



Aaréy

DRUGS & PHARMACEUTICALS LTD.

**26th Annual Report
2015 - 2016**

BOARD OF DIRECTORS

Mihir R. Ghatalia
 Jagdish K. Shah
 Lalit R. Tulsiani
 Chetan K. Mehta
 Satish M. Sheth
 Damyanti P. Ghatalia

Managing Director
 Chairman
 Director
 Independent Director
 Independent Director
 Woman Director

KEY MANAGERIAL PERSONNEL

Rajesh P. Ghatalia
 Sweta Poddar

Chief Financial Officer
 Company Secretary

REGISTERED OFFICE

E-34, M.I.D.C.,
 Tarapur, Boisar,
 Dist.Thane.
 Pincode - 401 506.

HEAD OFFICE

107, Sahakar Bhavan,
 340/348, Narshi Natha Street,
 Masjid, Mumbai - 400 009.

WORKS

E-34, M.I.D.C.,
 Tarapur, Boisar,
 Dist.Thane.
 Pincode - 401 506.

BANKER

DENA BANK
 Andheri (West), Mumbai

AUDITORS

DMKH & Co.
 C-9, Sanjay Apartment,
 Near Gokul Hotel,
 SVP Road, Borivali (W),
 Mumbai - 400 092.

CONTENTS	
Particulars	Page No.
Board of Directors	3
Notice	4
Director's Report	10
Extracts of Annual Report	14
Secretarial Audit Report	20
Conservation of Energy & Etc.	22
Management Discussion and Analysis	24
Corporate Governance	25
Auditor's Report	33
Balance Sheet	38
Profit & Loss Account	39
Notes Forming Part of Account	40
Notes of Account	50
Cash Flow Statement	52

NOTICE

NOTICE IS HEREBY GIVEN THAT THE TWENTY SIXTH ANNUAL GENERAL MEETING OF THE MEMBERS OF AAREY DRUGS & PHARMACEUTICALS LIMITED WILL BE HELD ON 30TH SEPTEMBER, 2016 AT E-34, MIDC, TARAPUR, BOISAR, DIST. THANE AT 9.15A.M. TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Profit & Loss Account for the year ended 31st March, 2016, the Balance sheet as on that date and the reports of Directors and Auditors thereon.

"RESOLVED THAT the Audited Profit & Loss Account for the year ended 31st March, 2016, the Balance sheet as on that date and the reports of Directors and Auditors thereon be and hereby approved."

2. To appoint a Director in place of Mr. Lalit R Tulsiani, who retires by rotation and, being eligible, offers himself for reappointment.

"RESOLVED THAT Mr. Lalit R Tulsiani who retires by rotation at this Annual General Meeting be and is hereby appointed as Director of the Company, liable to retire by rotation."

3. To appoint M/s DMKH and company, as auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the 29th Annual General Meeting and authorise the Board of Directors to fix their remuneration.

"RESOLVED THAT that pursuant to the provisions of section 139 and any other applicable provisions of the Companies Act, 2013 M/S. DMKH and Company, Chartered Accountants, Mumbai be and are hereby appointed as Auditors of the Company to hold office from conclusion of this meeting until the conclusion of the 29th Annual General Meeting to be held in the calendar year 2019 subject to ratification by the members at every Annual General Meeting and that the Board of Directors be and hereby authorized to fix their remuneration."

SPECIAL BUSINESS

4. Re-Appointment of Mr. Mihir R. Ghatalia as Managing Director.
To consider and, if thought fit, to pass with or without modification, the following resolution as an Special Resolution:-

"RESOLVED THAT pursuant to recommendation and approval of the Board and subject to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule- V of the Companies Act, 2013 and Article 191 of Articles of Association of the Company, approval of the members of the Company be and is hereby accorded to the re-appointment of Mr. Mihir R. Ghatalia, as the Managing Director of the Company with effect from December 31, 2015 to December 30, 2018, as well as the payment of salary, commission and perquisites (hereinafter referred to as "remuneration"), upon the terms and conditions as detailed in the explanatory

statement attached hereto, which is hereby approved and sanctioned with authority to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and / or agreement in such manner as may be agreed to between the Board of Directors and Mr. Mihir R. Ghatalia.

RESOLVED FURTHER THAT the remuneration payable to Mr. Mihir R. Ghatalia, shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.”

5. Delivery of documents.

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

“**RESOLVED THAT** Pursuant to the provisions of Section 20 and all other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Rules framed thereunder (“the Rules”) (including any statutory modification(s) or re-enactment(s) of the Act and/ or the Rules for the time being in force) authority be and is hereby given to the Board of Directors of the Company to determine the fee to be charged from a member who request delivery of any documents through a particular mode.” authorised to do all such acts, deeds and actions as may be necessary , proper or expedient to give effect to this resolution.”

By order of the Board of Directors
FOR AAREY DRUGS & PHARMACEUTICALS LIMITED

Mihir R. Ghatalia
Managing Director

REGISTERED OFFICE :
E-34, MIDC, BOISAR,
TARAPUR, DIST. THANE

Date : 30th August, 2016
Place : Mumbai

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ALSO ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE ON A POLL ONLY INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.**

A proxy form duly completed and stamped, must reach the registered office of the Company not less than 48 hours before the time for holding the aforesaid meeting.

2. The register of members and the share transfer books of the company will remain closed from 28th September'2016 to 30th September'2016 (both days inclusive) in connection with the Annual General Meeting.
3. Members are requested to send all transfer deeds, share certificates and other correspondence relating to registration of transfers, transmission endorsement of payment of allotment moneys, change in their address etc to the Registrar & Share Transfer Agents i.e

LINK INTIME INDIA PRIVATE LIMITED

C-13, Pannalal Silk Mills Compound, L. B. S. Marg,
Bhandup (West), Mumbai 400 078.

4. As required under the Listing Agreement, the particulars of Directors who are proposed to be appointed and reappointed is furnished below:

1.	Name Of Director	Mr. Lalit R Tulsiani
2.	Age	56yrs
3.	Date of Appointment	02.12.2004
4.	Qualification	Mechanical Engineer
5.	Directorship held in other Limited Companies (Excluding Foreign Companies)	NIL
6.	Committee position held in other companies	NIL
7.	Number of Shares held	NIL

5. The Annual Report and Notice for the 26th AGM along with Attendance slip and Proxy form, is being send by electronic mode to all the shareholders whose email address are registered with the Company/ Depository Participant unless a member has requested for a hard copy of the same. For members who have not registered their email address, physicals copies have been send through permitted mode. Members are requested to bring their copy of the Annual Report at the meeting.

6. **Voting through electronic means:**

Pursuant to the provisions of section 108 of the Companies Act, 2013 read with Companies (Management and Administration) Rules the company is pleased to offer evoting facility to its members to cast their vote electronically for the 26th Annual General Meeting of the Company on 30th September, 2016. The Company has engaged the services of Central Depository Services (India) Ltd. ("CDSL") for providing e-voting facilities to the Members enabling them to cast their vote in a secure manner.

**The instructions for members for voting electronically are as under:-****In case of members receiving e-mail:**

Log on to the e-voting website www.evotingindia.com

- (i) Click on "Shareholders" tab.
- (ii) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iii) Next enter the Image Verification as displayed and Click on Login.
- (iv) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (v) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format. Members who have not updated their DOB with the Company/ Depository Participant are requested to use 30.09.2016 in the DOB field
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut off date in the Dividend Bank details field.

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for Aarey Drugs & Pharmaceuticals Limited<Company Name> on which you choose to vote.
- (x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

- (xii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xv) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- (xvi) **In case of members receiving the physical copy:** Please follow all steps from sl. no. (i) to sl. no. (xv) above to cast vote.
- (xvii) The e-voting period shall commence on September 27, 2016 (9:00 a.m. onwards) and ends on September 29, 2016 (5:00 p.m.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 23rd September, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (xviii) Mr. Virendra Bhatt, Whole time Practicing Company Secretary, Mumbai has been appointed Scrutinizer to scrutinize the evoting process in a fair and transparent manner.
- (xix) The Scrutinizer shall within a period not exceeding two days from the conclusion of evoting period unblock the votes in the presence of two witnesses not in employment of the Company and make scrutinizer's Report of the votes cast in favour or against, forthwith to the Chairman of the Company.
- (xx) The Results shall be declared on or after the AGM of the Company. The Result declared alongwith the Scrutinizer's Report shall be placed on the Company website at www.aareydrugs.com within two days of passing of the resolutions of the AGM and communicated to BSE Limited.
- ((xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

By order of the Board of Directors
FOR AAREY DRUGS & PHARMACEUTICALS LIMITED

Mihir R.Ghatalia
Managing Director

REGISTERED OFFICE :
E-34, MIDC, TARAPUR,
BOISAR, DIST. THANE

Date : 30th August, 2016

Place : Mumbai

**ANNEXURE TO THE NOTICE
EXPLANATORY STATEMENT U/S 102(1) OF COMPANIES ACT 2013**

Item No. 4.

The Board of Directors of your Company has re-appointed Mr. Mihir R Ghatalia as the Managing Director for a period of three years with effect from December 31, 2015, subject to the approval of the Members of the Company at the 26th Annual General Meeting.

Mr. Mihir R. Ghatalia is 32 years of age and is a B.S in Chemical Engineering, from Virginia Polytechnic Institute & State University (Virginia Tech), Blacksburg, Virginia, USA. He is the Managing Director of our Company. After his studies, he has worked with Renoir Consulting Limited, U.K. As a Consultant he has experience in analyzing problems & identifying possible solutions for improving a manufacturing plant's performance and carried out mini implementation at one of India's leading detergent manufacturing company that resulted in production enhancement. He has also carried out successful projects at India's leading cable producer & one of world's top agro chemical manufacturing companies. He was a team member of a group assigned for designing, costing and building the effluent treatment plant. He has operated and serviced a number of process equipments like reactors, boilers and water coolers. Mr. Mihir R Ghatalia worked closely on several analytical lab equipments while working in the quality department and worked closely with the maintenance and safety departments of the plant. Mr. Mihir R. Ghatalia took over the management of our company after the erstwhile Chairman & Managing Director Mr. Rajesh P. Ghatalia, resigned on the grounds of ill health in year 2009. He started looking after the day-to-day operations of the company. Mr. Mihir R. Ghatalia is leading a team of highly qualified professionals, having rich & varied experience in multifarious fields like Finance, Risk Management, Forex management etc. He is also a member of American Institute of Chemical Engineers.

The Board of Directors at their Meeting held on December 30, 2015 had approved (subject to the approval of the Members of the Company) the following terms and conditions of remuneration payable to Mr. Mihir R Ghatalia for a period of three years w.e.f. December 31, 2015.

Name	Designation	Salary	Perquisites	Total
Mr. Mihir R. Ghatalia	Managing Director	25,000/Month	NIL	3,00,000/-

Mr. Mihir R Ghatalia Managing Director of the Company, shall not be liable to retire by rotation. The Board recommends the resolution for your approval.

None of the Directors except Mr. Mihir R Ghatalia is concerned or interested in the said resolution.

Item No.5.

Section 20 of the Companies Act, 2013 read with Rule 35 of the Companies (Incorporation) Rules, 2014 provides the mode of service of documents inter alia to the members of the Company. The proviso to sub-section (2) of that Section states that where a member requests for delivery of any document through a particular mode, he shall pay fees as may be determined by the Company in its Annual General Meeting. As such fee will be determined by the mode and place of delivery of the document sought, it is not possible to quantify the amount, and hence it is appropriate that the Board of Directors be authorized to determine the fee.

The Board of Directors accordingly commends the Ordinary Resolution set out at item no.5 of the accompanying Notice for approval of the members which is an enabling resolution.

No Director / Key Managerial Personnel/ their relatives is in any way, considered concerned or interested, financially or otherwise in this resolution.

By order of the Board of Directors
FOR AAREY DRUGS & PHARMACEUTICALS LIMITED

Mihir R. Ghatalia
Managing Director

REGISTERED OFFICE :
E-34, MIDC, BOISAR,
TARAPUR, DIST. THANE

Date : 30th August, 2016

DIRECTORS REPORT

To,
The Shareholders,
Your Directors have pleasure in presenting the Twenty Sixth Annual Report together with Audited Accounts for the year-ended 31st March, 2016.

FINANCIAL RESULTS:

	(In ₹)	(In ₹)
Particular	31st March 2016	31st March' 2015
Income	2491656459.00	2160325604.00
Expenditure	2473526508.00	2146225747.00
(Loss)/ Profit Before Exceptional Item & Tax	18129951.00	14099857.00
Profit Before Tax	18129951.00	14099857.00
(Less)/ Add: Tax Expenses	(5236404.00)	(3216293.00)
Balance Carried To Balance Sheet	12893548.00	10883564.00

REVIEW OF OPERATIONS & FUTURE OULLOOK

CREATING NEW CAPACITIES: Our Company proposes to launch new products i.e. Monomethyl Urea(MMU)-200 MT per Month, Dimethyl Urea(DMU)-100 MT per Month, Theobromine(THB)- 20 MT per Month, Theophylline(THP)- 30 MT per Month and Pentoxifylline(PTF)- 10 MT per Month.

Company proposes to commence production of MMU and DMU by 30th June,2016 , THB and THP by October,2016 and PTF by March,2017. Necessary steps has been already taken by the Management.

DIVIDEND

Your directors do not recommend any dividend for the year ended 31st March, 2016.

DEPOSITS

The Company has not accepted the deposits from the public as per the Section 58A of the Companies Act, 1956 and the Companies (Acceptance of Deposits) Rules, 1975.

CORPORATE SOCIAL RESPONSIBILITY

Since the Company's turnover, net profit and net worth does not exceed the limits mentioned under Section 135 of Companies Act, 2013, the provisions of Corporate Social Responsibility is not applicable to the Company.

DIRECTOR

Mr. Lalit Tulsiani, Director of the company is liable to retire by rotation at the ensuing Annual General Meeting and being eligible, offer himself for re-appointment.

To regularize the re-appointment of Mr. Mihir R. Ghatalia who was re-appointed as the Managing Director of the Company by Board vide its Board Meeting dated 30th December, 2015.

DIRECTORS RESPONSIBILITY STATEMENT

As referred to in clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013, the Directors hereby confirm:

- i) that in preparation of the Annual Accounts for the year ended 31st March, 2016, the applicable accounting standards had been followed along with proper explanation relating to material departures, if any;
- ii) that the directors had selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give true and fair view of the state of affairs of the company at the end of financial year ended 31st March, 2016 and the profit/(Loss) of the Company for the year under review;
- iii) that proper and sufficient care has been taken for 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;
- iv) that the annual accounts for the year ended 31st March, 2016 have been prepared on a "going concern basis"
- v) the directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.

ANNUAL RETURN

As per section 92(3) of the Companies Act, 2013, the extract of the Annual Return is annexed hereto as **Annexure B**. The extract of the Annual Return shall be prescribed and it is the part of Director Report.

AUDITORS

M/s. DMKH & Company, who were appointed as Auditors to hold office until the conclusion of the 29th Annual General Meeting to be held in the calendar year 2019 are eligible for re-appointment. The Company has received the Certificate from them to this effect.

SECRETARIAL AUDIT REPORT

Pursuant to Section 204 of the Companies Act, 2013, the Board of Directors had appointed M/s. Virendra Bhatt & Associates, Practicing Company Secretaries as the Secretarial Auditors of the Company for the financial year 2015-16.

Accordingly, the Secretarial Auditors have given their report, which is annexed hereto as **Annexure A**. The comments of the Board on the observations of the Secretarial Auditors are given after Annexure A above.

The Board has re-appointed M/s. Virendra Bhatt & Associates, Practising Company Secretaries as the Secretarial Auditors of the Company for the financial year 2016-17.

BOARD MEETINGS

The details pertaining to the composition, terms of reference, etc. of the Board of Directors of the Company and the meetings thereof held during the financial year are given in the Report on Corporate Governance section forming part of this Annual Report.

DECLARATION OF INDEPENDENCE BY INDEPENDENT DIRECTOR

The Board confirms that all Independent Directors of the Company have given a declaration to the Board that they meet the criterion of independence as prescribed under Section 149 of the Companies Act, 2013.

COMMITTEES OF THE BOARD

The details of the powers, functions, composition and meetings of the Committees of the Board held during the year are given in the Report on Corporate Governance section forming part of this Annual Report.

AUDIT COMMITTEE

The details pertaining to the composition, terms of reference, etc. of the Audit Committee of the Board of Directors of the Company and the meetings thereof held during the financial year are given in the Report on Corporate Governance section forming part of this Annual Report. The recommendations of the Audit Committee were accepted by the Board of Directors of the Company from time to time.

CORPORATE GOVERNANCE

A separate report on Corporate Governance is produced as a part of the Annual Report along with the Auditors statement on its compliance.

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

Your Company has made the necessary disclosures in this Report in terms of Section 134(3) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 is given in **Annexure C** and forms part of this report.

EMPLOYEES:

There were no employees coming under the purview of Section 197(12) of the Act read with Rules 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the rules frame there under.

REMUNERATION:

As per Section 197 of the Companies Act, 2013, the ratio of remuneration of each director to the median remuneration of the employees of the company for the financial year:

Name of the Director	Ratio to Median employees
Mihir R Ghatalia, Managing Director	5:3

DISCLOSURE UNDER SECTION 164

None of the Directors of the company are disqualified for being appointed as Directors as specified under section 164 of the Companies Act, 2013.

ACKNOWLEDGEMENTS

Your Directors wish to place on record, the appreciation for the continued support of the customers, Bankers and Suppliers. Your Directors acknowledge and thank the employees for their valuable contribution and involvement.

For and on behalf of the Board of Directors

Jagdish K. Shah
CHAIRMAN

Place: Mumbai

Date : 30th May, 2016

ANNEXURE TO DIRECTOR'S REPORT
ANNEXURE - "A"
**FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN
As on financial year ended on 31.03.2016**

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

I. REGISTRATION & OTHER DETAILS:		
1	CIN	L99999MH1990PLC056538
2	Registration Date	15/05/1990
3	Name of the Company	AAREY DRUGS & PHAMACEUTICALS LIMITED
4	Category/Sub-category of the Company	Company limited by shares
5	Address of the Registered office & contact details	E-34, MIDC, Tarapur,Boisar, Dist. Thane- 401506 Ph: 022-23455543
6	Whether listed company	Yes
7	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Link Intime India Pvt Ltd. C-13, Pannalal Silk Mills Compound, L.B.S.Marg, Bhandup (West), Mumbai-400 078. Ph.022-25946970

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY			
(All the business activities contributing 10 % or more of the total turnover of the company shall be stated)			
S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Trading in petro chemicals and drugs intermediates	46102	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES					
S. No	Name and address of the Company	CIN/GLN	Holding/ Subsidiary /Associate	% of shares held	Applicable Section
1	NIL				

**IV. SHARE HOLDING PATTERN**

(Equity share capital breakup as percentage of total equity)

(i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2015]				No. of Shares held at the end of the year [As on 31-March-2016]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	6,534,541	-	6,534,541	38.86%	6537552	-	6,537,552	38.88%	0.05%
b) Central Govt	-	-	-	0.00%	-	-	-	0.00%	0.00%
c) State Govt(s)	-	-	-	0.00%	-	-	-	0.00%	0.00%
d) Bodies Corp.	3,120,000	-	3,120,000	18.56%	3,120,000	-	3,120,000	18.56%	0.00%
e) Banks / FI	-	-	-	0.00%	-	-	-	0.00%	0.00%
f) Any other	-	-	-	0.00%	-	-	-	0.00%	0.00%
Sub Total (A) (1)	9,654,541	-	9,654,541	57.42%	9,657,552	-	9,657,552	57.44%	0.03%
(2) Foreign									
a) NRI Individuals	-	-	-	0.00%	-	-	-	0.00%	0.00%
b) Other Individuals	-	-	-	0.00%	-	-	-	0.00%	0.00%
c) Bodies Corp.	-	-	-	0.00%	-	-	-	0.00%	0.00%
d) Any other	-	-	-	0.00%	-	-	-	0.00%	0.00%
Sub Total (A) (2)	-	-	-	0.00%	-	-	-	0.00%	0.00%
TOTAL (A)	9,654,541	-	9,654,541	57.42%	9,657,552	-	9,657,552	57.44%	0.03%

B. Public Shareholding**1. Institutions**

a) Mutual Funds	-	-	-	0.00%	-	-	-	0.00%	0.00%
b) Banks / FI	-	-	-	0.00%	-	-	-	0.00%	0.00%
c) Central Govt	-	-	-	0.00%	-	-	-	0.00%	0.00%
d) State Govt(s)	-	-	-	0.00%	-	-	-	0.00%	0.00%
e) Venture Capital Funds	-	-	-	0.00%	-	-	-	0.00%	0.00%
f) Insurance Companies	-	-	-	0.00%	-	-	-	0.00%	0.00%
g) FIs	-	-	-	0.00%	-	-	-	0.00%	0.00%
h) Foreign Venture Capital Funds	-	-	-	0.00%	-	-	-	0.00%	0.00%
i) Others (specify)	-	-	-	0.00%	-	-	-	0.00%	0.00%
Sub-total (B)(1):-	-	-	-	0.00%	-	-	-	0.00%	0.00%

2. Non-Institutions

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2014]				No. of Shares held at the end of the year [As on 31-March-2015]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
a) Bodies Corp.									
i) Indian	581,980	21,920	603,900	3.59%	918874	21480	940,354	5.59%	55.71%
ii) Overseas	-	-	-	0.00%	0	0	-	0.00%	0.00%
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 2 lakh	1,673,812	563,959	2,237,771	13.31%	2795184	558759	3,353,943	19.95%	49.88%
ii) Individual shareholders holding nominal share capital in excess of Rs. 2 lakh	3,631,147	88,160	3,719,307	22.12%	1812809	87460	1,900,269	11.30%	-48.91%
c) Others (specify)									
Non Resident Indians	29,214	-	29,214	0.17%	151525	0	151,525	0.90%	418.67%
Overseas Corporate Bodies	-	-	-	0.00%	-	-	-	0.00%	0.00%
Foreign Nationals	-	-	-	0.00%	0	0	-	0.00%	0.00%
Clearing Members	569,951	-	569,951	3.39%	811041	0	811,041	4.82%	42.30%
Trusts	-	-	-	0.00%	0	0	-	0.00%	0.00%
Foreign Bodies - DR	-	-	-	0.00%	0	0	-	0.00%	0.00%
Sub-total (B)(2):-	6,486,104	674,039	7,160,143	42.58%	6,489,433	667,699	7,157,132	42.56%	-0.04%
Total Public (B)	6,486,104	674,039	7,160,143	42.58%	6,489,433	667,699	7,157,132	42.56%	-0.04%
C. Shares held by Custodian for GDRs & ADRs			-	0.00%				0.00%	0.00%
Grand Total (A+B+C)	16,140,645	674,039	16,814,684	100.00%	16,146,985	667,699	16,814,684	100.00%	0.00%

(ii) Shareholding of Promoter

S N	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	MIHIR R GHATALIA	2,820,888	16.78%		2,820,888	16.78%	0	0.00%
2	BINA R GHATALIA	1,801,725	10.72%		1,804,736	10.73%	0	0.01%
3	NIMIT IMPEX PVT LTD.	1,560,000	9.28%		1,560,000	9.28%	0	0.00%
4	SURAJ TRADELINKS PVT LTD	1,560,000	9.28%		1,560,000	9.28%	0	0.00%
5	DAMAYANTI P GHATALIA	1,292,337	7.69%		1,292,337	7.69%	0	0.00%
6	RAJESH P GHATALIA	379,591	2.26%		379,591	2.26%	0	0.00%
7	MIRA M GHATALIA	240,000	1.43%		240,000	1.43%	0	0.00%

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

S N	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares	No. of shares	% of total shares
	At the beginning of the year	9,654,541	57.42%		0.00%
	Changes during the year		0.00%		0.00%
	At the end of the year	9,657,552	57.44%		0.00%

(iv) Shareholding Pattern of top ten Shareholders
(Other than Directors, Promoters and Holders of GDRs and ADRs):

S N	For each of the Top 10 shareholders	Shareholding at the beginning of the year		change in Shareholding during of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares	No. of shares	% of total shares	No. of shares	% of total shares
1	Arcadia Share & Stock Brokers Pvt Ltd.	392230	2.25%	-	0.00%	392,230	2.33%
2	Urmila R Mehta	432292	2.57%	202,088	1.20%	634,380	3.77%
3	Priti C Mehta	402977	2.40%	-	0.00%	402,977	2.40%
4	Sankaranarayanan Krishnakumar	325000	1.93%	-	0.00%	325,000	1.93%
5	Maruti k Ugade	285012	1.69%	-	0.00%	285,012	1.69%
6	Sangita M Ugade	191500	1.14%	50,000	0.30%	241,500	1.43%
7	Manoj V Parmar	168000	1.00%	-	0.00%	168,000	1.00%
8	Bharti M Parmar	168000	1.00%	-	0.00%	168,000	1.00%
9	J B Shares & Stock Ltd	137213	0.82%	(97,144)	-0.58%	40,069	
10	saiarhant Ventures Pvt Ltd	132673	0.79%	-	0.00%	132,673	0.79%
11	Jaikishan Rathi HUF	50000	0.30%	50,000	0.30%	100,000	0.59%

(v) Shareholding of Directors and Key Managerial Personnel:

S N	Shareholding of each Directors and each Key Managerial Personnel	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
1	Mihir R Ghatlia						
	At the beginning of the year			2,820,888	16.78%	2,820,888	16.78%
	Changes during the year			-	0.00%	-	0.00%
	At the end of the year			2,820,888	16.78%	2,820,888	16.78%
2	Jagdish K shah						
	At the beginning of the year			NIL	0.00%	NIL	0.00%
	Changes during the year			NIL	0.00%	NIL	0.00%
	At the end of the year			NIL	0.00%	NIL	0.00%
3	Chetan K Mehta						
	At the beginning of the year			NIL	0.00%	NIL	0.00%
	Changes during the year			NIL	0.00%	NIL	0.00%
	At the end of the year			NIL	0.00%	NIL	0.00%
4	Satish M Sheth						
	At the beginning of the year			NIL	0.00%	NIL	0.00%
	Changes during the year			NIL	0.00%	NIL	0.00%
	At the end of the year			NIL	0.00%	NIL	0.00%
5	Lait R Tulsiani						
	At the beginning of the year			NIL	0.00%	NIL	0.00%
	Changes during the year			NIL	0.00%	NIL	0.00%
	At the end of the year			NIL	0.00%	NIL	0.00%
6	Damiyanti P Ghatalia						
	At the beginning of the year			1,292,337	7.69%	1,292,337	7.69%
	Changes during the year			-	0.00%	-	0.00%
	At the end of the year			1,292,337	7.69%	1,292,337	7.69%
7	Sweta Podar (Company Secretary)]						
	At the beginning of the year			NIL	0.00%	NIL	0.00%
	Changes during the year			NIL	0.00%	NIL	0.00%
	At the end of the year			NIL	0.00%	NIL	0.00%

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment. (Amt. Rs./Lacs)				
Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	NIL	NIL	NIL	-
ii) Interest due but not paid	NIL	NIL	NIL	-
iii) Interest accrued but not due	NIL	NIL	NIL	-
Total (i+ii+iii)	-	-	-	-
Change in Indebtedness during the financial year				
* Addition	NIL	NIL	NIL	-
* Reduction	NIL	NIL	NIL	-
Net Change	-	-	-	-
Indebtedness at the end of the financial year				
i) Principal Amount	NIL	NIL	NIL	-
ii) Interest due but not paid	NIL	NIL	NIL	-
iii) Interest accrued but not due	NIL	NIL	NIL	-
Total (i+ii+iii)	-	-	-	-


VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL
A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

S	Particulars of Remuneration	Name of MD/WTD/Manager	Total Amount
N.	Name Designation	Mihir R Ghatalia MD	(Rs)
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	300,000.00	300,000.00
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	NIL	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	NIL	-
2	Stock Option	NIL	-
3	Sweat Equity	NIL	-
4	Commission		
	- as % of profit	NIL	-
	- others, specify	NIL	-
5	Others, please specify	NIL	-
	Total (A)	300,000.00	-
	Ceiling as per the Act		300,000.00

B. Remuneration to other Directors

S	Particulars of Remuneration	Name of Directors	Total Amount (Rs/Lac)
1	Independent Directors		
	Fee for attending board committee meetings		-
	Commission		-
	Others, please specify		-
	Total (1)	-	-
2	Other Non-Executive Directors		
	Fee for attending board committee meetings		-
	Commission		-
	Others, please specify		-
	Total (2)	-	-
	Total (B)=(1+2)	-	-
	Total Managerial Remuneration		300,000.00
	Overall Ceiling as per the Act		

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

S.	Particulars of Remuneration	Name of Key Managerial Personnel	Total Amount (Rs)
	Name Designation	CEO/CFO Rajesh P Ghatalia	CS Sweta Poddar
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	180,000.00	180,000.00
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	NIL	NIL
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	NIL	NIL
2	Stock Option	NIL	-
3	Sweat Equity	NIL	-
4	Commission		
	- as % of profit	NIL	-
	- others, specify	NIL	-
5	Others, please specify	NIL	-
	Total	180,000.00	180,000.00
			360,000.00

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

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

ANNEXURE TO DIRECTOR'S REPORT**ANNEXURE - "B"****Form No. MR-3****SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2016

[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,
Aarey Drugs & Pharmaceuticals Limited

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Aarey Drugs & Pharmaceuticals Limited (Hereinafter called the 'Company'). Secretarial Audit was conducted in a manner that provides me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's 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 covering the financial year ended on March 31, 2016 prima facie complied with the statutory provisions listed hereunder:

I have examined the books, papers, minutes' books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2016 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under (Not Applicable to the Company during the Audit period);
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent to Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings (Not Applicable to the Company during the Audit period);
- (v) The following Regulations and Guidelines prescribed under Securities and Exchange Board of India Act, 1992 (SEBI Act):-
 - (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;
- Though the following laws are prescribed in the format of Secretarial Audit Report by the Government, the same were not applicable to the Company for the financial year ended 31st March, 2016:-
 - (a) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (b) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999);
 - (c) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - (d) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (e) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
 - (f) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- (vi) Based on the representation given by the Management of the Company, the manufacturing activities were closed during the year & no labour was employed. Hence no such laws were specifically applicable to the business of the Company.



(vii) I have also examined compliance with the applicable clauses of the following:

- (a) The listing agreements entered into by the Company with the Bombay Stock Exchanges, Delhi Stock Exchanges & Ahmedabad Stock Exchange.
- (b) The Company has prima facie complied with Secretarial Standards 1 & 2 issued by The Institute of Company Secretaries of India.

During the period under review the Company has prima facie complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above I **further report that the factory remained closed during the audit period i.e. from 01/04/2015 to 31/03/2016 as informed by the Company & hence I have not verified the Industrial Acts.**

I further report that Company has accepted deposit from relative of directors & body corporate under section 73 of the Companies Act, 2013.

I further report that the Company has not appointed Cost Auditor as there is no manufacturing activity during the year 2015-16 as informed by the Company.

I further report that there were no instances for the Company to pay Gratuity & Retirement Benefits to the employees.

As per the information provided by the Company, they are not required to donate the amount towards Corporate Social Responsibility as per rules and provisions of Companies Act, 2013.

I further report that I rely on statutory auditor's reports in relation to the financial statements and accuracy of financial figures for, Sales Tax, Wealth Tax, Value Added Tax, Related Party Transactions, Provident Fund, ESIC, etc. as disclosed under financial statements, Accounting Standard 18 & note on foreign currency transactions during our audit period.

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.

I further report that as per the information provided prima facie adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

I further report that as per the information provided majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

I further report that there are prima facie adequate systems & processes in the Company commensurate with the size & operations of the Company to monitor & ensure compliance with applicable laws, rules, regulations & guidelines.

I further report that the management is responsible for compliances of all business laws. This responsibility includes maintenance of statutory registers/records required by the concerned authorities and internal control of the concerned department and I have relied on that.

I further report that during the audit period the Company has no specific events like Public/Right/Preferential issue of shares/debentures/sweat equity etc.

I further report that:

1. Maintenance of Secretarial record is the responsibility of the Management of the Company. Our responsibility is to express an opinion on these Secretarial Records based on our audit.
2. 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 test basis to ensure that correct facts are reflected in the Secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. Where ever required, I have obtained the Management representation about the compliance of Laws, Rules and Regulations and happening of events etc.
4. The compliance of the provisions of Corporate and other applicable Laws, Rules, Regulations, Standards is the responsibility of the Management. My examination was limited to the verification of procedures on test basis.
5. The Secretarial Audit report is neither an assurance as to the future viability of the company nor the efficacy or effectiveness with which the Management has conducted the affairs of the company.

Meghna S. Mistry
ACS No - 43683
COP No - 16100

Place : Mumbai
Date : 30.08.2016

ANNEXURE TO DIRECTOR'S REPORT
ANNEXURE - "C"

PARTICULARS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO AS REQUIRED UNDER SECTION 217 (1) (e) OF THE COMPANIES ACT, 1956, READ WITH THE COMPANIES (DISCLOSURE OF PARTICULARS IN THE REPORT OF BOARD OF DIRECTORS) RULES, 1988.

A. CONSERVATION OF ENERGY :
a) Energy conservation measures taken :

- i) The company has been strictly observing and monitoring the power consumption.
- ii) The grinding operation with keeping the automatic regular of feeds has been maintained to minimize power consumption.
- iii) Dual Fuel Burner was installed.

b) Impact of above measures:

High power factor above 0-9 and optimization of the grind ability has been maintained.

B. POWER AND FUEL CONSUMPTION :

Particulars	2015-2016	2014-2015
(i) Electricity Purchased:		
Units (KWH)	---	---
Total Amount (Rs.)		
Rate / Unit (Rs.)		
(ii) Own generation		
a) Through diesel generator Unit	---	---
Units per ltr. of diesel oil		
Cost / Unit		
b) Through steam turbine/generator		
Unit	4236.36	465500.00
Units per ltr. Of fuel oil / gas	6.65	6.65
Cost / Unit	5.50	5.80
(iii) Coal		
Quantity (tones)	---	---
Total Cost		
Average rate		
(iv) Furnance Oil / Diesel		
Quantity (m.t.)	9.30	40.00
Total Amount (Rs.)	253660.00	1824000.00
Average rate (Rs.)	27.28	45.60
(v) Others/internal generation		
Quantity	----	----
Total cost		
Rate / unit		

	Quantity (in MTS)	Quantity (in MTS)
C. ACTUAL PRODUCTION :		
Production of industrial solvents & Thinner	----	-----
RESEARCH & DEVELOPMENT (R & D):		
i) Specific areas in which R & D is conducted By the company :		
ii) Benefits derived as a result of above R & D :		
iii) Further Plan of Action :		
iv) Management Review :		
v) Expenditure on R&D :	2015-2016 (Rs.)	2014-2015 (Rs.)
a) Capital	---	---
b) Recurring Total	---	---
c) Total R&D Expenditure as a Percentage of total turnover		
D. TECHNOLOGY, ABSORPTION, ADAPTION AND INNOVATION :	2015-2016 (Rs.)	2014-2015 (Rs.)
a) Efforts, in brief, made towards technology Absorption, adaption and innovation		
b) Benefits derived as a result of the above	---	----
	2015-2016 (Rs.)	2014-2015 (Rs.)
c) In case of imported technology (imported during the last 5 years reckoned from the beginning of the financial year)	----	----
1. Technology import		
2. Year of import		
3. Has technology ben fully absorbed		
4. If not fully absorbed, areas where this has not Taken place, Reasoms there for and future Plans of action		
E. FOREIGN EXCHANGE EARNINGS AND OUTGO:	2015-2016 (Rs.)	2014-2015 (Rs.)
Activities relating to exports ; initiative taken To increase exports ;development of new Exports markets for products and services; and export plans;	---	---
Total Foreign Exchange used		
Total Foreign Exchange earned (F.O.B.)		

For and on behalf of the Board of Directors
Jagdish K. Shah
Chairman

Place: Mumbai
Date : 30th May, 2016

MANAGEMENT DISCUSSION AND ANALYSIS

This report contains statements, which may constitute “forward looking statements” within the meaning of the applicable securities laws and regulations. Forward-looking statements are based on certain assumptions and expectations of the future events. Actual results could differ materially from those expressed or implied. Important factors that could impact the Company's performance include, among others, economic conditions affecting the demand / supply and price conditions in the markets in which the company operates, changes in the Government policies, regulations, tax laws, other statutes and incidental factors.

The Company undertakes no obligations to update or revise forward-looking statements on the basis of any subsequent developments, information or events.

GENERAL REVIEW

The Company is in the API / Bulk Drugs manufacturing and offers a range of products for diverse industrial applications. The Company maintains its head office in Masjid, Mumbai and the plant in Tarapur, Maharashtra.

SIGNIFICANT FINANCIAL EVENTS OF THE YEAR

The Company's Sales from trading activities is Rs.24916.56 lacs. This has been mainly possible due to the efforts put in to achieve growth. The increased sales also reflect the improved performances of the company. At present our company is only into trading activity and there is no manufacturing activity. In the meanwhile, company is getting the job work done from outside sources, so that there is no loss of turnover and profitability due to closure without compromising on the quality and security issues. The company has initiated necessary steps to re-commence production and the same is expected to start by June' 2016.

Expenditure increased from Rs. 21462.26 lacs. to Rs. 24735.27 Lacs

The paid-up equity share capital stood at Rs. 1681.47 lacs. The Earnings per Share were Rs.0.77. As the company is going for expansion hence dividend not recommended.

RESOURCES AND LIQUIDITY

Primary liquidity needs have been to finance working capital needs. To fund these, the company relied on internal accruals and borrowings. The Company's unsecured loans are Rs. 35.38 lacs.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company maintains effective internal controls, systems and procedures for management of its business. As a part of this process, system and procedures are regularly reviewed and strengthened. The internal controls systems cover the accounting, production and administration functions. The Company has appointed an outside internal audit agency to further assess the systems and provide valuable feedback on the systems and areas of improvement of the same. The Company has a proper and adequate system to ensure that all assets are safeguard and protected against loss, theft, unauthorized use and damage from improper use.

HUMAN RESOURCES / DEVELOPMENT

The Company has a large pool of talented and knowledgeable personnel. The Company offers several in-house training programs to its personnel. This is aimed at continuous development and improvement of the company's talent pool. Over 15 in-house training Programs were conducted during the year. Industrial relations at the plant remained cordial throughout the year.

OUTLOOK

The industry sector under which the company operates has been posting healthy growth rates over the years. The market for the product mix is expanding at above 6% per annum. These factors provide opportunities for the company to continue to return impressive growth and returns for all stakeholders.

CORPORATE GOVERNANCE

PHILOSOPHY ON CODE OF GOVERNANCE

Corporate Governance is concerned with creation of long term value of shareholders while also balancing interest of other stakeholders' viz. Employees, Creditors, Government and the Society at large. Corporate Governance is crucial as it builds confidence and trust, which eventually leads to a more stable and sustained resources flow and long term partnership with its investors and other stakeholders.

The Corporate Governance framework will encourage efficient use of resources and ensuring accountability for these resources. Its importance lays in the contribution it makes to the overall growth and direction of the business, management accountability and transparency and above all, equitable treatment for its stakeholders.

In sum, Corporate Governance reinforces the concept of "Your Company" and emphasis that the Chairman and the Board of Directors are your fiduciaries and trustee's engaged in pushing the business forward and maximizing the value for you, the shareholders.

CORPORATE GOVERNANCE

Your Company believes in adopting the best corporate governance practices and protecting rights and interests of stakeholders. We further believe that the shareholders have the right to know the complete information on the Board of Directors and the management, their interest in the organization as well as governance practice to be followed by them.

The report on Corporate Governance is divided in to five parts

1. Board of Directors
2. Committees of the Board
3. Disclosure
4. Means of Communication
5. Shareholder Information

I BOARD OF DIRECTORS

A. The details of the Board of Directors of the Company. Meeting held and attendance of the Directors are given below:

Name of Directors	Designation	Directorship in other public Limited Companies	Other Companies Committee	
			Membership	Chairperson
Mr. Lalit R. Tulsiani	Whole time Director	Nil	Nil	Nil
Mr. Mihir R. Ghatalia	Managing Director	1	Nil	Nil
Mr. Jagdish K. Shah	Chairman, Non Executive	Nil	Nil	Nil
Mr. Chetan K.Mehta	Director, Non Executive Independent	Nil	Nil	Nil
Mr. Satish M. Sheth	Director Non Executive Independent	Nil	Nil	Nil
Smt. Damiyanti P Ghatalia	Woman Director	1	Nil	Nil

As required by the Companies Act, 1956 & Clause 49 of the Listing Agreement, none of the Directors hold Directorship in more than 15 public Companies, Membership of Board Committees (Audit/ Remuneration/Investor Grievance Committees) in excess of 5

B. REVIEW OF THE BOARD

The Board of Director's review in their Board Meeting matters relating to:

- ❖ Strategy and Business Plans
- ❖ Annual Operating and Capital Expenditure Budgets/
- ❖ Investments and Exposures limits
- ❖ Business risk analysis and control
- ❖ Senior Executive appointment
- ❖ Compliance with statutory/ regulatory requirements and review of major legal issues
- ❖ Adoption of quarterly results/ annual results
- ❖ Transactions pertaining to purchase, disposal of property, major provisions and write offs.

C. BOARD MEETINGS

The meetings of the Board of Directors are scheduled well in advance and the folder containing agenda for the meeting with detailed review of all aspects of the Company business, including Performance of the Company, Employee relations, details of Investments, Capital Expenditure, etc. is circulated to all the Directors before 7 days of the date of Board Meeting. It also highlights important matters discussed at the Audit Committee, Share Transfer Committee & Investor Grievance Committee of the Board. Four Board Meetings were held during the year on 30/05/2015, 23/07/2015, 14/08/2015, 09/11/2015, 30/12/2015 and 15/02/2016.

Name of Directors	No. of Board Meeting Held	No. of Board Meeting attended	Attendance at last AGM
Mr. Lalit R. Tulsiani	6	6	Yes
Mr. Mihir R. Ghatalia	6	6	Yes
Mr. Jagdish K. Shah	6	6	Yes
Mr. Chetan K.Mehta	6	6	Yes
Mr. Satish M. Sheth	6	5	Yes
Smt. Damiyanti P. Ghatalia	6	6	Yes

D. CODE OF CONDUCT

The Board of Directors has adopted the code of conduct & responsibilities of the Board towards the Company in the Board Meeting.

II COMMITTEES OF THE BOARD

A. AUDIT COMMITTEE

The Composition of Audit Committee and attendance of members of the meetings are as under:

Name of Members	Category	Designation	No. of Meetings Attended
Mr. Mihir Rajesh Ghatalia	Managing Director	Managing Director	4
Mr. Chetan K. Mehta	Non Executive Independent	Director	4
Mr. Jagdish Shah	Non Executive Independent	Chairman	4

Audit Committee reviews in their meetings & recommends to the Board matters relating to the following terms of reference

- To Oversee the Company's Financial reporting process and disclosure of its financial information.
- To recommend the appointment of Statutory Auditors and fixation of the Audit fee.
- To review and discuss with the Auditors about internal control system, the scope of audit including observations of the Auditors, adequacy of internal audit function, major accounting policies, practices and entries, compliance with accounting Standards with The Stock Exchanges and legal requirements concerning financial statements and related party transactions, if any.
- To review the Company's Financial and Risk Management Policies and discuss with the Internal Auditors.
- To follow-up significant finding thereon.
- To review the quarterly and annual financial statements before submission to the Board of Directors.

During the financial year the Audit Committee met 25/05/2015, 03/08/2015, 06/11/2015, 28/12/2015 & 12/02/2016.

B REMUNERATION COMMITTEE

Remuneration Committee reviews and approves the annual salaries, performance commission, service agreements and other employment conditions for Executive Directors. The Composition of the Remuneration Committee is as under.

Name of Members	Category	Designation
Mr. Chetan K. Mehta	Non-Executive- Independent	Chairman
Mr. Mihir R. Ghatalia	Managing Director	Member
Mr. Satish M.Sheth	NonExecutive- Independent	Member

Remuneration to Managing Director:

Name of Directors	Designation	Salary	Perquisite	Total (Rs.)	Service Contract
Mr. Mihir R. Ghatalia	Managing	300000.00 Director	NIL	300000.00	Re-appointed as Managing Director by the Board on 30 th December, 2015 for a period of 3 years w.e.f 31/12/2015 to 30/12/2018 subject to shareholders' approval

C. SHAREHOLDERS/ INVESTORS GRIEVANCE COMMITTEE

a. The Committee comprises of the following members

Name of the Director	Category	Designation
Mr. Mihir R. Ghatalia	Managing Director	Member
Mr. Lalit R. Tulsiani	Whole time Director	Member
Mr. Chetan K. Mehta	NonExecutive- Independent	Member
Mr. Jagdish K. Shah	NonExecutive- Independent	Chairman

b. Name & Designation of Compliance Officer:

Mrs. Sweta Poddar

Bhakti Residency, Flat 803, Plot No.6, Sector-11, Sanpada,
Navi Mumbai - 400 705. Tel/ Fax No: 022-2345 5543

c. Number of Shareholder Complaints received so far : 7

d. Number of Complaints not solved to satisfaction: **Nil**

e. Number of pending complaints: **NIL**

GENERAL BODY MEETINGS

Location and time of General Meetings held in last three years.

Year	AGM / EGM	Date	Time	Venue	Special Resolution
2015-16	AGM	25/09/15	09.30 A.M	E-34, MIDC, Tarapur, Boisar, Thana - 401506	YES
2014-15	AGM	20/09/14	11.30 A.M	E-34, MIDC, Tarapur, Boisar, Thana - 401506	NO
2013-14	AGM	20/09/13	09.30 A.M	E-34, MIDC, Tarapur, Boisar, Thana - 401506	YES

of the above meetings. At the ensuing AGM there are no resolution proposed to be passed through postal ballot.

III DISCLOSURE

- a. There were no materially significant related party transactions with the promoters, Directors etc that may have potential conflicts with the interest of the company at large.
- b. There were no pecuniary relationships or transactions of Non Executive Directors vis- a- vis the Company.

IV MEANS OF COMMUNICATION

The Annual and Quarterly results are submitted to the Stock Exchanges in accordance with the Listing Agreement.

V SHAREHOLDERS INFORMATION

1. ANNUAL GENERAL MEETING

- Date & Time : 30th September, 2016 at 9.15 a.m
- Venue : E-34, MIDC, Tarapur, Boisar
Thane - 401 506.

2. **Book Closure Date** : 28 September, 2016 to
30 September, 2016 (both days inclusive)

3. **Registered Office** : E-34, MIDC, Tarapur, Boisar
Thane - 401 506.

4. **Equity Shares Listed** : The Bombay Stock Exchange Limited
The Stock Exchange, Ahmedabad
The Stock Exchange, Delhi

5. Stock Price Data & ISIN No :

The monthly high and low shares prices during the year at BSE are as under (ISIN NO : INE198401019)

MONTH	HIGH	LOW
April 2015	15.74	13.60
May -2015	13.98	11.90
June 2015	13.97	11.27
July-2015	17.40	12.82
August-2015	17.90	13.21
September-2015	13.94	12.26
October-2015	24.75	13.11
November-2015	28.70	19.70
December-2015	27.70	21.55
January-2016	33.40	19.60
February-2016	24.90	16.30
March-2016	32.90	25.05

6. **Registrar & Transfer Agents:**
LINK INTIME INDIA PVT LTD.
 C-13, Pannalal Silk Mills Compound,
 L. B. S. Marg, Bhandup (West), Mumbai - 400 078.

7. **DISTRIBUTION OF SHAREHOLDING AS ON 31.03.2016**

No. of Equity Shares Held Nos.	Shareholders		Share Amount (Rs)	
	Nos.	%	Rs.	%
1-500	5200	79.21	8688450	5.1670
501-1000	656	9.99	5126300	3.05
1001-2000	311	4.74	4614870	2.74
2001-3000	120	1.83	3082680	1.83
3001-4000	42	0.64	1495920	0.89
4001-5000	69	1.05	3294120	1.96
5001-10000	62	0.94	4815670	2.86
10001 & above	105	1.60	137028830	81.49
Total	6565	100.00	168146840	100.00

8. **CATEGORY OF SHAREHOLDINGS AS ON 31.03.2016**

Sr. No.	CATEGORY	DEMATED		PHYSICAL		TOTAL
		Shares	Holders	Shares	Holders	
1	Other Corporate Bodied	857501	95	21480	18	878981
2	Clearing Member	740189	62	0	0	740189
3	Non Resident Indian	32026	29	0	0	32026
4.	Non Resident (NON REPATRIABLE)	120599	11	0	0	120599
5.	Public	4739118	4169	646219	2172	5385337
6.	Promoters	6537552	7	0	0	6537552
7.	Promoter (Body Corporate)	3120000	2	0	0	3120000
	Total	16146985	4375	667699	2190	16814684

9. **FINANCIAL RELEASE DATES FOR THE YEAR 2016-17**

QUARTER RELEASE DATE	TENTATIVE AND SUBJECT TO CHANGE
1 st Quarter ending 30 th June	End of July, 2016
2 nd Quarter ending 30 th September	End of October, 2016
3 rd Quarter ending 31 st December	End of January, 2017
4 th Quarter ending 31 st March	End on April, 2017

10. **DEMAT POSITION AS ON 31.03.16**

Total No. of Fully paid up shares	Shares in demat form	Percentage (%)	Shares in physical form	Percentage (%)
16814684	16146985	96.03%	667699	3.97%

11. The Company has no outstanding GDR/ Warrant and Convertible Bonds.

Auditors' Certificate on Compliance of the conditions of Clause 49 of the Listing Agreement (Corporate Governance) for the year ended 31st March, 2016

To
The Member's of **M/S. AAREY DRUGS & PHARMACEUTICALS LIMITED**

We have examined the compliance of conditions of Corporate Governance by Aarey Drugs & Pharmaceuticals Limited for the year ended 31.03.2016 , as stipulated in Clause 49 of the listing agreement of the said company with stock exchanges.

The Compliance condition of corporate governance is the responsibility of the management. Our examination was limited to procedure and implementation thereof , adopted by the company for ensuring the compliance of the conditions of the corporate governance. It is neither an audit nor an expression of opinion on the financial statements of the company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

We state that no investor grievances are pending for a period exceeding one month against the company as per the records maintained by the Shareholders / Investors Grievance Committee.

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

For DMKH & Co.
Chartered Accountants,
FRN. No. 116886W

CA. Manish Kankani
Partner
M. No. 158020

Place: Mumbai

Date: 30th August, 2016

DECLARATION FROM INDEPENDENT DIRECTORS ON ANNUAL BASIS

The Board of Directors M/s. Aarey Drugs & Pharmaceuticals Limited

Dear Sir,

I undertake to comply with the conditions laid down in sub-clause of clause 49 read with section 149 and Schedule IV of the Companies Act, 2013 in relation to conditions of independence and in particular:

- (a) I declare that upto the date of this certificate, apart from receiving director's remuneration, I did not have any material pecuniary relationship or transactions with the company, its promoter, its directors, senior management or its holding company, its subsidiary and associates as named in the annexure thereto which may affect my independence as director on the board of the company. I further declare that I will not enter into any such relationship/transactions. However, if and when I intend to enter into such relationships/transactions, whether material or non-material I shall keep prior approval of the board. I agree that I shall cease to be an independent director from the date of entering into such relationship/transaction.
- (b) I declare that I am not related to promoters or persons occupying management positions at the board level or at one level below the board and also have not been executive of the company in the immediately preceding three financial years.
- (c) I was not a partner or an executive or was also not partner or executive during the preceding three years, of any of the following:
 - (i) the statutory audit firm or the internal audit firm that is associated with the company and
 - (ii) the legal firm(s) and consulting firm(s) that have a material association with the company
- (d) I have not been a material suppliers, service provider or customer or lessor or lessee of the company, which may affect independence of the director, and was not a substantial shareholder of the company i.e., owning two percent or more of the block of voting shares.

Thanking You,
Yours Faithfully,

(1) Chetan K. Mehta

(2) Satish M. Sheth

Date: 31st March, 2016

Place: Mumbai

**INDEPENDENT AUDITOR'S REPORT**

To,
The Members of, **AAREY DRUGS & PHARMACEUTICALS LIMITED**
Report on the Financial Statements

1 We have audited the accompanying financial statements of **AAREY DRUGS & PHARMACEUTICALS LIMITED** ("the company"), which comprises Balance Sheet as at 31st Mar 2016, the Statement of Profit and Loss account and Cash Flow Statement for the year then ended, and a Summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

3 Our responsibility is to express an opinion on these standalone financial statements based on our audit. We have taken into account the provision of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

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

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

Opinion

4 In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the state of affairs of the Company as at 31st March, 2016, and its loss and its cash flow for the year ended on that date.

Report on Other Legal and Regulatory Requirements

5 As required by the Companies (Auditor's Report) Order, 2016 (the Order) issued by the Central Government in terms of Section 143 (11) of the Act, we enclosed in the annexure a statement on matters specified in paragraph 3 & 4 of the said order.

As required by Section 143 (3) of the Act, we report that:

- We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
- 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.
- The Balance Sheet and the Statement of Profit and Loss and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- In our opinion there are no observations or comments on the financial transactions, which may have an adverse effect on the functioning of the Company.
- On the basis of the written representations received from the directors as on 31st Mar 2016 and taken on record by the Board of Directors, we report that none of the directors is disqualified as on 31st Mar 2016 from being appointed as a directors in terms of section 164(2) of the Act.
- Report on the Internal Financial Controls under Clause (1) of Sub-section 3 of section 143 of the companies Act, 2013 ("the Act")- is enclosed an annexure to this report.
- 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:
 - As informed to us the Company does not have any pending litigations which would impact its financial position
 - The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses
 - There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For **DMKH & Co.**
Chartered Accountants
FRN. No. 116886W
CA. MANISH KANKANI
M.No 158020

Place: Mumbai
Date: 30/05/2016

ANNEXURE TO INDEPENDENT AUDITORS' REPORT

Referred to in Paragraph 1 under the heading of "Report on other Legal and Regulatory Requirements" of our report of even date

On the basis of such checks as we considered appropriate and in terms of the information and explanations given to us, we state that: -

- i. a) The company has maintained proper records showing full particulars, including quantitative details and situation of its fixed assets.
- b) As explained to us, fixed assets have been physically verified by the management at reasonable intervals; no material discrepancies were noticed on such verification.
- c) The title deeds of immovable properties are held in the name of the company.
- ii. As explained to us, inventories have been physically verified during the year by the management at reasonable intervals. No material discrepancy was noticed on physical verification of stocks by the management as compared to book records.
- iii. According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has not granted any loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or other parties listed in the register maintained under Section 189 of the Companies Act, 2013. Consequently, the provisions of clauses iii (a), (b) and (c) of the order are not applicable to the Company.
- iv. In our opinion and according to the information and explanations given to us, company has complied with the provision of section 185 and 186 of the Companies Act, 2013 In respect of loans, investment, guarantees, and security.
- v. The company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provision of sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regards to the deposits accepted from the public are not applicable.
- vi. As per information & explanation given by the management, maintenance of cost records has not been specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013.
- vii a) According to information and explanations given to us and on basis of our examination of the books of account, and records, the company has been generally regular in depositing undisputed statutory dues including Income-tax, Sales-tax, Service Tax, Custom Duty, Excise Duty, value added tax, cess and any other statutory dues with the appropriate authorities. According to the information and explanations given to us there were no outstanding statutory dues as on 31st of March, 2016 for a period of more than six months from the date they became payable.
- b) According to the information and explanations given to us, there is no amount payable in respect of income tax, service tax, sales tax, customs duty, excise duty, value added tax and cess whichever applicable, which have not been deposited on account of any disputes other than following :-

Name of the statute	Nature of the dues	Amount (Rs.)	Period to which the amount related	Forum where dispute pending
Income Tax Act, 1961	Income Tax	Rs.67,41,220/-	A.Y. 2007-08	CIT(A) Mumbai
Income Tax Act, 1961	Income Tax	Rs.32,89,260/-	A.Y. 2008-09	CIT(A) Mumbai
Income Tax Act, 1961	Income Tax	Rs. 2,63,960/-	A.Y. 2009-10	CIT(A) Mumbai
Income Tax Act, 1961	Income Tax	Rs. 16,03,320/-	A.Y. 2010-11	CIT(A) Mumbai
Income Tax Act, 1961	Income Tax	Rs. 25,56,440/-	A.Y. 2011-12	CIT(A) Mumbai
Income Tax Act, 1961	Income Tax	Rs. 2,84,688/-	A.Y. 2012-13	CIT(A) Mumbai
Income Tax Act, 1961	Income Tax	Rs. 5,04,495/-	A.Y. 2013-14	CIT(A) Mumbai

- viii. In our opinion and according to the information and explanations given by the management, we are of the opinion that, the Company has not defaulted in repayment of dues to a financial institution or bank. The Company has not taken any loan either from financial institutions or from the government and has not issued any debentures.
- ix. Based on our audit procedures and according to the information given by the management, the company has not raised any money by way of initial public offer or further public offer (including debt instruments) or taken any term loan during the year.
- x. According to the information and explanations given to us, we report that no fraud by the company or any fraud on the Company by its officers or employees has been noticed or reported during the year.
- xi. According to the information and explanations given to us, we report that managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act.
- xii. The company is not a Nidhi Company. Therefore clause xii) of the order is not applicable to the company.
- xiii. According to the information and explanations given to us, all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements etc. as required by the applicable accounting standards.
- xiv. Based upon the audit procedures performed and the information and explanations given by the management, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3 (xiv) of the Order are not applicable to the Company and hence not commented upon.
- xv. Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or person connected with him. Accordingly, the provision of clause 3 (xv) of the Order are not applicable to the Company and hence not commented upon.
- xvi. In our opinion, the company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. And accordingly, the provisions of clause 3 (xvi) of the Order are not applicable to the Company and hence not commented upon.

For DMKH & Co.
Chartered Accountants,
FRN. No. 116886W

CA. MANISH KANKANI
M.No. 158020

Place: Mumbai
Date : 30/05/2016

Annexure'B'**REPORT ON INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING****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 AAREY DRUGS PHARMACEUTICALS LIMITED ("the Company") as of March 31, 2016 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. 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 judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

Meaning of Internal Financial Controls Over Financial Reporting

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

1. pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
2. provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and
3. provide reasonable assurance regarding prevention or timely detection of 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 controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For DMKH & Co.
Chartered Accountants,
FRN. No. 116886W

CA. MANISH KANKANI
M.No. 158020

Place: Mumbai
Date : 30/05/2016

BALANCE SHEET AS AT 31st MARCH, 2016

PARTICULARS	Note No.	As at 31.03.2016	As at 31.03. 2015
		(In ₹)	(In ₹)
A EQUITY AND LIABILITIES			
1 Shareholders' funds			
(a) Share capital	2	168,146,840	168,146,840
(b) Reserves and surplus	3	198,826,608	185,943,779
		366,973,448	354,090,619
2 Non-current liabilities			
(a) Long-term borrowings	4	875,368	-
(b) Deferred tax liabilities		-	-
(c) Other long-term liabilities		-	-
(d) Long-term provisions		-	-
		875,368	-
3 Current liabilities			
(a) Short-term borrowings	5	144,478,807	110,198,936
(b) Trade payables	6	719,451,262	671,438,207
(c) Other current liabilities	7	6,332,556	2,836,594
(d) Short-term provisions	8	11,862,959	10,929,057
		882,125,583	795,402,795
TOTAL		1,249,974,400	1,149,493,414
B ASSETS			
1 Non-current assets			
(a) Fixed assets			
(i) Tangible assets	9	78,505,885	58,922,693
(ii) Intangible assets		-	-
(iii) Capital work-in-progress		-	-
(iv) Intangible assets under development		-	-
(v) Fixed assets held for sale		-	-
		78,505,885	58,922,693
(b) Non-current investments	10	4,400,000	4,400,000
(c) Deferred tax assets (net)		-	-
(d) Long-term loans and advances	11	-	-
(e) Other non-current assets	12	-	313,526
		4,400,000	4,713,526
2 Current assets			
(a) Current investments			
(b) Inventories	13	20,764,104	41,663,895
(c) Trade receivables	14	724,786,956	667,130,597
(d) Cash and cash equivalents	15	16,217,375	1,715,110
(e) Short-term loans and advances	16	19,933,300	15,916,884
(f) Other current assets	17	385,366,780	359,430,709
		1,167,068,515	1,085,857,195
TOTAL		1,249,974,400	1,149,493,414

Significant Accounting Policies
1
The accompanying notes are an integral part of the financial statements
FOR DMKH & CO.,
For AAREY DRUGS & PHARMACEUTICALS LTD
Chartered Accountants

Firm Registration No. : 116886W

CA. MANISH KANKANI
Partner
JAGDISH K SHAH
Chairman
MIHIR R. GHATALIA
Managing Director
CHETAN K. MEHTA
Director

M.No. 158020

Place : MUMBAI

 Date : 30th May, 2016

RAJESH P GHATALIA
Chief Financial Officer
SWETA PODDAR
Company Secretary

Place : MUMBAI

 Date : 30th May, 2016

PROFIT & LOSS FOR THE YEAR ENDED 31st MARCH, 2016

PARTICULARS	Note No.	For year ended	For year ended	
		31 March, 2016	31 March, 2015	
		(In ₹)	(In ₹)	
A CONTINUING OPERATIONS				
1	Revenue from operations (gross)	18	2,460,287,303	2,134,414,270
2	Other income	19	31,369,156	25,911,334
3	Total revenue		2,491,656,459	2,160,325,604
4	Expenses			
	(a) Cost of Goods Sold	20	2,430,291,146	2,102,666,335
	(b) Employee benefits expense	21	2,623,075	2,584,279
	(c) Finance costs	22	17,180,804	14,853,750
	(d) Depreciation and amortisation expense	9	6,189,471	10,533,226
	(e) Other expenses	23	17,242,012	15,588,157
	Total expenses		2,473,526,508	2,146,225,747
5	Profit / (Loss) before exceptional and extraordinary items and tax (3 - 4)		18,129,951	14,099,857
6	Exceptional items		-	-
7	Profit / (Loss) before extraordinary items and tax (5 + 6)		18,129,951	14,099,857
8	Extraordinary items		-	-
9	Profit / (Loss) before tax (7 + 8)		18,129,951	14,099,857
10	Tax expense:			
	(a) Current tax expense for current year		5,236,404	3,127,665
	(b) (Less): MAT credit (where applicable)		-	88,629
	(c) Current tax expense relating to prior years		-	-
	(d) Net current tax expense		-	-
	(e) Deferred tax		-	-
			5,236,404	3,216,293
11	Profit / (Loss) for the year (9 - 10)		12,893,548	10,883,564
12	Earnings per share (of Rs. 10/- each) :			
	(a) Basic		0.77	0.65
	(b) Diluted		0.77	0.65
The accompanying notes are an integral part of the financial statements				1

FOR DMKH & CO.,
Chartered Accountants
Firm Registration No. : 116886W

For **AAREY DRUGS & PHARMACEUTICALS LTD**

CA. MANISH KANKANI
Partner

JAGDISH K SHAH
Chairman

MIHIR R. GHATALIA
Managing Director

CHETAN K. MEHTA
Director

M No. 158020

Place : MUMBAI

Date : 30th May, 2016

RAJESH P GHATALIA
Chief Financial Officer

SWETA PODDAR
Company Secretary

Place : MUMBAI

Date : 30th May, 2016

ACCOUNTING POLICIES AND NOTES FORMING PART OF THE ACCOUNTS**NOTE 1:****SIGNIFICANT ACCOUNTING POLICIES:****(a) Corporate Information**

Nature of Business Activity:

Trading in Chemical Products, Solvent, and Drugs Intermediates etc.

(b) Basis of Preparation of Financial Statements

The financial statements have been prepared to comply in all material respects with the accounting standards notified by Companies (Accounting Standards) Rules 2006, (as amended) and the relevant provisions of the Companies Act, 2013 ("the Act"). The financial statements have been prepared under the historical cost convention on an accrual basis in accordance with accounting principles generally accepted in India. The accounting policies have been consistently applied by the Company and are consistent with those used in previous year.

(c) Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting period. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates.

(d) Revenue recognition

All incomes and expenditure are recognized as per 'Accounting Standard- 9' accounted on accrual basis except where stated otherwise.

(e) Fixed Assets**(i) Tangible Assets**

Tangible assets are stated at cost, less accumulated depreciation and impairment losses, if any. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition price. Borrowing costs directly attributable to acquisition of fixed assets which take substantial period of time to get ready for its intended use are also included to the extent they relate to the period till such assets are ready to for its intended use. Any trade discounts and rebates are deducted in arriving at the purchase be put to use.

(ii) Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less accumulated amortization and accumulated impairment losses, if any. Intangible assets are amortized on a basis which is estimated to be the useful life of the asset.

(f) Depreciation

Depreciation has been provided on Written down value Method at the rates and in the manner as prescribed in Schedule II of the Companies Act, 2013 as per useful life of assets from the date assets have been put to use.

(g) Impairment of assets

Assets are reviewed for impairment whenever events or changes in circumstances

indicate that the carrying amount may not be recoverable. An impairment loss is recognized in accordance with Accounting Standard-28 "Impairment of Assets", for the amount by which the asset's carrying amount exceeds its recoverable amount as on the carrying date. The recoverable amount is higher of the asset's fair value less costs to sell vis-à-vis value in at the lowest levels for which there are separately identifiable cash flows.

(h) Investments

Long term investments are stated at cost. Provision for diminution in the value of long term investments is made only if such decline is of a permanent nature.

Current investments are carried individually, at the lower of cost and fair value. Costs of investments include acquisition charges such as brokerage, fees and duties.

(i) Inventories

Inventories are valued at cost or net realizable value whichever is lower.

(j) Taxation

Provision for current tax is made as per the provisions of the Income-tax Act, 1961.

Deferred tax for the year is recognized on timing difference, being the difference between taxable incomes and accounting income that originates in one period and is capable of reversal in one or more subsequent periods.

The deferred tax charge or credit and the corresponding deferred tax liabilities or assets are recognized using the tax rates that have been enacted or substantively enacted by the balance sheet date. Deferred tax assets are recognized only to the extent there is a reasonable certainty that the assets can be realized in future, however when there is unabsorbed depreciation or carry forward loss under taxation laws, deferred tax assets are recognized only if there is a virtual certainty of realization of such assets.

(k) Provision, Contingent Liabilities and Contingent Assets

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognized but are disclosed in the Notes. Contingent Assets are neither recognized nor disclosed in the financial statements.

(l) Retirement Benefits

Liabilities in respect of bonus, gratuity, retirement benefit & leave encashment is being accounted for on cash basis.

(m) Earnings per share

The earnings considered in ascertaining the company's EPS comprise of the net profit after tax as per Accounting Standard 20 on "Earnings Per Share", issued by the Institute of Chartered Accountants of India. The number of shares used in computing basic EPS is the weighted average number of shares outstanding during the period. The diluted EPS is calculated on the same basis as basic EPS, after adjusting for the effects of potential dilutive equity shares unless the effect of the potential dilutive equity shares is anti-dilutive.

(n) Cash flow statement

Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

NOTES FORMING PART OF FINANCIAL STATEMENTS
NOTE 2: SHARE CAPITAL

Particulars	As at 31.03.2016		As at 31.03.2015	
	Number of Shares	(In ₹)	Number of shares	(In ₹)
((a) Authorised: 17,000,000 Equity Shares of Rs. 10/- each (Previous year 17,000,000 Equity Shares of Rs 10/- each)	17,000,000	170,000,000	17,000,000	170,000,000
(b) Issued, subscribed and fully paid-up shares: 16,814,684 Equity Shares of Rs. 10/- each fully paid up (Previous Year 16,814,684 Equity Shares of Rs. 10/- each)	16,814,684	168,146,840	16,814,684	168,146,840
Total Issued, subscribed and fully paid-up shares	16,814,684	168,146,840	16,814,684	168,146,840

(a) Reconciliation of the shares outstanding at the beginning and end of the reporting year

Particulars	As at 31.03.2016		As at 31.03.2015	
	Number of Shares	(In ₹)	Number of shares	(In ₹)
Equity Shares At the beginning of the year	16,814,684	168,146,840	16,814,684	168,146,840
Bonus Issue during the year	-	-	-	-
Outstanding at the end of the year	16,814,684	168,146,840	16,814,684	168,146,840

(b) Shares held by each shareholder holding more than 5% of equity share capital:

Name of the shareholder	As at 31.03.2016		As at 31.03.2015	
	No of Shares	% Share-holding	No of shares	% Share-holding
BINARAJESH GHATALIA	1,800,720	10.71	1,800,720	10.71
DAMYANTI PRANLAL GHATALIA	1,387,544	8.25	1,387,544	8.25
MIHIR RAJESH GAHTALIA	2,820,888	16.78	2,820,888	16.78
SURAJ TRADELINKS PVT LTD	1,560,000	9.28	1,560,000	9.28
NIMIT IMPEX PRIVATE LIMITED	1,560,000	9.28	1,560,000	9.28
TOTAL [5% & above]	9,129,152	54.30	9,129,152	54.30

(c) Terms/rights attached to equity shares

The Company has only one class of equity shares having a par value of Rs. 10 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividend in Indian Rupees. The dividend proposed by the Board of directors is subject to the approval of the shareholders in ensuing Annual General Meeting. In event of liquidation of the Company the holders of equity shares would 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.

NOTES FORMING PART OF FINANCIAL STATEMENTS
NOTE 3: RESERVES AND SURPLUS

Particulars	As at 31.03.2016 (In ₹)	As at 31.03.2015 (In ₹)
(a) Capital reserve		
Opening balance	2,000,000	2,000,000
Add: Additions during the year	-	-
Less: Utilised / transferred during the year	-	-
Closing balance	2,000,000	2,000,000
(b) Securities premium account		
Opening balance	107,153,060	107,153,060
Add : Premium on shares issued during the year	-	-
Less: Utilised during the year	-	-
Issuing of fully paid up Bonus Shares	-	-
Closing balance	107,153,060	107,153,060
(c) Surplus / (Deficit) in Statement of Profit and Loss Opening balance	76,790,719	67,912,412
Less: Adjustment relating to Fixed Assets	(10,718)	(2,005,257)
Add: Profit / (Loss) for the year	12,893,548	10,883,564
Less: Profit/(Loss) transfer to General Reserve	-	-
Closing balance	89,673,548	76,790,719
Total	198,826,608	185,943,779

NOTE 4 - LONG TERM BORROWINGS

Particulars	As at 31.03.2016 (In ₹)	As at 31.03.2015 (In ₹)
(a) Other Loans & Advances		
Secured Vehicle Loan	875,368	-
Unsecured	875,368	-
Kotak Mahindra Bank Limited	-	142,011
Total	875,368	142,011

NOTE 5 - SHORT TERM BORROWINGS

Particulars	As at 31.03.2016 (In ₹)	As at 31.03.2015 (In ₹)
(a) Loans and advances from related parties		
Unsecured		
From Directors	-	-
From Others	3,538,184	2,365,241
	3,538,184	446,383
(b) Other loans and advances		
Secured		
Dena Bank*	140,940,623	107,691,685
Unsecured		
Kotak Mahindra Bank Limited	-	142,010
	140,940,623	107,833,695
Total	144,478,807	108,280,078

*Cash Credit facility taken from bank which is secured by way of hypothecation of stock, book debts, and further secured by mortgage of factory land and building

NOTE- 6 TRADE PAYABLE

Particulars	As at 31.03.2016 (In ₹)	As at 31.03.2015 (In ₹)
Trade payables:		
For Goods	712,176,905	664,432,969
For Expenses	7,274,357	7,005,238
Total	719,451,262	671,438,207

NOTE-7 OTHER CURRENT LIABILITIES

Particulars	As at 31.03.2016 (In ₹)	As at 31.03.2015 (In ₹)
Statutory & Other Remittances		
(a) Employees Profession Tax Payable	3,325	2,650
(b) T.D.S. Payable	238,505	164,457
(c) Advance from Customers	5,995,806	2,639,149
(d) Service Tax Payable*	94,920	30,338
Total	6,332,556	2,836,594

*Service Tax Payable Calculated on the basis of reverse charge Mechanism on amount paid to Transporter

NOTE-8 SHORT TERM PROVISIONS

Particulars	As at 31.03.2016 (In ₹)	As at 31.03.2015 (In ₹)
Provision - Others:		
(i) Provision for Income tax	11,235,342	9,114,145
(ii) Provision for Expenses	523,325	1,814,912
(iii) G-VAT PAYABLE	104,291	-
	11,862,959	10,929,057

NOTE-10 NON CURRENT INVESTMENT

Particulars	As at 31.03.2016					As at 31.03.2015				
	Quoted		Unquoted		Total	Quoted		Unquoted		Total
	No. of Shares	(In ₹)	No. of Shares	(In ₹)		No. of Shares	(In ₹)	No. of Shares	(In ₹)	
A Other investments										
a) Investment in equity instruments										
(i) Shares of Transmedia Software Ltd	-	-	40,000	4,000,000	4,000,000	-	-	40,000	4,000,000	4,000,000
(b) Plot At Kankavali				400,000	400,000				400,000	400,000
Aggregate Amt.	-	-		4,400,000	4,400,000	-	-		4,400,000	4,400,000


Notes 9 : FIXED ASSETS

A. Tangible assets	Gross block					Accumulated depreciation and impairment				Net block	
	Balance as at 1.4.2015 ₹	Additions ₹	Unamortised carrying Value ₹	Borrowing cost capitalised ₹	Other adjust-ments ₹	Balance as at 1.4.2015 ₹	Depreciation /amortisation expense for the year ₹	Unamorti-sed carrying Value ₹	Balance as at 31.3.2016 ₹	Balance as at 31.3.2016 ₹	Balance as at 31.3.2016 ₹
Land	2,243,546	-	-	-	-	2,243,546	-	-	226,620	2,016,926	2,016,926
Factory/Building	29,755,744	-	-	-	-	29,755,744	434,800	-	20,146,836	9,608,908	10,043,708
Plant & Machinery	132,403,570	24,457,596	-	-	-	156,861,166	5,387,115	-	92,051,324	64,809,842	45,739,361
Electronic Equipments	544,092	-	-	-	-	544,092	33,843	-	446,087	98,005	131,848
Furniture	669,762	-	-	-	-	669,762	141,687	-	245,215	424,547	566,234
Computer	568,184	135,019	-	-	-	703,203	42,548	10,683	551,659	151,544	69,756
Motor Car	1,120,871	1,124,736	-	-	-	2,245,607	68,194	7	994,975	1,250,632	194,097
Laboratory Equipment	139,056	-	-	-	-	139,056	-	-	132,103	6,953	6,952
Air Condition	241,432	66,000	-	-	-	307,432	81,284	-	168,902	138,530	153,813
Total	167,686,256	25,783,351	-	-	-	193,469,607	6,189,471	10,690	114,963,722	78,505,885	59,922,694
Previous year	130,787,040	9,283,507	-	-	-	140,070,547	6,219,701	-	96,225,080	43,845,467	40,781,662

NOTES FORMING PART OF FINANCIAL STATEMENTS
NOTE- 11 LONG TERM LOANS & ADVANCES

Particulars	As at 31.03.2016 (In ₹)	As at 31.03.2015 (In ₹)
(a) MAT Credit Entitlement	-	88,629
Less: Written Off	-	(88,629)
Total	-	-

NOTE- 12 OTHER NON CURRENT ASSETS

Particulars	As at 31.03.2016 (In ₹)	As at 31.03.2015 (In ₹)
(a) Miscellaneous Expenditure (Related to right issue)	313,526	627,053
Less: Current Year Written Off	313,526	313,527
Total	0	313,526

NOTE- 13 INVENTORIES

(At lower of cost and net realisable value)

Particulars	As at 31.03.2016 (In ₹)	As at 31.03.2015 (In ₹)
(a) Stock-in-trade	20,764,104	41,663,895
Total	20,764,104	41,663,895

NOTE- 14 TRADE RECEIVABLE

Particulars	As at 31.03.2016 (In ₹)	As at 31.03.2015 (In ₹)
Trade receivables outstanding for a period exceeding six months from the date they were due for payment		
Secured, considered good	-	-
Unsecured, considered good	14,408,025	35,575,182
Doubtful	-	-
	14,408,025	35,575,182
Other Trade receivables		
Secured, considered good	-	-
Unsecured, considered good	710,378,931	631,555,415
Doubtful	-	-
	710,378,931	631,555,415
Total	724,786,956	667,130,597

**NOTE- 15 CASH & CASH EQUIVALENTS**

Particulars	As at 31.03.2016 (In ₹)	As at 31.03.2015 (In ₹)
(a) Cash on hand	1,487,102	1,031,609
(b) Cheques, drafts on hand	-	-
(c) Balances with banks		
(i) In current accounts	14,035,311	29,748
(ii) In deposit accounts	694,963	653,753
Total	16,217,375	1,715,110

NOTE- 16 SHORT TERM LOANS & ADVANCES

Particulars	As at 31.03.2016 (In ₹)	As at 31.03.2015 (In ₹)
(a) Loans and advances to related parties	-	-
(b) Loans and advances to others	95,300	400,000
	95,300	400,000
(c) Balances with government authorities	17,728,582	14,312,314
	17,728,582	14,312,314
(d) Security Deposit		
Unsecured, considered good		
Deposit with BSE	-	-
Other Deposits	2,109,418	1,204,570
	2,109,418	1,204,570
Total	19,933,300	15,916,884

NOTE- 17 OTHER CURRENT ASSETS

Particulars	As at 31.03.2016 (In ₹)	As at 31.03.2015 (In ₹)
(a) Advance to suppliers for Goods	383,629,512	325,080,948
(b) Advance towards Expenses	1,737,268	34,349,760
Total	385,366,780	359,430,709

NOTE- 18 INCOME FROM OPERATIONS

Particulars	For the year ended 31 March, 2016	For the year ended 31 March, 2015
Sale of Traded Goods	2,460,287,303	2,134,414,270
Total	2,460,287,303	2,134,414,270

NOTES FORMING PART OF FINANCIAL STATEMENTS
NOTE- 19 OTHER INCOME

(In ₹)

(In ₹)

Particulars	For the year ended 31 March, 2016	For the year ended 31 March, 2015
(a) Interest income		
Interest on loans and advances	28,638,391	23,832,110
Interest on late payment	637,198	443,714
(b) Commission received	578,108	593,024
(c) Storage received	1,215,185	464,659
(d) M-VAT Receivable	217,801	437,092
(e) Misc. Income	82,473	140,735
Total	31,369,156	25,911,334

NOTE -20 COST OF GOODS SOLD

Particulars	For the year ended 31 March, 2016	For the year ended 31 March, 2015
(a) Opening Stock	41,663,895	51,307,892
Add: Purchases	2,399,044,280	2,087,073,086
Add: Direct Expenses	10,347,074	5,949,252
	2,451,055,250	2,144,330,230
Less: Closing Stock	20,764,104	41,663,895
Cost of Goods Sold	2,430,291,146	2,102,666,335
Total	2,430,291,146	2,102,666,335

DIRECT EXPENSES

Particulars	For the year ended 31 March, 2016	For the year ended 31 March, 2015
Factory Expenses	1,132,613	87,700
Carriage Inwards	4,095,554	3,828,573
Power & Fuel	280,500	-
Loading & unloading charges	102,045	-
Custom Duty	2,214,993	1,226,981
Storage Expenses	1,278,510	662,567
Sales Tax expenses	162,057	143,432
Other Direct Exp	1,080,802	-
Total	10,347,074	5,949,252

NOTE- 21 EMPLOYEE BENEFIT EXPENSES

Particulars	For the year ended 31 March, 2016	For the year ended 31 March, 2015
(a) Salaries and wages	2,391,586	2,209,923
(b) Staff Welfare Expenses	216,649	374,356
(c) Over Time Salary	14,840	-
	2,623,075	2,584,279

NOTE-22 FINANCE COSTS

Particulars	For the year ended 31 March, 2016	For the year ended 31 March, 2015
Bank Interest	15,378,386	11,400,609
Other Interest	492,695	905,915
Bank Charges	90,008	2,547,226
Bank and other processing charges	1,219,715	-
	17,180,804	14,853,750

NOTES FORMING PART OF FINANCIAL STATEMENTS
NOTE-23 OTHER EXPENSES

(In ₹)

(In ₹)

Particulars	For the year ended 31 March, 2016	For the year ended 31 March, 2015
Security Services Charges	455,548	390,000
Conveyance	93,568	90,794
Electricity Charges	369,942	310,244
Custodial Fees	90,000	65,630
Rent Rate & Taxes	3,568,431	2,688,797
Brokerage and Commission Expenses	2,800,476	1,973,396
Legal & Professional Charges	824,100	1,495,242
Motar Car Expenses	570,693	516,677
Printing & Stationary Exps.	80,636	56,570
Audit Fees	95,000	123,596
Communication Expenses	274,366	296,421
Repairs & Maintenance	1,381,630	1,099,007
Travelling Exps.	-	899,760
Insurance Exps.	260,767	121,405
Donation Expenses	4,201	51,000
RTA Expenses	95,951	54,438
Sales Promotion Expenses	1,376,176	465,721
Advertisement Expenses	139,445	41,800
Carriage Outward Expenses	4,019,411	4,049,509
Entertainment Expenses	18,490	51,979
Miscellaneous Expenses	196,686	311,536
Office expenses	33,755	121,108
Right Issue expenses Written Off	313,526	313,527
Settlement and discount	179,214	-
Total	17,242,012	15,588,157

Note 23 Other expenses (contd.)

Particulars	For the year ended 31 March, 2016	For the year ended 31 March, 2015
(i) Payments to the auditors comprises (net of service tax input credit, where applicable):		
As auditors - statutory audit	95,000	67,416
For taxation matters	-	33,708
For company law matters	-	-
For management services	-	-
For other services	-	22,472
Reimbursement of expenses	-	-
Total	95,000	123,596

NOTES TO ACCOUNTS:

24. Balances of Trade Receivables, Loans and Advances, Secured Loans, Trade Payables & Others are subject to confirmation and reconciliation and consequential adjustments, if any.
25. In the opinion of the Board & to the best of their knowledge & belief the value of realization of current assets, loans & advances in the ordinary course of business would not be less than the amount at which they are stated in the Balance Sheet & the provisions for all the loans & determined liabilities is adequate and not in excess of the amount stated in balance sheet.
26. According to a technical assessment carried out by the Company, there is no impairment in the carrying cost of cash generating units of the Company in terms of Accounting Standards 28 issued by The Institute of Chartered Accountants of India.
27. The Company has not received the required information from suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006. Hence disclosures, if any, relating to amounts unpaid as at the year end together with interest paid/payable as required under the said Act have not been made.

28. Earnings Per Share (AS-20) :

The Earning Per Share computed as per the requirement under Accounting Standard 20 on Earning Per Share issued by The Institute of Chartered Accountant of India, is as under:

	2015-2016 (In ₹)	2014-2015 (In ₹)
Profit Attributable to Equity Share Holders (After Tax)	1,28,93,548	1,08,83,546
Weighted Average Number of Equity Share (Nos.)	16,814,684	16,814,684
Basic/ Diluted Earnings Per Share	0.77	0.65
Diluted Earnings Per Share	0.77	0.65
Face Value per Equity Share	10.00	10.00

29. Deferred Tax Assets/(Liability) :

The Company has not provided Deferred Tax Liabilities for the year, amounting to Rs. 1,02,69,899/- resulting in overstatement of Reserve and Surplus by the said amount, which is not in conformity with Accounting Standard 22 on "Accounting on Taxes on Income" issued by the Institute of Chartered Accountant of India.

30. As per information provided by management, depreciation as per companies act, 2013 has been provided only for four month because Plant & Machinery has been put to use for only for four months.

31. Related Party Transaction :

Related Parties and Nature of Relationship:

Related Party	Nature of Relationship
Mihir R. Ghatalia	Managing Director
Jagdish K. Shah	Chairman
Chetan K. Mehta	Director
Lalit R. Tulsiani	Whole-Time Director
Satish M. Mehta	Director
Damyanti P Ghatalia	Relative of Managing Director & Woman Director
Bina R Ghatalia	Relative of Managing Director
Mira M Ghatalia	Relative of Managing Director
Rajesh P. Ghatalia	Relative of Managing Director
Nimit Impex Pvt Ltd	Concern in which relatives of MD are substantially interested.
Suraj Tradelinks Pvt Ltd	Concern in which relatives of MD are substantially interested
Enam Organic India Ltd	Company in which director are substantially interested

Note: Related Parties as disclosed by the management and relied upon by auditors.

Related Party Transaction

Particulars	Companies in which Directors are substantially interested	Key Management Personnel	Relative of Key Management Personnel & Others
Remuneration	-	3,00,000	-
Rent Paid	-	9,96,000	14,40,000
<u>Loan Transactions</u>			
Opening Balance as on 01.04.2015		21,01,886	
Loan Repaid	-	22,58,754	13,95,448
Loan amount taken	-	5,95,000	44,15,000
		4,38,132	30,19,552
Credit Balance as on 31.03.2016	-	4,38,132	30,19,552

32. Segment Information (AS-17)

Company has only one segment of activity namely "Trading and Manufacturing Activities". Since there is No export turnover, there are no reportable geographical segments.

AS PER OUR REPORT OF EVENT DATE
FOR AND ON BEHALF OF THE BOARD

FOR DMKH & CO.,
Chartered Accountants
Firm Registration No. : 116886W

For AAREY DRUGS & PHARMACEUTICALS LTD

CA. MANISH KANKANI
Partner
M No. 158020
Place : MUMBAI
Date : 30th May, 2016

JAGDISH K SHAH
Chairman

RAJESH P GHATALIA
Chief Financial Officer

MIHIR R. GHATALIA
Managing Director

SWETA PODDAR
Company Secretary

CHETAN K. MEHTA
Director

Place : MUMBAI
Date : 30th May, 2016

Cash Flow Statement for the year ended 31 March, 2016

Particulars	For the year ended 31 March, 2016		For the year ended 31 March, 2015	
	(In ₹)	(In ₹)	(In ₹)	(In ₹)
A. Cash flow from operating activities				
Net Profit / (Loss) before extraordinary items and tax	18,129,951		14,099,857	
<i>Adjustments for:</i>				
Misc. Expenditure written off	313,526		313,527	
Depreciation and amortization	6,189,471		10,533,226	
Finance costs	17,180,804	41,813,752	14,853,750	39,800,360
Operating profit / (loss) before working capital changes		41,813,752		39,800,360
<i>Changes in working capital:</i>				
<i>Adjustments for (increase) / decrease in operating assets:</i>				
Inventories	20,899,791		9,643,997	
Trade receivables	(57,656,359)		(18,625,164)	
Short-term loans and advances	(4,016,416)		23,613,605	
Other current assets	(25,936,071)		(90,639,140)	
<i>Adjustments for increase / (decrease) in operating liabilities:</i>				
Short-term borrowings	34,279,870		53,183,109	
Trade payables	48,013,055		30,631,050	
Other current liabilities	3,495,962		(12,525,980)	
Short-term provisions	(4,302,502)	14,777,330	(2,547,824)	(7,266,346)
		56,591,082		32,534,015
Cash flow from extraordinary items				
Cash generated from operations		56,591,082		32,534,015
Net income tax (paid) / refunds				
Net cash flow from / (used in) operating activities (A)		56,591,082		32,534,015
B. Cash flow from investing activities				
Fixed Assets Purchase	(25,783,351)		(24,311,333)	
Sale proceed from Investments	-		0	
Investment in Companies	-	(25,783,351)	-	(24,311,333)
Cash flow from extraordinary items				
		(25,783,351)		(24,311,333)
Net cash flow from / (used in) investing activities (B)		(25,783,351)		(24,311,333)
C. Cash flow from financing activities				
Proceeds from long-term borrowings	875,368		(42,011)	
Finance cost	(17,180,804)		(14,853,750)	
		(16,305,436)		(14,995,761)
Cash flow from extraordinary items				
Net cash flow from / (used in) financing activities (C)		(16,305,436)		(14,995,761)
Net increase / (decrease) in Cash and cash equivalents (A+B+C)		14,502,295		(6,773,079)
Cash and cash equivalents at the beginning of the year		1,715,110		8,488,189
Effect of exchange differences on restatement of foreign currency Cash and cash equivalents				
Cash and cash equivalents at the end of the year		16,217,405		1,715,110
Reconciliation of Cash and cash equivalents with the Balance Sheet:				
Cash and cash equivalents as per Balance Sheet		16,217,375		1,715,110
Less: Bank balances not considered as Cash and cash equivalents				
Net Cash and cash equivalents		16,217,375		1,715,110
Add: Current investments considered as part of Cash and cash equivalents				
Cash and cash equivalents at the end of the year *		16,217,375		1,715,110
* Comprises:				
(a) Cash on hand		1,487,102		1,031,609
(c) Balances with banks				
(i) In current accounts		14,035,311		29,748
(ii) In earmarked accounts		694,963		653,753
		16,217,375		1,715,110

FORMDKH & CO.,
Chartered Accountants
 Firm Registration No. : 116886W

For AAREY DRUGS & PHARMACEUTICALS LTD
CA. MANISH KANKANI
Partner
 M No. : 158020
 Place : MUMBAI
 Date : 30th May, 2016

JAGDISH K SHAH
Chairman
RAJESH P GHATALIA
Chief Financial Officer
MIHIR R. GHATALIA
Managing Director
SWETA PODDAR
Company Secretary
CHETAN K. MEHTA
Director

 Place : THANE
 Date : 30th May, 2016

 **Aarey DRUGS & PHARMACEUTICALS LTD.**

Registered Office : E-34, MIDC, TARAPUR, BOISAR, DIST. THANE.

ATTENDANCE SLIP

(To be handed at the Entrance of the Meeting Hall)

I hereby record my presence at the Twenty Sixth Annual General Meeting of the Company at E-34, MIDC, Tarapur, Boisar, Dist. Thane. On September 30, 2016 At 9.15 A.M.

Folio No _____

DP ID No.*

Client ID No.*

Full Name of the Shareholder _____ Signature _____

(in block letters)

Full Name of the Proxy _____ Signature _____

* Applicable for Investors holding shares in Electronic Forms.

----- Tear Here -----

 **Aarey DRUGS & PHARMACEUTICALS LTD.**

Registered Office : E-34, MIDC, TARAPUR, BOISAR, DIST. THANE.

PROXY FORM

DP ID No.*

Client ID No.*

I

_____ of _____ in the district of _____

Member(s) of the above named Company hereby appoint _____ of

_____ in the district of _____ or failing

him _____ of _____ in the district

of _____ as my / our Proxy to attend and vote for me/us and my/our behalf

at the Twenty Sixth Annual General Meeting of the Company to be held on September 30, 2016 at 9.30 A.M. at E-34 , MIDC , Tarapur , Boisar , Dist. Thane on and at any adjournment thereof.

Signed this _____ day of _____ 2016.

Reference Folio No. _____

No. of Shares held _____

Affix
Re 1/-
Revenue
Stamp

*Applicable for Investors holding shares in Electronic Forms.

Note : The Proxy duly executed should reach the Registered Office of the Company at least 48 hrs. before the time of Meeting.

BOOK - POST

To,

If undelivered please, return to :

Aarfy DRUGS & PHARMACEUTICALS LTD.

Registered Office :
E-34, MIDC, TARAPUR,
BOISAR, DIST. THANE.