

ALEMBIC CITY LIMITED
ALEMBIC ROAD, VADODARA - 390 003.

TWENTY SIXTH ANNUAL REPORT

2019-2020

ALEMBIC CITY LIMITED

Board of Directors

Mr. Mitanshu Shah	-	Chairman
Mr. Samir Patel	-	Director
Mr. Rasesh Shah	-	Director

Statutory Auditors

M/s. Maloo Bhatt & Co.
Chartered Accountants
204-207, Parshwa Complex,
Near Cash N Carry, Ellorapark
Vadodara - 390 023

Bankers

Axis Bank
Bank of Baroda

Registered Office

Alembic Road,
Vadodara - 390 003
CIN: U70100GJ1994PLC021552
Tel.: 0265 2280550
Fax: 0265 2282506

ALEMBIC CITY LIMITED

NOTICE

Notice is hereby given that the Twenty Sixth Annual General Meeting of the Members of Alembic City Limited will be held on Friday, the 17th July, 2020 at 4:00 p.m. at the Registered Office of the Company at Alembic Road, Vadodara - 390 003, to transact the following business:

Ordinary Business:

1. To consider, receive and adopt the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2020 and the Reports of the Board of Directors and Auditors thereon.
2. To appoint Director in place of Mr. Mitanshu Shah (DIN No. 02305207), who retires by rotation and being eligible, offers himself for re-appointment.

Special Business:

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

Amendment to the Memorandum of Association of the Company:

“RESOLVED THAT pursuant to the provisions of Section 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (‘the Act’) and subject to the approval of the regulatory authorities, the amendments to the Object Clause of the Memorandum of Association of the Company to cover only the existing and related activities, add incidental/ancillary objects as well as to bring them in line with the provisions of the Companies Act, 2013, as per the details mentioned in the explanatory statement, be and is hereby approved and adopted.

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

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

Adoption of new set of Articles of Association of the Company:

“RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (‘the Act’), the approval of the members of the Company be and is hereby given to the alteration of the existing Articles of Association by adoption of new set of Articles of Association in substitution, and to the entire exclusion of the Articles contained in the existing Articles of Association of the Company.

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

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

Increase in the limits for Borrowings:

“RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the of Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014, including any statutory modification(s) thereto or re-enactment(s) thereof, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to borrow money, as and when required, either from Company’s Bankers and/or Financial Institutions or other body corporates or any other persons by way of cash credit, advance, loans or bills discounting, issue of optionally convertible/fully convertible/partly convertible or non-convertible debentures with or without detachable or non-detachable warrants or warrants of any other kind, bonds, external commercial borrowings or other debt instruments, or otherwise whether unsecured or secured by way of mortgage, charge, hypothecation or lien or pledge on the Company’s assets and properties whether movable or immovable or stock-in-trade and work-in-progress of the Company, on such terms and conditions as may be considered suitable by the board of Directors upto a limit of Rs. 10,00,00,000/- (Rupees Ten Crores only) in excess of the aggregate of the paid-up capital of the Company, its free reserves and securities premium account, that is to say, reserves not set apart for any specific purpose.

RESOLVED FURTHER THAT the Directors of the Company, be and are hereby severally authorized to do all the acts, deeds and things necessary and expedient to give effect to the resolution.”

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

Issue of Unsecured Optionally Fully Convertible Debentures on Private Placement Basis:

“**RESOLVED THAT** pursuant to the provisions of Sections 42, 62(1)(c), 62(3), 71 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) [including any amendments thereof from time to time] read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 (“Rules”) as amended from time to time and in accordance with the Memorandum and Articles of Association of the Company, the approval of the members be and is hereby accorded to the Board of Directors to offer, issue and allot 500 (Five Hundred) Unsecured Optionally Fully Convertible Debentures (“OFCDs”) having a face value of Rs. 1,00,000/- (Rupees One Lakh only) for each OFCD aggregating to Rs. 5,00,00,000/- (Rupees Five Crores only) on Private Placement Basis to Alembic Limited (“Alembic”), a member of the Company, in one or more tranches.

RESOLVED FURTHER THAT, the terms and conditions of issue of OFCDs as placed and duly initialed by the chairman at this meeting be and is hereby approved.

RESOLVED FURTHER THAT the draft private placement offer sum Application letter in Form PAS-4 pursuant to Section 42 of the Companies Act, 2013 and rules made thereunder and other related documents be and are hereby approved.

RESOLVED FURTHER THAT the offer period for private placement of the aforementioned OFCDs shall be decided by the Board of Directors, at their discretion and they are authorized to extend the same, as they may deem fit.

RESOLVED FURTHER THAT the Directors of the Company be and are hereby severally authorised to settle all matters arising out of and incidental thereto, and to sign and execute all deeds, applications, documents and writings, that may be required, on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effect to this resolution.”

NOTES:

1. ANY MEMBER ENTITLED TO ATTEND AND VOTE 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 proxy form duly completed must reach the Registered Office of the Company not later than forty-eight hours before the time of holding the meeting.
3. The details of Mr. Mitanshu Shah, Director, seeking re-appointment/appointment at the Annual General Meeting, pursuant to para 1.2.5 of Secretarial Standard – 2 (SS-2) is given in Annexure-A of this notice.
4. All documents referred to in the Notice are open for inspection at the Registered Office of the Company between 11.00 a.m. and 1.00 p.m. on any working day except Saturdays and holidays up to the date of Annual General Meeting.

Regd. Off.:

Alembic Road,

Vadodara - 390003

Date: 20th May, 2020

CIN: U70100GJ1994PLC021552

Tel: +91 265-2280550

Fax: +91 265-2282506

By Order of the Board



Mitanshu Shah

Chairman

(DIN: 02305207)

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Item No. 3 & 4

The Companies Act, 2013 read with rules framed thereunder ('the Act') has been gradually notified and implemented by the Ministry of Corporate Affairs, over the last couple of years.

The existing Object Clause of the Memorandum of Association ('MoA') and Articles of Association ('AoA') of the Company contained clauses / regulations which were based on the provisions of the old Companies Act and contained references to the provisions of the same. It is considered desirable to amend the Object Clause of MoA to cover only the existing and related activities, add incidental/ancillary objects as well as to bring them in line with the provisions of the Companies Act, 2013 ('the Act'). It is also considered desirable to substitute the entire regulations contained in the AoA of the Company with a new set of Articles, to bring them in conformity with the provisions of the Act.

Pursuant to the provisions of Section 13 and 14 of the Act, approval of the members by way of Special Resolution is required for amendment in the Object Clause of the MoA and for adoption of a new set of AoA.

The Board of Directors recommends the resolution at Item No. 3 & 4 of this Notice for your approval.

None of the Directors, Key Managerial Personnel and relatives thereof has any concern or interest, financial or otherwise in the resolution at Item No. 3 & 4 of this Notice.

Item No. 5

Pursuant to Section 180(1)(c) of Companies Act, 2013 approval of the shareholders is required for increasing the borrowing limits as suggested above and to authorise the Board to borrow funds from time to time.

The members are requested to note that the company would be carrying out certain business activities for which it would require funding and hence may borrow money for the business operations.

Section 180(1)(c) of the Companies Act, 2013 permits the Company to borrow money along with the money already borrowed by the Company, except the temporary loans obtained from the Companies banker in ordinary course of business, beyond the aggregate of paid-up share capital, free reserves and securities premium account of the Company, only if the same is approved by the Members of the Company.

Hence, members of the Company are requested to give their approval to borrow the money along with the money already borrowed by the Company in excess of its paid – up capital and free reserve i.e. up to Rs. 10 Crores.

Your Directors recommend the passing of the resolution at Item No. 5 of this Notice for your approval as special resolution.

None of the Directors, Key Managerial Personnel and relatives thereof has any concern or interest, financial or otherwise in the resolution at Item No. 5 of this Notice.

Item No. 6

Considering the further funding requirements of the Company, it is proposed that 500 (Five Hundred) Unsecured Optionally Fully Convertible Debentures (“OFCDs”) having a face value of Rs. 1,00,000/- (Rupees One Lakh only) for each OFCD aggregating to Rs. 5,00,00,000/- (Rupees Five Crores only) on Private Placement Basis shall be offered and if subscribed, issued and allotted by the Company to Alembic Limited subject to the conditions laid down under the Companies Act, 2013.

Disclosures pursuant to rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and rule 13 of Companies (Share Capital and Debentures) Rules, 2013, as amended:

1. Particulars of the offer including the date of passing Board resolution:

The Company proposed to issue Unsecured Optionally Fully Convertible Debentures (“OFCDs”). The Board of Directors has approved the proposed offer at their meeting held on 20th May, 2020.

2. Purpose or object of offer:

The Company would be carrying out certain business activities for which it would require funding and hence may borrow money for the business operations.

3. Kinds of securities offered and the price at which security is being offered:

500 (Five Hundred) OFCDs shall be offered at a face value of Rs. 1,00,000/- each at par.

4. Basis or justification for the price (including premium, if any) at which the offer or invitation is being made:

The issue price for OFCDs are being made at face value and the basis of conversion into equity shares shall be made after obtaining valuation report from Registered valuer as envisaged under the provisions of section 62(1)(c) of the Act.

5. Name and address of valuer who performed valuation:

Not Applicable

6. Relevant date with reference to which the price has been arrived at:

The relevant date for determining the price of resultants equity shares shall be the date which shall not be earlier than thirty days to the date when the holder of aforesaid OFCDs become entitled to apply for the equity shares, on the basis of valuation report of the registered valuer given not earlier than 60 days of the date when the holder of OFCDs becomes entitled to apply for shares.

7. Amount which the company intends to raise by way of such securities:

Rs. 5,00,00,000/- (Rupees Five Crores only).

8. Proposed time schedule:

The allotment shall be completed within 60 days of the receipt of the subscription amount for any particular tranche and within twelve months from the date of passing of special resolution.

9. Class or classes of persons to whom the allotment is proposed to be made:

The OFCDs are proposed to be offered and allotted to Alembic Limited, 100% Holding company.

10. Intention of promoters, directors or key managerial personnel to subscribe to the offer:

No other promoter, director or key managerial personnel intends to subscribe to the offer.

11. Names of the proposed allottees and the percentage of post preferential offer capital that may be held by them:

The OFCDs are proposed to be offered and allotted to Alembic Limited, 100% Holding company. There will be no change in the shareholding pattern of the Company.

12. Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects:

As informed above, the proposed OFCDs are being offered to Alembic Limited, holding company as part of this offer.

13. Change in control, if any, in the company that would occur consequent to the preferential offer:

No change in control or shareholding pattern of shares is envisaged on allotment of OFCDs.

14. Number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

During the year, the Company has not issued any securities on preferential basis.

15. Principle terms of assets charged as securities:

Not applicable

16. The pre issue and post issue shareholding pattern of the company in the following format:

Pre issues shareholding pattern:

Sr. No.	Name of the Equity Shareholders	No. of Shares	Face Value of share (Rs.)
1.	Alembic Limited	49,900	10/-
2.	Malika Amin*	10	10/-
3.	Pranav Amin*	10	10/-
4.	Shaunak Amin*	10	10/-
5.	Udit Amin*	10	10/-
6.	R. K. Baheti*	10	10/-
7.	Mitanshu Shah*	10	10/-
8.	Ramanlal Kapadia*	10	10/-
9.	Ajit Patel*	10	10/-
10.	Rasesh Shah*	10	10/-
11.	Drigesh Mittal*	10	10/-
	Total	50,000	10/-

* On behalf of Alembic Limited

Post issues shareholding pattern:

Sr. No.	Name of the Equity Shareholders	No. of Shares	Face Value of share (Rs.)
1.	Alembic Limited	49,900	10/-
2.	Malika Amin*	10	10/-
3.	Pranav Amin*	10	10/-
4.	Shaunak Amin*	10	10/-
5.	Udit Amin*	10	10/-
6.	R. K. Baheti*	10	10/-
7.	Mitanshu Shah*	10	10/-
8.	Ramanlal Kapadia*	10	10/-
9.	Ajit Patel*	10	10/-
10.	Rasesh Shah*	10	10/-
11.	Drigesh Mittal*	10	10/-
	Total	50,000	10/-

* On behalf of Alembic Limited

TERMS & CONDITIONS OF OPTIONALLY FULLY CONVERTIBLE DEBENTURES

- 1) The OFCDs are fully convertible into Equity shares (as stated in “7” below) of the Company at the option of the OFCD holder.
- 2) The OFCD holder can exercise the option to convert the OFCDs into Equity Shares in accordance with the terms hereof stated in Sr. No. 4 below.
- 3) The terms of the OFCD is maximum 10 years from the date of its allotment i.e. at the end of the Ten years period, OFCD shall, unless converted into Equity shares in accordance with the terms hereof be redeemed.
- 4) If OFCD holder exercises the option of conversion, it should be exercised any time after the completion of 42 months but before the expiry of 120 months from the date of allotment by intimating the Company and the Company shall within a period of 90 days from such exercise of option allot the equity shares in lieu of OFCDs.
- 5) If the OFCDs are required to be redeemed at the end of the term of the OFCD they shall be redeemed at par in accordance with Section 71 of the Companies Act 2013
- 6) In case of option for conversion is exercised, the OFCD holders shall lodge the OFCD certificate/s in Original duly discharged, together with the request for conversion with the Company at its registered office. On receipt of the request, if

complete in all respects, the Company shall process and take necessary steps to allot the eligible number of Equity shares to the OFCD holder after compliance necessary/statutory formalities as may be required in this respect.

- 7) The face value of 500 OFCDs of Rs. 1,00,000/- (Rupees One Lakh only) each and give an option and entitlement to the OFCD holder to convert the same in to equity shares at a fair value to be determined in accordance with Companies Act, 2013 by obtaining valuation report from Registered valuer.
- 8) The OFCD shall carry interest at the rate of 1% p.a. subject to deduction of tax at source as may be applicable. The interest will be paid to the Debenture holders whose names appear in the Register of Debenture holders as on the relevant Record Date(s) declared for the purpose of payment of interest.
- 9) The OFCDs are unsecured.
- 10) If any bonus or right issue or any other change in the capital structure of the Company like spilt in the face value of shares, consolidation in the face value of shares etc. is made by the Company during the tenure of OFCDs, the entitlement of the holder for conversion in to Class A Equity shares shall increase or decrease as the case may be, on pro-rata basis, subject to payment of price for right issue by the investors proportionately but only at the time of election of conversion of the OFCDs into Equity shares.
- 11) OFCDs shall not be sold/ transferred to a person unless a specific prior approval of the Company is obtained for such transfer; the transfer so approved shall be effected on submission of the duly executed transfer deed along with the relevant OFCD certificate to the Company. The decision of the Board shall be final as to accepting / rejecting the application seeking approval for such sale/transfer.
- 12) The OFCDs shall not be marketable security.
- 13) If the OFCDs holder want to redeem the OFCD prematurely then they can redeem so only after a period of Three Months from the date of issue of OFCD and that if the OFCDs are redeemed prematurely they shall not eligible to exercise the option of conversion of debenture in to equity shares.

The Company is offering or making an invitation to subscribe to debentures on a private placement basis and is required to obtain the prior approval of the shareholders by way of a special resolution.

Your Directors recommend the passing of the resolution at Item No. 6 of this Notice for your approval.

None of the Directors, Key Managerial Personnel and relatives thereof has any concern or interest, financial or otherwise in the resolution at Item No. 6 of this Notice.

Regd. Off.:

Alembic Road,

Vadodara - 390003

Date: 20th May, 2020

CIN: U70100GJ1994PLC021552

Tel: +91 265-2280550

Fax: +91 265-2282506

By Order of the Board



Mitanshu Shah

Chairman

(DIN: 02305207)

Annexure-A

Details of the Directors seeking appointment / re-appointment at the ensuing Annual General Meeting pursuant to para 1.2.5 of the Secretarial Standard-2 (SS-2) and other applicable provisions are as under:

Name of the Director	Mr. Mitanshu Shah
Age	47 years
Qualifications	B.Com, M.Com, ICWA & PGDBM
Experience	26 years
Terms and Conditions of appointment or re-appointment along with details of remuneration sought to be paid	N.A.
Remuneration last drawn (2019-20)	N.A.
Nature of expertise in specific functional areas	Finance & Management
Date of first appointment on to the Board	09/03/2009
No. of Shares held in the Company as on 31 st March, 2020	10*
Relationship with other Directors, Manager and other Key Managerial Personnel	Mr. Mitanshu Shah is not related to any Director, Manager and other Key Managerial Personnel.
No. of Meetings of the Board attended during the year	4
Directorship in other companies as on 31 st March, 2020	1. Aleor Dermaceuticals Limited 2. Virsad Trading Private Limited 3. Nirayu Limited
Chairmanship / Membership of Committees of other Board	Nirayu Limited - Member of Corporate Social Responsibility Committee

* Shares held in his capacity as the registered owner. Beneficial owner of these shares is Alembic Limited.

ALEMBIC CITY LIMITED

BOARD'S REPORT

To,
The Members,

Your Directors present their Twenty Sixth Report on the working of the Company together with the Audited Annual Accounts for the year ended on 31st March, 2020.

1. FINANCIAL RESULTS:

The Company has made a net loss of Rs. 66.94 Lacs for the year ended on 31st March, 2020 as against net loss of Rs. 2.21 Lacs for the previous year ended on 31st March, 2019.

2. TRANSFER TO RESERVE:

In view of the losses, the Company has not proposed any amount to be transferred to General Reserve out of the net profits of the Company for the financial year ended 31st March, 2020.

3. DIVIDEND:

Your Directors do not recommend any dividend on equity shares for the year ended on 31st March, 2020.

4. OPERATIONS AND STATE OF AFFAIRS OF THE COMPANY:

(Rs. in lacs)

For the year ended 31 st March	2020	2019
Profit for the year before Interest, Depreciation and Tax	(25.50)	(2.22)
Adjusting therefrom:		
Interest (net)	25.31	-
Depreciation	21.17	-
Provision for deferred tax liabilities or (assets)	(5.09)	-
Provision for current tax	-	(0.00)
Profit for the year	(66.89)	(2.21)
Add:		
Balance brought forward from previous year	1.18	3.39
Balance carried forward to next year's accounts	(65.71)	1.18

5. SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES:

The Company is a wholly owned subsidiary of Alembic Limited. The Company does not have any subsidiaries, associates or joint ventures.

6. DIRECTORS:

Mr. Mitanshu Shah, Director of the Company retires by rotation at the ensuing Annual General Meeting and being eligible offers himself for re-appointment. Your Directors recommend his re-appointment at the ensuing Annual General Meeting (AGM).

7. MEETINGS OF BOARD:

Four (4) Board Meetings were held during the financial year ended 31st March, 2020 i.e. on 15-05-2019, 26-08-2019, 02-12-2019 and 18-03-2020.

8. INTERNAL CONTROL SYSTEMS:

The Company's internal control procedures which includes internal financial controls, ensure compliance with various policies, practices and statutes in keeping with the organization's pace of growth and increasing complexity of operations.

The Company has in place a mechanism to identify, assess, monitor and mitigate various risks to key business objectives. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis. These are discussed at the meetings of the Board of Directors of the Company.

9. RELATED PARTY TRANSACTIONS:

Related party transactions that were entered into during the financial year were on arm's length basis and were in ordinary course of business.

There are no material related party transactions which are not in ordinary course of business or which are not on arm's length basis and hence there is no information to be provided as required under Section 134(3)(h) of the Companies Act, 2013 read with Rule 8(2) of the Companies (Accounts) Rules, 2014.

10. FIXED DEPOSITS:

During the year under review, the Company has not accepted/renewed any deposits.

11. LOANS, GUARANTEE OR INVESTMENTS:

During the year under review, the Company has not given loan, provided any guarantee or made any investments.

12. STATUTORY AUDITORS:

In compliance with the Companies (Audit and Auditors) Rules, 2014, M/s. Maloo Bhatt. & Co., Chartered Accountants (FRN: 103047W) has been appointed as Statutory Auditors of the Company till the conclusion of Annual General Meeting for the F.Y. 2023-24, as approved by the members at their 25th Annual General Meeting held on 25th September, 2019.

There is no qualification, reservation, adverse remark or disclaimer by the Statutory Auditors in their report and hence no explanation or comments of the Board is required in this matter.

13. DIRECTORS' RESPONSIBILITY STATEMENT:

In terms of the provisions of Companies Act, 2013, the Directors state that:

- a) in preparation of the annual accounts for the financial year ended 31st March, 2020, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- b) the directors have selected such accounting policies as listed in Note 1 to the financial statements and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give true and fair view of the state of affairs of the Company at the end of the financial year as on 31st March, 2020 and of the loss of the Company for that period.
- c) the directors have taken proper and sufficient care for maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) the directors have prepared the annual accounts on a going concern basis;
and

- e) the directors have 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 have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

14. MATERIAL CHANGES:

There has been no material changes and commitments affecting the financial position of the Company since the close of financial year i.e. since 31st March, 2020.

15. EXTRACTS OF ANNUAL RETURN:

The extract of Annual Return required under section 134(3)(a) of the Companies Act, 2013 read with Rule 12(1) of the Companies (Management and Administration) Rules, 2014, forms part of this report as Annexure A.

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

During the year under review:-

- (a) The Company has not consumed any energy and hence, the details regarding appropriate steps taken for conservation of energy is not required to be furnished.
- (b) The Company is not engaged in any manufacturing activity where technology is required.
- (c) The Company has neither earned nor spent any foreign exchange.

17. PARTICULARS OF EMPLOYEES:

During the period under review, there is no employee in respect of whom information as per Section 197 of the Companies Act, 2013 read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is required to be given.

18. GENERAL:

Disclosures for provisions of Companies Act, 2013, which are not applicable to the Company are not given in the Board's Report.

Regd. Off.:

Alembic Road,

Vadodara - 390003

Date: 20th May, 2020

CIN: U70100GJ1994PLC021552

Tel: +91 265-2280550

Fax: +91 265-2282506

By Order of the Board



Mitanshu Shah

Chairman

(DIN: 02305207)

Form No. MGT - 9

EXTRACT OF ANNUAL RETURNas on the financial year ended on 31st March, 2020

[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	U70100GJ1994PLC021552
ii)	Registration Date	16/03/1994
iii)	Name of the Company	Alembic City Limited
iv)	Category/Sub-Category of the Company	Company Limited by Shares
v)	Address of the Registered Office and Contact Details	Alembic Road, Vadodara – 390 003
vi)	Whether listed company	No
vii)	Name, Address and Contact Details of Registrar and Transfer Agent, if any:	N.A.

II. PRINCIPAL BUSINESS ACTIVITY OF THE COMPANY:

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

Sl. No.	Name and Description of main products/services	NIC Code of the Product/Service	% to total turnover of the company
(i)	Real Estate	681*	100.00

* As per National Industrial Classification (NIC) 2008

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:
N.A.**

S. No	Name and Address of the Company	CIN/GLN	Holding / Subsidiary / Associate	% of shares held	Applicable Section
(i)	Alembic Limited Alembic Road, Vadodara – 390 003	L26100GJ1907PLC000033	Holding Company	100.00	2(46)

IV. SHAREHOLDING PATTERN (Equity share Capital Break up as percentage of Total Equity):

Shareholding (B)=(B)(1)+(B)(2)									
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	-	50000	50000	100	-	50000	50000	100	-

* Shares are held on behalf of Alembic Limited

ii) Shareholding of Promoters:

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total shares of the company	% shares pledged/encumbered to total shares	No. of Shares	% of total shares of the company	% shares pledged/encumbered to total shares	
1.	Alembic Limited	50000	100.00	-	50000	100.00	-	Nil

iii) Change in Promoter's 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	50,000	100	50,000	100
	Date wise Increase/Decrease in Promoters Shareholding during the year specifying the reasons for the increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc.)	No change during the year			
	At the end of the year	50,000	100	50,000	100

iv) Shareholding Pattern of Top Ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs): N.A.

v) Shareholding of Directors and Key Managerial Personnel: N.A. (Since no shares are held in the capacity of a beneficiary)

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment:

(Amount in Lacs)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				

i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	-	-
Change in Indebtedness during the financial year				
Addition	-	100.00	160.68	260.68
Reduction	-	-	-	-
Net Change	-	100.00	160.68	260.68
Indebtedness at the end of the financial year				
i) Principal Amount	-	100.00	160.68	260.68
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	100.00	160.68	260.68

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:
N.A.

B. Remuneration to other Directors: N.A.

C. Remuneration to Key Managerial Personnel other than MD/MANAGER/WTD:
N.A.

VII. PENALTIES/PUNISHMENT/COMPUNDING OF OFFENCES:

There has been no penalty or punishment or compounding of offences against/by the Company, Directors and Other Officers in default under the provisions of the Companies Act, 2013 during the F.Y. 2019-20.



INDEPENDENT AUDITOR'S REPORT

To the Members of
Alembic City Limited

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of Alembic City Limited, which comprise the Balance Sheet as at 31st March, 2020, and the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and Statement of Cash Flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 (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 March 31, 2020, and its loss, total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with the *Code of Ethics* issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidences we have obtained is sufficient and appropriate to provide a basis for our opinion.

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

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Board's Report including Annexures to Board's Report and other Shareholder's Information, but does not include the financial statements and our auditor's report thereon. These reports are expected to be made available to us after this Auditor's Report.



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

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

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 of these financial statements that give a true and fair view of the financial position and financial performance including other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting standards (Ind AS) specified under section 133 of the Act read with relevant rules issued thereunder.

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

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

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



they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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



Report on Other Legal and Regulatory Requirements

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 Companies Act, 2013, we give in the Annexure "A", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

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, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with relevant rules issued thereunder.
- (e) On the basis of the written representations received from the directors as on 31st March, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2020 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) The Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial control over financial reporting were operating effectively as at 31st March, 2020, based on the internal control over financial reporting criteria established by the Company.
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion to the best of our information and according to the explanations given to us, the company has complied with provisions of Section 197 of the Act.
- (h) 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. In our opinion to the best of our information and as explained to us, the Company does not have any pending litigations which would have impact on its financial position in its financial statements.



- ii. The Company did not have any long- term contracts including derivative contracts for which there were any material foreseeable losses.
- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

Place: Vadodara
Date: 20th May, 2020



For Maloo Bhatt & Co.
Chartered Accountants
(F.R.No.129572W)

CA. Yash Bhatt
Partner
M No. 117745

UDIN - 20117745AAAA52620

ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT

(referred to paragraph 1 under "report on other legal and regulatory requirements" of our report of even date on the accounts for the year ended on 31st march, 2020 of Alembic City limited)

1. The company does not have any Property, Plant and Equipment except Right to use assets, hence reporting under this clause is not required during the year.
2. The company does not have any inventory, hence reporting under this clause is not required.
3. 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 Companies Act, 2013.
4. According to information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 in respect of loans, investments, guarantees and security.
5. According to information and explanations given to us, the Company has not accepted any deposits during the year.
6. The maintenance of cost records as prescribed by the Central Government under sub section (1) of section 148 of the Companies Act, 2013 are not applicable to the company.
7. According to the information and explanations given to us in respect of statutory and other dues :
 - (a) The Company has been regular in depositing undisputed statutory dues, including Income Tax, Goods & Services Tax, and other statutory dues to the appropriate authorities during the year. Based on our audit procedures and according to the information and explanations given to us, there are no arrears of statutory dues which has remained outstanding as at 31st March, 2020 for a period of more than six months from the date they became payable.
 - (b) According to the information and explanations given to us and on the basis the records produced before us by the Company, there are no undisputed amounts payable in respect of income tax / sales tax / Service tax / customs duty / wealth tax / excise duty / cess, which have not been deposited on account of any dispute.
8. The Company has not taken any loan or borrowing from any bank or financial institution or Government. The Company has not obtained any borrowings by way of debentures.



9. The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) and term loans during the year.
10. According to the information and explanations given to us, we have not noticed or reported any fraud by the company or any fraud on the Company by its officers or employees during the year.
11. In our opinion to the best of our information and according to the explanations given to us, the company has complied with provisions of Section 197 of the Act.
12. This clause of the Companies (Auditor's Report) Order, 2016 is not applicable to the Company as the company is not a Nidhi Company.
13. According to the information and explanations given to us, all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements etc., as required by the applicable accounting standards.
14. According to the information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review.
15. According to the information and explanations given to us, the Company has not entered into any non-cash transactions with directors or persons connected with him and the provisions of section 192 of Companies Act, 2013 have been complied with.
16. This clause of the Companies (Auditor's Report) Order, 2016 is not applicable to the Company as the company is not a required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

Place: Vadodara
Date: 20th May, 2020



For Maloo Bhatt & Co.
Chartered Accountants
(F.R.No.129572W)


CA. Yash Bhatt
Partner
M No. 117745

UDIN - 20117785AAAAB52620

Alembic City Limited
Balance Sheet

(Rs. in Lacs)

Particulars	Notes	As at 31st March, 2020	As at 31st March, 2019
ASSETS			
Non-Current Assets			
Property, Plant and Equipment	2	1,668.47	-
Financial Assets:			
- Investments	3	0.71	-
- Others	4	94.62	12.12
Deferred Tax Asset		5.09	-
Total Non-Current Assets		1,768.89	12.12
Current Assets			
Financial Assets			
- Cash and cash equivalents	5	99.57	1.78
- Trade Receivables	6	8.93	-
Current Tax Assets (Net)	7	4.08	0.10
Other Current Assets	8	11.11	10.26
Total Current Assets		123.69	12.14
TOTAL ASSETS		1,892.57	24.27
EQUITY AND LIABILITIES			
EQUITY			
Equity Share capital	9	5.00	5.00
Other Equity	10	(59.71)	7.23
Total Equity		(54.71)	12.23
LIABILITIES			
Non - Current liabilities			
Financial Liabilities			
- Lease Liability		1,581.24	-
- Deposits Received from Other than Related Party		73.92	-
Deferred Deposits		45.75	-
Current liabilities			
Financial Liabilities			
- Other Financial Liabilities	11	237.95	11.87
Other Current Liabilities	12	8.18	-
Provisions	13	0.25	0.17
Total Current Liabilities		246.38	12.04
Total Liabilities		1,947.29	12.04
TOTAL EQUITY AND LIABILITIES		1,892.57	24.27

Summary of significant accounting policies & other explanatory notes and informations (Note 1 & 18)
The accompanying notes referred to above which form an integral part of the Financial Statements

As per our report of even date

For and on behalf of the Board of Directors

For Maloo Bhatt & Co.
Chartered Accountants
F R No. 129572W

CA. Yash Bhatt
Partner
M. No. 117745
Baroda
Date: 20th May, 2020



Mitanshu Shah
Mitanshu Shah
(DIN - 02305207)

Chairman

Samir Patel
Samir Patel
(DIN - 06571207)

Director

Rasesh Shah
Rasesh Shah
(DIN - 00113641)

Director

Baroda
Date: 20th May, 2020



Alembic City Limited
Statement of Profit and Loss

(Rs. in Lacs)

Particulars	Notes	For the Year ended 31st March, 2020		For the Year ended 31st March, 2019	
INCOME					
Income from Operation	14		42.65		-
Other Income	15		0.08		0.98
Total Income			42.73		0.98
EXPENSES					
Finance costs	16		25.31		-
Other expenses	17		68.24		3.20
Depreciation and amortization expense	2		21.17		-
Total Expenses			114.71		3.20
Profit/(Loss) before tax			(71.98)		(2.22)
Tax Expense					
Current Tax		-		-	
Deferred Tax		(5.09)		-	
Short/(Excess) tax provisions of earlier years		-	(5.09)	(0)	(0.00)
Profit (Loss) for the year			(66.89)		(2.21)
Other Comprehensive Income					
A. (i) Items that will not be reclassified to profit or loss			(0.05)		-
(ii) Income tax relating to items that will not be reclassified to profit or loss			-		-
B. (i) Items that will be reclassified to profit or loss			-		-
(ii) Income tax relating to items that will be reclassified to profit or loss			-		-
Total Other Comprehensive Income			(0.05)		-
Total Comprehensive Income for the year			(66.94)		(2.21)
Earnings per equity share (FV Rs. 10/- per share) :					
- Basic & Diluted (in Rs) [Refer Note 16(1)]			(133.78)		(4.43)

Summary of significant accounting policies & other explanatory notes and informations (Note 1 & 18)

The accompanying notes referred to above which form an integral part of the Financial Statements

As per our report of even date

For Maloo Bhatt & Co.
Chartered Accountants
F R No. 129572W



CA. Yash Bhatt
Partner

M. No. 117745

Baroda

Date: 20th May, 2020

For and on behalf of the Board of Directors


Mitanshu Shah
(DIN - 02305207)

Chairman


Samir Patel
(DIN - 06571207)

Director


Rasesh Shah
(DIN - 00113641)

Director

Baroda

Date: 20th May, 2020



Alembic City Limited
Statement of Changes in Equity

A Equity Share Capital:

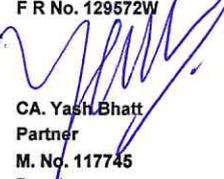
Particulars	Nos	(Amount in Rs. lacs)
Equity Shares of Rs. 10/- each issued, subscribed and fully paid		
Balance at 1st April, 2018	50,000	5.00
Changes in equity share capital during the year	-	-
Balance at 31st March, 2019	50,000	5.00
Equity Shares of Rs. 10/- each issued, subscribed and fully paid		
Balance at 1st April, 2019	50,000	5.00
Changes in equity share capital during the year	-	-
Balance at 31st March, 2020	50,000	5.00

B Other Equity

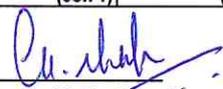
Particular	Reserve and Surplus		FVOCI - Equity Investment Reserve	(Rs. in Lacs)
	General Reserve	Retained Earnings		Total
Balance at 1st April, 2018 (I)	6.05	3.39	-	9.44
Profit/(Loss) for the period		(2.21)	-	(2.21)
Other Comprehensive Income for the year				-
Total Comprehensive Income for the year (II)	-	(2.21)	-	(2.21)
Dividend paid including Tax on Dividend		-		-
Any other charge				-
- Transfer from Retained Earning to General Reserve	-	-	-	-
Transaction for the year (III)	-	-	-	-
Balance at 31st March, 2019 (I + II + III)	6.05	1.18	-	7.23
Balance as at 1st April, 2019 (I)	6.05	1.18	-	7.23
Profit/(Loss) for the year	-	(66.89)	-	(66.89)
Other Comprehensive Income for the year (net of Tax)	-	-	(0.05)	(0.05)
Total Comprehensive Income for the year (II)	-	(66.89)	(0.05)	(66.94)
Dividend paid including Tax on Dividend	-	-	-	-
Any other charge				-
- Transfer from Retained Earning to General Reserve	-	-	-	-
Transaction for the year (III)	-	-	-	-
Balance at 31st March, 2020 (I + II + III)	6.05	(65.71)	(0.05)	(59.71)

As per our report of even date attached

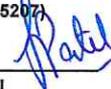
For Maloo Bhatt & Co.
Chartered Accountants
F R No. 129572W


CA. Yash Bhatt
Partner
M. No. 117745
Baroda
Date: 20th May, 2020

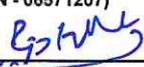



Mitanshu Shah
(DIN - 02305207)

Chairman


Samir Patel
(DIN - 06571207)

Director


Rasesh Shah
(DIN - 00113641)

Director

Baroda
Date: 20th May, 2020



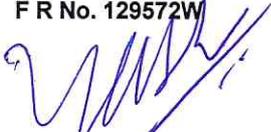
Alembic City Limited
Statement of Cash Flow as at 31st March, 2020

(Rs. in Lacs)

Particulars	For the Year ended 31st March, 2020	For the Year ended 31st March, 2019
A Cash Flow from Operating Activities:		
Net Profit /(Loss) before tax	(71.98)	(2.22)
Adjustments :		
Interest Received	(0.00)	(0.98)
Depreciation & Amortization on Right of Use Asset	21.17	-
Dividend Income	(0.01)	-
Interest on Lease Liability	18.04	-
Notional Interest Income	(0.06)	-
Interest on Unsecured Loan	6.29	-
Operating profit before change in working capital	(26.56)	(3.20)
Working Capital Changes		
Change in provisions	0.08	0.04
(Increase)/Decrease in Other Assets	(93.79)	(10.04)
Increase/(Decrease) in Other Liabilities	156.99	11.87
(Increase)/Decrease in Trade Receivables	(8.93)	-
	27.79	(1.32)
Direct taxes paid (Net of Refunds)	3.99	(0.04)
Net Cashflow from Operating Activities (A)	23.80	(1.28)
B Cash Flow from Investing Activity		
Investment in Shares	(0.76)	-
Interest Received	0.00	0.98
Dividend Received	0.01	-
Net Cash used in Investing Activities (B)	(0.74)	0.98
C Cash Flow from Financing Activities		
Loan taken from Alembic Ltd.	100.00	-
Interest on Unsecured Loan	(6.29)	-
Principal Repayment of Lease Liability	(0.95)	-
Interest on Lease Liability	(18.04)	-
Net Cash flow generated from Financing Activities (C)	74.72	-
Net increase in Cash & Cash equivalents (A + B + C)	97.79	(0.30)
Opening Cash & Cash equivalents	1.78	2.08
Closing Cash & Cash equivalents	99.57	1.78

As per our report of even date

For Maloo Bhatt & Co.
Chartered Accountants
F R No. 129572W

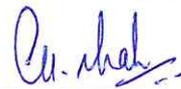


CA. Yash Bhatt
Partner

M. No. 117745

Baroda

Date: 20th May, 2020

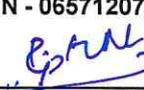
Mitanshu Shah
(DIN - 02305207)

CHAIRMAN



Samir Patel
(DIN - 06571207)

DIRECTOR



Rasesh Shah
(DIN - 00113641)

DIRECTOR

Baroda

Date: 20th May, 2020



Notes to the Financial Statements

1. Company Overview and Significant Accounting Policies:

1 General Information

The Company is the public Company domiciled in India and is incorporated under the provision of the Companies Act applicable in India. The registered office of the Company is located at Alembic Road, Vadodara – 390 003, India. The Company's Financial Statements for the year ended 31st March, 2020 comprises of the Balance Sheet, Statement of Profit and Loss, Cash Flow Statement, Statement of Changes in Equity and the Notes to Financial Statements.

2 Basis of preparation of financial statements

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards as prescribed under Section 133 of the Act to be read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016.

The financial statements have been prepared on the historical cost basis except for certain financial instruments which are measured at fair value in accordance with Ind AS.

3 Composition of financial statements

The financial statements are drawn up in INR, the functional currency of the company, and in accordance with IND AS presentation. The financial statements comprise:

- Balance Sheet
- Statement of Profit and Loss
- Statement of Cash Flow
- Statement of Changes in Equity
- Notes to Financial Statements

4 Significant Accounting Policies

a Fair Value Measurement

The Company measures financial instruments at fair value at each reporting date.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

b Current and non-current classification

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification.

An asset as current when it is:

- Expected to be realised or intended to sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

All other liabilities are classified as non-current.



Notes to the Financial Statements

c Significant Accounting Judgments, Estimates and Assumptions

In preparing these financial statements, management has made judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expense. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Any change in these estimates and assumptions will generally be reflected in the financial statements in current period or prospectively, unless they are required to be treated retrospectively under relevant accounting standards.

d Cash and Cash Equivalents

Cash and cash equivalents include cash at bank and cash in hand and highly liquid interest-bearing securities with maturities of three months or less from the date of inception/acquisition.

e Financial Instruments

The Company recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument.

(i) Financial Assets

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.

Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date i.e, the date that the Company commits to purchase or sell the asset.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in three categories:

Debt Instruments at amortised cost:

A financial asset is subsequently measured at amortised 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.

After initial measurement, debt instruments at amortised cost are subsequently measured at amortised cost using the effective interest rate method, less impairment, if any.

Financial assets at fair value through other comprehensive income

A financial asset is subsequently measured at fair value through other comprehensive income 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.

The Company has made an irrevocable election for its investments which are classified as equity instruments to present the subsequent changes in fair value in other comprehensive income based on its business model.

Financial assets at fair value through profit or loss

Financial assets which are not classified in any of the above categories are subsequently fair valued through profit or loss.

De-recognition

The company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for de-recognition under Ind. AS 109.

(ii) Financial Liabilities

Initial recognition and measurement

The Company's financial liabilities include trade and other payables, loans and borrowings

Financial liabilities are classified, at initial recognition, as at fair value through profit and loss or as those measured at amortised cost.



Notes to the Financial Statements

Subsequent measurement

The subsequent measurement of financial liabilities depends on their classification as follows:

(a) **Financial liabilities at fair value through profit and loss**

Financial liabilities at fair value through profit and loss include financial liabilities held for trading. The Company has not designated any financial liabilities upon initial recognition at fair value through profit and loss.

(b) **Financial liabilities measured at amortised cost**

After initial recognition, interest bearing loans and borrowings are subsequently measured at amortised cost using the effective interest rate method except for those designated in an effective hedging relationship.

De-recognition

A financial liability (or a part of a financial liability) is derecognized from the company's balance sheet when the obligation specified in the contract is discharged or cancelled or expires.

f **Revenue Recognition**

Revenue is measured at the fair value of the consideration received or receivable. This inter alia involves discounting of the consideration due to the present value if payment extends beyond normal credit terms.

Revenue is recognised when recovery of the consideration is probable and the amount of revenue can be measured reliably.

(i) **Rental Income**

Rental income on operating lease is accounted as income as per terms agreed with the customer.

(ii) **Interest income**

For all financial instruments measured at amortised cost and interest bearing financial assets, classified as financial assets at fair value through profit and loss, interest income is recognised using the effective interest rate. Interest income is included in "other income" in the income statement.

(iii) **Dividend Income**

Dividend income is recognised in profit or loss on the date on which the company's right to receive payment is established.

g **Taxation:**

Income tax expense comprises of current tax and deferred tax. Income tax expense is recognized in the statement of profit and loss except to the extent that it relates to items recognized directly in equity/OCI, in which case it is recognized in other comprehensive income.

(i) **Current tax**

Current tax for current and prior periods is recognized at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted on the reporting date.

The company offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

(ii) **Deferred Tax**

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes.

Deferred tax is measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on the laws that have been enacted or substantively enacted at the reporting date.

Deferred income tax asset are recognised to the extent that it is probable that future taxable profits will be available against which they can be used. Deferred tax assets – unrecognised or recognised, are reviewed at each reporting date and are recognised/reduced to the extent that it is probable/no longer probable respectively that the related tax benefit will be realised.



Notes to the Financial Statements

h Provisions, Contingent Liabilities and Contingent Assets

(i) Provisions

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Company expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

(ii) Contingent Liabilities

Contingent liability is disclosed for (i) Possible obligations which will be confirmed only by the future events not wholly within the control of the company or (ii) Present obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made.

(iii) Contingent Assets

Contingent Assets are not recognised but are disclosed in the notes to the financial statements.

i Earnings per share

Basic earnings per equity share are computed by dividing the net profit attributable to the equity holders of the company by the weighted average number of equity shares outstanding during the period. Diluted earnings per equity share is computed by dividing the net profit attributable to the equity holders of the company by the weighted average number of equity shares considered for deriving basic earnings per equity share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. The dilutive potential equity shares are adjusted for the proceeds receivable had the equity shares been actually issued at fair value (i.e. the average market value of the outstanding equity shares). Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date. Dilutive potential equity shares are determined independently for each period presented.

The number of equity shares and potentially dilutive equity shares are adjusted retrospectively for all periods presented for any share splits and bonus shares issues including for changes effected prior to the approval of the financial statements by the Board of Directors.

j Leases

(i) Company as lessee

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

The company recognises right-of-use asset representing its right to use the underlying asset for the lease term at the lease commencement date. The cost of the right-of-use asset measured at inception shall comprise of the amount of the initial measurement of the lease liability, adjusted for any lease payments made at or before the commencement date, less any lease incentives received, plus any initial direct costs incurred and an estimate of the costs to be incurred by the lessee in dismantling and removing the underlying asset or restoring the underlying asset or site on which it is located.

The right-of-use assets is subsequently measured at cost less accumulated depreciation, accumulated impairment losses, if any and adjusted for any remeasurement of the lease liability. The right-of-use assets is depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset. Right-of-use assets are tested for impairment whenever there is any indication that their carrying amounts may not be recoverable. Impairment loss, if any, is recognised in the statement of profit and loss.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the incremental borrowing rate applicable to the company. Generally, the company uses its incremental borrowing rate as the discount rate.

The company recognises the amount of the re-measurement of lease liability as an adjustment to the right-of-use asset. Where the carrying amount of the right-of-use asset is reduced to zero and there is a further reduction in the measurement of the lease liability, the company recognises any remaining amount of the re-measurement in statement of profit and loss.

The company has selected not to recognise right-of-use assets and lease liabilities for short-term leases of all assets that have a lease term of 12 months or less and leases of low-value assets. The company recognizes the lease payments associated with these leases as an expense on a straight-line basis over the lease term.



Notes to the Financial Statements

(ii) Company as a Lessor:

Leases in which the company does not transfer substantially all the risks and rewards of ownership of an asset are classified as operating leases. Leases are classified as finance leases when substantially all of the risks and rewards of ownership transfer from the company to the lessee.

The company classifies the sublease as a finance lease or as an operating lease with reference to the right-of-use asset arising from the head lease. That is, the company being an intermediate lessor treats the right-of-use asset as the underlying asset in the sublease, not the underlying asset that it leases from the head lessor.

Amounts due from lessees under finance leases are recorded as receivables at the company's net investment in the leases.

(iii) Transition to Ind AS 116

Ministry of Corporate Affairs ("MCA") through Companies (Indian Accounting Standards) Amendment Rules, 2019 and Companies (Indian Accounting Standards) Second Amendment Rules, has notified Ind AS 116 Leases which replaces the existing lease standard, Ind AS 17 leases, and other interpretations. Ind AS 116 sets out the principles for the recognition, measurement, presentation and disclosure of leases for both lessees and lessors. It introduces a single, on-balance sheet lease accounting model for lessees.

The Company has adopted Ind AS 116, effective annual reporting period beginning April 1, 2019 and applied the standard to its leases prospectively. The adoption of the standard did not have any material impact on the financial results.



Alembic City Limited
Balance Sheet

Alembic City Limited
Notes to Financial Statements

2. Property, Plant and Equipment

	(Rs. in Lacs)
Property, Plant and Equipment	Right To Use Asset
Gross Carrying Amount	
As at 1st April, 2019	-
Additions / Adjustments	1,689.64
Disposals	-
As at 31st March, 2020	1,689.64
Accumulated Depreciation	
As at 1st April, 2019	-
Depreciation charge during the year	21.17
Disposals	-
As at 31st March, 2020	21.17
Net Carrying amount	
As at 1st April, 2019	-
As at 31st March, 2020	1,668.47

3. Financial Assets - Investments

Particulars	(Rs. in Lacs)	
	As at 31st March, 2020	As at 31st March, 2019
Investments at fair value through other comprehensive income		
Investment in Equity Instruments (Quoted)		
- 100 (31st March, 19: Nil) equity shares of Rs. 2/- each fully in Alembic Pharmaceuticals Limited	0.53	-
- 10 (31st March, 19: Nil) equity shares of Rs. 10/- each fully in Paushak Limited	0.17	-
	0.71	-

4. Financial Assets - Others

Particulars	(Rs. in Lacs)	
	As at 31st March, 2020	As at 31st March, 2019
Fixed Deposit having maturities more than 1 year (At Amortized Cost)		
- Security Deposit with MGVCL	86.08	-
- Security Deposit given to Alembic Ltd.	8.54	-
	94.62	12.12

5. Cash and Cash Equivalents

Particulars	(Rs. in Lacs)	
	As at 31st March, 2020	As at 31st March, 2019
Balances with Banks	99.52	1.78
Cash on hand	0.04	0.00
	99.57	1.78

6. Trade Receivables (Current / Unsecured)

Particulars	(Rs. in Lacs)	
	As at 31st March, 2020	As at 31st March, 2019
Considered good		
Receivable from Related Parties	-	-
Others	8.93	-
	8.93	-
Trade Receivables which have significant increase in Credit Risk		
Less : Trade Receivables - credit impaired	-	-
	8.93	-

7. Current Tax Assets (Net)

Particulars	(Rs. in Lacs)	
	As at 31st March, 2020	As at 31st March, 2019
Net current income tax Asset/(Liability) at the beginning of the year	0.10	0.13
Income tax paid	3.99	(0.04)
Current income tax payable for the year	-	(0.00)
Current income tax provision for earlier year	-	(0.00)
Net current income tax Asset/(Liability) at the end of the year	4.08	0.10



Alembic City Limited
Balance Sheet

8. Other Current Assets

Particulars	(Rs. in Lacs)			
	As at 31st March, 2020		As at 31st March, 2019	
Others		-		0.20
Prepaid Expenses		7.69		10.06
Balances with Govt. Authorities		3.42		-
		11.11		10.26

9. Equity Share Capital

Particulars	(Rs. in Lacs)			
	As at 31st March, 2020		As at 31st March, 2019	
Shares Authorized				
1,50,000 - Equity shares of Rs. 10/- each		15.00		15.00
		15.00		15.00
Shares issued, subscribed and fully paid				
50,000 - Equity shares of Rs. 10/- each		5.00		5.00
		5.00		5.00
Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting period				
	As at 31st March, 2020		As at 31st March, 2019	
	Numbers	Amt in Rs. Lacs	Numbers	Amt in Rs. Lacs
At the beginning of the year	50,000	5.00	50,000	5.00
Outstanding at the end of the year	50,000	5.00	50,000	5.00
The rights, preferences and restrictions including restrictions on the distribution of dividends and the repayment of capital				
The company is having only one class of shares i.e Equity carrying a nominal value of Rs. 10/- per share				
Every holder of the equity share of the Company is entitled to one vote per share held.				
In the event of liquidation of the Company, the equity shareholders will be entitled to receive remaining assets of the Company after the distribution / repayment of all creditors. The distribution to the equity shareholders will be in proportion of the number of shares held by each shareholder.				
Shares in the company held by each shareholder holding more than 5 percent shares specifying the number of shares held				
	As at 31st March, 2020		As at 31st March, 2019	
	Numbers	% held	Numbers	% held
Alembic Limited	50,000	100.00%	50,000	100.00%

10. Other Equity

Particulars	(Rs. in Lacs)			
	As at 31st March, 2020		As at 31st March, 2019	
(a) General Reserves				
Balance as per the last financial statements		6.05		6.05
(b) Retained Earnings				
Balance as per the last financial statements		1.18		3.39
Profit/(Loss) for the period		(66.89)		(2.21)
Items of Other Comprehensive Income		-		-
		(65.71)		1.18
(c) FVOCI - Equity Investment Reserve				
Balance as per the last financial statements		-		-
Changes in fair value of FVOCI instruments		(0.05)		-
		(0.05)		-
Total Other Equity		(59.71)		7.23



Alembic City Limited
Balance Sheet

11. Other financial liabilities

(Rs. in Lacs)

Particulars	As at 31st March, 2020		As at 31st March, 2019	
Other financial liabilities				
Reimbursement of Expense to Alembic Ltd. (Holding Company)		-		11.87
Loan taken from Alembic Ltd. (Holding Company)		100.00		-
Rent Deposit		41.01		-
Lease Liability (Current)		96.94		-
		237.95		11.87

12. Other current liabilities

(Rs. in Lacs)

Particulars	As at 31st March, 2020		As at 31st March, 2019	
Statutory Dues		8.18		-
		8.18		-

13. Provisions (Current)

(Rs. in Lacs)

Particulars	As at 31st March, 2020		As at 31st March, 2019	
Provision for Expenses		0.25		0.17
		0.25		0.17



Alembic City Limited
Statement of Profit and Loss

Alembic City Limited
Notes to Financial Statements

14. Income from Operations

(Rs. in Lacs)

For the year ended	For the Year ended 31st March, 2020		For the Year ended 31st March, 2019	
Rental Income		39.19		-
Property Maintenance Charges		2.48		-
Notional Rental Income		0.98		-
		42.65		-

15. Other Income

(Rs. in Lacs)

For the year ended	For the Year ended 31st March, 2020		For the Year ended 31st March, 2019	
Interest		0.00		0.98
Dividend		0.01		-
Notional Interest Income		0.06		-
		0.08		0.98

16. Finance Cost

(Rs. in Lacs)

For the year ended	For the Year ended 31st March, 2020		For the Year ended 31st March, 2019	
Interest Expenses		6.29		-
Interest on Lease Liability		18.04		-
Notional Interest Expenses (On Deposits Received)		0.98		-
		25.31		-

17. Other Expenses

(Rs. in Lacs)

For the year ended	For the Year ended 31st March, 2020		For the Year ended 31st March, 2019	
Rent		0.50		0.50
Electricity		63.27		0.12
Rates and Taxes		3.65		2.23
Legal & Professional Fees		0.22		0.27
Payment to Auditors				
Audit Fee	0.26		0.05	
Other Capacity	0.04		0.02	
Reimbursement of Expenses	0.02	0.32	0.01	0.08
Miscellaneous Expenses		0.28		0.00
		68.24		3.20



1 Earning Per Share (EPS)

For the year ended on 31st March		(Rs. in Lacs)	
		2020	2019
a)	Profit / (Loss) after tax	(66.89)	(2.21)
b)	Total number of equity shares	50,000	50,000
c)	Basic and Diluted Earnings per share (in Rs.)	(133.78)	(4.43)

2 Maturity Analysis

(Rs. in Lacs)

i Maturity Analysis - Contractual undiscounted Cash Flows		As on 31.03.2020	As on 31.03.2019
	Less than one year	-	-
	One to five years	-	-
	More than five years	1,678.18	-
	Total Undiscounted Lease Liabilities	1,678.18	-
Lease Liabilities included in the Statement of Financial Position			
	Non Current	-	-
	Current	96.94	-
	Total	96.94	-

ii Amount Recognized in the Statement of Profit & Loss

(Rs. in Lacs)

Particulars	As on 31.03.2020	As on 31.03.2019
Interest on Lease Liabilities	18.04	-
Depreciation on Lease Asset	21.17	-

iii Amount Recognized in the Statement of Cash Flow

(Rs. in Lacs)

Particulars	As on 31.03.2020	As on 31.03.2019
Interest on Lease Liabilities	18.04	-
Principal on Lease Liabilities	0.95	-

iv Maturity Analysis for Undiscounted future lease receivable

(Rs. in Lacs)

Particulars	As on 31.03.2020	As on 31.03.2019
Less than one year	329.86	-
One year to two year	357.80	-
Two year to three year	366.97	-
Three year to four year	384.49	-
Four year to five year	322.12	-
Five year and above	390.35	-

3 Disclosure in respect of Related Parties.

List of related Parties with whom the Company has entered into transactions during the year.

- a **Controlling Companies** : Alembic Limited
- b **Subsidiaries and Fellow Subsidiaries** : There is no subsidiary / fellow subsidiary company
- c **Associate / Joint Venture Companies** : There is no associate / joint venture company
- d **Other Related Parties:**
- 1 Shreno Publications Limited
 - 2 Alembic Pharmaceuticals Limited
- e **Key Management personnel :**
- 1 Shri Mitansu Shah Chairman
 - 2 Shri Rasesh Shah Director
 - 3 Shri Samir Patel Director
- f **Relatives of Key Management Personnel:** There are no relatives of Key Management Personnel



g Transactions with Related Parties:

(Rs. in Lacs)

Sr. No.	Particulars	For the Year ended 31st March, 2020		For the Year ended 31st March, 2019	
Controlling Company					
(i)	Lease Rent		22.91		0.50
(ii)	Reimbursement of Expenses for Rates & Taxes		-		11.87
(iii)	Loan Taken		100.00		-
(iv)	Rent Deposit Paid		18.99		-
(v)	Interest on Loan Taken		6.29		-
Other Related Parties					
(i)	Printing and Stationery Expenses Paid		0.06		-
(ii)	Dividend Received		0.01		-

(Rs. in Lacs)

h Balances outstanding as at the end of the year:

Sr. No.	Particulars	For the Year ended 31st March, 2020		For the Year ended 31st March, 2019	
Controlling Company					
(i)	Loan Taken		100.00		-
(ii)	Rent Deposit		18.99		-
(iii)	Other Payables		-		11.87

- 4 Contingent liabilities : NIL (PY: NIL)
- 5 Capital commitments : NIL (PY: NIL)
- 6 Disclosure related to Micro, Small & Medium Enterprises.

On the basis of confirmation obtained from the supplier who have registered themselves under the Micro, Small and Medium Enterprise Development Act, 2006 (MSMED Act, 2006) and based on the information available with the company, there is no principal or interest remaining unpaid to any Micro, Small & Medium Enterprise Suppliers.

7 Taxes Reconciliation:

(i) Income Tax Expense

(Rs. in Lacs)

Particulars	For the Year ended 31st March, 2020		For the Year ended 31st March, 2019	
Current tax expense		-		-
Deferred tax expenses		(5.09)		-
Decrease / (Increase) in Deferred Tax Asset		(5.09)		-
Total Income tax expenses		(5.09)		-

(ii) Reconciliation of tax expense and the accounting profit multiplied by India's tax rate:

(Rs. in Lacs)

Particulars	For the Year ended 31st March, 2020		For the Year ended 31st March, 2019	
Profit before Income tax expense		(71.98)		(2.22)
Tax at the Indian Tax Rate #		-		-
Tax effect of amounts which are not deductible (taxable) in calculating taxable income: Others (Deferred Tax)		(5.09)		-
Current tax expense		(5.09)		-
Total Income tax expenses		(5.09)		-

The applicable Indian statutory tax rate for year ended March 31, 2020 is 25.16% and for March 31, 2019, it is 26%

8 The previous year's figures have been regrouped / rearranged wherever necessary to make it comparable with the current year.

9 The Company's management has made internal assessment of the probable impact of Covid-19 on the business and believes that impact is likely to be short term in nature and does not foresee any medium to long term risk in company's ability to continue as a going concern.

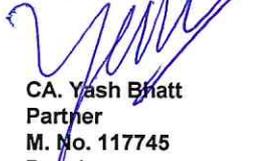


18 Other Explanatory Notes and Information

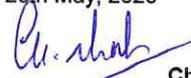
10 The financial statements were authorised for issue by the Company's Board of Directors on 20th May, 2020

As per our report of even date

For Maloo Bhatt & Co.
Chartered Accountants
F R No. 129572W


CA. Yash Bhatt
Partner
M. No. 117745
Baroda
Date: 20th May, 2020




Chairman
Mitanshu Shah
(DIN - 02305207)


Director
Samir Patel
(DIN - 06571207)


Director
Rasesh Shah
(DIN - 00113641)
Baroda:
Date: 20th May, 2020

