



19-20

Corp. Off.: DLF Tower B, 7th Floor, 710-712,
Jasola District Centre, New Delhi-110025, INDIA
Tel +011-46108868/69
CIN No. U00304HP2005PTC029451
E-mail: info@biodealpharma.com
www.biodealpharma.com

BOARD'S REPORT

Dear Members,

Your Directors are pleased to present their 15th Annual Report together with the Audited Statements of Accounts for the financial year ended 31st March 2020.

1. THE STATE OF COMPANY'S AFFAIRS

A. FINANCIAL HIGHLIGHTS

The summarized results for the financial year ended 31st March 2020 are given below:

PARTICULARS	FOR THE YEAR ENDED 31.03.2020	FOR THE YEAR ENDED 31.03.2019
Total Revenue	516,618,072	469,197,164
Less: Expense	(496,625,979)	(439,057,466)
Profit/ Loss Before Tax	19,992,093	30,139,698
Tax Expenses		
Current Tax	0	0
Deferred Tax	5,031,611	8,384,863
Excess/Short Provisions relating earlier year tax	0	0
Profit/(Loss) After Taxation	14,960,482	21,754,835
Balance carried to Balance Sheet	14,960,482	21,754,835

B. RESULTS OF OPERATIONS

The Key highlights pertaining to the business of the company for the financial year ending March 31, 2020 have been given hereunder:

During the period under review, the Company earned a profit of Rs. 14,960,482/- as compared to profit for the last financial Year of Rs. 21,754,835/-. The gross revenue for the Financial Year 2019-2020 is Rs. 516,618,072/- as compared to gross revenue of Rs. 469,197,164/- in previous Financial Year.

2. THE AMOUNT, IF ANY, WHICH IT RECOMMENDS SHOULD BE PAID BY WAY OF DIVIDEND

The Board of Directors of the Company has not recommend any dividend to be paid for the financial year ending March 31, 2020.

3. THE AMOUNTS, IF ANY, WHICH IT PROPOSES TO CARRY TO ANY RESERVES

The Company had transferred the amount of Rs. 14,960,482/- being the profit for the current year to the general reserve in the balance sheet during the financial year ended 31stMarch, 2020.

4. CAPITAL STRUCTURE

There is no change in the authorized & Paid up share capital during the period under review.

The Authorized Share Capital of the Company is Rs.250,000,000/- (Rupees Twenty Five Crores only) divided into 25,000,000 (Two Crore Fifty Lacs only) Equity Shares of Rs. 10/- each.

The Paid up Share Capital of the Company is Rs. 250,000,000/- (Rupees Twenty Five Crores only) divided into 25,000,000/- (Two Crore Fifty Lacs only) Equity Shares of Rs. 10/- each.

Other mandatory disclosures as per Companies Act, 2013 are provided hereunder:

Issue of Equity Shares with Differential Rights:-

During the financial year ended 31stMarch, 2020, the Company has not issued any Equity Shares with Differential Rights.

Issue of Employee Stock Options:-

During the financial year ended 31st March, 2020, the Company has not issued any Employee Stock Options as stated in Section 62(1)(b) of the Companies Act, 2013 and Rule 12(9) of Companies (Share Capital and Debenture Rules, 2014).

Issue of Sweat Equity Shares:-

During the financial year ended 31st March, 2020, the Company has not issued any sweat equity shares as specified in Section 54 of the Companies Act, 2013 and Rule 8(13) of Companies (Share Capital and Debenture Rules, 2014).

5. STATE OF COMPANY'S AFFAIRS

Brief description of the nature of business of the company

The Company is into the business to manufacture, produce, process, prepare, sale, import, export and deals in all kinds of commercial activities related to pharmaceuticals and chemical products of medicaments in all its branches.

6. NAMES OF THE COMPANIES WHICH HAVE BECOME OR CEASED TO BE SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES

During the year no Company has become or ceased to be Subsidiaries, Joint Ventures or Associate Companies of the Company.

7. PERFORMANCE AND FINANCIAL POSITION OF THE SUBSIDIARY COMPANIES

During the year no Company has become or ceased to be Subsidiaries Companies of the Company.

8. CONSOLIDATED FINANCIAL STATEMENT

Since the Company is not having any Subsidiaries, Joint Ventures or Associate Companies therefore provision related to consolidation of financial statements is not applicable.

9. MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT

There is no material changes and commitments affecting the financial position of the Company which have occurred between the end of the Financial Year of the Company to which the financial statements relate and the date of the report.

10. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNING AND OUTGO

The information relating to the Conservation of energy, technology absorption and foreign exchange earnings and outgo as required under Rule 8(3) of the Companies (Accounts) Rules, 2014 is annexed as Annexure II and forms part of this report.

11. POLICY ON PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE

The Company has zero tolerance for Sexual Harassment at workplace and has adopted and laid down a policy on prevention of sexual harassment at workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules made thereunder. The policy aims to provide protection to employees at the workplace and prevent redress complaints of sexual harassment and for matters connected or incidental thereto, with the objective of providing a safe working environment, where employees feel secure. The Internal complaint committee known as Prevention of Sexual Harassment (POSH) Committee has

also been formed by the Directors to inquire into the complaints of sexual harassment and recommend the appropriate actions, if any.

Your company is fully committed to protect the rights of any women, of any age, whether employed or not, who alleges to have been subjected to any act of sexual harassment within the Company's premises. Your Company provides a safe and healthy work environment.

However, there were no cases reported otherwise, during the year ended on March 31, 2020 of sexual harassment.

12. RISK MANAGEMENT POLICY

The Company has adequate risk management plans and processes in place that commensurate with the size of its business operations. The Management of your Company has devised proper strategies to apprehend risks, take timely actions to mitigate them and convert them to opportunities for the Company.

13. CORPORATE SOCIAL RESPONSIBILITY

Pursuant to the provisions of Section 135 of the Companies Act 2013, every Company having net worth of Rupees Five Hundred Crore or more, or turnover of Rupees One Thousand Crore or more or a net profit of Rupees Five Crore or more during any financial year shall constitute a Corporate Social Responsibility Committee of the Board consisting of three or more directors, out of which at least one director shall be an Independent Director. Since the provisions of section 135 of the Companies Act, 2013 were not applicable on the company for the period ended as at March 31, 2020, the company has not developed or implemented any policy on Corporate Social Responsibility and subsequently no initiatives taken during the year.

14. VIGIL MECHANISM

The provisions regarding vigil mechanism as provided in Section 177(9) of the Companies Act, 2013 read with rules framed thereunder are not applicable on the Company.

15. HUMAN RESOURCES AND INDUSTRIAL RELATIONS

The Company is pleased to report that during the year under reporting, the relations were cordial.

16. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013

Loans, Investments and guarantee Covered under Section 186 of the Companies Act, 2013 form the part of the notes to the financial statements provided in this Annual report.

17. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES REFERRED TO IN SECTION 188(1)

During the period there are contracts or arrangements entered with related parties referred to in the provision of the Section 188(1) of the Companies Act, 2013 which are attached as *Annexure III* to this report.

18. EXTRACTS OF THE ANNUAL RETURN

The Extract of Annual Return as required under section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014, in form MGT-9 is annexed herewith for your kind perusal and information which forms the part of this report and is annexed as *Annexure I*. The same is also available on the website of the Company at <http://www.biodealpharma.com/>.

19. NUMBER OF MEETINGS OF THE BOARD

The Board duly met 10 times in Financial Year 2019-20; on 29th May 2019, 25th June 2019, 12th August 2019, 10th September 2019, 01st November 2019, 25th November 2019, 29th November 2019, 01st December 2019, 20th December 2019 & 30th March 2020.

The provisions of Companies Act, 2013 and Secretarial Standards issued by Institute of Company Secretaries of India were adhered to, while considering the time gap between two meetings. Also proper notices were given and the proceedings were properly recorded, signed and maintained in the Minutes book kept by the Company for the purpose.

Names of Director's on the Board, their attendance at Board Meetings during the financial year 2019-20 is as follows:

Name	Designation	No. of Board Meetings Attended
Mr. Gunjan Kumar	Director	10
Mr. Subodh Prasad Singh	Director	10
Mr. Anurag Kumar	Additional Director	04

20. COMMITTEE'S OF THE BOARD

The Company was not required to constitute any committees of the board under the provisions of the Companies Act, 2013 during the financial year under review.

21. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors' states that:

- (a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) the directors had 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 at the end of the financial year and of the profit and loss of the company for that period;
- (c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) the directors had prepared the annual accounts on a going concern basis;
- (e) the directors had devised proper systems to ensure compliances with the provisions of all applicable laws and that such systems were adequate and operating effectively.

22. CHANGE IN THE NATURE OF BUSINESS, IF ANY

During the year, your Company has not changed the nature of its business.

23. DEPOSITS

The Company has not accepted any deposits during the year pursuant to the provisions of Chapter V of the Companies Act, 2013.

1. The details relation to deposits, covered under Chapter V of the Act.
 - a) Accepted during the year - NIL
 - b) Remained unpaid or unclaimed as at the end of the year - NIL
 - c) Whether there has been any default in repayment of deposits or payment of interest thereon during the year and if so, number of such cases and the total amount involved - NA
 - (i) At the beginning of the year - Nil
 - (ii) Maximum during the year - Nil
 - (iii) at the end of the year - Nil
2. The details of deposits which are not in compliance with the requirements of Chapter V of the Act - NA

24. LOAN TAKEN FROM DIRECTOR OR THEIR RELATIVE

During the period under review Company has taken loan from the Director amounting to Rs. 9,22,29,000/- and accordingly complied with the provision of Rule 2(1)(viii) of the Companies (Acceptance of Deposits) Rule, 2014.

25. DIRECTORS & KEY MANAGERIAL PESSONNEL (KMP)

Details of Directors and KMPs who were appointed or resigned during the year

During the year Mr. Anurag Kumar (DIN:08598700) has been appointed as an additional director of the Company on 01st November, 2019, Ms. AkanshaMunjral was appointed as Company Secretary of the Company on 12th August, 2019 and further she has resigned from the post of Company Secretary on 29th November, 2019 and Ms. Manisha Mahana was appointed as Company Secretary of the Company with effect from 01st December, 2019 and further she has also resigned from 25th August, 2020.

Further, there is no change in the composition of the Board of Directors of the company during the Financial Year.

Declaration by the Independent Directors

The Company being the Private Company, the appointment of Independent Director is not mandatory.

26. AUDITORS

The members are informed that pursuant to the provisions of Section 139 read with the Companies (Audit and Auditors) Rules, 2014; M/s Joshi Vishal & Associates, (Chartered Accountants), Chandigarh have been appointed as Statutory Auditor of the Company, who shall hold office till the conclusion of Annual General Meeting to be held in the Calendar year 2024.

AUDITOR'S REPORT

The observations of Auditor's in their report read with relevant notes are self-explanatory and do not require any further clarification and explanation.

COST AUDITOR FOR FINANCIAL YEAR 2019-20

Your Directors wish to inform that the Cost audit was not applicable to the company during the Financial Year 2019-20.

SECRETARIAL AUDITOR FOR FINANCIAL YEAR 2019-20

Your Directors wish to inform that the Secretarial audit was not applicable to the company during the Financial Year 2019-20.

27. MATERIAL ORDERS BY GOVERNING AUTHORITIES

There were no significant or material orders passed by any governing authority of the Company including regulators, courts or tribunals which could impact the going concern status and company's operations in future.

28. ADEQUACY OF INTERNAL FINANCIAL CONTROL WITH RESPECT TO THE FINANCIAL STATEMENT

The Company has an adequate internal financials control with reference to the financial statement. During the year hence no reportable material weakness in the design or operations were observed.

29. OPERATIONS

Your company's operations were running smoothly during the year.

30. DETAILS IN RESPECT OF FRAUDS REPORTED BY AUDITORS UNDER SUB-SECTION (12) OF SECTION 143 OTHER THAN THOSE WHICH ARE REPORTABLE TO THE CENTRAL GOVERNMENT

There are no frauds reported by Auditors under subsection (12) of Section 143.

31. PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES DETAILS PURSUANT TO SECTION 197(12) READ WITH RULE 5 OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

Since the company is not a listed company, provision of section 197(12) is not applicable on the company.

32. ACKNOWLEDGEMENT


Your Board of Directors wish to thank and place on record their appreciation for the co-operation and support extended to the Company by the Government of India, Reserve Bank of India, Other Local Authorities, Bankers, Suppliers, Customers, Distributors, Employees and other Stakeholders which have been a constant source of strength to the Company.

The Board of Directors also expresses its sincere gratitude to all the shareholders for their continuous support and trust they have shown in the

management. The dedication and sense of commitment shown by the employees at all levels during the year deserve special mention.

**For and on behalf of the Board of Directors of
Biodeal Pharmaceuticals Private Limited**

For Biodeal Pharmaceuticals Pvt. Ltd.



Director

Name: Anurag Kumar
Designation: Chairperson & Director
DIN: 08598700
Address: House No. 793, Sector 3-D
Bokaro Steel City, Bokora
Jharkhand-827001

Place: Chandigarh

Date: 18.12.2020

ANNEXURE - I

FORM NO. MGT 9

EXTRACTS OF THE ANNUAL RETURN
as on the financial year ended on 31st March, 2020

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

I. Registration and Other Details

Corporate Identity Number (CIN)	U00304HP2005PTC029451
Name of the Company	Biodeal Pharmaceuticals Private Limited
Registration Date	30/12/2005
Category/Sub category of the Company	Company Limited by Shares
Address of the Registered Office and Contact Details	Village Saini Majra, Nalagarh-Ropar Road, Teh. Nalagarh, Distt. Solan (HP). Nalagarh, Distt. Solan (HP). HP 000000 IN
Whether Listed Company, if yes, name of the Stock Exchange where listed	No
Name, Address and Contact details of the Registrar & Transfer Agent, if any	Not Applicable

II. Principal Business Activity of the Company

Business activity contributing 10% or more of the total turnover of the Company:

Name and Description of main products/services	NIC Code of the Product/Service	% to total turnover of the Company
Manufacturing of Pharmaceuticals	24231	100

III. Particulars of Holding, Subsidiary and Associate Companies.

Your Company does not have any holding or subsidiary company.

a) Bodies Corp.	-	-	-	-	-	-	-	-	-
i) Indian	-	-	-	-	-	-	-	-	-
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals	-	-	-	-	-	-	-	-	-
i) Individual shareholders holding nominal share capital up to Rs. 1 lakh	-	-	-	-	-	-	-	-	-
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	-	-	-	-	-	-	-	-	-
c) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B) (2):-	-	-	-	-	-	-	-	-	-
Total Public Shareholding (B)=(B)(1)+ (B)(2)	-	-	-	-	-	-	-	-	-
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	-	25,000,000	25,000,000	100	-	25,000,000	25,000,000	100	-

ii) Shareholding of promoters

S. No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% 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. Anurag Kumar	24,991,700	99.97	-	24,991,700	99.97	-	-
2.	Mr. Subodh Singh Prasad	8300	0.03	-	8300	0.03	-	-

iii) Change in Promoters' Shareholding:

S. No	Particular	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
1	Mr. Anurag Kumar				
	At the beginning of the year	24,991,700	99.97	24,991,700	99.97
	There is no change in the shareholding of the Promoter				
	At the end of the year	24,991,700	99.97	24,991,700	99.97
2	Mr. Subodh Singh Prasad				
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company

	At the beginning of the year	8300	0.03	8300	0.03
	There is no change in the shareholding of the Promoter	-	-	-	-
	At the end of the year	8300	0.03	8300	0.03

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

S. No	Particular	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
	At the beginning of the year	-	-	-	-
	There is no change in the shareholding of the Promoter	-	-	-	-
	At the end of the year	-	-	-	-

v) *Shareholding of Directors and Key Managerial Personnel: For Each of the Directors and KMP*

S. No	Particular	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
1	Mr. Anurag Kumar	No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
	At the beginning of the year	24,991,700	99.97	24,991,700	99.97
	There is change in the shareholding of the Director, Mr. Anurag appointed as director on 01/11/2019	-	-	-	-
	At the end of the year	24,991,700	99.97	24,991,700	99.97
2	Mr. Subodh Singh Prasad	No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
	At the beginning of the year	8300	0.03	8300	0.03
	There is no change in the shareholding of the Promoter	-	-	-	-
	At the end of the year	8300	0.03	8300	0.03

V. **Indebtedness**

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

	Secured Loans Excluding Deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	45,784,296	92,499,000	-	138,283,296
ii) Interest Due But Not Paid	-	-	-	-
iii) Interest Accrued But Not Due	-	-	-	-
Total (i+ii+iii)	45,784,296	92,499,000	-	138,283,296
Change in Indebtedness during the financial year				
• Addition	-	19,303,170	-	19,303,170

• Reduction	9,711,589	-	-	9,711,589
Net Change	-	-	-	9,591,581
Indebtedness at the end of the financial year				
i) Principal Amount	36,072,707	111,802,170	-	147,874,877
ii) Interest Due But Not Paid	-	-	-	-
iii) Interest Accrued But Not Due	-	-	-	-
Total (i+ii+iii)	36,072,707	111,802,170	-	147,874,877

VI. Remuneration of Directors and Key Managerial Personnel:

a. Remuneration to Managing Director and Whole-time Director and/or Manager

(In Rupees)

S. No	Particulars of Remuneration	Mr. Gunjan Kumar	Mr. Subodh Prasad Singh	Mr. Anurag Kumar	Total Amount
		Director	Director	Additional Director	
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	1,80,00,000/-	10,00,000/-	-	-
	(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)	1,80,00,000/-	10,00,000/-	-	-
6	Ceiling as per the Act	N.A	N.A	N.A	N.A

b. Remuneration to Other Directors

The Company does not have any other directors.

c. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

S.No.	Particulars of Remuneration	Key Managerial Personnel		
		Company Secretary		Total
		Akansha Munjal	Manisha Mahana	
1.	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	1,60,000	77,416	2,37,416
	(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	-	-	-

ANNEXURE - II

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNING AND OUTGO

A. CONSERVATION OF ENERGY

- 1) the steps taken or impact on conservation of energy: **NIL**
- 2) the steps taken by the company for utilizing alternate sources of energy: **NIL**
- 3) the capital investment on energy conservation equipment's: **NIL**

B. TECHNOLOGY ABSORPTION

- 1) the efforts made towards technology absorption: **NIL**
- 2) the benefits derived like product improvement, cost reduction, product development or import substitution: **NIL**
- 3) in case of imported technology (imported during the last three years reckoned from the beginning of the financial year): **NIL**
- 4) the expenditure incurred on Research and Development: **NIL**

C. FOREIGN EXCHANGE EARNINGS AND OUTGO

On accrual basis, following is the relevant information:

S. No.	OTHER DISCLOSURES	As at 31.03.2020	
		USD	EURO
1	Expenditure in Foreign Currency	84,918	2,74,559
2	Earning in Foreign Currency	1,037,490	