



Thirtieth Annual Report
2018-19



Phyto Chem (India) Limited



Phyto Chem (India) Limited

Board of Directors

Dr. P. Sreemannarayana	-	Chairman
Mr. Y. Nayudamma	-	Managing Director
Mr. Y. Janaki Ramaiah	-	Executive Director
Dr. Y. Venkateswarlu	-	Director
a. Mr. K. Srinivasa Rao	-	Alternate Director
Mr. P. Anjaneyulu	-	Director
Mr. T. A. Choudary	-	Independent Director
Mr. N. Sudhakar	-	Independent Director
Mrs. S. Kavitha Rani	-	Independent Director
Mr. G.S.R. Anjaneyulu	-	Independent Director
Mr. M. Balarama Krishnaiah	-	Independent Director - Upto 20-07-2019
Mr. M. Sreerama Murthy	-	Additional Director - W.e.f. 14-08-2019
Mr. Pavansingh Thakur	-	Company Secretary & Compliance Officer
Mr. B. Sambasiva Rao	-	Chief Financial Officer - W.e.f. 01-04-2019

Auditors

M/s S. T. Mohite & Co.,
Chartered Accountants
G5, B-Block, Paragon Venkatadri Apartments,
3-4-812, Street No.1, Barkatpura, Hyderabad - 500 027.

Secretarial Auditors

M/s Puttaparthi Jagannatham & Co.,
Company Secretaries
315, Bhanu Enclave,
ESI, Sunder Nagar. Hyderabad - 500 038.

Bankers

M/s. The Federal Bank Limited,
Hyderabad Branch, Bank Street, Hyderabad - 500 001.

Common Share Transfer Agents **(Physical & Electronic)**

M/s. Bigshare Services Pvt. Limited,
306, 3rd Floor, Right Wing,
Amrutha Ville, Opp: Yashoda Hospital,
Raj Bhavan Road, Somajiguda, Hyderabad - 500 082.
Phone No : 040-23374967.

Corporate Office

No.8-3-229/23, First Floor,
Thaherville, Yousufguda Checkpost,
Hyderabad - 500 045.
Phone No : 040-23557712, 23557713.

Registered Office & Factory

Survey No.628, Temple Street,
Bonthapally - 502 313,
Gummadidala Mandal, Sangareddy District,
Telangana State.

Phyto Chem - Annual Report - 2018-19

Notice of AGM

Notice is hereby given that the Thirtieth Annual General Meeting of the Members of M/s Phyto Chem (India) Limited (CIN:L24110TG1989PLC009500) will be held on Wednesday, the 25th day of September, 2019 at 12:15 P.M. at the Registered Office of the Company at Survey No.628, Temple Street, Bonthapally - 502 313, Gummadidala Mandal, Sangareddy District, Telangana State to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2019, Profit and Loss Account and Cash Flow Statement for the year ended on that date along with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Dr. Yadlapalli Venkateswarlu (DIN:00377568), who retires by rotation and being eligible, offers himself for reappointment.

SPECIAL BUSINESS:

3. Reappointment of Mr. Y.Nayudamma as Managing Director of the Company.

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

“**RESOLVED THAT** in continuation of the resolutions passed in the 27th Annual General Meeting held on 29-09-2016 and pursuant to provisions of Sections 196 and 197 read with Schedule V and all other applicable provisions if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and as recommended by Nomination and Remuneration Committee, approval of the Company be and is hereby accorded to the reappointment of Mr.Y.Nayudamma, (DIN:00377721) as Managing Director of the Company for a period of 3 years w.e.f. 1st January, 2019 to 31st December,2021 on the following revised terms and conditions.”

a. Salary: - Rs. 2,00,000.00 per month in scale of Rs. 2,00,000.00 – Rs. 75,000.00 – Rs. 3,50,000.00

b. Incentive Bonus: Equivalent to One month Salary

B. Perquisites:

- i. P.F : 12% of the salary as per applicable rules,

ii. **Gratuity: Half month salary per every year of completed service,**

iii. **Entitled to encashment of Leave at the end of tenure which will not be included in the computation of the ceiling on perquisites.**

“**RESOLVED FURTHER THAT** the terms and conditions of the said reappointment may be altered and varied from time to time by the Board as it may, in its discretion, deem fit and remuneration payable to Mr. Y. Nayudamma, shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time including the remuneration payable to other Directors.”

“**RESOLVED FURTHER THAT** in the event of loss or inadequacy of profits in any financial year, during his tenure as Managing Director, minimum remuneration shall alone be paid as prescribed under provisions of the Companies Act, 2013 and Schedule.

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to do all such acts and deeds as may be necessary, proper or expedient to give effect to this resolution.”

4. Reappointment of Mr. Y.Janaki Ramaiah as Executive Director of the Company.

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

“**RESOLVED THAT** in continuation of the resolutions passed in the 25th Annual General Meeting held on 29-09-2014 and pursuant to provisions of Sections 196 and 197 read with Schedule V and all other applicable provisions if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and as recommended by Nomination and Remuneration Committee, approval of the Company be and is hereby accorded to the reappointment of Mr.Y.Janaki Ramaiah, (DIN: 06949910) as Executive Director of the Company for a period of 5 years w.e.f. 29th July, 2019 on the following revised terms and conditions.”

a. Salary: - Rs. 1,25,000.00 per month in scale of Rs. 1,25,000.00 – Rs. 15,000.00 – Rs. 1,85,000.00



Phyto Chem (India) Limited

b. Incentive Bonus: Equivalent to One month Salary

B. Perquisites:

- i. P.F: 12% of the salary as per applicable rules,**
- ii. Gratuity: Half month salary per every year of completed service,**
- iii. Entitled to encashment of Leave at the end of tenure which will not be included in the computation of the ceiling on perquisites.**

“RESOLVED FURTHER THAT the terms and conditions of the said reappointment may be altered and varied from time to time by the Board as it may, in its discretion, deem fit and remuneration payable to Mr.Y.Janaki Ramaiah, shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time including the remuneration payable to other Directors.”

“RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year, during his tenure as Executive Director, minimum remuneration shall alone be paid as prescribed under provisions of the Companies Act, 2013 and Schedule V.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all such acts and deeds as may be necessary, proper or expedient to give effect to this resolution.”

5. Appointment of Mr. M. Sreerama Murthy as a Non-Executive Independent Director of the Company.

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

“RESOLVED THAT pursuant to provisions of Sections 149, 150, 152 and 160 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the

Companies(Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, Mr. M. Sreerama Murthy (DIN:01932910), who was appointed as an Additional Director pursuant to provisions of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, for a period of three consecutive years from this Annual General Meeting, not liable to retire by rotation.”

For and on behalf of the Board

**Y. Nayudamma
Managing Director
DIN : 00377721**

**Place : Hyderabad
Date : 14th August, 2019**

Phyto Chem - Annual Report - 2018-19

Notes

1. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on poll instead of himself/herself and a proxy need not be a member of the Company. The instrument of Proxy in order to be effective should be deposited at its Registered Office of the Company not later than forty eight hours before the commencement of the meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholders.
2. The Register of Members and Share Transfer Books of the Company will remain closed from 19-09-2019 to 25-09-2019 (both days inclusive) for the purpose of the meeting.
3. Electronic copy of the Annual Report and the Notice of the Annual General Meeting of the Company 'inter alia' indicating the process and manner of e-voting along with Attendance Slip and Proxy Form are 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 above documents are being sent in the permitted mode.
4. Members are requested to notify any change in their addresses to the Company or Registrar and Transfer Agent immediately. Members holding shares in electronic form are requested to advise change of address, email IDs and Bank details to their Depository Participants.

The Members are aware that the Company's shares are tradeable compulsorily in electronic form and your Company has established connectivity with Central Depository Services (India) Limited (CDSL) and National Securities Depository Limited (NSDL). In view of the numerous advantages offered by the depository system, the Members are requested to avail the facility of Dematerialisation of the Company's shares on NSDL or CDSL. The ISIN allotted to the Company's Equity shares is INE 037C01010.
5. Members are requested to affix their signatures at the space provided on the Attendance Slip annexed to Proxy Form and handover the Slip at the entrance of the meeting hall. Corporate members are requested to send a duly certified copy of the Board resolution / power of attorney authorising their representatives to attend and vote at the Annual General Meeting.
6. Members may also note that the Notice of the Annual General Meeting and the Annual Report will also be available on the Company's website for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office at Survey No.628, Temple Street, Bonthapally – 502 313, Gummadidala Mandal, Sangareddy District, Telangana State for inspection during normal business hours on all 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 at free of cost.
7. The details of the unpaid/unclaimed dividend declared for F.Y 2012-13 as on 29th September, 2014 and for F.Y 2013-14 as on 24th September, 2015 (the dates of respective previous Annual General Meetings) are available on the Company's website www.phytochemindia.com and on the website of Ministry of Corporate Affairs at www.mca.gov.in.
8. **Voting through Electronic means:**
 - a. The Company is pleased to provide members the facility to exercise their right to vote on the resolutions as set out in the Notice calling for the



Phyto Chem (India) Limited

Annual General Meeting (AGM) by 'electronic means' and all the business may be transacted through e-Voting services provided by Central Depository Services (India) Limited (CDSL), in compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014.

- b. Voting rights are reckoned on the basis of the shares registered in the names of the members / beneficial owners as on the record date fixed for this purpose viz., 18-09-2019.
- c. CS Puttapparthi Jagannatham, Corporate Advocate has been appointed as scrutinizer for conducting the e-Voting process in a fair and transparent manner.
- d. Members are requested to read the instructions given below:
- e. The E-Voting facility is available at the link:

EVSN (e – Voting Sequence Number)	Commencement of e-Voting	End of e-Voting
190824005	22-09-2019	24-09-2019

In case of members receiving e-mail:

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

	For Members holding shares in Demat Form and Physical Form
PAN*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders).</p> <p>* Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field.</p> <p>* In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.</p>
DOB#	Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	<p>Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio.</p> <p>* Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or Company. Please enter the number of shares held by you as on the cut off date in the Dividend Bank details field.</p>

- viii. After entering these details appropriately, click on "SUBMIT" tab.
- ix. Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting on the resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password is confidential.

Phyto Chem - Annual Report - 2018-19

- x. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
 - xi. Click on the relevant EVSN on which you choose to vote.
 - xii. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
 - xiii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
 - xiv. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
 - xv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
 - xvi. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
 - xvii. If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- * Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
 - * They should email a scanned copy of the Registration Form bearing the stamp and sign of the entity helpdesk.evoting@cdslindia.com.
 - * After receiving the login details, they have to create a compliance user using the admin login and password. The compliance user would be able to link the account(s) which they wish to vote on.
 - * The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- * They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- In case of members receiving the physical copy:**
- A. Please follow all steps from S.No. i to S.No. xvii of notes.9.e. above to cast vote.
 - B. The e-voting period begins from 9:00 am on Sunday, the 22nd September, 2019 and closes by 5:00 pm on Tuesday, the 24th September, 2019. During this period, shareholders of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date (holding date) i.e Wednesday, 18th September, 2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - C. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.
 - D. The Scrutinizer shall within a period not exceeding three working days from the conclusion of the e-Voting period unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast "in favour" or "against", if any, forthwith to the Chairman of the Company.
 - E. The results declared along with the Scrutinizer's Report will be placed on the Company's website www.phytochemindia.com and on the website of CDSL within two days of passing of the resolutions at the AGM and communicated to the Stock Exchange.
 - F. All documents referred to in the accompanying Notice and the Explanatory Statement will be open for inspection at the Registered Office of the Company during normal business hours on all working days upto and including the date of the AGM.



Phyto Chem (India) Limited

Additional information about the Directors being appointed / reappointed as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Item No. 2. Dr. Yadlapalli Venkateswarlu- Director

Dr. Yadlapalli Venkateswarlu (DIN:00377568), aged about 73 years is a Graduate in Medicine (M.B.B.S), Non-Resident Indian and he is presently practicing Medicine in Sultanate of Oman and he holds 95,000 of Equity Shares in the Company.

Item No. 3. Mr. Y. Nayudamma - Managing Director

Mr.Y.Nayudamma (DIN:00377721), aged about 63 years, is a Graduate in Economics and is an Agriculturist. He has about 27 years experience in the field of manufacturing and marketing of Pesticides. He is the promoter Director of the Company. Having been appointed initially as the Director of the Company in 1993, he was later in June, 1999 appointed as Managing Director and since then, he is continuing in the said position. He holds 3,38,306 Equity Shares in the Company.

Item No. 4. Mr. Y. Janaki Ramaiah - Executive Director

Mr. Y. Janaki Ramaiah (DIN:06949910), aged about 42 years, is a B.E. in Chemical Engineering. He has experience of 17 years in various fields such as Production Management, Procurement, Production, Administration etc. Earlier, he had associated with Indian Institute of Technology for a period of 3 years in the matters of Process Development in Chemical Engineering Division. Prior to his elevation in our Company, he was in the position of General Manager for about 9 years and was looking after the subjects of Procurement, Production and General Administration. He belongs to the Promoter group of the Company and holds 97372 equity shares in the Company. He is member of the Share Transfer Committee of the Company.

Item No. 5. Mr. M. Sreerama Murthy - Non - Executive Independent Director

Mr. M. Sreerama Murthy (DIN:01932910), aged about 55 years having 30 years of experience in Engineering Manufacturing, having Mechanical Engineering as background with MBA in Marketing.

Explanatory Statement

This explanatory statement is provided as per Section 102 of the Act.

Special Business:

Item No.3

At the Annual General Meeting of the Company held on 29th September, 2016, the Members had approved for reappointment of Mr. Y. Nayudamma (DIN:00377721) as Managing Director of the Company for a period of 3 years upto 31-12-2018 and for revision of remuneration.

The Board had considered for reappointment of Mr. Y. Nayudamma (DIN:00377721) as Managing Director of the Company in its Meeting held on 12th November, 2018 for a period of 3 years from 01-01-2019 to 31-12-2021 as recommended by the Nomination and Remuneration Committee on the revised terms and conditions detailed in the resolution.

It is proposed to seek the members' approval for the reappointment of and remuneration payable to Mr.Y.Nayudamma as Managing Director of the Company in terms of Sections 196 and 197 read with Schedule V and other applicable provisions of the Companies Act, 2013 and rules made thereunder.

I. General Information:

- Nature of Industry: Manufacturing and marketing of Pesticides
- Date of commencement of commercial production: 30th October, 1993

c. Financial Performance (Rs. In Lacs)			
Particulars	2016-17	2017-18	2018-19
Gross Revenue	4721.38	6064.23	6009.20
Total Expenditure	4443.25	5730.11	5708.87
Financial Expenses	166.65	213.28	209.92
Operating Profit/(Loss)	116.22	120.84	90.41

II. Information about the Appointee:

- Name of the Director : Mr. Y. Nayudamma
- Date of Birth : 8th July, 1956
- Year of appointment as Director : 1993
- Year of appointment as Managing Director : 1999
- Experience : 27 years experience in the field of Manufacturing and Marketing of Pesticides
- Qualifications : Graduation in Economics

Phyto Chem - Annual Report - 2018-19

- g. Past Remuneration : Rs.2,00,000.00 per month
 h. Remuneration proposed : Rs.2,00,000.00 per month in the scale of Rs.2,00,000.00 - Rs.75,000.00 - Rs.3,50,000.00 as per the revised terms and conditions.

III. Other Information:

- a. Reasons for inadequacy of Profits:
 The Company has achieved a turnover of Rs.60.09 crores against Rs.60.64 crores of the corresponding period of previous year and could register relatively less turnovers. The factors which influenced the turnovers mainly are the following :

1. Insufficient / lack of rainfall during most of the season period and non availability of sufficient water in reservoirs.
 2. Severe drought conditions in the Agri States of the Country.
 3. Less crop acreage and less pesticides consumption.
- b. Steps taken or proposed to be taken for improvement : Restructuring of operations to optimize cost, expenses and improving revenues was undertaken during current financial year.

- c. Expected increase in productivity and profits in measurable terms:

Expecting revenues to improve in the current financial year.

IV. Disclosures:

The remuneration package payable to the Managerial Personnel is provided in the Annual Report of the Company.

None of the Directors other than Mr. Y. Nayudamma is in any way concerned or interested in the resolutions.

Your Directors recommend the resolution for the approval of the Shareholders.

Item No. 4

At the Annual General Meeting of the Company held on 29th September, 2014, the Members had approved for appointment of Mr. Y. Janaki Ramaiah (DIN:06949910) as Executive Director of the Company for a period of 5 years upto 29-07-2019.

The Board had considered for reappointment of Mr. Y. Janaki Ramaiah (DIN:06949910) as Executive Director of the Company in its Meeting held on 20th July, 2019 for a period of 5 years from 29-07-2019 to

28-07-2024 as recommended by the Nomination and Remuneration Committee on the revised terms and conditions detailed in the resolution. It is proposed to seek the members' approval for the reappointment of and remuneration payable to Mr.Y.Janaki Ramaiah as Executive Director of the Company in terms of Sections 196 and 197 read with Schedule V and other applicable provisions of the Companies Act, 2013 and rules made thereunder.

I. General Information:

- a. Nature of Industry: Manufacturing and Marketing of Pesticides

- b. Date of commencement of commercial production: 30th October, 1993

c. Financial Performance (Rs. In Lacs)			
Particulars	2016-17	2017-18	2018-19
Gross Revenue	4721.38	6064.23	6009.20
Total Expenditure	4443.25	5730.11	5708.87
Financial Expenses	166.65	213.28	209.92
Operating Profit/(Loss)	116.22	120.84	90.41

II. Information about the Appointee:

- a. Name of the Director : Mr. Y. Janaki Ramaiah
 b. Date of Birth : 9th August, 1977
 c. Year of appointment as Director : 2014
 d. Experience : 17 years experience in various fields of Product Management, Procurement, Production, Administration etc.
 e. Qualifications : Graduation in Chemical Engineering
 f. Past Remuneration : Rs.1,10,000.00 per month
 g. Remuneration proposed : Rs.1,25,000.00 per month in the scale of Rs.1,25,000.00 - Rs.15,000.00 - Rs.1,85,000.00 as per the revised terms and conditions.

III. Other Information:

- a. Reasons for inadequacy of Profits:

The Company has achieved a turnover of Rs.60.09 crores against Rs.60.64 crores of the corresponding



Phyto Chem (India) Limited

period of previous year and could register relatively less turnovers. The factors which influenced the turnovers mainly are the following :

1. Insufficient / lack of rainfall during most of the season period and non availability of sufficient water in reservoirs.
 2. Severe drought conditions in the Agri States of the Country.
 3. Less crop acreage and less pesticides consumption.
- b. Steps taken or proposed to be taken for improvement : Restructuring of operations to optimize cost, expenses and improving revenues was undertaken during current financial year.
- c. Expected increase in productivity and profits in measurable terms:

IV. Disclosures:

The remuneration package payable to the Managerial Personnel is provided in the Annual Report of the Company.

None of the Directors other than Mr. Y. Janaki Ramaiah is in any way concerned or interested in the resolutions.

Your Directors recommend the resolution for the approval of the Shareholders.

Expecting revenues to improve in the current financial year.

Item No. 5

The Board of Directors of your Company felt necessary to fill the vacancy caused due to the resignation of Mr. M. Balarama Krishnaiah (DIN:00036506), Independent Director of the Company and at the recommendation of the Nomination and Remuneration Committee, the Board found the profile of Mr. M. Sreerama Murthy (DIN:01932910) as an eligible and experienced candidature to act as Independent Director of the Company.

Mr. M. Sreerama Murthy having 30 years of experience in Engineering Manufacturing, having Mechanical Engineering as background with MBA in Marketing, presently Managing Director of M/s SCARLET Industries Private Limited., serving to Aerospace, Defence and Energy equipment Manufacturing sectors. He is having wide spread experience of working with M/s Hindustan Aeronautics Limited., M/s Sriram Refrigeration, M/s

Hagglunds Dension Limited., and ITW Signode India Limited and was also Promoter Director and Executive Director of M/s SAMUHA Engineering Industries Limited an Aerospace SEZ & DTA development company at Adibatla, Hyderabad, which is now in operational. He also drafted and published "Socio Economic development plan", for both Andhra Pradesh & Telangana states after state bifurcation. He was also served as a Key person in Technocrats Association, Industrial Development Committee, FAPCCI, Economic development committee, FAPCCI, Defence Committee, FICCI, Indian Institute of Economics and Institute of Public Enterprises.

Mr. M. Sreerama Murthy, being eligible and offering himself for appointment, is proposed to be appointed as a Non Executive Independent Director of the Company for a term of five consecutive years i.e., upto 35th Annual General Meeting of the Company. A notice has been received from a member proposing Mr. M. Sreerama Murthy as a candidate for the office of Director of the Company. In the opinion of the Board, Mr. M. Sreerama Murthy fulfils the criteria specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director.

The Board considers that his induction into the Board would be of immense benefit to the Company and it is desirable to avail the services of Mr. M. Sreerama Murthy (DIN:01932910) as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. M. Sreerama Murthy as an Independent Director, for the approval by the shareholders of the Company. Mr. M. Sreerama Murthy does not hold any shares in the Company.

Except Mr. M. Sreerama Murthy, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution.

This Explanatory Statement may also be regarded as a disclosure under SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

The Board recommends the Special Resolutions set forth in Item No.5 for approval of the shareholders.

Phyto Chem - Annual Report - 2018-19

Directors' Report

Dear Shareholders,

Your Directors have pleasure to present the 30th Annual Report of the Company together with the Audited Accounts for the financial year ended 31st March, 2019 along with Auditors' Report thereon.

1. Financial Results :

The Financial Results for the year ended 31st March, 2019 are summarised as under:

(Rs. in lacs)

Particulars	Current Year 2018-19	Previous Year 2017-18
Sales	6944.27	6966.48
Less: GST	1033.43	1056.87
Net Sales:	5910.84	5909.61
Other Operating Income	98.36	154.62
Total Income From Operations (Net)	6009.20	6064.23
Profit Before finance cost, Depreciation & Amortisation	340.80	370.05
Finance Cost	209.92	213.28
Profit Before Depreciation & Amortisation	130.88	156.77
Depreciation & Amortisation	40.47	35.93
Profit/(Loss) Before Tax	90.41	120.84
Provision for Taxation :-		
Current Tax	21.06	41.7
Deffered tax	3.32	12.68
Net Profit /(Loss) for the Period	72.66	91.82
EPS(Basic)Rs.	1.69	2.14

2. Indian Accounting Standards:

The Company has followed Indian Accounting Standards and accounting principles generally accepted in India in preparation of financial statements for the financial year 2018-19.

3. Performance:

Your Company has registered a turnover of Rs. 6009.20 lakhs during the year 2018-19 as against the turnover of Rs. 6064.23 lakhs during the previous year. The Company could make profit Rs. 90.41 lakhs during the financial year 2018-19 before taxes as against Rs.120.84 lakhs during the previous year. After providing for taxes, the Company could make net profit of Rs. 72.66 lakhs during the financial year 2018-19 as against net profit of Rs. 91.82 lakhs during the financial year 2017-18. The profitability of the Company is reduced marginally when compared to previous year in the light of decreased turnovers and shortfalls of rains in many places in the Country which resulted in cut down of the prices of the products in the market.

During the year 2018-19, the turnover decreased by 0.91 % as compared to the turnover of 2017-18. The ratio of manufacturing expenses to the Sales during the year 2018-19 is 85.04% as against 98.25% during 2017-18. The ratio of Administrative, Selling and other expenses to the total expenditure is 7.73% during the year 2018-19 as against 10.03% during 2017-18.



Phyto Chem (India) Limited

4. Review of Operations:

a. Brief about Activities and Operations of the Company:

Your Company is mainly into the business of manufacturing & marketing of Pesticides for agriculture sector and presently carrying on the business in two segments i.e. Pesticides Formulations and Real Estate Activities.

The main focus is on the Pesticides Business and the following manufacturing facilities for various pesticides formulations are available at the Factory:

- i. Liquid & SC Formulations
- ii. Weedcide Formulations
- iii. Wettable & Powder Formulations
- iv. Granule Formulations

Presently, the Company has Production Capacity of 90,00,000 Ltrs/Kgs per annum to manufacture various pesticides formulations and has established its marketing network in the states of Telangana, Andhra Pradesh, Maharashtra and Karnataka. The products are marketed with its own brands through dealers & distributors network. The Company is continuing Real Estate activity in a small way in Bengaluru for the last few years.

b. Performance of the Company :

The Company has achieved a turnover of Rs. 6009.20 lakhs during the year 2018-19 as against turnover of Rs. 6064.23 lakhs during the previous year. Though Company has taken steps such as establishing new sales divisions and continuous introduction of new products in accordance with current needs of the market, could not achieve the projected sales due to shortfall of rains in many states of the country.

c. Prospects for the Financial Year 2019-20 :

The Company estimates a turnover of Rs. 81.50 crores during the current year 2019-20. Since the Primary business of the Company is Agri related, monsoon conditions play major role in achieving the estimated turnovers. The Company is hopeful of improving turnovers with the established marketing network. As on date, the Company's deployment of funds in Real estate is Rs.96.79 lakhs and hopes to encash the opportunities available in the real estate field at Bengaluru with good margins during the financial year 2019-20.

5. Dividend:

In order to conserve its financial resources to meet its growth plan, your Board could not recommend any dividend for the year under review.

6. Change in the nature of Business :

During the year under review, there has been no change in the nature of business of the Company.

7. Details of Subsidiary / Joint Ventures / Associate Companies :

The Company does not have any Subsidiaries or Joint Ventures or Associate Companies.

8. Finance:

Cash and cash equivalents as at 31st March, 2019 was Rs.18.75 lakhs. The Company continues to focus on judicious management of its working capital, receivables, inventories and other working capital parameters and they were kept under strict check through continuous monitoring at all levels.

9. Material changes and Commitments, affecting the Financial Position of the Company :

There were no material changes and commitments affecting the financial position of the Company from the year ended 31st March 2018 to till the date of this report.

Phyto Chem - Annual Report - 2018-19

10. Details of Significant and Material Orders passed by the Regulators / Courts / Tribunals impacting the going concern status and the Company's operations in future:

There are no significant and material orders passed by the Regulators or Courts or Tribunals which would impact the going concern status, growth and operations of the Company in future.

11. Share Capital:

The authorised share capital of the Company is Rs.13,50,00,000, divided into 1,35,00,000 equity shares of Rs.10/- each. The paid up share capital is Rs. 4,30,02,000, divided into 43,00,200 equity shares of Rs.10/- each. There were no other changes that have been made in the share capital of the Company during the year under review. Details of Share Capital are mentioned at Notes-9 of the Financial Statements.

12. Reserves:

The Reserves in Profit & Loss account as per last Balance Sheet is Rs. 4,51,63,702.93 and the Company transferred the profits of Rs.60,59,690.25 for the financial year 2018-19 to Reserves & Surplus account. The balance in reserves and surplus available at the end of the year, 2018-19 is Rs. 5,12,23,393.25. Further details of Reserves & Surplus are mentioned at Notes-10 of the Financial Statements.

13. Details in respect of adequacy of internal financial controls with reference to the financial statements :

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, work performed by the Internal, Statutory and Secretarial Auditors including audit of internal financial controls over financial reporting by the Statutory Auditors and the reviews performed by management and the relevant Board Committees, including the Audit Committee, the Board is of the opinion that the Company's internal financial controls are adequate and effective during the period ended on 31st March, 2019.

14. Corporate Social Responsibility (CSR) :

The compliance of the Provisions of CSR criteria mentioned in the provisions of Companies Act, 2013 are not applicable for the Company as on date.

15. Deposits :

The Company has not accepted any fixed deposits from the public during the year.

16. Particulars of Loans, Guarantees or Investments under Section 186 of the Companies Act, 2013:

The Company has not granted any Loans, given Guarantees or made any Investments in any other Companies during the year under Section 186 of the Companies Act, 2013.

17. Extract of Annual Return :

The extract of Annual Return of the Company is given in Annexure - I in the prescribed Form MGT-9, which forms part of this Report as required under Section 92(3) of the Companies Act, 2013.

18. Secretarial Auditors and Secretarial Audit Report :

Pursuant to provisions of Section 204 of the Companies Act, 2013, the Company has appointed M/s Puttparathi Jagannatham & Co., Company Secretaries to undertake the Secretarial Audit of the Company. The Secretarial Audit Report is annexed as Annexure-II.

The Secretarial Audit Report does not contain any qualification, reservation or adverse remarks.



Phyto Chem (India) Limited

19. Particulars of Contracts or Arrangements with Related Parties under Section 188 of the Companies Act, 2013 :

All contracts / arrangements / transactions entered by the Company during the financial year with related parties were in the ordinary course of business and on an arm's length basis. During the year, the Company has taken an Unsecured Loan amount of Rs. 3,07,15,469.00 (Rupees Three Crores Seven Lakhs Fifteen Thousands Four Hundred and Sixty Nine Only) from Mr Y.Nayudamma (DIN:00377721), Managing Director and Rs. 76,92,340.00 (Rupees Seventy Six Lakhs Ninety Two Thousands Three Hundred and Forty Only) from Mr Y.Janaki Ramaiah (DIN:06949910), Executive Director of the Company on an arm's length basis. Disclosures as required under form AOC-2 are annexed as Annexure – III and also contained in Notes-16 to Financial Statements and the Company has not entered into any other related party transactions. The Loans provided by the Directors with their own resources.

20. Disclosures under Sexual Harassment of Women at workplace (Prevention, Prohibition and Redressal) Act, 2013 :

Our Company has complied with provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of women at workplace (Prevention, Prohibition and Redressal) Act, 2013. There are no cases filed / complaints lodged in the Company during the year under review in respect of the Sexual Harassment of Women at workplace.

21. Directors and Key Managerial Personnel:

Pursuant to provisions of Section 149 and other applicable provisions of the Companies Act, 2013 read with Rules thereon, the following Directors were appointed as Independent Directors of the Company at the Annual General Meeting held on 25-09-2017 for a period of three years effective from the meeting date.

- | | |
|--------------------------------|-----------------|
| i. Mr.T.A. Choudary | - DIN: 00036470 |
| ii. Mr.N. Sudhakar | - DIN: 00426897 |
| iii. Mr.M. Balarama Krishnaiah | - DIN: 00036506 |
| iv. Mrs. S. Kavitha Rani | - DIN: 06942657 |
| v. Dr. G.S.R. Anjaneyulu | - DIN: 01874325 |

In accordance with the provisions of Section 152 of the Companies Act, 2013, Dr. Yadlapalli Venkatswarlu (DIN:00377568) will retire by rotation at this Annual General Meeting and being eligible, has offered himself for re-appointment. The Independent Director Mr.M.Balarama Krishnaiah (DIN:00036506) has tendered the resignation for the post of Independent Director on 20-07-2019. Mr. M. Sreerama Murthy (DIN: 01932910) has been appointed as Additional Director of the Company till the conclusion of ensuing Annual General Meeting and his candidature is recommended for appointment as non executive Independent Director of the Company subject to the approval of the shareholders. The term of Mr.Y.Nayudamma (DIN: 00377721) as Managing Director has expired on 31-12-2018 and offered himself for re-appointment. The term of Mr.Y.Janaki Ramaiah (DIN: 06949910) as Executive Director expires by 29-09-2019 and he has offered himself for re-appointment. During the year, the Non-Executive and Independent Directors of the Company had no pecuniary relationship or transactions with the Company.

Pursuant to the provisions of Section 203 of the Companies Act, 2013, Mr.Pavansingh Thakur (ACS No.A56920) an Associate Member of the Institute of Company Secretaries of India, was appointed as Company Secretary of the Company during the year.

22. Declaration by the Independent Directors of the Company that they meet the criteria of independence as provided in Sec 149(6) of the Companies Act, 2013 :

All the independent Directors have given declarations that they meet the requisite criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

23. Formal evaluation statement by the Board of its own performance, it's committees and individual Directors :

Phyto Chem - Annual Report - 2018-19

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has formulated a policy for evaluation of its Board, Board Committees, Directors and their performances and carried out evaluation of them. The manner in which the evaluation was carried out has been explained in the Corporate Governance Report.

24. Number of Meetings of the Board :

Six meetings of the Board were held during the year. The details of the meetings of the Board are given in the Corporate Governance Report.

25. Audit Committee :

Four meetings of the Audit Committee were held during the year. The details pertaining to composition of Audit Committee are included in the Corporate Governance Report.

26. Risk Management Policy:

The Company has formulated effective risk management policy and through a Steering Committee oversees the Risk Management process including risk identification, impact assessment, effective implementation of the mitigation plans and risk reporting. The major risks identified in the Company are systematically addressed through justifying actions on a continuous basis. In addition to this, the audit committee has additional oversight in the area of financial risks and controls. The details of Risk Management as practiced by the Company is provided as part of Management Discussion and Analysis Report attached to this report.

27. Stakeholders Relationship Committee:

The Committee focuses on shareholders' grievances and strengthening of investor relations. The Committee looks after the services of the Registrars and Share Transfer Agents and recommends measures for providing efficient services to investors. The Committee specifically looks into investor complaints like transfer/transmission/transposition of shares and other related issues. There were no complaints pending for redressal as at 31st March, 2019. The details pertaining to composition of Stakeholders Relationship Committee are given in the Corporate Governance Report.

28. Directors' Responsibility Statement :

As required under section 134(5) of the Companies Act, 2013, with respect to Directors' Responsibility Statement, it is hereby confirmed that:

- a. In the preparation of the annual accounts for the year ended 31st March, 2019, the applicable accounting standards have been followed including Ind AS Accounting Standards as notified by the Ministry of Corporate Affairs (MCA) on 16th February, 2015.
- b. The Directors have selected such accounting policies and applied them consistently and made Judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2019 and of the profit of the Company for the year ended on that date.
- c. The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- d. The Directors have prepared the annual accounts of the Company for the Financial Year ended 31st March, 2019 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 and



Phyto Chem (India) Limited

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.

29. CEO and CFO Certification :

In accordance with the Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Managing Director (C.E.O.) and Chief Financial Officer of the Company have submitted a certificate for the year ended 31st March, 2019 to the Board of Directors which forms part of the Annual Report.

30. Auditors & Observations :

M/s. S.T. Mohite & Co., Chartered Accountants, Hyderabad (FRN: 011410S) were appointed as Statutory Auditors of the Company for a period of five years at the 29th Annual General Meeting till the Conclusion of 34th Annual General Meeting of the Company.

The Auditors' Report for the year ended 31st March, 2019 does not contain any qualification, reservation or adverse remarks on the accounts and related matters of the Company.

31. Internal Auditor :

M/s T. Adinarayana & Co., Chartered Accountants (FRN: 000041S), Hyderabad are the Internal Auditors for the year 2018-19. They have submitted quarterly reports for the financial year 2018-19 to the Board and there are no material adverse comments.

32. Cost Accountant for Cost Accounting Records :

Pursuant to the provisions of Section 148 of the Companies Act, 2013, as amended by the Companies Amendment Act, 2017 read with Rule 6 of Companies (Cost Records and Audit) Rules, 2014, the Company has to maintain Cost Accounting Records for the financial year 2018-19. M/s Sreshti & Associates, Cost Accountants (FRN - 100644) were appointed on the recommendation of the Audit Committee to review and certify that Cost accounting records of the Company for the financial year 2018-19.

33. Policy on Directors' Appointment and Remuneration and other details :

The Nomination and Remuneration Committee has laid down the policy for Remuneration of Directors, KMP & other Employees and the criteria has been formulated by the Committee for determining Qualifications, Positive Attributes and Independence of a Director. The Company's policy on Directors' Appointment and Remuneration and other matters provided in Section 178(3) of the Act has been disclosed in the Corporate Governance Report.

34. Depository System :

As the Members are aware, your Company's shares are tradeable compulsorily in electronic form and your Company has established connectivity with Central Depository Services (India) Limited (CDSL) & National Securities Depository Limited (NSDL). In view of the numerous advantages offered by the depository system, the Members are requested to avail the facility of Dematerialisation of the Company's shares on CDSL or NSDL. The ISIN allotted to the Company's Equity shares is **INE 037C01010**.

35. Vigil Mechanism / Whistle Blower Policy :

Pursuant to Section 177 (9) of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014, the Board of Directors had approved the Policy on Vigil Mechanism / Whistle Blower and the same is posted on the official website of the Company. This Policy inter-alia provides a direct access to the Chairman of the Audit Committee.

Your Company hereby affirms that no Director / employee has been denied access to the Chairman of the Audit Committee and that no complaints were received during the year.

Phyto Chem - Annual Report - 2018-19

36. Particulars of Employees

The Company has no employee whose remuneration falls within the purview of the limits prescribed under the provisions of Section 197 of the Companies Act, 2013, read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Particulars of Remuneration

Disclosures with respect to the remuneration of Directors and employees as required under Section 197(12) of Companies Act, 2013 and Rule 5 (1) Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given below:

a. The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year:

i. Executive Directors :

Sl.No.	Executive Directors	Ratio
1.	Mr.Y.Nayudamma	13.84
2.	Mr.Y.Janaki Ramaiah	7.76

ii. Non-Executive Directors :

Sl.No.	Name of the Director	Ratio
1.	Dr.P.Sreemannarayana	0.11
2.	Dr.Y.Venkateswarlu (Mr. K.Srinivasa Rao - Alternate Director)	0.08
3.	Mr.P.Anjaneyulu	0.06
4.	Mr.T.A.Choudary	0.17
5.	Mr.N.Sudhakar	0.19
6.	Mr.M.Balarama Krishnaiah	0.18
7.	Mrs.S.Kavitha Rani	0.18
8.	Mr G.S.R. Anjaneyulu	0.18

The Company has not paid any remuneration to the Non-Executive Directors except Sitting Fee.

b. The percentage increase in remuneration of each Director, Chief Executive Officer, Chief Financial Officer, Company Secretary in the financial year:

There is increase in remuneration of Managing Director which is 30.77% and Executive Director which is 2.51% in comparison to previous financial year.

c. Percentage increase in the median remuneration of employees in the financial year : 27.63%

d. The number of permanent employees on the rolls of Company: 103

e. The explanation on the relationship between average increase in remuneration and Company performance:

The increase in remuneration is in line with market trends. In order to ensure that the remuneration reflects Company's performance, the pay is linked to organizational performance. As per the Company's practice, annual increments to the Employees were sanctioned. Hence there is consequent increase in the remuneration of the employees.



Phyto Chem (India) Limited

f. Variations in the market capitalisation of the Company as at the closing date of the current financial year and previous financial year:

Particulars	As at 31-03-2019 (Rs. in Lakhs)	As at 31-03-2018 (Rs. in Lakhs)
Closing rate of share at BSE (Rs.)	29.00	59.20
EPS (Rs.)	1.69	2.14
Market Capitalization (Rs in Lakhs)	1247.06	2545.72

g. Percentage increase or decrease in the market quotations of the shares of the Company in comparison to the rate at which the Company came out with the last public offer:

The Company made an Initial Public Offer in the year 1995 at par price of Rs.10/- per each equity share. As on 31st March, 2019, the Market quotation for the Company's Equity shares at BSE Limited is Rs.29.00.

h. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration:

There has been increase of 30.77% (Rs.6.00 Lakhs) of Managing Director and increase of 2.51% (Rs.0.35 Lakhs) of Executive Director in the managerial remuneration and 27.63 % of increase in the salaries to employees of the Company.

i. Comparison of each remuneration of the Key Managerial Personnel against the performance of the Company:

Name of the Person	Remuneration (Rs. in Lakhs)	Total Revenue (Rs. in Lakhs)	Remuneration as a % of total revenue
Mr. Y. Nayudamma - Managing Director	25.50	6009.20	0.42
Mr. Y. Janaki Ramaiah - Executive Director	19.50	6009.20	0.32
Mr. Pavansingh Thakur - Company Secretary *	1.85	6009.20	0.03

* Mr. Pavansingh Thakur has joined as Company Secretary in the Company on 19-11-2018.

j. The key parameters for any variable component of remuneration availed by the Directors: Nil

k. The ratio of the remuneration of the highest paid Director to that of the employees who are not Directors but receive remuneration in excess of the highest paid Director during the year : None.

l. Affirmation that the remuneration is as per the remuneration policy of the Company:

The Company affirms remuneration paid to Key Managerial Personnel is as per the remuneration policy of the Company.

37. Corporate Governance :

The Company is committed to maintain and adhere to the good standards of Corporate Governance. As per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a Report on Corporate Governance forming part of this Report, together with the Auditors' Certificate regarding the compliance of the conditions of Corporate Governance is given in a separate section in the Annual Report.

38. Management Discussion and Analysis Report:

Management Discussion and Analysis Report, pursuant to Regulation 34 (2) of SEBI (LODR) Regulations, 2015 a Report on Management Discussion and Analysis is annexed hereto as Annexure - IV.

Phyto Chem - Annual Report - 2018-19

39. Particulars regarding Energy Consumption, Technology Absorption and Foreign Exchange Earning and Outgo:

The particulars prescribed under Section 134 of the Companies Act, 2013 read with Rule 8 (3) of the Companies (Accounts) Rules, 2014, relating to Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo are furnished in Annexure-V to this Report.

40. Prevention of Insider Trading :

Your Company has in place code of conduct to regulate, monitor and report trading by designated persons and code of practices and procedures for fair disclosure of unpublished price sensitive information which is in adherence to the SEBI (Prohibition of insider trading) Amendment Regulations, 2018. The disclosures received pursuant to this code and the Regulations are disseminated to the Stock Exchanges with in prescribed time limit. Report of compliance office was placed before the Board. The code is available at the company's website at the following link www.phytochemindia.com

All the Board Members and the designated employees have confirmed the compliance with the Code.

41. Payment of Listing fee :

The shares of the Company are listed at Bombay Stock Exchange Limited, which has nationwide trading terminals and the listing fee has been paid by the Company upto date.

Acknowledgements :

The Directors wish to express their appreciation for the assistance and continued co-operation received from the Central and State Governments, Banks, Financial Institutions, Customers, Dealers and Suppliers and also the Directors wish to thank all the employees for their dedicated contribution, support and continued co-operation throughout the year at all levels.

For and on Behalf of the Board

**Place : Hyderabad
Date : 14th August, 2019**

**Y. Nayudamma
Managing Director
DIN : 00377721**



Phyto Chem (India) Limited

Annexure-I

Phyto Chem (India) Limited

EXTRACT OF ANNUAL RETURN

Form No.MGT - 9

as on the financial year ended on 31st March, 2019

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

1. REGISTRATION AND OTHER DETAILS

- | | |
|--|---|
| i. Company Identification Number (CIN) | L24110TG1989PLC009500 |
| ii. Registration Date | 11-01-1989 |
| iii. Name of the Company | M/s Phyto Chem (India) Limited |
| iv. Category / Sub-Category of the Company | Company Limited by shares /
Indian Non-Government Company |
| v. Address of the Registered office and contact details | Survey No.628, Temple Street,
Bonthapally - 502 313, Gummadidala Mandal,
Sangareddy District, Telangana State.
Tel : 08458-275236, Fax : 040-23557714
E-Mail ID: info@phytochemindia.com |
| vi. Whether Listed Company | Yes |
| vii. Name, Address and Contact details of Registrar and Transfer Agent, if any | M/s Bigshare Services Pvt. Limited,
306, 3rd Floor, Right Wing,
Amrutha Ville, Opp : Yashoda Hospital,
Raj Bhavan Road, Somajiguda,
Hyderabad - 500 082.
Phone No.040-23374967, Fax : 040-23370295.
E-Mail ID: bsshyd1@bigshareonline.com |

2. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

(All the business activities contributing 10% or more of the total turnovers of the Company shall be stated)

S.No.	Name and Description of main products / services	NIC Code of the Product / Service	% to total turnover of the Company
1	Pesticides Formulations	20211	100 %

3. Particulars of Holding, Subsidiary and Associate Companies: Not Applicable

Phyto Chem - Annual Report - 2018-19

4. SHAREHOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i. Category-wise Shareholding

Category of Shareholders	No. of Shares held at the beginning of the Year (As on 31st March, 2018)				No. of Shares held at the end of the Year (As on 31st March, 2019)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
1. Indian	-	-	-	-	-	-	-	-	-
a. Individual / HUF	1659416	9682	1669098	38.81	1659216	8682	1667898	38.79	(0.02)
b. Central Govt.	-	-	-	-	-	-	-	-	-
c. State Govt.	-	-	-	-	-	-	-	-	-
d. Bodies Corp.	-	-	-	-	-	-	-	-	-
e. Banks / F.I.s	-	-	-	-	-	-	-	-	-
f. Any other	-	-	-	-	-	-	-	-	-
Sub Total = A - 1	1659416	9682	1669098	38.81	1659216	8682	1667898	38.79	(0.02)
2. Foreign									
a. Individuals (Non-Resident Individuals / Foreign Individuals)	-	-	-	-	-	-	-	-	-
b. Bodies Corporate	-	-	-	-	-	-	-	-	-
c. Institutions	-	-	-	-	-	-	-	-	-
d. any other	-	-	-	-	-	-	-	-	-
Sub Total = A - 2	-	-	-	-	-	-	-	-	-
Total Shareholding of Promoter = A - 1+2	1659416	9682	1669098	38.81	1659216	8682	1667898	38.79	(0.02)
B. Public Shareholding									
1. Institutions	-	-	-	-	-	-	-	-	-
a. Mutual Funds	-	8500	8500	0.20	-	8000	8000	0.19	(0.01)
b. Banks / F.I.s	-	-	-	-	-	-	-	-	-
c. Central Govt.	-	-	-	-	-	-	-	-	-
d. State Govt(s).	-	-	-	-	-	-	-	-	-
e. Venture Capital Fund	-	-	-	-	-	-	-	-	-
f. Insurance Companies	-	-	-	-	-	-	-	-	-
g. F.I.s.	-	-	-	-	-	-	-	-	-
h. Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i. Others	-	-	-	-	-	-	-	-	-
Sub Total = B - 1	-	8500	8500	0.20	-	8000	8000	0.19	(0.01)
2. Non-institutions									
a. Bodies Corp.	261919	9700	271619	6.32	242706	9400	252106	5.86	(0.46)
i. Indian	-	-	-	-	-	-	-	-	-
ii. Overseas	-	-	-	-	-	-	-	-	-
b. Individuals	-	-	-	-	-	-	-	-	-
i. Individual as Shareholders holding nominal share capital upto Rs.2.00 Lakhs	1100286	773934	1874220	43.58	1209694	727334	1937028	45.05	1.47
ii. Individual as Shareholders holding nominal share capital in excess of Rs.2.00 Lakhs	276872	0	276872	6.44	337919	0	337919	7.86	1.42
c. Others	-	-	-	-	-	-	-	-	-
d. Non Resident Indians	114309	66400	180709	4.20	19545	66400	85945	2.00	(2.20)
e. Overseas Corporate Bodies	-	-	-	-	-	-	-	-	-
f. Foreign Nationals	-	-	-	-	-	-	-	-	-
g. Clearing Members	19182	0	19182	0.45	11304	0	11304	0.26	(0.19)
h. Trusts	-	-	-	-	-	-	-	-	-
i. Foreign Bodies	-	-	-	-	-	-	-	-	-
Sub Total = B - 2	1772568	850034	2622602	60.99	1821168	803134	2624302	61.03	0.04
Total Public Shareholding = B - 1 + 2	1772568	858534	2631102	61.18	1821168	811134	2632302	61.21	0.03
C. Shares held by Custodian for GDRs & ADRs									
Grand Total = (A+B+C)	3431984	868216	4300200	100	3480384	819816	4300200	100	-



Phyto Chem (India) Limited

4. ii. Shareholding of Promoters:

S. No.	Shareholder's Name	Shareholding at the beginning of the year as on 01-04-2018			Shareholding at the end of the year as on 31-03-2019			% 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	Mr.Y. Nayudamma	338306	7.87	-	338306	7.87	-	-
2	Mrs.U. Ramadevi	162400	3.78	-	162400	3.78	-	-
3	Dr.P. Sreemannarayana	125100	2.91	-	125100	2.91	-	-
4	Mr.Y. Janakiramaiah	97372	2.26	-	97372	2.26	-	-
5	Dr.Y.Venkateswarlu	95000	2.21	-	95000	2.21	-	-
6	Mrs.P. Akkamma	84400	1.96	-	84400	1.96	-	-
7	Mrs.M. Nagendram	75800	1.76	-	75800	1.76	-	-
8	Mr.P. Nagaraja	70500	1.64	-	70500	1.64	-	-
9	Mr.Y. Prabhakara Rao	65200	1.52	-	65200	1.52	-	-
10	Mr.P. Anjaneyulu	64400	1.50	-	64400	1.50	-	-
11	Mrs.Y. Lakshmi Prasanna	55078	1.28	-	55078	1.28	-	-
12	Mrs.A. Ranga kumari	46000	1.07	-	46000	1.07	-	-
13	Mrs.T. Rajanee Devi	40500	0.94	-	40500	0.94	-	-
14	Mrs.J. Anjana Devi	39700	0.92	-	39700	0.92	-	-
15	Mrs.K. Subhashini	32700	0.76	-	32700	0.76	-	-
16	Mr.Y.Sreemannarayana	32600	0.76	-	32600	0.76	-	-
17	Mrs.M. Sreelakshmi Bhavani	32500	0.76	-	32500	0.76	-	-
18	Mrs.P. Umadevi	31000	0.72	-	31000	0.72	-	-
19	Mrs.Y. Nirjala Devi	30000	0.70	-	30000	0.70	-	-
20	Mr.K.R.Choudary	26300	0.61	-	26300	0.61	-	-
21	Mr.K.Srinivasa Rao	20000	0.47	-	20000	0.47	-	-
22	Mrs.K. Lakshmi Devi	18300	0.43	-	18300	0.43	-	-
23	Mr.Y. Anil Choudary	17600	0.41	-	17600	0.41	-	-
24	Mr.Y. Venkateswarlu	14400	0.33	-	14400	0.33	-	-
25	Mrs.R.Jyotsna	12500	0.29	-	12500	0.29	-	-
26	Mrs.K.Ramasasi	12000	0.28	-	12000	0.28	-	-
27	Mr.K.Koteswara Rao	8300	0.19	-	8300	0.19	-	-
28	Mrs.R. Vijaya Sasi	8176	0.19	-	8176	0.19	-	-
29	Mr.T.Venkateswarlu	8000	0.19	-	8000	0.19	-	-
30	Mr.P.Nageswara Rao	2500	0.06	-	2500	0.06	-	-
31	Mr.K.Srinivasu	1000	0.02	-	0	0.00	-	0.02
32	Mr.U.Venkateswara Rao	900	0.02	-	900	0.02	-	-
33	Mr.B.Srinivasa Rao	182	0.004	-	182	0.004	-	-
34	Mr.N.Sudhakar	100	0.002	-	0	0.00	-	0.002
35	Mr.C.N.Chary	100	0.002	-	100	0.002	-	-
36	Mr.Y.Venkateswara Rao	100	0.002	-	0	0.00	-	0.002
37	Mr.T.Ankamma Choudary	84	0.002	-	84	0.002	-	-
	TOTAL	1669098	38.81		1667898	38.79		0.024

Phyto Chem - Annual Report - 2018-19

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

S.No.		Shareholding at the beginning of the year as on 01-04-2018		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1	At the beginning of the year date wise Increase / Decrease in	1669098	38.81	1669098	38.81
2	Promoters: a. Increase by transfer b. Decrease by transfer	(1200)	(0.024)	1667898	38.79
3	At the end of the year - 31-03-2019	1667898	38.79	1669098	38.79

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

Sl. No.	For each of the Top 10 Shareholders	Shareholding at the beginning of the year 01-04-2018		Shareholding at the end of the year 31-03-2019	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
1	Andhra Pradesh Industrial Development Corporation Limited	199000	4.63	199000	4.63
2	Mrs Anitha Gupta	87015	2.02	125319	2.91
3	Mr K.Rajesh Choudary	69411	1.61	69411	1.61
4	Mrs P. Himabindu	38021	0.88	38021	0.88
5	Mr Kashyap Mukeshabhai Prajapati	29544	0.69	31933	0.74
6	Mr Rasilaben Deepkbhai Gaudani	29626	0.69	29626	0.69
7	Mr.Bhaskar R.Ravi	24000	0.56	24000	0.56
8	Mr. Heena Jayesh Patel	-	-	22509	0.52
9	Mr. Mohineesh Yalamanchili	-	-	21100	0.49
10	Mr. Yash Gupta	13640	0.32	19384	0.45



Phyto Chem (India) Limited

4. v. Shareholding of the Directors and Key Managerial Personnel:

S. NO	Shareholding of each Director and each Key Managerial Personnel	Shareholding at the beginning of the year 01-04-2018		Cumulative shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1	Dr. P. Sreemannarayana				
	a. At the beginning of the year	125100	2.91	125100	2.91
	b. Date wise Increase/Decrease	-	-	-	-
	c. At the end of the year	125100	2.91	125100	2.91
2	Mr. Y. Nayudamma				
	a. At the beginning of the year	338306	7.87	338306	7.87
	b. Date wise Increase/Decrease	-	-	-	-
	c. At the End of the year	338306	7.87	338306	7.87
3	Mr. Y. Janaki Ramaiah				
	a. At the beginning of the year	97372	2.26	97372	2.26
	b. Date wise Increase/Decrease	-	-	-	-
	c. At the end of the year	97372	2.26	97372	2.26
4	Mr. P. Anjaneyulu				
	a. At the beginning of the year	64400	1.50	64400	1.50
	b. Date wise Increase/Decrease	-	-	-	-
	c. At the end of the year	64400	1.50	64400	1.50
5	Dr. Y. Venkateswarlu				
	a. At the beginning of the year	95000	2.21	95000	2.21
	b. Date wise Increase/Decrease	-	-	-	-
	c. At the end of the year	95000	2.21	95000	2.21
6	Mr. T.A. Choudary				
	a. At the beginning of the year	84	0.002	84	0.002
	b. Date wise Increase/Decrease	-	-	-	-
	c. At the end of the year	84	0.002	84	0.002
7	Mr. N. Sudhakar				
	a. At the beginning of the year	100	0.002	100	0.002
	b. Date wise Increase/Decrease	100	0.002	100	0.002
	c. At the end of the year	100	0.002	0	0
8	Mr. M. Balarama Krishnaiah				
	a. At the beginning of the year	-	-	-	-
	b. Date wise Increase/Decrease	-	-	-	-
	c. At the end of the year	-	-	-	-
9	Mrs. S. Kavitha Rani				
	a. At the beginning of the year	-	-	-	-
	b. Date wise Increase/Decrease	-	-	-	-
	c. At the end of the year	-	-	-	-
10	Mr. G.S.R Anjaneyulu				
	a. At the beginning of the year	-	-	-	-
	b. Date wise Increase/Decrease	-	-	-	-
	c. At the end of the year	-	-	-	-
11	Mr. Pavansingh Thakur				
	a. At the beginning of the year	-	-	-	-
	b. Date wise Increase/Decrease	-	-	-	-
	c. At the end of the year	-	-	-	-

Phyto Chem - Annual Report - 2018-19

5. INDEBTEDNESS:

(in Rs.)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year (01-04-2018)				
i. Principal Amount	171976077	30628561	-	202604638
ii. Interest due but not paid	-	-	-	-
iii. Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	171976077	30628561	-	202604638
Change in Indebtedness during the financial year - 2018-19				
* Addition	-	7779248	-	7779248
* Reduction	-916984	-	-	-916984
Net Change	-916984	7779248		6862264
Indebtedness at the end of the financial year (31-03-2019)				
i. Principal Amount	171059093	38407809	-	209466902
ii. Interest due but not paid	-	-	-	-
iii. Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	171059093	38407809	-	209466902

6. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

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

S.No.	Particulars of Remuneration	Name of MD/WTD/Manager		Total Amount (in Rs.)
		* Y.Nayudamma Managing Director	* Y.Janaki Ramaiah Executive Director	
1	Gross Salary			
	a. Salary as per provisions contained in section 17(1) of the Income -Tax Act, 1961	25,49,940	14,29,956	39,79,896
	b. Value of perquisites u/s 17(2) Income -Tax Act, 1961	---	---	---
	c. Profits in lieu of Salary under section 17(3) Income - Tax Act, 1961	---	---	---
2	Stock Option	---	---	---
3	Sweat Equity			-
4	Commission -as % of profit -others, specify....	---	---	---
5	Others, please specify	---	---	---
	Total -A	25,49,940	14,29,956	39,79,896
	Ceiling as per the Act	Rs. 30,00,000 p.a.	Rs. 30,00,000 p.a.	-



Phyto Chem (India) Limited

6. B. Remuneration to other Directors :

in.Rs.

S.No	Particulars of Remuneration	Name of Directors					Total Amount
		N.Sudhakar	T.A. Choudary	M.Balarama Krishnaiah	S.Kavitha Rani	G.S.R.Anjaneyulu	
1	Independent Directors						
	a. Fee for attending Board, Committee meetings	34,500	30,500	34,000	34,000	34,000	1,67,000
	b. Commission	-	-	-	-	-	-
	c. Others, please specify	-	-	-	-	-	-
	Total -1	34,500	30,500	34,000	34,000	34,000	1,67,000
2	Other Non-Executive Directors						
		P. Sreemannarayana	P. Anjaneyulu	Y. Venkateswarlu			
	a. Fee for attending Board, Committee meetings	21,000	10,500	14,000	-	-	45,500
	b. Commission	-	-	-	-	-	-
	c. Others, please specify	-	-	-	-	-	-
	Total -2	21,000	10,500	14,000	-	-	45,500
	Total -B =1+2	55,500	41,000	48,000	34,000	34,000	2,12,500
	Overall Ceiling as per the Act	Not exceeding Rs. 1.00 lakh each meeting per member					
	Total Managerial Remuneration = A+B						41,92,396

6. C. Remuneration to Key Managerial Personnel otherthan MD/WTD/Manager

in.Rs.

S.N	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CFO	**CS	Total
1	Gross salary				
a.	Salary as per provisions Contained in Section 17(1) of the Income-tax Act, 1961	-	-	327,366	327,366
b.	Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-
c.	Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission				
	- as % of profit	-	-	-	-
	- others, specify	-	-	-	-
5	others, please specify	-	-	-	-
	Total	-	-	327,366	327,366

Note:

* Mr. Y.Nayudamma is the Managing Director as well as CEO of the Company and his remuneration particulars are given in Table 6.A. above and Remuneration Particulars of Mr. Y.Janaki Ramaiah, Executive Director are also given in Table 6.A. above.

** Mr. Pavansingh Thakur was appointed as Company Secretary of the Company on 19-11-2018 and the remuneration paid to him is Rs. 184,800.00. However Mr. Pawan Kumar Tiwary was the Company Secretary of the Company till 01-10-2018 and remuneration paid to him is Rs.1,42,566.00 during the year under review.

7. Penalties / Punishments / Compounding of Offences: None

Phyto Chem - Annual Report - 2018-19

Secretarial Audit Report

Annexure - II

Form No. MR-3

for the Financial Year ended on 31st March, 2019

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

To

The Members,

M/s Phyto Chem (India) Limited,

Survey No. 628, Temple Street,

Bonthapally - 502 313,

Gumadidala Mandal, Sangareddy District,

Telangana State.

We have conducted the secretarial audit of the Compliance of applicable statutory provisions and the adherence to good corporate practices by Phyto Chem (India) Limited (CIN: L24110TG1989PLC009500) (hereinafter called the Company). Secretarial Audit was conducted 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 Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2019 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, 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 Phyto Chem (India) Limited ("the company") for the financial year ended on 31st March, 2019 according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- v. The Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') viz :-
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - d. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulation, 2014;
 - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - 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; and
 - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
 - i. The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015



Phyto Chem (India) Limited

VI. and other applicable laws applicable to the company

- i. Insecticides Act, 1968
- ii. Legal Metrology Act, 2009
- iii. The Petroleum Rules, 2002

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India to the extent applicable under the Companies Act 2013.
- (ii) The Listing Agreement(s) entered into by the Company with Stock Exchange(s)

We further report that the Compliance by the Company of applicable financial laws, like direct and indirect tax laws, has not been reviewed thoroughly in this audit since the same have been subject to review by statutory financial audit and other designated professionals.

- (i) During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc except 1(One) Forms ADT-3 was filed late with additional fee with the MCA.

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 clarifications on the agenda items before the meeting and for meaningful participation at the meeting. Board decisions are carried out with unanimous consent and therefore, no dissenting views were required to be captured and recorded as part of the minutes.

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 Puttaparthi Jagannatham & Co.

Place: Hyderabad

Date: 09-07-2019

**Navajyoth Puttaparthi
Partner
FCS No: 9896 ; C P No.: 16041**

Note: This report is to be read with our letter of even date which is annexed as "Annexure" and forms integral part of this report.

Phyto Chem - Annual Report - 2018-19

Secretarial Audit Report

Annexure: II-A

To
The Members,
M/s Phyto Chem (India) Limited,
Survey No.628, Temple Street,
Bonthapally - 502 313,
Gummadidala Mandal, Sangareddy District,
Telangana State.

Our report of event 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 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 our opinion.
- 3 We have not verified the correctness and 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 management. Our examination was limited to the verification of procedures on test 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 Puttaparthi Jagannatham & Co.

Place: Hyderabad
Date: 09-07-2019

Navajyoth Puttaparthi
Partner
FCS No: 9896 ; C P No.: 16041



Phyto Chem (India) Limited

Annexure – III

FORM NO. AOC – 2

[Pursuant to clause (h) of sub-section (3) of section 134 of the Companies Act, 2013 and Rule 8 (2) of the Companies (Accounts) Rules, 2014]

Form for Disclosure of particulars of Contracts / Arrangements entered into by the Company with the related parties referred to in Section 188 of the Companies Act, 2013.

1. Details of contracts or arrangements or transactions not at arm's length basis: Nil
2. Details of material contracts or arrangements or transactions at arm's length basis:

Name(s) of the related party and nature of relationship	Nature of contracts/ arrangements/ Transactions	Duration of the contracts/ arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Dates of approval by the Board, if any	Amount in Rs.
Mr. Y. Nayudamma Managing Director	Unsecured Loan	5 years	Repayable with interest	20-07-2019	3,07,15,469.00
Mr. Y. Janaki Ramaiah Executive Director	Unsecured Loan	5 years	Repayable with interest	20-07-2019	76,92,340.00

Management Discussion and Analysis

M/s Phyto Chem (India) Limited has been carrying on the business in two segments i.e. Pesticides Formulations and the Real Estate Activities.

Pesticides plays a vital role in the Agriculture sector and has been continuously contributing to the growth of the Agriculture Sector over past several years. The Manufacturing facilities in the Company for pesticides formulations has helped the Company in producing good quality products and achieving good turnovers even during the testing Agri conditions. The Real Estate activity across the Country is improving steadily and the Company is striving hard to excel in the same.

The SWOT Analysis is as follows :

1. Strengths:

- The Company is a Brand known for quality, customized marketing approach, Encouraging Government policies and development of irrigation facilities in the country.
- Positive growth in Real Estate and Infrastructure sectors.

2. Weakness:

- Vagaries in Rainfall & un-favorable climatic conditions and severe competition from the big players.
- Inflation related Economy and oscillations in demand for Real Estate related projects.

3. Opportunities:

- Supportive policies of the Government in Agriculture Sector and increased product range.
- Government policies and enhanced purchasing power is auguring well for good demand in the Real Estate.

4. Threats:

- Heavy competition.Change in Government policies and Bank interest rates.
- Inflation and interest rates have bearing on the demand for Real Estate activities. Price wars triggered by big players and other competitors in the market.

5. Financial Analysis:

The Financial Analysis of the Company have been detailed in Directors' Report under para Review of Operations.

6. Future Outlook:

The Company tries to continue its focus on product and its quality development and also to penetrate into key markets.

- Company exploring new opportunities for diversification into new business areas.

7. Internal Control Procedures:

The Company has Audit Committee and has the mechanism to review the Internal Audit Control procedures. Periodic Audits of the Accounts are carried out internally to attain the object of internal procedures. The Company has also appointed M/s T.Adinarayana & Co., Chartered Accountants as Internal Auditors of the Company to conduct internal audit on the Accounts and procedural Compliances.

8. Human Resources:

The Company has able and experienced staff and dedicated executives. The human relations with the staff continue to be good. In house training is given to the employees to motivate and contribute to the enhanced productivity. The human resources are considered invaluable resources of the Company.

9. Cautionary Statement:

The statements in the Management Discussion and Analysis describing the Company's objectives, projections, estimates or 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 and the achievement of results is subject to risks, uncertainties, economic conditions, demand / supply and price conditions, which may influence the operations of the Company.

For and on behalf of the Board

**Y.Nayudamma
Managing Director
DIN:00377721**

**Place : Hyderabad
Date : 14th August, 2019**



Phyto Chem (India) Limited

Annexure – V

Conservation of Energy, Technology Absorption, Foreign Exchange and Outgo. Information under Section 134 of the Companies Act, 2013 read with rule 8 of the Companies (Accounts) Rules, 2014 and forming part of Board's Report for the year ended 31st March, 2018.

A. Conservation of Energy:

The Company has been putting regular efforts to improve Energy efficiency through Energy Conservation Measures.

i. Energy conservation measures taken:

- * The Company has carried out various measures to optimize energy consumption.
- * The Company has replaced conventional electrical cables, MCBs etc. with latest Electrical items.

ii. Impact of measures taken:

- * Reduction in annual Diesel oil consumption.
- * Continuous alertness of power saving.

iii. Steps taken for utilizing alternate sources of the energy:

- * Company is evaluating the economic viability for installation of Solar Street Lights and Solar panels for Plant Lighting.

iv. Capital investment on Energy conservation equipments:

- * Capital Expenditure has not been accounted for separately.

B. Technology Absorption:

Research and Development (R&D):

i. Effects in brief made towards Technology Absorption:

- * The Company has adopted Indigenous Technology for manufacture of Pesticides Formulations and no imported technology is involved.
- * The Company has an In-house R&D division for improving the quality, productivity and for developing the new viable products.

ii. Benefits derived as a result of the above efforts:

- * Improvement in product quality and productivity.
- * Enhanced products range to address emerging market opportunities.

iii. Imported technology (imported during the last three years reckoned from the beginning of the financial year):

- * Not applicable as no technology was imported during the last three years.

iv. Expenditure incurred on Research and Development:

- * R & D Expenditure has not been accounted for separately.

C. Foreign Exchange Earnings and Outgo:

During the year, there were no exports. The export market for pesticide formulation is not encouraging due to thin margins and heavy competition from Technical Pesticide Manufacturers.

i. **Total Foreign Exchange outflow:**

Equivalent to Rs. 1463.76 lakhs (USD 21.03 lakhs) towards Raw materials.

ii. **Total Foreign Exchange inflow:**

Equivalent to Rs. Nil (USD Nil) towards Exports of Pesticides Formulations.

For and on Behalf of the Board

Place : Hyderabad
Date : 14th August, 2019

Y. Nayudamma
Managing Director
DIN : 00377721

Phyto Chem - Annual Report - 2018-19

Corporate Governance Report

1. Company's Philosophy on Corporate Governance:-

The Board lays strong emphasis on attainment of high levels of Transparency, Accountability and Integrity and the corporate actions, which balance the interest of the stakeholders. The Company has adopted a code of conduct for Members of the Board, Senior Management and Key Managerial Personnel, who have all affirmed in writing their adherence to the Code.

2. Board of Directors:-

The Board of Directors comprises of 10 Directors of which 3 are Promoter Directors. viz. Dr. P. Sreemannarayana, Mr. Y. Nayudamma and Dr. Y. Venkateswarlu. Six Board Meetings were held during the period from April, 2018 to March, 2019 on the following dates:

30th May, 2018, 13th August, 2018, 29th September, 2018, 12th November, 2018, 13th February, 2019 and 30th March, 2019,

The Attendance of the Directors at Meetings and Number of other Directorships:

Sl. No.	Name of the Director	Designation	Category	Number of Board Meetings attended	Attendance at last AGM (Yes/No)	Other Directorships
1.	Dr. P. Sreemannarayana	Chairman	NE&NI	6	Yes	2
2.	Mr. Y. Nayudamma	M.D	E&NI	6	Yes	3
3.	Mr. Y. Janaki Ramaiah	E.D	E&NI	6	Yes	1
4.	Dr. Y. Venkateswarlu	Director	NE&NI	-	-	-
	a. Mr. K. Srinivasa Rao	Alternate Director	NE&NI	4	Yes	1
5.	Mr. P. Anjaneyulu	Director	NE&NI	3	No	3
6.	Mr. T.A. Choudary	Director	NE & I	5	No	5
7.	Mr. N. Sudhakar	Director	NE & I	5	Yes	-
8.	Mr. M. Balarama Krishnaiah	Director	NE & I	6	Yes	5
9.	Mrs. S. Kavitha Rani	Director	NE & I	6	Yes	-
10.	Dr. G.S.R. Anjaneyulu	Director	NE & I	6	Yes	1

NE = Non-Executive I = Independent E = Executive NI = Non - Independent

None of the Directors on the Board is a member of more than 10 Committees and Chairman of more than 5 Committees across all the Companies in which they are Directors.

3. Code of Conduct :-

Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has suitably modified the 'Code of Conduct for Board of Directors, Senior Management and Key Managerial Personnel' (Code of Conduct) and is available on the Company's website. The Directors and senior management personnel have affirmed their compliance with the Code of Conduct as at 31st March, 2019.

4. Audit Committee:-

The Company has a qualified and independent Audit Committee comprising five non-executive Independent Directors, constituted in accordance with the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 entered with the Stock Exchange and Section 177 of the Companies Act, 2013. The role, terms of reference and authority and powers of the Audit Committee are in conformity with the requirements of Companies Act, 2013 and Listing Agreement.



Phyto Chem (India) Limited

The Committee held Four meetings during the year 2018-19 i.e on 30th May, 2018, 13th August, 2018, 12th November, 2018 and 13th February, 2019 and the attendance at the meetings was as under :

S.No.	Name of the Member	Attendance Particulars	Category
1.	Mr.N.Sudhakar	3	Chairman
2.	Mr.T.A.Choudary	4	Member
3.	Mr.M.Balarama Krishnaiah	4	Member
4.	Mrs.S.Kavitha Rani	4	Member
5.	Mr G.S.R.Anjaneyulu	4	Member

The Audit Committee discussed with the Statutory Auditors on the "Limited Review" of the quarterly / half-yearly / yearly accounts, the audit plan for the year, matters relating to compliance with accounting standards, the Auditors observations arising from the Annual Audit of the Company's accounts and other related matters. Mr N.Sudhakar, Chairman, Audit Committee was present in the last Annual General Meeting.

5. Nomination and Remuneration Committee:-

The Nomination and Remuneration Committee held two meetings during the year 2018-19 i.e., 12-11-2018 and 30-03-2019 with the following members.

Sl.No	Name of he Member	Attendance	Category
1.	Mr. T.A. Choudary	2	Chairman
2.	Mr. M. Balarama Krishnaiah	2	Member
3.	Mr. N. Sudhakar	1	Member
4.	Mr. S. Kavitha Rani	2	Member
5.	Mr. G.S.R. Anjaneyulu	2	Member

Remuneration Policy :

Remuneration Policy of the Company is summarised as follows :

a. Policy for Selection and Appointment of Directors and their Remuneration :

The Remuneration Committee has adopted a Charter which, inter alia, deals with the manner of selection of Board of Directors and Executive Directors and their remuneration.

b. Criteria of Selection of Non Executive Directors :

The Non Executive Directors shall be of high integrity with relevant expertise and experience so as to have a diverse Board with Directors having expertise in the fields of manufacturing, marketing, finance, taxation, laws, governance and general management.

In case of appointment of Independent Directors, the Remuneration Committee shall satisfy itself with regard to the independent nature of the Directors vis-à-vis the Company so as to enable the Board to discharge its functions and duties effectively.

The Remuneration Committee shall ensure that the candidate identified for appointment as a Director is not disqualified for appointment under Section 164 of the Companies Act, 2013. The Remuneration Committee shall consider the following attributes / criteria, whilst recommending to the Board the candidature for appointment as Director.

- i. Qualification, expertise and experience of the Directors in their respective fields;
- ii. Personal, Professional or business standing;
- iii. Diversity of the Board.

Phyto Chem - Annual Report - 2018-19

In case of reappointment of Non Executive Directors, the Board shall take into consideration the performance evaluation of the Director and his engagement level.

c. Remuneration :

i. For Managing Director and Executive Director :

The total remuneration payable to Managing Director and Executive Director is subject to Shareholders' approval and consists of Salary, allowances. Perquisites and benefits are in line with the Company's rules for Senior Managerial Personnel and Key Managerial Personnel.

ii. For Non-Executive Directors:

Sitting Fees is paid as per applicable provisions of the Companies Act, 2013 and rules made thereunder and the Articles of Association of the Company for attending meetings of the Board or any committees of the Board. The Directors are also reimbursed actual travel costs & incidental expenses incurred for attending such meetings or in connection with the Company's business. The Chairman of the Company is reimbursed the cost of travel and expenses incurred for attending Board and General Meetings.

The details of Remuneration of Directors during the period under review are as follows:

Sl. No	Name of the Director	Relationship with other Directors	Sitting Fees Rs.	Commission on Profits Rs.	Salary & Allowances Rs.	Perquisites Rs.	Total Rs.
1.	Dr. P. Sreemannarayana	Relative	21000.00	—	—	—	21000.00
2.	Mr. Y. Nayudamma	Relative	—	—	2549940.00	—	2549940.00
3.	Mr.Y. Janaki Ramaiah	Relative	—	—	1429956.00	—	1429956.00
4.	Dr. Y. Venkateswarlu	Relative	—	—	—	—	-
	a. Mr. K. Srinivasa Rao	Relative	14000.00	—	—	—	14000.00
5.	Mr. P. Anjaneyulu	Relative	10500.00	—	—	—	10500.00
6.	Mr. T.A. Choudary	—	30500.00	—	—	—	30500.00
7.	Mr. N. Sudhakar	—	34500.00	—	—	—	34500.00
8.	Mr. M. Balarama Krishnaiah	—	34000.00	—	—	—	34000.00
9.	Mrs. S. Kavitha Rani	—	34000.00	—	—	—	34000.00
10.	Dr. G.S.R. Anjaneyulu	—	34000.00	—	—	—	34000.00

Sitting fee to Non-executive Directors is Rs.3,500/- for each Board meeting, Rs.1500/- for each Audit Committee, and Rs.1000/- for each Performance Evaluation Committee, Risk Management Committee, Stakeholders Relationship Committee, Nomination and Remuneration Committee, Independent Directors and Share Transfer Committee meetings.

6. Performance Evaluation Committee :-

The Performance Evaluation Committee met once on 13-02-2019 during the year 2018-19. The attendance record of the members at the meeting were as follows:

Sl.No.	Name of the Member	Attendance	Designation
1.	Mr.M. Balarama Krishnaiah	1	Chairman
2.	Mr. N. Sudhakar	1	Member
3.	Mr. T. A. Choudary	1	Member
4.	Mrs. Kavitha Rani	1	Member
5.	Dr. G.S.R. Anjaneyulu	1	Member



Phyto Chem (India) Limited

7. Risk Management Committee :-

The Risk Management Committee met once on 13-02-2019 during the year 2018-19. The attendance record of the members at the meeting were as follows:

Sl.No.	Name of the Member	Designation	Attendance
1.	Mr. Y. Nayudamma	Chairman	1
2.	Mr. N. Sudhakar	Member	1
3.	Mr. T.A.Choudary	Member	1
4.	Mr. M. Balaramakrishnaiah	Member	1
5.	Mrs S.Kavitha Rani	Member	1
6.	Dr G.S.R.Anjaneyulu	Member	1

Business Risk and Management is ongoing process within the Organization. The Company has proper risk management framework to identify, monitor and minimise risks and also identify business opportunities.

The objectives and scope of the Risk Management Committee broadly comprises of :

- Oversight of risk management performed by the Executive Management;
- Reviewing the Business Risk and Management Policy and framework in line with local legal requirements and SEBI guidelines;
- Reviewing risks and evaluate treatment including initiating mitigation actions and ownership as per a predefined cycle;
- Defining framework for identification, assessment, monitoring, mitigation and reporting of risks; Within its overall scope as aforesaid, the Committee shall review risks, trends, exposure and potential impact analysis and mitigation plan.

8. Independent Directors' Meeting :-

During the year under review, the Committee comprises of Mrs S.Kavitha Rani as Chairperson, Mr T.A.Choudary, Mr. Balarama Krishnaiah, Mr N.Sudhakar and Dr G.S.R.Anjaneyulu as its members. The members met once on 13-02-2019 inter alia, to discuss the following items of business:

- Evaluation of the performance of the Non - Independent Directors and the Board of Directors as a whole.
- Evaluation of the performance of the Chairman of the Company taking into account the views of the Executive and Non Executive Directors;
- Evaluation of the quality, contents and timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

All Independent Directors were present in the meeting.

9. a. Stakeholders Relationship Committee :-

The Stakeholders Relationship Committee comprises of Mr G.S.R. Anjaneyulu as Chairman, Mr. T. A. Choudary, Mr. N. Sudhakar, Mr. M. Balarama Krishnaiah, Mrs S.Kavitha Rani and Mr.Y.Nayudamma as its Members. The Committee met once on 30-05-2018 during the year 2018-19.

All the complaints were redressed and no complaints received during the year were pending either in the beginning or ending of the year. The details are given below :-

Sl. No	Nature of Complaints.	No. of Letters Received	No. of Letters Resolved / Replied	Pending / Remarks
1.	No. of requests for Change of Address	8	0	0
2.	Non-receipt of Share Certs./ Bonus Shares	0	0	0
3.	Issue of Duplicate Share Certificates	9	8	0
4.	Non-receipt of Demat Confirmations / Rejections	0	0	0
5.	Revalidation of Refund Orders/ Dividend Warrants	1	9	0
6.	Non - receipt of Dividend Warrant	0	1	0
7.	Other Letters	231	231	0

During the year, there are no other investors grievances pending in respect of transfers, letters from SEBI & Stock Exchange

Phyto Chem - Annual Report - 2018-19

b. Share Transfer Committee :-

The Share Transfer Committee comprises of Mr. Y Nayudamma as Chairman, Mr.N.Sudhakar as Member, Mr.Y.Janaki Ramaiah, as Executive Director and Mr. PavanSingh Thakur as Compliance Officer and as Convenor.

10. General Body Meetings:-

The last three Annual General Meetings of the Company were held at the Registered Office of the Company at Survey No.628, Temple Street, Bonthapally - 502313, Gummadidala Mandal, Sangareddy District, Telangana State.

- i 29th September, 2016 at 11:45 A.M
- ii 25th September, 2017 at 11:45 A.M
- iii 29th September, 2018 at 12:15 P.M. respectively

No postal ballots were used / invited for voting at these meetings in respect of the Special Resolutions required to be passed nor they are proposed at the ensuing Annual General Meeting.

11. Dematerialisation of Shares and Liquidity :-

As on 31st March, 2019, 80.94% of the shares of your Company have been dematerialised. As the trading of / transfer of your Company shares are being conducted only in electronic form and all other members holding shares in physical form are requested to convert their shareholdings to electronic form at the earliest.

12. Disclosures under Sexual Harassment of Women at workplace (Prevention, Prohibition and Redressal) Act, 2013 :

Our Company has complied with provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of women at workplace (Prevention, Prohibition and Redressal) Act, 2013. There are no cases filed / complaints lodged in the Company during the year under review in respect of the Sexual Harassment of Women at workplace.

13. Disclosures :-

Pecuniary disclosure with regard to interested Directors:-

a. Disclosures on materially significant related party transactions of the Company of material nature, with its Promoters, the Directors or the Management, their Subsidiaries or Relatives, that may have potential conflict with the interests of the Company at large:-

None of the transactions with any of related parties was in conflict with interest of the Company.

b. Details of non-compliance by the Company and the 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:-

There were no instances of non-compliance of any matter related to Capital Market during the last three years and no penalties or fines imposed by any Statutory Authorities.

c. Compliance Certificate of the Auditors:

Certificate of the Statutory Auditor's has been obtained on the compliance of the conditions of Corporate Governance in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with stock exchanges and the same is annexed.

d. Details of compliance with mandatory requirements and adoption of the non-mandatory requirements of this clause:

The Company has fully complied with the mandatory requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 of the Stock Exchange.

e. The Management Discussion and Analysis is a part of this Annual Report.

f. Certificate from Company Secretary in Practice :

M/s. Puttapparthi Jagannatham & Co., Practicing Company Secretaries, has issued a certificate as required under the Listing Regulations, confirming that none of the directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as director of companies by the SEBI/ Ministry of Corporate Affairs or any such statutory authority. The certificate is enclosed with this section as Annexure - A.



Phyto Chem (India) Limited

14. Means of Communication:-

- The Company publishes its quarterly, half yearly and annual results in the Business Standard and Andhra Prabha (Telugu). These results are submitted to the Stock Exchange in accordance with the permission of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- Website : www.phytochemindia.com
- Email Id : investorsrelations@phytochemindia.com

15. General information for members :-

a. Thirtieth Annual General Meeting :

Date, Time & Venue : Wednesday, the 25th day of September, 2019 at 12:15 P.M

M/s Phyto Chem (India) Limited, Regd. Office : Survey No.628, Temple Street,
Bonthapally - 502 313, Gummadidala Mandal, Sangareddy District, Telangana
State.

b. Financial Calendar:

Results	For 2018-19 were announced on	For 2019-20 will be announced by
First Quarter	13th August, 2018	14th August, 2019
Second Quarter/Half year	12th November, 2018	14th November, 2019
Third Quarter	12th February, 2019	14th February, 2020
Yearly - Audited Results	30th May, 2019	30th May, 2020

c. Dates of Book Closure :

19th September, 2019 to 25th September, 2019 both days inclusive.

d. Dividend Payment Date : Not Applicable

e. i. Stock Exchanges where listed :

Bombay Stock Exchange Limited, P.J. Towers, Dalal Street, Mumbai - 400 001.

ii. Stock Code (BSE) : 524808

f. Market Price Data :

The market price data High/Low during each month in the last financial year (2018-19) at the Bombay Stock Exchange Limited, Mumbai is as follows:-

Period	Bombay Stock Exchange Limited		
	High-in Rs.	Low-in Rs.	Volume - No.of Shares
April, 2018	76.50	60.00	121448
May, 2018	73.75	51.20	191468
June, 2018	58.80	43.20	74642
July, 2018	56.50	45.50	58144
August, 2018	57.90	45.60	42469
September, 2018	50.90	43.05	22822
October, 2018	50.40	32.30	13295
November, 2018	56.90	37.25	15216
December, 2018	50.90	41.10	11869
January, 2019	52.90	35.30	26414
February, 2019	46.60	30.55	42909
March, 2019	36.00	27.30	57311

Phyto Chem - Annual Report - 2018-19

g. Share Transfer Agent :

M/s Bigshare Services Private Limited, 306, 3rd Floor, Right Wing, Amrutha Ville,
Opp : Yashoda Hospital, Somajiguda, Rajbhavan Road, Hyderabad - 500 082, Ph.No. 040-23374967

h. Distribution of Shareholding by ownership as on 31-03-2019

Sl.No.	Shareholding Pattern	Shares	Shareholding %
1.	Promoters	1667898	38.78
2.	Indian Public	2274947	52.90
3.	Mutual Funds	8000	0.19
4.	Body Corporates	252106	5.86
5.	NRI - Non Promoters	85945	2.00
6.	Clearing Member	11304	0.26
Total :		4300200	100.00

i. Distribution of Shareholding by size as on 31-03-2019:

Range of Shares	No.of Shareholders	No.of Shares	% of Shareholders	% of Holding
Upto 500	6592	894617	91.94	20.80
501-1000	262	220123	3.66	5.12
1001-2000	134	207970	1.87	4.83
2001-3000	51	126387	0.71	2.94
3001-4000	21	74498	0.29	1.73
4001-5000	15	68574	0.21	1.60
5001-10000	41	288904	0.57	6.72
10001 and above	54	2419127	0.75	56.26
Total:	7170	4300200	100.00	100.00

j. Your Company has not issued any GDRs/ADRs/Warrants or any convertible instruments or ESOPS

k. Plant Location :

Survey No.628, Temple Street, Bonthapally - 502 313. Gummadidala Mandal, Sangareddy District, Telangana State.

l. Compliance with the Regulation 39(4) read with Schedule VI of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 :

There are no shares issued pursuant to Public Issue or any other issue which remain unclaimed.

m. Address for Correspondence :

Shareholders Correspondence may be made with the Company's Share Transfer Agents at the address given at (g) above. In case of any difficulty, shareholders may contact Mr. Pavasingh Thakur, Compliance Officer at the Corporate Office at No.8-3-229/23, First Floor, Thaherville, Yousufguda Checkpost, Hyderabad - 500 045, Telangana / at email : compliances@phytochemindia.com.

The Report has not covered the non-mandatory requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Declaration by M.D. (CEO) of the Company on Code of Conduct

DECLARATION

As provided under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchange, the Board Members and the Senior Management Personnel have confirmed compliance with the Code of Conduct for the year ended 31st March, 2019.

Place : Hyderabad,

Date : 14th August, 2019

(Y. Nayudamma)
Managing Director & CEO
DIN : 00377721



Phyto Chem (India) Limited

Chief Executive Officer (CEO) and Chief Financial Officer (CFO) Certification

To

The Board of Directors

M/s Phyto Chem (India) Limited,
Survey No. 628, Temple Street,
Bonthapally - 502 313,
Gumadidala Mandal, Sangareddy District,
Telangana State.

We certify that :

We have reviewed the financial statements and the cash flow statement of M/s Phyto Chem (India) Limited for the year ended March 31, 2019 and that to the best of our knowledge and belief:

- a. i. These statements do not contain any materially untrue statement or omit any material fact or contain statements that may be misleading;
- ii. These statements together present a true and fair view of the Company's affairs and are in compliance with current accounting standards, applicable laws and regulations.
- b. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or in violation of the Company's code of conduct.
- c. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, and the steps taken or proposed to be taken to rectify these deficiencies.
- d. We have indicated to the Auditors and the Audit committee:
 - i. Significant changes, if any, in internal control over financial reporting during the year;
 - ii. Significant changes, if any, in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - iii. That there were no instances of significant fraud of which we have become aware and involvement therein, if any of management or other employees having a significant role in the Company's internal control system over financial reporting.

Place : Hyderabad,
Date : 14th August, 2019

Y. Nayudamma
Chief Executive Officer
DIN: 00377721

B. Sambasiva Rao
Chief Financial Officer

Phyto Chem - Annual Report - 2018-19

Auditor's Report on Corporate Governance

To

The Members of

M/s Phyto Chem (India) Limited,

Survey No. 628, Temple Street,

Bonthapally - 502 313,

Gumadidala Mandal, Sangareddy District,

Telangana State.

We have examined the compliance of conditions of Corporate Governance by M/s Phyto Chem (India) Limited, for the year ended 31st March, 2019 as stipulated in Regulations 17 to 27 and clauses (b) to (i) of Regulation 46 (2) and para C and D of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to a review of the procedures and implementation thereof, adopted by the Company for ensuring the compliance with the conditions of Corporate Governance as stipulated in the said Regulations. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and the representations made by the Director and the management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

**For M/s S.T. Mohite & Co.,
Chartered Accountants
Firm Regn. No. 011410S**

**Place: Hyderabad,
Date : 14th August, 2019**

**Sreenivasa Rao. T. Mohite
Partner
M.No. 015635**



Phyto Chem (India) Limited

Annexure A
CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS
(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members of
Phyto Chem (India) Limited
Survey No. 628, Temple Street Bonthapally
Gummadidala Mandal, Sangareddy District -502313
Telangana India

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Phyto Chem (India) Limited having CIN L24110TG1989PLC009500 and having registered office at Survey No. 628, Temple Street, Bonthapally, Gummadidala Mandal, Sangareddy District -502313, Telangana India (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2019 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of appointment in Company
1	Mr. Thotakura Ankamma Choudary	00036470	28-09-2006
2	Dr. Sreemannarayana Prathipati	00377472	05-12-1994
3	Dr. Venkateswarlu Yadlapalli	00377568	16-03-1994
4	Mr. Srinivasa Rao Koduri	03334048	11-02-2017
5	Mr. Nayudamma Yarlagadda	00377721	01-06-2009
6	Mr. Sudhakar Nadendla	00426897	28-09-2006
7	Mr. Seeta Ram Anjaneyulu Gorantla	01874325	26-08-2017
8	Mr. Anjaneyulu Prathipati	00377635	21-07-2002
9	Mrs. Sakhamuri Kavitha Rani	06942657	29-07-2014
10	Mr. Janaki Ramaiah Yarlagadda	06949910	29-07-2014
11	Mr. Balarama Krishnaiah Mandava	00036506	30-06-2008

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place: Hyderabad
Date: 14.08.2019

For Puttaparthi Jagannatham & Co.,
Company Secretaries

CS Navajyothi Puttaparthi
Partner, CP No. 16041

Phyto Chem - Annual Report - 2018-19

S.T. Mohite & Co
Chartered Accountants

G5, B-Block, Paragon Venkatadri
Apartments, 3-4-812, Street No.1,
Barkatpura, Hyderabad - 500 027.

Independent Auditors' Report

To

The Members of Phyto Chem (India) Limited

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of Phyto Chem (India) Limited ('the Company'), which comprise the Balance Sheet as at March 31, 2019, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as 'the financial statements').

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 Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 as amended ('Ind AS') and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for opinion

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

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Sl. No.	Key Audit Matter	Auditor's Response
1	<p>Accuracy of recognition, measurement, presentation and disclosures of revenues and other related balances in view of adoption of Ind AS 115 'Revenue from Contracts with Customers' (new Indian Accounting Standard on revenue)</p> <p>The application of the new revenue accounting standard involves certain key judgements relating to identification of distinct performance obligations, determination of transaction price of the identified performance obligations, the appropriateness of the basis used to measure revenue recognized over a period. Additionally, new revenue accounting standard contains disclosures which involves collation of information in respect of disaggregated revenue and periods over which the remaining performance obligations will be satisfied subsequent to the balance sheet date. Refer to Notes 1.12 to the Standalone Financial Statements</p>	<p>Auditor's Response Principal Audit Procedures We assessed the Company's process to identify the impact of adoption of the new revenue accounting standard. Our audit approach consisted testing of the design and operating effectiveness of the internal controls and substantive testing as follows :Evaluated the design of internal controls relating to implementation of the new revenue accounting standard. Selected a sample of continuing and new contracts, and tested the operating effectiveness of the internal control, relating to identification of the distinct performance obligations and determination of transaction price. We carried out a combination of procedures involving enquiry and observation, re-performance and inspection of evidence in respect of operation of these controls. Tested the relevant information technology systems' access and change management controls relating to contracts and related information used in recording and disclosing revenue in accordance with the new revenue accounting standard. Selected a sample of continuing and new contracts and performed the following procedures :<- read, analysed and identified the distinct performance obligations in these contracts.- Compared these performance obligations with that identified and</p>



Phyto Chem (India) Limited

Sl. No.	Key Audit Matter	Auditor's Response
		<p>recorded by the Company.- Considered the terms of the contracts to determine the transaction price including any variable consideration to verify the transaction price used to compute revenue and to test the basis of estimation of the variable consideration.- Samples in respect of revenue recorded for time and material contracts were tested using a combination of approved time sheets including customer acceptances, subsequent invoicing and historical trend of collections and disputes.- Sample of revenues disaggregated by type and service offerings was tested with the performance obligations specified in the underlying contracts.- In respect of samples relating to fixed-price contracts, progress towards satisfaction of performance obligation used to compute recorded revenue was verified with actual and estimated efforts from the time recording and budgeting systems. We also tested the access and change management controls relating to these systems.- Sample of revenues disaggregated by type and service offerings was tested with the performance obligations specified in the underlying contracts.- Performed analytical procedures for reasonableness of revenues disclosed by type and service offerings.-We reviewed the collation of information and the logic of the report generated from the budgeting system used to prepare the disclosure relating to the periods over which the remaining performance obligations will be satisfied subsequent to the balance sheet date.</p>

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 Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the financial statements and our auditor's report thereon.

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

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained 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 Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. 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.

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 are responsible for overseeing the Company's financial reporting process.

Phyto Chem - Annual Report - 2018-19

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 controls.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's Report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.



Phyto Chem (India) Limited

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 in terms of Section 143 (11) of the Act, we give in Annexure-A a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, based on our audit 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 including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.
 - d) In our opinion, the aforesaid financial statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e) On the basis of the written representations received from the directors as on March 31, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2019 from being appointed as a director in terms of Section 164 (2) of the Act.
 - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in 'Annexure-B'. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial
3. 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, as amended in our opinion and to the best of our information and according to the explanations given to us :
 - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements.
 - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
 - iii. There are no amount to be transferred to Investor Education and Protection Fund by the Company.
 - iv. The disclosures in the financial statements regarding holdings as well as dealings in specified bank notes during the period from 8th November 2016 to 30th December 2016 have not been made in these financial statements since they do not pertain to the financial year ended 31st March 2019.
4. **With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of amendments to section 197(16) of the Act:**

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act.

**For M/s S.T. Mohite & Co.,
Chartered Accountants
Firm Regn. No. 011410S**

**Place : Hyderabad
Date : 30th May, 2019**

**Sreenivasa Rao. T. Mohite
Partner
M.No. 015635**

Phyto Chem - Annual Report - 2018-19

Annexure A to the Independent Auditors' Report

With reference to Annexure A as referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of the company on the standalone financial statement for the year ended 31 March 2019, we report the following:

Sl. No.	Ref to CARO	Report by Independent Auditors
1	3(i)	Fixed Assets
	3(i)(a)	The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets on the basis of available information.
	3(i)(b)	The Company has a regular program of physical verification of its fixed assets, by which all fixed assets are verified on annual basis, in our opinion, the periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, all fixed assets were physically verified during the year. According to the information and explanation given to us, no material discrepancies were noticed on such verification.
	3(i)(c)	According to the information and explanations given to us and the records examined by us and based on the examination of sale deeds, conveyance deeds, encumbrance certificates verified by us, we report that the title deeds comprising all the immovable properties of lands, buildings which are free hold, are in the name of the company as at the balance sheet date.,
2	3(ii)	Inventories
		As explained to us, the inventories has been physically verified by the management during the year. In our opinion, the frequency of such verification is reasonable. The Company has maintained proper records of inventory. There were no material discrepancies noticed on verification between the physical stock and the book records.
3	3(iii)	Loans to parties covered by Sec.189 of the Companies Act,2013 ('the Act')
		According to the information and explanation given to us, the Company has not granted any loans, secured or unsecured to body corporate, firms, Limited Liability Firms or other parties covered in the register required to be maintained under section 189 of the Act. Accordingly the provisions of the clause 3 (iii) of the Order are not applicable to the Company for the year under review.
4	3(iv)	Loans ,guarantees, securities to and investments in other companies
		In our opinion and according to the information and explanation given to us, the company has no transactions for compliance with the provisions of Sections 185 and 186 and complied with the provisions of Section 186 of the Act in respect of investments made and loans given.
5	3(v)	Acceptance of deposits
		In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits during the year as per provisions of Section 73 or 76 of the Act or any other relevant provisions of the Act and the relevant Rules framed thereunder. Accordingly the provisions of the Para 3 (v) of the Order are not applicable to the Company for the year under review.
6	3(vi)	Maintenance of cost records
		We have broadly reviewed the cost records maintained by the Company pursuant to the Rules made by the Central Government under Section 148 (1) of the Companies Act, 2013 and are of the opinion that prima facie the prescribed accounts & records have been made & maintained. We have, however not made detailed examination of records with a view to determining whether they are accurate (or) complete.
7	3(vii)	Statutory Dues
	3(vii)(a)	According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted / accrued in the books of account in respect of undisputed statutory dues including Provident Fund, Employee's State insurance, Income Tax, Goods and Service Tax, duty of Customs, Cess and other material statutory dues have been generally deposited during the year by the Company with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income tax, Goods and Service Tax, duty of Customs, Cess and other material statutory dues in arrears as at March 31, 2019 for a period of more than six months from the date they became payable.
	3(vii)(b)	According to the information and explanation given to us, there are no dues of statutory dues of Income tax, sales tax, Service tax, Goods and Service tax, Customs duty, Excise duty, Value added tax, cess and other dues that have not been deposited by the Company on account of any disputes.



Phyto Chem (India) Limited

Sl. No.	Ref to CARO	Report by Independent Auditors
8	3(viii)	Defaults in repayments to Financial Institutions/Banks/Debenture holders In our opinion and according to the information and explanation given to us, the Company has not defaulted in the payment/repayments of loans or borrowings to the banks.
9	3(ix)	Initial public offer/further offer In our opinion and according to the information and explanation given to us, the company has not made, during the year under review, any initial public offer or further public offer of securities (including debt instruments) or the term loans during the year and hence reporting under Para 3(ix) of the Order is not applicable to the company.
10	3(x)	Frauds by or on the company In our opinion and according to the information and explanation given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
11	3(xi)	Managerial Remuneration In our opinion and according to the information and explanation given to us based on the examination of the records of the Company, the company has paid/provided managerial remuneration in accordance with the requisite approvals and compliances mandated by the provisions of section 197 read with Schedule V to the Act.
12	3(xii)	Nidhi company In our opinion and according to the information and explanation given to us, the company is not a Nidhi Company as prescribed under Section 406 of the Act and hence paragraph 3(xii) of the Order is not applicable to the company.
13	3(xiii)	Transactions with Related parties In our opinion and according to the information and explanation given to us and based on our examination of the records of the Company, all transactions with related parties are in compliance with provisions of section 177 and section 188 of the Act where applicable, and the details of such transactions have been disclosed in the standalone financial statements as required by the applicable Indian Accounting Standards.
14	3(xiv)	Preferential allotment u/s 62 or private placement u/s 42 of the Act In our opinion and according to the information and explanation given to us and based on our examination of the records, the Company has not made any preferential allotment of equity shares during the year. There is no private placement of shares by the company under section 42 of the Act during the year.
15	3(xv)	Non-cash transactions with directors u/s 192 of the Act In our opinion and according to the information and explanation given to us and based on our examination of the records of the Company, the company has not entered during the year into any non cash transactions with its Directors or persons connected to its Directors and hence provisions of Sec 192 of the Act and paragraph 3(xv) of the Order are not applicable to the company.
16	3(xvi)	Registration u/s 45-1A of Reserve Bank of India Act, 1934 According to the information and explanation given to us, the company is not required to be registered under section 45-1A of the Reserve bank of India Act, 1934 and hence paragraph 3(xvi) of the Order is not applicable to the company.1

**For M/s S.T. Mohite & Co.,
Chartered Accountants
Firm Regn. No. 011410S**

Place : Hyderabad
Date : 30th May, 2019

**Sreenivasa Rao. T. Mohite
Partner
M.No.015635**

Annexure-B to the Independent Auditor's Report

(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of PhytoChem (India) Limited of even date)

Report on the Internal Financial Controls Over Financial Reporting under Para (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 PhytoChem (India) Limited ("the Company") as of March 31, 2019 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Board of Directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to respective 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.

Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company 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") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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

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,



Phyto Chem (India) Limited

and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

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

Place : Hyderabad
Date : 30th May, 2019

**For M/s S.T. Mohite & Co.,
Chartered Accountants
Firm Regn. No. 011410S**

**Sreenivasa Rao. T. Mohite
Partner
M.No.015635**

Phyto Chem - Annual Report - 2018-19

Phyto Chem (India) Limited

CIN:L24110TG1989PLC009500

Balance Sheet As At 31st March 2019

All amounts in Indian Rupees except share data or otherwise stated

Particulars	Notes	As at 31 st March 2019	As at 31 st March 2018
Assets:			
Non-Current Assets			
Property, Plant and Equipment	1	41,804,696.05	41,012,160.05
Capital Work In Progress	-	4,500,605.00	913,577.00
Investment Property	-	-	-
Intangible Assets	-	-	-
Financial Assets			
i. Investments	2	1,228,443.24	2,460,186.50
ii. Loans and Advances	3	4,403,904.93	3,726,431.59
iii. Other Non-Current Assets		3,105,986.36	2,547,268.00
		55043635.58	50659623.14
Current Assets			
Inventories	4	168,145,795.25	145,219,950.60
Financial Assets			
i. Trade Receivables	5	496,971,190.29	378,188,211.48
ii. Cash and cash equivalents	6	565,364.32	327,776.92
iii. Balance in Banks	7	1,310,561.00	1,310,561.00
iv. Loans and Advances	8	7,602,696.52	1,063,624.00
v. Other Current Assets		-	-
		674,595,607.38	526,110,124.00
		729,639,242.96	576,769,747.14
Total Assets			
Equity & Liabilities:			
Equity			
Equity Share Capital	9	43,002,000.00	43,002,000.00
Other equity	10	51,223,393.25	45,163,702.93
		94,225,393.25	88,165,702.93
Non-Current Liabilities			
Financials Liabilities			
Borrowings	11	23,891,288.22	26,668,248.51
Other financial liabilities	12	10,665,044.74	7,936,965.44
Provisions	-	-	-
Deferred tax liabilities - Net	13	417,933.26	122,367.00
		34,974,266.22	34,727,580.95
Current Liabilities			
Financial Liabilities			
Borrowings	14	15,60,41,899.80	155,983,050.10
Trade Payables	15		
i. MSME		-	-
ii. Other than MSME		369,960,677.00	221,434,321.15
Other Current Liabilities	16	72,330,813.10	72,190,722.01
Provisions	17	2,106,193.59	4,268,370.00
		600,439,583.49	453,876,463.26
		729,639,242.96	576,769,747.14
Total Equity & Liabilities			

As per our Report of even date annexed.

**For M/s S.T. Mohite & Co.,
Chartered Accountants
Firm Regn. No. 011410S**

**Sreenivasa Rao. T. Mohite
Partner, M.No.015635
Place : Hyderabad
Date : 30th May, 2019**

For and on behalf of the Board of Directors

**Pavansingh Thakur
Company Secretary
M.No: 56920**

**N.Sudhakar
Director
DIN : 00426897**

**Y.Nayudamma
Managing Director
DIN : 00377721**



Phyto Chem (India) Limited

Phyto Chem (India) Limited
CIN:L24110TG1989PLC009500

Statement of Profit and Loss for the year ended 31st March 2019

All amounts in Indian Rupees except share data or otherwise stated

Particulars	Notes	Year Ended 31 st March 2019	Year Ended 31 st March 2018
I. Revenue from operations	18	694,427,039.04	696,647,778.85
a. Less: GST		<u>103,343,132.74</u>	<u>105,687,243.20</u>
		591,083,906.30	590,960,535.65
II. Other income	19	<u>9,835,988.27</u>	<u>15,461,992.58</u>
III. Total revenue (I + II)		<u>600,919,894.57</u>	<u>606,422,528.23</u>
IV. Expenses			
Cost of materials consumed	20	520,247,445.75	482,983,640.60
Changes in inventories of finished goods and work in progress	21	(26,495,278.40)	(6,452,671.14)
Employee benefit expenses	22	32,231,989.00	24,623,106.00
Finance costs	23	20,991,980.70	21,327,897.26
Depreciation and Amortization expenses	1	4,047,315.00	3,592,562.50
Other expenses	24	<u>40,855,889.93</u>	<u>68,264,025.23</u>
Total expenses		<u>591,879,341.98</u>	<u>594,338,560.45</u>
V. Profit before tax (III - IV)		9,040,552.59	12,083,967.78
VI. Tax expense:			
a. Current tax		2,106,193.59	4,169,825.31
b. Deferred tax		332,062.08	1,268,096.80
VII. Profit for the period (V-VI)		7,266,421.08	9,182,239.27
VIII. Other comprehensive income / Items that will not be reclassified to statement of profit and loss			
a. Remeasurement of defined employee benefit plans		(1,483,371.00)	(1,305,995.00)
b. Fair valuation of Investments		(182,846.76)	42,901.00
c. Deferred tax relating to item (a & b) above		433,216.62	431,801.00
Items that may be reclassified to statement of profit and loss			
a. Change in Fair Value of FVOCI Financial Liabilities		35,500.42	134,023.00
b. Remeasurement of defined employee benefit plans		-	-
c. Deferred tax relating to item (a & b) above		(9,230.11)	(44,312.00)
Other comprehensive income (net of tax)		(1,206,730.83)	(741,582.00)
IX. Total comprehensive income for the year		6,059,690.25	8,440,657.27
X. Earning per equity share attributable to owners of Phyto Chem (India) Limited:			
1. Basic		1.69	2.14
2. Diluted		1.69	2.14

As per our Report of even date annexed.

**For M/s S.T. Mohite & Co.,
Chartered Accountants
Firm Regn. No. 011410S**

For and on behalf of the Board of Directors

Sreenivasa Rao. T. Mohite
Partner, M.No.015635
Place : Hyderabad
Date : 30th May, 2019

Pavansingh Thakur
Company Secretary
M.No: 56920

N.Sudhakar
Director
DIN : 00426897

Y.Nayudamma
Managing Director
DIN : 00377721

Phyto Chem - Annual Report - 2018-19

Phyto Chem (India) Limited
CIN:L24110TG1989PLC009500
Cash Flow Statement for the year 2018-19

Particulars	Year Ended 31 st March 2019	Year Ended 31 st March 2018
A. <u>Cash flows from Operating activity:</u>		
Net profit before Tax	9,040,552.59	12,083,968.78
<u>Adjustments for :</u>		
Depreciation and Amortization Expenses	4,047,315.00	3,592,562.00
Interest Paid	20,991,980.70	21,327,897.26
Other Income	(9,835,988.27)	(15,461,992.58)
Fair Value Gains	(1,206,730.83)	(1,129,073.00)
Operating profit before working capital changes	23,037,129.19	20,413,362.46
Adjustments for Changes in Working Capital		
Inventories	(22,925,844.65)	(32,581,437.60)
Trade and Other Recievables	(125,322,051.33)	(112,589,994.48)
Tradepayables and Other Current Liabilities	146,504,270.53	136,572,375.00
	(21,293,503.04)	(11,814,305.38)
Direct Taxes Paid	(1,774,131.51)	(4,169,825.31)
Net Cash flow from operating Activities (A)	19,519,371.53	7,644,480.07
B. <u>Cash flow from Investing Activities.</u>		
Purchase of Fixed Assets	(8,688,303.00)	(13,005,815.00)
Sale of Fixed Assets	261,425.00	-
Sale of Investment	1,231,743.26	(42,900.50)
Other Income	9,835,988.27	15,461,992.58
Dividend Received	-	-
Net Cash flow from Investing Activities (B)	2,640,853.53	2,413,277.08
C. <u>Cash flow from financing Activity</u>		
Proceeds from ShareCapital	-	-
Proceeds from Borrowings	(2,718,110.59)	11,548,293.22
Proceeds from loans and advances	(1,236,191.00)	(2,275,823.00)
Other Longterm liabilities	3,023,645.56	1,852,377.44
Interest paid	(20,991,980.00)	(21,327,897.26)
Net Cash flow From Financing Activity (C)	(21,922,636.03)	(10,203,049.60)
Net Increase/ Decrease in Cash and Cash equivalent	237,589.03	(145,293.08)
Add: Opening cash and cash equivalent	1,638,337.92	1,783,631.00
Closing Cash and cash equivalent	1,875,925.32	1,638,337.92

Notes: 1. The Cash Flow Statement has been prepared under Indirect Method as set out in the Ind AS-7 on - "Cash Flow Statements" notified by Ministry Of Corporate Affairs on 16th Feb, 2015.

CERTIFICATE

The above Cash Flow Statement has been prepared on the basis of Audited Accounts approved by the Board of Directors and is in agreement with the Statement of Profit and Loss and Balance Sheet as at 31st March, 2019.

As Per our Report of even date annexed.

For M/s S.T. Mohite & Co.,
Chartered Accountants
Firm Regn. No. 011410S

For and on behalf of the Board of Directors

Sreenivasa Rao. T. Mohite
Partner, M.No.015635
Place : Hyderabad
Date : 30th May, 2019

Pavansingh Thakur
Company Secretary
M.No: 56920

N.Sudhakar
Director
DIN : 00426897

Y.Nayudamma
Managing Director
DIN : 00377721



Phyto Chem (India) Limited

Phyto Chem (India) Limited
CIN:L24110TG1989PLC009500

Statement of Changes in Equity for the Year Ended 31st March, 2019

A. EQUITY SHARE CAPITAL

(Rs. In Lakhs)

Balance at the end of the reporting period i.e. 31st March, 2018	Changes in equity share capital during the year 2018-19	Balance at the end of the reporting period i.e. 31st March, 2019
430.02	-	430.02

B. OTHER EQUITY - Reserves & Surplus / Other Comprehensive Income

Particulars	Capital Reserve	Securities Premium Reserve	General Reserve	Retained Earnings	Equity Instruments Through OCI	Remeasurement of Defined Benefit Plan	Debt Instruments through OCI	Total
As on 31st March, 2017								
Balance at the beginning of the reporting period i.e., 1st April, 2017	-	-	360.10	47.69	(7.49)	-	-	400.30
Profit for the Year	-	-	-	91.82	-	-	-	91.82
Total Comprehensive Income for the year	-	-	-	(7.84)	0.43	-	-	(7.41)
Transfer to/(from) Retained Earnings	-	-	-	(33.07)	-	-	-	(33.07)
Dividend Paid on Equity Shares	-	-	-	-	-	-	-	-
Tax on Dividend Paid on Equity Shares	-	-	-	-	-	-	-	-
Balance at the end of the reporting period i.e 31st March, 2018	-	-	360.10	98.60	(7.06)	-	-	451.64
As on 31st March, 2019								
Balance at the beginning of the reporting period i.e., 1st April, 2018	-	-	360.10	98.60	(7.06)	-	-	451.64
Profit for the Year	-	-	-	72.66	-	-	-	72.66
Total Comprehensive Income for the year	-	-	-	(13.90)	1.83	-	-	(12.07)
Transfer to/(from) Retained Earnings	-	-	-	-	-	-	-	-
Dividend Paid on Equity Shares	-	-	-	-	-	-	-	-
Tax on Dividend Paid on Equity Shares	-	-	-	-	-	-	-	-
Balance at the end of the reporting period i.e 31st March, 2019	-	-	360.10	157.36	(5.23)	-	-	512.23

As Per our Report of even date annexed.

For M/s S.T. Mohite & Co.,
Chartered Accountants
Firm Regn. No. 011410S

For and on behalf of the Board of Directors

Sreenivasa Rao. T. Mohite
Partner, M.No.015635
Place : Hyderabad
Date : 30th May, 2019

Pavansingh Thakur
Company Secretary
M.No: 56920

N.Sudhakar
Director
DIN : 00426897

Y.Nayudamma
Managing Director
DIN : 00377721

Notes forming part of Financial Statements

1.1 Corporate Information

Phyto Chem (India) Limited ("the Company") having its registered office at Bonthapally, Telangana State, India. The Company is engaged in manufacturing of Pesticides from 11-01-1989. The shares of the Company are listed on the Bombay Stock Exchange Limited, Mumbai.

The principal accounting policies applied in the preparation of the financial statements are set out below:

1.2 Basis of Preparation and Presentation of Financial Statements

The financial statements of Phyto Chem (India) Limited ("the Company") for the year ended 31st March, 2019 have been prepared and presented in accordance with the Indian Accounting Standards ("Ind AS") notified under the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016. The Financial Statements have been prepared on historical cost convention on accrual basis of accounting except for certain financial instruments that are measured at fair value. GAAPs of Indian Accounting Standards as specified in Section 133 of the Act read together with Rule 4 of Companies (Indian Accounting Standard) Amendment Rules, 2016 to the extent applicable, pronouncements of regulatory bodies applicable to the Company and other provisions of the Act. Accounting Policies have been consistently applied except where a newly issued Accounting Standards in initially adopted or revision to existing Accounting Standards requires a change in the accounting policy hitherto in use. Management evaluates all recently issued or revised Accounting Standards on an on-going basis.

1.3 Basis of Measurement

All assets and liabilities are classified into current and non-current based on the operating cycle of less than twelve months or based on the criteria of realisation/settlement within twelve months period from the balance sheet date.

1.4 Accounting Estimates

The preparation of the financial statements, in conformity with the recognition and measurement principles of Ind AS, requires the management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities as at the date of financial statements and the results of operation during the reported period. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates which are recognised in the period in which they are determined.

- A. Depreciation and amortization:** Depreciation and amortization in respect of future useful lives of property, plant and equipment and intangible assets is based on schedule II of the Companies Act, 2013.
- B. Provisions and contingencies:** Provisions and contingencies are based on the Management's best estimate of the liabilities based on the facts known at the balance sheet date.
- C. Fair valuation:** Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows: Level 1: Inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date; Level 2:



Phyto Chem (India) Limited

Inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and Level 3: Inputs are unobservable inputs for the asset or liability. For assets and liabilities that are recognised in the Financial Statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by reassessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period. At each reporting date, the Company analysis the movements in the values of assets and liabilities which are required to be re-measured or reassessed in line with the Company's Accounting Policies. For this analysis, the Company verifies the major inputs applied in the latest valuation by agreeing the information in the valuation computation to contracts and other relevant documents. For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

1.5 Functional and presentation currency:

These financial statements are presented in Indian rupees, which is also the functional currency of the Company. All financial information presented in Indian rupees.

1.6 Property Plant & Equipment:

A. Recognition and measurement:

Property, Plant and Equipment are stated at cost of acquisition or construction less accumulated depreciation and impairment loss, if any. Cost includes expenditures that are directly attributable to the acquisition of the asset i.e., freight, duties and taxes applicable and other expenses related to acquisition and installation. The cost of self-constructed assets includes the cost of materials and other costs directly attributable to bringing the asset to a working condition for its intended use. Borrowing costs that are directly attributable to the construction or production of a qualifying asset are capitalized as part of the cost of that asset.

When parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment. An item of Property, Plant and Equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continuous use of the asset.

Gains and losses upon disposal of an item of property, plant and equipment are determined by comparing the proceeds from disposal with the carrying amount of property, plant and equipment and are recognized net within in the statement of profit and loss.

The cost of replacing part of an item of property, plant and equipment is recognized in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Company and its cost can be measured reliably. The costs of repairs and maintenance are recognized in the statement of profit and loss as incurred.

Items of property, plant and equipment acquired through exchange of non-monetary assets are measured at fair value, unless the exchange transaction lacks commercial substance or the fair value of either the asset received or asset given up is not reliably measurable, in which case the asset exchanged is recorded at the carrying amount of the asset given up.

B. Depreciation:

Depreciation is recognized in the statement of profit and loss on straight line basis over the estimated useful lives of property, plant and equipment based on Schedule-II to the Companies Act, 2013 ("Schedule"), which prescribes the useful lives for various classes of tangible assets. For assets acquired or disposed off during the year, depreciation is provided on prorata basis. Land is not depreciated. Depreciation methods, useful lives and residual values are reviewed at each reporting date and adjusted prospectively, if appropriate.

1.7 Financial Instruments:

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

A. Financial Assets:

I. Initial Recognition

In the case of financial assets, not recorded at fair value through profit or loss (FVPL), financial assets are recognised initially at fair value plus transaction costs that are directly 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.

II. Subsequent Measurement

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

a. Financial Assets at Amortised Cost: Financial assets are subsequently measured at amortised cost if these financial assets are held within a business model with an objective to hold these assets 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. Interest income from these financial assets is included in finance income using the effective interest rate ("EIR") method. Impairment gains or losses arising on these assets are recognised in the Statement of Profit and Loss.

b. Financial Assets Measured at Fair Value: Financial assets are measured at fair value through OCI if these financial assets are held within a business model with an objective to hold these assets in order to collect contractual cash flows or to sell these 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. Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognised in the Statement of Profit and Loss.

Investment in Equity Instruments are designated as Financial Assets measured at fair value through OCI and Investments in Mutual Funds are designated as Financial Assets measured at fair value through statement of Profit & Loss on date of transition.

c. Impairment of Financial Assets: In accordance with Ind AS 109, expected credit loss (ECL) model for measurement and recognition of impairment loss on the trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 18. As Company trade receivables are realised within normal credit period adopted by the company, financial assets are not impaired.

d. De-recognition of Financial Assets: The Company de-recognises a financial asset only when the contractual rights to the cash flows from the asset expire, or it transfers the financial asset and substantially all risks and rewards of ownership of the asset to another entity.

If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Company recognizes its retained interest in the assets and an associated liability for amounts it may have to pay.

If the Company retains substantially all the risks and rewards of ownership of a transferred financial asset, the Company continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

B. Financial Liabilities

Financial liabilities and equity instruments issued by the Company are classified according to the substance of



Phyto Chem (India) Limited

the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

I. Initial Recognition

Financial liabilities are classified, at initial recognition, as financial liabilities at FVPL, loans and borrowings and payables as appropriate. All financial liabilities are recognised initially at fair value and in the case of loans and borrowings and payables, net of directly attributable transaction costs.

II. Subsequent Measurement

The measurement of financial liabilities depends on their classification, as described below:

a. Financial Liabilities at FVPL

Financial liabilities at FVPL include financial liabilities held for trading and financial liabilities designated upon initial recognition as at FVPL. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. Gains or losses on liabilities held for trading are recognised in the Statement of Profit and Loss.

III. De-recognition of Financial Liabilities

Financial liabilities are de-recognised when the obligation specified in the contract is discharged, cancelled or expired. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as de-recognition of the original liability and recognition of a new liability. The difference in the respective carrying amounts is recognized in the Statement of Profit and Loss.

1.8 Impairment of non-financial assets

Intangible assets and property, plant and equipment are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generated Units (CGU) to which the asset belongs. If such assets are considered to be impaired, the impairment to be recognized in the statement of profit and loss is measured by the amount by which the carrying value of the assets exceeds the estimated recoverable amount of the asset. An impairment loss is reversed in the statement of profit and loss if there has been a change in the estimates used to determine the recoverable amount. The carrying amount of the asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortization or depreciation) had no impairment loss been recognized for the asset in prior years.

1.9 Cash and Cash Equivalents

Cash and Bank balances comprise of cash balance in hand, in current accounts with banks and Bank Fixed Deposits with maturity of 3 months or less than 3 months. Cash flows are reported using the indirect method. Whereby profit/ (loss) before tax is adjusted for the effects of transactions of no cash nature and any deferrals or accruals of past or future cash receipts or payments. Cash flow for the year is classified by operating, investing and financial activities.

1.10 Employee Benefits

- A. Short term employee benefits:** Short-term employee benefits are expensed as the related service is provided. A liability is recognised for the amount expected to be paid if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.
- B. Defined Contribution Plan:** Employee State Insurance is a defined contribution scheme of the Government of India under which both the employer and employee contribute on a monthly basis at a pre-determined rate and the Company has no further obligation.

Phyto Chem - Annual Report - 2018-19

C. Defined Contribution Benefits: The Company has an obligation towards gratuity, a defined benefit plan covering eligible employees. The plan provides for lump sum payment on retirement, death while in employment or on separation.

1.11 Provisions, Contingent Liabilities and Contingent Assets

A provision is recognised when the Company has a present obligation (legal or constructive) as a result of past events and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, in respect of which a reliable estimate can be made of the amount of obligation. Provisions (excluding gratuity and compensated absences) are determined based on management's estimate required to settle the obligation at the Balance Sheet date. In case the time value of money is material, provisions are discounted using a current pre-tax rate that reflects the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost. These are reviewed at each Balance Sheet date and adjusted to reflect the current management estimates.

1.12 Revenue recognition

Effective April 1, 2018 the Company adopted Ind AS 115 "Revenue from contracts with Customers" using the cumulative catch-up transition method, applied to contracts that were not completed as of April 1, 2018. In accordance with the cumulative catch-up transition method, the comparatives have not been retrospectively adjusted. The effect on adoption of Ind AS 115, is insignificant.

- A. Sale of goods:** Revenue is recognized when it is probable that economic benefits associated with a transaction flows to the Company in the ordinary course of its activities and the amount of revenue can be measured reliably. Revenue is recognised, when the significant risks and rewards of the ownership have been transferred to the buyers and there is no continuing effective control over the goods or managerial involvement with the goods. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes and duties.
- B. Other Income:** Other income includes Dividend, Interest, Profit / (Loss) on sale of Investments and other miscellaneous receipts if any. Dividend income from investments is recognized when the Company's right to receive payment has been established (provided that it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably). Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on time proportionate basis, by reference to the principle outstanding and at the effective interest rate applicable.

1.13 Income Tax

- A. Current Tax:** Current income tax is recognised based on the estimated tax liability computed after taking credit for allowances and exemptions in accordance with the Income Tax Act, 1961. Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.
- B. Deferred Tax:** Deferred tax is determined by applying the Balance Sheet approach. Deferred tax assets and liabilities are recognised for all deductible temporary differences between the financial statements carrying amount of existing assets and liabilities and their respective tax base. Deferred tax assets and liabilities are measured using the enacted tax rates or tax rates that are substantively enacted at the Balance Sheet date. The effect on deferred tax assets and liabilities of a change in tax rates is recognised in the period that includes the enactment date. Deferred tax assets are only recognised to the extent that it is probable that future taxable profits will be available against which the temporary differences can be utilised. Such assets are reviewed at each Balance Sheet date to reassess realisation. Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.



Phyto Chem (India) Limited

Minimum Alternative Tax ("MAT") credit is recognized as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. Such asset is reviewed at each Balance Sheet date and the carrying amount of the MAT credit asset is written down to the extent there is no longer a convincing evidence to the effect that the Company will pay normal income tax during the specified period.

1.14 Earnings Per Share

The Company presents basic and diluted earnings per share ("EPS") data for its ordinary shares. Basic earnings per share are computed by dividing the net profit after tax by the weighted average number of equity shares outstanding during the period. Diluted earnings per share is computed by dividing the profit after tax by the weighted average number of equity shares considered for deriving basic earnings per share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares.

1.15 Recently issued accounting pronouncements

Ind AS 116 Leases: The Ministry of Corporate Affairs has notified the Ind AS 116, Leases which will be effective from April 1, 2019. The Company has not entered into any lease agreements.

Amendment to Ind AS 12 'Income Taxes': On March 30, 2019, the Ministry of Corporate Affairs has notified limited amendments to Ind AS 12 'Income Taxes'. The amendments require an entity to recognise the income tax consequences of dividends as defined in Ind AS 109 when it recognises a liability to pay a dividend. The Income Tax consequences of dividends are linked more directly to past transactions or events that generated distributable profits than to distributions to owners. Therefore, an entity shall recognize the income tax consequences of dividends in profit or loss. Other comprehensive income or equity according to where the entity originally recognised those past transactions or events. The amendment will come into force for accounting periods beginning on or after April 1, 2019. The Company is evaluating the effect of the above in the financial statements.

Appendix C to Ind AS 12, Uncertainty over Income Tax Treatments: On March 30, 2019, Ministry of Corporate Affairs ("MCA") has notified the Companies (Indian Accounting Standards) Amendment Rules, 2019 containing Appendix C to Ind AS 12, Uncertainty over Income Tax Treatments which clarifies the application and measurement requirements in Ind AS when there is uncertainty over income tax treatments. The current and deferred tax asset or liability shall be recognized and measured by applying the requirements in Ind AS 12 based on the taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates determined by applying this appendix. The amendment is effective for annual periods beginning on or after April 1, 2019. The Company is evaluating the effect of the above in the financial statements.

Amendment to Ind AS 19 'Employee Benefits': On March 30, 2019 the Ministry of Corporate Affairs has notified limited amendments to Ind AS 19 'Employee Benefits' in connection with accounting for plan amendments, curtailments and settlements. The amendments require an entity to use updated assumptions to determine current service cost and net interest for the remainder of the period after a plan amendment, curtailment or settlement and to recognise in profit or loss or part of past service cost, or a gain or loss on settlement, any reduction in as surplus was not previously recognised because of the impact of the asset ceiling. The amendment will come into force for accounting periods beginning on or after April 1, 2019. The Company is evaluating the effect of the above in the financial statements.

Notes to Financial Statements
(All amounts in Rs.)

Notes- 1 Property, Plant & Equipment

PARTICULARS	Land	Buildings	Plant & Equipment	Furniture & Fixtures	Vehicles	Office Equipment	Generator	Electrical Equipment	Lab Equipment	Computers	Total
Opening gross carrying amount as at 1st April, 2018	730,705	32,366,917	18,836,430	1,309,201	6,016,456	451,845	121,232	1,324,624	1,689,823	287,739	63,134,972
Additions	-	-	371,027	248,010	4,229,838	138,368	-	16,638	-	97,394	5,101,275
Disposals	-	-	-	-	579,489	-	-	-	-	-	579,489
Closing gross carrying amount as at 31st March, 2019	730,705	32,366,917	19,207,457	1,557,211	9,666,805	590,213	121,232	1,341,262	1,689,823	385,133	67,656,768
Accumulated Depreciation											
Depreciation charge during the year	-	1,025,709	1,265,330	167,048	1,120,110	95,118	7,382	104,701	155,218	106,700	4,047,315
Disposals	-	-	-	-	318,064	-	-	-	-	-	318,064
Closing Accumulated depreciation as on 31st March, 2018	-	10,027,112	8,105,807	904,346	3,728,283	312,500	22,145	883,217	1,650,854	217,799	25,852,062
Net carrying value as at 31st March, 2018	730,705	23,365,514	11,995,953	571,903	3,090,219	234,463	106,468	548,108	194,187	176,640	41,012,161
Net carrying value as at 31st March, 2019	730,705	22,339,806	11,101,650	652,865	5,938,522	271,713	99,088	458,045	38,969	167,334	41,804,696



Phyto Chem (India) Limited

CAPITAL WORK IN PROGRESS:

Particulars	Civil work in progress	Machinery under erection	Total
As at 1st April, 2018	913,577	-	913,577
Additions	3,587,028	-	3,587,028
Disposals	-	-	-
As at 31st March, 2019	4,500,605	-	4,500,605

Note: 1. Property, Plant and Equipment and the Properties are subjected to first charge in favour of lending Bank for the loans taken.

Notes- 2 Non-current Investments

a. Investments in Equity shares (Fully Paid Up and Quoted) At Fair Value

Particulars		As at 31 st March 2019	As at 31 st March 2018
0	HDFC Bank of Rs.10/- each (Previous year 2017-18: 170 Equity Shares)	0.00	321,546.50
0	Hindustan Unilever Ltd. of Rs.10/- each (Previous year 2017-18: 500 Equity Shares)	0.00	667,950.00
3700	Anjani Portland Cement Ltd. of Rs.10/- each (Previous year 2017-18: 3700 Equity Shares)	449,735.00	629,000.00
0	Trident Limited of Rs.10/- each (Previous year 2017-18: 1000 Equity Shares)	0.00	59,400.00
1000	Alok Industries Ltd. of Rs.10/- each (Previous year 2017-18: 1000 Equity Shares)	4,450.00	2,990.00
1000	Ginni Filaments Ltd. of Rs.10/- each (Previous year 2017-18: 1000 Equity Shares)	13,310.00	26,900.00
70000	Bheema Cements Ltd. of Rs.10/- each (Previous year 2017-18: 70000 Equity Shares)	637,000.00	637,000.00
120	Silver Line Technologies of Rs.10/- each (Previous year 2017-18: 120 Equity Shares)	262.80	0.00
5000	Computech International of Rs.10/- each (Previous year 2017-18: 5000 Equity Shares)	8,200.00	0.00
48	Nextgen Animation Media Ltd. of Rs.10/- each (Previous year 2017-18: 48 Equity Shares)	85.44	0.00
b. Investments in Government Shares unquoted fully paid up:		1,113,043.24	2,344,786.50
		65,400.00	65,400.00
c. Investments in Equity Shares (unquoted fully paid up) :		50,000.00	50,000.00
500 Jeedimetla Effluent Treatment Ltd., of Rs.100/- each		50,000.00	50,000.00
		1,228,443.24	2,460,187.50

Phyto Chem - Annual Report - 2018-19

Notes forming part of Financial Statements

	As at 31st March 2019	As at 31st March 2018
Notes-3 Loans & Advances - Non-Current		
Non-Current Loans		
Security Deposits – Unsecured considered goods	1,319,494.00	1,314,494.00
Total Non-Current Loans	1,319,494.00	1,314,494.00
Current Balance of Loans of related parties		
Other Loans & Advances	3,084,410.93	2,411,937.59
Other Non Current Assets	3,105,986.36	2,547,268.00
Total Current Balance of Loans	6,190,397.29	4,959,205.59
Total Loans	7,509,891.29	6,273,699.59
Notes-4 Inventories		
1 Raw materials	55,027,746.70	57,016,830.76
2 Finished Goods	83,518,705.94	58,120,124.54
3 Packing Materials	19,920,342.61	20,403,995.30
4 House Plots	9,679,000.00	9,679,000.00
Total	168,145,795.25	145,219,950.60
Valuation		
a. Raw Materials, Packing Materials and House Plots are valued at lower of cost or net realisable value.		
b. Finished goods are valued at cost of conversion and other costs incurred in bringing the inventories to their present location and condition or net realisable value whichever is lower.		
Notes-5 Trade Receivables-Current		
Unsecured, considered good unless otherwise stated		
Outstanding for a period exceeding six months from the date they become due for payment.		
1 Considered good - Secured	173,939,916.69	135,740,960.48
Considered good - Unsecured	-	-
2 Other Debts-Debts due for less than six months		
Considered good	323,031,273.60	252,090,354.00
Less: Provision for Doubtful Debts	-	(9,643,103.00)
	496,971,190.29	378,188,211.48
Notes-6 Cash and Cash Equivalents		
a. Balances in Banks :		
- In Current Accounts	286,455.10	206,389.47
- In Deposit Account (margin money with banks, the maturity period of which is less than 3 months)	-	-
b. Cash on Hand	278,909.22	121,387.45
	565,364.32	327,776.92
Notes-7 Balances in Bank		
a. In deposit account (margin money with banks, the maturity period of which is more than 3 months and less than 12 months)	-	-
b. In earmarked accounts		
Balances held for Unclaimed Dividend	1,310,561.00	1,310,561.00
	1,310,561.00	1,310,561.00
	1,875,925.32	1,638,337.92
Notes-8 Loans-Current-Assets		
1 Advance for Raw Materials	268172.52	280,005.00
2 Deposits and Other Advances etc	7334524.00	783,619.00
	7,602,696.52	1,063,624.00



Phyto Chem (India) Limited

Notes forming part of Financial Statements

Notes-9 Share Capital

	As at 31 st March 2019	As at 31 st March 2018
Share Capital		
a. Authorised Capital 1,35,00,000 of equity shares of Rs.10/- each (Previous year 47,50,000 equity shares)	135000000.00	135000000.00
b. Issued, subscribed and paid up capital of Rs.10/- each 43,00,200 of equity shares (fully paid) (Previous year 43,00,200 equity shares)	43002000.00	43002000.00
c. List of shareholders holding more than 5% of aggregate shares in the Company i. Mr.Y.Nayudamma: No.of shares - 338306	7.87%	7.87%
d. The reconciliation of the number of Equity shares at the beginning of the year	4300200	4300200
Add : Equity Shares Issued during the year	Nil	Nil
Less : Equity Shares cancelled during the year	Nil	Nil
Equity shares at the end of the year:	4300200	4300200
e. Rights, preferences and restrictions attached to shares:	--	--
Equity shares: The Company has one class of equity shares having a par value of Rs.10/- per share. Each shareholder is eligible for one vote per share held. Company declares and pays dividend in Indian rupees to the share holders as per the share holdings. In case of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.		

Notes-10 Other Equity

Surplus in the statement of profit and loss At 1st April 2018	45,163,702.93	36,010,836.00
Retained Earnings	7,266,421.08	9,858,508.43
Other Comprehensive Income	(1,206,731.76)	(705,641.50)
Total	51,223,393.25	4,51,63,702.93

Notes-11 Borrowings-Financial Liabilites-Non Current

a. Secured Term Loan From Banks Secured by Hypothication of two Flats.	12,569,192.20	13,156,609.48
b. Unsecured Sales Tax Deferment Loan (Commercial Tax Department)	6,029,000.02	7,874,475.40
Deferred Revenue Grant - Sales Tax Deferment	52,93,096.00	5,637,164.00
Total	23,891,288.22	26,668,248.88

Notes-12 Other Financial Liabilites-Non Current

Security Deposits	10,665,044.74	7,936,965.84
Vehicle Loan from Financial Institutions (Secured by Vechiles)	-	-
Total	10,665,044.74	7,936,965.84

Notes-13 Deferred Tax

As at 01-04-2018	509,857.69	1,777,954.62
(Charged) /Credited to statement of profit and loss	332,062.08	(1,268,096.80)
Other Comprehensive Income	(423,986.51)	(387,489.10)
As at 31-03-2019	417,933.26	122,366.72

Phyto Chem - Annual Report - 2018-19

Notes forming part of Financial Statements

	As at 31 st March 2019	As at 31 st March 2018
Notes-14 Borrowings - Current Liabilities		
Loans repayable on demand		
- From Banks (Secured Loans) - C.C	156,041,899.80	155,983,050.10
(Secured by hypothecation of stock in Trade & Book debts and further guaranteed by Managing Director in his personal capacity)		
Loan from the Director - Related Party (Unsecured)	0.00	0.00
Total	156,041,899.80	155,983,050.10
Notes-15 Trade Payables-Other Financial Liabilities-Current		
Sundry Creditors - Less than 12 months -		
Amounts outstanding to SME	-	-
- Outstanding to others	369,960,677.00	221,434,321.15
Total	369,960,677.00	221,434,321.15
Notes-16 Other Liabilities- Current		
(Current maturities of long term loan)		
a. Term Loan - Kotak Mahindra Bank (Secured)	0.00	2,746,872.00
b. Vehicle Loan from Financial Institutions	2,448,000.57	89,546.96
c. Advances from Customers	5,014,047.28	3,981,051.63
d. Unclaimed Dividends F.Y 2012-13 & 2013-14	1,310,561.00	1,310,561.00
e. Other Current Liabilities (Unsecured loans from Directors)	39,216,290.67	30,628,561.00
f. Outstanding Liabilities	24,341,913.58	33,434,130.02
Total	72,330,813.10	72,190,722.61
Notes-17 Provisions-Current		
Income Tax for the FY 2018-19	2,106,193.59	4,268,369.64
Less: TDS Receivable	0.00	0.00
Total	2,106,193.59	4,268,369.64
Notes-18 Revenue from Operations		
a. Sale of Pesticides (Gross)	694,427,039.04	696,647,778.85
b. Less: GST	103,343,132.74	105,687,243.20
Total	591,083,906.30	590,960,535.65
Notes-19 Other Income		
Discounts	-	2,183,000.00
Interest Received	-	260,339.00
Exchange Fluctuation	-	6,015,712.00
Misc. Income	6,000.00	7,002,941.58
Price Variation	7,713,000.00	-
Profit on Sale of Vehicles	12,738.00	-
Profit on Sale of Investments	236,499.27	-
Dividend Received	1,385,000.00	-
Bad Debts Recovered	482,751.00	-
Total	9,835,988.27	15,461,992.58
Notes-20 Cost of Materials Consumed		
Raw Materials Consumed:		
Opening Stock	57,016,830.76	30,882,389.95
Add : Purchases	477,448,140.50	461,190,822.68
Customs Duty	19,615,814.00	26,982,861.00
Freight Inward	2,496,150.00	2,951,699.00
	556,576,935.26	522,007,772.63
Less : Closing Stock	55,027,746.70	57,016,830.76
	501,549,188.56	464,990,941.87
Packing Materials Consumed:		
Opening Stock	20,403,995.30	20,409,670.03
Add : Purchases	18,214,604.50	17,987,024.00
	38,618,599.80	38,396,694.03
Less : Closing Stock	19,920,342.61	20,409,670.03
	18,698,257.19	17,992,698.73
Total	520,247,445.75	482,983,640.60



Phyto Chem (India) Limited

Notes forming part of Financial Statements

Notes-21 Changes in Inventories of Finished Goods, Land and Work-in-progress	As at 31st March 2019	As at 31st March 2018
Opening inventory:		
Finished goods	57,023,427.54	51,667,453.40
House Plots	9,679,000.00	9,679,000.00
A	66,702,427.54	61,346,453.40
Closing inventory:		
Finished goods	83,518,705.94	58,120,124.54
House Plots	9,679,000.00	9,679,000.00
B	93,197,705.94	67,799,124.54
Total (A-B)	(26,495,278.40)	(6,452,671.14)
 Notes-22 Employee Benefit Expenses		
a. Salaries & wages		
Factory salaries	48,07,301.00	4,819,870.00
Office Staff- Salaries	2,510,362.00	2,786,002.00
Marketing - Salaries	16,361,649.00	10,892,357.00
	23,679,312.00	18,498,229.00
b. Directors' Remuneration		
Directors' Remuneration	3,720,000.00	3,120,000.00
Bonus - Managing Director & Executive Director	309,876.00	259,896.00
Directors' Sitting Fee	212,500.00	212,500.00
	4,242,376.00	3,592,396.00
c. Contribution to PF and ESI		
Provident Fund	1,709,559.00	1,578,295.00
ESI	820,169.00	549,771.00
Earn Leaves	650,000.00	-
Staff Welfare	938,263.00	788,948.00
Bonus	889,436.00	751,790.00
Gratuity	786,245.00	169,672.00
	5,793,672.00	3,838,476.00
	33,715,360.00	25,929,101.00
 Notes-23 Financial Cost		
Interest paid to Banks	20,120,843.61	20,596,614.10
Other borrowing costs	871,137.09	731,283.16
	20,991,980.70	21,327,897.26
 Notes-24 Other Expenses		
Power & Fuel	816,707.00	1,043,247.00
Rent	1,549,969.00	1,296,832.00
Factory Maintainance	1,139,379.00	3,328,376.60
Insurance - MFG	283,619.00	311,444.00
Rates & Taxes	1,451,541.00	777,304.00
Selling & Distribution Expenses	9,378,393.97	36,528,906.00
Import Clearing Charges	2,120,281.00	3,817,110.00
Safety Devices	69,200.00	128,480.00
First Aid & Medical Expenses	4,764.00	112,356.00
Lab Consumables	5,583.00	51,783.00
Social Welfare Surcharge	1,946,884.00	326,834.00
Exchange Fluctuation	8,017,733.00	0.00
Administration Expenses	6,442,997.46	6,304,499.65
Sales Taxes	0.00	1,949,088.00
Bad Debts	0.00	7,732,967.98
Travelling Expenses	7,628,838.50	4,554,797.00
	40,855,889.93	68,264,025.23

Phyto Chem - Annual Report - 2018-19

Notes forming part of Financial Statements

Notes-25 Auditors Remuneration

Particulars	For the year ended 31st March, 2019 Rs.	For the year ended 31st March, 2018 Rs.
Audit fee	100,000.00	80,000.00
Reimbursement of out of pocket expenses	--	--
TOTAL	100,000.00	80,000.00

Notes-26 Earnings per Share

Particulars	For the year ended 31st March, 2019 Rs.	For the year ended 31st March, 2018 Rs.
Earnings		
Profit attributable to equity holders	7,266,421.08	91,82,239.27
Shares		
Number of shares at the beginning of the year	43,00,200	43,00,200
Add: Equity Shares issued	-	-
Less: Buy back of Equity shares	-	-
Total number of equity shares outstanding at the end of the year	43,00,200	43,00,200
Weighted average number of equity shares outstanding during the year – Basic	43,00,200	43,00,200
Add: Weighted average number of equity shares arising out of outstanding stock options (net of the stock options forfeited) that have dilutive effect on the EPS	-	-
Weighted average number of equity shares outstanding during the year – Diluted	43,00,200	43,00,200
Earnings per share of par value Rs.10/- – Basic	1.69	2.14
Earnings per share of par value Rs.10/- – Diluted	1.69	2.14



Phyto Chem (India) Limited

Notes-27 Related Parties

In accordance with the provisions of Ind AS 24 "Related Party Disclosures" and the Companies Act, 2013, Company's Directors, members of the Company's Management and Key Management Personnel are considered. List of related party of the Company is as below:

S.No.	Name of the Related Party	Nature of Relationship
1	Dr. P. Sreemannarayna	Chairman
2	Mr. Y. Nayudamma	Managing Director
3	Mr. Y. Janaki Ramaiah	Executive Director
4	Mr. Y.Venkateswarlu	Director
5	Mr. P. Anjaneyulu	Director
6	Mr. T. A. Choudary	Independent Director
7	Mr. M. Balarama Krishnaiah	Independent Director
8	Mrs. S. Kavitha Rani	Independent Director
9	Mr. N. Sudhakar	Independent Director
10	Dr. G.S.R. Anjaneyulu	Independent Director
11	Mr. Pavansingh Thakur	Company Secretary

Related Party Transactions

S. No.	Nature of Transaction	FY 2018-19		FY 2017-18	
		Rs.	Rs.	Rs.	Rs.
1	Directors Remuneration / Salary and Perquisites (Managing Director & CEO)	25,49,940.00	25,49,940.00	19,49,940.00	19,49,940.00
2	Directors Remuneration / Salary and Perquisites (Executive Director)	14,29,956.00	14,29,956.00	13,94,970.00	13,94,970.00
3	Fee for attending Board/ Committee meeting				
	Mr T.A. Choudary	30,500.00	30,500.00	37,000.00	37,000.00
	Mr M. Balarama Krishnaiah	34,000.00	34,000.00	24,500.00	24,500.00
	Mrs S. Kavitha Rani	34,000.00	34,000.00	31,500.00	31,500.00
	Mr N. Sudhakar	34,500.00	34,500.00	54,000.00	54,000.00
	Dr G.S.R. Anjaneyulu	34,000.00	34,000.00	16,500.00	16,500.00
4	Salary (Company Secretary)	326,398.00	326,398.00	3,39,810.00	3,39,810.00
5	Unsecured Loan taken from :				
	Mr Y.Nayudamma (Managing Director)	3,07,15,469.00	3,07,15,469.00	2,50,55,359.00	2,50,55,359.00
	Mr Y.Janaki Ramaiah (Executive Director)	76,92,340.00	76,92,340.00	55,73,202.00	55,73,202.00
6	Company has purchased office premises during the F.Y. 2017-18 for Rs.1,12,81,500 from M/s. Rasasri Infrastructures Private Limited, in which Mr.Y.Nayudamma, Managing Director and Mr.P.Anjaneyulu, Director are also Directors in that Company.				

Phyto Chem - Annual Report - 2018-19

Notes- 28 Segment Reporting

Ind AS 108 establishes standards for the way that public business enterprises report information about operating segments and related disclosures about products and services. Based on the 'Management' approach as defined under Ind AS108, the Chief Operating Decision Maker (CODM) evaluates the performance on a periodical basis and allocates resources based on an analysis of the performance of various Businesses. The CODM is the Managing Director. The accounting principles used in the preparation of the financial statements are consistently applied to record revenue and expenditure in individual segments and are as set out in the Significant Accounting Policies. Since the Company operates mainly in one segment i.e. Manufacturing and Marketing of pesticides formulations, segment results and segment revenue details are not separately given.

Notes- 29 Employee benefits

a. Defined Benefit Plans:

The Company operates defined contribution schemes like Employee State Insurance Scheme. For this scheme contributions are made by the company and employees at a predetermined rate based on current salaries.

b. Defined Benefit Plans:

i. Gratuity:

The Company has provided gratuity liability to its employees as per the actuarial valuation finalised by actuarial values. The benefits are determined and carried out at each Balance Sheet date.

ii. Leave Encashment:

The Company has created provision for leave encashment liability for eligible employees. The benefits are determined and carried out at each Balance Sheet date.

Notes- 30 Income Taxes

a. Income tax expense / (benefit) recognized in the statement of profit and loss:

Income tax expense/ (benefit) recognized in the statement of profit and loss consists of the following:

Particulars	(Rs.)	
	For the Year Ended 31 st March	
	2019	2018
Current taxes expense		
Domestic	21,06,193.59	41,69,825.31
Deferred taxes expense/(benefit)		
Domestic	(3,32,062.08)	(12,68,096.80)
Total income tax expense/(benefit) recognized in the statement of profit and loss	17,74,131.51	29,01,728.51

b. Reconciliation of tax expenses and the accounting profit multiplied by tax rate

Profit before Income Tax Expense	90,40,552.59	1,20,83,968.78
Tax at the Indian tax rate of 26.00% (2017-18: 33.063%)	23,50,543.67	39,95,322.60
Effect of Non-Deductible Expense	0.00	2,74,682.78
Effect of Allowances for Tax Purpose	(2,44,350.08)	(1,00,179.73)
	21,06,193.59	41,69,825.65
Effect of Deferred Tax	91,924.43	(16,55,585.90)
Income Tax Expense	2,198,118.02	25,14,239.75



Phyto Chem (India) Limited

b. Deferred Tax Assets & Liabilities:

The tax effects of significant temporary differences that resulted in deferred tax assets and liabilities and a description of the items that created these differences is given below:

Particulars	For the Year Ended 31 st March	
	2019	2018
Deferred tax assets/(liabilities):		
Property, plant and equipment - Liability	5,09,857.69	17,77,954.62
Others - Asset	(91,924.43)	(16,55,584.90)
Net deferred tax assets/(liabilities)	4,17,933.26	1,22,368.72

c. Movement in Deferred Tax Assets and Liabilities during the year ended 31st March, 2019 & 2018:

Particulars	As at 1 st April, 2017	Recognized in statement of profit and loss	Recognized in equity	As at 31 st March, 2018
Deferred Tax Assets/(Liabilities)				
Property, plant and equipment	38,54,417.28	1,00,179.42	-	39,54,596.69
Others	(20,76,462.65)	(13,68,276.22)	(3,87,489.10)	(38,32,227.97)
Net deferred tax assets/(liabilities)	17,77,954.62	(12,68,096.80)	(3,87,489.10)	1,22,368.72

Particulars	As at 1 st April, 2018	Recognized in statement of profit and loss	Recognized in equity	As at 31 st March, 2019
Deferred tax assets/(liabilities)				
Property, plant and equipment	39,54,596.69	5,05,398.85	-	44,59,995.54
Others	(34,44,739.00)	(1,73,336.77)	(4,23,986.51)	(40,42,062.28)
Net deferred tax assets/(liabilities)	509,857.69	330262.08	(4,23,986.51)	4,17,933.26

Notes - 31 Investments

Investments consist of investments in Mutual funds, Bonds, Preference Shares and Debentures measured at Fair value through Profit & Loss Account and investment in equity instruments measured at Fair Value through Other Comprehensive Income.

The details of such Investments in Equity as on 31st March, 2019 are as follows:

Particulars	Fair value as on 1 st April 2018	Disposal of Investments during the year	Gain recognized directly in equity	Fair value as on 31 st March 2019
Non - Current Investments	2,460,186.50	(1,048,896.50)	(182,846.76)	1,228,443.24
Investments in Equity	-	-	-	-
Total	2,460,186.50	(1,048,896.50)	(182,846.76)	1,228,443.24

Phyto Chem - Annual Report - 2018-19

The details of such Investments in Equity as on 31st March, 2018 are as follows:

Particulars	Cost	Gain recognized directly in equity	Gain recognized directly in profit and loss account	Fair value
Non-current Investments	31,65,827.76	(7,05,641.26)	-	24,60,186.50
Investments in Equity	-	-	-	-
Total	31,65,827.76	(7,05,641.26)	-	24,60,186.50

Financial Instruments

Set out below, is a comparison by class of the carrying amounts and fair value of the financial instruments, other than those with carrying amounts that are reasonable approximations of fair values

(Rs. In Lacs)

Particulars	Carrying value		Fair value	
	Mar-19	Mar-18	Mar-19	Mar-18
Financial Assets				
Cash and cash equivalents	18.76	16.38	18.76	16.38
Non-Current Assets-Loans and Advances	75.10	62.74	75.10	62.74
Current Assets-Loans and Advances	76.03	10.64	76.03	10.64
Total	169.89	89.76	169.89	89.76
Financial Liabilities				
Non-Current Liabilities-Other Financial Liabilities	106.65	79.37	106.65	79.37
Borrowings	1560.42	1559.83	1560.42	1559.83
Trade payables	3699.61	2214.34	3699.61	2214.34
Other financial liabilities	723.31	721.91	723.31	721.91
Total	6089.99	4575.45	6089.99	4575.45

The fair value hierarchy is based on inputs to valuation techniques that are used to measure fair value that are either observable or unobservable and consists of the following three levels:

Level 1 — Inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 — Inputs are other than quoted prices included within Level 1 that are observable for the Asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices).

Level 3 — Inputs are not based on observable market data (unobservable inputs). Fair values are determined in whole or in part using a valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data.

Notes- 32 Financial Risk Management

The Company's activities expose it to a variety of financial risks, including credit risk, liquidity risk and Market risk. The Company's risk management assessment and policies and processes are established to identify and analyze the risks faced by the Company, to set appropriate risk limits and controls, and to monitor such risks and compliance with the same. Risk assessment and management policies and processes are reviewed regularly to reflect changes in market conditions and the Company's activities. The Board of Directors and the Audit Committee is responsible for overseeing the Company's risk assessment and management policies and processes.



Phyto Chem (India) Limited

a. Credit Risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the credit worthiness of customers to which the Company grants credit terms in the normal course of business.

Trade Receivables - The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the credit worthiness of customers to which the Company grants credit terms in the normal course of business. On account of adoption of Ind AS 109, the Company uses Expected Credit Loss (ECL) model for assessing the impairment loss. As Company trade receivables are realised within normal credit period adopted by the company, hence the financial assets are not impaired.

Financial assets that are neither past due nor impaired - None of the Company's cash equivalents, including deposits with banks, were past due or impaired as at 31st March, 2019.

b. Liquidity Risks

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company manages its liquidity risk by ensuring, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risk to the Company's reputation.

As of 31st March, 2019 and 2018, the Company had unutilized credit limits from banks of Rs. NIL and Rs. NIL respectively.

As of 31st March, 2019, the Company had working capital (current assets less current liabilities) of Rs.7,41,56,023.89 including cash and cash equivalents of Rs.18,75,925.32, As of 31st March, 2018, the Company had working capital of Rs.7,22,33,660.74 including cash and cash equivalents of Rs.16,38,337.92

c. Market Risks

Market risk is the risk that changes in market prices such as commodity prices risk, foreign exchange rates and interest rates which will affect the Company's financial position. Market risk is attributable to all market risk sensitive financial instruments. Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market Risk comprises three types of risk: Interest Rate Risk Foreign Currency Risk and Commodity Risk.

Notes- 33 Capital Management

The Company's objective for capital management is to maximize shareholder wealth, safeguard business continuity and support the growth of the Company. The Company determines the capital management requirement based on annual operating plans and long term plans. The funding requirements are met through equity, borrowings and operating cash flows required. The Company's capital comprises Equity Share Capital, Retained Earnings and other equity attributable to equity holders.

Notes - 34

No amount is due or payable by any of the directors, firms, private companies in which any Director is a partner / director / manager or companies under the same management towards sundry debtors / loans and advances in the Company. Maximum amount outstanding from the above - Nil (Nil).

Notes - 35

The Financial Statements were approved for issue by the Board of Directors on 30th May, 2019.

Notes - 36 Contingent Liabilities

a. Claims against the Company not acknowledged as debt:

The Company has appealed against the decision of CTO for the improper addition of turnovers for the Financial Years 2010-11, 2011-12 & 2012-13. The Appeal filed by the Company was remanded back by the Appellate Authority in favour of the Company and the matter is pending before the regular CTO. The disputed tax in respect of this appeal is Rs.10,21,615/-. Since the management is hopeful to get favourable decision, no provision is made in the books of accounts.

b. Bank Guarantees: Nil

Phyto Chem - Annual Report - 2018-19

Notes forming part of Financial Statements

Notes - 37

Amount payable to Sales Tax Department towards Deferment of Rs.1,13,36,049.98

In view of Ind AS adjustment, the said amount is shown as under:

Amount payable to Sales Tax Department:	1,13,36,049.98
Less: Amount Transferred to Fair Value: (Difference between Amortisation Income & Expenditure)	35,500.42
Total	1,13,00,549.56
Unsecured Sales Tax Deferment Loan:	35,21,682.88
Deferred Revenue Grant - Sales Tax Deferment - Amortisation for the year 2019-20	52,93,096.00
Current Maturity value during the year 2019-20 (Payable)	24,85,770.68
Total	1,13,00,549.56

Notes - 38

Confirmation of balances of certain parties for amounts due to them / due from them as per the accounts of the Company have not been received. However the values in the book of accounts are final as they have not furnished the confirmation of balance certificate before the due date prescribed by the Company.

Notes - 39

In the opinion of Board of Directors of the Company, current assets, loans and advances and deposits are approximately of the value stated in the accounts, if realized in ordinary course of business, unless otherwise stated. The provisions for all known liabilities are adequate and not in excess of the amounts reasonably necessary.

Notes - 40

Disclosure in respect of principal and interest pertaining to the Micro, Small and Medium Enterprises Dev. Act, 2006 based on available details is as under

<u>Particulars</u>	<u>Amount in Rs.</u>
Principal amount due as on 31-03-2019	—
Interest on above and unpaid interest	—
Interest paid	—
Payment made beyond the appointed date	—
Interest due and payable for the period of delay	—
Interest accrued and remaining unpaid at the year end	—
Amount of further interest due and payable in succeeding year	—

Note : There are no outstanding amounts to MS & ME as on 31-03-2019 (As per the return filed with ROC).

The dues are to be settled within 45 days as per the Act .Though amount was not cleared as per the credit period allowed by the Act, but the dues were cleared before the credit period allowed as per the agreement with the supplier.

Notes - 41

The Company has loss of Rs.80,17,733.00 (net) due to fluctuations in foreign exchange rate and the same is debited to P&L A/c.



Phyto Chem (India) Limited

Notes forming part of Financial Statements

Notes- 42

Disclosure pursuant to Ind AS 19 (Accounting Standards 15- Revised 2005)

I. Employee Benefits:

a. Leave Obligations:

The leave obligation covers the Company's liability for earned leave which is unfunded.

b. Defined Contribution Plan:

The Company had defined contribution plans namely Provident Fund. Contributions are made to provident fund at the rate of 12% of basic salary as per regulations. The contributions are made to registered provident fund administered by the Government. The obligation of the Company is limited to the amount contributed and it has no further contractual nor any constructive obligation. The expense recognised during the year towards defined contributions plan is as follows: Contribution to defined contribution plan recognized as expenditure in profit and loss account is as under:

The provident fund contributions are remitted to Regional Provident Fund Commissioner, Hyderabad.

II. Post-employment obligations

a. Gratuity:

The Company provides for gratuity for employees as per the payment of Gratuity Act, 1972. The amount of gratuity payable on retirement/termination is the employees last drawn basic salary per month computed proportionately for 15 days salary multiplied for the number of years of service. The Company operates post retirement gratuity plan with LIC of India. The present value of obligation is determined based on actuarial valuation using the Projected Unit Credit Method, which recognises each period of service giving rise to additional unit of employees benefit entitlement and measures each unit separately to build up the final obligation.

The following table sets out the amounts recognised in the financial statements in respect of gratuity plan.

The following table sets out the amounts recognised in the financial statements in respect of gratuity plan

Particulars	Year ended March 31, 2019
Change in defined benefit obligations:	
Obligation at the beginning of the year	2,594,899.00
Current service cost	278,986.00
Interest cost	206,714.00
Remeasurement (gains)/losses	1,111,130.00
Past service cost	-
Benefits paid	<u>(302,769.00)</u>
Obligation at the end of the year	<u>3,888,960.00</u>
Change in plan assets:	
Fair value of plan assets at the beginning of the year	1,537,042.81
Investment income	113,458.90
Employer's contributions	133,677.00
Benefits paid	<u>(302,769.00)</u>
Return on plan assets , excluding amount recognised in net interest expense	-
Fair value of plan assets at the end of the year	<u>1,481,409.71</u>
Expenses recognised in the statement of profit and loss consists of:	
Employee benefits expense:	278,986.00
Current service costs	-
Past service cost	<u>206,714.00</u>
Net interest expenses	<u>485,700.00</u>
Other comprehensive income:	
(Gain)/Loss on plan assets	(113458.90)
Actuarial (gain)/loss arising from changes in financial assumptions	909,315.00
Actuarial (gain)/loss arising from changes in experience adjustments	<u>201,815.00</u>
	<u>997,671.10</u>
Expenses recognised in the statement of profit and loss	<u>1483371.00</u>

Phyto Chem - Annual Report - 2018-19

Notes forming part of Financial Statements

Notes- 43

Pending Legal Matters:

The Company has filed several cheque bouncing suits against its customers and the matters are pending at various levels in the Hon'ble Courts. No suit against the Company which creates financial commitment to the Company was filed.

Notes- 44

a. Value of Imports calculated on CIF basis by the Company:

	Year ended 31-03-2019 (Rs. in lacs)	Year ended 31-03-2018 (Rs. in lacs)
i. Raw materials :	2378.23	2840.47
ii. Components and spare parts :	Nil	Nil
iii. Capital Goods :	Nil	Nil

b. Expenditure in foreign currency during the Financial year on account of royalties, know how, professional, consultation and other matters: Nil

c. Total value of imported raw material consumed during the Financial year and the total value of indigenous raw materials and the percentage of each to the total consumption:

I. Raw Material Consumption (Product wise):

	Year ended 31-03-2019 (Rs. in lacs)	Year ended 31-03-2018 (Rs. in lacs)
a. Technicals	4622.08	3484.29
b. Solvents, Emulsifiers & others	152.40	150.33
Total	4794.37	3634.62

II. Raw Material Consumption (Percentage)

	Year ended 31-03-2019			Year ended 31-03-2018		
	Qty. (Kgs)	Rs. in Lacs	Percentage of Consumption	Qty. (Kgs)	Rs. in Lacs	Percentage of Consumption
a. Imported	247404	2569.86	20.30	439579	2705.41	23.85
b. Indigeneous	971151	2224.51	79.70	1403234	1645.15	76.15
Total	1218555	4794.37	100.00	1842813	4350.56	100.00

d. Earnings in foreign exchange : Nil



Phyto Chem (India) Limited

Notes forming part of Financial Statements

Notes - 45		<u>31-03-2019</u>		<u>31-03-2018</u>	
a. Particulars of capacity, Production and sales					
i. Installed Capacity (Ltrs)					
		90,00,000.000		90,00,000.000	
ii. Production (Ltrs)					
Pesticides Formulations		8,99,552.000		13,34,843.400	
iii. Sales					
		(Ltrs/Kgs)	Rs.	(Ltrs/Kgs)	Rs.
			(in Lacs)		(in Lacs)
1. Pesticides Formulations		8,66,243.800	6,009.20	13,05,660.000	6,064.23
2. Real Estate (Sft.)		--	--	--	--
			<u>6,009.20</u>		<u>6,064.23</u>
b. Details of Opening and Closing Stock:					
		Qty.	Rs.	Qty.	Rs.
Finished Goods		(Ltrs/Kgs)	(in lacs)	(Ltrs/Kgs)	(in lacs)
i. Pesticides Formulations					
Opening Stock		2,71,230.000	581.20	2,42,047.000	516.67
Closing Stock		3,04,538.120	835.19	2,71,230.000	581.20
ii. Land - Real Estate					
Opening Stock		48,395.00 (Sft)	96.79	48,395.00 (Sft)	96.79
Closing Stock		48,395.00 (Sft)	96.79	48,395.00 (Sft)	96.79

Notes - 46

Previous year figures have been regrouped / rearranged wherever necessary.

As Per our Report of even date annexed.

**For M/s S.T. Mohite & Co.,
Chartered Accountants
Firm Regn. No. 011410S**

For and on behalf of the Board of Directors

**Sreenivasa Rao. T. Mohite
Partner, M.No.015635
Place : Hyderabad
Date : 30th May, 2019**

**Pavansingh Thakur
Company Secretary
M.No: 56920**

**N.Sudhakar
Director
DIN : 00426897**

**Y.Nayudamma
Managing Director
DIN : 00377721**

Phyto Chem - Annual Report - 2018-19



Phyto Chem (India) Limited

(CIN: L24110TG1989PLC009500)

Survey No.628, Temple Street, Bonthapally - 502 313,
Gummadidala Mandal, Sangareddy District, Telangana State.

Attendance Slip

The Company does not have the practice of providing gifts to Members at the Annual General Meeting

30th Annual General Meeting on 25th September, 2019

1. Name & Registered Address of the Sole / first named Shareholder :
2. Name(s) of the Joint Shareholder(s) (if any) :
3. Registered Folio No./ DP ID / Client ID No. :
4. Number of Shares held :

I certify that I am a member / Proxy for the member of the Company. I hereby record my presence at the 30th Annual General Meeting of the Company at Registered Office of the Company at Survey No.628, Temple Street, Bonthapally-502 313, Gummadidala Mandal, Sangareddy District, Telangana State on Wednesday, 25th September, 2019 at 12:15 P.M.

Member's / Proxy's Name in Block Letters

Member's / Proxy's Signature

SUBJECT : E-VOTING

In terms of the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (hereinafter called "the Rules") and Regulation 44 of the SEBI (LODR) Regulations, 2015, the Company is providing facility to exercise votes on the items of business given in the Notice through electronic voting system, to members holding shares as on 18th September, 2019 (End of Day) being the cut-off date (i.e. record date for the purpose of Rule 20(3)(vii) of the Rules) fixed for determining voting rights of members, entitled to participate in the e-voting process, through the e-voting platform provided by Central Depository Services Limited (CDSL).

The e-voting particulars are set out below:

EVSN (E-Voting Sequence Number)	USER ID	PASSWORD
190824005	Please refer Notes No.9 d & 9 e of e-voting instructions in the Notice.	

The e-voting period commences from 9:00 a.m. on 22nd September, 2019 and ends on 24th September, 2019 by 5:00 p.m. The members of the Company, holding shares either in physical or demat form, as on the cut-off date of 18th September, 2019, may cast their vote electronically.

For instructions on e-voting, please read the attached Notice of the Annual General Meeting. This communication forms an integral part of the Notice for convening the Annual General Meeting of the Company to be held on 25th September, 2019.



Phyto Chem (India) Limited



Phyto Chem (India) Limited

(CIN: L24110TG1989PLC009500)

Survey No.628, Temple Street, Bonthapally - 502 313,
Gummadidala Mandal, Sangareddy District, Telangana State.

Proxy Form

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

CIN	L24110TG1989PLC009500
Name of the Company	Phyto Chem (India) Limited
Corporate office	No.8-3-229/23, First Floor, Thaherville, Yousufguda Checkpost, Hyderabad - 500 045, Telangana State.
Registered office	Survey No.628, Temple Street, Bonthapally-502 313, Gummadidala Mandal, Sangareddy District, Telangana State.
Name of the Member(s)	
Registered Address	
Email Id	
Folio No / Client ID	DP ID:

I/ We, being the member(s) of _____ shares of the above named Company, hereby appoint

1	Name		
	Address		Signature
	E- Mail ID		
	or failing him		
2	Name		
	Address		Signature
	E- Mail ID		
	or failing him		
3	Name		
	Address		Signature
	E- Mail ID		
	or failing him		

As my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 30th Annual General meeting of the Company, to be held on Wednesday the 25th day of September, 2019 at 12:15 P.M. at the Registered Office of the Company at Survey No.628, Temple Street, Bonthapally 502 313, Gummadidala Mandal, Sangareddy District, Telangana State and at any adjournment thereof in respect of such resolutions as are indicated below:

Phyto Chem - Annual Report - 2018-19

Item No.	Resolutions	For	Against
1.	Adoption of the Audited Financial Statements, Reports of the Board of Directors and Auditors.		
2.	Re-appointment of Dr. Yadlapalli Venkateswarlu as Director who retires by rotation		
3.	Re-appointment of Mr. Y. Nayudamma as Managing Director of the Company		
4.	Re-appointment of Mr. Y. Janaki Ramaiah as Executive Director of the Company		
5.	Appointment of Mr. M. Sreerama Murthy as a Non-Executive Independent Director of the Company		

**Affix
Revenue
Stamp**

Signed thisday of2019

Signature of Shareholder.....

Signature of Proxy holder(s).....

Route Map to Registered Office - AGM on 25-09-2019



Printed Matter

If undelivered, Please return to :



Phyto Chem (India) Limited

CIN : L24110TG1989PLC009500

Survey No. 628, Temple Street, Bonthapally - 502 313,
Gummadidala Mandal, Sangareddy, District, Telangana State.

Leo Printers @ 9866353646

