

**27th Annual General Meeting**

**ANNUAL  
REPORT  
2017-18**

# **SHAMROCK INDUSTRIAL COMPANY LIMITED**

**REGISTERED OFFICE: 146 TAKAI ADOSHI ROAD VILLAGE DHEKU, TAL. KHALAPUR,  
DIST. RAIGAD - 410203, MAHARASHTRA, INDIA**

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**SHAMROCK INDUSTRIAL COMPANY LIMITED**

CIN: L24239MH1991PLC62298

REGISTERED OFFICE: 146 TAKAI ADOSHI ROAD VILLAGE DHEKU, TAL. KHALAPUR,  
DIST. RAIGAD - 410203, MAHARASHTRA, INDIA**27th ANNUAL REPORT****BOARD OF DIRECTORS**

Shri. Kamlesh Khokhani	-	Managing Director
Shri. Kalpesh Khokhani	-	Director
Smt. Snehlata Khokhani	-	Director
Shri Ketan Parikh	-	Director
Shri Bhibhutinakaran Shribastak-		Director

**COMPANY SECRETARY & COMPLIANCE OFFICER:**

Ms. Surbhi Inani

**PRINCIPLE BANKERS:**

Kotak Mahindra Bank - Nariman Point Branch

**AUDITORS:****M/s. R. Soni & Co.**1509, Ghanshyam Enclave, New Link Road,  
Near Lalji Pada Police Chowki,  
Kandivali(West), Mumbai-400067**REGISTAR & TRANSFER AGENT:****Bigshare Services Pvt. Ltd.**

CIN : U99999MH1994PTC076534

1<sup>st</sup>Floor, Bharat Tin Works Building,  
Opp. Vasant Oasis, Makwana Road,  
Marol, Andheri (East), Mumbai 400059  
Board No. : 022 40430200, 022 40430295  
Email id: investor@bigshareonline.com  
Email id: bhagwan@bigshareonline.com**LISTING OF EQUITY SHARES:****Bombay Stock Exchange**Phiroze Jeejeebhoy Towers  
Dalal Street, Mumbai-400001  
Tel: 91-22-22721233/4 | 91-22-66545695**CORPORATE / COMMUNICATION ADDRESS:**83 – E, Hansraj Pragji Building,  
Off: Dr. E. Moses Road, Worli, Mumbai - 400018  
Email id: shamrockfin@gmail.com  
Website: www.shamrockindustrial.wordpress.com  
Tel: 022-40778879 / 84 | Fax: 022-24983300

**NOTICE** IS HEREBY GIVEN THAT THE 27th ANNUAL GENERAL MEETING OF THE MEMBERS OF M/S. SHAMROCK INDUSTRIAL COMPANY LIMITED WILL BE HELD ON SATURDAY, 29th SEPTEMBER, 2018, AT 10.30 A.M. AT REGISTERED OFFICE: 146 TAKAI ADOSHI ROAD VILLAGE DHEKU, TAL. KHALAPUR, DIST. RAIGAD - 410203, MAHARASHTRA, INDIA

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Standalone Financial Statements consisting of the Balance Sheet as at March 31, 2018, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the Explanatory Notes annexed to, and forming part of, any of the above documents together with the reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Shri Kalpesh Rameshchandra Khokhani (DIN:00322052), who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and, being eligible, offers himself for re-appointment.
3. To Re- Appoint Auditor and to fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as Ordinary Resolution.

**“Resolved That** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or reenactment(s) thereof, for the time being in force), M/s. R. Soni & Co., Chartered Accountants (Registration No: 130349W) be and are hereby appointed as Auditors of the Company for a term of 4 (four) consecutive years from the conclusion of this Annual General Meeting till the conclusion of the Thirty First Annual General Meeting from this Annual General Meeting, at such remuneration as shall be fixed by the Board of Directors of the Company.”

**SPECIAL BUSINESS:**

4. **Shifting of registered office from the District Raigad to Mumbai within same State.**

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

**“Resolved That** Pursuant to Provisions of section 12 and any other provisions of the Companies Act, 2013 and Companies (Incorporation) Rules, 2014 and any other applicable provisions, amendments, re-enactments thereto if any, the registered office of the company be and is hereby shifted from its present location at 146, Takai Adoshi Road Village Dheku, Tal. Khalapur, Dist. Raigad - 410203, Maharashtra to 83 – E, Hansraj Pragji Building, Off Dr. E. Moses Road, Worli, Mumbai - 400018, under the jurisdiction of Worli police station and Registrar of Companies.

**“Resolved Further That**, Board of Directors of the Company be and are hereby authorized jointly and severally to sign, execute any deeds, documents and file with the Registrar of Companies, Mumbai, the required e-form, and any other statutory body or if required verification of the situation of the registered office of the company.”

**REGISTERED OFFICE:**

146, Takai Adoshi Road Village Dheku,  
Taluka Khalapur, Dist. Raigad– 410203

**Date: 14/08/2018**

**By Order of the Board**

**Sd/-  
Kamlesh Khokhani  
(Director)**

**IMPORTANT COMMUNICATION TO MEMBERS – GREEN INITIATIVE IN CORPORATE GOVERNANCE**

The Ministry of Corporate Affairs (MCA) has taken a Green Initiative in Corporate Governance by allowing paperless compliances by the Companies and has issued a Circular stating that service of all documents including Annual Reports can be sent by e-mail to its Members. Your Company believes that this is a remarkable and environment friendly initiative by MCA and requests all Members to support in this noble cause.

The Company has already embarked on this initiative and proposes to send documents including Annual Reports in electronic form to the Members on the email address provided by them to the R&T Agent/the Depositories.

The Members who hold shares in physical form are requested to intimate/update their email address to the Company/R&T Agent while Members holding shares in demat form can intimate/update their email address to their respective Depository Participants.

Members are requested to further note that they will be entitled to be furnished, free of cost, the physical copy of the documents sent by e-mail, upon receipt of a requisition from them, any time, as a Member of the Company.

**Notes:**

1. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Business to be transacted at the meeting is attached hereto.
2. A MEMBER IS ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY AND VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS UPTO AND NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. FURTHER, MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON MAY

NOT ACT AS A PROXY FOR ANY OTHER PERSON OR MEMBER. THE INSTRUMENT APPOINTING PROXY MUST BE DEPOSITED AT THE REGISTERD OFFICE OF THE COMPNAY NOT LESS THAN 48 HOURS BEFORE THE TIME OF HOLDING THE MEETING.

3. Corporate Members are requested to send in advance duly certified copy of Board Resolution / power of attorney authorizing their representative to attend the annual general meeting.
4. Members/ proxies are requested to bring their copies of annual reports and the attendance slip duly completed and signed at the meeting, quote their respective folio numbers or DP ID and Client ID numbers for easy identification of their attendance at the meeting.
5. Pursuant to section 91 of the Companies Act, 2013 The Register of Members and the Transfer Book of the Company will remain closed from 18/09/2018 to 21/09/2018 (both days inclusive).
6. The Securities & Exchange Board of India (SEBI) has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form, are, therefore requested to submit their PAN to their Depository Participants with whom they are maintaining their Demat Account. Members holding their shares in Physical Form can submit their PAN details to the share transfer agent (M/s. Bigshare Services Private Limited) of the Company.
7. Members are requested to notify immediately any change in their address details to the Company's Registrar and share transfer agents for shares held in demat/physical form at: M/s. Bigshare Services Pvt. Ltd, at 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri (East), Mumbai - 400059
8. Pursuant to the provisions of Sections 101 and 136 of the Act read with 'The Companies (Accounts) Rules, 2014' electronic copy of the Annual Report for financial year 2017-2018 along with Notice of 27th Annual General Meeting of the company (including the Attendance Slip & Proxy Form) is being sent to all the members whose email id is registered with the Registrar/Depository Participant(s) unless any member has requested for a hard copy of the same. For members who have not registered their e mail address, physical copies of the Annual Report for the financial year 2017-2018 along with the notice of the 27th Annual general Meeting of the Company inter-alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Forms is being sent by other permissible modes.
9. Notice convening the 27th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members who hold shares in dematerialized mode and whose email addresses are registered with their respective Depository Participants. For those members who have not registered their email address, physical copies of the said Notice inter alia indicating the process and manner of e-voting along with attendance slip and proxy form is being sent in the permitted mode.
10. Members may also note that the Notice of the 27th Annual General Meeting and the Annual Report for 2017-2018 will also be available on the Company's website [www.shamrockindustrial.wordpress.com](http://www.shamrockindustrial.wordpress.com), which can be downloaded from the site. The physical copies of the aforesaid documents will also be available at the Company's registered office in Mumbai for inspection during normal business hours on all the working days except Saturdays and Sundays.
11. During the period beginning 24 hours before the time fixed for commencement of the meeting and ending with the conclusion of the meeting, members would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than 3 days' written notice is given to the Company.
12. Brief details of the Directors, who are seeking appointment / re-appointment, are annexed hereto as per the requirements of the Companies Act, 2013 and SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015. Members holding the equity shares under multiple folios in identical order of names are requested to consolidate their holdings into one folio.
13. Members holding the equity shares under multiple folios in identical order of names are requested to consolidate their holdings into one folio.

## **Procedure and Instruction for E-Voting:**

In compliance with provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014 and Listing Regulation, 2015, the Company provides to its members, the facility to exercise their right to vote on resolutions proposed to be considered at the 27th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

The facility for voting through ballot paper shall also be made available at the AGM and the members attending the meeting shall be able to exercise their right to vote at the meeting through ballot paper in case they have not casted their vote by remote e-voting.

The members who have casted their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

**The instructions for e-voting are as under:**

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

**Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>**

**Step 2: Cast your vote electronically on NSDL e-Voting system.**

**A detail on Step 1 is mentioned below:**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL Open web browser by typing the following URL: <https://www.evoting.nsdl.com/>
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need enter the ‘initial password’ and the system will force you to change your password.
  - c) How to retrieve your ‘initial password’?

If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.

If your email ID is not registered, your ‘initial password’ is communicated to you on your postal address.

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
  - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. After you click on the “Login” button, Home page of e-Voting will open.
9. Now, you will have to click on “Login” button

**A Detail on Step 2 is given below:****How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN 109082" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote

**General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [pankajtrivedicsllb@gmail.com](mailto:pankajtrivedicsllb@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

The e-voting period commences on Wednesday 26/09/2018 at 9:00 a.m. and ends on Friday, 28/09/2018 at 5:00 p.m. During this period, members of the company holding shares either in physical form or in dematerialized form, as on the cutoff / relevant date i.e. Saturday, 22/09/2018 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.

Once the vote on a resolution is cast by a member, he or she will not be allowed to change it subsequently.

Any person, who becomes a member of the Company after dispatch of the Notice of AGM and holding shares as of the cut-off date i.e., Saturday, 22/09/2018, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [shamrockfin@gmail.com](mailto:shamrockfin@gmail.com). However, if such member is already registered with NSDL for remote e-voting then he/she/it can use his/her/its existing user ID and password for casting the vote. The facility to reset the forgotten password is also provided by NSDL by using "Forgot User Details/Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, viz., Saturday, 22/09/2018 only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

Mr. Pankaj Trivedi, Company Secretary in practice, Mumbai has been appointed as the Scrutinizer by the Board of Directors of the Company to scrutinize the voting and e-voting process in a fair and transparent manner.

The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by the Chairman in writing, who shall countersign the same and declare the result of the voting forthwith.

The Results declared along with the report of the Scrutinizer will be placed on the website of the Company [www.shamrockindustrial.wordpress.com](http://www.shamrockindustrial.wordpress.com) and on the website of NSDL immediately after the declaration of results by the Chairman or by a person duly authorised. The results shall also be immediately forwarded to the BSE Limited, where the equity shares of the Company are listed.

**REQUEST TO MEMBERS**

Members are requested to send their question(s), if any, relating to the financial statements, shareholding, etc., to the Company Secretary/Chief Financial Officer at the Registered Office of the Company, on or before September 18, 2018, so that the answers/details can be kept ready at the Annual General Meeting.

**Annexure to the Notice****Explanatory Statement Pursuant To Section 102 Of The Companies Act 2013, Special Business:****Item No.4**

As per Provision of section 12 of the Companies Act, 2013 read with rule 22 of Chapter VII relating to be procedure to be followed for, shifting of registered office of Company outside the local limits of any city or town requires approval of the members by Special Resolution.

The Registered office of the Company is presently situated at 146 Takai Adoshi Road Village Dheku, Tal. Khalapur, Dist. Raigad - 410203, Maharashtra with a view to improve operational efficiency, the Board of Directors Considered and subject to approval of members, approved the proposal of shifting registered office to 83 – E, Hansraj Pragji Building, Off: Dr. E. Moses Road, Worli, Mumbai - 400018

The Board of Directors recommends the approval of special resolution. None of the Directors and the Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution of item No. 4

**REGISTERED OFFICE:**

146, Takai Adoshi Road Village Dheku,  
Taluka Khalapur, Dist. Raigad– 410203

**Date: 14/08/2018**

**By Order of the Board**

**Sd/-  
Kamlesh Khokhani  
(Director)**



**DETAILS OF THE DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT  
AT THE FORTHCOMING ANNUAL GENERAL MEETING  
(In pursuance of Regulation 36(3) of the LODR Regulation, 2015)**

**Details of directors seeking appointment and re-appointment at the ensuing Annual General Meeting**

Sr. No	Name of the Directors	Shri Kalpesh Rameshchandra Khokhani
1	Date of Birth	26/11/1969
2	Age	49 years
3	Date of Appointment	01/10/1994
4	PAN	AADPK6604M
5	DIN	00322052
6	No. of Equity shares held in the company (as on 31.03.2018 )	2,48,118
7	Qualifications	B.Com, DITM from US
8	Brief Profile	Mr. Kalpesh R. Khokhani is one of the co-founder of the Company, Aged 49 years. He is the one Director since 1994 who is driving the Company. He is a degree holder of Bachelor of Engineering in Chemical Engineering. He also holds a diploma in Business Management. He has more than 28 years of vast experience in Pharmaceutical and Chemical Industries backed by astute and dynamic leadership and Marketing qualities. He is also one of the Co-founder, Director and Promoter of other Shamrock Group of Companies, which are also mainly engaged in Pharmaceutical and Chemical Sector. He has got various recognition for mastering various good business tactics.
9	List of other Directorships (excluding Foreign Company)	1. Shamrock Finlease Limited 2. Shamrock Advertising And Publishing Company Pvt Ltd 3. Dukansh Trading Private Limited
10	Membership/Chairmanship of other Public Companies (includes only Audit Committee and Stakeholder Relationship Committee)	1. Nil
11	Relationships, if any between Directors, interest.	Brother of Mr. Kamlesh Khokhani and Co-Promoter.

## BOARD OF DIRECTORS' REPORT

**To  
The Members,**

Your Directors have pleasure in presenting the 27<sup>th</sup> Annual Report along with the Audited Accounts for the financial year ended March 31, 2018.

### **FINANCIAL RESULTS:**

Summary of the Company's financial performance for F.Y. 2017-2018 as compared to the previous financial year is given below:

Particulars	(Figures in Lacs)	
	F.Y. 2017 – 2018	F.Y. 2016 – 2017
Revenue from Operation	-	-
Revenue from other Income	3.27	0.31
<b>Total Revenue</b>	<b>3.27</b>	<b>0.31</b>
Profit before Dep. & Int.	(6.41)	(5.57)
Depreciation	-	-
Interest	-	-
Profit after Depreciation & Interest	(6.41)	(5.57)
Provision for Taxation	-	-
Provision for Tax (deferred)	-	-
Provision for Taxation for earlier year	-	-
Profit/ Loss after Tax	(6.41)	(5.57)
EPS	(0.05)	(0.103)

### **HIGHLIGHTS:**

Your Company's main activity is cornered in to dealers and manufacturing of pharmaceutical products and services. Since few years your Company is non-operative. The other income is nothing but the written off balances of the Company and the main reason of occurring losses is due to day to day routine Expenses.

The management of the Company wants to revive the Company and very optimistic regarding performance of the Company in future and taking every steps and making every efforts to turn the Company in to profitable organization.

### **DIVIDEND:**

During the year the company incurred losses; your directors have not recommended any dividend on Equity Shares for the year under review.

### **AMOUNTS TO BE TRANSFERRED TO RESERVES**

In the view of continuous losses no fund was transferred to General Reserve.

### **BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:**

The Composition of the Board during the year was as per the provisions of Regulation 17 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the Companies Act, 2013.

Pursuant to Section 152 of the Companies Act, 2013 Shri Kalpesh Rameshchandra Khokhani retires by rotation at the ensuing Annual General Meeting and being eligible offers himself for re-appointment. Your Board has recommended his re-appointment.

Late Smt Snehlata Khokhani has been passed away during the year under review on 19<sup>th</sup> March, 2018. The Board appreciates her valuable association with the Company.

As required under Regulation 36(3) of the LODR Regulation, 2015 with the stock exchanges, the information on the particulars of Directors proposed for appointment/re-appointment has been given in the notice of annual general meeting.

### **DEPOSITS:**

Your Company has not accepted any deposits within the meaning of Section 73 (1) and 74 of the Companies Act, 2013 read together with the companies (Acceptance of Deposits) Rules, 2014.

### **DIRECTORS' RESPONSIBILITY STATEMENT:**

In accordance with the provisions of Section 134 (3) (c) of the Companies Act, 2013, and based on the information provided by management, your Directors' state that:

- a) In the preparation of the annual accounts for the financial year ended 31st March, 2018 the applicable accounting standards have been followed.
- b) Accounting policies selected were applied consistently. Reasonable and prudent judgments and estimates were made so as to give a true and fair view of the State of affairs of the corporation as at the end of March 31, 2018 and of the profit of the Company for the year ended on that date.
- c) Proper and sufficient care to the best of their knowledge and ability for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- d) The Annual Accounts of the Company have been prepared on the ongoing concern basis.
- e) That they have laid down internal financial controls commensurate with the size of the Company and that such financial controls were adequate and were operating effectively.
- f) That system to ensure compliance with the provisions of all applicable laws was in place and was adequate and operating effectively.

**DECLARATION OF INDEPENDENCE BY DIRECTORS:**

The Independent Non-executive Directors of the Company, viz. Shri Ketan Bhupendrabhai Parikh and Shri Bibhutarayan Shribastak Ramlaish have affirmed that they continue to meet all the requirements specified under Regulation 16(1)(b) of the LODR Regulation, 2015 in respect of their position as an "Independent Director" of Shamrock Industrial Company Limited.

As per Regulation 25(7) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the details of the familiarization programmes for Independent Directors have been detailed out in the Corporate Governance Report forming part of the Annual Report and are also disclosed on the website of the Company at <https://shamrockindustrial.files.wordpress.com/2016/05/familiarisation-programme-of-independent-directors--shamrock.pdf>

The details of the meeting of Independent Directors are given in Corporate Governance Report forming part of the Annual Report.

**POLICIES ON DIRECTORS' APPOINTMENT AND REMUNERATION:**

The policies of the Company on Directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a Director and other matters provided under sub-section (3) of Section 178 of the Act is appended as **Annexure I** to this Report.

**EVALUATION OF BOARD OF DIRECTORS:**

Pursuant to the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the performance evaluation of the Independent Directors was completed.

The performance evaluation of the Chairman and the Non-Independent Directors was carried out by the Independent Directors. The Board of Directors expressed their satisfaction with the evaluation process.

The Board as a whole was evaluated on various parameters like Board Composition & Quality, Board Meetings and Procedures, adherence to the Code of Conduct etc. Based on each of the parameter, the Board of Directors formed an opinion that performance of Board as a whole has been outstanding.

**STATUTORY AUDITORS:**

M/s. R. Soni & Co., Chartered Accountants having Registration No. 130349W, who are Statutory Auditors of the Company hold office up to the forthcoming Annual General Meeting and are recommended for re-appointment for their second term for next four years to conduct audit the accounts of the Company up to Financial Year 2021-22. As required under the provisions of Section 139 of the Companies Act, 2013, the Company has obtained written confirmation from M/s. R. Soni & Co., that their appointment, if made, would be in conformity with the limits specified in the said Section.

**AUDITORS REPORT:**

Observations made in the Auditors' Report are self-explanatory and therefore do not call for any further comments under Section 134 (1) of the Companies Act, 2013.

**SECRETARIAL AUDIT:**

Pursuant to the requirements of Section 204(1) of the Act, and Rule 9 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s. Pankaj Trivedi & Co., Company Secretary in Practice to conduct the Secretarial Audit for the financial year 2017-18. The Secretarial Audit Report as received from M/s. Pankaj Trivedi & Co., is appended to this Report as **Annexure II**.

**COMMENTS ON REMARKS/OBSERVATION/QUALIFICATION MADE BY THE AUDITORS:**

M/s. Pankaj Trivedi & Co., Company Secretary in Practice, in his Secretarial Audit Report for financial year 2017-18 have drawn the attention of the management on some the non-compliances, which have been marked as qualification in his report. In connection with the same management herewith give the explanation for the same as follows:

- ✓ The main reason for no appointment of Chief Financial Officer and Internal Auditor is that the Company is in to non-operation since a decade and that the company has no business transactions. However company will appoint the Internal Auditors and CFO once the company will start operations. However currently the Management keep check on the internal controls and risk of the company upon guidance of statutory auditors of the company.
- ✓ The Company is regular in filling of various forms with the Registrar of Company, Mumbai, the Company will file the Form MGT-14 and MGT-7 for F.Y. 2014-15 and 2015-16 in due course of time. The main reason for pending filling was mainly due to oversight only.
- ✓ The promoters have begun to dematerilised their holding since last year almost 65% holding in demat. The main reason for delay in dematerialisation of shareholding is only due to administrative delay in opening demat accounts by the Depository Participants and Suspension of trading in the scrip of the Company. The promoters have informed that they will demat the balance holding before completion of this year. The company has also made requisite disclosures as required under SAST regulation as and when required and there was no change in promoter holding.
- ✓ It's a matter of fact that the trading in the scrip of the Company had been suspended by the Exchange due to non-compliances. The Company is under process of making good of said defaults. The Company has already made application for revocation of suspension of trading with the exchange with all pending dues and fees. The management is highly optimistic that the suspension will be revoked this year.
- ✓ The Company is non-operative since few years and the size of the Company is very small as compared to its peer group companies; the Company has also established Risk Management Policy in place to mitigate unforeseeable risks and frauds. The management things that Company has adequate internal control system commensurate with the size of the Company and the Statutory Auditor also conduct test audit on quarterly basis and submit the limited review certificate and draws the attention of the management on concerned matters. However the Management also ensures to strengthen the Internal Control System of the Company and will shortly appoint the Internal Auditor for conducting periodic internal audit in compliance of Section 138 of Companies Act, 2013.

#### **SHARE CAPITAL**

During the year under review, the Company has not issued any shares. The Company has not issued shares with differential voting rights. It has neither issued employee stock options nor sweat equity shares as on March 31, 2018.

#### **INDIAN ACCOUNTING STANDARDS (IND AS)**

The MCA notified its phase wise roadmap for the adoption of IND AS vide its notification dated February 16, 2015 announcing the companies (Indian Accounting Standards) Rules, 2015 for the application of IND AS. Accordingly, your company has adopted IND AS w.e.f. 01st April 2017.

#### **REPORTS ON CORPORATE GOVERNANCE AND MANAGEMENT DISCUSSION & ANALYSIS:**

The Company is committed to maintain the highest standards of Corporate Governance and adhere to the Corporate Governance requirements set out by SEBI.

In compliance with Regulation 34 and Schedule V of SEBI (LODR) Regulations 2015, report on the Corporate Governance, along with a certificate from the Statutory Auditors of the Company on compliance with the provisions is annexed and forms part of the Annual Report.

#### **PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:**

The particulars of contracts or arrangements with related parties referred to in Section 188(1), as prescribed in Form AOC - 2 are appended as **Annexure III**.

#### **EXTRACT OF ANNUAL RETURN:**

Pursuant to the requirements under Section 92(3) and Section 134(3) of the Act read with Rule 12 of Companies (Management and Administration) Rules, 2014, an extract of Annual Return in prescribed Form MGT-9 is given in the Report as **Annexure IV**.

#### **NUMBER OF MEETINGS OF THE BOARD:**

The details of the number of meetings of the Board held during the Financial Year 2017-18 forms part of the Corporate Governance Report.

#### **POSTAL BALLOT:**

No postal ballot was held during the year 2017-2018 .

#### **COMMITTEES OF THE BOARD:**

The Board of Directors has the following Committees:

1. Audit Committee
2. Nomination and Remuneration Committee
3. Stakeholders' Relationship Committee

The details of the Committees along with their composition, number of meetings and attendance at the meetings are provided in the Corporate Governance Report.

#### **SUBSIDIARY, JOINT VENTURE OR ASSOCIATE COMPANIES:**

The Company does not had subsidiary, joint venture or associate during the year and no company has become or ceased to be a subsidiary, joint venture or associate of the Company during the year.

#### **PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:**

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to Financial Statements.

#### **CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION:**

The particulars under the companies (Disclosure of Particulars in the Report of Board of Directors) Rules 1988, on conservation of energy and Technology absorption are not applicable.

#### **FOREIGN EXCHANGE:**

There is no inflow and outflow of Foreign Exchange.

#### **LISTING OF SHARES:**

Equity shares of your Company are listed on Bombay Stock Exchange only. The Company has also paid all outstanding Annual Listing fees from F.Y. 2010 to 2019.

#### **RISK MANAGEMENT AND INTERNAL CONTROLS:**

The Company has the risk management and internal control framework in place commensurate with the size of the Company. However Company is trying to strengthen the same. The details of the risks faced by the Company and the mitigation thereof are discussed in detail in the Management Discussion and Analysis report that forms part of the Annual Report.

#### **CORPORATE SOCIAL RESPONSIBILITY**

Pursuant to Section 135 of the Companies Act, 2013 and the relevant rules, the Company is not required to spend any amount towards CSR Expenditure as none of the thresholds limits as specified in Section 135 is crossed.

#### **PARTICULARS OF EMPLOYEES AND RELATED INFORMATION:**

In terms of the provisions of Section 197(12) of the Act read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, a statement containing the disclosures pertaining to remuneration and other details as required under the Act and the above Rules are as under. The disclosures as specified under Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2017-18, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2017-18 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	Remuneration Received (In Rs. Lakh)	% increase in Remuneration in the Financial year 2017-18	Ratio of remuneration of each Director to median remuneration of employees
1	Kalpesh Khokhani - (Chairman & Director)	Nil	Nil	Nil
2	Kamlesh Khokhani - (Managing Director)	Nil	Nil	Nil
3	Snehlata Khokhani - (Director)*	Nil	Nil	Nil
4	Surbhi Inani - (Company Secretary)	1.82	100	1.82

- There were only 4 employees on the role of Company as on March 31, 2018.
- The median remuneration of employees of the Company during the financial year was Rs. 1.82 Lakhs.
- Remuneration as shown above comprises of Salary, Leave Salary, Bonus, Leave Travel Assistance, Medical Benefit, House Rent Allowance, Perquisites and Remuneration on Cash basis

#### **VIGIL MECHANISM/WHISTLE BLOWER POLICY / POLICY FOR PREVENTION, PROHIBITION AND REDRESSAL OF SEXUAL HARASSMENT OF WOMEN AT WORKPLACE:**

The Company has established a vigil mechanism to provide appropriate avenues to the Directors and employees to bring to the attention of the Management, the concerns about behavior of employees that raise concerns including fraud by using the mechanism provided in the Whistle Blower Policy. The details of the said Policy are included in the Report on Corporate

Governance which forms part of the Annual Report. The company has framed policy in accordance with The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The policy of Whistle Blower Mechanism is available at company's website at <https://shamrockindustrial.files.wordpress.com/2016/05/whistle-blower-policy--shamrock-indl1.pdf>

During the financial year 2017-18, no cases under this mechanism were reported in the Company and any of its subsidiaries/ associates.

The Board has laid down a code of conduct for Board members & Senior Management Personnel as per Regulation 17 & 26 (3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 & has been posted on the website of the Company at <https://shamrockindustrial.files.wordpress.com/2016/05/code-of-conduct-for-directors-senior-management--shamrock1.pdf>

All the Board members & Senior Management Personnel have affirmed compliance with the said code of conduct for the year ended on 31st March, 2018.

**CEO AND CFO CERTIFICATION:**

As required by SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, the CEO and CFO Certification are provided in this Annual Report.

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

There are no significant and material orders passed by the Regulators/Courts that would impact the going concern status of the Company and its future operations.

**MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR TO WHICH THESE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT:**

No material changes and commitments affecting the financial position of the Company occurred during Financial Year 2017-18, till the date of this report. Further there was no change in the nature of business of the Company. Further there are no details in respect of frauds reported by auditors under section 143 of the Companies Act, 2013.

**ACKNOWLEDGEMENT:**

The Board of Directors wishes to express sincere thanks to Bankers, Shareholders, clients, Financial Institutions, customers, suppliers and employees of Companies for extending support during the year.

**FOR & ON BEHALF OF THE BOARD**

Sd/-  
**Kalpesh Khokhani**  
(Chairman & Director)

Sd/-  
**Kamlesh Khokhani**  
(Managing Director)

**Place: Mumbai**  
**Date: 14/08/2018**

## **Annexure - I**

# **POLICY ON SELECTION & APPOINTMENT OF DIRECTORS:**

### **Objective:**

Pursuant to the provisions of Section 178 of the Companies Act, 2013 (the Act), the Nomination and Remuneration Committee of a company is required formulate the criteria for determining the qualifications, positive attributes and independence of a director proposed to be appointed as a director on the board of the company. This Policy document records the criteria for selection and appointment of directors on the Board of the Company.

### **Scope:**

This Policy is applicable to selection and appointment of directors on the Board of the Company.

### **Criteria for selection of Directors:**

The Nomination and Remuneration Committee ('the Committee') of the Board of the Company to keep the following criteria in mind while assessing the suitability of an individual as a director on the Board of the Company:

- a. Demonstration of independence, integrity, high personal and professional ethics;
- b. Ability and willingness to commit sufficient time to the responsibilities as a Board member;
- c. Understanding of the Company's/Group's business and related industry;
- d. General understanding of marketing, finance, and other disciplines relevant to the business of the Company/ Group;
- e. Educational and professional background – professional qualification and/or experience of having run a business at senior management and decision making level;
- f. Age giving sufficient experience as well as length of service available;
- g. Ability to assessment the conflict of interest, if any;
- h. Personal accomplishments and ability to influence decisions.

The above are the broad parameters for assessing the candidate's suitability. The Committee has the discretion to apply additional or different criteria as it may deem fit.

The Committee shall assist the Board in ensuring Board nomination process with the diversity of gender, thought, experience, knowledge and perspective in the Board.

The Committee may also consider the contributions that a board candidate can be expected to make to the collective functioning of the Board based upon the totality of the candidate's credentials, experience and expertise, the composition of the Board at the time, and other relevant circumstances. The Committee will also keep in mind regulatory requirements in this regard.

An Independent Director can hold office for a term up to five consecutive years on the Board of the Company and he is 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 can hold office for more than two consecutive terms of five years, but such Independent Director is 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.

The Company may appoint or re-appoint any person as the Managing Director and/or Whole-time Director for a term not exceeding five years at a time. Further, they shall not be reappointed earlier than one year before the expiry of their term.

Persons to be considered for appointment as directors are selected by the Nomination and Remuneration Committee in accordance with the policies and principles above and under the Act and the Listing Agreement. The invitation to join the Board may be extended by the Chairman of the Board.

# POLICY ON PERFORMANCE EVALUATION & REMUNERATION OF THE DIRECTORS:

## Scope:

- All members of the Board of Directors

## Objective:

- To assist in the process of assessing the participation and contribution in the Board level deliberations by the directors of Shamrock Industrial Company Limited
- To monitor and evaluate the attainment of the Board objectives
- To provide the Directors an opportunity to reflect on, and assess their areas of strength and development.

## Key Evaluation Criteria:

- Providing effective leadership and strategic guidance to the management
- Understanding the Business, including the Risks and regulatory landscape
- Attendance at, and active engagement in the discussion of business performance, competitive landscape and strategies
- Development and monitoring of leadership teams
- Compliance focus and insistence on ethical business practices
- Nudging for long term focus areas such as Succession Planning, Business Continuity Planning etc.
- Management of conflicts in Board discussion
- Management of Conflict of Interest

## Evaluation Process for Independent Directors:

Shamrock Industrial Company Limited follows annual 360 degree evaluation for its Key Managerial Persons and other eligible employees including the senior management team. A process modeled on this method has been designed for evaluation of Directors. Under this process, the Company Management team will:

- help define criteria for evaluations
- formulate the process for evaluating and rating each Director
- design the evaluation templates/questionnaire and implementation process
- coordinate and collate feedback received from each Director
- analyze feedback received from each Director and prepare summary thereof
- share the evaluation summary with the Chairman of the Nomination and Remuneration Committee
- share the feedback with the Chairman of the Board

The above process will be implemented and controlled from the Chairman's office and the summary will be prepared without attributing any comment to the person who made it. Such summary of observations will be shared with the directors in confidence.

## Criteria for determination of Remuneration of Directors:

The Non-executive Directors and Independent Directors will receive remuneration by way of sitting fees for attending meetings of the Board and/or Committee thereof, as decided by the Board from time to time subject to the limits specified under the Companies Act, 2013 (the Act) including any amendments thereto. In addition to the sitting fees, the Non-executive and

Independent Directors may also be paid commission as may be determined by the Board subject to the limits specified under the Act.

The remuneration of Non-executive Directors and Independent Directors will be governed by the role assumed, number of meetings of the Board and the committees thereof attended by the directors, the position held by them as the Chairman and member of the committees of the Board and overall contribution to the business. Besides these, the determination of remuneration of independent directors will also depend on the external competitive environment, track record, individual performance of the directors and performance of the Company as well as the industry standards. The compensation structure of the Executive Director is also being reviewed by the Nomination and Remuneration Committee and approved by the Shareholders of the Company.



## Annexure - II

FORM No. 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 of Managerial Personnel) Rules, 2014]**

To,  
The Members,  
M/s. Shamrock Industrial Company Limited

I have conducted the Secretarial Audit of the of applicable compliance & statutory provisions and the adherence to corporate practices by **M/s. Shamrock Industrial Company Limited** (hereinafter called the 'Company') for the audit period covering the financial year from 01st April 2017 to 31st March 2018 ('the audit period'). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the 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, I hereby report that in my opinion, the company has, during the audit period complied with the statutory provisions listed hereunder (except mentioned in my report) 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.

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the **M/s. Shamrock Industrial Company Limited** for the financial year ended on 31st March, 2018 according to the provisions of:

1. The Companies Act, 2013 ('the Act') and the Rules made there under;
2. The Securities Contracts (Regulation) Act, 1956 and the Rules made there under;
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
4. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Overseas Direct Investment and External Commercial Borrowings;
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992:
  - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; **As the company has not issued any shares during the financial year under review; the said regulations was not applicable to the Company;**
  - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; **As the Company has not issued any shares/options to directors/employees under the said guidelines/regulations during the year under review, the said regulation was not applicable to the company;**
  - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **The Company has not issued any debt securities which were listed, the said regulation are not applicable to the company during the year under review;**
  - f) The Securities and Exchange Board of India (Registration to an Issue and Share Transfers Agents) Regulations, 1993; **The Company is not registered as Registrar to Issue and Share Transfer Agent during the year under review, the said regulation are not applicable to the company**
  - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **The equity shares of the company are neither delisted. Hence the provision of said regulation are not applicable to the company;**
  - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 - **The Company has not bought back or propose to buy-back any of its securities during the year under review, the said regulation are not applicable to the company;**
6. Having regards to the main object of the company and compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof on test-check basis, the following laws are also applicable on company;
  - i. The Water (Prevention And Control Of Pollution) Act, 1974
  - ii. The AIR (Prevention And Control Of Pollution) Act, 1981
  - iii. The Minimum Wages Act, 1948
  - iv. The Contract Labour (Regulation & Abolition) Act, 1970

- v. The Industrial Employment (Standing Orders) Act 1946
- vi. Maharashtra state Tax on Professions, Trades, Callings and Employments Act 1975;
- vii. The Equal Remuneration Act, 1976;

However the company is not in operation since last few years.

I have also examined compliance with the applicable clauses of the following

- Secretarial Standards with respect to Meeting of Board of Director(SS-1), General Meeting (SS-2) and Dividend (SS-3) issued by The Institute of Company Secretaries of India related to Board meetings, General Meeting and Dividend;
- The Listing Regulations Issued by the SEBI i.e. SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except the following observation:

I further report that during the audit period.

- 1) The Company has failed to appoint Chief Financial Officer within period of 6 months from the resignation of last Chief Financial Officer of the Company as required pursuant to Section 203 of the Companies Act, 2013.
- 2) The Company has not appointed Internal Auditor in terms of Section 138 of Indian Companies Act 2013 read with Rule 13 of Companies (Accounts) Rules, 2014.
- 3) The company has not filed Form MGT-7 for F.Y. 2014-15 and 2015-16.
- 4) The Company has yet to file form MGT-14 in connection with resolution passed by the Board meeting held on August 22, 2017 pursuant to exercise of Board power under section 179(3).
- 5) According to SEBI/Cir/ISD/3/2011 dated June 17, 2011, the entire holdings of the Promoters are needed to be in demat form only. However the promoters of the Company still have 10,03,982 shares of their total holding in physical form as on 31<sup>st</sup> March, 2018
- 6) The Disclosures as required under Regulation 30(2) and 30(3) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulation, 2011 was not made by the Mrs. Bharti Khokhani and Mr. Mahesh Khokhani and few disclosures had been revised by the promoters during the year under review.
- 7) At few instances the company has made delayed in reporting of information as required under regulation 30 of SEBI (LODR) Regulation, 2015 during the year under review.

I further report that:

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- Proper notice is given to all Directors to schedule the Board meetings in compliance with the provisions of Section 173(3) of the Companies Act, 2013, 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.
- Decisions at the meetings of the Board of Directors of the Company were carried through on the basis of majority. There were no dissenting views by any member of the Board of Directors during the period under review.
- 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.

I further Inform/report that during the year under review, the following events or actions had a major bearing on its affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.:

The company has no business transaction and is in to non-operation since last few years. The Company affairs and management are been operated from its corporate office. Further the trading in the scrip of the company has been suspended by the Bombay Stock Exchange w.e.f. 19<sup>th</sup> July, 2010 due to non-compliances of various clauses of the Listing Agreement. However the company has already made an application for revocation of suspension of trading and also paid pending listing fees.

I further report that during the audit period, there were no instances of:

- Public/Rights/Preferential issue of Shares/debentures/ sweat equity.
- Redemption/buy-back of securities.
- Merger/ amalgamation/ reconstruction etc.
- Foreign technical collaborations.

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.

**For Pankaj Trivedi & Co.,  
Practicing Company Secretary**

Sd/-  
**Pankaj Trivedi  
Proprietor  
CP No. 15301**

**Mumbai  
Dated: 14<sup>th</sup> August, 2018**

## **Annexure - A to the Secretarial Audit Report**

**To,  
The Members,  
M/s. Shamrock Industrial Company Limited**

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

### **Management's Responsibility**

1. It is the Responsibility of Management of the Company to maintain Secretarial records, device proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

### **Auditor's Responsibility**

2. I 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 the test basis to ensure that correct facts are reflected in Secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for our opinion.
3. I have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. Where ever required, I have obtained the Management representation about compliance of laws, rules and regulations and happenings of events etc.
5. The compliance of provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.

### **Disclaimer**

6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For Pankaj Trivedi & Co.,  
Practicing Company Secretary**

Sd/-  
**Pankaj Trivedi  
Proprietor  
CP No. 15301**

**Mumbai  
Dated: 14<sup>th</sup> August, 2018**

**Annexure - III****FORM AOC - 2****RELATED PARTY TRANSACTIONS:**

**(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 Act including certain arm's length transactions under third proviso thereto:

**1. Details of material contracts or arrangements or transactions not at arm's length basis:** Not Applicable

**2. Details of material contracts or arrangement or transactions at arm's length basis:**

Name of Related Party and nature of transactions	Nature of contract /arrangement /transactions	Duration of the contract/ arrangement/ transactions	Salient terms of contract /arrangement /transactions, including value, if any	Date(s) of approval by the Board	Amounts paid as advance(s), if any
Shamrock Pharmachemi Pvt Ltd	Borrowing from Group Company	Ongoing	Various Payment/expense/settlement have been made by SPCL on behalf of Company.	01.04.2015	5,13,019
Shamrock International Limited	Borrowing from Group Company	Ongoing	Various Payment/expense/settlement have been made by SIL on behalf of Company.	01.04.2015	1,82,770

\*The transactions above are not fall under definition of Related party transactions and not material one. However they are still being provided here for disclosure purpose.

**FOR & ON BEHALF OF THE BOARD**

Sd/-  
Kamlesh Khokhani  
(Managing Director)

Sd/-  
Kalpesh Khokhani  
(Director)

Place: Mumbai  
Date: 14/08/2018

## Annexure - IV

FORM MGT-9

## EXTRACT OF ANNUAL RETURN:

As on the Financial Year Ended on March 31, 2018

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

I REGISTRATION & OTHER DETAILS:		
i	CIN	L24239MH1991PLC062298
ii	Registration Date	01/07/1991
iii	Name of the Company	Shamrock Industrial Company Limited
iv	Category/Sub-category of the Company	Company Limited by Shares/ Indian Non-Government Company
v	Address of the Registered office & contact details	146 Takai Adoshi Road Village Dheku, Tal. Khalapur, Dist. Raigad - 410203, Maharashtra, India Tel: 022-40778879   Fax: 022-24983300 E-Mail- shamrockfin@gmail.com Website: <a href="https://shamrockindustrial.files.wordpress.com">https://shamrockindustrial.files.wordpress.com</a>
vi	Whether Listed Company	Yes
vii	Name, Address & contact details of the Registrar & Transfer Agent, if any.	<b>Bigshare Services Pvt. Ltd.</b> CIN : U99999MH1994PTC076534 E-2/3, Ansa Industrial Estate, Saki Vihar Road, Saki Naka, Andheri (East), Mumbai 400072. Tel No. : 022 40430200, 022 40430295 Email id: bhagwan@bigshareonline.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			
Sl. No.	Name & Description of main products/services	NIC Code of the Product /service	% to total turnover of the company
1	Trader of Pharmaceuticals Products	64990	0%

III PARTICULARS OF HOLDING, SUBSIDIARY & ASSOCIATE COMPANIES					
Sl. No	Name & Address of the Company	CIN/GLN	Holding/Subsidiary / Associate	% of Shares held	Applicable Section
1	None	-	-	-	-

IV. SHAREHOLDING PATTERN (Equity Share capital Break up as % to total Equity)									
Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year Ended				% of Change during the year
	01/04/2017				31/03/2018				
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
Individuals/ Huf	181375	397845	579220	10.67	793899	209642	1003541	18.49	7.82
Central Govt	0	0	0	0.00	0	0	0	0.00	0.00
State Govt(s)	0	0	0	0.00	0	0	0	0.00	0.00
Bodies Corp.	358980	970840	1329820	24.50	535480	794340	1329820	24.50	0.00
Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
Any Other....	0	0	0	0.00	0	0	0	0.00	0.00
Directors	0	0	0	0.00	0	0	0	0.00	0.00
Directors Relatives	0	424321	424321	7.82	0	0	0	(7.82)	0.00
<b>Sub Total (A)(1)</b>	<b>540355</b>	<b>1793006</b>	<b>2333361</b>	<b>42.98</b>	<b>1329379</b>	<b>1003982</b>	<b>2333361</b>	<b>42.98</b>	<b>0.00</b>
<b>(2) Foreign</b>									
NRI Individuals	0	0	0	0.00	0	0	0	0.00	0.00
Other Individuals	0	0	0	0.00	0	0	0	0.00	0.00
Bodies Corp.	0	0	0	0.00	0	0	0	0.00	0.00
Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
Any Other....	0	0	0	0.00	0	0	0	0.00	0.00
<b>Sub Total (A)(2):-</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>

<b>Total shareholding of Promoter (A) = (A)(1)+(A)(2)</b>	<b>540355</b>	<b>1793006</b>	<b>2333361</b>	<b>42.98</b>	<b>1329379</b>	<b>1003982</b>	<b>2333361</b>	<b>42.98</b>	<b>0.00</b>
<b>B. Public Shareholding</b>									
<b>(1) Institutions</b>									
Mutual Funds	0	0	0	0.00	0	0	0	0.00	0.00
Banks FI	0	0	0	0.00	0	0	0	0.00	0.00
Central Govt	0	0	0	0.00	0	0	0	0.00	0.00
State Govt(s)	0	0	0	0.00	0	0	0	0.00	0.00
Venture Cap Funds	0	0	0	0.00	0	0	0	0.00	0.00
Insurance Cos.	0	0	0	0.00	0	0	0	0.00	0.00
FII's	0	0	0	0.00	0	0	0	0.00	0.00
Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
Others (specify)	0	0	0	0.00	0	0	0	0.00	0.00
* U.T.I.	0	0	0	0.00	0	0	0	0.00	0.00
* Financial Institutions	0	0	0	0.00	0	0	0	0.00	0.00
* Government Companies	0	0	0	0.00	0	0	0	0.00	0.00
* State Financial Corporation	0	0	0	0.00	0	0	0	0.00	0.00
* Qualified Foreign Investor	0	0	0	0.00	0	0	0	0.00	0.00
* Any Other	0	0	0	0.00	0	0	0	0.00	0.00
* OTC Dealers (Bodies Corporate)	0	0	0	0.00	0	0	0	0.00	0.00
* Private Sector Banks	0	0	0	0.00	0	0	0	0.00	0.00
<b>Sub-total (B)(1):-</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
<b>(2) Non-Institutions</b>									
<b>(a) Bodies Corp.</b>									
(i) Indian	75676	5600	81276	1.50	67163	5600	72763	1.34	(0.16)
(ii) Overseas	0	80500	80500	1.48	0	80500	80500	1.48	0.00
<b>(b) Individuals</b>									
(i) Individual shareholders holding nominal share capital up to Rs. 1 Lakh	1550819	475898	2026717	37.34	15593320	475898	2035230	37.49	0.16
(ii) Individual shareholders holding nominal share capital in excess of Rs 1 Lakh	602401	81400	683801	12.60	602401	81400	683801	12.60	0.22
<b>(c) Others (specify)</b>									
* N.R.I.	40600	76800	117400	2.16	40600	76800	117400	2.16	0.00
* Foreign Corporate Bodies	0	0	0	0	0	0	0	0	0.00
* Trust	86165	0	86165	1.59	86165	0	86165	1.59	0.00
* Hindu Undivided Family	0	0	0	0.00	0	0	0	0.00	0.00
* Employee	0	0	0	0.00	0	0	0	0.00	0.00
* Clearing Members	19194	0	19194	0.35	19194	0	19194	0.35	0.00
* Depository Receipts	0	0	0	0.00	0	0	0	0.00	0.00
<b>Sub-total (B)(2):-</b>	<b>2374855</b>	<b>720198</b>	<b>3095053</b>	<b>57.02</b>	<b>2374855</b>	<b>720198</b>	<b>3095053</b>	<b>57.02</b>	<b>(0.00)</b>
<b>Total Public Shareholding (B) = (B)(1)+(B)(2)</b>	<b>2374855</b>	<b>720198</b>	<b>3095053</b>	<b>57.02</b>	<b>2374855</b>	<b>720198</b>	<b>3095053</b>	<b>57.02</b>	<b>(0.00)</b>
<b>C. TOT SHR held by Custodian for GDRs &amp; ADRs</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
<b>Grand Total(A+B+C)</b>	<b>29152104</b>	<b>2513204</b>	<b>5428414</b>	<b>100.00</b>	<b>3704234</b>	<b>1724180</b>	<b>5428414</b>	<b>100.00</b>	<b>(0.00)</b>

<b>ii) SHARE HOLDING OF PROMOTERS</b>								
Sl. No.	Shareholders Name	Shareholding at the beginning of the year 01/04/2017			Shareholding at the end of the year 31/03/2018			% 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	Kamlesh R.Khokhani	176203	3.25	0.00	176203	3.25	0.00	0.00
2	Kalpesh R.Khokhani	248118	4.57	0.00	248118	4.57	0.00	0.00
3	Snehlata R.Khokhani	303817	5.60	0.00	303817	5.60	0.00	0.00
4	Jitesh R.Khokhani	109203	2.01	0.00	109203	2.01	0.00	0.00
5	Sangini Kalpesh Khokhani	79000	1.46	0.00	79000	1.46	0.00	0.00
6	Sheetal Kamlesh Khokhani	75000	1.38	0.00	75000	1.38	0.00	0.00
7	Rameshchandra Khokhani	200	0.00	0.00	200	0.00	0.00	0.00
8	Shamrock Pharmaceuticals Pvt Ltd	651470	12.00	0.00	651470	12.00	0.00	0.00
9	Shamrock Pharmachemi Pvt Ltd	253900	4.68	0.00	253900	4.68	0.00	0.00
10	Shamrock Finlease Limited	294200	5.42	0.00	294200	5.42	0.00	0.00
11	Shamrock International Ltd	38000	0.70	0.00	38000	0.70	0.00	0.00
12	Shamrock Advertising & Publishing Co. Pvt Ltd	59950	1.10	0.00	59950	1.10	0.00	0.00
13	Dayaben Jamnadas Khokhani	6000	0.11	0.00	6000	0.11	0.00	0.00
14	Bharti Mahesh Khokhani	5000	0.09	0.00	5000	0.09	0.00	0.00
15	Mahesh Jamnadas Khokhani	1000	0.02	0.00	1000	0.02	0.00	0.00
16	J S Enterprise	32000	0.59	0.00	32000	0.59	0.00	0.00
17	J K International	300	0.01	0.00	300	0.01	0.00	0.00
	<b>Total</b>	<b>2333361</b>	<b>42.98</b>	<b>0.00</b>	<b>2333361</b>	<b>42.98</b>	<b>0.00</b>	<b>0.00</b>

<b>iii) CHANGE IN PROMOTERS' SHAREHOLDING AS ON THE F.Y. ENDED 31/03/2018</b>								
Sr. No.	Shareholder's Name	Shareholding		Date	Increase / Decrease in Share holding	Reason	Cumulative Shareholding during the year (01-04-17 to 31-03-18)	% of total Shares of the Company
		No. of Shares at the beginning	% of total Shares of the Company					
1	Nil	0	0.00	-	-	-	0	0.00

<b>iv) SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS (OTHER THAN DIRECTORS, PROMOTERS &amp; HOLDERS OF GDRS &amp; ADRS)</b>							
SI No.	Name	Share Holding at the beginning of the year 31/03/2017		Cumulative Shareholding during the year 31/03/2018		Type	
		No. of Shares	% of Total Shares of the company	No. of Shares	% change in share holding during the year		
1	Rajasekhar Guttikonda	115978	2.14	-	-	Transfer	
	18.09.2017	-115978	-2.14	-	-		
	19.09.2017	115978	2.14	115978	2.14		
	31/03/2018	115978	2.14	115978	2.14		
2	Official Liquidator High Court Calcutta Account CFL Capital Financial Services Ltd (In Liquidation)	86165	1.59	-	-	Transfer	
	18.09.2017	-86165	-1.59	-	-		
	19.09.2017	86165	1.59	86165	1.59		
	31/03/2018	-	-	86165	1.59		

3	Akshay Management Services Ltd	80000	1.47	-	-	N.A.
	31/03/2018	-	-	80000	1.47	
4	Guttikonda Ramesh Babu	40000	0.74	-	-	Transfer
	18.09.2017	-40000	-0.74	-	-	
	19.09.2017	40000	0.74	40000	0.74	
	31/03/2018	-	-	40000	0.74	
5	SanjeevMalhotra	30000	0.55	-	-	Transfer
	18.09.2017	-30000	-0.55	-	-	
	19.09.2017	30000	0.55	30000	0.55	
	31/03/2018	-	-	30000	0.55	
6	Gopal Moolchand Agarwal	29900	0.55	-	-	Transfer
	18.09.2017	-29900	-0.55	-	-	
	19.09.2017	29900	0.55	29900	0.55	
	31/03/2018	-	-	29900	0.55	
7	Piyush J Desai	29600	0.55	-	-	N.A.
	31/03/2018	-	-	29600	0.55	
8	D S Bindra	28568	0.53	-	-	Transfer
	18.09.2017	-28568	-0.53	-	-	
	19.09.2017	28568	0.53	28568	0.53	
	31/03/2018	-	-	28568	0.53	
9	Sushil Kumar Singh	28000	0.52	-	-	N.A.
	18.09.2017	-28000	-0.52	-	-	
	19.09.2017	28000	0.52	28000	0.52	
	31/03/2018	-	-	28000	0.52	
10	Kunjali Mahendra Khamesra	23402	0.43	-	-	N.A.
	18.09.2017	-23402	-0.43	-	-	
	19.09.2017	23402	0.43	23402	0.43	
	31/03/2018	-	-	23402	0.43	

**(V) SHAREHOLDING PATTERN OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

Sr. No.	Name of Director/KMP and Designation	Shareholding at the beginning of the year 01/04/2017		Cumulative Shareholding during the Year 31/03/2018	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1	Kamlesh Khokhani (Managing Director)	176203	3.25	176203	3.25
2	Kalpesh Khokhani (Director)	248118	4.57	248118	4.57
3	Snehlata Khokhani (Director)	303817	5.60	303817	5.60
4	Ketan Parikh (Director)	0	0.00	0	0.00
5	Bhibhutinarayan Shribastak (Director)	0	0.00	0	0.00
6	Surbhi Inani (Company Secretary)	0	0.00	0	0.00

**(Vi) INDEBTEDNESS**

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	0	4,53,98,140	0	<b>4,53,98,140</b>
ii) Interest due but not paid	0	0	0	<b>0</b>
iii) Interest accrued but not due	0	0	0	<b>0</b>
<b>Total (i+ii+iii)</b>	<b>0</b>	<b>4,53,98,140</b>	<b>0</b>	<b>4,53,98,140</b>
<b>Change in Indebtedness during the financial year</b>				
Additions	0	6,95,789	0	<b>6,95,789</b>
Reduction	0	0	0	<b>0</b>
<b>Net Change</b>	<b>0</b>	<b>6,95,78</b>	<b>0</b>	<b>6,95,78</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	0	4,60,93,929	0	<b>4,60,93,929</b>
ii) Interest due but not paid	0	0	0	<b>0</b>
iii) Interest accrued but not due	0	0	0	<b>0</b>
<b>Total (i+ii+iii)</b>	<b>0</b>	<b>4,60,93,929</b>	<b>0</b>	<b>4,60,93,929</b>



**Vii) REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL****A. Remuneration to Managing Director, Whole Time Directors and/or Manager:**

Sr. No.	Particulars of Remuneration	Name of MD/WTD/Manager	Total Amount
		Mr. Kamlesh Khokhani (Managing Director)	
1	Gross salary	-	-
	a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-
	b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-
	c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-
2	Stock Option	-	-
3	Sweat Equity	-	-
4	Commission	-	-
	- as % of profit	-	-
	- others, specify...	-	-
5	Others, please specify -	-	-
	Total (A)	-	-
	Ceiling as per the Act	-	-

**B. Remuneration to Other Directors**

Sr. No.	Particulars of Remuneration	Snehlata Khokhani	Kamlesh Khokhani	Bhibhutarayan Shribastak	Ketan Parikh
1	Independent Directors	-	-	-	-
	Fee for attending board committee meetings	-	-	-	-
	Commission	-	-	-	-
	Others (Fee for attending Independent Directors meeting)	-	-	-	-
	<b>Total (1)</b>	-	-	-	-
2	Other Non-Executive Directors	-	-	-	-
	Fee for attending board committee meetings	-	-	-	-
	Commission	-	-	-	-
	Others, please specify	-	-	-	-
	<b>Total (2)</b>	-	-	-	-
	<b>Total (B)=(1+2)</b>	-	-	-	-
	<b>Total Managerial Remuneration</b>	-	-	-	-

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

Sr. No.	Particulars Of Remuneration	Surbhi Inani Company Secretary	Total Amount
1	Gross salary	182970	182970
	a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	0	0
	b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-
	c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-
2	Stock Option	-	-
3	Sweat Equity	-	-
4	Commission	-	-
	- as % of profit	-	-
	- Others, specify...	-	-
5	Others, please specify -	-	-
	<b>Total</b>	182970	182970

<b>Viii. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES</b>					
Type	Section of the Companies Act	Brief Description	Details of Penalties/Punishment/Compounding fees imposed	Authority (RD/NCLT /Court)	Appeal made, if any (give details)
<b>COMPANY</b>					
Penalty			<b>None</b>		
Punishment					
Compounding					
<b>DIRECTORS</b>					
Penalty			<b>None</b>		
Punishment					
Punishment					
<b>OTHER OFFICERS IN DEFAULT</b>					
Penalty			<b>None</b>		
Punishment					
Compounding					

**FOR & ON BEHALF OF THE BOARD**

Sd/-  
Kalpesh Khokhani  
(Managing Director)

Sd/-  
Kamlesh Khokhani  
(Director)

Place: Mumbai  
Date: 14/08/2018

# REPORT ON CORPORATE GOVERNANCE

## INTRODUCTION:

Corporate Governance represents the value framework, rules, practices by which a Company conducts its business activities. Corporate Governance essentially involves balancing the interests of many stakeholders in a company which include its shareholders, management, customers, suppliers, financiers, government and the community.

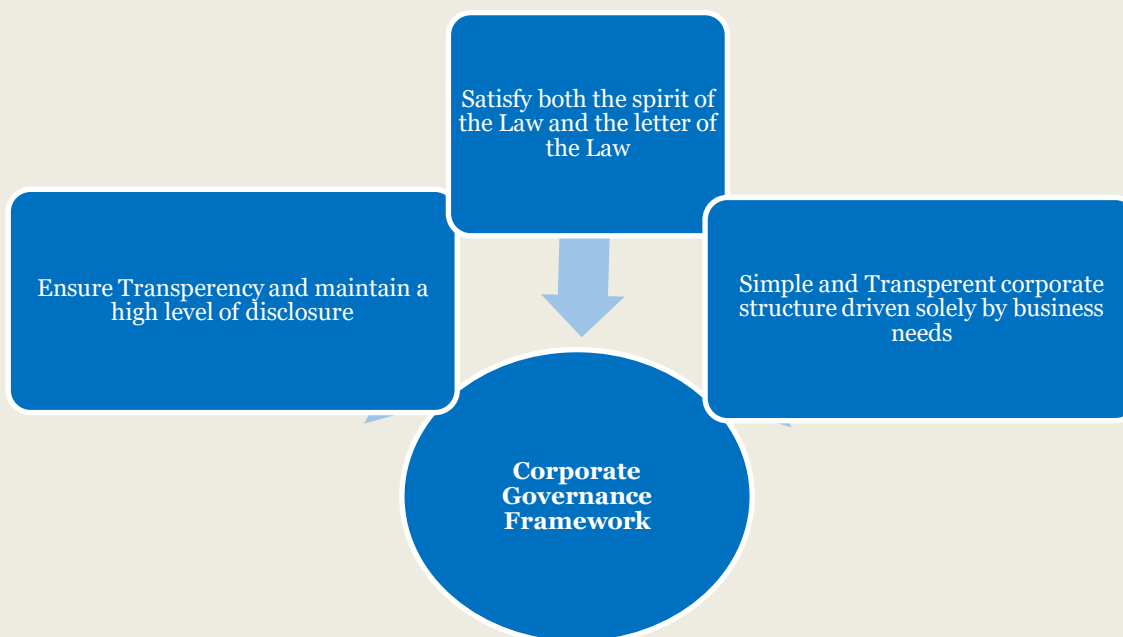
## COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE:

Though the Company is a suspended due to non-compliances but at Shamrock, we believe in adopting the best in class Corporate Governance practices and strive to improve them continuously. Company is under process of making application to the exchange for revocation of suspension of trading and making good of every defaults and non-compliance. We emphasize the importance of transparency and accountability in all our businesses. We believe good Corporate Governance is not just a principle but it is embedded in the manner every individual working in our companies conducts himself/herself.

Our actions are governed by our values and principles, which are reinforced at all levels within the Company. We are committed to doing things the right way which means taking business decisions and acting in a way that is ethical, in the interest of our stakeholders and is in compliance with applicable legislation. Our values reflect our continued commitment to ethical business practices across our operations.

Securities and Exchange Board of India has issued guidelines on the Corporate Governance for all listed companies. These are incorporated in Listing Regulations. At Shamrock, we have started diligently follow these guidelines.

Our multiple initiatives towards maintaining the highest standards of governance are detailed:



## BOARD OF DIRECTORS:

### **Composition of the board**

As on 31st March, 2018, the Company's Board of Directors comprised of five directors of which two are non-executive and independent directors and one is Non-Executive Director and one is Executive Director. Mr. Kamlesh Khokhani is the Managing Director. The Board also met the requirement of Woman Director as prescribed under Listing Regulations, 2015. However Mrs. Snehlata Khokhani, Women Director has been passed away on March 19, 2018. There was no change in Board apart from this.

The Board has received confirmation from the Non- Executive and Independent Directors that they qualify to be considered as independent as per the definition of 'Independent Director' stipulated in Regulation 16 (1)(b) of the Listing Regulations and Section 149(6) of the Companies Act, 2013 (hereinafter called "the Act"). None of the Directors of the Company is related to each other.

None of the Directors hold directorships in more than 20 companies. Further, any individual director's directorships in public companies do not exceed 10. None of the Directors is serving as a member of more than ten committees or as the Chairman of more than five committees across all the public companies of which he is a Director.

The number of directorships and committee Chairmanships/Memberships held by the Directors in other public companies as on March 31, 2018 are given below:

Sr. No.	Name of Director / KMP	Category	No. of Other Directorship	No. of equity shares held in company	Member/ Chairperson of the committee	
					Member	Chairman
1	Kamlesh Khokhani	Managing Director	0	248118	-	-
2	Kalpesh Khokhani	Non - Executive Director & Chairman	2	176203	2	-
3	Snehlata Khokhani#	Non - Executive Director	1	303817	1	-
4	Ketan Parikh	Independent Non - Executive Director	2	0	2	2
5	Bhibhutarayan Shribastak	Independent Non - Executive Director	0	-	2	-
6	Dhiraj Pedamkar*	Chief Financial Officer	0	-	-	-

Note: #Ceased to be director w.e.f. 19.03.2018 due to death and \* Resigned w.e.f. 22.08.2017

Directorships mentioned as above do not include directorships of private limited companies, companies under Section 8 of the Act and of companies incorporated outside India.

Positions in only the Audit Committee and Stakeholders' Relationship Committee are considered for the purpose of reckoning the number of Chairmanships and Memberships held by the Directors.

None of the Non-Executive Independent Directors has any material pecuniary relationship or transactions with the Company, other than the commission and sitting fees received by them for attending the meetings of the Board and its Committee(s) and professional fees received by the firm in which a Director is a partner.

### **BOARD MEETINGS:**

The Company holds at least four Board meetings in a year, one in each quarter, inter-alia, to review the financial results of the Company. The Company also holds additional Board Meetings to address its specific requirements, as and when required. All the decisions and urgent matters approved by way of circular resolutions are placed and noted at the subsequent Board meeting.

The Company circulates the agenda along with comprehensive notes well in advance before each meeting which, inter-alia, includes the following:

- Quarterly/Half Yearly/Annual financial results of the Company.
- Minutes of various committees of the Board.
- Regulatory notices/judgment/order being material in nature.
- Approvals on the sale of investments/assets of material nature etc.

During the financial year 2017-18 (6) Five Board Meetings were held. The maximum gap between two Board meetings was less than one hundred and twenty days.

The Board meetings were held on 10/04/2017, 30/05/2017, 05/08/2017, 22/08/2017, 14/12/2017, and 14/02/2018

The details of the attendance of the Board of Directors at the Board Meetings and the last Annual General Meeting (AGM) are as detailed herein below:

Sr. No	Name of Director	No. of Board Meetings held	No. of Board meetings entitle to attend	No. of Board meetings attended	Attendance at the last AGM
1	Kalpesh Khokhani	6	6	6	Yes
2	Kamlesh Khokhani	6	6	6	Yes
3	Snehlata Khokhani#	6	6	1	Yes
4	Ketan B Parikh@	6	5	5	Yes
5	Bhibhutarayan Shribastak@	6	5	5	Yes
6	Jayendra Sheth*	6	3	0	N.A.
7	Champaklal Chokshi*	6	3	0	N.A.

Note: #Ceased to be director w.e.f. 19.03.2018 due to death; \* Resigned w.e.f. 22.08.2017 and @appointed w.e.f. 10.04.2017

### **MEETING OF INDEPENDENT DIRECTORS:**

The Company's Independent Directors met on 31<sup>st</sup> March, 2018 without the presence of the Chairman & Whole Time Director and the Senior Management team. The meeting was attended by all the Independent Directors and inter alia discussed:

- The performance of Non-Independent Directors and the Board as a whole;

- The performance of the Chairperson of the Company, taking into account the views of Executive Directors and Non-Executive Directors; and
- The quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

### **CODE OF CONDUCT:**

The Company has adopted a Code of Conduct (“Code”) which applies to all the Board members and Senior Management Personnel of the Company. It is the responsibility of all Board members and Senior Management Personnel to familiarize them with Code and comply with its provisions. The Code has been circulated to all the members of the Board and Senior Management Personnel and they have confirmed compliance with the Code. A declaration signed by the Chairman and Managing Director to this effect is given below.

### **COMMITTEES OF THE BOARD:**

The Board Committees focus on specific areas mentioned in their terms of reference and make informed decisions within the authority delegated to them. Each Committee of the Board is guided by its terms of reference. The Committees also make specific recommendations to the Board on various matters required. All observations, recommendations and decisions of the Committees are placed before the Board for its information or approval. All the minutes of committee meetings are placed before the Board for its noting.

The Company has following Committees of the Board namely Audit committee, Nomination and Remuneration committee, Stakeholder’s Relationship Committee which enables the Board to deal with specific areas / activities that need a closer review and to have an appropriate structure to assist in the discharge of their responsibilities. The Board Committees meet at regular intervals and ensure to perform the duties and functions as entrusted upon them by the Board.

The terms of reference for each committee have been clearly defined by the Board. The minutes of the meetings and the recommendation, if any, of the committees are submitted to the Board for their consideration and approval.

The Company has following Committees of the Board. Specific terms of reference have been laid out for each of them.



### **AUDIT COMMITTEE AT GLANCE:**

In order to align with the provisions of Section 177 of the Companies Act, 2013 and Listing Regulation with the Stock Exchanges. The terms of reference of the Audit Committee includes the following:

### **SCOPE AND FUNCTION**

#### **The broad terms of reference of the Audit Committee, inter alia, include:**

The terms of reference of the Committee are aligned with the terms of reference provided under Section 177 of the Companies Act, 2013 and Para B of Part D of Schedule II of the Listing Regulations.

### **COMPOSITION**

The composition of the audit committee and the details of meetings attended by its members are given below:

Name	Category	Number of meetings during the financial year 2017-18		
		Held	Entitled	Attended
Ketan B Parikh@	Chairman	5	4	4
Bhibhutarayan Shribastak@	Member	5	4	4
Kamlesh Khokhani	Member	5	5	5
Jayendra Sheth*	Member	5	3	1
Champaklal Chokshi*	Chairman	5	3	1

Snehlata Khokhani*	Member	5	1	1
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Note: #Ceased to be director members of the committee w.e.f. 10.04.2017 and @ appointed as a members of the committee w.e.f. 10.04.2017

Five audit committee meetings were held during the year and the gap between two meetings did not exceed four months. The dates on which the said meetings were held are as follows: 03/04/2017, 30/05/2017, 22/08/2017, 14/12/2017, 12/02/2018. The necessary quorum was present for all the meetings.

During the year under review the constitution of audit committee has been changed w.e.f. 10.04.2017 and Mr. Ketan B Parikh has been inducted as a Chairman member in place of Mr. Champaklal Chokshi and Mr. Bhibhutarayan Shribastak as a member in place of Mr. Jayendra Sheth.

### **NOMINATION AND REMUNERATION COMMITTEE AT GLANCE:**

During the year under review, the terms of reference of Nomination and Remuneration Committee were expanded in order to align them with the provisions of Section 178 of the Companies Act, 2013 and Clause 49 of the Listing Agreement.

The composition of this Committee is in compliance with the requirements of Section 178 of the Companies Act, 2013 Para- A of Part D of Schedule II of the Listing Regulations and Regulation 19 of the Listing Regulations.

- ❖ To formulate criteria for evaluation and evaluate the performance of every director, including the Independent Directors;
- ❖ To identify and recommend to the Board, in accordance with the criteria as laid down, appointment/reappointment/removal of the Executive /Non- Executive Directors and the senior management of the Company;
- ❖ Recommend to the board appointment of key managerial personnel (“KMP” as defined by the Act) and executive team members of the Company (as defined by this committee).
- ❖ Carry out evaluation of every director’s performance and support the board and independent directors in evaluation of the performance of the board, its committees and individual directors.
- ❖ This shall include “formulation of criteria for evaluation of independent directors and the Board”
- ❖ On an annual basis, recommend to the board the remuneration payable to the directors and oversee the remuneration to executive team or key managerial personnel of the Company.
- ❖ To monitor and handle any other matter relating to framing/administration of SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme Guidelines, 1999 or any amendments thereof;
- ❖ Any other function as may be mandated by the Board or stipulated by the Companies Act, 2013, SEBI, Stock Exchanges or any other regulatory authorities from time to time.
- ❖ Performing such other duties and responsibilities as may be consistent with the provisions of the committee charter.

### **COMPOSITION:**

The composition of the nomination & remuneration committee and the details of meetings attended by its members are given below:

Name	Category	Number of meetings during the financial year 2017-18		
		Held	Entitled	Attended
Ketan B Parikh@	Chairman	1	0	0
Bhibhutarayan Shribastak@	Member	1	0	0
Kamlesh Khokhani*	Member	1	1	1
Jayendra Sheth*	Member	1	1	0
Champaklal Chokshi*	Chairman	1	1	0
Snehlata Khokhani	Member	1	1	1

Note: #Ceased to be director members of the committee w.e.f. 10.04.2017 and @ appointed as a members of the committee w.e.f. 10.04.2017

During the year, one meetings of the nomination and remuneration committee was held i.e. 10.04.2017.

During the year under review the constitution of audit committee has been changed w.e.f. 10.04.2017 and Mr. Ketan B Parikh has been inducted as a Chairman member in place of Mr. Champaklal Chokshi and Mr. Bhibhutarayan Shribastak as a member in place of Mr. Jayendra Sheth.

### **REMUNERATION PAID TO DIRECTORS DURING THE PERIOD ENDED 31<sup>ST</sup> MARCH, 2018:**

Name	Salary	Commission	Sitting Fees	Contribution to Various Funds	Total
Kalpesh Khokhani	0	0	0	0	0
Kamlesh Khokhani	0	0	0	0	0
SnehlataKhokhani	0	0	0	0	0
Ketan B Parikh	0	0	0	0	0
Bhibhutarayan Shribastak	0	0	0	0	0
Jayendra Sheth	0	0	0	0	0
Champaklal Chokshi	0	0	0	0	0

None of the other non-executive director holds any shares, convertible instruments or stock options in the company. As on 31<sup>st</sup> March 2018, there are no outstanding options granted to any of the Directors of the Company.

### **STAKEHOLDERS' RELATIONSHIP COMMITTEE AT GLANCE:**

#### **Terms of Reference:**

In terms of Section 178 of the Companies Act, 2013 and the Listing Agreement, the Board re-named the then "Investors' Grievance Committee" as the "Stakeholders' Relationship Committee". The remit of the Committee is to consider and resolve the grievances of the security holders of the Company, including complaints relating to transfer and transmission of securities, non-receipt of dividends, and such other grievances as may be raised by the security holders from time to time.

❖ The Stakeholders' Relationship Committee met 2 times during the financial year 2017-18 i.e. on 30.05.2017 and 14.12.2017.

Name	Category	Number of meetings during the financial year 2017-18		
		Held	Entitled	Attended
Ketan B Parikh@	Chairman	2	2	2
Bhibhutinarayan Shribastak@	Member	2	2	2
Kamlesh Khokhani	Member	2	2	2
Jayendra Sheth*	Member	2	0	0
Champaklal Chokshi*	Chairman	2	0	0
Snehlata Khokhani*	Member	2	0	0

Note: \*Ceased to be director members of the committee w.e.f. 10.04.2017 and @ appointed as a members of the committee w.e.f. 10.04.2017

During the year under review the constitution of audit committee has been changed w.e.f. 10.04.2017 and Mr. Ketan B Parikh has been inducted as a Chairman member in place of Mr. Champaklal Chokshi and Mr. Bhibhutinarayan Shribastak as a member in place of Mr. Jayendra Sheth.

#### **Details of investor complaints received and redressed during the year 2017-18 are as follows:**

Opening balance	Received during the year	Resolved during the year	Closing balance
0	0	0	0

The Company is under process to resolve the said complaint.

### **DISCLOSURES:**

During the period, there were no transactions materially significant with Company's promoters, directors or management or subsidiaries or their relatives that may have potential conflict with the interests of the Company at large. Details of Non Compliance by the Company, penalties strictures imposed on the Company by Stock Exchanges or any statutory authority, on any matter related to capital markets, during the last three years – None.

### **LISTING AGREEMENT:**

The Listing Agreement entered into by the company with BSE limited on 27<sup>th</sup> May, 2017 pursuant to SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 effective from 1st December, 2015.

### **DETAILS OF SUBSIDIARY AND ASSOCIATE COMPANIES:**

The Company does not have any Subsidiary and Associate Companies as on 31<sup>st</sup>March, 2018.

### **POLICY DETERMINING MATERIAL SUBSIDIARIES AND RELATED PARTY TRANSACTIONS:**

Pursuant to requirements of Listing Regulations, 2015 the Company has adopted the policy determining material subsidiaries and the policy on related party transactions and the said policies are available on the Company's website at the following link [https://shamrockindustrial.wordpress.com/material-subsidary-related-party-transaction-policy-\\_shamrock-2/](https://shamrockindustrial.wordpress.com/material-subsidary-related-party-transaction-policy-_shamrock-2/)

### **DISCLOSURE ON MATERIAL RELATED PARTY TRANSACTIONS**

No materially significant related party transactions have been entered into during financial year 2017-18. Thus, Disclosure in Form- AOC-2 is not required for the company.

### **POLICY FOR PROHIBITION OF INSIDER TRADING:**

In accordance with Regulation 9 of SEBI Regulations, 2015, the Company has framed a Policy on preservation of documents approved by the Board of Directors of the Company. The Policy is intended to define preservation of documents and to provide

guidance to the executives and employees working in the Company to make decisions that may have an impact on the operations of the Company. It not only covers the various aspects on preservation of the Documents, but also the safe disposal/destruction of the Documents. The Policy have been uploaded on the Company's web-site at the following link <https://shamrockindustrial.wordpress.com/code-of-conduct-for-directors-senior-management--shamrock-2/>

### **POLICY FOR DETERMINATION OF MATERIALITY OF EVENTS AND INFORMATION AND ARCHIVAL POLICY:**

In accordance with Regulation 30 of SEBI Regulations, 2015, the Company has framed a Policy on Determination of Materiality for Disclosures to disclose events or information which, in the opinion of the Board of Directors of the Company, are material. Further the Company has an Archival Policy in line with the requirements of SEBI Regulations to ensure that information relating to the Company is adequately disclosed on its web-site as required by law. The Policy have been uploaded on the Company's web-site at the following link <https://shamrockindustrial.wordpress.com/>

### **PRESERVATION OF DOCUMENTS**

In accordance with Regulation 9 of SEBI Regulations, 2015, the Company has framed a Policy on preservation of documents approved by the Board of Directors of the Company. The Policy is intended to define preservation of documents and to provide guidance to the executives and employees working in the Company to make decisions that may have an impact on the operations of the Company. It not only covers the various aspects on preservation of the Documents, but also the safe disposal/destruction of the Documents.

The Policy have been uploaded on the Company's web-site at the following link <https://shamrockindustrial.wordpress.com/>

### **VIGIL MECHANISM/WHISTLE BLOWER POLICY:**

The Vigil Mechanism/Whistle Blower Policy has been adopted to provide appropriate avenues to the employees to bring to the attention of the management, the concerns about any unethical behavior, by using the mechanism provided in the Policy. In cases related to financial irregularities, including fraud or suspected fraud, the employees may directly approach the Chairman of the Audit Committee of the Company. We affirm that no director or employee has been denied access to the Audit Committee during financial year 2017-18. The Policy provides that no adverse action shall be taken or recommended against an employee in retaliation to his/her disclosure in good faith of any unethical and improper practices or alleged wrongful conduct. This Policy protects such employees from unfair or prejudicial treatment by anyone in the Group.

The Policy have been uploaded on the Company's web-site at the following link <https://shamrockindustrial.wordpress.com/whistle-blower-policy--shamrock-indl-2/>

### **GENERAL BODY MEETING:**

- a) Location, date and time of the Annual General Meetings held during the last three years held during the last year are given below:

Financial Year	Type of Meeting	Location	Meeting Date and Time
2016-17	26 <sup>th</sup> AGM	146 TakaiAdoshi Road Village Dheku, Tal. Khalapur, Dist. Raigad – 410203	26 <sup>th</sup> Sept, 2017 At 11.30 a.m.
2015-16	25 <sup>th</sup> AGM	146 TakaiAdoshi Road Village Dheku, Tal. Khalapur, Dist. Raigad – 410203	30 <sup>th</sup> Sept, 2016 At 11.30 a.m.
2014-15	24 <sup>th</sup> AGM	146 TakaiAdoshi Road Village Dheku, Tal. Khalapur, Dist. Raigad – 410203	30 <sup>th</sup> Sept, 2014 At 11.30 a.m.

- b) No Extra Ordinary General Meeting was held during the year.

- c) No Postal Ballot was conducted by during the year.

### **MEANS OF COMMUNICATION:**

Effective communication of information is an essential component of Corporate Governance. It is the process of sharing information, ideas, thoughts, opinions and plans to all stakeholders which promotes management – shareholder relations. The Company regularly interacts with its members through multiple channels of communication such as results announcement, annual reports, media releases, and Company's website and through green initiatives.

### **GENERAL INFORMATION FOR MEMBERS**

#### **A. 27th Annual General Meeting:**

Day & Date	Time	Venue
Saturday, 29th September, 2018	10.30 a.m.	146 TakaiAdoshi Road Village Dheku, Tal. Khalapur, Dist. Raigad - 410203



**B. Financial Calendar (2018-19)**

Particulars	Period
Financial Year	April 1,2018 to March 31 2019
<b>For consideration of Unaudited/Audited Financial Results</b>	
Results for quarter ending June 30, 2018	14 <sup>th</sup> August, 2018
Results for quarter ending September 30, 2018	On or before November 14, 2018
Results for quarter ending December 31, 2018	On or before February 14, 2019
Results for quarter ending March 31, 2019	On or before May 30, 2019
Annual General Meeting for the year ending March 31, 2019	On or before September 30, 2019

**C. Book Closure Date**

The Company's Share Transfer Books and Register of Members of equity shares shall remain closed from the 18/09/2018 to 21/09/2018, (both days inclusive).

**D. Share Transfer System**

Share transfers in physical form are processed by the Registrar and Transfer Agents, **Bigshare Services Private Limited** and are approved by the Stakeholders Relationship Committee of the Company or the authorized signatories of the Company. Share transfers are registered and returned within 15 days from the date of lodgment if documents are complete in all respects. The depository system handles share transfers in dematerialized form.

**E. Dividend payment date:** Not applicable

F.a) Listing of Equity Shares: Bombay Stock Exchange

b) Listing fees is not paid to the Bombay stock exchange Limited due to suspension of trading.

G. a) BSE Scrip Code: **531240**

b) Demat ISIN Numbers in NSDL & CDSL **INE022F01015** for Equity Shares

**H. Dematerialization of Shares**

The Company's shares are available for demat on both the depositories, viz, National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL). Percentages of Shares held in physical and dematerialized form as on 31st March, 2018 are as follows:

Mode	No. of Shares	% Shares
Physical Form	1525738	28.11%
with NSDL	1699111	31.30%
with CDSL	2203565	40.59%
<b>Total</b>	<b>5428414</b>	<b>100%</b>

**I. MARKET PRICE SENSITIVE INFORMATION**

The monthly 'high' and 'low' closing prices of the shares traded during the period from April 2017 to March 2018 on BSE are given below:

Month	High	Low	Close	No. of Shares traded
April 2017	-	-	-	-
May 2017	-	-	-	-
June 2017	-	-	-	-
July 2017	-	-	-	-
August 2017	-	-	-	-
September 2017	-	-	-	-
October 2017	-	-	-	-
November 2017	-	-	-	-
December 2017	-	-	-	-
January 2018	-	-	-	-
February 2018	-	-	-	-
March 2018	-	-	-	-

Note: No trading was done on BSE platform due to suspension of trading throughout the year.

**J. SHAREHOLDING PATTERN OF THE COMPANY AS ON 31ST MARCH, 2018**

Category		No. of Shares held	% of Shareholding
<b>A</b>	<b>Promoter's Holding</b>		
1	Promoters		
	- Indian Promoters	2333361	42.98%
	- Foreign Promoters	0	0
2	Persons acting in concert	0	0.00%
	<b>Sub – Total</b>	<b>2333361</b>	<b>42.98%</b>
<b>B</b>	<b>Non-Promoter's Holding</b>		
3	Institutional Investors	0	0
a)	Mutual Funds and UTI	0	0
b)	Banks, Financial Institutions, Insurance Companies (Central/State Govt. Institutions/Non-Government Institutions)	0	0
<b>C</b>	<b>FII's</b>	0	0
	<b>Sub – Total</b>	<b>0</b>	<b>0</b>
4	Other Cl. Member	19194	0.35%
a)	Private Corporate Bodies	72763	1.34%
b)	Indian Public	2719031	50.09%
c)	NRI's	117400	2.16%
d)	Over See Body Corporate	80500	1.48%
e)	Trust	86165	1.59%
	<b>Sub-Total</b>	<b>3095403</b>	<b>57.02%</b>
	<b>Grand Total</b>	<b>5428414</b>	<b>100.00%</b>

**K. Distribution of shareholding as on 31st March, 2018**

No. of Shares held	No. of Shareholders	% to total Shareholders	In Rs.	% to total Shares
Up to 5000	1252	54.06	3165210	5.83
5,001 - 10,000	574	24.78	4817840	8.88
10,001 - 20,000	221	9.54	3573340	6.58
20,001 - 30,000	71	3.07	1877590	3.46
30,001 - 40,000	41	1.77	1458980	2.69
40,001 - 50,000	36	1.55	1745170	3.21
50,001 - 1,00,000	68	2.94	5268560	9.71
1,00,001 And Above	53	2.29	32377450	59.64
<b>TOTAL</b>	<b>2361</b>	<b>100</b>	<b>5428414</b>	<b>100</b>

**Share Capital Audit**

As required by the Securities and Exchange Board of India (SEBI), quarterly audit of the Company's share capital is being carried out by a Practicing Company Secretary with a view to reconcile the total share capital admitted with NSDL and CDSL and held in physical form, with the total issued and listed capital of the Company. The certificate received from the Practicing Company Secretary is submitted to BSE and is also placed before the Stakeholder Relationship Committee on a quarterly basis.

**Share Transfer / Transmission System & Process**

Transfer of shares in physical form is processed by the Company's Registrars & Transfer Agents (RTA) generally within fifteen days from the date of receipt, provided the transfer/transmission in physical form after they are processed by the RTA are submitted to the Company for the necessary approval.

The Chairman transfer/transmission requests received in physical form from time to time. Investors may kindly take note that SEBI has mandated that in case of securities market transactions and off market/private transactions involving transfer of shares of a listed company in physical mode, it shall be compulsory for the transferee(s) to furnish a copy of the PAN card to the Company/RTA, together with the transfer documents for registering transfer of such shares.

**Means of Communication**

At Shamrock effective communication of information is an essential component of Corporate Governance. It is the process of sharing information, ideas, thoughts, opinions and plans to all stakeholders which promotes management – shareholder relations. The Company regularly interacts with its members through multiple channels of communication such as results announcement, annual reports, media releases, and Company's website and through green initiatives.

**Intimation to Stock Exchange** - Your Company believes that all the stakeholders should have access to adequate information about the Company. All information, which could have a material bearing on the share prices, is released at the earliest to the BSE in accordance with the requirements of listing agreement.

**Company's Website**- The Financial Results was also displayed on the Company's website <https://shamrockindustrial.wordpress.com/> the Company also keeps on updating its website with other relevant information,

as and when required. The company did not make any official news releases nor made any presentations to the institutional investors or analysts, during the period under review.

**Newspapers Publications-**The Financial Results and other Communications of the Company were normally published in 2 papers i.e. English 'Active Times' and 'MUM Lakshwadeep'.

**Annual Report-**Annual Report containing, inter alia, the Standalone Financial Statements, Directors' Report, Auditors' Report and other important information is circulated to members of the Company prior to the AGM. The Report on Management Discussion and Analysis forms part of the Annual Report. The Annual Report of the Company is also available on the website of the Company in a user friendly and downloadable format.

### **Investor Correspondence**

For Transfer / Dematerialization of Shares, payment of dividend on shares, interest and redemption of debentures and any other query relating to the shares and debenture of the Company.

#### **M/s. Bigshare Services Pvt Ltd**

CIN : U99999MH1994PTC076534

E- 2, Ansa Indl Estate, Saki Vihar Road,

Andheri(E), Sakinaka, Mumbai, Maharashtra 400072

Board No. : 022 40430200 | Direct No. : 022 40430295 | Mobile No.: 7045454390

Email: Bhagwan@bigshareonline.com

#### **For Any other query**

#### **M/s. Shamrock Industrial Company Limited**

**CIN: L24239MH1991PLC062298**

**Regd Off:** 146 TakaiAdoshi Road Village Dheku,

Tal. Khalapur, Dist. Raigad- 410203

**Corp Off:** 83 - E, Hansraj Pragji Building,

Off. Dr. E. Moses Road, Worli, Mumbai - 400018

**Tel: 022-40778879 | 022-40778876**

**Website: [www.shamrockindustrial.wordpress.com](http://www.shamrockindustrial.wordpress.com)**

**Email Id: [shamrockfin@gmail.com](mailto:shamrockfin@gmail.com)**

# MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Your Directors are pleased to present the Management Discussion and Analysis Report for the year ended 31st March, 2018.

The Management Discussion and Analysis have been included in consonance with the Code of Corporate Governance as approved by The Securities and Exchange Board of India (SEBI). Investors are cautioned that these discussions contain certain forward looking statements that involve risk and uncertainties including those risks which are inherent in the Company's growth and strategy. The company undertakes no obligation to publicly update or revise any of the opinions or forward looking statements expressed in this report consequent to new information or developments, events or otherwise.

The management of the company is presenting herein the overview, opportunities and threats, initiatives by the Company and overall strategy of the company and its outlook for the future. This outlook is based on management's own assessment and it may vary due to future economic and other future developments in the country.

The operational performance and future outlook of the business has been reviewed by the management based on current resources and future development of the Company.

## **INDUSTRY STRUCTURE AND DEVELOPMENTS:**

### **Pharmaceutical Sector Overview - Global**

As per IMS, global spending on medicines is expected to reach \$1.4 trillion by FY 2020, representing an increase of 29- 32% from FY 2015. The drivers of this growth will be diverse. In developed markets, brands will be instrumental, while in the pharmacy markets it will be driven by better usage and offset by patent expiries. Among the other key drivers to this growth trend are an ageing population and rising occurrence of chronic diseases. Technology and product innovation, increase in government funding and insurance coverage, and the positive impact of healthcare improvement provisions will also contribute. Going forward, by FY 2020, specialty medicines will command an increased share of spending – estimated at 36% in developed markets and 12% in Pharmacy.

USA spending on medicines will reach \$560-590 billion in FY 2020, seeing an increase of 34% over FY 2015. This growth will be driven by innovation, invoice price increases and exclusivity-loss impact. Generic medicines will continue to be the mainstay of the prescription medicine usage in the USA, rising from 88% to 91-92% of all dispensed prescriptions by FY 2020. However, an increasing share of medicines will be paid for by Medicare, Medicaid, and other government funded or mandated programme each imposing substantial discounts from list prices.

Growth in spending on medicines in pharmacy markets is expected to reach \$125 billion by 2020 driven primarily by wider use of medicines. According to IMS Health, Africa is the world's second fastest growing pharmaceutical market which is expected to reach \$30 billion by FY 2017 and \$45 billion by FY 2020. The growth will be fuelled by increasing economic wealth and demand for treatments for chronic diseases in more urban, middle-class population.

### **Growth Drivers**

#### **Ageing population**

Globally the average human life span has increased considerably over the last few decades. Though, more infections and diseases have come along with this longevity growth. The aim going forward is to avoid infections and maintain health so that these populations can enjoy better lives.

#### **Changing lifestyles**

Hectic daily schedules have led to unhealthy eating habits, lack of exercise, less sleep, and other challenging lifestyle choices. This has resulted in high obesity rates, poor digestion, delusions, breathing difficulties, and other physical problems. Health supplements have been introduced as a cure for all these issues, to reduce the chance of getting sick, and meet daily nutritional needs through vitamins and minerals.

#### **Increased income and chronic diseases**

The middle class has been growing in both the emerging and developed markets. People in these markets have more disposable income and expect better healthcare solutions. Chronic disease cases have risen in number. This has made people become more reliant on medications and health supplements.

#### **Increasing role of Government**

Governments' pivotal and growing role as a regulator and market-shaper in the global healthcare sector cannot be understated. Around the globe, several governments are presenting broad reforms to cut costs and improve the quality of their health care systems.

### **Pharmaceutical Sector Overview - India**

The Indian pharmaceutical industry ranks 14th in the world by value of pharmaceutical products. A significant increase in domestic consumption due to the higher incidence of lifestyle diseases, increasing health awareness, growing population, greater penetration in rural markets, and a nascent, yet fast growing health insurance industry, are some factors influencing the growth of the pharmaceutical market. Moreover, the country's low-cost production base and the patent cliff in the global arena significantly support the export market which plays an important role in the growth of the industry. The percentage contribution of the generic pharmaceutical market to the world is expected to increase from 28.5% in FY 2013 to 36% in FY 2017. India currently ranks fourth in the world among the highest generic pharmaceuticals producers and contributes 20% of global generic drug exports. Lifestyle segments such as cardiovascular, diabetes, CNS, oncology will continue to be fast growing owing to increased urbanization and change in lifestyle patterns. (Source: IBEF and Pharmexcil)

The Indian pharmaceuticals market is the third largest in terms of volume and thirteenth largest in terms of value#. Branded generics dominate the pharmaceuticals market, constituting nearly 70 to 80 per cent of the market. India is the largest provider of generic drugs globally with the Indian generics accounting for 20 per cent of global exports in terms of volume. Of late, consolidation has become an important characteristic of the Indian pharmaceutical market as the industry is highly fragmented.

India enjoys an important position in the global pharmaceuticals sector. The country also has a large pool of scientists and engineers who have the potential to steer the industry ahead to an even higher level. Presently over 80 per cent of the antiretroviral drugs used globally to combat AIDS (Acquired Immuno Deficiency Syndrome) are supplied by Indian pharmaceutical firms.

The UN-backed Medicines Patent Pool has signed six sub-licences with Aurobindo, Cipla, Desano, Emcure, Hetero Labs and Laurus Labs, allowing them to make generic anti-AIDS medicine TenofovirAlafenamide (TAF) for 112 developing countries.

### **SUBSIDIARY COMPANY:**

As there are no subsidiaries of the Company, Investment made in Subsidiaries is NIL.

### **SEGMENT-WISE PERFORMANCE:**

Though the company is not in operation since few years. The Company operates in single reported segment.

### **THREATS, RISKS AND CONCERNS:**

#### **Changing global political and economic conditions**

Risk of exposure to various external political and economic conditions exists as well as natural disaster that may hit the Company's work performance and capability to achieve its objectives. Additionally, the Company operates across a broad range of markets and these markets have the potential to come across natural disasters that could impact business operations. The extent of the Company's portfolio and geographic footprint support in mitigating our coverage to any specific localised risk to a certain degree. External uncertainties are carefully measured when developing strategy and reviewing performance.

#### **Competition Risk**

The Company's products face intense competition from products of other pharmaceutical companies in India and abroad and introduction of new products by competitors may impair the Company's competitive advantage and lead to erosion of revenues. The Company has unique capabilities to innovate on product offerings across the market customized as per their needs, which gives it an edge over its competition.

#### **Foreign Exchange Risk**

The Company derives majority of its revenue in foreign currency, exposing it to fluctuations in currency movements. Such a scenario makes earnings volatile. The Company has laid down a foreign exchange risk policy as per which senior management team reviews and manages the foreign exchange risks in a systematic manner, including regular monitoring of exposures, proper advice from market experts, hedging of exposures, etc. The Company's currency hedging strategies have helped minimize volatility and have helped buffer the impact of currency exchange rate fluctuations.

#### **Regulatory Risk**

The Company's operations subject it to compliance with a broad range of decrees and regulatory controls on the development, manufacturing, testing, approval, distribution and marketing of its pharmaceutical products. The Company works globally in complex legal and regulatory environments that often differ among jurisdictions. As the rules and regulations transform or as governmental interpretation of those rules and regulations develop, there is a possibility for the conduct of the Company to be called into question. The Company's internal control framework is designed to help ensure we hold fast to legal and regulatory requirements through constant evaluation. The Company has implemented several mechanisms to monitor and support compliance with legal and regulatory requirements.

**INTERNAL CONTROL SYSTEM & ADEQUACY:**

The company has adequate internal control system commensurate with its size and business. Company Complies with all Applicable statutes, policies, procedures, listing requirements and management guidelines. It Adheres to applicable accounting standards and polices.

**HUMAN RESOURCE:**

The Company has excellent combination of experienced and talented employees. The Company also undertakes on regular basis various training programmers to keep its employees updated on new technical developments and information which directly results in optimum capacity utilization and cost effectiveness. The Company's relation with its employees continues to be cordial. The Company always reciprocates commitment to its employees in order to motivate them to perform the best.

**OUTLOOK:**

Outlook The Indian Pharmaceutical Industry has been an important component of the pharmacy sector globally due to the recent changes in patent laws, the rising use of generics, cost competitiveness, and availability of the large scientific talent pool. The outlook for the Pharmaceutical industry remains largely positive over the next few years. India is the largest supplier of cost effective generic medicines to the developed world. With the varied range of medicines available for exports and with the availability of the largest number of approved pharmaceutical manufacturing facilities, India is all set to become the leader of pharmaceutical exports to the world. The augment of pharmaceutical outsourcing and investments by multinational companies, allied with the country's growing economy, persistent health insurance segment and better healthcare facilities, is expected to drive the market's growth.

**CAUTIONARY STATEMENT:**

Statements in foregoing paragraphs of this report describing the current industry structure, outlook, opportunities, etc., may be construed as "forward looking statements", based on certain assumptions of future events over which the Company exercises no control. Therefore, there can be no guarantee as to their accuracy. These statements involve a number of risks, uncertainties and other factors that could cause actual results to differ materially from those that may be implied by these forward looking statements.

## **CEO/CFO Certification**

**Compliance Certificate under Regulation 17(8) of SEBI (Listing Obligations & Disclosure Requirements) Regulation, 2015**

- A. I, Kamlesh Khokhani, Managing Director of the Company, have reviewed the financial statements and the cash flow statement for the year and that to the best of our knowledge and belief:
- 1) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - 2) These statements together present a true and fair view of the listed entity's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violate Company's code of conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- D. We have indicated to the Auditors and the Audit Committee
- 1) Significant changes in internal control over financial reporting during the year;
  - 2) Significant changes in accounting policies during the year and that the same have been disclosed in the Notes to the financial statements; and
  - 3) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the listed entity's internal control system over financial reporting.

**For and on behalf of the Board**

Sd/-  
**Kalpesh Khokhani**  
(Managing Director)

Date:30/05/2018  
Place: Mumbai

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### **CERTIFICATE FOR ADHERENCE TO THE CODE OF CONDUCT [PURSUANT TO REGULATION 17(8) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015]**

#### **Declaration by the Director**

In accordance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, of the listing agreement with the stock exchange, I hereby confirm that, all the Directors and senior management personnel of the Company to whom the code of conduct is applicable have affirmed the compliance of the said code during the financial year ended March 31, 2018.

**For and on behalf of the Board**

Sd/-  
**Kalpesh Khokhani**  
(Managing Director)

Date:30/05/2018  
Place: Mumbai

**CERTIFICATE OF COMPLIANCE WITH THE CORPORATE GOVERNANCE  
Requirements under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

To the Members of  
**Shamrock Industrial Company Limited**

We have examined the compliance of conditions of Corporate Governance by **Shamrock Industrial Company Limited** ("the Company") for the financial year ended March 31, 2017 as stipulated in Regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) and para C, D and E of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – *Is not applicable to the Company*.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to a review of the procedures and implementation thereof, adopted by the Company for ensuring the compliance with the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company. We have examined the books of account and other relevant records and documents maintained by the Company for the purpose of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.

We have carried out the examination of the relevant records of the Company in accordance with the Guidance Note on Certification of Corporate Governance issued by the Institute of Chartered Accountants of India (ICAI), the Standards on Auditing specified under Section 143(10) of the Companies Act, 2013 in so far as applicable for the purpose of this certificate.

In our opinion and to the best of our information and according to the explanations given to us and based on the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the Regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) and para C, D and E of Schedule V of the SEBI Listing Regulations during the year ended March 31, 2018, *except as mentioned in Secretarial Audit Report for the year*.

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.

**For Pankaj Trivedi & Co.,**  
**Practicing Company Secretary**  
**C P No.: 15301**

**Sd/-**  
**Pankaj Trivedi**  
**Proprietor**  
**ACS No.: 30512**

**Place: Mumbai**  
**Date: 14/08/2018**



# Independent Auditor's Report

To the Members of  
Shamrock Industrial Company Limited

## Report on the Ind AS Financial Statements

We have audited the accompanying Ind AS financial statements of Shamrock Industrial Company Limited ('the Company'), which comprise the balance sheet as at 31st March 2018, the statement of profit and loss (including other comprehensive income), the statement of cash flows and the statement of changes in equity for the year then ended 31st March 2018 and a summary of the significant accounting policies and other explanatory information (herein after referred to as "Ind AS financial statements").

## Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Ind AS financial statements that give a true and fair view of the financial position, financial performance 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 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 there under.

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

An audit involves performing procedures to obtain audit evidence about the amount and the 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. 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.

## Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including the Ind AS, of the financial position of the Company as at 31st March 2018, and its financial performance including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

## Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of 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.
2. As required by Section 143(3) of the Act, we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b) In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;

- c) The balance sheet, the statement of profit and loss, 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 comply with the Accounting Standards specified under Section 133 of the Act read with relevant rule issued thereunder;
- e) On the basis of the written representations received from the directors as on 31st March 2018 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2018 from being appointed as a director in terms of Section 164 (2) of the Act;
- 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 has disclosed the impact of pending litigations on its financial position in its Ind AS financial statements.
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any foreseeable losses; and
  - iii. There were no amounts which were required to be transferred to the Investors Education and Protection Fund by the Company.

**For R Soni & Co.**  
**Chartered Accountants**  
**Firm's registration number: 130349W**

**Sd/-**  
**Rajesh Soni**  
**Partner**  
**Membership No.133240**

**Place: Mumbai**  
**Date- 30/05/2018**

## **ANNEXURE A TO THE AUDITORS' REPORT**

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

- (i)
  - (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
  - (b) The Company has a regular program of physical verification of its fixed assets by which fixed assets are verified in a phased manner over a period of one years. In accordance with this program, certain fixed assets were verified during the year and no material discrepancies were noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.
- (ii) (a) There are no inventories held by the Company.
- (iii) (a) The Company has granted loans to one party covered in the register maintained under section 189 of the Companies Act, 2013 ('the Act'),
  - (b) In the case of the loans granted to any parties in the register maintained under section 189 of the act, the borrowers have been regular in the payment of the interest as stipulated. The terms of arrangements do not stipulate any repayment schedule and the loans are repayable on demand. Accordingly, paragraph 3(ii) (b) of the order is not applicable to the company in respect of payment of the principal amount.
  - (c) There are no overdue amounts for period of more than ninety days in respect of the loans granted to the bodies corporate listed in the register maintained under section 189 of the act.
- (iv) In our opinion and according to the information and explanations given to us, the Company has complied with provision of section 185 and 186 of Act, with respect to the loan and investment made.
- (v) The Company has not accepted any deposits during the year within the meaning of the provisions of section 73 to 76 or any other relevant provisions of the Companies Act and the rules framed there under.

- (vi) The Central Government has not prescribed the maintenance of cost records under section 148 (1) of the Act, for any of the services rendered by the Company
- (vii) (a) According to the information and explanations given to us and on the basis of our examination of the records, the Company is regular in depositing undisputed statutory dues including provident fund, income tax, service tax, cess and other material statutory dues with the appropriate authorities. As explained to us, the Company did not have any dues on account of sales tax, wealth tax, duty of customs, value added tax, employees' state insurance and duty of excise.
- (b) According to the information and explanation given to us, there is no dispute pending in respect of dues of provident fund/sales tax/wealth tax/service tax/custom duty/excise duty/cess/value added tax, were in arrears as at 31st march, 2018 for a period of more than six month from the date they became payable.
- (viii) The Company did not have any outstanding dues to financial institutions, banks or debenture holders during the year
- (ix) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3 (ix) of the Order is not applicable.
- (x) According to the information and explanations given to us, no material fraud on or by the Company has been noticed or reported during the course of our audit.
- (xi) According to the information and explanations given to us and based on our examination of the record of the Company, managerial remuneration has been paid.
- (xii) In our opinion and according to the information and explanations given to us, the company is not Nidhi Company. Accordingly paragraph 3(xii) of Order is not applicable.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the Ind AS financial statements as required by the applicable accounting standards.
- (xiv) The company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review.
- (xv) According to the information and explanations given to us and based on our examination of the record of the Company, the company has not entered into any non-cash transactions with directors or persons connected with him.
- (xvi) The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

**For R Soni & Co.**  
**Chartered Accountants**  
**Firm's registration number: 130349W**

**Sd/-**  
**Rajesh Soni**  
**Partner**  
**Membership No.133240**

**Place: Mumbai**  
**Date- 30/05/2018**

## **ANNEXURE B TO THE AUDITORS' REPORT**

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

We have audited the internal financial controls over financial reporting of Shamrock Industrial Company Limited ('the Company') as of 31st-Mar-2018 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

### **Management's Responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**Auditors' Responsibility**

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

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

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

**Meaning of Internal Financial Controls Over Financial Reporting**

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

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

**Opinion**

In our opinion, the company has, in all material respects, an adequate internal financial control system over financial reporting and such internal financial controls over financial reporting were operating effectively as at march 31,2018, based on the internal control over financial reporting criteria established by the company considering the essential components of internal control stated in the guidance note on audit of internal financial control over financial reporting issued by the institute of chartered accountant of India.

**For R Soni & Co.**  
**Chartered Accountants**  
**Firm's registration number: 130349W**

**Sd/-**  
**Rajesh Soni**  
**Partner**  
**Membership No.133240**

**Place: Mumbai**  
**Date- 30/05/2018**

# Shamrock Industrial Company Limited

## BALANCE SHEET AS AT 31st March, 2018

(In Rupees)

Particulars	Note No.	As at 31 March, 2018	As at 31 March, 2017	As at 1st April, 2016
<b>ASSETS</b>				
(1) Non - Current Assets				
(a) Property, Plant and Equipment	2	10,505,518	10,485,645	10,485,645
(b) Capital work - in - progress	3	34,235,645	34,235,645	34,235,645
(c) Other Intangible Assets		-	-	-
(d) Intangible assets under development		-	-	-
(e) Financial assets				
(i) Investments	4	30,860,990	30,860,990	30,860,990
(f) Other tax assets (Net)	5	205,999	205,999	368,152
(g) Other non - current assets	6	6,020	-	-
(h) Deferred tax Asset		-	-	-
<b>Total Non - Current Assets (A)</b>		<b>75,814,172</b>	<b>75,788,279</b>	<b>75,950,432</b>
(2) Current Assets				
(a) Inventories		-	-	-
(b) Financial assets				
(i) Trade receivables		-	-	-
(ii) Cash and cash equivalents	7	85,397	88,231	79,029
(iii) Bank balances other than (ii) above		-	-	-
(iv) Loans		-	-	-
(v) Other financial assets	8	432,320	432,320	439,939
(c) Other tax assets (Net)		-	-	-
(d) Other current assets		-	-	-
<b>Total Current Assets (B)</b>		<b>517,718</b>	<b>520,552</b>	<b>518,968</b>
<b>TOTAL ASSETS (A+B)</b>		<b>76,331,890</b>	<b>76,308,831</b>	<b>76,469,401</b>
<b>EQUITY AND LIABILITIES</b>				
<b>EQUITY</b>				
(a) Equity share capital	9	54,284,140	54,284,140	54,284,140
(b) Other Equity	10	(25,000,158)	(24,358,445)	(23,800,905)
<b>Total Equity (A)</b>		<b>29,283,982</b>	<b>29,925,695</b>	<b>30,483,235</b>
<b>LIABILITIES</b>				
(1) Non Current Liabilities				
(a) Financial Liabilities				
(i) Other financial liabilities		-	-	-
(b) Provisions		-	-	-
(c) Deferred tax Liabilities (Net)	11	-	327,261	327,261
<b>Total Non Current Liabilities (B)</b>		<b>-</b>	<b>327,261</b>	<b>327,261</b>
(2) Current Liabilities				
(a) Financial Liabilities				
(i) Borrowings	12	46,093,929	45,398,140	45,077,816
(i) Trade payables	13	953,979	578,841	502,195
(ii) Other financial liabilities		-	-	-
(b) Other current liabilities		-	-	-
(c) Provisions		-	-	-
(d) Current tax liabilities (Net)	14	-	78,894	78,894
<b>Total Current Liabilities (c)</b>		<b>47,047,908</b>	<b>46,055,875</b>	<b>45,658,905</b>
<b>TOTAL EQUITY AND LIABILITIES (A+B+C)</b>		<b>76,331,890</b>	<b>76,308,831</b>	<b>76,469,401</b>

The accompanying Notes 1 to 24 are integral part of these Financial Statements.

As per our report of even date attached.

FOR R SONI & COMPANY

CHARTERED ACCOUNTANTS

Firm Registration Number: 130349W

FOR SHAMROCK INDUSTRIAL COMPANY LIMITED

Sd/-  
Rajesh Soni

PARTNER

MEMBERSHIP NO. 133240

Sd/-  
Kamlesh Khokhani  
Managing Director

Sd/-  
Kalpesh Khokhani  
Director

PLACE : MUMBAI  
DATED : 30/05/2018

Sd/-  
Ketan Parikh  
Director

Sd/-  
Surbhi Inani  
Company Secretary

# Shamrock Industrial Company Limited

## Statement of Profit and loss for the year ended 31st March, 2018

(In Rupees)

Particulars	Note	2017-2018	2016-2017
Revenue from operations		-	-
Other income	15	327,261	31,298
<b>Total Income</b>		<b>327,261</b>	<b>31,298</b>
<b>Expenses</b>			
Operating Expenses		-	-
Purchases of Stock - in - Trade	32	-	-
Changes in inventories of Finished goods		-	-
Excise Duty on sales of goods		-	-
Employee benefit expenses	16	182,970	45,000
Finance Cost		-	-
Depreciation & amortization expenses	1	-	-
Other Expenses	17	786,004	543,838
<b>Total Expenses</b>		<b>968,974</b>	<b>588,838</b>
Profit before exceptional items & tax		(641,713)	(557,540)
Exceptional Items		-	-
Profit/(Loss) before tax		(641,713)	(557,540)
Less: Tax expenses			
(1) Current tax			
of Current year		-	-
of Earlier years		-	-
(2) Deferred tax		-	-
Profit for the period	A	(641,713)	(557,540)
Other Comprehensive Income			
A. (i) Items that will be reclassified to profit or loss		-	-
(ii) Income tax relating to items that will be reclassified to		-	-
B. (i) Items that will not be reclassified to profit or loss		-	-
(ii) Income tax relating to items that will not be reclassified to		-	-
	B	-	-
Total Comprehensive Income for the period (Comprising Profit	(A+B)	(641,713)	(557,540)
Earning per equity share (Face Value of Rs. 10/- each)	18		
(1) Basic		-0.05	-0.04
(2) Diluted		-0.05	-0.04

The accompanying Notes 1 to 24 are integral part of these Financial Statements.

**As per our report of even date attached.**

**FOR R SONI & COMPANY**  
**CHARTERED ACCOUNTANTS**

**Firm Registration Number: 130349W**

**FOR SHAMROCK INDUSTRIAL COMPANY LIMITED**

Sd/-  
**Rajesh Soni**  
**PARTNER**  
**MEMBERSHIP NO. 133240**

Sd/-  
**Kamlesh Khokhani**  
**Managing Director**

Sd/-  
**Kalpesh Khokhani**  
**Director**

**PLACE : MUMBAI**  
**DATED : 30/05/2018**

Sd/-  
**Ketan Parikh**  
**Director**

Sd/-  
**Surbhi Inani**  
**Company Secretary**

# Shamrock Industrial Company Limited

## CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2018

(In Rupees)

PARTICULARS	2017-18		2016-17	
<b>A) CASH FLOW FROM OPERATING ACTIVITIES</b>				
Net Profit before tax & Extraordinary Items		(641,713)		(557,540)
Adjustment for:				
Depreciation /Amortisation	-		-	
Interest Expenses	-	-	-	-
<b>OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES</b>		(641,713)		(557,541)
ADJUSTMENTS FOR WORKING CAPITAL CHANGES :				
Other Non-current Assets	(6,020)		169,772	
Trade Payables	375,138		76,646	
Short Term Borrowings	695,789		320,324	
Other Current Liabilities	(406,155)		-	
Cash Generated from Operations		658,752		566,742
Direct Taxes paid		17,039		9,201
<b>NET CASH FROM OPERATING ACTIVITIES</b>		<b>17,039</b>		<b>9,201</b>
<b>B) CASH FLOW FROM INVESTING ACTIVITIES</b>				
Purchase of Assets	(19,873)		-	
<b>NET CASH USED IN INVESTING ACTIVITY</b>		<b>(19,873)</b>		<b>-</b>
<b>C) CASH FLOW FROM FINANCING ACTIVITIES</b>				
Dividend Paid (Inclusive of Dividend Distribution Tax)	-		-	
<b>NET CASH USED IN FINANCING ACTIVITY</b>		<b>-</b>		<b>-</b>
<b>NET CHANGES IN CASH &amp; CASH EQUIVALENTS(A+B+C)</b>		<b>(2,834)</b>		<b>9,201</b>
<b>OPENING BALANCE OF CASH &amp; CASH EQUIVALENTS</b>		88,231		79,030
<b>CLOSING BALANCE OF CASH &amp; CASH EQUIVALENTS</b>		85,397		88,231
Notes				
<b><u>Closing Balance of Cash &amp; Cash Equivalents</u></b>				
1 Cash and Cash Equivalents Includes: (Refer Note No 14)				
CASH IN HAND		40,578		42,378
<u>BALANCE WITH SCHEDULED BANKS</u>				
- In Current Account		44,819		45,853
		<b>85,397</b>		<b>88,231</b>
2	Previous year figures have been regrouped and rearranged wherever considered necessary to make them comparable with those of the current year.			

As per our report of even date attached.

FOR R SONI & COMPANY  
 CHARTERED ACCOUNTANTS  
 Firm Registration Number: 130349W

FOR SHAMROCK INDUSTRIAL COMPANY LIMITED

Sd/-  
 Rajesh Soni  
 PARTNER  
 MEMBERSHIP NO. 133240

Sd/-  
 Kamlesh Khokhani  
 Managing Director

Sd/-  
 Kalpesh Khokhani  
 Director

PLACE : MUMBAI  
 DATED : 30/05/2018

Sd/-  
 Ketan Parikh  
 Director

Sd/-  
 Surbhi Inani  
 Company Secretary

## Note : 1

Reconciliation of Equity as at 01st April 2016				Reconciliation of Equity as at 31st March 2017					
Particulars		As per INDIAN GAAP	Adjustments	As per IND-AS	Particulars		As per INDIAN GAAP	Adjustments	As per IND-AS
I	<b>Non - Current Assets</b>				<b>Non - Current Assets</b>				
(a)	Property, Plant and Equipment	10,485,645	-	10,485,645	(a)	Property, Plant and Equipment	10,485,645	-	10,485,645
(b)	Capital work - in - progress	34,235,645	-	34,235,645	(b)	Capital work - in - progress	34,235,645	-	34,235,645
(c)	Other Intangible Assets	-	-	-	(c)	Other Intangible Assets	-	-	-
(d)	Intangible assets under development	-	-	-	(d)	Intangible assets under development	-	-	-
(e)	Financial assets	-	-	-	(e)	Financial assets	-	-	-
	(i) Investments	30,860,990	-	30,860,990		(i) Investments	30,860,990	-	30,860,990
	(iii) Other financial assets	-	-	-		(iii) Other financial assets	-	-	-
(f)	Other tax assets (Net)	368,152	-	368,152	(f)	Other tax assets (Net)	205,999	-	205,999
(g)	Other non - current assets	-	-	-	(g)	Other non - current assets	-	-	-
(h)	Deferred tax asset	-	-	-	(h)	Deferred tax asset	-	-	-
	<b>Total Non - Current Assets (A)</b>	<b>75,950,432</b>	-	<b>75,950,432</b>		<b>Total Non - Current Assets (A)</b>	<b>75,788,279</b>	-	<b>75,788,279</b>
II	<b>Current Assets</b>				<b>Current Assets</b>				
(a)	Inventories	-	-	-	(a)	Inventories	-	-	-
(b)	Financial assets	-	-	-	(b)	Financial assets	-	-	-
	(i) Trade receivables	-	-	-		(i) Trade receivables	-	-	-
	(ii) Cash and cash equivalents	79,029	-	79,029		(ii) Cash and cash equivalents	88,231	-	88,231
	(iii) Bank balances other than (ii) above	-	-	-		(iii) Bank balances other than (ii) above	-	-	-
	(iv) Loans	-	-	-		(iv) Loans	-	-	-
	(v) Other financial assets	439,939	-	439,939		(v) Other financial assets	432,320	-	432,320
(c)	Other tax assets (Net)	-	-	-	(c)	Other tax assets (Net)	-	-	-
(d)	Other current assets	-	-	-	(d)	Other current assets	-	-	-
	<b>Total Current Assets (B)</b>	<b>518,968</b>	-	<b>518,968</b>		<b>Total Current Assets (B)</b>	<b>520,552</b>	-	<b>520,552</b>
	<b>TOTAL ASSETS (A+B)</b>	<b>76,469,401</b>	-	<b>76,469,401</b>		<b>TOTAL ASSETS (A+B)</b>	<b>76,308,831</b>	-	<b>76,308,831</b>
	<b>EQUITY AND LIABILITIES</b>					<b>EQUITY AND LIABILITIES</b>			
I	<b>EQUITY</b>				<b>EQUITY</b>				
(a)	Equity share capital	54,284,140	-	54,284,140	(a)	Equity share capital	54,284,140	-	54,284,140
(b)	Other Equity	(23,800,905)	-	(23,800,905)	(b)	Other Equity	(24,358,445)	-	(24,358,445)
	<b>Total Equity (A)</b>	<b>30,483,235</b>	-	<b>30,483,235</b>		<b>Total Equity (A)</b>	<b>29,925,695</b>	-	<b>29,925,695</b>
II	<b>LIABILITIES</b>				<b>LIABILITIES</b>				
(1)	<b>Non Current Liabilities</b>				(1)	<b>Non Current Liabilities</b>			
(a)	Financial Liabilities	-	-	-	(a)	Financial Liabilities	-	-	-
	(i) Other financial liabilities	-	-	-		(i) Other financial liabilities	-	-	-
(b)	Provisions	-	-	-	(b)	Provisions	-	-	-
(c)	Deferred tax liabilities	327,261	-	327,261	(c)	Deferred tax liabilities	327,261	-	327,261
	<b>Total Non Current Liabilities (B)</b>	<b>327,261</b>	-	<b>327,261</b>		<b>Total Non Current Liabilities (B)</b>	<b>327,261</b>	-	<b>327,261</b>
(2)	<b>Current Liabilities</b>				(2)	<b>Current Liabilities</b>			
(a)	Financial Liabilities				(a)	Financial Liabilities			
	(i) Borrowings	45,077,816	-	45,077,816		(i) Borrowings	45,398,140	-	45,398,140
	(i) Trade payables	502,195	-	502,195		(i) Trade payables	578,841	-	578,841
	(ii) Other financial liabilities	-	-	-		(ii) Other financial liabilities	-	-	-
(b)	Other current liabilities	-	-	-	(b)	Other current liabilities	-	-	-
(c)	Provisions	-	-	-	(c)	Provisions	-	-	-
(d)	Current tax liabilities (Net)	78,894	-	78,894	(d)	Current tax liabilities (Net)	78,894	-	78,894
	<b>Total Current Liabilities (c)</b>	<b>45,658,905</b>	-	<b>45,658,905</b>		<b>Total Current Liabilities (c)</b>	<b>46,055,875</b>	-	<b>46,055,875</b>
	<b>TOTAL EQUITY AND LIABILITIES (A+B+C)</b>	<b>76,469,401</b>	-	<b>76,469,401</b>		<b>TOTAL EQUITY AND LIABILITIES (A+B+C)</b>	<b>76,308,831</b>	-	<b>76,308,831</b>



<b>Reconciliation of Profit &amp; Loss for the year ended 31st March 2017</b>			
<b>Particulars</b>	<b>As per INDIAN GAAP</b>	<b>Adjustments</b>	<b>As per IND-AS</b>
<b>I Income</b>			
Revenue from operations	-	-	-
Other income	31,298	-	31,298
<b>Total Income</b>	<b>31,298</b>		<b>31,298</b>
<b>II Expenses</b>			
Operating Expenses	-	-	-
Changes in inventories	-	-	-
Excise Duty on sales of goods			
Employee benefit expenses	45,000	-	45,000
Finance Cost	-	-	-
Depreciation & amortization expenses	-		
Other Expenses	543,838	-	543,838
<b>Total Expenses</b>	<b>588,838</b>		<b>588,838</b>
<b>III Profit before exceptional items &amp; tax</b>	<b>(557,540)</b>		<b>(557,540)</b>
Exceptional Items	-	-	-
<b>IV Profit/(Loss) before tax</b>	<b>(557,540)</b>		<b>(557,540)</b>
<b>V Tax expenses</b>			
(1) Current tax :			
(a) of Current year	-	-	-
(b) of Earlier years	-	-	-
(2) Deferred tax	-	-	-
<b>VI Profit for the period</b>	<b>(557,540)</b>		<b>(557,540)</b>
<b>VII Other Comprehensive Income</b>			
A. (i) Items that will be reclassified to profit or loss	-	-	-
(ii) Income tax relating to items that will be reclassified to profit or loss	-	-	-
B. (i) Items that will not be reclassified to profit or loss	-	-	-
(ii) Income tax relating to items that will not be reclassified to profit or loss	-	-	-
<b>Total Comprehensive Income for the period (Comprising Profit and Other Comprehensive Income for the period)</b>	<b>(557,540)</b>		<b>(557,540)</b>

# Shamrock Industrial Company Limited

## NOTE 2

## PROPERTY, PLANT AND EQUIPMENT

PARTICULARS	GROSS BLOCK				DEPRECIATION/AMORTISATION/IMPAIRMENT LOSSES			DEDUCTION DURING THE YEAR	AS AT 31.03.2018	NET BLOCK	
	AS AT 01.04.2017	ADDITION		DEDUCTION DURING THE YEAR	AS AT 31.03.2018	UP TO 01.04.2017	DEP. FOR THE YEAR				IMPAIRMENT LOSSES
		THROUGH PURCHASE	THROUGH BUSINESS COMBINATION								
Land & Building	10,485,645	19,873	-	-	10,505,518	-	-	-	-	10,505,518	
Computers	397,550	-	-	-	397,550	397,550	-	-	-	397,550	
Furniture & Fixtures	1,023,548	-	-	-	1,023,548	1,023,548	-	-	-	1,023,548	
Plant & Machinery	15,500	-	-	-	15,500	15,500	-	-	-	15,500	
<b>Total Property, Plant and Equipment</b>	<b>11,922,243</b>	<b>19,873</b>	-	-	<b>11,942,116</b>	<b>1,436,598</b>	-	-	-	<b>1,436,598</b>	<b>10,505,518</b>

## NOTE 2

## PROPERTY, PLANT AND EQUIPMENT

PARTICULARS	GROSS BLOCK				DEPRECIATION/AMORTISATION/IMPAIRMENT LOSSES			DEDUCTION DURING THE YEAR	AS AT 31.03.2017	NET BLOCK	
	AS AT 01.04.2016	ADDITION		DEDUCTION DURING THE YEAR	AS AT 31.03.2017	UP TO 01.04.2016	DEP. FOR THE YEAR				IMPAIRMENT LOSSES
		THROUGH PURCHASE	THROUGH BUSINESS COMBINATION								
Land & Building	10,485,645	-	-	-	10,485,645	-	-	-	-	10,485,645	
Computers	397,550	-	-	-	397,550	397,550	-	-	-	397,550	
Furniture & Fixtures	1,023,548	-	-	-	1,023,548	1,023,548	-	-	-	1,023,548	
Plant & Machinery	15,500	-	-	-	15,500	15,500	-	-	-	15,500	
<b>Total Property, Plant and Equipment</b>	<b>11,922,243</b>	-	-	-	<b>11,922,243</b>	<b>1,436,598</b>	-	-	-	<b>1,436,598</b>	<b>10,485,645</b>

# Shamrock Industrial Company Limited

## NOTE 3

## CAPITAL WORK-IN-PROGRESS

PARTICULARS	GROSS BLOCK				DEPRECIATION/AMORTISATION/IMPAIRMENT LOSSES					NET BLOCK		
	AS AT 01.04.2017	ADDITION		DEDUCTION DURING THE YEAR	AS AT 31.03.2018	UP TO 01.04.2017	DEP. FOR THE YEAR	IMPAIRMENT LOSSES	DEDUCTION DURING THE YEAR	AS AT 31.03.2018	AS AT 31.03.2018	AS AT 31.03.2017
		THROUGH PURCHASE	THROUGH BUSINESS COMBINATION									
Capital Work- in- Progress	34,235,645	-	-	-	34,235,645	-	-	-	-	-	34,235,645	34,235,645
<b>Total Capital Work- in-Progress</b>	<b>34,235,645</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>34,235,645</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>34,235,645</b>	<b>34,235,645</b>
Previous Year	-	-	-	-	-	-	-	-	-	-	-	-

## OTHER INTANGIBLE ASSETS

PARTICULARS	GROSS BLOCK				DEPRECIATION/AMORTISATION/IMPAIRMENT LOSSES					NET BLOCK		
	AS AT 01.04.2017	ADDITION		DEDUCTION DURING THE YEAR	AS AT 31.03.2018	UP TO 01.04.2017	DEP. FOR THE YEAR	IMPAIRMENT LOSSES	DEDUCTION DURING THE YEAR	AS AT 31.03.2018	AS AT 31.03.2018	AS AT 31.03.2017
		THROUGH PURCHASE	THROUGH BUSINESS COMBINATION									
Computer Software	-	-	-	-	-	-	-	-	-	-	-	-
Technical Know How	-	-	-	-	-	-	-	-	-	-	-	-
<b>Total Other Intangible Assets</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
Previous Year	-	-	-	-	-	-	-	-	-	-	-	-

## INTANGIBLE ASSETS UNDER DEVELOPMENT

PARTICULARS	GROSS BLOCK				DEPRECIATION/AMORTISATION/IMPAIRMENT LOSSES					NET BLOCK		
	AS AT 01.04.2017	ADDITION		DEDUCTION DURING THE YEAR	AS AT 31.03.2018	UP TO 01.04.2017	DEP. FOR THE YEAR	IMPAIRMENT LOSSES	DEDUCTION DURING THE YEAR	AS AT 31.03.2018	AS AT 31.03.2018	AS AT 31.03.2017
		THROUGH PURCHASE	THROUGH BUSINESS COMBINATION									
Intangible assets under development	-	-	-	-	-	-	-	-	-	-	-	-
<b>Total Intangible assets under development</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
Previous Year	-	-	-	-	-	-	-	-	-	-	-	-

# Shamrock Industrial Company Limited

**NOTE 4****INVESTMENTS**

Particulars	Face Value	As at	As at	As at
		March 31, 2018	March 31, 2017	April 1, 2016
<b>Non Trade Investments (at fair value)</b>				
<b>Unquoted Equity Shares</b>				
Shamrock Advertising & Publishing Co	10	1,770,500	1,770,500	1,770,500
Shamrock Finlease Limited	10	5,252,000	5,252,000	5,252,000
Shamrock International Limited	10	892,000	892,000	892,000
Shamrock Pharmaceuticals Private Limited	10	12,700,000	12,700,000	12,700,000
Shamrock Pharmachemi Private Limited	10	7,650,000	7,650,000	7,650,000
Shamrock Texyfab Limited	2	2,585,500	2,585,500	2,585,500
Bombay Mercentile Bank	10	10,990	10,990	10,990
<b>Total Value of Unquoted Investments</b>		<b>30,860,990</b>	<b>30,860,990</b>	<b>30,860,990</b>
Total of Long Term Investments		30,860,990	30,860,990	30,860,990
Less: Provision for Diminution in the value of		-	-	-
<b>Net Value of Investment</b>		<b>30,860,990</b>	<b>30,860,990</b>	<b>30,860,990</b>

**NOTE 5****OTHER TAX ASSETS NET)**

Particulars	As at	As at	As at
	March 31, 2018	March 31, 2017	April 1, 2016
Tax Deducted at source	31,000	31,000	193,153
Income Tax Block Assessment	174,999	174,999	174,999
	<b>205,999</b>	<b>205,999</b>	<b>368,152</b>

**NOTE 6****OTHER NON CURRENT ASSETS**

Particulars	As at	As at	As at
	March 31, 2018	March 31, 2017	April 1, 2016
Input GST/Service Tax	6,020	-	-
	<b>6,020</b>	<b>-</b>	<b>-</b>

**NOTE 7****CASH & CASH EQUIVALENTS**

Particulars	As at	As at	As at
	March 31, 2018	March 31, 2017	April 1, 2016
Balance With Banks	44,819	45,853	36,651
Cash on Hand	40,578	42,378	42,378
	<b>85,397</b>	<b>88,231</b>	<b>79,029</b>

**NOTE 8****OTHER CURRENT ASSETS**

Particulars	As at	As at	As at
	March 31, 2018	March 31, 2017	April 1, 2016
DEPB License receivables	432,320	432,320	432,320
Other Current Assets			7,619
	<b>432,320</b>	<b>432,320</b>	<b>439,939</b>

**NOTE 9****EQUITY SHARE CAPITAL**

Particulars	As at	As at	As at
	March 31, 2018	March 31, 2017	April 1, 2016
<b>Authorized Share Capital</b>			
1,00,00,000 Equity shares, Re. 10/- par value (Previous Year 1,00,00,000 equity shares Re. 10/- par value)	100,000,000	100,000,000	100,000,000
	<b>100,000,000</b>	<b>100,000,000</b>	<b>100,000,000</b>
<b>Issued, Subscribed and Fully Paid Up Shares</b>			
54,28,414 Equity shares, Re. 10/- par value fully paid up (Previous Year 54,28,414 equity shares Re. 10/- par value)	54,284,140	54,284,140	54,284,140
	<b>54,284,140</b>	<b>54,284,140</b>	<b>54,284,140</b>

# Shamrock Industrial Company Limited

Note No 9.1: The reconciliation of the number of shares outstanding at the beginning and at the end of reporting period 31-03-2018:

Particulars	As at 31st March, 2018		As at 31st March, 2017		As at 1st April, 2016	
	No. of Shares	Amount	No. of Shares	Amount	No. of Shares	Amount
Number of shares at the beginning	5,428,414	54,284,140	5,428,414	54,284,140	5,428,414	54,284,140
Add: Shares issued during the year	-	-	-	-	-	-
Less : Shares bought back (if any)	-	-	-	-	-	-
<b>Number of shares at the end</b>	<b>5,428,414</b>	<b>54,284,140</b>	<b>5,428,414</b>	<b>54,284,140</b>	<b>5,428,414</b>	<b>54,284,140</b>

## Shamrock Industrial Company Limited

### STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 ST MARCH, 2018

(In Rupees)

#### A. Equity Share Capital

Particulars	Amount
<b>Balance at at 1st April, 2016</b>	<b>54,284,140</b>
Changes in equity share capital during the year	-
<b>Balance at at 31st March, 2017</b>	<b>54,284,140</b>
Changes in equity share capital during the year	-
<b>Balance at at 31st March, 2018</b>	<b>54,284,140</b>

#### B. Other Equity

Particulars	Reservers and Surplus				Total
	Securities premium Reserve	General Reserves	Retained Earnings	Capital Reserve	
<b>Balance at at 1st April, 2016</b>	<b>13,096,200</b>	<b>10,435,200</b>	<b>(90,018,350)</b>	<b>42,686,045</b>	<b>(23,800,905)</b>
Profit for the year	-	-	(557,539)	-	(557,539)
Trf to General Reserve	-	-	-	-	-
Tax on Dividend	-	-	-	-	-
Remeasurements of Defined Benefit Plan	-	-	-	-	-
Fair Value effect of Investments of shares	-	-	-	-	-
<b>Balance at at 31st March, 2017</b>	<b>13,096,200</b>	<b>10,435,200</b>	<b>(90,575,889)</b>	<b>42,686,045</b>	<b>(24,358,444)</b>
Profit for the year	-	-	(641,713)	-	(641,713)
Final Dividend	-	-	-	-	-
Tax on Dividend	-	-	-	-	-
Trf to General Reserve	-	-	-	-	-
Fair Value effect of Investments of shares	-	-	-	-	-
<b>Balance at at 31st March, 2018</b>	<b>13,096,200</b>	<b>10,435,200</b>	<b>(91,217,603)</b>	<b>42,686,045</b>	<b>(25,000,158)</b>

#### Note No 9.2: Terms/rights attached to equity shares

(A) The company has only one class of equity shares having a par value of Re. 10 per share. Each holder of equity shares is entitled to one vote per share.

(B) In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

#### Note No 9.3: Aggregate number of bonus shares issued and sub-division of shares during the period of five years immediately preceding the reporting date :

No Bonus Shares Issued and Sub-Division of shares during the period of five years.

# Shamrock Industrial Company Limited

Note No 9.4: The details of shareholders holding more than 5% shares in the company :

Name of the shareholder	As at 31st March, 2018		As at 31st March, 2017		As at 1st April, 2016	
	No. of shares held	% held as at	No. of shares held	% held as at	No. of shares held	% held as at
Shamrock Pharmaceuticals Pvt Ltd	651,470	12.00%	651,470	12.00%	651,470	12.00%
Snehlata R Khokhani	303,817	5.60%	303,817	5.60%	303,817	5.60%
Shamrock Leasing & Finance Pvt Ltd	294,200	5.42%	294,200	5.42%	294,200	5.42%

## Shamrock Industrial Company Limited

**NOTE 10  
OTHER EQUITY**

Particulars	As at	As at	As at
	March 31, 2018	March 31, 2017	April 1, 2016
<b>Capital Reserve</b>			
Opening Balances (As per the last Balance sheet)	42,686,045	42,686,045	42,686,045
Add: during the year	-	-	-
Closing Balance	<b>42,686,045</b>	<b>42,686,045</b>	<b>42,686,045</b>
<b>Share Premium</b>			
Opening Balance (As per the last Balance sheet)	10,435,200	10,435,200	10,435,200
Add: during the year	-	-	-
	<b>10,435,200</b>	<b>10,435,200</b>	<b>10,435,200</b>
<b>Surplus</b>			
Opening Balance (As per the last Balance sheet)	-90,575,890	-90,018,350	-90,018,350
Add: Net profit after tax transferred from statement of profit & loss	-641,713	-557,539	-
	-91,217,603	-90,575,890	-90,018,350
Less: Transferred to General Reserve A/c	-	-	-
	<b>-91,217,603</b>	<b>-90,575,890</b>	<b>-90,018,350</b>
<b>Share Forefeiture</b>			
Opening Balance	13,096,200	13,096,200	13,096,200
Add: during the year	-	-	-
Closing Balance	<b>13,096,200</b>	<b>13,096,200</b>	<b>13,096,200</b>
<b>OCI</b>			
Opening Balance	-	-	-
Add: during the year	-	-	-
Closing Balance	-	-	-
	<b>-25,000,158</b>	<b>-24,358,445</b>	<b>-23,800,905</b>

**NOTE 11  
DEFERRED TAX LIABILITIES (NET)**

Particulars	As at	As at	As at
	March 31, 2018	March 31, 2017	April 1, 2016
<b>Deferred tax liabilities</b>			
Difference between depreciation as per books and IND AS EFFECT	327,261	327,261	327,261
	-327,261	-	-
	-	327,261	327,261
<b>Less: Deferred tax assets</b>	-	-	-
<b>Net Deferred Tax Liabilities</b>	-	<b>327,261</b>	<b>327,261</b>

**NOTE 12  
BORROWINGS**

Particulars	As at	As at	As at
	March 31, 2018	March 31, 2017	April 1, 2016
<b>Unsecured</b>			
From Companies	29,994,765	29,298,976	28,978,652
From Others	16,099,164	16,099,164	16,099,164
Buyers Credit	-	-	-
	<b>46,093,929</b>	<b>45,398,140</b>	<b>45,077,816</b>

# Shamrock Industrial Company Limited

**NOTE 12  
BORROWINGS**

Particulars	As at	As at	As at
	March 31, 2018	March 31, 2017	April 1, 2016
<u>Unsecured</u>			
From Companies	29,994,765	29,298,976	28,978,652
From Others	16,099,164	16,099,164	16,099,164
Buyers Credit	-	-	-
	<b>46,093,929</b>	<b>45,398,140</b>	<b>45,077,816</b>

**NOTE 13  
TRADE PAYABLES**

Particulars	As at	As at	As at
	March 31, 2018	March 31, 2017	April 1, 2016
Sundry Creditors For Expenses	953,979	578,841	502,195
	<b>953,979</b>	<b>578,841</b>	<b>502,195</b>

**NOTE 14  
CURRENT TAX LIABILITIES (NET)**

Particulars	As at	As at	As at
	March 31, 2018	March 31, 2017	April 1, 2016
Provision for taxation AY 08-09	-	78,894	78,894
	<b>-</b>	<b>78,894</b>	<b>78,894</b>

# Shamrock Industrial Company Limited

**NOTE 15  
OTHER INCOME**

Particulars	2017-2018	2016-2017
Other Income	327,261	31,298
	<b>327,261</b>	<b>31,298</b>

**NOTE 16  
EMPLOYEE BENEFIT EXPENSES**

Particulars	2017-2018	2016-2017
Salaries, Wages and Bonus	182,970	45,000
	<b>182,970</b>	<b>45,000</b>

**NOTE 17  
OTHER EXPENSES**

Particulars	2017-2018	2016-2017
Listing Fees	295,000	159,000
Depository/Share Transfer Charges	100,882	33,018
Power & Fuel	6,140	-
ROC Charges	31,400	17,442
Repairs & Maintenance		
Plant & Machinery	-	-
Building	-	-
Others	12,800	-
Rates & Taxes	251,877	-
Advertisement & Sales Promotion	22,473	27,007
Sales Incentive to Dealers	-	-
Telephone, Postage & Telegram	152	2,052
Incentive to Business Facilitator	-	-
Payment to Statutory Auditor	30,000	30,000
Legal & Professional	30,000	70,000
Directors' Fees	-	-
Exchange Rate Fluctuation (Net)	-	-
Professional Tax	2,500	-
Miscellaneous expenses	2,780	205,319
	<b>786,004</b>	<b>543,838</b>

Note No.18 – Earnings per share		
Particulars	2017-2018	2016-2017
(A) Profit attributable to Equity Shareholders (Rs.)	(641,713)	(557,540)
(B) No. of Equity Share outstanding during the year.	12,652,490	12,652,490
(C) Face Value of each Equity Share ( Rs.)	10.00	10.00
(D) Basic & Diluted earnings per Share ( Rs.)	(0.05)	(0.04)

## 19 Related party disclosure

### a) Name of the related party and description of relationship.

Sr. No.	Related Parties	Nature of Relationship
(i)	Kalpesh Khokhani	Chairman
(ii)	Kamlesh Khokhani	Managing Director
(iii)	Ketan Parikh	Independent Director
(iv)	Bibhutinarayan Ramlaish Shribastak	Independent Director
(v)	Jitesh Rameshchandra Khokhani	CFO
(vi)	Surbhi Inani	Whole time Secretary
(vii)	Doctor Lifeline Remedied (I) Limited	Family Interested Company
(viii)	Shamrock International Limited	Family Interested Company
(ix)	Shamrock Advertising & Publishing Company P Ltd	Family Interested Company
(x)	Shamrock Finlease Limited	Family Interested Company
(xi)	Shamrock Pharmachemi Private Limited	Family Interested Company
(xii)	Shamrock Infosys Limited	Family Interested Company
(xiii)	Shamrock Texyfab Limited	Family Interested Company

### b) Details of Transactions and Balances during the year with related parties at the year end.

Sr. No.	Related parties	Nature of Transactions during the year	2017-18	2016-17
			(Rs.)	(Rs.)
<b>Transaction during the year</b>				
(i)	Shamrock Pharmachemi Private Limited	Advance taken	513,019	320,324
(ii)	Shamrock International Limited	Advance taken	182,770	-
<b>Balance Outstanding</b>				
(i)	Shamrock Pharmachemi Private Limited	Payable	29,505,543	28,992,524
(ii)	Shamrock International Limited	Payable	489,222	306,452
(iii)	Kamlesh Khokhani	Payable	14,599,164	14,599,164
(iv)	Kalpesh Khokhani	Payable	1,500,000	1,500,000

20. Balances of Trade Receivables, Trade Payables and Loans and Advances are subject to confirmation and consequential adjustment, if any.

## 21. Company Overview

The Company ("Shamrock Industrial Company Limited") is an existing public limited company incorporated on 01/07/1991 under the provisions of the Indian Companies Act, 1956 and deemed to exist within the purview of the Companies Act, 2013, having its registered office at 146, Taki Adoshi Road Village-Dheku, Khopoli, Raigad-410203, Maharashtra. The Company offers a diverse range of manufacturing of Pharmaceuticals & Drugs products and allied business activities. The equity shares of the Company are listed on BSE Limited ("BSE"). The financial statements are presented in Indian Rupee (₹).

## 22. Significant Accounting Policies

This note provides a list of the significant accounting policies adopted in the preparation of these financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

### (A) Basis of Preparation Of Financial Statement

The financial statements comply in all material aspects with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the "Act") [Companies (Indian Accounting Standards) Rules, 2015] and other relevant provisions of the Act.

The financial statements up to year ended March 31, 2017 were prepared in accordance with the accounting standards notified under Companies (Accounting Standard) Rules, 2006 (as amended) and other relevant provisions of the Act. These financial statements are the first financial statements of the Company under Ind AS. Refer Note no. 53 on 'First Time Adoption of Ind AS' for an explanation of how the transition from previous GAAP to Ind AS has affected the Company's financial position, financial performance and cash flows which is separately presented in the annual report.

The financial statements were authorized for issue by the Company's Board of Directors on 31st May 2018.



These financial statements are presented in Indian Rupees (INR), which is also the functional currency. All the amounts have been rounded off to the nearest lacks, unless otherwise indicated.

The Company follows the mercantile system of accounting and recognizes income and expenditure on an accrual basis. The financial statements are prepared under the historical cost convention, except in case of significant uncertainties and except for the following:

- (i) Certain financial assets and liabilities (Including Derivative Instruments) that are measured at fair value;
- (ii) Investments are measured at cost.

### **(B) Revenue Recognition**

Revenue is measured at the fair value of the consideration received or receivable. Amounts disclosed as revenue are inclusive of excise duty and net of returns, trade discount taxes and amounts collected on behalf of third parties. The Company recognizes revenue when the amount of revenue can be reliably measured and it is probable that future economic benefits will flow to the company.

#### **(I) Sales**

(i) Domestic sales are recognized when significant risks and rewards are transferred to the buyer as per the contractual terms or on dispatch where such dispatch coincides with transfer of significant risks and rewards to the buyer.

(ii) Export sales are recognized on the date of ship on board signifying transfer of rewards of ownership to the buyer as per terms of sale and initially recorded at the relevant exchange rates prevailing on the date of transaction.

(iii) The Company recognizes income from power generated on accrual basis. However, where the ultimate collection of the same lacks reasonable certainty, revenue recognition is postponed to the extent of uncertainty.

#### **(II) Other Income**

##### **(i) Interest Income**

Interest income on financial asset is recognized using the effective interest rate method. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of the financial asset. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instruments.

##### **(ii) Export Benefits**

Export incentives are accounted for on export of goods if the entitlements can be estimated with reasonable accuracy and conditions precedent to claim are fulfilled.

##### **(iii) Dividends**

Dividends are recognized in profit or loss only when the right to receive payment is established, it is probable that the economic benefits associated with the dividend will flow to the group, and the amount of the dividend can be measured reliably.

### **(C) Property, plant and equipment**

On transition to Ind AS, The Company has elected to continue with the carrying value of all of its property, plant and equipment recognized as at 1 April 2016 measured as per the previous GAAP and used those carrying value as the deemed cost of the property, plant and equipment.

(i) Freehold land is carried at historical cost including expenditure that is directly attributable to the acquisition of the land.

(ii) All other items of property, plant and equipment are stated at historical cost less accumulated depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

(iii) Depreciation

(a) Fixed assets are stated at cost less accumulated depreciation.

(b) The depreciation on tangible fixed assets has been provided on the straight-line method as per the useful life prescribed in Schedule II to the Companies Act, 2013.

(c) Leasehold Land is depreciated over the period of the Lease.

### **(D) Intangible assets**

On transition to Ind AS, The Company has elected to continue with the carrying value of all of its intangible assets recognized as at 1 April 2016 measured as per the previous GAAP and used those carrying value as the deemed cost of the intangible assets.

(i) An intangible asset shall be recognized if, and only if: (a) it is probable that the expected future economic benefits that are attributable to the asset will flow to the Company and (b) the cost of the asset can be measured reliably.

(ii) Cost of technical know-how is amortized over a period of six years.

(iii) Computer software is capitalized where it is expected to provide future enduring economic benefits. Capitalization costs include license fees and costs of implementation / system integration services. The costs are capitalized in the year in which the relevant software is implemented for use. The same is amortized over a period of 5 years on straight-line method.

#### **(E) Inventories Valuation**

(i) Raw materials, components, stores & spares, packing material, semi-finished goods & finished goods are valued at lower of cost and net realizable value.

(ii) Cost of Raw Materials, components, stores & spares and packing material is arrived at Weighted Average Cost and Cost of semi-finished good and finished good is arrived at estimated cost.

(iii) Scrap is valued at net realizable value.

#### **(F) Cash And Cash Equivalents**

For the purpose of presentation in the statement of cash flows, cash and cash equivalents include cash on hand, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

#### **(G) Trade receivables**

Trade receivables are recognized initially at fair value and subsequently measured at amortized cost using the effective interest method, less provision for impairment.

#### **(H) Trade and other payables**

These amounts represent liabilities for goods and services provided to the Company prior to the end of financial year which are unpaid. They are recognized initially at their fair value and subsequently measured at amortized cost using the effective interest method.

#### **(I) Borrowing Cost**

(i) Borrowings are initially recognized at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortized cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognized in profit or loss over the period of the borrowings using the effective interest method. Fees paid on the establishment of loan facilities are recognized as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalized as a prepayment for liquidity services and amortized over the period of the facility to which it relates.

(ii) Borrowings are classified as current financial liabilities unless the group has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period. Where there is a breach of a material provision of a long-term loan arrangement on or before the end of the reporting period with the effect that the liability becomes payable on demand on the reporting date, the entity does not classify the liability as current, if the lender agreed, after the reporting period and before the approval of the financial statements for issue, not to demand payment as a consequence of the breach.

#### **(J) Foreign Currency Transaction**

(i) In respect of foreign exchange transaction, the transaction in foreign currency is recorded in rupees by applying the exchange rate prevailing at the time of the transaction. Amount short or excess realized/incurred is transferred to Statement of Profit and Loss.

(ii) All foreign currency liabilities / assets not covered by forward contracts, are restated at the rates prevailing at the year end and any exchange differences are debited / credited to the Statement of Profit & Loss .

#### **(K) Investments**

All equity investments are measured at fair value, with value changes recognized in Other Comprehensive Income, except for those mutual funds for which the Company has elected to present the value changes in Statement of Profit and Loss.

#### **(L) Employee Benefit**

(i) Short term employee benefits are recognized as an expense at the undiscounted amounts in the Statement of Profit & Loss for the year in which the related service is rendered .

(ii) Contribution payable to recognized provident fund and superannuation scheme which is defined contribution scheme is charged to Statement of Profit & Loss. Gratuity and Leave encashment which are defined benefits are accrued based on actuarial valuation as at Balance Sheet date by an independent actuary. The Company has opted for a Group Gratuity-cum-Life Assurance Scheme of the Life Insurance Corporation of India (LIC), and the contribution is charged to the Statement of Profit & Loss each year. The Company has funded the liability on account of leave benefits through LIC's Group Leave Encashment Assurance Scheme and the Contribution is charged to Statement of Profit and Loss.

(iii) The liability or asset recognized in the balance sheet in respect of defined benefit gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets excluding non-qualifying asset (reimbursement right). The defined benefit obligation is calculated annually by actuaries using the projected unit credit method. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation. The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the statement of profit and loss. Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognized in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

### **(M) Segment Report**

(i) The company identifies primary segment based on the dominant source, nature of risks and returns and the internal organization and management structure. The operating segment are the segments for which separate financial information is available and for which operating profit/loss amounts are evaluated regularly by the executive Management in deciding how to allocate resources and in assessing performance.

(ii) The analysis of geographical segments is based on the areas in which major operating divisions of the Company operate.

### **(N) Leases**

(i) Lease rentals in respect of assets acquired under operating leases are charged off to the Statement of Profit and Loss. Lease rentals in respect of assets given under operating leases are credited to the Statement of Profit & Loss.

(ii) Leases, where the lessor effectively retains substantially all the risks and benefits of ownership of the leased item, are classified as operating leases.

(iii) Leases in which the company does not transfer substantially all the risks and benefits of ownership of the asset are classified as operating leases. Assets subject to operating leases are included in fixed assets. Lease income on an operating lease is recognized in the statement of profit and loss on a straight-line basis over the lease term. Costs, including depreciation, are recognized as an expense in the statement of profit and loss. Initial direct costs such as legal costs, brokerage costs, etc., are recognized immediately in the statement of profit and loss.

### **(O) Earnings Per Share**

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Earnings considered in ascertaining the Company's earnings per share is the net profit for the period. The weighted average number equity shares outstanding during the period and all periods presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares that have changed the number of equity shares outstanding, without a corresponding change in resources. 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 share outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

### **(P) Taxation**

"(i) The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for the jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences, to unused tax losses and unabsorbed depreciation.

Current and deferred tax is recognized in the Statement of Profit and Loss except to the extent it relates to items recognized directly in equity or other comprehensive income, in which case it is recognized in equity or other comprehensive income."

(ii) Provision for Income tax is made on the basis of the estimated taxable income for the current accounting period in accordance with the Income- tax Act, 1961 and Revised Income Computation and Disclosure Standards (ICDS) of the Income-tax Act, 1961.

(iii) Deferred tax is provided using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realized or the deferred income tax liability is settled. The carrying amount of deferred tax assets is reviewed at each reporting date and adjusted to reflect changes in probability that sufficient taxable profits will be available to allow all or part of the asset to be recovered. Deferred tax assets are recognized for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilize those temporary differences and losses. Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and

liabilities and when the deferred tax balances relate to the same taxation authority.

(iv) Current and deferred tax is recognized in profit or loss, except to the extent that it relates to items recognized in other comprehensive income or directly in equity. In this case, the tax is also recognized in other comprehensive income or directly in equity, respectively.

### **(Q) Impairment of Assets**

The Company assesses at each balance sheet date whether there is any indication that an asset may be impaired. If any such indication exists, the management estimates the recoverable amount of the asset. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the assets belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognized in the statement of profit and loss. If at the balance sheet date there is an indication that if a previously assessed impairment loss no longer exists, the recoverable amount is reassessed, and the asset is reflected at the recoverable amount subject to a maximum of depreciated historical cost.

### **(R) Provisions and Contingent Liabilities**

The Company creates a provision when there is a present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

### **(S) Operating Cycle**

Based on the nature of products/activities of the Company and the normal time between acquisition of assets and their realization in cash or cash equivalents, the Company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

### **(T) Financial Instruments**

#### **(I) Financial Assets**

##### **(i) Initial recognition and measurement**

All financial assets and liabilities are initially recognized at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities, which are not at fair value through profit or loss, are adjusted to the fair value on initial recognition. Purchase and sale of financial assets are recognized using trade date accounting.

##### **(ii) Subsequent measurement**

(a) Financial assets carried at amortized cost (AC): A financial asset is measured at amortized cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

(b) Financial assets at fair value through other comprehensive income (FVTOCI): A financial asset is measured at FVTOCI if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

(c) Financial assets at fair value through profit or loss (FVTPL): A financial asset which is not classified in any of the above categories are measured at FVTPL.

##### **(iii) Impairment of financial assets**

In accordance with Ind AS 109, the Company uses 'Expected Credit Loss' (ECL) model, for evaluating impairment of financial assets other than those measured at fair value through profit and loss (FVTPL).

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

(a) The 12-months expected credit losses (expected credit losses that result from those default events on the financial instrument that are possible within 12 months after the reporting date); or

(b) Full lifetime expected credit losses (expected credit losses that result from all possible default events over the life of the financial instrument).

For trade receivables Company applies 'simplified approach' which requires expected lifetime losses to be recognized from initial recognition of the receivables. The Company uses historical default rates to determine impairment loss on the portfolio of trade receivables. At every reporting date these historical default rates are reviewed and changes in the forward looking estimates are analyzed.

For other assets, the Company uses 12 month ECL to provide for impairment loss where there is no significant increase in credit risk. If there is significant increase in credit risk full lifetime ECL is used.

**(II) Financial Liabilities****(i) Initial recognition and measurement**

All financial liabilities are recognized at fair value and in case of loans, net of directly attributable cost. Fees of recurring nature are directly recognized in the Statement of Profit and Loss as finance cost.

**(ii) Subsequent measurement**

Financial liabilities are carried at amortized cost using the effective interest method. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

**23. FIRST TIME ADOPTION OF IND AS**

The Company has adopted Ind AS with effect from 1st April 2017 with comparatives being restated. Accordingly the impact of transition has been provided in the Opening Reserves as at 1st April 2016. The figures for the previous period have been restated, regrouped and reclassified wherever required to comply with the requirement of Ind AS and Schedule III.

Explanation 1 - Exemptions and exceptions availed Set out below are the applicable Ind AS 101 optional exemptions and mandatory exceptions applied in the transition from previous GAAP to Ind AS.

**(I) Ind AS Optional exemptions**

Deemed Cost - Property, Plant and Equipment and Intangible Assets Ind AS 101 permits a first-time adopter to elect to continue with the carrying value for all of its property, plant and equipment as recognized in the financial statements as at the date of transition to Ind AS, measured as per the previous GAAP and use that as its deemed cost as at the date of transition after making necessary adjustments for de-commissioning liabilities. This exemption can also be used for intangible assets covered by Ind AS 38 Intangible Assets. Accordingly, the Company has elected to measure all of its property, plant and equipment and intangible assets at their previous GAAP carrying values.

**(II) Ind AS mandatory exemptions****(i) Estimates**

An entity's estimates in accordance with Ind AS' at the date of transition to Ind AS shall be consistent with the estimates made for the same date in accordance with the previous GAAP (after adjustments to reflect any difference in accounting policies) unless there is an objective evidence that those estimates were in error.

**(ii) Classification and measurement of financial assets (other than equity instruments)**

Ind AS 101 requires an entity to assess classification and measurement of financial assets on the basis of the facts and circumstances that exists at the date of transition to Ind AS.

**(iii) De-recognition of financial assets and financial liabilities**

Ind AS 101 requires a first time adopter to apply the de-recognition provisions for Ind AS 109 prospectively for transactions occurring on or after the date of transition to Ind AS. However, Ind AS 101 allows first time adopter to apply the derecognition requirements provided that the information needed to apply Ind AS 109 to financial assets and financial liabilities derecognized as a result of past Ind AS 101 retrospectively from the date of entity's choosing, transactions was obtained at the time of initially accounting for the transactions.

24. The previous year figures have been regrouped/reclassified, wherever necessary to conform to the current presentation as per the schedule III of Companies Act, 2013.

**For R Soni & Co.**  
**Chartered Accountants**  
**Firm's registration number: 130349W**

**Sd/-**  
**Rajesh Soni**  
**Partner**  
**Membership No.133240**

**Place: Mumbai**  
**Date- 30/05/2018**

**On and behalf of the Board**

**Sd/-**  
**Kamlesh Khokhani**  
**Managing Director**

**Sd/-**  
**Kalpesh Khokhani**  
**Director**

**Sd/-**  
**Ketan Parikh**  
**Director**

**Sd/-**  
**Surbhi Inani**  
**Company Secretary**

# SHAMROCK INDUSTRIAL COMPANY LIMITED

Regd. Office: 146 Taki Adoshi Road Village - Dheku, Khopoli, Raigad - 410203, Maharashtra.  
 Tel.: 022 - 4077-8877, E-mail: pharma@shamrockindia.com,  
 CIN: L24239MH1991PLC062298 | Website:www.shamrockindustrial.wordpress.com

## ATTENDANCE SLIP

27th Annual General Meeting, \_\_\_\_\_ at \_\_\_\_\_

Regd. Folio No.		*DP ID:	
No. of Equity Shares held		*Client ID:	
Name of the Shareholder			
Name of Proxy			

I certify that I am a registered shareholder/proxy for the registered Shareholder of the Company and hereby record my presence at the 27th Annual General Meeting of the Company on Saturday, 29<sup>th</sup> September, 2018 at Regd. Office: 146 Taki Adoshi Road Village - Dheku, Khopoli, Raigad - 410203, Maharashtra at 10.30 a.m.

### SIGNATURE OF THE MEMBER OR THE PROXY ATTENDING THE MEETING

If Member, please sign here

If Proxy, please sign here

Note: This form should be signed and handed over at the Meeting Venue.  
 \* Applicable for investors holding shares in electronic form.

# SHAMROCK INDUSTRIAL COMPANY LIMITED

Regd. Office: 146 Taki Adoshi Road Village - Dheku, Khopoli, Raigad - 410203, Maharashtra.  
 Tel.: 022 - 4077-8877, E-mail: pharma@shamrockindia.com,  
 CIN: L24239MH1991PLC062298 | Website:www.shamrockindustrial.wordpress.com

## Form No. MGT – 11 - PROXY FORM

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

27th Annual General Meeting, September 29, 2018 at 10:30 A.M.

Type your text

Name of the member(s):	
Registered address:	
Email Id:	
Folio No./Client Id / DP ID:	

I/We, being the member(s) holding \_\_\_\_\_ shares of the above named Company, hereby appoint the following as my/our Proxy to attend and vote (on a poll) for me/us and on my/our behalf at Saturday, 29<sup>th</sup> September, 2018 at Regd. Office: 146 Taki Adoshi Road Village - Dheku, Khopoli, Raigad- 410203at 10.30 a.m.

1. Mr./Ms..... of ..... in the district of ..... or failing him/her
2. Mr./Ms..... of ..... in the district of ..... or failing him/her
3. Mr./Ms..... of ..... in the district of .....

Signed this ..... day of ....., 2018

Please Affix  
 Re.1/-  
 Revenue  
 Stamp and  
 sign  
 Across

Signature of the Member

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

# SHAMROCK INDUSTRIAL COMPANY LIMITED

Regd. Office: 146 Taki Adoshi Road Village - Dheku, Khopoli, Raigad - 410203, Maharashtra.  
Tel.: 022 - 4077-8877, E-mail: pharma@shamrockindia.com,  
CIN: L24239MH1991PLCo62298 | Website: www.shamrockindustrial.wordpress.com

## Form No. MGT – 12

### Ballot Paper

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

CIN: L24239MH1991PLCo62298
<b>Name of Company:</b> Shamrock Industrial Company Limited
<b>Regd. Office:</b> 146, Takai Adoshi Road Village - Dheku, Khopoli, Raigad - 410203, Maharashtra
<b>Email:</b> shamrockfin@gmail.com   Website: www.shamrockindustrial.wordpress.com   Tel: 022 - 4077-8877

**27th Annual General Meeting, September 29, 2018 at 10:30 A.M.**

## Poll 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	

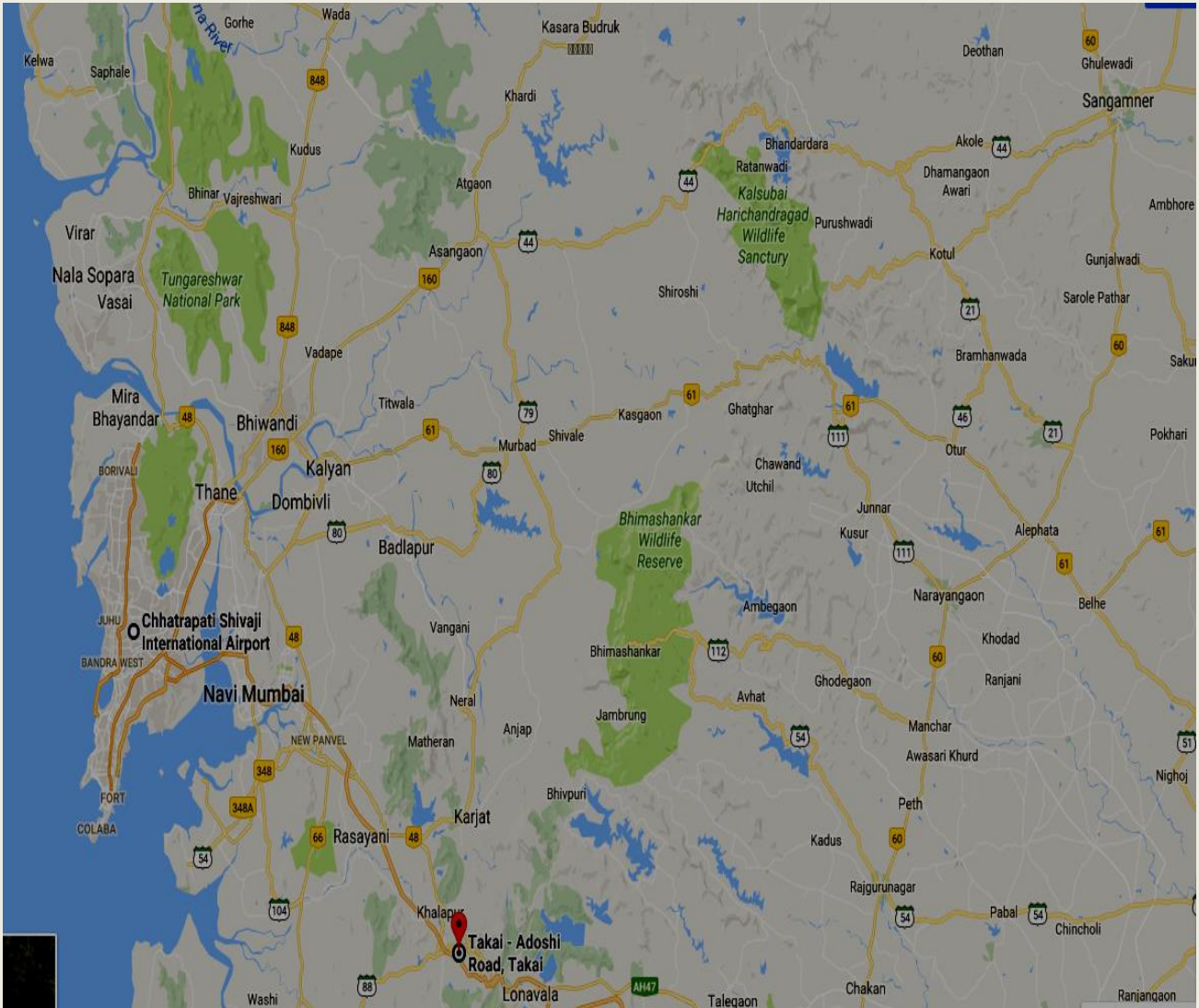
I hereby exercise my vote in respect of Ordinary/ Special resolution enumerated below by recording my assent or dissent to the said resolution in following manner:

Sr. No.	Item No.	No. of Shares held by me	I assent to the resolution	I dissent from the resolution
1	To receive, consider and adopt the Audited Standalone Financial Statements consisting of the Balance Sheet as at March 31, 2017, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the Explanatory Notes annexed to, and forming part of, any of the above documents together with the reports of the Board of Directors and the Auditors thereon.			
2	To appoint a Director in place of Shri Kalpesh Rameshchandra Khokhani (DIN:00322052), who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and, being eligible, offers himself for re-appointment.			
3	To Re- Appoint Auditor for the 2 <sup>nd</sup> term of his appointment for four years upto 31 <sup>st</sup> Annual General Meeting and to fix their remuneration.			
4	To shift registered office of the company from 146, Takai Adoshi Road Village Dheku, Tal. Khalapur, Dist. Raigad - 410203, Maharashtra to 83 - E, Hansraj Pragji Building, Off Dr. E. Moses Road, Worli, Mumbai - 400018 within local limit of same ROC.			

Place: Mumbai  
Date: 29/09/2018

(Signature of Shareholder)

# Route map



## **By Courier**

**If not delivered return to**

**Corporate Office:**

**83 – E, Hansraj Pragji Building,**

**Off: Dr. E. Moses Road, Worli, Mumbai - 400018**

**Email id: [shamrockfin@gmail.com](mailto:shamrockfin@gmail.com)**

**Website: [www.shamrockindustrial.wordpress.com](http://www.shamrockindustrial.wordpress.com)**

**Tel: 022-40778879 / 77 / 84 / 89 | Fax: 022-24983300**