

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, Twelfth 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 Thursday, 7th September, 2017 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, 2017, the Boards' Report and Auditors' Report thereon.
2. To appoint a Director in place of Shri Manish Patel (DIN-01120586), 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 for the financial year 2017-2018 and fix their remuneration.

Regd. Office:

Shri Dinesh Mills Premises
Akota Road
Vadodara – 390 020
Date: 29th May, 2017

By Order of the Board,
For DINESH REMEDIES LIMITED,

Sd/-
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.**

ANNEXURE TO THE NOTICE

ANNEXURE: A

Name	Shri Manish Ishwarbhai Patel		
Age	50 years		
Occupation	Business		
Tenure	Director of the Company since 14-11-2005.		
Shareholding in the Company	NIL		
Other Directorship:			
Sr. No.	Name of the Company	Position held	Member/Chairman of the Committee of the Company
	None	N.A.	N.A.

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Vadodara – 390 020
Date: 29th May, 2017

By Order of the Board,
For DINESH REMEDIES LIMITED,

Sd/-
S. K. SHUKLA
COMPANY SECRETARY

BOARDS' REPORT

To,
The Members,
Dinesh Remedies Limited.

Your Directors have pleasure in submitting their 12th Annual Report on the Business & Operations of the Company together with the Annual Financial Statement for the year ended 31st March, 2017.

1. PERFORMANCE OF THE COMPANY

Particulars	2016 – 2017	2015 – 2016
Sales Turnover (Net)	1704.85	2072.45
Gross Profit	95.87	185.97
Less: (A) Depreciation	156.30	155.96
(B) Provision for taxation:		
(i) Current Tax	NIL	5.72
(ii) Deferred Tax	NIL	NIL
Net Profit	(60.43)	24.29
Profit available for Appropriation	NIL	NIL
Amount Transferred to Reserves	NIL	NIL

2. DIVIDEND

During the year under review, the Company has incurred loss of Rs. 60.43 Lakhs and there is also a carry forward losses 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 does 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.1704.85 Lakhs from Rs. 2072.45 Lakhs and the Company has incurred a loss of Rs.60.43 Lakhs as compared to Net profit of Rs. 24.29 Lakhs of the previous year mainly due to substantial reduction in export demand from African countries, cut throat competition and depressed environment in the domestic market .

(B) FINANCIAL HIGHLIGHTS:

<u>Particulars</u>	<u>2016 – 17</u>	<u>2015 – 16</u>
Sales Turnover (Net)	1704.85	2072.45
Operating profit (PBDIT)	188.84	291.60
Depreciation	156.30	155.96
Interest	84.31	111.01
Profit before Tax	(60.43)	30.01
Tax	NIL	5.72
Net Profit	(60.43)	24.29

(C) **OVERALL OUTLOOK:** During the year under review, export to African markets and over supply in the domestic market had badly affected sales turnover and the profitability of the Company. However, the Company is making every effort to maintain the sales turnover. This forward looking statement would be subject to changes in the Government policies over the globe and conditions of the domestic & international markets.

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

5. MATERIAL CHANGES AND COMMITMENT, IF ANY

There are no material changes and commitments affecting the financial position of the Company occurred from 1st April, 2017 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. 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

10. THE RELATED PARTY TRANSACTIONS

During the year under review, there were no transactions with Related Parties which is evident from the Note No. 24 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 Company has the Remuneration Policy as recommended by the Nomination & Remuneration Committee of Directors of the Company relating to appointment of Directors, Key Managerial Personnel and 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 24/05/2016, 20/08/2016, 17/12/2016 and 29/03/2017.

15. KEY MANAGERIAL PERSONNEL (KMP)

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

16. DIRECTORS RESPONSIBILITY STATEMENT

Your Directors confirm that:

- (a) in the preparation of the Annual Accounts for the financial year 2016–2017, 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

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 Manish Patel, 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 12th Annual General Meeting of the members of the Company.

During the year under review, Shri Upendrabhai Patel, Ex – Chairman & Director of the Company passed away on 14th February, 2017 and the Board appreciates the valuable contribution and guidance given by late Shri Upendrabhai Patel during his tenure as Chairman & Director 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 29th March, 2017 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 29th March, 2017 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.

Except Shri Sujit Bhayani, other Independent Directors were present in the meeting held on 29th March, 2017 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 12th Annual General Meeting. The Company has received a letter dated 15th May, 2017 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 12th 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 Sanjiv Shah and Shri Sujit Bhayani 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, 2017, there were 75 employees in the Company.

There is no employee drawing the remuneration exceeding the limits prescribed under Rule 5(2) of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014.

The Company had formed the Committee to deal with the complaints, if any regarding sexual harassment of woman employees and no complaint was received by the Committee during the financial year 2016–2017.

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,

Place: Vadodara
Date: 29th May, 2017

NIMISH PATEL
CHAIRMAN

ANNEXURE – “A”

A. CONSERVATION OF ENERGY

(1) The steps taken or impact on Conservation of Energy: **None**

(a) The steps taken by the Company for utilizing alternate sources of Energy: **None.**

(b) The Capital Investments on Energy Conservation Equipments: **NIL**

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. 11.54 Lakhs and Rs. 426.21 Lakhs 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.1.52 Lakhs

FOR AND ON BEHALF OF THE BOARD,

Place: Vadodara
Date: 29th May, 2017

**NIMISH PATEL
CHAIRMAN**

ANNEXURE – “B”

FORM No. MGT-9 EXTRACT OF ANNUAL RETURN

as at the Financial Year ended on 31st March, 2017

[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, 2016)				No. of Shares held at the end of the year (31 st March, 2017)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A.Promoters									
(1) Indian									
a) Individual/HUF	0	3139720	3139720	13.31%	0	3139720	3139720	13.31%	NIL
b) Central Govt.	0	0	0	0	0	0	0	0	NIL
c) State Govt.(s)	0	0	0	0	0	0	0	0	NIL
d) Bodies Corporate	0	13098095	13098095	55.52%	0	13098095	13098095	55.52%	NIL

e) Banks / FI	0	0	0	0	0	0	0	0	NIL
f) Any other	0	0	0	0	0	0	0	0	NIL
Sub Total (A) (1):-	0	16237795	16237795	68.83%	0	16237795	16237795	68.83%	NIL
(2) Foreign									
a) NRIs- Individuals	0	0	0	0	0	0	0	0	NIL
b). Others - Individuals	0	0	0	0	0	0	0	0	NIL
c). Bodies Corporate	0	0	0	0	0	0	0	0	NIL
d). Banks/FI	0	0	0	0	0	0	0	0	NIL
e). Any Other.	0	7353765	7353765	31.17%	0	7353765	7353765	31.17%	NIL
Sub Total (B)(2):-	0	7353765	7353765	31.17%	0	7353765	7353765	31.17%	NIL
Total shareholding of Promoter (A)= (A)(1)+(B)(2)	0	23591580	23591580	100%	0	23591580	23591580	100%	NIL
B.Public Shareholding									
1. Institutions									
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks / FI	0	0	0	0	0	0	0	0	0
c) Central Govt.	0	0	0	0	0	0	0	0	0
d) State Govt.(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIs	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
Sub-total (B)(1):-	0	0	0	0	0	0	0	0	0
2.Non-Institutions									
a) Bodies Corporate									
i) Indian	0	0	0	0	0	0	0	0	0
ii) Overseas	0	0	0	0	0	0	0	0	0

b)										
Individuals										
i) Individual shareholders holding nominal share capital upto Rs. 1/- lakh.	0	0	0	0	0	0	0	0	0	0
ii) Individual shareholders holding nominal share capital in excess of Rs. 1/- Lakh	0	0	0	0	0	0	0	0	0	0
c)Others, (specify)										
Non Resident Indians	0	0	0	0	0	0	0	0	0	0
Overseas Corporate Bodies	0	0	0	0	0	0	0	0	0	0
Foreign Nationals	0	0	0	0	0	0	0	0	0	0
Clearing Members	0	0	0	0	0	0	0	0	0	0
Trusts	0	0	0	0	0	0	0	0	0	0
Foreign Bodies - D R	0	0	0	0	0	0	0	0	0	0
Sub-total (B)(2):-	0	0	0	0	0	0	0	0	0	0
Total Public Shareholding (B)= (B)(1)+ (B)(2)	0	0	0	0	0	0	0	0	0	0
C.Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	0	23591580	23591580	100%	0	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, 2016)			Share holding at the end of the year (i.e. 31 st March, 2017)			% 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%	0	13098095	55.52%	0	0

2	Star Capsules LLC, USA	7375765	31.17%	0	7375765	31.17%	0	0
3	Shri Rashmikanbhai C. Patel	3139715	13.31%	0	3139715	13.31%	0	0
-4	Shri Upendrabhai M. Patel	1	0	0	1	0	0	0
5	Shri Bharatbhai U. Patel	1	0	0	1	0	0	0
6	Shri Nimishbhai U. Patel	1	0	0	1	0	0	0
7	Mrs. Roopaben B. Patel	1	0	0	1	0	0	0
8	Mrs. Arushaben N. Patel	1	0	0	1	0	0	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, 2016)		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, 2016)	23591580	100%	0	0
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.)	0	0	0	0
3	At the end of the year (31 st March, 2017)	23591580	100%	0	0

(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	0	0	0	0
	Date wise Increase/Decrease in Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc):	0	0	0	0
	At the end of the year (or on the date of separation, if separated during the year)	0	0	0	0

(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 (01/04/2016) (1) Shri U M Patel = 01 share (2) Shri B U Patel = 01 share (3) Shri N U Patel = 01 share (CMD-KMP)	31,39,718	13.31		

	(4) Shri R C Patel = 31,39,715 shares (5) Shri Manish Patel = NIL (6) Shri Paresh Saraiya = NIL (7) Shri Sanjiv Shah = NIL (8) Shri Sujit Bhayani = NIL (9) Shri S K Shukla = NIL (CS-KMP) (10) Shri Bindesh Patel = NIL (CFO-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.): <u>One (1) equity share held by Shri U. M. Patel was transmitted to Shru B U Patel on 29/03/2017 due to the death of Shri U M Patel.</u>	0	0	0	0
	At the end of the year (31/03/2017) (1) Shri U M Patel =NIL (2) Shri B U Patel = 02 shares (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 Paresh Saraiya = NIL (7) Shri Sanjiv Shah = NIL (8) Shri Sujit Bhayani = NIL (9) Shri S K Shukla = NIL (CS-KMP) (10) Shri Bindesh Patel = NIL (CFO-KMP)	31,39,718	13.31	0	0

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

(Rs. in Lakhs)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year (i.e. 01/04/2016)				
i) Principal Amount	780.42	0	0	780.42
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i + ii + iii)	780.42	0	0	780.42
Change in Indebtedness during the financial year (2016 – 2017)				
* Addition	44.30	0	0	44.30
* Reduction	206.29	0	0	206.29
Net Change	161.99	0	0	161.99
Indebtedness at the end of the financial year (i.e. 31/03/2017)				
i) Principal Amount	618.43	0	0	618.43
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)	618.43	0	0	618.43

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	
		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	BUP	UMP	
1	Independent Directors									
	Fee for attending board / committee meetings	0	19000	19000	12000	0	0	0	0	50000
	Commission	0	0	0	0	0	0	0	0	0
	Others, please specify	0	0	0	0	0	0	0	0	0
	Total (1)									
2	Other Non-Executive Directors									
	Fee for attending board committee meetings	0	0	0	0	7500	5000	0	0	12500
	Commission	0	0	0	0	0	0	0	0	0
	Others, please specify	0	0	0	0	0	0	0	0	0
	Total (2)									
	Total (B)=(1+2)	0	0	0	0	7500	5000	0	0	12500
	Total Managerial Remuneration	0	19000	19000	12000	7500	5000	0	0	62500
	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: Shri Manish I. Patel, 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 2016 – 2017

Sr. No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CS	CFO	Total
1	Gross salary	Nil	1.02 Lakhs	5.38 Lakhs	6.40 Lakhs
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	Nil	1.02 Lakhs	5.38 Lakhs	6.40 Lakhs
	(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 Lakhs	5.38 Lakhs	6.40 Lakhs

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,

Place: Vadodara
Date: 29th May, 2017

**NIMISH PATEL
CHAIRMAN**

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 2017, the Statement of Profit and Loss and 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 and presentation 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, 2017, and its loss and its 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, 2016 ("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, 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 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 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 2017, and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2017, from being appointed as a director in terms of Section 164(2) of the Act;
 - f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B"; and
 - g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The company does not have any pending litigations 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.
 - iv. The company had provided requisite disclosures in its financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 8th November, 2016 to 30th December, 2016 and the same are in accordance with the books of accounts maintained by the company.

For, Dhirubhai Shah & Doshi
Chartered Accountants

Place: Vadodara
Date: May 29, 2017

Kaushik D. Shah
Partner
Membership Number: 016502

ANNEXURE - A TO INDEPENDENT AUDITOR'S REPORT

The Annexure referred to in Independent Auditors' Report to the members of the company on the standalone financial statements for the year ended 31 March 2017, we report that:

- (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.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
- (ii) 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. 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) & (iii)(c) of the Order are not applicable to the Company.
- (iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans and investments made.
- (v) The Company has not accepted any deposits from the public.
- (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 etc. with the appropriate authorities.
- (viii) 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, banks, government or debenture holders during the year.
- (ix) In our opinion, and according to the information and explanations given to us, the term loans have been applied for the purposes for which they were obtained.

- (x) According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- (xi) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not paid/provided for managerial remuneration. Accordingly, paragraph 3(xi) of the order is not applicable.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- (xiv) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- (xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable
- (xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

For, Dhirubhai Shah & Doshi
Chartered Accountants

Place: Vadodara
Date: May 29, 2017
016502

Kaushik D. Shah
Partner
Membership Number:

Annexure - B to the Auditors' Report

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

We have audited the internal financial controls over financial reporting of Dinesh Remedies Limited ("the Company") as of 31 March 2017 in conjunction with our audit of the standalone 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 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.

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 on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail,

accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with 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.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For, Dhirubhai Shah &Doshi
Chartered Accountants

Place: Vadodara
Date: May 29, 2017

Kaushik D. Shah
Partner
Membership Number: 016502

Dinesh Remedies Limited
Balance Sheet as at 31st March, 2017

(Rs. In Lacs)

	Particulars	Note No.	As at 31st March, 2017	As at 31st March, 2016
I.	EQUITY AND LIABILITIES			
1	Shareholders' funds			
	Share Capital	1	2,359.16	2,359.16
	Reserves and Surplus	2	(384.18)	(323.75)
2	Non-current Liabilities			
	Long Term Borrowings	3	412.18	574.01
	Long Term Provisions	4	19.46	14.06
3	Current liabilities			
	Short Term Borrowings	5	76.29	178.38
	Trade Payables	6	279.40	332.02
	Other Current Liabilities	7	250.86	248.00
	Short Term Provisions	8	3.45	5.01
	TOTAL		3,016.62	3,386.89
II.	ASSETS			
	Non-current assets			
1	Fixed assets			
	(i) Tangible assets	9	2,313.83	2,462.18
	(ii) Capital work-in-progress		-	-
	Long-term loans and advances	10	55.75	40.66
2	Current assets			
	Current Investments	11	35.00	-
	Inventories	12	162.79	168.88
	Trade Receivables	13	425.90	681.05
	Cash and Bank Balances	14	3.42	12.60
	Short Term Loans and Advances	15	19.93	21.52
	TOTAL		3,016.62	3,386.89
	The Notes form an integral part of these financial statements	1 to 29		

As per our Report of even date

For and on behalf of the Board

For Dhirubhai Shah & Doshi
Chartered Accountants

Chairman & Managing Director

Director

Kaushik D. Shah
Partner

Membership No. : 016502

FRN : 102511W

Vadodara

May 29, 2017

Company Secretary

Vadodara

May 29, 2017

Chief Financial

Officer

Dinesh Remedies Limited
Statement of Profit and Loss for the year ended 31st March, 2017

(Rs. In Lacs)

	Particulars	Note No.	Year ended 31st March, 2017	Year ended 31st March, 2016
I.	Revenue from Operations	16	1,704.85	2,072.45
II.	Other Income	17	28.89	10.00
III.	Total Revenue (I + II)		1,733.74	2,082.45
IV.	Expenses:			
	Cost of Materials Consumed	18	730.11	956.04
	Changes in Inventories of Finished Goods, Work-in-process and Stock-in-Trade	19	(18.50)	(26.92)
	Employee Benefits Expense	20	274.78	284.09
	Finance Costs	21	84.31	111.01
	Depreciation and Amortization Expense	9	156.30	155.96
	Other Expenses	22	567.17	572.26
	Total Expenses		1,794.17	2,052.44
V.	Profit before exceptional items and tax (III-IV)		(60.43)	30.01
VI.	Exceptional items		-	-
VII.	Profit before tax (V-VI)		(60.43)	30.01
VIII.	Tax expense:			
	(1) Current tax		-	5.72
	(2) Deferred tax		-	-
IX.	Profit (Loss) for the year (VII-VIII)		(60.43)	24.29
X.	Earnings per equity share of Rs. 10 each	23		
	(1) Basic		(0.26)	0.10
	(2) Diluted		(0.26)	0.10
	The notes form an integral part of these financial statements	1 to 29		

As per our Report of even date

For and on behalf of the Board

For Dhirubhai Shah & Doshi
Chartered Accountants

Chairman & Managing Director

Director

Kaushik D. Shah
Partner
Membership No. : 016502
FRN : 102511W
Vadodara
May 29, 2017

Company Secretary
Vadodara
May 29, 2017

Chief Financial
Officer

Dinesh Remedies Limited
Cash Flow Statement for the year ended 31st March, 2017

Particulars	2016-17	2015-16
A. Cash Flow From Operating Activities :		
Net Profit/ (Loss) Before Tax	(60.43)	30.01
Adjustments For :		
Depreciation	156.30	155.96
Interest paid	79.86	105.43
Loss on sale of assets	-	0.77
Interest received on Loans and deposits	(2.49)	(2.64)
Operating Profit before Working Capital Changes	173.24	289.53
Adjustment For :		
Trade and Other Receivables	241.65	80.11
Inventories	6.09	(29.67)
Trade Payables & other liabilities	(45.92)	26.13
	201.82	76.57
Cash Generated from Operations	375.06	366.10
Direct Taxes Paid	-	5.72
Net Cash flow from Operating Activities before Extra Ordinary Items	375.06	360.38
Extra Ordinary Items	-	-
Net Cash Used in Operating Activities	375.06	360.38
B. Cash Flow from Investing Activities :		
Purchase (net of sale) of Fixed Assets	(7.95)	(192.42)
Interest received on Fixed Deposits	2.49	2.64
Purchase of Mutual Funds	(35.00)	-
Net Cash Used in Investing Activities	(40.46)	(189.78)
C. Cash Flow From Financing activities :		
Proceeds from borrowings	(263.92)	(62.92)
Interest paid	(79.86)	(105.43)
Net Cash used in Financing Activities	(343.78)	(168.35)
Net Change in Cash and Cash Equivalents	(9.18)	2.25
Cash and Cash Equivalents at the beginning of the year	12.60	10.35
Cash and Cash Equivalents at the close of the year	3.42	12.60

As per our Report of even date

For and on behalf of the Board

For Dhirubhai Shah & Doshi
Chartered Accountants

Chairman & Managing Director

Director

Kaushik D. Shah
Partner
Membership No. : 016502
FRN : 102511W
Vadodara
May 29, 2017

Company Secretary
Vadodara
May 29, 2017

Chief Financial
Officer

Note:1 Share Capital

(Rs. In Lacs)

	As at 31st March, 2017	As at 31st March, 2016
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, 2017 No. of Shares	As at 31st March, 2016 No. of Shares
Equity Shares at the beginning of the year	23,591,580.00	23,591,580.00
Shares Issued during the year	NIL	NIL
Equity Shares at the end of the year	23,591,580.00	23,591,580.00

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

Name of the Shareholder	As at 31st March, 2017		As at 31st March, 2016	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Shri Dinesh Mills Ltd.	13,098,095	55.52	13,098,095	55.52
Shri Rashmikant C. Patel	3,139,715	13.31	3,139,715	13.31
Star Capsules LLC, USA (OCB)	7,353,765	31.17	7,353,765	31.17
Total	23,591,575	100.00	23,591,575	100.00

Dinesh Remedies Limited
Notes to the Financial Statements (2016-17)

Note:2 Reserves and Surplus

(Rs. In Lacs)

	As at 31st March, 2017	As at 31st March, 2016
Surplus		
Opening balance	(323.75)	(347.67)
(+) Net Profit/(Net Loss) for the year	(60.43)	24.29
(+) Amount transferred owing to change in useful lives of assets as per the Companies Act, 2013	-	(0.37)
Closing Balance	(384.18)	(323.75)
Total	(384.18)	(323.75)

Note:3 Long Term Borrowings

(Rs. In Lacs)

	As at 31st March, 2017	As at 31st March, 2016
Secured		
(b) Term loans		
from banks	412.18	574.01
(Secured by exclusive and specific charge on Fixed Assets)		
Total	412.18	574.01

3.1 Terms of Repayment of Term Loans

Name of Institutions	Instruments	Starting From	Repayment schedule			First installment due
			Frequency	Number of Installments	Rate of Interest	
South Indian Bank Ltd	Term Loan - 541	Dec-11	Quarterly	24	10.50%	15-Mar-14

Note:4 Long Term Provisions

(Rs. In Lacs)

	As at 31st March, 2017	As at 31st March, 2016
Provision for employee benefits		
Gratuity	13.89	8.99
Leave Encashment	5.57	5.07
Total	19.46	14.06

Note: 5 Short Term Borrowings

(Rs. In Lacs)

	As at 31st March, 2017	As at 31st March, 2016
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.)	76.29	178.38
Total	76.29	178.38

Dinesh Remedies Limited
Notes to the Financial Statements (2016-17)

Note: 6 Trade Payables

(Rs. In Lacs)

	As at 31st March, 2017	As at 31st March, 2016
Micro, Small and Medium Enterprises	-	-
Others	279.40	332.02
Total	279.40	332.02

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, 2017	As at 31st March, 2016
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 succeeding	-	-

Note: 7 Other Current Liabilities

(Rs. In Lacs)

	As at 31st March, 2017	As at 31st March, 2016
Current Maturities of Term Loan	206.24	206.40
Other Payables:		
Advances from Trade Receivables	0.65	1.69
Statutory Dues	13.10	11.46
Other provision for operating expenses	30.87	28.45
Total	250.86	248.00

Note: 7.1 There is no amount due and outstanding to be credited to Investor Education & Protection Fund as at 31st March, 2017.

Note: 8 Short Term Provisions

(Rs. In Lacs)

	As at 31st March, 2017	As at 31st March, 2016
Provision for employee benefits		
Gratuity	2.67	3.95
Leave Encashment	0.78	1.06
Provision for Income Tax (net)	-	-
Total	3.45	5.01

Note: 9 Fixed Assets

	Gross Block			Accumulated Depreciation				Net Block		
	Balance as at 1st April 2016	Additions/ (Disposals)	Balance as at 31st March 2017	Balance as at 1st April 2016	Depreciation charge for the year	On Disposals	Amount transferred to retained earnings	Balance as at 31st March 2017	Balance as at 31st March 2017	Balance as at 31st March 2016
Tangible Assets										
Free hold Land	59.90	-	59.90	-	-	-	-	-	59.90	59.90
Buildings	544.15	-	544.15	138.20	16.80	-	-	155.00	389.15	405.95
Plant and Equipment	2,844.43	6.96	2,851.39	921.75	129.62	-	-	1,051.37	1,800.02	1,922.67
Furniture and Fixtures	46.32	0.98	47.30	30.96	4.44	-	-	35.39	11.91	15.36
Vehicles	6.90	-	6.90	3.28	0.94	-	-	4.22	2.68	3.62
Electrical Installations	92.63	-	92.63	40.13	4.39	-	-	44.53	48.10	52.50
Tubewell and waterworks	2.08	-	2.08	0.46	0.03	-	-	0.49	1.59	1.63
Weighing scales	0.95	-	0.95	0.40	0.08	-	-	0.48	0.47	0.54
Total	3,597.36	7.94	3,605.30	1,135.18	156.30	-	-	1,291.48	2,313.83	2,462.17
Previous year's figures	3,021.30	576.06	3,597.36	983.16	155.96	4.31	0.37	1,135.18	2,462.18	

Note: 10 Long Term Loans and Advances

(Rs. In Lacs)

	As at 31st March, 2017	As at 31st March, 2016
(Unsecured and considered good)		
Security Deposits	37.56	31.63
Balance with Statutory authorities	18.19	9.03
Total	55.75	40.66

Note:11 Current Investments

(Rs. In Lacs)

	As at 31st March, 2017	As at 31st March, 2016
Mutual Funds - ICICI Prudential Savings Fund	35.00	-
Total	35.00	-

Note: 12 Inventories

(Rs. In Lacs)

	As at 31st March, 2017	As at 31st March, 2016
Raw Materials	26.74	42.60
Work in progress	44.60	46.27
Finished Goods	63.10	40.32
Consumable Stores and Spares	16.11	28.68
Others	12.24	11.00
Total	162.79	168.88

Note: 13 Trade Receivables

(Rs. In Lacs)

	As at 31st March, 2017	As at 31st March, 2016
(Unsecured and considered good)		
Over six months	21.79	22.59
Others	404.11	658.46
Total	425.90	681.05

Dinesh Remedies Limited
Notes to the Financial Statements (2016-17)

Note: 14 Cash and Bank Balances

(Rs. In Lacs)

	As at 31st March, 2017	As at 31st March, 2016
Balance with Banks	3.03	12.34
Cash on hand	0.39	0.26
Total	3.42	12.60

Note 15: Short Term Loans and Advances

(Rs. In Lacs)

	As at 31st March, 2017	As at 31st March, 2016
(Unsecured and considered good)		
Advances to Trade Payables	1.31	1.22
Balance with Excise & other authorities	12.60	15.34
Prepaid Expenses	3.81	3.65
Others	2.21	1.31
Total	19.93	21.52

Note: 16 Revenue from Operations

(Rs. In Lacs)

	2016-17	2015-16
Sale of Products	1,826.89	2,250.92
Less: Excise Duty	122.04	178.47
Total	1,704.85	2,072.45

Note: 17 Other Income

(Rs. In Lacs)

	2016-17	2015-16
Interest Income	2.49	2.64
Dividend Income	-	-
Miscellaneous Income	26.40	7.36
Total	28.89	10.00

Dinesh Remedies Limited
Notes to the Financial Statements (2016-17)

Note: 18 Cost of Materials Consumed

(Rs. In Lacs)

	Rs. In Lacs	2016-17 % of Consumption	Rs. In Lacs	2015-16 % of Consumption
Indigeneous				
Gelatin	713.20	97.68	934.67	97.76
Others	16.91	2.32	21.37	2.24
Total	730.11	100.00	956.04	100.00

Note: 19 Changes in inventories of finished goods, work-in-process and Stock-in-Trade

(Rs. In Lacs)

	2016-17	2015-16
Inventories (at close):		
Work -in- Process	44.60	46.27
Finished Goods	63.10	40.32
Excise duty on Finished Goods	(8.29)	(5.68)
	99.41	80.92
Inventories (at commencement):		
Work -in- Process	46.27	28.76
Finished Goods	40.32	29.54
Excise duty on Finished Goods	(5.68)	(4.31)
	80.92	54.00
Total	(18.50)	(26.92)

Note: 20 Employee Benefits Expense

(Rs. In Lacs)

	2016-17	2015-16
Salaries and Wages	264.24	273.33
Contribution to Provident Fund and Other Funds (incl. admin. charges)	10.54	10.76
Staff Welfare Expenses	-	-
Total	274.78	284.09

Dinesh Remedies Limited
Notes to the Financial Statements (2016-17)

20.1 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	2016-17	2015-16
Current Service Cost	2.56	2.15
Interest Cost	1.04	0.76
Expected Return on Plan Assets	-	-
Actuarial Losses / (Gains)	0.01	1.05
Expenses recognized in Profit & Loss Statement	3.61	3.95

	(Rs. In Lacs)	
Reconciliation of Net Assets/(Liability) recognized in the Balance Sheet as at 31.03.2017	2016-17	2015-16
Net Assets/(Liability) at the beginning of the year	12.96	9.52
Service Cost	2.56	2.15
Interest Cost	1.04	0.76
Actuarial Losses / Gains	0.01	1.05
Less:- Benefit Paid	-	(0.51)
Net Assets/(Liability) at the end of the year	16.56	12.96

Actuarial Assumptions	2016-17	2015-16
Discount rate (per annum)	7.52%	8.07%
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.9.48 Lacs (P.Y. Rs. 9.70 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: 21 Finance Cost

(Rs. In Lacs)

	2016-17	2015-16
Interest Expenses	79.86	105.43
Other borrowing costs	4.45	3.30
Applicable gain on foreign currency transactions and conversions	-	2.28
Total	84.31	111.01

Note: 22 Other Expenses

(Rs. In Lacs)

	2016-17	2015-16
Stores, Spares and Packing Materials	71.98	58.44
Electricity, Power & Fuel	305.13	333.27
Repairs to Building	0.62	1.99
Repairs to Machinery	30.05	22.63
Insurance	9.46	8.67
Rates & taxes	0.94	0.94
Payment to Auditors	0.88	0.84
Legal & Professional Charges	4.67	2.90
Freight Outward	32.93	45.72
Commission to agents	22.13	19.21
Miscellaneous expenses	88.38	77.65
Total	567.17	572.26

22.1 Value of Imports on CIF basis in respect of

(Rs. In Lacs)

	2016-17	2015-16
Raw Material	-	-
Component and Spares Parts	6.50	7.71
Capital Goods	-	72.77

22.2 Payment to Auditors as:

(Rs. In Lacs)

	2016-17	2015-16
Statutory Audit Fees	0.70	0.70
Tax Audit Fees	0.13	0.13
Out of pocket expenses	0.05	0.01

22.3 Expenditure in Foreign Currency:

(Rs. In Lacs)

	2016-17	2015-16
Brokerage & Commission	2.02	5.48
Travelling Expenses	3.06	0.68
Others	-	-

22.4 Value of Export on FOB basis in respect of

(Rs. In Lacs)

	2016-17	2015-16
Gelatin Capsules	426.21	287.41

Note: 23 Earnings Per Share (EPS) (Rs. In Lacs)

	2016-17	2015-16
Net Profit after tax as per Statement of Profit and Loss attributable to Equity Shareholders (Rs. In Lacs)	(60.43)	24.29
Weighted Average number of equity shares used as denominator for calculating EPS	23,591,580	23,591,580
Basic and Diluted Earnings per share	(0.26)	0.10
Face Value per equity share	10.00	10.00

Note: 24 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 have taken place and relationship:

Name of the Related Party	Relationship/ Designation
Shri Dinesh Mills Limited	Holding Company
Key Managerial Personnel: -	
Mr. U. M. Patel	Ceased to be Director w.e.f. 14th February, 2017 owing to his demise
Mr. N. U. Patel	Chairman & Managing Director
Mr. B. U. Patel	Director

(ii) Transactions with related parties: NIL (PY - NIL)

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

Note: 25

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: 26

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: 27

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

Note: 28

Details of the contingent liability is as under:

Liability of Rs 1,65,812 for the arrears of bonus to employees for the financial year 2014-15 as per amended factory Act, which is not recognised in the financial statement

Dinesh Remedies Limited
Notes to the Financial Statements (2016-17)

Note: 29

Disclosure of the details of Specified Bank Notes (SBN) held and transacted during the period from 8th November, 2016 to 30th December, 2016, required as per Notification G.S.R 308 (E) dated 30th March 2017 issued by the Ministry of Corporate Affairs.

This is to certify that the disclosure given below are true and correct to the best of our knowledge and belief and is as per the Books of Account maintained by the Company

	Amount in Rs.		
	Specified Bank Notes (SBNs)	Other denomination notes	Total
Closing cash in hand as on 08.11.2016	164,000.00	288.00	164,288.00
(+) Permitted receipts	-	727,244.00	727,244.00
(-) Permitted payments	-	692,295.00	692,295.00
(-) Amount deposited in Banks	164,000.00	-	164,000.00
Closing cash in hand as on 30.12.2016	-	35,237.00	35,237.00

As per our Report of even date

For and on behalf of the Board

For Dhirubhai Shah & Doshi
Chartered Accountants

Chairman & Managing Director

Director

Kaushik D. Shah
Partner
Membership No. : 016502
FRN : 102511W
Vadodara
May 29, 2017

Company Secretary
Vadodara
May 29, 2017

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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TWELTH ANNUAL GENERAL MEETING

ATTENDANCE SLIP

Folio No.: _____

No. of Shares: _____

Name of Proxy (if any) _____

I/We hereby record my/our presence at the 12th Annual General Meeting of the Company being held at Registered Office of the Company at Shri Dinesh Mills premises, Akota Road, Vadodara on Thursday, the 7th September, 2017 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)

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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 12th Annual General Meeting of the Company, to be held on Thursday, the 7th September, 2017 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	Appointment of Shri Manish Patel (DIN-01120586), who retires by rotation and being eligible, offers himself for re-appointment.		
3	Appointment of Statutory Auditors		

Signed this on _____ day of _____ 2017

Signature of Shareholder: _____

Signature of Proxy Holder(s): _____

Affix Revenue Stamp Re.1

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 12th 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 entitled 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.