



8th Annual Report : 2013 - 2014

Maharashtra Safe Chemists And Distributors Alliance Limited

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COMPANY INFORMATION

8th Annual Report 2013-14

BOARD OF DIRECTORS

MR. JAGANNATH S. SHINDE

CHAIRMAN

MR. JUGALKISHOR TAPADIYA

MANAGING DIRECTOR

MR. RAVINDRA M. SAVANT

INDEPENDENT DIRECTOR

MR. SHYAMAL GHOSH

INDEPENDENT DIRECTOR

MR. MADAN PATIL

DIRECTOR

CORPORATE INFORMATION

COMPANY SECRETARY

MR. SWAROOP KELKAR

AUDITORS

P.H. SANGHAVI & CO.

Chartered Accountants

F – 9 , Level 1, Sej Plaza,

Marve Road, Near Nutan School,

Malad (W), Mumbai – 400 064

Tel : 91-22-66751190

Email :- pankaj.sanghavi@yahoo.co.in

ADVOCATES & CONSULTANTS

LEGAL CATALYST

PRINCIPAL BANKERS

BANK OF INDIA

HDFC BANK

YES BANK

REGISTERED & CORPORATE OFFICE

6th Floor, Corporate Park – II,

V. N. Purav Marg, Chembur,

Mumbai – 400 071.

Tel : +91 022 67730000

Fax : +91 022 25273473

**REGISTRAR AND SHARE
TRANSFER AGENT**

LINK INTIME INDIA PVT. LTD.

C-13, Pannalal Silks Mills Compound,

L.B.S. Marg, Bhandup (West), Mumbai – 400 078.

Tel. (022) – 2596 3838

Email : www.linkintime.co.in

NOTICE

NOTICE is hereby given that the 8th Annual General Meeting of the members of **MAHARASHTRA SAFE CHEMISTS AND DISTRIBUTORS ALLIANCE LIMITED** will be held on Tuesday, the 30th day of September, 2014 at 10.30 a.m. at Matunga Gujarathi Club Limited, 4 Nathalal Parekh Marg, Near Arora Cinema, Matunga Central Railway, Matunga(East), Mumbai – 400 019 to transact the following businesses:

I. ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance Sheet as at March 31, 2014, the Profit and Loss Account for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Jagannath S. Shinde, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Auditors and to fix their remuneration and in this regard to consider, and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, **M/s P.H Sanghavi & Co., Chartered Accountants**, bearing Firm Registration Number 109111W with the Institute of Chartered Accountants of India (ICAI), be and are hereby re-appointed as Statutory Auditors of the Company for a period of three years from the financial year 2014-2015 to 2016-2017 to hold office from the conclusion of this Annual General Meeting till the conclusion of the 11th Annual General Meeting of the Company, subject to ratification by members at every Annual General Meeting, on such remuneration and other terms and conditions as may be fixed by the Audit Committee/Board of Directors."

II. SPECIAL BUSINESS:

4. Appointment of Mr. Madan Patil as a Director

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

"RESOLVED THAT, Mr. . Madan Patil (DIN 02914664) who was appointed as a Additional Director of the Company with effect from 18th August, 2014 by the Board of Directors and who holds office up to the date of this Annual General Meeting of the Company under Section 161 (1) of the Companies Act, 2013 (the Act) but who is eligible appointment and in respect of whom the Company has received a notice in writing under Section 160 (1) of the Companies Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company."

5. Appointment of Mr. Ravindra Savant as a Independent Director for the term of five years

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013("Act") and the rules made there under (including any statutory

modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Ravindra Savant (DIN 00569661) a non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby re-appointed as an Independent Director of the Company not liable to retire by rotation to hold office for another five consecutive years for a term up to 30th September, 2019.

"RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and is hereby severally authorized to do all acts, deeds and things as may be necessary to give full effect to this resolution."

6. Appointment of Mr. Mr. Shyamal Ghosh as a Independent Director for the term of five years

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013("Act") and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Shyamal Ghosh (DIN 06967972) Who is appointed as a Additional Director of the Company by the Board of Director of the Company who holds office till the date of AGM in the term of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation to hold office for another five consecutive years for a term up to 30th September, 2019."

"RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and is hereby severally authorized to do all acts, deeds and things as may be necessary to give full effect to this resolution."

7. Creation of Charge

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

"RESOLVED THAT in supersession of the earlier resolution(s) passed, the consent of the Company, be and is hereby accorded under Section 180(1)(a) and other applicable provisions if any of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) to the Board of Directors of the Company to mortgage and/or charge and/or hypothecate, on such terms and conditions and at such time or times, and in such form or manner, as it may think fit, the whole or substantially the whole of any one or more of the undertakings of the Company including the present and/or future properties whether movable or immovable, comprised in any existing undertaking or undertakings of the Company, as the case may be for the purpose of securing financial assistance upto an amount not exceeding at any point of time, five time of the aggregate of paid up capital of the Company and free reserves, by way of any of the following, namely, Term Loans in Indian Rupees and Foreign Currency, Export Credit, Leasing Credit Facilities or other facilities from the Financial Institutions and/or Bankers and/or any other parties together with interest thereon, commitment charges, liquidated damages, costs, charges, expenses and other moneys payable by the Company to the respective Financial Institutions and /or Bankers and/or other parties in terms of their respective Loan Agreements / Deeds of

Agreements / Hypothecation Agreements / Letters of Sanction / Memorandum of terms and conditions entered into or to be entered into by the Company in respect of the said financial assistance, such security to rank pari passu with or second or subservient to the mortgages and/or charges and/or hypothecation already created or to be created in future by the Company or in such other manner as may be agreed to between the concerned parties and as may be thought expedient by the Board of Directors.

RESOLVED FURTHER THAT any of the Directors of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be necessary to give full effect to this resolution."

8. Power to borrow money from time to time

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

"RESOLVED THAT in supersession of the earlier resolution(s) passed and pursuant to Section 180(1)(c) and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) the consent of the Company be and is hereby accorded to the Board of Directors to borrow moneys in excess of the aggregate of the paid up share capital and free reserves of the Company, provided that the total amount borrowed and outstanding at any point of time, apart from temporary loans obtained/to be obtained from the Company's Bankers in the ordinary course of business, shall not exceed five times of the aggregate of paid up capital of the Company and free reserves of the Company.

RESOLVED FURTHER THAT any of the Directors of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be necessary to give full effect to this resolution."

9. Appointment of Mr. Jugal Kishor Tapadiya as a Managing Director

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 (corresponding to Sections 198, 269, 309 and any other applicable provisions of the Companies Act, 1956 read with Schedule XIII to the Companies Act, 1956), Mr. Jugal Kishor Tapadiya (DIN 06965097) who is appointed as an Additional Director of the Company by Board of Directors of the Company who holds office till the date of AGM in the term of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, be and is hereby appointed as a Managing Director of the Company to hold office for another five consecutive years without remuneration effective from 1st October, 2014, on the terms and conditions of appointment as contained in the draft agreement, a copy whereof initialed by the Chairman for the purpose of identification is placed before the meeting."

"RESOLVED FURTHER THAT, any of the Directors of the Company be and are hereby severally authorized to do all acts, deeds and things as may be necessary to give full effect to this resolution."

10. Entered agreement with AIOCD for Leave and License

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

"RESOLVED THAT, the consent of the company be and is hereby accorded subject to the applicable provision of Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) to the Board of Directors of the Company to enter, renew or modify the Leave & License Agreement with All India Organized & Chemists Distributors Limited for the premises situated at 6th Floor, Corporate Park II, V. N. Purav Marg, Chembur, Mumbai – 400071, for use of the same for the Company's head office."

"RESOLVED FURTHER THAT the company be and is hereby ratifies and affirms each and every action undertaken, by or on behalf of the Company, in respect to Leave & License Agreement entered with All India Organized & Chemists Distributors Limited".

"RESOLVED FURTHER THAT any of the Directors of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be necessary to give full effect to this resolution"

11. Resolution for sharing the expenses with group company

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

"RESOLVED THAT, the consent of the Company be and is hereby accorded, subject to the applicable provisions of the Companies Act, 2013, and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) to the Board of Directors of the Company to share the utility expenses with group Company on actual basis."

"RESOLVED FURTHER THAT any of the Directors of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be necessary to give full effect to this resolution"

12. Entered agreement with AIOCD Pharmasofttech AWACS Pvt. Ltd for Leave and License

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

"RESOLVED THAT, the consent of the company be and is hereby accorded subject to the applicable provision of Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) to the Board of Directors of the Company to enter the Leave & License Agreement with AIOCD Pharmasofttech AWACS Pvt. Ltd for the premises situated at 6th Floor, Corporate Park II, V. N. Purav Marg, Chembur, Mumbai – 400071, for use of the same for the Company's head office."

"RESOLVED FURTHER THAT any of the Directors of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be necessary to give full effect to this resolution"

For and on behalf of the Board Registered Office:

6th Floor, Corporate Park – II, V.N. Purav Marg,
Chembur, Mumbai – 400 071

Place : Mumbai **Date :** 5th September, 2014

Sd/-
(Jagannath S. Shinde)
CHAIRMAN

Notes:

1. The relative Explanatory statement as required under Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE "MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY SO APPOINTED NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHALL, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
3. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. Members are requested to bring their Attendance Slip along with their copy of Annual Report to the Annual General Meeting.
5. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. Members holding shares in single name are advised to make nomination in respect of their shareholding in the Company.
7. Members who hold shares in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificate to the Company at 6th Floor, Corporate Park – II, V.N. Purav Marg, Chembur, Mumbai – 400 071 for consolidation into a single folio.
8. In terms of Article 173 of the Articles of Association of the Company, read with Section 256 of the Companies Act, 1956, Mr. Jagannath S. Shinde, Directors retire by rotation at the ensuing Annual General Meeting and being eligible, offer him selves for re-appointment. The Board of Directors of the Company recommends their respective re-appointments.
9. Members desirous of obtaining any information concerning accounts and operations of the Company are requested to address their questions in writing to the Company at least 7 days in advance of Annual General Meeting so as to enable the management to keep the information available at the Meeting.
10. Members are requested to :
 - a) Intimate to the Company at the registered office address, changes, if any, at an early date.
 - b) Quote their folio number in all correspondence.
 - c) Consolidate their holdings into one folio in case they hold shares under multiple folios in the identical order of names.
11. Members may note that the Company's website is www.mscca.com
12. Members are advised to refer to the Shareholders' Reference provided in the Annual Report.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

The following Explanatory Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

ITEM NO. 4

The Board of Directors of the Company appointed, pursuant to the provision of Section 161 (1) of the Act and the Articles of Association of the Company Mr. Madan Patil as an Additional Director of the Company with effect from 18th August 2014. In terms of the provisions of Section 161 (1) of the Act, Mr. Madan Patil would hold office up to the date of the ensuing Annual General Meeting.

The Company has received notice in writing from a member along with deposit of requisite amount under Section 160 of the Companies Act, 2013, proposing the candidature of Mr. Madan Patil for the office of a Director of the Company. Mr. Madan patil is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013, and has given his consent to act as a Director.

Mr. Madan Patil age 47 years is a Director of the Company. He joined the Board of Directors of the Company on 18th August, 2014 as an Additional Director.

Mr. Madan Patil is D Pharm. Mr. Madan Patil has a 23 years vast experience in the field of Pharmaceutical.

Mr. Madan Patil does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Madan Patil as a Director.

Mr. Madan Patil is a Director whose period of office is liable to determination by retirement of Directors by rotation under the erstwhile applicable provisions of the Companies Act, 2013. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Madan Patil as a Director, for the approval by the shareholders of the Company.

Except Mr. Madan Patil, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the Resolution.

ITEM NO. 5

Mr. Ravindra Savant is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company in 23rd November, 2006.

Mr. Ravindra Savant is Fellow Member of Institute of Charter Accountant of India and has a vast experience in the field of Accountancy.

Mr. Ravindra Savant does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

Mr. Ravindra Savant is a Director whose period of office is not liable to determination by retirement of

Directors by rotation under the erstwhile applicable provisions of the Companies Act, 2013. Mr. Ravindra Savant being eligible and offering himself for appointment is proposed to be appointed as an Independent Director for five consecutive years for a term up to 30th September, 2019 as per the provision of Section 149 of the Companies Act, 2013.

In the opinion of the Board, Mr. Ravindra Savant fulfills the conditions specified in the Companies Act, 2013, and rules made there under for his appointment as an Independent Director of the Company and are independent of management.

Copy of the draft letter for appointment of Mr. Ravindra Savant an Independent Director would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Ravindra Savant as an Independent Director.

Accordingly, the Board recommends the resolution in relation to appointment of Mr. Ravindra Savant Independent Director, for the approval by the shareholders of the Company.

Except Mr. Ravindra Savant, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the Resolution.

ITEM NO. 6

The Board of Directors of the Company appointed, pursuant to the provision of Section 161 (1) of the Act and the Articles of Association of the Company Mr. Shyamal Ghosh as an Additional Director of the Company with effect from 5th September, 2014. In terms of the provisions of Section 161 (1) of the Act, Mr. Shyamal Ghosh would hold office up to the date of the ensuing Annual General Meeting.

The Company has received notice in writing from a member along with deposit of requisite amount under Section 160 of the Companies Act, 2013, proposing the candidature of Mr. Shyamal Ghosh for the office of a Director of the Company. Mr. Shyamal Ghosh is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013, and has given his consent to act as a Director. Section 149 of the Companies Act 2013, inter alia stipulates the criteria of independence should a Company propose to appoint an Independent Director on its Board. As per the said Section 149, an Independent Director can hold office for a term up to 5 (Five) consecutive years on the Board of a Company and he shall not be included in the total number of Directors for retirement by rotation.

The Company has received a declaration from Mr. Shyamal Ghosh that he meets with the criteria of Independence as prescribed both under Sub Section (6) of Section 149 of the Companies Act, 2013, possesses appropriate skills, experience, and knowledge, inter alia, in the field of Pharmaceutical Industry.

Mr. Shyamal Ghosh age 64 years is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company in 5th September, 2014.

Mr. Shyamal Ghosh is Post Graduate from well known University. Mr. Shyamal Ghosh has a vast experience in the field of Pharmaceutical Industry.

Mr. Shyamal Ghosh does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

In the opinion of the Board, Mr. Shyamal Ghosh fulfills the conditions specified in the Companies Act, 2013 and rules made there under for his appointment as an Independent Director of the Company and are independent of management.

Copy of the draft letter for appointment of Mr. Shyamal Ghosh as an Independent Director would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Shyamal Ghosh as an Independent Director.

Accordingly, the Board recommends the resolution in relation to appointment of Mr. Shyamal Ghosh as an Independent Director, for the approval of the shareholders of the Company.

Except Mr. Shyamal Ghosh being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the Resolution.

ITEM NO. 7

As a part of future financial planning of the Company, the borrowings from the Banks, financial institutions or other parties might be secured by mortgaging or charging the moveable and/or immovable assets of the Company. This may attract the provisions of Section 180(1)(a) of the Companies Act, 2013 which requires Shareholders approval. A special resolution under Section 180 (1) (a) of the Companies Act, 2013 is therefore proposed for approval by the members.

The Directors recommended the resolution in the best interest of the Company for your approval.

As on date of the notice none of the Directors, Key Managerial Personnel and the relatives of the aforesaid persons of the Company are interested in the said Resolution.

ITEM NO. 8

The members of the Company at their Annual General Meeting held on 30th December, 2008 approved by way of an Ordinary Resolution under Section 293(1)(d) of the Companies Act, 1956 borrowings over and above the aggregate of paid up share capital and free reserves of the Company provided that the total amount of such borrowing together with the amounts already borrowed and outstanding at any point of time shall not exceed five time of the aggregate of paid up capital of the Company and free reserves of the Company.

Pursuant to Section 180(1)© of the Companies Act, 2013 effective from 12th September, 2013 it is required that the Board of Directors shall not borrow money in excess of the Company's paid up share capital and free reserves, apart from temporary loans obtained from the Company's bankers in the ordinary course of business, except with the consent of the Company accorded by way of a special resolution.

It is, therefore, necessary for the members to pass a Special Resolution under Section 180(1)© and other applicable provisions of the Companies Act, 2013, as set out at Item No. 8 of the Notice, to enable to the Board of Directors to borrow money in excess of the aggregate of the paid up share capital and free reserves of the Company. Approval of members is being sought to borrow money any point of time which shall not exceed five time of the aggregate of paid up capital of the Company and free reserves of the Company.

The Directors recommended the resolution in the best interest of the Company for your approval.

As on date of the notice none of the Directors, Key Managerial Personnel and the relatives of the aforesaid persons of the Company are interested in the said Resolution.

ITEM NO. 9

The Board of Directors of the Company appointed, pursuant to the provision of Section 161 (1) of the Act and the Articles of Association of the Company Mr. Jugalkishor Tapadiya as an Additional Director of the Company with effect from 3rd September, 2014. In terms of the provisions of Section 161 (1) of the Act, Mr. Jugalkishor Tapadiya would hold office up to the date of the ensuing Annual General Meeting.

The Company has received notice in writing from a member along with deposit of requisite amount under Section 160 of the Companies Act, 2013, proposing the candidature of Mr. Jugalkishor Tapadiya for the office of a Director of the Company. Mr. Jugalkishor Tapadiya is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013, and has given his consent to act as a Director. Pursuant to Section 196 of the Companies Act, 2013, Company proposes to appoint Managing Director on its Board. As per the said Section 196 Managing Director can hold office for a term up to 5 (Five) consecutive years on the Board of the Company and he shall not be included in the total number of Directors for retirement by rotation.

Mr. Jugalkishor Tapadiya is Graduate from well known University. Mr. Jugalkishor Tapadiya has a vast experience in the field of Pharmaceutical for more than 25 years. The Company will be benefitted under his able guidance.

The Board of Directors of the Company appointed Mr. Jugalkishor Tapadiya as Managing Director of the Company on 5th September, 2014 for a period of 5 (Five) years subject to the approval of members. The present proposal is to seek the member's approval for the appointment of Mr. Jugalkishor Tapadiya as a Managing Director in terms of the applicable provisions of Companies Act, 2013.

The Board of Directors has taken on record with appreciation voluntary offer of Mr. Jugalkishor Tapadiya of rendering services without remuneration.

Mr. Jugalkishor Tapadiya will not be entitled to sitting fees for the meetings of Board of Directors attended by him. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Jugalkishor Tapadiya as a Managing Director, for the approval of the shareholders of the Company.

Except Mr. Jugalkishor Tapadiya, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the Resolution.

ITEM NO 10

The Board of Director in their meeting held on 5th September, 2014 subject to the provisions of the Companies Act, 2013, any other applicable provisions and subject to approval of shareholders in general meeting has recommended to ratify the agreement between Company and AIOCD Limited for leave and license entered on 1st May, 2008 to comply with Companies Act 2013.

Accordingly the Board has proposed agreement to the Company to give effect to the above mentioned resolution and decided to keep the copy of the agreement and renewal thereof open for inspection at the venue of Annual General meeting.

Maharashtra Safe Chemists and Distributors Alliance Limited

Accordingly the Board recommends the Resolution accompanying Notice for approval of the Members of the Company.

Except Mr. Jagannath S. Shinde, being common Director, none of the Directors, Key Managerial Personnel and the relatives of the aforesaid persons of the Company are interested in the said resolution.

ITEM NO. 11

The Board of Director in their meeting held on 5th September, 2014 subject to the provisions of the Companies Act, 2013, any other applicable provisions and subject to approval of shareholders in general meeting has recommended to ratify and accepted with AIOCD Limited to share the expenses for utility cost/bills which would be reimbursement of actual utility bills as per the agreement.

Accordingly the Board has proposed agreement to the Company to give effect to the above mentioned resolution and the draft agreement will be kept open for inspection at the venue of the Annual General Meeting.

Accordingly the Board recommends the Resolution accompanying Notice for approval of the Members of the Company.

Except Mr. Jagannath S. Shinde, being common Director, none of the Directors, Key Managerial Personnel and the relatives of the aforesaid persons of the Company are interested in the said resolution

ITEM NO. 12

The Board of Director in their meeting held on 5th September, 2014 subject to the provisions of the Companies Act, 2013, any other applicable provisions and subject to approval of shareholders in general meeting has recommended the agreement between Company and AIOCD Pharmasofttech AWACS Pvt. Ltd for leave and license will enter on 1st October, 2014 to comply with Companies Act 2013. As per the agreement rent has been decided of Rs. 10,000/- per month.

Accordingly the Board has proposed agreement to the Company to give effect to the above mentioned resolution and decided to keep the copy of the agreement open for inspection at the venue of Annual General meeting.

Accordingly the Board recommends the Resolution accompanying Notice for approval of the Members of the Company.

Except Mr. Jagannath Shinde being the member of the Board of AIOCD Pharmasofttech Awacs Private Limited none of the Directors or Key Managerial Persons of the Company are in any way concerned or interested in the said resolution

Registered. Office:

6th Floor, Corporate Park – II,
V.N. Purav Marg, Chembur, Mumbai – 400 071.

Place : Mumbai

Date : 5th September, 2014

For and on behalf of the Board

Sd/-

(Jagannath S. Shinde)

CHAIRMAN

Important Communication to Members

The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and has issued circulars stating that service of notice/ documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses with the Company by sending from their e-mail ID, their Full Name, Address, Contact No, Folio No. and No. of Shares on to the e-mail address as follows.

annualreportmscda@aiocd.com

Important Communication to Members

Shareholders who have not encashed the Unclaimed Dividend for the Financial Year 2007-08, 2008-09 and 2009-10 may please approach the Company for payment of such Dividend.

Shareholders who want to transfer such Dividend by NEFT directly in to Bank Account may please refer Circular on Unclaimed Amount of Dividend on Page No. 46.

Shareholder may please note that no claim of such Dividend will be entertained after the transfer to the Investor Education and Protection Fund.

Mr. Swaroop Kelkar, Company Secretary – Tel. (o) 6773 0040.

E-mail ID – swaroop.kelkar@aiocd.com

DIRECTORS' REPORT

To,

Dear Shareholders,

Your Directors have pleasure to present the 8th Annual Report together with the audited accounts of the Company for the financial year ended 31st March, 2014.

Financial Results

The financial performance of the Company for the financial year ended 31st March, 2014 is summarized below:

(Rs. In Lacs)

	2013-2014	2012-2013
Total Income	1915.54	1173.52
Profit/ (Loss) Before Tax	(413.09)	272.31
Add: Exceptional Items	34.71	486.95
Less: Provision for Taxation	-----	13.01
Less: Deferred tax expense/ (Income)	(24.34)	1.80
Profit /(Loss) After Tax	(418.08)	748.05
Add: Amount b/f from previous year	7.42	(512.22)
Amount available for Appropriation	-----	235.83
General Reserve	-----	5.90
Proposed Dividend on Equity Share	-----	70.09
Proposed Dividend on Preference Share	-----	121.36
Dividend Distribution Tax	-----	31.06
Balance Carried to Balance Sheet	(410.66)	7.42

Results of Operations:

During the year, the turnover of the Company has increased from Rs. 1173.52 Lacs to Rs. 1915.54 Lacs. Operating in a uncertain and volatile environment, revenue from operation is increased by 59.20% to Rs.1396.75 Lacs from Rs. 877.38 Lacs.

There is Net Loss of Rs. 418.08 Lacs as against the Net Profit of Rs. 748.05 Lacs in the previous year.

Company has made provision for doubtful debts for Rs. 87.98 Lacs as against Rs. 22.14 Lacs provided in the previous year in line with prudent accounting policy.

Your Company has been operating as Logistic Facilitator/ Distributor for Pharma Companies.

Dividend

Your Directors do not recommend any Dividend due to losses incurred during the year.

Subsidiaries

The Company has one subsidiary Company – Guardian Remedies Pvt. Ltd. Statement pursuant to Section 212 of the Companies Act, 1956 relating to Subsidiary Company is given in Annexure to the report.

Deposits

During the year under review, the Company has not accepted any fixed deposit within the meaning of Section 58A of the Companies Act, 1956, and as such, no amount of principal or interest was outstanding as of the date of the Balance Sheet.

Directors

Mr. Jagannath S. Shinde, Directors, retire by rotation and being eligible; offer himself for re-appointment at the ensuing Annual General Meeting. Your Board has recommended his appointment.

During the period under purview Mr. Vinay Shroff, Mr. Mahesh Parekh, Mr. Anil Navandar, Mr. Viajanath Jagushte, Mr. Amarjeetsingh Sobti and Mr. Hukamraj Mehta tendered their resignation to the Board. Your Board places on record its deep sense of appreciation for the contribution made by Mr. Vinay Shroff, Mr. Mahesh Parekh, Mr. Anil Navandar, Mr. Viajanath Jagushte, Mr. Amarjeetsingh Sobti and Mr. Hukamraj Mehta during their tenure as Director of the Company

During the year under review, your Board inducted Mr. Shyamal Ghosh as an Additional Directors of the Company in the category of Independent Directors. As per the provisions of Companies Act, 2013 it is proposed to appoint Mr. Shyamal Ghosh as an Independent Director not liable to retire by rotation for a period of 5 years until 31 March, 2019. Your Board recommends the said appointment.

As per the provisions of Companies Act, 2013, Independent Directors are required to be appointed for a term of maximum of 5 (five) consequent years and Independent Directors shall not be liable to retire by rotation. Accordingly, Mr. Ravindra Savant, Director, who was earlier appointed as an Independent Director liable to retire by rotation is proposed to be appointed as an Independent Director not liable to retire by rotation for a period of 5 years until 31 March, 2019. Your Board recommends the said appointment.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement under Section 217(2AA) of the Companies Act, 1956, with respect to Directors' Responsibility Statement, it is hereby confirmed that:

- a) that in the preparation of the annual accounts for the year ended 31st March, 2014, the applicable accounting standards read with requirements set out under Schedule VI to the Companies Act, 1956, have been followed and there are no material departures from the same;
- b) that the Directors have selected such accounting policies and applied consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2014 and of the Profit of the Company for the year ended on that date;
- c) that the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities; and
- d) that the Directors have prepared the annual accounts of the Company on a 'going concern' basis.

Auditors

M/s. P.H. Sanghavi & Co., Chartered Accountants, Statutory Auditors of the Company, hold office until the conclusion of the ensuing Annual General Meeting and are eligible for reappointment.

The Company has received letter from them to the effect that their re-appointment, if made, would be within the prescribed limits under Section 224(1B) of the Companies Act, 1956 and that they are not disqualified for such re-appointment within the meaning of Section 226 of the said Act, as also indicated their willingness to be re-appointed..

Auditors Report

The Notes on Accounts referred to in the Auditors' Report are self-explanatory and do not call for any further comments.

Particulars of Employees

Since there was no employee drawing remuneration of Rs. 5,00,000 p.m. for part of the year or Rs. 60,00,000 p.a. or more, no particulars as specified in Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees Rules, 1975) are furnished.

Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo

The Company does not fall under any of the industries covered by the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988. Hence the requirements of disclosure in relation to the Conservation of Energy, Technology Absorption & Foreign Exchange Earnings and Outgo are not applicable to it. The Company has not imported any technology during the year. There were no foreign exchange earnings and outgo during the year.

Acknowledgments

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

For and on behalf of the Board

Sd/-

**(Jagannath S. Shinde)
CHAIRMAN**

Place : Mumbai

Date : 5th September, 2014

INDEPENDENT AUDITORS' REPORT

To the Shareholders, Maharashtra Safe Chemists and Distributors Alliance Limited

Report on the Financial Statements

We have audited the accompanying financial statements of Maharashtra Safe Chemists and Distributors Alliance Limited, which comprise the Balance Sheet as at March 31, 2014, and the Statement of Profit and Loss for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for 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 Standards notified under the Companies Act, 1956 (the Act) read with the General Circular 15/2013 dated 13th September, 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013 and in accordance with the accounting principles generally accepted in India.. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. 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 disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of

accounting policies used and the reasonableness of the accounting estimates made by management, 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.

Opinion

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

- (a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2014
- (b) In the case of the Statement of Profit and Loss, of the profit/loss for the year ended on that date;

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2003, issued by the Central Government Of India in terms of Section 227 4(A) of the Companies Act, 1956, we give in the Annexure a statement on the matters specified in paragraphs in 4 & 5 of the said Order.
2. Further to our Comment referred to above, we report that:
 - a. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
 - b. In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
 - c. The Balance Sheet, Statement of Profit and Loss dealt with by this Report are in agreement with the books of account.
 - d. In our opinion, the Balance Sheet and the statement of Profit and Loss dealt with by this report are in compliance with Accounting Standards notified under the Act read with the General Circular 15/2013 dated 13th September, 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013.
 - e. Based on representations made by all the Directors of the Company and the information and explanations as made available, Directors of the Company do not prima facie have any disqualification as referred to in clause (g) of sub-section (1) of Section 274 of the Act.
 - f. Since the central Government has not issued any notification as to the rate at which the cess is to be paid under section 441A of the Companies Act, 1956 nor has it issued any rules under the said section, prescribing the manner in which such cess is to be paid, no cess is due and payable by the Company

**For P.H.Sanghavi & Co.
Chartered Accountants**

**Proprietor
Pankaj Sanghavi
Membership No. : - 41290
Firm Registration No.:109111W**

**Place: Mumbai
Date:- 5th September 2014**

Annexure to Auditor's Report

Re: Maharashtra Safe Chemists and Distributors Alliance Limited

Referred to in paragraph 3 of our report of even date,

(I) (a) In our opinion and according to the information and explanation given to us, the Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.

(b) In our opinion and according to the information and explanation given to us, all the assets have been physically verified by the management during the period as per regular programmed of verification which, in our opinion, is reasonable having regards to the size of the company and the nature of its assets. No material discrepancies were noticed on such verification.

(c) In our opinion and according to the information and explanation given to us, the company has not disposed off any major part of the fixed assets during the period.

(ii) (a) In our opinion and according to the information and explanation given to us, physical verification of inventory has been conducted at reasonable intervals by the management.

our opinion and according to the information and explanation given to us, the company is maintaining proper records of Inventory.

In our opinion and according to the information and explanation given to us, discrepancies noticed on physical verification have been properly dealt with in the books of account.

(iii)(a) In our opinion and according to the information and explanation given to us, the Company has not granted any secured or unsecured loan to any party covered in the register maintained under section 301 of the Companies Act, 1956 during the year under consideration. Therefore in our opinion, the clause 4 (iii) (a) of the Companies (Auditors Report) Order, 2003 is not applicable.

(b) In our opinion and according to the information and explanation given to us, the Company has not granted any secured or unsecured loan to any party covered in the register maintained under section 301 of the Companies Act, 1956 during the year under consideration. Therefore in our opinion, the clause 4 (iii) (b) of the Companies (Auditors Report) Order, 2003 is not applicable.

© In our opinion and according to the information and explanation given to us, the Company has not granted any secured or unsecured loan to any party covered in the register maintained under section 301 of the Companies Act, 1956 during the year under consideration. Therefore in our opinion, the clause 4 (iii) (c) of the Companies (Auditors Report) Order, 2003 is not applicable.

(d) In our opinion and according to the information and explanation given to us, the Company has not granted any secured or unsecured loan to any party covered in the register maintained under section 301 of the Companies Act, 1956 during the year under consideration. Therefore

in our opinion, the clause 4 (iii) (d) of the Companies (Auditors Report) Order, 2003 is not applicable.

- (e) In our opinion and according to the information and explanation given to us, the Company has taken interest free unsecured loan from its subsidiary being a party covered in the register maintained under section 301 of the Companies Act, 1956. The Maximum amount involved during the accounting period was 20,64,261/- and the closing balance as on 31.3.2014 is Nil.
- (f) In our opinion and according to the information and explanation given to us, the rate of interest and other terms and conditions on which the loan has been taken by the Company from its subsidiary listed in the register maintained under section 301 of the Companies Act, 1956 are not, prima facie, prejudicial to the interest of the company.
- (g) In our opinion and according to the information and explanation given to us, the Company has taken interest free unsecured loan from its subsidiary; terms of repayment of same are not stipulated. The Company has treated the loan as not payable and has accordingly written back during the financial year.
- (iv) In our opinion and according to the information and explanation given to us, internal controls procedures need to be strengthened, to commensurate with the size of the company and the nature of its business with regards to purchase of inventory, fixed assets and with regards to sale of goods. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal controls. (v)(a) In our opinion and according to the information and explanation given to us, the transactions that need to be entered into the register maintained under section 301 of the Companies Act, 1956 have been so entered.
- (b) In our opinion and according to the information and explanation given to us, there are no transactions made in pursuance of contracts or arrangements entered in the register maintained under section 301 of the Companies Act, 1956 and exceeding the value of rupees five lakhs in respect of any party during the year. Therefore in our opinion, the clause 4(v) (b) of the Companies (Auditors Report) Order, 2003 is not applicable.
- (vi) In our opinion and according to the information and explanation given to us, the Company has not accepted any deposit from the public. Therefore in our opinion, the clause 4 (vi) of the Companies (Auditors Report) Order, 2003 is not applicable.
- (vii) In our opinion and according to the information and explanation given to us, the Company has an internal audit system to commensurate with its size and nature of its business. (viii) In our opinion and according to the information and explanation given to us, the Company is not engaged in production, processing, manufacturing or mining activities, hence Company is not required to maintain cost records under section 209 (1) (d) of the Companies Act, 1956. Therefore in our opinion, the clause 4
- (viii) of the Companies (Auditors Report) Order, 2003 is not applicable. (ix)
- (a) In our opinion and according to the information and explanation given to us, the Company is generally regular in depositing with appropriate authorities undisputed statutory dues including income tax, service tax, profession tax, cess, Property Tax applicable to it.

- (b) In our opinion and according to the information and explanation given to us, no undisputed amounts payable in respect of income tax, sales tax, wealth tax, custom duty, excise duty, cess, property tax were in arrears, as at 31st March, 2014 for the period of more than six months from the date they became payable.
- (c) In our opinion and according to the information and explanation given to us, there are no dues of income tax, sales tax, cess which have not been deposited on account of any dispute.
- (x) In our opinion and according to the information and explanation given to us, the Company is registered for the period of more than five years; There are accumulated losses as at the end of the current financial year. The company has incurred cash loss during the current financial year. The company had not incurred cash loss in the immediately preceding financial year.
- (xi) In our opinion and according to the information and explanation given to us, the Company has not defaulted in repayment of loan obtained from any financial institution or bank. The Company has not issued any debentures.
- (xii) In our opinion and according to the information and explanation given to us, the Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities. Therefore in our opinion, the clause 4(xii) of the Companies (Auditor's Report) Order, 2003 is not applicable to the Company.
- (xiii) In our opinion and according to the information and explanation given to us, the company is not a chit fund or a nidhi / mutual benefit fund/ society. Therefore in our opinion, the clause 4 (xiii) of the Companies (Auditor's Report) Order, 2003 is not applicable to the Company.
- (xiv) In our opinion and according to the information and explanation given to us, the company is not dealing in or trading in shares, securities, debentures and other investments. Therefore in our opinion, the clause 4(xiv) of the Companies (Auditor's Report) Order, 2003 is not applicable to the company.(xv) In our opinion and according to the information and explanation given to us, the Company has not given guarantee for loans taken by others from bank or financial Institutions; Therefore in our opinion, the clause 4(xv) of the Companies (Auditor's Report) Order, 2003 is not applicable to the company.(xvi) In our opinion and according to the Information and explanation given to us, the Company has not taken any term loan. Therefore in our opinion, the clause 4(xvi) of the Companies (Auditor's Report) Order, 2003 is not applicable to the Company.
- (xvii) In our opinion and according to the information and explanation given to us, and on overall examination of the balance sheet of the company, we report that the no fund raised on short term basis have been used for long term investment. No long term funds have been used to finance short term assets except permanent working capital.
- (xviii) In our opinion and according to the information and explanation given to us, the company has not made any preferential allotment of shares to parties and companies covered in the register maintained under section 301 of the Companies Act, 1956. Therefore in our opinion, the clause 4(xviii) of the Companies (Auditor's Report) Order, 2003 is not applicable to the Company.

- (xix) In our opinion and according to the information and explanation given to us, the Company has not issued any debenture. Therefore in our opinion, the clause 4(xix) of the Companies (Auditor's Report) Order, 2003 is not applicable to the Company.
- (xx) In our opinion and according to the information and explanation given to us, the Company has not raised any money by way of public issue. Therefore in our opinion, the clause 4(xx) of the Companies (Auditor's Report) Order, 2003 is not applicable to the Company.
- (xxi) In our opinion and according to the information and explanation given to us, no fraud on or by the company has been noticed or reported during the course of our audit.

**For P.H.Sanghavi & Co.
Chartered Accountants**

**Proprietor
Pankaj Sanghavi
Membership No.:- 41290
Firm Registration No.:109111W**

**Place: - Mumbai
Date: - 5th September, 2014**

Maharashtra Safe Chemists and Distributors Alliance Limited

Balance Sheet As At 31st March, 2014

(Amount in Rs.)

Particulars	Note No	As at 31st March, 2014	As at 31st March, 2013
(I) EQUITY & LIABILITIES			
1) Shareholder's Fund			
a) Share Capital	1	502,161,900	502,161,900
b) Reserves and Surplus	2	(38,077,219)	3,731,108
2) Non-Current Liabilities			
a) Long Term Borrowings			-
b) Deferred Tax Liability (Net)		315,363	2,749,814
c) Other long Term Liabilities	3	1,400,000	1,400,000
d) Long Term Provisions	4	440,006	321,508
3) Current Liabilities			
a) Short Term Borrowings	5	17,092,068	2,064,261
b) Trade Payables		28,839,088	29,873,489
c) Other Current Liabilities	6	21,650,789	17,722,584
d) Short Term Provision	7	31,100,652	53,529,681
Total Equity and Liabilities		564,922,647	613,554,344
II) ASSETS			
1) Non-Current Assets			
a) Fixed Assets	8		
i) Tangible Assets		59,661,963	68,049,858
ii) Intangible Assets			-
iii) Capital Work-in-Progress			-
iv) Intangible Assets Under Development			-
b) Non-Current Investment	9	20,107,451	18,157,120
c) Deferred Tax Assets (Net)			-
d) Long Term Loans and Advances	10	41,477,937	37,301,508
e) Other Non-Current Assets	11	16,835,506	33,428,398
2) Current Assets			
a) Current Investment	12	1,550,127	1,550,127
b) Inventory	13	26,789,855	42,401,275
c) Trade Receivables	14	52,492,309	27,845,027
d) Cash and Cash-Equivalents	15	292,744,181	180,895,614
e) Short Term Loans and Advances	16	185,063	112,308
f) Other Current Assets	17	53,078,255	203,813,109
Total Assets		564,922,647	613,554,344

The Notes referred to above are an integral part of the Balance Sheet
As per our attached report of even date

For and on behalf of the Board

For P.H.Sanghavi & Co.

Chartered Accountants

Pankaj Sanghavi
Proprietor

Membership No.: 41290 FRN :- 109111W

Date : 5th September, 2014

Place : Mumbai

Sd/-

Jagannath S. Shinde
Chairman

Sd/-

Madan Patil
Director & CFO

Sd/-

Swaroop Kelkar
Company Secretary

Maharashtra Safe Chemists and Distributors Alliance Limited

Statement of Profit and Loss for the year ended 31st March, 2014

(Amount in Rs.)

Particulars	Note No	For the year ended 31st March, 2014	For the year ended 31st March, 2013
I) Income			
I) Income from Operations	18	155,482,559	103,868,514
II) Other Income	19	36,071,968	13,483,900
III) Total Revenue (I+II)		191,554,526	117,352,414
IV) Expenses :			
Cost of Materials Consumed		-	-
Purchase of Stock-in-Trade		123,482,099	120,223,963
Changes in Inventory of Stock-in-Trade	20	16,212,364	(29,051,627)
Employee benefit expenses	21	15,829,146	12,595,572
Finance Cost	22	1,275,246	715,577
Depreciation and amortization Expenses	23	8,840,299	5,363,622
Other Expenses	24	67,224,477	(19,725,585)
Total Expenses (IV)		232,863,630	90,121,521
V) Profit/(Loss) before exceptional and extraordinary items and tax (III-IV)		(41,309,104)	27,230,893
VI) Exceptional Items			
Loss on Sale of Fixed Assets		-	(1,532)
Profit on Sale of Fixed Assets		268,495	49,297,762
Reduction in value due to lower NRV		-	(600,944)
Loss due to Permanent Diminution in Value of Long Term Investment		3,202,169	-
VII) Profit/(loss) before extraordinary items and tax (V-VI)		(44,242,778)	75,926,179
VIII) Profit/(Loss) before Tax		(44,242,778)	75,926,179
IX) Tax Expenses			
i) Current Tax		-	1,278,827
ii) Deferred Tax		2,434,451	179,902
iii) Short Provision of Previous Years		-	22,560
X) Profit/(Loss) from Continuing Operations (VIII-IX)		(41,808,327)	74,804,693
XI) Profit/(Loss) for the period		(41,808,327)	74,804,693
XII) Earnings per Shares			
1) Basic		(1.19)	2.13
2) Diluted		(1.19)	2.13

The Notes referred to above are an integral part of the Balance Sheet As per our attached report of even date

For P.H.Sanghavi & Co.

Chartered Accountants

Pankaj Sanghavi

Proprietor

Membership No.: 41290 FRN :- 109111W

Date : 5th September, 2014

Place : Mumbai

Sd/-

Jagannath S. Shinde
Chairman

For and on behalf of the Board

Sd/-

Madan Patil
Director & CFO

Sd/-

Swaroop Kelkar
Company Secretary

Maharashtra Safe Chemists and Distributors Alliance Limited

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2014 (Amount in Rs.)

Particulars	Note No	As at 31st March, 2014	As at 31st March, 2013
-------------	---------	------------------------	------------------------

Note - 1 Share Capital

Authorized Capital

3,60,00,000 Equity Shares of Rs 10/- each

2,00,00,000 8% Preference Shares of Rs 10/- each

Total **560,000,000** **560,000,000**

Issued, Subscribed and Paid up Capital

3,50,46,195 Equity share of Rs. 10/- each Fully Paid in Cash (P.Y 3,50,46,195 of Rs 10 each Fully Paid in Cash)

1,51,69,995, 8% Non-Cumulative Non-Convertible

Preference Shares of Rs. 10/- each Fully Paid in cash,

redemmeable on 14th April, 2021.(P.Y. 1,51,69,995 , 8%

Non-Cumulative Non-Convertible Pref.shares)

Total **502,161,900** **502,161,900**

Reconciliation of the number of shars outstanding at the beginning and at the end of the year

Particular	Equity Share Capital			
	As at 31.03.2014		As at 31.03.2013	
	No. Of Shares	Amount of Share Capital	No. Of Shares	Amount of Share Capital
No of shares at the beginning of the year	35,046,195	350,461,950	35,046,195	350,461,950
Add : Shares Issued during the year	-	-	-	-
No. of Shares at the end of the year	35,046,195	350,461,950	35,046,195	350,461,950
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				
Particular	Preference Share Capital			
	As at 31.03.2014		As at 31.03.2013	
	No. Of Shares	Amount of Share Capital	No. Of Shares	Amount of Share Capital
No of shares at the beginning of the year	15,159,995	151,599,950	15,159,995	151,599,950
Add : Shares Issued during the year	-	-	-	-
No. of Shares at the end of the year	15,159,995	151,599,950	15,159,995	151,599,950

None of the shareholders are holding more than 5% shares in the company

Note - 2 Reserves and Surplus

General Reserve

Openig Balance

Add: Additions During the year

Transfer from Profit & Loss Account

Less: Utilizations during the year

Closing Balance

Profit & Loss A/c (Credit Balance)

Opening Balance

Add: Additions During the year

Less: Utilizations during the year

Transfer to General Reserve

Proposed Dividend

Dividend Distribution Tax

Closing Balance

	2,989,566	2,400,000
		589,566
	2,989,566	2,989,566
	741,541	(51,222,036)
	(41,808,327)	74,804,693
		589,566
		19,145,235
		3,106,314
	(41,066,786)	741,541
Total	(38,077,219)	3,731,108
	1,400,000	1,400,000
Total	1,400,000	1,400,000
	440,006	321,508
Total	440,006	321,508

Note - 3 Other Long term Liabilities

Security Deposit Received

Note - 4 Long Term Provisions

Provisions for Employee Benefits

Maharashtra Safe Chemists and Distributors Alliance Limited

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2014 (Amount in Rs.)

Particulars	Note No	As at 31st March, 2014	As at 31st March 2013
Note - 5 Short Term Borrowings			
Unsecured Short Term Loans and Advances from Related Parties		-	2,064,261
Loan from Bank payable on demand		17,092,068	-
(Secured Against the Lien on Fixed Deposit Receipts)			
Total		17,092,068	2,064,261
Note - 6 Other Current Liabilities			
Unpaid Dividends		9,656,295	5,424,820
Others			
Payable to Employees		213,793	78,092
Non Trade Creditors		7,936,611	5,482,685
Salary / Wages Payable		1,355,578	784,911
Employees Contribution To Provident Fund Payable		63,736	45,547
ESIC Liability Payable		3,068	2,323
Duties & Taxes Payable		251,392	913,729
Advance From Customers		774,952	4,990,476
Bank Overdraft (Secured Against Lien on Fixed Deposit Receipts)		1,395,363	-
Total		21,650,789	17,722,584
Note - 7 Short Term Provisions			
Provisions for Employee Benefits		833,062	449,393
Others			
Proposed Dividend		-	19,145,235
Provision For Taxation		30,003,827	30,003,827
Dividend Distribution Tax		-	3,106,314
Provision for Expenses		263,763	824,911
Total		31,100,652	53,529,681

Note - 8 Fixed Assets

Sr. No.	Particulars	Rate	Gross Block				Depreciation				Net Block	
			Value as on 01.04.2013	Addition During the year	Deletion During the Year	Value as on 31.03.2014	Depreciation as on 01.04.2013	Addition During the year	Deletion During the Year	Depreciation as on 31.03.2014	WDV as on 31-3-2014	WDV as on 31-3-2013
Tangible Assets												
1	Land/Plot											
2	Building	5%	62,875,422			62,875,422	15,819,214	2,352,810	-	18,172,024	44,703,398	47,056,208
3	Plant and Machinery											
	Electrical Installation	13.91%	1,673,305			1,673,305	876,756	110,800		987,556	685,749	796,549
	Office Equipment	13.91%	3,819,903	54,773	-	3,874,676	1,963,408	262,300	-	2,225,708	1,648,969	1,856,496
	Plant and Machinery	13.91%	182,333			182,333	49,824	18,432		68,256	114,077	132,509
4	Furniture and Fixtures	18.10%	6,572,013			6,572,013	4,087,219	449,748		4,536,967	2,035,046	2,484,794
5	Vehicles (Cars)	25.89%	1,284,980			1,284,980	986,169	77,362		1,063,531	221,449	298,811
6	Computer	40%	4,543,655	1,176,562	-	5,720,217	4,015,744	341,807	-	4,357,551	1,362,666	527,911
7	Software	40%	2,055,877	151,034	-	2,206,911	1,532,439	255,452		1,787,891	419,021	523,439
	LeaseHold Asset (Computer											
8	System)	33.33%	15,456,904	-	1,198,461	14,258,443	1,083,763	4,971,588	268,496	5,786,855	8,471,588	14,373,141
	Sub Total		98,464,393	1,382,369	1,198,461	98,648,301	30,414,535	8,840,299	268,496	38,986,338	59,661,963	68,049,858
(B)	Intangible Assets											
	Total		98,464,393	1,382,369	1,198,461	98,648,301	30,414,535	8,840,299	268,496	38,986,338	59,661,963	68,049,858
	Previous year		293,682,684	15,501,387	210,719,678	98,464,393	25,055,532	5,363,622	4,619	30,414,535	68,049,858	268,627,152

Maharashtra Safe Chemists and Distributors Alliance Limited

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2014 (Amount in Rs.)

Particulars	Note No	As at 31st March, 2014	As at 31st March, 2013
Note - 9 Non-Current Investments			
Investment in Unquoted Equity Shares 20,27,000 (P.Y. 14,99,500) Equity shares of Rs.10/- each fully paid up in All Indian Origin Chemists and Distributors Ltd.		20,107,450	14,954,950
3, 32,000 (P.Y. 3,32,000) Equity shares of Rs.10/- each fully paid up in Tamilnadu Chemists and allied Distributors Alliance Ltd.		1	3,202,170
Total		20,107,451	18,157,120
Loss due to permanent Dimunation in the value of Investment has been recognised as Tamilnadu Chemists and allied Distributors Alliance Ltd is under liquidation process			
Note - 10 Long Term Loans and Advances			
Security Deposits (Unsecured, Considered Good)		585,079	1,007,705
<u>Other Loans and advances</u>			
Balance With Authorities		2,311,693	2,393,742
Advance Tax & TDS		38,581,165	33,900,061
Total		41,477,937	37,301,508
Note - 11 Other Non Current Assets			
<u>Long term Trade Receivables</u>			
i) Secured, Considered Good			
ii) Unsecured, Considered Good		25,633,807	35,643,032
iii) Doubtful			
iv) Due By Directors, Partners, etc			
<u>Less : Provision for doubtful debts</u>		8,798,301	2,214,634
Total		16,835,506	33,428,398
Note - 12 Current Investments			
Investment in Unquoted Equity Shares 37,500 (P.Y. 37,500) Equity shares of Rs.10/- each fully paid up in Guardian Remedies P.Ltd.		1,550,127	1,550,127
Total		1,550,127	1,550,127

Maharashtra Safe Chemists and Distributors Alliance Limited

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2014 (Amount in Rs.)

Particulars	Note No	As at 31st March, 2014	As at 31st March, 2013
Note - 13 Inventory (As taken, Valued and Certified by the Management)			
Finished Goods at Cost		26,789,855	43,002,219
Less : Reduction in value due to lower NRV		-	600,944
Closing Value of Finished Goods		26,789,855	42,401,27
	Total	26,789,855	42,401,27
Note - 14 Trade Receivables			
<u>Trade Receivables (Less than Six Months)</u>			
i) Secured, Considered Good			
ii) Unsecured, Considered Good		41,365,352	20,531,428
iii) Doubtful			
iv) Due By Directors, Partners, etc			
<u>Trade Receivables (More than Six Months)</u>		11,126,957	7,313,599
<u>Less : Provision for doubtful debts</u>			
	Total	52,492,309	27,845,027
Note - 15 Cash and Cash Equivalent			
Balance With Bank		583,506	28,332,548
Earmarked Balance with Bank (Unpaid Dividend)		9,656,295	5,424,883
Cash on Hand		12,824	62,484
Bank Deposits with less than 12 months maturity (Unencumbered)		88,301,379	108,758,015
Bank Deposits with less than 12 months maturity (Encumbered)		63,034,152	8,853,128
Bank Deposits with More than 12 Months maturity (Unencumbered)		112,235,906	22,134,556
Bank Deposits with More than 12 Months maturity (Encumbered)		18,920,121	7,329,999
	Total	292,744,181	180,895,614
Note - 16 Short Term Loans and Advances			
Prepaid Expenses		185,063	112,308
	Total	185,063	112,308
Note - 17 Other Current Assets			
Advance to Suppliers (Unsecured, Considered Good)		11,026,707	21,985,960
Advance to Employees		826,904	-
Other Current Assets		1,224,644	1,827,149
Sale Consideration of Land Receivable		40,000,000	180,000,000
	Total	53,078,255	203,813,109

Maharashtra Safe Chemists and Distributors Alliance Limited

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2014 (Amount in Rs.)

Particulars	Note No	As at 31st March, 2014	As at 31st March, 2013
Note - 18 Income From Operation			
Sale of Products		139,675,844	87,738,276
Sale of Services		15,806,715	16,130,238
		155,482,559	103,868,514
Less : Excise Duty		-	-
Total		155,482,559	103,868,514
Note - 19 Other Income			
Interest Income		25,052,988	9,421,084
TDS (C.Y. Rs 21,51,844/-)(P.Y. Rs 9,39,743/-)			
Other Non-Operating Income			
Rent on Immovable Property		2,090,430	2,791,263
Rent on Lease Hold Asset		2,889,534	987,286
Balances written back		5,612,734	-
Others		426,282	284,267
Total		36,071,968	13,483,900
Note - 20 Changes in Inventory of Finished Goods, Work-In-Progress and Stock-in-Trade			
Closing Stock		26,789,855	43,002,219
Opening Stock		43,002,219	13,950,592
Total		(16,212,364)	29,051,627
Note - 21 Employee Benefit Expenses			
Salaries to Employees		14,235,925	11,008,447
Contribution to Provident and other funds		9,13,330	670,229
Staff Welfare Expenses		4,32,391	487,323
Training Expenses		247,500	429,572
Total		15,829,146	12,595,572
Note - 22 Finance Cost			
Interest Expenses		1,275,246	715,577
Total		1,275,246	715,577
Note - 23 Depreciation and Amortization Expenses			
Depreciation		8,840,299	5,363,622
Total		8,840,299	5,363,622

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2014 (Amount in Rs.)

Particulars	Note No	As at 31st March, 2014	As at 31st March, 2013
Note - 24 Other Expenses			
Power and Fuel		1,601,440	1,427,376
Rent		2,695,900	1,475,511
Insurance		361,670	380,322
Rates and Taxes		1,520,161	1,230,126
Management Fees		4,051,588	3,763,200
Bad Debts			
Bad Debts		988,227	-
Add : Provision for doubtful debts		8,798,301	2,214,634
Less : Last year's provision for doubtful debts		2,214,634	(66,500,000)
		7,571,894	(64,285,366)
Miscellaneous Expenditure			
C & F Expenses		5,863,124	6,742,254
Postage & Communication Expenses		1,839,660	1,110,544
Office Expenses		680,532	449,933
Stationery, Printing Expenses,		450,999	803,914
Information Technology Expenses		1,247,303	1,871,191
Professional And Legal Expenses		1,199,307	1,755,446
Repairs And Maintenance		346,086	398,972
Travel & Conveyance Expenses		1,892,738	2,021,056
Advance to Supplier Written Off		18,000,000	-
Selling & Distribution			
Freight		3,058,695	3,585,619
Discounts / Commission paid		2,218,763	3,200,502
Octroi		20,072	-
Sales Promotion		1,628,221	13,171,677
Discount Due to Rate Difference		9,012,647	-
Business Development Expenses		389,571	2,88,051
Directors' Sitting Fees		40,000	50,000
Payment To Auditors		380,266	3,47,059
Recruitment Expenses		387,809	2,41,911
Other Miscellaneous Expenses		766,034	2,45,116
Total		67,224,477	(1,97,25,585)

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2014.

25. Company was incorporated on 16th October, 2006 with Registration No. U24239MH2006PLC 165149 and obtained Certificate of Commencement of Business on 15th November, 2006.

25.1 STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES FOLLOWED BY THE COMPANY.

A. System of Accounting:

I. The financial statements have been prepared to comply in all material respects with the mandatory Accounting Standards issued by the Institute of Chartered Accountants of India and the relevant provisions of the Companies Act, 1956. The financial statements have been prepared under the historical cost convention on an accrual basis.

II. The Company is a Small and Medium Sized Company (SMC) as defined in the General Instructions in respect of Accounting Standards notified under the Companies Act, 1956. Accordingly, the Company has complied with the Accounting Standards as applicable to a Small and Medium Sized Company.

III. The Company, generally, follows the mercantile system of accounting and recognizes income and expenditure on accrual basis except those with significant uncertainties.

IV. The preparation of financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent liabilities on the date of the financial statements and the reported amounts of revenues and expenses during the period reported. Actual results could differ from those estimates. Any revision to accounting estimates is recognised in accordance with the requirements of the respective accounting standard.

B. Fixed Assets :

Fixed assets are stated at cost (or revalued amounts, as the case may be), less accumulated depreciation and impairment losses. Cost comprises the purchase price and any directly attributable cost of bringing the asset into existence and working condition at the locations for its intended use.

Fixed asset under financial lease are recorded at their cash value, less accumulated depreciation and impairment losses.

C. Depreciation:

Depreciation is provided on "Written Down Value Basis" as per the rates specified in Schedule XIV of the Companies Act, 1956. Proportionate depreciation is charged for additions/deletions during the year. Individual asset costing less than Rs 5000 are depreciated in full in the year of purchase.

Depreciation on leased assets amortized over a period of lease term.

D. Investment:

Current investments are carried at lower of cost and fair value determined on an individual investment basis. Long-term investments are carried at cost. However, provision for diminution in value is recognized if it is other than temporary.

E. Taxes on Income:

Tax expense comprises both current and deferred taxes. Current income- tax is measured at the amount expected

to be paid to the tax authorities in accordance with the Indian Income Tax Act. Deferred income taxes reflects the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years.

Deferred tax is measured based on the tax rates and the tax laws enacted at the balance sheet date. Deferred tax assets are recognised only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. Deferred tax assets are recognised on carry forward of unabsorbed depreciation and tax losses only if there is virtual certainty that such deferred tax assets can be realized against future taxable profits. Unrecognized deferred tax assets of earlier years are re-assessed and recognised to the extent that it has become reasonably certain that future taxable income will be available against which such deferred tax assets can be realized.

F. Revenue Recognition:

Revenue from Sales is recognized when all significant risks and rewards of the ownership have been transferred to buyer. Interest income is recognized on time proportion basis. Revenue from services rendered is recognized on accrual basis as per agreement with the parties. Lease rentals are recognised on accrual basis as per terms of relevant agreement.

G. Inventories :

The Inventories are valued at lower of Cost or Net Realizable value.

H. Preliminary Expenses:

Preliminary Expenses is written off over a period of 5 (Five) years commencing from the year in which it is incurred.

I. Provisions:

A provision is recognised when the company has a present obligation as a result of past event; it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates. Contingent Liability is not recognized in the financial statements but is disclosed.

J. Retirement Benefits:

- a. **Gratuity:** The Company has provided Gratuity liability as on the date of the Balance sheet which is calculated on the basis of last salary drawn (and not on actuarial valuation,).
- b. **Leave Encashment:** Leave encashment benefit is provided on the basis of actual liability (i.e. Leave entitled) as on Balance sheet date, (and not on actuarial valuation,) which is calculated on the basis of last salary drawn.
- c. **Provident Fund and Other Funds:** The Company's contribution to Provident Fund is charged to Profit and Loss Account.

K. Borrowing Cost:

Net Borrowing cost directly attributable to the qualifying asset for the period of time required to put the same to its intended use or sale is capitalized.

25.2 CONTINGENT LIABILITY:

25.2.1 The Company has encumbered its Fixed Deposit Receipts having face Value of Rs. 400 Lacs for guaranteeing the

Maharashtra Safe Chemists and Distributors Alliance Limited

borrowing/loan obtained by a Related Party viz. All Indian Origin Chemists & Distributors Alliance Ltd. The amount of such loan outstanding as on 31.3.2014 is Rs 499.78 lacs including accrued interest thereon.

25.2.2 The Company has issued Bank Guarantee of Rs 40 Lacs (P.Y. NIL) in favour of Sandoz Pvt. Ltd.

25.2.3 The Company has issued Bank Guarantees totaling to Rs 154.57 Lacs (P.Y.Rs.154.57Lacs) in favour of Hewlett – Packard Financial Services (India) Pvt. Ltd.

25.3 There is no Micro, Small, and Medium Enterprises, to whom the Company owes, which are Outstanding for more than 45 days at the Balance Sheet date. The above information has been determined to the extent such parties have been identified on the basis of information available with the Company.

25.4 Payment to Directors :--

a) Directors' sitting Fees of Rs.40,000/- (P.Y. Rs. 50,000/-) paid to the independent directors during the year.

25.5. Related Party Transactions:

(Amount in Rs.in Lakhs)

Particulars	Maharashtra Safe chemist & Druggist Association		Enterprises that have a member of key management in common		Subsidiary Company		Total	
	C.Y.	P.Y.	C.Y.	P.Y.	C.Y.	P.Y.	C.Y.	P.Y.
Face Value of the Fixed Deposits under encumbrance for guaranteeing Loan/Borrowing	0.00	0.00	400.00	0.00	0.00	0.00	400.00	0.00
Outstanding amount including interest of the Loan/Borrowing obtained by the Related party by providing the lien on the Fixed Deposits of the Company	0.00	0.00	499.78	0.00	0.00	0.00	499.78	0.00
Loans & Advances received	-	2.00	-	8.00	-	-	-	10.00
Loans & Advances repaid	-	2.00	-	8.00	-	-	-	10.00
Payment made on their behalf	-	-	0.20	6.15	0.16	17.07	0.36	23.22
Payment recd on our behalf	-	-	28.64	7.76	-	-	28.64	7.76
Payment recd on their behalf	0.05	-	2.26	-	-	-	2.31	-
Payment made on our behalf	-	-	39.00	1.60	-	-	39.00	1.60
Expenses incurred on our behalf	-	-	-	0.01	-	-	-	0.01
Rent Income	-	-	23.49	29.83	-	-	23.49	29.83
Service charges paid for utilization of IT environment	-	-	10.37	16.49	-	-	10.37	16.49
Management Fees including service Tax	-	-	45.52	42.28	-	-	45.52	42.28
Reimbursement of expenses incurred on their behalf	-	-	12.59	9.72	-	-	12.59	9.72
Purchase of Asset	-	-	7.34	-	-	-	7.34	-
Sale of Material	-	-	94.01	-	-	-	94.01	-
Purchase of material	-	-	209.87	276.43	-	-	209.87	276.43
Balance Outstanding as on year end Receivable/ (payable)	1.03	-	145.86	50.60	-	(20.64)	146.89	29.96

Names of related parties and description of relationship:

Relationship	Name of the Related Party
Some of the Directors of the Company are the Office Bearers of the Related Party.	Maharashtra State Chemists & Druggists Association.
Subsidiary Company	Guardian Remedies Pvt. Ltd.
Enterprises that have a member of key management in common with the reporting enterprise.	All Indian Origin Chemists & Distributors Limited.
Enterprises that have a member of key management in common with the reporting enterprise.	AIOCD Pharmasofttech AWACS Pvt. Ltd.

25.2 Lease
Financial Lease – Lessee.

The Company has entered into a financial lease Agreement with Hewlett Packard Financial Service India Pvt. Ltd for a period of 36 Month, under which it has right to use Computer system (leasehold Asset) and after the completion of lease period Company has a right to purchase the Asset at Nil Value. The Initial Direct cost if any has been charged to Profit & Loss Account. There is no contingent rent expenses recognized in profit and loss accounts.

Disclosures of financial lease are:

- Leasehold Assets is shown separately under Fixed Asset.
- There is only one class of Asset i.e. Computer System. The Net Carrying amount at the Balance Sheet date is shown separately in the Fixed Asset Schedule.

Sub Lease – Lessor

The Company has entered into a Sub Lease Agreement with various Customers for a period of 36 Month on various dates, under which it has given the right to customers to use Computer System and on completion of lease period if the customer doesn't default in payment of lease rental than the asset will be transfer to customer. The Initial Direct cost like carriage and installation charges if any has been charged to Profit & Loss Account. There is no contingent rental income recognized in profit and loss account.

Particulars	Leasing of Portion of the Computer System for the year	
	2013-2014	2012-2013
Gross Carrying of Assets Amt.	1,42,58,443	1,54,56,904
Accum. Depreciation	57,86,855	10,83,763
Accum. Impairment	-	-
Depreciation recognized in Profit & Loss Account	47,03,092	10,83,763
Impairment Recognized in Profit & Loss Account	-	-
Contingent Rent Recognized as Profit & Loss A/c	-	-

Operating Lease – Lessor

The Company has entered into a Leave and License Agreement, under which it leased the right to use a specified area out of the area of office owned by the Company. The Initial direct cost has been charged to Profit & Loss Account. There is no contingent rent income recognized in profit and loss accounts

Particulars	Leasing of Portion of the Office Premises including Furniture and Fittings for the year	
	2013-2014	2012-2013
Proportionate Gross Carrying of Assets Amt.	13,622,357	13,622,357
Proportionate Accum. Depreciation	45,38,800	39,80,780
Proportionate Accum. Impairment	-	-
Proportionate Depreciation recognized in Profit & Loss Account	5,58,020	6,04,206
Proportionate Impairment Recognized in Profit & Loss Account	-	-
Proportionate Contingent Rent Recognized as Profit & Loss A/c	-	-

Operating Lease - Lessee

Lease payments of Rs.5, 77,560/- (P.Y. Rs 5,20,960) have been recognized in the Profit & Loss account for the year. There is no sub lease payment received or recognized in Profit and Loss account during the Year.

25.2 Deferred Tax :

The Company has recognized Deferred Taxes which result from the timing difference between the Book Profit/ (Loss) and Taxable Profit / (Loss) for the accounting year ended on 31/03/2014 which are as under :-

Particulars	Balance as at 01.04.2013	For the period recognized in the Profit & Loss Account / Reversed during the year	Balance as at 31-03-2014
	Amt (Rs.)	Amt (Rs.)	Amt (Rs.)
Deferred Tax Liabilities: -			
Effect of difference in amount of depreciation as per the Companies Act, 1956 and the Income Tax Act, 1961.	35,27,321	(12,09,943)	23,17,378
Deferred Tax Assets : -			
Effect of expenditure debited to Profit and Loss Account having reasonable certainty of being allowed in subsequent year as per Income Tax Act, 1961.	(7,77,506)	(12,24,508)	(20,02,014)
Net Deferred Tax Liabilities / (Assets)	27,49,815	(24,34,451)	3,15,364

25.2 EARNING PER SHARE :-

Sl. No.	Particulars	2013-2014	2012-2013
1.	Profit/ (Loss) before Prior Period Item for the Year attributable to Equity Shareholders	Rs. (4,14,49,313)	Rs. 7,59,13,508
2.	Profit/ (Loss) after Prior Period Item for the Year attributable to Equity Shareholders	Rs. (4,18,08,327)	Rs. 7,48,04,693
3.	Weighted Average No. of Equity Shares of Rs. 10/- each	3,50,46,195	3,50,46,195
4.	Basic Earnings Per Share Before Prior Period Item	Rs (1.18)	Rs 2.17
5.	Basic Earnings Per Share After Prior Period Item	Rs. (1.19)	Rs.2.13

Determination of Net Profit Attributable to Equity Shareholders:

Particulars	2013-2014 Amt (Rs.)	2012-2013 Amt (Rs.)
Net Profit After Tax as per profit and Loss Accounts	Rs. (4,14,49,313)	Rs. 7,59,13,508
Less: - Prior Period Item	Rs. 3,59,014	Rs. 11,08,815
Net Profit After Tax and Prior Period Item as per profit and Loss Accounts	Rs. (4,18,08,327)	Rs. 7,48,04,693
Less :- Profit Attributable to Preference Dividend	-	1,21,35,996
Less :- Tax on Dividend	-	31,06,314
Net Profit Attributable to Equity Shareholders (After Prior Period Item)	Rs. (4,18,08,327)	Rs. 5,95,62,383

Determination of Capital for Computation of Basic EPS:

Particulars	2013-2014	2012-2013
Total No. of Equity Shares as at the beginning of the period.	3,50,46,195	3,50,46,195
Total No. of Equity shares issued & allotted during the year	NIL	NIL
Weight age Avg. No. of Equity Shares = $\{(3,50,46,195 \times 365)\} / 365$	3,50,46,195	3,50,46,195

25.2 Claims against the Company not acknowledged as Debts : Rs. Nil (P.Y.Rs.Nil)

25.3 The balances with parties are subject to confirmation.

25.4 Advance to Amar Remedies Ltd of Rs 1.80 cr is written off as the company is under liquidation, However the management is in touch with the promoters for recovering the same.

25.5 Estimated amount of Contracts remaining to be executed on Capital Account and not Provided for (net of advances) Rs. Nil (P.Y. Rs. Nil)

25.13 Previous Year Comparatives

Previous year's figures have been regrouped or rearranged where ever necessary to conform to the current year's classification.

25.13 Expenditure and Earnings in Foreign Currency :- Rs.Nil (P.Y. Rs. Nil)

25.14 Purchase and Sales

Sr. No.	Class of Products	Purchases in Rs.(In Lakhs)		Sales in Rs. (In Lakhs)	
		2013-2014	2012-2013	2013-2014	2012-2013
1	Capsules	47.85	45.43	52.52	26.80
2	Drops	0.14	-	0.70	-
3	Injection	571.07	485.28	591.52	480.34
4	Liquid	75.03	96.27	91.90	38.54
5	Lotion	-	38.56	-	41.48
6	Ointment	20.11	50.99	39.25	(4.23)
7	Powder	3.14	1.95	2.21	4.58
8	Surgical	2.35	3.38	3.90	3.9
9	Tablets	515.13	430.38	614.77	288.97
		1,234.82	1202.24	1,396.76	877.38

25.13 PAYMENTS TO AUDITOR :-

	Particulars	2013-2014 Amt (Rs.)	2012-2013 Amt (Rs.)
a)	As Auditor	2,75,172	2,50,156
b)	As Adviser, or other capacity, in respect of :		
i)	Taxation matters	1,35,241	1,22,945
ii)	Company law matters		
iii)	Management services		
c)	Reimbursement of Expenses	15,000	15,000

Note: - Above amount is inclusive of Service Tax.

25.13 Prior period item included in Profit and Loss Statement is of Rs.3.59 Lacs.(P.Y.Rs 11.09 Lacs.)

25.14 The amount of Rs 20.49 Lacs being the loan received from Guardian Remedies Pvt. Ltd (Subsidiary of the Company) is treated as not payable and hence written back.

**For P.H.Sanghavi & Co.
Chartered Accountants**

Pankaj Sanghavi
Proprietor
Membership No.: 41290
FRN: - 109111W
Date: 5th September, 2014
Place: Mumbai

For and on behalf of the Board

Sd/-

Jagannath S. Shinde
Chairman

Sd/-

Madan Patil
Director & CFO

Sd/-

Swaroop Kelkar
Company Secretary

Maharashtra Safe Chemists and Distributors Alliance Limited

Statement Pursuant to Section 212 of The Companies Act, 1956, Relating to Subsidiary Companies:

Name of the Subsidiary Company	Guardian Remedies Pvt. Ltd.
The financial year of the Subsidiary Company	March 31, 2014
Number of shares in the Subsidiary Company held by MSCDA Ltd.	37,500 Equity Shares of Rs. 10 each Fully paid.
Fully Paid Holding Company's interest in percentage	83.33 %
The net aggregate of profits /(loss) of the Subsidiary Companies so far as these concern the member	
(i) Dealt with in the accounts	
a) For subsidiaries' financial year ended on March 31, 2013	Nil
b) For previous financial years of the subsidiary since these became subsidiaries	Nil
(ii) Not dealt with in the accounts	
a) For subsidiaries' financial year ended on March 31, 2014	Rs. (19,75,180)
b) For previous financial years of the subsidiaries since these became subsidiaries	Rs. (38,940)

For and on behalf of the Board

Place : - Mumbai

Date : 5th September, 2014.

Sd/-

Jagannath S. Shinde
Chairman

Sd/-

Madan Patil
Director & CFO

Sd/-

Swaroop Kelkar
Company Secretary

GUARDIAN REMIDIES PRIVATE LIMITED

DIRECTORS' REPORT

To,

The Members of GUARDIAN REMIDIES PRIVATE LIMITED

Dear Members,

Your Directors have pleasure in presenting the Fourteen Annual Report together with Audited Financial Statements for the year ended on 31st March 2014.

FINANCIAL RESULTS

The Company was incorporated on 15th February, 2001. During the year ended 31st March 2014s your company's operations have not been profitable.

DIVIDEND

In view of the losses, your Directors are unable to recommend to any dividend.

DEPOSITS

Your Company has neither accepted nor renewed any fixed deposits for public during the year under review.

STATUTORY INFORMATION

Particulars of Employees

Since there was no employee drawing remuneration of Rs. 5,00,000 p.m. or for part of the year or Rs. 60,00,000 p.a. or more, no particulars as specified in Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees Rules, 1975) are furnished.

Energy Conservation, Technology Absorption, Foreign Exchange Earnings and Outgo

The Company does not fall under any of the industries covered by the Companies (Disclosures of Particulars in the Report of the Board of Directors) Rules, 1988. Hence the requirements of disclosure in relation to the Conservation of Energy, Technology Absorption & Foreign Exchange Earnings and Outgo are not applicable to it. The Company has not imported any technology during the year. There were no foreign exchange earnings and outgo during the year

DIRECTORS RESPONSIBILITY STATEMENT U/S 217(2AA)

The Board of Directors Report:

1. that in the preparation of Annual Accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
2. that the Directors had selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the loss of the Company for that year;
3. that the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
4. that the directors had prepared the annual accounts on a going concern basis.

AUDITORS

The Company's Auditor's Nandakishor Patil & Co. hold office upto the conclusion of the ensuing Annual General Meeting. The Company has received a requisite certificate pursuant to section 224 (1B) of the Companies Act, 1956, regarding their eligibility for appointment as Auditors of the Company. Members are requested to consider their appointment to hold office from the conclusion of the ensuing Annual General Meeting until the conclusion of next Annual general Meeting and to fix their remuneration.

For and on behalf of the Board

GUARDIAN REMIDIES PRIVATE LIMITED

Sd/-

(Jagannath S. Shinde)
Chairman

Place: Thane

Date: 27th August, 2014

Maharashtra Safe Chemists and Distributors Alliance Limited

AUDITORS' REPORT

To the Members of
GUARDIAN REMIDIES PRIVATE LIMITED
KULGAON – BADLAPUR.

I have audited the accompanying financial statements of GUARDIAN REMIDIES PRIVATE LIMITED ("the Company"), which comprise the Balance Sheet as at March 31, 2014, and Statement of Profit for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act"). This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

My responsibility is to express an opinion on these financial statements based on my audit. I conducted my audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that I 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 disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my audit opinion. In my opinion and to the best of my information and according to the explanations given to me, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2014;
 - b) in the case of the Profit and Loss Account, of the loss for the year ended on that date; and
1. The provisions of Companies (Auditor's Report) Order 2003 as amended by the Companies (Auditor's Report) (Amendment) Order, 2004 (together the 'Order') issued by the Central Government of India in terms of sub section (4A) of section 227 of the Companies Act, 1956 are not applicable to the Company.
 2. As required by section 227(3) of the Act, I report that:
 - a) I have obtained all the information and explanations which to the best of my knowledge and belief were necessary for the purpose of my audit;
 - b) in my opinion proper books of account as required by law have been kept by the Company so far as appears from my examination of those books
 - c) the Balance Sheet, and Statement of Profit dealt with by this Report are in agreement with the books of account.
 - d) in my opinion, the Balance Sheet, and Statement of Profit and Loss, comply with the Accounting Standards referred to in subsection (3C) of section 211 of the Companies Act, 1956;
 - e) on the basis of written representations received from the directors as on March 31, 2013, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2014, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.
 - f) Since the Central Government has not issued any notification as to the rate at which the cess is to be paid under section 441A of the Companies Act, 1956 nor has it issued any Rules under the said section, prescribing the manner in which such cess is to be paid, no cess is due and payable by the Company.

For Nandakishor Patil & Co.
Chartered Accountants

Place : - Thane
Date : 27th August, 2014.

Nandakishor Patil
Proprietor
M.No. 040575
FRN 106861W

GUARDIAN REMIDIES PRIVATE LIMITED

Balance Sheet as at 31st March, 2014			
Particulars	Note No	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
A. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	2	450,000.00	450,000.00
(b) Reserves and Surplus	3	-117,751.50	1,857,428.92
(2) Share application money pending allotment			
(3) Non-Current Liabilities			
(a) Long-term borrowings			
(b) Deferred tax liabilities (Net)			
(c) Other Long term liabilities			
(d) Long term provisions			
(4) Current Liabilities			
(a) Short-term borrowings	4	0.00	27,886.09
(b) Trade payables			
(c) Other current liabilities			
(d) Short-term provisions	5	20,000.00	32,000.00
Total		352,248.50	2,367,315.01
B.Assets			
(1) Non-current assets			
(a) Fixed assets			
(i) Tangible assets		-	-
(ii) Intangible assets			
(iii) Capital work-in-progress			
(iv) Intangible assets under development			
(b) Non-current investments			
(c) Deferred tax assets (net)			
(d) Long term loans and advances	6	-	2,064,260.00
(e) Other non-current assets			
(2) Current assets			
(a) Current investments		-	-
(b) Inventories			
(c) Trade receivables			
(d) Cash and cash equivalents	7	352,248.50	303,055.01
(e) Short-term loans and advances			
(f) Other current assets			
Total		352,248.50	2,367,315.01

As per our report of even date attached
For Nandakishor Patil & Co.
Nandakishor Patil

Chartered Accountants.

FRN:106861W

M.No: 040575

Place : - Thane

 Date : 27th August, 2014.

For and on behalf of the Board of Directors

Sd/-
Jagannath S. Shinde

Chairman

Maharashtra Safe Chemists and Distributors Alliance Limited

GUARDIAN REMIDIES PRIVATE LIMITED

Statement of Profit and Loss account for the year ended 31st March, 2014

Particulars	Note No	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
A Continuing Operations			
I. Revenue from operations		-	-
II. Other Income		69,200.00	-
III. Total Revenue (I + II)		69,200.00	-
IV. Expenses:			
Cost of materials consumed		-	-
Purchase of Stock-in-Trade		-	-
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade		-	-
Employee benefit expense		-	-
Financial costs	8	-	6,940.00
Depreciation and amortization expense		-	-
Other expenses	9	2,044,380.42	32,000.00
Total Expenses		2,044,380.42	38,940.00
V. Profit before exceptional and extraordinary items and tax	(III - IV)	-1,975,180.42	-38,940.00
VI. Exceptional Items		-	-
VII. Profit before extraordinary items and tax (V - VI)		-	-
VIII. Extraordinary Items		-	-
IX. Profit before tax (VII - VIII)		-1,975,180.42	-38,940.00
X. Tax expense:			
(1) Current tax		-	-
(2) Deferred tax		-	-
XI. Profit(Loss) from the period from continuing operations	(VII-VIII)	-1,975,180.42	-38,940.00
B DISCONTINUING OPERATIONS			
XII. Profit/(Loss) from discontinuing operations			
XIII. Tax expense of discounting operations			
XIV. Profit/(Loss) from Discontinuing operations (XII - XIII)		-	-
C. TOTAL OPERATIONS		-1,975,180.42	-38,940.00
XV. Profit/(Loss) for the period (XI + XIV)			
XVI. Earning per equity share:			
(1) Basic		-43.89	-0.87
(2) Diluted		-43.89	-0.87

As per our report of even date attached

For Nandakishor Patil & Co.

Nandakishor Patil
Chartered Accountants.

FRN:106861W

M.No: 040575

Place : - Thane

Date : 27th August, 2014.

For and on behalf of the Board of Directors

Sd/-

Jagannath S. Shinde

Chairman

GUARDIAN REMIDIES PVT LTD
NOTES TO ACCOUNTS AS AT 31ST MARCH, 2014

(Amount in Rs.)

**As At 31st
March, 2014**
**As At 31st
March, 2013**
2. SHARE CAPITAL

<u>Authorised</u> 50,000 Equity share of Rs.10/- each	500,000.00	500,000.00
<u>Issued, Subscribed and Paid Up</u> 45,000 Equity share of Rs.10/- each fully paid up share Application money	450,000.00	450,000.00
Total Rs.	450,000.00	450,000.00

a) Equity Shares held by Holding Company

Name of Shareholder Maharashtra Safe Chemists & Distributors- Alliance Ltd	Relationship Holding Company	375,000.00	375,000.00
--	---------------------------------	------------	------------

b) Rights, preferences and restrictions attached to the shares

The Company has one class of equity shares having a par value of Rs 10/- per share. Each Shareholder is eligible for one vote per share held. In the event of liquidation, the equity shareholders are eligible to receive remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

c) Equity shares in the Company held by each shareholder holding more than 5% shares

Name of Shareholder	Relationship	31.03.2014 No /Percentage	31.03.2013 No /Percentage
Maharashtra Safe Chemists & Distributors- Alliance Ltd	Holding Company	37500/ 83.33	37500/ 83.33
Mr Prashant Digambar Pradhan		4000/ 8.89	4000/ 8.89
Mrs Nutan Prashant Pradhan		3500/ 7.78	3500/ 7.78

d) Reconciliation of number of equity shares outstanding at the beginning and the end of reporting period

Particulars	31.03.2014 Number/ Rupees	31.03.2013 Number/ Rupees
Shares outstanding at the beginning of the year	45000/450000	45000/450000
Shares outstanding at the end of the year	45000/450000	45000/450000

e) Information on equity shares allotted without receipt of cash or allotted as bonus share or shares bought back

Company has not allotted equity shares without receipt cash or allotted as bonus shares or bought back

Maharashtra Safe Chemists and Distributors Alliance Limited

3. Reserves and surplus

	31.03.2014	31.03.2013
LOSS		
Balance at the beginning of the year (CR Balance)	1,857,428.92	1,896,368.92
Add: Loss during the year	-1,975,180.42	-38,940.00
Less: Profit during the year	0.00	0.00
Balance at the end of the year (DR Balance) (Previous Yr CR Bal)	-117,751.50	1,857,428.92

4. Short Term borrowings

	31.03.2014	31.03.2013
Mr Prashant Digambar Pradhan (Unsecured)	0.00	27,886.09

5. Short Term Provisions

	31.03.2014	31.03.2013
Audit Fees Payable	20,000.00	20,000.00
Professional Fee Payable	0.00	6,000.00
ROC Fees Payable	0.00	6,000.00
Total Rs.	20,000.00	32,000.00

6. Long Term loans and advances

	31.03.2014	31.03.2013
Maharashtra Safe Chemists & Distributors Alliance Ltd (unsecured) (Holding company)	0.00	2,064,260.00

7 Cash and Bank Balances

	31.03.2014	31.03.2013
Balance in Current A/C with Scheduled Bank		
Thane Bharat Sahakari Bank Ltd.	0.00	0.00
AXIS Bank	0.00	6.51
Bank Of Baroda	352,248.50	303,048.50
Total Rs.	352,248.50	303,055.01

8. Finance Cost

	31.03.2014	31.03.2013
Interest Expenses	0.00	6940.00
Bank Charges	0.00	0.00
Total Rs.	0.00	6940.00

9. Other Expenses

	31.03.2014	31.03.2013
Payment To Auditors		
Audit Fee	20,000.00	20,000.00
ROC Filing Fees (Including Late Fees Rs 5400/-)	3,590.00	6,000.00
Professional Fees	0.00	6,000.00
Misc Exps	135.00	0.00
Waived Off	2,020,655.42	0.00
Total Rs.	2,044,380.42	32,000.00

**As per our report of even date attached
For Nandakishor Patil & Co.**

Nandakishor Patil
Chartered Accountants.
FRN:106861W
M.No: 040575
Place : - Thane
Date : 27th August, 2014.

For and on behalf of the Board of Directors

Sd/-

Jagannath S. Shinde
Chairman

GUARDIAN REMIDIES PVT LTD

NOTES ON ACCOUNT TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2014.

1. NOTES ON ACCOUNTS: -

1. The balance confirmation from Banks and from the parties to whom Loan and Advances given / taken have not been called for.
2. The number of employees who are in receipt of remuneration in aggregate of not less than Rs. 24,00,000/- per year if employed for full year or who are in receipt of remuneration in aggregate of not less than Rs.2,00,000/- per month if employed for part of the year is --None (Previous year- None)
3. In the opinion of the Board, the current assets, loans and advances are approximately of the value stated if realised in the ordinary course of business. The provisions for all known liabilities are provided for in the Books of accounts and are adequate. No personal expenses of the Directors or employees are debited to profit and loss account and there are no contingent liabilities to our knowledge.
4. Previous year's figures are re – grouped / re – arranged wherever necessary.
5. Other Information pursuant to paragraph 3 and 4(C) & (D) of the part II of Schedule VI of the Companies Act, 1956 is given as under to the extend applicable to the company
6. Total Other Expenses (SCH-9) of Rs 20, 44,380.42 includes waiver of Rs 20,48,535/- receivable from MSCDA Ltd (holding Co.) and waiver of Rs 27,886/- payable to M.D. Mr P.D.Pradhan.

i. Quantity details as regards goods traded :

The company is engaged in the business of retailers in pharmaceutical products & General items, Quantities details of purchase & sales, opening & closing stock are not stated as they are not capable of segregation. There are no common units in respect of Turnover, purchase & sales.

ii. Other details are not applicable to the company.

Notes to Accounts for the year ended 31 MARCH 2014.

1. Accounting Policies: -

1. SYSTEM OF ACCOUNTING:

The accounts are prepared under historical cost convention on an accrual concept in accordance with generally accepted accounting policies. The company generally follows mercantile system of accounting and recognize income & expenditure on accrual basis except with significant uncertainties if any. Estimates and assumptions used in the preparation of financial statements are based on managements evaluation of relevant facts and circumstances, which may differ from the actual results at a subsequent date.

2. FIXED ASSETS: Company has no fixed assets.

3. DEPRECIATION: There being no fixed assets, the depreciation is not provided.

4. INVESTMENTS: Not Applicable.

5. INVENTORIES: Not Applicable.

6. RETIREMENT BENEFITS: No employee has put in the required number of years for entitlement of gratuity.

7. TAXES ON INCOME: Provision for current Tax is not made in the absence of taxable income. There is neither deferred tax liability nor deferred tax asset in the absence of timing difference. Therefore provision for deferred tax is not made.

8. CONTINGENT LIABILITIES: Contingent liabilities are not provided for and are disclosed by way of notes on accounts, if any.

9. Expenditure & Income in Foreign Currency is NIL

10. Claims against the company not acknowledged as debts – Nil

11. Estimated amount of contracts remaining to be executed on capital account and not provided for – Nil

As per our report of even date attached

For and on behalf of the Board of Directors

For Nandakishor Patil & Co.

Nandakishor Patil

Chartered Accountants.

FRN:106861W M.No: 040575

Place : - Thane

Date : 27th August, 2014.

Sd/-

Jagannath S. Shinde

Chairman



Circular on Unclaimed Amount of Dividend

Ref. No.: MSCDAL/Dividend/January/01/2014

5th September, 2014

To,
All the Shareholders of MSCDA Limited

It has been observed that Dividend Warrants/Cheques sent by the Company from time to time against 2007-08, 2008-09, 2009-10 and 2012-13 years Dividend have not been deposited by many shareholders so far in their respective Banking accounts. Hence, substantial amount is lying unclaimed in the Dividend Accounts of the Company. Kindly note that the Company is required to transfer the unclaimed/unpaid Dividend after seven years from the date of its declaration to 'Investor Education & Protection Fund' of Government of India. Thereafter, shareholders cannot claim their dividend.

Hence, in order to facilitate the shareholders, the Company has decided to transfer this unclaimed amount of Dividend in to respective Share Holder's Bank Account through National Electronic Fund Transfer (NEFT).

We request you to provide following details to Mr. Ganesh S. Pardeshi, Company Secretary of the Company at his email address at ganesh.pardeshi@aiocd.com or by writing to him at the Company's Address in order to enable us to make speedier and cost effective transfer.

Name of the Share Holder	
Folio No.	
Name of the Share Holder Bank & Address	
Bank Account No.	
Type of Bank Account Saving / Current	
IFSC Code	
Amount of Dividend	
Warrant No.	
Share Holder Contact No. / Mobile No.	

Kindly do the needful.
Thanking You,

FOR MAHARASHTRA SAFE CHEMISTS AND DISTRIBUTORS ALLIANCE LIMITED

Sd/-
(Jagannath S. Shinde)
Chairman



**MAHARASHTRA SAFE CHEMISTS AND DISTRIBUTORS ALLIANCE
LIMITED**

Registered office: - 6th Floor, Corporate Park II , V.N. Purav Marg, Chembur, Mumbai 400 071

ATTENDANCE SLIP

8th Annual General Meeting – 30th September, 2014 on Tuesday at 10.30 a.m

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL.

Regd. Folio No:- _____

No. of Shares held :- _____

Name and Address of the Shareholder:-

I hereby record my presence at the **EIGHTH ANNUAL GENERAL MEETING** of the Company being held at Matunga Gujarathi Club Limited, 4 Nathalal Parekh Marg, Near Arora Cinema, Matunga Central Railway, Matunga(East), Mumbai – 400 019.

Signature of Shareholder / Proxy

- NOTE: - 1. Member/ Proxy holder wishing to attend the meeting must bring the Attendance Slip to the meeting.
2. Member/Proxy holder desiring to attend the meeting should bring his/her copy of the Annual Report for reference at the meeting.

X-----X-----

Maharashtra Safe Chemists and Distributors Alliance Limited

MAHARASHTRA SAFE CHEMISTS & DISTRIBUTORS ALLIANCE LTD

Registered office: - 6th Floor, Corporate Park II, V.N. Purav Marg, Chembur, Mumbai 400 071

PROXY FORM

8th Annual General Meeting-30th September 2014 on Tuesday, at 10.30 A.M.

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

Name of the Member(s) :

Registered address :

E-mail Id :

Folio No. / Client ID No. :

DP ID No.

I / We, being the member(s) of Shares of All Indian Origin Chemist & Distributors Limited, hereby appoint

1. Name:

E-mail Id:

Address:

Signature:

or failing him

2. Name:

E-mail Id:

Address:

Signature:

or failing him

3. Name:

E-mail Id:

Address:

Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the eighth Annual General Meeting of the Company to be held on Tuesday, September 30, 2014 at 10.30 a.m. at Matunga Gujarati Club Limited, 4 Nathalal Parekh Marg, Near Arora Cinema, Matunga Central Railway, Matunga(East), Mumbai - 400 019 and at any adjournment thereof in respect of such resolutions as are indicated below:

1. Adoption of Statement of Profit and Loss, Balance Sheet, Report of Board of Directors and Auditors for the year ended March 31, 2014.
 2. Appointment of Mr. Madan Patil as a Director of the Company.
 3. Appointment of Auditors.
 4. Appointment of Mr. Ravindra Savant as an Independent Director.
 5. Appointment of Mr. Shyamal Ghosh as an Independent Director.
 6. Creation of charges on the assets of the company
 7. To Approve the Borrowing Limits of the Company
 8. Approval of- Leave and License Agreement (With AIOCD Ltd)
 9. Approval of - Expense Sharing Agreement
 10. Approval of Leave and License Agreement (With AIOCD Pharmasofttech AWACS Pvt. Ltd) (Related Party)
 11. Appointment of Managing Director
- Signed this day of 2014
Signature of shareholder..... Signature of Proxy holder(s)

Affix a
Revenue
Stamp
of Re
1/ -

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