

SHANKAR LAL RAMPAL DYE-CHEM LTD.

Regd. Office: - S.G. 2730, SUWANA, BHILWARA-311001 (RAJ)

CIN: - U24114RJ2005PLC021340

(PREVIOUS NAME-SHANKAR LAL RAMPAL DYE-CHEM PVT. LTD. (U24114RJ2005PTC021340))

Phone: +91-1482-220062

email: sr dyechem@hotmail.com

ANNUAL GENERAL MEETING NOTICE

NOTICE IS HEREBY GIVEN THAT 13th ANNUAL GENERAL MEETING OF THE MEMBERS OF SHANKAR LAL RAMPAL DYE-CHEM LIMITED WILL BE HELD ON SATURDAY, 15TH SEPTEMBER, 2018 AT 11.00 AM REGISTERED OFFICE AT S.G. 2730, SUWANA ROAD, BHILWARA RAJASTHAN 311001. TO TRANSACT THE FOLLOWING BUSINESS:-

To consider and decide the following business:

ORDINARY BUSINESS

1. To consider and adopt:

The audited financial statement of the Company for the financial year ended 31ST March, 2018, the reports of the Board of Directors and Auditors thereon; and

2. To Consider the Ratification of Appointment of Auditor:

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

“RESOLVED THAT the company had appointed Auditor Kalani & Company, Chartered Accountants, having Firm Registration No. FRN: 000722C, in Annual General Meeting held in year 2017 till the conclusion of the annual general meeting of the company to be held in year 2021”

“RESOLVED FURTHER THAT as per Companies Act, 2013 (the “Act”), the Companies (Audit and Auditors) Rules, 2014 (“Rules”) and with consideration to Companies (Audit and Auditors) (“2nd Amendment Rules” 2018) (including any other statutory modification or re-enactment thereof, for the time being in force), the Company hereby voluntarily ratifies the appointment of Kalani & Company, Chartered Accountants, having Firm Registration No. FRN: 000722C.”

SPECIAL BUSINESS

3. ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION

To pass, with or without modification the following resolution as **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of section 5 and 14 of Companies Act, 2013 ('the Act'), Schedule I made there under, read with the Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), the new set of Articles of Association pursuant to the Act primarily based on the requirement of forthcoming

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Listing of the company and as per the Act; as recommended by the directors, the approval by the members is be and are hereby approved and adopted in substitution, and to the entire exclusion of the existing Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving full effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

4. INITIAL PUBLIC OFFER

"RESOLVED THAT pursuant to the provisions of Section 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any amendments, modifications or re-enactment thereof, for the time being in force) (the "Companies Act, 2013") and the rules made thereunder, the relevant provisions of the Companies Act, 1956, to the extent that such provisions have not been superseded by the Companies Act, 2013 or repealed (the "Companies Act, 1956"), the Securities Contracts (Regulation) Act, 1956, as amended ("SCRA"), and the rules framed thereunder, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended ("SEBI ICDR Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI LODR Regulations), the listing agreements to be entered into by the Company with the stock exchanges, where the equity shares of company are proposed to be listed (the "Listing Agreements"), the Foreign Exchange Management Act, 1999 ("FEMA") as amended from time to time, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended and other applicable laws, rules, regulations, policies or guidelines, including the rules, regulations, guidelines, notifications and circulars, if any, prescribed by the Government of India, Securities and Exchange Board of India ("SEBI") or any other competent authority (collectively, the "Regulatory Authorities"), from time to time, to the extent applicable and in accordance with the provisions of the Memorandum and Articles of Association of the Company and subject to approvals, consents, permissions and sanctions as might be required from the Regulatory Authorities and other third parties, and subject to such conditions as might be prescribed by them while granting such approvals, consents, permissions and sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board"), and approval of members of the Company in the general meeting be and is hereby accorded for an initial public offering of the equity shares of the Company, and the Board be and is hereby authorized to create, offer, issue and allot upto 1620000 Equity shares of the face value of 10 each at an Issue Price of Rs. 45 each (Rupees [Forty Five]only) Aggregating to Rs 729.00 Lacs, by way of a fresh issuance of Equity Shares, out of the authorized share capital of the Company, and at its discretion, of such number of Equity Shares or up to such amount as the Board may decide (provided that such number of additional Equity Shares as board may deem fit offer to the public may be issued and allotted and / or transferred, as the case may be, as may be required for the purposes of rounding off), to such person or persons, who may or may not be the members of the Company and as the Board may, at its sole discretion, decide in consultation with the Lead Managers ("LM") so appointed, including resident investors, eligible Indian and/or multilateral financial institutions, mutual funds, non-resident Indians, qualified institutional buyers, eligible employees of the company, retail investors, bodies corporate, any other company/companies, private or public or other body corporate(s) or entities whether incorporated or not, and such other persons in one or more combinations thereof, and/ or any other categories of investors("Initial

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Public Offer”), which shall include, reservation of a certain number of Shares for any category or categories of persons as permitted under applicable laws, including, without limitation, eligible employees, customers and shareholders (the “Reservation”), the price including the premium to be determined, in one or more tranches and in the manner, and on the terms and conditions as the Board may, in its absolute sole discretion, decide, in consultation with the LM, whether the price at which the Shares are to be issued, at par or at premium and whether for cash or other consideration, including discount for any category of investors, as permitted under applicable laws, and the decision to determine the category or categories of investors to whom the offer, issue

and allotment/ transfer shall be made to the exclusion of all other categories of investors on such terms and conditions as may be finalized by the Board, in consultation with the LM, and that the Board may finalize all

matters incidental thereto as it may in its absolute discretion think fit and to list the shares on the stock exchanges as may be decided by the Board from time to time;”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to make any alteration, addition or variation in relation to the Initial Public Offer, in consultation with the LM or Designated Stock Exchange or such other authorities as may be required and without prejudice to the generality of the aforesaid, decide the exact issue structure and the exact component of the issue structure;”

“RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Shares pursuant to the Initial Public Offer, the Board be and is hereby authorised on behalf of the company to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation, the determination of terms and conditions for issuance of the Equity Shares including the number of Shares that may be offered and proportion thereof, timing for issuance of such Shares and shall be entitled to vary, modify or alter any of the terms and conditions as it may deem expedient, entering into and executing arrangements for managing, underwriting, marketing, listing, trading and providing legal advice as well as acting as depository, custodian, registrar, trustee, escrow agent and executing other agreements, including any amendments or supplements thereto, as necessary or appropriate and to finalise, approve and issue any document(s), including but not limited to draft prospectus, prospectus and/or offer documents and agreements including filing of registration statements, prospectus and other documents (in draft or final form) with any regulatory authority or stock exchanges and sign all deeds, documents and writings and to pay any fees, commissions, remuneration, expenses relating thereto and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Shares pursuant to the Initial Public Offer and take all steps which are incidental and ancillary in this connection, including in relation to utilization of the issue proceeds, appointment of intermediaries, as it may in its absolute discretion deem fit without being required to seek further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution;”

“RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Shares pursuant to the Initial Public Offer, the Board be and is hereby authorised on behalf of the company to seek listing of any or all of such Shares on one or more stock exchanges in India including SME platform;”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of its powers herein conferred to any Committee or any one or more executive director or Company Secretary of the company;”

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“RESOLVED FURTHER THAT the Equity Shares to be issued by the company as stated aforesaid shall rank pair-passu with all existing Equity Shares of the company.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution any of the Directors of the Company be and is hereby authorized, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form with the Registrar of Companies.”

5. LEGAL ADVISOR'S APPOINTMENT

The Chairman informed that the Board deliberated appoint BadriLalDadhich, as legal advisor to the Company and further the consent to act as legal advisor has been received. After discussion it was resolved that:-

“RESOLVED THAT BadriLalDadhich be hereby appointed as the legal advisor of the Company, for the purpose of forth coming public issue of the company.”

6. APPROVALFOR INCREASE IN BORROWING POWER OF BOARD OF DIRECTORS

RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 including any statutory modifications or any amendments or any substitution or re-enactment thereof, if any, for the time being in force and all other applicable Acts, laws, rules, regulations and guidelines for the time being in force; the consent of the Company be and is hereby accorded to the Board of Directors of the Company for borrowing from time to time as they may think fit, any sum or sums of money not exceeding **Rs. 50 Crores** [including the money already borrowed by the Company] on such terms and conditions as the Board may deem fit, whether the same may be secured or unsecured and if secured, whether by way of mortgage, charge or hypothecation, pledge or otherwise in any way whatsoever, on, over or in any respect of all, or any of the Company's assets and effects or properties whether moveable or immoveable, including stock-in-trade, notwithstanding that the money to be borrowed together with the money already borrowed by the Company (apart from the temporary loans obtained from the Company's Bankers in the ordinary course of business) and remaining un-discharged at any given time, exceed the aggregate, for the time being, of the paid-up capital of the Company and its free reserves.

For and on behalf of **SHANKAR LAL RAMPAL DYE-CHEMLIMITED**

Date: 22/08/2018

Managing Director


RAMPAL INANI

DIN: 00480021

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Notes:

1. MEMBERS ENTITLED TO ATTEND AND VOTE ARE ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING PROXY MUST BE LODGED AT THE REGISTERED OFFICE OF THE COMPANY AT LEAST 48 HOURS PRIOR TO THE TIME OF THE MEETING.

A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

2. THE PROXY FORM AND ATTENDANCE SLIP IS ALSO ANNEXED HEREWITH.

3. EXPLANATORY STATEMENT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013 ANNEXED HEREWITH FORMS PART OF THE NOTICE.

4. THE VENUE OF THE MEETING IS THE REGISTERED OFFICE OF THE COMPANY. A ROUTE MAP INDICATING PROMINENT LANDMARK OF THE LOCATION OF THE REGISTERED OFFICE OF THE COMPANY IS ALSO ENCLOSED FOR REFERENCE.

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ANNEXURE TO THE NOTICE:

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF THE SPECIAL BUSINESS

ITEM NO.3 ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION

The Board of Directors at their meeting held on 22.08.2018 has discussed and deliberated to adopt New set of Articles of association.

Members are requested to note that the proposed Listing of Company would enable it to tap insurance companies and public markets for fund raising.

The Company is currently following all norms of corporate governance applicable to public companies given its aim and objective to follow high levels of transparency.

Pursuant to the provisions of Section 5 & 14 of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 and also with due relevance to SEBI(Issue of Capital and Disclosure Requirement)Regulations,2009 and SEBI (LODR) Regulations, 2015 , as an approach of the company to abide with the amended Companies Act and for more diligent governance, Dematerialization and other related aspects, the approval of the members of the Company at a General Meeting is required by a Special Resolution, for adaptation of new set of AOA as per provisions of Companies Act, 2013.

The Board of Directors recommends passing of the special resolution.

None of the members of the Company is interested or concerned with this resolution.

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ITEM NO.4 INTIAL PUBLIC OFFER

The Company propose to create, offer, issue and allot upto [1620000] Equity shares of the face value of [10]each at an Issue Price of Rs. [45] each (Rupees [Forty Five]only) Aggregating to Rs 729.00 Lacs, each by way of a fresh issuance of Equity Shares out of the authorized share capital of the Company at such time and at such manner as may be discovered in accordance with the applicable laws, including without limitation the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended (SEBI ICDR Regulations).

The object of the issue is to achieve the benefits of listing the Equity Share on the SME Platform of Indian Stock Exchange(s). The listing of the Equity Shares will enhance the Company's Brand name and provide liquidity to the existing shareholders.

The resources raised through the issue would facilitate and Company's long term Working Capital Requirement, General Corporate Purpose and to meet any exigencies including pursuing new opportunities, etc. the pricing of the securities to be priced shall be freely determined subject to such price not been less than the price calculated in accordance with SEBI ICDR Regulations. The Board and/or Committee may at its absolute discretion, decide the price for the share to be offered, issued and allotted in the said issue.

The Board of Directors of the Company believe that the issue of securities to investors who are/are not shareholders of the Company is in the interest of the Company and therefore recommends the resolution for your approval.

Directors of your Company are interested in this Resolution to the extent of their respective shareholdings/ Stock Options in the Company.

ITEM NO.5. LEGAL ADVISOR'S APPOINTMENT

The Board of Directors at their meeting held on 22.08.2018 has discussed and deliberated to appoint BadriLalDadhich, Advocate (Registration number R/1339/2002) as Legal Advisor to proposed Listing of the company.

Members are requested to note that the proposed Listing of Company would enable it to tap insurance companies and public markets for fund raising.

This appointment of a Legal expert will help the company to comply with all relevant Legal Aspects in consideration of prospective Initial Public Offer of the Company.

Pursuant to the provisions of relevant provisions of Companies Act, 2013 and also with due relevance to SEBI(Issue of Capital and Disclosure Requirement)Regulations,2009 and SEBI (LODR) Regulations, 2015 , as an approach of the company to abide with the amended Companies Act and for more diligent governance, Dematerialization and other related aspects, the approval of the members of the Company at a General Meeting is required by a Special Resolution.

The Board of Directors recommends passing of the special resolution.

None of the members of the Company is interested or concerned with this resolution.

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ITEM NO.6. APPROVAL FOR INCREASE IN BORROWING POWER OF BOARD OF DIRECTORS

The Board of Directors at their meeting held on 22.08.2018 has discussed and deliberated to increase the limit of loans and borrowings limits under section 180(1)(C) .

In order to cater the financial requirements of the future plans and smooth running of the Company and keeping in view the Company's existing and future financial requirements to support its business operations, the Company needs additional funds. For this purpose, the Company is desirous of raising finance from various Banks and/or Financial Institutions and/ or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in ordinary course of business) may exceed the aggregate of the paid-up capital and the free reserves of the Company. Hence it is proposed to increase the maximum borrowing limits upto Rs. 50.00 Crores (Rupees Fifty Crores only). Hence, your Board of Directors recommends to pass the resolution as Special Resolution.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the passing of the Resolution.

For and on behalf of **SHANKAR LAL RAMPAL DYE-CHEM LIMITED**

Date: 22/08/2018



RAMPAL INANI

Managing Director

DIN: 00480021

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ATTENDANCE SLIP

(To be handed over at the entrance of the meeting Hall)
(Annual General Meeting – 15.09.2018)

I hereby record my presence at the AGM of the Company being held at the registered office of the Company situated at S.G. 2730, SUWANA ROAD BHILWARA RJ 311001 IN, on Saturday, 15th Day of September 2018 at 11:00 A.M.

Full Name of the member (In BLOCK LETTERS):

Folio no.:

Full Name of Proxy (In BLOCK LETTERS):

Member/Proxy(s) Signature:

Note: Kindly sign the Attendance Signature register also.

.....**tear hear**.....

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FORM NO. MGT-11

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : U24114RJ2005PLC021340

Name of the Company : SHANKAR LAL RAMPAL DYE-CHEM LIMITED

Registered Office : S.G 2730, SUWANA, BHILWARA RJ 311001 IN

Name of the Member(s):

Registered Address:

E-Mail Id:

Folio No.:

I / We, being the member(s) of shares of the above named Company, 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 vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on Saturday, 15th Day of September 2018 at 11:00 a.m. at the registered office of the Company situated at S.G 2730, SUWANA, BHILWARA RJ 311001 IN, and at any adjournment thereof in respect of such resolution as indicated below:

1. APPROVAL OF ANNUAL ACCOUNTS OF THE COMPANY FOR THE FINANCIAL YEAR 2017-18.
2. RATIFICATION OF AUDITOR'S APPOINTMENT.

Signed this day of2018

Signature of the Shareholder(s).....

Signature of Proxy(s).....

Affix
Revenue
Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.

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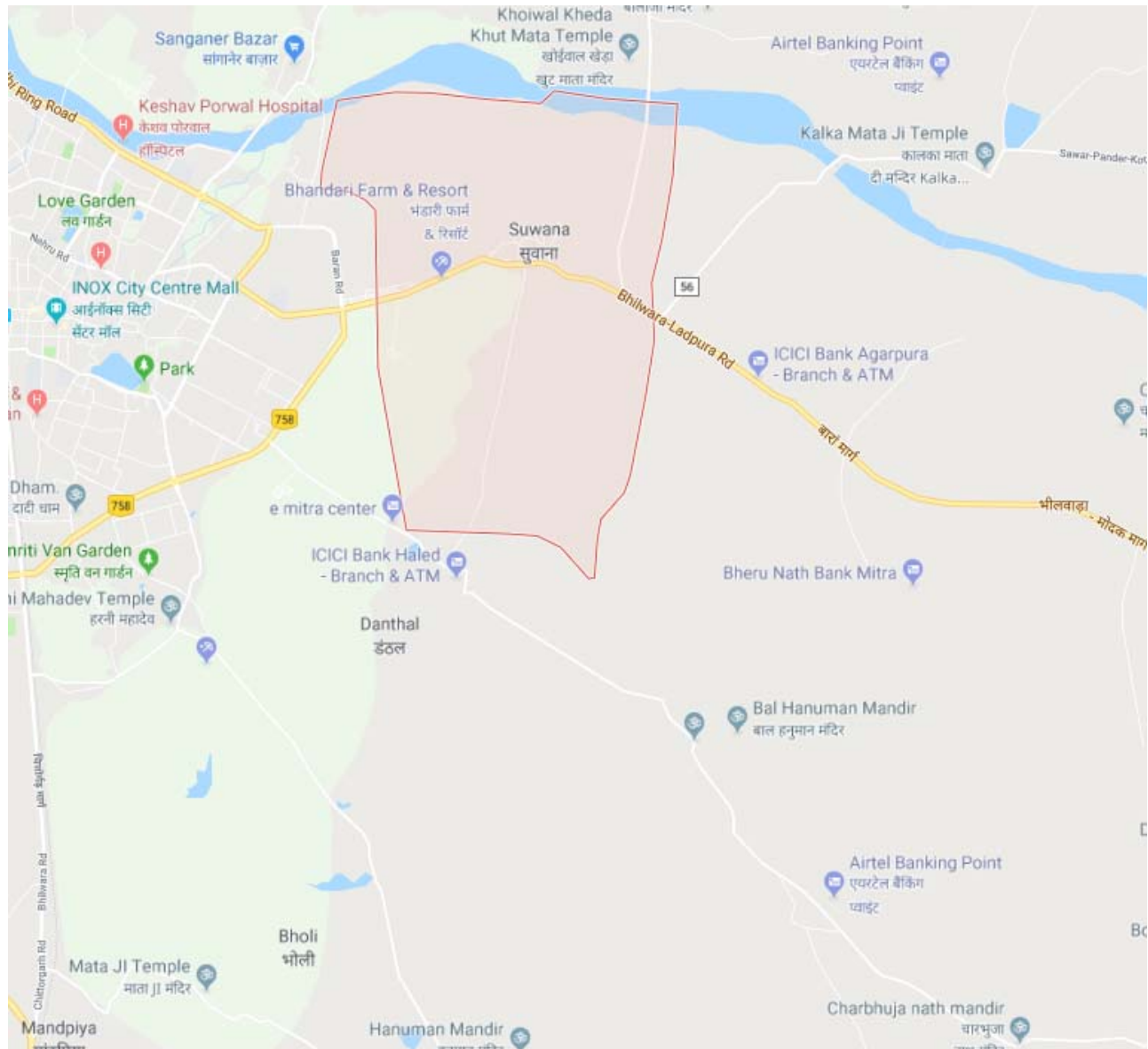
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DIRECTON MAP



BOARD REPORT

To,
The Members,
SHANKAR LAL RAMPAL DYE-CHEM LIMITED
(Previously Shankar Lal Rampal Dye-Chem Limited)

Your Directors have pleasure in presenting their Annual Report on the business and operations of the Company and the accounts for the Financial Year ended on March 31st, 2018.

1. **Financial summary of the Company (Standalone)**

The Company's financial performance for the year under review along with previous year's figures is given hereunder:

Particulars	For the year ended 31.03.2018	For the year ended 31.03.2017
Income from Business Operations	751644017	291942720
Other Income	41106	0
Total Income	751685123	291942720
Profit before Interest, Depreciation & Tax	23454721	3902329
Less:- Interest	9632366	1961305
Profit before Depreciation	13822355	1941024
Less:- Depreciation	324323	315092
Profit after depreciation and Interest	13498032	1625932
Less:- Current Income Tax (incl. earlier year tax)	3863278	522530
Less:-Deferred Tax	(12577)	(10434)
Net Profit /Net Loss after Tax	9647331	1113836
Dividend (including Interim if any and final)	0	0
Net Profit/Net Loss after dividend and Tax	9647331	1113836
Amount transferred to General Reserve	0	0
Balance carried to Balance Sheet	9647331	1113836
Earnings per share (Basic)	2.20	0.64
Earnings per Share(Diluted)	2.20	0.64

2. **STATE OF AFFAIRS**

The Company is engaged in the business segment i.e. Trading in Dyes, Chemical and allied products. There has been no change in the business of the Company during the financial year ended 31st March, 2018.

The highlights of the Company's performance are as under:-

- The financial statements for the year ended on 31st March, 2018 show the loss of Rs.9674331.
- There is Gross turnover from operation of Rs. 751644017 recorded for the financial year 2017-18.

3.

A. DIVIDEND

In view of the planned business growth, your Directors deem it proper to preserve the resources of the Company for its activities and therefore, do not propose any dividend for the Financial Year ended March 31, 2018.

B. TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND

The provisions of Section 125(2) of the Companies Act, 2013 do not apply as there was no dividend declared and paid last year.

4. **DETAILS OF SUBSIDIARY, JOINT VENTURE OR ASSOCIATE COMPANIES**

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

5. **INTERNAL FINANCIAL CONTROL**

The Company has in place adequate internal financial controls with reference to financial statements. During the year, such controls were tested and no reportable material weakness in the design or operation was observed.

6. **DIRECTORS AND KEY MANAGERIAL PERSONNEL (KMP)**

There has been no change in the constitution of Board during the year under review. In view of the applicable provisions of the Companies Act, 2013, the Company is not mandatorily required to appoint any whole time KMPs.

7. **DECLARATION BY AN INDEPENDENT DIRECTOR(S) & RE-APPOINTMENT, IF ANY**

The provisions of Section 149 pertaining to the appointment of Independent Directors did not apply to our Company in previous year under review. Though it is disclosed here that after conversion into Limited Concern, for compliance of the companies act provision we have appointed the following Independent Director:

1. Anil Kumar Kabra
2. Apoorva Maheshwari
3. Harsh Kabra
4. Himanshu Jain
5. Murli Atal

8. **AUDITOR**

Statutory Auditors

The Auditors **M/S Kalani & Company** Chartered Accountants, (FRN-00722C), hold office until the conclusion of the 2021 Annual General Meeting. The Directors recommended that **M/S Kalani & Company** Chartered Accountants, be ratified as the Statutory Auditors of the Company at the forthcoming Annual General Meeting of the Company to hold office till the conclusion of the next Annual General Meeting of the Company held in year 2021.

9. **BOARD'S COMMENT ON THE AUDITORS' REPORT**

The company has received an audit report from the statutory auditors of the company and according to the report financial statements for the year ended on 31st March, 2018 give a true and fair view of the state of affairs of the company, Profit, its cash flows and are in conformity with the prescribed accounting principles and There were no qualifications, reservations or adverse remarks made by the auditors in their respective reports.

The observations of the Statutory Auditors, when read together with the relevant notes to the accounts and accounting policies are self-explanatory and does not call for any further comment.

10. **NUMBER OF MEETING OF BOARD OF DIRECTORS AND PRESENT OF THE DIRECTORS IN ITS MEETING:-**

During the Financial Year 2017-18, the Company held **Ten Board Meetings** of the Board of Directors as per Section 173 of Companies Act, 2013 which is summarized below. The provisions of Companies Act, 2013 were adhered to while considering the time gap between two meetings.

No. of Meeting	Date of Meeting	Name of Directors and their attendance in each meeting	
		Mr. RAMPAL INANI	Mr. DINESH CHANDRA INANI
1.	May 19, 2017	✓	✓
2.	July 15, 2017	✓	✓
3.	September 06, 2017	✓	✓
4.	January 06, 2018	✓	✓
5.	January 20, 2018	✓	✓
6.	February 14, 2018	✓	✓
7.	February 19, 2018	✓	✓
8.	March 06, 2018	✓	✓
9.	March 20, 2018	✓	✓
10.	March 28, 2018	✓	✓
Total no. of Meetings attended by each Director		10(Ten)	10(Ten)

11. **PARTICULARS OF LOANS, GUARANTEES AND INVESTMENT**

The Company has not made any Investment, given guarantee and securities under section 186 of Companies Act, 2013.

12. PARTICULARS OF TOP 10 EMPLOYEES OF HIGHEST SALARIESD EMPLOYEES.

For the financial year ending March 31,2018is annexed hereto as **Annexure A** and forms and part of this report.

13. EXTRACT OF ANNUAL RETURN

The extract of Annual Return in Form No.MGT-9 as required under Section 92 of the Companies Act, 2013 for the financial year ending March 31, 2018 is annexed hereto as **Annexure B** and forms part of this report.

14. CONSOLIDATED FINANCIAL STATEMENTS

Company doesn't have any subsidiaries, Joint Ventures or Associates so there is no need to prepare consolidated financial statement for the F. Y. 2017-18.

15. CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES

There were several related party transaction recoded or done for the year 2017-18, details of contracts or arrangements with related parties referred in Section 188(1) of the Companies Act 2013 are there in the prescribed format AOC-2.

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

The details of conservation of energy, technology absorption, foreign exchange earnings and outgo are as follows:-

A. Particulars of Conservation of Energy, Technology Absorption attach as **Annexure-C**

B. Foreign Exchange earnings and Outgo (Amt. In Lakhs)

	2017-18	2016-17
Earnings	0	0
Outgo	4910.20	1278.03

17. RISK MANAGEMENT POLICY

Risk Management is the process of identification, assessment and prioritization of risks followed by coordinated efforts to minimize, monitor and mitigate/control the probability and/or impact of unfortunate events or to maximize the realization of opportunities. The Company has laid down a comprehensive Risk Assessment and Minimization Procedure which is reviewed by the Board from time to time. These procedures are reviewed to ensure that executive management controls risk through means of a properly defined framework. The major risks have been identified by the Company and its mitigation process/measures have been formulated in the areas such as business, project execution, event, financial, human, environment and statutory compliance.

18. GENERAL

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review or applicable:

1. Details relating to deposits covered under Chapter V of the Companies Act, 2013.
2. Buy Back of Securities or Issue of shares (including, Sweat Equity Shares, Bonus Shares, Employees Stock Option Plan) of the Company under any scheme.
3. Issued any equity shares with differential voting rights, provision of money for purchasing its own shares by employees or by trustees
4. The Company has no subsidiary and neither the Managing Director nor the Whole-time Directors of the Company receive any remuneration or commission from any of its subsidiaries.
5. CSR is not applicable on the Company.
6. Secretarial Audit Report, Corporate Governance Certificate is not applicable on the Company.

19. PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE

The Company is committed to provide a safe and conducive work environment to its employees. During the year under review, Your Directors further state that during the year under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

20. DEPOSITS

The Company has not accepted any deposits during the year under review.

21. TRANSFER TO RESERVE:

No amount was transferred to the reserves during the financial year ended 31st March, 2018.

22. MATERIAL CHANGES AND COMMITMENTS

There has been a change in Company's Status, the Company has been converted into Public Limited Concern with effect from 08/05/2018.

No changes in commitments affecting the financial position of the Company occurred between the end of the financial year to which this financial statement relates and the date of this report

23. CORPORATE SOCIAL RESPONSIBILITY (CSR)

The Company has not developed and implemented any Corporate Social Responsibility initiatives as the said provisions are not applicable.

24. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS, COURTS AND TRIBUNALS

No significant and material order has been passed by the regulators, courts, tribunals impacting the going concern status and Company's operations in future.

25. THE WEB ADDRESS, IF ANY, WHERE ANNUAL RETURN REFERRED TO IN SUB-SECTION (3) OF SECTION 92 HAS BEEN PLACED

Company have Website (www.srdyechem.com) and not required to be posted on website of the company.

26. DETAILS IN RESPECT OF FRAUDS REPORTED BY AUDITORS UNDER SUB-SECTION (12) OF SECTION 143 OTHER THAN THOSE WHICH ARE REPORTABLE TO THE CENTRAL GOVERNMENT

There is no fraud reported by the Statutory Auditors in their Audit Report related to financial year 2017-18.

27. DIRECTOR'S RESPONSIBILITY STATEMENT

Pursuant to Section 134(3) (c) of the Companies Act, 2013 the Board of Directors of the Company confirms that-

- a) In the preparation of the annual accounts for the year ended March 31, 2018, the applicable accounting standards read with requirements set out under Schedule III to the Act, have been followed and there are no material departures from the same.
- b) The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2018, and of the profit of the Company for the year ended on that date.
- c) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- d) The Directors have prepared the annual accounts on a 'going concern' basis.
- e) The Company being unlisted, sub clause (e) of section 134(3) of the Companies Act, 2013 pertaining to laying down internal financial controls is not applicable to the Company.
- f) The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such system are adequate and operating effectively.

27. COMPOSITION OF COMMITTEES OF BOARD

1. AUDIT COMMITTEE

1	Anil Kumar Kabra	Chairman- Independent Director
2	Murli Atal	Member-Independent Director
3	Himanshu Jain	Member-Independent Director
4	Susheel Kumar Inani	Member- Director

2. NOMINATION AND REMUNERATION COMMITTEE

1	Apoorva Maheshwari	Chairman- Independent cum Women Director
2	Harsh Kabra	Member-Independent Director
3	Anil Kumar Kabra	Member-Independent Director

28. ACKNOWLEDGMENT

Your Directors would like to express their sincere appreciation for the assistance and co-operation received from the banks, Government authorities, customers, vendors and members during the year under review. Your Directors also wish to place on record their deep sense of appreciation for the committed services by the Company's executives, staff and workers.

Place : **Bhilwara**

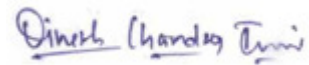
Date : **22/08/2018**

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS
OF **SHANKAR LAL RAMPAL DYE-CHEM LIMITED**



RAMPAL INANI
MANAGING DIRECTOR

DIN NO.-**00480021**



DINESH CHANDRA INANI
DIRECTOR

DIN NO.-**02928287**

Annexure -A

The names of the top ten employees 2017-18

Sr. No.	Name of the employees	Designation of the employee	Salary of the employees	Nature of employment	Qualification & Experience of the employees	The percentage of equity shares held by the employee in the company joining	Whether any such employee is a relative of any Director or manager of the company
1.	RAHUL INANI	EMPLOYEE-SALES	657000	NORMAL	GRADUATE	0.23%	YES
2.	SANDIP BHANDARI	EMPLOYEE-OFFICE	336000	NORMAL	GRADUATE	NIL	NO
3.	AMBA LAL DHOB	EMPLOYEE-OPERATIONS	288000	NORMAL	GRADUATE	NIL	NO
4.	MAHAVEER PRASAD LOHAR	EMPLOYEE-OPERATIONS	288000	NORMAL	GRADUATE	NIL	NO
5.	VINOD KUMAR INANI	EMPLOYEE-OPERATIONS	560000	NORMAL	GRADUATE	9.02%	YES
6.	SUSHEEL KUMAR INANI	EMPLOYEE-OPERATIONS	560000	NORMAL	GRADUATE	8.97%	YES

ANNEXURE B
FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN
As on financial year ended on 31.03.2018

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

I. REGISTRATION & OTHER DETAILS:		
1	CIN	U24114RJ2005PLC021340
2	Registration Date	19/09/2005
3	Name of the Company	SHANKAR LAL RAMPAL DYE-CHEM LIMITED
4	Category/Sub-category of the Company	COMPANY LIMITED BY SHARES INDIAN NON GOVERNMENT COMPANY
5	Address of the Registered office & contact details	S.G. 2730 SUWANA, BHILWARA RJ 311001 IN
6	Whether listed company	NO
7	Name, Address & contact details of the Registrar & Transfer Agent, if any.	N/A

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)			
S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Wholesale of industrial chemicals	46691	100
2			
3			

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES					
SN	Name and address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1	NIL				
2					
3					

IV. SHARE HOLDING PATTERN									
(Equity share capital breakup as percentage of total equity)									
(i) Category-wise Share Holding									
Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2017]				No. of Shares held at the end of the year [As on 31-March-2018]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	-	212,100	212,100	12.23%	-	2,865,055	2,865,055	65.44%	1250.80%
b) Central Govt	-	-	-	0.00%	-	-	-	0.00%	0.00%
c) State Govt(s)	-	-	-	0.00%	-	-	-	0.00%	0.00%
d) Bodies Corp.	-	-	-	0.00%	-	1,512,795	1,512,795	34.56%	0.00%
e) Banks / FI	-	-	-	0.00%	-	-	-	0.00%	0.00%
f) Any other	-	-	-	0.00%	-	-	-	0.00%	0.00%
Sub Total (A) (1)	-	212,100	212,100	12.23%	-	4,377,850	4,377,850	100.00%	1964.05%
(2) Foreign									
a) NRI Individuals	-	-	-	0.00%	-	-	-	0.00%	0.00%
b) Other Individuals	-	-	-	0.00%	-	-	-	0.00%	0.00%
c) Bodies Corp.	-	-	-	0.00%	-	-	-	0.00%	0.00%
d) Any other	-	-	-	0.00%	-	-	-	0.00%	0.00%
Sub Total (A) (2)	-	-	-	0.00%	-	-	-	0.00%	0.00%
TOTAL (A)	-	212,100	212,100	12.23%	-	4,377,850	4,377,850	100.00%	1964.05%

B. Public									
1. Institutions									
a) Mutual Funds	-	-	-	0.00%	-	-	-	0.00%	0.00%
b) Banks / FI	-	-	-	0.00%	-	-	-	0.00%	0.00%
c) Central Govt	-	-	-	0.00%	-	-	-	0.00%	0.00%
d) State Govt(s)	-	-	-	0.00%	-	-	-	0.00%	0.00%
e) Venture Capital Funds	-	-	-	0.00%	-	-	-	0.00%	0.00%
f) Insurance Companies	-	-	-	0.00%	-	-	-	0.00%	0.00%
g) FIs	-	-	-	0.00%	-	-	-	0.00%	0.00%
h) Foreign Venture Capital Funds	-	-	-	0.00%	-	-	-	0.00%	0.00%
i) Others (specify)	-	-	-	0.00%	-	-	-	0.00%	0.00%
Sub-total (B)(1):-	-	-	-	0.00%	-	-	-	0.00%	0.00%
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	-	401,620	401,620	23.16%	-	-	-	0.00%	-100.00%
ii) Overseas	-	-	-	0.00%	-	-	-	0.00%	0.00%
b) Individuals	-	-			-	-			
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	-	470,565	470,565	27.14%	-	-	-	0.00%	-100.00%
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	-	649,660	649,660	37.47%	-	-	-	0.00%	-100.00%
c) Others (specify)	-	-			-	-			
Non Resident Indians	-	-	-	0.00%	-	-	-	0.00%	0.00%
Overseas Corporate Bodies	-	-	-	0.00%	-	-	-	0.00%	0.00%
Foreign Nationals	-	-	-	0.00%	-	-	-	0.00%	0.00%
Clearing Members	-	-	-	0.00%	-	-	-	0.00%	0.00%
Trusts	-	-	-	0.00%	-	-	-	0.00%	0.00%
Foreign Bodies - D R	-	-	-	0.00%	-	-	-	0.00%	0.00%
Sub-total (B)(2):-	-	1,521,845	1,521,845	87.77%	-	-	-	0.00%	-100.00%
Total Public (B)	-	1,521,845	1,521,845	87.77%	-	-	-	0.00%	-100.00%
C. Shares held by Custodian for GDRs & ADRs			-	0.00%				0.00%	0.00%
Grand Total (A+B+C)	-	1,733,945	1,733,945	100.00%	-	4,377,850	4,377,850	100.00%	1864.05%

(ii) Shareholding of Promoter

SN	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	RAMPAL INANI	82,100	4.73%		267710	6.12%		1.38%
2	GANGA DEVI INANI	75,200	4.34%		75520	1.73%		-2.61%
3	OASIS CAPITAL P. LTD	342,620	19.76%		859095	19.62%		-0.14%
4	SUSHEEL KUMAR INANI	126,000	7.27%		392495	8.97%		1.70%
5	VINOD KUMAR INANI	124,000	7.15%		394900	9.02%		1.87%
6	DINESH CHANDRA INANI	130,000	7.50%		275000	6.28%		-1.22%
7	JAGDISH CHANDRA INANI	130,660	7.54%		334210	7.63%		0.10%
8	MAMTA INANI	120,000	6.92%		238800	5.45%		-1.47%
9	SHEELU INANI	30,400	1.75%		180520	4.12%		2.37%
10	RAMPAL INANI (HUF)	149,000	8.59%		148000	3.38%		-5.21%
11	SHANKAR LAL INANI (HUF)	31,800	1.83%		31800	0.73%		-1.11%
12	USHA INANI	-	0.00%		104500	2.39%		2.39%
13	MEENA INANI	-	0.00%		222490	5.08%		5.08%
14	KIRAN INANI	-	0.00%		178110	4.07%		4.07%
15	CLASSIC PRIME HOME CARE PVT	-	0.00%		653700	14.93%		14.93%
16	RAHUL INANI	-	0.00%		10000	0.23%		0.23%
17	AAYUSHI INANI	-	0.00%		10000	0.23%		0.23%
18	VINOD KUMAR INANI HUF	-	0.00%		250	0.01%		0.01%
19	JAGDISH CHANDRA INANI HUF	-	0.00%		250	0.01%		0.01%
20	DINESH CHANDRA INANI HUF	-	0.00%		250	0.01%		0.01%
21	SUSHEEL KUMAR INANI HUF	-	0.00%		250	0.01%		0.01%
	TOTAL	1,341,780	77.38%	-	4,377,850	100.00%	-	22.62%

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

SN	Particulars	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
	At the beginning of the year	01/04/2017		1341780	30.65%	212100	4.84%
	Changes during		TRANSFER	392165	8.96%	604265	13.80%
			ALLOTMENT	2643905	60.39%	3248170	74.20%
	At the end of the year	31/03/2018		4377850	100.00%	542710	12.40%

(iv) Shareholding Pattern of top ten Shareholders

(Other than Directors, Promoters and Holders of GDRs and ADRs):

SN	For each of the Top 10 shareholders	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
NIL							

(v) Shareholding of Directors and Key Managerial Personnel:

SN	Shareholding of each Directors and each Key Managerial Personnel	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
1	RAMPAL INANI						
	At the beginning of the year	01/04/2017		82,100	1.88%	82,100	1.88%
	Changes during the year	19/02/2018	Allot	45,000	1.03%	127,100	2.90%
		20/03/2018	Transfer	(20,000)	-0.46%	107,100	2.45%
		28/03/2018	Allot	160,610	3.67%	267,710	6.12%
	At the end of the year	31/03/2018		267,710	6.12%	267,710	6.12%
2	GANGA DEVI INANI						
	At the beginning of the year	01/04/2017		75,200	1.72%	75,200	1.72%
	Changes during the year	20/01/2018	Transfer	63,000	1.44%	138,200	3.16%
		19/02/2018	Allot	43,000	0.98%	181,200	4.14%
		28/03/2018	Allot	39,000	0.89%	220,200	5.03%
	At the end of the year	31/03/2018		75,520	1.73%	75,520	1.73%

V. INDEBTEDNESS

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

(Amt. Rs.)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	14,523,932.00	8,082,264.00	-	22,606,196.00
ii) Interest due but not paid	-	1,449,325.00	-	1,449,325.00
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	14,523,932.00	9,531,589.00	-	24,055,521.00
* Addition	19,489,061.00	88,753,121.00	-	108,242,182.00
* Reduction	-	-	-	-
Net Change	19,489,061.00	88,753,121.00	-	108,242,182.00
i) Principal Amount	34,012,993.00	98,284,710.00	-	130,848,378.00
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	34,012,993.00	98,284,710.00	-	130,848,378.00

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount
		Name		
		RAMPAL INANI	DINESH CHANDRA INANI	(Rs/Lac)
		Designation	MD	WTD
1	Gross salary	876000.00	876000.00	1752000.00
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission	-	-	-
	- as % of profit	-	-	-
	- others, specify	-	-	-
5	CONVEYANCE	36,000.00	36,000.00	-
	Total (A)	912,000.00	912,000.00	1,752,000.00
	Ceiling as per the Act			

B. Remuneration to other Directors

SN.	Particulars of Remuneration				Total Amount
					(Rs/Lac)
1	Independent Directors	-	-	-	
	Fee for attending board committee meetings	-	-	-	-
	Commission	-	-	-	-
	Others, please specify	-	-	-	-
	Total (1)	-	-	-	-
2	Other Non-Executive Directors	-	-	-	-
	Fee for attending board committee meetings	-	-	-	-
	Commission	-	-	-	-
	Others, please specify	-	-	-	-
	Total (2)	-	-	-	-
	Total (B)=(1+2)	-	-	-	-
	Total Managerial Remuneration	-	-	-	-
	Overall Ceiling as per the Act	-	-	-	-

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTG

SN.	Particulars of Remuneration				Total Amount
	Name				(Rs/Lac)
	Designation	CEO	CFO	CS	
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-	-	-
	(b) Value of perquisites u/s 17(2) Income-tax	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission	-	-	-	-
	- as % of profit	-	-	-	-
	- others, specify	-	-	-	-
5	Others, please specify	-	-	-	-
	Total	-	-	-	-

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: 0

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	0	0	0	0	0
Punishment	0	0	0	0	0
Compounding	0	0	0	0	0
Penalty	0	0	0	0	0
Punishment	0	0	0	0	0
Compounding	0	0	0	0	0
Penalty	0	0	0	0	0
Punishment	0	0	0	0	0
Compounding	0	0	0	0	0

FOR AND ON BEHALF OF COMPANY
SHANKAR LAL RAMPAL DYE-CHEM LIMITED

Rampal Inani

RAMPAL INANI
DIRECTOR
DIN: (00480021)

Dinesh Chandra Inani

DINESH CHANDRA INANI
DIRECTOR
DIN:(02928287)

Annexure–C

A. Conservation of Energy

(i) Steps taken for conservation of energy

Energy conservation dictates how efficiently a company can conduct its operations. Your company has recognized the importance of energy conservation in decreasing the deleterious effects of global warming and climate change. The Company has undertaken various energy efficient practices that have reduced the growth in carbon di-oxide (CO₂) emissions and strengthened the Company's commitment towards becoming an environment friendly organization. A dedicated 'Energy Cell' is focusing on energy management and closely monitor energy consumption pattern across all manufacturing sites. Periodic energy audits are conducted to improve energy performance and benchmark with other international refineries and petrochemicals sites.

LED tube lights project at corporate registered office at Bhilwara: The conventional (T5) tube lights were replaced with LED lights in office. The installation of 15 LED tube lights will lead to a saving of huge energy per year.

(ii) Steps taken by the Company for utilizing alternate sources of energy: -

Your company explored the potential of using alternate, sources of energy through pilot projects which may be considered for implementation in future and your Bank would continue to explore alternative sources of energy in future.

(iii) The capital investment on energy conservation equipment

No capital investment on energy conservation equipment has been made in this year

Sr. No.	Manufacturing Division	Capital investments on energy conservation equipment's	Energy savings	Financial saving
1.		NIL		

B. Technology Absorption

(i) Major efforts made towards technology absorption

Technology is a key enabler and core facilitator to the key goals of your company and is identified as one of the strategic pillars of the company, since inception your company has been at the forefront of leveraging technology to provide better products and services to its customers. Your company is a truly differentiated corporate with world-class, state-of-the-art technology. All departments within the company use IT to deliver superior products and services to the customers.

Your company has adopted innovative modern technology and best in class international banking practices in respect of governance frameworks – to ensure that it renders the highest standards of service quality and operational excellence to its customers. As a new generation corporate, your company has deployed 'Technology' as a Strategic Business enabler - to build a distinct competitive advantage and to achieve Superior

standards of Customer Service. The technology architecture and the innovative IT Outsourcing structure has enabled your company to achieve high standards of Customer Service at comparatively lower cost structures.

(ii) The benefits derived like product improvement, cost reduction, product development or import substitution

Technology has responded by being strategic partner with business. Many first mover implementations have provided business, long lasting advantages. Your company has evaluated and implemented cutting edge technologies like virtualization, cloud computing and social media to invest in the best in class IT systems and practices, and in order to ensure that its technology platform becomes a strategic business tool for building a competitive advantage.

Apart from product development, product improvement & effective cost management, technology has also played a major role in customer acquisition & ensuring high level of service delivery & customer excellence.

(iii) Information regarding imported technology (Imported during last three years)

Sr. No.	Details of technology imported	Technology import from	Year of import	Status implementation/ absorption
1.		NIL		

(iv) Expenditure incurred on research and development

Your company has not incurred any expenditure on Research and Development during the year under review.

Place : **Bhilwara**

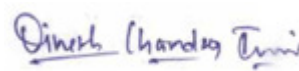
Date : **22/08/2018**

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS
OF **SHANKAR LAL RAMPAL DYE-CHEM LIMITED**



RAMPAL INANI
MANAGING DIRECTOR

DIN NO.-**00480021**



DINESH CHANDRA INANI
DIRECTOR

DIN NO.-**02928287**

FORM NO. AOC-2

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto

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

Sl No.	Particulars	Amount (₹)
1	Details of contracts or arrangements or transactions not at arm's length basis	NIL
	(a) Name(s) of the related party and nature of relationship	
	(b) Nature of contracts/arrangements/transactions	
	(c) Duration of the contracts/arrangements/transactions	
	(d) Salient terms of the contracts or arrangements or transactions including the value, if any	
	(e) Justification for entering into such contracts or arrangements or transactions	
	(f) date(s) of approval by the Board	
	(g) Amount paid as advances, if any:	
	(h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188	
2	Details of material contracts or arrangement or transactions at arm's length basis	MENTIONED BELOW

Compliance

		1	2	3	4	5	6	7	8	9	10
(a)	Name(s) of the related party	RAMPAL INANI	DINESH CHANDRA INANI	RAHUL INANI	GANGA DEVI INANI	INANI CHAMICALS	INANI ORGANICS	CLASSIC PRIME HOME	OASIS CAPITAL PVT LTD	SHANKAR LAL INANI (HUF)	CHHAVI INANI
	Nature of relationship	DIRECTOR	DIRECTOR	DIRECTOR'S SON	DIRECTOR'S MOTHER	DIRECTOR IS PROPRIETOR	DIRECTOR'S BROTHER IS PROPRIETOR	DIRECTOR'S BROTHER IS DIRECTOR	DIRECTOR'S BROTHER IS DIRECTOR	DIRECTOR IS KARTA	DIRECTOR'S DAUGHTER
(b)	Nature of contracts/arrangements/transactions	MANAGERIAL REMUNERATION AND INTEREST ON UNSECURED LOAN	REMUNERATION AND INTEREST ON UNSECURED	REMUNERATION	INTEREST PAID ON UNSECURED LOAN	PURCHASES	PURCHASES	PURCHASES	PURCHASES	INTEREST ON UNSECURED LOAN	INTEREST ON UNSECURED LOAN
(c)	Duration of the contracts/arrangements/transactions	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
(d)	Salient terms of the contracts or arrangements or transactions including the value, if any:	SALARY-876000 CONVEYANCE-36000 INTEREST PAID ON UNSECURED LOAN-318000	CONVEYANCE-36000 INTEREST PAID ON UNSECURED LOAN-390500	CONVEYANCE-36000 INTEREST PAID ON UNSECURED LOAN-797900	393700	205583	313615	2337643	26162201	198000	239000
(e)	Date(s) of approval by the Board, if any:	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
(f)	Amount paid as advances, if any:										

Complete

		11	12	13	14	15	16	17	18	19	20
(a)	Name(s) of the related party	SUSHEEL KUMAR INANI	RAMPAL INANI HUF	DINESH INANI HUF	JAGDISH INANI	VINOD KUMAR INANI HUF	JAGDISH INANI HUF	SUSHEEL KUMAR INANI HUF	VINOD KUMAR INANI	SHEELU INANI	MAMTA INANI
	Nature of relationship	DIRECTOR'S BROTHER	DIRECTOR IS KARTA	DIRECTOR IS KARTA	DIRECTOR'S BROTHER	DIRECTOR'S BROTHER IS KARTA	DIRECTOR'S BROTHER IS KARTA	DIRECTOR'S BROTHER IS KARTA	DIRECTOR'S BROTHER	DIRECTOR'S BROTHER'S WIFE	DIRECTOR'S BROTHER'S WIFE
(b)	Nature of contracts/arrangements/transactions	REMUNERATION AND INTEREST ON UNSECURED LOAN	INTEREST PAID ON UNSECURED LOAN	INTEREST PAID ON UNSECURED LOAN	INTEREST PAID ON UNSECURED LOAN	INTEREST PAID ON UNSECURED LOAN	INTEREST PAID ON UNSECURED LOAN	INTEREST PAID ON UNSECURED LOAN	INTEREST PAID ON UNSECURED LOAN	INTEREST PAID ON UNSECURED LOAN	INTEREST PAID ON UNSECURED LOAN
(c)	Duration of the contracts/arrangements/transactions	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
(d)	Salient terms of the contracts or arrangements or transactions including the value, if any:	SALARY-560000 CONVEYANCE-21000 INTEREST PAID ON UNSECURED LOAN-179500	268230	455320	572800	712000	238300	545800	SALARY-560000 CONVEYANCE-21000 INTEREST PAID ON UNSECURED	664600	487200
(e)	Date(s) of approval by the Board, if any:	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
(f)	Amount paid as advances, if any:	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA

Rampal Inani

		21	22	23
(a)	Name(s) of the related party	KIRAN INANI	MEENA INANI	USHA INANI
	Nature of relationship	DIRECTORS BROTHER'S WIFE	DIRECTORS WIFE	DIRECTORS WIFE
(b)	Nature of contracts/arrangements	INTEREST PAID ON UNSECURED LOAN	INTEREST PAID ON UNSECURED LOAN	INTEREST PAID ON UNSECURED LOAN
(c)	Duration of the contracts/arrangements/transactions	NA	NA	NA
(d)	Salient terms of the contracts or arrangements or transactions including the value, if any:	618300	458400	427100
(e)	Date(s) of approval by the Board, if any:	NA	NA	NA
(f)	Amount paid as advances, if any:	NA	NA	NA

Rampal.com



KALANI & COMPANY

CHARTERED ACCOUNTANTS

INDEPENDENT AUDITOR'S REPORT

To the Members of

SHANKAR LAL RAMPAL DYE CHEM LIMITED

(Formerly known as SHANKAR LAL RAMPAL DYE CHEM PRIVATE LIMITED)

Report on the Financial Statements

We have audited the accompanying financial statements of SHANKAR LAL RAMPAL DYE CHEM LIMITED, (Formerly known as SHANKAR LAL RAMPAL DYE CHEM PRIVATE LIMITED), ('the Company'), which comprise the Balance Sheet as at 31st March, 2018, the Profit and Loss Statement, 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 Financial Statements.

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including 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 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 thereunder.

114-116, Om Textile Tower, Pur Road, Bhilwara-311001

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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 financial statements.

Opinion

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

- (a) In case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2018;
- (b) in case of Profit & Loss Statement, of the profit for the year ended on that date; and
- (c) in case of the Cash Flow Statement, of the 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 Act, we give in the Annexure A a statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143 (3) of the Act, we report that:

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- (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 Profit and Loss Statement and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
- (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
- (e) on the basis of the written representations received from the directors as on 31st March, 2018 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2018 from being appointed as a director in terms of Section 164 (2) of the Act; and
- (f) with respect to the adequacy of 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:
- The Company does not have any litigation pending in its financial statements.
 - The Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses.
 - There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.



Place: Bhilwara
Date: 22.08.2018

For **KALANI & COMPANY**
Chartered Accountants
FRN: 000722C


S.P. JHANWAR
Partner
M No.: 074414

114-116, Om Textile Tower, Pur Road, Bhilwara-311001

Tel: 01482-241501-02-03, Mob: 94141-12367, 98298-88820

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"Annexure A" to the Independent Auditors' Report

The Annexure referred to in our Independent Auditors' Report to the members of the Company on the financial statements for the year ended 31st March, 2018, we report that:

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

(b) The Company has a regular programme of physical verification of its fixed assets by which fixed assets are verified in a phased manner during the year. In accordance with this programme, certain fixed assets were verified during the year and no material discrepancies were noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.

(c) Based on our verification and according to information and explanations given to us the title deeds of immovable properties are held in the name of the company.
- (ii) Physical verification of inventory has been conducted at reasonable intervals by the management and no material discrepancies were noticed.
- (iii) The Company has not granted any loan to the companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013 ('the Act').
- (iv) The Company has not granted any loan or given any guarantee and security covered under section 185 and 186 of Companies Act 2013.
- (v) The Company has not accepted any deposits from the public during the period under consideration and as such, the provisions of section 73 to 76 of the act and rules framed thereunder have no application on the Company.
- (vi) The Central Government has not prescribed the Maintenance of cost records under section 148(1) of the Act, for the turnover generated by the company.
- (vii) (a) Undisputed statutory dues including provident fund, employees state insurance, income tax, sales tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess and other statutory dues have generally been regularly deposited with the appropriate authorities and there are no undisputed dues outstanding as on 31st March 2018 for a period of more than 6 months from the date they became payable.
(b) According to the information and explanations given to us, there are no material dues of wealth tax, duty of customs and cess which have not been deposited with appropriate authorities on account of any dispute.
- (viii) In our opinion and according to the information and explanations given to us,

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KALANI & COMPANY

CHARTERED ACCOUNTANTS

The company has not defaulted in repayment of loans or borrowings to a financial institution or bank. There are no dues to government or debenture holders.

- (ix) The company has not raised any money by way of initial public offer or further public offer (including debt instruments). As per information and explanation given to us, the money raised by the company by way of term loans have been applied for the purposes for which they were obtained.
- (x) According to the information and explanation given to us and as represented by the Management and based on our examination of books and records of the company and in accordance with generally accepted auditing practices in India, we have been informed that no case of fraud by the Company or any fraud on the Company by its officers or employees has been noticed or reported during the year.
- (xi) Managerial remuneration has been paid or provided in accordance with the requisite approval mandated by the provision of section 197 read with schedule V of Companies Act 2013.
- (xii) The provision of clause 3(xii) of the order, for Nidhi Company, are not applicable to the company.
- (xiii) The company has complied with the provision of Section 177 and 178 of the Companies Act 2013 with respect to all the transaction with related parties, wherever applicable. Details of the transaction with the related parties have been disclosed in the financial statements as required by the applicable accounting standards.
- (xiv) The company has not made any preferential allotment or private placement of shares or fully or partly convertibles debentures during the year.
- (xv) The company has not entered into any non cash transaction with the directors or persons concerned with him as covered under section 192 of Companies Act 2013.
- (xvi) According to the information and explanation given to us, the company is not required to be registered under section 45IA of the Reserve Bank of India Act, 1934. Accordingly, provision of clause 3(xvi) of the order is not applicable to the company.



Place: Bhilwara
Date: 22.08.2018

For KALANI & COMPANY
Chartered Accountants
FRN: 000722C


S.P. JHANWAR
Partner
M No.: 074414

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"Annexure B" to the Independent Auditor's Report

Referred in our report of even date to the members of Shankar Lal Rampal Dye Chem Limited (Formerly known As Shankar Lal Rampal Dye Chem Private Limited) on the accounts for the year ended 31st March 2018

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 SHANKAR LAL RAMPAL DYE CHEM LIMITED (Formerly known as SHANKAR LAL RAMPAL DYE CHEM PRIVATE LIMITED) as of March 31, 2018 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 controls 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.

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KALANI & COMPANY

CHARTERED ACCOUNTANTS

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

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

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial 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.



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KALANI & COMPANY

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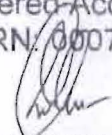
Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2018, based on the internal control over financial reporting criteria established by the Company considering the 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).



Place: Bhilwara
Date: 22.08.2018

For KALANI & COMPANY
Chartered Accountants
FRN: 000722C


S.P. JHANWAR
Partner
M No.: 074414

114-116, Om Textile Tower, Pur Road, Bhilwara-311001

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SHANKAR LAL RAMPAL DYE CHEM LIMITED
(Formerly known as SHANKAR LAL RAMPAL DYE CHEM PRIVATE LIMITED)

BALANCE SHEET AS AT 31st MARCH 2018

PARTICULARS	NOTE NO.	As At 31 st March, 2018		As At 31 st March, 2017	
EQUITY AND LIABILITIES					
Shareholders' funds					
(a) Share Capital	2.01	43778500		17339450	
(b) Reserves and Surplus	2.02	165910044	209688544	61875304	79214754
Non-current Liabilities					
(a) Long-term Borrowing	2.03	98284710		9531589	
(b) Deferred Tax Liabilities (Net)	2.04	-	98284710		9531589
Current Liabilities					
(a) Short-term Borrowings	2.05	34012993		14523932	
(b) Trade Payables	2.06	72829436		1764894	
(c) Other Current Liabilities	2.07	4679988		302096	
(d) Short-term Provisions	2.08	-	111522417	72530	16663451
			419495671		105409794
ASSETS					
Non-Current Assets					
(a) Fixed Assets	2.09	3796309		1514307	
(b) Deferred Tax Assets (Net)	2.04	15,898	3812207	3321	1517621
Current Assets					
(a) Inventories	2.10	99313557		29169931	
(b) Trade Receivables	2.11	224200730		42376022	
(c) Cash and Cash Equivalents	2.12	9244662		8948174	
(d) Short-term Loans and Advances	2.13	82924515	415683464	23398039	103892161
			419495671		105409794

Significant Accounting Policies, Notes on accounts and other disclosures from Note no. 1 to 2.27 forming part of these financial statements.

IN TERMS OF OUR AUDIT REPORT OF EVEN DATE

For & on behalf of the Board

For KALANI & COMPANY

Chartered Accountants

FRN - 00722C

S. P. KHANWAR

Partner

M.No. 074414

Dated: 22-08-2018



Rampal Inani
(Rampal Inani)
(DIRECTOR)

Susheel Inani
(Susheel Kumar Inani)
(DIRECTOR)

SHANKAR LAL RAMPAL DYE CHEM LIMITED
(Formerly known as SHANKAR LAL RAMPAL DYE CHEM PRIVATE LIMITED)

PROFIT & LOSS STATEMENT FOR THE YEAR ENDED ON 31ST MARCH 2018

PARTICULARS	NOTE NO.	Current Year		Previous Year	
Revenue from operation	2.14	751644017		291942720	
Other income	2.15	41106		-	
Total Revenue			751685123		291942720
Expenses:					
Purchases of Stock-in-Trade	2.16	708309597		282691601	
Changes in inventory	2.17	(70143626)		1064455	
Employee benefits expenses	2.18	4663000		2268000	
Finance costs	2.19	9909305		2216932	
Depreciation expense	2.20	324323		315092	
Other expenses	2.21	85124492		1760708	
Total Expenses			738187091		290316780
Profit before exceptional and extraordinary items and tax			13498032		162593
Tax expense:					
(a) Current tax		3863278		522530	
(b) Deferred tax		(12577)		(10434)	
			3850701		512096
Profit after Tax			9647331		111383
Earnings per equity share :	2.22				
(a) Basic			2.20		0.64
(b) Diluted			2.20		0.64

Significant Accounting Policies, Notes on accounts and other disclosures from Note no. 1 to 2.27 forming part of these financial statements.

IN TERMS OF OUR AUDIT REPORT OF EVEN DATE

For & on behalf of the Board:

For KALANI & COMPANY

Chartered Accountants

FRN - 00712C

S. P. JHANWAR

Partner

M.No. 074414

Place : Bhilwara

Dated: 22-08-2018



Rampal Inani
(Rampal Inani)
(DIRECTOR)

Sushel Inani
(Susheel Kumar Inani)
(DIRECTOR)

SHANKAR LAL RAMPAL DYE CHEM LIMITED
(Formerly known as SHANKAR LAL RAMPAL DYE CHEM PRIVATE LIMITED)

Cash Flow Statement for the period ended 31st March 2018

Particulars	2017-18		2016-17	
	Details	Amount	Details	Amount
(A) Cash Flow From Operating Activities				
Net profit before tax as per P&L A/c		13498032		1625931
Adjustment for:				
Depreciation	324323		315092	
Loss on Sale of Fixed Assets	-		-	
Profit on Sales of Fixed Assets	-		-	
Interest Paid	9632366	9956689	1961305	2276397
Operating Profit before working capital changes		23454721		3902329
Adjustment For				
Decrease/(Increase) in inventories	(70143626)		1064455	
Decrease/(Increase) in trade & other receivable	(181824708)		(6315065)	
Decrease/(Increase) in loans & advances	(59526476)		2803977	
Decrease/(Increase) in other current assets	-		-	
Increase/(Decrease) in trade payable	71064542		357837	
Increase/(Decrease) in short term borrowings	19489061		(160803)	
Increase/(Decrease) in short term Provision	(72530)		54855	
Increase/(Decrease) in other current liabilities	4377892	(216635845)	(259831)	(2454575)
Cash generated from Operation		(193181123)		1447754
Income Tax paid		3863278		522530
Net cash from Operating activities (A)		(197044402)		925224
(B) Cash Flow From Investing Activities				
Purchase of Fixed Assets		(2606325)		(177650)
Decrease/(Increase) in CWIP		-		-
Sale of Fixed Assets		-		-
Net Cash used in Investing Activities (B)		(2606325)		(177650)
(C) Cash Flow From Financing Activities				
Proceeds from issue of share capital		26439050		-
Proceeds from share premium		94387409		-
Interest Paid		(9632366)		(1961305)
Increase/(Decrease) in Bank Borrowings		-		-
Increase/(Decrease) in Unsecured Loan		88753121		7171292
Net Cash From Financing Activities (C)		199947214		5209987
Net increase/ decrease in cash and cash equivalents (A+B+C)		296487		5957561
Opening balance of cash & cash equivalents		8948175		2990614
Closing balance of cash & cash equivalents		9244662		8948175

In terms of our Audit Report of even date :

FOR KALANI & COMPANY
Chartered Accountants
FRN - 06722C

(S.P. HANWAR)
Partner
M. NO. 74414

PLACE : BHILWARA
Dated: 22-08-2018



For & on behalf of the Board:

Rampal Inani
(Rampal Inani)
DIRECTOR

Susheel Inani
(Susheel Kumar Inani)
DIRECTOR

SHANKAR LAL RAMPAL DYE CHEM LIMITED
(Formerly known as SHANKAR LAL RAMPAL DYE CHEM PRIVATE LIMITED)

OTHER DISCLOSURES

NOTE NO. 1 SIGNIFICANT ACCOUNTING POLICIES

1. System of accounting

The company adopts the accrual concept in preparation of the accounts.

The assessee follows mercantile system of accounting. Accounting Policies have been framed and adopted based on the Generally Accepted Accounting Principles in India including Accounting Standards and Income Computation Disclosure Standards (ICDS) I to X issued by CBDT, wherever applicable.

2. Inflation

Assets and liabilities are recorded at historical cost. To the company, these costs are not adjusted to reflect the changing value in the purchasing power of money.

3. Fixed assets

Fixed assets are capitalised at cost inclusive of direct installation erection and allied expenses.

4. Inventories

Inventories are valued at cost or net realisable value whichever is lower. Cost is measured on First in First Out basis.

5. Depreciation

Depreciation on fixed assets is provided for on straight line method adopting Life prescribed by Schedule II of the Companies Act; 2013

6. Foreign Currency Transactions

Transactions denominated in Foreign Currencies are normally recorded at the exchange rate prevailing on the day of transaction.

7. Taxes on Income

Current tax is determined as the amount of tax payable to the Taxation Authorities in respect of taxable income for the year. Deferred tax is recognized, subject to consideration of prudence, in respect of deferred tax assets, on timing differences being difference between taxable income and accounting income that originate in one year and are capable of reversal in one or more subsequent years. In respect of unabsorbed depreciation / carry forward of losses under the tax laws, deferred tax assets are recognized only to the extent that there is virtual certainty that future taxable income will be available against which such deferred tax assets can be realized.

8. Employment Benefits

- i. Employee Benefit in the form of Provident Fund in pursuance of law is accounted on accrual basis and charged to Profit and Loss Statement for the year.
- ii. The Company is making provision for gratuity for employees when they completed 5 years of service.

9. Borrowing Costs

Borrowing costs that are attributable to the acquisition or construction of Qualifying assets are capitalized as part of the cost of such assets. A Qualifying asset is one that takes substantial period of time to get ready for its intended use. All other borrowing costs are charged to revenue.

10. Others

Except where stated, accounting policies are consistent with the generally accepted accounting principles and have been consistently applied.



SHANKAR LAL RAMPAL DYE CHEM LIMITED
(Formerly known as SHANKAR LAL RAMPAL DYE CHEM PRIVATE LIMITED)

(Amount in INR)

	As At 31st March, 2018		As At 31st March, 2017	
NOTE "2.01" SHARE CAPITAL				
AUTHORISED:				
5000000 Equity Shares of Rs. 10/-each		50000000		15000000
(1500000 Equity shares of Rs 10/- each in previous year)		50000000		15000000
ISSUED SUBSCRIBED & PAID UP:				
4377850 Equity Shares of Rs. 10/-each		43778500		17339450
(1733945 Equity Shares of Rs 10/-each in previous year)		43778500		17339450

Reconciliation of No. of Equity shares issued by the company :-

Particulars	As At 31st March, 2018 Of Rs. 10	As At 31st March, 2017 Of Rs. 10
At the beginning of the year	1733945	1733945
Issued During the year	2643905	-
Redeemed/bought back during the year	-	-
At the end of the year	4377850	1733945

2.01.1 Rights, preference and restrictions to the Shareholders :-

2.01.1 Equity Shares

All Equity Shareholders are having right to get dividend in proportion to the paid up value of each equity shares as and when declared.

No member shall be entitled to exercise any voting rights either personally or by proxy at any meeting of company in respect of any shares registered in his name on which any calls or other sums presently not payable by him have been paid or in regard to which the company has, and has exercised any right of lien.

Details of Shareholders holding more than 5% of Equity Shares issued by the company

Name of Shareholder	As At 31st March, 2018		As At 31st March, 2017	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
OASIS CAPITAL P. LTD	859095	19.62%	342620	19.76%
Classic Prime Home Care Pvt Ltd	653700	14.93%	-	-
DINESH CHANDRA INANI	275000	6.28%	130000	7.50%
SUSHEEL KUMAR INANI	392495	8.97%	126000	7.27%
VINOD KUMAR INANI	394900	9.02%	124000	7.15%
JAGDISH CHANDRA INANI	334210	7.63%	130660	7.54%
MAMTA INANI	238800	5.45%	120000	6.92%
Rampal Inani	267710	6.12%	-	-
Meena Inani	222490	5.08%	-	-

	As At 31st March, 2018		As At 31st March, 2017	
NOTE NO. "2.02" RESERVES AND SURPLUS				
Securities Premium Account				
Opening balance	55645230		55645230	
Add : Received During the year	94387409	150032639	-	55645230
Surplus				
Opening Balance	6230074		5116238	
Add : Profit for the year	9647331	15877405	1113836	6230074
		165910044		61875304



SHANKAR LAL RAMPAL DYE CHEM LIMITED
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	As At 31st March, 2018	As At 31st March, 2017
NOTE NO. '2.03' LONG TERM BORROWINGS		
Loans(Unsecured)		
(a) From Directors and Relatives	85849210	6998650
(b) From Corporates	12435500	2532939
	98284710	9531589
NOTE NO. '2.04' DEFERRED TAX LIABILITIES		
Considering accounting procedure prescribed by the Accounting Standard 22 "Taxes on Income" the following amounts have been worked out and provided in the books.		
Major components of deferred tax balances		
PARTICULARS	As At 31st March, 2018	As At 31st March, 2017
Deferred Tax Liabilities		
i) Difference between accounting and tax depreciation (cumulative)	(15898)	(3321)
TOTAL	(15898)	(3321)
Deferred Tax Assets		
i) Accumulated unabsorbed depreciation	-	-
ii) Provision for doubtful debts (to date)	-	-
iii) Disallowances under section 43B for non payment of expenses	-	-
iv) Other timing differences	-	-
TOTAL (i to iv)	-	-
Net Deferred Tax Liabilities	(15898)	(3321)
Deferred Tax (Assets)/Liability Recognized in Previous Year	(3321)	7113
Deferred Tax (Assets)/Liability Recognized in Current Year	(12577)	(10434)
(Net deferred tax income of Rs 12577 has been credited to Statement of Profit and Loss besides current tax of Rs. 3863278 (Previous year expenses charged Rs 522530) as per Income Tax Act, 1961.		
	As At 31st March, 2018	As At 31st March, 2017
NOTE NO. "2.05" SHORT-TERM BORROWINGS		
Loans Repayable on Demand Bank Borrowing		
ICICI Bank Limited	34012993	14523932
	34012993	14523932
2.05.1 Securities/ Guarantees		
For Bank Borrowing:		
Bank Borrowing from bank is secured by Hypothecation of stock, Consisting of all types of dyes,chemical & other Current Assets of company.		
Bank Borrowing from bank is guaranteed by Mr. Rampal Inani and Mr. Dinesh Chandra Inani in their personal capacity.		



SHANKAR LAL RAMPAL DYE CHEM LIMITED
(Formerly known as SHANKAR LAL RAMPAL DYE CHEM PRIVATE LIMITED)

	As At 31st March, 2018		As At 31st March, 2017	
NOTE NO. "2.06" TRADE PAYABLE				
Trade Payables				
For Trade Goods	72803476		1741294	
For Others	25960	72829436	23600	176489
		72829436		176489

To the extent information received for status under the Micro, Small and Medium Enterprises Development Act, 2006.

	As At 31st March, 2018		As At 31st March, 2017	
NOTE NO. "2.07" OTHER CURRENT LIABILITIES				
TDS Payable	4679988		195482	
Sales Tax Payable	-		40774	
C.S.T Payable	-	4679988	65840	30209
		4679988		30209

	As At 31st March, 2018		As At 31st March, 2017	
NOTE NO. "2.08" SHORT-TERM PROVISIONS				
Provisions for others				
For Taxation	3863278		522530	
Less: Advance Tax and Tds (as per contra)	3863278	-	450000	72530
		-		72530

Accounting Standard: -29 "Provisions, Contingent Liabilities and Contingent Assets": Movement in Provisions:

Nature of Provisions	Provision outstanding at the beginning of the year	Provision made during the year	Provision utilized during the year	Provision reversed during the year	Provision outstanding at the end of the year
Taxation	522530	3863278	522530	-	3863278



SHANKAR LAL RAMPAL DYE CHEM LIMITED
(Formerly known as SHANKAR LAL RAMPAL DYE CHEM PRIVATE LIMITED)

NOTE NO. '2.09' FIXED ASSETS

DESCRIPTION OF ASSETS	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	Cost As at 01.04.2017	Additions	Disposals/ Adjustment	Accumulated As at 31.03.2018	Accumulated As at 01.04.2017	For the Year	Deductions/ Adjustments	Accumulated As at 31.03.2018	As at 31.03.2018	As at 31.03.2017
TANGIBLE ASSETS										
Office Equipments	752305	51562	-	803867	374022	118782	-	492804	311063	378283
Vehicle	1858141	154763	-	2012904	846712	168750	-	1015462	997442	1011429
Computer	292140	-	-	292140	167545	36663	-	204208	87932	124595
Land	-	2032000	-	2032000	-	-	-	-	2032000	-
Building	-	368000	-	368000	-	128	-	128	367872	-
TOTAL	2902586	2606325	-	5508911	1388279	324323	-	1712602	3796309	1514307
Previous Year	2724936	177650	-	2902586	1073187	315092	-	1388279	1514307	1651749



SHANKAR LAL RAMPAL DYE CHEM LIMITED
(Formerly known as SHANKAR LAL RAMPAL DYE CHEM PRIVATE LIMITED)

	As At 31st March, 2018		As At 31st March, 2017	
NOTE NO. '2.10' INVENTORIES				
Bhiliwara Branch		33580965		2916993
Mumbai Branch		65732592		
		99313557		2916993
	As At 31st March, 2018		As At 31st March, 2017	
NOTE NO. '2.11' TRADE RECEIVABLES				
Unsecured & Considered Good				
Outstanding Exceeding Six Months(From due date)	33317		-	
Others	224167413		42376022	
		224200730		4237602
		224200730		4237602
	As At 31st March, 2018		As At 31st March, 2017	
NOTE NO. '2.12' CASH AND CASH EQUIVALENTS				
(A) Cash on hand		336376		18254
(B) Balances with Banks				
(i) Current accounts		8908286		876562
		9244662		894817
	As At 31st March, 2018		As At 31st March, 2017	
NOTE NO. '2.13' SHORT-TERM LOANS AND ADVANCES				
Unsecured				
Advance to supplier	73332631		16238107	
Advances recoverable in Cash or Kind	300000		-	
Advance Custom duty	-		467560	
Additional Custom duty receivable	-		6385840	
Interest Accrued on FDR	-		-	
Income Tax Refundable	-		30797	
Advance payment of VAT	10681		225735	
Prepaid Insurance	31606		-	
GST Input Tax Credit	7944124		-	
		81619042		23348039
Advance Income Tax and TDS	5118751		450000	
Less:Provision for Taxation (as per contra)	3863278	1255473	450000	-
Security deposit with Government	50000	50000	50000	50000
		82924515		2339803



SHANKAR LAL RAMPAL DYE CHEM LIMITED
(Formerly known as SHANKAR LAL RAMPAL DYE CHEM PRIVATE LIMITED)

	Current Year		Previous Year	
NOTE NO. '2.14' REVENUE FROM OPERATIONS				
(A) Sale of products				
Dyes & Chemicals		751644017		29194272
		751644017		29194272
NOTE NO. '2.14.1' REVENUE FROM OPERATIONS				
<u>Dyes & Chemicals</u>				
Rajasthan State Sales		280174216		26636081
Maharashtra State Sales		466338576		2558190
Delhi State Sales		5131225		
Total		751644017		29194272
NOTE NO. '2.15' OTHER INCOME				
Interest income		37506		
Other income		3600		
		41106		
NOTE NO. '2.16' PURCHASE OF STOCK IN TRADE				
<u>Dyes And Chemicals</u>				
Purchase of Product		656605678		25983908
Custom duty paid	51703919		29238360	
less:- Additional duty receivable		51703919	6385840	22852520
		708309597		282691601
NOTE NO. '2.16.1' PURCHASE OF STOCK IN TRADE				
<u>Dyes And Chemicals</u>				
Rajasthan State Purchase		237403668		25851982
Maharashtra State Purchase		465884204		
Delhi State Purchase		5021725		2417177
		708309597		282691601
NOTE NO. '2.17.' CHANGE IN INVENTORIES				
Stock in trade				
Opening Stock	29169931		30234386	
Less: Closing Stock	99313557	(70143626)	29169931	1064455
		(70143626)		1064455
NOTE NO. '2.18' EMPLOYEE BENEFIT EXPENSES				
Salary, Wages etc.		2689000		112800
Directors Remuneration		1752000		96000
Conveyance Allowance		222000		18000
		4663000		226800



SHANKAR LAL RAMPAL DYE CHEM LIMITED
(Formerly known as SHANKAR LAL RAMPAL DYE CHEM PRIVATE LIMITED)

	Current Year		Previous Year	
NOTE NO. '2.19' FINANCE COSTS				
Bank & Other Charges		276939		25562
Interest To Bank & Others				
On Bank Borrowing	696316		511980	
On Other	8936050	9632366	1449325	196130
		9909305		221693
NOTE NO. '2.20' DEPRECIATION				
Depreciation		324323		31509
		324323		31509
NOTE NO. '2.21' OTHER EXPENSES				
ADMINISTRATIVE EXPENSES				
Advertisement Exp.		51155		-
Rent		296370		186000
Legal & Professional Expenses		169505		4400
Insurance Charges		76250		38821
Office Expenses		105597		101443
Postage & Telegram		57054		64827
Printing & Stationery		31667		33369
Telephone Expenses		-		58774
Licence charges		15000		-
Registration Charges		7500		10050
Vehicle and Maintenance Expenses		64578		59183
Loss on foreign Exchange fluctuation		65649		-
Sales Tax Demand		-		18632
Sundry Balances written off		181426		-
<u>Payments to Auditors:</u>				
Audit's Fees		22420		20060
Taxation		3540		3540
TOTAL (A)		1147711		599099
SELLING EXPENSES				
Commission to Selling Agents		83296700		780838
Freight & Cartage Charges		371479		63994
Sample testing Exp.		71035		29533
Packing Exp.		102501		238823
Travelling Expenses		135066		48421
TOTAL (B)		83976781		1161609
TOTAL (A+B)		85124492		1760708



SHANKAR LAL RAMPAL DYE CHEM LIMITED
(Formerly known as SHANKAR LAL RAMPAL DYE CHEM PRIVATE LIMITED)

		Current Year	Previous Year
NOTE NO. '2.22' EARNINGS PER SHARE			
a) Amount used as the numerator profit after tax, dividend on preference	Rs.	9647331	1113836
b) Weighted average number of equity shares used as the denominator in computing basic earning per share.	Nos.	4377850	1733945
Add: Potential no. of equity shares that could arise on conversion of warrants into equity shares.	Nos.	NIL	NIL
Weighted average number of shares used in computing Diluted Earning per Share	Nos.	4377850	1733945
c) Nominal value per share	Rs.	10	10
d) Earnings Per Share:			
- Basic	Rs.	2.20	0.64
- Diluted	Rs.	2.20	0.64



SHANKAR LAL RAMPAL DYE CHEM LIMITED
(Formerly known as SHANKAR LAL RAMPAL DYE CHEM PRIVATE LIMITED)

NOTE 2.23 Contingent Liabilities

	As at 31.03.2018	As at 31.03.2017
1. Contingent liabilities not provided for in respect of		
(a) Claims against the company not acknowledged as debts	NIL	NIL
(b) Estimated value of contract remaining to be executed on capital account.	NIL	NIL
(c) Bills discounted with bank remaining outstanding.	NIL	NIL
(d) Letter of credit established by Bank & Guarantee given by Bank for which counter Guarantee given by the Company.	NIL	NIL
2. The Company has not received information from vendors regarding their status under the Micro, Small & Medium Enterprises Development Act 2006 and hence disclosure relating to amounts unpaid as at the year with interest paid/ payable under this Act have not been given.		

3. Details of Remuneration to Directors :

PARTICULARS	2017-18	2016-17
RAMPAL INANI	876000	480000
DINESH CHANDRA INANI	876000	480000
Total	1752000	960000

NOTE 2.24 Related Party Disclosure

The company has identified all the related parties as per details given below:

1. Relationship

(a) Key Management Personnel

Sh. Rampal Inani
Sh. Dinesh Chandra Inani

(b) Relatives of Key Management Personnel where transactions have taken place

1. VINOD INANI
2. SUSHEEL INANI
3. DINESH INANI
4. JAGDISH INANI
5. RAHUL INANI
6. RAMPAL INANI
7. SHANKAR LAL INANI (HUF)
8. CHHAVI INANI
9. GANGA DEVI INANI
10. USHA INANI
11. MAMTA INANI
12. MEENA INANI
13. KIRAN INANI
14. SHEELU INANI

(c) Enterprises where Key Management Personnel has control / interest

1. OASIS CAPITAL PVT. LTD.
2. CLASSIC PRIME HOME CARE PVT. LTD.

Note: Related party relationship is as identified by the Company and relied upon by the Auditor.



SHANKAR LAL RAMPAL DYE CHEM LIMITED
(Formerly known as SHANKAR LAL RAMPAL DYE CHEM PRIVATE LIMITED)

2. Transactions carried out with related parties referred in 1 above, in ordinary course of business:

Nature of Transactions	Related parties			
	Referred in 1(a) above		Referred in 1(b) & 1(c) above	
	2017-18	2016-17	2017-18	2016-17
Expenses				
Remuneration	1752000	960000	1777000	312000
H.R.A. & Conveyance Allowance	72000	72000	78000	24000
Interest	708500	392000	5073700	-
Rent	-	-	198000	168000
purchase	-	-	28705427	44011120
Finance				
Deposit Accepted	14338850	6806000	158455080	-
Deposit Repayment	16077010	5372050	75621854	-
Outstanding				
Deposits	760490	1861000	97524220	-

During the year, there were no amounts written off or written back from such parties.



SHANKAR LAL RAMPAL DYE CHEM LIMITED
(Formerly known as SHANKAR LAL RAMPAL DYE CHEM PRIVATE LIMITED)

NOTE NO. 2.25 Transaction in Foreign Currency

	2017-18	2016-17
Expenditure in Foreign Currency	4910.20 lakhs	1278.03 lakhs
Income in Foreign Currency	Rs. Nil	Rs. Nil

NOTE 2.26 All assets and liabilities are presented as Current or Non-Current as per the criteria set out in the Revised Schedule VI of the Companies Act, 1956. Based on the nature of products and the time between the acquisition of assets for processing and their realization, the Company has ascertained its operating cycle less than 12 months period, accordingly 12 months period has been considered for the purpose of Current/Non Current classification of assets and liabilities.

NOTE 2.27 The previous year figures have been regrouped/reclassified wherever it found necessary to correspond with the current year's classification/disclosure. Accordingly amounts and other disclosures for the preceding year are included as and integral part of the current year's financial statements and to be read in relation to the amounts and other disclosures relating to current year

Significant Accounting policies, Notes on accounts and other disclosures from Note no. 1 to 2.26 form part of these Financial Statements.

IN TERMS OF OUR AUDIT REPORT OF EVEN DATE

For & on behalf of the Board

For KALANI & COMPANY

Chartered Accountants

FRN - 08722C

S. P. JHANWAR

Partner

M.No. 74414

Place : Bhilwara

Dated: 22-08-2018



Rampal Inani

(Rampal Inani)

DIRECTOR

Susheel Inani

(Susheel Kumar Inani)

DIRECTOR