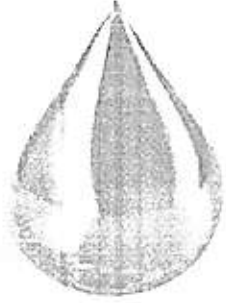


27th
Annual Report
2017-2018



Natraj
Proteins Limited

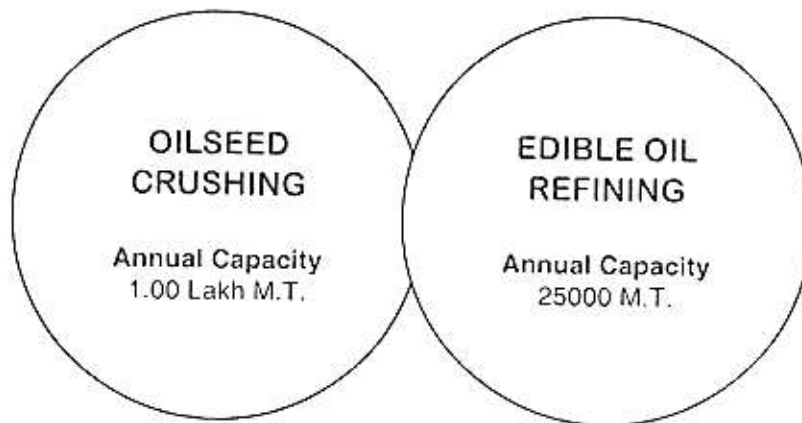
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Natraj Proteins in a Nutshell

Natraj Proteins Ltd. (Natraj) was established in the year 1990. Natraj has been consistently pushing technology frontiers for more than 26 years, to meet the challenging demands of edible soya oil. The Quality is the key driver of success at Natraj, having range of plants and equipments is based on a spectrum of energy and environmental research that will return benefit for generations. A three-stage quality control module is adopted which includes stringent check on incoming raw material, in-process control and final testing. Prior to the shipping of product, Natraj also conducts thorough inspection to ensure that they comply with client's specifications.

Natraj has well established infrastructure, characterized & experienced workforce and amiable working environment. As a part of our corporate social responsibility, we undertake community development activities and focus on promoting education and healthcare. The Capacity break-up of the company is as shown below:



Corporate Information

BOARD OF DIRECTORS

Name	Designation
Shri Kailash Chand Sharma	Chairman & Managing Director
Shri Jagdish Prasad Agrawal	Whole Time Director (resigned w.e.f. 15-03-18)
Shri Sharad Kumar Jain	Whole Time Director
Shri Giriraj Gupta	Independent Director (resigned w.e.f. 29-05-18)
Shri Umesh Narayan Trivedi	Independent Director
Shri Pradeep Agrawal	Independent Director
Shri Rajender Singh Tomar	Independent Director
Smt. Namita Sharma	Non-Executive Women Director

Other Key Managerial Personnel

Name	Designation
Shri Ritesh Sharma	CFO & Add. Compliance Officer
CS Pooja Agrawal	Company Secretary & Compliance Officer

Committees of the Board

Audit Committee

S. No.	Name	Designation	Position in the Committee
1.	Shri Umesh N. Trivedi	Independent Director	Chairman
2.	Shri Pradeep Agrawal	Independent Director	Member
3.	Shri Rajender Singh Tomar	Independent Director	Member

Stakeholders' Relationship Committee

S. No.	Name	Designation	Position in the Committee
1.	Shri Umesh N. Trivedi	Independent Director	Chairman
2.	Shri Pradeep Agrawal	Independent Director	Member
3.	Shri Rajender Singh Tomar	Independent Director	Member

Nomination & Remuneration Committee

S. No.	Name	Designation	Position in the Committee
1.	Shri Umesh N. Trivedi	Independent Director	Chairman
2.	Shri Pradeep Agrawal	Independent Director	Member
3.	Shri Rajender Singh Tomar	Independent Director	Member

Corporate Social Responsibility Committee

S. No.	Name	Designation	Position in the Committee
1.	Shri Kailash Chand Sharma	Managing Director	Chairman
2.	Shri Pradeep Agrawal	Independent Director	Member
3.	Shri Umesh N. Trivedi	Independent Director	Member

Internal Committee on Sexual Harassment of Women at the Workplace

S. No.	Name	Designation	Position in the Committee
1.	Smt. Namita Sharma	Women Director	Chairperson
2.	CS Pooja Agrawal	Company Secretary	Member
3.	Shri Ritesh Sharma	Chief Financial Officer	Member

Risk Management Committee*

S. No.	Name	Designation	Position in the Committee
1.	Shri Kailash Chand Sharma	Managing Director	Chairman
2.	Shri Pradeep Agrawal	Independent Director	Member
3.	Shri Umesh N. Trivedi	Independent Director	Member

*Constituted Voluntarily

Statutory Auditor :**M/s Anup Shrivastava & Associates****Chartered Accountant**

Rama Complex, 163, Zone-1, S-1, Second Floor,

M.P. Nagar, Bhopal (M.P.) -462011

Secretarial Auditor**D.K. Jain & Co.****Company Secretaries**

401-402, 4th Floor, Silver Ark Plaza,

Janjirwala Chouraha, Near Curewell Hospital,

Indore (M.P.)- 452001

Cost Auditor**Yogesh Chourasia & Associates****Cost & Management Accountants**

R-73, Zone-II, M.P. Nagar,

Bhopal (M.P.)- 462011

Banker:

Andhra Bank, Bhopal

Name of the Stock Exchange

BSE Limited, Scrip Code: 530119

Registered Office & Plant

Nagpur Kalan, Ordinance Factory Road

Ilarsi (M.P.) 461111 Phone 07572-262636-38

Email: natrajproteinltd@rediffmail.com

Website: www.natrajproteins.com

Share Transfer Agent:

Ankit Consultancy Pvt. Ltd.

Plot No. 60, Electronic Complex,

Pardeshipura, Indore (M.P.)

Phone: 0731-2551745

Email: ankit_4321@yahoo.com

NOTICE

NOTICE is hereby given that **27th** Annual General Meeting of the members of **NATRAJ PROTEINS LIMITED** will be held on Tuesday, 18th day of September, 2018 at 2.00 P.M. at the Registered Office of the company situated at Nagpur Kalan, Ordinance Factory Road, Itarsi (M.P.) 461 111 to transact the following businesses:

ORDINARY BUSINESSES:

1. To receive, consider, approve and adopt the Audited Financial Statements of the Company including the Audited Balance Sheet as at 31st March, 2018, the Statement of Profit & Loss and Cash Flow for the year ended 31st March, 2018 and the Reports of the Board's and Auditors thereon.
2. To appoint a director in place of Smt. Namita Sharma (DIN:02486865) who retires by rotation and being eligible offers herself for re-appointment.
3. To ratify the appointment of Statutory Auditor and authorize Board of Directors to fix their remuneration and in this regard to consider, and if thought fit, to pass, the following resolution, with or without modification(s), as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to section 139, 142 and other applicable provisions of the Companies Act, 2013 and rules made thereunder, pursuant to recommendations of the Audit Committee of the Board of Directors and pursuant to the resolution passed by the members at the **26th Annual General Meeting** held on **9th September, 2017** had appointed M/s Anup Shrivastava & Associates, Chartered Accountants (ICAI F.R. No. 006455C), as the Auditors of the Company to hold office till the conclusion of **31st Annual General Meeting** of the Company to be held in the year 2022 be and is hereby ratified for the year 2018-19 and the approval of members be and is hereby accorded to dispense off the requirement of ratification of auditors upto their remaining term of appointment as per the amendment made in section 139 of the Companies Act, 2013 and the Board of Directors be and is hereby authorized to fix the remuneration payable to them for the financial year ending **31st March, 2019** and onwards as may be approved by the Audit Committee and the Board of directors in consultation with the Auditors."

SPECIAL BUSINESSES:

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

"**RESOLVED THAT** pursuant to section 148(3) of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors Rules) 2014, including any statutory modification(s) or re-enactment thereof for the time being in force, M/s Yogesh Chourasia & Associates, Cost Accountants (Firm Registration No.: 000271) appointed as the Cost Auditors by the Board for conducting Cost Audit for the Financial Year 2018-19 on a remuneration of Rs. 60,000/- plus GST be and is hereby ratified."

5. 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 Kailash Chand Sharma (DIN 00012900) as the Chairman & Managing Director of the Company for a further period of 3 years w.e.f. **1st August, 2019** on the following terms and condition.

- a. Salary Rs. 1,50,000/- per month and Annual Increment of Rs. 15,000 p.a. due on **1st August**, every year.
- b. Allowances/perquisites: as per followings subject to the maximum of 12,00,000/- p.a.
 1. Re-imbursment of medical expenses of the Chairman And Managing 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. 25,000/- p.a.

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

Other Benefits:

- 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.
- iv. **Directors Obligation Insurance Premium:** Actual Premium as may be determined by the Insurance Company.

Provided that the above said perquisites shall not be counted for the purpose of calculation of the remuneration payable to the Chairman and Managing Director.

Other Facilities :

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 and free internet use: at his residence, provided that the personal long distance calls on the telephone shall be billed by the Company to the Chairman and Managing Director.

FURTHER RESOLVED THAT in the event of there being loss or inadequacy of profit for any financial year, the remuneration payable to Shri Kailash Chand Sharma 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 Kailash Chand Sharma as "the Employer-Employee" and each party may terminate the above said appointment with the six months' notice in writing or salary in lieu thereof.

RESOLVED FURTHER THAT Shri Kailash Chand Sharma, Chairman and Managing 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 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."

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

"RESOLVED THAT pursuant to the provisions of sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (LODR) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Shri Umesh Narayan Trivedi (DIN-00018188), who was appointed as an Independent Director upto the 1st term of 5 years ending on 31st March, 2019 and being eligible, and has submitted a declaration for his independence and upon recommendation of the Nomination and Remuneration Committee and the Board of directors, Shri Umesh Narayan Trivedi, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years, w.e.f. 1st April, 2019 to 31st March, 2024."

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

"RESOLVED THAT pursuant to the provisions of sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (LODR) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Shri Pradeep Agrawal (DIN-05279673), who was appointed as an Independent Director upto the 1st term of 5 years ending on 31st March, 2019 and being eligible, and has submitted a declaration for his independence and upon recommendation of the Nomination and Remuneration Committee and the Board of directors, Shri Pradeep Agrawal, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years, w.e.f. 1st April, 2019 to 31st March, 2024."

BY ORDERS OF THE BOARD

Date: 13th August, 2018
Place: Itarsi
Natraj Proteins Ltd.
CIN: L00153MP1990PLC006090
Nagpur Kalan, Ordinance Factory Road,
Itarsi - 461111(M.P.)

POOJA AGRAWAL
COMPANY SECRETARY &
COMPLIANCE OFFICER
ACS 49139

NOTES :

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/IES TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF AND THE PROXY NEED NOT TO BE A MEMBER OF THE COMPANY.
2. A person can act as a proxy on behalf of members not exceeding 50 and holding in aggregating not more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as a proxy for any other person or Shareholder.
The instrument of proxy in order to be effective should be deposited at the Registered Office of the Company duly completed and signed not less than 48 hours before the time fixed for the Meeting. A Proxy form is sent herewith.
3. The Explanatory Statement pursuant to section 102 of the Companies Act, 2013, which sets out details relating to special business at the meeting is annexed hereto.
4. The company has notified closure of Register of Members and Share Transfer Books from **12th September, 2018, Wednesday to 18th September, 2018, Tuesday (both days inclusive)** for the purpose of the Annual General Meeting.
5. The report on the Corporate Governance and Management Discussion and Analysis also form part to the report of the Boards.
6. 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.
7. Members are requested to notify immediately correct address for any change in their address and also intimate their active E-Mail ID to their respective Depository Participants (DPs) and in respect of shares held in the company in physical form to the Registrar and Share Transfer Agent i.e. Ankit Consultancy Pvt. Ltd., Plot No. 60, Electronic Complex, Pardeshipura, Indore (M.P.) having email Id ankit_4321@yahoo.com, rtaindore@gmail.com to receive the soft copy of the annual report and all other communication and notice of the meetings etc., of the Company.
8. Electronic copy of the Annual report for the year 2017-18 is being sent to the members whose email IDs are registered with the Share Transfer Agent of 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.
9. Members may also note that the Annual Report for the year 2017-18 is also available on Company's website www.natrajproteins.com.
10. Corporate Members intending to send their authorized representatives to attend the Annual General Meeting pursuant to section 113 of Companies Act, 2013 are requested to send a duly certified copy of the relevant Board Resolution together with the respective specimen signatures of those representatives authorized under the said resolution to attend and vote on their behalf at the Meeting.
11. Relevant documents referred to in the 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 Annual General Meeting.
12. Members/proxies/authorized representatives are requested to bring the duly signed attendance slip in accordance with their specimen registered with the Company and a copy of Annual Report with them to attend the Meeting.
13. The Register of Directors, Key Managerial Personnel and their shareholding, maintained under section 170 of the Companies Act, 2013 will be available for inspection by the Members at the Annual General Meeting.
14. The Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting.
15. SEBI has also mandated that for registration of transfer of securities the transferee(s) as well as the transferor(s)

shall furnish a copy their PAN to the Share Transfer Agent for registration of transfer of securities.

16. Members may also note that the Notice of 27th Annual General Meeting, Attendance Slip, Proxy Form, Route Map, Ballot Paper and the Annual Report for the year 2017-18 will also be available on the company website www.natrajproteins.com for their download.
17. The Brief profile of the director seeking re-appointment at the ensuing annual general meeting is annexed with the Notice.
18. As per SEBI Circular dated 20th April, 2018 such shareholders holding shares of the company in the physical form are required to provide details of the Income Tax Permanent Account No. and Bank Account Details to the Share Transfer Agent of the Company. The Company has sent first letter to all the shareholders holding shares in the physical form by the Registered Post and further two reminder letters will also be sent by the Ordinary Post for requiring the aforesaid details. It may please be noted very carefully by the shareholders who are unable to provide required details to the Share Transfer Agent, or informed that the shares available in their name as per records to the share transfer agent does not belong to them or letter return back being undelivered on or before 17th October, 2018 (i.e. 180 days from the date of circular) shall be subject to enhanced due diligence by the Company and the Share Transfer Agent.
19. As per Amendments made w.e.f. 8th June, 2018 in the Regulation 40 of the SEBI (LODR) Regulation 2015 the shares shall be transferable only in the Demat form w.e.f. 5th December, 2018. Therefore, as per requirement of the Regulation the Share Transfer Agent of the Company has sent letters to the members holding shares in the physical form advising to get the shares in the Demat form as earliest. The members are requested to please take necessary action for dematerialization of shares as earliest but before 5th December, 2018 to avoid hardship in transfer of shares thereafter.
20. **Voting through electronic means**
 - I. In compliance with provisions of section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (LODR), Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through E-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
 - II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
 - III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again at the AGM.
 - IV. The remote e-voting period commences on 15th September, 2018, Saturday (I.S.T. 9.00 A.M.) and ends on 17th September, 2018, Monday (I.S.T. 5.00 P.M.). During this period members of the Company, holding shares either in physical or in dematerialized form, as on the cut-off date of 11th September, 2018, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is casted by the member, the member shall not be allowed to change it subsequently.
 - V. **Members are requested to carefully read the below mentioned instructions for remote e-voting before casting their vote.**

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:
How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL e-services i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password? (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of NATRAJ PROTEINS LTD.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

- 1 Institutional 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to ishan1619@yahoo.co.in with a copy marked to evoting@nsdl.co.in.
 - 2 It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
 - 3 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 download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in
- VI. CS Ishan Jain, Practicing Company Secretary (ACS No. 29444 CP 13032) has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
 - VII. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting by "Ballot Paper" or "Poling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility. However, no remote e-voting facility shall be made available at the venue of the AGM.
 - VIII. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 hours of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
 - IX. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.natrajproteins.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

DETAILS OF THE DIRECTOR SEEKING RE-APPOINTMENT IN THE ENSUING ANNUAL GENERAL MEETING

Name of Directors	Shri Kailash Chand Sharma	Smt. Namita Sharma	Shri Umesh Narayan Trivedi	Shri Pradeep Agrawal
Designation	Chairman & Managing Director	Non-Executive Women Director	Independent Director	Independent Director
DIN	00012900	02486865	00018188	05279673
Date of Birth	20/07/1960	20/04/1984	09/10/1960	08/07/1960
Expertise/Experience in specific functional areas	27 years' experience in soya business	11 years' experience in day to day business management and and Computer Science	More than 25 years' experience in Soya and commodity trading	More than 26 years' experience in technical field and civil construction
Qualification	B.Com.	B.E. (CS)	B.Com.	M.Com
No. & % of Equity Shares held	1,65,000 (4.40%)	0	0	0
Details of outside Company's directorship held	NIL	NIL	NIL	NIL
Chairman / Member of the Committees of the Board of Directors of the Company	1. CSR Committee - Chairman 2. Risk Management Committee Chairman	1. Internal Committee on Sexual Harassment of Women at the Workspace Chairperson	1. Audit Committee Chairman 2. Stakeholder's Relationship Committee Chairman 3. Nomination & Remuneration Committee - Chairman 4. CSR Committee - Member 5. Risk Management Committee - Member	1. Audit Committee Member 2. Stakeholder's Relationship Committee Member 3. Nomination & Remuneration Committee - Member 4. CSR Committee - Member 5. Risk Management Committee - Member
Chairman / Member of the Committees of the Board, Directors of other Companies in which he/she is director	-	-	-	-
Disclosures of relationships between directors and KMPs inter-se.	Father in Law of Smt. Namita Sharma, Women Director and Father of CFO Shri Ritesh Sharma	Daughter in Law of Shri Kailash Chand Sharma, Chairman and Managing Director and wife of CFO Shri Ritesh Sharma	-	-

Brief Resume: -

Shri Kailash Chand Sharma is a Commerce Graduate and have experience of more than 27 years in Soya Industry. He is one of the core promoter since incorporation of the company. He is also having knowledge of finance and accounting and he is mainly responsible for purchase of soya seeds and day to day business operations of the company.

Smt. Namita Sharma is a graduate in Engineering and have 11 years of experience in day to day business management and Computer Science. She is categorized as a Women director.

Shri Umesh Narayan Trivedi is a Commerce Graduate and have more than 25 years' experience in Soya and other commodity trading. He is the lead independent director of the Company. He is also having knowledge of finance and accounting. He is the chairman of Audit Committee of the Company.

Shri Pradeep Agrawal is a master's in commerce and have more than 26 years' experience in technical field and civil construction and he is an Independent Director.

**EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO
SECTION 102 OF THE COMPANIES ACT, 2013**

Item No. 4

The Board on the recommendation of Audit Committee has approved the appointment of M/s Yogesh Chourasia & Associates, Cost & Management Accountant (Firm Registration No. 000271) as the Cost Auditor of the Company for conducting Cost Audit for the year 2018-19 at a remuneration of Rs. 60,000/- plus applicable GST. In accordance with the provision of section 148 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 the remuneration payable to the Cost Auditor is required to be ratified by the Members of the company, accordingly consent of the members are sought for passing an Ordinary Resolution as set out in Item No. 4 of the notice for ratification of remuneration payable to the cost auditors.

None of the directors or Key Managerial Personnel (KMP) or their relatives are concerned or interested financially or otherwise in the proposed Resolution. The Board recommends to pass necessary resolution as set out in the Item No. 4 of the notice as an Ordinary Resolution.

Item No. 5

Shri Kailash Chand Sharma (DIN:00012900) was re-appointed at the 24th Annual General Meeting held on 28th Sept., 2015 as the Chairman And Managing Director for a term of 3 (Three) years w.e.f.1st August, 2016. Therefore, he is required to be re-appointed by the Company for a further term of 3 (Three) years w.e.f. 1st August., 2019.

The brief profile of Shri Kailash Chand Sharma is given under the details of the directors seeking re-appointment. Shri Kailash Chand Sharma is one of the core promoters and associated with the Company since its incorporation. The Nomination and Remuneration Committee and the Board at their meeting held on 13th August, 2018 considered and approved the same on the terms, conditions and remuneration as set out in the Item No. 5 of the notice and recommend to pass Special resolution at the Meeting.

Shri Kailash Chand Sharma is financially interested in the resolution to the extent of the remuneration as may be paid to him. Further that Mrs. Namita Sharma, the women director and Shri Ritesh Sharma, CFO being his relatives may be deemed to be interested otherwise. Except that none of the other directors or Key Managerial Personnel (KMP) or their relatives are concerned or interested in the Resolutions.

Shri Sharma is also holding 1,65,000 equity shares of Rs. 10/- each consisting of 4.40% of the total paid up capital of the Company.

The Information as required under section II, Part 2 of the Schedule V is being given as under

I. General Information:

(1)	Nature of industry	Manufacturing of Edible Oil through Solvent Extraction Plant
(2)	Date or expected date of commencement of commercial production	N.A., already existing in business
(3)	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	N.A., already existing in business
(4)	Financial performance based on given indicators	The Company has achieved gross turnover of Rs. 19555.25 Lakhs for the year ended 31st March, 2018 and earned profits before Tax Rs. 178.29 Lakhs.
(5)	Foreign investments or collaborations, if any.	There is no foreign investment or Foreign Collaboration in the Company.

II. Information about the appointee :-

(1)	Background details	Shri Kailash Chand Sharma is a Commerce Graduate and have experience of more than 25 years in Soya Industry. He is one of the core promoter since incorporation of the company. He is also having knowledge of finance and accounting and he is mainly responsible for purchase of soya seeds and day to day business operations of the company.
(2)	Past remuneration	The total Remuneration for the year period 2017-18 was Rs. 9.30 Lakhs
(3)	Recognition or awards	Nil
(4)	Job profile and his suitability	Shri Kailash Chand Sharma, the Chairman and Managing Director is in-charge of the entire affairs of the Company being the Chairman and Managing Director subject to superintendence and control of the Board of directors and conduct the activities of the Company. also assisted by one whole time director.
(5)	Remuneration proposed	Rs. 1,50,000 P.M. + Perquisite upto Rs. 1,00,000 P.M.
(6)	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The remuneration proposed is comparable with remuneration for equivalent position in a unit of comparable size and complexity.
(7)	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Shri Kailash Chand Sharma along with his relatives hold 22.47% equity share capital of the Company. He is also having interest to the extent of the remuneration which he may draw from the Company being the Chairman and Managing Director of the Company. Shri Kailash Chand Sharma is a relative of Smt. Namita Sharma, Non-Executive Women Director and Shri Ritesh Sharma, Chief Financial Officer of the Company.

III. Other information:

(1)	Reasons of loss or inadequate profits	There is no loss however, there may be inadequate profits as the Company is based on the Agro products based on the climatic conditions of the reasons, and due to adverse market position and matter of demand and supply, the profits may be inadequate in a particular period. The reasons for inadequate profit is decrease in the turnover and profits during the year 2017-18,
(2)	Steps taken or proposed to be taken for improvement	The Company is continuing efforts to introduce higher value products and broaden its operating base.
(3)	Expected increase in productivity and profits in measurable terms	The Company expect to increase its turnover and profits by about 8-10% every year.

Item No. 6 & 7

Shri Umesh Narayan Trivedi (DIN:00018188) and Shri Pradeep Agrawal (DIN:05279673) were appointed as the Independent Directors of the Company to holds office as Independent Director up to March 31st, 2019 ("first term").

The Nomination and Remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation, has recommended for their re-appointment as the Independent Directors for a second term of 5 (five) consecutive years on the Board of the Company.

The Board, based on the performance evaluation and as per the recommendation of the Nomination and Remuneration Committee, considers that, given his background and experience and contributions made by him during their tenure, the continued association would be beneficial to the Company and it is desirable to continue to avail their services as an Independent Directors.

Accordingly, it is proposed to re-appoint them as Independent Directors of the Company, not liable to retire by rotation, for a second term of 5 (five) consecutive years w.e.f. 1st April, 2019 on the Board of the Company.

The aforesaid independent directors proposed for re-appointment are not disqualified as a Director in terms of Section 164 of the Act and other applicable laws and has given their consent to act as a Director. The Company has also received declaration from them that they meet the criteria of independence as prescribed both under Section 149(6) of the Act and under the SEBI (LODR) Regulations, 2015. In the opinion of the Board, these directors fulfil the conditions for appointment as an Independent Director as specified in the Companies Act, 2013 and the SEBI (LODR) Regulation, 2015.

They shall be paid remuneration by way of fee for attending meetings of the Board. Copy of draft letter of appointment of them setting out the terms and conditions of appointment is available for inspection by the members at the registered office of the Company.

The aforesaid directors may be deemed to be interested in the resolution to the extent of the fee for attending the meetings as may be payable and their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

Your directors recommend to pass resolutions as set out in the Item No. 6 & 7 by way of special resolution.

BY ORDERS OF THE BOARD

Date: 13th August, 2018

Place: Itarsi

Natraj Proteins Ltd.

CIN: L00153MP1990PLC006090

Nagpur Kalan, Ordinance Factory Road,

Itarsi - 461111 (M.P.)

POOJA AGRAWAL
COMPANY SECRETARY &
COMPLIANCE OFFICER
ACS 49139

BOARD'S REPORT & MANAGEMENT DISCUSSION AND ANALYSIS

To,
The Members of
Natraj Proteins Ltd.

Your Directors take pleasure in presenting their 27th Annual Report together with the Standalone Audited financial statements for the year ended 31st March, 2018.

HIGHLIGHTS OF FINANCIAL PERFORMANCE

- Total revenue for the year was Rs. 19578.44 Lakhs as compared to Rs. 25913.75 Lakhs. decreased by 32.36%.
- Net sales for the year was Rs.19555.25 Lakhs as compared to Rs. 25857.99 Lakhs in the previous year. decreased by 32.23%.
- Profit/(Loss) before tax for the year was Rs. 178.29 Lakhs as compared to profit of Rs. 31.44 Lakhs in the previous year. increased by 82.36%.
- Profit/(Loss) after tax for the year was Rs. 160.56 Lakhs as compared to Rs. 22.73 Lakhs in previous year.

SUMMARISED PROFIT AND LOSS ACCOUNT

(Rs. In Lakhs) (Except EPS)

Particulars	Year ended	
	31.03.2018	31.03.2017*
Revenue from Operations (Net)	19555.25	25857.99
Other Income	223.19	55.75
Total Income	19578.44	25913.75
Total Expenditure before Interest and Depreciation	19887.44	26302.00
Profit before Interest, Depreciation & Tax (EBIDTA)	665.58	451.14
Less: Interest	427.37	356.26
Less: Depreciation	59.92	63.44
Profit before Tax and exceptional item	178.29	31.44
Less: Exceptional Item	0.00	0.00
Profit before Tax	178.29	31.44
Less: (a) Current Tax	23.33	11.33
(b) Tax adjustments related to previous year	0.00	0.00
(c) Deferred Tax	5.60	2.61
Net Profit for the Year	160.56	22.73
Add: Other Comprehensive Income	1.75	(3.74)
Total Comprehensive Income	162.31	15.64
Paid up Equity Share Capital	374.70	374.70
EPS (Equity Shares of Rs. 10/- each) Basic & Diluted (in Rs.)	4.33	0.42

*The Company has adopted IND AS w.e.f. 1st April, 2017, accordingly the figures for the previous year ended 31st March, 2017 have been prepared and re-arranged/re-grouped to make comparable with the current year 2017-18 in accordance with IND AS as prescribed under section 133 of the Companies Act, 2013.

DIVIDEND

In order to conserve resources, your directors do not recommend any dividend for the Financial Year 2017-18 (Previous Year 2016-17 Rs. Nil) and proposes to retain the profits for future requirements of the Company.

DIRECTORS' RESPONSIBILITY STATEMENT

To the best of the knowledge and belief and according to the information and explanations obtained by them, your Directors confirms the following statements in terms of section 134(3) (c) of the Companies Act, 2013:

- a. that in the preparation of the annual accounts for the year ended 31st March, 2018, the applicable IND (AS) have been followed along with proper explanation relating to material departures, if any;
- b. that such accounting policies as mentioned in Note No. 26 of the Notes to the Financial Statements have been selected and applied consistently. Judgments and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2018.
- c. that they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. that they have prepared the Annual Accounts on a going concern basis;
- e. that they have laid down internal financial controls for the company and such internal financial controls were adequate and were operating effectively.
- f. that they have devised proper systems to ensure compliance with the provisions of all applicable laws and such system are adequate and operating effectively.

SHARE CAPITAL

The paid up Equity Share Capital as on 31st March, 2018 was Rs. 374.70 Lakhs divided into 37.47 Lakhs equity shares of Rs. 10/- each. During the year under review, the Company has not issued shares with differential voting rights or granted stock options or sweat equity.

TRANSFER TO RESERVES

The company has not transferred any amount to the general reserves or any other reserves during the year 2017-18. Your company has utilized the amount of Rs. 2.39 Lakhs which was credited CSR Reserves being unutilized amount towards the CSR activities. The Company is having balance amount of Rs. 13.20 Lakhs. in the CSR reserves which has been created voluntarily.

FINANCE

Cash and cash equivalent as at 31st March, 2018 is Rs. 3.79 Lakhs & Bank balance other than cash & cash equivalents is Rs. 34.87 Lakhs. (Previous year Rs.328.38 Lakhs) The Company continues to focus on management of its working capital, receivables, inventories. The other working capital parameters are kept under continuous monitoring.

DEPOSITS

The Company has not accepted deposit from the public falling within the ambit of section 73 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014 and there were no deposits remaining unclaimed as on 31st March, 2018. Further, the Company has not accepted any deposit or loans in contravention of the provisions of the Chapter V of the Companies Act, 2013 and the Rules made there under.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

The Company has not provided any loan and guarantee and also not made any investment pursuant to section 186 of the Companies Act, 2013.

MANAGEMENT DISCUSSION AND ANALYSIS

- a) **Economic Scenario and Future Outlook**

We hope that a normal onset of monsoon will help the crop production and lead to better quality crop in the current year. We are hopeful of improved performance in the current year. The Company is currently focusing on growing core business and improve sustainable margins. The company is also focusing on right sizing of capacities with a view to optimize the return on capital employed. The focus areas in future involves evaluation of:

- (a) investments for potential value creation,
- (b) proposals for strategic action,
- (c) schemes for exploitation of assets and resources to the maximum possible potential
- (d) controlling of costs to stay competitive in business

The industry expects that, due to improved weather conditions, the current year augurs well for better soya crop size than the previous year, entailing better availability of seeds for crushing and capacity utilization of the production capacities. The company expects to see detrimental effects of De-monetization and uncertainties surrounding GST on its business through the first half of next financial year.

b) Industry Outlook and Opportunities

There is ever increasing potential in the edible oil business and growing consumption across the population. The company is positive in its outlook for demand for its products viz. refined edible oil and De-oiled cakes (DOC). The company perceives international price pressure as a major threat. Local demand for DOC is on the rise and will result in better realization. The export market though may be impacted due to cheaper supplies from China and South America.

c) Opportunities and Threats:

Since your company is catering the needs of almost all sectors of Industries, therefore it has a good business cushion against recession in one or other sector as the other sector may improve concurrently.

The Indian Government focus on infrastructure growth will offer more opportunities to capital goods sector.

The Banking system in the domestic market is facing an unprecedented situation of uncertainty and economic challenge due to non-performing assets (NPAs). Though the Government and the central Bank are seized of the gravity of the situation and are moving ahead with initiative to contain and resolve the problem, global macro-economic factors, beyond the control of the domestic economy can disrupt the equilibrium. In such a scenario the entire capital goods sector itself will face difficulties due to lack of new projects and liquidity crisis.

Apart from the normal risk demand-supply conditions, raw material prices, competitor strategies, changes in government regulations, tax regimes, economic developments within the country and globally no major risks are foreseen.

d) Human Resources:

Many initiatives were taken to support business through organizational efficiency, process change support and various employee engagement programs which has helped the organization to achieve higher productivity level. A significant effort has also been undertaken to develop leadership as well as technical/ functional capabilities in order to meet future talent requirement.

The Company's HR processes such as hiring and on-boarding, fair & transparent performance evaluation, talent management process, workmen development process and market aligned policies are being seen as benchmark practices in the Industry.

During the year under review, the following Human Resources initiatives received greater focus:

- **Employer of Choice:** Employees are encouraged to express their views and are empowered to work independently. They were also given the opportunity to learn through various small projects which made them look at initiatives from different perspectives and thus provided them a platform to become result oriented. This has helped greatly in overall development of the employee.
- **Leadership Development:** As a part of Leadership Development, talented employees have been seconded to the senior leadership team to mentor them and prepare them for the next higher role.
- **Industrial Relations:** The Company's Industrial Relations Policy has been benchmarked by the

Manufacturing Sector. The Company shares relevant business information with the Unions in order to enlighten them and make them sensitive towards business requirements. This has helped to build a healthy relationship and resolve issues through mutual dialogue.

e) Segment Reporting & Finance performance of the Product:

Company is dealing in 2 business activities i.e. Solvent Extraction and Commodity Derivative Trading. However, there is no requirement of segmental reporting as the sales of commodities/derivatives are less than the threshold limit.

f) 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.

MARKET DEVELOPMENT

VOLUME

The Company will continue to focus on growing its activities with a view to have better reach and realizations. The company is planning to introduce various packaging sizes to cater to a wider range of customers. The company will lay greater stress upon developing its brand and create better visibility in the market.

SELLING PRICE

The company is in the business of Extraction of Soya Solvent and in this industry, price is determined by the market influences.

CSR INITIATIVES

In view of the profits and turnover, the Company is required to undertake CSR activities during the year 2017-18 as per section 135 of the Companies Act, 2013 and the rules made thereunder. As part of its initiatives under "Corporate Social Responsibility (CSR)", the Company has undertaken activities in the areas of promoting education & social business activity. These activities are largely in accordance with Schedule VII of the Companies Act, 2013.

During the year 2017-18, the Company has provided smart classes to schools and has also provided furniture to the Orphanage near plant of the Company. The Annual Report on CSR activities is annexed herewith as "Annexure A".

DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

As per the requirement of the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 ('Act') and Rules made thereunder, your company has constituted Internal Complaints Committees (ICC). Statement showing the number of complaints filed during the financial year and the number of complaints pending as on the end of the financial year is shown as under: -

Category	No. of complaints pending at the beginning of F.Y. 2017-18	No. of complaints filed during the F.Y. 2017-18	No. of complaints pending as at the end of F.Y. 2017-18
Sexual Harassment	Nil	Nil	Nil

Since, there is no complaints received during the year which is appreciable as the management of the company endeavor efforts to provide safe environment for the female employees of the company.

Further, the Committee is re-constituted due to the resignation of CS Shilpi Kasliwal from the committee formed by the company. The new composition of the committee is as follows: -

1. Mrs. Namita Sharma - Women Director
2. Mrs. Pooja Agrawal - Company Secretary
3. Mr. Ritesh Sharma - Chief Financial Officer

RISK MANAGEMENT POLICY AND INTERNAL ADEQUACY

The Company is engaged in the business of extraction of edible oil and de-oiled cakes from Soya seeds, which is associated with the normal business risk as well as the imbalance of demand-supply of products in the Domestic and International Market.

Other than this, the Government policy, local area authority, Taxation policy, fluctuations in foreign currency rate, monsoon activities, non-availability of proper soya seeds may adversely affect the profitability of the Company. In addition to that the product is also subject to various processes and clearances, like payment of compensations, subsidies etc. as may be decided by the State Government.

Moreover, weak International Market signals are deterrent to long term strategy, hence your company is trading safely and does not want to engage in the long-term risks. Further, we are focused on reducing trade barriers.

INTERNAL FINANCIAL CONTROL & ITS EFFECTIVENESS

The Board of Directors has devised systems, policies and procedures / frameworks, which are currently operational within the Company for ensuring the orderly and efficient conduct of its business, which includes adherence to Company's policies, safeguarding assets of the Company, prevention and detection of frauds and errors, accuracy and completeness of the accounting records and timely preparation of reliable financial information. In line with best practices, the Audit Committee and the Board reviews these internal control systems to ensure they remain effective and are achieving their intended purpose. Where weaknesses, if any, are identified as a result of the reviews, new procedures are put in place to strengthen controls. These controls are in turn reviewed at regular intervals.

Nothing has come to the attention of the Directors to indicate that any material breakdown in the function of these controls, procedures or systems occurred during the year under review. There have been no significant changes in the Company's internal financial controls during the year that have materially affected, or are reasonably likely to materially affect its internal financial controls. There are inherent limitations to the effectiveness of any system of disclosure, controls and procedures, including the possibility of human error and the circumvention or overriding of the controls and procedures.

VIGIL MECHANISM/WHISTLE BLOWER POLICY

The Company has a vigil mechanism named vigil mechanism/whistle blower Policy to deal with instance of the financial fraud and mismanagement, if any. The details of the Vigil Mechanism Policy are explained in the Corporate Governance Report and annexed to the Board Report as "Annexure B" and is also posted on the website of the Company. (Link - <http://www.natrajproteins.com/corporate-governance.html>)

SUBSIDIARY, ASSOCIATE, JOINT VENTURE OF THE COMPANY

The Company does not have any subsidiary, associate or joint venture during the year 2017-18 as well as at the beginning or closing of the financial year therefore the financial statement is prepared on standalone basis and the requirement for disclosure in the Form AOC-1 is not applicable. Further that the Company is also not an associate or holding or subsidiary company of any other company during the year 2017-18.

BOARD OF DIRECTORS, KMPS AND THEIR MEETINGS

Constitution of the Board

Presently the Board of directors are comprising total of 6 (Six) Directors, which includes 3 Independent and one Women director. The Chairman of the Board is promoter and executive director. The Board members are highly qualified with the varied experience in the relevant field of the business activities of the Company and includes, engineers, etc. which plays significant roles for the business policy and decision making process and provide guidance to the executive management to discharge their functions effectively.

Board Independence

Our definition of 'Independence' of Directors or Regulation is derived from Regulation 16 of SEBI (LODR) Regulations.

2015 and section 149(6) of the Companies Act, 2013. The Company is having following 3 (Three) independent directors;

1. Shri Umesh Narayan Trivedi
2. Shri Pradeep Agrawal
3. Shri Rajender Singh Tomar

As per provisions of the Companies Act, 2013, Independent Directors were appointed for a term of 5 (five) consecutive years, but shall be eligible for re-appointment on passing of a special resolution by the Company and shall not be liable to retire by rotation. Therefore, your company has proposed the re-appointment of 2 (Two) Independent Directors, i.e. Shri Umesh Narayan Trivedi and Shri Pradeep Agrawal at the ensuing 27th Annual General Meeting of the Company for a second term of 5 (Five) consecutive years w.e.f 1st April, 2019 as their first tenure of 5 (Five) consecutive years is going to end on 31.03.2019.

Shri Giriraj Gupta, Independent Director of the company has resigned from the Board on 29th May, 2018 due to his personal reasons.

Declaration of independence by the Independent Directors

All the Independent Directors have given their declaration of Independence stating that they meet the criteria of independence as prescribed under section 149(6) of the Companies Act, 2013. Further that the Board is of the opinion that all the independent directors fulfill the criteria as laid down under the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015 during the year 2017-18.

Independent Directors seeking re-appointment

Pursuant to the provision of section 149(10) of the Companies Act, 2013 a first term of 5 (five) consecutive years on the Board of the Company of Shri Umesh Narayan Trivedi (DIN 00018188) and Shri Pradeep Agrawal (DIN 05279673) as Independent Directors will be completed on 31st March, 2019.

However, they are eligible for re-appointment on passing of special resolution for a second term of five consecutive years. Therefore, the Board in their meeting held on 13th August, 2018 upon the recommendation of the Nomination and Remuneration Committee has recommended their re-appointment w.e.f. 1st April, 2019 to 31st March, 2024. Your Board of directors recommends to pass necessary special resolutions to that effect as set out in the notice of the Annual General Meeting.

Directors liable to retire by rotation seeking re-appointment

In accordance with the provisions of the Companies Act, 2013 and in terms of the Memorandum and Articles of Association of the Company, Smt. Namita Sharma (DIN 02486865), Non-Executive Women Director is liable to retire by rotation and being eligible offers herself for re-appointment.

Executive Director seeking re-appointment

The tenure of Shri Kailash Chand Sharma, Chairman & Managing Director will lapse on 31st July, 2019, therefore, upon the recommendation of the Nomination and Remuneration Committee of the Board, the Board at their meeting held on 13th August, 2018 has re-appointed him for a further term of 3 (Three) years w.e.f. 1st August, 2019 subject to the approval of members at the forthcoming annual general meeting.

The Board recommend to pass necessary Special resolution as set out in the Notice of the Annual General Meeting.

Key Managerial Personnel

Shri K.C. Sharma, Chairman and Managing Director; Shri Sharad Kumar Jain, Whole-time Director, Shri Ritesh Sharma, Chief Financial Officer and CS Pooja Agrawal; have been categorized as the Key Managerial Personnel within the meaning of section 203 of the Companies Act, 2013.

There is change in the Key Managerial Personal during the year 2017-18 except the following:-

- 1) CS Shilpi Kasliwal has resigned from the post of Company Secretary and Compliance Officer w.e.f. 30th January, 2018;

- 2) CS Pooja Agrawal, was appointed as the Company Secretary and Compliance Officer w.e.f. 31st January, 2018 and designated her as the Key Managerial Personnel;
- 3) Shri J.P. Agrawal, Whole-time Director of the company has resigned from the post on 15th March, 2018 due to his personal reasons.

Meetings of the Board

The Board meets at regular intervals to discuss and decide on Company/Business policy and strategy apart from other Board businesses. However, in case of a special and urgent business need, the Board's approval is taken by passing resolutions through circulation, as permitted by law, which are confirmed in the subsequent Board meeting.

The notice of Board meeting is given well in advance to all the Directors. Usually, meetings of the Board are held in Itarsi, at the Registered Office. The Agenda of the Board/Committee meetings is circulated at least a week prior to the date of the meeting. The Agenda for the Board and Committee meetings includes detailed notes on the items to be discussed at the meeting to enable the Directors to take an informed decision. The Board met **5 (Five)** times during the Financial Year 2017-18 viz., on 24th May, 2017; 5th August, 2017; 13th Nov., 2017; 30th Jan., 2018 and 9th Feb., 2018. The maximum interval between any two consecutive meetings did not exceeded 120 days.

COMPANY'S POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION

The Board has, on the recommendation of the nomination and remuneration committee framed a nomination, remuneration and evaluation policy which lays down the criteria for identifying the persons who are qualified to be appointed as directors and, or senior management personnel of the company, along with the criteria for determination of remuneration of directors, KMP's and other employees and their evaluation and includes other matters, as prescribed under the provisions of section 178 of Companies Act, 2013 and Regulation 19 of SEBI (LODR) Regulations, 2015. Policy of the Company has been given at the website of the Company at Link:-<http://www.natrajproteins.com>. The details of the same are also covered in Corporate Governance Report forming part of this annual report.

ANNUAL EVALUATION BY THE BOARD

The evaluation framework for assessing the performance of Directors comprises of the following key areas:

- i. Attendance of Board Meetings and Board Committee Meetings
- ii. Quality of contribution to Board deliberations
- iii. Strategic perspectives or inputs regarding future growth of Company and its performance
- iv. Providing perspectives and feedback going beyond information provided by the management
- v. Commitment to shareholder and other stakeholder interests

The evaluation involves self-evaluation by the Board Member and subsequently assessment by the Board of directors. A member of the Board does not participate in the discussion of his/her evaluation.

COMMITTEES OF THE BOARD

During the year, in accordance with the Companies Act, 2013, the Board has the following Five (5) Committees:

- (a) Audit Committee
- (b) Nomination and Remuneration Committee
- (c) Stakeholders' Relationship Committee
- (d) Risk Management Committee
- (e) Corporate Social Responsibility Committee

Apart from the aforesaid committees under the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015 the Company has also constituted Internal Complaints Committee (ICC) under the Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. A detailed note on the Board and its committees is provided under the Corporate Governance Report section in this report.

RELATED PARTY TRANSACTIONS

All Related Party Transactions (RPT) that were entered into during the Financial Year 2017-18 were on Arm's Length Basis and were in the Ordinary Course of business. No materially significant RPT made by the Company with Promoters, Directors, Key Managerial Personnel or their relatives which may have a potential conflict with the interest of the Company at large.

All RPT were approved by the Audit Committee and the Board. The RPT entered into by the company are audited. The Company has developed a RPT policy, Standard Operating Procedures for purpose of identification and monitoring of such transactions.

The policy of RPT as approved by the Board is available on the Company's website (Link - <http://www.natrajproteins.com/investor.html>). The company has done RPT in the ordinary course of business and which are on Arms' Length Basis and which are not material in nature and hence the requirement of Form AOC-2 is not applicable on the company.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

There are no significant material orders passed by the Regulators/Courts during the year 2017-18 which would impact the going concern status of the Company and its future operations.

AUDITORS, THEIR REPORT AND COMMENTS BY THE MANAGEMENT:

Statutory Auditors

The Auditors, M/s Anup Shrivastava & Associates, Chartered Accountants, (F.R.No. 006455C) who were appointed for a term of 5 (five) consecutive years at the 26th Annual General Meeting of the Company held on 9th September, 2017 shall hold the office till the conclusion of the 31st Annual General Meeting to be held in the year 2022. As required under Regulation 33(d) of the SEBI (LODR) Regulation, 2015, the auditors have also confirmed that they hold a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India. The Board of the company takes pleasure in stating that no such observation has been made by the Auditors in their report which needs any further explanation by the Board.

Further, as per amendment made in section 139 of the Companies Act, 2013 which came in to force w.e.f. 7th May, 2018, the company is not required to ratify the appointment of the Statutory Auditors at the Annual General Meeting of the Company, the approval of members be and is hereby accorded to dispense off the requirement of ratification of auditors upto their remaining term of appointment as per the amendment made in section 139 of the Companies Act, 2013.

Cost Records and Auditors

The company is maintaining the Cost Records as specified by the Central Government under section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Amendment Rules, 2014, and accordingly such accounts and records are made and maintained by the Company. Further, the cost records are also audited by M/s Yogesh Chourasia & Associates, Cost Auditors. However, The Company has already filed the Cost Audit Report for the year 2016-17 to the Central Government, which was self-explanatory and needs no comments. The Company is in process to file the Cost Audit Report for the year 2017-18.

Your Directors had, on the recommendation of the Audit Committee, appointed M/s Yogesh Chourasia & Associates, Cost Auditors to audit the cost accounts of the Company for the financial year 2018-19 on a remuneration of Rs. 60,000/- (plus GST). As required under the Companies Act, 2013, the remuneration payable to the Cost Auditor is required to be placed before the Members in General Meeting for their ratification. Accordingly, a resolution seeking Member's ratification for the remuneration payable to M/s Yogesh Chourasia & Associates, Cost Auditors is included at Item No. 4 of the Notice of the Annual General Meeting.

Secretarial Audit

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has re-appointed M/s D.K. Jain & Co., Company Secretaries to undertake the Secretarial Audit of the Company for the year, 2017-18. The Report of the Secretarial Audit Report in the Form MR-3 is annexed as "Annexure C" of this Report.

Your Board is pleased to inform that there is no such observation made by the Auditors in their report which needs any explanation by the Board, except that:

1. The company has not complied with the Circular No. CIR/CFD/CMD/ 13/2015 issued by SEBI dated 30.11.2015 in respect of keeping 100% shares of Promoters in D-mate Form and at-least 50% of shares of Non-Promoter Group in D-mate Form. Presently 53.02% shares of the promoters and 43.74% of the public shareholding in the D-mate Form. Further, BSE has also observed the aforesaid non-compliances and given an opportunity to the company to file revised Shareholding pattern for the quarter ended March-2018 by the BSE email dated 13th April, 2018.

Management Comments: The company is in the process of compliance of the requirements and necessary action has already been initiated.

2. The Company has not expended Rs. 40.56 Lakhs towards the CSR activities as required under section 135 of the Companies Act, 2013.

Management Comments: During the financial year Company has spent Rs.2.39 Lakhs out of Rs. 42.95 Lakhs and the Company could not spend the remaining balance amount due to non-identification of the suitable source and place for proper utilization of the CSR amount and need more time for verification of various proposal received from Implementing Agencies.

Company is fully committed and dedicated towards its Social Responsibility. The balance amount will be spent in the financial year 2018-19.

DISCLOSURE FOR FRAUDS AGAINST THE COMPANY

There were no instances for other than reportable fraud to the Central Government covered under section 134(3)(ca) of the Companies Act, 2013. Further that, the auditors have not found any fraud as required to be reported by them under section 143(12) to the Central Government during the year 2017-18.

CORPORATE GOVERNANCE

Pursuant to SEBI (LODR) Regulations, 2015, a separate report titled 'Corporate Governance' has been attached in this Annual Report.

All Board members and senior management personnel have affirmed compliance with the Code of Conduct for the year 2017-18. A declaration to this effect signed by the Managing Director of the Company is contained in this Annual Report.

The Managing Director and CFO have certified to the Board with regard to the financial statements and other matters as required under regulation 17(8) of the SEBI Listing Regulations, 2015. Certificate from Auditors of the company regarding compliance of conditions of corporate governance is annexed to this Report as "Annexure- D".

Shri Kailash Chand Sharma, Managing Director and Shri Ritesh Sharma, Chief Financial Officer have certified that the financial statements and other matters as required under regulation 17(8), read with Part B of Schedule II of the SEBI (LODR) Regulations, 2015 are duly complied with. A copy of the certificate on the financial statements for the financial year ended 31st March, 2018 is annexed along with this Report as "Annexure E".

CODE OF CONDUCT

Regulation 17(5) of the SEBI (LODR) Regulations, 2015 requires listed companies to lay down a Code of Conduct for its directors and senior management, incorporating duties of directors as laid down in the Companies Act, 2013. The Company has adopted Code of Conduct for all the directors and senior management of the Company and the same has been hosted on the website of the company <http://www.natrajproteins.com/corporate-governance.html>

All the directors and senior management personnel have affirmed compliance with the Code for 2017-18. A declaration to this effect by the Managing Director is given in this Annual Report as the "Annexure F" with this Report.

CONSOLIDATED FINANCIAL STATEMENTS

Since the company is not having any subsidiary, associates or joint venture, therefore, the requirement for Consolidated

Financial Statements in accordance with relevant Accounting Standards (AS) is not applicable to the Company.

ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134(3) (m) of the Companies Act, 2013 read with Rule, 8 of The Companies (Accounts) Rules, 2014, is annexed herewith as "Annexure G".

MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY

There have been no material changes and commitments affecting the financial position of the Company, which have occurred between the end of the financial year and the date of this Report.

APPLICABILITY OF THE IND-AS

Rule 4(1)(iii)(a) of the Companies (Indian Accounting Standards) Rules, 2015 notified vide Notification No G.S.R.111(E) on 16th Feb., 2015, provides that if the company is a listed company or having a net worth of less than Rs. 500 Crore then Company is required to comply with the Indian Accounting Standards (IND AS) w.e.f. 01st April, 2017. Therefore, IND AS has been applicable on the company w.e.f. 01st April, 2017.

Further, the company has filed its Audited Financial Results for the year ended 31st March, 2018 in the IND AS Format only.

EXTRACT OF ANNUAL RETURN

The details forming part of the extract of the Annual Return in form MGT-9 is annexed herewith as "Annexure H".

RATIO OF THE REMUNERATION OF EACH DIRECTOR TO THE MEDIAN EMPLOYEE'S REMUNERATION AND PARTICULARS OF EMPLOYEES.

Pursuant to provision of section 197(12) of Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the details of Top 10 employees given in the "Annexure I".

During the year, none of the employees received remuneration in excess of Rs. One Crore Two Lakhs or more per annum or Rs. Eighty Lakhs Fifty Thousand per month for the part of the year. Therefore, there is no information to disclose in terms of the provisions of the Companies Act, 2013.

INDUSTRIAL RELATIONS

During the year under review your Company enjoyed cordial relationship with workers and employees at all levels.

PREVENTION OF INSIDER TRADING

In view of the SEBI (Prohibition of Insider Trading) Regulation, 2015 the Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company.

The Code requires Trading Plan, pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed.

CAUTIONARY STATEMENT

The statements made in this Report and Management Discussion and Analysis Report relating to the Company's objectives, projections, outlook, expectations and others may be "forward looking statements" within the meaning of applicable laws and regulations. Actual results may differ from expectations those expressed or implied. Some factors could make difference to the Company's operations that may be, due to change in government policies, global market conditions, foreign exchange fluctuations, natural disasters etc.

ACKNOWLEDGEMENTS

Your Directors thank the various Central and State Government Departments, Organizations and Agencies for the continued help and co-operation extended by them. The Directors also gratefully acknowledge all stakeholders of the Company viz. customers, members, dealers, vendors, banks and other business partners for the excellent support received from them during the year. The Directors place on record their sincere appreciation to all employees of the Company for their unstinted commitment and continued contribution to the Company.

For and on behalf of the Board

Place: Itarsi

Date: 16th August, 2018

Kailash Chand Sharma
Chairman & Managing Director
DIN : 00012900

Annexure-A

Annual Report on Corporate Social Responsibility (CSR) Activities

1. A brief outline of the Company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs.

CSR Policy is stated at the Website: <http://www.natrajproteins.com>

2. **Composition of the CSR Committee:**

Shri Kailash Chand Sharma : Managing Director- Chairman
Shri Pradeep Agrawal : Independent Director- Member
Shri Umesh Narayan Trivedi : Independent Director- Member

3. **Average net profit of the Company for last three financial years:**

Financial Year	Profit (Rs. in Lakhs)
2016-17	22.73
2015-16	(532.47)
2014-15	169.35
Total (A)	(340.39)
Average of above said Profit	(113.46)

4. **Prescribed CSR Expenditure (two percent of the amount as in item 3 above):**

The Company is not required to spend any fresh amount towards CSR for the financial year 2017-18 being the 2% of the average of the net profits for the previous three years as stated above towards CSR is negative. Further that the Company is carrying the unspent amount of Rs. 42.95 Lakhs for the year 2014-15, 2015-16 and 2016-17. However, the company has expended Rs. 2.39 Lakhs towards the CSR activities from it. Thus, the Company is now required to spend total amount of Rs. 40.56 Lakhs.

5. **Details of CSR spend for the financial year**

- a. Total Fresh amount required to be spent during the financial year 2017-18: NIL
- b. Total amount spent during the financial year (2017-18) out of the un-spent amount of Previous years: Rs. 2.39 Lakhs
- c. Unspent amount of CSR activities: Rs. 40.56 Lakhs (Unspent accumulated Balance for the 2014-15, 2015-16 & 2016-17)
- d. Manner in which the amount spent during the financial year is detailed below: (Rs. In Lakhs)

S. No.	Project/Activities	Sector	Location	Amount Outlay (Budget for Project / Activities)	Amount spent on the Project / Activities)	Cumulative expenditure upto reporting period	Amount spent direct or through implementing agency
1.	Smart Classes provided to School	Promotion of education	Itarsi	10.00	2.08	2.08	Direct
2.	Furniture provided to Orphanage	Social Business Activity	Itarsi	5.00	0.31	0.31	Direct
3.	Other Activities	As per Schedule VII		27.95	0.00	0.00	
	TOTAL			42.95		2.39	

6. During the financial year Company has spent Rs.2.39 Lakhs out of Rs.42.95 Lakhs and the Company could not spend the remaining balance amount due to non-identification of the suitable source and place for proper utilization of the CSR amount and need more time for verification of various proposal received from Implementing Agencies.

Company is fully committed and dedicated towards its Social Responsibility. The balance amount will be spent in the financial year 2018-19.

7. The CSR Committee of the Board of Directors hereby confirms that implementation and Monitoring is fully accordance with the CSR Policy of the Company. The amount spent under CSR activities was fully complied with CSR objective and Policy of the Company. The said contribution does not violate any provision of the Companies Act, 2013 and Rules made their under.

For and on behalf of the Board

Place: Itarsi
Date: 16th August, 2018

Kailash Chand Sharma
Chairman & Managing Director
& Chairman of CSR Committee
DIN 00012900

Annexure 'B'

Vigil Mechanism / Whistle Blower Policy

1. PREFACE

- 1.1 Section 177 of the Companies Act, 2013 requires every listed company and such class or classes of companies, as may be prescribed to establish a vigil mechanism for the directors and employees to report genuine concerns in such manner as may be prescribed. The Company has adopted a Code of Conduct for Directors and Senior Management Executives ("the Code"), which lays down the principles and standards that should govern the actions of the Company and its employees. Any actual or potential violation of the Code, howsoever insignificant or perceived as such, would be a matter of serious concern for the Company. Such a vigil mechanism shall provide for adequate safeguards against victimization of persons who use such mechanism and also make provision for direct access to the chairperson of the Audit Committee in appropriate or exceptional cases.
- 1.2 In the Rules under Companies Act, 2013, a company which has borrowed money from banks and public financial institutions in excess of Rs.50.00 crore needs to have a vigil mechanism.
- 1.3 Under these circumstances, NATRAJ PROTEINS LIMITED, being a Limited Company proposes to establish a Whistle Blower Policy/ Vigil Mechanism and to formulate a policy for the same.

2. POLICY OBJECTIVES

- 2.1 The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations. To maintain these standards, the Company encourages its employees who have concerns about suspected misconduct to come forward and express these concerns without fear of punishment or unfair treatment. A Vigil (Whistle Blower) mechanism provides a channel to the employees and Directors to report to the management concerns about unethical behavior, actual or suspected fraud or violation of the Codes of conduct or policy. The mechanism provides for adequate safeguards against victimization of employees and Directors to avail of the mechanism and also provide for direct access to the Chairman of the Audit Committee in exceptional cases.
- 2.2 This neither releases employees from their duty of confidentiality in the course of their work nor can it be used as a route for raising malicious or unfounded allegations against people in authority and / or colleagues in general.

3. SCOPE OF THE POLICY

- 3.1 This Policy covers malpractices and events which have taken place / suspected to have taken place, misuse or abuse of authority, fraud or suspected fraud, violation of company rules, manipulations, negligence causing danger to public health and safety, misappropriation of monies, and other matters or activity on account of which the interest of the Company is affected and formally reported by whistle blowers concerning its employees.

4. DEFINITIONS

- 4.1 **"Alleged wrongful conduct"** shall mean violation of law, infringement of Company's rules, misappropriation of monies, actual or suspected fraud, substantial and specific danger to public health and safety or abuse of authority".
- 4.2 **"Audit Committee"** means a Committee constituted by the Board of Directors of the Company in accordance to the guidelines of Companies Act, 2013.
- 4.3 **"Board"** means the Board of Directors of the Company.
- 4.4 **"Company"** means Natraj Proteins Ltd. and all its offices.
- 4.5 **"Code"** means Code of Conduct for Directors and Senior Management Executives adopted by Natraj Proteins Ltd.
- 4.6 **"Employee"** means all the present employees and whole time Directors of the Company (Whether working in India or abroad).
- 4.7 **"Protected Disclosure"** means a concern raised by an employee or group of employees of the Company, through a written communication and made in good faith which discloses or demonstrates information about an unethical or improper activity under the title "SCOPE OF THE POLICY" with respect to the Company. It should be factual and not speculative or in the nature of an interpretation / conclusion and should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern.
- 4.8 **"Subject"** means a person or group of persons against or in relation to whom a Protected Disclosure is made or evidence gathered during the course of an investigation.
- 4.9 **"Vigilance and Ethics Officer"** means an officer appointed to receive protected disclosures from whistle blowers, maintaining records thereof, placing the same before the Audit Committee for its disposal and informing the Whistle Blower the result thereof.
- 4.10 **"Whistle Blower"** is an employee or group of employees who make a Protected Disclosure under this Policy and also referred in this policy as complainant.

5. ELIGIBILITY

All Employees of the Company are eligible to make Protected Disclosures under the Policy in relation to matters concerning the Company.

6. RECEIPT AND DISPOSAL OF PROTECTED DISCLOSURES.

- 6.1 All Protected Disclosures should be reported in writing by the complainant as soon as possible after the Whistle Blower becomes aware of the same so as to ensure a clear understanding of the issues raised and should either be

typed or written in a legible handwriting in English or in Hindi.

- 6.2 The Protected Disclosure should be submitted in a closed and secured envelope and should be super scribed as "Protected disclosure under the Whistle Blower policy". Alternatively, the same can also be sent through email with the subject "Protected disclosure under the Whistle Blower policy". If the complaint is not super scribed and closed as mentioned above, it will not be possible for the Audit Committee to protect the complainant and the protected disclosure will be dealt with as if a normal disclosure. In order to protect identity of the complainant, the Vigilance and Ethics Officer will not issue any acknowledgement to the complainants and they are advised neither to write their name / address on the envelope nor enter into any further correspondence with the Vigilance and Ethics Officer. The Vigilance and Ethics Officer shall assure that in case any further clarification is required he will get in touch with the complainant.
- 6.3 Anonymous / Pseudonymous disclosure shall not be entertained by the Vigilance and Ethics Officer.
- 6.4 The Protected Disclosure should be forwarded under a covering letter signed by the complainant. The Vigilance and Ethics Officer / Chairman of the Audit Committee/ Chairman as the case may be, shall detach the covering letter bearing the identity of the Whistle Blower and process only the Protected Disclosure.
- 6.5 All Protected Disclosures should be addressed to the Vigilance and Ethics Officer of the Company or to the Chairman of the Audit Committee/ Chairman in exceptional cases. The contact details of the Vigilance and Ethics Officer Shri Umesh Trivedi the Chairman of Audit Committee)
- 6.6 Protected Disclosure against the Vigilance and Ethics Officer should be addressed to the Chairman of the Company and the Protected Disclosure against the Chairman/ should be addressed to the Chairman of the Audit Committee. The contact details of the Chairman, CEO and the Chairman of the Audit Committee are as under:

Name of Chairman & Managing Director

Shri K.C. Sharma

Email: natrajproteinltd@rediffmail.com

Name of the Chairman of the Audit Committee

Shri Umesh Trivedi

- 6.7 On receipt of the protected disclosure the Vigilance and Ethics Officer / Chairman/ Chairman of the Audit Committee, as the case may be, shall make a record of the Protected Disclosure and also ascertain from the complainant whether he was the person who made the protected disclosure or not. He shall also carry out initial investigation either himself or by involving any other Officer of the Company or an outside agency before referring the matter to the Audit Committee of the Company for further appropriate investigation and needful action. The record will include:
- Brief facts;
 - Whether the same Protected Disclosure was raised previously by anyone, and if so, the outcome thereof;
 - Whether the same Protected Disclosure was raised previously on the same subject;
 - Details of actions taken by Vigilance and Ethics Officer / Chairman for processing the complaint
 - Findings of the Audit Committee
 - The recommendations of the Audit Committee/ other action(s).
- 6.8 The Audit Committee, if deems fit, may call for further information or particulars from the complainant.

7. INVESTIGATION

- 7.1 All protected disclosures under this policy will be recorded and thoroughly investigated. The Audit Committee may investigate and may at its discretion consider involving any other Officer of the Company and/ or an outside agency for the purpose of investigation.
- 7.2 The decision to conduct an investigation is by itself not an accusation and is to be treated as a neutral fact finding process.
- 7.3 Subject(s) will normally be informed in writing of the allegations at the outset of a formal investigation and have

opportunities for providing their inputs during the investigation.

- 7.4 Subject(s) shall have a duty to co-operate with the Audit Committee or any of the Officers appointed by it in this regard.
- 7.5 Subject(s) have a right to consult with a person or persons of their choice, other than the Vigilance and Ethics Officer/Investigators and/or members of the Audit Committee and/ or the Whistle Blower.
- 7.6 Subject(s) have a responsibility not to interfere with the investigation. Evidence shall not be withheld, destroyed or tampered with and witness shall not be influenced, coached, threatened or intimidated by the subject(s).
- 7.7 Unless there are compelling reasons not to do so, subject(s) will be given the opportunity to respond to material findings contained in the investigation report. No allegation of wrong doing against a subject(s) shall be considered as maintainable unless there is good evidence in support of the allegation.
- 7.8 Subject(s) have a right to be informed of the outcome of the investigations. If allegations are not sustained, the Subject should be consulted as to whether public disclosure of the investigation results would be in the best interest of the Subject and the Company.
- 7.9 The investigation shall be completed normally within 90 days of the receipt of the protected disclosure and is extendable by such period as the Audit Committee deems fit.

8. DECISION AND REPORTING

- 8.1 If an investigation leads the Vigilance and Ethics Officer/Chairman of the Audit Committee to conclude that an improper or unethical act has been committed, the Vigilance and Ethics Officer/Chairman of the Audit Committee shall recommend to the management of the Company to take such disciplinary or corrective action as he may deem fit. It is clarified that any disciplinary or corrective action initiated against the Subject as a result of the findings of an investigation pursuant to this Policy shall adhere to the applicable personnel or staff conduct and disciplinary procedures.
- 8.2 The Vigilance and Ethics Officer shall submit a report to the Chairman of the Audit Committee on a regular basis about all Protected Disclosures referred to him/her since the last report together with the results of investigations, if any.
- 8.3 In case the Subject is the Chairman of the Company, the Chairman of the Audit Committee after examining the Protected Disclosure shall forward the protected disclosure to other members of the Audit Committee if deemed fit. The Audit Committee shall appropriately and expeditiously investigate the Protected Disclosure.
- 8.4 If the report of investigation is not to the satisfaction of the complainant, the complainant has the right to report the event to the appropriate legal or investigating agency.
- 8.5 A complainant who makes false allegations of unethical & improper practices or about alleged wrongful conduct of the subject to the Vigilance and Ethics Officer or the Audit Committee shall be subject to appropriate disciplinary action in accordance with the rules, procedures and policies of the Company.

9. SECRECY / CONFIDENTIALITY

The complainant, Vigilance and Ethics Officer, Members of Audit Committee, the Subject and everybody involved in the process shall:

- 1 Maintain confidentiality of all matters under this Policy
- 2 Discuss only to the extent or with those persons as required under this policy for completing the process of investigations.
- 3 Not keep the papers unattended anywhere at any time
- 4 Keep the electronic mails / files under password.

10. PROTECTION

- 10.1 No unfair treatment will be met out to a Whistle Blower by virtue of his/ her having reported a Protected Disclosure

under this policy. The company, as a policy, condemns any kind of discrimination, harassment, victimization or any other unfair employment practice being adopted against Whistle Blowers. Complete protection will, therefore, be given to Whistle Blowers against any unfair practice like retaliation, threat or intimidation of termination/suspension of service, disciplinary action, transfer, demotion, refusal of promotion or the like including any direct or indirect use of authority to obstruct the Whistle Blower's right to continue to perform his duties / functions including making further Protected Disclosure. The company will take steps to minimize difficulties, which the Whistle Blower may experience as a result of making the Protected Disclosure. Thus if the Whistle Blower is required to give evidence in criminal or disciplinary proceedings, the Company will arrange for the Whistle Blower to receive advice about the procedure, etc.

- 10.2 A Whistle Blower may report any violation of the above clause to the Chairman of the Audit Committee, who shall investigate into the same and recommend suitable action to the management.
- 10.3 The identity of the Whistle Blower shall be kept confidential to the extent possible and permitted under law. The identity of the complainant will not be revealed unless he himself has made either his details public or disclosed his identity to any other office or authority. In the event of the identity of the complainant being disclosed, the Audit Committee is authorized to initiate appropriate action as per extant regulations against the person or agency making such disclosure. The identity of the Whistle Blower, if known, shall remain confidential to those persons directly involved in applying this policy, unless the issue requires investigation by law enforcement agencies, in which case members of the organization are subject to subpoena.
- 10.4 Any other Employee assisting in the said investigation shall also be protected to the same extent as the Whistle Blower.
- 10.5 Provided however that the complainant before making a complaint has reasonable belief that an issue exists and he has acted in good faith. Any complaint not made in good faith as assessed as such by the Audit Committee shall be viewed seriously and the complainant shall be subject to disciplinary action as per the Rules / certified standing orders of the Company. This policy does not protect an employee from an adverse action taken independent of his disclosure of unethical and improper practice etc. unrelated to a disclosure made pursuant to this policy.

11. ACCESS TO CHAIRMAN OF THE AUDIT COMMITTEE

- 11.1 The Whistle Blower shall have right to access Chairman of the Audit Committee directly in exceptional cases and the Chairman of the Audit Committee is authorized to prescribe suitable directions in this regard.

12. COMMUNICATION

- 12.1 A whistle Blower policy cannot be effective unless it is properly communicated to employees. Employees shall be informed through by publishing in notice board and the website of the company.

13. RETENTION OF DOCUMENTS

- 13.1 All Protected disclosures in writing or documented along with the results of Investigation relating thereto, shall be retained by the Company for a period of 7 (seven) years or such other period as specified by any other law in force, whichever is more.

14. AMENDMENT

- 14.1 The Company reserves its right to amend or modify this Policy in whole or in part, at any time without assigning any reason whatsoever. However, no such amendment or modification will be binding on the Employees and Directors unless the same is notified to them in writing

Form MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2018

[Pursuant to section 204(1) of the Companies Act, 2013 and rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,

The Members,

Natraj Proteins Ltd.

Nagpur Kalan, Ordinance Factory Road,

Itarsi (M.P.) -461111.

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate governance practices by **Natraj Proteins Limited** (hereinafter called "**the Company**"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's Books, Papers, Minutes Books, Forms and Returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the **Financial year ended 31st March, 2018 ("Audit Period")** complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2018, according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings (Not applicable to the Company during the Audit Period);
- (v)
 - (i) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): —
 - (a) The SEBI (Substantial Acquisition of Shares and Takeovers) Regulations 2011;
 - (b) The SEBI (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The SEBI (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (ii) Provisions of the following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') were not applicable to the Company under the financial year under report: -
 - (a) The SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (b) The SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 - (c) The SEBI (Issue and Listing of Debt Securities) Regulations, 2008;

(d) The SEBI (Delisting of Equity Shares) Regulations, 2009; and

(e) The SEBI (Buyback of Securities) Regulations, 1998

We have relied on the representation made by the Company and its Officers for systems and mechanism formed by the Company for compliances under other applicable Acts, Laws and Regulations to the Company. The list of major head/groups of Acts, Laws and Regulations as applicable to the Company is given in **Annexure I**

Further, the Company is having business of crushing of soya seed and refinery and trading of agro-commodities.

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

- (i) Secretarial Standards issued by the Institute of Company Secretaries of India under the provisions of Companies Act, 2013; and
- (ii) The SEBI (LODR) Regulations, 2015.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

- (a) *The company has not complied with the Circular No. CIR/CFD/CMD/ 13/2015 issued by SEBI dated 30.11.2015 in respect of keeping 100% shares of Promoters in D-mate Form and at-least 50% of shares of Non-Promoter Group in D-mate Form. Presently 53.02% shares of the promoters and 43.74% of the public shareholding in the D-mate Form. Further, BSE has also observed the aforesaid non-compliances and given an opportunity to the company to file revised Shareholding pattern for the quarter ended March-2018 by the BSE email dated 13th April, 2018.*
- (b) *The Company has not expended Rs. 40.56 Lakhs towards the CSR activities as required under section 135 of the Companies Act, 2013.*

We further report that The Board of directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. Further that, there were changes in the composition of the Board of directors during the period under review as the office of Shri J.P.Agrawal, the Whole-time director has been ceased due to resignation from the Board w.e.f. 15th March, 2018.

Adequate notice is given to all directors to schedule the Board Meetings and agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of directors or Committee of the Board, as the case may be.

Based on the records and process explained to us for compliances under the provisions of other specific acts applicable to the Company, we further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines. However, it is advisable to appoint a Chief Compliance Officer to co-ordinate with all the compliances being done at various units as well as departments.

We further report that the compliance by the Company for the applicable taxation Laws like Direct Taxes, Indirect Taxes and the compliance of the IND-AS, disclosure of the financial results under Regulation 33 of the SEBI (LODR) Regulations, 2015 and the annual financial statements along with notes attached therewith, and the Cost Record have not been reviewed by us, since the same have been subject to the statutory financial auditor, cost auditors or by other designated professionals. This report is to be read with our letter of even date which is annexed as **Annexure II** and forms an integral part of this report.

We further report that during the audit period of the Company, there was no specific events/ action having a major bearing on the Company's affairs in pursuant of the above referred laws, rules, regulations, guidelines, standards etc. referred to above.

For, D.K. JAIN & CO.
COMPANY SECRETARIES

CS (Dr.) D.K. JAIN
PROPRIETOR
FCS 3565: CP 2382
Place: Indore
Date: 22nd May, 2018

Annexure - I to the Secretarial Audit Report
List of specific/other laws generally applicable to the Company

1. The Prevention of Food Adulteration Act, 1954
2. Factories Act, 1948;
3. Industries (Development & Regulation) Act, 1951
4. Standard Weight and Measurement Act, 1976
5. Labour Laws and other incidental laws related to labour and employees appointed by the Company either on it payroll or on contractual basis as related to wages, gratuity, provident fund, ESIC, compensation etc.;
6. Acts prescribed under prevention and control of Pollution;
7. Acts prescribed under Environmental protection;
8. Acts as prescribed under Direct Tax and Indirect Taxation
9. Labour Welfare laws of the Madhya Pradesh.
10. Local laws as applicable to the Registered office and plant at Madhya Pradesh.

Annexure - II to the Secretarial Audit Report

To,
The Members.

Natraj Proteins Ltd.

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, which provides a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial and cost records and Books of Accounts and applicability of the various direct and indirect taxation on the company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For, D.K. JAIN & CO.
COMPANY SECRETARIES

CS (Dr.) D.K. JAIN
PROPRIETOR
FCS 3565: CP 2382
Place: Indore Date: 22nd May, 2018

Corporate Governance Certificate by the Auditors

To,
The Members,
Natraj Proteins Ltd.
Nagpur Kalan, Ordinance Factory Road,
Itarsi (M.P.) 461111

1. This certificate is issued in accordance with the terms of our engagement letter.
2. This report contains details of compliance of conditions of Corporate Governance by **Natraj Proteins Limited** ('the Company') for the year ended 31 March, 2018, as stipulated in Regulations 17 to 27, clauses (b) to (i) of Regulation 46 (2) and paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulation").

Management's Responsibility

3. The compliance with the conditions of Corporate Governance is the responsibility of the management of the Company. This responsibility includes the design, implementation and maintaining operating effectiveness of internal control and procedures to ensure the compliance with the conditions of the Corporate Governance stipulated in SEBI Listing Regulations.

Auditor's Responsibility

4. Pursuant to the requirements of the SEBI Listing Regulations, it is our responsibility to express a reasonable assurance in a form of an opinion as to whether the Company has complied with the conditions of Corporate Governance as stipulated in SEBI Listing Regulations for the year ended 31 March, 2018.
5. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
6. We conducted our examination in accordance with the Guidance Note on Reports or Certificates for Special Purposes, Guidance Note on Certification of Corporate Governance, both issued by the Institute of Chartered Accountants of India ('ICAI') and the Standards on Auditing specified under Section 143(10) of the Companies Act, 2013, in so far as applicable for the purpose of this certificate. The Guidance Note on Reports or Certificates for Special Purposes requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
7. We have complied with the relevant applicable requirements of the Standard on Quality Control (SOC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

8. In our opinion, and to the best of our information and according to explanations given to us and the representation provided by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned SEBI Listing Regulations.
9. We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Restriction on use

10. The certificate is addressed and provided to the members of the Company solely for the purpose to enable the Company to comply with the requirement of the SEBI Listing Regulations, and it should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

Rama Complex, 163, Zone-1, S-1,
Second Floor, M.P. Nagar, Bhopal
Date: 29/05/2018

For, ANUP SHRIVASTAVA & ASSOCIATES
Chartered Accountants
Firm Reg No: 006455C

CA SUDEEP MOITRA
PARTNER
M.NO 40030

MD / CFO CERTIFICATION

"Annexure E"

To,
The Board of Directors,
Natraj Proteins Ltd.

- (A) We have reviewed the Financial Statements, Cash Flow Statements, Books of Accounts, detailed trial balance and grouping thereof for the Financial Year 2017-18 and that to the best of our knowledge and belief:
- these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - 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.
 - no transactions entered into by the Company during the year which are fraudulent, illegal or violate the Company's code of conduct.
- (B) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the listed entity pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- (C) We have indicated to the auditors and the Audit committee:
- significant changes in internal control over financial reporting during the Financial Year 2017-18.
 - significant changes in accounting policies during the period and that the same have been disclosed in the notes of the financial statements; and
 - instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

For, Natraj Proteins Limited.

Date: 16th Aug., 2018
Place: Itarsi

K. C. Sharma Ritesh Sharma
Managing Director CFO
DIN 00012900

"Annexure F"

Certificate on Compliance with Code of Conducts

I hereby confirm that the Company has obtained from all the members of the Board and Management Personnel, affirmation that they have complied with the Code of Business Conduct and Ethics. The Company has formulated the code of conduct for the Board members and senior executives under the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations 2011 and the SEBI (Prohibition of Insider Trading) Regulations, 2015.

Place: Itarsi
Date: 16th Aug., 2018

Kailash Chand Sharma
Chairman & Managing Director
DIN 00012900

"Annexure G"

Conservation of Energy, Technology absorption and Foreign exchange earnings & outgo
 [Section 134(3)(m) of The Companies Act, 2013 read with Rule 8(3) of The Companies (Accounts) Rules, 2014]

(A) CONSERVATION OF ENERGY			
(i)	the steps taken or impact on conservation of energy;	Less usage of electricity from MPMKVCL	
(ii)	the steps taken by the company for utilizing alternate sources of energy;	Energy efficient devices and fittings were installed to reduce energy consumption, etc	
(iii)	the capital investment on energy conservation equipment's	In previous year, your company has installed New VFD boiler commissioned that is more efficient and consumes less coal. Also, ensures cleaner burning of the fossil fuel.	
(B) TECHNOLOGY ABSORPTION			
(i)	the efforts made towards technology absorption	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.	
(ii)	the benefits derived like product improvement, cost reduction, product development or import substitution	It has reduced the cost of production and helped in improvement in quality to sustain in the competitive market.	
(iii)	in case of imported technology (imported during the last three years reckoned from the beginning of the financial year	N.A.	
(a)	the details of technology imported	N.A.	
(b)	the year of import	N.A.	
(c)	whether the technology been fully absorbed	N.A.	
(d)	if not fully absorbed, areas where absorption has not taken place, and the reasons thereof; and	N.A.	
(iv)	the expenditure incurred on Research and Development	2017-18 NIL	2016-17 NIL
(C) FOREIGN EXCHANGE EARNINGS AND OUTGO			
		2017-18	2016-17
(i)	The Foreign Exchange earned in terms of actual inflows during the year;	816.00 Lakhs	NIL
(ii)	and the Foreign Exchange outgo during the year in terms of actual outflows.	NIL	NIL

For and on behalf of the board

 Place: Itarsi
 Date: 16th August, 2018

 Kailash Chand Sharma
 Chairman & Managing Director
 DIN 00012900

**EXTRACT OF ANNUAL RETURN
FORM MGT – 9**

"Annexure H"

As on the financial year ended on 31st March, 2018

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

I. Registration and Other Details

CIN	L00153MP1990PLC006090
Registration Date	21/11/1990
Name of the Company	NATRAJ PROTEINS LIMITED
Category / Sub-Category of the Company	Company having Share Capital
Address of the Registered Office and contact details	Nagpur-Kalan, Ordinance Factory Road, Itarsi, District, Hoshangabad (M.P.)- 461111 Phone: 07572 - 262636-38 Email: natrajproteinltd@rediffmail.com
Whether listed company	Yes, at BSE Ltd.
Name, address and contact details of Registrar and Transfer Agent, if any	Ankit Consultancy Pvt. Ltd. Plot No. 60, Electronic Complex, Pardeshipura, Indore (M.P.) 452001. Phone : 0731-2551745 Email: ankit_4321@yahoo.com rtaindore@gmail.com

II. Principal Business Activities of the Company:

All the Business Activities contributing 10% or more of the total turnover of the Company is as stated below:

Name and Description of main Products / Services	NIC Code of the Product / Service	% to total turnover of the Company
Manufacture of vegetable oils and fats through solvent extraction process	15143	79.00
Wholesale of cereals & pulses	51211	21.00

III. Name and Address of the Holding, Subsidiary and Associate Companies:

S. No.	Name and Address of the Company	CIN	Holding/Subsidiary /Associate	% of shares held	Applicable section
		===== NIL =====			

IV. SHAREHOLDING PATTERN (Equity Share Capital Breakup as % of the total Equity)**i) Category-wise Shareholding**

Category of Shareholder	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual / HUF	1033575	866200	1899775	50.70%	1033575	915700	1949275	52.02%	1.32
b) Central Govt.	-	-	-	-	-	-	-	-	-
c) State Govt.(s)	-	-	-	-	-	-	-	-	-

d) Bodies Corporate	-	-	-	-	-	-	-	-	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any Other	-	-	-	-	-	-	-	-	-
Sub-Total (A)(1):	1033575	866200	1899775	50.70%	1033575	915700	1949275	52.02%	1.32
(2) Foreign									
a) NRIs – Individuals	-	-	-	-	-	-	-	-	-
b) Other –Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corporate	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Other...	-	-	-	-	-	-	-	-	-
Sub-Total (A)(2):	-	-	-	-	-	-	-	-	-
Total Shareholding of Promoters (A) = (A)(1) + (A)(2)	1033575	866200	1899775	50.70%	1033575	915700	1949275	52.02%	1.32
B. Public Shareholding									
(1) Institutions	-	-	-	-	-	-	-	-	-
a) Mutual Funds/UTI	0.00	71300	71300	1.90%	0.00	71300	71300	1.90%	0.00
b) Banks / FI	40	0.00	40	0.00%	40	0.00	40	0.00%	0.00
c) Central Govt.	-	-	-	-	-	-	-	-	-
d) State Govt.(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance companies	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-Total (B)(1):	40	71300	71340	1.90	40	71300	71340	1.90%	0.00
(2) Non-Institutions									
a) Bodies Corporate									
i) Indian	20177	-	20177	0.54%	52492	0.00	52492	1.40	0.86
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual Share holders holding nominal share capital upto Rs.2 Lakh	375578	734625	1110203	29.63%	355821	729325	1085146	28.96%	(0.67)
ii) Individual Share holders holding nominal share capital in excess of Rs.2 Lakh	320526	149500	470026	12.54%	316278	100000	416278	11.11%	(1.43)

c) Others (specify)	-	-	-	-	-	-	-	-	-
Shares held by Pakistani citizens vested with the Custodian of Enemy Property	-	-	-	-	-	-	-	-	-
ii) Other Foreign Nationals	-	-	-	-	-	-	-	-	-
iii) Foreign Bodies	-	-	-	-	-	-	-	-	-
iv) NRI/OCBs	64179	110800	174979	4.67%	61669	110800	172469	4.60	(0.07)
v) Clearing Members / Clearing House	500	0	500	0.01%	0.00	0.00	0.00	0.00	(0.01)
vi) Trusts	-	-	-	-	-	-	-	-	-
vii) LLP	-	-	-	-	-	-	-	-	-
viii) Foreign Portfolio Investor (Corporate)	-	-	-	-	-	-	-	-	-
ix) Qualified Foreign Investor	-	-	-	-	-	-	-	-	-
Sub-Total (B)(2):	780960	994925	1775885	47.39%	786260	940125	1726385	46.07%	(1.32)
Total Public Share holding (B)=(B) (1) + (B)(2)	781000	1066225	1847225	49.30%	786300	1011425	1797725	47.98%	(1.32)
Grand Total (A+B)	1814575	1932425	3747000	100.00%	1819875	1927125	3747000	100.00%	0.00%

ii) Shareholding of promoters

Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% Change in shareholding during the year
	No. of Shares	% of total shares of the Company	% of shares Pledged / encumbered of total shares	No. of Shares	% of total shares of the Company	% of shares Pledged / encumbered of total shares	
Mr. S.K.Arora	565000	15.08	-	565000	15.08	-	-
Mr. J.P.Agrawal	223000	5.95	-	223000	5.95	-	-
Mr. Sharad Jain	189500	5.06	-	239000	6.38	-	1.32
Mr. Kailash Chand Sharma	165000	4.40	-	165000	4.40	-	-
Mr. Rajeev Kumar Sharma	193000	5.15	-	193000	5.15	-	-
Mr. Avinash Sharma	134500	3.59	-	134500	3.59	-	-
Mr. Sanjay Kumar Sharma	120500	3.22	-	120500	3.22	-	-
Mrs. Sumanlata Sharma	105000	2.80	-	105000	2.80	-	-
Mr. Parveen Arora	78000	2.08	-	78000	2.08	-	-
Mr. Beni Shankar Sharma	74000	1.97	-	74000	1.97	-	-
Mrs. Pushpa D. Sharma	50000	1.33	-	50000	1.33	-	-
Mr. Rajesh Kumar Agrawal	225	0.01	-	225	0.01	-	-
Mrs. Archana Agrawal	2050	0.05	-	2050	0.05	-	-
Total	1899775	50.70	-	1949275	52.02	-	1.32

iii) Change in Promoters' Shareholding (Please specify, if there is no change)

	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
At the beginning of the year	1899775	50.70		
Date wise Increase/Decrease in Promoters Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc): Increase in Shares of Shri Sharad Jain due to transmission of 49,500 shares of Late Shri Poonam Chand Jain (Father)	49,500	1.32	1949275	52.02
At the end of the year			1949275	52.02

iv) Shareholding Pattern of Top Ten Shareholders (Other than Directors, Promoters and Holders of GDRs and ADRs)

For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Shareholding at the end of the year		Change during the year					Reason
	No. of Shares	% of total shares of company	No. of Shares	% of total shares of company	Date	No. Shares before change	No. Shares after change	Increase	Decrease	
Sangoetha S	57770	1.54	57770	1.54	-	-	-	-	-	-
Apple Mutual Fund	71300	1.90	71300	1.90	-	-	-	-	-	-
Mr. Pramod Puri	50000	1.33	50000	1.33	-	-	-	-	-	-
Mrs. Shubna Puri	50000	1.33	50000	1.33	-	-	-	-	-	-
Mr. Subramanian P Palani Gounder	177173	4.73	177173	4.73	-	-	-	-	-	-
Mrs. Neelam Mittal	27214	0.73	Not in List	-	14/04/2017	27214	27029	-	(185)	Disposed
					28/04/2017	27029	26029	-	(1000)	Disposed
					09/06/2017	26029	25919	-	(110)	Not in list of Top 10
Jayshree D. Jani	25400	0.68	25400	0.68	-	-	-	-	-	-
Mr. Joseph Kuriakose Mattapparampil	33800	0.90	33800	0.90	-	-	-	-	-	-
Thyagarajan Gurumurthy	58369	1.56	58369	1.56	-	-	-	-	-	-
Poonam Chand Jain	49500	0.13	-	-	25/04/2017	49500	0	0	(49500)	Shares Transmitted
Jai Shankar Mishra	30067	0.80	Not in List	-	14/04/2017	30067	26284	0	(3783)	Disposed
					09/06/2017	26284	30284	4000	0	Acquired
					30/12/2017	30284	30083	0	(201)	Disposed
					05/01/2018	30083	29178	0	(905)	Disposed
					19/01/2018	29178	2529	0	(26649)	Not in list of Top 10
Dneeraj Kumar Lohia	0	0	22966	0.61	26/01/2018	0	15035	15035	0	Acquired
					02/02/2018	15035	16120	1085	0	Acquired
					23/02/2018	16120	18510	2390	0	Acquired
					16/03/2018	18510	22442	3932	0	Acquired
					23/03/2018	22442	22966	524	0	Acquired
Ashok Agrawal	18000	0.48	18000	0.48	-	-	-	-	-	-

Note: Details of the change in shareholding for less than 2% has been merged in the above said statement and increase/decrease is only shown for more than 2%. Further that the dates of changes has been taken as per information made available by the share transfer agent based on the benpos.

For Each of Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
Shri Kailash Chand Sharma, Chairman & Managing Director				
At the beginning of the year	165000	4.40		
Date wise Increase/Decrease in share holding during the year specifying the reasons for increase/ decrease (e.g. allotment/transfer/bonus/sweat equity etc):				
At the end of the year			165000	4.40

Shri Jagdish Prasad Agrawal, Whole-time Director*				
At the beginning of the year	223000	5.95		
Date wise Increase/Decrease in share holding during the year specifying the reasons for increase/ decrease (e.g. allotment/transfer/bonus/sweat equity etc)	-	-	-	-
At the end of the year			223000	5.95
Shri Sharad Kumar Jain, Whole-time Director				
At the beginning of the year	189500	5.06		
Date wise Increase/Decrease in share holding during the year specifying the reasons for increase/ decrease (e.g. allotment/transfer/bonus/sweat equity etc):				
- Increase in Shares due to transmission of 49,500 shares of Late Shri Poonamchand Jain	49500	1.32	223000	6.38
At the end of the year			223000	6.38
Shri Giriraj Gupta, Independent Director**				
At the beginning of the year	200	0.0053		
Date wise Increase/Decrease in share holding during the year specifying the reasons for increase/ decrease (e.g. allotment/transfer/bonus/sweat equity etc):	-	-	-	-
At the end of the year			200	0.0053
Shri Ritesh Sharma, CFO				
At the beginning of the year	980	0.03		
Date wise Increase/Decrease in share holding during the year specifying the reasons for increase/ decrease (e.g. allotment/transfer/bonus/sweat equity etc):	-	-	-	-
At the end of the year			980	0.03

There is no shareholding in the Company by CS Pooja Agrawal, Company Secretary.

* Shri J.P. Agrawal, Whole-time Director have resigned the Board w.e.f 15th March, 2018.

** Shri Giriraj Gupta, Independent Director have resigned the Board w.e.f 29th May, 2018.

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment (Rs. Lakhs)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	1880.13	7.50	0.00	1887.63
ii) Interest due but not paid	0.00	0.00	0.00	0.00
iii) Interest accrued but not due	0.00	0.00	0.00	0.00
Total (i+ii+iii)	1880.13	7.50	0.00	1887.63
Change in Indebtedness during the financial year				
Addition	3530.26	0.00	0.00	3530.26
Reduction	0.00	0.00	0.00	0.00
Net Change	3530.26	0.00	0.00	3530.26
Indebtedness at the end of the financial year				
i) Principal Amount	5410.39	7.50	0.00	5417.89
ii) Interest due but not paid	0.00	0.00	0.00	0.00
iii) Interest accrued but not due	0.00	0.00	0.00	0.00
Total (i+ii+iii)	5410.39	7.50	0.00	5417.89

VI. REMUNERATION OF DIRECTOR AND KMP
A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

S. No.	Particular of Remuneration	Mr. K.C.Sharma Chairman & Managing Director	Mr. Sharad Kumar Jain Whole-time Director	Mr. J.P.Agrawal Whole time Director*	Total
1	Gross Salary				
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	930000	6,00,000	6,00,000	21,30,000
	(b) Value of perquisites under Section 17(2) Income Tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under Section 17(3) Income Tax Act, 1961	-	-	-	-
2	Stock Options	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission	-	-	-	-
	- as % of profit	-	-	-	-
	- others, specify....	-	-	-	-
5	Others, please specify	-	-	-	-
	Total	930000	600000	600000	2130000
	Ceiling as per the Act*	1,68,00,000	84,00,000	1,68,00,000	4,20,00,000

* Mr. J.P. Agrawal has resigned from the Board of Directors w.e.f. 15th March, 2018.

As per Schedule V and the section 197 of the Companies Act, 2013

B. Remuneration to other Directors:

Sl. No	Particulars of Remuneration	Name of Directors				Total Amount
		Mr. Umesh Narayan Trivedi	Mr. Giriraj Gupta	Mr. Rajender Singh Tomar	Mr. Pradeep Agrawal	
1	Independent Directors					
	Fee for Attending Board / Committee Meetings	20,000	5,000	20,000	20,000	65,000
	Commission	0	0	0	0	0
	Other, Specify	0	0	0	0	0
	Total (1)	20,000	5,000	20,000	20,000	65,000
2	Other Non- Executive Directors:					
	Name of Director	Smt. Namita Sharma				Total
	Fee for Attending Board / Committee Meetings				5,000	5,000
	Commission				0	0
	Other, Specify				0	0
	Total (2)				5,000	5,000
	Total B					70,000
	Total Managerial Remuneration					22,10,000
	Overall Ceiling as per the Act					4,20,00,000

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

S. No.	Particular of Remuneration	Shilpi Kasliwal	Pooja Agrawal	Ritesh Sharma	Total
		CS*	CS*	CFO	
1	Gross Salary				
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	2,50,000	50,000	7,50,000	10,50,000
	(b) Value of perquisites under Section 17(2) Income Tax Act, 1961	0	0	0	0
	(c) Profits in lieu of salary under Section 17(3) Income Tax Act, 1961	0	0	0	0
2	Stock Options	0	0	0	0
3	Sweat Equity	0	0	0	0
4	Commission				
	- as % of profit	0	0	0	0
	- others, specify....	0	0	0	0
5	Others, please specify	0	0	0	0
	Total (C)	2,50,000	50,000	7,50,000	10,50,000

* CS Shilpi Kasliwal has resigned from the post of Company Secretary w.e.f. 30th Jan., 2018 and CS Pooja Agrawal is appointed as Company Secretary w.e.f. 31st January, 2018.

DIRECTORS & KMP Given only salary No perks
VII. PENALTY/PUNISHMENT/COMPOUNDING OF OFFENCES

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority IRD/NCLT/ COURT	Appeal made, if any (give details)
A. COMPANY					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
B. DIRECTOR					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
C. OTHER OFFICER IN DEFAULT					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

For and on behalf of the Board

 Place: Itarsi
 Date: 16th August, 2018

 Kailash Chand Sharma
 Chairman & Managing Director
 DIN 00012900

"Annexure I"

Particulars of Employees

The information required under section 197(12) of the Companies Act, 2013 read with Rule 5(1) and 5(2) of the Companies (Appointment & remuneration of Management Personnel) Rules, 2014 as amended are given below:

A. Ratio of the remuneration of each director to the median employee's remuneration and the percentage increase in remuneration of each Director & Key Managerial Personnel:

S. No.	Name	Designation	Remuneration for the year 2017-18 (Rs.)	Remuneration on for the Year 2016-17 (Rs.)	Increase In Remuneration on (Rs)	Percentage of Increase in Remuneration	Ration Between Director Remuneration Median Employee Remuneration
1	K.C Sharma	Chairman and MD	9,30,000	9,30,000	0.00	0.00	7.27
2	Sharad Kumar Jain	WTD	5,75,000	6,00,000	(25,000)	0.00	4.50
3	J.P. Agrawal	WTD	6,00,000	6,00,000	0.00	0.00	4.69
4	Giriraj Gupta	Independent Director	5,000	5,000	N.A.	N.A.	N.A.
5	Umesh Narayan Trivedi	Independent Director	20,000	20,000	N.A.	N.A.	N.A.
6	Pradeep Agrawal	Independent Director	20,000	20,000	N.A.	N.A.	N.A.
7	Rajender Singh Tomar	Independent Director	20,000	20,000	N.A.	N.A.	N.A.
8	Namita Sharma	Non-Executive Director	5,000	20,000	N.A.	N.A.	N.A.
9	Ritesh Sharma	CFO	7,50,000	7,50,000	0.00	0.00	5.87
10	#Shilpi Kasliwal	CS	2,50,000	1,50,000	N.A.	N.A.	1.96
11	#Pooja Agrawal	CS	50,000	0	N.A.	N.A.	0.39

*Shri Umesh Narayan Trivedi, Shri Pradeep Agrawal, Shri Rajender Singh Tomar and Shri Giriraj Gupta Independent Directors and Smt. Namita Sharma were paid sitting fees for attending the Meetings of the Board

The Company Secretary were appointed for the part of the year, hence not comparable.

- B. The percentage increase in the Median remuneration of employees in the financial year: 2.96%.**
- C. The number of permanent employees on the Roll of the Company as on 31st March, 2018: 55.**
- D. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:**

Based on Remuneration Policy of the Company, salary of the employees was increased at 2.96% and managerial remuneration was increased at 5.49% this is based on Remuneration Policy of the Company that rewards people based on their contribution to the success of the company and also ensures that external market competitiveness and internal relativities are taken care of.

- E. Affirmation that the remuneration is as per the Remuneration Policy of the Company:**

The Company affirms that remuneration is as per the remuneration policy of the Company:

- F. Name of the top 10 employees in terms of remuneration drawn in the financial year 2017-18:**

A statement of top-10 employees in terms of remuneration drawn as per rule 5(2) read with rule 5(3) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended, is annexed as follows:

S. No.	Name of Employee	Designation of the employee	Remuneration received	Nature of employment.	Qualifications and experience	Date of commencement of employment	The age of such employee	The last employment held by such employee before joining the company	Whether any such employee is a relative of any director or manager of the company and if so, name of such director or manager	Remarks
1.	Kailash Chand Sharma	Chairman & MD	9,30,000	Non-contractual	B. Com	21.11.90	58	Nil	Relative of Mrs. Namita Sharma, Women Director	
2	Ritesh Sharma	Chief Financial Officer	7,50,000	Non-contractual	MBA, M'S	01.02.08	37	Asst. Mgr at Tech Mahindra	Son of Shri Kailash Chand Sharma, MD	
3	Sharad Kumar Jain	Whole-time Director	6,00,000	Non-contractual	B. Com	24.08.09	54	N.A	Self	
4	Jagdish Prasad Agrawal	Whole-time Director	5,75,000	Non-contractual	M.Com, LLB	21.11.90	76	N.A	No	
5.	P.N. Singh	Plant Manager	5,40,000	Non-contractual	Dip. In Mech. Engg.	01.12.10	71	Engineer at Glamptech	N.A	
6	Dharmendra Kr. Dixit	Refinery Manager	5,22,000	Non-contractual	Ph. D.	03.04.95	53	Lab Chemist at Pratap Industries Ltd	N.A	
7.	Jinendra Kr. Jain	Lab Manager	2,94,000	Non-contractual	Msc	03.10.05	60	Lab Incharge at Surya Agro Oils	N.A	
8.	S.R. Bawariya	Foreman	2,58,000	Non-contractual	Matriculate	05.12.94	55	Boiler Foreman at Itarsi Oils	N.A	
9.	Narendra Dadadiya	Boiler Incharge	2,13,180	Non-contractual	Matriculate	30.10.94	46	Boiler Incharge at Itarsi Oils	N.A.	
10	Abhinandan Prajapati	Accountant	2,06,640	Non-contractual	M.Com	01.07.95	51	Accountant at Bhavani Versi Co	N.A.	

G. Details of employees who received remuneration in excess of Rs. One crore and Two lakh or more per annum:

- During the year, none of the employees received remuneration in excess of Rs. 102.00 Lakh or more per annum or Rs.8.50 per month for part of the year. In accordance with the provisions of section 197 of the Companies Act, 2013 read with Rule 5(2) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, therefore there is no information is available to disclose.
- During the year, none of the employees received remuneration in excess of that drawn by the Managing Director or Whole-time director and none of the employees hold two percent of the equity shares of the Company.

Corporate Governance Report

(Pursuant to Regulation 34 of the SEBI (LODR) Regulation, 2015)

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Natraj Proteins Limited ('Natraj') is committed to the adoption of best governance practices. The company's vision document spells out a direction for the policies and procedures which ensure long term sustainability. Value creation for stakeholders is thus a continuous endeavor at Natraj.

On the same lines the Company has always followed fair business and corporate practices while dealing with the shareholders, employees, customers, creditors, lenders and the society at large. In harmony with this philosophy, the Company relentlessly strives for excellence by bench marking itself with esteemed companies with good corporate governance. Your company is compliant with all the provisions of the SEBI (LODR) Regulations, 2015 as applicable to the Company.

These main drivers, together with the Company's ongoing contributions to the local communities through meaningful "Corporate Social Responsibility" initiatives will play a pivotal role in fulfilling our renewed vision to be the most sustainable and competitive company in our industry and our mission to create value for all our stakeholders.

The Company places great emphasis on values such as empowerment and integrity of its employees, safety of the employees & communities surrounding our plants, transparency in decision making process, fair & ethical dealings with all, pollution free clean environment and last but not the least, accountability to all the stakeholders. These practices being followed since the inception have contributed to the Company's sustained growth. The Company also believes that its operations should ensure that the precious natural resources are utilized in a manner that contributes to the "Triple Bottom Line".

The details of compliance are as follows:

1. The Governance Structure:

Natraj's governance structure is based on the principles of freedom to the executive management within a given framework to ensure that the powers vested in the executive management are exercised with due care and responsibility so as to meet the expectation of all the stakeholders. In line with these principles, the Company has formed three tiers of Corporate Governance structure, viz.:

- (i) **The Board of Directors** - The primary role of the Board is to protect the interest and enhance value for all the stakeholders. It conducts overall strategic supervision and control by setting the goals & targets, policies, governance standards, reporting mechanism & accountability and decision-making process to be followed.
- (ii) **Committees of Directors** - such as Audit Committee, Nomination & Remuneration Committee, CSR Committee, Risk Management Committee etc. are focused on financial reporting, audit & internal controls, compliance issues, appointment and remuneration of Directors and Senior Management Employees, implementation and monitoring of CSR activities and the risk management framework.
- (iii) **Executive Management** – The entire business including the support services are managed with clearly demarcated responsibilities and authorities at different levels.
 - (a) **Executive Committee** - The Executive Committee is headed by the Managing Director. The CFO and the Heads of Manufacturing, Marketing and HR are its other members. Heads of Technical and Procurement are the permanent invitees. This committee is a brain storming committee where all important business issues are discussed and decisions are taken. This Committee reviews and monitors monthly performances, addresses challenges faced by the business, draws strategies and policies and keep the Board informed about important developments having bearing on the operational and financial performance of the Company. The Committee members report to the Managing Director.
 - (b) **Managing Director** - The Managing Director is responsible for achieving the Company's vision and mission, business strategies, project execution, mergers and acquisition, significant policy decisions and all the critical issues having significant business & financial implications. He is also responsible for the overall performance and growth of the Company and ensures implementation of the decisions of the Board of Directors and its various Committees. He reports to the Board of Directors.

2. BOARD OF DIRECTORS

A. Composition of Board

The Board of directors of the company consists of an optimum combination of executive, non-executive and independent directors, to ensure the independent functioning of the Board. The composition of the Board also complies with the provisions of the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015. As at the end of corporate financial year 2017-18, the total Board consists of Seven (7) directors, out of which five (5) are non-executive directors and from it four (4) are Independent Directors.

The composition of the Board of directors and the number of Board Committee in which they are chairman/ member as on 31.03.2018 are as under:

S.No.	Name	Category	Number of Directorship in other Companies	No. of Committee Position held in Companies	
				Chairman	Manager
1.	Shri Kailash Chand Sharma	Promoter & Managing Director	0	2	0
2.	Shri Sharad Kumar Jain	Promoter & Whole- Time Director	0	0	0
3.	Shri Rajender Singh Tomar	Independent & NED	0	0	3
4.	Shri Pradeep Agrawal	Independent & NED	0	0	5
5.	Shri Umesh Narayan Trivedi	Independent & NED	0	3	2
6.	Shri Giriraj Gupta*	Independent & NED	1	0	0
7.	Smt. Namita Sharma	Women Director & NED	0	1	0

* Shri J.P. Agrawal, Whole time Director of the company has resigned the Board w.e.f 15th March, 2018 and Shri Giriraj Gupta has resigned w.e.f 29th May, 2018.

B. Selection and Appointment of Director:

The Nomination & Remuneration Committee have approved a Policy for the Selection, Appointment and Remuneration of Directors. In line with the said Policy, the Committee facilitates the Board in identification and selection of the Directors who shall be of high integrity with relevant expertise and experience so as to have well diverse Board. The abstract of the said Policy forms part of the Boards' Report. Directors are appointed or re-appointed with the approval of the shareholders and shall remain in office in accordance with the provisions of the law and the retirement policy laid down by the Board from time-to-time. The Managing Director and all the Non-Executive Directors (except Independent Directors) are liable to retire by rotation unless otherwise specifically provided under the Articles of Association or under any statute.

As required under Regulation 46(2)(b) of the Listing Regulations, the Company has issued formal letters of appointment to the Independent Directors. The terms & conditions of appointment of their appointment are posted on the Company's website and can be accessed at www.natrajproteins.com

C. Meetings, agenda and proceedings etc. of the Board Meeting:

The names and categories of the Directors on the Board, their record of attendance at Board Meetings held during the year and at the last Annual General Meeting, as also the number of Directorship and membership of Committees held by them in other public limited companies as on 31st March, 2018 are:

	No. of Board Meetings held during the year	No. of Board Meetings Attended	Attendance at the last AGM held on 9th September, 2017
Shri Kailash Chand Sharma	5	5	YES
Shri Sharad Kumar Jain	5	5	YES
Shri Jagdish Prasad Agrawal*	5	1	NO
Shri Rajender Singh Tomar	5	4	YES
Shri Pradeep Agrawal	5	4	YES
Shri Umesh Narayan Trivedi	5	4	YES
Shri Giriraj Gupta**	5	1	NO
Smt. Namita Sharma	5	4	NO

* Resigned the board w.e.f 15th March, 2018. ** Resigned the Board w.e.f 29th May, 2018.

D. Separate Meeting of Independent Directors:

As stipulated by the Code of Independent Directors under the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015 a separate meeting of the Independent Directors of the Company was held on 13th November, 2017 to review the performance of Non-Independent Directors (including the Chairman) and the entire Board. The Independent Directors also reviewed the quality, content and timeliness of the flow of information between the Management and the Board and its Committees which is necessary to effectively and reasonably perform and discharge their duties.

E. Agenda:

All the meetings are conducted as per well designed and structured agenda. All the agenda items are backed by necessary supporting information and documents (except for the critical price sensitive information, which is circulated separately or placed at the meeting) to enable the Board to take informed decisions. Agenda also includes minutes of the meetings of all the Board Committees and Subsidiaries for the information of the Board. Additional agenda items in the form of "Other Business" are included with the permission of the Chairman. Agenda papers are circulated seven days prior to the Board Meeting. In addition, for any business exigencies, the resolutions are passed by circulation and later placed at the subsequent Board/Committee Meeting for ratification / approval.

F. Invitees & Proceedings:

Apart from the Board members, the Company Secretary, the CFO, the Heads of Manufacturing and Marketing are invited to attend all the Board Meetings. Other senior management executives are called as and when necessary, to provide additional inputs for the items being discussed by the Board. The CFO makes presentation on the quarterly and annual operating & financial performance and on annual operating & capex budget. The Managing Director, and other senior executives make presentations on capex proposals & progress, operational health & safety and other business issues. The Chairman of various Board Committees brief the Board on all the important matters discussed & decided at their respective committee meetings, which are generally held prior to the Board meeting.

G. Post Meeting Action:

Post meetings, all important decisions taken at the meeting are communicated to the concerned officials and departments. Action Taken Report is prepared and reviewed periodically by the Managing Director and Company Secretary for the action taken / pending to be taken.

H. Support and Role of Company Secretary:

The Company Secretary is responsible for convening the Board and Committee meetings, preparation and distribution of Agenda and other documents and recording of the Minutes of the meetings. She acts as interface between the Board and the Management and provides required assistance and assurance to the Board and the Management on compliance and governance aspects.

I. Induction and Familiarization Program for Directors:

On appointment, the concerned Director is issued a Letter of Appointment setting out in detail, the terms of appointment, duties, responsibilities and expected time commitments. Each newly appointed Independent Director is taken through an induction and familiarization program including the presentation and interactive session with the Managing Director, Executive Committee Members and other Functional Heads on the Company's manufacturing, marketing, finance and other important aspects. The Company Secretary briefs the Director about their legal and regulatory responsibilities as a Director. On the matters of specialized nature, the Company engages outside experts/consultants for presentation and discussion with the Board members. The details of familiarization program can be accessed from the website: www.natrajproteins.com

J. Board Evaluation:

During the year, the Board adopted a formal mechanism for evaluating its performance and effectiveness as well as that of its Committees and individual Directors, including the Chairman of the Board. For Board and its Committees, the exercise was carried out through a structured evaluation process covering various aspects of the Boards functioning such as composition of the Board & committees, experience & competencies, performance of specific duties & obligations, governance issues etc. In case of evaluation of the individual Directors, one to one meeting of each Director with the Chairman of the Board and the Chairman of the Nomination & Remuneration Committee was held.

The Directors were satisfied with the evaluation results, which reflected the overall engagement and effectiveness of the Board and its Committees.

K. Code of Conduct:

The Board of Directors has laid down a Code of Conduct for Business and Ethics (the Code) for all the Board members and all the employees in the management grade of the Company. The Code covers amongst other things the Company's commitment to honest & ethical personal conduct, fair competition, corporate social responsibility, sustainable environment, health & safety, transparency and compliance of laws & regulations etc. The Company believes in "Zero Tolerance" to bribery and corruption in any form and in line with our governance philosophy of doing business in most ethical and transparent manner, the Board has laid down an "Anti Bribery and Corruption Directives", which is embedded to the Code. The Code of Conduct is posted on the website of the Company.

All the Board members and senior management personnel have confirmed compliance with the code.

L. Prevention of Insider Trading Code:

As per SEBI (Prohibition of Insider Trading) Regulation, 2015, the Company has adopted a Code of Conduct for Prevention of Insider Trading. All the Directors, employees and third parties such as auditors, consultants etc. who could have access to the unpublished price sensitive information of the Company are governed by this code. The trading window is closed during the time of declaration of results and occurrence of any material events as per the code. During the year under review there has been due compliance with the said code.

M. Disclosure of Relationship between Directors inter-se:

Name	Relationship	Name of other Directors in inter-se relationship
Smt. Namita Sharma	Daughter-in-law	Shri Kailash Chand Sharma

N. No. of Shares held by Non- Executive Director

	No. of Shares Held
Shri Pradeep Agrawal	0
Shri Umesh Narayan Trivedi	0
Shri Giriraj Gupta	200
Shri Rajender Singh Tomar	0
Smt. Namita Sharma	0

O. Web Link: <http://www.natrajproteins.com/corporate-governance.html>

3. AUDIT COMMITTEE

(A) Terms of reference

The Board has constituted a well-qualified Audit Committee. All the members of the Committee are Non-Executive Directors with majority of them are Independent Directors including Chairman. They possess sound knowledge on accounts, audit, finance, taxation, internal controls etc. The Company Secretary acts as secretary to the committee.

The Audit Committee has adequate powers and detailed terms of reference to play effective role as required under the provisions of section 149 of the Companies Act, 2013 and Regulation 18 of SEBI (LODR) Regulation, 2015 entered into with the Stock Exchanges. The terms of reference of the Audit Committee are as per the guidelines set out in the listing regulations read with section 177 of the Companies Act, 2013. These broadly includes (

- i) Develop an annual plan for Committee
- (ii) review of financial reporting processes,
- (iii) review of risk management, internal control and governance processes.
- (iv) discussions on quarterly, half yearly and annual financial statements and the auditor's report,
- (v) interaction with statutory, internal and cost auditors to ascertain their independence and effectiveness of audit process,
- (vi) recommendation for appointment, remuneration and terms of appointment of auditors and
- (vii) Risk management framework concerning the critical operations of the Company.

In addition to the above, the Audit Committee also reviews the following:

- (i) Matter included in the Director's Responsibility Statement.

- (ii) Changes, if any, in the accounting policies.
- (iii) Major accounting estimates and significant adjustments in financial statement.
- (iv) Compliance with listing and other legal requirements concerning financial statements.
- (v) Subject to review by the Board of Directors, review on quarterly basis, Related Party Transactions entered into by the Company pursuant to each omnibus or specific approval given.
- (vi) Qualification in draft audit report.
- (vii) Scrutiny of inter-corporate loans & investments.
- (viii) Management's Discussions and Analysis of Company's operations.
- (ix) Valuation of undertakings or assets of the company, wherever it is necessary.
- (x) Periodical Internal Audit Reports and the report of Ethical View Reporting Committee (Fraud Risk Management Committee).
- (xi) Findings of any special investigations carried out either by the Internal Auditors or by the external investigating agencies.
- (xii) Letters of Statutory Auditors to management on internal control weakness, if any.
- (xiii) Major non routine transactions recorded in the financial statements involving exercise of judgment by the management.
- (xiv) Recommend to the Board, the appointment, re-appointment and, if required the replacement or removal of the statutory auditors and cost auditors, Secretarial Auditors, considering their independence and effectiveness, and recommend the audit fees.
- (xv) Recommend to the Board, the appointment and remuneration of the CFO and Internal Auditors.

(B) Constitution and Composition

The terms of reference of the audit committee are extensive and include all that is mandated in regulations 18 of SEBI (LODR) Regulation, 2015 with the Stock Exchange and section 149 of the Companies Act, 2013. The Company has complied with the requirements of regulation 18 of SEBI (LODR) Regulation, 2015 as regards composition of the Audit Committee.

The Audit Committee of the Company as on 31st March, 2018 comprises of the following Directors of the Company.

Name of the Director	Designation
Shri Umesh Narayan Trivedi	Chairman
Shri Pradeep Agrawal	Member
Shri Rajender Singh Tomar	Member

All the three members of the audit committee are non-executive directors and independent.

(C) Meeting and attendance during the year

Four (4) meetings were held during the financial year 2017-18 on 24th May 2017, 5th August 2017, 13th November 2017 and 30th January 2018. The attendance of each member of the committee is as under:

Name of the Director	No. of Meeting attended
Shri Umesh Narayan Trivedi	4
Shri Pradeep Agrawal	4
Shri Rajendra Singh Tomar	4

The Chairman Shri Umesh N. Trivedi has attended the 26th AGM held on 9th September, 2017 to answer shareholders' query.

D. Invitees / Participants:

1. The M.D. & CFO are the permanent invitees to all Audit Committee meetings.
2. Head of Internal Audit department attends all the Audit Committee Meetings as far as possible and briefs the Committee on all the points covered in the Internal Audit Report as well as the other issues that come up during discussions.
3. The representatives of the Statutory Auditors have attended all the Audit Committee meetings held during the year.

4. The representatives of the Cost Auditors and Secretarial Auditors have attended 1(one) Audit Committee Meeting when the Cost Audit Report and Secretarial Audit Report were discussed.

E. Private Meetings:

In order to get the inputs and opinions of the Statutory Auditors and the Internal Auditors, the Committee also held one separate one-to-one meeting during the year with the Statutory Auditor and Head of Internal Audit department but without the presence of the M.D. and the management representatives.

4. NOMINATION & REMUNERATION COMMITTEE

(A) Terms of reference

The Remuneration Committee recommends remuneration, promotions, increments etc. for the whole time directors and relative of the directors to the Board for approval. The Committee is empowered to -

- (i) Formulate criteria for determining qualifications, positive attributes and independence of Directors and oversee the succession management process for the Board and senior management employees.
- (ii) Identification and assessing potential individuals with respect to their expertise, skills, attributes, personal and professional standing for appointment and re-appointment as Directors / Independent Directors on the Board and as Key Managerial Personnel.
- (iii) Formulate a policy relating to remuneration for the Directors, Committee and also the Senior Management Employees.
- (iv) Support Board in evaluation of performance of all the Directors & in annual self-assessment of the Board's overall performance.
- (v) Conduct Annual performance review of MD and CEO and Senior Management Employees;

(B) Composition

In compliance with the provisions of section 178 of the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015, the Board has renamed & reconstituted the existing "Remuneration Committee" as the "Nomination & Remuneration Committee". The Nomination and Remuneration Committee of the Company as on 31st March, 2018 comprises of the following Directors of the Company.

Name of the Director	Designation
Shri Umesh Narayan Trivedi	Chairman
Shri Pradeep Agrawal	Member
Shri Rajender Singh Tomar	Member

All the three members of the Nomination & Remuneration committee are non-executive and independent directors.

(C) Meeting and attendance during the year

Two (2) meeting were held during the financial year 2017-18 on 5th August, 2017 & 30th January 2018. The attendance of each member of the committee is as under:

Name of the Director	No. of Meeting attended
Shri Umesh Narayan Trivedi	2
Shri Pradeep Agrawal	2
Shri Rajender Singh Tomar	2

D) Performance Evaluation for Independent Directors:

Pursuant to the provisions of the Companies Act, 2013 and as stipulated under regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the Board of Directors adopted a formal mechanism for evaluating its performance and as well as that of its Committees and individual Directors. A structured evaluation process covering various aspects of the Boards functioning such as Composition of the Board & committees.

experience & competencies, performance of specific duties & obligations, governance issues etc.

E) Remuneration Policy

The Nomination and Remuneration (N&R) Committee has adopted a Charter which, inter alia, deals with the manner of selection of Board of Directors, Managing Director, Whole-time Directors, senior management and Key Managerial Persons and their remuneration. This Policy is accordingly derived from the said Charter.

I. Criteria of selection of Non-Executive Directors

- a. The Non-Executive Directors shall be of high integrity with relevant expertise and experience so as to have a diverse Board with Directors having expertise in the fields of manufacturing, engineering, medical science finance, governance and general management.
- b. In case of appointment of Independent Directors, the N&R Committee shall satisfy itself with regard to the independent nature of the Directors vis-à-vis the Company so as to enable the Board to discharge its function and duties effectively.
- c. The N&R Committee shall ensure that the candidate identified for appointment as a Director is not disqualified for appointment under Section 164 of the Companies Act, 2013.
- d. The N&R Committee shall consider the following attributes/criteria, whilst recommending to the Board the candidature for appointment as Director.
 - i. Qualification, expertise and experience of the Directors in their respective fields;
 - ii. Personal, Professional or business standing;
 - iii. Diversity of the Board.
- e. In case of re-appointment of Non- Executive Directors, the Board shall take into consideration the performance evaluation of the Director and his engagement level.

II. Remuneration

The Non- Executive Directors shall be entitled to receive remuneration by way of sitting fees, reimbursement of expenses for participation in the Board/Committee meetings as detailed hereunder:

- i. A Non-Executive Director shall be entitled to receive sitting fees for each meeting of the Board or Committee of the Board attended by him, of such sum as may be approved by the Board of Directors within the overall limits prescribed under the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014;
- ii. The Independent Directors of the Company shall not be entitled to participate in the Stock Option Scheme of the Company, if any, introduced by the Company.

III. Managing Director - Criteria for selection /appointment

For the purpose of selection of the MD and WTD the N&R Committee shall identify persons of integrity who possess relevant expertise, experience and leadership qualities required for the position and shall take into consideration recommendation, if any, received from any member of the Board.

The Committee will also ensure that the incumbent fulfills such other criteria with regard to age and other qualifications as laid down under the Companies Act, 2013 or other applicable laws.

IV. Remuneration for the Managing Director & Whole-time Directors

- i. At the time of appointment or re-appointment, the Managing Director and Whole-time director shall be paid such remuneration as may be mutually agreed between the Company (which includes the N&R Committee and the Board of Directors) and the Managing Director and Whole-time Director within the overall limits prescribed under the Companies Act, 2013.
- ii. The remuneration shall be subject to the approval of the Members of the Company in General Meeting.
- iii. The remuneration of the Managing Director and Whole-time director is broadly divided into fixed and variable

components. The fixed component comprises salary, allowances, perquisites, amenities and retiral benefits. The variable component comprises performance bonus.

- iv. In determining the remuneration (including the fixed increment and performance bonus) the N&R Committee shall ensure / consider the following:
- Responsibility required to be shouldered by the Managing Director and Whole-time director, the industry benchmarks and the current trends;
 - The Company's performance vis-à-vis the annual budget achievement and individual performance.

V. Remuneration Policy for the Senior Management Employees

- i. In determining the remuneration of the Senior Management Employees and Key Managerial Personals, the N&R Committee shall ensure/consider the following:
- The relationship of remuneration and performance;
 - The balance between fixed and incentive pay reflecting short and long term performance objectives, appropriate to the working of the Company and its goals;
 - The remuneration is divided into two components viz. fixed component comprising salaries, perquisites and retirement benefits and a variable component comprising performance bonus;
 - The remuneration including annual increment and performance bonus is decided based on the criticality of the roles and responsibilities, and current compensation trends in the market.
- ii. The Managing Director will carry out the individual performance review based on the standard appraisal matrix and shall take into account the appraisal score card and other factors mentioned herein-above, whilst recommending the annual increment and performance incentive to the N&R Committee for its review and approval.

5. REMUNERATION OF DIRECTORS

A) Pecuniary relationship of transaction of Non- Executive director: NIL

B) Non- executive director's payment criteria: The Non- executive directors of the company are only given Sitting fees as decided by Board for attending the Board meeting and audit committee during the financial year 2017-18.

C) Remuneration to Managing Director and Executive Director

The terms of remuneration of Executive Directors has already been fixed by the Board of directors and was approved by the shareholders at Annual General Meeting. During the financial year 2017-18, the particulars of remuneration paid to Executive Director is as under: -

Name of the Director	Salary (Rs.)	Perquisites	Commission	Stock option Details	Period of Contract
Shri Kailash Chand Sharma	9,30,000	-	-	-	01.08.16 to 31.07.2019
Shri Sharad Kumar Jain	6,00,000	-	-	-	01.10.17 to 30.09.2020
Shri Jagdish Prasad Agrawal*	6,00,000	-	-	-	01.08.16 to 31.07.2019

*Resigned from the board w.e.f. 15 March, 2018.

D) Remuneration/Sitting fee to Other Non-Executive Directors

The details of sitting fee paid to each of the other non-executive/Independent Directors during the year 2017-18 ended on 31st March, 2018 are given below

Name	Sitting Fee	Other Payment	Total
Shri Rajender Singh Tomar	20,000	-	20,000
Shri Pradeep Agrawal	20,000	-	20,000
Shri Umesh Narayan Trivedi	20,000	-	20,000
Shri Giriraj Gupta	5,000	-	5,000
Smt. Namita Sharma	5,000	-	5,000

6. STAKEHOLDERS' RELATIONSHIP COMMITTEE

Based on the revised scope, this Committee is responsible for transfer/transmission of shares, satisfactory redressal of investors' complaints and recommends measures for overall improvement in the quality of investor services. The Committee also looks into shares kept in abeyance, if any.

- A) In compliance with the provisions of Section 178 of the Companies Act, 2013 and regulation 20 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the Board has renamed and reconstituted the existing "Investors' Grievance Committee" as the "Stakeholders' Relationship Committee" which consists of the following members:

Name of the Director	Designation	No. of Meetings Attended
Shri Umesh Narayan Trivedi	Chairman	-
Shri Pradeep Agrawal	Member	-
Shri Rajender Singh Tomar	Member	-

During the year ended on 31st March, 2018 the Committee had not met.

- B) **Compliance Officer of the Company:** CS Pooja Agrawal, Company Secretary is designated as the Compliance Officer of the Company w.e.f 31st January, 2018.
- C) **Shareholder Compliant Status during the financial year 2017-18:**

No. of Shareholder Compliant received	No. of Complaint resolved	No. of Compliant Pending.
1	1	-

7. CSR COMMITTEE:

The Company has constituted a CSR Committee as required under Section 135 of the Companies Act, 2013. The Committee is headed by Shri Kailash Chand Sharma and consists of the members as stated below. During the year ended on 31st March, 2018 the Committee had two (2) meetings on 24th May, 2017 and 30th January, 2018 which were attended by the members as under: -

S.No.	Name of the Director	Designation	No. of Meetings Attended
1	Shri Kailash Chand Sharma	Chairman	2
2	Shri Umesh Narayan Trivedi	Member	2
3	Shri Pradeep Agrawal	Member	2

The Terms of Reference of the Committee are to:-

- Frame the CSR Policy and its review from time-to-time.
- Ensure effective implementation and monitoring of the CSR activities as per the approved policy, plans and budget.
- Ensure compliance with the laws, rules & regulations governing the CSR and to periodically report to the Board of Directors.

8. RISK MANAGEMENT COMMITTEE:

In compliance with the provisions of SEBI (LODR) Regulations, 2015 and Companies Act, 2013, the Board has constituted a Risk Management Committee under the Chairmanship of Shri Kailash Chand Sharma and consists of the following members:

Name of the Director	Designation
Shri Kailash Chand Sharma	Chairman
Shri Pradeep Agrawal	Member
Shri Umesh Narayan Trivedi	Member

During the year ended on 31st March, 2018 this Committee has no meetings. The Committee is required to lay down the procedures to review the risk assessment and minimization procedures and the Board is responsible for framing, implementing and monitoring the risk management plan of the Company.

The Terms of Reference of the Committee are:-

- a) To review the framework of BRM process;
- b) To risk identification and assessment;
- c) To review and monitoring of risk mitigation plans

During the year, the Committee reviewed the risk trend, exposure and potential impact analysis carried out by the management. It was specifically confirmed to the Committee by the MD & CFO that the mitigation plans are finalized and up to date, owners are identified and the progress of mitigation actions are monitored.

9. DISCLOSURES

1. There are no materially significant transactions with the related party viz. Promoters, Directors or the Management, or their relatives or Subsidiaries that had potential conflict with the Company's interest. Suitable disclosure as required by the Accounting Standard (AS 18) has been made in the Annual Report. The Related Party Transactions Policy as approved by the Board and is uploaded on the Company's website at <http://www.natrajproteins.com>
2. There were no non compliance by the Company and no penalty imposed by the stock exchange of the SEBI or any statutory authority on any matter related to capital market during the last three years.
3. The Company has formed and hosted the Vigil Mechanism Policy on the website of the Company, and the Company confirm that no personnel were denied to access to the audit committee.
4. The Company has complied with all the mandatory requirements under the SEBI (LODR) Regulations, 2015 as applicable.
5. The Company has hosted all the required policy on the website of the company, however, the Company is not having any subsidiary during the year 2017-18.
6. The Company has given the note of the related party transaction in the annual report.
7. Since the Company is not dealing in commodity hedging, therefore, it is not having any risk associated thereto.
8. The Company is not having any security to credit in the demat suspense account or unclaimed suspense account u/s 124(5) and (6) of the Companies Act, 2013.
9. In the preparation of the financial statements, the Company has followed the Indian Accounting Standards as notified. The significant accounting policies which are consistently applied have been set out in the Notes to the Financial Statements.
10. The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Company Secretary & Head Compliance is responsible for implementation of the Code.
11. There is no equity shares lying in the demat suspense account/ Unclaimed Suspense Account.
12. All Independent Directors has given disclosure as required under the Companies Act, 2013 and Listing Regulations that they are independent of the management and the Management do hereby confirm there independency.
13. There is no resignation of any independent Director during the Financial Year. However, Mr. Giriraj Gupta, has resigned from the Board of Directors on 29th May, 2018.

10. MD/CFO CERTIFICATION

The MD and Chief Financial Officer (CFO) have issued certificate pursuant to the provisions of Regulation 17(8) of the SEBI (LODR) Regulations, 2015 certifying that the financial statements do not contain any materially untrue statement and these statements represent a true and fair view of the Company's affairs. The said certificate is annexed and forms part of the Annual Report

11. DISCRETIONARY REQUIREMENTS UNDER REGULATION 27 OF SEBI (LODR) REGULATIONS, 2015

The status of compliance with discretionary recommendations of the Regulation 27 of the SEBI (LODR) Regulations, 2015 with Stock Exchanges is provided below:

1. Non-Executive Chairman's Office: Chairman's office is separate from that of the Managing Director & CEO However, the same is now maintained by the Chairman himself.
2. Shareholders' Rights: As the quarterly and half yearly financial performance along with significant events

are published in the newspapers and are also posted on the Company's website, the same are not being sent to the shareholders.

3. Modified Opinion in Auditors Report: The Company's financial statement for the year 2017-18 does not contain any modified audit opinion.
4. Separate posts of Chairman and CEO: The Chairman of the Board is an Executive Director and has position is separate from that of the Managing Director.
5. Reporting of Internal Auditor: The Internal Auditor reports to the Audit Committee.

12. INFORMATION ON GENERAL BODY MEETINGS

The details of the location and time for last three Annual General Meetings are given hereunder: -

Year	Location	Date	Time	Special Resolutions	Special resolution through postal Ballot
2016-2017	Nagpur Kalan Ordinance Factory Road, Itarsi- 461111	9th Sept., 2017	2.00 P.M	One Special resolution	N.A.
2015-2016	Nagpur Kalan Ordinance Factory Road, Itarsi- 461111	24th Sept., 2016	2.00 P.M.	One Special resolution	N.A.
2014-2015	Nagpur Kalan Ordinance Factory Road, Itarsi- 461111	28th Sept., 2015	2.00 P.M	Two Special resolutions	N.A.

During the year under review, no extra ordinary general meeting was held as well as no resolution was passed through the Postal Ballot process.

13. MEANS OF COMMUNICATION

The quarterly, half-yearly and yearly financial results of the Company are sent to the Stock Exchanges immediately after these are approved by the Board. These are widely published in following newspapers. These results are simultaneously posted on the website of the Company at www.natrajproteins.com and also uploaded on the website of the BSE Ltd.

Quarterly Results	Newspaper Publication	Displayed in Website
31.03.2017	Choutha Sansaar & Free Press, Indore	www.natrajproteins.com
30.06.2017	Choutha Sansaar & Free Press, Indore	www.natrajproteins.com
30.09.2017	Choutha Sansaar & Free Press, Indore	www.natrajproteins.com
31.12.2017	Choutha Sansaar & Free Press, Indore	www.natrajproteins.com
31.03.2018	Choutha Sansaar & Free Press, Indore	www.natrajproteins.com

However, the Company has not made any official releases and presentation to any institution.

14. GENERAL SHAREHOLDER INFORMATION

Date, Time and Venue of Annual General Meeting	On 18th September, 2018 at 2.00 P.M. at the Registered Office of the company situated at Nagpur Kalan, Ordinance Factory Road, Itarsi - 461111 (M.P.)
E-voting period	From 15.09.2018 on 9:00 A.M. [IST] To 17.09.2018 on 5:00 P. M [IST]
Financial Calendar Results for the quarter ending 30th June, 2018 for the quarter ending 30th Sept, 2018 for the quarter ending 31st Dec., 2018 for the quarter ending 31st March, 2019	(Tentative) On or Before 14th August, 2018 On or Before 14th November, 2018 On or Before 14th Feb., 2019 On or Before 30th May, 2019
Board Meeting for consideration of Annual Accounts for the financial year 2017-18	29/05/2018

Book Closure	12th Sept., 2018 to 18th Sept., 2018 (both days inclusive)
Cutoff date for E-voting	11th September, 2018
Posting/ mailing of Annual Report	Before 23rd Aug., 2018
Last date for receipt of Proxy	16th September, 2018 at 1:59 PM
Dividend	N.A.
Listing on Stock Exchange	The equity shares of the company are listed at BSE Ltd. and the listing fees has been paid for 2018-2019
Registered Office and Plant Location	Nagpur Katan, Ordinance Factory Road, Itarsi (M.P.) 461111
Compliance Officer and Company Secretary	CS Pooja Agrawal
Registrars and Share Transfer Agents	Ankit Consultancy Pvt. Ltd., Plot No.60, Electronic Complex, Pardeshipura, Indore (M.P.) 452010 Tel: 0731- 2551745/46 Fax: 0731- 4065798 Email: ankit_4321@yahoo.com
Scrutinizer for E-voting	CS Ishan Jain, Practicing Company Secretary
Scrip Code	530119
ISIN NO	INE444D01016
The financial year covered by this Annual Report	April 1, 2017 to March 31, 2018
Share Transfer System	Transfers are registered and returned by the Registrars & Share Transfer Agents within a period of 15 days from the date of receipt of the documents, provided the same are in order
Commodity price risk or foreign exchange risk and hedging activity	usual policy is to sell its products at prevailing market prices, and not to enter into price hedging arrangements.

a) **Market Price Data (Rs.)**

The monthly high and low quotations of shares of the Company traded at the Stock Exchange, Mumbai during the financial year 2017-18 are given below:

Month	High (Rs.)	Low (Rs.)
April, 2017	36.45	30.40
May, 2017	34.00	25.70
June, 2017	26.30	22.95
July, 2017	25.35	23.55
August, 2017	24.85	21.35
September, 2017	25.70	21.50
October, 2017	26.75	22.10
November, 2017	31.25	26.00
December, 2017	30.80	27.50
January, 2018	39.30	26.50
February, 2018	40.45	31.00
March, 2018	33.90	29.00

b) Distribution of Shareholding as on 31st March, 2018

No. of Shares	No. of Shareholders	% of Shareholders	Share Amount	% of Total
1-1000	226	22.76	86550	0.23
1001-2000	68	6.85	127570	0.34
2001-3000	25	2.52	68760	0.18
3001-4000	145	14.60	575390	1.54
4001-5000	124	12.49	617210	1.65
5001-10000	165	16.62	1344500	3.59
10001-20000	75	7.65	1195290	3.19
20001-30000	43	4.33	1120090	2.99
30001-40000	21	2.11	754470	2.01
40001-50000	15	1.61	703370	1.87
50001-100000	46	4.63	3847790	10.27
100000 Above	38	3.83	27029010	72.14
TOTAL	991	100.00	37470000	100.00

c) Dematerialisation of shares & liquidity

The shares of the Company are under compulsory demat segment and are listed on Bombay Stock Exchange, Mumbai. The Company's shares are available for trading in the depository of both NSDL & CDSL.

- As per SEBI Circular dated 20th April, 2018 such shareholders holding shares of the company in the physical form are required to provide details of the Income Tax Permanent Account No. and Bank Account Details to the Share Transfer Agent of the Company. The Company has sent first letter to all the shareholders holding shares in the physical form by the Registered Post and further two reminder letters will also be sent by the Ordinary Post for requiring the aforesaid details. It may please be noted very carefully by the shareholders who are unable to provide required details to the Share Transfer Agent, or informed that the shares available in their name as per records to the share transfer agent does not belong to them or letter return back being undelivered on or before 17th October, 2018 (i.e. 180 days from the date of circular) shall be subject to enhanced due diligence by the Company and the Share Transfer Agent.
- As per Amendments made w.e.f. 8th June, 2018 in the Regulation 40 of the SEBI (LODR) Regulation 2015 the shares shall be transferable only in the Demat form w.e.f. 5th December, 2018. Therefore, as per requirement of the Regulation the Share Transfer Agent of the Company has sent letters to the members holding shares in the physical form advising the get the shares in the Demat form as earliest. The members are requested to please take necessary action for dematerialization of shares as earliest but before 5th December, 2018 to avoid hardship in transfer of shares thereafter.

d) Details of Demat Shares as on 31st March 2018

	No. of Shareholders/Beneficial Owners	No. of Shares	% of Capital
NSDL	322	839380	22.40
CDSL	221	980495	26.17
Sub-Total	543	1819875	48.57
Shares in physical form	448	1927125	51.43
Grand Total	991	3747000	100.00

e) Reconciliation of Share Capital Audit:

As stipulated by Securities and Exchange Board of India (SEBI), a qualified practicing Company Secretary carries out the Share Capital Audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. This audit is carried out every quarter and the report thereon is submitted to stock exchanges, NSDL and CDSL and is also

placed before the Board of Directors. No discrepancies were noticed during these audits.

f) Outstanding Convertible Instruments

There are no outstanding warrants or any convertible instruments.

15. REDRESSAL OF INVESTOR GRIEVANCES THROUGH SEBI SCORES MECHANISM:

SEBI has issued various circular for Listed Companies to Register itself on SCORES. It is a web based centralized grievance redress system of SEBI. SCORES enables investors to lodge and follow up their complaints and track the status of redressal of such complaints online from the SCORES website.

Your Company is also registered on SCORES and promptly redressing investor grievances. The same is maintaining by our Registrar and Share Transfer Agent M/s Ankit Consultancy Pvt. Ltd.

16. DISCLOSURES

a) Disclosure regarding materially significant related party transactions:

None of the transaction with any of the related parties were in conflict with the interest of the Company. Attention of members is drawn to the disclosure of transactions with the related parties set out in Note No. 26 of Notes on Accounts, forming part of the Annual report.

All related party transactions are negotiated on arm's length basis and are intended to further the interest of the company.

b. Disclosure of non-compliance by the Company:

There has been no instance of non-compliance on any matter related to the capital markets, during the last two years.

c) Web links

Particular	Web links
Material Event Policy	www.natrajproteins.com
Related Party Transaction policy	http://www.natrajproteins.com/investor.html

For and on behalf of the Board

Kailash Chand Sharma
Chairman & Managing Director
DIN 00012900

Place : Itarsi

Date: 16th August, 2018

INDEPENDENT AUDITOR'S REPORT

To the Members,
Natraj Proteins Ltd.
ITARSI

Report on the audit of the Ind AS Financial Statements:

We have audited the attached Ind AS Financial Statements of Natraj Proteins Ltd., (the Company) which comprise the Balance Sheet as at March 31, 2018, the Statement of Profit and Loss (Including Other Comprehensive Income), the Cash Flow Statement and The Statement of Changes in Equity for the year ended on that date, and a summary of significant accounting policies and other explanatory information.

Management Responsibility for the Financial Statements:

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act 2013 (the Act) with respect to the preparation of these Ind AS Financial Statements that give a true and fair view of the financial position, financial performance (including other comprehensive income), cash flows and changes in equity of the Company in accordance with the Accounting principles generally accepted in India, including the Indian Accounting Standards specified in the Companies (Indian Accounting Standards) Rules 2015 (as Amended) under Section 133 of the Companies Act 2013.

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

Auditor's Responsibility:

Our responsibility is to express an opinion on these Ind AS Financial Statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and Rules, made there under. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountant of India, as specified under section 143(10) of the Act. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the Ind AS Financial Statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the Ind AS Financial Statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Ind AS Financial Statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on whether the company has in place an adequate internal financial controls system over financial reporting and the operating and effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the Ind AS Financial Statements.

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

Opinion:

In our opinion and to the best of our information and according to the explanations given to us, the IND AS Financial Statements give the information 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 31-03-2018.
- ii) In the case of Total Comprehensive Income (comprising of profit and other comprehensive income) of the Company for the year ending on 31-03-2018.
- iii) In the case of Cash Flow Statement of the cash flows and the Statement of changes in equity of the Company for the year ended on that date.

Other Matters

The financial information of the Company for the year ended March 31, 2017 and the transition date opening balance

sheet as at 1st April 2016 included in these Ind AS Financial Statements, are based on the previously issued statutory Financial Statements for the years ended March 31, 2017 and March 31, 2016 prepared in accordance with the Companies (Accounting Standards) Rules, 2006 (as amended) which were audited by **Bhutoria Ganesan & Co.**, Chartered Accountants, on which they expressed an unmodified opinion dated May 24, 2017 and May 30, 2016 respectively. The adjustments to those Financial Statements for the differences in accounting principles adopted by the Company on Transition to Ind AS have been audited by us.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditors Report) Order 2016 ("the order") issued by the Central Government of India in terms of sub section (11) of section 143 of the Act, we give in the Annexure A, a statement on the matters specified in paragraphs 3 and 4 of the order, to the extent applicable.
2. As required by section 143(3) of the Act, we report that :
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
 - (b) In our opinion proper books of accounts as required by law have been kept by the Company so far it appears from our examination of those books.
 - (c) The Balance Sheet, Statement of Profit and Loss (including other comprehensive income), the Cash Flow statement and the Changes in the Equity dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid Ind AS Financial Statements comply with the Accounting Standards specified under section 133 of the Act.
 - (e) On the basis of written representations received from the directors as on March 31, 2018, and taken on record by the Board of Directors, none of the directors are disqualified as on March 31, 2018, from being appointed as a director in terms of section 164(2) of the Act.
 - (f) With respect to adequacy of the internal financial controls over financial reporting of the Company and operating effectiveness of such controls, refer our separate report in Annexure B.
 - (g) With respect to the other matters to be included in the Auditors Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules 2014, in our opinion and to the best of our information and according to the explanations given to us :
 - i. The company has disclosed the impact of pending litigations on its financial position in the Ind AS Financial Statements. Refer to Note No 26 B 1 (b), (c), (d) and (e) to the Financial Statements.
 - ii. The company does not have any long term contract or long term derivative contracts and there is no requirement of making any provision on such contracts/derivatives.
 - iii. There is no incidence of any requirement of transfer any amount to the investor Education and Protection fund by the company during the year.

For, ANUP SHRIVASTAVA & ASSOCIATES

Chartered Accountants

ICAI Registration No 006455 C

CA SUDEEP MOITRA

PARTNER

M.NO 400340

Place: Camp Itarsi

Date: 29/05/2018

ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT

[Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditor's Report of even date to the members of NATRAJ PROTEINS LTD ("The Company") on the financial statements for the year ended March 31, 2018]

- (i)
 - (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 program 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 accounts.

- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
- (ii) The management has conducted physical verification of inventories at all its locations at reasonable intervals during the year. 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. The company is maintaining proper records of inventory and no material discrepancies were noticed on physical verification.
- (iii) The company has not granted any loan, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013 and there are no overdue amount of any loan granted to companies or firm or other parties mentioned in the register maintained under section 189 of the Companies Act 2013.
- (iv) In our opinion and according to the information and explanations given to us, the Company has not granted any loan or made investment or guarantee or offered security to any party which requires compliance of provisions of section 185 and 186 of the Act.
- (v) The company has not accepted deposits from the public during the year, with reference to Section 73 to 76 of the Companies Act 2013 read with The companies (Acceptance of Deposits) Rules, 2014 and other relevant provisions of the Act.
- (vi) 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 148(1) of the Companies Act 2013 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 with a view to determining whether they are accurate or complete.
- (vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted / accrued in the books of account in respect of undisputed statutory dues including provident fund, income-tax, sales tax, value added tax, duty of customs, service tax, cess and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities to the extent applicable.

According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, income tax, sales tax, value added tax, duty of customs, service tax, cess and other material statutory dues were in arrears as at 31 March 2018 for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us, and as per the records of the company, there are no material dues which have not been deposited with the appropriate authorities on account of any dispute. However, according to information and explanations given to us, the following dues of income tax, value added tax and cess which have not been deposited on account of dispute are given below:

Name of the Statute	Nature of dues	Amount (Rs. in lacs)	Year to which it pertains	Forum at which case is pending
Income Tax Act 1961	Income Tax	15.90	1994-95 1995-96 1996-97	Before Settlement Commission. Petition filed before MP High Court Jabalpur for stay.
MP VAT Act 2002	VAT	5.05	2006-07	MP Commercial Appellate Board, Bhopal
MP VAT Act 2002	VAT	4.70	2011-12	Commissioner Appeals

- (viii) The Company has not defaulted in repayment of loan or borrowings from the financial institution, banks and government or debenture holders. The company has not issued any debentures.
- (ix) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3 (ix) of the Order is not applicable.
- (x) Based on our audit procedures, and according to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- (xi) According to the information and explanations give to us and based on our examination of the records of the

- Company, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the Ind AS Financial Statements as required by the Ind AS 24, Related Party Disclosures specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (xiv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- (xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- (xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

For, ANUP SHRIVASTAVA & ASSOCIATES
Chartered Accountants

Place: Camp Itarsi

Date: 29/05/2018

CA SUDEEP MOITRA

PARTNER

M.NO 400340

FRN- 006455 C

Annexure - B to Independent Auditor's Report

[Referred to in paragraph 2(f) under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditor's Report of even date to the member of NATRAJ PROTIENS LTD on the Financial Statements for the year ended March 31, 2018]

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of NATRAJ PROTEINS LIMITED ("the Company") as of 31 March 2018 in conjunction with our audit of the Standalone Ind AS Financial Statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit

to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that:

1. Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
2. Provide reasonable assurance that transactions are recorded as necessary to permit preparation of Financial Statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and
3. Provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the Financial Statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial control system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For, ANUP SHRIVASTAVA & ASSOCIATES
Chartered Accountants

Place: Camp Itarsi
Date: 29/05/2018

CA SUDEEP MOITRA
PARTNER
M.NO 400340
FRN-006455 C

BALANCE SHEET AS AT 31-03-2018

Particulars		Note No.	As at 31 st March, 2018	As at 31 st March, 2017	As at 1 st April 2016
1	ASSETS				
	Non-current assets				
	(a) Property, plant and equipment	1	37088491	43,054,936	49,363,212
	(b) Capital Work-in-progress	1A	-	-	-
	(c) Investment Property		-	-	-
	(d) Goodwill		-	-	-
	(e) Other Intangible Assets		-	-	-
	(f) Intangible assets under development		-	-	-
	(g) Biological Assets other than bearer plants		-	-	-
	(h) Financial Assets				
	(i) Investments		-	-	-
	(ii) Trade receivables		-	-	-
	(iii) Loans		-	-	-
	(i) Deferred tax assets	2	5461750	4080335	4066796
	(j) Other non-current assets	3	40912828	68209418	43587861
2	Current Assets				
	(a) Inventories	4	813851030	357948919	447173454
	(b) Financial assets				
	(i) Investments		-	-	-
	(ii) Trade receivables	5	143263456	110827767	55889123
	(iii) Cash and cash equivalents	6	3,866,327	34,896,370	61,366,989
	(iv) Bank balance other than (iii) above		-	-	-
	(v) Loans		-	-	-
	(vi) Others (to be specified)	7	15532063	34797696	46354024
	(c) Current Tax Assets (Net)		-	-	-
	(d) Other current assets		-	-	-
	Total Assets		1059975946	653816441	707801459
	EQUITY AND LIABILITIES				
	Equity				
	(a) Equity Share Capital	8	37470000	37470000	37470000
	(b) Other Equity	9	305588325	289430825	288086403
1	LIABILITIES				
	Non-current Liabilities				
	(a) Financial Liabilities				
	(i) Borrowings	10	750,000	750,000	750,000
	(ii) Trade payables		-	-	-
	(iii) Other financial liabilities (other than those specified in item (b) . to be specified)		-	-	-
	(b) Provisions		-	-	-
	(c) Deferred tax liabilities (Net)	11	10008761	10568708	10830149
	(d) Other non-current liabilities		-	-	-
2	Current liabilities				
	(a) Financial Liabilities				
	(i) Borrowings	12	541038667	188012605	187485646
	(ii) Trade payables	13	150878574	105332925	126018152
	(iii) Other financial liabilities (other than those specified in item (b) . to be specified)		-	-	-
	(b) Other current liabilities	14	12894100	20107149	56616733
	(c) Provisions	15	1347519	2144229	544376
	(d) Current tax liabilities (Net)		-	-	-
	Total Equity and Liabilities		1059975946	653816441	707801459

As per our Report of even date attached

Notes referred to above form an integral part of Financial Statements

For Anup Shrivastava & Associates
Chartered Accountants
Firm Registration no: 006455C

Sudeep Moitra
Partner
Membership no: 400340

PLACE : CAMP ITARSI
DATED : 5/29/2018

FOR AND ON BEHALF OF BOARD OF DIRECTORS

KAILASH CHAND SHARMA
(Managing Director)
DIN 00012900

SHARAD KUMAR JAIN
(Whole Time Director)
DIN 02757935

PLACE: ITARSI
DATED : 5/29/2018

RITESH SHARMA
(C.F.O.)

POOJA AGRAWAL
(Company Secretary)

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31-03-2018

	Particulars	Note	Figures as at the end of current reporting period 31.03.2018	Figures as at the end of previous reporting period 31.03.2017
I	Revenue from Operations	16 & 17	1,955,525,348	2,585,799,373
II	Other income	18	2,318,629	5,575,320
III	Total Income (I+II)		1,957,843,977	2,591,374,693
IV	Expenses			
	Cost of material consumed	19 (a)	1,345,677,617	1,948,490,897
	Purchases of Stock-in-trade	19 (b)	374,180,700	417,670,238
	Changes in inventories of finished goods, Stock-in-Trade, and Work-in-progress	20	(1,669,077)	23,163,121
	Employee Benefits Expense	21	12,407,030	12,735,422
	Finance costs	22	42,736,936	35,626,212
	Depreciation and amortization expenses		5,992,246	6,343,585
	Other Expenses	23	160,689,286	144,200,977
	Total Expenses (IV)		1,940,014,740	2,588,230,453
V	Profit/(loss) before exceptional items and tax (I-IV)		17,829,238	3,144,240
VI	Exceptional items			
VII	Profit/(loss) after exceptional items and before tax (V-VI)		17,829,238	3,144,240
VIII	Tax expense :			
	(1) Current tax		2,333,000	1,132,633
	(2) Deferred tax		(559,947)	(261,441)
IX	Profit/(Loss) for the period from continuing Operations (VII-VIII)		16,056,185	2,273,048
X	Profit/(loss) from discontinued operations		0	0
XI	Tax expenses of discontinued operations		0	0
XII	Profit/(loss) from Discontinued Operations (after tax) (X-XI)		0	0
XIII	Profit/(loss) for the period (IX+XII)		16,056,185	2,273,048
XIV	Other Comprehensive Income			
	A. (i) Items that will not be reclassified to profit or loss			
	Remeasurement of the defined benefit plans		257,784.00	-541640
	(ii) Income tax relating to items that will not be reclassified to profit or loss		(82,749)	167,367
	B. (i) Items that will be reclassified to profit or loss			
	(ii) Income tax relating to items that will be reclassified to profit or loss			
XV	Total Comprehensive Income for the period (XIII+XIV) Comprising Profit (Loss) and Other comprehensive income for the period		16,231,220	1,564,041
XVI	Earning per equity share (for continuing operation)			
	(1) Basic	24	4.33	0.42
	(2) Diluted		4.33	0.42
XVII	Earning per equity share (for discontinued operation)			
	(1) Basic		0	0
	(2) Diluted		0	0
XVIII	Earning per equity share (for discontinued & continuing operation)			
	(1) Basic		4.33	0.42
	(2) Diluted		4.33	0.42

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

For Anup Shrivastava & Associates
Chartered Accountants
Firm Registration no: 006455C

FOR AND ON BEHALF OF BOARD OF DIRECTORS

Sudeep Moitra
Partner
Membership no: 400340

KAILASH CHAND SHARMA
(Managing Director)
DIN 00012900

RITESH SHARMA
(C.F.O.)

SHARAD KUMAR JAIN
(Whole Time Director)
DIN 02757935

POOJA AGRAWAL
(Company Secretary)

PLACE : CAMP ITARSI
DATED : 5/29/2018

PLACE : ITARSI
DATED : 5/29/2018

**CASH FLOW STATEMENT
FOR THE YEAR ENDING 31st MARCH, 2018**

PARTICULARS	YEAR ENDED 31 st March 2018	YEAR ENDED 31 st March 2017
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit Before Tax	18087021.89	2,602,600
Adjustments for:		
ADD :-		
Depreciation & Amortization	5992246.27	6,343,585
Interest Charges	42736936.39	35,626,212
LESS :-		
Interest Income	2318436.00	4,621,564
CSR Expenses	239219.00	219,620
Operating Profit Before Working Capital Changes	64258549.55	39,731,213
Adjustments for :		
Trade Receivables	-32435688.65	-54,938,644
Inventories	-455901110.78	89,223,535
Loans, Advances and other current assets	19265632.55	8,092,139
Current Liabilities	35285638.72	-55,594,958
Income Tax Paid during the year	-5000000.00	2,164,190
Total Adjustments	-438785528.16	-11,053,738
CASH GENERATED FROM OPERATING ACTIVITIES (A)	-374526978.61	28,677,474.00
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed asset Asset/ Capital WIP	-25800.00	-35,309
Interest Received	2318436.00	4,621,564
Non Current Assets, Long term loans and advances	30915174.56	-24,635,096
NET CASH USED IN INVESTING ACTIVITIES (B)	33207810.56	-20,048,841
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from Long Term Borrowings	0.00	0.00
Proceeds of Short Term Borrowings Banks	353026061.66	526,959
Interest Paid	-42736936.39	-35,626,212
NET CASH (USED)/FROM FINANCING ACTIVITIES (C)	310289125.27	-35,099,253
NET INCREASE/(DECREASE) IN CASH & CASH EQUIVALENTS (A+B+C)	-31030042.78	-26,470,619
Cash and Cash Equivalents - Opening Balance	34896370.00	61,366,989
Cash and Cash Equivalents - Closing Balance	3866327.00	34,896,370
Increase/Decrease in Closing Cash Balance	-31030043.00	-26,470,619
Note:		
Cash and Cash Equivalents include:		
(a) Cash on Hand	379185.00	2,057,824
(b) Balances with Banks in Current Accounts	3487142.00	32,838,546
	3866327.00	34,896,370

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

For Anup Shrivastava & Associates
Chartered Accountants
Firm Registration no: 006455C

FOR AND ON BEHALF OF BOARD OF DIRECTORS

Sudeep Moitra
Partner
Membership no: 400340

KAILASH CHAND SHARMA
(Managing Director)
DIN 00012900

RITESH SHARMA
(C.F.O.)

SHARAD KUMAR JAIN
(Whole Time Director)
DIN 02757935

POOJA AGRAWAL
(Company Secretary)

PLACE : CAMP ITARSI
DATED : 5/29/2018

PLACE: ITARSI
DATED : 5/29/2018

Note 1 :

Tangible Assets

S. No	Particulars	Gross Block			Depreciation			Net Carrying Block	
		Opening	Additions	Closing	Opening	During the Year	Closing	Opening As at 31.03.17	Closing As at 31.03.18
1	Land	242,803	-	242,803	-	-	-	242,803	242,803
2	Buildings & Site Development	34,085,314	-	34,085,314	17,561,444	1,013,548	18,574,992	16,523,870	15,510,322
3	Plant & Machinery	93,907,947	-	93,907,947	71,129,561	4,463,520	75,593,081	22,778,386	18,314,866
4	Furniture & Fixtures	524,418	-	524,418	491,853	2,101	493,954	32,565	30,464
5	Office & Other Equipments	1,023,337	-	1,023,337	880,496	30,558	911,054	142,841	112,283
6	Vehicles	1,183,829	-	1,183,829	1,088,507	14,362	1,102,869	95,322	80,960
7	Refinery	33,232,701	-	33,232,701	31,571,075	-	31,571,075	1,661,626	1,661,626
8	Computers	969,524	25,800	995,324	921,041	27,573	948,614	48,483	46,710
9	Earth Moving Equipments	2,262,997	-	2,262,997	2,149,847	-	2,149,847	113,150	113,150
10	Electrical Insatallations & D.G.	11,606,217	-	11,606,217	10,190,327	440,584	10,630,911	1,415,890	975,306
31.03.2018		179,039,087	25,800	179,064,887	135,984,150	5,992,246	141,976,397	43,054,937	37,088,490
31.03.2017		179,003,778	35,309	179,039,087	129,640,566	6,343,585	135,984,151	49,363,212	43,054,936
01.04.2016		195,471,002	(16,467,224)	179,003,778	131,739,580	(2,099,014)	129,640,566	63,731,422	49,363,212

Intangible Assets

S. No.	Particulars	Gross Block			Depreciation			Net Carrying Cost	
		Opening	Additions	Closing	Opening	During the Year	Closing	Opening As at 31.03.17	Closing As at 31.03.18
1	Software	1,150,286	-	1,150,286	1,150,286	-	1,150,286	-	-
31.03.2018		1,150,286	-	1,150,286	1,150,286	-	1,150,286	-	-
31.03.2017		1,150,286	-	1,150,286	1,150,286	-	1,150,286	-	-
01.04.2016		1150286	-	1,150,286	729589	420697	1,150,286	-	-

NOTE 2 : NON-CURRENT LOANS (unsecured, considered good except otherwise stated)

Particulars	As at 31-3- 2018	As at 31-3- 2017	As at 01-04-2016
	Amount in Rs.	Amount in Rs.	Amount in Rs.
Security deposits			
Deposits Unsecured considered good	3,848,194	3,105,494	3444950
Less: Provision for doubtful deposits	0	0	0
	3,848,194	3,105,494	3,444,950
Advances Unsecured considered good	1,613,556	974,841	621846
Total	5,461,750	4,080,335	4,066,796

Note 3 : OTHER NON-CURRENT ASSETS

Particulars	As at 31-3- 2018	As at 31-3- 2017	As at 01-04-2016
	Amount in Rs.	Amount in Rs.	Amount in Rs.
A) Balances with government authorities			
Unsecured, considered good			
Advance tax (Block Period)	3,980,000	3,980,000	3980000
Advance VAT year 2006-07 / VAT Appeal	249,170	244,570	248030
TDS Certificates in hand	730,518	338,574	515658
IT Against Appeal (AY 13-14)	1,460,000	1,460,000	0
GST Input credit receivable (2017-2018)	6,831,853	0	0
IT Advance	771,117	771,117	0
Income tax (Net of Tax Provision AY 2018-19)	2,749,749	0	0
TOTAL (A)	16,772,406	6,794,261	4,743,688
(B) FDR/ DEPOSITS HAVING MATURITY PERIOD MORE THAN 12 MONTHS			
I) Balances held as margin money or security against borrowings, guarantees and other commitments (Refer Note (3.2) below)	24,140,422	61,415,157	37420100
(II) Other Bank Balances having maturity period more than 12 months	0	0	1424073
TOTAL (B)	24,140,422	61,415,157	38,844,173
TOTAL (A+B)	40,912,828	68,209,418	43,587,861

3.1) Margin Money:

Margin money deposits amounting to Rs. 2,29,54,552/- (previous year Rs. 6,14,15,157/-) are lying with Bank against Bank Guarantee & Security against borrowings of Working Capital

- (i) Lien Marked against FDR with Andhra Bank RS. 18,09,254/- (P. Y. Rs.40315980), for the Bank Guarantee, Letter of Credit & other collateral security for the working Capital Borrowings.
- (ii) Lien marked against FDR with Axis Bank Rs. 8,31,316/- (PY Rs.776820). The FDR given as security deposit with Krishi Upaj Mandi Samiti.
- (iii) Lien Marked FDR of Rs.20000000/- (PY Rs. 200 Lacs) with RBL Bank for Corporate Guarantee against Crop Loan to Farmers/Aggregators.
- (iv) Lien marked FDR with ICICI Bank Rs. 3,13,982/- (PY Rs. 322357). The FDR given as security deposit with Krishi Upaj Mandi Samiti.

Note 4 : Inventories

Particulars	As at 31-3- 2018	As at 31-3- 2017	As at 01-04-2016
	Amount in Rs.	Amount in Rs.	Amount in Rs.
(a) Raw materials (At cost or market value whichever is less)	609,324,875	162,110,171	217235957
(b) Finished goods (Cost of Production or Net Realisable Value whichever is less)	176,687,403	175,018,326	198181447
(d) Consumables, Fuel and Packing material (At average cost)	14,147,381	6,938,877	18619395
(e) Stores and machinery spares (Valuation At Cost)	13,691,370	13,882,545	13136655
Total	813,851,030	357,949,919	447,173,454

Note 5.: Current Trade receivables

Particulars	As at 31-3- 2018	As at 31-3- 2017	As at 01-04-2016
	Amount in Rs.	Amount in Rs.	Amount in Rs.
Trade receivables outstanding for a period exceeding six months from the date they were due for payment Unsecured, considered good	31,574,154	87,620,187	37273008
Doubtful	0	0	0
	31,574,154	87,620,187	37,273,008
Other Trade receivables Unsecured, considered good	111,689,302	23,207,580	18616115
	111,689,302	23,207,580	18,616,115
Total	143,263,456	110,827,767	55,889,123

Note 6. Cash and Cash equivalents

Particulars	As at 31-3- 2018	As at 31-3- 2017	As at 01-04-2016
	Amount in Rs.	Amount in Rs.	Amount in Rs.
Cash and Cash Equivalents			
(a) Cash on hand	379,185	2,057,824	2226732
(b) Balances with banks -Current Accounts	3,487,142	32,838,546	38,142,579
(c) FDRs less than 12 months maturity period	-	-	20997678
Total	3,866,327	34,896,370.00	61,366,989.00

Note 7. Current Loans (unsecured, Considered Good except otherwise stated)

Particulars	As at 31-3- 2018	As at 31-3- 2017	As at 01-04-2016
	Amount in Rs.	Amount in Rs.	Amount in Rs.
(a) Security Deposits Unsecured , Considered Good	0	0	0
	0	0	0
Unsecured, considered good			
(b) Loans and advances to employees	251,528	236,685	0
b) Income tax advance tax & Refund due	1,600,000	1,600,000	5,064,189
	1,851,528	1,836,685	5,064,189
(c) Prepaid expenses - Unsecured, considered good	1,284,205	1,239,521	578318
(d) Others			
Advance for raw material & stores	12,396,330	31,721,490	40711517
	13,680,535	32,961,011	41,289,835
ACCURED INTEREST ON BANK	-	-	0
Total	15,532,063	34,797,696	46,354,024

Income tax -advance tax and tax due to be netted off with provision of income tax till AY 2009-2010

Short term Loans and advances : Railway Indent Rs. 6,15,000 as on 31/03/2012 & Rs. 1860000 as on 31/03/2011

Note 8. Equity Share Capital

Particulars	As at 31-3- 2018	As at 31-3- 2017	As at 01-04-2016
	Amount in Rs.	Amount in Rs.	Amount in Rs.
(a) Authorised 50,00,000 Equity shares of Rs.10/ each	50,000,000	50,000,000	50,000,000
(b) Issued Share Capital,Subscribed & Paid up Equity shares of Rs.10 each (3747,000 Equity Shares of Rs. 10 each) (Previous year:3747000 Equity shares of Rs. 10 each	37,470,000	37,470,000	37,470,000
Total	37,470,000	37,470,000	37,470,000

8.1) 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

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

Particulars	As at 31-3- 2018	As at 31-3- 2017	As at 01-04-2016
Equity Shares at the beginning of the year	3,747,000	3,747,000	3,747,000.00
Add: Shares issued during the year	0	0	0
Less: Shares forfeited during the year	0	0	0
Equity shares at the end of the year	3,747,000	3,747,000	3,747,000

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

Name of the Shareholder	As at 31-3- 2018		As at 31-3- 2017		As at 01-04- 2016	
	Number	% of holding in the Class	Number	% of holding in the Class	Number	% of holding in the Class
Equity shares of Rs. 10 each fully paid up						
S.K.Arora	565,000	15.08%	565000	15.08%	565000	15.08%
J.P.Agrawal	223,000	5.95%	223000	5.95%	223000	5.95%
Rajeev Kumar Sharma	193,000	5.15%	193000	5.15%	193000	5.15%
Sharad Kumar Jain	189500	5.06%	189500	5.06%	189500	5.06%

8.4) (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

8.5) Details of calls unpaid

Particulars	As at 31-3- 2018		As at 31-3- 2017		As at 01-04- 2016	
	Number	Amount (in Rs.)	Number	Amount (in Rs.)	Number	Amount (in Rs.)
Equity shares with voting rights						
Aggregate of calls unpaid						
- by Directors	0	0	0	0	0	0
- by Officers	0	0	0	0	0	0
- by Others	0	0	0	0	0	0

8.6) Details of forfeited shares

Class of Share	As at 31-3- 2018		As at 31-3- 2017		As at 01-04- 2016	
	Number of shares	Amount Originally Paid up	Number of Shares	Amount Paid up	Number of Shares	Amount Originally Paid up
Equity shares with voting rights	0	0	0	0	0	0

Note 9 : Other Equity

Particulars	As at 31-3- 2018	As at 31-3- 2017	As at 01-04-2016
	Amount in Rs.	Amount in Rs.	Amount in Rs.
(a) Reserve			
Shares Forfeited Account			
Opening Balance	4,776,700	4,776,700	4,776,700
Additions during the year (Refer Note: 1.6)	0	0	0
Closing Balance (A)	4,776,700	4,776,700	4,776,700
(b) General Reserve			
(Opening and Closing balance) (B)	1,500,000	1,500,000	1,500,000
© CSR Reserve			
Opening Balance	1,559,352	1,778,972	2028164
Add : During the Year (C)	239,219	219,620	249192
	1,320,133	1,559,352	1,778,972
(d) Surplus in the Statement of Profit & Loss			
Opening Balance	281,594,773	280,030,732	333,179,684
Add: Profit During the year	16,056,185	2,273,048	(52,875,017)
	297,650,959	282,303,780	280,304,667
Add: Items of Other Comprehensive Income directly recognised in Retained earnings			
Remeasurement of the defined benefit plans	257,784	(541,640)	(273,934)
Less: Income tax on Other Comprehensive income	(82,749)	167,367	0
Closing Balance (D)	297,991,491	281,594,773	280,030,732
Total (A+B+C+D)	305,588,325	289,430,825	288,086,404

NOTE: 10: NON- CURRENT BORROWINGS

Particulars	As at 31-3- 2018	As at 31-3- 2017	As at 01-04-2016
	Amount in Rs.	Amount in Rs.	Amount in Rs.
(a) Secured Loans			
Term Loan from Banks	0	0	0
(b) Unsecured loan from			
Security Deposits from customers	750,000	750,000	750,000
Total	750,000	750,000	750,000

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

Particulars	As at 31-3- 2018	As at 31-3- 2017	As at 01-04-2016
	Amount in Rs.	Amount in Rs.	Amount in Rs.
(10.1.a) Unsecured loan from Directors and Relatives	0	0	0
Security Deposits from customers	750,000	750,000	750,000
Total	750,000	750,000	750,000

NOTE -11. DEFERRED TAX LIABILITIES

Particulars	As at 31-3- 2018	As at 31-3- 2017	As at 01-04-2016
	Amount in Rs.	Amount in Rs.	Amount in Rs.
Deferred Tax Liability			
On account of difference in depreciation as per books and income tax	10,008,761	10,568,708	10,830,149
Total	10,008,761	10,568,708	10,830,149

DETAILS OF DEFERRED TAX LIABILITIES AS UNDER	As at 31-3- 2018	As at 31-3- 2017	As at 01-04-2016
	Amount in Rs.	Amount in Rs.	Amount in Rs.
Difference between books and Tax written down Values of fixed assets	10,568,708	10,830,149	10338315
(Deferred Tax Asset)/ Deferred Tax Liability During the year	(559,947)	(261,441)	(301983)
Defer tax Liability closing balance	10,008,761	10,568,708	10,830,149

Note 12. CURRENT BORROWINGS

Particulars	As at 31-3- 2018	As at 31-3- 2017	As at 01-04-2016
	Amount in Rs.	Amount in Rs.	Amount in Rs.
SECURED LOANS			
Loan Repayable on Demand from Bank (Ref Note 12.1 to 12.4)	541,038,667	188,012,605	187,485,646
Total	541,038,667	188,012,605	187,485,646

BORROWING FROM ANDHRA BANK

12.1. 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 11.50% 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 warehouse receipt for procurement of soya seed. Rate of interest is 10.00% 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 and against Equitable Mortgage of Factory Land (Free Hold) admeasuring 17.93 Acres)
- 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.
- Personal Guarantees of 3 Directors of the company

Particulars	As at 31-3- 2018	As at 31-3- 2017	As at 01-04-2016
	Amount in Rs.	Amount in Rs.	Amount in Rs.
Secured Loans from Banks			
(12.1.a) Bank Borrowings for Working Capital	339,179,527	158,578,447	104898815
(12.2.a) Short term loan on Warehouse Receipt from Andhra Bank	201,859,140	29,434,158	82586831
	541,038,667	188,012,605	187,485,646

Note 13 : CURRENT TRADE PAYABLES

Particulars	As at 31-3- 2018	As at 31-3- 2017	As at 01-04-2016
	Amount in Rs.	Amount in Rs.	Amount in Rs.
Trade payables	150,878,574	105,332,925	126,018,152
Total	150,878,574	105,332,925	126,018,152

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	As at 31-3- 2018	As at 31-3- 2017	As at 01-04-2016
	Amount in Rs.	Amount in Rs.	Amount in Rs.
The Principal amount (Interest - Nil) remaining unpaid to any supplier as at the end of the accounting year	429,781	5,339,332	7730855
The amount of interest accrued and remaining unpaid at the end of accounting year	NIL	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	NIL

Note 14. OTHER CURRENT LIABILITIES

Particulars	As at 31-3- 2018	As at 31-3- 2017	As at 01-04-2016
	Amount in Rs.	Amount in Rs.	Amount in Rs.
Current Maturities of long term borrowings	0	0	5,653,799
Advance from Customers Against sales	2,316,622	7,673,456	38,425,630
Payables			
(i) Statutory Dues	305,427	696,104	1,175,363
(ii) Expenses Payable	9,446,705	10,395,744	9,612,619
(iii) Interest to RBL	825,347	1,341,845	1,749,322
Total	12,894,100	20,107,149	56,616,733

Note : 15. CURRENT PROVISIONS

Particulars	As at 31-3- 2018	As at 31-3- 2017	As at 01-04-2016
	Amount in Rs.	Amount in Rs.	Amount in Rs.
(a) Provision for employee benefits:			
Provision for Employees Retirement Benefit - obligation	47,519	844,229	544,376
b) Provision for Income tax(Net of advance tax & TDS)	1,300,000	1,300,000	0
Total	1,347,519	2,144,229	544,376

Note 16. Revenue from operations

PARTICULARS		As at 31-3-2018 Amount in Rs.	As at 01-04-2017 Amount in Rs.
(a)	Sale of Products		
	MANUFACTURED		
	Refined Vegetable oil	510,081,800	656,086,518
	Soya DOC	1,011,774,143	1,497,139,063
	Acid oil	6,994,507	10,645,865
	Fatty Acid	395,120	760,455
	Lecithin	14,187,113	22,090,599
	Clay (Soya Mitti)	56,660	440,720
	Tank Sludge	449,460	0
	Sub Total (a)	1,543,938,802	2,187,163,219
(b)	TRADED GOODS		
	Wheat	78,565,500	276,035,240
	Moong	0	70,818,213
	Paddy	210,968,957	0
	Gram	19,340,667	17,718,355
	Maize	3,093,884	16,595,923
	Empty gunny bags	2,993,915	6,826,898
	Urad Sales	2,289,988	8,353,674
	Tuar	1,626,967	1,723,592
	Agri Equipments	91,660,938	0
	Sub Total (b)	410,540,816	398,071,895
	Revenue from operations (a+b)	1,954,479,618	2,585,235,114
	Less: Excise Duty applicable only in case of Acid Oil, Fatty Acid, Lecithin and Acid Oil Sludge.	0	0
	Revenue from Operations (Net)	1,954,479,618	2,585,235,114

NOTE NO: 17: OTHER OPERATING INCOME

PARTICULARS	For the year ended 31st March, 2018 Amount in Rs.	For the year ended 31st March, 2017 Amount in Rs.
Forex rate gain on DOC Sale	1,044,960	0
Wheat Settlement A/c -	0	383,180
Refined Settlement A/c	0	18,904
Sale of Scrap	0	0
Other Income	770	162,175
Total	1,045,730	564,259

Note 18. Other income

PARTICULARS	For the year ended 31st March, 2018 Amount in Rs.	For the year ended 31st March, 2017 Amount in Rs.
Interest income from FDR & others	2,119,677	4,621,564
Miscellaneous income	0	0
Interest Others	198,759	813,375
Entry Tax Refund AY 2013-14	0	140,239
CST previous year	0	0
Rounded off	193	142
Total	2,318,629	5,575,320

Note : 19. Cost of Material Consumed including Packing Material Consumed

PARTICULARS	For the year ended 31st March, 2018 Amount in Rs.	For the year ended 31st March, 2017 Amount in Rs.
Cost of Raw Materials Consumed & Process inputs	1,338,438,636	1,925,872,161
Consumption of Packing Material	6,658,833	17,573,122
Entry Tax on Raw Material	580,148	5,045,613
Total (a)	1,345,677,617	1,948,490,897

Note : 19 A. : Purchase of Traded Goods

PARTICULARS	For the year ended 31st March, 2018 Amount in Rs.	For the year ended 31st March, 2017 Amount in Rs.
Soya DOC	0	22,059,921
Wheat	72,921,599	241,677,257
Paddy	179,975,166	30,903,042
Gram	12,914,869	18,430,367
Moong	0	70,583,551
Mustard	2,629	1,761,562
Urad	8,102,687	12,037,261
Maize	2,987,169	15,887,603
Rice	6,227,000	0
Tuar	8,316,471	4,329,675
Tiwra Purchase	1,140,125	0
Agri Equipments (solar pumps/ irrigation equipments)	81,592,985	0
Total (b)	374,180,700	417,670,238
Total in (a+b)	1,719,858,317	2,366,161,135

Note 20: Changes in Inventories of Finished Goods and Work in Progress

PARTICULARS	For the year ended 31st March, 2018 Amount in Rs.	For the year ended 31st March, 2017 Amount in Rs.
(a) Accretion /decretion of finished goods		
Closing stock of finished goods		
Soya crude oil	27,801,825	26,943,900
Soya Refined oil	25,703,012	30,440,286
Soya DOC	82,554,900	56,257,050
Soya Gum/sludge	25,000	7,500
Acid oil	323,950	375,100
Fatty acid	142,800	204,000
Lecithin	1,378,000	545,200
	137,929,487	114,773,036
Less : Opening stock of finished goods		
Soya crude oil	26,943,900	52,477,729
Soya Refined oil	30,440,286	32,972,691
Soya DOC	56,257,050	77,275,177
Soya Gum/sludge	7,500	7,500
Acid oil	375,100	519,750
Fatty acid	204,000	575,296
Lecithin	545,200	3,180,000
	114,773,036	167,008,143

(Increase) / Decrease of stock of finished goods (a)	(23,156,451)	52,235,107
(b) Accretion /decretion of stock of trading goods		
Closing stock of trading goods		
Gram	547,993	12,684,244
Maize	372,846	372,846
Moong	1,140,405	1,140,405
Mustard	64,293	64,293
Paddy	10,741,350	33,928,948
Tuar	9,415,070	4,080,752
Urad	8,783,505	4,299,120
Wheat	375,454	3,674,682
Rice	6,227,000	0
Tiwra	1,090,000	0
Agriculture Equipments	0	0
	38,757,916	60,245,290
Less : Opening stock of trading goods		
Gram	12,684,244	3,454,770
Maize	372,846	516,510
Moong	1,140,405	0
Mustard	64,293	0
Paddy	33,928,948	3,026,628
Tuar	4,080,752	0
Urad	4,299,120	0
Wheat	3,674,682	24,175,396
Agriculture Equipments	0	0
	60,245,290	31,173,304
(Increase) / Decrease of stock of trading goods (b)	21,487,374	(29,071,986)
Total (a)+(b)	(1,669,077)	23,163,121

Note 21. Employee benefits expenses

PARTICULARS	For the year ended 31st March, 2018 Amount in Rs.	For the year ended 31st March, 2017 Amount in Rs.
Salaries	8,990,270	9,223,050
Staff welfare	195,309	188,797
Workers canteen expenses	103,888	109,210
Labour Welfare fund	7,585	7,820
Contributions to provident fund	299,937	310,606
Bonus	331,110	402,740
Directors Remuneration	2,105,600	2,129,943
House Rent	67,374	60,667
Employees Retirement Benefit (obligation for current year as per actuarial valuation)	305,957	302,589
Total	12,407,030	12,735,422

Note 22. Finance costs

PARTICULARS	For the year ended 31st March, 2018 Amount in Rs.	For the year ended 31st March, 2017 Amount in Rs.
Interest expenses on Banks		
Term Loans	0	0
Working Capital	41,292,809	30,352,477
interest other	161	1,379,617
Term Loan MPFC	0	0
Bank Commission	1,443,966	3,894,118
Processing Charges	0	0
Others		
Unsecured loans/Security deposits from customers	0	0
Total	42,736,936	35,626,212

Note No: 23. Other expenses of Manufacture, Administration , Selling & Distribution

PARTICULARS	For the year ended 31st March, 2018 Amount in Rs.	For the year ended 31st March, 2017 Amount in Rs.
Consumption of coal	18,472,579	29,402,438
Power charges	20,253,205	22,791,112
Diesel consumption & D.G.Set expenses	721,761	838,786
Repairs and Maintenance-P&M,refinery,ETP	5,540,252	4,721,825
Advertisement	56,500	27,000
Boiler Maintenance expenses	1,837,280	1,386,173
Insurance Expenses	313,583	331,983
Lab expenses	228,477	210,870
Office Expenses	218,495	202,884
Printing & Stationery	161,089	179,322
Professional & Consultancy Fees	1,114,590	981,738
Repairs and Maintenance-Electricals	246,186	330,241
Sitting Fee to Independent Directors	70,000	97,750
Transportation	196,749	199,391
TDS Expense Previous Year	0	73,660
Audit Fees		
For Statutory Audit	400,000	460,000
For Tax Audit	110,000	172,500
For Certification Work (Quarterly Limited Review)	100,000	115,000
C. E. D. Other	0	135,966
Excise Duty	160,391	1,490,897
VAT / CST	4,952	64,209
Soya DOC Expenses	89,415,898	75,820,997
Export Expenses	6,276,556	0
Cargo Handling Charges	49,352	0
Telephone Expenses	90,012	129,754
Travel Expenses	214,657	149,742
Vehicle Maintenance	75,297	99,066
Godown Building/Road Maintenance Expenses	95,017	607,539
Other Miscellaneous Expenses	706,193	589,819
Pollution Fee	60,783	94,680
Brokerage	1,692,446	2,169,552
GST Challan Paid	11,502,346	0
Drum Loading	119,229	137,506
Oil Packing exp.	185,412	188,578
Total	160,689,286	144,200,977

Note No: 24 Earnings Per Share

PARTICULARS	For the year ended	For the year ended
	31st March, 2018	31st March, 2017
	Amount in Rs.	Amount in Rs.
Computation of Profit for Basic and Diluted Earnings per share		
Net Profit as per P&L Account	16,231,220	1,564,041
Weighted average number of Equity Share	16,231,220	1,564,041
For Basic Earnings per share		
For Diluted Earnings per share	3,747,000	3,747,000
(EPS is calculated by dividing the profit attributable to the equity share holders by the weighted average number of equity shares outstanding)	3,747,000	3,747,000
Earnings per Share (Weighted Average)		
Basic Earning Per Share (Rs)	4.33	0.42
Diluted Earning Per Share (Rs)	4.33	0.42

Note No. 25 Reconciliation of Equity as previously Reported under AS and as per Ind AS is summarized below:

Particulars	Year Ended 31.03.2017
Other Equity as per previous AS	289430825
Adjustments:	
Add:	0
Less:	0
Net Other Equity as per Ind AS	289430825

Note: Under Ind AS, remeasurement of net defined benefit liabilities i.e., actuarial gains and losses and the return on plan assets, excluding amounts included in the net interest expense on the net defined benefit liability are recognised in other comprehensive income instead of statement of profit or loss. Under the previous GAAP, these remeasurement were forming part of the profit or loss for the year. There is no impact on the total equity as at March 31, 2017.

STATEMENT OF CHANGES IN EQUITY**A. Equity Share Capital**

	31 March 2018		31 March 2017	
	Number of Shares	Amount	Number of Shares	Amount
Balance at the beginning of the reporting period	3747000	37470000	3747000	37470000
Changes in Equity Share Capital during the year	0	0	0	0
Balance at the end of the reporting period	3747000	37470000	3747000	37470000

B. Other Equity
(i) As at March 31, 2018

	Note Reference	Share application on money pending allotment	Equity component of Compound Financial Instrument	Equity Instruments through Other Comprehensive Income	Reserves & Surplus					Total
					Capital Reserve	Share forfeited Reserve	General Reserve	CSR Reserve	Retained Earnings	
Balance at the beginning of the reporting period (A)		0	0	0	0	4776700	1500000	1569352	281594773	289430825
Changes in accounting policy or prior period errors (B)		0	0	0	0	0	0	0	0	0
Profit/(Loss) for the year		0	0	0	0	0	0	0	16,056,185	16,056,185
Other Comprehensive Income for the year		0	0	0	0	0	0	0	257,784	257,784
Income Tax relating to items that will not be reclassified to profit or loss										
Total Comprehensive Income for the year (C)		0	0	0	0	0	0	0	(82,749)	-82,749
Transfer to retain earnings		0	0	0	0	0	0	0	16,231,220	16,231,220
Deferred Hedging gains/(losses) and cost of hedging transferred to P&L during the year		0	0	0	0	0	0	0	0	0
Total (D)		0	0	0	0	0	0	0	0	0
Transactions with the owners in their capacity as the owners										
Issue of Equity shares		0	0	0	0	0	0	0	0	0
Dividends Paid		0	0	0	0	0	0	0	0	0
Employees Stock Option expenses		0	0	0	0	0	0	0	0	0
Total (E)		0	0	0	0	0	0	0	0	0
Other changes during the year										
Utilisation during the year		0	0	0	0	0	0	-239219	0	0
Transaction cost arising on share issue (Net of tax)		0	0	0	0	0	0	0	0	0
Current Year charge to Business development reserve		0	0	0	0	0	0	0	0	0
Charge during the year to Foreign Currency Monetary Item Translation Difference Account		0	0	0	0	0	0	0	0	0
Total (F)		0	0	0	0	0	0	-239219	0	-239219
Balance at the end of the reporting period		0	0	0	0	4776700	1500000	1320133	297991492	305588325

(ii) As at March 31, 2017

	Note Reference	Share application on money pending allotment	Equity component of Compound Financial Instrument	Equity Instruments through Other Comprehensive Income	Reserves & Surplus					Total
					Capital Reserve	Share forfeited Reserve	General Reserve	CSR Reserve	Retained Earnings	
Balance at the beginning of the reporting period (A)		0	0	0	4776700	1500000	1778972	280030732	288086404	
Changes in accounting policy or prior period errors (B)		0	0	0	0	0	0	0	0	
Profit/(Loss) for the year		0	0	0	0	0	0	2273048	2273048	
Other Comprehensive Income for the year		0	0	0	0	0	0	(541640)	(541640)	
Income Tax relating to items that will not be reclassified to profit or loss		0	0	0	0	0	0	167367	167367	
Total Comprehensive Income for the year (C)		0	0	0	0	0	0	1564041	1564041	
Transfer to retain earnings		0	0	0	0	0	0	0	0	
Deferred Hedging gains/(losses) and cost of hedging transferred to P&L during the year		0	0	0	0	0	0	0	0	
Total (D)		0	0	0	0	0	0	0	0	
Transactions with the owners in their capacity as the owners										
Issue of Equity shares		0	0	0	0	0	0	0	0	
Dividends Paid		0	0	0	0	0	0	0	0	
Employees Stock Option expenses		0	0	0	0	0	0	0	0	
Total (E)		0	0	0	0	0	0	0	0	
Other changes during the year										
Utilisation during the year		0	0	0	0	0	-219620	0	0	
Transaction cost arising on share issue (Net of tax)		0	0	0	0	0	0	0	0	
Current Year charge to Business development reserve		0	0	0	0	0	0	0	0	
Charge during the year to Foreign Currency Monetary Item Translation Difference Account		0	0	0	0	0	0	0	0	
Total (F)		0	0	0	0	0	-219620	0	-219620	
Balance at the end of the reporting period		0	0	0	4776700	1500000	1559352	281594773	288430825	

Note No: 26: Significant Accounting Policies other Notes to Financial Statements for the year 2017-2018

A) SIGNIFICANT ACCOUNTING POLICIES:

1. Statement of compliance:-

The financial statements have been prepared in accordance with Indian Accounting Standard (Ind AS) notified under Section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standard) Rules, 2015 and other relevant provisions of the Act. These financial statements are the first financial statements under Ind AS. The financial statements upto year ended March 31, 2017 have been prepared in accordance with the requirements of the previous Indian GAAP, which includes Accounting Standards notified under Section 133 of the Companies Act, 2013, read with the Companies (Accounting Standards) Rules 2006, Paragraph 7 of the Companies (Accounts) Rules 2014, provisions of the Companies Act, 2013 to the extent notified. The date of transition to Ind AS is April 01, 2016. Refer separate note no. B "First Time Adoption of Ind AS" for information on how the Company adopted Ind AS.

2. a) Basis of Preparation of Financial Statements

The financial statements have been prepared in accordance with the generally accepted accounting principles in India. The company has prepared these financial statements to comply with all material aspects with the Indian Accounting Standards notified under section 133 of the Companies Act 2013, read together with Rule 7 of Companies (Accounts) Rules 2014. The financial statements have been prepared on accrual basis under the historical cost convention.

The accounting policies adopted in the preparation of financial statements are consistent with those of the previous year and there are no changes in the accounting policies during the year.

Based on the nature of business and time between acquisition of assets for processing and their realization in cash and cash equivalents, the company has ascertained its operating cycle as months for the purpose of current/non-current classification of assets and liabilities.

b) Use of Estimates and Judgment:-

The preparation of financial statements in accordance with Ind AS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amount of assets, liabilities, income and expenses. Actual results may differ from these estimates. Estimates and assumptions are reviewed on an ongoing basis. Revisions to the accounting estimate recognized in the period in which the estimates are known or materialized.

3. Valuation 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.

4. 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.

5. Revenue:-

Revenue is recognized when the significant risk and rewards of the ownership have been transferred to the buyer, recovery of consideration is probable, the associated cost and possible return of goods can be measured reliably, there is no continuing effective control/ managerial involvement in respect of goods, and the amount of revenue can be measured reliably. The timing of the transfer of control varies depending on the individual terms of the sale.

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 :-

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

6. Property, Plant and Equipment:

Property, Plant and Equipment are measured at cost(which includes capitalized borrowing costs) less accumulated depreciation and accumulated impairment losses if any.

The cost of an item of Property, Plant, Equipment comprises of

- (i) its purchase price, including import duties and non refundable purchase taxes, after deducting discounts and rebates if any
- (ii) any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by the management.
- (iii) the initial estimate of the costs of dismantling and removing the item and restoring the site on which it is located.

If significant parts of an item of Property, Plant and Equipment have different useful lives, then they are accounted for as separate items (major components) of Property, Plant and Equipment and depreciated accordingly.

Any gain or loss on disposal of an item of Property, Plant and Equipment is recognized in Statement of Profit and Loss.

Subsequent expenditure is capitalized only if it is probable that the future economic benefits associated with the expenditure will flow to the company.

7. Intangible Assets:

Computer software have definite useful lives and are measured at cost less accumulated amortization and any accumulated impairment losses.

Computer software is amortized over their estimated useful life or 3 years whichever is lower. The amortization methods, useful lives and residual values are reviewed at each reporting date and adjusted, if required.

8. 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.

9. Depreciation

Depreciation is calculated using the straight line method, at rates arrived at based on useful life estimated by management in case of all assets except for Refinery Machinery. In case of Refinery Machinery the same is

calculated on written down value basis. The company has used the following useful life to provide depreciation on its fixed assets. (Useful life in Number of year)

Name of Asset	Useful Life (In Year's)
1. Factory buildings, godown buildings	30
2. Office and Other buildings	60
3. Site Development	10
4. Plant and Machinery (Continuous Process)	8
5. Furniture and Fixture & Motorcycle scooter	10
6. Other P&M, Electrical equip, lab and equip	10
7. Office equipments	5
8. Vehicles	8
9. Windmill	22
10. Earth moving equipments	9
11. Computer	3

The useful life of assets is same as per Schedule II of the Companies Act 2013.

Intangible assets: Software is amortized on straight line basis over a period of 3 years.

Depreciation is computed with reference to cost. The residual value and useful life of the assets are reviewed and adjusted, if appropriate, at the end of each reporting period. Gains and losses on disposal are determined by comparing proceeds with carrying amounts. These are included in the statement of profit and loss.

10. 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.

11. 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 statement of Profit and Loss in the year in which they are incurred.

12. Employee Benefits.

- (i) **Defined Contribution Plans:** A defined contribution plan is a post employment benefit plan under which company pays fixed contribution into a separate entity and will have no legal or constructive obligation to pay further amounts. The company makes specified monthly contribution towards government administered Provident fund Scheme.

Obligations for contributions to defined contribution plans are expensed as the related service is provided. Prepaid contributions are recognized as an asset to the extent that a cash refund or a reduction in further payments is available.

All Leave encashment dues for the year are settled within the same year are charged to statement of profit and loss. Short term benefits are expensed as the related service is provided.

- (ii) **Defined Benefit Plans:-**

Company's liability towards gratuity is considered as a Defined Benefit Plan. The company pays gratuity to

the employees who have completed 5 years of service with the company at the time when employee leaves the company. The gratuity is paid as per the provisions of Payment of Gratuity Act, 1972. The liability in respect of gratuity is calculated using the Projected Unit Credit Method and spread over the periods during which the benefit is expected to be derived from employees' services. The present value of obligation towards gratuity is determined on actuarial valuation as certified by actuarial valuer. Actuarial gains and losses are recognized in full in the period in which they occur in the statement of profit and loss.

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.

Re measurement of defined benefit plans in respect of post employment are charged to other comprehensive income.

13. Deferred Tax

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.

Deferred Tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset is realized, based on the tax rates and tax laws that have enacted or subsequently enacted by the end of the reporting period.

The carrying amount of Deferred Tax Liabilities and assets are reviewed at the end of each reporting period. Deferred tax is recognized to the extent that it is probable that future taxable profit will be available against which they can be used.

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.

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

14. 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.

15. Contingent Liabilities

A contingent liability is a possible obligation that arise from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the company or a present obligation that is not recognized because it is not probable than an outflow of resources will be required to settle the obligation.

A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The company does not recognize a contingent liability but discloses its existence in the financial statements.

As and when additional information becomes available to the company, estimates are revised and adjusted periodically.

16. Foreign Exchange Transaction:

Transactions in foreign currency are accounted at the exchange spot rate prevailing on the date of the transaction. Year end receivables and payables are translated at year end rate of exchange. With effect from April 2011 gain/ loss on account of fluctuations in exchange rates pertaining to long term foreign currency borrowings to the extent they are related to acquisition of depreciable fixed assets is adjusted to the cost of asset and in case of other long

term foreign currency borrowings, the same is amortized over the life of such long term borrowings.

In all other cases, the difference on account of fluctuation in the rate of exchange is recognized in the statement of profit and loss.

17. Income Tax

Income tax expenses comprises of current and deferred tax. Tax is recognized in the statement of profit and loss, except to the extent that it relates to items recognized in the other comprehensive income or in equity. In such cases, the tax is also recognized in the other comprehensive income or in equity.

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on the tax rates and laws that are enacted or subsequently enacted at the balance sheet date.

Current tax assets and liabilities are offset only if the company;

- (i) has a legally enforceable right to set off the recognized amounts; and
- (ii) intends either to settle on a net basis or to realize the asset and settle the liability simultaneously.

18. Segment Reporting Policies:

Identification of Segments: The Company's operating business are organized and managed separately according to the nature of product with each segment representing a strategic business unit that offer different products and serves different markets.

Assets, liabilities, revenue and expenditure identified to each segment is taken as segment related transaction. Common assets, liabilities and expenses are not allocated to segments.

19. Earning Per Share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of shares outstanding during the period.

For the purpose of calculated diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

20. Additional Information

Consumption

Value of imported and indigenous Raw material, Traded Goods & Process Inputs consumed and percentage there of:

S.No.	Particulars	(Rs. in Lakhs)			
		Year 2017-18		Year 2016-17	
1	Raw Material, Traded goods & Process Inputs				
	Imported				
	Indigenous	17198.58	100%	23661.61	100%
2	Stores and Spares: (Including consumables I)				
	Imported	NIL	NIL	NIL	NIL
	Indigenous	49.20	NIL	47.22	100%
3	CIF Value of Imports	NIL	NIL	NIL	NIL
4	Expenditure in Foreign Currency	NIL	NIL	NIL	NIL
5	Earning in foreign currency (Direct Export)	806.34	4.12%	NIL	NIL

B) FIRST TIME ADOPTION OF IND AS

These are the Company's first financial statements prepared in accordance with Ind AS. The company has prepared the opening balance sheet as per Ind AS as of April 01, 2016 (the transition date) by recognising all assets and liabilities whose recognition is required, not recognising items of assets or liabilities which are not permitted, reclassifying items from previous GAAP to Ind AS and applying Ind AS in measurement of recognised assets and liabilities. However this principle is subject to the certain exception and certain optional exemptions availed by the company as detailed below.

Set out below are the applicable Ind AS 101 optional exemptions and mandatory exceptions applied in the transition from previous GAAP to Ind AS.

A. Transition to Ind AS - Reconciliations

The following reconciliations provide a quantification of the effect of significant differences arising from the transition from previous GAAP to Ind AS in accordance with Ind AS 101:

1. The Reconciliation of Standalone Balance Sheet as previously reported under Indian GAAP and Ind AS as at March 31, 2017 and April 01, 2016.
 2. The Reconciliation of Net Profit reported under Indian GAAP for the year March 31, 2017.
 3. The Reconciliation of Other Equity reported under Indian GAAP for the year March 31, 2017.
1. **The Reconciliation of Standalone Balance Sheet as previously reported under Indian GAAP and Ind AS as at March 31, 2017 and April 01, 2016.**

Particulars	Figures as at the end of previous reporting period 31-3-17			Figures as at the end of previous reporting period 01-4-16		
	Indian IGAAP	Effects of transition to Ind AS	Ind AS	Indian IGAAP	Effects of transition to Ind AS	Ind AS
Assets						
Non-current assets						
(a) Property, plant and equipment	43,054,936	-	43,054,936	49,363,212	-	49,363,212
(b) Capital Work-in-progress	-	-	-	-	-	-
(c) Investment Property	-	-	-	-	-	-
(d) Goodwill	-	-	-	-	-	-
(e) Other Intangible Assets	-	-	-	-	-	-
(f) Intangible assets under development	-	-	-	-	-	-
(g) Biological Assets other than bearer plants	-	-	-	-	-	-
(h) Financial Assets	-	-	-	-	-	-
(i) Investments	-	-	-	-	-	-
(ii) Trade receivables	-	-	-	-	-	-
(iii) Loans	4,080,335	-	4,080,335	4,066,796	-	4,066,796
(i) Deferred tax assets	-	-	-	-	-	-
(j) Other non-current assets	68,209,418	-	68,209,418	43,587,861	-	43,587,861
Current Assets						
(a) Inventories	357,949,919	-	357,949,919	447,173,454	-	447,173,454
(b) Financial assets	-	-	-	-	-	-
(i) Investments	-	-	-	-	-	-
(ii) Trade receivables	110,827,767	-	110,827,767	55,889,123	-	55,889,123
(iii) Cash and cash equivalents	34,896,370	-	34,896,370	61,366,989	-	61,366,989

(iv) Bank balance other than (iii) above		-	-	-	-	-
(v) Loans	34,797,696	-	34,797,696	46,354,024	-	46,354,024
(vi) Others (to be specified)	-	-	-	-	-	-
(c) Current Tax Assets (Net)	-	-	-	-	-	-
(d) Other current assets	-	-	-	-	-	-
Total Assets	653,816,442	-	653,816,442	707,801,459	-	707,801,459
EQUITY AND LIABILITIES						
Equity						
(a) Equity Share Capital	37,470,000	-	37,470,000	37,470,000	-	37,470,000
(b) Other Equity	288080825	-	288080825	286736404	-	286736404
Reserve	4,776,700	-	4,776,700	4,776,700	-	4,776,700
General Reserve	1,500,000	-	1,500,000	1,500,000	-	1,500,000
CSR Reserve	1,559,352	-	1,559,352	1,778,972	-	1,778,972
Retained Earnings :						
Opening Balance	280,030,732	-	280,030,732	333,179,684	-	333,179,684
Add: Profit During the year	1,564,041	709,007	2,273,048	(53,148,952)	273,934	(52,875,017)
	281,594,773	709,007	282,303,780	280,304,667	273,934	280,304,667
Add: Items of Other Comprehensive Income directly recognised in Retained earnings		(541,640)	(541,640)		(273,934)	(273,934)
Less: Income tax on Other Comprehensive Income		167,367	167,367			
Closing Balance	281,594,773	-	281,594,773	280,030,733	-	280,030,733
LIABILITIES						
Non-current Liabilities						
(a) Financial Liabilities						
(i) Borrowings	750,000	-	750,000	750,000	-	750,000
(ii) Trade payables	-	-	-	-	-	-
(iii) Other financial liabilities (other than those specified in item (b), to be specified)	-	-	-	-	-	-
(b) Provisions	-	-	-	-	-	-
(c) Deferred tax liabilities (Net)	10,568,708	-	10,568,708	10,830,149	-	10,830,149
(d) Other non-current liabilities	-	-	-	-	-	-
Current liabilities						
(a) Financial Liabilities						
(i) Borrowings	188,012,605	-	188,012,605	187,485,646	-	187,485,646
(ii) Trade payables	105,332,925	-	105,332,925	126,018,152	-	126,018,152
(iii) Other financial liabilities (other than those specified in item (b), to be specified)	-	-	-	-	-	-
(b) Other current liabilities	20,107,149	-	20,107,149	56,616,733	-	56,616,733
(c) Provisions	2,144,229	-	2,144,229	544,376	-	544,376
(d) Current tax liabilities (Net)	-	-	-	-	-	-
Total Equity and Liabilities	652466442	-	652466442	706451461	-	706451461

2. The Reconciliation of Net Profit reported under Indian GAAP for the year March 31, 2017.
(a)

Particulars	Figures as at the end of previous reporting period 31.03.2017
Net Profit after tax as per Indian GAAP	15.64
Adjustments on account of Ind AS-Increasing/(Decreasing)	
Less: Impact of Defined Benefit Plan Expenses	-2.58
Profit after tax as reported under Ind AS	13.06
Add: Other Comprehensive Income (Gross)	2.58
Net Profit as per Ind AS	15.64

(b)

Particulars	Figures as at the end of previous reporting period 31.03.2017		
	Indian GAAP	Effect of transition to Ind AS	Ind AS
Revenue from Operations	2,585,235,114	564,259	2,585,799,373
Other Operating Income	564,259	(564,259)	0
Other income	5,575,320	0	5,575,320
Total Income (I+II)	2,591,374,693	0	2,591,374,693
Expenses			
Cost of material consumed	1,948,490,897	0	1,948,490,897
Purchases of Stock-in-trade	417,670,238	0	417,670,238
Changes in inventories of finished goods, Stock-in-Trade, and Work-in-progress	23,163,121	0	23,163,121
Employee Benefits Expense	13,277,062	(541,640)	12,735,422
Finance costs	35,626,212	0	35,626,212
Depreciation and amortization expenses	6,343,585	0	6,343,585
Other Expenses	144,200,977	0	144,200,977
Total Expenses (IV)	2,588,772,092	(541,639)	2,588,230,453
Profit/(loss) before exceptional items and tax (I-IV)	2,602,601	541,639	3,144,240
Exceptional items	0	0	0
Profit/(loss) after exceptional items and before tax (V-VI)	2,602,600	541,640	3,144,240
Tax expense :			
(1) Current tax	1,300,000	(167,367)	1,132,633
(2) Deferred tax	(261,441)	0	(261,441)
Profit/(Loss) for the period from continuing Operations (VII-VIII)	1,564,041	709,007	2,273,048
Profit/(loss) from discontinued operations	0	0	0
Tax expenses of discontinued operations	0	0	0
Profit/(loss) from Discontinued Operations (after tax) (X-XI)	0	0	0
Profit/(loss) for the period (IX+XII)	1,564,041	709,007	2,273,048

Other Comprehensive Income			
A. (i) Items that will not be reclassified to profit or loss			
Remeasurement of Defined Benefit Plans	0	(541,640)	(541,640)
(ii) Income tax relating to items that will not be reclassified to profit or loss	0	167,367	167,367
B. (i) Items that will be reclassified to profit or loss	0	0	0
(ii) Income tax relating to items that will be reclassified to profit or loss	0	0	0
Total Comprehensive Income for the period (XIII+XIV) Comprising Profit (Loss) and Other comprehensive income for the period	1,564,041	0	1,564,041

3. Reconciliation of Equity as previously Reported under AS and as per Ind AS is summarized below:

Particulars	Year Ended 31.03.2017
Other Equity as per previous AS	289430825
Adjustments:	
Add:	0
Less:	0
Net Other Equity as per Ind AS	289430825

Note: Under Ind AS, remeasurement of net defined benefit liabilities i.e., actuarial gains and losses and the return on plan assets, excluding amounts included in the net interest expense on the net defined benefit liability are recognised in other comprehensive income instead of statement of profit or loss. Under the previous GAAP, these remeasurement were forming part of the profit or loss for the year. There is no impact on the total equity as at March 31, 2017.

C) OTHER NOTES:

CONTINGENT LIABILITIES

1. (Amount in Lakhs)

Particulars	Opening Balance	Addition	Adjustment	Closing Balance
a) Bank Guarantee	28.38	0.75	0.00	29.13
b) Income Tax	15.90	0.00	0.00	15.90
c) Corporate Guarantee	200.00	0.00	0.00	200.00
d) M.P. Commercial Tax (2006-2007)	5.05	0.00	0.00	5.05
e) Commercial Tax(2011-12)	4.70	0.00	0.00	4.70

- Trade Receivables, Trade and other payables and bank balances are subject to confirmation.
- The figures of previous year have been reclassified and /or regrouped wherever necessary to confirm to current year classification or group.

4. The reconciliation of GST paid and receivable during the financial year 2017-2018 is under progress
5. In accordance with the Indian 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

S.No.	Particulars	31-03-2018	31-03-2017
I	Expenses Recognized in Statement of Profit and Loss		
	Current Service cost from 01-04-2017 to 31-03-2018	274777	273718
	Net interest on net Defined Liability/(Asset)	31180	28871
	Expenses Recognized in Statement of Profit and Loss	305957	302589
II	Other Comprehensive Income		
	Actuarial (Gains)/Losses on Liability	(252503)	557493
	Return on Plan Assets excluding amount included in 'Net interest on net Defined Liability /(Asset)' above	(5280.53)	(15853)
	Expenses Recognized in Other Comprehensive income	(257784)	541640
II	Net assets/liability recognized in Balance Sheet		
	Present value of the obligation at end of the year	4620118	42,81,047
	Fair value of the plan assets at 31-03-2018	4572599	34,37,690
	Un-funded liability as on 31-03-2018	47519	844229
III	Changes in Benefit Obligation		
	Present value of deemed Benefit obligations at the beginning of the year	4281047	3509928
	Interest Cost from 01-04-2017 to 31-03-2018	316797	2,40,430
	Service cost from 01-04-2017 to 31-03-2018	274777	2,73,718
	Benefit paid from 01-04-2017 to 31-03-2018	-	(3,00,522)
	Actuarial (gains)/loss on obligations	(14416)	111910
	Actuarial losses /(gains) arising from experience adjustments	(238087)	445583
	Present value of defined benefit obligations at the end of the year	4620118	42,81,047
IV	Change in the fair value of Plan Assets during the year		
	Fair value of the plan at the beginning of the year	3437690	29,66,627
	Expected Return on plan assets	285617	2,11,559
	Employer's Contribution	844011	5,44,173
	Actuarial (gain)/loss	5281	15853
	Benefits Paid	-	(3,00,522)
	Fair value of the plan at the end of the year	4572599	34,37,690

V	Assumptions		
	Retirement Age	58	58
	Attrition Rates	5% at younger ages and reducing to 1% at older ages accounting to graduated scale.	5% at younger ages and reducing to 1% at older ages accounting to graduated scale.
	Future Salary Rise	7.00% PA	6.5%PA
	Rate of Discounting	7.40% PA	6.85%PA
	Mortality Table	(Indian Assured Lives Mortality (2006-08) Ult.	(Indian Assured Lives Mortality (2006-08) Ult.

PROVISIONS

	As at 31-3- 2018 March 31, 2018	As at 31-3- 2017 March 31, 2017	As at 01-04-2016 April 01, 2016
i) Provision for Gratuity	47519	844229	544376

The Company contributes to the following post-employment defined benefit plans in India.

A. Defined Contribution Plans:

The Company has certain defined contribution plans. Contributions are made to provident fund in India for employees at the specified rate as per regulations. The contributions are made to registered provident fund administered by the Government of India. The obligation of the Company is limited to the amount contributed and Company has no further contractual or any constructive obligation. The Company has recognized Rs. 43145 [FY 2016-2017- Rs 48694] towards contribution to Provident Fund.

B. Defined Benefit Plan:**a) Gratuity**

The Company provides for gratuity for employees in India as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/termination/resignation is paid as per the provisions of the Payment of Gratuity Act, 1972. The gratuity plan is a funded plan and Company makes annual contributions to the Group Gratuity cum Life Assurance Schemes administered by the LIC of India, a funded defined benefit plan for qualifying employees. The most recent actuarial valuation of plan assets and the present value of the defined benefit obligation for gratuity were carried out as at March 31, 2018. The present value of the defined benefit obligations and the related current service cost and past service cost, were measured using the Projected Unit Credit Method.

(In Rs)

	March 31, 2018	March 31, 2017	April 01, 2016
	Gratuity	Gratuity	Gratuity
Present Value of Benefit Obligations	4620118	4281047	3509928
Fair Value of plan assets	4572599	3437690	2966627
Net Liability/(Asset) recognized in Balance Sheet	47519	843357	543301
Non- current	4340556	4024737	3321732
Current (Refer Note : 15)	279562	256310	188196
Net defined benefit (Obligation)/ assets	4620118	-843357	-543301

B. Movement in net defined benefit (asset) liability:

The following table shows a reconciliation from the opening balances to the closing balances for net defined benefit (asset) liability and its components

(In Rs)

	March 31, 2018	March 31, 2017	April 01, 2016
	Gratuity	Gratuity	Gratuity
Present Value of Benefit Obligations			
Opening Balance	4281047	3509928	3059566
Included In Profit & Loss	0	0	0
Current service cost	274777	273718	247453
Past service cost	0	0	0
Interest cost (Income)	316797	240430	235587
	4872621	4024076	3542606
Re measurement Gain (Loss)	0	0	0
Actuarial gain (Loss) due to	0	0	0
-Demographic assumptions	0	0	0
-Financial assumptions	(14416)	111910	135579
-Experience adjustment	(238087)	445583	143650
Benefits Paid	0	(300522)	(311907)
Closing balance	4620118	4281047	3509928
Fair value of plan asset			
Opening balance	3437690	2966627	2773270
Expected Return on Planned assets	285617	211559	212597
	3723307	3178186	2985867
Re measurement Gain/ (Loss)	0	0	0
Actuarial gain /(Loss)	5281	15853	5296
	3728588	3194039	2991163
Other			
Contributions paid by the employer	844011	544173	287371

Benefits paid	0	(300522)	(311907)
Closing balance	4572599	3437690	2966627
Represented by			
Net defined assets	0	0	0
Net defined benefit liability	47519	843357	543301
Expenses recognized in Statement of Profit and Loss			
Current service cost	274777	273718	247453
Net Interest cost	31180	28871	22989
Actuarial (gain)/loss on obligation for the period	0	0	0
Expenses recognized in statement of Profit and Loss	305957	302589	270442
Expense recognized in Other Comprehensive Income (OCI)			
Actuarial (gain)/loss on obligation for the period	(252503)	557493	279229
Return on plan assets excluding interest income	(5280.53)	(15853)	(5296)
Net (Income)/ Expenses for the period recognized in OCI [Refer Note 33A(1)(i)]	(257784)	541640	273934

C. Plan Assets:-

Plan assets comprise the following	(In Rs.)		
	March 31, 2018	March 31, 2017	April 01, 2016
	Gratuity	Gratuity	Gratuity
LIC managed fund (100%)	4572599	3437690	296662

D. Defined benefit obligations**i) Actuarial assumptions**

The following were the principal actuarial assumptions at the reporting date (expressed as weighted average)

Particulars	March 31, 2018	March 31, 2017	April 01, 2016
Discount rate	7.40%	6.85%	7.70%
Salary escalation rate	7.00%	6.50%	7.00%
Rate of return on plan assets			
Retirement Age	58 Years	58 Years	58 Years
Attrition Rate	5% to 1%	5% to 1%	5% to 1%
Mortality Rate	Indian Assured Lives Mortality (2006-08) Ult	Indian Assured Lives Mortality (2006-08) Ult	Indian Assured Lives Mortality (2006-08) Ult

ii) Sensitivity analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below

(In Rs.)

	March 31,2018		March 31,2017		April 1,2016	
	Increase	Decrease	Increase	Decrease	Increase	Decrease
Discount rate (1% movement)	4337052	4933172	3969724	4629743	3226145	3830049
Salary Escalation rate (1% movement)	4931342	4333497	4627511	3965960	3829104	3221861
Withdrawal Rate (1% movement)	4621671	4618525	4282891	4279149	3513793	3505944

Although the analysis does not take account of the full distribution of cash flows expected under the plan, it does provide an approximation of the sensitivity of the assumptions shown.

iii) Expected Contribution in next year	March 31,2018	March 31,2017	April 1,2016
	(In Rs.)	(In Rs.)	(In Rs.)
Gratuity	279562	256310	188196

6. Related Party Disclosures (As identified by the Management)
Related party Relationships

- Where control exists: Kailash Chand Sharma, J.P. Agrawal, Sharad Kumar Jain.
- Key Management Personnel: Shri. Kailash Chand Sharma, Managing Director
- 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 2018 and no amount has been written off or written back during the year in respect of debts due from/to them.

7. Transactions with related parties during the year given below:-

- J.P. Agarwal Managerial remuneration paid Rs. 6.00 lakhs, Previous year Rs. 6.00 Lakhs
- K.C. Sharma Managerial remuneration paid Rs. 9.30 lakhs, Previous year Rs. 9.30 Lakhs
- Ritesh Sharma related to MD remuneration paid Rs. 7.50 lakhs, Previous year Rs. 7.50 Lakhs
- Sharad Kumar Jain Managerial remuneration paid Rs. 6.00 lakhs, Previous year Rs. 6.00 Lakhs
- M/s Sourabh Traders related to MD : Purchase of Soya seeds of Rs. 387.30 Lakhs and Purchase of wheat of Rs. 2.94 Lakhs during the Financial Year ended 2017-18.

As per our report of even date

FOR AND BEHALF OF BOARD OF DIRECTORS

For Anup Shrivastava & Associates
Chartered Accountants
Firm Registration No. 006455C

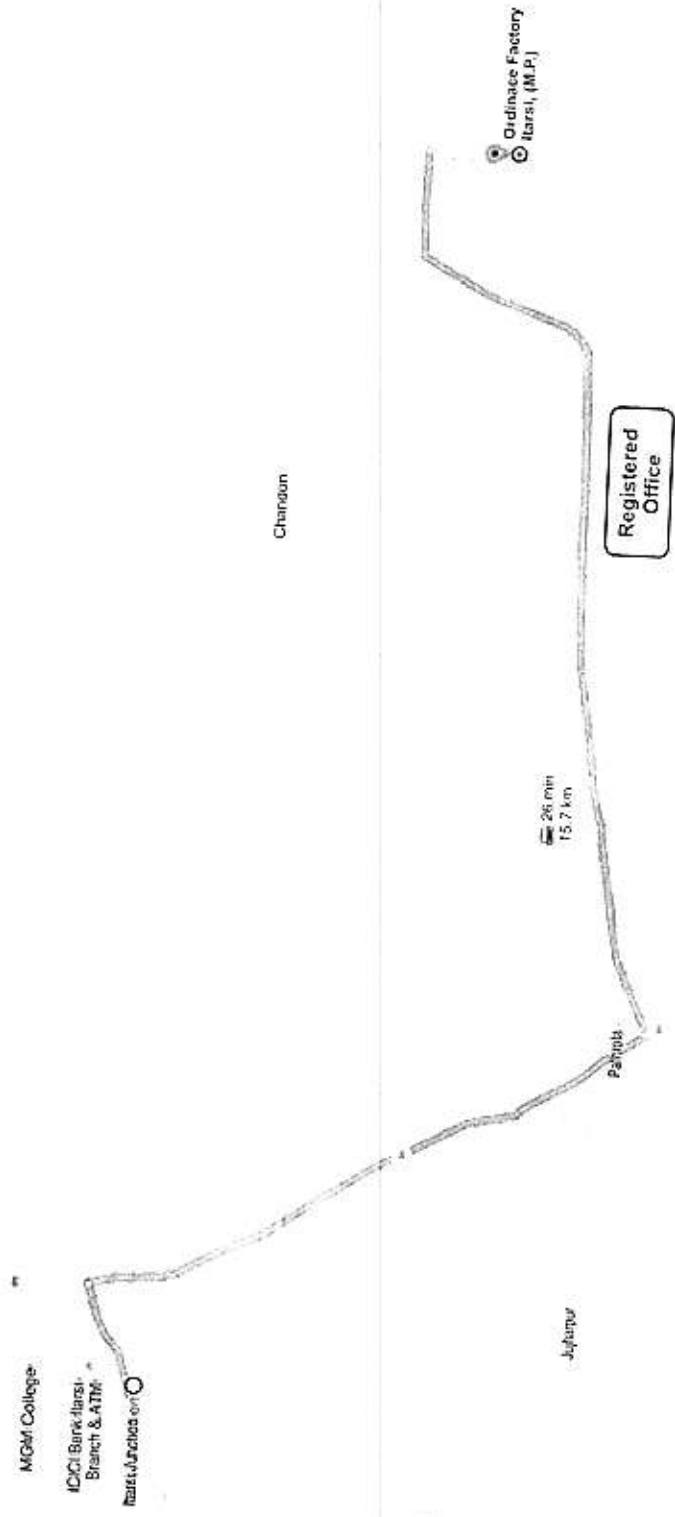
Kailash Chand Sharma
(Managing Director)
DIN 00012900

Sharad Kumar Jain
(Whole Time Director)
DIN 02757935

CA. SUDEEP MOITRA
Partner
Membership No. 400340
Date: 29/05/2018

Pooja Agrawal
(Company Secretary)
Place: Camp Itarsi
Date: 29/05/2018

Ritesh Sharma
Chief Financial Officer
Place: Itarsi
Date: 29/05/2018



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, 2016]

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/ DPID :

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

1. Name : Address : Sign : E-mail Id :
 or failing him:
2. Name : Address : Sign : E-mail Id :
 or failing him:
3. Name : Address : Sign : E-mail Id :
 or failing him:

as my/our proxy to attend and vote on a poll for me/us and on my/our behalf at the 27th Annual general meeting of the company, to be held on Tuesday, the 18th September, 2018 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:

S. No.	Type of Resolution	Resolution/ Agenda Items
1.	Ordinary	Consider, approve and adopt Audited Financial Statements, Reports of the Board and Auditor for the year ended 31st March, 2018
2.	Ordinary	Re-appointment of Smt. Namita Sharma (DIN: 02486865) who is liable to retire by rotation being eligible offer herself for re-appointment
3.	Ordinary	To ratify the Appointment of M/s. Anup Shrivastava & Associates, Chartered Accountant (F.R.N.004465C) as the Statutory Auditors of the Company approval to dispense of the requirement of ratification of auditors up to their remaining term of appointment & fix their remuneration.
4.	Ordinary	Ratification for fixing of Remuneration of Cost Auditor for the Financial Year 2018-19.
5.	Special	Re-appointment of Shri Kailash Chand Sharma (DIN: 00012900) as the Managing Director for a period of 3 years w.e.f. 1st August, 2019.
6.	Special	Re appointment of Shri Umesh Narayan Trivedi (DIN : 00018188) as the Independent Director for 2nd Terms of 5 Consecutive Year w.e.f 1st April, 2019 to 31 March, 2024
7.	Special	Re appointment of Shri Pradeep Agrawal (DIN : 05279673) as the Independent Director for 2nd Terms of 5 Consecutive Year w.e.f. 1st April, 2019 to 31 March, 2024

Signed this day of 2018
 Signature of proxy holder(s) Signature of shareholder

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.

ATTENDANCE SLIP

27th Annual General Meeting of Natraj Proteins Ltd. held on Tuesday, 18th Sept., 2018
 at the Registered Office of the Company held at Nagpur Kalan Ordinance Factory Road, Itarsi (M.P.) 461111

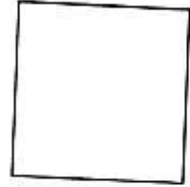
R.F. No.
 Mr./Mrs./Miss (Shareholders' name in block letters)
 I/We certify that I/We am/are registered shareholder / proxy for the registered shareholder of the company.
 I/We hereby record my/our presence at the 27th Annual General meeting of the company at the Registered office of the company 18th September, 2018.
 (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.)