



Date: 04/09/2019

To,
Gen. Manager (DCS)
BSE Limited
P J Towers,
Dalal Street, Fort,
Mumbai-400001

SUBJECT: ANNUAL REPORT FOR THE YEAR 2018-19

Dear Sir,

With regards to captioned subject, and pursuant to Regulation 34(1) of Securities Exchange board of India (Listing Obligations and Disclosures requirements) Regulations, 2015, we hereby enclose herewith Annual Report for the F.Y 2018-19. Kindly take a note that the Annual General Meeting of the company will be held on Friday, 27th September, 2019.

You are requested to take the same on your record.

Thanking You.

Yours Sincerely,

FOR, PRATIKSHA CHEMICALS LIMITED

MR. JAYESH PATEL
DIRECTOR
(DIN: 00401109)



PRATIKSHA CHEMICALS LIMITED

Regd. Off : 3rd Floor, H. K. Complex , Nr. Dharnidhar Derasar, Paldi, Ahmedabad-380 007 India
Ph. 26632390, 26609530 Fax No : +91 79 26612843.

Website : <http://www.dharapratiksha.com> E-mail : exports@dharapratiksha.com

CIN : L24110GJ1991PLC015507

Factory : 195/2, Near Natraj Industrial Estate, Village Iyawa Vasna, Sanand.
(Dist : Ahmedabad) India. Phone 02717-284350



PRATIKSHA CHEMICALS LIMITED

(CIN: L24110GJ1991PLC015507)

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REGISTERED OFFICE:

**3RD FLOOR, H K COMPLEX,
OPP. DHARNIDHAR DERASAR, VASNA,
AHMEDABAD – 380007**

♣ **BOARD OF DIRECTORS:**

<u>NAME OF DIRECTOR</u>	<u>DIN</u>	<u>DESIGNATION</u>
MR. HARISHBHAI BHATT	00400765	WHOLE TIME DIRECTOR & CHIEF FINANCIAL OFFICER
MR. JAYESH PATEL	00401109	DIRECTOR
MR. UPENDRA ADHAVRYU	00483857	INDEPENDENT DIRECTOR
MR. SOMABHAI PATEL	01188702	INDEPENDENT DIRECTOR
MRS. MONIKA CHAUHAN	08329798	INDEPENDENT - WOMAN DIRECTOR

♣ **COMPOSITION OF COMMITTEES:**

1. AUDIT COMMITTEE:

<u>NAME OF DIRECTOR</u>	<u>DESIGNATION</u>	<u>DESIGNATION</u>
MR. JAYESH PATEL	DIRECTOR	MEMBER
MR. UPENDRA ADHAVRYU	INDEPENDENT DIRECTOR	MEMBER
MR. SOMABHAI PATEL	INDEPENDENT DIRECTOR	CHAIRPERSON

2. NOMINATION AND REMUNERATION COMMITTEE :

<u>NAME OF DIRECTOR</u>	<u>DESIGNATION</u>	<u>DESIGNATION</u>
MRS. MONIKA CHAUHAN	INDEPENDENT DIRECTOR	MEMBER
MR. UPENDRA ADHAVRYU	INDEPENDENT DIRECTOR	MEMBER
MR. SOMABHAI PATEL	INDEPENDENT DIRECTOR	CHAIRPERSON

3. STAKEHOLDERS RELATIONSHIP COMMITTEE :

<u>NAME OF DIRECTOR</u>	<u>DESIGNATION</u>	<u>DESIGNATION</u>
MR. UPENDRA ADHAVRYU	INDEPENDENT DIRECTOR	MEMBER
MR. SOMABHAI PATEL	INDEPENDENT DIRECTOR	CHAIRPERSON

♣ **KEY MANAGERIAL PERSONNEL:**

CHIEF FINANCIAL OFFICER: MR. HARISHBHAI BHATT

COMPANY SECRETARY & COMPLIANCE OFFICER: MS. JIGISHA A. KADIA

♣ **AUDITORS:**

SATATUTORY AUDITOR: M/S. H. K. SHAH & CO.

CHARTERED ACCOUNTANTS (FRN: 109583W)
404, SARAP BUILDING, 4TH FLOOR,
OPP. NAVJIVAN PRESS, ASHRAM ROAD,
AHMEDABAD - 380014

INTERNAL AUDITOR: M/S. LAVINGIYA & ASSOCIATES

CHARTERED ACCOUNTANTS,
OFFICE AT 102, SATYA NEAR CHANKYAPURI BRIDGE
GHATLODIA BRIDGE, AHMEDABAD-380061

SERETARIAL AUDITOR: M/S. A. SHAH & ASSOCIATES

PRACTICING COMPANY SECRETARIES,
D- 413, SHIROMANI COMPLEX, OPP. OCEAN PARK,
NEHRUNAGAR, SATELLITE, AHMEDABAD- 380015

♣ **REGISTRAR & SHARE TRANSFER AGENT:**

M/S. PURVA SHAREGISTRY (INDIA) PVT LTD

9 - SHIV SHAKTI INDUSTRIAL ESTATE,
GROUND FLOOR, J R BORICHA MARG,
OPP, KASTURBA HOSPITAL,
LOWER PAREL, MUMBAI-400011

Contact No.: 91-22-2301 6761 / 8261

FAX: 91-22-2301 2517

Mail ID: busicomp@vsnl.com

♣ **STOCK EXCHANGES WHERE THE SHARES OF THE COMPANY ARE LISTED:**

BSE LIMITED

25TH FLOOR, P. J. TOWERS,
DALAL STREET, FORT,
MUMBAI - 400001

♣ **CONTACT DETAILS:**

CIN: L24110GJ1991PLC015507

REGISTERED OFFICE ADDRESS: H K COMPLEX 3RD FLOOR OPP DHARNIDHAR
DERASAR VASNA AHMEDABAD GJ 380007 IN

CONTACT NO.: 079-26632390, 26640071 EMAIL ID.: exports@धारप्रतिक्षा.com

WEBSITE: www.pratikshachemicals.in

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NOTICE

NOTICE IS HEREBY GIVEN THAT TWENTY-EIGHTH ANNUAL GENERAL MEETING WILL BE HELD AT REGISTERED OFFICE SITUATED AT 3RD FLOOR, H K COMPLEX, OPP. DHARNIDHAR DERASAR, VASNA, AND AHMEDABAD - 380007 ON 27TH SEPTEMBER, 2019 AT 03:30 P.M. TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Financial Statements of the Company for the year ended March 31, 2019, including the audited Balance Sheet as at March 31, 2019, the Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors ('the Board') and Auditors thereon.
2. To appoint a Director in place of **MR. HARISHBHAI BHATT(DIN: 00400765)**, who retires by rotation, in terms of Section 152 (6) of the Companies Act, 2013, and being eligible, offers himself for re-appointment.
3. **APPOINTMENT OF STATUTORY AUDITOR OF THE COMPANY AND TO FIX THEIR REMUNERATION:**

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

"RESOLVED THAT pursuant to the provisions of Section 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013, and Rules framed there under, as amended from time to time, pursuant to recommendation of the Audit Committee and Board of Directors, **M/S. CHANDABHOY & JASSOOBHOY**, Chartered Accountants, (F.R.NO. 101648W), be and are hereby appointed as Statutory Auditors of the company for the term of five financial years to hold office till the conclusion of the Annual General meeting for the Financial Year 2023-24 ,at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditor."

SPECIAL BUSINESS:

4. **APPOINTMENT OF MRS. MONIKA CHAUHAN, AS A NON EXECUTIVE INDEPENDENT WOMAN DIRETOR OF THE COMPANY FOR FIVE CONSECUTIVE YEARS:**

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

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“**RESOLVED THAT** pursuant to Section-149, 152(5), 161 and any other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force), Mrs. Monika Chauhan (DIN: 08329798) , who was appointed as an additional director of the Company and who has submitted declaration under Section 149(7) of the Companies Act, 2013 to the effect that he fulfilled the conditions mentioned in Section 149(6) of the Companies Act, 2013 and is not disqualified to become Director of the Company under Section 164 of the Companies Act, 2013, be and is hereby appointed as a Non – Executive Independent Woman Director of the Company for a term of consecutive period of five years.”

5. REVISION IN REMUNERATION OF MR. JAYESH PATEL, DIRECTOR OF THE COMPANY :

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

“**RESOLVED THAT** pursuant to the provisions of Section 197 and Section II (A) of Part II of Schedule V of the Companies Act, 2013 **and other applicable** provisions read with **rules framed there under**, Payment of Managerial Remuneration to MR. JAYESH PATEL, Director of the Company (DIN: 00401109) of Rs. 1,40,000/- p.m. along with Annual Bonus of Rs. 1,40,000/- and any other allowances and perquisites as may be mutually agreed between Company and Mr. Jayesh Patel w.e.f. 1st April, 2019, be and is hereby approved.

“**RESOLVED FURTHER THAT** in the event of any loss or inadequacy of the profits of the Company in any financial year, during the term of office of MR. JAYESH PATEL, the remuneration as mentioned in the above stated resolution shall be paid to MR. JAYESH PATEL as minimum remuneration and the same shall be subject to the limits as set out in Section II of Part II of Schedule V of the Companies Act, 2013.”

6. REVISION IN REMUNERATION OF MR. HARISH BHATT, DIRECTOR OF THE COMPANY :

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

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“RESOLVED THAT pursuant to the provisions of Section 197 and Section II (A) of Part II of Schedule V of the Companies Act, 2013 **and other applicable** provisions read with **rules framed there under**, Payment of Managerial Remuneration to MR. HARISHBHAI BHATT, Director of the Company (DIN: 00400765) of Rs. 60000/- p.m. and any other allowances and perquisites as may be mutually agreed between Company and Mr. Harishbhai Bhatt w.e.f. 1st April, 2019, be and is hereby approved.

“RESOLVED FURTHER THAT in the event of any loss or inadequacy of the profits of the Company in any financial year, during the term of office of Mr. Harishbhai Bhatt, the remuneration as mentioned in the above stated resolution shall be paid to Mr. Harishbhai Bhatt as minimum remuneration and the same shall be subject to the limits as set out in Section II of Part II of Schedule V of the Companies Act, 2013.”

7. REAPPOINTMENT OF MR. UPENDRA ADHVARYU, AS A NON EXECUTIVE INDEPENDENT DIRETOR OF THE COMPANY FOR FIVE CONSECUTIVE YEARS:

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

“RESOLVED THAT pursuant to the provisions of Sections 149 (10) , 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Act, as amended from time to time, Mr. Upendra Adhvaryu (DIN: 00483857), a Director of the Company, who has submitted a declaration under Section 149(7) of the Companies Act, 2013 read with Regulation 25(8) of SEBI (LODR) Regulation, 2015 to the effect that he meets the criteria for independence as provided in Section 149(6) of the Act read with Regulation 16(b) of SEBI (LODR) Regulations, 2015 and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company for a consecutive period of five (5) years with effect from 27th September, 2019 .”

8. REAPPOINTMENT OF MR. SOMABHAI PATEL, AS A NON EXECUTIVE INDEPENDENT DIRETOR OF THE COMPANY FOR FIVE CONSECUTIVE YEARS:

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

“RESOLVED THAT pursuant to the provisions of Sections 149 (10) , 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Act, as amended from time to time, Mr. Somabhai Patel (DIN: 01188702), a Director of

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the Company, who has submitted a declaration under Section 149(7) of the Companies Act, 2013 read with Regulation 25(8) of SEBI (LODR) Regulation, 2015 to the effect that he meets the criteria for independence as provided in Section 149(6) of the Act read with Regulation 16(b) of SEBI (LODR) Regulations, 2015 and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company for a consecutive period of five (5) years with effect from 27th September, 2019 .”

PLACE: AHMEDABAD
DATE: 13/08/2019

**BY THE ORDER OF THE BOARD OF DIRECTORS,
FOR, PRATIKSHA CHEMICALS LIMITED**

_____sd/-_____
MR. JAYESH PATEL
DIRECTOR
(DIN:00401109)

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NOTES:

1. A Member entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and such proxy need not be a member of the company. Instrument of proxy in order to be effective must be received by the company not less than 48 hours before the meeting.
2. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
3. Information as required under Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 and regarding appointment / reappointment of Directors is annexed hereto.
4. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made there under, the Notice along with Explanatory Statement is being sent to all the members, whose names appear in the Register of Members / List of Beneficial Owners, received from NSDL / CDSL as on close of business hours on **23TH AUGUST, 2019**. The Notice along with Explanatory Statement is being sent to Members in electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding) / the Company's Registrar and Share Transfer Agents (in case of physical shareholding).
5. For Members whose email IDs are not registered, physical copies of the Notice are being sent by permitted mode. The Members of the Company who have registered their email address are also entitled to receive such communication in physical form, upon request.
6. Pursuant to the provisions of Section 91 of the Companies Act, 2013 the Register of Members and Share Transfer Books of the Company will remain closed from, **20th September, 2019** to **27th September, 2019** (both days inclusive) in connection with AGM.
7. As a measure of economy, Annual Report will not be distributed at the Meeting. So, members are requested to bring their copy of Annual Report with them to the Annual General Meeting.
8. The Securities and Exchange Board of India (SEBI) has **mandated the submission of the Permanent Account Number (PAN) and updates of bank account details by every investor holding securities in physical or electronic mode with the Registrar and Share Transfer Agent.**

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9. Since shares of the company are traded on the stock exchanges compulsorily in demat mode, members holding shares in physical mode are advised to get their shares dematerialized. Effective 1 April, 2019, SEBI has disallowed listed companies from accepting request for transfer of securities which are held in physical form. The shareholders who continue to hold shares in physical form after this date, will not be able to lodge the shares with company / its RTA for further transfer. Shareholders shall mandatorily convert them to demat form if they wish to effect any transfer. Only the requests for transmission and transposition of securities in physical form, will be accepted by the company / RTAs.
10. The Notice of AGM, Annual Report and Attendance Slip are being sent in electronic mode to Members whose email address are registered with the Company or the Depository Participant(s), unless the Members have registered their request for the hard copy of the same. Physical copy of the Notice of AGM, Annual Report and Attendance Slip are being sent to those Members who have not registered their email address with the Company or Depository Participant(s). Members who have received the Notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip at the Registration Counter at the AGM.
11. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, the Company is providing E-Voting facility to all the members whose names appear in the Register of Members/beneficial owners as on the Cut-Off Date i.e. **20TH SEPTEMBER, 2019**, who may cast their vote by electronic mode on all resolutions in respect of business set forth in the notice through e-voting services provided by CDSL, through their portal in this regard, members are notified that (i) the company has completed the dispatch of Notice through permitted mode to all the members of the company individually along with the explanatory statement and

(ii) Voting through electronic means shall commence from **9:00 A.M. on 24TH SEPTEMBER, 2019 and end at 5:00 P.M. on 26TH SEPTEMBER, 2019**. Please note that e-voting is optional. In case a member has voted through e-voting facility, he/she is not allowed to vote in the Annual General Meeting.
12. The Member who transfers his/ her shares before the Cut-off date i.e. **20TH SEPTEMBER, 2019**, is not eligible to vote to the extent of transfer made by him/her, on the Resolutions mentioned in the Notice.
13. Any person who acquires the Shares of the Company after dispatch of the Notice of the General Meeting and holding the Shares on the Cut-off Date i.e. **20TH**

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SEPTEMBER, 2019, may request to the Company on registered mail ID of the company i.e. exports@धारप्रतिकशा.कम to obtain the User ID & Password.

14. The Results of E-voting along with the Scrutinizer's Report shall be declared and placed on the Company's website and on the website of CDSL <https://www.evotingindia.co.in> on or before **03.30 P.M. on 29th SEPTEMBER, 2019** and communicated to the BSE Limited where the shares of the Company are listed.

EXPLANATORY STATEMENT

(Pursuant to section 102 of the Companies Act, 2013)

As required by section 102 of the Companies Act, 2013 (The 'Act'), the following explanatory statement sets out all material facts relating to the business mentioned under Item No. 4 TO 8 of the accompanying Notice:

Item No. 4:

Pursuant to the recommendation of Nomination and Remuneration Committee the members of the Board of the Company had, vide their resolution passed at the Board Meeting of the Company held on 21ST January, 2019 appointed Mrs. Monika Chauhan as an Additional Non executive Independent Woman Director of the Company up to the date of next annual general meeting. Therefore, the appointment of Mrs. Monika Chauhan needs to be regularized as a Director of the Company. The brief profile and nature of expertise of the Director has been mentioned in the table of Information pursuant to Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015. Hence, the appointment of Mrs. Monika Chauhan as an Independent Woman Director for the term of five consecutive years is now being placed before the Members for their approval.

The chairman further informed that he has submitted declaration under Section 149(7) of the Companies Act, 2013 to the effect that he fulfilled the conditions mentioned in Section 149(6) of the Companies Act, 2013 and is not disqualified to become Director of the Company under Section 164 of the Companies Act, 2013

The Board recommends enabling Ordinary resolution for shareholders' approval.

None of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives except Mrs. Monika Chauhan is concerned or interested, financial or otherwise, in the resolution set out at Item No.4.

Item No. 5 & 6:

The recommendation was received from Nomination and remuneration Committee to appreciate and to encourage the contributions devoted by the Directors by the way of paying higher remuneration. However, due to inadequacy of profit the Management of Company intended to adopt the Schedule V of the Companies Act, 2013 to pay the Remuneration to the Directors of the Company. The proposal was made to pay the Managerial Remuneration of Rs. 1,40,000/- p.m. along with annual bonus of Rs. 140000/- to MR. JAYESH PATEL (DIN: 00401109) and 60000/- p.m. to MR. HARISHBHAI BHATT (DIN: 00400765), Directors of the Company w.e.f. 1st April, 2019. Since the profit of the company is insufficient for paying the remuneration, the discussion was made to comply with the provisions of Schedule V of the Companies Act, 2013 for the same.

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The Board recommends enabling Ordinary resolution for shareholders' approval.

None of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives except Mr. Jayesh Patel and Mr. Harishbhai Bhatt is concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 and 6 for the respective agenda of increasing their remuneration..

Item No. 7 & 8:

Pursuant to the recommendation of Nomination and Remuneration Committee the members of the Board of the Company had, vide their resolution passed at the Board Meeting of the Company held on **13th August, 2019** re appointed Mr. Upendra Adhvaryu and Mr. Somabhai Patel as an Independent Director of the Company for the term of five consecutive years, is now being placed before the Members for their approval.

The brief profile and nature of expertise of the Director has been mentioned in the table of Information pursuant to Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015. The chairman further informed that he has submitted declaration under Section 149(7) of the Companies Act, 2013 to the effect that he fulfilled the conditions mentioned in Section 149(6) of the Companies Act, 2013 and is not disqualified to become Director of the Company under Section 164 of the Companies Act, 2013

The Board recommends enabling Special resolution for shareholders' approval.

None of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives except Mr. Upendra Adhvaryu and Mr. Somabhai Patel is concerned or interested, financial or otherwise, in the resolution set out at Item No. 7& 8 for the respective agenda of their reappointment.

PLACE: AHMEDABAD

DATE: 13/08/2019

**BY THE ORDER OF THE BOARD OF DIRECTORS,
FOR, PRATIKSHA CHEMICALS LIMITED**

_____sd/-_____

MR. JAYESH PATEL
DIRECTOR
(DIN: 00401109)

PRATIKAHA CHEMICALS LIMITED

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Information pursuant to Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 with regard to Directors seeking appointment / re-appointment as the forthcoming Annual General Meeting:

Particulars	(1)	(2)	(3)	(4)
Name of the Director	MR. HARISHBHAI BHATT	MR. UPENDRA ADHVARYU	MR. SOMABHAI PATEL	MRS. MONIKA CHAUHAN
Director Identification Number (DIN)	00400765	00401109	01188702	08329798
Designation	Whole Time Director	Independent Director	Independent Director	Independent Woman Director
Date of Appointment	24/04/1991	31/03/2003	31/03/2003	21/01/2019
Date of Birth	09/04/1957	19/01/1954	18/09/1945	15/07/1972
QUALIFICATION	B.E. CIVIL	Graduation	Graduation	Graduation
Brief Profile/ Nature of expertise in specific functional areas	He is having excellent knowledge and expertise in the field of manufacturing and production of chemicals and related items. Besides, He is having admirable experience and knowledge in the field of technology related matters	He is having good knowledge and experience with respect to current business activities of the company as he is associated with the Company since long	Somabhai Patel is having skills and technical knowledge of the business of the Company which is beneficial for the growth of the Company.	Good knowledge and skills in administrative & other work.
Names of other companies in which the person also holds the directorship	1. DHARA ORGANISERS PRIVATE LIMITED 2. CHITTVAN CLUB PVT LTD	NA	NA	NA
Names of companies in which the person also holds the membership of Committees of the Board	NA	NA	NA	NA
Number of Equity Shares held in the Company & %	795890 (14.29%)	NA	NA	NA

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Relationship between directors inter-se	NA	NA	NA	NA
Details of remuneration	Rs. 60000/-p.m.	NA	NA	NA
Number of meetings of the board attended during the year	7	7	7	3

PLACE: AHMEDABAD

DATE: 13/08/2019

**BY THE ORDER OF THE BOARD OF DIRECTORS,
FOR, PRATIKSHA CHEMICALS LIMITED**

_____sd/_____
MR. JAYESH PATEL
DIRECTOR
(DIN: 00401109)

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THE INSTRUCTIONS FOR E-VOTING:

SECTION A - E-VOTING PROCESS:

- (i) The voting period begins on **24THSEPTEMBER, 2019 FROM 9:00 A.M. TO 26TH SEPTEMBER, 2019 at 5:00 P.M.** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **20TH SEPTEMBER, 2019** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) Now Enter your User ID.
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none">• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field.
Dividend Bank Details	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.

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OR Date of Birth (DOB)	<ul style="list-style-type: none">• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).
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- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN “ **190819059** ” for the relevant Company Name i.e. **PRATIKSHA CHEMICALS LIMITED** on which you choose to vote.
- (xiii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) **Note for Non – Individual Shareholders and Custodians:**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.

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- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com

SECTION B - COMMENCEMENT OF E-VOTING PERIOD AND OTHER E-VOTING INSTRUCTIONS:

- I** The E-Voting period commences on **24TH SEPTEMBER, 2019 (09:00 A.M.) and ends on 26TH SEPTEMBER, 2019 (5:00 P.M.)**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on Cut-off date i.e. **20TH SEPTEMBER, 2019** may cast their vote electronically. The e-Voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- ii.** The voting rights of shareholders shall be in proportion to their shares of the Paid Up Equity Share Capital of the Company.
- iii.** M/s. A SHAH & ASSOCIATES, Practicing Company Secretaries (Membership No.: FCS 4713; CP No: 6560) (Address: D- 413, Shiromani Complex, Opp. Ocean Park, S.M. Road, Nehrunagar, Satellite, Ahmedabad – 380 015, Gujarat, India) has been appointed as the Scrutinizer to scrutinize the e-Voting process.
- iv.** The Scrutinizer shall on conclusion of the e-voting period, unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favor or against, if any and submit forth with to the Chairman of the Company.
- v.** The Results shall be declared along with the Scrutinizer's Report shall be placed on the Company's website and on the website of CDSL <https://www.evotingindia.co.in> on or before **03:30 P.M. on 29th SEPTEMBER, 2019** and communicated to the BSE

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Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.

- vi.** The resolutions shall be deemed to be passed on the date of the Annual General Meeting, subject to receipt of sufficient votes.
- vii.** For Members holding shares in physical form, the password and default number can be used only for e-Voting on the resolutions given in the notice.
- viii.** Institutional Shareholders (i.e. other than individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates, link their account which they wish to vote on and then cast their vote. They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com. They should also upload a scanned copy of the Board Resolution / Power of Attorney (POA) which they have issued in favor of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the vote.
- ix.** You can also update your mobile number and E-mail ID in the user profile details of the folio which may be used for sending communication(s) regarding CDSL e-Voting system in future. The same may be used in case the Member forgets the password and the same needs to be reset.
- x.** The Members are requested to pay attention to the matter that once he / she has exercised his / her right then he / she shall not be allowed to change his / her vote subsequently in any case.
- xi.** In case you have any queries or issues regarding e-Voting, you may refer the Frequently Asked Questions ("FAQs") and e-Voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

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DIRECTORS' REPORT

To,
The Members,
PRATIKSHA CHEMICALS LIMITED

Your Directors have pleasure in presenting herewith their 28th Annual Report on the business and operation of the Company together with the Audited Statements of Accounts of the Company for the year ended on 31st March, 2019.

1. STATE OF AFFAIRS OF THE COMPANY:

Pratiksha Chemicals Ltd is an industry representing color pigment companies in Ahmedabad, India. The company is engaged into manufacturing business of Pigment Green 7 & Copper Phthalocyanine Green Crude. It represents small, medium, and large color pigments manufacturers throughout India, accounting for the bulk of the production of color pigments in India.

The company supplies superior quality Pigment Green 7 all over India. The manufacturing unit of the Company is located at Sanand, Dist- Ahmedabad. Color pigments are widely used in product compositions of all kinds, including paints, inks, plastics, glass, synthetic fibers, ceramics, colored cement products, textiles, cosmetics, and artists' colors.

- **SEGMENT-WISE POSITION OF BUSINESS AND ITS OPERATIONS:** The Company is currently engaged in only one business i.e. manufacturing business of Pigment Green 7 & Copper Phthalocyanine Green Crude. Accordingly there is no segments of business activity of the Company
- **CHANGE IN STATUS OF THE COMPANY:** The status of the company has not been changed during the financial year 2018-19.
- **KEY BUSINESS DEVELOPMENTS:**

The manufacturing units has a well equipped laboratory assisted by a team of chemists and researchers for consistent Research and Development and support the Quality Control System which keeps an eye on the production process to yield the best from these production units.

- **CHANGE IN THE FINANCIAL YEAR:** The company has not changed its financial year during the year.
- **CAPITAL EXPENDITURE PROGRAMMES:** Not Applicable

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- DETAILS AND STATUS OF ACQUISITION, MERGER, EXPANSION MODERNIZATION AND DIVERSIFICATION: Not Applicable
- DEVELOPMENTS, ACQUISITION AND ASSIGNMENT OF MATERIAL INTELLECTUAL PROPERTY RIGHTS: Not Applicable
- ANY OTHER MATERIAL EVENT HAVING AN IMPACT ON THE AFFAIRS OF THE COMPANY: No material events have occurred during the financial year 2018-19 which impact on the affairs of the Company.

2. FINANCIAL SUMMERY:

The Directors' Report is to be prepared based on the stand alone financial statements of the company:

(Rs. In Lacs)

PARTICULARS	2018-19	2017-18
Revenue from Operations	1158.59	1116.62
Other income	1.54	8.25
Total Income	1160.13	1124.87
Profit/loss before Depreciation, Finance Costs, Exceptional items and Tax Expense	56.21	55.64
Less: Depreciation	29.10	28.15
Profit/loss before Finance Costs, Exceptional items and Tax Expense	27.11	27.49
Less: Finance Cost	19.02	13.64
Profit/loss before Exceptional items and Tax Expense	8.09	13.85
Less: Exceptional Items	-	-
Profit / (Loss) Before Tax	8.09	13.85
Provision for Tax & Deferred Tax	7.40	10.98
Profit / (Loss) After Tax	0.69	2.87
Other Comprehensive income (net of tax effect)	-	-
Total Comprehensive income	0.69	2.87
Add : Balance as per last Financial Statement	(263.80)	(266.66)
Disposable Surplus	-	-
Less : Transfer to General Reserve	-	-
Dividend Paid (17-18)	-	-

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Dividend Paid (16-17)	-	-
Dividend Distribution Tax (17-18)	-	-
Dividend Distribution Tax (16-17)	-	-
Balance carried forward	(263.11)	(263.80)

3. PERFORMANCE OF THE COMPANY (STANDALONE):

The company's approach towards growth has delivered satisfactory results in terms of Turnover of the company during the year 2018-19. Your company achieved the net sales of Rs. 1158.59 lakhs during the year 2018-19 which indicates 3.76% increase in turnover as compare to the last year.

The Company has earned net Profit (After Tax) of Rs. 0.69 lakhs during the financial year 2018-19. However, the Profitability is low based on size of the company but the company will strive to improve its performance in long term prospects based on actual pace of global economy.

4. DIVIDEND:

With a view to enlarge the business operations of the Company, the Directors did not recommend dividend during the year under review.

5. THE AMOUNTS, IF ANY, WHICH IT PROPOSES TO CARRY TO ANY RESERVES:

The company has not transferred any amount to reserves during the financial year 2018-19.

6. DIRECTORS AND KEY MANAGERIAL PERSONNEL:

Pursuant to the provisions Section 152(6) of the Companies Act, 2013, Mr. Harishbhai Bhatt (DIN: 00400765), Director of the Company retires by rotation at the forthcoming Annual General Meeting and being eligible, offer himself for reappointment.

Mrs. Monika Chauhan has been appointed as an additional Independent Woman director of the Company by the Board of Directors of the Company in its meeting held on 21st January, 2019 upto the forthcoming Annual General Meeting. The Board of Directors has proposed the appointment of Mrs. Monika Chauhan as Director for the term of five years.

The present term of appointment of Independent Directors of the Company is going to be expired at the forthcoming Annual General Meeting. The Board has, subject to the approval of the Members in the forthcoming AGM, proposed the re-appointment of following Independent Directors for another period of five years, with effect from 27th September, 2019:

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SR. NO.	NAME OF DIRECTOR
1	MR. UPENDRA ADHVARYU
2	MR. SOMABHAI PATEL

The Company has received declarations from all the Independent Directors of the Company confirming that they meet with the criteria of independence as prescribed under sub-section 6 of Section 149 of the Companies Act, 2013 and under Regulation 16 b) of SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015 and complied with the Code for Independent Directors prescribed in Schedule IV to the Act.

• **JUSTIFICATION FOR APPOINTMENT / REAPPOINTMENT OF INDEPENDENT DIRECTORS:**

The existing Independent Directors of the Company are engaged with the Company from more than 10 years and having vast experience and profound knowledge with respect to workings of the Company. They also possess industry specific knowledge and skills which is beneficial for growth of the Company. The Company can reach higher level of growth in terms of business expansion and turnover under their guidance and leadership. Mrs. Monika Chauhan , the proposed Independent Director is also qualified as graduate having good skills and knowledge in the industry.

During the current financial year, there is no change in the directors of the Company. However, MRS. ACHARYA LALITHAMMA RAMAKRISHNAN an Independent Director of the Company has resigned from the directorship of the Company as on 13th February, 2019 due to her pre occupation in other Companies. The Board places on record its appreciation for his invaluable contribution and guidance. MRS. ACHARYA LALITHAMMA RAMAKRISHNAN has also confirmed that there is no other material reason of resignation other than those provided.

During the year under review, the non-executive directors of the Company had no pecuniary relationship or transactions with the Company, other than sitting fees, commission and reimbursement of expenses incurred by them for the purpose of attending meetings of the Board/Committee of the Company.

The Company has received declarations from all the Independent Directors of the Company confirming that they meet with the criteria of independence as prescribed under sub-section 6 of Section 149 of the Companies Act, 2013 and under Regulation 16 (b) of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015.

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7. MEETINGS:

During the year, Seven Board Meetings and Four Audit Committee Meetings were duly convened and held. The dates on which the said Board Meetings held are shown in the table:

SR. NO.	BOARD MEETING	AUDIT COMMITTEE
1	30.05.2018	30.05.2018
2	14.08.2018	14.08.2018
3	05.11.2018	05.11.2018
4	21.01.2018	13.02.2019
5	13.02.2019	-----
6	19.03.2019	-----
7	26.03.2019	-----

The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013. The necessary quorum was present at the meetings.

8. COMMITTEES:

The company has several committees which have been established as a part of best corporate governance practices and are in compliance with the requirements of the relevant provisions of applicable laws and statutes.

The Board has constituted following Committees:

- Audit Committee
- Nomination and Remuneration Committee
- Stakeholder's Relationship Committee
- Internal Complaints Committee

The details with respect to the compositions, powers, roles, terms of reference etc. of relevant committees are given in detail in the 'Report on Corporate Governance' of the company which forms part of this Annual Report.

9. EXTRACTS OF ANNUAL RETURN:

Pursuant to sub-section 3(a) of Section 134 and sub-section (3) of Section 92 of the Companies Act 2013, read with Rule 12 of the Companies (Management and Administration) Rules, 2014 the extracts of the Annual Return as at March 31, 2019 forms part of this Directors' Report as '**Annexure: I**'.

10. STATUTORY AUDITORS & AUDIT REPORT:

Pursuant to the provisions of Section 139 of the Companies Act, 2013, **M/S. H K SHAH & CO.** Chartered Accountants, (Firm Registration No. 109583W), have been appointed as statutory auditors of the company at the Twenty Third Annual General Meeting held

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on September 30, 2014 to hold office from the conclusion of twenty third Annual General Meeting (AGM) till the conclusion of the Twenty eighth Annual General Meeting of the Company.

Accordingly, the term of existing auditor is completed in this AGM and the board of Directors of the Company has appointed **M/S. CHANDABHOY & JASSOOBHOY**, Chartered Accountants, (F.R.NO. 101648W), as a statutory auditor of the Company to hold office till the conclusion of AGM of financial year 2023-24 subject to the approval of shareholders at AGM.

The Auditors comments on your company's accounts for year ended March 31, 2019 are self-explanatory in nature and do not require any explanation as per provisions of Section 134(3) (f) of the Companies Act, 2013.

There are following qualifications, reservation or adverse remark or disclaimer made by Statutory Auditor in its report:

- 1. Adhering to significant accounting policy, the Company is accounting for Gratuity & Leave Encashment on cash basis. This is not according with IND AS – 1 on “Presentation of Financial Statement” and IND AS-19 on “Employee Benefits” prescribed by the Institute of Chartered Accounting of India and contrary to provision contained in Section 133 of the Companies Act, 2013. The extent of non-compliance in terms of value is not ascertainable.***
- 2. IND AS – 2 for “Inventories” has not been followed. The technical valuation claimed by the Company is not quantifiable hence; we are not in a position to quantify the effect on the Profit and Loss Account and Balance Sheet.***
- 3. IND AS – 101 requires the company to make an explicit and unreserved statement in the Financial Statements of compliance with IND Ass. However, the same has not made. Hence, the extent of Non- compliance in terms of value is not ascertainable.***

The Board of Directors has undertaken to take the corrective steps for the above mentioned qualifications in current financial year.

11. DISCLOSURE OF REPORTING OF FRAUD BY AUDITORS UNDER SECTION 143(12):

During the financial year 2018-19, the Statutory Auditor has not reported to the audit committee any instance of fraud committed against the Company by its employees or officers under section 143(12), the details of which need to be reported in Board's Report.

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12. INTERNAL FINANCIAL CONTROLS & INTERNAL AUDITOR:

Pursuant to provisions of 138 of the Companies Act, 2013, and Rule 13 of Companies (Accounts) Rules, 2014, **M/S. LAVINGIYA & ASSOCIATES**, Chartered Accountants, Ahmedabad, has been appointed as an Internal Auditor of the Company for the Financial Year 2019-20. During the year, the Company continued to implement their suggestions and recommendations to improve and control the environment. Their scope of work includes review of processes for safeguarding the assets of the Company, review of operational efficiency, effectiveness of systems and processes, and assessing the internal control strengths in all areas. Internal Auditors findings are discussed with the process owners and suitable corrective actions taken as per the directions of Audit Committee on an ongoing basis to improve efficiency in operations.

13. COST RECORDS:

Pursuant to Section-148 (1) of the Companies Act, 2013 read with Rule 3 of Companies (Cost Records and Audit) Rules, 2014, Company does not fall under the criteria for maintaining cost record for the financial year 2018-19.

14. SECRETARIAL AUDITORS AND SECRETARIAL AUDIT REPORT:

Pursuant to Section 204 of the Companies Act, 2013, your company had appointed **M/S. A. SHAH & ASSOCIATES**, Practicing Company Secretaries, Ahmedabad, as its Secretarial Auditors to conduct the Secretarial Audit of the company for F.Y. 2018-19. The Report of the Secretarial Auditor for the F.Y. 2018-19 is annexed to this report as '**Annexure: II**' to the Directors' Report.

The Board of Directors of the Company has discussed the remarks as mentioned in Secretarial Audit Report at arm's length. The qualification raised by the Secretarial Auditor in its report and the justification of Board of Directors on the same are as follows:

SR. NO	QUALIFICATION	JUSTIFICATION OF BOARD
1.	100% shares of Promoters are not in DEMAT	The Company has taken steps to ensure that the physical shares held by promoter or promoter group are fully converted into DEMAT. Accordingly, only one promoter is holding shares in physical as on 31 st March, 2019 which has been converted into DEMAT IN June, 2019. Accordingly, 100% shareholding of promoter is in demat.
2	Delay in confirmation of	The Delay in confirmation of application received for Dematerialization of shares was due to technical issues.

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dematerialization requests received from shareholder.

15. NOMINATION AND REMUNERATION POLICY:

The Board has on the recommendation of Nomination and Remuneration/ Compensation Committee framed a policy on directors' appointment and remuneration of Directors including criteria for determining qualification, positive attributes, independence of directors and remuneration for Directors, Key Managerial Personnel and other employees. The policy is annexed to this report as '**Annexure: III**'.

16. BOARD EVALUATION:

The Board of Directors has carried out an annual evaluation of its own performance, Board committees and individual directors pursuant to the provisions of the Companies Act, 2013 the corporate governance requirements as prescribed by Securities and Exchange Board of India ("SEBI") under Regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V of SEBI (Listing Obligation and Disclosure Requirement) Regulation 2015.

The performance of the Board was evaluated by the Board after seeking inputs from all the directors on the basis of the criteria such as the Board composition and structure, effectiveness of board processes, information and functioning, etc. The performance of the committees was evaluated by the board after seeking inputs from the committee members on the basis of the criteria such as the composition of committees, effectiveness of committee meetings, etc.

The Board and the Nomination and Remuneration Committee ("NRC") reviewed the performance of the individual directors on the basis of the criteria such as the contribution of the individual director to the Board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc. In addition, the Chairman was also evaluated on the key aspects of his role.

In a separate meeting of independent Directors, performance of non-independent directors, performance of the board as a whole and performance of the Chairman was evaluated, taking into account the views of executive directors and non-executive directors. The same was discussed in the board meeting that followed the meeting of the independent Directors, at which the performance of the Board, its committees and individual directors was also discussed.

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17. DEPOSITS:

Your Company has not accepted any fixed deposits from the public within the provisions of Section 73 to 76 of the Companies Act, 2013. Hence, the disclosures required as per Rule 8(5)(v)&(vi) of the Companies (Accounts) Rules, 2014, read with Section 73 to 76 of the Companies Act, 2013 are not applicable to your Company.

18. CORPORATE GOVERNANCE:

The Company believes that good Corporate Governance is a continuous process and it is our continuous endeavor to achieve good governance, by way of a conscious and conscientious effort whereby ensuring the truth, transparency, accountability and responsibility in all our dealings with all our stakeholders.

A separate section on Corporate Governance Standards followed by your Company, as stipulated under Regulation 34(3) read with Schedule V of SEBI (Listing Obligation and Disclosure Requirement) Regulation 2015 is enclosed as Annexure to this Report. The Report on Corporate Governance also contains certain disclosures required under Companies Act, 2013.

A Certificate from **M/S. A. SHAH & ASSOCIATES., Practicing Company Secretaries**, conforming compliance to the conditions of Corporate Governance as stipulated under Regulations 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V of SEBI (Listing Obligation and Disclosure Requirement) Regulation 2015, is annexed to this Report.

19. FOREIGN EXCHANGE EARNINGS / OUTGO:

As the Company has not carried out any activities relating to the export and import during the financial year. There is no foreign exchange expenses and foreign income during the financial year 2018-19.

20. VIGIL MECHANISM:

In pursuant to the provisions of section 177(9) & (10) of the Companies Act, 2013, a Vigil Mechanism for directors and employees to report genuine concerns has been established. The Vigil Mechanism Policy has been uploaded on the website of the Company at www.pratikshachemicals.in under investors / policy documents / Vigil Mechanism Policy link.

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21. CONSERVATION OF ENERGY & TECHNOLOGY ABSORPTION:

(a) Conservation of energy:

(i)	the steps taken or impact on conservation of energy	N.A.
(ii)	the steps taken by the company for utilizing alternate sources of energy	N.A.
(iii)	the capital investment on energy conservation equipment's	N.A.

(b) Technology absorption:

(i)	the efforts made towards technology absorption	N.A.
(ii)	the benefits derived like product improvement, cost reduction, product development or import substitution	N.A.
(iii)	in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)	N.A.
	(a) the details of technology imported	N.A.
	(b) the year of import;	N.A.
	(c) whether the technology been fully absorbed	N.A.
	(d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof	N.A.
(iv)	the expenditure incurred on Research and Development	N.A.

The efforts are being made for energy conservation to new and innovative means. Further, the Company did not have any imported technology during the financial year.

22. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

All Related Party Transactions those were entered during the financial year were in ordinary course of the business of the company and were on arm's length basis.

All such Related Party Transactions are placed before the Audit Committee for approval.

The policy on materiality of Related Party Transactions and also on dealing with Related Party Transactions as approved by the Audit Committee and the Board of Directors is has been uploaded on the website of the Company at www.pratikshachemicals.in under investors/policy documents/Related Party Transaction Policy.

The particulars of every contract or arrangements entered into by the Company with related parties referred to the sub-section (1) of section 188 of the Companies Act, 2013, are disclosed in Form No. AOC-2 '**Annexure: IV**'the same forms part of this

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report, pursuant to Section 134 (3) (h) of the Act read with rule 8(2) of the Companies (Accounts) Rules, 2014.

23. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186:

In terms of provisions of Section 134(3)(g) of the Companies Act 2013, the Particulars of Loans, Guarantees or Investments under Section 186, is annexed hereto as '**Annexure: V**' and forms part of this Report.

24. PARTICULARS OF EMPLOYEES REMUNERATION:

- A. The ratio of the remuneration of each director to the median employee's remuneration and other details in terms of sub-section 12 of Section 197, of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are forming part of this report as '**Annexure: VI**' to the Directors' Report.
- B. The statement containing particulars of employees as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is not provided as no employees is paid remuneration of Rs. 8.50 Lac Per month if employed for part of the year and Rs. 1.02 Crore Per Annum if employed for the whole year.

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

Disclosure under Section 22 of the Sexual Harassment Of Women At Workplace (Prevention, Prohibition and Redressal) Act, 2013:

Pursuant to Section 22 of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, the company has setup the Internal complaints committee and the said committee has framed policy for prevention of sexual harassment at work place in accordance with the section 22 of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. However, during the year no complaints were received by the Internal Complaints committee for sexual harassment from any of the women employees of the company.

26. CORPORATE SOCIAL RESPONSIBILITY (CSR)

The company does not fall under the purview of the section 135 of the Companies Act, 2013 which requires formulating a Corporate Social Responsibility Committee and adopting any activities as specified in Schedule VII.

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27. HUMAN RESOURCES DEVELOPMENT:

Your Company treats its "Human Resources" as one of its most significant assets. The Company continues its focus on retention through employee engagement initiatives and provides a holistic environment where employees get opportunities to realize their potential. A number of programs that provide focused people attention are currently underway. Your Company thrust is on the promotion of talent internally through job rotation and job enlargement. The Company's Health and Safety Policy commits to provide a healthy and safe work environment to all employees.

28. CHANGE IN NATURE OF THE BUSINESS:

There has been no change in the nature of business of the company during the year under review.

29. MANAGEMENT DISCUSSION AND ANALYSIS:

As per the corporate governance norms, a separate section on Management Discussion and Analysis outlining the business of the Company is set out in Annexure forming part of this Report.

30. SIGNIFICANT OR MATERIAL ORDERS AGAINST COMPANY:

No significant and material orders were passed by the regulators or courts or tribunals impacting the going concern status and Company's operation in future.

31. SIGNIFICANT OR MATERIAL EVENT OCCURRED AFTER BALANCE SHEET DATE:

No Event has occurred after the balance sheet date that representing the material changes and commitment that affecting the Financial position of the company.

32. STATEMENT OF DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to requirement under 134(3)(c) and Section 134 (5) of the Companies Act, 2013 (Act), Directors, confirm that:

- (a) in the preparation of the annual accounts for the year ended on 31st March, 2019, the applicable accounting standards read with requirement 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, 2019 and of the profit of the company for the year ended on that date;

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- (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 had prepared the annual accounts on a going concern basis;
- (e) the Directors, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and are operating effectively and;
- (f) The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

33. ACKNOWLEDGEMENT:

Your Directors wish to place on record their gratitude and sincere appreciation for the assistance and co-operation received from the financial institutions, banks, Government authorities, customers, vendors and members during the year under review.

Your Directors would like to express a profound sense of appreciation for the commitment shown by the employees in supporting the Company in its continued robust performance on all fronts.

PLACE: AHMEDABAD
DATE: 13/08/2019

**BY THE ORDER OF THE BOARD OF DIRECTORS,
FOR, PRATI KSHA CHEMICALS LIMITED**

sd/-
MR. JAYESH PATEL
DIRECTOR
(DIN:00401109)

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Annexure: I

FORM NO. MGT 9

EXTRACT OF ANNUAL RETURN

As on Financial Year ended on 31/03/2019

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

I. REGISTRATION & OTHER DETAILS:

1.	CIN	L24110GJ1991PLC015507
2.	Registration Date	24/04/1991
3.	Name of the Company	PRATIKSHA CHEMICALS LIMITED
4.	Category/Sub-category of the Company	Category: Company limited by shares Sub-category : Indian Non-Government Company
5.	Address of the Registered office & contact details	3RD FLOOR H K COMPLEX, OPP. DHARNIDHAR DERASAR, VASNA, AHMEDABAD - 380007 Contact No. : 079-26632390, 26640071 FAX - 079-26612843 Mail ID: exports@dharapratiksha.com
6.	Whether listed company	BSE LIMITED
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any. (Appointed w.e.f May, 2016)	M/S. PURVA SHAREGISTRY (INDIA) PVT LTD 9 - SHIV SHAKTI INDUSTRIAL ESTATE, GROUND FLOOR, J R BORICHA MARG, OPP, KASTURBA HOSPITAL, LOWER PAREL, MUMBAI-400011 Contact No.: 91-22-2301 6761 / 8261 FAX: 91-22-2301 2517 Mail ID: busicomp@vsnl.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY: (All the business activities contributing 10 % or more of the total turnover of the company shall be stated):

Sr. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Manufacturing of PigmentGreen 7	20224	100%

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1. Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt.	-	-	-	-	-	-	-	-	-
d) State Govt.(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
i-1) Foreign Financial Institution	-	-	-	-	-	-	-	-	-
i-2) Trust	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):-	-	-	-	-	-	-	-	-	-
2.Non-Institutions									
a) Bodies Corporate									
i) Indian	375774	97500	473274	8.50	373489	97500	470989	8.46	-0.04
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital uptoRs. 1 lakh	865671	690260	1555931	27.93	865564	674860	1540424	27.65	-0.28
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	1199244	123500	1322744	23.74	1214544	123500	1338044	24.02	0.28
c) Others (specify) HUF	17395	2500	19895	0.35	18020	2500	20520	0.37	0.02

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Clearing Members	2150	-	2150	0.04	3317	0	3317	0.06	0.02
Non Resident Indian	181646	-	181646	3.26	183146	0	183146	3.29	0.03
Sub-total (B)(2):-	2641880	913760	3555640	63.83	2658080	898360	3556440	63.85	0.02
Total Public Shareholding (B)=(B)(1)+(B)(2)	2641880	913760	3555640	63.83	2658080	898360	3556440	63.85	0.02
C. Shares held by Custodian for GDRs & ADRs (C)	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	4387580	1182760	5570340	100	4478780	1091560	5570340	100	-

B) Shareholding of Promoter:

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year (as on April 1, 2018 i.e. on the basis of SHP of March 31, 2018)			Shareholding at the end of the year (as on March 31, 2019 i.e. on the basis of SHP of March 31, 2019)			% 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	HARSHADBHAI K PATEL	689232	12.37	-	689232	12.37	-	-
2	HARISHBHAI BHATT	767690	13.78	-	795890	14.29	-	0.51
3	RATNAKALABEN H PATEL	68610	1.23	-	68610	1.23	-	-
4	JAYESH KANTILAL PATEL	78950	1.42	-	78950	1.42	-	-
5	CHANDRAPRABHA K. BHATT	49200	0.88	-	49200	0.88	-	-
6	SURBHI HARISHBHAI BHATT	38298	0.69	-	38298	0.69	-	-
7	PURNIMA UPENDRA ADHAVARY	48000	0.86	-	19800	0.36	-	-0.51
8	KANTILAL PATEL (AS A TRUSTEE OF VRUN FAMILY TRUST- TRUST OF PROMOTER GROUP)	103900	1.87	-	108900	1.95	-	0.09
9	HARSHADBHAI K PATEL HUF	165000	2.65	-	165000	2.65	-	-
10.	MUKESH C SHAH	5020	0.09	-	20	0.000	-	-0.09

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C) CHANGE IN PROMOTERS' SHAREHOLDING (PLEASE SPECIFY, IF THERE IS NO CHANGE):

Sr. No	Name of the Promoter	Date	Reason (if any increase / (decrease) during the year)	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	HARISHBHAI BHATT	01.04.2018	At the beginning of the year	767690	13.78	767690	13.78
		01.03.2019	Increase due to Acquisition	28200	0.51	795890	14.29
		31.03.2019	At the end of the year	-	-	795890	14.29
2	KANTILAL PATEL (AS A TRUSTEE OF VRUN FAMILY TRUST- TRUST OF PROMOTER GROUP)	01.04.2018	At the beginning of the year	103900	1.87	103900	1.87
		27.04.2018	Increase due to Acquisition	5000	0.09	108900	1.95
		31.03.2019	At the end of the year	-	-	108900	1.95
3	MUKESH C SHAH	01.04.2018	At the beginning of the year	5020	0.09	5020	0.09
		27.04.2018	Decrease due to sale	5000	0.09	20	0.00
		31.03.2019	At the end of the year	-	-	20	0.00
4	PURNIMA ADHVARYU	01.04.2018	At the beginning of the year	48000	0.86	48000	0.86
		01.03.2019	Decrease due to sale	28200	0.51	19800	0.36
		31.03.2019	At the end of the year	-	-	19800	0.36

NOTE: There is 'No Change' in the shareholding of the Promoters other than mentioned above.

D) SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS (OTHER THAN DIRECTORS, PROMOTERS AND HOLDERS OF GDRS AND ADRS):

Sr. No.	Name of the Shareholder	Date	Reason (if any increase / decrease during the year)	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	ATITH B SHAH	1/4/2018	At the beginning	403850	7.25	403850	7.25

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			of the year				
		31/03/2019	At the end of the year	---	--	403850	7.25
2.	APPURVA B. SHAH	1/4/2018	At the beginning of the year	403850	7.25	403850	7.25
		31/03/2019	At the end of the year	---	---	403850	7.25
3.	RAINBOW HOUSING DEVELOPMENT & FINANCE CORPORATION LTD.	1/4/2018	At the beginning of the year	175200	3.15	175200	3.15
		31/03/2019	At the end of the year	---	---	175200	3.15
4.	LABDHI SHARES AND STOCKS HOLDINGS PVT.LTD.	1/4/2018	At the beginning of the year	112000	2.01	112000	2.01
		31/03/2019	At the end of the year	---	---	112000	2.01
5.	SURENDRA RAOJIBHAI PATEL	1/4/2018	At the beginning of the year	100000	1.80	100000	1.80
		31/03/2019	At the end of the year	---	---	100000	1.80
6.	PADMAVATI STOCKS PVT. LTD.	1/4/2018	At the beginning of the year	90000	1.62	90000	1.62
		31/03/2019	At the end of the year	---	---	90000	1.62
7.	BEENA RAJENDRA MULANI	1/4/2018	At the beginning of the year	68200	1.22	68200	1.22
		31/03/2019	At the end of the year	---	---	68200	1.22
8.	THAKKAR KRISHNA K	1/4/2018	At the beginning of the year	66700	1.20	66700	1.20
		31/03/2019	At the end of the year	---	---	66700	1.20
9.	VANITABEN PATEL	1/4/2018	At the beginning of the year	57548	1.03	57548	1.03
		31/03/2019	At the end of the year	---	---	57548	1.03
10.	MADHUVAN SECURITIES PVT. LTD.	1/4/2018	At the beginning of the year	50000	0.90	50000	0.90
		31/03/2019	At the end of the year	---	---	50000	0.90
11	AKASH BAJAJ	1/4/2018	At the beginning of the year	48522	0.87	---	---
		12/10/2018	Increase due to Acquisition	5000	0.09	53522	0.96
		31/03/2019	At the end of the year	---	---	53522	0.96

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E) SHAREHOLDING OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

Sr. No	Name of the Director and Key Managerial Personnel	Date	Reason (if any increase / decrease during the year)	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	JAYESH KANTILAL PATEL (DIRECTOR)	1/4/2018	At the beginning of the year	78950	1.42	78950	1.42
		31/03/2019	At the end of the year	-	-	78950	1.42
2.	HARISHBHAI KRISHNKANT BHATT (WTD & CFO)	1/4/2018	At the beginning of the year	767690	13.78	767690	13.78
		01/03/2019	Increase due to Acquisition	28200	0.51	795890	14.29
		31/03/2019	At the end of the year	-	-	795890	14.29
3.	SOMABHAI ZAVERBHAI PATEL (DIRECTOR)	1/4/2018	At the beginning of the year	-	-	-	-
		31/03/2019	At the end of the year	-	-	-	-
4.	UPENDRA LAJJASHANKAR ADHVARYU (DIRECTOR)	1/4/2018	At the beginning of the year	-	-	-	-
		31/03/2019	At the end of the year	-	-	-	-
5.	ACHARYA RAMAKRISHNAN LALITHAMMA * (DIRECTOR)	1/4/2018	At the beginning of the year	-	-	-	-
		31/03/2019	At the end of the year	-	-	-	-
6.	MONIKA CHAUHAN**	1/4/2018	At the beginning of the year	-	-	-	-
		31/03/2019	At the end of the year	-	-	-	-
7.	MS. JIGISHA KADIA (COMPANY SECRETARY)	1/4/2018	At the beginning of the year	-	-	-	-
		31/03/2019	At the end of the year	-	-	-	-

** Mrs. Acharya Ramakrishnan Lalithamma has resigned from the company as on 13th February, 2019 due to her pre occupation and other personal reasons.*

***Mrs. Monika Chauhan has been appointed as an additional Independent woman Director of the Company as on 21st January, 2019.*

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

Particulars	Secured Loans excluding deposits (Cash Credit)	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year:				
i) Principal Amount	19111000	0	0	19111000
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	19111000	0	0	19111000
Change in Indebtedness during the financial year:				
* Addition	2073000	0	0	2073000
* (Reduction)	0	0	0	0
Net Change	2073000	0	0	2073000
Indebtedness at the end of the financial year:				
i) Principal Amount	21184000	0	0	21184000
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	21184000	0	0	21184000

IX. 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
		Mr. Harishbhai Bhatt (WTD)	Mr. Jayesh Patel (Director)	
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	Rs. 5,04,000/-	Rs. 14,40,000/-	Rs. 19,44,000/-

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	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	N.A.	N.A.	N.A.
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	N.A.	N.A.	N.A.
2	Stock Option	N.A.	N.A.	N.A.
3	Sweat Equity	N.A.	N.A.	N.A.
4	Commission- as % of profit - others, specify...	N.A.	N.A.	N.A.
5	Others- Bonus	N.A.	120000/-	120000/-
	Total (A)	Rs. 5,04,000/-	Rs. 15,60,000/-	Rs. 20,64,000/-
	Ceiling as per the Act	As the the company has inadequate profit the company has aopted schedule- V for the remuneration to KMP.		

B. REMUNERATION TO OTHER DIRECTORS:

1. Independent Directors:

Sr. No	Particulars of Remuneration	Name of Director				Total Amt
		Mr. Somabhai Patel	Mr. Upendra Adhvaryu	Mrs. Lalithamma Acharya*	Mrs. Monika Chauhan**	
1	-Fee for attending Board / Committee meetings (in Rs.)	-	-	-	-	-
2	- Commission	-	-	-	-	-
3	- Others, please specify	-	-	-	-	-
4	TOTAL (B1)	-	-	-	-	-

**Mrs. Acharya Ramakrishan Lalithamma has resigned from the company as on 13th February, 2019 due to her pre occupation and other personal reasons.*

***Mrs. Monika Chauhan has been appointed as an additional Independent woman Director of the Company as on 21st January, 2019.*

2. Other Non-Executive Directors:

Sr. No.	Particulars of Remuneration	Name of Director	Total Amt
		N.A.	
1	-Fee for attending Board / Committee meetings (in Rs.)	-	-
2	- Commission	-	-
3	- Others, please specify	-	-
4	TOTAL (B2)	-	-
5	TOTAL B = B(1) + B(2)		-
6	TOTAL MANAGERIAL REMUNERATION		-
7	OVERALL CEILING AS PER ACT		-

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C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD:

Sr. No.	Particulars of Remuneration	Key Managerial Personnel		Total
		Mr. Harishbhai Bhatt - CFO	Ms. Jigisha Kadia - Company Secretary	
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	N.A.	1,20,000/-	1,20,000/-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	N.A.	N.A.	N.A.
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	N.A.	N.A.	N.A.
2	Stock Option	N.A.	N.A.	N.A.
3	Sweat Equity	N.A.	N.A.	N.A.
4	Commission	N.A.	N.A.	N.A.
	- as % of profit	N.A.	N.A.	N.A.
5	Others, please specify	N.A.	N.A.	N.A.
	Total	N.A.	1,20,000/-	1,20,000/-

XII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	N.A.	N.A.	N.A.	N.A.	N.A.
Punishment	N.A.	N.A.	N.A.	N.A.	N.A.
Compounding	N.A.	N.A.	N.A.	N.A.	N.A.
B. DIRECTORS					
Penalty	N.A.	N.A.	N.A.	N.A.	N.A.
Punishment	N.A.	N.A.	N.A.	N.A.	N.A.
Compounding	N.A.	N.A.	N.A.	N.A.	N.A.
C. OTHER OFFICERS IN DEFAULT					
Penalty	N.A.	N.A.	N.A.	N.A.	N.A.
Punishment	N.A.	N.A.	N.A.	N.A.	N.A.
Compounding	N.A.	N.A.	N.A.	N.A.	N.A.

PLACE: AHMEDABAD
DATE: 13/08/2019

BY THE ORDER OF THE BOARD OF DIRECTORS,
FOR, PRATIKSHA CHEMICALS LIMITED

_____sd/-
MR. JAYESH PATEL
DIRECTOR
(DIN:00401109)

PRATIKSHA CHEMICALS LIMITED

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ANNEXURE- II

A.SHAH & ASSOCIATES
PRACTICING COMPANY SECRETARIES

CS ANISH B. SHAH

 **B.COM, LLB, FCS**



D/413, Shiromani Complex, Opp.
Oceanic Park, Nehru Nagar
Satellite Road, AHMEDABAD-380015



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OFFICE: 079-26740953
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MR-3

SECRETARIAL AUDIT REPORT

*[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies
(Appointment and Remuneration Personnel) Rules, 2014]*
FOR THE FINANCIAL YEAR ENDED AS ON 31ST MARCH, 2019

To,
The Members,
PRATIKSHA CHEMICALS LIMITED

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/S PRATIKSHA CHEMICALS LIMITED** (Hereinafter called the company) for the financial year ended on 31st March, 2019. Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the **M/S. PRATIKSHA CHEMICALS LIMITED** (books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31ST MARCH, 2019 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by **M/S PRATIKSHA CHEMICALS LIMITED** for the financial year ended on 31ST MARCH, 2019 according to the provisions of:

- I. The Companies Act, 2013 (the Act) and the rules made thereunder;
- II. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- III. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

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- IV. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
- (a) The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulation, 2015
 - (b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as well as The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 to the extent applicable;
 - (e) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 - (f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - (g) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
 - (i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- VI. As the company is engaged in manufacturing of Chemical 'Pigment Green 7' other specific laws applicable to the Company for the financial year under review are as under:
- 1. The Factories Act, 1948.
 - 2. Environment (Protection) Act, 1986, Water (Prevention and Control of Pollution) Act, 1974 and Air (Prevention and Control of Pollution) Act, 1981.
 - 3. Hazardous Waste (Management and Handling) Rules, 1989

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

- I. Secretarial Standards issued by The Institute of Company Secretaries of India.
- II. The Listing Agreements entered into by the Company with BSE Limited.

During the period under review the Company has complied with all the above provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

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1. *The Company has complied with Regulation 31(2) of The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulation, 2015 for maintaining 100% (hundred percent) of shareholding of promoter(s) and promoter group in dematerialized form in the June quarter of current financial year 2019 - 20.*
2. *There was a delay in confirmation of request received from shareholders for Dematerialization of shares as per Regulation - 76 of SEBI (Depository Participants) Regulations, 2018.*

We further report that

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

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

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

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

We further report that during the audit period in the company, there has been no material discrepancy found in the business and no specific change in the nature of the Business.

Place: Ahmedabad

Date: 13/08/2019

**For, A. Shah & Associates
Practicing Company Secretaries**

____sd/-____

MR. ANISH SHAH

FCS No: 4713

C P No.: 6560

Note: This report is to be read with our letter of even date which is annexed as "ANNEXURE A" and forms an integral part of this report.

PRATI KSHA CHEMICALS LIMITED

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A.SHAH & ASSOCIATES
PRACTICING COMPANY SECRETARIES

CS ANISH B. SHAH

 B.COM, LLB, FCS



D/413, Shiromani Complex, Opp.
Oceanic Park, Nehru Nagar
Satellite Road, AHMEDABAD-380015



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Annexure A

**To, The Members
PRATI KSHA CHEMICALS LIMITED**

Our Report of even date is to be read with this letter:

1. Maintenance of Secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

**Place: Ahmedabad
Date: 13/08/2019**

**For, A. Shah & Associates
Practicing Company Secretaries**

____sd/-_____
**MR. ANISH SHAH
FCS No: 4713
C P No.: 6560**

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Annexure: III

NOMINATION AND REMUNERATION POLICY

INTRODUCTION:

In pursuance of the Company's policy to consider human resources as its invaluable assets, to pay equitable remuneration to all Directors, key managerial personnel and employees of the company, to harmonize the aspirations of human resources consistent with the goals of the company and in terms of the provisions of the Companies Act, 2013 and the Listing Agreement with the stock exchanges (As amended from time to time), this policy on nomination and remuneration of Directors, Key Managerial Personnel (KMP) and Senior Management has been formulated by the Nomination and Remuneration Committee ("NRC") and approved by the Board of Directors of the Company.

CONSTITUTION OF COMMITTEE:

The Board of Directors of the Company (the Board) constituted the committee to be known as the Nomination and Remuneration Committee consisting of three non-executive directors out of which not less than one-half are independent directors. The Chairman of the Committee is an Independent Director. However, the chairperson of the company (whether executive or non-executive) may be appointed as a member of the Nomination and Remuneration Committee but shall not chair such Committee.

OBJECTIVE:

The Nomination and Remuneration Committee and this Policy shall be in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and Clause 49 under the Listing Agreement and Guidelines of Reserve Bank of India. The objective of this policy is to lay down a framework in relation to remuneration of directors, KMP, senior management personnel and other employees. The Key Objectives of the Committee would be:

- 1.1. To guide the Board in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management.
- 1.2. Formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration of Directors, key managerial personnel and other employees.
- 1.3. Formulation of criteria for evaluation of Independent Director and the Board.
- 1.4. To evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation of the Board.
- 1.5. To recommend to the Board on Remuneration payable to the Directors, Key Managerial Personnel and Senior Management.
- 1.6. To provide to Key Managerial Personnel and Senior Management reward linked directly to their effort, performance, dedication and achievement relating to the Company's operations.

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1.7. To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.

1.8. To develop a succession plan for the Board and to regularly review the plan.

1.9. To assist the Board in fulfilling responsibilities. 1.10 To Implement and monitor policies and processes regarding principles of corporate governance.

APPLICABILITY:

- a) Directors (Executive and Non Executive)
- b) Key Managerial Personnel
- c) Senior Management Personnel

DEFINITION:

“**Act**” means the Companies Act, 2013 and Rules framed there under, as amended from time to time.

“**Board**” means Board of Directors of the Company.

“**Directors**” mean Directors of the Company.

“**Key Managerial Personnel**” means

- i. Managing Director, or Chief Executive Officer or Manager and in their absence, a Whole-time Director;
- ii. Chief Financial Officer;
- iii. Company Secretary; and
- iv. Such other officer as may be prescribed.

“**Senior Management**” means Senior Management means the personnel of the company who are members of its core management team excluding Board of Directors comprising all members of management one level below the executive directors, including the functional heads. Unless the context otherwise requires, words and expressions used in this policy and not defined herein but defined in the Companies Act, 2013 as may be amended from time to time shall have the meaning respectively assigned to them therein.

POLICY FOR APPOINTMENT AND REMOVAL OF DIRECTOR, KMP AND SENIOR MANAGEMENT:

Appointment Criteria and Qualifications

- a) The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his / her appointment.
- b) A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the concerned position.

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c) The Company shall not appoint or continue the employment of any person as Whole-time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.

1. Term / Tenure:

a) Managing Director/Whole-time Director: The Company shall appoint or re-appoint any person as its Executive Chairman, Managing Director or Executive Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

b) Independent Director:

An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

No Independent Director shall hold office for more than two consecutive terms of upto maximum of 5 years each, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company or such other number as may be prescribed under the Act.

1. Evaluation:

The Committee shall carry out evaluation of performance of every Director, KMP and Senior Management Personnel at regular interval (yearly).

a) Removal Due to reasons for any disqualification mentioned in the Act or under any other applicable Act, rules and regulations there under, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said Act, rules and regulations.

b) Retirement the Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

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POLICY FOR REMUNERATION TO DIRECTORS / KMP / SENIOR MANAGEMENT PERSONNEL:

1. Remuneration to Managing/Whole-time / Executive / Managing Director, KMP and Senior Management Personnel:

The Remuneration/ Compensation/ Commission etc. to be paid to Director / Managing Director etc. shall be governed as per provisions of the Companies Act, 2013 and rules made there under or any other enactment for the time being in force.

2. Remuneration to Non- Executive / Independent Director:

No remuneration / compensation / commission are given to the Non-Executive Independent Director of the company.

DUTIES IN RELATION TO NOMINATION MATTERS:

The duties of the Committee in relation to nomination matters include:

- Ensuring that there is an appropriate induction in place for new Directors and members of Senior Management and reviewing its effectiveness;
- Ensuring that on appointment to the Board, Non-Executive Directors receive a formal letter of appointment in accordance with the Guidelines provided under the Act;
- Identifying and recommending Directors who are to be put forward for retirement by rotation
- Determining the appropriate size, diversity and composition of the Board;
- Developing a succession plan for the Board and Senior Management and regularly reviewing the plan;
- Evaluating the performance of the Board members and Senior Management in the context of the Company's performance from business and compliance perspective;
- Making recommendations to the Board concerning any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of an Executive Director as an employee of the Company subject to the provision of the law and their service contract.
- Delegating any of its powers to one or more of its members or the Secretary of the Committee;
- Recommend any necessary changes to the Board; and
- Considering any other matters, as may be requested by the Board.

DUTIES IN RELATION TO REMUNERATION MATTERS:

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

- Considering and determining the Remuneration Policy, based on the performance and also bearing in mind that the remuneration is reasonable and sufficient to attract retain and motivate members of the Board and such other factors as the

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Committee shall deem appropriate all elements of the remuneration of the members of the Board.

- Approving the remuneration of the Senior Management including key managerial personnel of the Company maintaining a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company. Delegating any of its powers to one or more of its members or the Secretary of the Committee. Considering any other matters as may be requested by the Board.

REVIEW AND AMENDMENTS:

- i. The NRC or the Board may review the Policy as and when it deems necessary.
- ii. The NRC may issue the guideline, procedures, formats, reporting mechanism and manual in supplement and better implementation to this policy, if it thinks necessary.
- iii. This Policy may be amended or substituted by the NRC or by the Board and as when required and also by the Compliance Officer where there is any statutory change necessitating the change in the policy.

PLACE: AHMEDABAD
DATE: 13/08/2019

**BY THE ORDER OF THE BOARD OF DIRECTORS,
FOR, PRATIKSHA CHEMICALS LIMITED**

_____sd/-_____

MR. JAYESH PATEL
DIRECTOR
(DIN:00401109)

PRATIKSHA CHEMICALS LIMITED

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Annexure: IV

FORM NO. AOC -2

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

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 transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions at Arm's length basis:

Sr. No.	Particulars	Details
1	Name(s) of the related party Nature of relationship	: 1. M/s. Harishbhai Bhatt (HUF), 2. Mrs. Surbhiben H. Bhatt, : 3. Mrs. Ratnakalaben H. Patel & 4. M/s. H. K PATEL (HUF) M/s. Harishbhai Bhatt (HUF) and Mrs. Surbhiben H. Bhatt are Relatives of MR. HARISHBHAI BHATT, Whole Time Director of the company and M/s. H. K PATEL (HUF) & Mrs. Ratnakalaben H. Patel are relatives of Mr. Jayesh Patel, Technical director of the Company
2	Nature of contracts/arrangements/transaction	: Payment of Office Rent
3	Duration of the contracts/arrangements/transaction	: 11 Months & 29 Days
4	Salient terms of the contracts or arrangements or transaction including the value, if any	: Rs. 5000/- per month to each person
5	Date of approval by the Board	: 30/05/2018
6	Amount paid as advances, if any	: N.A.

PLACE: AHMEDABAD
DATE: 13/08/2019

BY THE ORDER OF THE BOARD OF DIRECTORS,
FOR, PRATIKSHA CHEMICALS LIMITED

_____sd/-_____

MR. JAYESH PATEL
DIRECTOR
(DIN:00401109)

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Annexure: VI

(Pursuant to sub-section (2) of section 186 of the Act and Rule 11 of the Companies (Meetings of Board and its Powers) Rules, 2014)

➤ **Detailsof Loans:**

Sr. No.	Date of making loan	Details of Borrower	Amount	Purpose for which the loan is to be utilized by the recipient	Time period for which it is given	Date of BR	Date of SR (if required)	Rate of Interest	Security
1	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.

➤ **Details of Investments:**

Sr. No.	Date of investment	Details of Investee	Amount	Purpose for which the proceeds from investment is proposed to be utilized by the recipient	Date of BR	Date of SR (if reqd)	Expected rate of return
1	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.

➤ **Details of Guarantee / Security Provided:**

Sr. No	Date of providing security/guarantee	Details of recipient	Amount	Purpose for which the security/guarantee is proposed to be utilized by the recipient	Date of BR	Date of SR (if any)	Commission
1	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.

**PLACE: AHMEDABAD
DATE: 13/08/2019**

**BY THE ORDER OF THE BOARD OF DIRECTORS,
FOR, PRATIKSHA CHEMICALS LIMITED**

sd/-
**MR. JAYESH PATEL
DIRECTOR
(DIN: 00401109)**

PRATIKSHA CHEMICALS LIMITED

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Annexure: VII

DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197 (12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5 (1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014:

(i) The percentage increase in remuneration of each Director & Chief Financial Officer during the Financial year 2018-19, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the Financial year 2018-19 and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company are as under:

Sr. No.	Name of Director/ KMP and Designation	Remuneration of Director/KMP for Financial year 2018-19 (Amount in Rs.)	% Increase in Remuneration in the Financial Year 2018-19	Ratio of remuneration of each Director / to median remuneration of employees	Comparison of the Remuneration of the KMP against the performance of the Company
1	Mr. Harishbhai Bhatt (Whole Time Director)	Rs. 5,04,000/-	N.A.	2.95:1	As per notes below
2	Mr. Jayesh Patel (Director)	Rs. 14,40,000/-	14.28%	8.44:1	As per notes below
3	Mr. Upendra Adhavryu (Non executive Independent Director)	N.A.	N.A.	N.A.	-
4	Mr. Somabhai Patel (Non Executive Independent Director)	N.A.	N.A.	N.A.	-
5	Mrs. Lalithamma Ramakrishnan Acharya (Non Executive Director)*	N.A.	N.A.	N.A.	-
6	Mrs. Monika Chauhan (Non Executive - Independent Director)**	N.A.	N.A.	N.A.	-
7	Mr. Harishbhai Bhatt (Chief Financial Officer)	N.A.	N.A.	N.A.	-
8	Ms. JigishaKadia (Company Secretary)	Rs. 1,20,000/-	N.A.	N.A.	-

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**Mrs. Acharya Ramakrishan Lalithamma has resigned from the company as on 13th February, 2019 due to her pre occupation and other personal reasons.*

***Mrs. Monika Chauhan has been appointed as an additional Independent woman Director of the Company as on 21st January, 2019.*

- (ii) The median remuneration of employees of the Company during the financial year 2018-19 was **Rs. 170585/-**.
- (iii) In the Financial year 2018-19, there was a increase of 33.46% in the median remuneration of employees;
- (iv) There were **15** permanent employees on the rolls of Company as on March 31, 2019;
- (v) Relationship between average increase in remuneration and company performance: The Profit before Tax for the financial year ended March 31, 2019 decreased by 41.58% whereas the median remuneration has been increased by 33.46%.
- (vi) Comparison of Remuneration of the Key Managerial Personnel(s) against the performance of the Company:
 - a) Variations in the market capitalization of the Company: The market capitalization as on March 28, 2019 was **Rs. 27517479/-** (**Rs. 46790856/-** as on February 23, 2018).
 - b) Price Earnings ratio of the Company was **7.15** as at March 28, 2019 and was **2.92** as at February 23, 2018 .
 - c) Percent increase over/ decrease in the market quotations of the shares of the company as compared to the rate at which the company came out with the last public offer in the year: The Company had come out with Initial Public Offer (IPO) in **1995** at **Rs. 10/-** each. The closing price of the Company's equity shares on the BSE as on March 28, 2019 was **Rs. 4.94/-**, representing a **50.6% decrease** over the IPO price on the BSE, adjusted for bonuses to date excluding the dividend accrued thereon.
- (vii) Average percentage increase made in the salaries of employees other than the managerial personnel in the financial year i.e. 2018-19 was 29.40 % whereas there was no increase or decrease in the managerial remuneration for the same financial year .
- (viii) The key parameters for the variable component of remuneration availed by the directors are considered by the Board of Directors based on the recommendations of the Nomination and Remuneration Committee as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.

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- (ix) The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year – Not Applicable; and
- (x) It is hereby affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.

PLACE: AHMEDABAD
DATE: 13/08/2019

**BY THE ORDER OF THE BOARD OF DIRECTORS,
FOR, PRATIKSHA CHEMICALS LIMITED**

_____sd/-_____

MR. JAYESH PATEL
DIRECTOR
(DIN:00401109)

PRATIKSHA CHEMICALS LIMITED

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REPORT OF THE DIRECTORS ON CORPORATE GOVERNANCE

I. COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE:

Corporate governance is about maximizing shareholder value legally, ethically and on a sustainable basis. Corporate Governance helps to enhance stakeholders' value by focusing on long-term value creation without compromising on integrity, social obligations and regulatory compliances. The Corporate Governance philosophy is scripted as:

"As a good corporate citizen, the Company is committed to sound corporate practices based on conscience, openness, fairness, professionalism and accountability in building confidence of its various stakeholders in it thereby paving the way for its long term success."

The company believes in sustainable corporate growth that emanates from the top leadership down through the organization to the various stakeholders which is reflected in its sound financial system, enhanced market reputation and improved efficiency.

The Company believes that good Corporate Governance is a continuous process and it is our continuous endeavor to achieve good governance, by way of a conscious and conscientious effort whereby ensuring the truth, transparency, accountability and responsibility in all our dealings with our stakeholders, consumers, employees and the community at large.

The Board of Directors represents the interest of the Company's stakeholders, for optimizing long-term value by way of providing necessary guidance and strategic vision to the Company. The Board also ensures that the Company's management and employees operate with the highest degree of ethical standards.

The Company has adopted a Code of Conduct for Code of Conduct of Board of Directors and Senior Management. The Company's corporate governance philosophy has been further strengthened through Code Of Practices And Procedures For Fair Disclosure Of Unpublished Price Sensitive Information ("UPSI") and Code of Conduct under Insider Trading to govern the conduct of insiders, connected persons and persons who are deemed to be connected persons on matters relating to Insider Trading.

As a Good Corporate Governance Practice the Company is voluntarily complying with the requirements stipulated under Regulation 17 to 27 read with Schedule V and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as applicable, with regard to corporate governance.

II. BOARD OF DIRECTORS:

A. BOARD OF DIRECTORS:

The names and category of Directors on the Board, their attendance at the Board meetings

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held during the year and also at the last Annual General Meeting, the number of Directorships held by them in other companies inter se relationship between the directors as on 31st March, 2019 are given below:

Name of Director	Category	No. of Board Meeting	Attend ed	Last AGM Attend ance	No. of shares held	No of directorship in Other Cos	Disclosure of Relationship of Directors inter se
Mr. Harishbhai Bhatt	Whole Time Director	7	7	NO	795890	2	-
Mr. Jayesh Patel	Director	7	7	YES	78950	1	-
Mr. Upendra Adhvaryu	Non executive Independent Director	7	7	YES	-	-	-
Mr. Somabhai Patel	Non Executive Independent Director	7	7	YES	-	-	-
Mrs. Lalithamma Ramakrishnan Acharya *	Non Executive Independent Director	4	4	YES	-	-	-
Mrs. Monika Chauhan **	Non Executive Independent Director	3	3	NO	-	-	-

** Mrs. Acharya Ramakrishnan Lalithamma has resigned from the company as on 13th February, 2019 due to her pre occupation and other personal reasons.*

***Mrs. Monika Chauhan has been appointed as an additional Independent woman Director of the Company as on 21st January, 2019.*

None of the Directors of the company is holding directorship in any other listed Company as on 31st March, 2019.

Seven Board Meetings were held during the year and the gap between two meetings did not exceed One Hundred Twenty Days. The necessary quorum was present for all the meetings. The dates on which the said meetings were held:

SR. NO.	BOARD MEETING
1	30.05.2018
2	14.08.2018
3	05.11.2018
4	21.01.2018
5	13.02.2019
6	19.03.2019
7	26.03.2019

None of the Directors of Board is a member of more than 10 Committees and no Director is the Chairman of more than 5 committees across all the companies in which he is a Director. The necessary disclosures regarding Committee positions have been made by all the Directors.

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INDEPENDENT DIRECTOR:

None of the Director of the Company is on the Board of more than 7 listed companies as an Independent Director. Further, none of the Director of the Company is acting as a Whole Time Director of any listed company as well as Independent Director in more than 3 listed companies.

None of the Directors of Board is a member of more than 10 Committees and no Director is the Chairman of more than 5 committees across all the companies in which he is a Director. The necessary disclosures regarding Committee positions have been made by all the Directors.

Pursuant to Schedule IV of the Companies Act, 2013 and the Rules made there under, all the independent directors of the Company met once during a year, without the attendance of non-independent directors and members of the Management. The meeting of Independent Directors of the Company was held on 28th February, 2019.

Web link where the policy of familiarization programmes imparted to independent directors is disclosed: www.pratikshachemicals.in

The Board Of Directors of the Company has confirmed that in the opinion of the board, the independent directors of the Company fulfill the conditions as per the requirement of Companies Act, 2013 as well as SEBI(Listing Obligation and Disclosure Requirement) Regulations, 2015 and they are independent of the management.

Mrs. Acharya Ramkrishnan Lalitthamma, an Independent Director of the Company has resigned from the directorship of the Company as on 13th February, 2019 due to her preoccupation and other personal reason. Further the confirmation has been received that there are no other material reasons other than those provided by her at the time of resignation.

B. PERFORMANCE EVALUATION:

On the bases of performance evaluation criteria laid down by the Nomination and Remuneration Committee & Pursuant to the provisions of the Companies Act, 2013, overall performance and contribution of independent directors and board as whole is evaluated by the board of directors of the company at its meeting held on 19th March, 2019 and framed the opinion that all the independent directors as well executive and nonexecutive director have performed their duty satisfactorily and making their best efforts for the advancement of the company.

The skills/expertise/competence of the board of directors fundamental for the effective functioning of the Company which are currently available with the Board:

Core skills/expertise/competence	Status
Global Business	The Competency with respect to mentioned
Strategy ,Planning and Marketing	

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Governance	criteria is available with the Company.
Technology, Research & Development	
Management & Leadership	

C. CODE OF CONDUCT:

The Board has laid down code of conduct for all Board Members and Senior Managerial Personnel of the Company. The Code of Conduct is available on the website of the Company at www.pratikshachemicals.in.

All Board Members and Senior Managerial Personnel have affirmed compliance with the Code of Conduct and a declaration to this effect signed by the Chief Financial Officer (CFO) has been obtained.

A Declaration signed by Mr. Harishbhai Bhatt, Whole Time Director of the company is attached herewith forming part of his Annual Report.

III. AUDIT COMMITTEE:

The Audit Committee comprises of 3 members out of which 2 are Non-Executive are independent directors. Accordingly, the Company has complied with the requirements of Regulation 18 of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 relating to composition of Audit Committee.

The terms of reference of the Audit Committee includes following:

- Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- Recommendation for appointment, remuneration and terms of appointment of auditors of the company;
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013
 - Changes, if any, in accounting policies and practices and reasons for the same
 - Major accounting entries involving estimates based on the exercise of judgment by management
 - Significant adjustments made in the financial statements arising out of audit findings
 - Compliance with listing and other legal requirements relating to financial statements
 - Disclosure of any related party transactions
 - Qualifications in the draft audit report
- Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report

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submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;

- Review and monitor the auditor's independence and performance, and effectiveness of audit process;
- Approval or any subsequent modification of transactions of the company with related parties;
- Scrutiny of inter-corporate loans and investments;
- Valuation of undertakings or assets of the company, wherever it is necessary;
- Evaluation of internal financial controls and risk management systems;
- Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- Discussion with internal auditors of any significant findings and follow up there on;
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- To review the functioning of the Whistle Blower mechanism;
- Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
- Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

Explanation (i): The term "related party transactions" shall have the same meaning as provided in Companies Act, 2013.

Additionally, the Audit Committee shall mandatorily review the following information:

- Management discussion and analysis of financial condition and results of operations;
- Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
- Management letters / letters of internal control weaknesses issued by the statutory auditors;
- Internal audit reports relating to internal control weaknesses; and
- The appointment, removal and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit Committee.

The Committee met 4 times during the year 2018-19 and the attendance of members at the meetings was as follows:

Name of Member	Category	Status	No. of Meetings attended / held	Date of Meeting
Mr. Somabhai Patel	Non Executive-	Chairman	4/4	1.) 30.05.2018

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	Independent			2.) 14.08.2018
Mr. Upendra Adhvaryu	Non Executive - Independent	Member	4/4	3.) 05.11.2018
Mr. Jayesh Patel	Director	Member	4/4	4.) 13.02.2019

The Audit Committee has reviewed financial condition and results of operations forming part of the management discussion and analysis, statement of significant related party transactions as submitted by the management, and other information as mentioned in part C Schedule II of SEBI (Listing Obligations and disclosure Requirement) Regulations, 2015.

The Chairman of the Audit Committee of the Company was present at the last Annual General Meeting of the Company held on September 27, 2018.

IV. NOMINATION AND REMUNERATION COMMITTEE:

In compliance with Section 178 of the Companies Act, 2013 and Regulation 19 of SEBI (Listing obligation and Disclosure Requirement) Regulations 2015, the Board has constituted the "Nomination and Remuneration Committee."

The Nomination and Remuneration Committee comprises of 3 Non-Executive Directors out of which all 3 are independent directors. The Chairman of the Committee is an Independent Director. Accordingly, the Company has complied with the requirements of Regulation 19 of SEBI (Listing obligation and Disclosure Requirement) Regulations 2015 relating to composition of Nomination and Remuneration Committee.

The terms of reference of the Committee inter alia, include the following:

- a) To identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal.
- b) To carry out evaluation of every director's performance.
- c) To formulate criteria for determining qualification, positive attributes & Independence of director.
- d) To recommend to board policy relating to remuneration for the directors, KMP and employees.
- e) NRC shall while formulating policy ensure that,
 - a. The level & composition of remuneration is reasonable & sufficient to attract, retain & motivate directors of the quality required to run the co. successfully
 - b. Relationship of remuneration to performance is clear and meets appropriate performance benchmarks, and
 - c. Remuneration to directors, KMP and senior management involve balance between fixed & incentive pay reflecting short and long-term performance objective appropriate to the

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working of the co. & its goals.

- f) To devise a policy on Board diversity;
- g) To perform any other functions as may be assigned to Committee by the Board from time to time.

The Committee met once during the year 2017-18 and the attendances of members at the meetings were as follows:

Name of Member	Category	Status	No. of Meetings attended /held
Mr. Somabhai Patel	Non Executive-Independent	Chairman	1/1
Mr. Upendra Adhvaryu	Non Executive-Independent	Member	1/1
Mrs. Acharya Lalithamma *	Non Executive-Independent	Member	1/1
Mrs. Monika Chauhan **	Non Executive-Independent	Member	0/0

** Mrs. Acharya Lalithamma, an Independent Director has resigned from the post of membership of the NRC as on 21st January, 2019 due to her pre occupation and the committee has been reconstituted by appointing Mrs. Monika Chauhan as a member of committee as on 21st January, 2019.*

No sitting fees are paid to any Director. The Nomination and Remuneration committee had met on 30/05/2018.

PERFORMANCE EVALUATION MECHANISM FOR INDEPENDENT DIRECTOR:

(1) The performance evaluation of independent directors shall be done by the entire Board of Directors, excluding the director being evaluated.

Performance evaluation of Independent Directors would done by the board on the basis of following criteria:

- o Attendance in meeting
- o Contribution in Board / Committee Meeting
- o Improvement in Performance & Profitability
- o Compliance of code of conduct
- o 360 Degree performance Report
- o Image building & Branding etc.

(2) On the basis of the report of performance evaluation, it shall be determined whether to extend or continue the term of appointment of the independent director.

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V. REMUNERATION OF DIRECTORS:

1. all pecuniary relationship or transactions of the non-executive directors vis-à-vis the listed entity : No pecuniary Relationship or transactions with non executive directors.
2. criteria of making payments to non-executive directors.: NA
3. Disclosures with respect to remuneration:

DIRECTOR	Salary	perquisite	Bonus	Sitting fees	Total
MR. HARISHBHAIBHATT(WTD)	504000	0	0	0	504000
MR. JAYESH PATEL(WTD)	14,40,000	0	1,20,000	0	15,60,000
MR. UPENDRA ADHVARYU (ID)	0	0	0	0	0
MR. SOMABHAI PATEL(ID)	0	0	0	0	0
MRS. ACHARYA LALITTHAMMA (ID)**	0	0	0	0	0
MRS. MONIKA CHAUHAN (ID)**	0	0	0	0	0

** Mrs. Acharya Ramakrishan Lalithamma has resigned from the company as on 13th February, 2019 due to her pre occupation and other personal reasons.*

***Mrs. Monika Chauhan has been appointed as an additional Independent woman Director of the Company as on 21st January, 2019.*

VI. STAKEHOLDERS' RELATIONSHIP COMMITTEE:

In compliance with Section 178 of the Companies Act, 2013 and Regulation 20 of SEBI (Listing obligation and Disclosure Requirement) Regulations 2015, has constituted Stakeholders Relationship Committee.

The Stakeholders' Relationship Committee comprises of following members:

1. Mr. Somabhai Patel - Chairman
2. Mr. Upendra Adhvaryu – Member
3. Mrs. Monika Chauhan – Member*

**Mrs. Monika Chauhan has been appointed as a member of SRC as on 01/04/2019.*

The role of the Committee is as under:

- To hear the complaint and grievances of various securities holders so as ensure that timely relief is extended to securities holders including shareholders in respect of their complaint. Additionally the Committee also looks into the shareholders' complaints, if any, related to non-receipt of balance sheet, non-receipt of declared dividend, revalidation of dividend warrants etc. and redress the same expeditiously.
- To consider and approve issue of share certificates (including issue of renewed or duplicate share certificates), transfer and transmission of securities, etc

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The Committee met Four times during the year 2017-18 and the attendance of members at the meetings was as follows:

Name of Member	Capacity	Status	No. of Meetings attended / held	Date of meeting
Mr. Somabhai Patel	Non Executive-Independent	Chairman	4 / 4	1.) 30.06.2018 2) 30.09.2018
Mr. Upendra Adhvaryu	Non Executive-Independent	Member	4 / 4	3) 31.12.2018 4.) 31.03.2019

All investors complains directly received by the company are recorded on the same date of receipt and resolved immediately.

During the Financial Year 2018-19, no Complaints were received from Shareholders and there was no pending complaints at the beginning of the year as well as at the end of the year.

COMPLIANCE OFFICER – MS. JIGISHA KADIA (COMPANY SECRETARY)

VII. GENERAL BODY MEETING:

a. The details of last 3 Annual General Meetings (AGMs) of the Company are as under:

Financial Year	Date	Time	Venue
2017-18	27/09/2018	03.00 P.M.	3 RD FLOOR, H K COMPLEX, OPP.
2016-2017	27/09/2017	9.30 A.M.	DHARNIDHAR DERASAR, VASNA,
2015-2016	30/09/2016	10.00 A.M.	AHMEDABAD – 380007.

b. Special Resolution in Last 3 AGMs:

In AGM held on September 27, 2018, No Special Resolutions has been passed.

In AGM held on September 27, 2017, one Special Resolutions was passed as under:

- (i) To Reappoint Mr. Harishbhai Bhatt, Whole time Director of the Company for the term of 5(five) years w.e.f. 18th August, 2017 at a remuneration as may be mutually agreed between both the parties.

In AGM held on September 30, 2016, one Special Resolutions was passed as under

- (i) To pay Rs. 1,05,000/- p.m managerial Remuneration to Mr. Jayesh Patel, Technical Director of the company as per provisions of Section 197 and Section II (A) of Part II of Schedule V of the Companies Act, 2013 **and other applicable** provisions and **rules framed there under.**

c. PERSON WHO CONDUCTED THE POSTAL BALLOT EXERCISE; Not Applicable

PRATIKSHA CHEMICALS LIMITED

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d.WHETHER ANY SPECIAL RESOLUTION IS PROPOSED TO BE CONDUCTED THROUGH POSTAL BALLOT; None of the businesses proposed to be transacted requires passing of a special resolution through postal ballot.

VIII. MEANS OF COMMUNICATION:

- **quarterly results;**

The Results of the Company were displayed on web site www.pratikshachemicals.in and the same were also submitted to the Stock Exchanges after the conclusion of the Board Meeting. The official news releases are being placed on Company's website and simultaneously sent to Stock Exchanges where the shares of the Company are listed.

- **newspapers wherein results normally published;**

The financial results of the Company normally published in Chanakya in English as well as in The News line the regional language newspaper. Official news, releases, and presentation made to analysts, institutional investors etc. are displayed on the website of the Company www.vikramthermo.com.

- **any website, where displayed;**

Company's website www.pratikshachemicals.in contains a separate dedicated section namely "Investors" where all information relevant to shareholders' is available. The Annual Report of the Company is also available on the website of the Company www.pratikshachemicals.in in a downloadable form. It also displays official news releases and presentations made to institutional investors or to the analysts , whenever it is made by the company.

IX. GENERAL SHAREHOLDER INFORMATION:

- **Annual General Meeting -**

Date: 27th September, 2019

Time: 03.30 P.M.

Venue: 3RD FLOOR, H K COMPLEX, OPP. DHARNIDHAR DERASAR, VASNA, AND AHMEDABAD - 380007

- **Financial Year:** 2018-19

- **Book Closure & Record Date:** As mentioned in the Notice of AGM

- **Dividend Payment Date:** Not Applicable

- **Listing Details & Stock Code along with Confirmation of payment of listing fees:**

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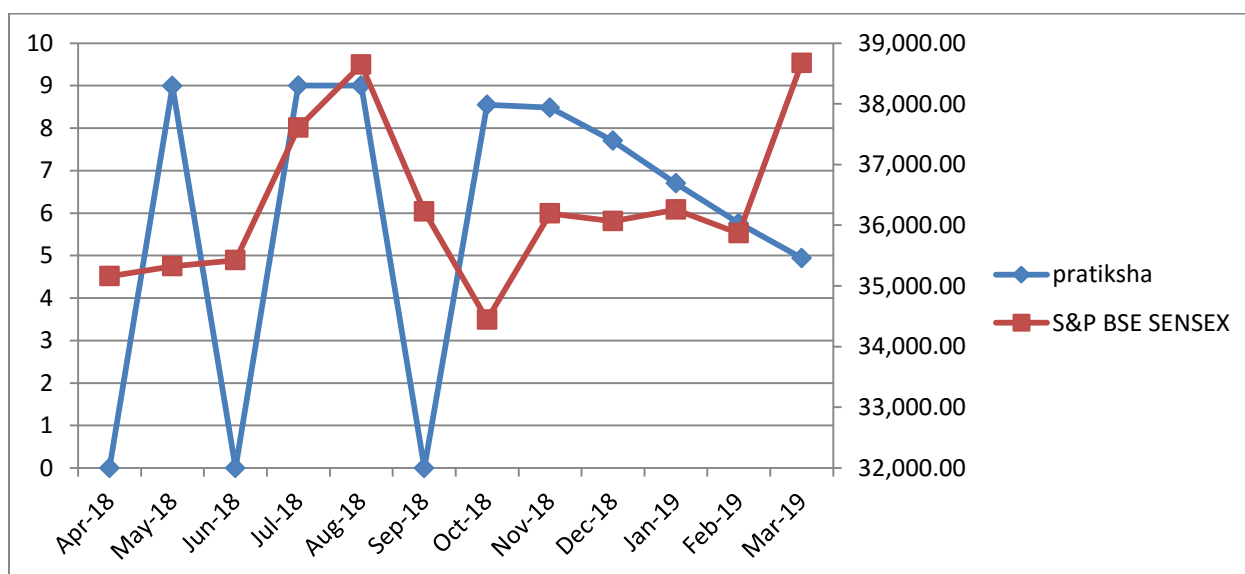
At present, the equity shares of the Company are listed on the BSE Limited (BSE). The Company has already paid the listing fees for the year 2019-20 to the Stock Exchange.

Name of Stock Exchange	Stock Code
BSE Limited P J Towers, Dalal Street, Fort, Mumbai-400001	531257

- **Market price data- high, low during each month in last financial year:**

Month	Open	High	Low	Close
Apr 18	-	-	-	-
May 18	8.79	9.07	8.75	8.99
Jun 18	9.42	9.42	9.00	9.00
Jul 18	-	-	-	-
Aug 18	9.00	9.00	9.00	9.00
Sep 18	-	-	-	-
Oct 18	9.00	9.00	8.55	8.55
Nov 18	8.50	8.92	8.08	8.48
Dec 18	8.06	8.06	7.70	7.70
Jan 19	7.70	7.70	6.70	6.70
Feb 19	6.70	6.70	5.76	5.76
Mar 19	5.48	5.48	4.94	4.94

- **performance in comparison to broad-based indices such as BSE Sensex, :**



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- In case the securities are suspended from trading, the directors report shall explain the reason thereof: Not Applicable
- Registrar to an issue and Share Transfer Agents:

PURVA SHAREGISTRY (INDIA) PVT. LTD,
9 Shiv Shakti Industrial Estate,
J R Boricha Marg, Opp Kasturba Hosp.,
Lower Parel (E) ,Mumbai,Maharashtra,400011
P : 022 - 23018261 / 23016761
Website: www.purvashare.com

- Share Transfer System:

The share transfer work is handled by registrar and transfer agent for the company. Share Transfers are registered and dispatched within a period of fifteen days from the date of the lodgments if the transfer documents are correct and valid in all respects. The Company has obtained the half yearly certificates from a Company Secretary in Practice for due compliance of share transfer formalities as per the requirement of Regulation 40(9) & (10) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015. These certificates have been submitted to the Stock Exchanges.

- Distribution of shareholding:

Distribution of shareholding as on 31st March, 2019:

SHAREHOLDING OF NOMINAL		NUMBER OF SHAREHOLDERS	PERCENTAGE OF TOTAL	SHARE AMOUNT	PERCENTAGE OF TOTAL
RS.	RS.				
1	5000	3996	86.85	5299380	9.51
5001	10000	259	5.63	2273490	4.08
10001	20000	182	3.96	3179850	5.71
20001	30000	48	1.04	1240880	2.23
30001	40000	25	0.54	907100	1.63
40001	50000	22	0.48	1042900	1.87
50001	100000	31	0.67	2169100	3.89
100001	More than 100001	38	0.83	39590700	71.07
TOTAL		4601	100	55703400	100

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- **Category wise details of Shareholders**

Particulars	No of Shares	Percentage
Promoters and Relatives	2013900	36.15
Public	2878468	51.67
Body Corporate	470989	8.46
HUF	20520	0.37
NRI	183146	3.29
Clearing Member	3317	0.06
Total	5570340	100.00

- **Dematerialization of shares and liquidity:**

4478780 (80.40 %) Equity Shares are in demat form as on March 31, 2019.

ISIN No.: (For Dematerialized Shares): **INE530D01012**

- **Outstanding GDRs/ADRs/Warrants or any convertible instruments, conversion date and likely impact on equity:**

The Company has not issued any GDRs/ADRs/Warrants or any convertible instruments in the past and hence, as on March 31, 2019, the Company does not have any outstanding GDRs/ADRs/Warrants or any convertible instruments.

- **Commodity price risk or foreign exchange risk and hedging activities:**

The Company does not deal in commodities and hence the disclosure pursuant to SEBI Circular dated November 15, 2018 is not required to be given.

- **plant locations:**

Our factory is strategically located in Village Iyava-vasna, Tal: Sanand, Dist Ahmedabad. where all the raw materials are easily available. Proximity to two of the largest shipping ports in the country and government approved pigment testing laboratories are some of the added advantage. Our pigment testing and R&D laboratories are also located in the factory premises.

- **Address for Correspondence** : H K Complex, 3rd Floor, Near Dharnidhar Derasar, Paldi, Ahmedabad, Gujarat, 380007
Tel. no.: 079-26632390,26640071,

- list of all credit ratings obtained by the entity along with any revisions thereto during the relevant financial year, for all debt instruments of such entity or any fixed deposit programme or any scheme or proposal of the listed entity involving mobilization of funds, whether in India or abroad.: **Not Applicable**

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X. DISCLOSURES:

- **Management Discussion and Analysis:**

Annual Report has a detailed chapter on Management Discussions and Analysis.

- **Related Party Transaction:**

There were no transactions with related parties, which are not in the ordinary course of business and not on arm's length basis.

There were no materially significant related party transactions that may have potential conflict with the interests of company at large, during the year.

The Company has received representation from Senior Management personnel that there was no material significant financial and commercial transaction entered into by them along with their relative where they have personal interest that may have a potential conflict with the interest of the Company at large.

The company has formulated a policy on dealing with Related Party Transactions; such policy has been disclosed of the company's website www.pratikshachemicals.in. The details of Related Party transaction entered into by the Company during the year has been mentioned in Annexure- IV Form no. AOC-2 of Board Report.

- Neither any non-compliance nor any penalty, strictures were imposed on the Company by stock exchanges or SEBI or any statutory authority on any matter related to capital markets during the last three years.

- **Whistle Blower Policy (Vigil Mechanism):**

The Company established the Whistle Blower Policy (Vigil Mechanism). In line with the best Corporate Governance Practices; the Company has put in place a system through which the Directors or employees may report concerns about unethical and improper practices or Alleged Wrongful Conduct, without fear of reprisal. The functioning of the vigil mechanism is being monitored by the Audit Committee from time to time and no person has denied access to the Audit Committee for reporting any such misconduct.

The details of Whistle Blower Policy have been disclosed on the company's website www.pratikshachemicals.in

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- **Accounting treatment:**

The company has followed accounting treatment as prescribed in Indian Accounting Standard applicable to the company.

- **Various policies Adopted by the company:**

Due to promulgation of Securities Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulations, 2015, the company has adopted various other policies in line with the best Corporate Governance Practices.

Following other policies have been adopted by the company:

- Risk management policy
- Nomination and Remuneration policy
- Board Diversity policy
- Material Subsidiary policy
- Preservation of documents policy
- Corporate Social Responsibility policy

The details of the policies adopted have been disclosed on the company's website www.pratikshachemicals.in.

- **Disclosure Of Commodity Price Risks And Commodity Hedging Activities:** Not Applicable
- **Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A):** Not Applicable
- The certificate from a company secretary in practice that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority has been taken by the Company.
- There is no such matter or transactions for which the board had not accepted any recommendation of any committee of the board which is mandatorily required, in the financial year 2018-19.
- **Total fees for all services paid by the listed entity on a consolidated basis, to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part.**

Auditors fees bifurcation	Amount (In Rs.)
Audit fees	35000

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Taxation matter	10000
Other Services	20000
Total	65000

- **disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:**
 1. number of complaints filed during the financial year : Nil
 2. number of complaints disposed of during the financial year : Nil
 3. number of complaints pending as on end of the financial year : Nil
- **Disclosures with respect to demat suspense account/ unclaimed suspense account :** Not Applicable as the Company has not declared any dividend to the shareholders.

PLACE: AHMEDABAD
DATE: 13/08/2019

**BY THE ORDER OF THE BOARD OF DIRECTORS,
FOR, PRATIKSHA CHEMICALS LIMITED**

_____sd/-_____

MR. JAYESH PATEL
DIRECTOR
(DIN: 00401109)

PRATIKSHA CHEMICALS LIMITED

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MANAGEMENT DISCUSSION AND ANALYSIS

1. OVERALL REVIEW ON INDUSTRY STRUCTURE & DEVELOPMENTS:

The Company represents small, medium, and large color pigments manufacturers throughout India, accounting for the bulk of the production of color pigments in India. The Company supplies superior quality pigment green 7 all over India.

• INFRASTRUCTURE:

Our factory is strategically located in Village Iyava-vasna, Tal: Sanand, Dist Ahmedabad. Where all the raw materials are easily available.. Our pigment testing and R&D laboratories are also located in the factory premises.

• RESEARCH & DEVELOPMENTS:

The manufacturing units has a well equipped laboratory assisted by a team of chemists and researchers for consistent Research and Development and support the Quality Control System which keeps an eye on the production process to yield the best from these production units

The overall performance during the financial year 2018-19 has been satisfactory.

2. OPPORTUNITY & THREATS:

Color pigments are widely used in product compositions of all kinds, including paints, inks, plastics, glass, synthetic fibers, ceramics, colored cement products, textiles, cosmetics, and artists' colors which is itself a strength for the company.

Proximity to two of the largest shipping ports in the country and government approved pigment testing laboratories are some of the added advantage

Competition in the chemical industry can be treated as a threat to the company. The Company needs to lower the cost of manufacturing to cope up with the increasing competition and to earn optimum profit and growth of the Company.

3. SEGMENT-WISE OR PRODUCT-WISE PERFORMANCE:

On the basis of the principles for determination of segments given in Indian Accounting Standard 108 "Operating Segments " and in the opinion of management, the Company is primarily engaged in the business of manufacturing of Pigment Green -7. Accordingly segment wise disclosure of performance is not applicable to the Company.

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4. BUSINESS OUTLOOK:

Colour Index Name	Pigment Green 7
Colour Index	74260
CAS Number	1328-53-6
Chemical Family	Polychlorinated Phthalocyanine
Synonyms	Phthalocyanine Green, Phtalo Green, Copper Phthalocyanine Green
Chemical Formula	C ₃₂ H ₂ N ₈ Cu Cl ₁₄ The number of chlorine atoms per molecule may vary from 14 to 16
Molecular Weight	1058 - 1127

The Company has achieved higher turnover as compare to the previous financial year and it further expects growth of the company in future. The constant efforts of the Company and Research and Developments will lead the Company to the higher level.

5. RISK & CONCERN:

The building, plant and machinery, vehicle and stocks of the company are adequately insured.

6. INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY:

Considering the size of the company, your company has adequate system of internal control to provide reasonable assurance that assets are safeguarded and protected from unauthorized use or deposition.

7. FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE:

Total turnover for the year ended 31st March, 2019 was Rs. 1158.59 lakhs. This performance of the Company was mainly on account of improvement in manufacturing techniques and sales promotion drive. Better working capital management was also one of the emphasis on which proper weightage was laid upon.

8. HUMAN RESOURCE DEVELOPMENT:

Your Company treats its "Human Resources" as one of its most significant assets. The Company continues its focus on retention through employee engagement initiatives and provides a holistic environment where employees get opportunities to realize their potential. A number of programs that provide focused people attention are currently underway. Your Company thrust is on the promotion of talent internally through job rotation and job enlargement. The Company's Health and Safety Policy commits to provide a healthy and safe work environment to all employees.

9. DETAILS OF SIGNIFICANT CHANGES (I.E. CHANGE OF 25% OR MORE AS COMPARED TO THE IMMEDIATELY PREVIOUS FINANCIAL YEAR) IN KEY FINANCIAL RATIOS, ALONG WITH DETAILED EXPLANATIONS THEREFOR, INCLUDING:

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<u>Ratio</u>	<u>2018-19</u>	<u>2017-18</u>
Debtors Turnover	5.28 times	5.36 times
Inventory Turnover	2.76 times	3.11 times
Interest Coverage Ratio	3.28 times	4.16 times
Current Ratio	1.77	1.84
Debt Equity Ratio	0.71	0.64
Operating Profit Margin (%)	2.34%	2.46%
Net Profit Margin (%)	0.06%	0.26%

The key financial ratios as above are in line with the those of past year except Net profit margin which has changed significantly i.e. by -76.70% exhibiting effect of economic tax reform in the form of GST, increase in cost of Raw material consumed, increase in Finance costs and increase in employee expenses.

10.DETAILS OF ANY CHANGE IN RETURN ON NET WORTH AS COMPARED TO THE IMMEDIATELY PREVIOUS FINANCIAL YEAR ALONG WITH A DETAILED EXPLANATION THEREOF:

The return on net worth for the FY 2018-19 was at 0.24% as compared to 0.98% of FY 2017-18. The major reason for the same relates to the industry getting accustomed to the introduction of Goods and Services Tax apart from increase in overall expenses of employees and finance cost.

11.BUSINESS ENVIRONMENT:

We are also fully committed towards care of Environment. We strongly believe in Greener Environment and understand that it is our social responsibility. As a part of our belief we pledge to establish full fledge Effluent Treatment Plant in all units and they operate under stringent Environmental criteria laid down by various Pollution Control Authorities

12.CAUTIONARY STATEMENT:

Statements in this report on management Discussion and analysis may be forward looking statements within the meaning of applicable security laws or regulations. These statements are based on certain assumptions and expectations of future events. Actual results could however, differ materially from those expressed or implied. Important factors that could make a different to the Company's operations include global and domestic demand supply conditions, finished goods prices, raw material cost and availability and changes in government regulation and tax structure, economic development within India and the

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countries with which the company has business contacts and other factors such as litigation and industrial relations.

The Company assumes no responsibilities in respect of forward looking statements which may be amended or modified in future on the basis of subsequent developments, information of event.

**PLACE: AHMEDABAD
DATE: 13/08/2019**

**BY THE ORDER OF THE BOARD OF DIRECTORS,
FOR, PRATIKSHA CHEMICALS LIMITED**

_____sd/-_____

**MR. JAYESH PATEL
DIRECTOR
(DIN:00401109)**

PRATIKSHA CHEMICALS LIMITED

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CEO / CFO CERTIFICATION

To,

The Board of Directors,

PRATIKSHA CHEMICALS LIMITED

AHMEDABAD

I, **MR. JAYESH PATEL**, Director & CFO of M/S. **PRATIKSHA CHEMICALS LIMITED**, to the best of my knowledge and belief certify that:

1. I have reviewed the financial statements for the financial year ended on 31st March, 2019 and that to the best of my knowledge and belief:
 - a. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
 - b. These statements give a true and fair view of the state of affairs of the company and of the results of operations and cash flows. The financial statements have been prepared in conformity, in all material respects, with the existing Accounting Standards, applicable laws and regulations.
2. I further state that to the best of our knowledge and belief, there are no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.
3. I accept overall responsibility for the company's Internal Control System and financial reporting. This is monitored by the internal audit function, which encompasses the examination and evaluation of the adequacy and effectiveness. Internal audit works with all the levels of management and statutory auditors and reports significant issues to the Audit Committee of the Board. The auditors and audit committee are apprised of any corrective action taken with regard to significant deficiencies and material weakness.
4. I indicate to the auditors and to the audit committee:

PRATIKSHA CHEMICALS LIMITED

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- a. Significant changes, if any, in internal control over financial reporting during the year.
- b. Significant changes, if any, in accounting policies during the year;
- c. Instances of significant fraud, if any, of which we have become aware of and which involve management or other employees who have significant role in the company's internal control system over financial reporting.

However, during the year there were no such changes or instances.

PLACE: AHMEDABAD

DATE: 13/08/2019

sd/-

MR. JAYESH PATEL
(DIRECTOR & CFO)
(DIN: 00401109)

PRATIKSHA CHEMICALS LIMITED

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DECLARATION BY THE WHOLE TIME DIRECTOR ABOUT COMPLIANCE WITH CODE OF CONDUCT

I, MR. HARISH BHATT, Whole Time Director of **M/S. PRATIKSHA CHEMICALS LIMITED** hereby confirm pursuant to Regulation 26(3) and PART D of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 that:

1. The Board of Directors of **M/S. PRATIKSHA CHEMICALS LIMITED** has laid down a code of conduct has been placed on the company's website.
2. All the members of the board as well as senior management personal have complied with the said code of conduct for the year ended 31st March 2019.

**PLACE: AHMEDABAD
DATE: 13/08/2019**

**BY ORDER OF THE BOARD OF DIRECTORS,
FOR, PRATIKSHA CHEMICALS LIMITED**

_____sd/-_____

**MR. HARISH BHATT
(WTD)
(DIN: 00400765)**

PRATIKSHA CHEMICALS LIMITED

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A.SHAH & ASSOCIATES
PRACTICING COMPANY SECRETARIES

CS ANISH B. SHAH

 B.COM , LLB. FCS



D/413,Shiromani Complex, Opp.
Oceanic Park, Nehru Nagar
Satellite Road, AHMEDABAD-380015



anishshahcs@gmail.com



OFFICE: 079-26740953
MOBILE : +91-997-890-9231

CERTIFICATE OF COMPLAINE WITH CORPORATE GOVERNANCE

To,
The Members of
PRATIKSHA CHEMICALS LIMITED

We have examined the compliance of the conditions of Corporate Governance by **M/S. PRATIKSHA CHEMICALS LIMITED** ('the Company') for the year ended **March 31, 2019** as stipulated in Regulations 17 to 27 and clauses (b) to (i) of regulation 46 (2) and paragraphs C, D and E of Schedule V of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 .

- **Management's Responsibility:**

The compliance of conditions of Corporate Governance is the responsibility of the management of the Company including the preparation and maintenance of all relevant supporting records and documents.

- **Our Responsibility:**

Our examination was limited to review of procedures and implementation thereof adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

Pursuant to the requirements of the Listing Regulations, it is our responsibility to provide a reasonable assurance whether the Company has complied with the conditions of Corporate Governance as stipulated in Listing Regulations for the year ended on 31st March, 2019.

- **Opinion:**

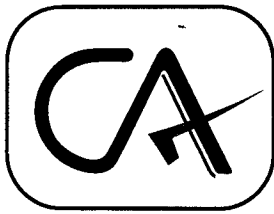
In our opinion and to the best of our information and explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated Listing Agreement and SEBI (Listing Obligation & Disclosure Requirement) Regulation, 2015.

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

PLACE: AHMEDABAD
DATE: 13/08/2019

FOR, M/S. A. SHAH & ASSOCIATES
PRACTICING COMPANY SECRETARIES

sd/-
MR. ANISH B. SHAH
(COP NO. 6560)
(M. No.: 4713)



H K Shah & Co.

CHARTERED ACCOUNTANTS

INDEPENDENT AUDITOR'S REPORT

TO
THE MEMBERS OF
PRATIKSHA CHEMICALS LIMITED,
AHMEDBAD

Report on the IND AS Financial Statements

Qualified Opinion

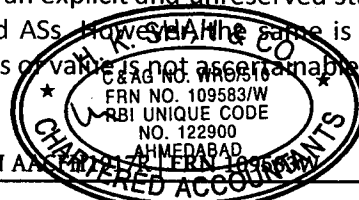
We have audited the accompanying financial statements of **PRATIKSHA CHEMICALS LIMITED** ("the Company"), which comprise the Balance Sheet as at 31st March, 2019, the Statement of Profit and Loss (including other comprehensive income) for the period 01st April 2018 to 31st March 2019, the Cash Flow Statement for the year then ended and the statement of changes in equity for the period, and a summary of the significant accounting policies and other explanatory information (herein after referred to as "Ind AS financial statements")

In our opinion and to the best of our information and according to the explanations given to us, except for the possible effects of the matter described in the 'Basis for Qualified Opinion' section of our report, the aforesaid Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2019, and its profit (including other comprehensive income), its cash flows and the statement of changes in equity for the year ended on that date.

Basis for Qualified Opinion

- Adhering to significant accounting policy, the company is accounting for Gratuity & Leave encashment on cash basis. This is not in according with Ind AS – 1 on "Presentation of Financial Statement" and Ind AS – 19 on "Employee Benefits" prescribed by the Institute of Chartered Accounting of India and contrary to provision contained in Section 133 of The Companies Act, 2013. The extent of non-compliance in terms of value is not ascertainable.
- Ind AS - 2 for "Inventories" has not been followed. The technical valuation claimed by company is not quantifiable hence; we are not in a position to quantify the effect on the profit and loss account and balance sheet.
- Ind AS – 101 requires the company to make an explicit and unreserved statement in the financial statements of compliance with Ind ASs. However, the same is not made and hence the extent of non-compliance in terms of value is not ascertainable.

GSTIN 24AACFH1917R1Z6 | PAN AA



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+91-9714744995
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www.hkshahandco.com

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Opp. Navjivan Press, Off Ashram Road,
Nr. Income Tax, Ahmedabad – 380014
Branch Offices | Gujarat, Maharashtra, Tamil Nadu &
Uttar Pradesh

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matter to be communicated in our report –

1. Key Audit Matter - Utilization of Indirect tax receivables

As at March 31, 2019, balances with revenue authorities amounting to ₹ 22.49 lakhs which are pending for reconciliation with individual bifurcation under CGST, SGST & IGST.

Auditor's Response

We reviewed the reconciliation of the amounts which can be utilized against each head, and the credits which were unlikely to be utilized were written off by the company.

Management's Responsibility for Ind AS Financial Statements

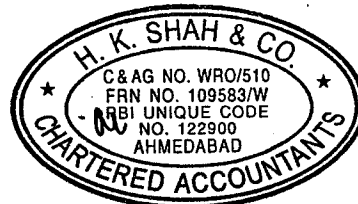
The Company's Board of Directors is responsible for the preparation of these Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Companies Act 2013 ("the Act") read with relevant rules issued there under.

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 Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these Ind AS financial statements based on our audit.

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



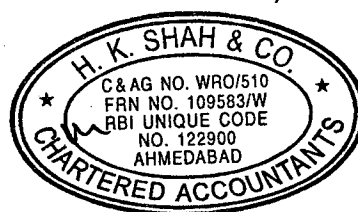
We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the Ind AS financial statements are free from material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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the Ind AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the Ind AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, 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 Ind AS financial statements.

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

Report on Other Legal and Regulatory Requirements

- I. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of section 143(11) of the Act, we give in the Annexure A, a statement on the matters specified in the paragraph 3 and 4 of the Order.
- II. As required by Section 143(3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c) The balance sheet, the statement of profit and loss (including other comprehensive income), the statement of cash flows and the statement of changes in equity dealt with by this Report are in agreement with the books of account;
 - d) In our opinion, the aforesaid Ind AS financial statements, subject to the matters mentioned in the 'Basis for Qualified Opinion' para above, comply with the Ind AS specified under Section 133 of the Act, read with relevant rules issued there under;



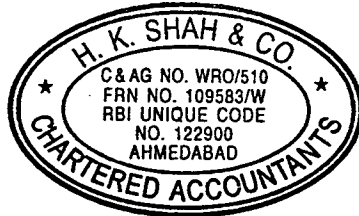
- e) On the basis of the written representations received from the directors as on 31 March 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2019 from being appointed as a director in terms of Section 164 (2) of the Act;
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B"; and
- g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company does not have any pending litigations which would impact its financial position.
- ii. The Company did not have any long-term contracts including derivative contracts having any material foreseeable losses; and
- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company during the year ended 31 March 2019.

For, H. K. Shah & Co.,
Chartered Accountants

FRN: 109583W

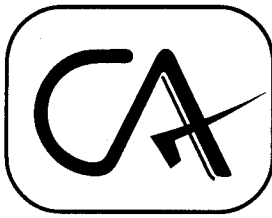

Gopesh Shah
Partner

M. No.: 106204



Place: Ahmedabad

Date: 28/05/2019



H K Shah & Co.

CHARTERED ACCOUNTANTS

"ANNEXURE – A" TO THE INDEPENDENT AUDITORS' REPORT OF EVEN DATE ON THE FINANACIAL STATEMENTS OF PRATIKSHA CHEMICALS LIMITED

(Referred to in paragraph 1(h) under 'Report on other Legal and Regulatory Requirement' of
our report of even date)

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

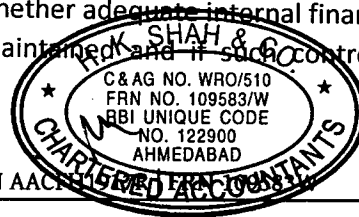
We have audited the internal financial controls over financial reporting of **PRATIKSHA CHEMICALS LIMITED** ("the company"), as of 31st March, 2019 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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



GSTIN 24AACFH1917R1Z6 | PAN AACF1598B

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Branch Offices | Gujarat, Maharashtra, Tamil Nadu &
Uttar Pradesh

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.

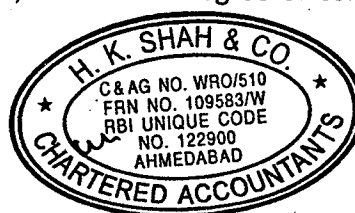
Meaning of Internal Financial Controls over Financial Reporting

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.



Qualified Opinion

According to the information and explanation given to us and based on our audit, the following material weaknesses have been identified as at March 31, 2019

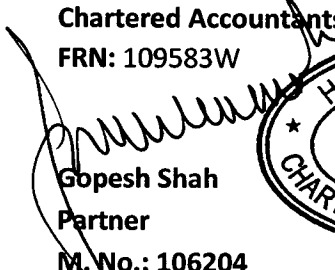
- a) The Company did not have appropriate internal financial control system for Valuation of Inventories (As disclosed in basis for qualified opinion in our independent audit report).

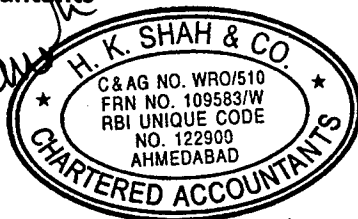
A 'material weakness' is deficiency, or a combination of deficiencies, in internal financial control over financial reporting, such that there is a reasonable possibility that a material misstatement of the company's annual financial statement will not be prevented or detected on timely basis.

In our opinion, except for the effects/possible effects of the material weaknesses described above on the achievement of the objective of the control criteria, the Company has maintained, in all material respects, an adequate internal financial controls over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

We have considered the material weaknesses identified and reported in determining the nature, timing, and extend of the audit tests applied in our audit of the March 31, 2019 financial statements of the company, and these material weaknesses does not affect our opinion on the financial statements of the company.

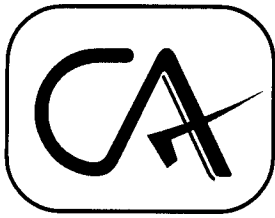
For, H. K. Shah & Co.
Chartered Accountants
FRN: 109583W


Gopesh Shah
Partner
M. No.: 106204



Place: Ahmedabad

Date: 28/05/2019



H K Shah & Co.

CHARTERED ACCOUNTANTS

**"ANNEXURE B" TO THE INDEPENDENT AUDITORS' REPORT OF EVEN DATE ON
THE FINANCIAL STATEMENTS OF PRATIKSHA CHEMICALS LIMITED**
(Referred to in paragraph 2 under 'Report on other Legal and Regulatory Requirement' section of
our report of even date)

i. In respect of fixed assets:

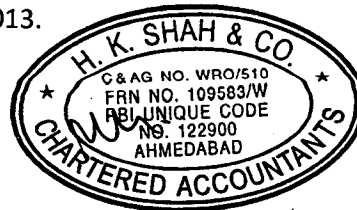
- a. The Fixed Asset Register showing particulars including quantitative details and situation of fixed assets is under compilation and updation.
- b. According to the information and explanation furnished to us, the company has not physically verified all of its fixed assets. Since the fixed assets records are still under compilation no comparison with the book records have been made. In the absence of such comparison, opinion as to discrepancies, if any, cannot be given.
- c. As per the explanation and information given to us and on the basis of our examination of the records, we report that immovable properties (land and Building) in the name of the company.

ii. In respect of inventories:

According to the information and explanation furnished to us, the inventories have not been physically verified during the year by the management.

iii. In respect of loans granted:

As per the explanation and information given to us and on the basis of our examination of the records, the Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013.



GSTIN 24AACFH1917R1Z6 | PAN AACFH1917R | FRN 109583W



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Nr. Income Tax, Ahmedabad - 380014



**Branch
Offices**

Gujarat, Maharashtra, Tamil Nadu &
Uttar Pradesh

iv. In respect of loans, investments, guarantees and security:

As per the explanation and information given to us and on the basis of our examination of the records, during the year, Company has not given any loans, guarantees and security or not made any investment as stipulated in section 185 and 186 of the Companies Act, 2013.

v. In respect of acceptance of deposits:

The Company has not accepted any deposits with non-compliance of directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed there under.

vi. In respect of cost records:

In our opinion and as per the explanation and information given to us, the Company does not fall within the criteria prescribed by the Central Government for maintenance of cost records under section 148(1) of the Companies Act, 2013.

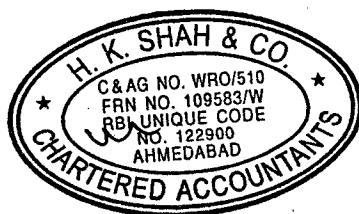
vii. In respect of statutory dues: -

As per the explanation and information given to us and on the basis of our examination of the records,

- a. The Company is generally regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees' state insurance, income-tax, sale-tax, service-tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues applicable to it.
- b. According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at March 31, 2019 for a period of more than six months from the date on when they become payable.
- c. According to the information and explanation given to us, there are no dues of income tax, sales tax, service tax, duty of customs, duty of excise, value added tax outstanding on account of any dispute.

viii. In respect of default of repayment of loans or borrowing:

As per the explanation and information given to us and on the basis of our examination of the records, the Company has not defaulted in repayment of loans or borrowing to a financial institution or bank or Government or debenture holders.



ix. In respect of application of money raised:

As per the explanation and information given to us and on the basis of our examination of the records, the Company has not raised money by way of initial public offer or further public offer (including debt instruments) and not taken any term loan. Hence, reporting under this clause is not applicable to the company.

x. In respect of fraud:

To the best of our knowledge and belief and as per the explanation and information given to us, no material fraud by or on the Company has been noticed or reported during the year.

xi. In respect of managerial remuneration:

To the best of our knowledge and belief and as per the explanation and information given to us, the company has provided/ paid managerial remuneration in accordance with the provisions of section 197 read with schedule V to companies Act, 2013.

xii. In respect of Nidhi Company:

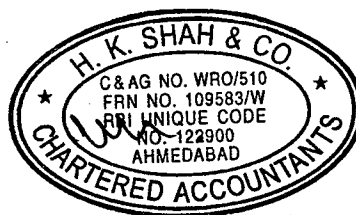
The company is not a Nidhi Company. Hence, reporting under this clause is not applicable to the company.

xiii. In respect of transactions with related parties:

According to the information and explanations given to us and on the basis of our examination of the records, all the transactions with related parties are in compliance with section 177 and 188 of the Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements etc., as required by the applicable accounting standards.

xiv. In respect of allotment or placement of shares:

According to the information and explanations given to us and on the basis of our examination of the records, the Company has not made preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review.



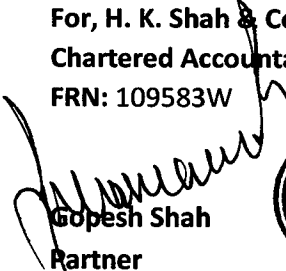
xv. In respect of non-cash transaction:

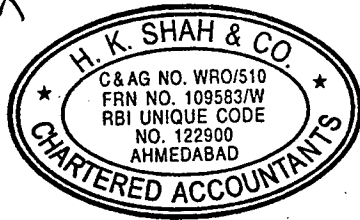
According to the information and explanations given to us and on the basis of our examination of the records, the Company has not entered into any non-cash transactions with directors or persons connected with them in non-compliance of provision of section 192 of the Companies Act, 2013.

xvi. In respect of registration with RBI:

According to the information and explanations given to us and on the basis of our examination of the records, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 and so, registration has not been obtained.

For, H. K. Shah & Co.
Chartered Accountants
FRN: 109583W


Gopesh Shah
Partner
M. No.: 106204



Place: Ahmedabad
Date: 28/05/2019

Pratiksha Chemicals Ltd
Balance Sheet as at 31 March 2019 (Rs. In lakhs)

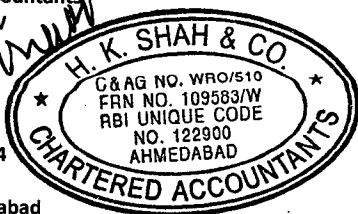
Particulars	Note No.	As at 31st March 2019	As at 31st March 2018
ASSETS			
Non-Current Assets			
Property, Plant and Equipment	7	181.94	195.08
Non-Current Financial Assets			
Investments	8	0.03	0.03
Other Financial Asset	8	7.68	10.84
Deferred tax assets (net)		12.88	18.61
Other Non-current assets	9	22.49	28.74
		<u>225.02</u>	<u>253.29</u>
Current Assets			
Inventories	10	372.59	275.22
Current Financial Assets			
Trade Receivables	11	262.90	176.25
Cash and Cash Equivalent	12	2.23	43.54
Other Current Financial Assets	13	1.05	1.20
Current tax assets (net)	14	-	3.63
		<u>638.77</u>	<u>499.84</u>
TOTAL ASSETS		863.79	753.14
EQUITY AND LIABILITIES			
Equity			
Equity Share Capital	1	557.03	557.03
Other Equity			
Retained Earnings	2	(263.11)	(263.80)
Total Equity		293.93	293.23
Non-Current liabilities			
Non-Current Financial Liabilities			
Borrowings, non-current	3	208.88	188.39
		<u>208.88</u>	<u>188.39</u>
Current liabilities			
Financial Liabilities			
Borrowings, Current	3	2.97	2.72
Trade and Other Payables	4	352.65	263.83
Other current liabilities	5	0.49	0.83
Provisions	6	4.89	4.13
		<u>360.99</u>	<u>271.52</u>
Total Liabilities		569.87	459.90
TOTAL EQUITY AND LIABILITIES		863.79	753.14

The accompanying notes are an integral part of the financial statements
As per our report of even date

For H K Shah & Co.
Chartered Accountants
FRN: 109583W

Gopesh Shah
Partner
M.No.: 106204

Place: Ahmedabad
Date: 28/05/2019



For and on behalf of the board
Pratiksha Chemicals Ltd
CIN : L24110GJ1991PLC015507

Upendra Advharyu
Director
DIN : 00483857

sd/-
Jigisha Kadia (CS)
M No.: A52820

Place: Ahmedabad
Date: 28/05/2019

Jayesh Patel
Director
DIN : 00401109

Place: Ahmedabad
Date: 28/05/2019

Pratiksha Chemicals Ltd
Statement of changes in equity for the year ended 31 March 2019 (Rs. In lakhs)

A. Equity share capital

Particulars			Nos.
Balances as at March 31, 2017			5,570,340
Changes in equity share capital			-
Balances as at March 31, 2018			5,570,340
Changes in equity share capital			-
Balances as at March 31, 2019			5,570,340

B. Other equity

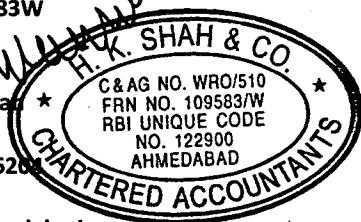
Particulars	Securities Premium	Retained Earnings	TOTAL OTHER EQUITY
As at 31 March 2017	43.14	(309.81)	(266.66)
Profit for the year	-	2.86	2.86
Other comprehensive income	-	-	-
Total comprehensive income for the year	-	2.86	2.86
As at 31 March 2018	43.14	(306.95)	(263.80)
Profit for the year	-	0.69	0.69
Other comprehensive income	-	-	-
Total comprehensive income for the year	-	0.69	0.69
As at 31 March 2019	43.14	(306.25)	(263.11)

The accompanying notes are an integral part of the financial statements
As per our report of even date

For H K Shah & Co.
Chartered Accountants
FRN: 109583W

Gopesh Shah
Partner
M.No.: 106284

Place: Ahmedabad
Date: 28/05/2019



For and on behalf of the board
Pratiksha Chemicals Ltd
CIN : L24110GJ1991PLC015507

Upendra Adhvaryu
Director
DIN - 00483857

sd/-
Jigisha Kadia (CS)
M No.: A52820

Place: Ahmedabad
Date: 28/05/2019

Jayesh Patel
Director
DIN - 00401109

Place: Ahmedabad
Date: 28/05/2019

Pratiksha Chemicals Ltd

Statement of Profit & Loss for the year ended on 31st March, 2019

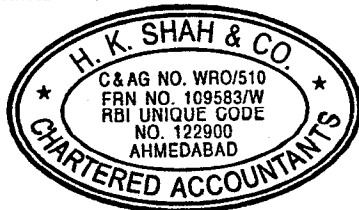
(Rs. In lakhs)

Particulars	Note No.	Year ended 31 March 2019	Year ended 31 March 2018
I. Income			
Revenue from operations	15	1,158.59	1,116.62
Other income	16	1.54	8.25
		1,160.13	1,124.87
II. Expenses			
Cost of Raw Material Consumed	17	1,004.52	846.31
Changes in inventories of Finished goods & Work-in-progress	18	(112.11)	(33.15)
Excise duties		-	27.21
Employee benefits expense	19	95.77	89.85
Depreciation and amortisation expense	20	29.10	28.15
Finance costs	21	19.02	13.64
Other expenses	22	115.74	139.01
		1,152.04	1,111.02
III. Profit before exceptional items and tax (I - II)		8.09	13.85
IV. Exceptional items (net)		-	-
V. Profit before tax (III - IV)		8.09	13.85
VI. Tax expense			
- Current tax		1.67	2.64
- MAT credit entitlement		-	(2.64)
- Income tax expenses of ealier year		-	(0.99)
- Deferred tax (charged) / Benefit		5.73	11.97
		7.40	10.98
VII. Profit for the year (V - VI)		0.69	2.87
VIII. Other comprehensive income			
Items that will not be reclassified to profit or loss			
- Remeasurement gains/(losses) on defined benefit plan		-	-
Income tax effect on above		-	-
		-	-
IX. Total comprehensive income for the year (VII-VIII)		0.69	2.87

The accompanying notes are an integral part of the financial statements
As per our report of even date

For H K Shah & Co.
Chartered Accountants
FRN: 109583W

Gopesh Shah
Partner
M.No.: 106204



For and on behalf of the board
Pratiksha Chemicals Ltd
CIN : L24110GJ1991PLC015507

Upendra Adhvaryu
Director
DIN : 00483857
sd/-
Jigisha Kadia (CS)
M No.: A52820

Jayesh Patel
Director
DIN : 00401109

Place: Ahmedabad
Date: 28/05/2019

Place: Ahmedabad
Date: 28/05/2019

Place: Ahmedabad
Date: 28/05/2019

Pratiksha Chemicals Ltd
Cashflow Statement for the year ended on 31st March, 2019

(Rs. In lakhs)

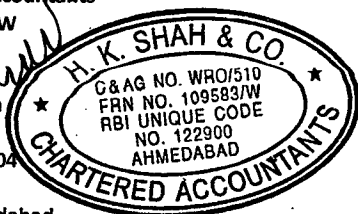
Particulars	Year ended 31 March 2019	Year ended 31 March 2018
A CASH FLOW FROM OPERATING ACTIVITIES :		
Profit before tax	8.09	13.85
Adjusted for :		
Taxes	(7.40)	(10.98)
Depreciation	29.10	28.15
Finance costs	19.02	13.64
Operating Profit before Working Capital Changes	48.82	30.81
Adjustments for :		
Inventories	(97.37)	(27.16)
Trade receivables	(86.65)	71.24
Other current assets	3.78	(3.44)
Trade & other payables	88.82	(14.09)
Short term provisions	4.38	(1.67)
Other liabilities	(0.35)	0.50
Operating Profit after Working Capital Changes	(38.57)	25.38
Taxes paid	(3.63)	(0.93)
Net Cash outflow from Operating Activities	(42.20)	69.11
B CASH FLOW FROM INVESTING ACTIVITIES :		
Property, plant and equipment	(15.97)	(29.58)
Non-current investments	-	(0.58)
Other non-current assets	15.13	7.66
Net Cash (used in) Investing Activities	(0.83)	(22.50)
C CASH FLOW FROM FINANCING ACTIVITIES :		
Finance costs	(19.02)	(13.64)
Non-current borrowings	20.74	6.79
Net Cash (used in) Financing Activities	1.717	(6.85)
Net Increase in Cash and Cash Equivalents [A + B + C]	(41.32)	39.76
Opening Balance of Cash and Equivalents	43.54	3.78
Closing Balance of Cash and Cash Equivalents	2.23	43.54

The accompanying notes are an integral part of the financial statements
As per our report of even date

For H K Shah & Co.
Chartered Accountants
FRN: 109583W

Gopesh Shah
Partner
M.No.: 106204

Place: Ahmedabad
Date: 28/05/2019



For and on behalf of the board
Pratiksha Chemicals Ltd
CIN : L24110GJ1991PLC015507

Upendra Adhvaryu
Director
DIN : 00483857

sd/-
Jigisha Kadia (CS)
M No.: A52820

Place: Ahmedabad
Date: 28/05/2019

Jayesh Patel
Director
DIN : 00401109

Place: Ahmedabad
Date: 28/05/2019

Pratiksha Chemicals Ltd

Notes forming part of the financial statements

1. Corporate information

Pratiksha Chemicals Limited was incorporated in the year 1991 as Pratiksha Chemicals Pvt. Ltd. and started the commercial production of Phthalocyanine Pigment Green 7. In the year 1994, Pratiksha Chemicals Pvt. Ltd (CIN L24110GJ1991PLC015507) was changed to a limited company and was christened as Pratiksha Chemicals Limited. Currently company is engaged in the manufacturing business of Pigment Green 7 and Copper Phthalocyanine Green Crude.

2. Basis of preparation of financial statements

The financial statements are prepared on going concern basis in accordance with Indian Accounting Standards (Ind-AS) notified under the Companies (Indian Accounting Standards) Rules, 2015.

The financial statements have been prepared under the historical cost convention and on accrual basis, except for certain financial assets and liabilities which have been measured at fair value (Refer accounting policy regarding financial instruments)

The financial statements are presented in INR, except when otherwise indicated.

3. Significant accounting policies

i) Current versus non-current classification

The Company presents assets and liabilities in the Balance Sheet based on current/ non-current classification. An asset is classified as current when it is:

- Expected to be realized or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realized within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

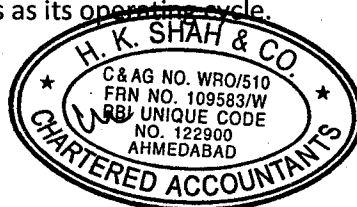
All other assets are classified as non-current.

A liability is classified as current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

The Company classifies all other liabilities as non-current.

The company has identified 12 months as its operating cycle.



Deferred tax assets and liabilities are classified as non-current assets and liabilities.

ii) Revenue Recognition

Revenue shall be recognised when the entity has transferred to the buyer the significant risk and rewards of ownership of goods, the entity retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold, the amount of revenue can be measured reliably, it is probable that the economic benefits associated with the transaction will flow to the entity, and the costs incurred or to be incurred in respect of the transaction can be measured reliably.

Amount due in respect of the claim is recognized as revenue only when there are conditions stipulated in the contracts for such claims are evidenced inter-alia by way of confirmation by the customers.

a) Dividend income

Dividend income is recognised when the Company's right to receive the payment is established, which is generally when shareholders approve the dividend.

b) Interest income

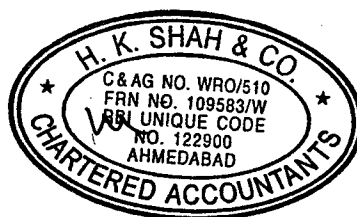
For all debt instruments measured at amortized cost and interest-bearing financial assets classified as fair value through other comprehensive income, interest income is recognized using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash receipts through the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset. Interest income is included in 'finance income' in the statement of profit and loss. Interest income on interest bearing financial assets classified as fair value through profit and loss is shown under other income.

iii) Exceptional items

On certain occasions size, type or incidence of an item of income or expense, pertaining to the ordinary activities of the company, is such that its disclosure improves an understanding of the performance of the Company. Such income or expense is classified as an exceptional item and accordingly disclosed in the notes to accounts.

iv) Property, Plant and Equipment

Since there is no change in the functional currency, the Company has elected to continue with the carrying value for all of its property, plant and equipment as recognised in its previous GAAP financial statements as deemed cost at the transition date, viz., 1 April 2015.



Subsequent to initial recognition, property, plant and equipment are stated at cost net of accumulated depreciation and accumulated impairment losses, if any. Such cost includes the cost of replacing part of the plant and equipment and borrowing costs for long-term construction projects if the recognition criteria are met. When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. The carrying amount of the replaced part accounted for as a separate asset previously is derecognized. Likewise, when a major inspection is performed, its cost is recognized in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognised in the statement of profit and loss when incurred. The present value of the expected cost for the decommissioning of an asset after its use is included in the cost of the respective asset if the recognition criteria for a provision are met.

Depreciation on property, plant and equipment is provided on written down value basis as per the rate derived on the basis of useful life and method prescribed under Schedule – II of the Companies Act 2013.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year-end and adjusted prospectively, if appropriate

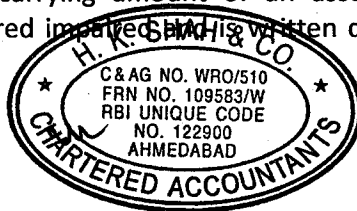
v) Intangible Assets:

Since there is no change in the functional currency, the Company has elected to continue with the carrying value for all of its intangible assets as recognised in its previous GAAP financial statements as deemed cost at the transition date, viz., 1 April 2015

Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the statement of profit and loss.

vi) Impairment of non-financial assets

The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.



In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

The Company bases its impairment calculation on detailed budgets and forecast calculations, which are prepared separately for each of the Company's CGUs to which the individual assets are allocated. These budgets and forecast calculations generally cover a period of five years. For longer periods, a long-term growth rate is calculated and applied to project future cash flows after the fifth year.

Impairment losses are recognised in the statement of profit and loss.

vii) Taxes on income

a) Current tax

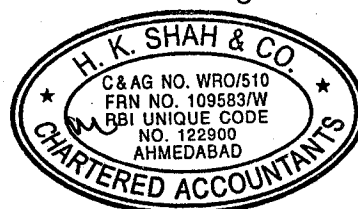
Current income tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted by the reporting date. Current taxes are recognized in profit or loss except to the extent that the tax relates to items recognized in other comprehensive income or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

b) Deferred tax

Deferred income tax is recognized on all temporary differences which are the differences between the carrying amount of an asset or liability in the statement of financial position and its tax base except when the deferred income tax arises from the initial recognition of an asset or liability that effects neither accounting nor taxable profit or loss at the time of the transaction.

Deferred tax liabilities are recognized for all taxable temporary differences; and deferred tax assets are recognized for all deductible temporary differences, the carry forward of unused tax credits and unused tax losses, to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences, and the carry-forward of unused tax credits and unused tax losses can be utilized.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient future taxable profit will be available to allow all or part of the deferred tax asset to be utilized. Unrecognized deferred tax assets are



reassessed at each reporting date and are recognized to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted at the reporting date and based on the tax consequence which will follow from the manner in which the Company expects, at financial year end, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax relating to item recognised outside the statement of profit and loss is recognised outside the statement of profit and loss. Deferred tax items are recognised in correlation to the underlying transaction either in other comprehensive income or directly in equity.

Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current income tax assets against current income tax liability and the deferred taxes relate to the same taxable entity and the same taxation authority.

Minimum Alternate Tax (MAT) paid in accordance with tax laws, which give rise to future economic benefits in the form of adjustment of future tax liability, is recognized as an asset only when, based on convincing evidence, it is probable that the future economic benefits associated with it will flow to the Company and the assets can be measured reliably.

vii) Foreign Currency transactions

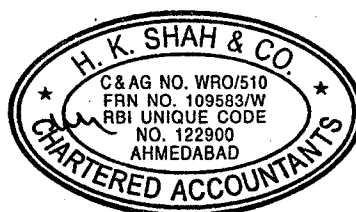
The Company's financial statements are presented in INR, which is also the company's functional currency. Foreign currency transactions are recorded on initial recognition in the functional currency, using the exchange rate at the date of the transaction. At each balance sheet date, foreign currency monetary items are reported using the closing exchange rate. Exchange differences that arise on settlement of monetary items or on reporting at each balance sheet date of the Company's monetary items at the closing rate are recognised as income or expenses in the period in which they arise. Non-monetary items which are carried at historical cost denominated in a foreign currency are reported using the exchange rate at the date of transaction.

viii) Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand and other short term highly liquid investments with an original maturity of three months or less that are readily convertible to a known amount of cash and are subject to an insignificant risk of changes in value.

ix) Earnings per share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting preference dividends and attributable taxes) by the weighted average number of equity shares outstanding during the period. For the purpose of calculating diluted earnings per share, the net profit or loss for the period



attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares except when the results would be anti-dilutive.

x) Provisions, contingent liabilities and contingent assets

a) Provisions

Provisions are recognized when the Company has a present obligation (legal or constructive) where, as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made to the amount of the obligation. When the Company expects some or all of a provision to be reimbursed, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risk specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost. Provisions are reviewed at each reporting date and adjusted to reflect the current best estimate. If it is no longer probable that an outflow of resources embodying economic benefits will be required to settle the obligation, the provision is reversed.

b) Contingent liabilities and contingent assets

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation which is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. Information on contingent liabilities is disclosed in the notes to the financial statements, unless the possibility of an outflow of resources embodying economic benefits is remote.

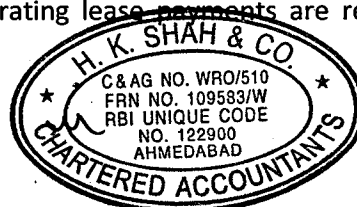
Contingent assets usually arise from unplanned or other unexpected events that give rise to the possibility of an inflow of economic benefits to the entity. Contingent assets are not recognised in financial statements since this may result in the recognition of income that may never be realised. Contingent assets are disclosed if the inflow of economic benefits is probable.

xi) Leases

For arrangements entered into prior to 1st April 2015 the Company has determined whether the arrangement contains lease on the basis of facts and circumstances existing on the date of transition.

Operating Lease :

Lease of assets under which all the risks and rewards of ownership are effectively retained by the lesser are classified as operating lease. Operating lease payments are recognized as an



expense in the statement of profit and loss on a straight-line basis over the lease term. The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease if fulfilment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

xii) Financial instruments

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

A. Financial assets

a) Initial recognition and measurement

Financial assets are recognized when the Company becomes a party to the contractual provisions of the instrument. The Company determines the classification of its financial assets at initial recognition. All financial assets are recognized initially at fair value plus transaction costs that are directly attributable to the acquisition of the financial asset except for financial assets classified as fair value through profit or loss.

Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognized on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

b) Subsequent measurement

For the purposes of subsequent measurement, financial assets are classified in four categories:

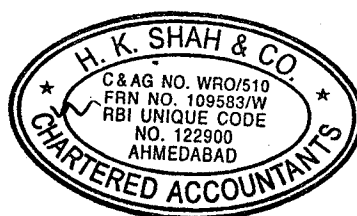
- i) Debt instruments measured at amortised cost
- ii) Debt instruments measured at fair value through other comprehensive income (FVTOCI)
- iii) Debt instruments measured at fair value through profit or loss (FVTPL)
- iv) Equity instruments measured at FVTOCI or FVTPL

Debt instruments

The subsequent measurement of debt instruments depends on their classification. The classification depends on the Company's business model for managing the financial assets and the contractual terms of the cash flows.

i) Debt instruments measured at amortised cost

Debt instruments that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. A gain or loss on a debt investment that is subsequently measured at amortised cost and is not part of a hedging relationship is recognised in the statement of profit and loss when the asset is derecognised or impaired. Interest income from these financial assets is included in finance income using the effective interest rate method.



ii) Debt instruments measured at FVTOCI

Debt instruments that are held for collection of contractual cash flows and for selling the financial assets, where the assets cash flows represent solely payment of principal and interest, are measured at FVTOCI. Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses and interest income which are recognised in statement of profit and loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in the OCI is reclassified from equity to statement of profit and loss. Interest income from these financial assets is included in finance income using the effective interest rate method.

iii) Debt instruments measured at FVTPL

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL. In addition, the group may elect to designate a debt instrument, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch'). The group has not designated any debt instrument as at FVTPL. Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the P&L.

iv) Equity instruments

All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading are classified as FVTPL. The Company may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

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

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the statement of profit and Loss.

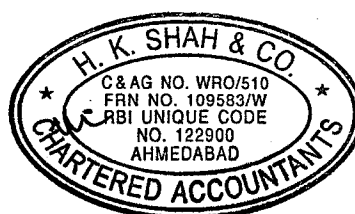
B. Derecognition of financial assets

A financial asset is derecognised only when

- i) The Company has transferred the rights to receive cash flows from the financial asset or
- ii) retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the entity has transferred an asset, the Company evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognised. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognised.

Where the entity has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognised if the Company has not retained control of the financial asset. Where the Company retains control of the



financial asset, the asset is continued to be recognised to the extent of continuing involvement in the financial asset.

C. Impairment of financial assets

The Company assesses impairment based on expected credit losses (ECL) model to the following:

- i) Financial assets measured at amortised cost
- ii) Financial assets measured at fair value through other comprehensive income (FVTOCI)

Expected credit losses are measured through a loss allowance at an amount equal to

- i) the twelve months expected credit losses (expected credit losses that result from those default events on the financial instrument that are possible within twelve after the reporting date) or
- ii) full lifetime expected credit losses (expected credit losses that result from all possible default events over the life of the financial instrument)

The Company follows 'simplified approach' for impairment loss allowance on trade receivables.

Under the simplified approach, the Company does not track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition, if credit risk has not increased significantly, twelve months ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the Company reverts to recognising impairment loss allowance based on twelve months ECL.

D. Financial liabilities

a) Initial recognition and measurement

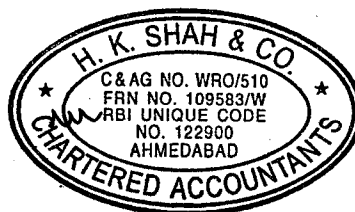
Financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument. The Company determines the classification of its financial liability at initial recognition. All financial liabilities are recognised initially at fair value plus transaction costs that are directly attributable to the acquisition of the financial liability except for financial liabilities classified as fair value through profit or loss.

b) Subsequent measurement

For the purposes of subsequent measurement, financial liabilities are classified in two categories:

- i) Financial liabilities measured at amortised cost
- ii) Financial liabilities measured at FVTPL (fair value through profit or loss)

i) Financial liabilities measured at amortised cost



After initial recognition, financial liabilities are subsequently measured at amortized cost using the EIR method. Gains and losses are recognised in the statement of profit and loss when the liabilities are derecognised as well as through the EIR amortization process. Amortized cost is calculated by taking into account any discount or premium on acquisition and fee or costs that are an integral part of the EIR. The EIR amortisation is included in finance costs in the statement of profit and loss.

ii) Financial liabilities measured at fair value through profit or loss (FVTPL)

Financial liabilities at FVTPL include financial liabilities held for trading and financial liabilities designated upon initial recognition as at FVTPL. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. Derivatives, including separated embedded derivatives are classified as held for trading unless they are designated as effective hedging instruments. Financial liabilities at fair value through profit or loss are carried in the statement of financial position at fair value with changes in fair value recognized in finance income or finance costs in the statement of profit and loss.

c) Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit and loss.

xii) Fair value measurement

The Company measures financial instruments, such as, investment in debt and equity instruments at fair value at each reporting date.

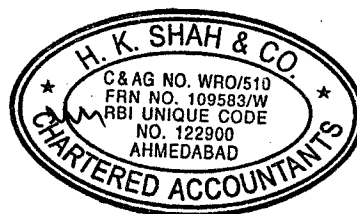
Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes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

- in the principal market for the asset or liability, or
- in the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible to the Company.

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

The Company uses valuation techniques that are appropriate in the circumstances and for



which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

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

- Level 1 —

Quoted (unadjusted) market prices in active markets for identical assets or liabilities

- Level 2 —

Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

- Level 3 —

Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

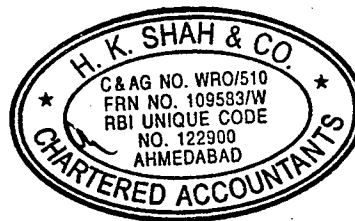
For assets and liabilities that are recognised in the financial statements on a recurring basis, the company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period

xiii) Inventory

Raw material, Work in progress, and Finish goods shall be measured at the lower of cost or net realizable value. The cost of inventory shall be assigned by using weighted average cost formula.

The cost of inventories shall comprise all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition.

Net realizable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.



Pratiksha Chemicals Ltd
Notes to financial statements for the year ended on 31st March, 2019

(Rs. In lakhs)

Note: 1 Equity Share Capital		
Authorised Share Capital	No.	Amount
At 31st March 2017	7,500,000	750.00
Increase/(decrease) during the year	-	-
At 31st March 2018	7,500,000	750.00
Increase/(decrease) during the year	-	-
At 31st March 2019	7,500,000	750.00

Equity shares of INR 10 each issued, subscribed and fully paid		
	No.	Amount
At 31st March 2017	5,570,340	557.03
Increase/(decrease) during the year	-	-
At 31st March 2018	5,570,340	557.03
Increase/(decrease) during the year	-	-
At 31st March 2019	5,570,340	557.03

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

Name of the Shareholder	As at 31st March 2019		As at 31st March 2018	
	No. of Shares	% held	No. of Shares	% held
Shri Harshad K Patel	689,232	12.37	689,232	12.37
Shri Harish K Bhatt	767,690	13.78	767,690	13.78
Atith B Shah	403,850	7.25	403,850	7.25
Apurva B Shah	403,850	7.25	403,850	7.25
	2,264,622	40.66	2,264,622	40.66

1.2 "The Company has only one class of shares i.e. Equity shares having face Value of Rs. 10/- each. Each holder of equity shares is entitled to one vote per share."

Note: 2 Retained Earnings		
	31st March 2019	31st March 2018
As per last Balance sheet	(306.95)	(309.81)
Profit/(loss) during the year	0.69	2.86
Retained Earnings	(306.25)	(306.95)
Securities Premium	43.14	43.14
Balance at the end of the year	(263.11)	(263.80)

Note 3: Borrowings		
	31st March 2019	31st March 2018
Bank Overdraft (Secured)	194.38	Nil
Cash credit facility (Secured)	Nil	170.93
Vehicle Loan (Secured)	17.46	20.18
	211.84	191.11
Current	2.97	2.72
Non-Current	208.88	188.39
	211.84	191.11

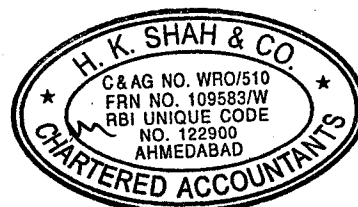
Bank overdraft is considered as non-current liability since it is not expected to settled within next 12 months of the reporting date.

Note 4: Trade Payables and Other Payables		
	31st March 2019	31st March 2018
Trade Payables	338.08	255.53
Salary payable	2.91	Nil
Other Payables	11.66	8.30
	352.65	263.83

Disclosure as required by MSMED Act is not provided as required data is not available from the vendors.

Note 5: Other current liabilities		
	As at 31st March 2019	As at 31st March 2018
Statutory liabilities	0.49	0.83
	0.49	0.83

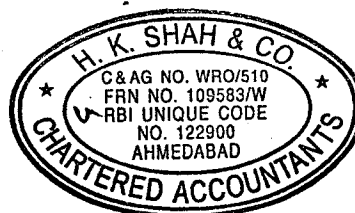
Note 6: Provisions		
	As at 31st March 2019	As at 31st March 2018
Income tax provision (MAT)	1.67	2.64
Other Provisions	3.22	1.49
	4.89	4.13



Pratiksha Chemicals Ltd
Notes to financial statements for the year ended on 31st March, 2019

(Rs. In lakhs)

Note 7: Property, Plant and Equipment						
Cost	Land	Building	Plant and Equipment	Vehicles	Office equipment & furnitures	Total
At 31 March 2017	15.30	137.79	682.78	28.73	7.28	871.89
Additions	-	-	29.45	-	0.13	29.58
Disposal	-	-	-	-	-	-
At 31 March 2018	15.30	137.79	712.23	28.73	7.42	901.47
Additions	-	-	15.97	-	-	15.97
Disposal	-	-	-	-	-	-
At 31 March 2019	15.30	137.79	728.20	28.73	7.42	917.43
Depreciation and Amortisation						
	Land	Building	Plant and Equipment	Vehicles	Office equipment & furnitures	Total
At 31 March 2017	-	88.91	582.80	0.39	6.14	678.24
Additions	-	8.66	12.61	5.97	0.90	28.15
Disposal	-	-	-	-	-	-
At 31 March 2018	-	97.58	595.41	6.36	7.05	706.39
Additions	-	8.96	13.98	6.17	-	29.10
Disposal	-	-	-	-	-	-
At 31 March 2019	-	106.54	609.39	12.53	7.05	735.50
Net Book Value						
At 31 March 2019	15.30	31.26	118.81	16.20	0.37	181.94
At 31 March 2018	15.30	40.22	116.82	22.37	0.37	195.08
At 31 March 2017	15.30	48.88	99.99	28.33	1.14	193.64
Note 8: Non-current Financial Assets						
Investments						
Unquoted Shares of Co-Op Bank						
Ahmedabad Co-Op Bank					0.00	0.00
The Union Co-Op Bank					0.03	0.03
Total Investment					0.03	0.03
Current					Nil	Nil
Non-Current					0.03	0.03
Aggregate Value of Unquoted Investments					0.03	0.03
Other Financial Assets (Bank and Other Deposits)					7.68	10.84
					7.68	10.84
Note 9: Other non-current assets						
Balance With Revenue Authority					22.49	28.74
					22.49	28.74
Note 10: Inventories						
Consumables						
- Fuel					0.70	0.79
- Packing Material					2.25	2.82
- Raw material					29.65	43.73
Work in Progress					317.85	187.49
- Work in Progress						
Finished goods					22.14	40.40
- Finished goods						
					372.59	275.22
Note 11: Trade Receivables						
Trade Receivables						
- Unsecured Considered Good					262.90	176.25
- Others Receivables					Nil	Nil
					262.90	176.25
Note 12: Cash and Cash Equivalents						
Balance with Banks:						
- On Current Account					0.35	40.43
Cash on Hand					1.88	3.11
					2.23	43.54
Note 13: Other current Financial Assets						
					As at	As at
					31st March 2019	31st March 2018
TDS Receivable					0.04	Nil
Pre-payments					1.01	1.20
					1.05	1.20
Note 14: Current tax assets (Net)						
					As at	As at
					31st March 2019	31st March 2018
MAT Credit Entitlement					Nil	3.63
					Nil	3.63

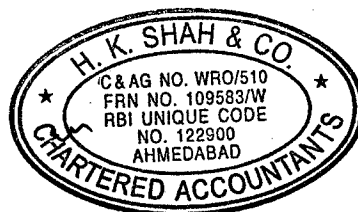


Pratiksha Chemicals Ltd

Notes to financial statements for the year ended on 31st March, 2019

(Rs. In lakhs)

15 Revenue from operations	Year ended 31 March 2019	Year ended 31 March 2018
Domestic sales	1,149.33	1,108.42
Export Sales	9.26	8.20
Total	1,158.59	1,116.62
16 Other Income	Year ended 31 March 2019	Year ended 31 March 2018
(a) Interest Income		
FD interest	0.29	0.64
(b) Other Income		
Refund Received from Govt. authorities	-	1.33
Foreign Exchange Fluctuation	0.33	-
Discount Received	-	6.14
Misc income (net)	0.92	0.14
Total	1.54	8.25
17 Cost of Raw Material Consumed	Year ended 31 March 2019	Year ended 31 March 2018
Opening stock	47.33	53.32
Purchases	989.79	840.33
Less	-	-
Closing stock	(32.60)	(47.33)
Total	1,004.52	846.31
18 Changes in inventories of Finished goods, Work-in-progress & Stock in trade	Year ended 31 March 2019	Year ended 31 March 2018
Opening Stock		
- Finished Goods	40.40	-
- WIP	187.49	194.73
Less: Closing stocks		
- Finished Goods	(22.14)	(40.40)
- WIP	(317.85)	(187.49)
Total	(112.11)	(33.15)
19 Employee benefit expenses	Year ended 31 March 2019	Year ended 31 March 2018
Labour Expenses	56.19	56.09
Salary Expenses	27.41	23.36
Bonus & contribution to funds	9.92	8.88
Staff welfare	2.25	1.52
Total	95.77	89.85
20 Depreciation and amortisation expense	Year ended 31 March 2019	Year ended 31 March 2018
Depreciation on property, plant and equipments	29.10	28.15
Total	29.10	28.15



Pratiksha Chemicals Limited
CIN: L24110GJ1991PLC015507

Notes to Financial Statements for The Year Ended March 31, 2019

NOTE: 23 ADDITIONAL NOTES:

1. Balances of Unsecured Loans, Other Liabilities, Creditors, Debtors, Loans and Advances are subject to confirmation by the parties concerned and reconciliation thereof in subsequent years.

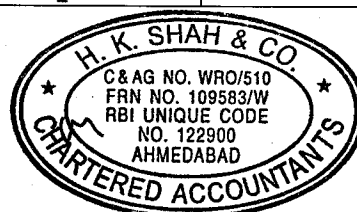
2. RELATED PARTY DISCLOSURES:

- (a) List of related parties with whom transactions have taken place during the year:

Sr. No.	Name of related party	Relationship
1	Jayesh K. Patel	Key Management Personnel
2	Harish K. Bhatt	
3	Asthu H. Patel	Relatives of key Management personnel
4	Dwijen H. Bhatt	
5	Ratnakalaben H Patel	
6	Surbhi ben H Bhatt	
7	Harshad K Patel (HUF)	
8	Harish K Bhatt (HUF)	
9	Dhara Organisers Pvt. Ltd.	Concerns in which Directors are interested
10	J. K. Patel & Co.	

b) TRANSACTIONS WITH RELATED PARTIES

		Rs. In lakhs	
Sr. No.	Nature of transaction	2018-19	2017-18
(i)	Unsecured Loans		
	- Key Management Personnel and Relatives		
	- Repayment	-	128.80
	- Received	-	80.54
	- Concern in which Directors are interested		
	- Repayment	-	-
	- Received	-	-
(ii)	Managerial Remuneration	20.64	17.64



Notes to Financial Statements for The Year Ended March 31, 2019

(iii)	Outstanding Balances:		
	Unsecured Loan		
	Payable by company		
	- Concerns in which Directors are interested	-	-
	- Key Management Personnel and Relatives	-	-

3. PARTICULARS OF EARNING PER SHARE:

Particulars	Rs. In lakhs	
	2018-19	2017-18
Net Profit/(Loss) for the year	0.69	2.87
Number of equity shares	55.70	55.70
Nominal value of the share	10	10
Basic EPS	0.01	0.05
Diluted EPS	0.01	0.05

4. AUDITORS' REMUNERATION IS MADE UP OF: – (EXCLUDING SERVICE TAX)

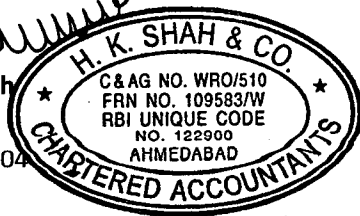
Particulars	Rs. In lakhs	
	2018-19	2017-18
For Statutory Audit	0.35	0.35
For Taxation Matters	0.10	0.10
For Other Services	0.20	0.20
Total	0.65	0.65

5. Previous year's figures have been recast/restated where necessary.

As per our attached report of even date

H. K Shah & Co
Chartered Accountants
FRN : 109583W

Gopesh Shah
Partner
M.No.:106204



For and on behalf of the Board
Pratiksha Chemicals Limited
CIN : L24110GJ1991PLC015507

U.K. Adharyu
Upendra Adharyu
Director
DIN - 00483857

sd/-
Jigisha Kadia (CS)
M No.: A52820

Jayesh Patel
Director
DIN-00401109

Place: Ahmedabad
Date: 28/05/2019

Place: Ahmedabad
Date: 28/05/2019

Place: Ahmedabad
Date: 28/05/2019

PRATIKSHA CHEMICALS LIMITED

.....ANNUAL REPORT 2018-19

PRATIKSHA CHEMICALS LIMITED

3RD FLOOR H K COMPLEX, OPP DHARNIDHAR DERASAR, AHMEDABAD-380007

ATTENDANCE SLIP

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING VENUE.

Name of the attending Member (In Block Letters): _____
Folio No/ DPID / Client ID : _____
Name of the Proxy : _____
(To be filled in if the Proxy attends instead of the Member)
No. of Shares held : _____
(In words) : _____

I hereby record my presence at Annual General Meeting of the Company at 3RD FLOOR H K COMPLEX, OPP DHARNIDHAR DERASAR, AHMEDABAD-380007 on Thursday, 27th day of September, 2019 and at any adjournment thereof.

Signature of Shareholder / Proxy

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]

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING VENUE.

CIN: **L24110GJ1991PLC015507**

Name of the company: **PRATIKSHA CHEMICALS LIMITED**

Registered office: **3RD FLOOR H K COMPLEX, OPP DHARNIDHAR DERASAR,
AHMEDABAD-380007**

Name of the member(s)	:	
Registered address	:	
E-mail Id	:	
Folio No/ Client Id	:	
DP ID	:	

I/We, being the member (s) of shares of the above named company, hereby appoint

1. Name:

Address:

E-mail Id:

Signature:

2. Name:

Address:

E-mail Id:

Signature:

PRATIKSHA CHEMICALS LIMITED

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As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at Annual General Meeting of the company, to be held on 27th day of September, 2019 At 03:30 p.m. at 3RD FLOOR H K COMPLEX, OPP DHARNIDHAR DERASAR, AHMEDABAD-380007 and at any adjournment thereof in respect of such resolutions as are indicated below:

SR. NO.	RESOLUTION	FOR	AGAINST
Ordinary Business			
1.	Adoption of Balance Sheet, Statement of Profit and Loss, Report of the Board of Directors and Auditors for the financial year ended March 31, 2019		
2.	Appointment of a director in place of MR. HARISHBHAI BHATT , who retires by rotation and being eligible, seeks re-appointment		
3.	Appointment of <u>M/S. CHANDABHOY & JASSOOBHOY</u> , as a statutory auditor of the company and to fix their remuneration		
Special Business			
4.	Appointment Of Mrs. Monika Chauhan, As A Non Executive Independent Woman Diretor Of The Company For Five Consecutive Years		
5.	Revision In Remuneration Of Mr. Jayesh Patel, Director Of The Company		
6.	Revision In Remuneration Of Mr. Harishbhai Bhatt, Director Of The Company		
7.	Reappointment Of Mr. Upendra Adhvaryu, As A Non Executive Independent Director Of The Company For Five Consecutive Years		
8.	Reappointment Of Mr. Somabhai Patel, As A Non Executive Independent Director Of The Company For Five Consecutive Years.		

Signed this.....day of, 2019.

Signature of Shareholder

Affix
Revenue
Stamp

Signature of Proxy holder(s)

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.

PRATIKSHA CHEMICALS LIMITED

.....ANNUAL REPORT 2018-19.....

Form No. MGT-12

Polling Paper

[Pursuant to section 109 (5) of the Companies Act, 2013 and rule 21 (1) (c) of the Companies (Management and Administration) Rules, 2014]

Name of the Company: PRATIKSHA CHEMICALS LIMITED				
Registered office: 3RD FLOOR H K COMPLEX, OPP. DHARNIDHAR DERASAR, VASNA, AHMEDABAD - 380007				
BALLOT PAPER				
Sr. No.	Particulars	Details		
1.	Name of the First Named Shareholder (In block letters)			
2.	Postal address			
3.	Registered folio No. / *Client ID No. (*Applicable to investors holding shares in dematerialized form)			
4.	Class of Share	Equity Shares		
I hereby exercise my vote in respect of Ordinary/ Special Resolutions enumerated below by recording my assent or dissent to the said resolution in the following manner:				
Sr. No.	Particulars of Item	No. of shares held by me	I assent to the resolution	I dissent from the resolution
Ordinary Business				
1.	Adoption of Balance Sheet, Statement of Profit and Loss, Report of the Board of Directors and Auditors for the financial year ended March 31, 2019			
2.	Appointment of a director in place of MR. HARISHBHAI BHATT , who retires by rotation and being eligible, seeks re-appointment			
3.	Appointment of <u>M/S. CHANDABHOY & JASSOOBHOY</u> , as a statutory auditor of the company and to fix their remuneration			
Special Business				
4.	Appointment Of Mrs. Monika Chauhan, As A Non Executive Independent Woman Director Of The Company For Five Consecutive Years			
5.	Revision In Remuneration Of Mr. Jayesh Patel, Director Of The Company			
6.	Revision In Remuneration Of Mr. Harishbhai Bhatt, Director Of The Company			
7.	Reappointment Of Mr. Upendra Adhvaryu, As A Non Executive Independent Director Of The Company For Five Consecutive Years			
8.	Reappointment Of Mr. Somabhai Patel, As A			

PRATIKSHA CHEMICALS LIMITED

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	Non Executive Independent Director Of The Company For Five Consecutive Years.			
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PLACE: AHMEDABAD

DATE:

Signature of the shareholder

PRATIKSHA CHEMICALS LIMITED

3RD FLOOR H K COMPLEX,
OPP. DHARNIDHAR DERASAR,
VASNA,
AHMEDABAD - 380007
(T) 079-26632390, 26640071
www.pratikshachemicals.in

Email: exports@धारapratiksha.com

CIN: **L24110GJ1991PLC015507**

Name of the Sole / First Named Member : _____

Address of Sole / First Named Member : _____

Registered Folio Number : _____

Number of shares held : _____

Dear Member,

SUBJECT: PROCESS AND MANNER FOR AVAILING REMOTE E-VOTING FACILITY

Pursuant to provisions of section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management & Administration) Amendment Rules, 2015, and Regulation 44 of SEBI (listing Obligations and disclosure Requirements) regulations, 2015, the Company is pleased to offer remote e-voting facility to the members to cast their votes electronically as an alternative to participation at the 28TH Annual General Meeting of the Company to be held on 27th SEPTEMBER, 2019 at 3RD FLOOR H K COMPLEX, OPP. DHARNIDHAR DERASAR, VASNA, AHMEDABAD - 380007. The Company has engaged the services of Central Depository Services (I) Limited ("CDSL") to provide remote e-voting facilities. Remote e-voting means the facility to cast votes by a Member using electronic voting system from a place other than the venue of the AGM. The remote e-voting facility is available at the link <https://www.evotingindia.com>.

The electronic voting particulars are set out below:

PRATIKSHA CHEMICALS LIMITED

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EVEN (E-Voting Event Number)	User ID	Password / Sequence No.
190819059		

The remote e-voting facility will be available during the following voting period:

COMMENCEMENT OF REMOTE E-VOTING	END OF REMOTE E-VOTING
24 th September, 2019 (9:00 A.M.)	26 th September, 2019 (5:00 P.M.)

Please read the instructions printed below before exercising the vote. These details and instructions form integral part of the Notice for the Annual General Meeting to be held on 27TH SEPTEMBER, 2019.

MEMBERS ARE REQUESTED TO FOLLOW THE INSTRUCTIONS FOR REMOTE E-VOTING AS MENTION IN THE ANNUAL REPORT.

PRATIKSHA CHEMICALS LIMITED

.....ANNUAL REPORT 2018-19

ROUTE MAP TO THE VENUE OF AGM:

PRATIKSHA CHEMICALS LIMITED

3RD FLOOR H K COMPLEX,
OPP. DHARNIDHAR DERASAR, VASNA,
AHMEDABAD - 380007

