
**23rd
Annual
Report
2013-14**



SARDA PROTEINS LIMITED

BOARD OF DIRECTORS

Shri Damodar Prasad Sarada	-	Whole-time Director
Shri Siddharth Sarada	-	Whole-time Director
Shri Madhu Sudan Somani	-	Director
Shri Kailash Kumar Dhoot	-	Director (Independent)
Shri Pawan Kumar Maheshwari	-	Director (Independent)
Shri Badri Bishal Sarada	-	Director (Independent)

COMPLIANCE OFFICER

Shri Damodar Prasad Sarada

PRINCIPAL BANKERS

SBBJ, SBI, HDFC

AUDITORS

M/s. Khetawat Agarwal & Company,
Chartered Accountants,
Alwar

REGISTERED OFFICE & WORKS

E - 172 (A), Matsya Industrial Area,
Alwar 301030, Rajasthan India
Tel: 91- 0144-2881392
E-mail : sardaproteins@yahoo.com
Website : www.sardaproteins.com
CIN : L15142RJ1991PLC006353

CORRESPONDENCE OFFICE

E - 172 (A), Matsya Industrial Area,
Alwar 301030, Rajasthan India
Tel: 91- 0144-2881392
e-mail : sardaproteins@yahoo.com

REGISTRAR & TRANSFER AGENT

Link Intime India Pvt. Ltd,
44 Community Center, 2nd Floor,
Naraina Industrial Area, Phase I,
Near PVR, Naraina, New Delhi - 110028
Tel : 011 - 4141 0592/93/94
Email : delhi@linkintime.co.in

CORPORATE ADVISOR

V. M. & Associates,
Company Secretaries,
Jaipur

VENUE

E - 172 (A), Matsya Industrial Area,
Alwar 301 030 (Raj.)
Dated: Tuesday, 30th September 2014
at 2:30 P.M.

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DIRECTORS' REPORT

To,
The Members,
Sarda Proteins Limited

Your Directors have pleasure in presenting the Twenty Third Annual Report of your Company along with Audited Annual Accounts for the year ended on 31st March, 2014.

FINANCIAL RESULTS

The financial performance of the Company for the year ended on 31st March, 2014 is as follows:

(In Rs.)

Particulars	F.Y. 2013-14	F.Y. 2012-13
Sales	24,396,850	1,25,816,127
Other Income	2,81,561	18,55,152
Profit/(Loss) before tax	(17,26,557.48)	(44,74,255.04)
Net/(Loss) Profit after tax	(1,214,875.48)	(3,273,151.04)
Payment of Dividend	--	--
EPS (Basic)	(0.50)	(1.34)
EPS (Diluted)	(0.50)	(1.34)

OPERATIONS

The sales of the company has decreased due to closure of Mustard Oil Mill during the previous year. The company has installed a wheat grading plant during the year but it was not viable. At present company is doing trading activities of mustard oil.

RESERVES

There are no oprational profits to be transferred to Reserve and surplus. There is a loss of Rs.12.41 Lakhs so net negative figures of Reserve and surplus is (Rs. 28.89 Lakhs) previous year Rs. (16.74 Lakhs)

DIVIDEND

The company do not have any surplus in Reserve and Surplus to consider any dividend.

METARIAL CHANGES - There are no material changes after closing of books to signing of Balance Sheet.

FIXED DEPOSITS

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

DIRECTORS

During the year there has been no change in the Board of Directors. In accordance with the applicable provisions of the Companies Act, 2013 and the Company's Articles of Association, Shri Madhu Sudan Somani, is liable to retire by rotation and being eligible offer himself for re-appointment. Directors recommend his re-appointment.

Shri Badri Bishal Sarda, Shri Kailash Kumar Dhoot and Shri Pawan Kumar Maheshwari are proposed to be re-appointed as **Independent Directors (not liable to retire by rotation) of the Company, respectively at this 23rd AGM for a term up to 31st March, 2019.**

AUDITORS AND AUDITOR'S REPORT

During the year statutory auditors of the Company M/s S. S. Kothari Mehta & Company has resigned and the casual vacancy caused was filled by appointing M/s Khetawat Agarwal & Company (FRN 003960C) in the extra ordinary general meeting held on 5-12-2013.

M/s. Khetawat Agarwal & Company, Chartered Accountants, Alwar , the Statutory Auditors of the Company will retire at the ensuing Annual General Meeting and are eligible for re-appointment. The Company has received communication from M/s. Khetawat Agarwal & Company, Chartered Accountants, Alwar to the effect that their re-appointment, if made, would be within the prescribed limits under Section 141(3)(g) of the Companies Act, 2013 and that they are not disqualified for re-appointment.

They are sought to be re-appointed for 5 (Five) Financial Years. The observations of the Auditors are self-explanatory and have been explained / clarified wherever necessary in appropriate notes to Accounts and therefor do not call for any further comments.

COMPLIANCE CERTIFICATE

As per the requirements of Section 383A of the Companies Act, 1956 and Companies (Compliance Certificate) Rules, 2001, the Company has obtained a Certificate from M/s V.M. & Associates, Company Secretaries in Whole-time Practice, confirming that the Company has complied with the provisions of the Companies Act, 1956 and a copy of the Compliance Certificate is annexed to this report.

DIRECTORS RESPONSIBILITY STATEMENT

The Directors, based on the representations received from the operational management, confirm in pursuance of Section 217(2AA) of the Companies Act, 1956 and Section 134(5) of the Companies Act, 2013, that:

- that in the preparation of annual accounts for the Financial year 2013-14, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- that the Directors had selected such accounting policies and applied them consistently and made judgments and estimated that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for that period.
- that the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- that the annual accounts are prepared on a going concern basis

PARTICULARS OF EMPLOYEES

There are no employees in the Company whose particulars are required to be disclosed under the provisions of section 217(2A) of the Companies Act, 1956 read with Companies

(Particulars of Employees) Rules, 1975 as amended, from time to time.

CONSERVATION OF ENERGY, RESEARCH AND DEVELOPMENT, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The particulars regarding foreign exchange earnings and expenditure are NIL. The company is not manufacturing anything. So no report is called for conservation of energy and fuel. The previous year figures are given.

ACKNOWLEDGEMENT

The Board of Directors place on record their appreciation for the assistance and cooperation received from the Financial

institutions, banks, government and local authorities for their strong support and valuable guidance. The directors are thankful to the shareholders for their continuing support to the Company. Your directors also wish to place on record their deep sense of appreciation for the devoted services of the executives, staff and workers of the Company for its success.

By Order of the Board

Sd/-
Damodar Prasad Sarda
Chairman
DIN: 00763377

PLACE : ALWAR
DATE : 27.08.2014

ANNEXURE 'A'

Information required under the companies (Disclosure of particulars in the report of the Board of Directors) Rules, 1988

- The company is not manufacturing so no details are to be given however previous year figures are annexed.
- Total energy consumption and energy consumption per unit of production as per form 'A' for previous year.

Form 'A'

Form for disclosure of particular with respect to conservation of energy.

Power and Fuel Consumption	Current year 2013-14	Previous Year 2012-13
1 Electricity:		
a) Unit consumed (KWH)	N.A.	372840
Total Amount (Rs.)	N.A.	2305036.00
Rate/ Unit	N.A.	6.18
b) Other Generation:		
Diesel Generator (KWH)	N.A.	3090
Total Amount (Rs.)	N.A.	49780
Rate/Unit	N.A.	16.11
2 Fuel		
a) Mustard Husk consumed (M. Tons)	N.A.	94.45
Fuel Amount (Rs.)	N.A.	236182.00
b) Mustard Husk	N.A.	
3) Processing of M. Seed in Tons		
a) Mustard Seed	N.A.	2878.96
4 Electricity Consumed in KWH		
Per Tons of Mustard Seed	N.A.	130.58
5 Mustard Husk Consumed		
(In Tons of Seed Processed)	N.A.	0.03

FORM 'B'

1 Reserch & Development	Nil
2 Benifit derived as a result of the above	Nil
3 Future plan of action	Nil
4 Expenditure on R & D for the year ended 31st march 2014	Nil
I Technology Absorption	Nil
II Foreign Exchange Earning & Outgo	
a) Activities relating to exports, Incentive to increase export, development of New Exports, Incentive to increase export, servis and Export Plans	Nil

By Order of the Board

Sd/-
Damodar Prasad Sarda
Chairman
DIN: 00763377

PLACE : ALWAR
DATE : 27.08.2014

COMPLIANCE CERTIFICATE

CIN: L15142RJ1991PLC006353
Nominal Capital Rs. 5,00,00,000/-

To,
The Members,
Sarda Proteins Limited
E-172 (A), Matsya Industrial Area,
Alwar- 301 030.

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

1. the Company has kept and maintained all registers as stated in **Annexure 'A'** to this certificate, as per the provisions and the rules made there under and all entries therein have been duly recorded.
2. the Company has filed the forms and returns as stated in **Annexure 'B'** to this certificate with the Registrar of Companies through the Ministry of Corporate Affairs within time as prescribed under the Act and the rules made there under. However, no forms and returns were required to be filed with the Regional Director, Central Government, Company Law Board or other authorities.
3. the Board of Directors duly met **6 (Six) times on 30.4.2013, 31.07.2013, 16.08.2013, 15.10.2013, 09.11.2013 and 31.01.2014** in respect of which meetings proper notices were given and the proceedings were properly recorded in the Minutes Book maintained for the purpose. However, no circular resolution was passed.
4. the Company closed its Register of Members from **28th September, 2013 to 30th September, 2013** (both days inclusive) and necessary compliance of Section 154 of the Act has been made in this regard.
5. the Annual General Meeting for the financial year ended on **31st March, 2013** was held on **30.09.2013** after giving due notice to the members of the Company and the resolutions passed there at were duly recorded in the Minutes Book maintained for the purpose.
6. 1 (One) extra ordinary meeting was held during the financial year on **05.12.2013** for change in statutory auditors appointing M/s Khetawat Agarwal & Company, Chartered Accountants, Alwar (FRN **003960C**) to fill the casual vacancy caused by the resignation of M/s S.S. Kothari Mehta & Company, Chartered Accountants, New Delhi, (FRN **000756N**) after giving due notice to the members of the Company and the resolution passed thereat was duly recorded in the Minutes Book maintained for the purpose.
7. the Company has made necessary entries in the register maintained under Section 301 of the Act.
8. the Company has:
 - a. delivered all the certificates on lodgment thereof for transfer of securities in accordance with the provisions of the Act.
 - b. duly complied with the requirements of Section 217 of the Act.
9. the Board of Directors of the Company is duly constituted.

During the year under review, Mr. Badri Bishal Sarma retired by rotation and being eligible was re-appointed. There was no appointment of additional directors, alternate directors and directors to fill casual vacancy during the financial year.

10. the appointment of Mr. Siddharth Sarma as a Whole-Time Director of the Company for a term of 5 years has been made in compliance with the provisions of Section 269 read with Schedule XIII to the Act.
11. the directors have disclosed their interest in other firms/companies to the Board of Directors pursuant to the provisions of the Act and the rules made there under.
12. the company has made investments in other body corporates in compliance with the provisions of the Act and has made necessary entries in the register kept for the purpose.
13. the Company has deposited both employee's and employer's contribution to provident fund with the prescribed authorities pursuant to Section 418 of the act.
14. other paras of the Companies (Compliance Certificate) Rules, 2001 are either **NIL** or **NOT APPLICABLE** for the current year.

PLACE: JAIPUR
DATE: 28.05.2014

FOR V. M. & ASSOCIATES
COMPANY SECRETARIES

CS V. M. DAVE
PARTNER
CERTIFICATE OF PRACTICE: 452

Annexure A

Registers as maintained by the Company:

- | | |
|--|----------|
| 1. Register of Members | u/s 150 |
| 2. Minutes Book of Board Committee and General Meeting | u/s 193 |
| 3. Register of Contracts | u/s 301 |
| 4. Register of Directors | u/s 303 |
| 5. Register of Investments | u/s 372A |
| 6. Register of Share Transfer | ----- |

Annexure B

Forms and Returns as filed by the Company with the Registrar of Companies, Rajasthan at Jaipur through the Ministry of Corporate Affairs during the financial year ending on **31st March, 2014**:

1. E-Form No. 66 along with Compliance Certificate filed u/s 383A for the financial year ended on 31.03.2013 was filed in time on **09.10.2013**.
2. E-Form No. 20B along with Annual Return under Schedule V, for the Annual General Meeting held on 30.09.2013 was filed in time on **15.10.2013**.
3. E-Form No. 23 dated 30.09.2013 for re-appointment of Mr. Siddharth Sarma as Whole-Time Director of the Company was filed in time on **15.10.2013**.
4. E-Form No. 25C dated 30.09.2013 for appointment of Mr. Siddharth Sarma as Whole-Time Director of the Company was filed in time on **18.10.2013**.
5. E-Form No. 23AC and 23ACA in XBRL along with Balance Sheet and Statement of Profit & Loss Account u/s 220 for the year ended on 31.03.2013 was filed in time on **19.10.2013**.
6. E-Form No. 23 dated 05.12.2013 for change in statutory auditors appointing M/s Khetawat Agarwal & Company, Chartered Accountants, Alwar was filed in time on **11.12.2013**.

AUDITOR'S REPORT**INDEPENDENT AUDITORS' REPORT**

To the Members of Sarda Proteins Limited
Report on the Financial Statements

We have audited the accompanying Financial Statements of **Sarda Proteins Limited** ('the Company'), which comprise the Balance Sheet as at March 31, 2014, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and Notes to Financial Statements comprising of a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards notified under Companies Act, 1956 ("the Act") read with General Circular 15/2013 dated 13 September 2013 of the Ministry of Corporate Affairs in respect of section 133 of Companies Act, 2013. This responsibility includes the design, implementation and maintenance of internal controls 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.

Auditors' Responsibility

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal controls relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Companies Act, 1956 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- a) In the case of Balance Sheet, of the state of affairs of the Company as at March 31, 2014;
- b) In the case of Statement of Profit and Loss, of the loss for the year ended on that date; and
- c) In the case of Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

- 1) As required by the Companies (Auditors' Report) Order, 2003 ('the Order') issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Companies Act, 1956, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order.
- 2) As required by section 227(3) of the Companies Act, 1956, we report that:
 - a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - c) The Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - d) In our opinion, the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement comply with the Accounting Standards notified under Companies Act, 1956 ("the Act") read with General Circular 15/2013 dated 13 September 2013 of the Ministry of Corporate Affairs in respect of section 133 of Companies Act, 2013; and
 - e) On the basis of written representations received from the directors as on March 31, 2014, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2014, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

For **KHETAWAT AGARWAL & Co.**

Chartered Accountants

FRN : 03960C

M.L.AGARWAL

Partner

Place: Alwar

Date : May 28, 2014

Membership No : 072854

ANNEXURE TO AUDITORS' REPORT

(Annexure referred to in our report of even date)

RE : SARDA PROTEINS LIMITED

1. (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
 - (b) The Company has a phased programme of physical verification of its fixed assets which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Management has physically verified certain fixed assets during the year. There were no discrepancies noticed on such verification between the physical balances and fixed assets records.
 - (c) Fixed assets disposed off during the year were not substantial.
2. (a) The inventory has been physically verified by the management at reasonable intervals during the year. In our opinion, the frequency of such verification is reasonable.
 - (b) The procedures for the physical verification of inventory

followed by the management are, in our opinion, reasonable and adequate in relation to the size of the Company and nature of its business.

- (c) In our opinion, the Company is maintaining proper records of inventory. The discrepancies noticed on physical verification of inventory as compared to book records were not material and have been properly dealt with in the books of account.
3. (a) As informed, the Company has not granted any loan, secured or unsecured, to Companies, firms and other parties covered in the register maintained under section 301 of the Companies Act, 1956.
- (b) As informed, the company has not taken any loan, secured or unsecured, from companies, firms and other parties covered in the register maintained under section 301 of the Companies Act, 1956.
- (c) Since there are no such loans, the comments regarding terms & conditions, repayment of the principal amount & interest thereon and overdue amount are not required.
4. In our opinion and according to the information and explanations given to us during the course of audit, there are adequate internal control systems commensurate with size of the Company and the nature of its business with regard to purchase of inventory and fixed assets and for the sale of goods. Further, on the basis of our examination of the books & records of the Company, carried out in accordance with the generally accepted auditing practices in India, we have neither come across nor have we been informed of any instance of major weaknesses in the aforesaid internal control systems.
5. (a) Based upon the audit procedures applied by us and according to the information and explanations given to us, there are no particulars of contracts or arrangements which are required to be entered into the register maintained under section 301 of the Companies Act, 1956.
- (b) In our opinion and according to the information and explanations given to us, there are no transactions made in pursuance of contracts or arrangements required to be entered in the register maintained under Section 301 of the Companies Act, 1956 and aggregating during the year to Rupees five lakhs or more in respect of each party.
6. The Company has not accepted any deposits from the public within the meaning of section 58A and 58AA of the Companies Act, 1956 or any other relevant provisions of the Act including the Companies (Acceptance of Deposit) Rules, 1975.
7. In our opinion, the Company has an adequate internal audit system commensurate with the size and nature of its business.
8. The Central Government has not prescribed the maintenance of cost records under section 209(1)(d) of the Companies Act, 1956 for any of the products of the Company.
9. (a) According to the records of the Company, undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees State Insurance, Income-tax, Sales-tax, Wealth-tax, Service tax, Custom Duty, Excise Duty, Cess and other material statutory dues wherever applicable have been generally regularly deposited with the appropriate authorities during the year and there are no undisputed statutory dues outstanding as on the date of Balance Sheet for a period exceeding six months from the date they became payable.
- (b) According to the information & explanations given to us and as per the books and records examined by us, there are no dues of Income Tax, Custom duty, Wealth Tax, Service tax, Sales tax, Excise duty and Cess which have not been deposited on account of any dispute.
10. The Company has accumulated losses, which are not in excess of fifty percent of its net worth. The company has incurred cash losses during the current financial year. However, the company has incurred cash losses during the immediately preceding financial year.
11. According to the information and explanations given to us and as per the books and records examined by us, the Company has not defaulted in repayment of dues to any financial institution or bank.
12. According to the information and explanations given to us, the Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
13. The Company does not fall within the category of Chit fund / Nidhi / Mutual Benefit fund / Society and hence the related reporting requirements of the Order are not applicable.
14. In respect of the Company's dealing in shares and other investments, proper record has been made of the transactions & contracts and timely entries have been made therein. All the investments are held by the company in its own name.
15. The company has not given any guarantee for loan taken by others from bank or financial institution.
16. According to the information & explanations given to us, the Company has not taken any term loans during the year.
17. According to the information and explanations given to us and on an overall examination of balance sheet of the company, the funds raised on short term basis have not been applied for long term investments.
18. The Company has not made any preferential allotment of shares to parties and Companies covered in the register maintained under section 301 of the Companies Act, 1956.
19. According to the information and explanations given to us, the Company has not issued any debentures nor has any outstanding debentures.
20. The Company has not raised any money by way of public issues during the year.
21. During the course of our examination of the books and records of the Company carried out in accordance with the generally accepted auditing practices in India, we have neither come across any instance of fraud on or by the Company, noticed and reported during the year, nor have we been informed of such case by the management.

For KHETAWAT AGARWAL & Co.
Chartered Accountants
FRN : 03960C

M.L.AGARWAL
Partner

Place: Alwar
Date : May 28, 2014

Membership No : 072854

BALANCE SHEET AS ON MARCH 31, 2014

(Figures in Rupees)

Particulars	Note No.	As at March 31, 2014	As at March 31, 2013
I. EQUITY AND LIABILITIES			
(1) Shareholders' Funds			
(a) Share Capital	2	24,348,500.00	24,348,500.00
(b) Reserves and Surplus	3	(2,889,072.18)	(1,674,196.70)
(2) Non-Current Liabilities			
(a) Long-Term Borrowings	4	239,483.00	344,398.00
(b) Long-Term Provisions	5	542,193.00	969,386.00
(3) Current Liabilities			
(a) Trade Payables	6	226,376.00	1,573,546.36
(b) Other Current Liabilities	7	627,653.57	1,067,268.12
(c) Short-Term Provisions	5	7,450.00	73,987.00
(d) Short Term Borrowing	15	2,875,370.60	-
TOTAL		25,977,953.99	26,702,888.78
II. ASSETS			
(1) Non-Current Assets			
(a) Fixed Assets			
(i) Tangible Assets	8	5,021,504.51	4,074,401.67
(ii) Capital Work in Progress		45,005.00	-
(b) Non-Current Investments	9	7,001,350.00	7,001,350.00
(c) Deferred Tax Assets (Net)	25	2,807,802.00	2,296,120.00
(d) Long-Term Loans and Advances	10	274,292.00	856,800.00
(e) Other Non Current Assets	11	3,425,940.06	1,241,988.06
(2) Current Assets			
(a) Current Investments	9	-	-
(b) Inventories	12	5,897,309.00	5,189,528.00
(c) Trade Receivable	13	641,071.00	1,603,300.31
(d) Cash and Cash Equivalentents	14	293,439.40	1,957,914.83
(e) Short-Term Loans and Advances	10	570,241.02	2,481,485.91
TOTAL		25,977,953.99	26,702,888.78

Significant Accounting Policies

1

The accompanying notes are an integral part of the Financial Statements

As per our report of even date attached

For Khetawat Agarwal & Co.

Chartered Accountants

M.L. Agarwal
Partner
M.No. 072854

D.P. Sarda
Director
DIN 00763377

S.Sarda
Director
DIN 00763412

Dated: 28.05.2014
Place : Alwar

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2014

Particulars	Note No.	For the Year Ended 31st March 2014	For the Year Ended 31st March 2013
I. Income			
Revenue from operations	16	24,396,850.20	125,816,127.00
Other Income	17	281,560.74	1,855,151.58
II. Total Revenue		24,678,410.94	127,671,278.58
Expenses			
Cost of Material Consumed	18	1,941,918.00	114,347,414.36
Purchases of Stock-in Trade	19	22,257,980.11	5,173,971.67
(Increase)/ Decrease in Inventories of Finished Goods, Work in Progress	20	(891,324.00)	2,052,015.00
Employee Benefit Expenses	21	1,231,638.00	2,975,953.00
Finance Cost	22	122,322.00	64,012.00
Depreciation and Amortization Expense	8	328,849.19	516,687.98
Other Expenses	23	1,413,585.12	7,015,479.61
III. Total Expenses		26,404,968.42	132,145,533.62
IV. Profit before exceptional and extraordinary items and tax		(1,726,557.48)	(4,474,255.04)
V. Exceptional Items		-	-
VI. Profit before extraordinary items and tax		(1,726,557.48)	(4,474,255.04)
VII. Extraordinary Items		-	-
VIII. Profit before tax		(1,726,557.48)	(4,474,255.04)
IX. Tax Expense:			
(1) Current Tax		-	-
(2) Prior Period Tax			126,007.00
(3) Deferred Tax	25	(511,682.00)	(1,327,111.00)
X. Profit (Loss) for the period from continuing operations		(1,214,875.48)	(3,273,151.04)
XI. Earning per equity share:	34		
(1) Basic		(0.50)	(1.34)
(2) Diluted		(0.50)	(1.34)

Significant Accounting Policies

1

The accompanying notes are an integral part of the Financial Statements

As per our report of even date attached

 For Khetawat Agarwal & Co.
Chartered Accountants

 M.L. Agarwal
Partner
M.No. 072854

 D.P. Sarda
Director
DIN 00763377

 S.Sarda
Director
DIN 00763412

 Dated: 28.05.2014
Place : Alwar

Notes Forming Part of the Financial Statement**NOTE - 1****SIGNIFICANT ACCOUNTING POLICIES****A. BASIS OF PREPARATION**

The financial statements have been prepared to comply in all material respects with the Accounting Standards notified by Companies (Accounting Standards) Rules, 2006 and the relevant provisions of the Companies Act, 1956. The financial statements have been prepared under the historical cost convention on an accrual basis except as stated otherwise. The accounting policies have been consistently applied by the Company and are consistent with those used in the previous year.

B. USE OF ESTIMATES

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting period. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates. Difference between the actual result and estimates are recognised in the period in which the results are known / materialized.

C. FIXED ASSETS

- i. Fixed Assets are stated at historical cost less depreciation. The cost comprises directly attributable costs such as freight, insurance and specific installation charges for bringing the assets to their working condition for intended use.
- ii. Intangible Assets are recognized on the basis of recognition criteria as set out in Accounting Standard AS-26 "Intangible Assets".

D. DEPRECIATION

Depreciation is provided on the basis of Straight Line Method as per the rates and in the manner prescribed in Schedule XIV of the Companies Act, 1956.

E. INVENTORIES

- i. Finished Goods are valued at cost or net realizable value whichever is lower.
- ii. Raw materials are valued at lower of cost or net realizable value (NRV).
- iii. By products are valued at estimated realizable price.
- iv. Stores and Spare parts are valued at /or under cost.

Cost for the purpose of inventory valuation is computed on FIFO (First In First Out) basis.

F. REVENUE RECOGNITION

Revenue is recognized on mercantile basis except for claims/insurance claims, which are accounted for on ascertainment basis in view of uncertainty involved in determining the final amount.

Interest income on fixed deposit with bank is recognized on time proportion basis taking into account the amount outstanding and the rate applicable.

Dividend income from investments is recognized when the Company's right to receive payment is established.

G. CASH AND CASH EQUIVALENTS

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

H. SUBSIDIES

State subsidies are accounted for on receipt basis.

I. RETIREMENT BENEFITS**i. GRATUITY**

Provision for Gratuity in the nature of defined benefit obligation is considered on the basis of revised Accounting Standard (AS-15) on actuarial valuation. The discount rate and other actuarial assumptions are based on the parameters defined in the Accounting Standard.

ii. PROVIDENT FUND

Company's contribution to the Provident Fund in the nature of Defined Contribution Plan is being charged to Statement of Profit & Loss Account in the year in which services are rendered by the employees.

iii. LEAVE ENCASHMENT

Short term benefits are provided for on accrual basis on the basis of management estimates.

TAXES ON INCOME

Income tax expense is accounted for in accordance with AS-22, "Accounting for Taxes on Income", as stated below:

- i. Provision for current tax is made based on taxable income for the year computed in accordance with provisions of the Income Tax Act, 1961.
- ii. Deferred tax is recognized, subject to the consideration of prudence, on timing differences, being the difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods.
- iii. Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date. Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred tax assets and deferred tax liabilities relate to the taxes on income levied by same governing taxation laws.
- iv. Deferred tax asset is recognized and carried forward to the extent that there is a reasonable certainty of realization. In the case of unabsorbed depreciation and carry forward tax losses deferred tax asset is recognized, to the extent there is virtual certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized.

K. IMPAIRMENT OF ASSETS

Impairment loss is recognized wherever the carrying amount of an asset is in excess of its recoverable amount and the same is recognized as an expense in the statement of profit and loss account and carrying amount of the asset is reduced to its recoverable amount. Post impairment, depreciation is provided on the revised carrying value of the asset over its remaining useful life. Reversal of impairment losses recognized in prior years is recorded when there is an indication that the impairment losses recognized for the asset no longer exist or have decreased.

L. PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS

Provisions are recognized for liabilities that can be measured by using a substantial degree of estimation, if

- i. the Company has a present obligation as a result of a past event,
- ii. a probable outflow of resources is expected to settle the obligation and
- iii. the amount of the obligation can be reliably estimated.

Contingent Liability is disclosed in the case of

- i. a present obligation arising from the past event, when it is not probable that an outflow of resources will be required to settle the obligation.
- ii. a possible obligation, unless the probability of outflow of resources is remote.

Contingent Assets are neither recognized nor disclosed.

Provisions, Contingent liabilities and Contingent assets are reviewed at each Balance Sheet date.

M. EARNINGS 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 equity shares outstanding during the period.

For the purpose of calculating 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.

N. SEGMENT POLICIES

The Company's reporting segments are identified based on activities/products, risk and reward structure, organization structure and internal reporting systems.

O. INVESTMENTS

Investments intended to be held for more than a year are classified as long term investments. All other investments are classified as current investments. Current investments are stated at lower of cost and market/fair value. Long term investments are stated at cost. Decline in value of long term investments is recognized, if considered other than temporary.

P. BORROWING COSTS

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

NOTES FORMING PART OF FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2014

Particulars	As at	As at
	March 31, 2014	March 31, 2013
NOTE NO. - 2		
SHARE CAPITAL		
Authorised Share Capital :		
50,00,000 (Previous Year 50,00,000) Equity Shares of Rs. 10/- each	50,000,000.00	50,000,000.00
	<u>50,000,000.00</u>	<u>50,000,000.00</u>
Issued, Subscribed and Paid up :		
32,83,100 (Previous Year 32,83,100) Equity Shares of Rs.10/- each fully Paid up	32,831,000.00	32,831,000.00
Less : Calls in arrears - Other than Directors (16,96,500 Shares)	8,482,500.00	8,482,500.00
	<u>24,348,500.00</u>	<u>24,348,500.00</u>

(i) Details of Shareholders holding more than 5% shares in the Company

Name of the Shareholder	As at		As at	
	March 31, 2014		March 31, 2013	
	No. of Shares	% Held	No. of Shares	% Held
Sarda Oil Industries (P) Ltd.	-	0.00%	240,000.00	7.31%

(ii) The reconciliation of the number of shares outstanding is set out below :

Particulars	2013-14		2012-13	
	No. of shares	Amount	No. of shares	Amount
Equity Shares at the beginning of the year	3,283,100	32,831,000.00	3,283,100	32,831,000.00
Add : Shares issued during the year	-	-	-	-
Equity Shares at the end of the year	<u>3,283,100</u>	<u>32,831,000.00</u>	<u>3,283,100</u>	<u>32,831,000.00</u>

(iii) Terms / Rights attached to Equity Shares

The company has only one class of Equity Shares having a par value of Rs.10/= each. Each holder is entitled to one vote per share if fully paid up. No dividend is proposed by the Board of Directors in the ensuing Annual General Meeting. In the event of liquidation of the company, the holder of Equity Shares will be entitled to receive remaining assets of the company after distribution of all preferential amounts. The distribution will be in proportion to the number of Equity Shares held and amount paid per share.

NOTE NO. - 3 RESERVES AND SURPLUS	As at	As at
	March 31, 2014	March 31, 2013
Capital Subsidy		
As per Last Balance Sheet	1,807,800.00	1,807,800.00
Statement of Profit & Loss A/c		
As per Last Balance Sheet	(3,481,996.70)	(208,845.66)
Add: Profit / (Loss) for the year	(1,214,875.48)	(3,273,151.04)
	<u>(4,696,872.18)</u>	<u>(3,481,996.70)</u>
	<u>(2,889,072.18)</u>	<u>(1,674,196.70)</u>

NOTE NO. - 4 LONG TERM BORROWINGS	Non-current		Current	
	As at	As at	As at	As at
	March 31, 2014	March 31, 2013	March 31, 2014	March 31, 2013
Secured				
From Bank (HDFC)	239,483.00	344,398.00	104,915.00	93,167.00
	<u>239,483.00</u>	<u>344,398.00</u>	<u>104,915.00</u>	<u>93,167.00</u>

HDFC Loan referred above of Rs. 5,20,300/- (Previous Year Nil) is secured by way of hypothecation of car and personal guarantee of a Director with interest @ 11.50 % P.A.

The same is repayable in 60 equal monthly instalments of Rs 11,700 each commencing from March 2012 to be ended by Financial Year 2016-17.

	Non-current		Current	
	As at March 31, 2014	As at March 31, 2013	As at March 31, 2014	As at March 31, 2013
NOTE NO. - 5				
LONG TERM PROVISIONS				
Provision for employees benefits (Gratuity)	542,193.00	969,386.00	-	51,446.00
Earned Leave Wages (Provision)	-	-	7,450.00	22,541.00
	542,193.00	969,386.00	7,450.00	73,987.00

	As at March 31, 2014	As at March 31, 2013
NOTE NO. - 6		
TRADE PAYABLES		
Trade Payables	226,376.00	1,573,546.36
	226,376.00	1,573,546.36

Include Micro, Small and Medium Enterprises (Refer Note No - 30)

	As at March 31, 2014	As at March 31, 2013
NOTE NO. - 7		
OTHER CURRENT LIABILITIES		
Current Maturity of Long Term Borrowings (Refer Note No 4)	104,915.00	93,167.00
Other Liabilities		
- Statutory Dues	26,665.00	155,992.00
- Unpaid Wages, Salary & Bonus	110,304.00	106,099.00
- Consultants	11,998.23	19,806.60
- Book Overdraft	-	-
- Due to Directors	276,861.22	1,378.53
- Other Expenses	96,910.12	690,824.99
	627,653.57	1,067,268.12

NOTE NO. - 8
FIXED ASSETS

Particulars	Tangible Assets					Assets Intangible		Total
	Leasehold Land	Buildings	Plant and Machinery	Other Equipments	Vehicles	Furniture and Fixtures	Software	
Cost								
as at April 1, 2012	1,061,645.00	2,200,119.42	11,057,210.08	594,130.08	2,477,116.54	272,896.76	14,800.00	17,677,917.88
Additions	-	-	-	-	-	-	-	-
Disposals	-	-	10,928,888.97	-	-	-	-	10,928,888.97
As at March 31, 2013	1,061,645.00	2,200,119.42	128,321.11	594,130.08	2,477,116.54	272,896.76	14,800.00	6,749,028.91
Additions	-	-	1,260,252.03	15,700.00	-	-	-	1,275,952.03
Disposals	-	-	-	-	293,382.14	-	-	293,382.14
As at March 31, 2014	1,061,645.00	2,200,119.42	1,388,573.14	609,830.08	2,183,734.40	272,896.76	14,800.00	7,731,598.80
Depreciation/Amortisation								
As at April 1, 2012	-	432,927.05	10,506,765.79	486,910.33	1,069,929.68	227,025.46	14,800.00	12,738,358.31
Charge for the year	-	73,483.99	198,019.20	36,492.14	204,901.61	3,791.04	-	516,687.98
Disposals	-	-	10,580,419.05	-	-	-	-	10,580,419.05
as at March 31, 2013	-	506,411.04	124,365.94	523,402.47	1,274,831.29	230,816.50	14,800.00	2,674,627.24
Charge for the year	-	73,483.99	47,924.87	24,456.34	179,192.96	3,791.03	-	328,849.19
Disposals	-	-	-	-	293,382.14	-	-	293,382.14
As at March 31, 2014	-	579,895.03	172,290.81	547,858.81	1,160,642.11	234,607.53	14,800.00	2,710,094.29
Net Block								
As at March 31, 2013	1,061,645.00	1,693,708.38	3,955.17	70,727.61	1,202,285.25	42,080.26	-	4,074,401.67
As at March 31, 2014	1,061,645.00	1,620,224.39	1,216,282.33	61,971.27	1,023,092.29	38,289.23	-	5,021,504.51
Capital Work in Progress			45,005.00					45,005.00
						Total		5,066,509.51

	Non-current		Current	
	As at	As at	As at	As at
	March 31, 2014	March 31, 2013	March 31, 2014	March 31, 2013
NOTE NO. - 9				
NON CURRENT INVESTMENT				
Trade investment				
In Equity Shares of Associates Companies :-				
(a) Unquoted fully paid up				
1,14,500 Shares (Previous Year 1,14,500 shares) Aura Infracons (P) Ltd. Face Value Rs. 10.00 each (Refer Note No. 34)	6,870,000.00	6,870,000.00	-	-
Non - Trade Investment				
(a) In Equity Shares Quoted, Fully Paid up				
605 Shares (Previous Year 605 shares) State Bank of Bikaner & Jaipur Face Value @ Rs. 10.00 each	118,350.00	118,350.00	-	-
(b) National Saving Certificate (NSC)				
(Pledged with Sales Tax & Mandi Tax Authority)	13,000.00	13,000.00	-	-
	7,001,350.00	7,001,350.00	-	-
Market Value of Quoted Investment	199,468.50	249,895.00	-	-
Book Value of Quoted Investment	118,350.00	118,350.00	-	-
Book Value of Unquoted Investment	6,883,000.00	6,883,000.00	-	-

	LONG TERM		SHORT TERM	
	As at	As at	As at	As at
	March 31, 2014	March 31, 2013	March 31, 2014	March 31, 2013
NOTE NO. - 10				
LONG-TERM LOANS AND ADVANCES				
Security Deposits				
Security Deposit	274,292.00	856,800.00	-	-
(Unsecured and Considered Good)				
Advances Recoverable in Cash or in kind or for value to be received	-	-	375,183.66	2,281,639.55
Advances to employees	-	-	164,232.36	151,142.36
Others	-	-	30,825.00	48,704.00
	274,292.00	856,800.00	570,241.02	2,481,485.91

NOTE NO. - 11				
OTHER NON CURRENT ASSET				
Non-Current Bank Balances (Refer Note No 14)		3,000,000.00		1,000,000.00
Interest accrued on NSC/FDR		425,940.06		241,988.06
		3,425,940.06		1,241,988.06

NOTE NO. - 12				
INVENTORIES				
Raw Materials		-		1,032,800.00
Finished Goods		-		-
Trade Goods		5,048,052.00		4,156,728.00
Packing Material Stock		849,257.00		-
Stores Stock		-		-
		5,897,309.00		5,189,528.00

NOTE NO. - 13 TRADE RECEIVABLE (Unsecured and Considered Good)	As at March 31, 2014	As at March 31, 2013
Receivables Outstanding for a period exceeding Six months from the date they are due for payment	-	3,300.00
Others receivables	641,071.00	1,600,000.31
	<u>641,071.00</u>	<u>1,603,300.31</u>

	Non-current		Current	
	As at March 31, 2014	As at March 31, 2013	As at March 31, 2014	As at March 31, 2013
NOTE NO. - 14 CASH AND CASH EQUIVALENTS :-				
A. CASH AND BANK BALANCES				
(a) Cash on Hand	-	-	145,943.00	94,642.00
(b) Balances with banks				
- On Current Accounts	-	-	127,496.40	343,272.83
- Margin Money*			20,000.00	20,000.00
	-	-	<u>293,439.40</u>	<u>457,914.83</u>
B. OTHER BANK BALANCES				
Deposits with original maturity for more than 12 months	3,000,000.00	1,000,000.00	-	1,500,000.00
	<u>3,000,000.00</u>	<u>1,000,000.00</u>	-	<u>1,500,000.00</u>
Less: Showing under Other Non Current Assets (Refer Note no. 11)	<u>(3,000,000.00)</u>	<u>(1,000,000.00)</u>	-	-
	-	-	<u>293,439.40</u>	<u>1,957,914.83</u>

*Balance with Scheduled bank in margin money account represents margin money against guarantee of ₹20000/- given by bank to sales tax authorities.

NOTE NO. - 15 SHORT TERM BORROWING	As at March 31, 2014	As at March 31, 2013
Short term loan against Fixed Deposit	2,875,370.60	-
	<u>2,875,370.60</u>	-

Temporarily borrowing taken from SBI , MIA Alwar @9.25% against Fixed Deposit

NOTE NO. - 16 REVENUE FROM OPERATION (GROSS)	Year Ended March 31, 2014	Year Ended March 31, 2013
Sales :-		
Mustard Oil	15,776,800.00	90,205,578.00
Mustard Oil Cake	-	35,342,854.00
Barley	690,796.20	-
Mustard Seed	3,216,856.00	-
Wheat	3,712,398.00	-
OTHER OPERATING INCOME		
Others (Empty Bags)	1,000,000.00	242,750.00
Others (Packing Material)	-	24,945.00
	<u>24,396,850.20</u>	<u>125,816,127.00</u>

	Year Ended March 31, 2014	Year Ended March 31, 2013
NOTE NO. - 17		
OTHER INCOME		
Insurance Claim	-	4,077.00
Interest received	212,785.00	135,481.00
Mis. Balance W/ Back	44,435.24	45,306.00
Dividend	9,740.50	8,772.50
Profit on sale of Fixed Asset	10,000.00	1,661,515.08
Miscellaneous Claim	4,600.00	-
	<u>281,560.74</u>	<u>1,855,151.58</u>
NOTE NO. - 18		
COST OF MATERIAL CONSUMED		
Opening Stock	1,032,800.00	3,331,030.00
Purchases	-	108,461,864.00
Inward Freight	-	736,917.00
Mustard Seed Expenses	-	160,235.00
Mustard Seed Brokerage	-	36,279.00
	<u>1,032,800.00</u>	<u>112,726,325.00</u>
Mustard Seed Claim & Discount	-	1,041.00
Mustard Seed Closing Stock	-	1,032,800.00
	-	<u>1,033,841.00</u>
Mustard Seed Consumed	<u>1,032,800.00</u>	<u>111,692,484.00</u>
Packing Material Consumed	909,118.00	2,654,930.36
	<u>1,941,918.00</u>	<u>114,347,414.36</u>
NOTE NO. - 19		
COST OF TRADE GOODS		
Purchases	22,013,693.11	5,152,354.67
Freight Inward	219,991.00	14,697.00
Expenses	24,296.00	6,920.00
	<u>22,257,980.11</u>	<u>5,173,971.67</u>
NOTE NO. - 20		
(INCREASE)/ DECREASE IN INVENTORIES OF FINISHED GOODS AND WORK IN PROGRESS		
Closing Stock (Finished Goods & Trade Goods)	(5,048,052.00)	(4,156,728.00)
Opening Stock (Finished Goods and Trade Goods)	4,156,728.00	6,208,743.00
	<u>(891,324.00)</u>	<u>2,052,015.00</u>
NOTE NO. - 21		
EMPLOYEES BENEFITS EXPENSES		
Wages and Salary and other Benefits	985,374.00	2,574,816.00
Staff Welfare Expenses	72,153.00	88,991.00
Cont. To PF and Other Funds	174,111.00	312,146.00
	<u>1,231,638.00</u>	<u>2,975,953.00</u>
NOTE NO. - 22		
FINANCE COST		
Interest on Fixed Loan (Vehicle)	47,233.00	57,665.00
Interest on Working Capital	75,089.00	6,347.00
Interest on others	-	-
	<u>122,322.00</u>	<u>64,012.00</u>

NOTE NO. - 23 OTHER EXPENSES	Year Ended March 31, 2014	Year Ended March 31, 2013
Store & Spare Consumed	3,007.00	212,495.25
Power & Fuel	177,635.00	2,636,162.00
Repairs & Maintainance		
- Plant & Machinery	15,658.00	111,945.00
- Building	68,242.00	50,228.00
- Others	3,015.00	1,620.00
Insurance Premium	111,385.00	122,310.00
Rates & Taxes	32,369.00	58,710.49
Brokerage	1,025.00	59,747.00
Claim & Discount	3,300.00	240,760.00
Freight & Forwarding	101,604.80	571,260.26
Conveyance & Travellings	174,578.32	183,472.66
Legal & Professional Expenses	188,903.63	292,692.60
Donation & Charity	400.00	400.00
Audit Remuneration		
- Audit Fees	19,663.00	28,090.00
- Tax Audit Fees	8,427.00	14,045.00
Miscellaneous Expenses	311,135.37	440,716.35
Commodity Loss	193,237.00	1,990,825.00
	1,413,585.12	7,015,479.61

24. Contingent Liability not provided for: Rs. Nil (Previous Year Rs. Nil)

25. In the opinion of the management the current assets, loans and advances have a value on realization at least equal to the amount at which they are stated in the Balance Sheet and the provision for all known liabilities has been made.

- i. Provision for Income Tax has been made considering various benefits and allowances available to the company under the provisions of Income Tax Act, 1961.
- ii. Movement on account of Deferred Tax is as under-

Particulars	As at 31-Mar-14	Charge/ (Credit) during the year	As at 31-Mar-13
Liabilities			
Depreciation	7,89,183.00	2,90,607.79	4,98,575.21
	7,89,183.00	2,90,607.79	4,98,575.21
Assets			
Expenses allowable for Tax purpose when paid	1,83,300.00	(1,57,054.23)	3,40,354.23
On account of carry forward losses	34,13,685.00	9,59,344.02	24,54,340.98
	35,96,985.00	8,02,289.79	27,94,695.21
Net Deferred Tax Asset	28,07,802.00	5,11,682.00	22,96,120.00

26. Balance in Sundry Debtors and Sundry Creditors are subject to confirmation or reconciliation.

27. During the year Company has done speculative trading in commodity (Mustard Seed & Oil) at MCX/NCDEX stock exchanges. There is a net loss of Rs.193,237 (Previous Year Net Loss of Rs. 19,90,825) on such trading.

28. As per Accounting Standard (AS)-15 “Employees Benefits” the disclosure of employee benefits as defined in Accounting Standard are given below.

Defined Contribution Plan

Contribution to defined contribution plan, as expenses for the year are as under.

	2013-14	2012-13
Employer’s contribution to Provident Fund	1,37,773	2,44,099

Defined Benefit Plan

The employees’ gratuity fund scheme is a defined benefit plan. The present value of obligation is determined based on actuarial valuation using the projected unit credit method, which recognizes each period of service as giving rise to additional unit of employees benefit entitlement and measures each unit separately to build up the final obligation.

I. TABLE SHOWING CHANGES IN PRESENT VALUE OF OBLIGATIONS DURING THE PERIOD

Particulars	(In Rupees)				
	As at 31-Mar-14	As at 31-Mar-13	As at 31-Mar-12	As at 31-Mar-11	As at 31-Mar-10
Present Value of Obligation as at the beginning of the period	10,20,832	11,13,950	10,11,884	9,23,179	7,84,912
Acquisition adjustment	-	-	-	-	-
Interest Cost	82,687	95,800	81,963	73,854	58,868
Past Service Cost	-	-	-	-	-
Current Service Cost	65,794	1,07,224	1,45,236	1,39,718	1,32,049
Curtailment Cost / (Credit)	-	-	-	-	-
Settlement Cost / (Credit)	-	-	-	-	-
Benefit Paid	-	(2,10,979)	-	(1,01,365)	-
Actuarial (gain)/ loss on obligations	(6,27,120)	(85,163)	(1,25,133)	(23,502)	(52,650)
Present Value of Obligation as at the end of the period	5,42,193	10,20,832	11,13,950	10,11,884	9,23,179

II. TABLES SHOWING FAIR VALUE OF PLAN ASSETS

Fair value of plan asset at the beginning of period	-	-	-	-	-
Acquisition Adjustments	-	-	-	-	-
Actual return on plan assets	-	-	-	-	-
Contributions	-	-	-	-	-
Benefits Paid	-	-	-	-	-
Fair value of plan assets at the end of period	-	-	-	-	-
Funded Status	(5,42,193)	(10,20,832)	(11,13,950)	(10,11,884)	(9,23,179)
Excess of actual over estimated return on plan assets	-	-	-	-	-

III. THE AMOUNTS TO BE RECOGNIZED IN BALANCE SHEET AND STATEMENTS OF PROFIT AND LOSS

Present Value of Obligation as at the end of the period	5,42,193	10,20,832	11,13,950	10,11,884	9,23,179
Fair Value of Plan Assets as at the end of the period	-	-	-	-	-
Funded Status	(5,42,193)	(10,20,832)	(11,13,950)	(10,11,884)	(9,23,179)
Unrecognized Actuarial (gains) / losses	-	-	-	-	-
Unrecognized Past Service Cost (Non Vested Benefits)	-	-	-	-	-
Net Liability Recognized in Balance Sheet	5,42,193	10,20,832	11,13,950	10,11,884	9,23,179

IV. EXPENSE RECOGNIZED IN THE STATEMENT OF PROFIT AND LOSS FOR THE PERIOD

Current Service Cost	65,794	1,07,224	1,45,236	1,39,718	1,32,049
Past Service Cost	-	-	-	-	-
Interest Cost	82,687	95,800	81,963	73,854	58,868
Expected Return on Plan Assets	-	-	-	-	-
Curtailement Cost / (Credit)	-	-	-	-	-
Settlement Cost / (Credit)	-	-	-	-	-
Net actuarial (gain)/ loss recognized in the period	(6,27,120)	(85,163)	(1,25,133)	(23,502)	(52,650)
Expenses Recognized in the Statement of Profit & Loss	(4,78,639)	1,17,861	1,02,066	1,90,070	1,38,267
Financial Assumption					
Discount Rate:	9.10%	8.10%	8.60%	8.00%	8.10%
Rate of increase in Compensation levels:	10.00%	10.00%	10.00%	10.00%	10.00%
Rate of Return on Plan Assets:	-	-	-	-	-

29. Details of Dues to Micro and Small Enterprises as per MSMED Act to the Extent of Information Available with the Company:

Particulars	(In Rupees)	
	2013-14	2012-13
The principal amount and the interest due thereon (to be shown separately) remaining unpaid to any supplier as at the end of each accounting year	-	-
The amount of interest paid by the buyer in terms of section 16, of the Micro Small and Medium Enterprise Development Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year	-	-
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under Micro Small and Medium Enterprise Development Act, 2006.	-	-
The amount of interest accrued and remaining unpaid at the end of each accounting year; and	-	-
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 enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the Micro Small and Medium Enterprise Development Act, 2006	-	-
Total	-	-

30. In accordance with guiding principles as enunciated in Accounting Standards AS-17 Segment Reporting, the company has only one segment of oil business. Therefore, the disclosure requirements of the Standard are not applicable.
31. Related party disclosures as required by Accounting Standards AS-18
- a. Key Management personnel and their relatives:
 Mr. D.P. Sarda
 Mr. S. Sarda
 Mr. C.S. Sarda
 Mr. M. S. Somani
- Remuneration to Directors-
 Mr. D.P. Sarda is Rs. Nil (Previous Year Rs. 6,16,000/-)
 Mr. S. Sarda is Rs. 8,74,800 /-(Previous Year Rs. 8,42,400/-)
- Payable at year end (Mr. S. Sarda) is Rs. 2,76,861.22/- (Previous Year Rs.1,378.53).
- b. Enterprises in which key management personal and their relatives are able to exercise significant influence:
 Sarda Agro Products Private Limited
 Sarda Oil Industries (P) Limited
 Aura Infracons (P) Ltd.
 Shri Ram Surendra Kumar
- Investment in above enterprises
- i) Investment in Equity Shares Rs. 68,70,000.00 (Previous Year Rs. 68,70,000).
32. The book value of Aura Infracons (P) Ltd. is below the purchase/subscription price of investment made by the company. Considering the long term strategic nature of investment diminution in value has been considered temporary and hence no provision has been made.

33. Earning Per Equity Share(EPS)

Particulars	As at 31-Mar-14	As at 31-Mar-13
Net Profit / (Loss)	(12,14,875.48)	(32,73,151.04)
Number of Equity Shares of Rs. 10.00 Each (Weighted average number of shares on account of) fully and partly paid shares	2,434,850	24,34,850
Basic and diluted earning per share		
(1) Basic	(0.50)	(1.34)
(2) Diluted	(0.50)	(1.34)

34. Previous year figures have been regrouped / rearranged wherever considered necessary to make them comparable with current year's figures.

For Khetawat Agarwal & Co.
 Chartered Accountants
 FRN : 003960C

M.L. Agarwal
 Partner
 Membership No : 072854
 Place: Alwar
 Date : 28.05.2014

For and Behalf on Board

D. P. Sarda
 Director
 DIN 00763377

S. Sarda
 Director
 DIN 00763412

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2014

Particulars	March 31, 2014 Amount (Rs.)	March 31, 2013 Amount (Rs.)
CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before Tax and extraordinary items	(1,726,557.48)	(4,474,255.04)
A. ADJUSTMENT FOR		
Depreciation	328,849.19	516,687.98
Interest Received	(212,785.00)	(135,481.00)
Dividend Received	(9,740.50)	(8,772.50)
Miscellaneous Balances Written off		(45,306.00)
Profit on sale of Fixed Assets	(10,000.00)	(1,661,515.08)
Interest Paid	122,322.00	64,012.00
Operating profit before working capital charges	(1,507,911.79)	(5,744,629.64)
ADJUSTMENT FOR:		
Trade and other receivables	3,272,030.20	14,065,143.13
Inventories	(707,781.00)	4,535,981.00
Trade & other Payables	(2,280,514.91)	(15,953,611.39)
Cash generated from operations	(1,224,177.50)	(3,097,116.90)
Direct Taxes Paid	-	47,666.00
Net Cash from operating activities	(1,224,177.50)	(3,144,782.90)
B. CASH FLOW FROM INVESTING ACTIVITIES		
Capital Expenditure	(1,320,957.03)	-
Sale of Fixed Assets	10,000.00	2,009,985.00
Purchase of Investments	-	5,000.00
Interest received	212,785.00	64,938.00
Dividend received	9,740.50	8,772.50
Net cash received from investing activities	(1,088,431.53)	2,088,695.50
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from Long term borrowings	(104,915.00)	(93,167.00)
Proceeds from Short term borrowings	2,875,370.60	-
Interest paid	(122,322.00)	(64,012.00)
Net cash inflow/(outflow) from financing activities	2,648,133.60	(157,179.00)
Net cash increase/(Decrease) in cash and cash equivalents (A+B+C)	335,524.57	(1,213,266.40)
Cash & Cash Equivalants (Opening)	2,957,914.83	4,171,181.23
Cash & Cash Equivalants (Closing)*	3,293,439.40	2,957,914.83

*Includes other Non Current assets

As per our report of even date attached

For Khetawat Agarwal & Co.

Chartered Accountants

M.L. Agarwal

Partner

M.No. 072854

Dated: 28.05.2014

Place : Alwar

For and Behalf on Board

D.P. Sarda

Director

DIN 00763377

S.Sarda

Director

DIN 00763412

NOTICE OF MEETING

NOTICE is hereby given that the Twenty Third Annual General Meeting [AGM] of the Members of **SARDA PROTEINS LIMITED** will be held on Tuesday, the 30th September 2014 at 2:30 P.M. at its Registered Office at E - 172 (A), Matsya Industrial Area, Alwar 301 030 (Raj.), to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2014 and the Statement of Profit & Loss for the year ended on that date together with the reports of the Auditors and the Directors thereon.
2. To appoint a Director in place of Shri Madhu Sudan Somani (DIN: 00044835), who retires by rotation and being eligible, offers him-self for re-appointment.
3. To re-appoint the retiring Auditors of the Company M/s. Khetawat Agarwal & Company, Chartered Accountants, Alwar (FRN 003960C) to hold office from the conclusion of this AGM until the conclusion of the twenty eighth AGM of the company and to fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s) the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 139 of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the recommendations of the Audit Committee of the Board of Directors, M/s. Khetawat Agarwal & Company, Chartered Accountants, Alwar having FRN 003960C, be and are hereby re-appointed as the auditor of the Company, to hold office from the conclusion of this AGM until the conclusion of the Twenty Eighth AGM of the Company (subject to ratification of the appointment by members at every AGM held after this AGM) and that the Board of Directors be and are hereby authorised to fix such remuneration as may be determined by the audit committee in consultation with the auditors.”

SPECIAL BUSINESS:

4. **Re-Appointment of Shri Badri Bishal Sarma (DIN: 01264693) as an Independent Director**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Shri Badri Bishal Sarma (DIN: 01264693), who was appointed as a Director liable to retire by rotation and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation to hold office for a term up to 31st March, 2019.

5. **Re-Appointment of Shri Kailash Kumar Dhoot (DIN: 00168546) as an Independent Director**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Shri Kailash Kumar Dhoot (DIN: 00168546), who was appointed as a Director liable to retire by rotation and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation to hold office for a term up to 31st March, 2019.

6. Re-Appointment of Shri Pawan Kumar Maheshwari (DIN: 00687131) as an Independent Director

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Shri Pawan Kumar Maheshwari (DIN: 00687131), who was appointed as a Director liable to retire by rotation and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation to hold office for a term up to 31st March, 2019.

By Order of the Board

Sd/-
Damodar Prasad Sarda
Chairman
DIN: 00763377

PLACE: ALWAR
DATE : 27.08.2014

NOTES (Forming part of the Notice):

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (the “Meeting”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE SCHEDULE TIME OF THE MEETING. A BLANK PROXY FORM IS ANNEXED TO THE ANNUAL REPORT.**
A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.
2. Corporate members intending to send their authorized representative to attend the Meeting are requested to send to the Company, a certified copy of the Board Resolution authorising their representative to attend and vote at the Meeting on their behalf.
3. The register of members and share transfer books of the Company will remain closed from Monday, 29th September, 2014 to Tuesday, 30th September, 2014 (both days inclusive).
4. An explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of the special businesses to be transacted at the meeting is annexed hereto.
5. In Terms of Article 89 of the Article of Association of the Company, read with Section 160 of the Companies Act, 2013, Shri Madhu Sudan Somani, Director of the Company, retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment. The Board of Directors recommends his re-appointment.
6. All documents referred to in accompanying Notice are open for inspection at the Registered Office of the Company between 11.00 A.M. and 1.00 P.M. on any working day excluding Sundays and holidays up to the date of Annual General Meeting.
7. The Register of Directors and KMP and their shareholding and register of contracts or arrangements in which Directors are interested maintained under Sections 170 and 189 of the Companies Act, 2013 will be available for inspection by the members at AGM.

8. The members are requested to register (send/update) Email Id in the company's record for sending the annual report and notice electronically.
9. The voting rights of shareholders shall be as per the Articles of Association of the Company in proportion to their shares in the paid up equity share capital of the Company.
10. In compliance with the provisions of Section 108, and other applicable provisions (if any) of the Companies Act, 2013 and the rules as applicable in that regard, the Company is pleased to offer e-voting facility for the members to enable them to cast their votes electronically. The business may be transacted through e-voting services provided by Central Depository Services (India) Ltd. E-voting instructions are attached.
11. CS Manoj Maheshwari, Practising Company Secretary, Jaipur has been appointed as a scrutinizer for the conduct of e-voting process in a fair and transparent manner.
12. The final results along with the scrutinizers report shall be placed on the Company's website www.sardaproteins.com within two days of passing of the resolution at the AGM of the Company.

The instructions for shareholders voting electronically are as under: (as per write up)

- (i) The voting period begins on **09.30 A.M. on Thursday, September 25th, 2014 and ends on 06.00 P.M. on Saturday, September 27th, 2014**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 29.08.2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period
- (iii) Click on "Shareholders" tab.
- (iv) Now, select the company name, "SARDA PROTEINS LTD" from the drop down menu and click on "SUBMIT"
- (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID, (N.A.)
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID, (N.A.)
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xiii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (vii) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (viii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (ix) Note for Institutional Shareholders
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The following Explanatory Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

ITEM NO. 4, 5 & 6

The provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) provides that an Independent Director, shall hold office for a term of five consecutive years on the Board of the Company but shall be eligible for reappointment on passing of special resolution by the Company. However, no independent Director shall hold office for more than two consecutive terms on the Board of the Company.

Provided that a person who has already served as an independent director for five years or more in a company as on October 1, 2014 shall be eligible for re-appointment, on completion of his present term, for one more term of up to five years only.

Under the provisions of Section 160 of the Companies Act, 2013, the Company has received a notice in writing from members along with requisite deposit, proposing the appointment of Shri Badri Bishal Sarma, Shri Kailash Kumar Dhoot and Shri Pawan Kumar Maheshwari, respectively as Independent Directors of the Company.

Shri Badri Bishal Sarma, Shri Kailash Kumar Dhoot and Shri Pawan Kumar Maheshwari, has given their (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Disqualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of (Appointment & Disqualification of Directors) Rules, 2014, to the effect that they are not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 and (iii) a declaration to the effect that they meet the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

In consonance with the aforesaid, it is proposed to appoint Shri Badri Bishal Sarma (DIN: 01264693), Shri Kailash Kumar Dhoot (DIN: 00168546) and Shri Pawan Kumar Maheshwari (DIN: 00687131), as Independent Directors of the Company to hold office for a term up to 31st March, 2019.

Save and except, Shri Badri Bishal Sarma, Shri Kailash Kumar Dhoot and Shri Pawan Kumar Maheshwari, being appointee, 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 set out at Item No.4,5 & 6 of the Notice.

The Board recommends the resolution 4, 5 & 6 for approval of the members.

By Order of the Board

**Sd/-
Damodar Prasad Sarma
Chairman
DIN: 00763377**

**PLACE: ALWAR
DATE : 27.08.2014**

Form No. MGT-11

PROXY FORM

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

Name of the Member(s)	
Registered address	
E-mail ID	
Folio No. / DP ID and Client ID	

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

1. Name:.....
Address:.....
E-mail ID:.....
Signature:....., or failing him/her
2. Name:.....
Address:.....
E-mail ID:.....
Signature:....., or failing him/her
3. Name:.....
Address:.....
E-mail ID:.....
Signature:.....

as my/our proxy to attend and vote, in case of a poll, for me/us and on my/our behalf at the 23rd Annual General Meeting of the Company, to be held on Tuesday, the 30th Day of September, 2014 at 02.30 P.M. at the Registered Office of the Company situated at E-172 (A), MATSYA INDUSTRIAL AREA, ALWAR- 301030 (Raj.) and at any adjournment thereof in respect of such resolutions and in such manner as are indicated below:

Reso. No.	Description	For*	Against*
1.	Adoption of Annual Accounts and Reports thereon for the financial year ended 31st March, 2014.		
2.	Re-appointment of Directors eligible to retire by rotation: Shri Madhu Sudan Somani		
3.	Appointment of statutory auditor and fix their remuneration.		
4.	Appointment of Shri Badri Bishal Sarda, as an Independent Director of the Company for a term upto 31 st March, 2019.		
5.	Appointment of Shri Kailash Kumar Dhoot, as an Independent Director of the Company for a term upto 31 st March, 2019.		
6.	Appointment of Shri Pawan Kumar Maheshwari, as an Independent Director of the Company for a term upto 31 st March, 2019.		

Signed this..... day of2014.

Signature of shareholder.....

Signature of proxy holder(s).....

Affix
Revenue
Stamp

Note:

This form of Proxy, to be effective, should be deposited at the Registered Office of the Company not later than FORTY-EIGHT HOURS before the commencement of the aforesaid meeting.



SARDA PROTEINS LIMITED

CIN : L15142RJ1991PLC006353

E - 172 (A), Matsya Industrial Area, Alwar 301030, Rajasthan India

Tel: 91- 0144-2881392 E-mail : sardaproteins@yahoo.com



Website : www.sardaproteins.com

SARDA PROTEINS LIMITED

Reg. Office & Works:
E-172 (A) Matsya Industrial Area,
Alwar-301030 (Rajasthan)
Phone: 0144-2881392, +919413385216
E Mail: sardaproteins@yahoo.com

FORM A

Format of covering letter of the annual audit report to be filed with the
stock exchanges

1.	Name of the Company	Sarda Proteins Limited
2.	Annual Financial statements for the year ended	31st March 2014
3.	Type of Audit Observation	Un-qualified
4.	Frequency of observation	Whether appeared first time...../ repetitive/ since how long period NOT APPLICABLE
5.	To be signed by- CEO/Managing Director  Auditor of the Company (M. No. 72854) (M. L. Aggarwal) Audit Committee Chairman	For SARDA PROTEINS LTD.  Director