of the Company. The copy of the draft letter for appointment of Shri Sujit Bhayani as an Independent Director setting out the terms & conditions is available for inspection by members at the Registered Office of the Company.

The Board considers that, his continued association would be beneficial to the Company and it is desirable to continue to avail services of Shri Sujit Bhayani as an Independent Director and accordingly, the Board recommends the Ordinary Resolution set out at Item No. 7 of the Notice.

Except Shri Sujit Bhayani, No other Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the Resolution set out at Item No. 7 of the Notice.

ITEM No. 8 ADOPTION OF NEW ARTICLES OF ASSOCIATION OF THE COMPANY

As the Company was incorporated on 9th February, 2005, the existing Articles of Association (AoA) of the Company based on the Companies Act, 1956 and several Regulations in the existing AoA contain references to specific sections of the Companies Act, 1956 and some Regulations in the existing AoA are no longer in conformity with the Companies Act, 2013. As the Companies Act, 2013 & the Rules made thereunder are now largely in force and as a result thereof, several Regulations of the existing AoA of the Company require the alterations or deletions and therefore, it is considered expedient to wholly replace existing AoA by a new set of Articles.

The new AoA to be substituted in the place of the existing AoA is based on Table "F" of the Companies Act, 2013 which is the model AoA for a Company Limited by Shares and therefore, the Board of Directors of the Company at their meeting held on 19th December, 2014 decided to adopt new set of AoA subject to approval of members of the Company.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the Resolution set out at Item No. 8 of the Notice.

The Board recommends the Special Resolution set out at item No. 8 of the Notice.

ITEM NO. 9 BORROWING POWERS

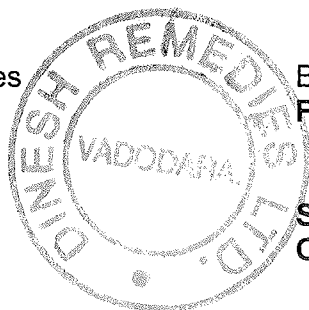
The members of the Company at their 4th Annual General Meeting held on 31st July, 2009 had authorized Board of Directors to borrow the sums not exceeding Rs. 50/- Crore (Rupees Fifty Crores Only) u/s. 293(1)(d) of the Companies Act, 1956. As the Companies Act, 2013 & the Rules made thereunder are now largely in force and therefore, it is proposed to seek a fresh approval with existing Borrowing limits pursuant to Section 180(1)(c) of the Companies Act, 2013.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the Resolution set out at Item No. 9 of the Notice.

The Board recommends the Special Resolution set out at item No. 9 of the Notice.

Regd. Office:

Shri Dinesh Mills Premises
Akota Road
Vadodara – 390 020
Date: 26th May, 2015



By Order of the Board,
For DINESH REMEDIES LIMITED,


S. K. SHUKLA
COMPANY SECRETARY

BOARDS' REPORT

To,
The Members,
Dinesh Remedies Limited.

Your Directors have pleasure in submitting their 10th Annual Report on the business & operations of the Company together with the Annual Financial Statement for the year ended 31st March, 2015.

1. PERFORMANCE OF THE COMPANY

Particulars	(Rs. In Lacs)	
	2014 – 2015	2013 – 2014
Sales Turnover (Net)	1960.40	2027.23
Gross Profit	174.04	269.26
Less: (A) Depreciation	130.22	146.59
(B) Provision for taxation:		
(i) Current Tax	8.60	24.83
(ii) Deferred Tax	NIL	NIL
Net Profit	35.22	97.84
Profit available for Appropriation	NIL	NIL
Amount Transferred to Reserves	NIL	NIL

2. DIVIDEND

During the year under review, the Company has made profit amounting to Rs.35.22 lacs but due to carry forward losses, there is no profit available for distribution of Dividend and therefore, the Board of Directors do not recommend dividend on equity shares of the Company.

3. TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND (IEPF)

As the Company has not declared / paid any dividend since incorporation of the Company and therefore, the provisions relating to transfer of unclaimed dividend to IEPF do not apply to the Company.

4. THE STATE OF AFFAIRS OF THE COMPANY

(A) REVIEW OF OPERATIONS: During the year under review, Net Sales turnover has been reduced to Rs.1960.40 Lacs from Rs. 2027.23 Lacs and the net profit has also been reduced to Rs. 35.22 Lacs from Rs. 97.84 Lacs as compared to the previous year mainly due to increase in gelatin price, lower realization of sales price and the change of the product mix.

(B) FINANCIAL HIGHLIGHTS:

<u>Particulars</u>	(Rs. in Lacs)	
	<u>2014-15</u>	<u>2013-14</u>
Sales Turnover (Net)	1960.40	2027.23
Operating profit (PBDIT)	257.85	374.69
Depreciation	130.22	146.59
Interest	83.81	105.43

Profit before Tax	43.82	122.67
Tax	8.60	24.83
Net Profit	35.22	97.84

(C) OVERALL OUTLOOK: We hope that, due to the efforts to expand business with the reputed overseas customers in Bangladesh, Kenya, Nigeria, Tanzania, Uganda, Thailand, Vietnam, Philippines etc., the Company would make every effort to increase the sales turnover with product mix and customer mix so as to achieve the increase in the sales turnover and profitability of the Company. This forward looking statement may be adversely affected due to increase in the input cost and changes in the Government policies over the globe.

(D) There is no change in the nature of the business of the Company.

5. MATERIAL CHANGES AND COMMITMENT, IF ANY

The Company has installed 6th Capsule manufacturing machine in the month of May, 2015. However, the commercial production would start from June, 2015. There are no other material changes and commitments affecting the financial position of the Company occurred from 1st April, 2015 to the date of this Report.

6. 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 in **Annexure – “A”** attached to this Report.

7. RISK MANAGEMENT

The Company has been taking appropriate actions from time to time to mitigate adverse impact of various Risks viz. Interest rate, gelatin price, foreign exchange, business operations & changes in the Regulatory requirements etc. which may adversely affect the performance of the Company and may threaten the very existence of the Company. The provisions relating to Risk Management Committee is not applicable to the Company.

8. THE CORPORATE SOCIAL RESPONSIBILITY

As the provisions of relating to the Corporate Social Responsibility (CSR) as prescribed u/s. 135 of the Companies Act, 2013 along with Rules made thereunder are not applicable to our Company and therefore, neither the CSR Committee nor the CSR Policy are required to be framed by the Company.

9. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

During the year under review, the Company has not given any loans, guarantees or made investments pursuant to Section 186 of the Companies Act, 2013 and therefore, the disclosure under the said provision is not applicable.

10. THE RELATED PARTY TRANSACTIONS

During the year under review, the transactions with Related Parties were not material, entered into in the ordinary course of business and on Arms' length basis. The details of the Related Party Transactions are given in Note No.23 to the Annual Accounts in the Annual Report.

11. AUDITORS REPORTS

The Auditors' Report issued by M/s. Dhirubhai Shah & Doshi on the Accounts is self-explanatory and therefore, does not call for any explanation. There were no qualifications, reservations or adverse remarks made by the above referred Statutory Auditors.

The provisions relating the Secretarial Audit is not applicable to the Company.

12. COMPANY'S POLICY RELATING TO DIRECTORS APPOINTMENT, PAYMENT OF REMUNERATION AND DISCHARGE OF THEIR DUTIES

The Board of Directors of the Company at their meeting held on 30th March, 2015 approved the Remuneration Policy as recommended by the Nomination & Remuneration Committee of Directors of the Company relating to appointment of Directors, payment of Managerial remuneration, Directors' qualifications, positive attributes, independence of Directors and other related matters pursuant to Section 178(3) of the Companies Act, 2013.

13. ANNUAL RETURN

The extracts of Annual Return pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and Administration) Rules, 2014 is furnished in **Annexure – "B"** is attached to this Report.

14. THE MEETINGS OF THE BOARD OF DIRECTORS

During the year under review, four meetings of Board of Directors of the Company were held on 26/05/2014, 13/08/2014, 19/12/2014 and 30/03/2015.

15. KEY MANAGERIAL PERSONNEL (KMP)

Shri Nimish Patel, Chairman & Managing Director, Shri S K Shukla, Company Secretary and Shri Bindesh Patel, Chief Finance Officer are the KMP of the Company pursuant to Section 203 of the Companies Act, 2013 and the Rules made thereunder.

During the year under review, Shri Bindesh Patel was appointed as Chief Finance Officer (CFO) of the Company.

16. DIRECTORS RESPONSIBILITY STATEMENT

Your Directors confirm that:

- (a) in the preparation of the Annual Accounts for the financial year 2014–2015, the applicable Accounting Standards had been followed along with proper explanation relating to material departures;

- (b) the Directors had selected such Accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period;
- (c) the Directors had taken proper and sufficient care for the maintenance of adequate Accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) the Directors had prepared the Annual Accounts on a going concern basis; and
- (e) the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

17. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

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

18. DEPOSITS

The Company has neither accepted nor renewed any Deposits since its incorporation.

19. DIRECTORS

During the year under review, Shri Sunil Vakil (Alternate Director to Shri Manish Patel) had resigned. The Board appreciates for the valuable contribution made by Shri Sunil Vakil during his tenure as Director of the Company.

Pursuant to Section 149 and 152 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Independent Directors are not liable to retire by rotation whereas other Directors are liable to retire by rotation and accordingly, Shri Nimish Patel, Chairman & Managing Director of the Company would retire by rotation and being eligible, offer himself for re-appointment. The particulars of the Director retiring by rotation and seeking re-appointment have been given in the Notice of the ensuing 10th Annual General Meeting of the members of the Company.

20. DECLARATION OF INDEPENDENT DIRECTORS

The Independent Directors have given the declaration that, they meet the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 read with Rules made thereunder.

21. PERFORMANCE EVALUATION OF DIRECTORS

The performance evaluation of all the Directors including Independent Directors and the Board as a whole which includes the Committees thereof was done on

30th March, 2015 as per the Performance Evaluation Policy of the Company. As per provisions of the Companies Act, 2013 read with Rules made thereunder, a separate meeting of the Independent Directors was held on 30th March, 2015 to consider the following agenda:

- a) Review the performance of Non-Independent directors and the Board as a whole.
- b) Review the performance of the Chairperson of the Company.
- c) Asses the efficacy and adequacy of flow of information.

All the Independent Directors were present in the meeting held on 30th March, 2015 and considered the above referred agenda.

22. STATUTORY AUDITORS

The tenure of M/s. Dhirubhai Shah & Doshi, Chartered Accountants, Ahmedabad would expire on the conclusion of the ensuing 10th Annual General Meeting. The Company has received a letter dated 5th May, 2015 from the above referred Auditors to the effect that, if they are reappointed, it would be in accordance with the provisions of Section 141 of the Companies Act, 2013. The continuance of appointment and payment of remuneration to M/s. Dhirubhai Shah & Doshi, Chartered Accountants are proposed to be approved in the ensuing 10th Annual General Meeting.

23. COMPOSITION OF AUDIT COMMITTEE AND VIGIL MECHANISM

The Audit Committee consists of three Independent Directors viz. Shri Paresh Saraiya, Chairman of the Audit Committee, Shri H. N. Elavia and Shri Sanjiv Shah are the members of the Audit Committee

The provisions relating to vigil mechanism are not applicable to the Company.

24. SHARES:

- (a) **BUY BACK OF SECURITIES:** The Company has not bought back any of its securities during the year under review.
- (b) **SWEAT EQUITY:** The Company has not issued any Sweat Equity Shares during the year under review.
- (c) **BONUS SHARES:** No Bonus Shares were issued during the year under review.
- (d) **EMPLOYEES STOCK OPTION PLAN:** The Company has not provided any Stock Option Scheme to the employees.

25. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Internal Audit department conducts audit of all departments of the Company and places Audit reports/plans before the Audit Committee which reviews adequacy of internal audit functions, audit procedures and its coverage periodically. The minutes of the Audit Committee meetings are placed at the meetings of the Board of Directors from time to time. The Company has adopted the concept of pre-audit and therefore, the mistakes, if any are rectified before the transactions are finally booked in the Accounts of the Company. The

provisions relating to appointment of Internal Auditor pursuant to Section 138 of the Companies Act, 2013 & Rules made thereunder are not applicable to the Company.

26. INDUSTRIAL RELATIONS

During the year under review, industrial relations have remained cordial. As on 31st March, 2015, there were 68 employees in the Company.

27. INSURANCE:

All the properties of the Company including buildings, plant & machinery and stocks have been insured.

28. ACKNOWLEDGEMENTS

Your Board of Directors thanks all the stakeholders viz. shareholders, customers, suppliers, bankers, employees for their support during the period under review.

FOR AND ON BEHALF OF THE BOARD,

Sd/-

**NIMISH PATEL
CHAIRMAN**

Place: Vadodara

Date: 26th May, 2015

ANNEXURE – “A”

A. CONSERVATION OF ENERGY:

- (a) The steps taken or impact on Conservation of Energy: The Company has installed the following equipments to conserve the energy:
- (1) Air dehumidification unit of ducool for capsule drying.
 - (2) Optimized smaller AHU'S for the 6th machine.
 - (3) Low cost optimized HVAC control automation system for 6th machine.
- (b) The steps taken by the Company for utilizing alternate sources of Energy:
None.
- (c) The Capital Investments on Energy Conservation Equipments: Rs. 72.77 Lacs

B. TECHNOLOGY ABSORPTION :

As no foreign technology is imported, the question of its absorption does not arise.

C. FOREIGN EXCHANGE EARNINGS AND OUTGO:

Total foreign exchange used and earned: Rs. 348.16 lacs and Rs. 371.15 lacs respectively.

FORM: A

RESEARCH & DEVELOPMENT:

The R & D department of the Company is making every effort to improve the quality and has been active in developing the different mixtures of colors being used in manufacturing of the capsules.

Expenditure on R & D: Rs. 12.44 Lacs

Place: Vadodara
Date: 26th May, 2015

FOR AND ON BEHALF OF THE BOARD,
Sd/-
NIMISH PATEL
CHAIRMAN

ANNEXURE – “B”

FORM No. MGT-9 EXTRACT OF ANNUAL RETURN

as at the Financial Year ended on 31st March, 2015

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

I. REGISTRATION AND OTHER DETAILS:

(i)	Corporate Identification Number (CIN)	U24230GJ2005PLC045447
(ii)	Registration Date	09/02/2005
(iii)	Name of the Company	DINESH REMEDIES LIMITED
(iv)	Category / Sub-Category of the Company	Indian Non-Govt. Company
(v)	Address of the Registered office and contact details	Shri Dinesh Mills premises, Akota Road, Vadodara – 390020
(vi)	Whether Listed company	NO – Unlisted Public Company
(vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	None – Not Applicable

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY :

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

Sr. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the Company
1.	Empty Hard Gelatin Capsules Shells	24295	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

Sr. No.	Name and Address of the Company	CIN/GLN	Holding / Subsidiary / Associate	% of shares held	Applicable Section
1	Shri Dinesh Mills Limited	L17110GJ1935PLC000494	HOLDING	55.52%	Section 2(46)

IV. SHARE HOLDING PATTERN: (Equity Share Capital Breakup as percentage of Total Equity)

(i) Category-wise shareholding

Category of Shareholders	No. of Shares held at the beginning of the year (1 st April, 2014)				No. of Shares held at the end of the year (31 st March, 2015)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A.Promoters									
(1) Indian									
a) Individual/HUF	-	3139720	3139720	13.31%	-	3139720	3139720	13.31%	NIL
b) Central Govt.	-	-	-	-	-	-	-	-	NIL
c) State Govt.(s)	-	-	-	-	-	-	-	-	NIL

d) Bodies Corporate	-	13098095	13098095	55.52%	-	13098095	13098095	55.52%	NIL
e) Banks / FI	-	-	-		-	-	-		NIL
f) Any other	-	-	-		-	-	-		NIL
Sub Total (A) (1):-	-	16237795	16237795	68.83%	-	16237795	16237795	68.83%	NIL
(2) Foreign									
a) NRIs-Individuals	-	-	-	-	-	-	-	-	NIL
b). Others - Individuals	-	-	-	-	-	-	-	-	NIL
c). Bodies Corporate	-	-	-	-	-	-	-	-	NIL
d). Banks/FI	-	-	-	-	-	-	-	-	NIL
e). Any Other.	-	7353765	7353765	31.17%	-	7353765	7353765	31.17%	NIL
Sub Total (B)(2):-	-	7353765	7353765	31.17%	-	7353765	7353765	31.17%	NIL
Total shareholding of Promoter (A)= (A)(1)+(B)(2)	-	23591580	23591580	100%	-	23591580	23591580	100%	NIL
B.Public Shareholding									
1. Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt.	-	-	-	-	-	-	-	-	-
d) State Govt.(s)	-	-	-	-	-	-	-	-	-
e)Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-
h)Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):-	-	-	-	-	-	-	-	-	-
2.Non-Institutions									
a) Bodies Corporate									
i) Indian	-	-	-	-	-	-	-	-	-
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									

i) Individual shareholders holding nominal share capital upto Rs. 1/- lakh.	-	-	-	-	-	-	-	-	-
ii) Individual shareholders holding nominal share capital in excess of Rs. 1/- Lakh	-	-	-	-	-	-	-	-	-
c)Others, (specify)									
Non Resident Indians	-	-	-	-	-	-	-	-	-
Overseas Corporate Bodies	-	-	-	-	-	-	-	-	-
Foreign Nationals	-	-	-	-	-	-	-	-	-
Clearing Members	-	-	-	-	-	-	-	-	-
Trusts	-	-	-	-	-	-	-	-	-
Foreign Bodies - D R	-	-	-	-	-	-	-	-	-
Sub-total (B)(2):-	-	-	-	-	-	-	-	-	-
Total Public Shareholding (B)= (B)(1)+ (B)(2)	-	-	-	-	-	-	-	-	-
C.Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	-	23591580	23591580	100%	-	23591580	23591580	100%	NIL

(ii) Shareholding of Promoters:

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year (i.e. 1 st April, 2014)			Share holding at the end of the year (i.e. 31 st March, 2015)			% 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	Shri Dinesh Mills Limited	13098095	55.52%	-	13098095	55.52%	-	-
2	Star Capsules LLC, USA	7375765	31.17%	-	7375765	31.17%	-	-
3	Shri Rashmikanbhai C. Patel	3139715	13.31%	-	3139715	13.31%	-	-

-4	Shri Upendrabhai M. Patel	1	0	-	1	0	-	-
5	Shri Bharatbhai U. Patel	1	0	-	1	0	-	-
6	Shri Nimishbhai U. Patel	1	0	-	1	0	-	-
7	Mrs. Roopaben B. Patel	1	0	-	1	0	-	-
8	Mrs. Arushaben N. Patel	1	0	-	1	0	-	-

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

Sr. No.		Shareholding at the beginning of the year (1 st April, 2014)		Cumulative Shareholding during the Year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	At the beginning of the year (1 st April, 2014)	23591580	100%	-	-
2	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.)	-	-	-	-
3	At the end of the year (31 st March, 2015)	23591580	100%	-	-

(iv) Shareholding Pattern of top 10 shareholders (other than Directors, Promoters and Holders of GDRs and ADRs)

Sr. No.		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
	For each of the top 10 shareholders				
	At the beginning of the year	-	-	-	-
	Date wise Increase/Decrease in Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc):	-	-	-	-
	At the end of the year (or on the date of separation, if separated during the year)	-	-	-	-

(v) Shareholding of Directors and Key Managerial Personnel:

Sr. No.	Shareholding of each Directors and each Key Managerial Personnel	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
	At the beginning of the year (01/04/2014) (1) Shri U M Patel = 01 share (2) Shri B U Patel = 01 share (3) Shri N U Patel = 01 share (CMD-KMP) (4) Shri R C Patel = 31,39,715 shares (5) Shri Manish Patel = NIL (6) Shri H. N. Elavia = NIL (7) Shri Paresh Saraiya = NIL (8) Shri Sanjiv Shah = NIL (9) Shri Sujit Bhayani = NIL (10) Shri S K Shukla = NIL (CS-KMP) (11) Shri Bindesh Patel = NIL (CFO-	31,39,718	13.31		

	KMP)				
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.)	-	-	-	-
	At the end of the year (31/03/2015) (1) Shri U M Patel = 01 share (2) Shri B U Patel = 01 share (3) Shri N U Patel = 01 share (CMD-KMP) (4) Shri R C Patel = 31,39,715 shares (5) Shri Manish Patel = NIL (6) Shri H. N. Elavia = NIL (7) Shri Paresh Saraiya = NIL (8) Shri Sanjiv Shah = NIL (9) Shri Sujit Bhayani = NIL (10) Shri S K Shukla = NIL (CS-KMP) (11) Shri Bindesh Patel = NIL (CFO-KMP)	31,39,718	13.31	-	-

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

(Rs. in

Lacs)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year (i.e. 01/04/2014)				
i) Principal Amount	682.43	0	0	682.43
ii) Interest due but not paid	0.00	0	0	0.00
iii) Interest accrued but not due	0.00	0	0	0.00
Total (i + ii + iii)	682.43	0	0	682.43
Change in Indebtedness during the financial year (2014 – 2015)				
* Addition	298.24	0	0	298.24
* Reduction	166.02	0	0	166.02
Net Change	132.22	0	0	132.22
Indebtedness at the end of the financial year (i.e. 31/03/2015)				
i) Principal Amount	814.65	0	0	814.65
ii) Interest due but not paid	0.00	0	0	0.00
iii) Interest accrued but not due	0.00	0	0	0.00
Total (i + ii + iii)	814.65	0	0	814.65

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sr. No.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
		Shri N. U. Patel (C.M.D.)	
1	Gross salary	Nil	Nil

	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	Nil	Nil
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	Nil	Nil
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	Nil	Nil
2	Stock Option	Nil	Nil
3	Sweat Equity	Nil	Nil
4	Commission - as % of profit - others, specify	Nil	Nil
5	Others, please specify	Nil	Nil
	Total (A)	Nil	Nil
	Ceiling as per the Act	Nil	Nil

B. Remuneration to other directors

Sr. No.	Particulars of Remuneration	Name of Directors								Total Amount (Rs.)
		HNE	PMS	SMS	SJB	RCP	MIP/SV	BUP	UMP	
1	Independent Directors									
	Fee for attending board committee meetings	13500	19000	15000	13000	0	0	0	0	60500
	Commission	0	0	0	0	0	0	0	0	0
	Others, please specify	0	0	0	0	0	0	0	0	0
	Total (1)	13500	19000	15000	13000	0	0	0	0	60500
2	Other Non-Executive Directors									
	Fee for attending board committee meetings	0	0	0	0	10000	5000 (MIP+SV)	0	0	15000
	Commission	0	0	0	0	0	0	0	0	0
	Others, please specify	0	0	0	0	0	0	0	0	0
	Total (2)	0	0	0	0	10000	5000	0	0	15000
	Total (B)=(1+2)	13500	19000	15000	13000	10000	5000	0	0	75500
	Total Managerial Remuneration	0	0	0	0	0	0	0	0	0
	Overall Ceiling as per the Act	-	-	-	-	-	-	-	-	-

HNE: Shri H. N. Elavia, PMS: Shri Paresh M. Saraiya, SMS: Shri Sanjiv M. Shah, SJB: Shri Sujit J. Bhayani, RCP: Shri Rashmikant C. Patel, MIP/SV: Shri Manish I. Patel / Shri Sunil Vakil, BUP: Shri Bharat U. Patel and UMP: Shri Upendra M. Patel

C. Remuneration to Key Managerial Personnel other than MD /Manager / WTD during the financial year 2014 – 2015

Sr. No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CS	CFO	Total
1	Gross salary	Nil	1.02 Lacs	4.48 Lacs	5.50 Lacs
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	Nil	1.02 Lacs	4.48 Lacs	5.50 Lacs
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	Nil	Nil	Nil	Nil

	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	Nil	Nil	Nil	Nil
2	Stock Option	Nil	Nil	Nil	Nil
3	Sweat Equity	Nil	Nil	Nil	Nil
4	Commission	Nil	Nil	Nil	Nil
	- as % of profit	Nil	Nil	Nil	Nil
	others, specify	Nil	Nil	Nil	Nil
5	Others, please specify	Nil	Nil	Nil	Nil
	Total	Nil	1.02 Lacs	4.48 Lacs	5.50 Lacs

CEO: Chief Executive Officer,

CS: Company Secretary,

CFO: Chief Financial Officer

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	N.A.	None	None	None	None
Punishment	N.A.	None	None	None	None
Compounding	N.A.	None	None	None	None
B. DIRECTORS					
Penalty	N.A.	None	None	None	None
Punishment	N.A.	None	None	None	None
Compounding	N.A.	None	None	None	None
C. OTHER OFFICERS IN DEFAULT					
Penalty	N.A.	None	None	None	None
Punishment	N.A.	None	None	None	None
Compounding	N.A.	None	None	None	None

FOR AND ON BEHALF OF THE BOARD,

Sd/-

**NIMISH PATEL
CHAIRMAN**

Place: Vadodara

Date: 26th May, 2015

Independent Auditor's Report
To the Members of Dinesh Remedies Limited

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of Dinesh Remedies Ltd. ('the Company') which comprise the Balance Sheet as at 31st March 2015, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these stand alone financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

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

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the 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 standalone financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so

required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2015, and its profit and loss & cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of Order.
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 purpose of our audit.
 - b. In our opinion, proper books of account as required by law have been kept by the Company so far as 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 standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e. On the basis of written representations received from the directors as on 31st March 2015, and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2015, from being appointed as a director in terms of Section 164(2) of the Act.
 - f. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The company does not have any pending litigations on its financial position in its financial statements.
 - ii. The company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses.
 - iii. There has been no delay in transferring amounts, required to be transferred to the Investor Education and Protection Fund by the Company.

For, Dhirubhai Shah & Doshi
Chartered Accountants

Kaushik D. Shah
Partner
Membership Number: 016502

Place: Vadodara
Date: 26th May, 2015

ANNEXURE TO INDEPENDENT AUDITOR'S REPORT

Referred to in paragraph 1 of the Independent Auditor's Report to the members of Dinesh Remedies Ltd.

- (i) (a) The company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- (b) As explained to us, the fixed assets have been physically verified by the management at reasonable intervals. In our opinion, the programme of verification is reasonable having regard to the size of the company and the nature of its assets. We have been informed that no material discrepancies were noticed on such verification.
- (ii) (a) As explained to us, the inventories have been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.
- (b) As explained to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.
- (c) On the basis of our examination of the inventory records, we are of the opinion that, the company is maintaining proper records of inventory. Discrepancies noticed on physical verification of inventory as compared to book records were not material.
- (iii) The Company has not granted any loans secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, and therefore, the provisions of clauses (iii)(a) & (iii)(b) of the Order are not applicable to the Company.
- (iv) In our opinion and according to the information and explanation given to us, there are adequate internal control procedures commensurate with the size of the company and the nature of its business with regard to purchases of inventory, fixed assets and with regard to the sale of goods and services. During the course of our audit, we have not observed any continuing failure to correct major weakness in internal controls.
- (v) According to the information and explanation given to us, the Company has not accepted any deposits during the financial year under audit and hence this clause is not applicable to the company.
- (vi) Company is not required to maintain cost records as per the Companies (Cost Records and Audit) Rules, 2014 prescribed by Central Government under subsection (1) of section 148 of the Companies Act; hence this clause is not applicable to the company.
- (vii) (a) The Company is regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues with the appropriate authorities and does not have any undisputed statutory dues for a period of more than six months from the date they became payable.

- (b) On the basis of our examination of documents and records there are no disputed statutory dues outstanding of income tax, sales tax, service tax, duty of customs, duty of excise, value added tax or cess etc. with the appropriate authorities.
- (c) As per the information and explanation give to us, there has been no delay in transferring requisite amount of unclaimed dividend amount to Investor Education and Protection Fund within specified timelines in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made there under.
- (viii) In our opinion the company has accumulated losses at the end of the financial year which is not more than 50% of its net worth and the company has not incurred cash losses during the financial year and immediately preceding the financial year.
- (ix) In our opinion and according to the information and explanation given to us, the Company has not defaulted in repayment of dues to a financial institution or bank or debenture holders.
- (x) According to the information and explanations given to us, the company has not given any guarantee for loans taken by others from banks or financial institutions.
- (xi) In our opinion and according to the information and explanation furnished to us, during the year the company has obtain term loan for expansion of production capacity and proceeds of such term loan has been has utilized for purpose for which the loan were obtained.
- (xii) According to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the year.

For, Dhirubhai Shah & Doshi
Chartered Accountants

Kaushik D. Shah
Partner
Membership Number: 016502

Place: Vadodara
Date: 26th May, 2015

Dinesh Remedies Limited
Balance Sheet as at 31st March, 2015

(Rs. In lacs)

	Particulars	Note No.	As at 31st March, 2015	As at 31st March, 2014
I.	EQUITY AND LIABILITIES			
1	Shareholders' funds			
	Share Capital	1	2,359.16	2,359.16
	Reserves and Surplus	2	(347.67)	(358.31)
2	Non-current Liabilities			
	Long Term Borrowings	3	655.53	528.69
	Long Term Provisions	4	10.85	9.48
3	Current liabilities			
	Short Term Borrowings	5	159.78	84.91
	Trade Payables	6	359.33	188.98
	Other Current Liabilities	7	197.67	197.52
	Short Term Provisions	8	5.11	2.36
	TOTAL		3,399.76	3,012.79
II.	ASSETS			
	Non-current assets			
1	Fixed assets			
	(i) Tangible assets	9	2,426.86	2,180.13
	Long-term loans and advances	10	46.95	45.35
2	Current assets			
	Inventories	11	139.21	101.28
	Trade Receivables	12	641.09	630.04
	Cash and Bank Balances	13	10.35	2.66
	Short Term Loans and Advances	14	135.30	53.33
	TOTAL		3,399.76	3,012.79
	The Notes form an integral part of these financial statements	1 to 26		

As per our Report of even date

For and on behalf of the Board

For Dhirubhai Shah & Doshi
Chartered Accountants

Director

Chairman & Managing Director

Kaushik D. Shah
Partner
Membership No. : 016502
Vadodara
May 26, 2015

Company Secretary
Vadodara
May 26, 2015

Chief Financial Officer

Dinesh Remedies Limited
Statement of Profit and Loss for the year ended 31st March, 2015

(Rs. In lacs)

	Particulars	Note No.	Year ended 31st March, 2015	Year ended 31st March, 2014
I.	Revenue from Operations	15	1,960.40	2,027.23
II.	Other Income	16	10.87	11.74
III.	Total Revenue (I + II)		1,971.27	2,038.97
IV.	Expenses:			
	Cost of Materials Consumed	17	934.58	869.17
	Changes in Inventories of Finished Goods, Work-in-process and Stock-in-Trade	18	(24.67)	(9.26)
	Employee Benefits Expense	19	254.92	218.89
	Finance Costs	20	83.81	108.93
	Depreciation and Amortization Expense	9	130.22	146.59
	Other Expenses	21	548.59	581.98
	Total Expenses		1,927.45	1,916.30
V.	Profit before exceptional items and tax (III-IV)		43.82	122.67
VI.	Exceptional items		-	-
VII.	Profit before tax (V-VI)		43.82	122.67
VIII.	Tax expense:			
	(1) Current tax		8.60	24.83
	(2) Deferred tax		-	-
IX.	Profit (Loss) for the year (VII-VIII)		35.22	97.84
X.	Earnings per equity share of Rs. 10 each	22		
	(1) Basic		0.15	0.41
	(2) Diluted		0.15	0.41
	The notes form an integral part of these financial statements	1 to 26		

As per our Report of even date

For and on behalf of the Board

For Dhirubhai Shah & Doshi
Chartered Accountants

Director Chairman & Managing Director

Kaushik D. Shah
Partner
Membership No. : 016502
Vadodara
May 26, 2015

Company Secretary
Vadodara
May 26, 2015

Chief Financial Officer

Dinesh Remedies Limited
Cash Flow Statement for the year ended 31st March, 2015

(Rs. In Lacs)

Particulars	2014-15	2013-14
A. Cash Flow From Operating Activities :		
Net Profit/ (Loss) Before Tax	43.82	122.67
Adjustments For :		
Depreciation	130.22	146.59
Interest paid	84.18	105.43
Loss on sale of assets	-	-
Interest received on Loans and deposits	(2.49)	(1.70)
Operating Profit before Working Capital Changes	255.73	372.99
Adjustment For :		
Trade and Other Receivables	(94.62)	8.55
Inventories	(37.93)	6.74
Trade Payables & other liabilities	174.63	(58.94)
	42.08	(43.65)
Cash Generated from Operations	297.81	329.34
Direct Taxes Paid	8.60	24.83
Net Cash flow from Operating Activities before Extra Ordinary Items	289.21	304.51
Extra Ordinary Items	-	-
Net Cash Used in Operating Activities	289.21	304.51
B Cash Flow from Investing Activities :		
Purchase (net of sale) of Fixed Assets	(401.53)	(4.94)
Interest received on Fixed Deposits	2.49	1.70
Net Cash Used in Investing Activities	(399.04)	(3.24)
C. Cash Flow From Financing activities :		
Proceeds from borrowings	201.71	(200.72)
Interest paid	(84.18)	(105.43)
Net Cash used in Financing Activities	117.53	(306.15)
Net Change in Cash and Cash Equivalents	7.70	(4.88)
Cash and Cash Equivalents at the beginning of the year	2.66	7.54
Cash and Cash Equivalents at the close of the year	10.35	2.66

As per our Report of even date

For and on behalf of the Board

For Dhirubhai Shah & Doshi
Chartered Accountants

Director

Chairman & Managing
Director

Kaushik D. Shah
Partner
Membership No. : 016502
Vadodara
May 26, 2015

Company Secretary
Vadodara
May 26, 2015

Chief Financial Officer

Note:1 Share Capital

(Rs. In Lacs)

	As at 31st March, 2015	As at 31st March, 2014
Authorised : 2,50,00,000 (P.Y. 2,50,00,000) Equity Shares of Rs. 10/- each	2,500.00	2,500.00
Issued, Subscribed and Paid up: 2,35,91,580 (P.Y. 2,35,91,580) Equity Shares of Rs. 10/- each fully paid	2,359.16	2,359.16
Total	2,359.16	2,359.16

1.1 The reconciliation of the number of shares outstanding is set out below:

Particulars	As at 31st March, 2015 No. of Shares	As at 31st March, 2014 No. of Shares
Equity Shares at the beginning of the year	2,35,91,580.00	2,35,91,580.00
Shares Issued during the year	NIL	NIL
Equity Shares at the end of the year	2,35,91,580.00	2,35,91,580.00

1.2 The details of Shareholders holding more than 5% shares:

Name of the Shareholder	As at 31st March, 2015		As at 31st March, 2014	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Shri Dinesh Mills Ltd.	1,30,98,095	55.52	1,30,98,095	55.52
Shri Rashmikant C. Patel	31,39,715	13.31	31,39,715	13.31
Star Capsules LLC, USA (OCB)	73,53,765	31.17	73,53,765	31.17
Total	2,35,91,575	100.00	2,35,91,575	100.00

Note:2 Reserves and Surplus

(Rs. In Lacs)

	As at 31st March, 2015	As at 31st March, 2014
Surplus		
Opening balance	(358.33)	(456.15)
(+) Net Profit/(Net Loss) for the year	35.22	97.84
(+) Amount transferred owing to change in useful lives of assets as per the Companies Act, 2013	(24.56)	0.00
Closing Balance	(347.67)	(358.31)
Total	(347.67)	(358.31)

Note:3 Long Term Borrowings

(Rs. In Lacs)

	As at 31st March, 2015	As at 31st March, 2014
Secured		
(b) Term loans		
from banks (Secured by exclusive and specific charge on Fixed Assets)	655.53	528.69
Total	655.53	528.69

3.1 Terms of Repayment of Term Loans

Name of Institutions	Instruments	Starting From	Repayment schedule	
			Frequency	Number of Installments
South Indian Bank Ltd	Term Loan - 541	Mar-14	Quarterly	24

Note:4 Long Term Provisions

(Rs. In Lacs)

	As at 31st March, 2015	As at 31st March, 2014
Provision for employee benefits		
Gratuity	6.20	5.61
Leave Encashment	4.65	3.87
Total	10.85	9.48

Note: 5 Short Term Borrowings

(Rs. In Lacs)

	As at 31st March, 2015	As at 31st March, 2014
Cash Credit facilities (Working capital loans are secured by hypothecation of present and future stock of raw materials, stock-in-process, finished goods, stores and spares, book debts, material in transit, etc.)	159.78	84.91
Total	159.78	84.91

Note: 6 Trade Payables

(Rs. In Lacs)

	As at 31st March, 2015	As at 31st March, 2014
Micro, Small and Medium Enterprises	-	-
Others	359.33	188.98
Total	359.33	188.98

6.1 The details of amounts outstanding to Micro, Small and Medium Enterprises based on available information with the company is as under

(Rs. In Lacs)

Particulars	As at 31st March, 2015	As at 31st March, 2014
Principal amount due and remaining unpaid	-	-
Interest due on above and the unpaid interest	-	-
Interest paid	-	-
Payment made beyond the appointed day during the year	-	-
Interest due and payable for the period of delay	-	-
Interest accrued and remaining unpaid	-	-
Amount of further interest remaining due and payable in	-	-

Note: 7 Other Current Liabilities

(Rs. In Lacs)

	As at 31st March, 2015	As at 31st March, 2014
Current Maturities of Term Loan	159.13	153.74
Other Payables:		
Advances from Trade Receivables	0.60	0.32
Statutory Dues	9.22	4.96
Other provision for operating expenses	28.72	38.50
Total	197.67	197.52

Note: 7.1 There is no amount due and outstanding to be credited to Investor Education & Protection Fund as at 31st March, 2015.

Note: 8 Short Term Provisions

(Rs. In Lacs)

	As at 31st March, 2015	As at 31st March, 2014
Provision for employee benefits		
Gratuity	3.30	0.81
Leave Encashment	0.71	0.72
Provision for Income Tax (net)	1.10	0.83
Total	5.11	2.36

Note: 9 Fixed Assets

(Amount in Lacs)

	Gross Block			Accumulated Depreciation					Net Block	
	Balance as at 1st April 2014	Additions/ (Disposals)	Balance as at 31st March 2015	Balance as at 1st April 2014	Amount transferred to retained earnings	Depreciation charge for the year	On disposals	Balance as at 31st March 2015	Balance as at 31st March 2015	Balance as at 31st March 2014
Tangible Assets										
CWIP - Plant and Machinery	-	367.31	367.31	-	-	-	-	-	367.31	-
CWIP - Building	-	8.55	8.55	-	-	-	-	-	8.55	-
CWIP - Electrical Installations	-	12.86	12.86	-	-	-	-	-	12.86	-
Free hold Land	59.90	-	59.90	-	-	-	-	-	59.90	59.90
Buildings	492.69	2.05	494.74	88.64	17.41	15.13	-	121.19	373.55	404.05
Plant and Equipment	2,316.13	10.41	2,326.54	691.46	0.14	103.10	-	794.70	1,531.84	1,624.69
Furniture and Fixtures	45.53	0.36	45.89	18.30	-	6.29	-	24.58	21.31	27.23
Vehicles	13.03	-	13.03	4.23	-	1.88	-	6.11	6.92	8.80
Electrical Installations	78.17	-	78.17	25.12	7.01	3.71	-	35.83	42.34	53.05
Tubewell and waterworks	2.08	-	2.08	0.30	-	0.08	-	0.38	1.70	1.79
Weighing scales	0.95	-	0.95	0.33	-	0.03	-	0.37	0.58	0.62
Total	3,008.48	401.54	3,410.02	828.38	24.56	130.22	-	983.16	2,426.86	2,180.13
Previous year's figures	3,003.56	4.93	3,008.49	681.79	-	146.59	-	828.38	2,180.13	

Note: 9.1 Effective from 1st April, 2014, the company has started providing depreciation on tangible assets on "straight line method" over the revised remaining useful lives of tangible assets in alignment with useful lives prescribed in Schedule II to the Companies Act, 2013. Consequently depreciation charge for the year ended on March 31, 2015 is lower by Rs. 13.42 Lacs. Further, an amount of Rs. 24.56 Lacs has been recognised in the opening balance of Retained Earning which relate to the carrying amount of tangible assets whose revised remaining useful life was NIL as at 1st April, 2014.

Note: 10 Long Term Loans and Advances

(Rs. In Lacs)

	As at 31st March, 2015	As at 31st March, 2014
(Unsecured and considered good)		
Security Deposits	31.63	31.63
Balance with Statutory authorities	15.32	13.72
Total	46.95	45.35

Note: 11 Inventories

(Rs. In Lacs)

	As at 31st March, 2015	As at 31st March, 2014
Raw Materials	47.17	47.71
Work in progress	28.76	15.28
Finished Goods	29.54	15.77
Consumable Stores and Spares	21.48	13.37
Others	12.26	9.15
Total	139.21	101.28

Note: 12 Trade Receivables

(Rs. In Lacs)

	As at 31st March, 2015	As at 31st March, 2014
(Unsecured and considered good)		
Over six months	26.74	19.53
Others	614.35	610.51
Total	641.09	630.04

Note: 13 Cash and Bank Balances

(Rs. In Lacs)

	As at 31st March, 2015	As at 31st March, 2014
Balance with Banks	9.79	2.16
Cash on hand	0.56	0.50
Total	10.35	2.66

Note 14: Short Term Loans and Advances

(Rs. In Lacs)

	As at 31st March, 2015	As at 31st March, 2014
(Unsecured and considered good)		
Advances to Trade Payables	85.17	1.29
Balance with Excise & other authorities	46.25	48.99
Prepaid Expenses	3.41	2.87
Others	0.47	0.19
Total	135.30	53.33

Note: 15 Revenue from Operations

(Rs. In Lacs)

	2014-15	2013-14
Sale of Products	2,103.08	2,198.61
Less: Excise Duty	142.68	171.38
Total	1,960.40	2,027.23

Note: 16 Other Income

(Rs. In Lacs)

	2014-15	2013-14
Interest Income	2.49	1.89
Miscellaneous Income	8.38	9.85
Total	10.87	11.74

Note: 17 Cost of Materials Consumed

(Rs. In Lacs)

	Rs. In Lacs	2014-15 % of Consumption	Rs. In Lacs	2013-14 % of Consumption
Indigeneous				
Gelatin	911.11	97.49	846.23	97.36
Others	23.47	2.51	22.94	2.64
Total	934.58	100.00	869.17	100.00

Note: 18 Changes in inventories of finished goods, work-in-process and Stock-in-Trade

(Rs. In Lacs)

	2014-15	2013-14
Inventories (at close):		
Work -in- Process	28.76	15.28
Finished Goods	29.54	15.77
Excise duty on Finished Goods	(4.31)	(1.73)
	54.00	29.33
Inventories (at commencement):		
Work -in- Process	15.28	9.44
Finished Goods	15.77	11.93
Excise duty on Finished Goods	(1.73)	(1.31)
	29.33	20.06
Total	(24.67)	(9.26)

Note: 19 Employee Benefits Expense

(Rs. In Lacs)

	2014-15	2013-14
Salaries and Wages	245.39	210.38
Contribution to Provident Fund and Other Funds (incl. admin. charges)	9.24	8.12
Staff Welfare Expenses	0.29	0.39
Total	254.92	218.89

19.1 As per Accounting Standard 15 "Employee Benefits", the disclosures as defined in the Accounting Standard are given below:

(A) Defined Benefit Plan:

(Rs. In Lacs)

Gratuity	2014-15	2013-14
Current Service Cost	1.54	1.23
Interest Cost	0.60	0.44
Expected Return on Plan Assets	-	(0.15)
Actuarial Losses / (Gains)	1.18	(0.27)
Expenses recognized in Profit & Loss Statement	3.30	1.40

(Rs. In Lacs)

Reconciliation of Net Assets/(Liability) recognized in the Balance Sheet as at 31.03.2015	2014-15	2013-14
Net Assets/(Liability) at the beginning of the year	6.41	5.45
Service Cost	1.54	1.23
Interest Cost	0.60	0.44
Actuarial Losses / Gains	1.18	(0.27)
Less:- Benefit Paid	(0.21)	(0.43)
Net Assets/(Liability) at the end of the year	9.52	6.41

Actuarial Assumptions	2014-15	2013-14
Discount rate (per annum)	7.96%	9.31%
Expected rate of salary increase	5.00%	5.00%
Mortality Post - retirement	Indian Assured Lives Mortality (2006-08)	Indian Assured Lives Mortality (2006-08)

(B) Defined Contribution Plan:

Amount of Rs.8.25 Lacs (P.Y. Rs. 7.24 Lacs) is recognized as expenses and included in the "Contribution to Provident & Other Funds".

(C) The estimates of rate of escalation in salary considered in actuarial valuation, take in to account inflation, seniority, promotion and other relevant factors including supply and demand in the employment market.

The above information is certified by the actuary.

Note: 20 Finance Cost

(Rs. In Lacs)

	2014-15	2013-14
Interest Expenses	84.18	105.43
Other borrowing costs	4.34	2.61
Applicable gain on foreign currency transactions and conversions	(4.71)	0.89
Total	83.81	108.93

Note: 21 Other Expenses

(Rs. In Lacs)

	2014-15	2013-14
Stores, Spares and Packing Materials	57.06	66.97
Electricity, Power & Fuel	313.33	315.81
Repairs to Building	1.30	10.58
Repairs to Machinery	27.25	32.66
Insurance	8.02	5.71
Rates & taxes	0.94	0.94
Payment to Auditors	0.84	0.70
Legal & Professional Charges	15.25	14.37
Freight Outward	40.80	41.58
Commission to agents	23.11	18.31
Miscellaneous expenses	60.69	74.35
Total	548.59	581.98

21.1 Value of Imports on CIF basis in respect of

(Rs. In Lacs)

	2014-15	2013-14
Raw Material	1.80	-
Component and Spares Parts	8.55	2.63
Capital Goods	324.15	-

21.2 Payment to Auditors as:

(Rs. In Lacs)

	2014-15	2013-14
Statutory Audit Fees	0.70	0.50
Tax Audit Fees	0.13	0.13
Out of pocket expenses	0.01	0.07

21.3 Expenditure in Foreign Currency:

(Rs. In Lacs)

	2014-15	2013-14
Brokerage & Commission	12.41	7.41
Travelling Expenses	1.25	2.21
Others	-	1.70

21.1 Value of Export on FOB basis in respect of

(Rs. In Lacs)

	2014-15	2013-14
Gelatin Capsules	371.15	207.16

Note: 22 Earnings Per Share (EPS)

(Rs. In Lacs)

	2014-15	2013-14
Net Profit after tax as per Statement of Profit and Loss attributable to Equity Shareholders (Rs. In Lacs)	35.22	97.84
Weighted Average number of equity shares used as denominator for calculating EPS	2,35,91,580	2,35,91,580
Basic and Diluted Earnings per share	0.15	0.41
Face Value per equity share	10.00	10.00

Note: 23 Related Party Disclosures

As per Accounting Standard 18 prescribed by ICAI, the disclosures of transactions with the related parties are given below:

(i) List of related parties where control exists and related parties with whom transactions place and relationship:

Name of the Related Party	Relationship/ Designation
Shri Dinesh Mills Limited	Holding Company
Key Managerial Personnel: -	
Mr. U. M. Patel	Director
Mr. N. U. Patel	Chairman & Managing Director
Mr. B. U. Patel	Director

(ii) Transactions with related parties:

(Rs. In Lacs)

Name of Related Party	Relationship	Nature of Transaction	Transaction Amount		Outstanding Balance	
			2014-15	2013-14	31.03.2015	31.03.2014
Holding Company:-						
Shri Dinesh Mills Limited	Holding Company	Purchase	0.10	0.24	-	0.05
		Sales	-	0.02	-	

Related party relationship is as identified by the company on the basis of information available with them and relied upon by the auditors.

Note: 24

The Company has only one primary business segment viz. Pharmaceutical business and operates only within India and hence the disclosure as required under Accounting Standard 17 on "Segment Reporting" is not required.

Note: 25

As regards Deferred Tax, as per Accounting Standard 22 on "Accounting of taxes on Income" issued by the Institute of Chartered Accountants of India, there is a net Deferred Tax Asset for the past years and current year after adjusting unabsorbed depreciation and carried forward losses of past years. Considering the provisions of AS - 22 and as a matter of prudence, the Company has not recognized the said Deferred Tax Asset while preparing the accounts under consideration.

Note: 26

Previous years' amounts are regrouped and re-arranged, wherever required, to make them comparable with the current year.

As per our Report of even date

For and on behalf of the Board

For Dhirubhai Shah & Doshi
Chartered Accountants

Director

Chairman & Managing Director

Kaushik D. Shah
Partner
Membership No. : 016502
Vadodara
May 26, 2015

Company Secretary
Vadodara
May 26, 2015

Chief Financial Officer

Significant Accounting Policies:

1. System of Accounting

- i. Financial Statements are based on the historical cost. These costs are not adjusted to reflect the impact of the changing value in the purchasing power of money.
- ii. The Company, generally, follows the mercantile system of accounting and recognizes income and expenditure on an accrual basis, except those with significant uncertainties.

2. Fixed Assets and Depreciation

(a) Fixed Assets

- i. Fixed Assets are carried at cost of acquisition including incidental cost relating to acquisition/ installation. Fixed Assets are shown net of accumulated depreciation. (Except on free hold land)

(b) Depreciation

- i. Depreciation on all the assets is being provided on straight line method in accordance with the provisions of section 123 of the Companies Act, 2013 considering the useful life provided in part "C" of the schedule II. The useful life of Continuous process plants and electrical installations are considered based on the technical assessment by the management.
- ii. Depreciation on additions to the assets during the year is being provided on pro rata basis at their respective rates derived from useful life from the date of such addition or as the case may be as provided in section 123 of the Companies Act, 2013.

3. Investments

Investments are valued at cost of the acquisition. Current investments are shown at lower of the cost or market value.

4. Inventories

- i. Stores, Machinery Spares, etc. are valued at cost or net realizable value whichever is lower. Cost is arrived at on 'Moving Weighted Average Cost basis.
- ii. Raw Materials are valued at cost or net realizable value whichever is lower. Cost is arrived at on 'Annual Weighted Average Cost basis'.
- iii. Material in progress is valued at cost or net realizable value whichever is lower.
- iv. Finished goods are valued at cost or net realizable value whichever is lower. *

*Cost is arrived at on full absorption basis including excise duty as per Accounting Standard AS – 2 'Valuation of inventories'.

5. Sales:

Domestic Sales are recognized and accounted on dispatch of products to the customers. Sales are disclosed at net of VAT, discount and returns as, applicable.

6. Employee Benefits

- i. Defined Contribution Plan

Company's contribution paid/payable during the period to Provident Fund, EDLI, Officer Super annuation Fund and Labour Welfare Fund are recognized in the Profit & Loss Account.

ii. **Defined Benefit Plan**

Provision for payments to the Employees Gratuity is based on actuarial valuation done at the close of each financial year. At the reporting date, Company's liabilities towards gratuity is determined by independent actuarial valuation using the projected unit credit method which considers each period of service as giving rise to an additional unit of benefit entitlement and measures each unit separately to build up final obligation. Past services are recognized on a straight line basis over the average period until the amended benefits become vested. Actuarial gain and losses are recognized immediately in the statement of Profit and Loss account as income or expenses. Obligation is measured at the present value of estimated future cash flows using a discounted rate that is determined by reference to market yields at the Balance Sheet date on Government Bonds, where the currency and terms of the Government Bonds are consistent with the currency and estimated terms of the defined benefit obligation. Company recognizes the undiscounted amount of Short term employee benefits during the accounting period based on service rendered by the employees.

7. Taxation

Income tax expenses comprised of current tax. Provision for current tax is made on assessable income at the tax rate applicable to the relevant assessment year.

8. Borrowing costs

Interest and other borrowing costs attributable to qualifying assets are capitalized. Other Interest and Borrowing costs are charged to revenue.

9. Impairment of assets

The carrying amounts of assets are reviewed at each Balance Sheet date. If there is any indication of impairment based on internal/external factors, i.e. when the carrying amount of the assets exceeds the recoverable amount, an impairment loss is charged to the Profit & Loss account for the year in which an asset is identified as impaired. An impairment loss recognized in prior accounting periods is reversed or reduced if there has been a favorable change in the estimate of the recoverable amount.

10. Provisions, Contingent Liabilities and Contingent Assets

Provisions involving a substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent assets are neither recognized nor disclosed in the financial statements.

DINESH REMEDIES LIMITED
Regd. Office: Shri Dinesh Mills premises, Akota Road,
Vadodara – 390 020
(CIN: U24230GJ2005PLC045447)

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TENTH ANNUAL GENERAL MEETING

ATTENDANCE SLIP

Folio No.: _____

No. of Shares: _____

Name of Proxy (if any) _____

I/We hereby record my/our presence at the 10th Annual General Meeting of the Company being held at Registered Office of the Company at Shri Dinesh Mills premises, Akota Road, Vadodara on Monday, the 28th September, 2015 at 12.00 Noon.

Member's / Proxy's Signature

Notes:

1. Please complete the Folio Number and Name, sign this Attendance Slip and hand it over at the Attendance verification counter at the entrance of the Meeting Hall.
2. Members holding shares in physical form are requested to advise the change in their address, if any to the Registrar / Company quoting their Folio Number(s).
3. Member intending to appoint a proxy, should complete the proxy form printed below and deposit it at the Company's Registered Office not later than 48 hours before the commencement of the Annual General Meeting.

DINESH REMEDIES LIMITED
Regd. Office: Shri Dinesh Mills premises, Akota Road,
Vadodara – 390 020
(CIN: U24230GJ2005PLC045447)

=====

PROXY FORM

Name of Member(s):
Registered Address:
Email ID:
Folio No.

I/We, being a Member /Members of Dinesh Remedies Limited hereby appoint:

1. Name :
Address:
E-mail ID:
Signature _____ or failing him

2. Name :
Address:
E-mail ID:
Signature _____ or failing him

3. Name :
Address:
E-mail ID:
Signature _____ or failing him

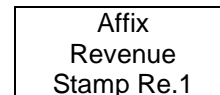
as my/our Proxy to attend and (on a poll) for me/us and on my/our behalf at the 10th Annual General Meeting of the Company, to be held on Monday, the 28th September, 2015 at 12.00 Noon at the Registered Office of the Company and at any adjournment thereof in respect of such Resolutions as are indicated below:

Resolution No.	Resolutions	Optional *	
		For	Against
Ordinary Business:			
1	Adoption of Audited Financial Statement.		
2	Re-appointment of Shri Nimishbhai Patel who retires by rotation and being eligible, offers himself for re-appointment.		
3	Appointment of Statutory Auditors		
Special Business:			
4	Appointment of Shri H. N. Elavia as an Independent Director		
5	Appointment of Shri Paresh Saraiya as an Independent Director		
6	Appointment of Shri Sanjiv Shah as an Independent Director		
7	Appointment of Shri Sujit Bhayani as an Independent Director		
8	Adoption of the New Articles of Association of the Company		
9	Borrowing Powers		

Signed this on _____ day of _____ 2015

Signature of Shareholder: _____

Signature of Proxy Holder(s): _____



Note:

1. The Proxy should be deposited at the Registered Office of the Company not later than 48 hours before the commencement of the Annual General Meeting.
2. For this Resolution and explanatory statement and notes, please refer to the notice of the 10th Annual General Meeting.
- *3. It is optional to put a 'X' in the appropriate column against the Resolution indicated in the Box. If you leave the 'for' or 'against' column blank against any or all Resolutions, your proxy will be entitle to vote in the manner as he/she thinks appropriate.
4. Please complete all details including details of manner(s) in above box before submission.