
**24th
Annual
Report
2014-15**



SARDA PROTEINS LIMITED

BOARD OF DIRECTORS

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

COMPLIANCE OFFICER

Shri Damodar Prasad Sarda

PRINCIPAL BANKERS

SBBJ, SBI, HDFC

AUDITORS

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

REGISTERED OFFICE & WORKS

G 1 - 177 (A), Matsya Industrial Area,
Alwar 301030, Rajasthan India
Tel: 91- 0144-2881392
E-mail : sardaproteins@yahoo.com
Website : www.sardaproteins.com
CIN : L15142RJ1991PLC006353

CORPORATE ADVISOR

V. M. & Associates,
Company Secretaries,
Jaipur

VENUE

G 1 - 177 (A), Matsya Industrial Area,
Alwar 301 030 (Raj.)
Dated: Tuesday, 30th November 2015
at 2:30 P.M.

CORRESPONDENCE OFFICE

G 1 - 177 (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

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NOTICE

Notice is hereby given that the **24th (Twenty Fourth) Annual General Meeting (AGM)** of the Members of **Sarda Proteins Limited** will be held on Monday the 30th day of November, 2015 at 2.30 P.M. at its Registered Office situated at G 1-177 (A), Matsya Industrial Area, Alwar 301030 (Raj.) to transact the following businesses:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2015, the reports of the Auditor's and Directors' thereon.
2. To appoint a Director in place of Mr. Siddharth Sarda DIN:00763412, who retires by rotation and being eligible, offers himself for reappointment.
3. To ratify the appointment of M/s Khetawat Agarwal & Company, Chartered Accountants, Alwar (FRN 003960C) as statutory auditors of the Company and to authorize Board to fix their remuneration.

To consider and if thought fit, to pass the following Resolution as an Ordinary Resolution.

"RESOLVED THAT pursuant to the provisions of Section 139 (2) and 142(1) and other applicable provisions, if any, of the Companies Act, 2013 read with The Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), consent of the company be and is hereby accorded ratifying the appointment (for the financial year 2015-16) of M/s Khetawat Agarwal & Company, Chartered Accountants, Alwar (FRN 003960C) as Statutory auditors of the company to hold office till the conclusion of the Annual General Meeting of Company to be held in the calendar year 2019 pursuant to resolution approved by the shareholders in the 23rd AGM held on 30th September, 2014 at such remuneration as may be mutually decided by the Auditor and Board of Directors."

SPECIAL BUSINESS:

4. To appoint Mrs. Krishna Devi Sarda (DIN: 07100074), as a Director of the Company.

To consider and if thought fit, to pass, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and all other applicable provisions (if any) 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), Mrs. Krishna Devi Sarda (DIN: 07100074), a non-executive Director who was appointed as an Additional Director on 23rd March, 2015 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of 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 her candidature for the office of Director, be and is hereby appointed as a Director of the Company w.e.f. the date of Annual General Meeting, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to settle any question, difficulty or doubt that may arise in giving effect to this resolution and to do all such acts, deeds, things as may be necessary, expedient and desirable in this regard."

**BY ORDER OF THE BOARD OF DIRECTORS
FOR SARDA PROTEINS LIMITED**

SD/-

**DAMODAR PRASAD SARDA
DIN: 00763377**

CHAIRMAN

PLACE : ALWAR

DATE : 4th November, 2015

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY (A Copy of the Proxy Form is attached at the last Page of Annual Report). THE INSTRUMENT APPOINTING A PROXY MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE AGM.

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 AGM are requested to send to the Company, a certified copy of the Board Resolution authorizing their representative to attend and vote at the AGM on their behalf.
3. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
4. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday 21st November, 2015 to Monday, 23rd November, 2015. (both days inclusive) for the purpose of AGM.
5. The Register of Directors and Key Managerial Personnel (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 respectively will be available for inspection by the members at AGM.
6. Members are requested to:
 - a) Notify the change in address if any, with Pin Code numbers immediately to the Company (in case of shares held in physical mode).
 - b) Bring their copy of the Annual Report and Attendance Slip with them at the Annual General Meeting.
 - c) Quote their Regd. Folio Number/DP and Client ID Nos. in all their correspondence with the Company or its Registrar and Share Transfer Agent.
7. Non-Resident Indian Members are requested to inform Registrar and Share Transfer Agent of the Company in any case change in their residential status on return to India for permanent settlement, particulars of their bank account maintained in India with complete name, branch account type, account number and address of the bank with pin code number, if not furnished earlier.
8. In terms of Articles of Association of the Company read with Section 152 of the Companies Act, 2013 Mr. Siddharth Sarda DIN: 00763412 Director of the company, retires by rotation at the ensuing meeting & being eligible, offers himself for re-appointment. The Board of Directors of the Company recommend his re-appointment.
9. A statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Business to be transacted at the meeting is annexed hereto.
10. Members who hold shares in the physical form in the multiple folios in identical names or joint holdings in the same order of names are requested to send the Share Certificate to Link Intime India Pvt. Ltd., RTA, for consolidation into single folio.
11. The Notice of AGM along with the Annual Report 2014-15 is being sent by the permitted mode.
12. The Members who have not registered their email address so far, are requested to register their e-mail address for receiving all

communications including Annual Report, Notices, Circulars, etc. from the Company electronically.

13. Relevant documents referred to in the proposed resolutions are available for inspection at the Registered Office of the Company during business hours on all working days up to the date of the Annual General Meeting.
14. Annual Report and AGM Notice is available at the website of the Company at www.sardaproteins.com.
15. Members desirous of getting any information about the accounts and/or operation of the Company are requested to write to the Company at least seven days before the date of meeting to enable us to keep the information ready at the meeting.
16. The Company has engaged the services of Link Intime India Pvt. Ltd. as Agency to provide remote e-voting facility.
17. In compliance with Section 108 of the Companies Act, 2013 read with Rule 20 of The Companies (Management and Administration) Rules, 2014 and substituted by The Companies (Management and Administration) Amendment Rules, 2015 & Clause 35B of the Listing Agreement, the Company is offering remote e-voting facility to the members to enable them to cast their votes electronically from a place other than the venue of the AGM ('remote e-voting') provided by Central Depository Services (India) Ltd (CDSL). Please note that remote e-voting is optional and not mandatory.
18. The facility for voting through polling paper shall be made available at the AGM & members who have not already cast their vote by remote e-voting shall be able to exercise their right at the AGM. 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.
19. The remote e-voting facility would remain open from Thursday, 26th November, 2015 (9.00 A.M.) to Sunday, 29th November, 2015 (5.00 P.M.). During this period, shareholders of the company holding shares either in the physical form or in dematerialised form, as on the cut-off date of Monday, 23rd November, 2015, may cast their vote electronically. The E-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is casted by the shareholder, the shareholder shall not be allowed to change it subsequently.
20. The voting right of the members shall be in the proportion to the equity shares held by them in the paid up equity share capital of the Company as on Monday, 23rd November, 2015 ('cut-off date').
21. CS Manoj Maheshwari, FCS 3355, Practising Company Secretary, Jaipur has been appointed as a scrutinizer to scrutinize the remote e-voting & poll process to be carried out at the AGM in a fair and transparent manner.
22. A person who has acquired shares & become a member of the company after the dispatch of notice of AGM & holding shares as of cut-off date, may obtain the login ID & password by sending a request at evoting@cdsl.co.in. However, if the person is already registered with the CDSL for remote e-voting then the existing user ID & password can be used for casting vote.
23. The final results including the Remote E-voting & poll results of the AGM shall be declared within two days from the conclusion of the AGM. The final results along with the scrutinizer's report shall be placed on the Company's website www.sardaproteins.com immediately after the result is declared by the Chairman.
24. E-voting instructions:
 - i) To initiate the voting process, log on to the e-voting website viz. www.evotingindia.com.
 - ii) Click on "Shareholders" tab to cast your votes.
 - iii) Now Enter your User ID
 - a) For CDSL: 16 digits beneficiary ID,
 - b) Members holding shares in Physical Form should enter Folio Number registered with the Company.

- iv) Thereafter, enter the image verification Code as displayed and click on "Login" tab.
- v) If you are holding shares in demat form and had earlier logged on to www.evotingindia.com and casted your vote for any company electronically, then your existing login id and password is to be used. If you have forgotten the password then enter User ID and the image verification code and click on forgot password & enter the details as prompted by the system.
- vi) 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.

- vii) After entering these details appropriately, click on "SUBMIT" tab.
- viii) Members holding shares in physical form will then reach directly 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.
- ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- x) Now select the relevant Electronic Voting Sequence Number (EVSN) along with "Company Name" on which you choose to vote.
- xi) 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.
- xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiii) 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.

- xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xvi) If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xvii) Additional instructions for non-individual shareholders and custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
 - 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 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.

Members receiving Notice by Post/Courier:

Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.

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.com under help section or write an email to helpdesk.voting@cdslindia.com.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**ITEM NO. 4**

Mrs. Krishna Devi Sarma was appointed as an Additional Director of the Company w.e.f. 23rd March, 2015 pursuant to the provisions of Section 161(1) of Companies Act, 2013 and the Articles of Association of the Company. In terms of the provisions of Section 161(1) of the Act, Mrs. Krishna Devi Sarma would hold office up to the date of the ensuing Annual General Meeting. The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mrs. Krishna Devi Sarma for the office of Director of the Company.

Mrs. Krishna Devi Sarma has given her:

- (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of The Companies (Appointment & Disqualification of Directors) Rules, 2014,
- (ii) intimation in Form DIR-8 in terms of The Companies (Appointment & Disqualification of Directors) Rules, 2014, to the effect that she is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013.

None of the other Directors/Key Managerial Personnel of the Company/their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution, except Mrs. Krishna Devi Sarma, being appointee and Mr. Damodar Prasad Sarma and Mr. Siddharth Sarma, being relatives of the appointee. The Board recommends the Resolution set out at this item of the Notice for approval by the shareholders.

**BY ORDER OF THE BOARD OF DIRECTORS
FOR SARDA PROTEINS LIMITED**

SD/-
DAMODAR PRASAD SARMA
DIN: 00763377
CHAIRMAN

PLACE : ALWAR
DATE : 4th November, 2015

BOARD'S REPORT

DEAR MEMBERS,

SARDA PROTEINS LIMITED

Your Directors have pleasure in presenting their 24th Annual Report together with the Audited Financial Statements of the Company for the year ended March 31, 2015.

1. FINANCIAL HIGHLIGHTS : (Amount in Rs. In Lakhs)

Particulars	2014-15	2013-14
SALES	497.05	243.97
Other Income	6.45	2.82
Expenses	516.28	260.76
Profit/ (Loss) before Depreciation and Extra Ordinary Income	(12.79)	(13.98)
Depreciation	4.23	3.29
Extra Ordinary Income	78.63	0.00
Profit/ (Loss) before Taxes	61.62	(17.27)
Provision for Taxes	2.47	(5.12)
Net Profit/ (Loss)	59.15	(12.15)

Previous year figures have been re-grouped and rearranged wherever considered necessary.

2. OPERATIONS AND COMPANY'S AFFAIRS:

The Company's performance has slight better then last year in terms of sales and gross profit. The net profit has improved due to extraordinary income received due to sales of Land and Building of the company.

3. DIVIDEND:

There is not adequate surplus to declare any dividend during the year. Your directors do not recommend any dividend for the year.

4. CAPITAL STRUCTURE

During the FY 2014-15 there is no change in capital structure of the Company and paid up share capital of the Company stands at Rs. 2,43,48,500/- (Rupees Two Crores Forty Three Lac Forty Thousand and Five Hundred).

5. NUMBER OF MEETINGS OF BOARD OF DIRECTORS

During the financial year 2014-15, the Board of Directors of the Company met 10 (Ten) times on 29th April, 2014, 13th May, 2014, 28th May, 2014, 31st July, 2014, 27th August, 2014, 04th October, 2014, 10th November, 2014, 22nd December, 2014, 10th February, 2015 and 23rd March, 2015 .

Frequency and quorum at these meetings were in conformity with the provisions of the Companies Act, 2013 and the Listing Agreement entered into by the company with the Stock Exchanges. All the Board members and the senior management personnel have affirmed compliance with the Code of Conduct during the year ended on 31st March, 2015.

6. DECLARATION OF INDEPENDENCE BY INDEPENDENT DIRECTORS

All the Independent Non-Executive Directors of the company viz. Mr. Kailash Kumar Dhoot, Mr. Badri Bishal Sarma and Mr. Pawan Kumar Maheshwari, have submitted the declaration of independence as required pursuant to Section 149(7) of the Companies Act, 2013, stating that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013.

7. DIRECTORS AND KEY MANAGERIAL PERSONNEL:

During the year, Mrs. Krishna Devi Sarma (DIN: 07100074) was appointed as an additional director of the Company w.e.f. 23.03.2015.

During the year, Mr. Damodar Prasad Sarma was appointed as Chief Financial Officer (CFO) of the Company, pursuant to Section 203 of the Companies Act, 2013 read with the rules made there under and Ms. Jyoti Soni was appointed as a Company Secretary of the Company pursuant to Section 203 of the Companies Act, 2013 read with the rules made there under.

In accordance with the provisions of Section 152(6) of the Companies Act, 2013 and the Company's Articles of Association, Mr. Siddharth Sarma DIN:00763412, Director of the Company will retire by rotation at the ensuing Annual General Meeting of the Company and being eligible, has offered himself for reappointment.

8. TRANSFER TO RESERVES

During the period under review, no amount is being transferred to the reserves of the Company.

9. NOMINATION & REMUNERATION POLICY:

The Company follows a policy on "Nomination and Remuneration of Directors, Key managerial Personnel and Senior Management". The policy is approved by the Nomination & Remuneration Committee and the Board. More details on the same are given in Annexure "I".

10. AUDITORS

• Statutory Auditors

M/s. Khetawat Agarwal & Company, Chartered Accountants, Alwar (FRN 003960C) have been appointed as Statutory Auditors of the company at the last AGM held on 30.09.2014 for a period of five years subject to ratification by members at every consequent Annual General Meeting. Therefore, ratification of appointment of Statutory Auditors is being sought from the members.

The company has received letter from M/s. Khetawat Agarwal & Company, Chartered Accountants, Alwar to the effect that their appointment, if made, would be within the prescribed limits under Section 139 of the Companies Act, 2013 and that they are not disqualified for appointment within the meaning of Section 141 of the said Act.

The Notes on Financial Statements referred to in the Auditor's Report for the financial year ended 31st March, 2015 are self-explanatory and does not call for any further comments.

• Secretarial Auditors

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board has appointed M/s V. M. & Associates, Company Secretaries in Practice, Jaipur (FRN: P1984RJO39200) as Secretarial Auditor of the Company to carry out the secretarial audit of the company for the F.Y. 2014-15. The Secretarial Audit Report is annexed herewith as Annexure "II" and it carries following qualifications:

- Newspaper Communications for Board Meetings and Result declarations were not published by the Company;
- Limited Review Reports of Auditors have not been intimated to the Stock Exchange along with the financial results; and
- Intimation and Outcome for all the Board Meetings held have not been communicated to the Stock exchange.

In respect of above stated qualifications, your Directors would like to clarify that:

Considering the size and working of the business, and keeping in view the financial position, the Company was unable to publish the advertisements in newspaper.

Due to non-employment of a Whole-time Company Secretary in the Company the compliances remained pending and as a result of inadvertence the same could not be complied with. The Company strives to ensure the due compliances in future.

The Secretarial Audit report for the financial year ended 31 March, 2015 is self explanatory and does not call for any further comments.

• **Internal Auditors**

Pursuant to the provisions of Section 138 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014, the Board has appointed M/s Amit M Agarwal, Chartered Accountants, Alwar as Internal Auditor of the Company to carry out the internal audit of the company for the F.Y. 2014-15.

The Internal Audit report for the financial year ended 31 March, 2015 is self explanatory and does not call for any further comments.

11. LOANS AND INVESTMENTS BY THE COMPANY

During the year under review, the company has not granted any loans, guarantees or provided securities in excess of limits prescribed under Section 186(2) of the Companies Act, 2013 and has not made any investment through more than two layers of investment Companies. The loan and advances provided is proposed to be utilised by the recipient are provided in the Financial Statements (Please refer to Note 12 and 16 in the financial Statement.

12. RELATED PARTY TRANSACTIONS

There were no contracts or arrangements entered into by the company in accordance with provisions of Section 188 of the Companies Act, 2013.

There are no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large.

None of the Directors has any pecuniary relationships or transactions vis-à-vis the Company.

13. CODE OF CONDUCT

The Board has laid down a Code of Conduct for all Board members and senior management personnel of the Company, which is available on website of the company i.e. www.sardaproteins.com.

The Company has obtained confirmations for the compliance with the said code from all its Board members and senior management personnel for the year ended March, 31, 2015.

MATERIAL CHANGES DURING THE FINANCIAL YEAR UNDER REVIEW

The information required under Section 134 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 relating to Material Changes And Commitments, there are no such material changes and commitments which affecting the financial position of the company.

14. EXTRACT OF THE ANNUAL RETURN

The extract of the Annual Return in form MGT 9 as on the financial year ended 31st March, 2015 is annexed herewith as Annexure "III".

15. RISK MANAGEMENT

The Company has developed and implemented a risk management policy which encompasses practices relating to identification, assessment monitoring and mitigation of various risks to key business objectives. The Risk management framework of the Company seeks to minimize adverse impact of risks on our key business objectives and enables the Company to leverage market opportunities effectively.

The various key risks to key business objectives are as follows:

The company has contracts of materials and sometimes hedges the same in the NCDEX and has some risk in their as sometime market goes in different directions. The directors keep strict watch on it.

16. EVALUATION OF PERFORMANCE OF BOARD/ COMMITTEES/ KMP/ INDIVIDUAL DIRECTORS:

Pursuant to the provisions of the Companies Act, 2013, a separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board who were evaluated on parameters such as their presence, leadership, level of engagement and contribution and independence of judgment thereby safeguarding the interest of the Company. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non-Independent Directors was carried out by the Independent Directors. The board also carried out annual performance evaluation of the working of its Audit, Nomination and Remuneration as well as stakeholder relationship committee. The Directors expressed their satisfaction with the evaluation process.

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

The Company has in place an Anti-Sexual Harassment Policy in line with the requirements of The Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013. Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy.

The following is a summary of sexual harassment complaints received and disposed off during the year 2014-15

- **Number of complaints received: NIL**
- **Number of complaints disposed off: NIL**

18. FIXED DEPOSITS

The Company has not invited, accepted or renewed deposits from public within the meaning of Section 73 of the Companies Act, 2013, read with The Companies (Acceptance of Deposits) Rules, 2014 during the year under review.

19. PARTICULARS REGARDING CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

Your Company continuously strives to conserve energy, adopt environment friendly practices and employ technology for more efficient operations.

The particulars relating to the energy conservation and technology absorption, as required under Section 134(3)(m) of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 are given in the ANNEXURE IV to this Report.

20. COMPOSITION OF AUDIT COMMITTEE

Composition

The Audit Committee comprises of three Directors, two of whom are Non-Executive, Independent Directors. The Chairman of the Audit Committee possesses knowledge by corporate finance, accounts and company law.

The constitution of the Audit Committee of Directors is as under:

Names of Members	Designation
Mr. Kailash Kumar Dhoot DIN: 00168546	Chairman Independent, Non-Executive
Mr. Badri Bishal sarda DIN: 01264693	Member Independent, Non-Executive
Mr. Damodar Prasad Sarda DIN: 00763377	Member Whole time Director

Terms of Reference:

- a) The recommendation for appointment, remuneration and terms of appointment of auditors of the company;
- b) Review and monitor the auditor's independence and performance, and effectiveness of audit process;
- c) Examination of the financial statement and the auditor's report thereon;
- d) Approval or any subsequent modification of transactions of the company with related parties;
- e) Scrutiny of inter-corporate loans and investments;
- f) Valuation of undertakings or assets of the company, wherever it is necessary;
- g) Evaluation of internal financial controls and risk management systems;
- h) Monitoring the end use of funds raised through public offers and related matters.
- i) The role of Audit Committee shall inter alia include the roles as prescribed in clause 49 of the listing agreement.

21. LISTING OF SECURITIES

The equity shares of the company are listed and traded in the BSE Limited and the listing fee for the year 2015-16 has been duly paid. Scrip Code: 519242. The company has applied for delisting to Calcutta Stock Exchange Association Limited on 2nd Sep 2003 and has not paid any listing fees since then and neither received any communication from the said exchange in this matter.

22. VIGIL MECHANISM

As per Section 177 of the Companies Act, 2013, a Vigil Mechanism has been established in order to ensure that the activities of the Company and its employees are conducted in a fair, honest and transparent manner. The Vigil Mechanism Policy has been uploaded on the website of the Company i.e. www.sardaproteins.com.

The functioning of the vigil mechanism is reviewed by the Audit Committee from time to time.

23. REMUNERATION RELATED DETAILS

- A. None of the employees of the company was in receipt of the remuneration exceeding the limits prescribed u/s 197 (12) read with rule 5, sub-rule 2 of The Companies (Appointment and Remuneration of Managerial Personnel) of the Companies Act, 2013 during the year under review.
- B. The ratio of the remuneration of each director to the median employee's remuneration and other details in terms of sub-section 12 of Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are forming part of this report as Annexure "V".

24. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134(5) of the Companies Act, 2013, the Board of Directors of the Company hereby state and confirm that:

- in the preparation of the annual accounts, the applicable accounting standards had been followed and that there are no material departures from the same;
- the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for that period;
- the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- the directors had prepared the annual accounts on a going concern basis;
- the directors, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively; and;
- the directors had devised proper systems to ensure compliances with the provisions of all applicable laws and that such systems were adequate and operating effectively.

25. INTERNAL FINANCIAL CONTROL SYSTEMS:

The Company has put in place an adequate system of internal control commensurate with its size and nature of business. These systems provide a reasonable assurance in respect of providing financial and operational information, complying with applicable statutes, safeguarding of assets of the Company and ensuring compliance with corporate policies. The Audit Committee reviews adherence to internal control systems and internal audit reports.

26. ACKNOWLEDGEMENT:

The Board of Directors wish to place on record its sincere appreciation for due co-operation received from the Company's Bankers, Government, Advisors, Shareholders etc. The Directors are also thankful to the employees at all levels for their continued support.

**BY ORDER OF THE BOARD OF DIRECTORS
FOR SARDA PROTEINS LIMITED**

SD/-
DAMODAR PRASAD SARDA
DIN: 00763377
CHAIRMAN

PLACE : ALWAR
DATE : 4th November, 2015

Annexure to the Directors' Report
NOMINATION AND REMUNERATION POLICY
OF THE COMPANY

Nomination and Remuneration Committee :

The Broad terms of reference of the Nomination and Remuneration Committee are as follows :

- I. To recommend to the Board a policy relating to identification, appointment and remuneration for the Company's senior management including its Key Managerial Person and Board of Directors.
- ii. To carry out evaluation of every director's performance.
- iii. To recommend to the Board a policy relating to remuneration for the Company's senior management including its Key Managerial Person and Board of Directors.
- iv. To recommend remuneration of the Managing Director(s) and Whole-time Directors.
- v. To carry out other functions as is mandated by the Board from time to time and /or enforced by any statutory notification, amendment or modification, as may be applicable.

Remuneration Policy :

The remuneration of Whole-time Director / Key Managerial Personnel is proposed by the Committee and subsequently approved by the Board of Directors and further by the shareholders, if required. Executive remuneration is evaluated annually against performance and a benchmark of other companies in the same field, which in size and complexity are similar to the Company. In determining packages of remuneration, the Committee may consult with the Chairman and Chief Financial Officer appropriate.

Total remuneration shall be comprised as follows:

- v A fixed base salary, set at a level aimed at attracting and retaining executives with professional and personal competences required to drive the Company's performance.
- v Annual increment based on the performance appraisal by the Chairman / Managing Director / Committee and can under normal circumstances not exceed 25% of the fixed base salary.
- v Provident Fund contributions, made in accordance with applicable laws and employment agreements.
- v Gratuity and Severance payment shall be in accordance with applicable laws and employment agreements.

Form No. MR-3

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31.03.2015

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of
The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Sarda Proteins Limited
CIN: L15142RJ1991PLC006353
G 1 -177 (A), Matsya Industrial Area,
Alwar - 301 030 (Rajasthan)

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Sarda 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, minute 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 on March 31, 2015 ('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 March 31, 2015 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings (**Not applicable to the Company during the Audit Period**);
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009(**Not applicable to the Company during the Audit Period**);
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; and the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 notified on 28th October, 2014 (**Not applicable to the Company during the Audit Period**);
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008(**Not applicable to the Company during the Audit Period**);

- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009(**Not applicable to the Company during the Audit Period**); and
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998(**Not applicable to the Company during the Audit Period**).

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India (**Not notified hence not applicable to the Company during the audit period**); and
- (ii) The Listing Agreement entered into by the Company with the Stock Exchange.

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

- a. *Newspaper Communications for Board Meetings and Result declarations were not published by the Company;*
- b. *Limited Review Reports of Auditors have not been intimated to the Stock Exchange along with the financial results; and*
- c. *Intimation and Outcome for all the Board Meetings held have not been communicated to the Stock exchange.*

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. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on 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.

Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.

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.

We further report that during the audit period the company has duly passed the resolutions under section 180(1) (a) and 180(1)(c) of the Companies Act, 2013, read with its applicable rules, as amended.

For V.M. & Associates
Company Secretaries

Place : Jaipur
Date : 4th November, 2015

CS Vikas Mehta
ACS No.:28964
C P No.: 12789

ANNEXURE “III”

FORM NO. MGT 9

EXTRACT OF ANNUAL RETURN

As on financial year ended on 31.03.2015

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

I. REGISTRATION & OTHER DETAILS:

1.	CIN	L15142RJ1991PLC006353
2.	Registration Date	03/12/1991
3.	Name of the Company	SARDA PROTEINS LTD
4.	Category/Sub-category of the Company	PUBLIC COMPANY LIMITED BY SHARES
5.	Address of the Registered office & contact details	G1-177 (A), MATSYA INDUSTRIAL AREA, ALWAR, RAJASTHAN E-MAIL: sardaproteins@yahoo.com
6.	Whether listed company	YES
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	LINK INTIME INDIA PVT. LTD. ,44, Community Centre, Near PVR Cinema, Naraina Industrial Area, Phase-I NEW DELHI,110028 E-MAIL: delhi@linkintime.co.in

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY (All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

S.No.	Name and Description of main Products/Services	NIC Code of the Product/Service	% to total turnover of the company
1	Wholesale Trade of Vegetable oil	46305	58.50%
2	Wholesale Trade of Oil Seed	46207	36.38%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES-

S.N	Name and address of the Company	CIN/GLN	HOLDING/SUBSIDIARY/ASSOCIATE	% of shares held	Applicable Section
1	-	-	-	-	-

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)
i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year[As on 01-April-2014]				No. of Shares held at the end of the year[As on 31-March-2015]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	--	532300	532300	16.21	--	532300	532300	16.21	--
b) Central Govt	--	--	--	--	--	--	--	--	--
c) State Govt(s)	--	--	--	--	--	--	--	--	--
d) Bodies Corp.		89000	89000	2.71	--	89000	89000	2.71	--
e) Banks / FI	--	--	--	--	--	--	--	--	--
f) Any other	--	--	--	--	--	--	--	--	--
Total shareholding of Promoter (A)		621300	621300	18.92	--	621300	621300	18.92	--
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	--	--	--	--	--	--	--	--	--
b) Banks / FI	--	--	--	--	--	--	--	--	--
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):-	--	--	--	--	--	--	--	--	--
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	--	94500	94500	2.88	--	94500	94500	2.88	--
ii) Overseas	--	--	--	--	--	--	--	--	--
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	--	2291800	2291800	69.81	--	2291800	2291800	2.88	--

ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	--	270100	270100	8.23	--	270100	270100	8.23	
c) Others (specify) Hindu Undivided Families	--	--	--	--	--	--	--	--	--
Non Resident Indians	--	5400	5400	0.16	--	5400	5400	0.16	--
Overseas Corporate Bodies	--	--	--	--	--	--	--	--	--
Foreign Nationals	--	--	--	--	--	--	--	--	--
Clearing Members	--	--	--	--	--	--	--	--	--
Trusts	--	--	--	--	--	--	--	--	--
Foreign Bodies - D R	--	--	--	--	--	--	--	--	--
Sub-total (B)(2):-	--	2661800	2661800	81.08	--	- 2661800	2661800	81.08	-
Total Public Shareholding (B)=(B)(1)+ (B)(2)	--	2661800	2661800	81.08	--	2661800	2661800	81.08	--
C. Shares held by Custodian for GDRs & ADRs	--	--	--	--	--	--	--	--	--
Grand Total (A+B+C)	--	3283100	3283100	100	--	3283100	3283100	100	--

(ii) Shareholding of Promoters

C) Change in Promoters' Shareholding (please specify, if there is no change): No change

(ii) Shareholding of Promoters

S.No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1								
2								
3								

C) Change in Promoters' Shareholding (please specify, if there is no change): No change

SN	Particulars	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.					
2.					
3.					

D) Shareholding Pattern of top ten Shareholders:
(Other than Directors, Promoters and Holders of GDRs and ADRs):

SN	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Atul Pratap Shah	30,400	0.93	30,400	0.93
2.	Chameli Devi Gupta	20,000	0.61	20,000	0.61
3.	Jagmohan Gupta	20,000	0.61	20,000	0.61
4.	Saroj Gupta	20,000	0.61	20,000	0.61
5.	Saroj Gupta	20,000	0.61	20,000	0.61
6.	Ganesh Das Gupta	20,000	0.61	20,000	0.61
7.	Ganesh Das Gupta	20,000	0.61	20,000	0.61
8.	Kedar NAth Gupta	20,000	0.61	20,000	0.61
9.	Kedar Nath Gupta	20,000	0.61	20,000	0.61
10.	Javitri Devi Gupta	20,000	0.61	20,000	0.61
11.	Jagmohan Gupta	20,000	0.61	20,000	0.61
12.	Sushila Devi Jaju	20,000	0.61	20,000	0.61

E) Shareholding of Directors and Key Managerial Personnel:

SN	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Damodar Prasad Sarada	60,200	1.83	60,200	1.83
2.	Siddharth Sarada	61,000	1.86	61,000	1.86
3.	Madhu Sudan Somani	100	0.00	100	0.00
4.	Damodar Pd Sarada/Jt. With Krishna Devi Sarada	31000	0.94	31000	0.94
5.	Damodar Prasad Sarada/jt. With Siddharth Sarada	120000	3.66	120000	3.66
6.	Krishna Devi Sarada	140000	4.26	1,40,000	4.26
7.	Damodar Pd. Sarada jt. With Siddharth Sarada and Krishna Devi Sarada	120000	3.66	120000	3.66

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	344398	-	-	344398
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	344398	-	-	344398
Change in Indebtedness during the financial year				
* Addition	-	-	-	-
* Reduction	104915	-	-	104915
Net Change	104915	-	-	104915
Indebtedness at the end of the financial year				
i) Principal Amount	239483	-	-	239483
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	239483	-	-	239483

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-
A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager			Total Amount
		Siddharth Sarda	--	--	
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961*	5,40,000			5,40,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961				
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961				
2	Stock Option				
3	Sweat Equity				
4	Commission - as % of profit - others, specify...				
5	Others, please specify PF/HRA	334800			334800
	Total (A)	874800			874800
	Ceiling as per the Act	Ceiling as per Section 197 and Schedule V of the Act			

B. Remuneration to other directors: NIL

SN.	Particulars of Remuneration	Name of Directors				Total Amount
1	Independent Directors					
	Fee for attending board committee meetings	--	--	--	--	--
	Commission	--	--	--	--	--
	Others, please specify	--	--	--	--	--
	Total (1)	--	--	--	--	--
2	Other Non-Executive Directors	--	--	--	--	--
	Fee for attending board committee meetings	--	--	--	--	--
	Commission	--	--	--	--	--
	Others, please specify	--	--	--	--	--
	Total (2)	--	--	--	--	--
	Total (B)=(1+2)	--	--	--	--	--
	Total Managerial Remuneration	--	--	--	--	--
	Overall Ceiling as per the Act	--	--	--	--	--

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

S.No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CS	CFO	Total
1	Gross salary	-	-	-	-
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (CS Appointed on 1.03.2015)		16,000		16,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961				
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961				
2	Stock Option				
3	Sweat Equity				
4	Commission				
	- as % of profit				
	others, specify...				
5	Others, please specify				
	Total		16,000		16,000

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	N.A.	NIL	NIL	N.A.	N.A.
Punishment	N.A.	NIL	NIL	N.A.	N.A.
Compounding	N.A.	NIL	NIL	N.A.	N.A.
B. DIRECTORS					
Penalty	N.A.	NIL	NIL	N.A.	N.A.
Punishment	N.A.	NIL	NIL	N.A.	N.A.
Compounding	N.A.	NIL	NIL	N.A.	N.A.
C. OTHER OFFICERS IN DEFAULT					
Penalty	N.A.	NIL	NIL	N.A.	N.A.
Punishment	N.A.	NIL	NIL	N.A.	N.A.
Compounding	N.A.	NIL	NIL	N.A.	N.A.

PLACE : ALWAR
DATE : 4th November, 2015

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

SD/-
DAMODAR PRASAD SARDA
DIN: 00763377
CHAIRMAN

A) Conservation of energy:

(i) The steps taken or impact on conservation of energy: The operations of your company are not energy intensive. However adequate Measures have been initiated to reduce energy consumption further.

(ii) The steps taken by the company for utilizing alternate sources of energy: Nil

The capital investment on energy conservation equipment: Nil

(B) Technology absorption:

(i) The efforts made towards technology absorption: The Company has not carried out any Technology absorption

(ii) The benefits derived like product improvement, cost reduction, product development or import substitution: N.A.

(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: Nil

(b) The year of import: Nil

(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: N.A.

(iv) The expenditure incurred on Research and Development: NIL

(C) Foreign exchange earnings and Outgo:

There were no foreign exchange earnings and outgo during the financial year ended 31st March, 2015.

PLACE: ALWAR

DATE : 4th November, 2015

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

SD/-
DAMODAR PRASAD SARDA
DIN: 00763377
CHAIRMAN

Analysis of Managerial Remuneration

Pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the statistical analysis of the remuneration paid to Directors and Key Managerial Personnel (KMP) as against the other employees of the company and with respect to the performance of the company (PAT) is given below:

1. The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year 2014-15 :

Name of Directors	Ratio
Mr. Siddharth Sarda	8.90:1

2. The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year 2014-15: No increase in remuneration, during the year.
3. The percentage increase in the median remuneration of employees in the financial year 2014-15: No increase in remuneration of employees during the financial year 2014-15
4. The number of permanent employees on the rolls of company: - 5
5. The explanation on the relationship between average increase in remuneration and company performance: No increase in remuneration during the financial year 2014-15.
6. Comparison of the remuneration of the Key Managerial Personnel against the performance of the company:
7. Variations in the market capitalisation of the company, price earnings ratio as at the closing date of current financial year and previous financial year and percentage increase over decrease in the market quotations of the share of the company in comparison to the rate at which the company came out with the last public offer in case of listed companies, and in case of unlisted companies, the variations in the net worth of the company as at the close of the current financial year and previous financial year :-

Particulars	31.03.2015	31.03.2014
Price Earning Ratio	--	--

Earning Per Share:

Market Rate as on 31.03.2015	Rs. 4.72 per share
Rate of Share at last Public Offer	Rs. 10 per share

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-

Average % increase in the salary of employees other than Managerial Personnel: - Nil

Average % increase in the Salary of the Managerial Personnel: -NIL

The average % increases in salaries of the employees other than the managerial personnel is as per the general industry standards.

8. Comparison of the each remuneration of the Key Managerial Personnel against the performance of the company: Nil
9. The key parameters for any variable component of remuneration availed by the directors: No variable components in Directors remuneration.
10. The ratio of the remuneration of the highest paid director to that of the employees who are not directors but received remuneration in excess of the highest paid director during the year: There is no such employee in the Company. Hence, this is not applicable.
11. Affirmation: We hereby confirm that the remuneration paid to Directors and employees are as per the remuneration policy of the company

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

PLACE : ALWAR
DATE : 4th November, 2015

SD/-
DAMODAR PRASAD SARDA
DIN: 00763377
CHAIRMAN

INDEPENDENT AUDITOR'S REPORT

**TO THE MEMBERS OF
SARDA PROTEINS LIMITED**

Report on the Financial Statements

We have audited the accompanying financial statements of **SARDA PROTEINS LIMITED**, which comprise the Balance Sheet as at 31st March, 2015, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's 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 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 principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. 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 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 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 the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing 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 financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the 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 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. An audit also includes evaluating the appropriateness of the 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 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 financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid 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, of the state of affairs of the Company as at 31st March, 2015, and its profit and its cash flows for the year ended on that date.

Emphasis of Matters

We draw attention to the matter that Company has sold substantial parts of Fixed Assets and for the same reason company books are showing profit. There was no manufacturing taken place during the current period and company is now working on rented premises. These conditions indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a manufacturing concern. However, the financial statements of the Company have been prepared on a going concern basis.

Our opinion is not modified in respect of this matter.

Report on Other Legal and Regulatory Requirements

As required by Section 143 (3) of the Act, we report that:

- (a) We have sought and obtained all the information and explanation which to the best of our Knowledge and belief were necessary for the purposes of our audit.
- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) The going concern matter described in the Emphasis of Matters paragraph above, in our opinion, may have an adverse effect on the functioning of the Company.
- (f) On the basis of the written representations received from the directors as on 31st March, 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
- (g) With respect to the other matters to be included in the Auditor's 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 does not have any pending litigations which would impact its financial position.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

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

M. L. AGARWAL
Partner
Membership No. 072854

Place: Alwar
Date: May 27, 2015

Annexure to the Independent Auditors' Report

The Annexure referred to in our Independent Auditors' Report to the members of the Company on the financial statements for the year ended 31 March 2015, we report that:

1. (i) The Company has maintained proper records showing full particulars, quantitative details and situation of fixed assets.
(ii) All the assets have not been physically verified by the management during the year, but there is a regular program of verification which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. But during the year land, building and plant and machinery fully disposed off.
2. As explained to us, the inventory has been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.
(i) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the company and nature of its business.
(ii) In our opinion and according to their information and explanations given to us and on the basis of our examination of the records of inventory, the Company is maintaining proper records of inventory.
3. The company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act.
4. In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business with regard to the purchase of inventory and fixed assets, and with regard to the sale of goods and services. During the course of our audit, no major weakness has been noticed in the internal controls.
5. In our opinion and according to the information and explanations given to us, the Company has not accepted deposits from the public and therefore, the provisions of Section 73 and 76 of the Companies Act, 2013 and Rules framed there under are not applicable to the Company.
6. According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under sub-section (l) of section 148 of the Companies Act, 2013 in respect of services carried out by the Company.
7. (i) According to the information and explanations given to us and according to the books and records as produced and examined by us, in our opinion, the undisputed statutory dues in respect of provident fund, employees state insurance, income tax, sales tax, wealth tax, customs duty, excise duty, cess and other material statutory dues as applicable, have been regularly deposited by the Company during the year with the appropriate authority.

According to the information and explanations given to us, no undisputed amounts payable in respect of income tax, sales tax, wealth tax, customs duty, excise duty and cess were in arrears, as at 31st March 2015 for a period of more than six months from the date they become payable.

- (ii) According to the information and explanations given to us, there are no dues of Income Tax, Sales Tax, wealth tax, customs duty, excise duty and cess that have not been deposited on account of any dispute.
- (iii) There is no amount required to be transferred to investor education and protection fund in accordance

with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made thereunder.

- 8 The Company has no accumulated losses as at 31st March 2015.
- 9 Based on our audit procedures and on the information and explanations given by the management, in our opinion, the Company has not defaulted in repayment of dues to any financial institution or bank as at the balance sheet date.
- 10 According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from banks and financial institutions.
- 11 To the best of our knowledge and belief and according to the information and explanations given to us, the Company has applied the term loans for the purpose for which the loans were obtained.
- 12 To the best of our knowledge and belief and according to the information and explanations given to us, no fraud on or by the Company was noticed or reported during the year.

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

M.L. AGARWAL
Partner
Membership No. 072854

Place: Alwar
Date: May 27, 2015

BALANCE SHEET AS ON MARCH 31, 2015

(Figures in Rupees)

	Particulars	Note No.	As at March 31, 2015	As at March 31, 2014
I.	EQUITY AND LIABILITIES			
	(1) Shareholders' Funds			
	(a) Share Capital	2	24,348,500.00	24,348,500.00
	(b) Reserves and Surplus	3	3,019,262.30	(2,889,072.18)
	(2) Non-Current Liabilities			
	(a) Long-Term Borrowings	4	121,340.00	239,483.00
	(b) Long-Term Provisions	5	717,280.00	542,193.00
	(3) Current Liabilities			
	(a) Trade Payables	6	78,216.15	226,376.00
	(b) Other Current Liabilities	7	1,265,786.22	627,653.57
	(c) Short-Term Provisions	5	7,450.00	7,450.00
	(d) Short Term Borrowing	15	1,857,793.58	2,875,370.60
	TOTAL		31,415,628.25	25,977,953.99
II.	ASSETS			
	(1) Non-Current Assets			
	(a) Fixed Assets			
	(i) Tangible Assets	8	1,001,315.34	5,021,504.51
	(ii) Capital Work in Progress			45,005.00
	(b) Non-Current Investments	9	131,350.00	7,001,350.00
	(c) Deferred Tax Assets (Net)	26	3,431,802.00	2,807,802.00
	(d) Long-Term Loans and Advances	10	1,400.00	274,292.00
	(e) Other Non Current Assets	11	3,841,785.00	3,425,940.06
	(2) Current Assets			
	(a) Current Investments		-	-
	(b) Inventories	12	4,288,759.00	5,897,309.00
	(c) Trade Receivable	13	1,900,029.00	641,071.00
	(d) Cash and Cash Equivalent	14	10,768,626.50	293,439.40
	(e) Short-Term Loans and Advances	10	6,050,561.41	570,241.02
	TOTAL		31,415,628.25	25,977,953.99

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
 FRN. 003960C

For and on behalf of the Board

D.P. Sarda
 Director
 DIN 00763377

S.Sarda
 Director
 DIN 00763412

Dated: May 27, 2015

Place : Alwar

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2015

	Particulars	Note No.	For the Year Ended 31st March 2015	For the Year Ended 31st March 2014
I.	Income			
	Revenue from operations	16	49,704,906.00	24,396,850.20
	Other Operating Income	17	500,255.87	261,820.24
	Other Income	18	144,312.50	19,740.50
II.	Total Revenue		50,349,474.37	24,678,410.94
	Expenses			
	Cost of Material Consumed	19	1,257,438.00	1,941,918.00
	Purchases of Stock-in Trade	20	45,806,425.32	22,257,980.11
	(Increase)/ Decrease in Inventories of Finished Goods, Work in Progress	21	896,639.00	(891,324.00)
	Employee Benefit Expenses	22	1,769,071.00	1,231,638.00
	Finance Cost	23	155,343.00	122,322.00
	Depreciation and Amortization Expense	8	422,535.16	328,849.19
	Capital Loss			
	Other Expenses	24	1,743,176.35	1,413,585.12
III.	Total Expenses		52,050,627.83	26,404,968.42
IV.	Profit before exceptional and extraordinary items and tax		(1,701,153.46)	(1,726,557.48)
V.	Exceptional Items		7,862,937.67	-
VI.	Profit before extraordinary items and tax		6,161,784.21	(1,726,557.48)
VII.	Extraordinary Items		-	-
VIII.	Profit before tax		6,161,784.21	(1,726,557.48)
IX.	Tax Expense:			
	(1) Current Tax		870,760.00	-
	(2) Prior Period Tax			
	(3) Deferred Tax	26	(624,000.00)	(511,682.00)
X.	Profit (Loss) for the period from continuing operations		5,915,024.21	(1,214,875.48)
XI.	Earning per equity share:	33		
	(1) Basic		2.43	(0.50)
	(2) Diluted		2.43	(0.50)

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

FRN. 003960C

For and on behalf of the Board

D.P. Sarda

Director

DIN 00763377

S.Sarda

Director

DIN 00763412

Dated: May 27, 2015

Place : Alwar

NOTE - 1**SIGNIFICANT ACCOUNTING POLICIES****A. BASIS OF PREPARATION OF FINANCIAL STATEMENTS**

These financial statements are prepared in accordance with Indian Generally Accepted Accounting Principles (GAAP) under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values. GAAP comprises mandatory accounting standards as prescribed under Section 133 of the Companies Act, 2013 ('Act') read with Rule 7 of the Companies (Accounts) Rules, 2014, the provisions of the Act (to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI). Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

B. USE OF ESTIMATES

The preparation of the financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported balances of assets and liabilities and disclosures relating to contingent liabilities as at the date of the financial statements and reported amounts of income and expenses during the period.

Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as the Management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

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 II of the Companies Act, 2013.

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.

J. 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

A provision is recognized if, as a result of a past event, the Company has a present legal obligation that is reasonably estimable and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by the best estimate of the outflow of economic benefits required to settle the obligation at the reporting date. Where no reliable estimate can be made, a disclosure is made as contingent liability. A disclosure for a contingent liability is also made when there is a possible obligation or a

present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

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.

Q. CASH FLOW STATEMENT

Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

Particulars	As at March 31, 2015	As at March 31, 2014
NOTE NO. - 2 SHARE CAPITAL		
Authorised Share Capital :	50,000,000.00	50,000,000.00
50,00,000 (Previous Year 50,00,000) Equity Shares of Rs. 10/- each	<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	As at March 31, 2015		As at March 31, 2014	
	No. of Shares	% Held	No. of Shares	% Held
Name of the Shareholder	-	0.00%	-	0.00%
(ii) The reconciliation of the number of shares outstanding is set out below :		2014-15		2013-14
Particulars		<u>No. of shares</u>		<u>No. of shares</u>
Equity Shares at the beginning of the year	3,283,100	3,283,100.00	3,283,100	3,283,100.00
Add : Shares issued during the year		-		-
Equity Shares at the end of the year		<u>3,283,100.00</u>		<u>3,283,100.00</u>

(iii) Terms / Rights attached to Equity Shares
The Company has only one class of Equity Shares having a face value of Rs.10 per share. Each Ordinary Shareholder is entitled to one vote per share.
No dividend is proposed by the Board of Directors in the Annual General Meeting.
In the event of winding-up of the company, the equity shareholders shall be entitled to be repaid remaining assets of the company, in the ratio of the amount of capital paid up on such equity shares.

NOTE NO. - 3 RESERVES AND SURPLUS

Capital Subsidy				
As per Last Balance Sheet	1,807,800.00		1,807,800.00	
Depreciation Difference as per new Company Law	(6,689.73)			
Statement of Profit & Loss A/c				
As per Last Balance Sheet	(4,696,872.18)		(3,481,996.70)	
Add: Profit / (Loss) for the year	5,915,024.21		(1,214,875.48)	
	<u>1,218,152.03</u>		<u>(4,696,872.18)</u>	
	3,019,262.30		<u>(2,889,072.18)</u>	

Non-current		Current	
As at March 31, 2015	As at March 31, 2014	As at March 31, 2015	As at March 31, 2014

NOTE NO. - 4 LONG TERM BORROWINGS

Secured				
From Bank (HDFC)	121,340.00	239,483.00	118,143.00	104,915.00
	<u>121,340.00</u>	<u>239,483.00</u>	<u>118,143.00</u>	<u>104,915.00</u>

HDFC Loan referred above of Rs. 239483.00 (Previous Year Rs. 344398.00) 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.



NOTE NO. - 5 LONG AND SHORT TERM PROVISIONS

	Non-current		Current	
	As at March 31, 2015	As at March 31, 2014	As at March 31, 2015	As at March 31, 2014
Provision for employees benefits (Gratuity)	717,280.00	542,193.00	-	-
Earned Leave Wages (Provision)	-	-	7,450.00	7,450.00
	717,280.00	542,193.00	7,450.00	7,450.00

NOTE NO. - 6 TRADE PAYABLES

	As at March 31, 2015	As at March 31, 2014
Trade Payables	78,216.15	226,376.00
	78,216.15	226,376.00

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

NOTE NO. - 7 OTHER CURRENT LIABILITIES

	118,143.00	104,915.00
Current Maturity of Long Term Borrowings (Refer Note No 4)		
Other Liabilities	923,347.00	26,665.00
- Statutory Dues	119,642.00	110,304.00
- Unpaid Wages, Salary & Bonus	66,859.32	11,998.23
- Consultants	-	-
- Book Overdraft	-	276,861.22
- Due to Directors	37,794.90	96,910.12
- Other Expenses		
	1,265,786.22	627,653.57

NOTE NO. - 8 FIXED ASSETS

Particulars	Tangible Assets						Intangible Assets	Total
	Leasehold Land	Buildings	Plant and Machinery	Other Equipments	Vehicles	Furniture and Fixtures	Software	
Cost								
as at April 1,2013	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
Additions	-	-	162,137.05	-	-	-	-	162,137.05
Disposals	1,061,645.00	2,200,119.42	1,209,172.08	-	397,657.40	-	-	4,868,593.90
As at March 31,2015	-	-	341,538.11	609,830.08	1,786,077.00	272,896.76	14,800.00	3,025,141.95
Depreciation / Amortisation								
As at April 1,2013	-	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
Charge for the year	-	53,414.38	63,626.98	21,719.76	275,414.55	8,359.49	-	422,535.16
Earlier Year Shortfall debited to General Reserve	-	-	-	6,689.73	-	-	-	6,689.73
Disposals	-	633,309.41	103,064.76	-	379,118.40	-	-	1,115,492.57
As at March 31,2015	-	-	132,853.03	576,268.30	1,056,938.26	242,967.02	14,800.00	2,023,826.61
Net Block								
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
As at March 31,2015	-	-	208,685.08	33,561.78	729,138.74	29,929.74	-	1,001,315.34

Capital Work in Progress

(Previous Year Rs.45,005.00)

Total 1,001,315.34

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.	-	6,870,000.00	-
Face Value Rs. 10.00 each (Refer Note No. 34)			

Non - Trade Investment

(a) In Equity Shares Quoted, Fully Paid up

605 Shares (Previous Year 605 shares) State Bank of Bikaner & Jaipur	118,350.00	118,350.00	-	-
Face Value @ Rs. 10.00 each				

(b) National Saving Certificate (NSC)

(Pledged with Sales Tax & Mandi Tax Authority)	13,000.00	13,000.00	-	-
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Market Value of Quoted Investment	358,462.50	249,895.00		
Book Value of Quoted Investment	118,350.00	118,350.00		
Book Value of Unquoted Investment	13,000.00	6,883,000.00		

Non-current		Current	
As at	As at	As at	As at
March 31, 2015	March 31, 2014	March 31, 2015	March 31, 2014

NOTE NO. - 10 LOANS AND ADVANCES

Security Deposits

Security Deposit	1,400.00	274,292.00		
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(Unsecured and Considered Good)

Advances Recoverable in Cash or in kind or for value to be received			2,997,834.05	375,183.66
Loans			2,871,565.00	-
Advances to employees			148,527.36	164,232.36
Others			32,635.00	30,825.00
	1,400.00	274,292.00	6,050,561.41	570,241.02

LONG TERM		SHORT TERM	
As at	As at	As at	As at
March 31, 2015	March 31, 2014	March 31, 2015	March 31, 2014

NOTE NO. - 11 OTHER NON CURRENT ASSET

Non-Current Bank Balances (Refer Note No 14)	3,000,000.00	3,000,000.00
Interest accrued on NSC/FDR	841,785.00	425,940.06
	3,841,785.00	3,425,940.06

NOTE NO. - 12 INVENTORIES

Raw Materials	-	-
Finished Goods	-	-
Trade Goods	4,151,413.00	5,048,052.00
Packing Material Stock	137,346.00	849,257.00
Stores Stock	-	-
	4,288,759.00	5,897,309.00

NOTE NO. - 13 TRADE RECEIVABLE

(Unsecured and Considered Good)

Receivables Outstanding for a period exceeding Six months
from the date they are due for payment

	20,515.00	-
Others receivables	1,879,514.00	641,071.00
	1,900,029.00	641,071.00

Non-current		Current	
As at March 31, 2015	As at March 31, 2014	As at March 31, 2015	As at March 31, 2014

NOTE NO. - 14 CASH AND CASH EQUIVALENTS :-

A. CASH AND BANK BALANCES

(a) Cash on Hand	-	-	151,218.00	145,943.00
(b) Balances with banks				
- On Current Accounts	-	-	247,408.50	127,496.40
- Margin Money*			20,000.00	20,000.00
	-	-	418,626.50	293,439.40

B. OTHER BANK BALANCES

Deposits with original maturity for more than 12 months	3,000,000.00	3,000,000.00	10,350,000.00	-
	3,000,000.00	3,000,000.00	10,350,000.00	-
Less: Showing under Other Non Current Assets (Refer Note no. 11)	(3,000,000.00)	(3,000,000.00)	-	-
	-	-	10,768,626.50	293,439.40

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

NOTE NO. -15 SHORT TERM BORROWING

	As at March 31, 2015	As at March 31, 2014
Short Term Loan against Fixed Deposit	1,857,793.58	2,875,370.60
	1,857,793.58	2,875,370.60

	Year Ended March 31, 2015	Year Ended March 31, 2014
NOTE NO. - 16		
REVENUE FROM OPERATION (GROSS)		
Sales :-		
Mustard Oil	22,033,462.00	15,776,800.00
Refined Oil	7,042,284.00	
Mustard Oil Cake	1,054,500.00	-
Barley	-	690,796.20
Mustard Seed	18,084,605.00	3,216,856.00
Wheat	1,490,055.00	3,712,398.00
OTHERS		
Others (Empty Bags)	-	1,000,000.00
Others (Packing Material)	-	-
	49,704,906.00	24,396,850.20
NOTE NO. - 17		
OTHER OPERATIVE INCOME		
Insurance Claim	-	-
Interest received	500,213.94	212,785.00
Mis. Balance W/ Back	41.93	44,435.24
Miscellaneous Claim		4,600.00
	500,255.87	261,820.24
NOTE NO. - 18		
NON OPERATIVE INCOME		
Dividend	8,651.50	9,740.50
Profit on sale of Fixed Asset	135,661.00	10,000.00
	144,312.50	19,740.50
NOTE NO. - 19		
COST OF MATERIAL CONSUMED		
Mustard Seed Opening Stock		1,032,800.00
Mustard Seed Purchases	-	-
Inward Freight	-	-
Mustard Seed Expenses	-	-
Mustard Seed Brokerage	-	-
	-	1,032,800.00
Mustard Seed Claim & Discount	-	-
Mustard Seed Closing Stock	-	-
	-	-
Mustard Seed Consumed	-	1,032,800.00
Packing Material Consumed	1,257,438.00	909,118.00
	1,257,438.00	1,941,918.00
NOTE NO. - 20		
COST OF TRADE GOODS		
Purchases	45,489,139.97	22,013,693.11
Freight Inward	304,928.00	219,991.00
Expenses	12,357.35	24,296.00
	45,806,425.32	22,257,980.11
Packing Material	45,806,425.32	22,257,980.11

**NOTE NO. - 21
(INCREASE)/ DECREASE IN INVENTORIES OF FINISHED GOODS
AND WORK IN PROGRESS**

	Year Ended March 31, 2015	Year Ended March 31, 2014
Closing Stock (Finished Goods & Trade Goods Stock)	(4,151,413.00)	(5,048,052.00)
Opening Stock (Finished Goods)	5,048,052.00	4,156,728.00
	896,639.00	(891,324.00)

**NOTE NO. - 22
EMPLOYEES BENEFITS EXPENSES**

Wages & Salary & other benefits	1,536,294.00	985,374.00
Staff Welfare Expenses	79,741.00	72,153.00
Cont. To PF & Other Funds	153,036.00	174,111.00
	1,769,071.00	1,231,638.00

**NOTE NO. - 23
FINANCE COST**

Interest on Fixed Loan (Vehicle)	35,485.00	47,233.00
Interest on Working Capital/ Vehicle	119,858.00	75,089.00
Interest on others	-	-
	155,343.00	122,322.00

**NOTE NO. - 24
OTHER EXPENSES**

Store & Spare Consumed	10,727.00	3,007.00
Power & Fuel	138,504.00	177,635.00
Repairs & Maintainance		
- Plant & Machinery	20,312.00	15,658.00
- Building	950.00	68,242.00
- Others	2,390.00	3,015.00
Insurance Premium	91,603.00	111,385.00
Rates & Taxes	24,500.00	32,369.00
Brokerage	89,976.00	1,025.00
Claim & Discount	-	3,300.00
Freight & Forwarding	155,298.90	101,604.80
Conveyance & Travellings	114,346.92	174,578.32
Legal & Professional Expenses	287,870.89	188,903.63
Donation & Charity	-	400.00
Audit Remuneration		
- Audit Fees	19,663.00	19,663.00
- Tax Audit Fees	8,427.00	8,427.00
- Internal Audit	20,000.00	-
Miscellaneous Expenses	687,980.51	311,135.37
Commodity Loss	70,627.13	193,237.00
	1,743,176.35	1,413,585.12

25. Contingent Liability not provided for: Rs. Nil (Previous Year Rs. Nil)
26. 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-15	Charge/(Credit) during the year	As at 31-Mar-14
Liabilities			
Depreciation	1,06,303.00	(6,82,880.00)	7,89,183.00
	1,06,303.00	(6,82,880.00)	7,89,183.00
Assets			
Expenses allowable for Tax purpose when paid	2,34,356.00	51,056.00	1,83,300.00
On account of carry forward losses	33,03,749.00	(1,09,936.00)	34,13,685.00
	35,38,105.00	(58,880.00)	35,96,985.00
Net Deferred Tax Asset	34,31,802.00	(6,24,000.00)	28,07,802.00

27. Balance in Sundry Debtors and Sundry Creditors are subject to confirmation or reconciliation.
28. 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.70,627.13 (Previous Year Net Loss of Rs. 1,93,237.00)on such trading.
29. 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.

	2014-15	2013-14
Employer's contribution to Provident Fund	1,24,085	1,37,773
Employer's Contribution to ESI	14,352	20443.00

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.

Particulars	As at	As at	As at	As at	As at
	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12	31-Mar-11
Present Value of Obligation as at the beginning of the period	5,42,193	10,20,832	11,13,950	10,11,884	9,23,179
Acquisition adjustment	-	-	-	-	-
Interest Cost	49,340	82,687	95,800	81,963	73,854
Past Service Cost	-	-	-	-	-
Current Service Cost	78,893	65,794	1,07,224	1,45,236	1,39,718
Curtailment Cost / (Credit)	-	-	-	-	-
Settlement Cost / (Credit)	-	-	-	-	-
Benefit Paid	Nil	-	(2,10,979)	-	(1,01,365)
Actuarial (gain)/ loss on obligations	46,854	(6,27,120)	(85,163)	(1,25,133)	(23,502)
Present Value of Obligation as at the end of the period	7,17,280	5,42,193	10,20,832	11,13,950	10,11,884

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	(7,17,280)	(5,42,193)	(10,20,832)	(11,13,950)	(10,11,884)
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	7,17,280	5,42,193	10,20,832	11,13,950	10,11,884
Fair Value of Plan Assets as at the end of the period	-	-	-	-	-
Funded Status	(7,17,280)	(5,42,193)	(10,20,832)	(11,13,950)	(10,11,884)
Unrecognized Actuarial (gains) / losses	-	-	-	-	-
Unrecognized Past Service Cost (Non Vested Benefits)	-	-	-	-	-
Net Liability Recognized in Balance Sheet	7,17,280	5,42,193	10,20,832	11,13,950	10,11,884

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

Current Service Cost	78,893	65,794	1,07,224	1,45,236	1,39,718
Past Service Cost	-	-	-	-	-
Interest Cost	49,340	82,687	95,800	81,963	73,854
Expected Return on Plan Assets	-	-	-	-	-
Curtailement Cost / (Credit)	-	-	-	-	-
Settlement Cost / (Credit)	-	-	-	-	-
Net actuarial (gain)/ loss recognized in the period	46,854	(6,27,120)	(85,163)	(1,25,133)	(23,502)
Expenses Recognized in the Statement of Profit & Loss	1,75,087	(4,78,639)	1,17,861	1,02,066	1,90,070
Financial Assumption					
Discount Rate:	7.90%	9.10%	8.10%	8.60%	8.00%
Rate of increase in Compensation levels:	10.00%	10.00%	10.00%	10.00%	10.00%
Rate of Return on Plan Assets:		-	-	-	-

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 (NIL Transaction)
 Mr. S. Sarda
 Mr. C. S.Sarda (NIL Transaction)
 Mr. M. S. Somani (NIL Transaction)

Remuneration to Directors-

Mr. S. Sarda is Rs. 8,74,800 /-(Previous Year Rs. 8,74,800/-)

Payable at year end (Mr. S. Sarda) is Rs. Nil (Previous Year Rs.2,76,861.22).

b. Enterprises in which key management personal and their relatives are able to exercise significant influence:

Sarda Agro Products Private Limited (NIL Transaction)
 Sarda Oil Industries (P) Limited (NIL Transaction)
 Aura Infracons (P) Ltd. (NIL Transaction)
 Shri Ram Surendra Kumar (NIL Transaction)

32. The Shares of the Aura Infracons (P) Ltd. Has been sold at price less than the purchase price.

114500 shares that was purchased at Rs.60/- per share has been sold at Rs.35 per share incurred a loss of Rs.28,62,500.00. Total sales consideration is Rs.4007500/-

33. Earning Per Equity Share(EPS)

Particulars	As at 31-Mar-15	As at 31-Mar-14
Net Profit / (Loss)	59,15,024.21	(12,14,875.48)
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	2.43	(0.50)
(2) Diluted	2.43	(0.50)

34. Company has sold its major part of assets during the year due to which company books is showing profit in statement of profit and loss, otherwise company is in loss.
35. Company has not fulfilled all the listing requirements of BSE.
36. Company has sold Substantial part of Fixed Assets during the financial year 2014-15 under which land has been sold at Rs.100,00,000/- generating profits of Rs.8838355/-, Building has been sold at Rs.40,00,000/- generating profit of Rs.23,93,189.99 and Plant & Machinery has been sold at Rs.6,00,000/- in which company has incurred a loss of Rs.5,06,107.32/-.
37. Previous year figures have been regrouped / rearranged wherever considered necessary to make them comparable with current year's figures.

As per our report of even date attached
For Khetawat Agarwal & Co.
Chartered Accountants

M.L.Agarwal
Partner
M.No. 072854
FRN. 003960C

Dated: May 27, 2015
Place : Alwar

For and on behalf of Board

D.P. Sarda
Director
DIN 00763377

S.Sarda
Director
DIN 00763412

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2015

Particulars	March 31, 2015 Amount (Rs.)	March 31, 2014 Amount (Rs.)
CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before Tax and extraordinary items	6,161,784.21	(1,726,557.48)
A. ADJUSTMENT FOR		
Depreciation	422,535.16	328,849.19
Interest Received	-	(212,785.00)
Dividend Received	(8,651.50)	(9,740.50)
Loss on sale of Long Term Shares	2,862,500.00	
Profit on sale of Fixed Assets	(10,861,098.67)	(10,000.00)
Interest Paid	155,343.00	122,322.00
Operating profit before working capital charges	(1,267,587.80)	(1,507,911.79)
ADJUSTMENT FOR:		
Trade and other receivables	(6,882,231.33)	3,272,030.20
Inventories	1,608,550.00	(707,781.00)
Trade & other Payables	665,059.80	(2,280,514.91)
Cash generated from operations	(5,876,209.33)	(1,224,177.50)
Direct Taxes Paid	870,760.00	-
Net Cash from operating activities	(6,746,969.33)	(1,224,177.50)
B. CASH FLOW FROM INVESTING ACTIVITIES		
Capital Expenditure	(117,132.05)	(1,320,957.03)
Sale of Fixed Assets	3,753,101.33	10,000.00
Profit on sale of Fixed Assets	10,861,098.67	
Sale of Investments	4,007,500.00	
Interest received	-	212,785.00
Dividend received	8,651.50	9,740.50
Net cash received from investing activities	18,513,219.45	(1,088,431.53)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from Long term borrowings	(118,143.00)	(104,915.00)
Proceeds from Short term borrowings	(1,017,577.02)	2,875,370.60
Interest paid	(155,343.00)	(122,322.00)
Net cash inflow/(outflow) from financing activities	(1,291,063.02)	2,648,133.60
Net cash increase/(Decrease) in cash and cash equivalents (A+B+C)	10,475,187.10	335,524.57
Cash & Cash Equivalants (Opening)	3,293,439.40	2,957,914.83
Cash & Cash Equivalants (Closing)	13,768,626.50	3,293,439.40

As per our report of even date attached
For Khetawat Agarwal & Co.
 Chartered Accountants

M.L. Agarwal
 Partner
 M.No. 072854
 FRN. 003960C

Dated: May 27, 2015
 Place : Alwar

For and on behalf of Board

D.P. Sarda
 Director
 DIN 00763377

S.Sarda
 Director
 DIN 00763412

ATTENDANCE SLIP

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL
Joint shareholders may obtain additional Slip at the venue of the meeting.

NAME AND ADDRESS OF THE SHAREHOLDER/NO. OF SHARES	I hereby record my Presence at the 24 th Annual General Meeting of the company being held at Reg. Office at G 1-177 (A), Matsya Industrial Area, Alwar 301030 (Raj.) India of the company on 30th November, 2015.
FOLIO/DP/ CLIENT ID	
Signature of Shareholder/proxy	
Shareholders/Proxy holders are requested to bring the attendance slip with them duly completed when they come to the meeting and hand it over at the gate after affixing signature on it.	

Notes:

1. 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.
2. A Proxy need not be a member of the Company.
3. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
4. In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.

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. of..... having e-mail id or failing him/her
2. of..... having e-mail id or failing him/her
3. of..... having e-mail id

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 24th Annual General Meeting of the Company, to be held on Monday, the 30th Day of November, 2015 at 2.30 P.M. at the Registered Office of the Company situated at G 1-177 (A), Matsya Industrial Area, Alwar 301030 (Raj.) and at any adjournment thereof in respect of such resolutions as are indicated below:

** I wish my above Proxy to vote in the manner as indicated in the box below:

Reso. No.	Description	For*	Against*
1.	Adoption of Annual Accounts and Reports thereon for the financial year ended 31st March, 2015.		
2.	Re-appointment of Directors eligible to retire by rotation: Mr. Siddharth Sarda (DIN:00763412)		
3.	Ratification of appointment of statutory auditor		
4.	Appointment of Mrs. Krishna Devi Sarda (DIN: 07100074) as a Director of the Company.		

Signed this..... day of2015.

Signature of shareholder.....

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



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

G 1 - 177 (A), Matsya Industrial Area, Alwar 301030, Rajasthan India

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

Website : www.sardaproteins.com

FORM A

Format of covering letter of the annual audit report to be filed with the Stock Exchange	
1. Name of the Company	Sarda Proteins Limited
2. Annual Financial Statements for the year ended	31-Mar-15
3. Type of Audit observation	Un Qualified/ Matter of Compliance
4. Frequency of Observation	Whether appeared first time N/A, repetitive since how long period
5. To be signed by:	
CFO/ Managing Director	For Sarda Proteins Limited <i>Sarda</i> Director
CFO	<i>Sarda</i>
Auditor of the Company	<i>Hosh</i>
Audit Committee Chairman	<i>Hitesh Kumar Shrestha</i>

