



Natraj Proteins Limited

*23rd Annual Report
2013-2014*

BOARD OF DIRECTORS / KMP	:	Shri Kailash Chand Sharma Chairman (Executive) & Managing Director Shri Jagdish Prasad Agrawal Whole - Time Director Shri Sharad Kumar Jain Whole - Time Director Shri Giriraj Gupta Independent Director Shri Umesh Narayan Trivedi Independent Director Shri Pradeep Agrawal Independent Director
COMPANY SECRETARY & COMPLIANCE OFFICER:	:	CS Nikita Attri (Sharma)
CHIEF FINANCIAL OFFICER	:	Shri Ritesh Sharma
STATUTORY AUDITORS	:	Bhutoria Ganesan & Co. Chartered Accountants, Bhopal (M.P.)
BANKERS	:	Andhra Bank, Bhopal (M.P.)
REGISTERED OFFICE	:	Nagpur Kalan, Ordinance Factory Road, Itarsi (M.P.) - 461111 Email Id- Natrajproteinltd@rediffmail.com Website: www.natrajproteins.com Phone-07572-262636 Fax- 07575-262639
CORPORATE OFFICE & WORKS	:	Nagpur Kalan, Ordinance Factory Road, Itarsi (M.P.)-461111 Email Id- Natrajproteinltd@rediffmail.com Ph-07572-262636 Fax-07575-262639
REGISTRA AND SHARE TRANSFER AGENT	:	Ankit Consultancy Pvt. Ltd. Plot No. 60, Electronic Complex, Pardeshipura, Indore (M.P.)- 452010 Tel-0731-3198601,3198602 Fax-0731-40657 98 Email id- ankit_4321@yahoo.com

NOTICE

Notice is hereby given that 23rd Annual General Meeting of the members of **NATRAJ PROTEINS LIMITED** will be held on Saturday the 20th day of Sept., 2014 at 2.00 P.M. at the Registered Office of the company at Nagpur Kalan, Ordinance Factory Road, Itarsi (M.P.) 461111 to transact the following businesses:

ORDINARY BUSINESSES:

1. To receive, consider and adopt the audited Balance Sheet as at March 31, 2014, the Statement of Profit & Loss and Cash Flow Statement for the financial year ended March 31, 2014 and the Reports of the Board of directors and Auditors thereon.
2. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT subject to the provisions of section 139 and other applicable provisions, if any, of Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, M/s Bhutoria Ganesan & Co., Chartered Accountants (ICAI Firm Registration No. 004465C), the retiring Auditors of the Company be and are hereby re-appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the Twenty Sixth AGM of the Company to be held in the year 2017 (subject to ratification of their appointment at every AGM) on such remuneration as may be fixed by the Board.”

SPECIAL BUSINESS :

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

RESOLVED THAT as recommended by Nomination and Remuneration Committee of the Board and pursuant to the provisions of section 190, 196, 197, 203 read with the provisions of Schedule V of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of the Managerial Personnel) Rules, 2014 and other applicable provisions if any of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being enforce), the approval of the members of the Company be and is hereby granted for re-appointment of Shri Sharad Kumar Jain (DIN02757935) as the Whole-time Director and designated as the Executive Director of the Company for a period of 3 years w.e.f. 1st October, 2014 on the following terms and condition.:

- a. Salary in the scale of Rs.50,000/- per month.
- b. Allowances/perquisites: as per Category A Subject to the maximum of 300000 p.a.
 1. Re-imburement of medical expenses of the Whole-time Director and his family, the total cost of which to the Company shall not exceed one month's salary in the year or three months salary in a block of three years.
 2. Leave travel assistance: Expenses incurred for self and family in accordance with the Rules of the Company.
 3. Club Fees: subject to a maximum of two clubs, this will not include admission and life membership.
 4. Personal accident insurance premium not exceeding Rs. 8,000/- p.a.

NOTE : For the purpose of perquisites stated in Category "A" above, "Family" means the spouse, the dependent children and dependent parents of the appointee.

CATEGORY A:

- i. Employers Contribution: to Provident Fund as per policy of the Company.
- ii. Gratuity: As per rules of the company, subject to a maximum ceiling as may be prescribed under the Payment of Gratuity Act from time to time.
- iii. Leave encashment: up to 15 days salary for every one year completed service as per the rules of the Company.
Provided that the above said perquisites shall not be counted for the purpose of calculation of the remuneration payable to the Whole-time Director.

CATEGORY B:

1. Car: The Company shall provide car with driver for the Company's business and if no car is provided reimbursement of the conveyance shall be made as per actual on the basis of claims submitted by him.
2. Telephone & Cell: Free use of telephone at his residence and Cell phone, provided that the personal long distance calls on the telephone shall be billed by the Company to the Whole-time Director.

FURTHER RESOLVED THAT in the event of there being loss or inadequacy of profit for any financial year, the remuneration payable to Shri Sharad Jain shall not be in excess with the limit prescribed in the Schedule V of the Companies Act, 2013 as may be applicable from time to time during his tenure.

FURTHER RESOLVED THAT there shall be clear relation of the Company with Shri Sharad Kumar Jain as “the Employer-Employee” and each party may terminate the above said appointment with six months notice in writing or salary in lieu thereof.

RESOLVED FURTHER THAT Shri Sharad Kumar Jain, Executive Director shall also be entitled for the reimbursement of actual entertainment, traveling, boarding and lodging expenses incurred by him in connection with the Company's business and such other benefits/ amenities and other privileges, as may from time to time, be available to other Senior Executives of the Company.

RESOLVED FURTHER THAT the Board of directors be and is hereby authorized to do all such acts, deeds, matters and things as in its absolute discretion, may consider necessary, expedient or desirable and to vary, modify the terms and conditions and to settle any question, or doubt that may arise in relation thereto and the Board shall have absolute powers to hold the increments, decide breakup of the remuneration within the above said maximum permissible limit, in order to give effect to the foregoing resolution, or as may be otherwise considered by it to be in the best interest of the Company.

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule IV to the said Act and Companies (Appointment and Qualification of Directors) Rules, 2014, and the Clause 49 of the Listing Agreement as may be amended from time to time, Shri Giriraj Gupta (DIN- 00012999), who was holding position of the Independent Director and in respect of whom the company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of the director of the Company and who has also submitted a declaration confirming that he meets the criteria for independence as provided in section 149(6) of the Companies Act, 2013 and is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for a term five consecutive years upto 31st March, 2019 and he will not be liable to retire by rotation.”

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule IV to the said Act and Companies (Appointment and Qualification of Directors) Rules, 2014, and the Clause 49 of the Listing Agreement as may be amended from time to time, Shri Umesh Narayan Trivedi (DIN- 00018188), who was holding position of the Independent Director and in respect of whom the company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of the director of the Company and who has also submitted a declaration confirming that he meets the criteria for independence as provided in section 149(6) of the Companies Act, 2013 and is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for a term five consecutive years upto 31st March, 2019 and he will not be liable to retire by rotation.”

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule IV of the said Act and Companies (Appointment and Qualification of Directors) Rules, 2014, and the Clause 49 of the Listing Agreement as may be amended from time to time, Shri Pradeep Agrawal (DIN- 05279673), who was holding position of the Independent Director and in respect of whom the company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of the director of the Company and who has also submitted a declaration confirming that he meets the criteria for independence as provided in section 149(6) of the Companies Act, 2013 and is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for a term five consecutive years upto 31st March, 2019 and he will not be liable to retire by rotation.”

Date: 13th August, 2014
Place: Itarsi
Natraj Proteins Ltd.
CIN: L00153MP1990PLC006090
Nagpur Kalan,
Ordinance Factory Road,
Itarsi (M.P.) 461111

By Orders of the Board

K.C. SHARMA
MANAGING DIRECTOR
DIN 00012900

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME FIXED FOR THE MEETING.**
2. A person can act as a proxy on behalf of members not exceeding 50 and holding in aggregate not more than 10% of the total share capital of the Company carry voting rights may appoint a single person as a proxy and such person shall not act as a proxy for any other person or member.
3. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is given below and forms part of the Notice.
4. The company has notified closure of register of members and share transfer books from September, 17th 2014 to September 20th 2014 (both days inclusive).
5. The Members are requested to:
 - a) Intimate changes, if any, in their registered addresses immediately.
 - b) Quote their ledger folio number in all their correspondence.
 - c) Hand over the enclosed attendance slip, duly signed in accordance with their specimen registered with the Company for admission to the meeting place.
 - d) Bring their Annual Report and Attendance Slips with them at the AGM venue.
 - e) Send their Email address to us for prompt communication and update the same with their D.P. to receive softcopy of the Annual Report of the Company.
6. The report on the Corporate Governance and Management Discussion and Analysis also form part to the report of the Directors.
7. Members seeking any information are requested to write to the Company by email at natrajproteinltd@rediffmail.com at least 7 days before the date of the AGM to enable the management to reply appropriately at the AGM.
8. Members are requested to notify immediately any change in their address and E – Mail ID to their respective Depository Participants (DPs) in respect of their electronic share accounts and to the Registrar and Share Transfer Agent of the Company at Ankit Consultancy Pvt. Ltd. Plot No. 60, Electronic Complex, Pardeshipura, Indore (M.P.).
9. Electronic copy of the Annual report is being sent to the members whose email IDs are registered with the Company/Depository Participants 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 Annual reports being sent in the permitted mode.
10. Members may also note that the Annual Report for FY 2013-14 will also be available for downloading on Company's website www.natrajproteins.com
11. Corporate Members intending to send their authorized representatives to attend the Annual General Meeting needs to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the Meeting.
12. Relevant documents referred to in the accompanying Notice are open for inspection by the members at the registered office of the company on all working days, except Saturday, between 11:00 A.M and 1:00 P.M up to the date of the meeting.
13. **Voting through electronic means**
In compliance with the provisions of section 108 of the Companies Act, 2013 and the Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide its members the facility to exercise their right to vote at the 23rd Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL) the instructions for e-voting are as under:
 - A. ***In case a Member receives an email from NSDL: [for members whose email IDs are registered with the Depository Participants(s)]***
 - (i) Open email and open PDF file viz; (File Name) The said PDF file contains your user ID and password/ PIN for e-voting.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>
 - (iii) Click on Shareholder – Login
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.

- (v) If you login first time, Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or a combination thereof. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of e-voting opens. Click on e-Voting: Active Voting Cycles.
- (vii) Select "EVEN" (E-voting Event Number) of Natraj Proteins Ltd.
- (viii) Now you are ready for e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) Institutional & Corporate Shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to evoting natrajproteinltd@rediffmail.com with a copy marked to evoting@nsdl.co.in

B. In case Email I.D. of the member is not registered with the depository participant and members holding shares in Physical Form:

- (I) Initial password will be provided/intimated through Letter from our Registrar:

EVEN(E Voting Event Number)	USER ID	PASSWORD/PIN

- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- I. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com
- II. If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.
- III. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s)
- IV. The e-voting period commences on 16th September, 2014 (9:00 am) and ends (6:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date on 8th August, 2014 may cast their vote electronically in the manner and process set out herein above. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 8th August, 2014.
- VI. CS Ishan Jain, Practising Company Secretary (ACS No. 29444 CP 13032) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- VII. The scrutinizer shall within a period not exceeding three(3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) 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.
- VIII. The results of e-voting, and poll, if any, shall be aggregated and declared on or after the AGM of the Company by the Chairman or by any other person duly authorized in this regard. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.natrajproteins.com and on the website of NSDL within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the Stock Exchanges.
- IX. For any other queries relating to the shares of the Company, you may contact the Share Transfer Agents Ankit Consultancy Pvt. Ltd. Plot No. 60, Electronic Complex, Pardeshipura Indore (M.P.) 452010 Tel-0731-3198601,3198602 Fax-0731-40657 98 Email id: ankit_4321@yahoo.com

Details Of The Directors Seeking Appointment/re-appointment In The Ensuing Annual General Meeting

Name of Directors	Shri Sharad Kumar Jain	Shri Giriraj Gupta	Shri Umesh Narayan Trivedi	Shri Pradeep Agrawal
DIN	02757935	00012999	00018188	05279673
Date of Birth	06/02/1964	19/09/1952	09/10/1960	08/07/1960
Date of Appointment	24/08/2009	31/01/2003	31/01/2003	14/05/2012
Expertise / Experience in specific functional areas	29 years experience in Soya Industry and Real Estate business	More than 33 years experience in Soya and manufacturing Industries	More than 22 years experience in Soya and manufacturing Industries	More than 23 years experience in technical field and civil construction
Qualification	BSc	B.E.(Ch.)	B.Com	M.Com
No. & % of Equity Shares held	178000 (4.75%)	-	-	-
List of outside Company's directorship held	-	1) SHV Edibles Ltd.	-	-
Chairman/Member of the Committees of the Board of Directors of the Company	-	1.Audit Committee 2.Nomination & Remuneration Committee 3.Stackholders Relationship Committee	1.Audit Committee 2.Nomination & Remuneration Committee 3. Stackholders Relationship Committee 4.CSR Committee	1.Audit Committee 2.Nomination & Remuneration Committee 3. Stackholders Relationship Committee 4.CSR Committee
Chairman / Member of the Committees of the Board Directors of other Companies in which he is director	-	-	-	-

EXPLANATORY STATEMENT IN TERMS OF SECTION 102 OF THE COMPANIES ACT, 2013.

Item No. 2

This explanatory statement is provided though strictly not required as per section 102 of the Act. M/s Bhutoria Ganesan & Co., Chartered Accountants (ICAI Firm Registration No. 004465C), Bhopal have been the Auditors of the Company since more than 15 years.

As per the provisions of section 139 of the Act, no listed company can appoint or re-appoint an audit firm as auditor for more than two terms of five consecutive years. Section 139 of the Act has also provided a period of three years from the date of commencement of the Companies Act, 2013 to comply with this requirement. In view of the above, M/s Bhutoria Ganesan & Co., Chartered Accountants, being eligible for re-appointment and based on the recommendation of the Audit Committee, the Board of directors has, at its meeting held on 13th August, 2014 proposed the re-appointment of M/s Bhutoria Ganesan & Co., Chartered Accountants as the statutory auditors for a period of three years up to the conclusion of the 26th Annual General Meeting to be held in the calendar year 2017 and to hold office from the conclusion of this AGM (subject to ratification of their appointment at every AGM).

The Board recommends the Resolution as set out at Item No. 2 for approval by the members as an Ordinary Resolution.

None of the Directors, Key Managerial Personnel (KMP) or their relatives are concerned or interested in any manner in the Resolution.

Item No:3

Shri Sharad Kumar Jain (DIN 02757935) is Bachelor in Science and is Whole-time director and his tenure shall expire on 30th September, 2014 upon completion of 3 years of his appointment. He is having 29 years of experience in Soya unit and having wide experience in the field of Real Estate and also attending commercial operations of the Company in the best interest of the Company's progress His experience, commitment and capabilities are playing a crucial role in the growth of the Company. Thus upon the recommendation of the Nomination and Remuneration Committee, the Board of directors at their meeting held on 13th August, 2014 has re-appointed him for a further period of 3 years w.e.f. 1st October, 2014.

The Board considered that the terms and conditions the salary and perquisites as given in the Item No.3 of the notice is commensurate with his high responsibilities, status and image of the Company. The Board recommends to pass necessary special resolution as set out in Item No.3 of the notice.

Shri Sharad Kumar Jain, being the appointee may be considered as the financially interested in the resolution to the extent of the remuneration as may be paid to him. None of the other directors or Key Managerial Personnel (KMP) or their relatives are concerned or interested in the Resolution.

Shri Sharad Kumar Jain is also holding 178000 equity shares of Rs. 10/- each consisting of 4.75% of the total paid up capital of the Company.

Item No: 4, 5 & 6

The Board of directors of the Company comprises six directors out of which, three are Non-Executive Independent Directors of the Company.

Shri Giriraj Gupta (DIN 00012999) joined the Board on 31st January, 2003 as an Independent Director and has served as director of the Company for over 12 years. He is a Chemical Engineer and having expertisation in Soya and manufacturing Industries. Shri Giriraj Gupta does not hold any Equity shares in the Company.

Shri Umesh Narayan Trivedi (DIN 00018188) joined the Board on 31st January, 2003 as an Independent director. He is B.Com and having more than 22 years experience in Soya and manufacturing Industries. Shri Umesh Narayan Trivedi does not hold any Equity share in the Company.

Shri Pradeep Agrawal (DIN05279673) joined the Board on 14th May, 2012 as an Independent Director. He is M.Com and having more than 23 years experience in technical field and civil construction Shri Pradeep Agrawal does not hold any shares in the Company.

The detailed profile of directorship and Committee position held by these three directors in other Companies are included separately in this Notice and report on Corporate Governance forming part of the Annual Report.

As per the provisions of section 149 of the Companies Act, 2013 which has come into force w.e.f. 1st April 2014, an Independent Director shall hold office for a term upto five consecutive years on the Board of a Company and shall not be liable to retire by rotation. Therefore, it is proposed to appoint them as Independent Directors at the ensuing Annual General Meeting for a period of 5 years, upto 31st March, 2019.

All the above said three Independent Directors has given a declaration to the Board that they meet the criteria of independence as provided under section 149(6) of the Act.

In the opinion of the Board the above said three directors fulfills the conditions specified in the Act and the Rules made there under as the Clause 49 of the Listing Agreement for their appointment as Independent Directors of the Company.

The Company has received a notice in writing as required under section 160 of the Companies Act, 2013 from members for proposing the appointment of the above said directors.

All the 'Independent Directors' have expertise in specific functional areas and are eminent personalities in their respective fields .The Board considers that their continued association would be of immense benefit to the Company and it is desirable to continue to avail services of these three directors as Independent Directors. Accordingly, the Board recommends the resolution as set out in the Item No. 4 to 6 as Ordinary Resolutions.

Shri Giriraj Gupta, Shri Umesh Narayan Trivedi and Shri Pradeep Agrawal, who are proposed appointees may be considered as concerned or interested financially in the Resolutions to the extent of the sitting fee as may be paid by the company from time to time. Except that none of the other Directors nor Key Managerial Personnel or relatives thereof are, in any way, concerned or interested in the Resolutions.

Date: 13th August, 2014

Place: Itarsi

Natraj Proteins Ltd.

CIN: L00153MP1990PLC006090

Nagpur Kalan,

Ordinance Factory Road,

Itarsi (M.P.) 461111

By Orders of the Board

K.C. SHARMA

MANAGING DIRECTOR

DIN 00012900

DIRECTORS' REPORT

To,
The Members,
Natraj Proteins Limited

The Directors submits their 23rd Annual Report of the Company along with the Audited financial statements for the financial year ended March 31, 2014.

FINANCIAL RESULTS:

(Amount in Lakhs)

Particulars	Year ended	
	31 st March 2014	31 st March 2013
Revenue from operation	36340.52	31670.26
Less: Excise Duty	18.23	10.78
Other Income	87.34	89.07
Total Income	36409.63	31748.55
Total Expenses	34839.70	29694.60
Profit before Interest, Depreciation & Tax (EBIDTA)	1569.93	2053.95
Less: Interest	271.08	324.88
Less: Depreciation	79.99	80.55
Profit before Tax	1218.85	1648.52
Less: (a) Current Tax	400.00	555.00
(b) Deferred Tax	(9.78)	(10.32)
(c) Earlier Years	17.66	18.03
Net Profit for the year	810.98	1085.81
Add: Surplus brought forward from previous year	2538.01	1452.20
Surplus Carried to Balance Sheet	3348.99	2538.01
Paid up Equity Share Capital	374.70	374.70
Earning per share (Rs.10/- each) Basic & Diluted (in Rs.)	21.64	28.98

DIVIDEND :

Since the Company needs huge funds for its working capital, therefore in order to strengthen the capital base and looking to the future prospects of the company, your directors do not recommend any dividend during the year and the funds are proposed to be utilized for the business activities of the company.

COMPANY'S PERFORMANCE & FUTURE OUTLOOK:**REVIEW OF OPERATIONS :**

During the year under review the company achieved turnover of Rs.36,409.63 Lacs as compared to Rs.31,748.55 Lacs in the previous year. The new profit after tax of the Company was also recorded at Rs. 810.98 Lacs as compared to Rs. 1,085.81 Lacs in the previous year.

SOYA DIVISION:

During the year under review monsoon was unfavorable for soybean and the quality of seed available impacted the profit margins on finished product. The Company, however, was able to procure adequate seed for its crushing and manufacturing requirements.

Your directors are persevering to provide better results in the years to come and expect good parity on export of DOC in the coming years. It must be noted that the availability and quality of raw materials is completely dependent on monsoon season in the region, and that this is a major uncontrollable variable in operational and financial performance. The revenues and profits from export are also determined by climatic conditions internationally esp. in South America.

WIND POWER DIVISION:

The Company owns a Wind Power Mill in the state of Tamil Nadu with 750 KW rated capacity. The wind mill generated 952262 units of electricity during the year (Previous Year : 1488720 Units). This reduction in production is primarily due to non availability of electricity grid at Tamil Nadu.

DIRECTORS:

The tenure of Shri Sharad Kumar Jain (DIN 02757935), as the whole-time director is being expired on 30.09.2014 upon completion of three years, of his tenure therefore upon the recommendation of the Board he has been re-appointed as the Whole-time Director of the Company w.e.f. 01.09.2014 for a further period of three years.

Shri Giriraj Gupta (DIN 00012999), Shri Umesh Narayan Trivedi (DIN 00018188) and Shri Pradeep Agrawal (DIN 05279673) the existing independent directors are further proposed to be appointed as Independent Directors for a term of 5 years as per requirement of section 149 of the Companies Act, 2013 as well as Clause 49 of the Listing Agreement to hold the office till 31st March, 2019.

The Company has received notice in writing from the members as required under section 160 of the Act for proposal for appointment of all the Independent Directors of the Company at the ensuing Annual General Meeting.

The Independent Directors has submitted a declaration confirming that they meets the criteria for independence as provided in section 149(6) of the Act and is eligible for appointment as Independent Directors of the Company.

In the opinion of the Board the above said three directors fulfills the conditions specified in the Act and the Rules made there under as the Clause 49 of the Listing Agreement for their appointment as Independent Directors of the Company.

DIRECTORS RESPONSIBILITY STATEMENT:

Pursuant to the requirement of Section 217(2AA) of the Companies Act, 1956, and based on the representation received from the operating management, the Directors hereby confirm that:

- a. in the preparation of the annual accounts, the applicable accounting standards have been followed and there is no material departures;
- b. they have selected such accounting policies and applied them consistently and made judgments and estimates that have been 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 of the company for the year under review;
- c. they have taken proper and sufficient care to the best of their Knowledge and ability for the maintenance of adequate accounting records in accordance with the provision of this Act. They confirm that there are adequate systems and controls for safeguarding the assets of the company and for preventing and detecting frauds and other irregularities;
- d. they have prepared the annual accounts for the financial year ended 31st March, 2014 on a going concern basis;

AUDITORS & THEIR REPORT:

M/s Bhutoria Ganesan & Co., Chartered Accountants, Bhopal, statutory auditors of the Company, hold the office until the ensuing Annual General Meeting. The said Auditors have furnished the Certificate of their eligibility for re-appointment.

Pursuant to the provisions of section 139 and other applicable provisions, if any, of Companies Act, 2013 read with rule 3 of Companies (Audit and Auditors) Rules, 2014, it is proposed to appoint M/s Bhutoria Ganesan & Co., Chartered Accountants (ICAI Firm Registration No. 004465C), the retiring Auditors of the Company as Statutory Auditors of the Company from the conclusion of this Annual General Meeting (AGM) till the conclusion of the Twenty Sixth AGM to be held in the year 2017 (subject to ratification of their appointment at every AGM) on such remuneration as may be decided & fixed by the Board on the recommendations of the Audit Committee.

The Auditors' Report read with notes to accounts are self-explanatory .

FIXED DEPOSITS:

Your company has not accepted or invited any deposits from public within the meaning of Section 58A and 58AA of the Companies Act, 1956, during the year under review. And that there is no overdue unpaid/unclaimed deposit as at 31st March, 2014.

COST AUDITORS:

Pursuant to the directives of the Central Government under the provisions of section 148 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules 2014, the Company is not required to appoint the Cost Auditors for the year 2014-15. The Cost Audit Report for the year 2013-14 would be filed to the Central Government within the stipulated time.

ENERGY CONSERVATION AND OTHER REPORTING:

The details of Energy Conservation in terms of section 217(1)(e) of the Companies Act, 1956, read with the Companies (Disclosures of particulars in Report of Directors Report) Rules, 1988 are enclosed forming part of this report as **Annexure -A.**

SECRETARIAL COMPLIANCE CERTIFICATE & SECRETARIAL AUDITOR:

Compliance Certificate has been obtained from M/s Jain Gupta & Co. in terms of the provisions of section 383A(1) of the Companies Act, 1956 which is being annexed to the Directors' Report, which is self-explanatory and needs no comments. **Annexure- B**

The Company has appointed M/s D.K. Jain & Co., (FCS 3565 & CP 2382), Company Secretaries as the Secretarial Auditors for the year 2014-15 as required under section 204 of the Companies Act, 2013

INSURANCE:

The Company has taken adequate insurance cover for all movable & immovable assets for various types of risks.

PERSONNEL:

The Company continues to have cordial relations with its employees during the year under review.

CORPORATE SOCIAL RESPONSIBILITY:

Your Board of directors have constituted the Corporate Social Responsibility Committee (CSR Committee), comprising of K.C.Sharma as the Chairman, Shri Umesh Narayan Trivedi and Shri Pradeep Agrawal, members of the Committee as per requirement of the section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014.

The Said Committee has been entrusted with the responsibility of formulating and recommending to the Board, a CSR Policy indicating the activities to be undertaken by the Company, monitoring the implementation of the frame work of the CSR Policy and recommending the amount to be spent on CSR activities.

PARTICULARS OF EMPLOYEES:

Your company did not have any person in employment that, if employed throughout the financial year or part thereof, was in receipt of remuneration, particulars of which are required to be included in this report as per Section 217(2A) of the Companies Act, 1956 read with Companies (Particulars of Employees) Rules 1975.

CORPORATE GOVERNANCE REPORT:

Report on Corporate Governance as required under the Listing Agreements with the Stock Exchanges along with the certificate of the Auditors, M/s Bhutoria Ganesan & Co. Chartered Accountants confirming compliance of conditions of Corporate Governance as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges are attached to this report as Annexure- C.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT:**A. INDUSTRY STRUCTURE AND DEVELOPMENTS:**

Many new soya based solvent extraction plants have been commissioned in previous years in the state of Maharashtra and surrounding areas of the state of Madhya Pradesh, to get advantage of increased area under cultivation.

B. BUSINESS OVERVIEW AND FUTURE OUTLOOK:

While we cannot predict accurate future performance because of major impact of climate; we believe considerable opportunities will exist for sustained, profitable growth, not only in the developing countries but also in the developed western countries.

The company has launched Soya Refined Oil in consumable packing under the brand name "**Poushtik**" for increasing reach and improving profitability. The product is seeing a growing acceptance in the retail market.

C. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The Company has reasonable system of internal control comparing authority levels and the powers, supervision, checks, policies and the procedures. The Company is having the Audit Committee under the Chairmanship of Shri Umesh N. Trivedi. The said Committee reviews the adequacy of internal controls systems and the Compliance thereof.

The Company has also appointed M/s Rupa Sekar & Associated, Chartered Accountants as the Internal Auditors of the Company as per provisions of section 138 of the Companies Act, 2013.

Further the annual financial statement of the company are reviewed and approved by the committee and placed before the Board for the consideration. The Committee also reviewed the internal controls system during the year.

D. ENVIRONMENTS, SAFETY AND ENERGY CONSERVATION:

The company is taking the steps for the environment safety and the energy conservatism. Your company has recorded further reduction in specific energy consumption over the previous year, through productivity improvements, induction of innovative energy-efficient process technologies and recycling/reuse of energy stream where feasible.

To conserve ground water, your company has embarked on rainwater harvesting projects at the manufacturing site and greening of barren land around factory. Further a comprehensive health checkup of all its employees.

E. CAUTIONARY STATEMENT:

Statement made in the management discussion and analysis report as regards the expectations or predictions are forward looking statements within the meaning of applicable Laws and Regulations. Actual performance may deviate from the explicit or implicit expectations.

F. SWOT ANALYSIS FOR THE COMPANY**Strengths:**

- Strong R & D capability well linked with business.
- Integrated supply chain.
- Ability to deliver cost saving.
- High quality of manpower resources.
- Centralized manufacturing activities.

Weaknesses:

- Manufacturing activities are mainly dependent on the availability of seed, which is directly related to the monsoon.
- Since, the bulky products, the Company's transportation activities of the Oil and DOC are based on the availability of racks from the Indian Railway, sometimes it is not available as and when required and disturb the dispatch schedule.
- The Company's product being indirectly exported, which has exchange control risk and the parity of the profitability is based on the exchange rates. This year as the rupee was appreciated, the profitability of the Company was also affected to some extent.

Threats:

- Monsoon activities.
- Competition from the manufacturers.

Opportunities:

- Good monsoon will provide good opportunities to the company.
- Price competitiveness.

G. MARKETING AND EXPORT:

Though the Company does not export directly, but it plans for direct export in coming season for better realization. The Company's export/gross revenue largely effects the exchange ratio of Indian Rupee viz a viz US \$ and Euro.

ACKNOWLEDGEMENTS:

Your Directors place on record their gratitude to the Central Government, State Governments and Andhra Bank, Company's Bankers, for the assistance and co-operation and encouragement they extended to the Company. Your Directors also wish to place on record their sincere thanks and appreciation for the continuing support and unstinting efforts of investors, customer, vendors and employees in ensuring an excellent all around operational performance.

FOR & ON BEHALF OF THE BOARD

KAILASH CHAND SHARMA
CHAIRMAN & MANAGING DIRECTOR
DIN-00012900

Place : Itarsi

Dated: 13th August, 2014

Annexure A

Information pursuant to Section 217(1)(e) of the Companies Act, 1956 read with the Companies (Disclosure of particulars in the report of board of Directors) Rules, 1988 forming part of the Directors' Report for the year ended 31st March 2014.

I. CONSERVATION OF ENERGY:

1	Power and Fuel Conservation:	Year Ended	
		31/03/2014	31/03/2013
i)	Electricity:		
	a) Units in (K.W.)	3651652	3187210
	b) Total Amount (Rs. In lacs)	252.24	210.66
	c) Rate per KW (in Rs.)	6.91	6.61
ii)	a) Coal (Qty.in M.T.)	8271.747	6748.4
	b) Total cost (Rs. In lacs)	321.10	245.89
	c) Average rate per M.T. (in Rs.)	3881.91	3643.72
2	Consumption per unit of Production:	Production in M.T.	
	a) Crude Oil	14217.12	12981.332
	b) Refined Oil	9107.238	6413.229
	c) De-oiled Cake	71920.056	66814.014
	d) Acid Oil	284.975	96.71
	e) Gums	1028.200	672.995
	f) Fatty Acid	22.200	8.100
	g) Lecithin	295.155	276.210

II. Technology absorption and research & development:

The company is making continuous efforts for the technological development of the plant and refinery. The technology selected by your company for solvent plant and refinery is well proven within the country and the company is making all the efforts to update its technology, the company had also established a laboratory for Research & Development facilities for quality control purpose.

III. Foreign exchange earning and outgo:

During the year under review, your company has made exports through the export houses. There are no direct export earnings and there is no inflow or outflow of foreign exchange during the year under review (previous year Nil).

FOR & ON BEHALF OF THE BOARD

Place : Itarsi
Dated: 13th August, 2014

KAILASH CHAND SHARMA
CHAIRMAN & MANAGING DIRECTOR
DIN-00012900

**ANNEXURE – B
COMPLIANCE CERTIFICATE**

CIN: L00153MP1990PLC006090

Nominal Capital: Rs.50,000,000

To,

The Members

NATRAJ PROTEINS LTD.

Nagpur Kalan, Ordnance Factory Road , Itarsi (M.P.) 461111

We have examined the registers, records, books and papers of **NATRAJ PROTEINS LIMITED** (the Company) as required to be maintained under the Companies Act, 1956 and other applicable provisions of the Companies Act, 2013, (the Act) and the rules made there under and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended **31st March 2014 (from the date of 01.04.2013 to 31.03.2014)**. In our opinion and to the best of our information and according to the examinations carried and explanations furnished to us by the Company and its management, we certify that in respect of the aforesaid financial year:

1. the company has kept and maintained all the Registers as stated in **Annexure `A'** to this certificate, as per the provisions of the Act and the rules made there under and all entries therein have been recorded.
2. the Company has filed the forms and returns as stated in **Annexure `B'** to this certificate, with the Registrar of Companies and the Central Government within the time prescribed under the Act and rules made there under.
3. the Company being Public Limited company has the comments not required.
4. the Board of directors duly met **6 (Six) times on 16th April, 2013; 30th May, 2013; 13th August , 2013; 14th Oct., 2013; 13 November, 2013 and 13 February, 2014** and in respect of which meetings notices were given and the proceedings were recorded and signed in the Minutes book maintained for the purpose.
5. the company has closed its register of members from 28th Sept., 2013 to 30th Sept., 2013 and necessary compliance of section 154 of the Act has been made.
6. the Annual General Meeting for the financial year ended on **31st March, 2013** was held on **30th September, 2013** after given notice to the members of the Company and the resolutions passed thereat were duly recorded in Minutes book maintained for the purpose.
7. No extra ordinary general meeting was held during the year under review. However, Company has taken approval from the members for the certain resolutions through postal ballot on 21st March, 2014 and all the compliances in respect of postal ballot were duly made.
8. the company has not advanced any loans to its directors or persons or firms or companies, referred under section 295 of the Companies Act 1956 and 185 of the Companies Act, 2013
9. the company has not complied with provisions of section 297 of the Act in respect of contracts specified in that section.
10. the company has made necessary entries in the register maintained under section 301 of the Act.
11. the company has obtained necessary approval from the members pursuant to the provisions of section 314 of the Act, where ever applicable.
12. The company has not issued any duplicate share certificate during the financial year.
13. the company:
 - (i) was not required to deliver share certificates as there was no allotment/ transfer/ transmission of securities during the financial year.
 - (ii) was not required to deposit any amount in a separate Bank Account as no dividend was declared during the financial year 2013-14.
 - (iii) was not required to post warrants to any member of the company as no dividend was declared during the financial year 2013-14.

- (iv) was not required to transfer any amount to the Investors Education & Protection Fund as there was no amount due for transfer to the above said account relating to unpaid dividend, application money due for refund, matured deposits, matured debentures and the interest accrued thereon as remain unpaid or unclaimed for a period of 7 years.
- (v) has complied with the requirements of section 217 of the Act.
14. the Board of directors of the company was duly constituted and appointment of directors, were duly made. However, there was no appointment of alternate directors and directors to fill the casual vacancy during the financial year.
 15. the appointment of Managing Director and Whole-time Director has been duly made in compliance with the provisions of section 269 read with Schedule XIII to the Act.
 16. the company has not appointed any sole selling agents during the financial year.
 17. the company was not required to obtain any approvals of the Central Government, Company Law Board, Regional Director, Registrar and/or such authorities prescribed under the various provisions of the Act during the financial year, except for the appointment of the cost auditors which was obtained by filing of Form 23C to the Central Government.
 18. the directors have disclosed their interest in other firms/companies to the Board of directors pursuant to the provisions of the Act and the rules made there under.
 19. the company has not issued any shares & other securities during the year under the review.
 20. the company has not bought back any shares during the financial year.
 21. there was no redemption of preference shares or debentures during the financial year.
 22. there were no transactions necessitating the company to keep in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares.
 23. the company has not invited/accepted any deposits including any unsecured loans falling within the purview of section 58A during the financial year.
 24. The amount borrowed by the Company during the year ending 31st March, 2014 is within the borrowing limits as specified under section 293(1)(d) of the Companies Act, 1956 and/or section 180(1)(c) of the Companies Act, 2013 and that necessary resolutions have been passed.
 25. The company has not made any loans or advances or given guarantees or provided securities to other bodies corporate u/s 372A of the Companies Act, 1956.
 26. the company has not altered the provisions of the Memorandum with respect to situation of the company's registered office from one State to another during the year under scrutiny.
 27. the company has not altered the provisions of the Memorandum with respect to the objects of the company during the year under scrutiny
 28. the company has not altered the provisions of the Memorandum with respect to name of the company during the year under scrutiny.
 29. the company has not altered the provisions of the Memorandum with respect to share capital of the company during the year under scrutiny.
 30. the company has not altered its Articles of Association during the financial year.
 31. there was/were no prosecution initiated against or show cause notices received by the Company and no fines or penalties or any other punishment was imposed on the company during the financial year for offenses under the Act.
 32. the Company has not received any money as security from its employees during the financial year.
 33. the Company has not established any separate trust for its employees u/s 418 of the Act.

**For, JAIN GUPTA & CO.
COMPANY SECRETARIES**

Sd/-

**PRATMA BADJATIYA
PARTNER
CP NO. 6202**

**Date: 13th August, 2014
Place: Indore**

ANNEXURE-A
Registers as maintained by the Company

S.NO.	PARTICULARS	SECTIONS/RULES
1	Reaister of Deposits	Section 58A
2	Reaister of Charaes	Section 143
3	Copies of instruments creating charge	Section 136
4	Register of Members	Section 150
5	Registers and returns kept at the Registered Office, viz Annual Returns together with copies of certificate, etc.	Section 163
6	Minute Book containing minutes of - Board Meeting - General Meeting - Audit Committee - Remuneration Committee - Investors Committee	Section 193
7	Register of particulars of contracts in which Directors are interested and Reaister for disclosure of interest by the directors	Section 301
8	Register of Directors, MD/M/Secretary	Section 303
9	Register of Director's shareholdings	Section 307
10	Reaister of Investments	Section 372A
11	Reaister for Transfer/Transmission of Shares	
12	Reaister for issuance of duplicate share certificates	
13	Reaister for Demat/remat of Shares	

For, JAIN GUPTA & CO.
COMPANY SECRETARIES

Sd/-

PRATMA BADJATIYA
PARTNER
CP NO. 6202

Date: 13th August, 2014

Place: Indore

Annexure-B

Forms and Returns as filed by the Company with Registrar of Companies & the Central Government during the financial year ending 31st March 2014

S.No.	Form No.	Section/ Rules	For dated	Filed on dated	Whether Within Time	Whether late filing fee paid	Remarks/ Ro Receipt No.
1.	Form 23AC & 23ACA XBRL	220	31/03/2013	16/10/2013	Yes	N.A.	Q13939061
2.	Form 20B	159,161	30/09/2013	17/10/2013	Yes	N.A.	Q14004865
3.	Form 66	383 (1A)	31/03/2013	02/10/2013	Yes	N.A.	Q12051843
4.	Form 23	192	30/09/2013	07/10/2013	Yes	N.A.	B86158748
5.	Form 25C	269(2)	01/08/2013	08/08/2013	Yes	N.A.	B81249484
6.	Form 25C	269(2)	01/08/2013	08/08/2013	Yes	N.A.	B81248627
7.	Form 62	44	13/02/2014	18/02/2014	Yes	N.A.	B96460886
8.	Form 23C	233B(2)	16/04/2013	10/05/2013	Yes	N.A.	S21036660
9.	Form I-XBRL	233	31/03/2013	30/09/2013	Yes	N.A.	S22661649

For, JAIN GUPTA & CO.
COMPANY SECRETARIES

Sd/-

PRATMA BADJATIYA
PARTNER
CP NO. 6202

Date: 13th August, 2014

Place: Indore

Annexure - C

CORPORATE GOVERNANCE REPORT 2013-14

(Forming part of the Directors' Report of Natraj Proteins Limited)

Effective corporate governance practices constitute the foundations on which successful commercial enterprises are built to last. Corporate Governance is a set of principles, processes and systems which govern a company. The elements of Corporate Governance are independence, transparent, accountability, responsibility, compliance ethics, values and trust. Corporate Governance enables an organization to perform efficiently and ethically generate long term wealth and create value for all its stakeholders.

The Company believes that sound Corporate Governance is critical for enhancing and retaining investor trust and your Company always seeks to ensure that its performance goals are met with integrity. The Company has always worked towards building trust with shareholders, employees, customers, suppliers and other stakeholders based on the principles of good corporate.

1. COMPANY'S PHILOSOPHY ON CODE:

The Company's philosophy on Corporate Governance strives for attaining the optimum level of transparency and accountability in all face of its operation and dealing with its shareholders, employees, lenders, creditors, customers and the government. The Company is in compliance with the requirements stipulated under Clause 49 of the Listing Agreements entered into with the Stock Exchange with regard to Corporate Governance and also has taken certain steps to ensure transparency and accountability. Your company shall continue to follow the same with a desire for further development on continuous basis.

The Board of Directors, by considering itself as trustee of its shareholders, aims at maximizing shareholders value and protecting the interest of all stakeholders

2. BOARD OF DIRECTORS AND THEIR MEETINGS:

The Company is having six directors in the Board and having optimum composition of three independent directors in the Board of directors of the Company.

During the financial year 2013-14 the Board of directors met **6 (Six) times on 16th April, 2013; 30th May, 2013; 13th August, 2013; 14th Oct., 2013; 13 November, 2013 and 13 February, 2014.** The time gap between any two Meetings of the Board was less than four months.

(i) Details of directors of the Company as at 31st March 2014 are as under:

Directors	Executive/ Non Executive / Independent	No. of outside directorship held		No. of outside Committee positions held	
		Public	Private	Member	Chairman
Shri Jagdish P.Agrawal	Executive/Promoter	-	-	-	-
Shri Kailash C.Sharma	Executive/Promoter	-	-	-	-
Shri Umesh Trivedi	NED/IND	-	-	-	-
Shri Giriraj Gupta	NED/IND	1	-	-	-
Shri Sharad Kumar Jain	Executive	-	-	-	-
Shri Pradeep Agrawal	NED/IND	-	-	-	-

Date of Board Meetings	Place of meetings	Total Strength of the Board	No. of Directors present
16/04/2013	Itarsi, M. P.	6	5
30/05/2013	Itarsi, M. P.	6	5
13/08/2013	Itarsi, M. P.	6	5
14/10/2013	Itarsi, M. P.	6	5
13/11/2013	Itarsi, M. P.	6	5
13/02/2014	Itarsi, M. P.	6	5

3. CODE OF CONDUCT

The Board of directors of the Company has laid down a Code of Conduct for all Board members and members of senior management of the company. The Board Members and Senior Management have affirmed compliance with the "Code of Conduct" for the year ended March 31, 2014.

4. BOARD COMMITTEES

The Board has Four Committees, viz.

- a. Audit Committee;
- b. Shareholders/Investors Grievances Committee;
- c. Remuneration Committee;
- d. Corporate Social Responsibility Committee (CSR)

The above said Committees consist of a majority of Independent Directors. The quorum for the Meetings is either two directors or one third of the members of the Committee, whichever is higher.

4.1. AUDIT COMMITTEE:

(A) Brief description of terms of reference:

- (i) Review with the management the quarterly/half-yearly financial statements.
- (ii) Hold separate discussion with Head-Internal Audit, Statutory Auditors and among members of the Audit Committee to find out whether the company's financial statements are fairly presented in conformity with the Accounting Standards issued by the Central Government.
- (iii) Review the company's financial and risk management policies and the adequacy of internal control systems.
- (iv) Review the adequacy of accounting records maintained in accordance with the provisions of the Companies Act 1956.
- (v) Review the performance of Statutory Auditors and recommend their appointment and remuneration to the Board, considering their independence & effectiveness.
- (vi) Perform other activities consistent with the Company's Memorandum and Articles, the Companies Act, 1956 and other Governing Laws.
- (vii) Review of the Cost Auditors Report and recommendation for the appointment of the Cost Auditors.

(B) Composition of Committee:

S.No	Name	Designation	Position in Committee
1.	Mr. Umesh R. Trivedi	Director NED/IND	Chairman
2.	Mr. Giriraj Gupta	Director NED/IND	Member
3.	Mr. Pradeep Agrawal	Director NED/IND	Member

The Statutory Auditors and Managing Director of the Company were also invited by the Committee to express their views in the Meeting. The Chairman of the Audit Committee has also attended the Annual General Meeting of the members of the company.

(C) Meetings of the Audit Committee:

During the financial year 2013-14 the Audit Committee met 4 times on 30th May, 2013; 13th August, 2013; 13 November, 2013 and 13 February, 2014 under the Chairmanship of Shri Umesh N. Trivedi, in which proper quorum was present.

The Committee considered the draft Annual Accounts for the year 2012-13. The Committee also reviewed financial and risk management policy of the Company and defaults, if any in payment to the creditors, financial institutions and reasons thereof.

4.2. SHAREHOLDERS'/INVESTORS' GRIEVANCE COMMITTEE:

(A) Brief description of terms of reference:

The Company has a 'Shareholders Grievance & Transfer Committee' at the Board level to look into the Redressing of shareholders and investor's complaints like:

- (i) Transfer of Shares, transmissions and delay in confirmation in D-mat of shares.
- (ii) Non-receipt of Annual Report, etc.

(B) Composition of Committee and number of meetings held:

S.No	Name	Designation	Position in Committee
1.	Mr. Umesh R. Trivedi	Director NED/IND	Chairman
2.	Mr. Giriraj Gupta	Director NED/IND	Member
3.	Mr. Pradeep Agrawal	Director NED/IND	Member

- (i) Name and designation of Compliance Officer : CS. Nikita Atri (Sharma)
- (ii) Number of shareholders complaints received during the year : 3
- (iii) Number of complaints solved during the year : 3
- (iv) Number of complaints pending at the end of the year : 0

The Company has given powers to implement transfer, transmission and D-mat of Shares to the Share Transfer Agent and to resolve the relating problems as professional agency. The Committee meets only on specific nature of complaints not resolved within a period of 14 days from the date of its receipts.

4.3 REMUNERATION COMMITTEE:**(a) Brief description of terms of reference:**

The terms of reference of the Committee are to review and recommend compensation payable to the executive directors. The Committee also ensures that the compensation policy of the Company provides for performance-oriented incentives to management.

(b) Composition of Committee and number of meetings held:

S.No	Name	Designation	Position in Committee
1.	Mr. Umesh R. Trivedi	Director NED/IND	Chairman
2.	Mr. Giriraj Gupta	Director NED/IND	Member
3.	Mr. Pradeep Agrawal	Director NED/IND	Member

During the year under review 2 meeting was held on 30th May, 2013 for appointment of the Managing Director and Whole-time Director and on 13th Feb., 2014 for appointment of Company Secretary and Chief Financial Officer in which all the members were available.

(c) Payment of non-executive directors and composition of the Committee:

S.No.	Name of Directors	Status	Sitting fee (Rs.)	Salary/ remuneration (Rs.)
1	Shri Kailash Chand Sharma	Director/ MD	0	6,00,000
2	Shri Jaqdish Prasad Agrawal	Director/ WTD	0	6,00,000
3	Shri Sharad Kumar Jain	Director/WTD	0	6,00,000
4	Shri Giriraj Gupta	Director/NED	0	-
5	Shri Umesh Trivedi	Director/NED	0	-
6	Shri Pradeep Agrawal	Director/NED	0	-

4.4 CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

In view of the provisions of section 135 of the Companies Act, 2013 and the Rules made there under, the Company has constituted the Corporate Social Responsibility Committee of the Board having 2 independent directors as under:

- Shri Kailash Sharma (Managing Director) : Chairman
- Shri Umesh Narayan Trivedi (Independent/NED) : Member
- Shri Pradeep Agrawal (Independent/NED) : Member

The Said Committee has been entrusted with the responsibility of formulating and recommending to the Board, a CSR Policy indicating the activities to be undertaken by the Company, monitoring the implementation of the frame work of the CSR Policy and recommending the amount to be spent on CSR activities.

5. VENUE AND TIME OF THE LAST THREE ANNUAL GENERAL MEETINGS:

Financial Year	2010-11	2011-12	2012-13
Date	23.09.2011	29.09.2012	30.09.2013
Time	2.00 P.M.	2.00 P.M.	2.00 P.M.
Venue	Registered Office	Registered Office	Registered Office
No of special item/ businesses transacted	Nil	2	2

No extra ordinary general meeting was held during the year under review. The Company has passed two special resolutions under section 180(1)(a) and 180(1)(c) on 21st March, 2014. through postal ballot process.

6. DISCLOSURES:**6.1 Related Party Transactions**

There are no material significant related party transactions made by the Company with its promoters, directors or the management, their subsidiaries or relative that may have potential conflict with the interests of company at large. Register of contracts containing transactions in which directors are interested is placed before the Board regularly for its approval.

6.2 Cautionary Statement

There has not been any non-compliance by the company and no penalties or strictures imposed on the company by the Stock Exchange or SEBI or any other statutory authority, on any matter related to capital markets, during the last three years.

6.3 Disclosure of Accounting Treatment

The company is following the Accounting Standards as applicable to the Company.

6.4 Remuneration of Directors

1. All pecuniary relationship or transactions of the non-executive directors vis-à-vis the company has been given in the Corporate Governance Report as well as under the related party transaction in the financial statements.
2. Disclosures on the remuneration of directors has been given on the corporate governance of the Annual Report.
3. None of the non-executive directors is having any share or convertible instruments in the Company.

6.5 Disclosure of resignation of directors

The company discloses the resignation alongwith the detailed reasons of resignation provided by the director of the company to the stock exchange as and when it is required.

6.6 Disclosure of formal letter of appointment

The letter of appointment of the independent director along with the detailed profile shall be disclosed on the websites of the company and the Stock Exchanges.

6.7 Proceeds from public issues, rights issue, preferential issues, etc.

The Company has not raised money through an issue (public issues, rights issues, preferential issues etc.) during the year under review.

6.8 Shareholder Rights

The quarterly, half yearly and annual declarations of the financial performance are posted on the website of the Company and are also sent to the MPSE, ASE and BSE, where the shares of the Company are listed. The complete Annual Report is sent to every shareholder of the company.

6.9 Audit Qualifications

It is always the company's endeavour to present unqualified financial statements. There are no audit qualifications in the company's financial statements for the year ended 31st March 2014.

6.10 Whistle Blower/visil Mechanism Policy

The Company has established a mechanism for employee to report concerns about unethical behavior, actual or suspected fraud, or violation of our code of conduct or ethics policy. The mechanism also provides for adequate safeguard against victimization of employee who avails of the mechanism and also provides for direct access to the chairperson of the audit committee in exceptional cases. We further affirm that during the financial year 2013-2014, no employee has denied access to the audit committee.

7. MEANS OF COMMUNICATION:

Quarterly results of the Company are published in leading newspapers such as Freepress Journal in English and Choutha

Sansar in Hindi. The results were promptly submitted to the Stock Exchanges where the shares of the Company are listed. The Management Discussion and Analysis have been given in the Directors' Report.

8. SHAREHOLDER INFORMATION.

8.1	Registered Office	Nagpur Kalan, Ordinance Factory Road. Itarsi (M.P.) 461111
8.2	Date, Time and Venue of Annual General Meeting	On 20 th Sept., 2014 at 2.00 P.M. at the Registered office of the Company
8.3	E-voting period	on 16.09.2014 from 9 A.M. to 6 P.M.
8.4	Financial Calendar Results for the quarter ending 30 th June, 2014 Results for the quarter ending 30 th Sept, 2014 Results for the quarter ending 31 st Dec, 2014 Results for the quarter ending 31 st Mar, 2015	Tentative Before 14 th August, 2014 Before 14 th Nov., 2014 Before 14 th Feb., 2014 Before 30 th May, 2015
8.5	Board Meeting for consideration of Annual Accounts	30 th May, 2014
8.6	Book Closure	17 th Sept., 2014 to 20 th September, 2014 (both days inclusive)
8.7	Cutoff date for E-voting	8 th August, 2014
8.8	Posting/mailling of Annual Report	Before 25 th August, 2014
8.9	Last date for receipt of Proxv	18 th Sept., 2014
8.10	Listing	The equity shares of the company are listed at BSE Ltd. ,MPSE and the Stock Exchange Ahmedabad and the listing fees has been paid for 2014-2015.
8.11	Registrars and Share Transfer Agents	Ankit Consultancy Pvt. Ltd., Plot No.60, Electronic Complex, Pardeshipura, Indore (M.P.) 452010 Tel: 0731- 3198601,602 Fax: 0731- 4065798 Email: ankit_4321@yahoo.com
8.12	Compliance Officer and Company Secretary	CS Nikita Attri (Sharma)
8.13	Chief Financial Officer	Shri Ritesh Sharma
8.14	Scrutiniser for E-voting	CS Ishan Jain, Practising Company Secretary, Indore (M.P.)
8.15	Scrip Code	MPSE- N.A. The Stock Exchange, Ahmedabad- N.A. BSE-530119
8.16	ISIN NO	INE444D01016

8.17 Distribution of shareholding as on 31/03/2014

Share Holding of Nominal Value of Rs.	No. of Owners	% of Share Holders	Share Amount Rs.	% to Total
Upto 1000	178	19.02	80310	0.21
1001 -2000	59	6.30	109130	0.29
2001 -3000	24	2.58	63840	0.17
3001 -4000	161	17.20	638680	1.70
4001 -5000	120	12.82	595820	1.59
5001 -10000	155	16.56	1260940	3.37
10001-20000	69	7.37	1088650	2.91
20001-30000	40	4.27	1027190	2.74
30001-40000	24	2.56	846580	2.26
40001-50000	19	2.03	835390	2.23
50001-100000	44	4.70	3856440	10.29
100001- Above	43	4.59	27067030	72.24
TOTAL	936	100.00	37470000	100.00

8.18 Shareholding Pattern as on 31/03/2014

SR. NO.	CATEGORY	NO. OF SHARES HELD	HOLDING % OF SHARE
A	Promoter Holding		
1	Promoters		
	Indian Promoters	1991000	53.14
	Foreign Promoters	0	0.00
2	Persons Acting in Concert	0	0.00
	Sub Total	1991000	53.14
B	Non Promoters Holding		
3.	Institutional investors		
(a)	Mutual Funds and UTI	0	0.00
(b)	Bank, financial Institutions, companies (Central/State Govt./Non- Govt. Institutions)	71340	1.90
(c)	FII's	0	0.00
	Sub Total	71340	1.90
4	Others		
(a)	Private Corporate Bodies	24055	0.63
(b)	Indian Public	1505091	40.15
(c)	NRI/OCBs	154401	4.15
(d)	Any other (clearing members)	1113	0.03
	Sub Total	1684660	44.96
	(A+B) TOTAL	3747000	100.00

8.19 Dematerialization of shares as at 31/03/2014

Category	No. of shares	%
Total number of Demated shares with NSDL	5,12,358	13.67%
Total number of Demated shares with CDSL	2,48,217	6.63%

8.20 Stock market data: Monthly highs and lows Quotes at the BSE, 2013-14

Month	High (Rs.)	Low (Rs.)	Total volume of shares traded
April. 2013	32.25	26.30	471
May. 2013	28.70	24.15	3800
June. 2013	33.75	27.85	13206
July. 2013	31.00	25.05	13584
August. 2013	27.60	24.85	1403
September. 2013	26.50	23.80	1569
October. 2013	33.30	27.65	1172
November. 2013	30.45	22.05	5845
December. 2013	26.85	21.50	9626
January. 2014	30.85	25.45	7769
February. 2014	34.25	28.75	12760
March. 2014	38.00	29.55	4987

FOR & ON BEHALF OF THE BOARD

KAILASH CHAND SHARMA
CHAIRMAN & MANAGING DIRECTOR
DIN-00012900

Place : Itarsi

Dated: 13th August, 2014

MD & CFO CERTIFICATION

To,
The Board of Directors,
Natraj Proteins Ltd.
Nagpur Kalan,
Ordinance Factory Road,
Itarsi (M.P.)-461111

Dear Sirs

We have reviewed the Financial Statement read with the cash flow statement of Natraj Proteins Ltd. for the year 31st March, 2014 and that to the best of their knowledge and belief:

1. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
2. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

We further certify that, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violate the Company's code of conduct.

We accept responsibility for establishing and maintaining internal controls for financial reporting and that they have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and have not noticed any deficiency that need to be rectified or disclosed to the Auditors and the Audit.

We have indicated to the Auditors and the Audit Committee that there is :-

1. No significant change in internal control over financial reporting during the year
2. No significant change in accounting policies during the year under review and
3. No instance of any fraud in the company in which the management has any role.

Place: Itarsi
Date: 13th August, 2014

RITESH SHARMA
Chief Financial Officer

KAILASH CHAND SHARMA
Managing Director
DIN 00012900

AUDITORS CERTIFICATE ON COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

To,
The Members,

We have examined the compliance of conditions of Corporate Governance by Natraj Proteins Ltd. for the year ended 31st March, 2014 as stipulated in Clauses 49 of the Listing Agreement with the Stock Exchanges

The compliance of the conditions of Corporate Governance is the responsibility of the management. Our examination has been limited to a review of the procedures and implementations thereof adopted by the company for ensuring compliance with the conditions of the Corporate Governance as stipulated in the said clause. 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 based on the representations made by the directors and management, we certify that the company has complied with the conditions of Corporate Governance applicable as aforesaid.

As required by the Guidance Note issued by the ICAI, on the basis of information and explanations given to us, we have to state that no investor grievances were pending for a period of one month.

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

FOR, BHUTORIA GANESAN & CO.
CHARTERED ACCOUNTANTS
(Firm Reg.No. 004465C)

PLACE: BHOPAL
DATED: 13.08.2014

R.GANESAN
PARTNER
M.NO.26164

INDEPENDENT AUDITOR'S REPORT

The Members,
M/s NATRAJ PROTEINS LTD., ITARSI

REPORT ON THE FINANCIAL STATEMENTS:

We have audited the attached financial statements of Natraj Proteins Ltd which comprise of the Balance Sheet as at 31.03.2014 the Statement of Profit and Loss for the year ended on 31-3-2014 and Cash Flow statement for the year ended on that date and a summary of significant accounting policies and other explanatory information.

MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the company in accordance with the Accounting Standards referred to in sub section (3C) of section 211 of the Companies Act 1956. This responsibility includes the design, implementation and maintenance of internal control 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.

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment including the assessment of the risks of material misstatement of the financial statements whether due to fraud or error. In making those risk assessments, the auditor considers internal controls relevant to the company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the management, as well as evaluating the overall presentation of the financial statements.

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

OPINION

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information as required by the Act in the manner so required and give a true and fair view in conformity with the Accounting principles generally accepted in India:

- i) In the case of Balance Sheet, of the state of affairs of the Company as at 31.03.2014.
- ii) In the case of Statement of Profit and Loss, of the Profit of the company for the year ending 31.03.2014.
- iii) In the case of Cash Flow Statement of the cash flows, of the Company for the year ended on that date.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by the Companies (Auditor's Report) Order 2003 as amended by Companies (Auditor's Report) (Amendment) order, 2004, issued by the Central Government of India in terms of sub section (4A) of Section 227 of the Companies Act, 1956, we enclose in the annexure a statement of the matters specified in the paragraph 4 and 5 of the said order.
2. As required by section 227(3) of the Act we report that:
 - a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
 - b) In our opinion, the Company has kept proper books of accounts as required by law so far as appears from our examination of those books.
 - c) The Balance Sheet and Profit and Loss Account and Cash Flow Statement dealt with by this report are in agreement with the books of accounts.
 - d) In our opinion, the Balance Sheet, Profit & loss Account and Cash Flow Statement dealt with by this report comply with the Accounting Standards referred to in section 211(3C) of the Companies Act 1956.
 - e) On the basis of written representations received from Directors of the company as on 31st March, 2014, and taken on record by the Board of Directors, none of the director is disqualified as on 31st March 2014 from being appointed as a director in terms of clause (g) of sub section (1) of section 274 of the Companies Act, 1956.

- f) Since the Central Government has not issued any notification as to the rate at which the cess is to be paid under section 441A of the Companies Act 1956, nor has it issued any Rules under the said section prescribing the manner in which such cess is to be paid, no cess is due and payable by the Company.

For , BHUTORIA GANESAN & CO
Chartered Accountants
Firm Reg No: 004465C

R.GANESAN
PARTNER
M.NO 26164

S-9, Thadaram Complex,
209A, Zone I, M.P.Nagar, BHOPAL
Date: 30-5-2014

ANNEXURE REFERRED TO IN PARAGRAPH 3 OF OUR REPORT

[Referred to in our Report of even date on the Accounts of NATRAJ PROTEINS LTD. as at and for the year ended 31st March 2014]

1. (a). The company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets.
(b). The fixed assets have been physically verified by the management in accordance with regular programme of verification, which, in our opinion, is reasonable having regard to the size of the company and the nature of its assets. Discrepancies have been appropriately dealt with in the books of account.
(c). The Company has not disposed off any substantial part of fixed assets during the year.
2. (a). The management has conducted Physical verification of inventories at all its locations at reasonable intervals during the year.
(b). The procedures of physical verification of inventory followed by management are in our opinion, reasonable and adequate in relation to the size of the company and the nature of its business.
(c). The company is maintaining proper records of inventory and no material discrepancies were noticed on physical verification.
3. The company has not taken any loan, secured or unsecured from companies, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956. Accordingly, the provisions of clause 4(iii) (e) to (g) of the said order is not applicable.
4. In our opinion, and according to the information and explanation given to us, there are adequate internal control systems commensurate with the size of the company and the nature of its business, for the purchase of inventory and fixed assets and for the sale of goods and Services. During the course of audit, we have not observed any continuing failure to correct major weaknesses in the internal control in respect of these areas.
5. (a). As per the information and explanations given to us the transactions needed to be entered into a register in pursuance of section 301 of the Companies Act, 1956 have been entered.
(b). As per the information and explanations given to us the transactions have been carried out at prices which are reasonable having regard to the prevailing market prices at the relevant time.
6. The company has not accepted deposits from the public during the year, within the meaning of sec 58A of the companies Act 1956. The directives issued by the Reserve Bank of India and the provisions of sections 58A and 58AA of the Act and the rules framed there under, where applicable, have been complied with. No order has been passed by the company Law Board or National Company Law Tribunal or Reserve Bank of India or any Court or any other Tribunal against the company in this regard.
7. In our opinion, the company has an internal audit System However the same has to be strengthened in commensurate with its size and nature of its business.
8. We have broadly reviewed the books of account maintained by the company pursuant to rules made by the Central Government for the maintenance of cost records under section 209(1)(d) of the Companies Act 1956 and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained . We have not, however made a detailed examination of the same.
9. (a) The company is generally regular in depositing undisputed statutory dues including Provident Fund, Investor education and Protection Fund, Employees State Insurance, Income-tax, Sales-tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, Cess and any other statutory dues with the appropriate authorities to the extent applicable.

- (b) According to the information and explanations given to us, no undisputed amounts payable in respect of such statutory dues were in arrears, as at 31st march 2014, for a period of more than six months from the date they become payable.
- (c) According to the information and explanations given to us, and as per the records of the company, income tax, sales tax, service tax, custom duty, excise duty, Mandi tax and Cess which have not been deposited on account of dispute are given below :

Name of the Statute	Nature of the dues	Disputed Amount (Rs. in lacs)	Period to which it relates	Forum where the dispute is pending
Income Tax	Income Tax	15.90	1994-95, 1995-96, 1996-97	Before Settlement Commission, Petition has been filed with M.P.High Court for stav
Income Tax	Income Tax	5.21	2009-10 AY 2010-11	Before Appellate Commissioner, Bhopal
M.P VAT Act 2002	VAT ACT	6.32	2006-2007	M.P Commercial Tax, Appellate Board. Bhopal

10. The company does not have any accumulated losses at the end of the financial year and it has not incurred cash losses in the year under report and in the immediately preceding financial year.
11. Based on our audit procedures, and as per the information and explanations given to us, the company has not defaulted in repayment of dues to a financial institution, bank. The company has not issued any debentures.
12. According to the information and explanations given to us and based on the documents and records produced to us the Company has not granted any loan and advances on the basis of security by way of pledge of shares, debentures and other securities.
13. The provisions of special statute applicable to chit fund, nidhi or mutual benefit fund/societies are not applicable to the company.
14. In our opinion the company is not dealing or trading in shares, securities, debentures and other investments and hence, the requirements of Para 4(xiv) of the above order are not applicable to the company.
15. According to the information and explanations given to us, the company has not given any guarantee for loans taken by others from banks or financial institutions.
16. As per the records produced, the term loans have been applied for the purpose for which such loans were obtained.
17. According to the information and explanations given to us and on an overall examination of the balance sheet and cash flow statement of the company, we report that funds raised on short-term basis have not been used for long term investment.
18. During the year the company has not made any preferential allotment of shares to parties or companies covered in the register maintained under section 301 of the Companies Act, 1956
19. There are no debentures issued by the company during the year that require creation of security or charge and therefore the requirement is not applicable.
20. During the year under audit, there was no public issue of shares.
21. Based on the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and as per the information and explanations given to us by the management we report that no frauds on or by the company have been noticed or reported during the course of our audit.

For , BHUTORIA GANESAN & CO
Chartered Accountants
Firm Reg No: 004465C
R.GANESAN
PARTNER
M.NO 26164

BALANCE SHEET AS AT 31-03-2014

LIABILITIES		Note	As at 31 st March, 2014	As at 31 st March, 2013
I	EQUITY AND LIABILITIES			
A	Shareholders' funds			
	(a) Share capital	1	37,470,000	37,470,000
	(b) Reserves and surplus	2	341,175,299	260,077,322
	Total (A)		378,645,299	297,547,322
B	Non-current liabilities			
	(a) Long-Term Borrowings	3	16,732,896	31,708,539
	(b) Deferred Tax Liabilities (net)	4	19,548,642	20,526,200
	Total (B)		36,281,538	52,234,739
C	Current liabilities			
	(a) Short-Term Borrowings	5	485,166,225	376,470,208
	(b) Trade Payables	6	44,883,861	10,075,683
	(c) Other Current Liabilities	7	42,488,508	31,978,791
	(d) Short-Term Provisions	8	1,913,671	19,014,535
	Total (C)		574,452,265	437,539,217
	TOTAL (A+B+C)		989,379,103	787,321,279
II	ASSETS			
D	Non-current assets			
	<u>(a) Fixed assets</u>			
	(i) Tangible Assets	9	84,485,756	86,090,853
	(ii) Capital Work-In-Progress	9A	14,277,348	14,474,113
	Sub Total		98,763,104	100,564,966
	(iii) Intangible Assets		867,968	1,054,429
-	(b) Long-term Loans and Advances	10	41,154,779	4,836,558
	(c) Other Non-Current Assets	11	37,463,027	34,836,558
	TOTAL (D)		141,248,878	141,299,924
E	Current assets			
	(a) Inventories	12	664,534,866	392,098,481
	(b) Trade receivables	13	72,953,715	52,589,315
	(c) Cash and Bank Balances	14	97,299,075	163,606,481
	(d) Short-Term Loans and Advances	15	13,342,569	37,727,078
	TOTAL (E)		848,130,225	646,021,355
	TOTAL (D+E)		989,379,103	787,321,279
	Significant Accounting Policies and other Notes to Financial Statements	25A & B		

As per our Report of even date attached. Notes referred to above form an integral part of Financial Statements

For BHUTORIA GANESAN & CO,
Chartered Accountants
Firm Registration no: 004465C

FOR AND ON BEHALF OF BOARD OF DIRECTORS

KAILASH CHAND SHARMA
(MANAGING DIRECTOR)
DIN 00012900

SHARAD KUMAR JAIN
(WHOLE TIME DIRECTOR)
DIN 02757935

R.GANESAN
Partner
Membership no: 26164
PLACE : BHOPAL
DATED : 30/05/2014

NIKITA ATRI (SHARMA)
COMPANY SECRETARY
PLACE: ITARSI
DATED : 30/05/2014

RITESH SHARMA
CHIEF FINANCIAL OFFICER
PLACE : ITARSI
DATED : 30/05/2014

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31-03-2014

Particulars	Note	For the year	For the year
		Ended 31 st March 2014	Ended 31 st March 2013
		Amount in Rs.	Amount in Rs.
CONTINUING OPERATIONS			
(I) Revenue from Operations (gross)	16	3634051829	3167025890
Less: Excise duty		1823076	1078228
Revenue from operations (net)		3632228753	3165947662
(II) Other Operating Income	17	3761417	5145652
(III) Other income	18	4972805	3761842
Total Revenue (I+II+III)		3,640,962,975	3,174,855,156
Expenses			
Consumption of Raw Materials & Manufacturing Expenses	19	3,042,895,084	2549312308
Purchase of stock-in-trade	19A	202256431	231920619
(Increase)/ Decrease in Inventories of Finished Goods and WIP	20	6,420,052	(36,455,591)
Employee Benefits Expenses	21	11734597	10948825
Finance Costs	22	27107950	32487414
Other expenses of Manufacture, Administration Expenses, Selling & Dist.	23	220664132	213734822
Depreciation and Amortization		7999319	8055129
Total Expenses		3519077566	3010003526
Profit / (Loss) Before Exceptional and Extraordinary Items and Tax		121,885,409	164,851,630
Exceptional Items		-	-
Profit / (Loss) Before Extraordinary Items and Tax		121,885,409	164,851,630
Extraordinary Items		-	-
Profit / (Loss) Before Tax		121,885,409	164,851,630
Tax expenses:			
(a) Income Tax provision related to earlier years		1,764,989	1,802,510
(b) Current Tax Expense for Current Year		40,000,000	55,500,000
(c) Deferred Tax		(977,558)	(1,031,682)
		40,787,431	56,270,828
Profit / (Loss) from Continuing Operations		81,097,977	108,580,801
Profit / (Loss) for the year		81,097,977	108,580,801
Earning Per Equity share	24		
Basic (Rs)		21.64	28.98
Diluted (Rs)		21.64	28.98
Significant Accounting Policies and other Notes to Financial Statements	25 A&B		

As per our Report of even date attached. Notes referred to above form an integral part of Financial Statements

FOR AND ON BEHALF OF BOARD OF DIRECTORS

For BHUTORIA GANESAN & CO,
Chartered Accountants
Firm Registration no: 004465C

KAILASH CHAND SHARMA
(MANAGING DIRECTOR)
DIN 00012900

SHARAD KUMAR JAIN
(WHOLE TIME DIRECTOR)
DIN 02757935

R.GANESAN
Partner
Membership no: 26164
PLACE : BHOPAL
DATED : 30/05/2014

NIKITA ATRI (SHARMA)
COMPANY SECRETARY
PLACE: ITARSI
DATED : 30/05/2014

RITESH SHARMA
CHIEF FINANCIAL OFFICER
PLACE : ITARSI
DATED : 30/05/2014

**CASH FLOW STATEMENT
FOR THE YEAR ENDING 31ST MARCH, 2014**

PARTICULARS	YEAR ENDED 31 st March 2014	YEAR ENDED 31 st March 2013
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit Before Tax	121885409	164851630
<u>Adjustments for:</u>		
ADD		
Depreciation & Amortization	7999319	8055129
Interest Charges	27107950	32487414
EMD/Bad Debts Write Off	0	500000
LESS		
Interest Income	3773314	3062179
Provision for Income Tax for the Year/ Related to Previous Year	41764989	57302510
Operating Profit Before Working Capital Changes	111454375	145529484
<u>Adjustments for :</u>		
Trade Receivables	(20364401)	(7339705)
Inventories	(272436385)	184511578
Loans, Advances and other current assets	24384509	(29348591)
Current Liabilities	(30188759)	(43784249)
Income Tax Paid during the year	58405790	50516800
Total Adjustments	(240199246)	154555833
CASH GENERATED FROM OPERATING ACTIVITIES (A)	(128744871)	300085317
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed asset Asset/ Capital WIP	(6011004)	(14949660)
Interest Received	3773314	3062179
Non Current Assets, Long term loans and advances	(1937270)	(9717652)
NET CASH USED IN INVESTING ACTIVITIES (B)	(4174960)	(21605133)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from Long Term Borrowings	(14975643)	6405615
Proceeds of Short Term Borrowings Banks	108696017	(96446772)
Interest Paid	(27107950)	(32487414)
Call in Arrears received from Share Holders	0	0
NET CASH (USED)/FROM FINANCING ACTIVITIES (C)	66612524	(122528571)
NET INCREASE/(DECREASE) IN CASH & CASH EQUIVALENTS (A+B+C)	(66307406)	155951613
Cash and Cash Equivalents as on 1-4-2013 Opening Balance	163606481	7654867
Cash and Cash Equivalents as on 31-3-2014 Closing Balance	97299075	163606481
Increase/Decrease in Closing Cash Balance	(66307406)	155951614
Note:	0	0
Cash and Cash Equivalents include:		
(a) Cash on Hand	3835127	1454436
(b) Balances with Banks in Current Accounts	93463948	162152045
	97299075	163606481

FOR AND ON BEHALF OF BOARD OF DIRECTORS

For BHUTORIA GANESAN & CO,
Chartered Accountants
Firm Registration no: 004465C

KAILASH CHAND SHARMA
(MANAGING DIRECTOR)
DIN 00012900

SHARAD KUMAR JAIN
(WHOLE TIME DIRECTOR)
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R.GANESAN
Partner
Membership no: 26164
PLACE : BHOPAL
DATED : 30/05/2014

NIKITA ATRI (SHARMA)
COMPANY SECRETARY
PLACE: ITARSI
DATED : 30/05/2014

RITESH SHARMA
CHIEF FINANCIAL OFFICER
PLACE : ITARSI
DATED : 30/05/2014

Notes forming part of the financial statements

Note 1 : Share Capital

Particulars	As at 31 st March, 2014	As at 31 st March, 2013
	Amount in Rs.	Amount in Rs.
(a) Authorised 50,00,000 Equity shares of Rs.10/ each	50,000,000.00	50,000,000.00
(b) Issued Share Capital,Subscribed & Paid up Equity shares of Rs.10 each (37,47,000 Equity Shares of Rs. 10 each (Previous year : 3747000 Equity shares of Rs. 10 each)	37,470,000.00	37,470,000
Total	37,470,000	37,470,000

1.1) Terms/ rights attached to equity shares

The company has only one class of equity shares having par value Rs. 10 per share. Each holder of equity shares is entitled to one vote per share

1.2) Reconciliation of No of shares outstanding is given below:-

Equity Shares at the beginning of the year	3747000	3747000
Add: Shares issued during the year	0	0
Less: Shares forfeited during the year	0	0
Equity shares at the end of the year	3747000	3747000

1.3) Details of shareholders holding more than 5% shares of the total number of shares issued by the company

Name of the share holder	As at 31 st March, 2014		As at 31 st March, 2013	
	Number	% of holding in the Class	Number	% of holding in the Class
Equity shares of Rs. 10 each fully paid up				
S.K.Arora	565000	15.08%	565000	15.08%
J.P.Agrawal	223000	5.95%	223000	5.95%

- 1.4)** (i) Shares issued for consideration other than cash in last 5 financial years Nil
(ii) Shares issued by way of bonus in last 5 financial years Nil
(iii) Shares bought back in last 5 financial years Nil

(1.5) Details of calls unpaid

Particulars	As at 31 st March, 2014		As at 31 st March, 2013	
	Number of shares	Amount in Rs.	Number of shares	Amount in Rs.
<u>Equity shares with voting rights</u>				
Aggregate of calls unpaid				
- by Directors	0	0	0	0
- by Officers	0	0	0	0
- by Others	0	0	0	0

(1.6) Details of forfeited shares

	0	0	0	0
--	---	---	---	---

Note 2 : Reserves and surplus

PARTICULARS	As at 31 st March, 2014	As at 31 st March, 2013
	Amount in Rs.	Amount in Rs.
(a) Reserve		
Shares Forfeited Account Opening Balance	4,776,700	4,776,700
Additions during the year (Refer Note: 1.6)	-	-
Closing Balance (A)	4,776,700	4,776,700
(b) General Reserve (Opening and Closing balance) (B)	1,500,000	1,500,000
Surplus in the Statement of Profit & Loss		
(c) Opening Balance	253,800,622	145,219,821
Add: Profit During the year	81,097,977	108,580,801
Closing Balance (C)	334,898,599	253,800,622
Total (A+B+C)	341,175,299	26,00,77,322

NOTE 3 : LONG TERM BORROWINGS

(a) Secured Loans		
Term Loan Bank from Banks	8636904	15131618
(b) Unsecured loan from		
Security Deposits from customers	8,095,992	16,576,921
Total	16732896	31708539

3.1) Secured Long Term Borrowings:-**Term Loan from Banks/Financial Institutions :**

PARTICULARS	Date of Maturity	Applicable Intt. Rate
Term loan -I Quarterly Installments of Rs.1149000 each	14-Mar-16	14.25%
Term loan -II Quarterly 4 Installments of Rs.250000/-, then 4 Installments of Rs. 500000/-, then 4 Installement of Rs. 1000000/-, then 4 Installments of Rs. 1250000/- and at last 4 installments of Rs. 2000000/-	1- July - 17	15.25%
(3.1.a) Secured Loans from Loan BANK Andhra Bank\	2299449	5631618
(3.1.b) Secured Loans from Financial Loan Institutions MPFC	6337455	9500000
SUB TOTAL	8636904	15131618
Term loan - I from Andhra Bank is secured by hypothecation of assets acquired out of Term loan (Wind Mill) and Equitable Mortgage of land on which Wind Mill is erected at Navneetakrishnapuram, Tirunelveli District, Tamil Nadu.The above borrowing collaterally secured as described in security for working capitalTerm Loan II - From MPFCExclusively first charge by way of hypothecation of equipments created out of TL for soya bean extraction plant and refinery namely silo, boiler and other equipments. Also secured collaterally by way of EM of freehold vacant land admeasuring 1922sq. M. khasra No. 363/1, P.H. No. 9, Mouza No. 15, Near Swami Vivekanand School, Tawa Colony, Itarsi, Dist.: Hoshangabad M.P. in name of Smt. Padma Sharma, w/o. Beni Shankar Sharma and also by way of personal guarantee of Shri Kailash Chand Sharma, Managing Director and Smt. Padma Sharma.	6596000	5096000
(3.1.c) The installments due within 12 months from the date of Balance Sheet have been grouped under Other Current Liabilities as " Current Maturities of Long Term Borrowings. (Refer note no: 7)		
(3.1.d) Unsecured loan from Directors and Relatives	0	0
Security Deposits from customers	8,095,992	16,576,921
Total	16732896	31708539

Term loan - I from Andhra Bank	0	0
Term loan -II from Andhra Bank	4596000	4596000
Term loan -III from M.P. Financial Corporation	2000000	500000
	6596000	5096000
Fixed Deposits from Public	0	15326921
Interest Fee deposit from public	0	500000
Interest Fee deposit from members	0	750000

NOTE 4 : DEFERRED TAXATION

The Deferred Tax Assets & Liabilities comprise of tax effect of the following timing differences:-

Particulars	As at 31 st March, 2014	As at 31 st March, 2013
Deferred Tax Liability		
On account of difference in depreciation as per books and income tax	19,548,642	20,526,200
Total	19,548,642	20,526,200

Difference between books and Tax written down Values of fixed assets	20526200	21557882
(Deferred Tax Asset)/ Deferred Tax Liability During the year	(977558)	(1031682)
Defer tax Liability for earlier years	19,548,642	20,526,200

NOTE 5 : SHORT-TERM BORROWINGS

SECURED LOANS		
Loan Repayable on Demand from Bank (Ref Note 5.1 to 5.4)	485,166,225	376,470,208
Total (I+II)	485,166,225	376,470,208

5.1. The working capital facilities from Andhra Bank in following facilities Export Packing Credit, Open Cash Credit, Bank Guarantee and Inland letter of Credit payable on demand. Open cash credit is bifurcated to peak and non peak limits with sublimit for book debts. Rate of Interest on Open cash credit is 13.50% and on Export Packing Credit there is concessional rate of interest. Primary security is hypothecation of stocks meant for export in case of Export Packing Credit, hypothecation of stocks and receivables in case of Open cash credit facilities, counter guarantee in case of bank guarantee and stocks procured under Letter of Credit in case of LC facilities.

Short Term loan against pledge of ware house receipt for procurement of soya seed. Rate of interest is 10.50% and primary security is pledge of warehouse receipts/storage receipts with lien noted in favour of Bank. The repayment is bullet payment with interest on due date i.e.. at the end of tenor of each disbursement.

All above working capital borrowings including short term loan against pledge of ware house receipts are collaterally secured by :

- by way of first charge on the company's entire fixed asset excluding assets created out of TL II (and out of TL from MPFC).
- by way of Extension of EM of house property in name of Shri Kailash Chand Sharma, Managing Director situated at Nirupam Royal Palm Villa, Bhopal and EM of residential plot at village Jatkhedi, Bhopal.
- Lien on FDR of principle amount Rs. 1.54 Cr. With present value of Rs. 1.87 Cr. As on 31.03.2013
- Personal Guarantees of 3 Director (a), (b), (c) and also collateal for term loan borrowings Note No. 3.1

Secured Loans from Banks		
(5.1.a) Bank Borrowings for Working Capital	291858695	246074140
(5.2.a) Short term loan on Warehouse Receipt from Andhra Bank	145678430	130396068
(5.3.a) Short term loan on Warehouse Receipt from Axis Bank	47629100	0
	485166225	376470208

Notes forming part of the financial statements**Note 6 : Trade payable**

Trade payable	44,883,861	1,00,75,683
Total	44,883,861	1,00,75,683

**Disclosure under Section 22 of MSMED Act, 2006
(Chapter V- Delayed Payment to Micro and Small Enterprises)**

Micro, Small and Medium Enterprises

Information in respect of Micro, Small and Medium Enterprises Development Act, 2006; based on the information available with the company. The required disclosures are given below

Particulars	FY 2013-2014	FY 2012-2013
The Principal amount (Interest - Nil) remaining unpaid to any supplier as at the end of the accounting year	435,088	689,958
The amount of interest accrued and remaining unpaid at the end of accounting year	NIL	NIL
The amount of further interest remaining due and payable even in the succeeding years until such date when the interest dues as above are actually paid to the Small enterprises for the purposes of disallowance as a deductible expenditure under section 23 of the MSMED Act, 2006	NIL	NIL
	435088	689958

Note 7 : Other Current liabilities

Particulars	As at 31 st March, 2014	As at 31 st March, 2013
	Amount in Rs	Amount in Rs
Current Maturities of long term borrowings (Ref note no: 3(1) (b))	6,596,000	5,096,000
Advance from Customers Against sales	19,440,095	6,698,857
Credit balances in Current A/c (Ref Note: 7.1)	-	1,494,901
Payables		
(i) Statutory Dues	3,014,961	2,811,769
(ii) Expenses Payable	13437452	15877264
	42,488,508	31,978,791

Note 7.1 : Trade payable

Unsecured loans & Advances from Banks		
(I) Credit Balance with Indusind Bank current a/c	0	0
(ii) Credit Balance with ICICI Bank current a/c	0	1,494,901
	0	1494901

Note 8 : Short-term provisions

(a) Provision for employee benefits: Provision for Employees Retirement Benefit - obligation	300,000	382,828
b) Provision for Income tax(Net of advance tax & TDS)	1,613,671	18,631,707
Total	19,13,671	19,014,535

NOTE NO. 9 TANGIBLE ASSETS

Amount in Rs.

Sl. No.	PARTICULARS	GROSS BLOCK			DEPRECIATION			NET BLOCK	
		01.04.2013	Additions	31.03.2014	01.04.2013	For the Period	31.03.2014	31.03.2014	31.03.2013
i)	Land – Freehold	242803	0	242803	0	0	0	242803	242803
ii)	Land – Windmill	600000	0	600000	0	0	0	600000	600000
iii)	Site Development	1495914	930545	2426459	424882	24383	449266	1977193	1071033
iv)	Factory Building	6973784	0	6973784	4206521	232924	4439446	2534338	2767264
v)	Godown and other Civil Structure	22573077	2112000	24685077	4459601	367941	4827542	19857535	18113476
vi)	Plant & Machinery	71047745	3094424	74142169	45285486	3768668	49054154	25088015	25762259
vii)	Refinery Machinery	33232701	0	33232701	27782716	835483	28618199	4614502	5449985
viii)	J.C.B. Machine & Road Roller	2262997	0	2262997	595702	119486	715188	1547809	1667295
ix)	Electrical Installations	11606217	0	11606217	6778542	593483	7372031	4234186	4827669
x)	Weigh Bridge	917295	0	917295	694166	43572	737738	179557	223128
xi)	Lab Equipments	651637	0	651637	512115	30953	543068	108569	139522
xii)	Office Equipments	217861	0	217861	96969	10348	107317	110544	120893
xiii)	Furniture and fixtures	517418	0	517418	486437	30981	517418	0	30980
xiv)	Vehicles	1183839	0	1183839	1183839	0	1183839	0	0
xv)	Computers	850715	70800	921515	807711	50516	858226	63289	43004
xvi)	Wind Mill	32275000	0	32275000	7243466	1704120	8947586	23327414	25031534
	Total	186649003	6207769	192856772	100558158	7812858	108371018	84485754	86090845
	Previous year	183390165	7358494	190748659	92598886	7566265	100165151	90791283	90791283

Note 9A : Capital work in progress

Particulars	As at 31 st March, 2014	As at 31 st March, 2013
	Amount in Rs	Amount in Rs
Boller Under Installation	14,277,348	66,24,297
Construction Stores	-	78,49,816
Total	14,277,348	1,44,74,113

Note 10 : Long term loans and advances (unsecured, Considered Good except otherwise stated)

Security deposits		
Deposits Unsecured considered good	3,664,640	2,793,500
Less: Provision for doubtful deposits	0	0
	3,664,640	2,793,500
Capital Advances	0	422,920
Advances Unsecured considered good	490,139	1,620,138
	4,154,779	4,836,558

Note 11 : OTHER NON CURRENT ASSETS

<u>A) Balances with government authorities</u>		
Unsecured, considered good		
Advance tax (Block Period)	3,980,000	3,980,000
Advance VAT year 2006-07	127,000	127,000
TDS Certificates in hand	-	-
TOTAL (A)	4,107,000	4,107,000
<u>(B) FDR/ DEPOSITS HAVING MATURITY PERIOD MORE THAN 12 MONTHS</u>		
I) Balances held as margin money or security against borrowings, guarantees and other commitments (Refer Note (11.2) below)	32,115,139	29,580,398
(II) Other Bank Balances having maturity period more than 12 months	1240888	1156573
TOTAL (B)	33,356,027	30,736,971
TOTAL (A+B)	37,463,027	34,843,971

11.1) Other Bank Balances includes FDR with Central Bank of India Rs.1240888 previous Year Rs. 1156573 having original maturity period more than 12 months.

11.2) Margin Money:

Margin money deposits amounting to Rs. 3,21,15,139/- (previous year Rs. 2,95,80,398/-) are lying with Bank against Bank Guarantee & Security against borrowings of Working Capital

- (i) Lien Marked against FDR with Andhra Bank RS. 31740872/-, for the Bank Guarantee, Letter of Credit & other collateral security for the working Capital Borrowings.
- (ii) Lien marked against FDR with Axis Bank Rs. 374267. The FDR given as security deposit with Agriculture Produce Market Committee- Krishi Upaj Mandi Samiti.

Notes forming part of the financial statements

Note 12 : Inventories

Particulars	As at 31 st March, 2014	As at 31 st March, 2013
	Amount in Rs	Amount in Rs
(a) Raw materials (At cost or market value whichever is less)	547441366	265264161
(b) Finished goods (other than those acquired for trading) (Cost of Production or Net Realisable Value whichever is less)	103423666	109843717
(c) Consumables, Fuel and Packing material (At average cost)	7267849	11415683
(d) Stores and machinery spares (Valuation At Cost)	6401985	5574919
Total	664534866	392098481

Note 13 : Trade receivables

Trade receivables outstanding for a period exceeding six months from the date they were due for payment		
Unsecured, considered good	6649227	965204
Doubtful	0	0
	6649227	965204
Other Trade receivables		
Unsecured, considered good	66304488	51624111
Total	72953715	52589315

Note 14 : Cash and Bank Balances

Cash and Cash Equivalents		
(a) Cash on hand	3835127	1454436
(b) Balances with banks -Current Accounts	3,463,948	162,152,045
Total	7,299,075	163,606,481

Notes forming part of the financial statements

Note 15 : Short-term loans and advances (unsecured, Considered Good except otherwise stated)

Particulars	As at 31 st March, 2014	As at 31 st March, 2013
	Amount in Rs	Amount in Rs
(a) Security Deposits		
Unsecured , Considered Good	1,000	373,368
	1,000	373,368
(b) Loans and advances to employees		
Unsecured, considered good	1,120,625	1,401,774
	1,120,625	1,401,774
(c) Prepaid expenses - Unsecured, considered good	799,256	374,746
(d) Others		
Advance for raw material & stores	11,421,688	35,577,190
	12220944	35957936
Total	13,342,569	37,727,078.00

Note 16 : Revenue from operations

(a) Sale of Products MANUFACTURED		
Refined Vegetable oil	580,926,038	443,284,201
Soya DOC	2,514,745,009	2,069,979,691
Soya Crude oil	319,774,039	408,902,519
Soya Degum Oil	0	7,841,015
Acid oil	10,115,304	4,347,169
Fatty Acid	1,004,262	680,000
Lecithin	14,532,547	12,368,949
Clay (Soya Mitti) Sales	71457	250818
Tank Sludge	538085	494390
Acid Oil Sludge	0	27464
Sub Total (a)	3,441,706,741	2,948,176,216
(b) TRADED GOODS		
Soya DOC	88057177	133399797
Wheat	23238880	92950898
Moong	5250195	0
Paddy	40602732	0
Tour	0	9187095
Gram	21143671	3046904
Empty gunny bags	2389851	1980203
Sub Total (b)	180682506	240564897
(c) Gain/(Loss) on commodity trading with NCDEX	11662582	(21715223)
Revenue from operations (a+b+c)	3634051829	3167025890
Less: Excise Duty applicable only in case of Acid Oil, Fatty Acid, Lecithin and Acid Oil Sludge.	(-) 1823076	(-) 1078228
Revenue from Operations (Net)	3632228753	3165947662

NOTE 17 : OTHER OPERATING INCOME

Particulars	For the year ended 31st March, 2014	For the year ended 31st March, 2013
	Amount in Rs	Amount in Rs
Income from Wind Mill (Energy)	2549632	4007412
Sale of Coal Ash	1211785	1032905
Cenvat Refund	0	105335
Total	3761417	5145652

NOTE 18 : OTHER INCOME

Interest income from FDR & others	3773314	3062179
Award Received from commercial tax Deptt.	0	25000
Miscellaneous income	638274	341317
Interest others	308671	333346
Railway Claim	252546	0
Total	4,972,805	3,761,842

NOTE 19 : COST OF MATERIAL CONSUMED INCLUDING PACKING MATERIAL CONSUMED

Cost of Raw Materials Consumed & Process inputs	3023399667	2533752764
Consumption of Packing Material	19495417	15559545
Total (a)	3042895084	2549312309
Note : 19 A. : Purchase of Traded Goods		
Soya DOC	82151360	131934846
Wheat	22,917,671,	88,778,553
Paddy	39742477	0
Gram	21,891,805	2,199,271
Tour	0	9,007,949
Moong	5,110,329	
Soya Crude Oil	30,442,789	0
Total (b)	202,256,431	231,920,619
Total in (a+b)	3245151516	27,81,232,927

NOTE 19.1 :

Details of Material Consumed under broad head as follows		
Consumption of Raw Matreial & Process Inputs	2,992,492,849	2,506,167,274
Consumption of Hexane	18,412,100	16,282,646
Consumption of Refinery and other chemicals	6,588,901	3,508,878
Soya DOC ingredients	5,905,817	7,793,966
	3,023,399,667	2,533,752,764
Consumption of Raw Material		
Opening Stock Of Soya Seed	2644943384	85604604
Purchase of Soya Seed including expenses	3,274,552,117	2285057008
Less Closing Stock	546553606	264494338
	(-) 2,992,492,849	(-) 2,506,167,274
	3,318,977,167	3318977167

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

NOTE 20 : CHANGE IN INVENTORIES OF FINISHED GOODS AND WORK IN PROGRESS

Particulars	As at 31 st March, 2014	As at 31 st March, 2013
	Amount in Rs	Amount in Rs
(a) Accretion /decretion of finished goods		
<u>Closing stock of finished goods</u>		
Soya crude oil	27,653,304	21,092,495
Soya Refined oil	23,343,208	2253943
Soya DOC	49,925,999	85368212
Soya Gum/sludge	33.200	20000
Acid oil	865,800	268500
Fatty acid	110,354	208000
Lacethin	1,356,800	432,567
Coal Ash	135,000	200,000
	103,423,666	109,843,717
Less : Opening stock of finished goods		
Soya crude oil	21,092,495	35,841,764
Soya Refined oil	2,253,943	7,611,260
Soya DOC	85,368,212	28,190,358
Soya Gum/sludge	20,000	47,500
Acid oil	268,500	284,200
Fatty acid	208,000	180,000
Lacethin	432,568	436,800
Coal Ash	200,000	200,000
	109843718	72791882
(Increase) / Decrease of stock of finished goods Total(a)	6,420,052	(37,051,835)
(b) Accretion /decretion of stock of trading goods		
<u>Closing stock of trading goods</u>		
Tour	0	0
Cattle feed	0	0
Gram	0	0
	0	0
Less : Opening stock of trading goods		
Tour	0	0
Cattle feed	0	0
Paddy	0	0
Gram	0	596,244
	0	596,244
Increase of stock of trading goods Total(b)	0	596,244
Total (a)+(b)	6,420,052	(36,455,591)

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

NOTE 21 : EMPLOYEE BENEFITS EXPENSE

Particulars	For the year ended 31 st March, 2014	For the year ended 31 st March, 2013
Salaries	8263329	7371923
Staff welfare	204894	308563
Workers canteen expenses	144566	134335
Labour Welfare fund	4050	3954
Contributions to provident fund	351118	411632
Bonus	562238	507939
Directors Remuneration	1800000	1800000
House Rent	104402	27651
Employees Retirement Benefit (obligation for current year as per actuarial valuation)	300000	382828
Total	11734597	10,948,825

Note 22 : Finance costs

Interest expenses on		
Banks		
Term Loan	2,488,151	3,211,253
Working Capital	20,888,715	24,872,683
Bank Commission/ Processing Charges	2,039,208	2,763,304
Others		
Unsecured loans/Security deposits from customers	1,691,876	1,526,965
Interest on Central Excise Duty	-	108,663
Interest , VAT and Entry Tax	0	4546
Total	27,107,950	32,487,414

Note 23 : Other expenses of Manufacture, Administration , Selling & Distribution

Consumption of coal	32,110,215	24,589,276
Power charges	25,224,127	21,066,323
Diesel consumption & D.G.Set expenses	779,548	328,786
Repairs and Maintenance-P&M,refinery,ETP	12305783	9,774,555
Boiler Maintenance expenses	1,560,559	1,325,815
Lab expenses	214,888	196,490
Repairs and Maintenance-Electricals	121769	407,747
Transportation	412,840	446,706
Advertisement	51,950	37,363
Legal Expenses	89,918	111,965
Office Expenses	209,500	146,974
Insurance Expenses	700,934	499,891
Printing & Stationery	150,566	117,550
Professional & Consultancy Fees	859,313	671,182

Cont....

Particulars	For the year ended 31 st March, 2014	For the year ended 31 st March, 2013
Audit Fees		
For Statutory Audit	400,000	280,900
For Tax Audit	150,000	105,338
For Certification Work (Quarterly Limited Review)	100,000	50,562
Soya DOC Expenses	136,370,263	148,182,716
Soya Crude Oil Expenses	3,030,576	0
Telephone Expenses	147,062	138,591
Travel Expenses	387,700	424,997
Vehicle Maintenance	217,088	203,919
Godown Building/ Road Maintenance Expenses	683,828	54,625
EMD Written off	0	500,000
Other Miscellaneous Expenses	446,929	483,242
Brokerage	2,318,855	2,408,773
VAT/CST	137,580	812,718
Drum Loading	120,673	136,619
Oil Packing exp.	265,745	231,200
Total	220,664,132	21,37,34,823

NOTE 24 : EARNINGS PER SHARE

Computation of Profit for Basic and Diluted Earnings per share		
Net Profit as per P&L Account	81097977	108580801
	81097977	108580801
<u>Weighted average number of Equity Share</u>		
For Basic Earnings per share	3747000	3747000
For Diluted Earnings per share	3747000	3747000
(EPS is calculated by dividing the profit attributable to the equity share holders by the weighted average number of equity shares outstanding)		
<u>Earnings per Share (Weighted Average)</u>		
Basic Earning Per Share (Rs 10)	21.64	28.98
Diluted Earning Per Share (Rs 10)	21.64	28.98

NOTE 25 : Significant accounting policies and other notes to Financial Statement for the Year 2012-13.**A) SIGNIFICANT ACCOUNTING POLICIES****1. Basis of Preparation of Financial Statements**

The financial statements are prepared on the historical cost convention basis in accordance with the generally accepted accounting principles and the Accounting Standards referred to in Section 211(3C) of the Companies Act, 1956.

2. VALUTATION OF INVENTORIES

(i)	Raw material,	At cost or market value whichever is less. Cost is determined on FIFO basis
(ii)	Stores & Spares Consumables, packing material.	At average cost. For this purpose cost of stores, spares, consumables and packing materials purchased in the last month of the accounting year is considered. Cost includes all direct expenses for procuring the material, transportation and storing.
(iii)	Finished Goods	Cost of production or net realizable value whichever is less.
(iv)	Traded goods	At cost or market value which ever is lower. Cost is determined on FIFO basis.

3. Cash Flow Statement

The cash flow statement is prepared under indirect method as per the Institute of Chartered Accountant of India guidelines.

Cash and Cash equivalents for the purposes of cash flow statement comprise cash at bank and in hand and short term investments with an original maturity of three months or less.

4. Recognition of Income and Expenditure

Items of Income and Expenditure are recognized on accrual basis except for the following which are being accounted for on cash basis since it is not possible to ascertain the exact quantum with reasonable accuracy :-

- Capital Subsidy
- Insurance Claims
- Withheld payments on account of rebates, claims, bargain settlement etc.

5. Fixed Assets and Capital Work in Progress

Fixed Assets and Work in Progress are accounted on historical cost basis.

6. Indirect Expenses on Expansion

In respect of independent project, indirect expenses relating to the project are accounted separately and shall be capitalized at the time of commencement of commercial production. In respect of expansion facilities which are carried concurrently with production facilities of existing units, expenses on administration and supervision incurred on expansion (the bifurcation of which between production and construction activities could not be ascertained) are charged to revenue as the total amount of such expenses is not considered material in the context of expansion expenditure.

7. Depreciation

Depreciation on all fixed assets put to use is provided on straight line method at rates specified in Schedule XIV to the Companies Act, 1956 on pro rata date basis, except for Refinery on which depreciation on written down value method at the rate specified in Schedule XIV to the Companies Act is adopted on pro rata date basis.

8. Impairment Loss

Impairment loss is provided to the extent the carrying amount of assets exceeds their recoverable amounts. Recoverable amount is the higher of an asset's net selling price and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of the asset and from its disposal at the end of its useful life. Net selling price is the amount obtainable from sale of the asset in an arm's length transaction between knowledgeable, willing parties, less the costs of disposal. During the year there is no impairment loss of any asset.

9. Borrowing Costs

Borrowing cost directly attributable to the acquisition or construction of fixed assets is capitalized as part of the cost of the asset, up to the date the asset is put to use. Other borrowing costs are charged to the Profit and Loss Account in the year in which they are incurred.

10. Retirement Benefits.

Contribution to Provident Fund is accounted on accrual basis. All Leave encashment dues for the year are settled with in the same year.

Gratuity being administered by a trust is computed as 15 days salary, for every completed year of service or part thereof in excess of 6 months and is payable on retirement / termination/ resignation. The benefit vests on the employee completing 5 years of service. The Gratuity plan for the company is a defined benefit scheme where annual contributions as demanded by the insurer are deposited to a Gratuity Trust Fund established to provide gratuity benefits. The Fund has taken a scheme of insurance, whereby these contributions are transferred to the insurer.

11. Taxes on Income

Tax expenses comprise both current tax and deferred tax at the applicable enacted/ substantively enacted rates. Current tax represents the amount of income tax payable in respect of the taxable income for the reporting period. Deferred tax represents the effects of timing differences between taxable income and accounting income for the reporting period that originate in one period and are capable of reversal in one or more subsequent periods. Current taxes are measured at the current rate of tax in accordance with provisions of the Income tax Act, 1961. Deferred Tax assets and Liabilities are measured using the tax rates and tax laws that have been enacted or substantially enacted by the Balance sheet date.

Provision for current tax is made in the accounts on the basis of estimated tax liability as per applicable provisions of the Income Tax Act 1961 and considering assessment orders and decisions of the appellate authorities in Company's cases.

12. NCDEX Transactions

The Company is mainly engaged in buying of Soya bean seeds and manufacturing of Soya bean oils and Soya De – Oiled Cakes and buying and selling of Traded goods like wheat, Tour, Gram etc. The Company deals on National Commodity and Derivatives Exchange Ltd (NCDEX) through brokers. The net gain or loss is accounted for in the books after the transaction is squared up. Gain or loss is recognized in case of completed transaction till the year end. In case of transactions of other goods in NCDEX same method is followed.

13. Contingent Liabilities

Contingent liabilities are disclosed after a careful evaluation of facts and their legal aspects.

14. Additional information required under Schedule VI of the Companies Act 1956.**CONSUMPTION**

Value of imported and indigenous Raw material & Stock consumed and percentage thereof including trial run period:

S.N.	Particulars	Year 2013-2014		Year 2012-2013	
1	Raw Materials & Process Inputs Imported	NIL	NIL	NIL	NIL
	Indigenous	32451.51	100%	25337053	100%
2	Stores and spares: (Including consumables & packing Material) Imported	NIL	NIL	NIL	NIL
	Indigenous	123.06	100%	97.75	100%
3.	CIF Value of Imports	NIL	NIL	NIL	NIL
4	Expenditure in Foreign Currency	NIL	NIL	\$4800	NIL
5	Earning in foreign currency (Direct Export)	NIL	NIL	\$560686.67	NIL

**B) OTHER NOTES:
CONTINGENT LIABILITIES**

- 1.(a) Estimated amount of capital commitments on contracts to be executed net of advances is Rs. Nil lacs (Previous year Rs. NIL). Bank guarantees issued on behalf of the company Rs.21.48 lacs (Previous year Rs. 21.39 lacs)
1. (b) Income Tax Rs.15.90 Lacs (Previous year Rs.15.90 Lacs) : In respect of demand from the Income Tax department, the case is before the Settlement Commission. The company has already remitted tax of Rs.39.80 lacs under protest and shown under advances. As per the legal opinion obtained by the company, there will not be any demand and the entire amount is likely to be refunded. However tax on income surrendered before the Commission amounts to Rs.15.90 lacs is shown as contingent liability. The company has filed petition in Honorable High court of M.P for granting stay for referring the case back to the Commissioner Income Tax. The Honorable High Court granted the stay in favour of the company. Further details in this case is awaited.
1. c) In respect of demand Rs. 6,32,244 from the commercial tax department for the period 01-04-2006 to 31-03-2007, the company filed an appeal with the M.P Commercial Tax Appellate Board, Bhopal. Against the demand the company already deposited Rs.127000.
1. d) In respect of demand Rs.5.21 lacs from the IT dept for the year 2009-10 (AY 2010-11) against appeal before Appellate Commissioner, Income Tax, Bhopal.
2. Sundry Debtors and Sundry Creditors balances are subject to confirmation.
3. The figures of previous year have been reclassified and/or regrouped wherever necessary to confirm current year classification or group.
4. WIND MILL POWER PROJECT: In respect of Wind Mill Generator at Navneeta Krishna Puram, Tirunelveli District Tamil Nadu.
5. Sale of Generated power during the year 2013-14 is 952262 units. (Previous Year: 14,88,720 Units).
6. Related Party Disclosure (As identified by the Management)
Related party Relationships
- a) Where control exists : Kailash Chand Sharma, J.P.Agrawal, Sharad Kumar Jain.
- b) Key Management Personnel:: Shri.Kailash Chand Sharma, Managing Director
- c) Relatives of Key Management Personnel : Mr. Ritesh Sharma related to Managing Director

In respect of above parties, there is no provision for doubtful debts as on 31st March 2013 and no amount has been written off or written back during the year in respect of debts due from/to them.

Transactions with related parties during the year:

J.P.Agrawal Managerial remuneration paid Rs.6.00 lacs

K.C. Sharma Managerial remuneration paid Rs.6.00 lacs

Ritesh Sharma, Related to Managing Director - Remuneration paid during the year Rs. 5.95 lacs.

Sharad Kumar Jain- Managerial remuneration paid Rs. 6,00,000

7. In accordance with the revised accounting standard –15 are given below which is certified by the actuary and relied upon by the auditors. The following tables summarize the components of net benefit expenses recognized in the profit and loss account and the unfunded liability status and amounts recognized in the balance sheet for the gratuity.

Gratuity (Funded)

		31-03-14	31-03-13
I	Expenses recognized in Statement of Profit and Loss		
	Interest cost from 01-04-13 to 31-03-14	1,91,666	146526
	Service Cost from 01-04-13 to 31-03-14	2,16,982	188577
	Actual return on plan assets from 01.04.13 to 31.03.14	(185539)	(145173)
	(Gain)/ Loss recognized as on 31.03.14	248832	80029
	Net Loss to be shown in P&L a/c as expenses	471941	269958
	As per P&L Account	300000	382828
II	Net Asset /Liability recognized in Balance Sheet		
	Present value of the Obligation at the beginning of the year	2790403	21,93,420
	Fair Value of plan assets at 31-03-2014	2492688	19,37,049
	Un-funded liability at 31-03-142,97,715	2,56,371	
III	Changes in Benefit Obligation:		
	Present Value of deemed Benefit Obligations at the beginning of the year	2129625	1776068
	Interest Cost from 01-04-2012 to 31-03-2013	191666	146526
	Service Cost from 01-04-2012 to 31-03-2013	261982	188577
	Benefits paid from 01-04-2012 to 31-03-2013	NIL	NIL
	Actuarial (Gain) / Loss on obligations	252130	82249
	Present value of Defined Benefit obligation at the end of the year	2790403	2193420
IV	Change in Fair Value of Plan Assets during the year		
	Fair value of the Plan Assets at the beginning of the year	1937049	1436416
	Actual Return on plan assets	185539	145173
	Employer's Contribution	366802	353239
	Actuarial Gain/Loss	3298	2221
	Benefits Paid	Nil	Nil
	Fair Value of Plan assets at the end of the year	2492688	1937049
v	Assumptions		
	Retirement Age	60 Years	60 Years
III	Attrition Rates	1%	1%
	Future Salary Rise	7 % per annum	6 .50PA
	Rate of Discounting	9 % per annum	8.25% PA
	Expected Rate of Return on Plan Assets	8.75%	9%
	Mortality Table	LIC (1994-96)	LIC (1994-96)
		ULTIMATE	ULTIMATE

FOR AND ON BEHALF OF BOARD OF DIRECTORS

For BHUTORIA GANESAN & CO,
Chartered Accountants
Firm Registration no: 004465C

KAILASH CHAND SHARMA
(MANAGING DIRECTOR)
DIN 00012900

SHARAD KUMAR JAIN
(WHOLE TIME DIRECTOR)
DIN 02757935

R.GANESAN
Partner
Membership no: 26164
PLACE : BHOPAL
DATED : 30/05/2014

NIKITA ATRI (SHARMA)
COMPANY SECRETARY
PLACE: ITARSI
DATED : 30/05/2014

RITESH SHARMA
CHIEF FINANCIAL OFFICER
PLACE : ITARSI
DATED : 30/05/2014

SEGMENTAL REPORTING FOR THE YEAR 2013-14

PARTICULARS	Solvent Extraction Unit		Wind Mill		NCDEX Trading		Adj not related to Segments		Total	
	2013-14	2012-13	2013-14	2012-13	2013-14	2012-13	2013-14	2012-13	2013-14	2012-13
SALES	3620566171	3187662885	2549632	4007412	11662582	(21715223)	0	0	3634778385	3169955074
NET SALES	3620566171	3187662885	2549632	4007412	11662582	(21715223)	0	0	3634778385	3169955074
OTHER INCOME	4664134	3428496	0	0	0	0	308671	333346	4972805	3761842
MAINTAINANCE EXPENSES- WIND MILL	0	0	956678	927121	0	0	0	0	956678	927121
Profit Before Interest, Dep. And Tax	117893023	193288551	1592954	3080291	11662582	(21715223)	25844119	30740554	156992678	205394173
Interest	0	0	1263831	1746860	0	0	25844119	30740554	27107950	32487414
PROFIT BEFORE DEP and Tax	117893023	193288551	329123	1333431	11662582	(21715223)	0	0	129884728	172906759
DEPRECIATION	6295199	6351009	1704120	1704120	0	0	0	0	7999319	8055129
NET PROFIT BEFORE TAX	111597824	186937542	(1374997)	(370689)	11662582	(21715223)	0	0	121885409	164851630
PROVISION FOR TAX, DEFERRED TAX	0	0	0	0	0	0	39022442	56270828	40787431	56270828
NET PROFIT AFTER TAX									81097978	108580802
										81097977

SEGMENT ASSETS

PARTICULARS	Solvent Extraction Unit		Wind Mill		NCDEX Trading		Adj not related to Segments		Total	
	2013-14	2012-13	2013-14	2012-13	2013-14	2012-13	2013-14	2012-13	2013-14	2012-13
FIXED ASSETS (NET BLOCK)	61158342	61059319	23327414	25031534					84485756	86090853
CAPITAL WORK IN PROGRESS	14277348	14474113	0	0					14277348	14474113
INTANGIBLE ASSETS	867968	1054429					0	0	867967.6394	1054429
LONG TERM LOANS AND ADVANCES	4154779	4836558							4154779	4836558
OTHER NON CURRENT ASSETS	33483027	30863971							33483027	30863971
CURRENT ASSETS	848130225	646021355							848130225	646021355
TOTAL ASSETS	962071689	758309745	23327414	25031534	0	0	0	0	985399103	783341279

SEGMENT LIABILITIES

PARTICULARS	Solvent Extraction		Wind Mill		NCDEX Trading		Adj not related to Segments		Total	
	2013-14	2012-13	2013-14	2012-13	2013-14	2012-13	2013-14	2012-13	2013-14	2012-13
LONG TERM BORROWINGS	15697278	26076921	1035618	5631618	0	0	0	0	16732896	31708539
SHARE CAPITAL	0	0	0	0	0	0	37470000	37470000	37470000	37470000
RESERVES & SURPLUS	0	0	0	0	0	0	341175299	260077322	341175299	260077322
CURRENT LIABILITIES AND PROVISIONS	561896265	424983217	4596000	4596000	0	0	0	0	570472265	433559217
DEFERRED TAX							19548642	20526200	19548642	20526200
TOTAL LIABILITIES	577593543	451060138	5631618	10227618	0	0	398193942	318073522	985399103	783341278

PROXY FORM

FORM MGT- 11

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name : NATRAJ PROTEINS LIMITED

CIN : L00153MP1990PLC006090

Regd office : Nagpur Kalan, Ordinance Factory Road, Itarsi (M.P.) 461111

Name of the member (s) :

Registered address :

E-mail 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 : E-mail Id :

Sign. : or failing him:

1. Name :

Address : E-mail Id :

Sign. : or failing him:

1. Name :

Address : E-mail Id :

Sign. : or failing him:

as my/our proxy to attend and vote on a poll for me/us and on my/our behalf at the 23rd Annual general meeting of the company, to be held on the 20th September, 2014 At the Registered Office at Nagpur Kalan, Ordinance Factory Road, Itarsi (M.P.) at 2.00 P.M. and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolutions

1. Consider and adopt Audited Financial Statement, reports of the Board of directors and Auditor for the year ended 31st March, 2014.
2. Appointment of Auditor and fixing their remuneration.
3. Re-appointment of Shri Sharad Kumar Jain as Whole-time Director of the Company.
4. Appointment of Shri Giriraj Gupta as an Independent Director of the Company.
5. Appointment of Shri Umesh Narayan Trivedi as an Independent Director of the Company.
6. Appointment of Shri Pradeep Agrawal as an Independent Director of the Company.

Signed this day of2014

Signature of shareholder

Signature of Proxy holder(s)

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

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ATTENDANCE SLIP

23rd Annual General Meeting of Natraj Proteins Ltd. held on 20th Sept., 2014

at the Registered Office of the Company held on Nagpur Kalan Ordinance Factory Road, Itarsi (M.P.) 461111

R.F. No.

Mr./Mrs./Miss (Shareholders' name in block letters)

I/We certify that I/We am/are registered shareholder / proxy for the registered shareholder of the company.

I/We hereby record my/our presence at the 23rd Annual General meeting of the company at the Registered office of the company 20th September, 2014.

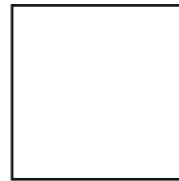
(If signed by proxy, his name should be written in block letters)

(Shareholders/proxy's Signature)

Note :

1. Shareholders/proxy holders are requested to bring the attendance slips with them when they come to the meeting and hand over them at the entrance after affixing their signatures on them.
2. If it is intended to appoint a proxy, the form of proxy should be completed and deposited at the Registered Office of the Company at least 48 hours before the Meeting.

BOOK POST



If undelivered please return to :

Natraj Proteins Limited

CIN : L00153MP1990PLC006090

Nagpur Kalan, Ordinance Factory Road,

Itarsi - 461 111 (M.P.)