



Pushpanjali Floriculture Limited

CIN:L51100GJ1995PLC027519

**23rd
ANNUAL
REPORT** | **2018**

Name of the Company : Pushpanjali Floriculture Limited

CIN : L51100GJ1995PLC027519

Directors : Mr. Virchand Lalka - Executive Director
Mr. Jinesh Savadia - Non Executive Director
Mr. Mahesh Raut - Independent Director
Mr. Neha Hariya - Independent Director
Ms. Sarika Chhabariya - Independent Director
*Mr. Ankit Prajapati - Executive Director

**Mr. Ankit Prajapati has been appointed w.e.f. 29th May 2018.*

Company Secretary : Ms. Vidhi Shambwani
#Ms. Vidhi Shambwani has been appointed w.e.f. 14th February, 2018.

Auditors : M/s. Jigar Zatakia & Associates,
Chartered Accountant

Registered Office : A-26, 4th Floor, Ajanta Commercial Center, Nr.
Income Tax
Circle, Opp. Kalupur Bank, Ashram Road,
Ahmedabad –
380014.

Bankers : Oriental Bank of Commerce
Corporation Bank

Registrar and Share Transfer Agent : Satellite Corporate Services Private Limited
Unit No.49, Building No.13-A-B, 2nd Floor,
Samhita Commercial Co-Op Soc Ltd.,
Off. Andheri Kurla Lane, MTNL Lane, Sakinaka,
Mumbai – 400 072.
Tel: 022-28520461

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NOTICE

NOTICE is hereby given that the **23rd Annual General Meeting** of the members of **PUSHPANJALI FLORICULTURE LIMITED** will be held on **Saturday the 29th September, 2018, at 12.30 P.M. at** Cultural Centre Hall BCA, Charitable Trust, Near Chandra Nagar Bus Stand, Narayan Nagar Road, Paldi, Ahmedabad - 380 007 To Transact The Following Business **to transact the following business:**

ORDINARY BUSINESS:

- 1) To receive, consider and adopt the Profit and Loss Account of the Company for the year ended 31st March, 2018 and Balance Sheet as at that date, Cash Flow statement for the year ended 31st March, 2018 and the reports of the Board of Directors' and Auditors' thereon;
- 2) To appoint a Director in place of Mr. Jinesh Savadia who retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.
- 3) To consider and if thought fit, to pass the following Resolution as an Ordinary Resolution: "RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as may be applicable, M/s. Koshal & Associates, Chartered Accountants (Firm Registration No. 121233W), be and is hereby appointed as statutory auditors of the Company, in place of Mr. Jigar Zatakia, Chartered Accountants who have shown their unwillingness to continue and hold office of Auditors from the conclusion of this 23rd Annual General Meeting (AGM). M/s. Koshal & Associates, Chartered Accountants are appointed as Statutory Auditors for a period of five years i.e. from the conclusion of 23rd Annual General Meeting to the conclusion of the 28th Annual General Meeting to be held for the FY 2022-23 of the company, at such remuneration and out of pocket expenses, as may be decided by the Board of Directors of the Company."

SPECIAL BUSINESS:

- 4) To consider and if thought fit to pass the following Resolution with or without modification if any, as an Ordinary Resolution:
"RESOLVED THAT pursuant to the provisions of Sections 152 & 160 and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Appointment and Qualifications of Directors) Rules, 2014, Mr. Ankit Prajapati (DIN: 08148940), who was initially appointed as an Additional Director by the Board of Directors at its meeting held on 29th May, 2018 and who holds office until the conclusion of this Annual General Meeting, and in respect of whom Company has received a notice in writing together with the requisite sum of rupees one lakh under section 160 of the Companies Act, 2013 from himself proposing his candidature to be appointed as a Director, be and is hereby appointed a Director of the Company whose term of office shall be subject to retirement by rotation."

By Order of the Board
For Pushpanjali Floriculture Ltd

Sd/-
Virchand Lalka
Chairman

Date: 14th August, 2018
Place: Ahmedabad.

NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and such proxy need not be a member of the company.
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
3. A person can act as a proxy on behalf of not exceeding fifty Members and holding in the aggregate not more than 10% of Total Paid-up Share Capital of the Company. Any Member holding more than 10% of Total Paid-up Share Capital of the Company may appoint a single person as proxy and in such case, the said person shall not act as proxy for any other person or member. Proxies in order to be effective must be received at the Registered Office of the Company not less than 48 hours before the commencement of the Annual General Meeting, duly stamped.
4. Members who wish to attend the meeting are requested to bring duly filled attendance sheet and their copy of the Annual Report at the Meeting.
5. The Register of Members and the Share Transfer Books of the Company will remain closed from, **Saturday, 22nd September, 2018** to **Friday, 28th September, 2018** (both days inclusive) for the purpose of Annual General Meeting for the financial year ended 31st March, 2018.
6. In case of physical shares, the instrument of Share Transfer complete in all respect should be sent so as to reach to the Registered Office of the Company prior to closure of the Register of Members as stated above.
7. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting.
8. Members are requested to kindly notify changes including email address, if any, in their address to the Company's Registered Office address, situated at A-26, 4th Floor, Ajanta Commercial Center, Nr. Income Tax Circle, Opp. Kalupur Bank, Ashram Road, Ahmedabad – 380 014.
9. Members who are holding shares in identical order or names in more than one folio are requested to write to the company to enable the company to consolidate their holdings in one folio.
10. Members are requested to kindly notify changes including email address, if any, in their address to the Company's Registrar & Transfer Agent, Satellite Corporate Services Private Limited, Unit No. 49, Building No.13-A-B, 2nd Floor, Samhita Commercial Co-Op Soc Ltd.,

Off. Andheri Kurla Lane, MTNL Lane, Sakinaka, Mumbai – 400 072., E-mail Id: info@satellitecorporate.com, website: www.satellitecorporate.com.

11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. The Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their Demat accounts and the Members holding shares in physical form can submit their PAN details to the Company.
12. Members may also note that the Notice of the 23rd Annual General Meeting and the Annual Report for financial year 2017-2018 will also be available on the Company's website www.pushpanjalifloriculture.com for their download. The physical copies of the aforesaid documents will also be available at the Registered Office of the Company for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost.
13. Electronic copy of the Notice of the 23rd Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 23rd Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.

The procedure to login to e-Voting website consists of two steps as detailed hereunder:

Step 1: Log-in to NSDL e-Voting system

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/>.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details will be as per details given below :
 - a. **For Members who hold shares in demat account with NSDL:** 8 Character DP ID followed by 8 Digit Client ID (For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****).

- b. **For Members who hold shares in demat account with CDSL:** 16 Digit Beneficiary ID (For example if your Beneficiary ID is 12***** then your user ID is 12*****).
- c. **For Members holding shares in Physical Form:** EVEN Number followed by Folio Number registered with the company (For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***).

5. Your password details are given below:

- a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need enter the 'initial password' and the system will force you to change your password.

c. How to retrieve your 'initial password'?

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

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

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a. Click on "[Forgot User Details/Password?](#)" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b. "[Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

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

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.

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

General Guidelines for shareholders:

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail csjayminmodi@gmail.com to with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads sections of <https://www.evoting.nsdl.com> or contact NSDL by email at evoting@nsdl.co.in or call on.: 1800 222 990.

Other Instructions:

1. The e-voting period commences on Wednesday, 26th September, 2018 (9.00 a.m. IST) and ends on Friday, 28th September, 2018 (5.00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on Saturday, 22nd September 2018, i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently or cast the vote again.
2. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of voting, either through remote e-voting or voting at the AGM through electronic voting system or poll paper.
3. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if he/she is already

registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.

4. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
5. The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.pushpanjalifloriculture.com and on the website of NSDL www.evoting.nsdl.com immediately. The Company shall simultaneously forward the results to BSE Limited, where the shares of the Company are listed. The results shall also be displayed on the notice board at the Registered Office of the Company.

By Order of the Board

For Pushpanjali Floriculture Ltd

Sd/-

Virchand Lalka
Chairman

Date: 14st August, 2018.

Place: Ahmedabad.

Registered Office: A-26, 4th Floor, Ajanta Commercial Center,
Nr. Income Tax Circle,
Opp. Kalupur Bank, Ashram Road,
Ahmedabad – 380 014.
CIN No. L51100GJ1995PLC027519.

STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013 ("the Act")

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

Item No. 3:

Mr. Jiger Zatakia & Associates., Chartered Accountants, of the company and have resigned from the position of statutory auditors of the company w.e.f. the conclusion of this Annual General Meeting. The Audit Committee has approved and recommended the appointment of new Statutory Auditor M/s. Koshal & Associates., Chartered Accountants in place of resigning Auditor and the Board of Directors, in their meeting held on 14.08.2018 have approved the appointment of M/s. Koshal & Associates, Chartered Accountants, as Statutory Auditors of the company for a period of 5 years, commencing from the conclusion of this 23rd AGM till the conclusion of the 28th AGM to be held for the FY 2022-23. M/s. Koshal & Associates., Chartered Accountants, have consented to the said appointment and confirmed that their appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act. They have further confirmed that they are not disqualified to be appointed as statutory auditors in terms of the provisions of the proviso to Section 139(1), Section 141(2) and Section 141(3) of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014. None of the Directors/Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the resolution set out at item No. 3 of the notice. The Board recommends the resolution set forth in item No. 3 of the notice for approval of the members.

ITEM NO. 4:

The Board of Directors of the Company appointed Mr. Ankit Prajapati as an Additional Director pursuant to Section 161 of the Companies Act, 2013 effective from 29th May, 2018 and he holds the office up to the ensuing Annual General Meeting.

The Company has received notice in writing along with the deposit of requisite amount from Mr. Ankit Prajapati under the provisions of Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director. Board recommends for the approval of Members, the appointment of Mr. Ankit Prajapati as an Independent Director of the Company not liable to retire by rotation.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4.

The Board commends the Ordinary Resolutions set out at Item Nos. 4 of the Notice for approval by the shareholders.

***By Order of the Board
For Pushpanjali Floriculture Ltd***

***Sd/-
Virchand Lalka
Chairman***

Date: 14th August, 2018.
Place: Ahmedabad.

Details of Directors seeking appointment / re-appointment in forthcoming Annual General Meeting: -

Name Of Director	Jinesh Savadia	Ankit Prajapati
Date of Birth	29/10/1968	22/04/1993
Date of Appointment	05/11/2010	29/05/2018
Expertise in specific functional areas	Administration	
Qualifications	Graduate	Graduate
Directorship held in other public Companies (Excluding foreign Companies)	Nil	Nil
Membership / Chairmanship in committees of other Public Companies	Nil	Nil
Shareholding in the Company	Nil	Nil

*** Directorship in Private Companies has been excluded.**

DIRECTORS' REPORT

**To,
The Members,
PUSHPANJALI FLORICULTURE LIMITED
Ahmedabad - 380 014.**

Your Directors have pleasure of presenting before you the 23rd Annual Report of your Company along with the Audited financial statements for the financial year ended 31st March 2018. The Management Discussion and Analysis forms an integral part of this Directors' Report.

1. FINANCIAL RESULTS:

The Financial results are briefly indicated below:

(Figures in Rs.)

Particulars	Financial Year 2017-18	Financial Year 2016-17
Total Income	24,07,31,841	8,86,68,329
Total Expenditure	23,19,76,252	8,08,56,645
Profit/(Loss) before Taxation	87,55,589	78,11,684
Profit/ (Loss) after Taxation	57,27,796	51,18,953

The notes referred to by the Auditors in their Report are self- explanatory and hence does not require any explanation.

2. OPERATIONS:

During the year the Company has achieved Gross Turnover of Rs. 24,07,31,841. Profit of the Company after tax is Rs. 57,27,796 as against Rs. 51,18,953 during the previous period. Your Company is working on turnaround strategies to achieve higher performances in future years.

3. SIGNIFICANT EVENTS DURING THE FINANCIAL YEAR:

The Company has been suspended on the BSE Portal and the Company has filed an application for suspension of revocation of trading in the Equity Shares of the Company with BSE LTD and the same is under process.

4. MATERIAL CHANGES AND COMMITMENTS AFFECTING FINANCIAL POSITION BETWEEN THE END OF THE FINANCIAL YEAR AND DATE OF THE REPORT:

There are no significant events affecting the financial position between the end of the financial year and date of the Report, except there is appointment of Mr. Ankit Prajapati as an Additional Director of the Company with effect from 29th May, 2018 and the Company has change in Registrar and share Transfer Agent from Big Share Services Private Limited, Mumbai to "Satellite Corporate Services Pvt Ltd." Mumbai, dated 02nd May, 2018.

5. TRANSFER TO RESERVES:

Your Directors do not propose to carry any amount to any reserves, during the financial year.

6. FIXED DEPOSITS:

The Company has not accepted any deposits from public and as such, no amount on account of principal or interest on deposits from public was outstanding as on the date of the balance sheet.

7. DIVIDEND:

In Order to strengthen the Financial Resources of the Company, no dividend is being recommended for the year.

8. PARTICULARS OF EMPLOYEES:

Disclosure required under Section 197 of the Companies Act, 2013 read with rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended up to date is not applicable since your Company has no such employees.

9. DIRECTORS :

The Board of Directors of the Company, at present, comprises in all 7 Directors, who have wide and varied experience in different disciplines of corporate functioning.

The details are as below:-

Sr. No.	Name of the Director & DIN	Designation
1.	Mr. Virchand Lalka DIN 02320431	Executive Director
2.	Mr. Jinesh Savadia DIN 03302530	Non Executive Director
3.	Mr. Mahesh Raut DIN 00036179	Independent Director
4.	Ms. Neha Hariya DIN 06754399	Independent Director
5.	Ms. Sarika Chhabariya DIN 07670291	Independent Director
6.	Mr. Ankit Prajapati DIN 08148940	Executive Director

As members must be aware Board of Directors appointed Mr. Ankit Prajapati as an Additional Director at their meeting held on 29th May, 2018. He holds office up to the date of ensuing Annual General Meeting and is eligible for appointment as a Director.

None of the Directors of your Company is disqualified under Section 162 (2) of the Companies Act, 2013. As required by law, this position is also reflected in the Auditors' Report.

10. SUBSIDIARIES:

Since the Company has no subsidiaries, provision of Section 129 (3) of the Companies Act, 2013 is not applicable.

11. DIRECTOR'S RESPONSIBILITY STATEMENT:

Pursuant to the requirement under Section 134 (5) of the Companies Act, 2013, with respect to Directors Responsibilities Statement, it is hereby confirmed:

- a) that in the preparation of the annual accounts for the financial year ended 31st March, 2018 the applicable accounting standards had been followed along with proper explanation relating to material departures.
- b) that the Directors has selected such accounting policies and applied them consistently and made judgments and estimates that were 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 profit or loss of the Company for the year review.
- c) 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, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities, and,
- d) The Directors had prepared the accounts for the financial year ended 31st March, 2018 on a going concern basis.
- e) The Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- f) The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

12. CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION:

Since the Company is not manufacturing activity as like a unit provision of Section 134 (3) (m) of the company Act, 2013, read with the Rule 8 (3) of the Companies (Accounts) Rules, 2014 regarding conservation of energy, technology absorption and foreign exchange earning and outgo is not applicable.

13. PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES:

The Company has not entered into any or arrangements with related parties referred to in Section 188(1) of the Companies Act, 2013 including Rules made there under and therefore Form AOC - 2 of the rules prescribed under Chapter IX relating to Accounts of Companies under the Companies Act, 2013, is not appended herewith.

14. BOARD MEETINGS, BOARD OF DIRECTORS, KEY MANAGERIAL PERSONNEL & COMMITTEES OF DIRECTORS

a) Board of Directors:

As members must be aware that at present the Board of Directors is consists of 7 Directors namely Mr. Virchand Lalka, Mr. Jinesh Savadia, Mr. Mahesh Raut, Mrs. Neha Hariya, Ms. Sarika Chhabariya and Mr. Ankit Prajapati.

b) Board Meetings:

The Board of Directors of the Company met 5 times during the year 2017-2018. The details of various Board Meetings held are on 30th May, 2017, 14th August, 2017, 02nd September, 2017, 14th November, 2017, and 14th February, 2018. The gap intervening between two meetings of the board is as prescribed in the Companies Act, 2013.

c) Changes in Directors & Key Managerial Personnel:

The Board of Directors appointed Mr. Ankit Prajapati as an Additional Director at their meeting held on 29th May, 2018. He holds office up to the date of ensuing Annual General Meeting and is eligible for appointment as a Director.

The Board of Directors also appointed Ms. Vidhi Shambwani as Company Secretary w.e.f.14th February, 2018.

d) Independent Directors:

The following independent directors are on the Board of Directors.

1. Mr. Mahesh Raut
2. Ms. Neha Hariya
3. Ms. Sarika Chhabariya

The Company has received necessary declarations from each Independent Director of the Company under Section 149(7) of the Companies Act, 2013, that they meet the criteria of independence as laid down in Section 149(6) of the Companies Act, 2013.

e) Board Committees:

The Company has complied with the SEBI (LODR) Regulations along with the Companies Act, 2013 with respect to the Composition of the Committees as required therein and the details of which is given under Corporate Governance Report annexed to this Report.

15. MEETING OF BOARD OF DIRECTORS:

There were five Meetings of the Board of directors during the year. The gap intervening between two meetings of the board is as per prescribed in the Companies Act, 2013.

16. AUDITORS & AUDITORS REPORT:

M/s. Jigar Zatakia & Co Chartered Accountants, the statutory auditors of the company who were appointed as Statutory Auditors of the company for a period of Five years, have shown their unwillingness to continue as Statutory Auditors of the company and have resigned from the position of statutory auditors of the company w.e.f. the conclusion of this Annual General Meeting. The Board of Directors, have recommended appointment of M/s. Koshal & Associates., Chartered Accountants, as Statutory Auditors of the company for a period of 5 years, commencing from the conclusion of this 23rd AGM till the conclusion of the 28th AGM. M/s. Koshal & Associates, Chartered Accountants, have consented to the said appointment and confirmed that their appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act. They have further confirmed that they are not disqualified to be appointed as statutory auditors in terms of the provisions of the proviso to Section 139(1), Section 141(2) and Section 141(3) of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014.

The Auditors' Report for the fiscal 2018 does not contain any qualification, reservation or adverse remark. Further, in terms of section 143 of the Companies Act, 2013 read with Companies (Audit & Auditors) Rules, 2014, as amended, no fraud has been reported by the Auditors of the Company where they have reasons to believe that an offence involving fraud is being or has been committed against the company by officers or employees of the company.

17. INTERNAL AUDITORS :

The Company has appointed Mr. Hitesh Gondaliya, Chartered Accountant, as an Internal Auditor of the Company for financial year 2018-19.

18. TRANSFER TO INVESTOR EDUCATION AND PROTECTION FUND ("IEPF"):

As required under the provisions of Section 205A and 205C and other applicable provisions of Companies Act, 1956 (the corresponding provisions in the Companies Act, 2013 have not been notified, and hence the earlier law is still applicable in respect of these provisions), dividends that remain unpaid/unclaimed for a period of seven years, are to be transferred to the account administered by the Central Government viz: "Investor Protection and Education Fund".

During the year there were no transfer made on account of IEPF, also there were no any unclaimed dividend remained in the bank account so far.

19. EXTRACT OF ANNUAL RETURN:

The details forming part of the extract of the Annual Return in form MGT-9 is annexed herewith as Annexure to the Board Report. **ANNEXURE A.**

20. SECRETARIAL AUDIT REPORT:

As required under section 204 (1) of the Companies Act, 2013 and Rules made there under the Company has appointed Mr. Mandar Palav, Company Secretary as Secretarial Auditor of the Company for the financial Year 2017-18. The Secretarial Audit Report forms part of the Annual report as Annexure to the Board's Report as an **Annexure B.**

The Board has appointed Mr. Mandar Palav, Company Secretary as Secretarial Auditor of the Company for the financial Year 2017-18.

The Secretarial Report contains one Qualification which is as under:

- *The Company has made delayed submissions of Compliances with respect to various Regulations as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.*

The Company has made an application to BSE Ltd for suspension of revocation of the trading of the Equity Shares of the Company and thereby has complied with all the pending compliances of SEBI LODR Regulations 2015 during the Financial Year 2017-18.

21. SIGNIFICANT & MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS:

During the year there were no significant and material orders passed by the Regulators or Courts, except the information of Court Cases and orders passed by the Regulatory Authorities as disclosed in the Notes to the Accounts part of this Report.

22. DISCLOSURE AS REQUIRED UNDER SECTION 22 OF SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

As per requirement of Sexual Harassment of Woman at Workplace (Prevention, Prohibition and Redressal) Act, 2013, the Company has already maintained internal policy to prevent women's harassment at work place and covered all employees so they could directly make complaints to the management or Managing Director and other members of the Board of Directors and Key Managerial Personals, if such situation arises. The management and Committee together with confirm total number of complaints received and resolved during the year is as follows:

- a) No. of complaints received: NIL
- b) No. of complaints disposed: NIL

23. INDUSTRIAL RELATIONS:

During the year under review, your Company enjoyed cordial relationship with workers and employees at all levels.

24. HUMAN RESOURCES:

None of the employees of the Company had drawn remuneration in excess of the limits prescribed in terms of the provisions of Section 197(12) of the Act read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 or any other law as may be applicable.

25. IMPLEMENTATION OF RISK MANAGEMENT POLICY:

The Company has formulated a policy and process for risk Management. The Company has set up a core group of leadership team, which identifies, assesses the risks and the trends, exposure and potential impact analysis at different level and lays down the procedure for minimization of risks. Risk Management forms an integral part of Management policy and is an ongoing process integrated with the operations.

Company has identified various strategic, operational and financial risks which may impact Company adversely. However management believes that the mitigation plans for identified risks are in place and may not threaten the existence of the Company.

26. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

Details of loan, guarantee and investment covered under the provisions of Section 186 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014 are given in the Notes to the financial statements.

27. WHISTLE BLOWER POLICY AND VIGIL MECHANISM:

Your Company recognizes the value of transparency and accountability in its administrative and management practices. The Company promotes the ethical behavior in all its business activities. The Company has adopted the Whistle blower Policy and Vigil Mechanism in view to provide a mechanism for the Directors and employees of the Company to approach Audit Committee of the Company to report existing/probable violations of laws, rules, regulations or unethical conduct.

28. STOCK EXCHANGES:

The Company's shares are listed on the following Stock Exchanges:

The Bombay Stock Exchange Limited.

29. BOARD EVALUATION:

The Board of Directors have carried out an annual evaluation of its own performance, its various committees and individual directors pursuant to the provisions of the Act and the Corporate Governance requirements as prescribed under Regulation 17(10), 25(4) and other applicable provisions of the SEBI (LODR) Regulations. The manner of evaluation is provided in the Corporate Governance Report.

30. CORPORATE SOCIAL RESPONSIBILITY (CSR):

The provisions of Section 135 of the Companies Act relating to Corporate Social Responsibility are not applicable as the Company is having Net worth less than rupees Five Hundred Crore, Turnover less than rupees One Thousand Crore and Net Profit less than rupees Five Crore.

31. CORPORATE GOVERNANCE:

Report on Corporate Governance and Certificate of the Auditors of your Company regarding compliance of the conditions of Corporate Governance as stipulated in Schedule V read with Regulation 34(3), of the SEBI (LODR) Regulations, are provided in a separate section and forms part of this Report as **Annexure C**.

32. MANAGEMENT DISCUSSION ANALYSIS REPORT:

The details forming part of Management Discussion and Analysis Report is annexed herewith as Annexure to the Board Report. **Annexure D**.

33. COST RECORDS:

The company is not required to maintain Cost Records as specified by the Central government under sub section (1) of section 148 of the Companies Act, 2013.

34. ACKNOWLEDGEMENT:

Your Directors take this opportunity to express their gratitude to all Shareholders, Investors, clients, vendors, bankers, Regulatory and Government authorities, Stock Exchanges and business associates for their cooperation, encouragement and continued support extended to the Company. Your Directors also wish to place on record their appreciation to the Associates for their continuing support and unstinting efforts in ensuring an excellent all round operational performance at all levels.

***By Order of the Board
For Pushpanjali Floriculture Ltd
Sd/-
Virchand Lalka
Chairman***

Date: 14.08.2018
Place: Ahmedabad.

ANNEXURE 'A' TO DIRECTORS' REPORT

MGT-9

EXTRACT OF ANNUAL RETURN AS ON THE FINANCIAL YEAR ENDED ON MARCH 31, 2018

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

I. REGISTRATION AND OTHER DETAILS:

i.	CIN	L51100GJ1995PLC027519
ii.	Registration Date	20-09-1995
iii.	Name of the Company	PUSHPANJALI FLORICULTURE LIMITED
iv.	Category/Sub-Category of the Company	COMPANY LIMITED BY SHARES/ INDIAN NON-GOERNMENT COMPANY
v.	Address of the Registered office and contact details	A-26, 4 TH FLOOR, AJANTA COMMERCIAL CENTER, NR. INCOME TAX CIRCLE, OPP. KALUPUR BANK, ASHRAM ROAD, AHMEDABAD - 380 014.
vi.	Whether listed Company	Yes
vii.	Name, Address and Contact details of Registrar and Transfer Agent, if any	Satellite Corporate Services Private Limited UNIT NO.49, BUILDING NO.13-A-B, 2ND FLOOR, SAMHITA COMMERCIAL CO-OP SOC LTD., OFF. ANDHERI KURLA LANE, MTNL LANE, SAKINAKA, MUMBAI - 400 072.

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated:-

Sr.No.	Name and Description of main products/ services	NIC Code of the Product/ service	% to total turnover of the company
1	Floriculture	4907	100%

Venture Capital Funds									
i) Others (specify)	0	0	0	0	0	0	0	0	0
Sub-total(B)(1)	0	0	0	0	0	0	0	0	0
2. Non Institutions	0	0	0	0	0	0	0	0	0
a) Bodies Corp.	1,11,531	0	1,11,531	0.86	1,12,531	0	1,12,531	0.86	0
(i) Indian									
(ii) Overseas									
b) Individuals									
(i) Individual shareholders holding nominal share capital upto Rs. 2 lakh	1,73,467	7,33,650	9,07,117	6.98	1,73,467	7,33,650	9,07,117	6.98	0
(ii) Individual shareholders holding nominal share capital in excess of Rs 2 lakh	12,25,794	94,70,100	1,06,95,894	82.28	12,25,794	94,70,100	1,06,95,894	82.28	0
c) Others(Specify)	0	0	0	0	0	0	0	0	0
Sub-total(B)(2)	15,10,792	1,02,03,750	1,17,14,542	90.12	1,12,87,000	9,37,169	1,22,24,169	94.03	0
Total Public Shareholding (B)=(B)(1)+(B)(2)									
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	1725700	1,12,73,600	12999300	100	1049700	11949600	12999300	100	0

SHAREHOLDING OF PROMOTERS

Sr. No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	
1.	Jayashree Kuray	662600			662600		NIL	NIL
	Total	662600			662600			NIL

i. CHANGE IN PROMOTERS' SHAREHOLDING (PLEASE SPECIFY, IF THERE IS NO CHANGE)

Sr. no.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year				
		NOT APPLICABLE			
	At the End of the year				

IV. SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS (OTHER THAN DIRECTORS, PROMOTERS & HOLDERS OF GDRS & ADRS):-

Sl. No	Shareholding at the beginning of the year			Shareholding at the end of the year		
	For Each of the Top 10 Shareholders	No. of shares	% of total shares of the company	For Each of the Top 10 Shareholders	No of shares	% of total shares of the company
1	Anup Agarwal	379325	2.92%	Anup Agarwal	379325	2.92%
2	Amisha Mitesh Dani	105000	0.81%	Amisha Mitesh Dani	105000	0.81%
3	Mehta Manishkumar Laxmishankar	100000	0.76%	Mehta Manishkumar Laxmishankar	100000	0.76%
4	Jitendra Sanghavi (HUF)	100000	0.76%	Jitendra Sanghavi (HUF)	100000	0.76%
5	Jitendra Sanghavi	100000	0.76%	Jitendra Sanghavi	100000	0.76%
6	Harshad R Sanghavi	100000	0.76%	Harshad R Sanghavi	100000	0.76%
7	Rasiklal Sanghavi	100000	0.76%	Rasiklal Sanghavi	100000	0.76%
8	Hetal R Sanghavi	100000	0.76%	Hetal R Sanghavi	100000	0.76%
9	Mahendra Pawar	100000	0.76%	Mahendra Pawar	100000	0.76%
10	Yadagiri Byagari	100000	0.76%	Yadagiri Byagari	100000	0.76%

V. SHAREHOLDING OF DIRECTORS & KMP

Sr. No	Name of Director	Shareholding at the beginning of the year	Shareholding at the end of the year
1	Mahesh Raut	40,000	40,000

VI. INDEBTEDNESS

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	NIL	8,57,33,185	NIL	8,57,33,185
ii) Interest due but not paid		NIL		
iii) Interest accrued but not				NIL
Total(i+ii+iii)	NIL	8,57,33,185	NIL	8,57,33,185
Change in Indebtedness during the financial year				
- Addition				
- Reduction	NIL	4,86,51,883	NIL	4,86,51,883
Net Change	NIL	4,86,51,883	NIL	4,86,51,883
Indebtedness at the end of the financial year				
i) Principal Amount	NIL	3,70,81,302	NIL	3,70,81,302
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)	NIL	3,70,81,302	NIL	3,70,81,302

A. REMUNERATION TO MANAGING DIRECTOR, WHOLE-TIME DIRECTORS AND/OR MANAGER

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
1.	Gross salary	Virchand Lalka (Managing Director)	
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	9,64,800	9,64,800

	(b)Value of perquisites u/s 17(2)Income-tax Act, 1961	NIL	NIL
	(c)Profits in lieu of salary under section 17(3) Income taxAct,1961	NIL	NIL
2.	Stock Option	NIL	NIL
3.	Sweat Equity	NIL	NIL
4.	Commission - as % of profit - others, specify...	NIL	NIL
5.	Others, please specify (Sitting Fees)	NIL	NIL
6.	Total(A)	9,64,800	9,64,800
	Ceiling as per the Act (10% of Net Profit of the Company)	0%	

B. REMUNERATION TO OTHER DIRECTORS:

Sl. No.	Particulars of Remuneration	Jignesh Savadia	Mahesh Raut	Total Amount
	<u>Independent Directors</u> ·Fee for attending board committee meetings ·Commission ·Others, please specify	NIL	NIL	NIL
	Total(1)	NIL	NIL	NIL
	<u>Other Non-Executive Directors</u> ·Fee for attending board committee meetings ·Commission ·Others, please specify			
	Total(2)			
	Total(B)=(1+2)	NIL	NIL	NIL
	Total Managerial Remuneration	NIL	NIL	NIL

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

Sl. no.	Particulars of Remuneration	Key Managerial Personnel		
		CFO	CS	Total
1.	Gross salary			
	(a)Salary as per provisions contained in section17(1)of the Income-tax Act,1961	0.00	29000	29000
	(b)Value of perquisites u/s 17(2)Income-tax Act,1961	0.00	0.00	0.00
	(c)Profits in lieu of salary under section 17(3)Income-tax Act,1961	0.00	0.00	0.00
2.	Stock Option	0.00	0.00	0.00
3.	Sweat Equity	0.00	0.00	0.00
4.	Commission - as % of profit - others, specify	0.00	0.00	0.00
5.	Others, please specify	0.00	0.00	0.00
6.	Total	0.00	29000	29000

VII. *PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES:

* There were no penalty, punishment, compounding of offences for the Company, directors or any other officers in default in respect of the Companies Act, 1956 & Companies Act, 2013.

***By Order of the Board
For Pushpanjali Floriculture Ltd***

***Sd/-
Virchand Lalka
Chairman***

Date: 14th August, 2018
Place: Ahmedabad.

ANNEXURE 'B' TO DIRECTORS' REPORT

SECRETARIAL AUDIT REPORT FORM NO. MR - 3

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2018

(Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

To,

The Members of

PUSHPANJALI FLORICULTURE LIMITED

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Pushpanjali Floriculture Limited** (hereinafter called "The Company"). We have conducted Secretarial Audit in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the **Pushpanjali Floriculture Limited** (hereinafter called "The Company") books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering from 1st April, 2017 to 31st March, 2018, complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extend, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the **Pushpanjali Floriculture Limited** for the period covering from 1st April, 2017 to 31st March, 2018 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the Rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 (SCRA) and the Rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and bye laws framed there under;
- (iv) The Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under to the extent of Foreign Direct Investment, Overseas Director Investment and External Commercial Borrowings; - **Not Applicable to the Company for the period under review.**
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (SEBI Act)

- a) SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) SEBI (Prohibition of Insider Trading) Regulations, 2015;
 - c) SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009; - **Not Applicable to the Company for the period under review.**
 - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; - **Not Applicable to the Company for the period under review.**
 - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; - **Not Applicable to the Company for the period under review.**
 - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; - **Not Applicable to the Company for the period under review.**
 - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; - **Not Applicable to the Company for the period under review** and
 - i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (vi) * Other specifically applicable laws to the Company during the period under review;
- (i) Income Tax Act, 1961;
 - (ii) Chapter V of the Finance Act, 1994 (Service Tax);
 - (iii) Professional Tax;
 - (iv) Tax Deducted at Source;
 - (v) Securities Transaction Tax (STT).
 - (vi) Negotiable Instrument Act, 1881;
 - (vii) General Clauses Act, 1897

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India - The Secretarial Standards SS-1 and SS-2, issued and notified by the Institute of Company Secretaries of India (ICSI) have been complied with by the Company during the financial year under review.
- (ii) The Listing Agreement entered into by the Company with The Bombay Stock Exchange Limited and Ahmedabad Stock Exchange Limited.

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

1. *The Company has made delay in Complying various Regulations as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.*

We further report that:

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

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

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

We further report that the Company has completed all its pending filing with Registrar of Companies (ROC) during the year under Condonation of Delay Scheme (CODS, 2018).

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

***For DSM & Associates,
Company Secretaries***

***Sd/-
CS Mandar Palav***
*Membership No. - 27695
CoP No.- 13006*

**Date: 29th May, 2018
Place: Mumbai**

Annexure – 1:

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

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

***For DSM & Associates,
Company Secretaries***

sd/-

CS Mandar Palav

Membership No. - 27695

CoP No.- 13006

Date: 29th May, 2018

Place: Mumbai

REPORT ON CORPORATE GOVERNANCE FOR THE YEAR 2017-18

"Annexure C"

Corporate governance is creation and enhancing long-term sustainable value for the stakeholders through ethically driven business process. In our Company, it is imperative that our Company affairs are managed in a fair and transparent manner.

We, ensure that we evolve and follow the corporate governance guidelines and best practices. We consider it our inherent responsibility to disclose timely and accurate information regarding our financials and performance as well as the leadership and governance of the Company. In accordance with the Company's ethics, we aspires to be the global competitor in our business segment.

1. Company's Philosophy on Code of Governance:

Your Company is fully committed to the principles of transparency, integrity and accountability in all spheres of its operations and has been practicing the principles of good corporate governance over the years. In keeping with this commitment, your Company has been upholding fair and ethical business and corporate practices and transparency in its dealings and continuously endeavors to review strengthen and upgrade its systems and procedures so as to bring in transparency and efficiency in its various business segments.

Your Board of Directors present the Corporate Governance Report for the year 2017-18 based on the disclosure requirements under Regulation 27 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 of the Listing Agreement existing as on 31st March 2018.

2. Board of Directors:

The Board of Directors of the company is composed of committed persons with considerable experience in varied fields and comprises a majority of Non-Executive Directors. The Board is properly constituted.

None of the Directors on the Board is a Member of more than 10 Committees or Chairman of more than 5 Committees across all the Companies in which he is a Director. Necessary Disclosures regarding Committee positions in other Public Companies as on March 31, 2018 have been made by the Directors.

During the financial year ended 31st March, 2018, 5 Meetings of the Board of Directors were held as on 30/05/2017, 14/08/2017, 14/11/2017, 02/09/2017 and 14/02/2018.

Sr. No	Name of Directors	Category of Directors	No. of Board Meetings during	Whether attended last AGM	Number of other Directorship (Listed Companies)	No of membership of Committees in other Public Ltd Companies
1	Mr. Virchand Lalka	Chairman & Executive Director	5	Yes	Nil	Nil
2	Mr. Mahesh Raut	Independent Director	5	Yes	02	04
3	Mr. Jinesh Savadia	Non-Executive Director	5	Yes	Nil	Nil
4	Mrs. Neha Hariya	Independent Director	5	Yes	Nil	Nil
5	Mrs. Sarika Chhabaria	Independent Director	5	Yes	Nil	Nil
6	Mr. Ankit Prajapati	Executive Director	0	NA	Nil	Nil

Notes:

1. Excludes alternate directorships and directorships in foreign companies and private companies which are neither a subsidiary nor a holding company of a public company.
2. Excludes Committees other than Audit Committee and Shareholders'/ Investors' Grievance Committee and Companies other than public limited companies.

The Board periodically reviews compliance reports of all the laws applicable to the Company and has put in place procedures to review steps to be taken by the Company to rectify instances of non-compliance, if any.

Particulars of Re-appointed Directors:

Shri Jinesh Savadia who retires by rotation and being eligible for re- appointment has offered themselves for re- appointment.

Board Committees

The Board has constituted the following Committees of Directors:

a. Audit Committee:

i. Terms of Reference

The role and terms of reference of Audit Committee covers are as mentioned under Clause 49 of the Listing Agreement and Section 178 of the Companies Act, 2013, besides other terms as may be referred by the Board of Directors.

ii. Composition

The Audit Committee comprised of of Mr. Mahesh Raut – Chairman, Virchand Lalka and Jinesh Savadia as members of the Audit Committee. The composition of the Board of Directors is in accordance with Clause 49 of the Listing Agreement.

During the 2017-18 under review 4 meetings of the Audit Committee were held on, 30/05/2017, 14/08/2017, 14/11/2017, and 14/02/2018. The attendance of members is as follows:

Member's Name	Category	Designation	No. of Meetings Attended
Mahesh Raut	Independent Director	Member	04
Neha Hariya	Independent Director	Member	04
Virchand Lalka	Executive Director	Chairman	04

A brief description of the terms of reference of the Audit Committee is as follows:

To review Internal Audit Reports, Statutory Auditors' Report on the financial statements, to generally interact with the Internal Auditors and Statutory Auditors, to review the adequacy of internal control systems, to select and establish accounting policies, to review financial statements before submission to the Board, to recommend the appointment and removal of external auditor and fixation of audit fees and other matters specified under Clause 49 of the Listing Agreement and Section 178 of the Companies Act, 2013.

b. Share Transfer & Shareholders' / Investors' Grievance Committee :

i. Terms of references

- a) To scrutinize and approve registration of transfer of shares / debentures / warrants issued / to be issued by the company.
- b) To exercise all power conferred on the Board of Directors under Article 43 of the Article of Association.
- c) To decide all questions and matters that may arise in regard to transmission of shares / debentures / warrants issued / to be issued by the Company.
- d) To approve and issue duplicate shares / debentures / warrants certificates in lieu of those reported lost,
- e) To refer to the Board and any proposal of refusal of registration of transfer of shares / debentures / warrants for their consideration.
- f) To look into shareholders and investors complaints like transfer of shares, non-receipt of declared dividends, etc., and
- g) To delegate all or any of its power of Officers / Authorized Signatories of the Company.

ii. **Composition**

The Share Transfer & Shareholders' / Investors' Grievance Committee comprises following Members:

Member's Name	Category	Designation	No. of Meetings Attended
Mahesh Raut	Non-Executive Director	Member	05
Neha Hariya	Non-Executive Director	Member	05
Jinesh Savadia	Non-Executive Director	Chairman	05

The constitution and terms of reference of the Share Transfer & Shareholders'/ Investors' Grievance Committee is in agreement with the guidelines prescribed under Regulation 27 of LODR Regulations, 2015 of the Listing Agreement entered into with the Stock Exchanges.

This committee (i) approves and monitors transfers, transmission, splitting and consolidation of securities and issue of duplicate Certificates by the Company; (ii) looks into various issues relating to shareholders, including the redressal of shareholders' and investors' complaints like transfer of shares, non-receipt of Balance Sheet, dividend etc.; and (iii) carries out the functions envisaged under the Code of Conduct for Prevention of Insider Trading adopted in terms of Regulation 12(1) of the SEBI (Prohibition of Insider Trading) Regulations, 1992.

The Share Transfer & Shareholders' / Investors' Grievance Committee met 5 times during the financial year 2017-18 i.e. 30/05/2017, 14/08/2017, 02/09/2017, 14/11/2017, and 14/02/2018.

Name and designation of Compliance officer:

- Mr. Mahesh Raut - Compliance Officer.
- No. of shareholders' complaints received during the year : 0
- No. of complaints not resolved to the satisfaction of shareholders : 0
- No. of pending share transfers : 0

C. NOMINATION AND REMUNERATION COMMITTEE:

The terms of reference of Nomination and Remuneration Committee include the matters specified in Regulation 19 read with Part D of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and section 178 of the Companies Act, 2013. The terms of reference of the Nomination & Remuneration Committee inter-alia includes the following:

- Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees.
- Formulation of criteria for evaluation of Independent Directors and the Board.
- Devising a policy on Board Diversity.

- Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.

The Composition of the Nomination and Remuneration Committee as on 31/03/2018 is given below:

Member's Name	Category	Designation
Mahesh Raut	Non-Executive Director	Member
Neha Hariya	Non-Executive Director	Member
Jinesh Savadia	Non-Executive Director	Chairman

During the financial year under review, One (01) Nomination and Remuneration Committee meetings was held on 14th February 2018 and was attended by all the members.

1. General Body Meetings:

- (a) Location and time where last three Annual General Meetings were held:

Financial Year	Date	Time	Location
2016-17	30/09/2017	11:00 am	BASEMENT,PAYAL APTS,B/H G.L.S, ELLISBRIDGE AHMEDABAD - 380006.
2015-2016	30/09/2016	11:00 am	
2014-2015	30/09/2015	11:00 am	

- (a) Whether Special Resolutions were put through postal ballot last year :No
- (b) Are votes proposed to be conducted through postal ballot this year :No

2. Other disclosures:

(a) Related Party Transactions

Disclosures on materially significant related party transactions i.e. transactions of the Company of material nature, with its promoters, the Directors or the management, their subsidiaries or relatives etc. that may have potential conflict with the interests of Company at large:

None of the transactions with any of the related parties were in conflict with the interest of the Company at large.

(b) Disclosure of Accounting Treatment

In the preparation of financial statements, the Company has followed the Accounting Standards issued by the Institute of Chartered Accountants of India to the extent applicable.

(c) Disclosures on Risk Management

During the year under review, a detailed exercise on Business Risk Management was carried out covering the entire spectrum of business operations and the Board has been informed about the risk assessment and minimization procedures

as required under Clause 49 of the Listing Agreement. The Company has framed the Risk Assessment and Minimization- Procedure which will be periodically reviewed by the Board.

(d) Code of Conduct

The Board of Directors has not adopted the Code of Ethics and Business Principles for the Non-executive Directors as also for the employees including Executive Director.

- (e)** Details of non-compliance by the Company, penalties, strictures imposed on the Company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years: None

REMUNERATION OF DIRECTORS

Details of remuneration paid to Directors

The Company paid Rs. 9,64,800/- as a Remuneration to its Managing Director Mr. Virchand Lalka during the financial year 2017-18. None other Directors were paid Remuneration during the year.

3. General Shareholder information:

- (a) AGM date, time and venue: Next Annual General Meeting will be held on Saturday, 29th September, 2018, at 12.30 P.M. at Cultural Centre Hall BCA, Charitable Trust, Near Chandra Nagar Bus Stand, Narayan Nagar Road, Paldi, Ahmedabad – 380 007.
- (b) Book Closure period: Saturday, 22nd September, 2018 to Friday, 28th September, 2018, both days inclusive.
- (c) Dividend payment: The Company has not declared any dividend.
- (d) Stock Exchanges where securities are listed. **Bombay Stock Exchange Limited & Ahmedabad Stock Exchange Limited.**

STOCK MARKET DATA:

There has not been any trade in the shares of the Company during the year ended 31st March, 2018 The Bombay Stock Exchange Limited.

- (f) Scrip code:** 532159 - Bombay Stock Exchange Limited
46833 – Ahmedabad Stock Exchange Limited

- (g) Registrar and Transfer Agent:** Satellite Corporate Services Private Limited
Unit No.49, Building No.13-A-B, 2nd Floor,
Samhita Commercial Co-Op Soc Ltd.,
Off. Andheri Kurla Lane, MTNL Lane, Sakinaka,
Mumbai – 400 072.

(h) **Share transfer system with number of shares transferred:**

Share transfers in physical form are registered and returned within a period of 15-20 days from the date of receipt, in case documents are complete in all respects. The Share Transfer & Shareholders' / Investors' Grievance Committee meets at least every fortnight. The total number of shares transferred during the financial year under review was as below:

- (i) Dematerialization of shares and liquidity: No
- (j) Outstanding GDRs/ Warrants, Convertible Bonds, conversion date and its impact on equity. Nil
- (k) Distribution of Shareholding and Shareholding Pattern as on 31st March, 2018.

(i) Distribution of Shareholding as on 31st March, 2018:

No. of Shares	No. of Shareholders	% of holding
001 to 1000	4364	6.11
1001 to 2000	23	0.30
2001 to 5000	12	0.29
5001 to 10000	01	0.05
Above 10001	156	93.26
TOTAL	4556	100.00

(ii) Shareholding pattern as at 31st March, 2018:

	No. of Shares held	% to Total Shares
Promoter Group*	662600	5.10
Mutual Funds and UTI	00	0.00
Banks & Financial institutions & Insurance Companies etc.	00	0.00
Corporate Bodies	112531	0.87
General Public	12224169	94.03
NRI/ OCBs	00	0.00
TOTAL	12999300	100.00

(I) **Address for correspondence:**

The Company's Registered Office is situated at :

**A-26, 4th Floor, Ajanta Commercial Center, Nr. Income Tax Circle, Opp.
Kalapur Bank, Ashram Road, Ahmedabad - 380014.**

Non-Mandatory Requirements:

The Company is not yet implementing the non-mandatory requirements under Clause 49 of the Listing Agreement. However, adoption of other non-mandatory requirements under Clause 49 of the Listing Agreement is being reviewed by the Board from time to time.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT "Annexure D"

Your Directors have pleasure in presenting the Management Discussion and Analysis report for the year ended on 31st March 2018.

INDUSTRY STRUCTURE AND DEVELOPMENT:

Government of India has identified floriculture as a sunrise industry and accorded it 100% export oriented status. Owing to steady increase in demand of flower floriculture has become one of the important Commercial trades in Agriculture. Hence commercial floriculture has emerged as hi-tech activity-taking place under controlled climatic conditions inside greenhouse. Floriculture in India, is being viewed as a high growth Industry. Commercial floriculture is becoming important from the export angle. The liberalization of industrial and trade policies paved the way for development of export-oriented production of cut flowers. The new seed policy had already made it feasible to import planting material of international varieties. It has been found that commercial floriculture has higher potential per unit area than most of the field crops and is therefore a lucrative business. Indian floriculture industry has been shifting from traditional flowers to cut flowers for export purposes. The liberalized economy has given an impetus to the Indian entrepreneurs for establishing export oriented floriculture units under controlled climatic conditions.

Agricultural and Processed Food Products Export Development Authority (APEDA), is responsible for export promotion and development of floriculture in India.

(Source - <http://www.apeda.gov.in>)

SEGMENT-WISE PERFORMANCE:

The Company trades in a single business segment. The Company has passed through a very unusual phase, any worthwhile comparison of performance between two periods would be inconclusive. There is, yet, considerable scope for improvement.

OPPORTUNITIES AND THREATS:

Floriculture market is booming in India. The area under floriculture cultivation and production of cut flowers is also increasing. The Company is taking maximum efforts to capitalize on business opportunities & further expect a better outlook in the coming years. International market also providing great opportunities for the floriculture section in India.

The threats to the segment in which the Company operates are scientific method of flower cultivations, un-flavourable agro-climatic conditions, lack of support infrastructure, technology up gradation, severe competition due to entry of corporate houses and stricter environment laws. The availability of dedicated carriers for carrying perishable products is also low in India and freight rates are high.

STRENGTH:

The existing management has a strong technical, finance and administrative expertise in various industries and corporate sectors including the business of the Company.

INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY:

The internal control system is looked after by Directors themselves, who also looked after the day to day affairs to ensure compliances of guide lines and policies adhere to the management instructions and policies to ensure improvements in the system. The Internal Audit reports are regularly reviewed by the management. The Company has proper and adequate internal control system commensurate with the size of the business operations geared towards achieving efficiency in its various business operations, safeguarding assets, optimum utilization of resources and compliance with statutory regulations. Efforts for continued improvement of internal control system are being consistently made in this regard.

HUMAN RESOURCES VIS-À-VIS INDUSTRIAL RELATIONS:

The Company, values and appreciates the dedication and drive with which its employees have contributed towards improved performance during the year under review. The relations with workers and staff are cordial during the year under review. All issues pertaining to staff matters are resolved in harmonious and cordial manner.

CAUTIONARY STATEMENT:

Statements in the Management Discussion and Analysis describing the Company's objectives, projections, estimates and expectations may be 'forward looking statements' within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include economic conditions affecting demand/supply and price conditions in the domestic and overseas markets in which the Company operates changes in the Government regulations, tax laws, and other statutes and other incidental factors.

By Order of the Board

For Pushpanjali Floriculture Ltd

Sd/-

Virchand Lalka

Chairman

Date: 14th August, 2018.

Place: Ahmedabad.

COMPLIANCE CERTIFICATE ON CORPORATE GOVERNANCE

To

The Members,

PUSHPANJALI FLORICULTURE LIMITED

Ahmedabad – 380 014.

We have read the report of the Board of Directors on Corporate Governance and have examined the relevant records relating to compliance conditions of corporate Governance of **PUSHPANJALI FLORICULTURE LIMITED** ("the company") for the year ended **31st March, 2018** as stipulated in Regulation 27 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

The compliance of the conditions of the corporate Governance is the responsibility of the management. Our examination, conducted in the manner described in the Guidance note on Certification of Corporate Governance" issued by the Institute of Chartered Accountants of India was limited to procedures and implementation there of adopted by the company for ensuring compliance with the conditions of corporate Governance. Our examination was neither an audit nor was it conducted to express an opinion on the financial statements of the Company.

In our opinion and to the best of our information and explanations given to us and on the basis of our examination described above, the company has complied with the conditions of corporate Governance as stipulated in Regulation 27 the above mentioned Listing Agreement. The company has been advised to strictly adhere to the compliance of Regulation 27 of the Listing Agreement for which the company management has agreed to take immediate steps for necessary compliances.

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

For JIGAR ZATAKIA

Chartered Accountants

Sd/-

JIGAR ZATAKIA

PROPRIETOR

Mem. No : 161549

Place: Mumbai

Date: 29th May, 2018

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF PUSHPANJALI FLORICULTURE LTD.

REPORT ON THE FINANCIAL STATEMENTS

We have audited the accompanying financial statements of **PUSHPANJALI FLORICULTURE LTD.** ('the Company'), which comprise the Balance Sheet as at 31 March 2018, the Statement of Profit and Loss (including Other Comprehensive Income), the Cash flow statement, and the Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as 'financial statement').

MANAGEMENT'S RESPONSIBILITY FOR THE STANDALONE FINANCIAL STATEMENTS

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation 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 Indian Accounting Standards (Ind AS) prescribed 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 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.

AUDITORS' RESPONSIBILITY

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

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

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

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the Ind AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the Ind AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the Ind AS financial statements.

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

OPINION

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

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of 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.
2. As required by Section 143 (3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) in our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - (c) the Balance Sheet, the Statement of Profit and Loss, the Cash flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;
 - (d) In our opinion, the aforesaid Ind AS financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act.
 - (e) on the basis of the written representations received from the directors as on 31 March 2018 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2018 from being appointed as a director in terms of Section 164 (2) of the Act;
 - (f) with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B"; and
 - (g) with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - (i) The Company does not have any pending litigations which would impact its financial position.
 - (ii) The Company did not have any long term contracts including long term contracts for which they were any material foreseeable losses.
 - (iii) There was no amount which required to be transferred to the Investor Education and Protection Fund by the Company.

**For JIGAR ZATAKIA
Chartered Accountants**

**(JIGAR ZATAKIA)
Membership No. 161549**

**Date: 29th May, 2018
Place: Mumbai**

The Annexure referred to in Independent Auditors' Report to the members of **PUSHPANJALI FLORICULTURE LTD.** ("the Company") on the financial statements for the year ended 31 March 2018, we report that:

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) As explained to us, fixed assets have been physically verified by the management at reasonable intervals. No material discrepancies were noticed on such verification.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the company does not hold any immovable property. Accordingly clause 1(c) of the order is not applicable.
- (ii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the physical verification of the inventories has been conducted at reasonable intervals by the management of the company during the year and no material discrepancies have been noticed.
- (iii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, 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, 2013.
- (iv) In our opinion and according to the information and explanations given to us, the Company has not made any loans and investments which require compliance of section 185 and 186 of the Act.
- (v) The Company has not accepted any deposits from the public.
- (vi) The Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act, for any of the services rendered by the Company.
- (vii) (a) According to the information and explanation given to us, provident fund, employees state insurance, sales-tax, wealth tax, duty of customs, duty of excise, are not applicable to the company. The Company is regular in depositing undisputed statutory dues including income tax, value added tax, Goods and Service Tax, Profession tax and other statutory dues with the appropriate authorities during the year.

According to the information and explanation given to us, no undisputed amounts payable were in arrears, as at 31st March, 2018 for the period of more than six months from the date they became payable.

(b) According to the information and explanation given to us, there no dues of income tax or sales-tax or duty of customs or duty of excise or value added tax which have not been deposited with the appropriate authorities on account of any dispute.

- (viii) The Company does not have any loans or borrowings from any financial institution, banks, government or debenture holders during the year. Accordingly, paragraph 3(viii) of the Order is not applicable.
- (ix) The Company did not raised any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3 (ix) of the Order is not applicable.
- (x) According to the information and explanations given to us, no fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- (xi) According to the information and explanations give to us, the Company has paid and provided for managerial remuneration, in compliance with the provisions of section 197 read with Schedule V to the Act.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.

- (xiv) According to the information and explanations given to us, the company has not undertaken transactions with the related parties requiring compliance with s. 177 and s. 188, of the Act, during the year. However related party disclosures as required by the relevant accounting standards have been disclosed in the financial statement.
- (xv) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made private placement of shares during the year. Accordingly, paragraph 3(xiv) of the Order is not applicable.
- (xvi) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- (xvii) The Company is not required to be registered under section 45 -IA of the Reserve Bank of India Act 1934.

For JIGAR ZATAKIA
Chartered Accountants

Date: 29th May, 2018
Place: Mumbai

(JIGAR ZATAKIA)
Membership No. 161549

**Annexure - B to the Independent Auditors' Report
Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the
Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of **PUSHPANJALI FLORICULTURE LTD.** ("the Company") as of **31st March 2018** in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

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

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

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at **31st March 2018**, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For JIGAR ZATAKIA
Chartered Accountants**

**(JIGAR ZATAKIA)
Membership No. 161549**

**Date: 29th May, 2018
Place: Mumbai**

SCHEDULE FORMING PART OF THE FINANCIAL STATEMENT AS AT 31ST MARCH, 2018

Note 1: Significant accounting policies

Background

Pushpanjali Floriculture Limited (the company) is a public limited company and is listed on Bombay stock exchange. The registered office is located at A-26, 4th floor, Ajanta Commercial Center, Nr. Income Tax Circle, Opp. Kalupur Bank, Ashram Road, Ahmedabad, Gujarat, 380014, India. The company is engaged in business activities with the main object of setting up an Export Oriented Unit (EOU) in Floriculture.

a. Basis of preparation

(i) Compliance with Ind AS

These financial statements comply in all material aspects with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the Act), Companies (Indian Accounting Standards) Rules, 2015 and other relevant provisions of the Act. The financial statements up to year ended March 31, 2018 were prepared in accordance with the accounting standards notified under Companies (Accounting Standards) Rules, 2006 (as amended) and other relevant provisions of the Act. These financial statements are the first financial statements of the Company under Ind AS. The date of transition to Ind AS is April 1, 2016. Refer note 27 for the details of first time adoption exemptions availed by the company.

(ii) Historical cost convention

The financial statements have been prepared on a historical cost basis, except for the following: Certain financial assets and liabilities which are measured at fair value.

(iii) Current versus non-current classification

All assets and liabilities have been classified as current or non-current as per the Company's operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of products and services and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current and non-current classification of assets and liabilities.

b. Revenue Recognition

(i) Sale of goods

It is recognized when the significant risks and rewards of ownership have been transferred to the buyer, recovery of the consideration is probable, the associated cost can be estimated reliably, there is no continuing effective control or managerial involvement with the goods, and the amount of revenue can be measured reliably.

(ii) Interest Income

Interest Income from a Financial Assets is recognized using effective interest rate method.

c. Tax Expense

The tax expense for the period comprises current tax and deferred income tax. Tax is recognized in the statement of income except to the extent it relates to items directly recognized in equity or in other comprehensive income.

(i) Current Tax:

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates and laws that are enacted or substantively enacted at the Balance sheet date.

(ii) Deferred Tax:

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit.

Deferred tax assets are recognized to the extent it is probable that taxable profit will be available against which the deductible temporary difference and the carry forward of unused tax credit and unused tax losses, if any, can be utilized.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realized, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The carrying amount of Deferred tax liabilities and assets are reviewed at the end of each reporting period.

(iii) Minimum Alternate Tax:

MAT credit is recognised as an asset only when and to the extent there is convincing evidence that company will pay higher than the computed under MAT, during the period that MAT is permitted to be set-off under the Income Tax Act, 1961.

d. Impairment of assets

Assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognized for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

e. Cash and cash equivalents

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

f. Trade Receivables

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

g. Financial instruments**i) Financial Assets****A. Initial recognition and measurement**

All financial assets are recognized initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss transaction costs that are attributable to the acquisition of the financial asset. Purchase and sale of financial assets are recognized using trade date accounting.

B. Subsequent measurement**a) Financial assets carried at amortized cost (AC)**

A financial asset is measured at amortized cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the

financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

b) Financial assets at fair value through other comprehensive income (FVTOCI)

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

c) Financial assets at fair value through profit or loss (FVTPL)

A financial asset which is not classified in any of the above categories are measured at FVTPL.

C. Impairment of financial assets

The Company recognizes loss allowances using the expected credit loss (ECL) model for the financial assets which are not fair valued through profit or loss. Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime ECL. The amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized is recognized as an impairment gain or loss in profit or loss.

(ii) Financial liabilities

A. Initial recognition and measurement

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

B. Subsequent measurement

(i) Trade and other payables:

These amounts represent liabilities for goods and services provided to the company prior to the end of financial year which are unpaid. The amounts are unsecured and are usually paid within 30 days of recognition. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

(ii) Loans and borrowings:

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the Effective Interest Rate (EIR) amortisation process. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss. This category generally applies to borrowings.

h. Offsetting financial instruments

Financial assets and liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or the counterparty.

i. Property, plant and equipment

(i) Recognition and measurement

Property, plant and equipment are measured at cost less accumulated depreciation and impairment losses, if any. Cost includes expenditures directly attributable to the acquisition of the asset. General and specific borrowing costs directly attributable to the construction of a qualifying asset, if any, are capitalized as part of the cost.

(ii) Transition to Ind AS

On transition to Ind AS, the Company has decided to continue with the carrying value of all its property, plant and equipment recognised as at April 1, 2016 as per the previous GAAP and use that carrying value as the deemed cost of the property, plant and equipment.

(iii) Depreciation

The Company depreciates property, plant and equipment on a Straight-line basis as per the useful lives prescribed under Schedule II of the Companies Act, 2013. The assets residual values, useful lives and methods of depreciation are reviewed at each financial year end and adjusted prospectively, if appropriate and where appropriate.

j. Provisions

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

k. Gratuity:

No provision for gratuity has been made as no employee has put in qualifying period of service entitlement of this benefit.

l. Earnings per share

The basic earnings per share is computed by dividing the net profit for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. The number of shares used in computing diluted earnings per share comprises the weighted average shares considered for deriving basic earnings per share and also the weighted average number of equity shares which would have been issued on the conversion of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as of the beginning of the period unless they have been issued at a later date.

m. Rounding of amounts

All amounts disclosed in the financial statements and notes have been rounded off to nearest thousands as per the requirement of Schedule III, unless otherwise stated.

CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

The preparation of the Company's financial statements requires management to make judgment, estimates and assumptions that affect the reported amount of revenue, expenses, assets and liabilities and the accompanying disclosures.

Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as and when management becomes aware of changes and circumstances surrounding the estimates. Changes in the estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to financial statements.

Application of accounting policies that require critical accounting estimates involving complex and subjective judgments and the use of assumptions in these financial statements have been disclosed below:

- Recoverability of trade receivable
- Recognition and measurements of provision and contingencies : key assumption of the livelihood and magnitude of an outflow of resources.
- Impairments of Non-Financial Assets
- Impairments of Financial Assets

Recent Indian Accounting Standards (Ind AS)

Ministry of Corporate Affairs (“MCA”) through Companies (Indian Accounting Standards) Amendment Rules, 2018 has notified the following new and amendments to Ind ASs which the Company has not applied as they are effective for annual periods beginning on or after April 1, 2018:

- Ind AS 115 Revenue from Contracts with Customers

The Company has completed its evaluation of the possible impact of Ind AS 115 and will adopt the standard with all related amendments to all contracts with customers. The standard is applied retrospectively only to contracts that are not completed contracts at the date of initial application and there is no such incomplete contracts of the company exist on the date of initial application. The Company does not expect the impact of the adoption of the new standard on its retained earnings and to its net income.

For JIGAR ZATAKIA
Chartered Accountants

(JIGAR ZATAKIA)
Membership No. 161549

Date: 29.05.2018

Place: Mumbai

BALANCE SHEET AS AT 31ST MARCH, 2018

(In Rs.)

Particulars	Notes	As At 31st March 2018	As At 31st March 2017
I.Assets			
(1) Non-current assets			
(a) Property, plant and equipment	2	35,16,707	35,44,302
(b) Capital Work-In-Progress		27,39,529	27,39,529
(c) Financial Assets			
(i) Non-current investments	3	1,27,77,392	2,09,15,412
(ii) Non-current Loans & Advances	4	16,02,94,921	20,53,09,530
(d) Deferred Current Tax (Net)	5	26,154	25,549
Total Non-Current Assets		17,93,54,703	23,25,34,322
(2) Current assets			
(b) Inventories	6	2,18,19,828	1,58,61,649
(a) Financial assets			
(i) Trade receivables	7	4,40,66,048	20,95,952
(ii) Cash and cash equivalents	8	17,85,287	58,85,193
(e) Current Tax Assets (Net)	9	92,74,328	64,64,336
(d) Other Current Asset	10	64,625	23,175
Total Current Assets		7,70,10,116	3,03,30,305
Total Assets		25,63,64,819	26,28,64,627
EQUITY AND LIABILITIES			
Equity			
(a) Equity Share Capital	11	11,28,43,750	11,28,43,750
(b) Other Equity	12	3,72,19,675	3,14,93,324
Total Equity		15,00,63,425	14,43,37,074
Liabilities			
(1) Non-Current Liabilities			
(a) Financial Liabilities			
Borrowings	13	3,70,81,302	8,57,33,185
Total non-current liabilities		3,70,81,302	8,57,33,185
(2) Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	14	-	1,00,00,000
(ii) Trade payables	15	6,12,16,114	1,71,38,164
(b) Other current liabilities	16	1,86,270	8,66,894
(c) Current Tax liabilities	9	78,17,708	47,89,310
Total current liabilities		6,92,20,092	3,27,94,368
Total Equity and Liabilities		25,63,64,819	26,28,64,627
Summary of significant accounting policies Notes to accounts	1	-	-

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

For JIGAR DHANRAJ ZATAKIA
Chartered Accountants

For and on behalf of the Board
Pushpanjali Floriculture Limited

Proprietor: JIGAR DHANRAJ ZATAKIA
Membership No. 161549
Place: Mumbai
Date : 29.05.2018

(Virchand Lalka)
Director
(DIN: 02320431)

(Jinesh Savadia)
Director
(DIN: 03302530)

STATEMENT OF PROFIT AND LOSS AS AT 31ST MARCH, 2018

(In Rs.)

	Note No.	For the year ended 31st March, 2018	For the year ended 31st March, 2017
I) Revenue From Operations	16	22,54,31,337	7,39,11,465
II) Other Income	17	1,53,00,504	1,47,56,864
III) Total Revenue (I+II)		24,07,31,841	8,86,68,329
IV) Expenses :			
Cost of Material Consumed		-	-
Purchase of Stock-in-Trade	18	22,23,41,429	6,63,08,186
Changes in Inventory of Finished goods, Work-in-Progress and Stock-in-Trade	19	(59,58,179)	17,04,642
Employee Benefit expenses	20	28,20,237	25,39,655
Finance Cost	21	71,18,601	60,33,140
Depreciation and amortization Expenses		26,150	1,94,202
Other Expenses	22	56,28,014	40,76,820
Total Expenses (IV)		23,19,76,252	8,08,56,645
V) Profit (Loss) Before exceptional and tax (III-IV)		87,55,589	78,11,684
VI) Exceptional Items		-	-
VII) Profit before tax (V-VI)		87,55,589	78,11,684
VIII) <u>Tax Expenses</u>			
i) Current Tax		30,28,398	26,94,502
ii) Deferred Tax		(605)	(1,771)
iii) Mat Credit		-	-
IX) Profit (Loss) from Continuing Operations (VII-VIII)		57,27,796	51,18,953
XIII) Profit (Loss) for the period (XI+XIV)		57,27,796	51,18,953
XIV) Other Comprehensive income;			
A (i) Items that will not be reclassified to profit or loss		-	-
B (i) Items that will be reclassified to profit or loss		-	-
XV) Total Comprehensive Income for the period (Comprising profit/ (loss) and other Comprehensive Income for the period (XIII-XIV)		57,27,796	51,18,953
XVI) <u>Earnings per Equity Shares</u>	23		
1) Basic		0.44	0.39
2) Diluted		0.44	0.39
Summary of significant accounting policies	1		
Notes to accounts			

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

For JIGAR DHANRAJ ZATAKIA
Chartered Accountants

For and on behalf of the Board
Pushpanjali Floriculture Limited

Proprietor: JIGAR DHANRAJ ZATAKIA
Membership No. 161549
Place: Mumbai
Date : 29.05.2018

(Virchand Lalka) (Jinesh Savadia)
Director Director
(DIN: 02320431) (DIN: 03302530)

CASH FLOW STATEMENT AS AT 31ST MARCH, 2018

PARTICULARS	For the Year Ended 31st March 2018	For the Year Ended 31st March 2017
	(Rupees)	(Rupees)
A		
<u>CASH FLOW FROM OPERATING ACTIVITIES</u>		
Net Profit /(Loss) before tax and Extra Ordinary items	87,55,589	78,11,684
<u>Adjustment for:-</u>		
Interest Income	(1,52,94,504)	-
Depriciation	26,150	44,202
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	(65,12,765)	78,55,886
<u>Adjustment for:-</u>		
(Increase)/decrease Trade and other receivables	(4,19,70,096)	1,45,30,817
Decrease in Deferred tax liabilities		
Increase/(decrease) Trade Payables	4,40,77,950	(61,21,567)
Increase/(decrease) Other Current Liabilities	(6,80,624)	78,53,301
(Increase)/decrease in Inventories	(59,58,179)	17,04,642
(Increase)/decrease Others Current Assets	(41,450)	8,94,892
CASH GENERATED FROM OPERATIONS	(1,10,85,164)	2,67,17,971
Direct Taxes Paid	(25,29,452)	(24,84,813)
Last Year Direct Taxes Paid	(2,80,540)	(8,90,860)
I NET CASH FLOW FROM OPERATING ACTIVITIES	(1,38,95,156)	2,33,42,298
B		
<u>CASH FLOW FROM INVESTING ACTIVITIES</u>		
Purchase of Fixed Assets	-	(27,999)
Sale of Fixed Assets	-	-
New Investments	-	(8,51,562)
Sale of Investments	81,38,020	-
Interest Received	1,52,94,504	-
Dividend Received	-	-
II NET CASH USED IN INVESTING ACTIVITIES	2,34,32,524	(8,79,561)
C		
<u>CASH FLOW FROM FINANCING ACTIVITIES</u>		
Loan Received / Given	4,50,14,609	(3,23,42,851)
Preceeds from issue of Share Capital	-	-
Cash received from securities premium	-	-
Proceeds from Long term Borrowings	-	1,18,67,564
Repayment of Long term Borrowing	(5,86,51,883)	-
III NET CASH USED IN FINANCING ACTIVITIES	(1,36,37,274)	(2,04,75,287)
NET INCREASE/(DECREASE) IN CASH OR CASH EQUIVALENTS (I + II + III)	(40,99,906)	19,87,450
Add:- CASH & CASH EQUIVALENTS AS AT BEGNNING	36,49,508	16,62,058
CLOSING BALANCE OF CASH & CASH EQUIVALENTS		
(Refer Note 6)	(4,50,398)	36,49,508

For JIGAR DHANRAJ ZATAKIA
Chartered Accountants

For and on behalf of the Board
Pushpanjali Floriculture Limited

Proprietor: JIGAR DHANRAJ ZATAKIA
Membership No. 161549
Place: Mumbai
Date : 29.05.2018

(Virchand Lalka) (Jinesh Savadia)
Director Director
(DIN: 02320431) (DIN: 03302530)

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31,2018
Note - 2 (Fixed Assets As Per Company Act)

Tangible Assets as on 31st March 2018 as per companies Act 2013

S. NO.	PARTICULARS	GROSS BLOCK						DEPRECIATION BLOCK						NET BLOCK				
		Deemed COST AS ON 01.04.2016	ADDITIONS DURING THE YEAR	SALE / DISPOSAL DURING THE YEAR	TOTAL AS ON 31.03.2017	ADDITIONS DURING THE YEAR	SALE / DISPOSAL DURING THE YEAR	TOTAL AS ON 31.03.2018	UPTO 01.04.2016	FOR THE YEAR	ADJUSTMENT	UPTO 31.03.2017	FOR THE YEAR	ADJUSTMENT	UPTO 31.03.2018	NET CARRYING AMOUNT AS ON 31.03.2018	NET CARRYING AMOUNT AS ON 31.03.2017	NET CARRYING AMOUNT AS ON 01.04.2016
	(a) Land	34,73,370	-	-	34,73,370	-	-	34,73,370	-	-	-	-	-	-	-	34,73,370	34,73,370	34,73,370
	(b) Computer & Data Processing	5,57,183	-	-	5,57,183	-	-	5,57,183	5,50,922	2,311	(3,950)	5,57,183	-	-	5,57,183	-	-	6,261
	(c) Furnitures & Fixtures	1,78,913	-	-	1,78,913	-	-	1,78,913	1,19,293	17,658	(455)	1,37,406	12,358	-	1,49,764	29,149	41,507	59,620
	(d) Air Conditioner	42,500	-	-	42,500	-	-	42,500	34,384	4,744	-	39,128	1,971	-	41,099	1,401	3,372	8,116
	(e) Mobile Phone	1,12,663	27,999	-	1,40,662	-	-	1,40,662	93,480	19,489	(1,640)	1,14,609	11,821	(1,445)	1,27,875	12,787	26,053	19,183
	(f) Fax Machine	7,500	-	-	7,500	-	-	7,500	7,500	-	-	7,500	-	-	7,500	-	-	-
	TOTAL	43,72,129	27,999	-	44,00,128	-	-	44,00,128	8,05,579	44,202	(6,045)	8,55,826	26,150	(1,445)	8,83,421	35,16,707	35,44,302	35,66,550

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE PERIOD 31st March , 2018

PARTICULARS	As on 31.03.2018		As on 31.03.2017
NOTE # 3			
Non-current investments			
<u>Unquoted Investments:</u>			
<u>Investment in Equity Instruments</u>			
Atal Mercantile Pvt. Ltd	6,00,000		6,00,000
Dhiwani Investments Pvt. Ltd.	20,00,000		20,00,000
Space Corporation Ltd	21,82,121		21,82,121
<u>Other Investments</u>			
F.D With Corporation Bank	79,95,271		1,61,33,291
	1,27,77,392		2,09,15,412
Aggregate amount of unquoted Investment	1,27,77,392		2,09,15,412

NOTE # 4			
Non Current Loans & Advances			
<u>Unsecured, considered good:</u>			
Long Term Loans & Advances	16,02,94,921.00		20,53,09,530.00
	16,02,94,921.00		20,53,09,530.00

NOTE # 5			
Deferred Current Tax (Net)			
Deferred Tax	26,154.00		25,549.00
	26,154.00		25,549.00

NOTE # 6			
Inventories			
Stock-in-Trade	2,18,19,828.00		1,58,61,649.00
	2,18,19,828.00		1,58,61,649.00

Note :- No amounts are receivable from directors or other officers of the company either severally or jointly with any other person or from by the firms or private companies in which any director is a partner or a director or a member.

NOTE # 7			
Trade Receivables			
Unsecured Considered Good	4,40,66,048.00		20,95,952.00
	4,40,66,048.00		20,95,952.00
Current Portion	4,40,66,048.00		20,95,952.00

NOTE # 8			
Cash and Cash Equivalents			
Balances with Bank			
-in Current accounts	17,39,314.00		57,17,519.00
Cash on Hand	45,973.00		1,67,674.00
	17,85,287.00		58,85,193.00

NOTE # 9		
Current Tax Assets (Net)		
Taxes paid	92,74,328	64,64,336
Provision for Income Tax	(78,17,708)	(47,89,310)
	14,56,620	16,75,026

NOTE # 10		
Other Current Assets		
<u>Others</u>		
Prepaid Expenses	40,625.00	5,175.00
Deferred Advertisement Expenses	-	-
Interest Receivable	-	-
Rent Receivable	24,000.00	18,000.00
	64,625.00	23,175.00

PARTICULAR	(Amount in Rs.)		(Amount in Rs.)	
	As at 31st March, 2018		As at 31st March, 2017	
Note - 11 Share Capital				
Authorized Capital				
1,50,00,000 Equity Shares of Rs 10/- each (1,50,00,000 and 1,50,00,000 Equity Shares of Rs 10/- each at March 31, 2017 and April 1, 2016 respectively)		15,00,00,000		15,00,00,000
Issued				
1,29,99,300 Equity share of Rs. 10/- each (1,29,99,300 and 1,29,99,300 Equity Shares of Rs 10/- each at March 31, 2017 and April 1, 2016 respectively)		12,99,93,000		12,99,93,000
Subscribed & Fully Paid -up				
1,29,99,300 Equity share of Rs. 10/- each		12,99,93,000		12,99,93,000
Less: Calls in Arrears				
		1,71,49,250		1,71,49,250
		11,28,43,750		11,28,43,750
(i) Reconciliation of number of share outstanding at beginning and at the end of the reporting period:	No of Shares	Amount in Rs.	No of Shares	Amount in Rs.
Ordinary Shares:				
At the beginning of the year	11284375	11,28,43,750.00	11284375	11,28,43,750.00
Issued during the Year				
Outstanding at the end of the year	11284375	11,28,43,750.00	11284375	11,28,43,750.00
Subscribed & Paid -up				
Ordinary Shares:				
At the beginning of the year	11284375	11,28,43,750.00	11284375	11,28,43,750.00
Add : Issued during the Year	-	-	-	-
Add : Shares issued on exercise of employee stock options	-	-	-	-
Less Forfeited During the Year	-	-	-	-
Outstanding at the end of the year	11284375	11,28,43,750.00	11284375	11,28,43,750.00

The Company has Only one Class of equity shares having par value of Rs.10 per Shares. Each holder of Equity Shares is Entitled to one vote per share. In the event of liquidation of the company, the holders of equity share will be entitled to receive remaning assets of the Company, after distribution of all preferential amount. The distribution will be in proportion to the number of equity shares held by the shareholders.

(III) Detail of shares held by the holding company, the ultimate holding company, their subsidiaries and associates :	NIL		NIL	
Details of Shareholders holding more than 5% shares in the Company				
Ordinary Equity Shares of Rs. 10/- shares in company	As at 31st March, 2018		As at 31st March, 2017	
	%	No of Shares	%	No of Shares
JAYASHREE KURAY	5.10	6,62,600.00	5.10	6,62,600.00
	5.10	6,62,600.00	5.10	6,62,600.00

NOTE # 12			
Reserves and Surplus			
(a) Retained Earnings			
Balance at the Beginning of the year	3,14,93,324		2,65,58,541
Add: Profit for the year	57,27,796		51,18,953
Less : Previous Year Tax	-		-
Less: Short Provision of Tax	-		(1,78,125)
Less: Salvage Value of Asset W/Off	(1,445)		(6,045)
Transfer to Reserves	-		-
Balance at the end of the year	3,72,19,675		3,14,93,324
	3,72,19,675		3,14,93,324

NOTE # 13			
Non- Current Borrowings			
Unsecured			
Other Loans- Inter Corporate deposits	3,70,81,302		8,57,33,185
(Repayable on demand)	3,70,81,302		8,57,33,185

NOTE # 14			
Current Borrowing			
Secured against FD	-		
Bank Borrowings	-		1,00,00,000
	-		1,00,00,000

NOTE # 15			
Trade Payables			
Current			
Trade Payables	6,12,16,114		1,71,38,164
	6,12,16,114		1,71,38,164
i. Total outstanding dues of micro enterprises and small enterprises	-		-
ii. Total outstanding dues of creditors other than micro enterprises and small enterprises	6,12,16,114		1,71,38,164

*Disclosure in relation to Micro and Small enterprises 'Suppliers' as defined in the Micro, Small and Medium Enterprises Development Act, 2006 ('Act'). The Ministry of Micro, Small and Medium Enterprises has issued an Office Memorandum dated 26 August 2008 which recommends that the Micro and Small Enterprises should mention in their correspondence with their customers the Entrepreneurs Memorandum Number as allocated after filing of the said Memorandum. Accordingly, the disclosures above in respect of the amounts payable to such enterprises as at the period end has been made based on information received and available with the Company. As explained by management there is no outstanding balance related to Micro and Small enterprises 'Suppliers' as defined in the Micro, Small and Medium Enterprises Development Act, 2006 ('Act') as at year end.

NOTE # 16		
Other Current Liabilities		
Statutory Dues Payable	1,78,141	8,63,552
Creditors for expenses payable	8,129	3,342
	<u>1,86,270</u>	<u>8,66,894</u>

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

	As at 31st March, 2018	As at 31st March, 2017
Note -17		
Revenue From Operation		
Net Sales	22,54,31,337	7,39,11,465
Total In `	22,54,31,337	7,39,11,465
Note -18		
Other Income		
Interest Income	1,52,94,504	1,46,25,801
Rent Income	6,000	6,000
VAT Refund	-	55,764
Other Income	-	69,299
Total In `	1,53,00,504	1,47,56,864
Note -19		
Net Purchases	22,23,41,429	6,63,08,186
Total In `	22,23,41,429	6,63,08,186
Note - 20		
Changes in Inventories		
Opening Balance	1,58,61,649	1,75,66,291
(-) Closing Balance	2,18,19,828	1,58,61,649
Total In `	(59,58,179)	17,04,642
Note - 21		
Employee Benefit Expenses		
Salaries to Employees	26,64,802	24,96,455
Staff Welfare expenses	1,55,435	43,200
Total In `	28,20,237	25,39,655
Note - 22		
Finance Cost	71,18,601	60,33,140
Total In `	71,18,601	60,33,140

Note -23		
Other Expenses		
AMC Charges	9,675	10,305
Annual Listing Fees	18,00,000	-
Audit Fees	3,00,000	50,000
Clearing & Forwarding	-	49,000
Conveyance	1,53,804	1,07,480
Custom Appeal Fees	-	2,46,000
Custom Duty	-	2,05,149
Demat Connectivity Charges	3,22,430	-
Donation	17,553	35,757
Electricity Charges	19,137	21,263
Insurance	-	1,03,973
Legal Fees	81,000	4,360
Listing Revocation Fees	25,000	-
Office Expenses	1,07,424	40,925
Postage & Courier	285	130
Printing & Stationery	44,116	82,443
Profession Tax	5,000	2,500
Professional Fees	14,16,800	15,44,350
Rates & Taxes	1,990	-
Rents	3,90,900	2,02,500
Repairs & Maintenance	73,800	65,582
ROC Charges	3,25,000	-
Stock Exchange Fees	-	8,53,248
Sundry Expenses	65,979	34,179
Telephone & Internet Charges	64,404	69,481
Travelling Expenses	19,523	14,238
Warehouse Rent	3,84,194	3,33,957
Total In	56,28,014	40,76,820

Note No: 24 Earnings per share (EPS)

Basic EPS amounts are calculated by dividing the profit for the year attributable to equity holders of the company by the weighted average number of Equity shares outstanding during the year. Diluted EPS amounts are calculated by dividing the profit attributable to equity holders of the company by the weighted average number of Equity shares outstanding during the year plus the weighted average number of Equity shares that would be issued on conversion of all the dilutive potential Equity shares into Equity shares.

The following data reflects the inputs to calculation of basic and diluted EPS:

Particulars	As at 31.03.2018	As at 31.03.2017
Net Profit after tax attributable to equity holders	57,27,796	51,18,953
	57,27,796	51,18,953
Weighted average no of equity shares outstanding during the year- for Both Basic and Diluted EPS	1,29,99,300	1,29,99,300
Face value of Equity Share (INR)	10	10
Basic (Reinstated of last year)	0	0
Diluted	0	0

NOTE NO : 25

Financial instrument by category:						
Particulars	As at March 31, 2018			As at March 31, 2017		
	FVPL	FVTOCI	Amortised Cost	FVPL	FVTOCI	Amortised Cost
Financial Assets						
Trade Receivables	-	-	4,40,66,048	-	-	20,95,952
Cash and cash equivalents	-	-	17,85,287	-	-	58,85,193
Security deposits	-	-	-	-	-	-
Investments:	-	47,82,121	79,95,271	-	47,82,121	1,61,33,291
Others	-	-	-	-	-	-
Total Financial Assets	-	47,82,121	5,38,46,606	-	47,82,121	2,41,14,436
Financial Liabilities						
Borrowings	-	-	3,70,81,302	-	-	8,57,33,185
Trade payables						
-Other Financial Liabilities	-	-	-	-	-	-
Total Financial Liabilities	-	-	3,70,81,302	-	-	8,57,33,185

NOTE No. : 26**Related party transactions**

a) Related party and nature of the related party relationship with whom transactions have taken place during the year

Key Management Personnel

Mr. Virchand Lalka - Executive Director & Chairman

Mr. Jinesh Savadia - Non Executive Director

Mr. Mahesh Raut - Independent Non Executive Director

Mrs. Sarika Chhabariya - Independent Non Executive Director

Neha Hariya - Independent Director

Vidhi Shambhwani - Company Secretary

Nature of Transactions During the year	Related Parties	
	2017-18	2016-17
Expenditure		
Director Remunerations	9,64,800.00	8,42,400.00
Salary to KMP's	-	-

NOTE NO. : 27**Exemptions applied**

Ind AS 101 allows first-time adopters certain exemptions from the retrospective application of certain requirements under Ind AS. The Company has applied the following exemptions:

Since there is no change in the functional currency, the company has elected to continue with the carrying value measured under the previous GAAP and use that carrying values as the deemed cost for property, plant and equipment on the transition date.

A previous GAAP revaluation for an item of plant, property and equipment may be used as deemed cost, provided that at the date of revaluation, the revaluation was broadly comparable to fair value, or cost or depreciated cost in accordance with Ind AS.

Ind AS 101 permits a first time adopter to elect to continue with the carrying value for all of its property, plant and equipment as recognised in the financial statements as at the date of transition to Ind AS, measured as per previous GAAP and use that as its deemed cost as at the date of transition. Accordingly, the Group has elected to measure all of property, plant and equipment at the previous GAAP carrying value.

Ind AS 101 allows an entity to designate investments in equity instruments at FVOCI at the date of transition to Ind AS. The Group has elected to apply this exemption for its investment in equity instruments.

Note 28: Some of the balances of current loans and current trade payables are subject to confirmation and reconciliation of any.

For JIGAR DHANRAJ ZATAKIA
Chartered Accountants

For and on behalf of the Board
Pushpanjali Floriculture Limited

Proprietor: JIGAR DHANRAJ ZATAKIA
Membership No. 161549
Place: Mumbai
Date : 29.05.2018

(Virchand Lalka)
Director
(DIN: 02320431)

(Jinesh Savadia)
Director
(DIN: 03302530)

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

Particulars	Notes	Reserves & Surplus			Total	
		Equity Share Capital	Securities Premium Reserve	Retained Earnings		General Reserve
Balance at April 1, 2016		2,65,58,541	-	-	-	2,65,58,541
Profit for the year		51,18,953	-	-	-	51,18,953
Total Comprehensive income for the year		51,18,953	-	-	-	51,18,953
Balance as at March 31, 2017		3,16,77,494	-	-	-	3,16,77,494
Profit for the year		-	-	-	-	-
Prior Period Error		(1,84,170)	-	-	-	(1,84,170)
Total Comprehensive income for the year		(1,84,170)	-	-	-	(1,84,170)
Profit for the year		57,27,796	-	-	-	57,27,796
Prior Period Error		(1,445)	-	-	-	(1,445)
Balance as at March 31, 2018		3,72,19,675	-	-	-	3,72,19,675

The above statement of changes in equity should be read in conjunction with accompanying notes.
This is the Statement of changes in equity referred to our report of even date.

For JIGAR DHANRAJ ZATAKIA
Chartered Accountants

For and on behalf of the Board
Pushpanjali Floriculture Limited

Proprietor: JIGAR DHANRAJ ZATAKIA
Membership No. 161549
Place: Mumbai
Date : 29.05.2018

(Virchand Lalka)
Director
(DIN: 02320431)

(Jinesh Savadia)
Director
(DIN: 03302530)

ATTENDANCE SLIP

PUSHPANJALI FLORICULTURE LTD
A-26, 4th Floor, Ajanta Commercial Center, Nr. Income Tax Circle, Opp.
Kalupur Bank, Ashram Road, Ahmedabad - 380014.

Shareholders attending the meeting in person or by proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting hall.

I hereby record my presence at the **23rd Annual General Meeting** of the Company at Cultural Centre Hall BCA, Charitable Trust, Near Chandra Nagar Bus Stand, Narayan Nagar Road, Paldi, Ahmedabad - 380 007 on Saturday the **29th September, 2018** at **12.30 p.m.**

For Physical Holding	For Electronic Form (Demat) NSDL/CDSL		No. of Shares Held
LF No.	DP ID	CLIENT ID	

Name of the Shareholder

Signature

Folio No. _____

(Full name of Proxy)

Note:

1. Please complete the Folio/DP ID-Client ID No. and name, sign the Attendance Slip and hand it over at the Attendance Verification counter at the entrance of the Meeting Hall.
2. Electronic copy of the Annual Report including notice of Annual General Meeting for the financial year ended on 31.03.2018 and Attendance Slip alongwith Proxy Form is being sent to all the members whose e-mail address is registered with the Company / Depository Participant unless any member has requested for a hard copy of the same. Members receiving electronic copy and attending the AGM can print copy of this Attendance Slip.
3. Physical copy of Annual Report for the financial period ended on 31.03.2018 and Notice of Annual General Meeting alongwith Attendance Slip and Proxy Form is being sent in the permitted mode(s) to all members whose email is not registered or have requested for a hard copy.

PROXY FORM

PUSHPANJALI FLORICULTURE LTD
A-26, 4th Floor, Ajanta Commercial Center, Nr. Income Tax Circle, Opp.
Kalupur Bank, Ashram Road, Ahmedabad – 380 014.

I/We.....of.....
..... in the district of being a member/members of the above
named Company hereby appoint of in
the district of..... or failing him of
..... In the district of as my / our proxy to
vote for me/us on my our behalf at the **23rd Annual General Meeting** of the Company at the
Regd. Office of the company at Cultural Centre Hall BCA, Charitable Trust, Near Chandra
Nagar Bus Stand, Narayan Nagar Road, Paldi, Ahmedabad – 380 007 on Saturday the **29th**
September, 2018 at 12.30 p.m. and at any adjournment thereof.

Resolution No.	Resolution
Ordinary Business	
1.	To receive, consider and adopt the Profit and Loss Account of the Company for the year ended 31st March, 2018 and Balance Sheet as at that date, Cash Flow statement for the year ended 31st March, 2018 and the reports of the Board of Directors' and Auditors' thereon.
2.	To appoint a Director in place of Mr. Jinesh Savadia who retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.
3.	To appoint M/s. Koshal & Associates, Chartered Accountants as Statutory Auditors of company for five years from the conclusion of this AGM
Special Business	
4.	To Appoint Mr. Ankit Prajapati (holding DIN 08148940) as an Independent Director of the Company.

Signed this..... day of2018.

Reg. Folio No.....

No. of Shares

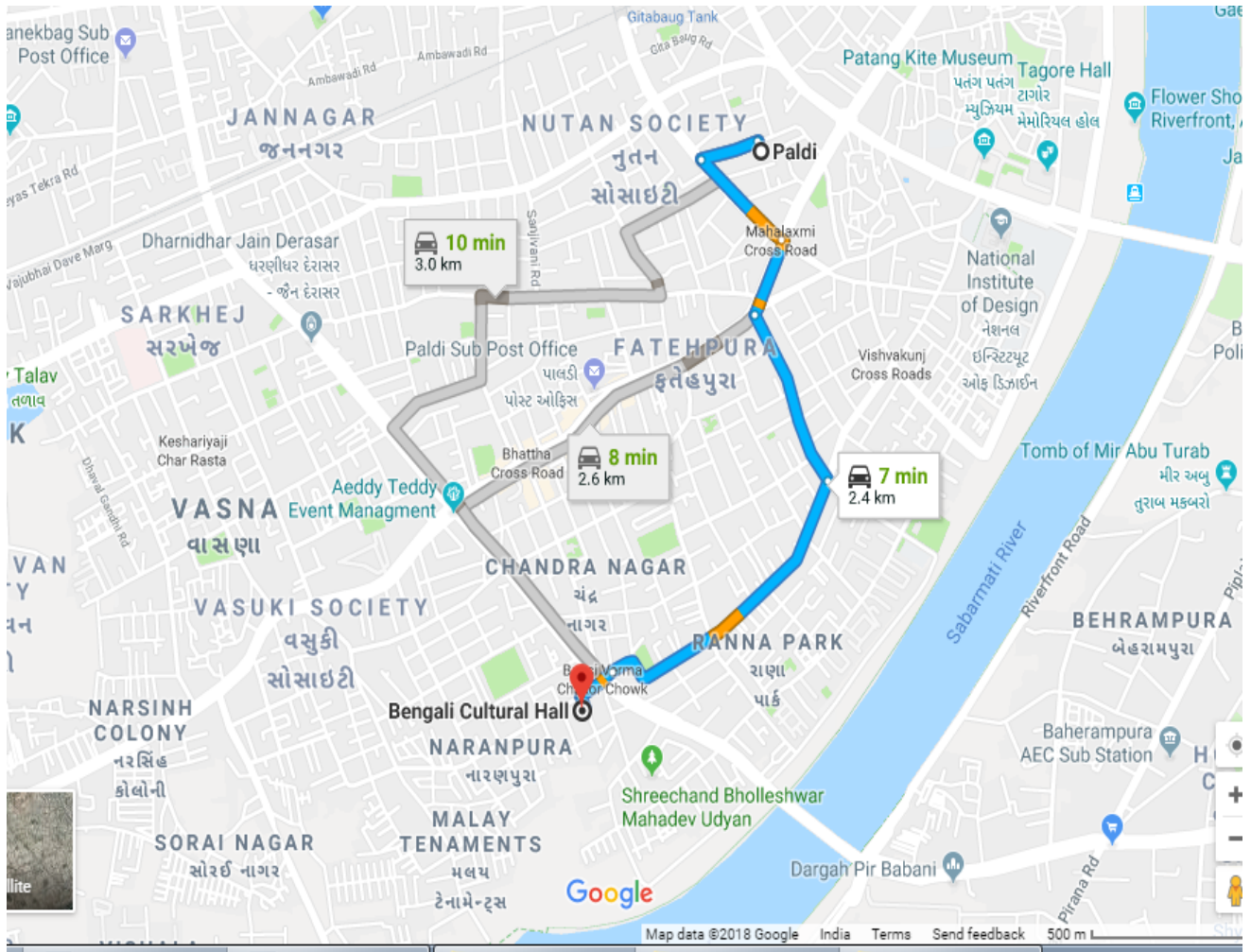
REVENUE
STAMP

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

ROUTE MAP

Route Map of the AGM Venue

Venue: Cultural Centre Hall BCA, Charitable Trust, Near Chandra Nagar Bus Stand, Narayan Nagar Road, Paldi, Ahmedabad – 380 007.



BOOK-POST

If undelivered please return to:

PUSHPANJALI FLORICULTURE LTD

A-26, 4th Floor, Ajanta Commercial Center,
Nr. Income Tax Circle,
Opp. Kalupur Bank,
Ashram Road, Ahmedabad - 380014