

INDEPENDENT AUDITOR'S REPORT

To the Members of
Chembond Distribution Limited

Report on the Audit of the Financial Statements:

Opinion

We have audited the financial statements of Chembond Distribution Limited ("the Company"), which comprise the balance sheet as at 31st March 2019, the statement of Profit and Loss, statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("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, 2019,
- b) In the case of the Statement of Profit and Loss, of the total comprehensive loss of the Company for the year ended on that date;
- c) In the case of the Statement of Cash Flow, of the cash flows of the Company for the year ended on that date;
- d) In the case of the Statement of Changes in Equity, of the changes in equity of the Company for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report.

We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are

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relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics.

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

Information Other than the Standalone Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the Directors Report but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

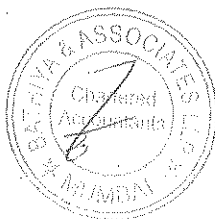
In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of management and Those Charged with Governance for the Financial Statements

The Company's Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern



and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

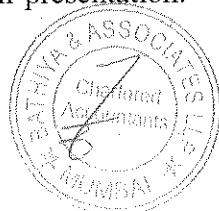
Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements:

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.



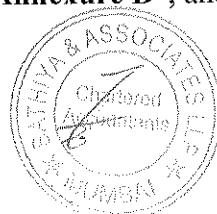
Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Report on Other Legal and Regulatory Requirements

1. As required by Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the **Annexure A**, a statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143 (3) of the Act, we report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - b. In our opinion proper books of account as required by law relating to preparation of the financial statements have been kept by the Company so far as it appears from our examination of those books;
 - c. The balance sheet, the statement of profit and loss, the statement of changes in equity and the cash flow statement dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of these financial statements;
 - d. In our opinion, the aforesaid financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act;
 - e. On the basis of the written representations received from the directors as on March 31, 2019, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2019, from being appointed as a director in terms of Section 164 (2) of the Act;
 - f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "**Annexure B**"; and




3. With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

- i. There were no pending litigations which would impact the financial position of the Company.
- ii. The Company does not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- iii. There were no amount required to be transferred to Investor Education and Protection Fund by the Company in accordance to the provision of the Act, and rules made there under.

4. With respect to the matter to be included in the Auditors' Report under section 197(16):

In our opinion and according to the information and explanations given to us, the Company has not paid and / or provided for any remuneration to its directors during the year ended 31st March, 2019 and hence the provisions of Section 197 of the Act are not applicable to the Company.

For Bathiya & Associates LLP
Chartered Accountants
Firm Registration No. 101046W / W100063


Jatin A. Thakkar
Partner
Membership No.: 134767



Place : Mumbai

Date : 7th May, 2019

Annexure - A to the Independent Auditors' Report

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date for the year ended March 31, 2019)

Report on Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Companies Act, 2013 ("the Act") of the Company.

(i) In respect of Fixed Assets:

- (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- (b) As per the information and explanations given to us, all the assets have been physically verified by the management at reasonable intervals during the year. No material discrepancies were noticed on such verification.
- (c) The Company does not hold any immovable property. Therefore, in our opinion, clause (i) (c) of the aforesaid Order is not applicable to the Company.

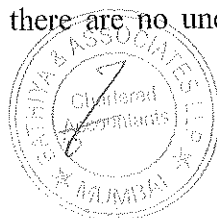
(ii) In respect of its Inventories:

As per the information and explanations given to us, the physical verification of inventories has been conducted at reasonable intervals by the management and as explained to us the discrepancies noticed on verification between the physical stocks and the book records were not material.

- (iii) The Company has not granted any loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Act. Accordingly, clause (iii) (a), (b) and (c) of the Order are not applicable to the Company.
- (iv) The Company has not given loans, made investments, given guarantees and provided securities covered by provisions of Section 185 and 186 of the Act. Therefore, clause (iv) of the aforesaid Order is not applicable to the Company.
- (v) The Company has not accepted any deposits from the public during the year under sections 73 to 76 or any other relevant provisions of the Act and the rules framed thereunder. Therefore, clause (v) of the Order is not applicable to the Company.
- (vi) According to the information given to us, Central Government has not prescribed the maintenance of cost records under section 148(1) of the companies Act, 2013, in case of the Company. Therefore, clause (v) of the aforesaid Order is not applicable to the Company.

(vii) In respect of statutory dues:

- (a) As per information and explanations given to us, undisputed statutory dues including provident fund, income tax, profession tax, GST, sales tax, service tax, custom duty, and other statutory dues applicable to the Company have generally been regularly deposited with the appropriate authorities though there has been delays in deposit in a few cases which are not serious. Further, there are no undisputed amounts payable in respect of



income tax, GST, sales tax, customs duty, which were in arrears, as at 31st March, 2018 for a period of more than six months from the date they became payable except the following:

Name of statute	Nature of the Dues	Amount in Rs.	Period to which the amount relates (Financial Year)
The Maharashtra State Tax on Professions, Trades, Callings and Employments Act, 1975	Profession Tax	18,325	2017-18 and 2018-19

- (b) According to the information and explanation given to us, there are no dues of income tax, GST, sales tax, service tax, custom duty, excise duty and cess, which have not been deposited on account of any dispute except in the case of income tax wherein the following disputes are pending:

Name of Statute	Amount (Rs.)	Period to which the amount relates (Financial Year)	Forum where dispute is pending
Income tax (TDS)	1,489	2017-18	Assistant commissioner of Income Tax, CPC-TDS
Income tax (TDS)	83,188	2016-17	Assistant commissioner of Income Tax, CPC-TDS
Income tax (TDS)	42,806	Various years prior to 2016-17	Assistant commissioner of Income Tax, CPC-TDS

- (viii) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayments of dues to the banks, financial institutions, Government or debenture holders.
- (ix) On the basis of records of the Company examined by us and according to the information and explanations given to us, the Company has not raised money by way of initial public offer or further public offer (including debt instruments) or term loan during the year. Therefore, the clause (ix) of the aforesaid Order is not applicable to the Company.
- (x) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instances of fraud by the Company or any fraud on the Company by its officers or employees noticed or reported during the year, nor we have been informed of such case by the management.



- (xi) The Company has neither paid nor provided managerial remuneration during the year, hence clause (xi) of the aforesaid Order is not applicable to the Company.
- (xii) The Company is not a Nidhi company, hence the clause (xii) of the aforesaid Order is not applicable to the Company.
- (xiii) On the basis of records of the Company examined by us and according to the information and explanations given to us, the Company has entered into transactions with related parties in compliance with Section 188 of the Act and the same is disclosed in the financial statements as required by the applicable accounting standards. The Company is not required to form an audit committee, hence provisions of Section 177 of the Act are not applicable.
- (xiv) The Company has not made any preferential allotments or private placement of shares or fully or partly convertible debentures during the year under review. Therefore, clause (xiv) of the aforesaid Order is not applicable to the Company.
- (xv) On the basis of records of the Company examined by us and according to the information and explanations given to us, we are of the opinion that the Company has not entered into any non-cash transactions with directors or persons connected with directors.
- (xvi) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934, hence clause (xvi) of the aforesaid Order is not applicable to the Company.

For Bathiya & Associates LLP

Chartered Accountants

Firm's registration number: 101046W/W100063



Jatin A. Thakkar

Partner

Membership Number: 134767



Place: Mumbai

Date: 7th May 2019.

Annexure - B to the Independent Auditors' Report

(Referred to in paragraph 2(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date for the year ended March 31, 2019)

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

We have audited the internal financial controls over financial reporting of Chembond Calvatis Industrial Hygiene Systems Limited ("the Company") as of March 31, 2019 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

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

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



Meaning of Internal Financial Controls over Financial Reporting

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

- (1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;
- (2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorisations of Management and directors of the Company; and
- (3) Provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

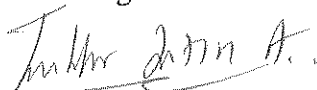
Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper Management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note.

For **Bathiya & Associates LLP**
Chartered Accountants
Firm Registration No. 101046W / W100063



Jatin A. Thakkar

Partner

Membership No.: 134767



Place : Mumbai

Date : 7th May, 2019

CHEMBOND DISTRIBUTION LIMITED
BALANCE SHEET AS AT MARCH 31, 2019

(All amounts are in Rupees Lakhs, except per share data and unless stated otherwise)

	Notes	As at March 31, 2019	As at March 31, 2018
ASSETS			
(1) Non-current assets			
(a) Property, plant and equipment	3	0.61	1.19
(b) Intangible assets	4	0.00	0.00
(c) Financial assets			0.55
(i) Investments	5	-	-
(ii) Other financial assets	6	0.55	-
(d) Deferred tax assets (Net)	7	66.34	76.04
(e) Income tax assets (Net)	8	2.33	0.77
Total non-current assets		69.83	78.55
(2) Current assets			
(a) Inventories	9	128.78	65.15
(b) Financial assets			362.98
(i) Trade receivables	10	376.39	15.18
(ii) Cash and cash equivalents	11	7.21	-
(iii) Bank balances other than (ii) above		-	-
(iv) Loans	12	0.10	-
(v) Other financial assets	13	2.38	2.34
(c) Other current assets	14	56.10	86.76
Total current assets		570.97	532.42
TOTAL ASSETS		640.80	610.97
EQUITY AND LIABILITIES			
Equity			
(a) Equity share capital	15	5.00	5.00
(b) Other equity	16	197.17	113.06
Total equity		202.17	118.06
Liabilities			
(1) Non-current liabilities			
(a) Financial liabilities			10.62
(i) Borrowings	17	10.62	10.62
Total non-current liabilities		10.62	10.62
(2) Current liabilities			
(a) Financial liabilities			429.20
(i) Trade payables (Includes dues to micro and small enterprises : 284.11 Lakhs (March 31st, 2018 : Nil))	18	407.43	44.85
(b) Other current liabilities	19	19.80	8.24
(c) Provisions	20	0.78	-
Total current liabilities		428.01	482.29
Total liabilities		438.63	492.91
TOTAL EQUITY AND LIABILITIES		640.80	610.97

See accompanying notes 1 to 37 to the standalone financial statements

For Bathiya & Associates LLP
Chartered Accountants
FRN - 101046W/W100063

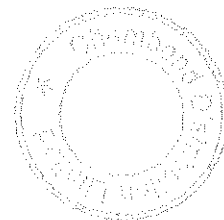
Jatin A. Thakkar
Partner
Membership No. : 134767



For and on behalf of the Board of Directors
Chembond Distribution Limited
CIN: U24117MH2006PLC166227

Sameer V. Shah
Director
DIN: 00105721

Nirmal V. Shah
Director
DIN: 00083853



Place : Navi Mumbai.
Date: 7th May, 2019

Place : Navi Mumbai.
Date: 7th May, 2019

CHEMBOND DISTRIBUTION LIMITED
STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2019
(All amounts are in Rupees Lakhs, except per share data and unless stated otherwise)

	Notes	Year ended March 31, 2019	Year ended March 31, 2018
(I) Revenue from operations	21	1,871.86	1,479.21
(II) Other income	22	8.55	23.17
(III) Total income (I + II)		1,880.42	1,502.38
(IV) Expenses			
Purchases of stock-in-trade	23	1,716.66	1,257.75
Changes in inventories of finished goods, stock-in-trade and work-in-progress	24	(61.43)	33.69
Employee benefits expense	25	37.32	27.62
Finance costs	26	3.83	2.57
Depreciation and amortisation expense	3 & 4	0.58	0.43
Other expenses	27	51.50	35.35
Total expenses (IV)		1,748.46	1,357.42
(V) Profit/(Loss) before exceptional item and tax (III - IV)		131.95	144.97
(VI) Exceptional item Income / (Expenses) of earlier year		131.95	144.97
(VII) Profit/(Loss) before tax (V + VI)			
(VIII) Tax expense - current tax	28	38.15	
Current tax		9.69	0.00
Deferred tax	28	-	0.88
Short/Excess provision of IT for earlier year		47.84	0.88
Total tax expense (VIII)		84.11	144.09
(IX) Profit/(Loss) for the year (VII - VIII)			
(X) Other comprehensive income			
A) Items that will not be reclassified to profit or loss			
a. Remeasurements of the defined benefit plans			
b. Equity instruments through other comprehensive income			
Total - (A)			
B) Items that may be reclassified to profit or loss			
Effective portion of gains and loss on designated portion of hedging instruments in a cash flow hedge - (B)			
Total - (B)			
Total other comprehensive income (A+B)			
(XI) Total comprehensive income for the year (IX+X)		84.11	144.09

Earnings per equity share
Basic and Diluted (in Rupees)

33

16.82

28.82

See accompanying notes 1 to 37 to the standalone financial statements

For Bathiya & Associates LLP
Chartered Accountants
FRN - 101046W/W100063

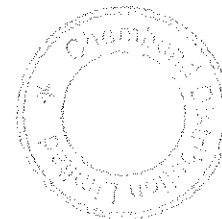
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For and on behalf of the Board of Directors
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DIN: 00105721

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Director
DIN: 00083853



Place : Navi Mumbai.
Date: 7th May, 2019

Place : Navi Mumbai.
Date: 7th May, 2019

CHEMBOND DISTRIBUTION LIMITED

Statement of Changes in Equity for the year ended 31st March 2019

(All amounts are in Rupees Lakhs, except per share data and unless stated otherwise)

(a) Equity share capital

	No. of Shares	Amount
Balance as at 1st April 2017	500,000	5.00
Changes in equity share capital	-	-
Balance as at 31st March 2018	500,000	5.00
Changes in equity share capital	-	-
Balance as at 31 March 2019	500,000	5.00

(b) Other Equity

Particulars	Reserves and Surplus		Statement of other comprehensive Income			
	Securities/Share premium reserve	Retained earnings/Profit & Loss Account	Remeasurements of the net defined benefit Plans	Effective portion of Cash flow Hedges	Fair value through other comprehensive income - equity instruments	Total other equity
Balance as at 1st April 2017	33.75	(64.78)	-	-	-	-
Total Comprehensive						
Profit for the year		144.09				
Other comprehensive income for the year						
Balance as at 31st March 2018	33.75	79.31	-	-	-	-
Total Comprehensive						
Profit for the year		84.11				
Other comprehensive income for the year						
Balance as at 31st March 2019	33.75	163.42	-	-	-	-

