

**DIRECTORS' REPORT AND MANAGEMENT DISCUSSION  
AND ANALYSIS FOR THE FINANCIAL RESULTS YEAR 2018-2019**

To,

**The Members**

GOLDCOIN HEALTH FOODS LIMITED

(CIN: L15419GJ1989PLC012041)

Your directors have pleasure in presenting their 30th Annual Report on the business and operations of the company together with the Audited Statement of Accounts for the year ended 31st March, 2019.

**1 FINANCIAL RESULTS**

**During the year under review, performance of your company is as under:**

(Rs. In)

Particular	Current Year ended 31st March 2019	Previous Year ended 31st March 2018
Turnover	6918983	9420085
Add : Other Income	766944	245085
<b>Total Income</b>	<b>7685927</b>	<b>9665170</b>
Profit/(Loss) before taxation	31613	270590
Less: Tax Expense		
a) Current Tax		
b) Excess/Short Provisions of tax		
c) Deferred tax expenses		
d) Provision for wealth tax	-	-
<b>Profit/(Loss) after tax</b>	<b>31613</b>	<b>270590</b>

**Years in Retrospect and Future Outlook And Analysis Report:**

The Company is engaged in Trading of Food Products mainly, in milk. The Company collects Raw Material and supplies it to the big dairy for finished products. The management expects higher turnover in the Current Year. Besides it also proposes to develop the Cattle farm in near future with improved technology.

The management forces improved performance in near future on account of this action.

The risk involved in the operations is external and internal. The External factors are based on market competition and availability of cheaper material. The internal material related to nature of product which is perishable in nature.

Your company has for the year ended 31st March, 2019, reported total revenue Rs. 69,18,983 from operations (as against Rs. 94,20,085 in the previous year). The operating profit of the company (earning before interest, depreciation and tax) for the year ended 31st March, 2019, is Rs. 31,613 as compared to Rs. 2,70,590 in previous year.

There is no change in the nature of business during the year under review.

There is no subsidiary companies and associate companies.

The company does not invite or accept deposits as contemplated under Chapter V of the companies act, 2013 during the year under review.

The existing internal financial controls are adequate and commensurate with the nature of business of the companies.

**Industrial Relations :**

The Relations between workmen and management are cordial during the year.

**Insurance :**

The properties insurable interests such as buildings, plant and machineries are adequately insured.

**Corporate Social Responsibility (CSR) :**

The company is not required to undertake Corporate Social Responsibility (CSR) as it is not applicable to the company as per the provision of the section 135 of the companies act, 2013.

**Dividend:**

No Dividend is recommended by the Board for the Financial Year ended on 31st March, 2019.

**Amounts Transferred to Reserves:**

No amount is transferred to General Reserve due to none recommendation of Dividend and Loss.

**Extract of Annual Return:**

The extract of Annual Return, in format MGT -9, for the Financial Year 2018-19 has been enclosed with this report as Annexure -1

**Details of Subsidiaries Companies, Associate Company & LLP/Partnership**

Sr. No.	Name of Company	Nature of Relationship	No. of Share hold/Capital Contribution
	NIL	NIL	NIL

\*There is no Subsidiary of Company hence no such information is provided

**Number of Board Meetings:**

During the Financial Year 2018-19, meetings of the Board of Directors of the company were held as under :

Sr. No.	Date of Board Meeting	No. of Director Present in the Meeting
1.	29/05/2018	4
2.	14/08/2018	4
3.	05/11/2018	4
4.	12/02/2019	4
5.	31/03/2019	Independent Directors / Director's meeting was scheduled as per Company's Act, 2013. All respective Directors were present.

**Particulars of Loan, Guarantees and Investments under Section 186:**

There is no investment in securities neither loan given to any Body Corporate

During the financial year 2018-19, the Company has not given any loan to any Company including Associate Concern.

**Particulars of Contracts or Arrangements with Related Parties:**

All the transactions are at Arm's length. Remuneration paid to the Working Directors i.e. Managing Directors is in respect of their time involvement in development of Company. There are no transactions with related parties during the year under review.

**Explanation to Auditor's Remarks:**

The remarks made by the Auditors in their Report have been suitably dealt with in the schedules and notes and therefore, do not call for any further clarification.

**Conservation of Energy, Technology, Absorption, Foreign Exchange Earnings and Outgo:**

The details of Energy, Technology, Absorption, Foreign Exchange Earnings and Outgo are not given as there is no manufacturing activity is carried out :

A. Conservation of Energy	:	
B. (1) Research and Development	:	NIL
(2) Technology absorption	:	
C. Foreign Exchange earnings and outgo	:	
(1) Activities relating the export	:	
(2) Foreign Exchange earned	:	NIL
(3) Foreign Exchange used	:	

**Risk Management Policy:**

The Company has developed a very comprehensive risk management policy and the same is reviewed by the Audit Committee at periodical intervals, which in turn, informs the Board about the risk assessment and minimization procedures adopted by the management. Suggestions or guidance given by the audit committee members are immediately implemented. At the corporate level major risks are reviewed by the Managing Directors and directions in this regard are issued accordingly.

**Details of Directors and Key Managerial Personnel:**

NAME OF DIRECTOR	DIN	DESIGNATION	DATE OF APPOINTMENT	RESIDENTIAL ADDRESS
DEVANG PRAFULCHANDR A SHAH	00633868	MANGING DIRECTOR	27/03/1989	66/392, PRAGATINAGAR,, AHMEDABAD, 380013,
ILA PRAFULCHANDR A BHAGAT	01740646	WHOLE-TIME DIRECTOR	22/08/2007	66-392 PRAGATINAGAR, NARAYANPURA, AHMEDABAD, 380013,
ASHOKKUMAR SOLANKI KANTILAL	06803425	INDEPENDENT DIRECTOR	04/02/2014	4/A, GANDHI SAGAR SOCIETY,, RANIP, AHMEDABAD, 382480
HIREN SURESHKUMAR MEHTA	06804450	INDEPENDENT DIRECTOR	04/02/2014	A-803, VASUKANAN TOWER,, GHATLODIA, AHMEDABAD, 380061,

**Re-Appointment of Directors:**

As per the Provision of the Companies Act, 2013 and Article of Association of the Company Mr. Devang Shah retires in ensuing Annual General Meeting and being eligible seeks Re-Appointment. The Board recommends their Re-Appointment.

**Comparison of Remuneration to Directors and employees:**

As the company is at present engaged in trading activities of cattle farm products the same is being marketed by the working Directors. The administration work of the company is given on job work basis.

**Details of significant & material orders passed by the regulators or courts or tribunal:**

No order has been passed by the Court/Tribunal during the financial year 2018-2019.

Deposits (As per the Definition Section 2(31) of the Companies Act, 2013)

**The following details of deposits, covered under Chapter V of the act:**

I. Deposits Accepted during the year:

II. remained unpaid or unclaimed as at the end of the year:

III. 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-

- a. At the beginning of the year :  
b. Maximum during the year : NIL  
c. At the end of the year :

IV. The details of deposits which are not in compliance with the requirements of Chapter:

**Receipt of any commission by Managing Director / Whole Time Director from A Company or for receipt of commission / remuneration from it Holding or subsidiary:**

Company is not paying any commission to its director.

**Declaration by Independent Director:**

The Company has received declaration from all the Independent Directors under the Companies Act, 2013 and rules made thereunder.

**Secretarial Audit Report:**

Secretarial Audit Report in prescribed format Form MR-3 given by a Practicing Company Secretary Dilip N. Motwani is annexed with the Board Report as Annexure - 2. The qualification made in secretarial audit is explained as under :

(a) The company has appointed CEO/CFO/CS.

(b) The suspended equity shares of company during year has been revoked in current year after complying with all queries of BSE.

**Audit Committee:**

As on 31st March 2019, the Audit Committee comprises four Directors, out of which two are Independent Directors.

Mr. Hiren Sureshkumar Mehta and Mr. Ashokkumar Solanki Kantilal Independent Director is the Chairman of the Committee.

The time gap between two meetings was less than 120 days. The Committee met four times in the year under review on the details of the Audit Committee are given as under:

**Attendance record of Gold Coin Health Limited Audit Committee Meetings:**

Name of The Member	DIN	Position	Status	No. Of Meeting	Held Meeting	Sitting fees (Rs)
Mr. Hiren Sureshkumar Mehta	06804450	Independent Director	Active	4	4	2,000
Mr. Ashokkumar Solanki Kantilal	06803425	Independent Director	Active	4	4	2,000

The functions of the Audit Committee of the Company include the following:

- Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- Recommending to the Board, the appointment re-appointment, if required the replacement or removal of the statutory auditor and fixation of the audit fees.
- Approval of payment to the statutory auditor for any other services rendered by the statutory auditors.
- Reviewing, with the management, the annual financial statement before submission to the Board for approval, with particular references to :
  - Matters required to be included in the Directors Responsibility Statement to be included in the Board's report in terms of Section 134 of the Companies Act, 2013.
  - Changes, if any, in accounting policies and practices and reason for the same.
  - Major accounting entries involving estimates based on the exercise of judgment by management.
  - Significant adjustment made in the financial statements arising out of audit findings.
  - Compliance with listing and other legal requirements relating to financial statements.
  - Disclosure of any related party transactions.
  - Qualification in the audit report.
  - Reviewing with the management, performance of statutory and internal auditors, and adequacy of the internal control system.
  - Reviewing the adequacy of internal audit plan.
  - Discussion with internal auditors on any significant findings and follow up thereof.
  - Reviewing the findings of any internal investigation by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
  - Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post audit discussion to ascertain any area of concern.
  - To look into the reasons for substantial defaults in the payments to the depositors, shareholders (in case of non-payment of declared dividends) and creditors.
  - Reviewing the functioning of the Whistle Blower Mechanism.
  - Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

**The Audit Committee is empowered, pursuant to its terms of references, to:**

- Investigate any activity within its terms of reference and to seek any information it requires from any employee.
- Obtain legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise, when considered necessary.

**The Company has systems and procedures in place to ensure that the Audit Committee mandatorily reviews:**

- Management discussion and analysis of financial condition and results of operations.
- Statement of significant related party transactions (as defined by the Audit Committee), submitted by management.
- Management letters/letters of internal control weaknesses issued by the statutory auditors.
- Internal audit reports relating to internal control weaknesses.

- The appointment, removal and terms of remuneration of the internal auditor.  
In addition, the Audit Committee of the Company also reviews the financial statements. The Audit Committee is also apprised on information with regard to related party transactions by being presented:
- A statement in summary form of transactions with related parties in the ordinary course of business.
- Details of material individual transactions with related parties which are not in the normal course of business.
- Details of material individual transactions with related parties or others, which are not on an arm's length basis along with management's justification for the same.

**Statement Indicating the Manner in which Formal Annual Evaluation has been made by the Board of its own Performance, its Directors, and that of its Committees:**

During the year, the Board adopted a formal mechanism for evaluating its performance and as well as that of its Committees and individual Directors, including the Chairman of the Board. The exercise was carried out through a structured evaluation process covering various aspects of the Boards functioning such as composition of the Board & committees, experience & competencies, performance of specific duties & obligations, governance issues etc. Separate exercise was carried out to evaluate the performance of individual Directors including the Board Chairman who were evaluated on parameters such as attendance, contribution at the meetings and otherwise, independent judgement, safeguarding of minority shareholders interest etc.

The evaluation of the Independent Directors was carried out by the entire Board and that of the Chairman and the Non-Independent Directors were carried out by the Independent Directors. The Directors were satisfied with the evaluation results, which reflected the overall engagement of the Board and its Committees with the Company.

**Nomination & Remuneration Committee Policy:**

The sitting fee paid to the non-executive directors, commission to independent director, and remuneration paid to the whole-time director is approved by the remuneration committee. Remuneration Committee consists of Mr.Ashokkumar Solanki Kantilal and Mr.Hiren Sureshkumar Mehta both Independent Directors.

**Half- yearly Declaration**

A half - yearly/Quarterly Declaration of financial performance including summary of significant events in the last six months is currently not being send to each household of shareholders. However, the Company publishes its results in national and state level newspapers having wide circulation. The results are also posted on the website of the Companywww.goldcoinhealthfoods.com.

**Disclosure on Establishment of a Vigil Mechanism:**

Fraud free corruption, free work culture has been core to the Company. In view of the potential risk of fraud and corruption due to rapid growth and geographical spread of operations, the Company has put an even greater emphasis to address this risk.

To meet this objective, a comprehensive Fraud Risk Management (FRM) policy akin to vigil mechanism or the Whistle Blower Policy has been laid down by the Board of Directors

**Managerial remuneration:**

Sr. No.	Name of Director	*Remuneration for F.Y 2018-2019 (Amount In Rs.)	Remuneration for F.Y 2017-2018 (Amount In Rs.)
1.	Devang Shah	90,000	90,000
2.	Ila Bhagat	90,000	90,000

\*Remuneration is not required to be paid to independent director as per Section 149 read with Schedule IV of Companies Act, 2013.

**Disclosures under Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013:**

In accordance with the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, Gold Coin Health Limited has modified the erstwhile policy for Prevention of Sexual Harassment at the Workplace and the Board of Directors have unanimously adopted the same w.e.f. July 23, 2014.

Vide notification dated December 9, 2013; Ministry of Women and Child Development have introduced Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Rules, 2013. The earlier policy has been amended by incorporating the rules and procedures as mandated in the said notification. The revised policy shall be in effect from July 23, 2014.

Company has Appointed Smt. Ila P. Bhagat to redress the issues regarding Sexual Harassments at work place.

**Directors Responsibility Statement:**

In accordance with the provisions of Section 134(5) of the Companies Act 2013, your directors confirm that:

- In the preparation of the annual accounts for the financial year ended 31st March, 2019, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- 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 as at 31st March, 2019 and of the profit /loss of the Company for that period;
- The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- The directors had prepared the annual accounts on a going concern basis;
- 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.
- 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.

**Green initiatives:**

During fiscal 2011, we started a sustainability initiative with the aim of going green and minimizing our impact on the environment. Like the previous years, this year too, we are publishing only the statutory disclosures in the print version of the Annual Report. Additional information is available on our website, www.goldcoinhealthfoods.com

Electronic copies will be the Annual Report 2018-19 and Notice of the 30th Annual General Meeting are sent to all members whose email addresses are registered with the Company / Depository Participant(s). For members who have not registered their

email addresses, physical copies of the Annual Report 2018-19 and the Notice will be the 30th Annual General Meeting are sent in the permitted mode. Members requiring physical copies can send a request to the Company.

The Company provides e-voting facility to all its members to enable them to cast their votes electronically on all resolutions set forth in the Notice. This is pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015. The instructions for e-voting are provided in the Notice.

**Acknowledgment**

The Directors express their sincere appreciation to the valued shareholders, bankers and clients for their support.

**Date : 13th August, 2019**

**Place: Ahmedabad**

**For and on behalf of the Board of Directors**

**Shri Devang P. Shah**

**Managing Director**

**DIN: 00633868**