






FORM - A

Format of covering letter of the Annual Report to be filed with the stock Exchange

1	Name of the company	NATURITE AGRO PRODUCTS LIMITED
2	Annual financial statements for the year ended	31 st March,2015
3	Type of Audit observation	Unqualified
4	Frequency of observation	Not Applicable
5	To be signed by:	<p align="right">For Naturite Agro Products Ltd.</p> <p align="center"> Managing Director (Dr.G.V.Reddy)</p> <p align="right">For Naturite Agro Products Ltd</p> <p align="center"> Director (B.Bhagya Sri Latha)</p> <p align="center"> (Mr. C.V Koteswara Rao) (M/s Ramasamy Koteswara Rao & Co.)</p> <p align="center"> (Srinivasa Rao Sriramshetty)</p> <p align="right"></p>
	<ul style="list-style-type: none"> • Managing Director • Chief Financial Officer • Auditor of the company • Audit Committee Chairman 	

25th

Annual Report

2014 - 2015



NATURITE AGRO PRODUCTS LIMITED
(CIN : L01119TG1990PLC011554)



25th ANNUAL GENERAL MEETING
Wednesday, 30th Day of September, 2015
At 2:00 PM
Sy. No. 711-713, Lalgadi Malakpet Village,
Shamirpet Mandal, R. R. District,
Telengana - 500078

Index	Page
1. Corporate Information	04
2. Notice	05
3. Directors Reports	10
4. Corporate Governance	19
5. Auditors Reports	46
6. Balance Sheets	51
7. Profit & Loss Account	52
8. Cash Flow Statement	53
9. Notes	54
10. Instructions for E-voting Process	65
11. Attendance Slip	67
12. Proxy Slip	69

CORPORATE INFORMATION

BOARD OF DIRECTORS

Srinivasa Rao Sriramshetty	: Chairman & Independent Director
Dr. G Vallabh Reddy	: Managing Director
B Bhagya Srilatha	: Women Director
K Prabhakar Reddy	: Director
C. Vandana Reddy	: Director
G Usha Reddy	: Alternate Director
M Mahipal Reddy	: Independent Director
B Manohar Gangaiah	: Independent Director

Statutory Auditors:

M/S. Ramasamy Koteswara Rao & Co.
Chartered Accountants
Hyderabad

Chief Financial Officer :

B Bhagya Srilatha

Internal Auditors

M/S.SVP& Co.
Chartered Accountants
Hyderabad

Registered Office:

Sy. No. 711-713
Lalgadi Malakpet Village
Shamirpet Mandal
R. R. District – 500014
Tel / Fax No: 040 – 27564884
Email: naturiteinvestors@gmail.com
www.naturiteagroproducts.com
CIN: L01119TG1990PLC011554

Registrars & Share Transfer Agents:

M/S. Venture Capital And Corporate
Investmentsprivate Limited.
Bharat Nagar, Hyderabad-500018

Administration Office:

3-4-508/1,
Street No. 10, Barkathpura
Hyderabad – 500027

Listing At:

Ahmadabad Stock Exchange Limited
BSE Limited

Bankers:

State Bank Of Hyderabad
Over Seas Branch

Bank Of Baroda

Barkatpura Branch
Hyderabad

Factory:

Lalgadi Malakpet Village
Shamirpet Mandal
Hyderabad

BOARD COMMITTEES:

Audit Committee:	Remuneration Committee:	Stakeholder Relationship Committee:
S Srinivasa Rao - Chairman Sriramshetty	S Srinivasa Rao - Chairman Sriramshetty	S Srinivasa Rao - Chairman Sriramshetty
M Mahipal Reddy - Member B Manohar Gangaiah - Member	M Mahipal Reddy - Member B Manohar Gangaiah - Member	M Mahipal Reddy - Member B Manohar Gangaiah - Member



Notice

NOTICE is hereby given that the 25th Annual General Meeting of the members of the Company will be held on Wednesday, 30th September, 2015 At 2.00 PM at Registered Office of the Company at Sy. No. 711-713, Lalgadi Malakpet Village, Shamirpet Mandal, R. R. District, Telengana - 500014 to transact the following items of business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2015 and Profit & Loss Account for the financial year ended on that date together, with the report of the Board of Directors and Auditors thereof.
2. To appoint a director in place of GADDAM VANDANA REDDY (DIN – 01873651) who retires by rotation and being eligible offers himself for re-appointment as a director in the company.
3. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 139,141,142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, as amended from time to time, and pursuant to the recommendation of the Audit Committee and resolution passed by the members in the 24th Annual General Meeting, the appointment of M/s. Ramasamy Koteswara Rao & Co., Chartered Accountant, Hyderabad (Registration No. 010396S) who were appointed as the Statutory Auditors of the Company to hold the office till the conclusion of 28th Annual general meeting be and is hereby ratified and Board of Directors be and hereby authorized to fix the remuneration, in addition to reimbursement of all out of pocket expenses in connection with the audit of the accounts of the Company for the financial year ending 31st March, 2016.”.

SPECIAL BUSINESS:

4. **Adoption of new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013.**

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

“RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By order of the Board
For NATURITE AGRO PRODUCTS LTD

Sd/-
Dr. G.Vallabh Reddy
Managing Director

Place: Hyderabad
Date: 14th August 2015

**NOTES:**

1. In physical a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and such proxy need not be a member of the company.
2. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this Report. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable.
3. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send to the company a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the meeting
4. 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.
5. Members holding shares in the same name under different Ledger Folios are requested to apply for consolidation of such Folios and send the relevant share certificates to the Share Transfer Agent/ Company.
6. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday 24th September, 2015 to Wednesday 30th September, 2015 (both day inclusive) for the purpose of 25th Annual General Meeting.
7. Members are requested to quote ledger folio / DP id / client id number in all their correspondence to avoid delay in communication.
8. Relevant documents referred to in the accompanying Notice are open for inspection by the members at the registered office of the Company on all working days, between 11.00 A.M. to 1.00 P.M. up to the date of the meeting.
9. Members / Proxies are requested to bring duly filed in attendance slips sent herewith for attending the meeting.
10. Members who hold shares in physical form can nominate a person in respect of all the shares Held by them singly or jointly. Members who hold shares in single name are advised, in their own interest to avail of the nomination facility.
11. **VOTING THROUGH ELECTRONIC MEANS**

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide member's facility to exercise their right to vote at the 25th Annual General Meeting (AGM) by electronic means and the business may be transacted through E-Voting Services provided by

**Central Depository Service (India) Limited (CDSL):**

It may be noted that this e-voting facility is optional. The e-voting facility will be available at the Company's Website during the following voting period:

COMMENCEMENT OF E - VOTING: From 10.00 A.M. on, SATURDAY 26th, SEPTEMBER, 2015 to 5.00 P.M. on 29th TUESDAY, SEPTEMBER, 2015

E-voting shall not be allowed beyond 5.00 P.M. on **29th TUESDAY, SEPTEMBER, 2015**. During the e-voting period, shareholders of the Company, holding shares either form, as on 23rd September, 2015 may cast their vote electronically

The login ID and password for e-voting along with process, manner and instructions for e-voting is being sent to the members who have not registered their e-mail IDs with the Company / their respective Depository Participants along with physical copy of the Notice.

Those members who have registered their e-mail IDs with the Company are being forwarded the login ID and password for e-voting along with process, manner and instructions by e-mail.

12. The Company has appointed Mr.YELLAREDDY VOOTKURI, Practicing Chartered Accountant , Hyderabad as Scrutinizer for conducting the e-voting process for the Annual General Meeting in a fair and transparent manner.

By order of the Board
For NATURITE AGRO PRODUCTS LTD

Sd/-
Dr. G.Vallabh Reddy
Managing Director

Place: Hyderabad
Date : 14th August, 2015



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

ITEM NO 4 : The Articles of Association (“AoA”) of the Company as presently in force are based on the Companies Act, 1956 and several regulations in the existing AoA contain references to specific sections of the Companies Act, 1956 and some regulations in the existing AoA are no longer in conformity with the present Companies Act, 2013.

With the coming into force of the Companies Act, 2013, several regulations of the existing AoA of the Company require alteration or deletions in several articles. Given this position, it is considered expedient to wholly replace the existing AoA by a new set of Articles. The new AoA to be substituted in place of the existing AoA are based on Table ‘F’ of the Companies Act, 2013 which sets out the model articles of association for a company limited by shares.

The proposed new draft AoA is being uploaded on the Company’s website for perusal by the shareholders.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out Your Directors recommend the Resolution for your approval as Special Resolution.

By order of the Board
For NATURITE AGRO PRODUCTS LTD

Sd/-
Dr. G.Vallabh Reddy
Managing Director

Place: Hyderabad
Date: 14th August 2015



**Information in respect of Directors seeking appointment / re-appointment as required
Under Clause 49 VIII (E)(1) of the Listing Agreement**

Name of the Director	GADDAM VANDANA REDDY
Date of first appointment	04/05/2005
Date of birth/ age	20/06/1975
Expertise in specific functional areas	experience in IT sector
Educational qualification	B.Tech, MS, MBA
Chairman/ member of the board of directors of the company	NIL
List of Directorships, Committee Chairmanship, Membership held in other companies as on	NIL

DIRECTOR'S REPORT

To
The Members

Your Directors have pleasure in presenting herewith the 25th Annual Report of Company together with the Audited Accounts for the financial year ended 31st March, 2015

FINANCIAL RESULTS

(₹ in lakhs)

PARTICULARS	YEAR ENDED 31.03.2015	YEAR ENDED 31.03.2014
Revenue From Operations	385.5	301.71
Other Income	9.1	5.91
Total Income	394.6	307.62
Expenditure	334.3	264.31
Profit Before Depreciation And Income Tax	60.4	43.31
Depreciation	5.6	17.77
Net Profit Before Tax	54.7	25.54
Prior Period Items	0	0.39
Provision For Taxation	0	0
Current Tax	0	0
Deferred Tax	0.43	2.57
Net Profit After Tax	54.30	22.57

2. STATE OF COMPANY'S AFFAIR:

During the financial year under review the overall performance of the company was good; the Overall turnover of the Company was Rs 385.5 Lakhs as compare to Rs 301.71 Lakhs and the Net profit Rs 54.7 Lakhs as compare to Rs 22.58 Lakhs.

3. DIVIDEND

Your Directors do not recommend any Dividend for the Financial Year 2014-2015 as the profits are planned to be ploughed back into the business operations.

4. FIXED DEPOSITS:

The Company has neither accepted nor renewed any deposits falling within the provisions of Section 73 and 76 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014 from the its member and public during the Financial Year.



5. MEETINGS

During the year under review, Seven board meetings were held on 1st April, 2014, 5th May, 2014, 30th May, 2014, 17th July, 2014, 14th August, 2014, 14th November, 2014, and 12th February, 2015. The maximum time-gap between any two consecutive meetings was within the period prescribed under the Companies Act, 2013.

6. BOARD EVALUATION

The Board of Directors evaluated the annual performance of the Board as a whole, its committee's and the directors individually in accordance with the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement in the following manner:

- i. Structured evaluation forms, as recommended by the Nomination and Remuneration Committee, after taking into consideration inputs received from the Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance, for evaluation of the performance of the Board, its Committee's and each director were circulated to all the members of the Board along with the Agenda Papers.
- ii. The members of the Board were requested to evaluate by filling the evaluation forms and the duly filled in evaluation forms were required to be sent to the Company Secretary in a sealed envelope or personally submitted to the Chairman at the concerned meeting.
- iii. Based on the individual evaluation of the Directors, the Board initiated a detailed discussion at the concerned meeting on the performance of the Board / Committee/Individual Director, and formulated a final collective evaluation of the Board. The Board also provided an individual feedback to the concerned director on areas of improvement, if any.

A separate meeting of Independent Directors was held on 23rd December, 2014 to evaluate the performance evaluation of the Chairman, the Non Independent Directors, the Board and flow of information from management.

7. VIGIL MECHANISM

Pursuant to the provisions of section 177 (9) and read with all other applicable provisions of the Companies Act, 2013 and the Companies (meetings of board and its powers) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement the Company has a Whistle Blower Policy framed to deal with instance of fraud and mismanagement, if any in the Group. The details of the Policy are explained in the Corporate Governance Report and also posted on the website of the Company.

8. REMUNERATION POLICY

The Board of Directors, on recommendation of the Nomination and Remuneration Committee framed a Nomination and Remuneration policy for selection, appointment and remuneration of Directors, KMP



and Senior Management and matters covered u/s 178(3) of the Companies Act 2013. The details of the same are provided in the Corporate Governance Report and website of the Company

9. DIRECTORS:

In accordance with the provisions of the Companies Act, 2013 and the Articles of Association of the Company, GADDAM VANDANA REDDY (DIN – 01873651) retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment

For Directors seeking appointment/re-appointment in the forthcoming Annual General Meeting of the Company; the particulars as required to be disclosed in accordance with Clause 49 (Corporate Governance) of Listing Agreement, forms part of Corporate Governance Report.

10. DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to the requirement of Section 134(3) (c) of the Companies Act, 2013, and on the basis of secretarial audit received from the practising company secretary and subject to disclosures in the Annual Accounts, as also on the basis of the discussion with the Statutory Auditors of the Company from time to time, and to the best of their knowledge and information furnished, the Board of Directors states:

- i. That in preparation of the Annual Accounts for the year ended 31st March, 2015; all the applicable Accounting Standards Prescribed by the Institute of Chartered Accountants of India have been followed along with proper explanation relating to material departures, if any.
- ii. That the Directors have adopted such accounting policies, as selected in consultation with Statutory Auditors, 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 of the Company for the financial year ended 31st March, 2015.
- iii. That the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- iv. That the Annual Accounts for the year ended 31st March, 2015, has been prepared on a going concern basis.
- v. Those proper internal financial controls were in place and that the financial controls were adequate and were operating effectively.
- vi. That systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively

**11. RISK MANAGEMENT**

Pursuant to the provisions of section 134 (3) (n) and read with all other applicable provisions of the Companies Act, 2013 and the Companies (Accounts) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement the Risk management is not applicable to the Company

12. DECLARATION BY INDEPENDENT DIRECTORS

The Company has received necessary declarations from all the Independent Directors under Section 149 (7) of the Companies Act, 2013 that they meet the criteria of independence laid down in Section 149 (6) and Clause 49 of the Listing Agreement

13. STATUTORY AUDITORS

The shareholders in their meeting held on Tuesday, 30th September, 2014 At 11.00 AM approved the appointment M/s. Ramasamy Koteswara Rao & Co, Chartered Accountants, (Registration No. 010396S), Hyderabad, as the Statutory Auditors of the Company to hold office till the conclusion of 28th Annual General Meeting subject to ratification of shareholders in every Annual General Meeting. Members are requested to ratify the same at the ensuing Annual General Meeting of the company; in accordance with section 139 of the Companies Act 2013.

The Audit Report issued by the Statutory Auditors for the financial year ended 31st March, 2015 form part of this Report. There are no qualifications, reservations or adverse remarks made by the Statutory Auditors which requires explanation or comments from the Board.

14. INTERNAL AUDITORS:

The Board of Directors based on the recommendation of the Audit Committee has reappointed M/s. SVP&CO, Chartered Accountants, and Hyderabad, as the Internal Auditors of your Company. The Internal Auditors are submitting their Reports on quarterly basis pursuant to the provisions of section 138 and rule 13 of companies (Accounts) rules, 2014.

15. CORPORATE SOCIAL RESPONSIBILITY

Pursuant to the provisions of section 135 (1) and read with all other applicable provisions of the Companies Act, 2013 and the Companies (Corporate social responsibility policy) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), corporate social responsibility is not applicable to the Company.

16. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

The Company has not provided any loan to any person or body corporate or given any guarantee or provided security in connection with such loan or made any investment in the securities of anybody corporate pursuant to Section 186 of the Companies Act, 2013. The Company has given advance against salary to some employees in terms of the applicable policies of the Company.



17. MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY

There have been no material changes and commitments affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of the report

18. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:

- A. Conservation of Energy:** The present operation of the Company does not involve High-energy consumption. However steps being taken to minimize energy consumption Wherever possible
- B. Research & Development:** The Research and Development division of Spices oils and Oleoresins department continues to focus on introducing of new brands.
- C. Technology Absorption** - Not Applicable

D. Foreign Exchange Earnings & Outgo: (Figures in Rs.)

	2014-15	2013-14
Foreign Exchange Earnings	2595 US\$	Nil
Foreign Exchange Outgo	Nil	Nil

19. MANAGEMENT DISCUSSION AND ANALYSIS:

Aspects of Management Discussion and Analysis are enclosed as **Annexure - I** to this report

20. CORPORATE GOVERNANCE:

Report on Corporate Governance including Auditor's Certificate on Compliance with the code of Corporate Governance under Clause 49 of the listing agreement is enclosed as **Annexure - II** to this report

21. SECRETARIAL AUDIT

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and rules framed there under, the Board of Directors, on recommendation of the Audit Committee, appointed M/s P S Rao and Associates, Practicing Company Secretaries to undertake the secretarial audit of the Company. The secretarial audit report issued by M/s P S Rao and Associates, Practicing Company Secretaries for the financial year ending 31st March, 2015 is given in the FORM NO: MR - 3 as **Annexure (III)** attached hereto and forms part of this Report. There are no qualifications, reservations or adverse remarks made by the secretarial auditor and the observation made is self explanatory and requires no further explanation from the Board.



22. EXTRACT OF ANNUAL RETURN

The details forming part of the extract of the Annual Return in FORM MGT 9 is annexed herewith as “Annexure IV” to this report

23. PARTICULARS OF EMPLOYEES

The information required pursuant to Section 197 read with Rule 5 (1) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company is herewith annexed as ‘Annexure V’ to this report and Rule 5 (2) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, no employee of your Company is in receipt of remuneration exceeding Rs.5,00,000/- per month or Rs.60,00,000/- per annum during the financial year.

24. ACKNOWLEDGEMENTS:

Your Directors place on record, their appreciation for the co-operation and support from The Bankers, Financial Institutions, the stockist and distributors, Supplier and Customers.

Your Directors would also like to place on record their sincere appreciation and gratitude to the Shareholders, Central and State Government agencies etc for their Support and co-operation. Your Directors express their heartfelt gratitude to the Employees for their exceptional commitment and loyalty to the Company.

By order of the Board
For NATURITE AGRO PRODUCTS LTD

Sd/-
Dr. G.Vallabh Reddy
Managing Director

Place : Hyderabad
Date : 14th August 2015



MANAGEMENT DISCUSSION AND ANALYSIS

INDUSTRY STRUCTURE AND DEVELOPMENTS

Despite high interest rates and their consequent cascading impact on the broader economy, the overall trends in agro products industry consumption remained positive. Continuing robust growth of the processed agro products industry in India will require investments in two key areas - building of agro products processing capabilities and expansion of distribution reach. Together, these will ensure that we are capable of reaching out to large numbers of Indian consumers with products that are relevant, affordable and profitable.

Cost pressures driven by higher commodity prices continued through the year. However, your Company was able to successfully overcome the challenges through focus on the key growth drivers of improved margin and distribution expansion of value added products.

OPPORTUNITIES AND THREATS:

The Company's future growth shall be driven by international sales, institutional business in India, entering new markets in India and increasing the depth of our product portfolio. The Company continues to invest heavily on brand promotion and extension activities, which creates demand for the extensive product range across all markets.

SEGMENT -WISE /PRODUCT -WISE:

At present NATURITE is producing chilly/ capsicum, paprika and turmeric oleoresins with following specifications.

Capsicum oleoresins.

Pure capsaicin.
Paprika oleoresin.
Turmeric oleoresin.
Cur cumin Powder.

The following products will be added shortly.

Pepper Oil/Oleoresin
Ginger Oil/Oleoresin
Celery Oil/Oleoresin

Our Research and Development (R&D) activities include the following products.

Marigold Extract
Annatto Seed Extract
Herbal Products (As shown in the list below)

**RISKS AND CONCERNS:**

Indians have well understood the importance of staying one step ahead of developments in the world economic environment. The industry is now preparing itself to take share of opportunities expected to arise out of the market freed from quota restrictions and other trade barriers. Industry operators are increasingly moving towards modernization and expansion.

INDUSTRY OUTLOOK:

This report contains forward looking statements, which may be identified by their use of words like 'plans', 'expects', 'will', 'anticipates', 'believes', 'intends', 'projects', 'estimates', or other words of similar meaning. All statements that address expectations or projections about the future, including but not limited to statements about the Company's strategy for growth, product development, market position, expenditures and financial results, are forward looking statements. These forward looking statements, which may include statements relating to future results of operations, financial condition, business prospects, plans and objectives, are based on the current beliefs, assumptions, expectations, estimates, and projections of the Directors and Management of the Company, about the business, industry and markets in which the Company operates. These statements are not guarantees of future performance, and are subject to known and unknown risks, uncertainties, and other factors, many of which are beyond Company's control and difficult to predict, that could alter actual results, performance or achievements to differ materially from those in the forward looking statements. Such statements are not, and should not be construed, as a representation as to future performance or achievements of the Company. In particular, such statements should not be regarded as a projection of future performance of the Company. It should be noted that the actual performance or achievements of the Company may vary significantly from such statements.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has proper and adequate systems of internal controls in order to ensure that all assets are safeguarded against loss from unauthorized use or disposition and that all transactions are authorized recorded and reported correctly.

The Board of Directors has been entrusted with the responsibility of reviewing the findings and to investigate and take necessary actions wherever required

DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

The Company is hopeful that this fiscal the Company will achieve good turnover as the economy will



witness upward trend and good business despite of huge competition in wholesale prices and doing trading with fewer margins to sustain in the market.

The Company has only one Reportable Segment in terms of Accounting Standard 17 issued by the Institute of Chartered Accountants of India

HUMAN RESOURCES/ INDUSTRIAL RELATIONS:

The Company's expansion into new markets has necessitated the increase in manpower during the year under review. We believe additional persons will be added to the Company's work force during 2014-15. Majority of this increase will come in the areas of brand promotions and extension services as well as at the overseas manufacturing centers

By order of the Board
For NATURITE AGRO PRODUCTS LTD

Sd/-
Dr. G.Vallabh Reddy
Managing Director

Place : Hyderabad
Date : 14th August 2015

REPORT ON CORPORATE GOVERNANCE

ANNEXURE -II

The following are the details furnished in the form as required under the Listing Agreement.

Your company believes in providing highest transparency and ethical value in Corporate Governance. Your company also believes in taking into confidence all the stakeholders viz Shareholders, Employees, Creditors, Customers etc. Your company is committed to take the torch of Corporate Governance forward, so that every stakeholder of the company synchronizes and synergies their efforts in their growth along with the growth of their company.

BOARD OF DIRECTORS:

The Board of Directors presently comprises of Eight Directors, having rich experience and specialized skills in their respective fields, out of which 4 Executive Directors 1 Non-Executive Director and 3 Independent Directors which is more than one third of the total strength of the Board. Since the chairman has the designation of independent director

All the Directors on the Board of the Company have made necessary declarations / disclosures regarding their other Directorships along with Committee positions held by them in other Companies.

During the financial year 2014-2015, 7 (Seven) Board Meetings were held on the following dates: 01.04.2014, 05.05.2014 , 30.05.2014, 17.07.2014, 14.08.2014, 14.11.2014, and 12.02.2015. The maximum time-gap between any two consecutive meetings did not exceed four months. The composition of the Board of Directors, their directorship details and the attendance of each Member at the meetings were as follows:

Name of the Director	Category	No. of Meetings Held	No. of Meetings attended	No of other Directorships	Whether attended last AGM
Srinivasa Reddy Sriramshetty	Chairman & Independent Director	7	7	1	Yes
Dr. G Vallabh Reddy	Managing Director	7	7	1	Yes
K Prabhakar Reddy	Executive Director	7	6	1	Yes
G Usha Reddy	Alternate Director	7	7	Nil	Yes
C Vandana Reddy	Executive Director	7	Nil	Nil	No
Mahipal Reddy Mahareddygari	Non – Executive & Independent Director	7	7	2	Yes
B Manohar Gangaiah	Non – Executive & Independent Director	7	6	1	Yes
B Bhagya Srilatha	Executive Director	7	4	Nil	Yes

The Directorships held by Directors in other Companies, as mentioned above do not include Directorships in Foreign Companies, Companies Registered under Section 8 of the Companies Act, 2013 and Private Limited Companies. In accordance with Clause 49 of the Listing Agreement, memberships / chairmanships of Audit Committees and Stakeholders Relationship Committees in all public Limited companies (excluding Naturite Agro Products Limited) have been considered.

None of the Directors on the Board is a member on more than 10 Committees and Chairman of more than 5 committees across all the companies in which they are Directors.

COMMITTEES OF THE BOARD:

Currently, there are three Board Committees – Audit Committee, Nomination and Remuneration Committee, and Stakeholders Relationship Committee. The terms of reference of the Board Committees are determined by the Board from time to time. Meetings of each Board, Committee are convened by the Chairman of the respective Committees.

The role and composition of these Committees, including the number of meetings held during the financial year and the related attendance are provided below

AUDIT COMMITTEE:

The Company constituted a Qualified and Independent Audit Committee comprising of three Non-Executive Independent Directors in accordance with the provisions of Clause 49 of the Listing Agreement read with Section 177 of the Companies Act, 2013.

The Committee is empowered with the powers as prescribed under Clause 49 of Listing Agreement and Section 177 of the Companies Act, 2013. The Committee also acts in terms of reference and directions of the Board from time to time.

Audit Committee of your company consists of following Independent Directors:

1.	Srinivasa Rao Sriramshetty	Chairman
2.	Mahipal Reddy Mahareddygari	Member
3.	B Manohar Gangaiah	Member

The committee met 5 times during the financial year 2014-15 on 01.04.2014, 17.7.2014, 14.08.2014, 14.11.2014 and 12.02.2015 attendance of each Member of Committee is as follows.

Name of the Member	Designation	No.of Meetings held During the Year	No.of Meetings attended
Srinivasa Rao Sriramshetty	Chairman	5	5
Mahipal Reddy Mahareddygari	Member	5	5
B Manohar Gangaiah	Member	5	5

Terms of Reference:

The broad terms of reference are:

- i. The recommendation for appointment, remuneration and terms of appointment of auditors of the company;



- ii. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
- iii. Examination of the financial statement and the auditor's report thereon;
- iv. Reviewing, with the management, the annual financial statements before submission to the Board for approval, with particular reference to:
 - matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act, 2013
 - changes, if any, in accounting policies and practices and reasons for the same
 - major accounting entries involving estimates based on the exercise of judgment by management
 - Significant adjustments made in the financial statements arising out of audit findings.
 - compliance with listing and other legal requirements relating to financial statements
 - disclosure of any related party transactions
 - review of draft Auditors Report, in particular qualifications / remarks / observations made by the
 - Management Discussion and Analysis of financial conditions and results of operations
- v. Approval or any subsequent modification of transactions of the company with related parties;
- vi. Scrutiny of inter-corporate loans and investments;
- vii. Valuation of undertakings or assets of the company, wherever it is necessary;
- viii. Evaluation of internal financial controls and risk management systems;
- ix. Monitoring the end use of funds raised through public offers and related matters.
- x. The Committee is authorized to investigate into matters referred / delegated to it by the Board of Directors and for this purpose, has full access to information / records of the Company including seeking external professional support, if necessary.
- xi. Reviewing the Compliance of the Listing Agreement and Various other legal requirement concerning financial statements and related party transactions.

NOMINATION AND REMUNERATION COMMITTEE

Terms of Reference

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

- i. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees.



- ii. Formulation of criteria for evaluation of Independent Directors and the Board.
- iii. Devising a policy on Board diversity.
- iv. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.
- v. To recommend/ review remuneration of Key Managerial Personnel based on their performance and defined assessment criteria.
- vi. To decide on the elements of remuneration package of all the Key Managerial Personnel i.e. salary, benefits, bonus, stock options, pensions, etc.
- vii. Recommendation of fee / compensation if any, to be paid to Non-Executive Directors, including Independent Directors of the Board.
- viii. Payment / revision of remuneration payable to Managerial Personnel.
- ix. While approving the remuneration, the committee shall take into account financial position of the Company, trend in the industry, qualification, experience and past performance of the appointee.
- x. The Committee shall be in a position to bring about objectivity in determining the remuneration package while striking the balance between the interest of the Company and shareholders.
- xi. Any other functions / powers / duties as may be entrusted by the Board from time to time.

II. Composition-name of members and Chairperson

The Remuneration Committee constitutes of following independent directors:

1. Srinivasa Rao Sriramshetty	Chairman
2. Mahipal Reddy Mahareddygari	Member
3. B Manohar Gangaiah	Member

The committee met 2 times during the financial year 2014-15 on 01.04.2014 and 17.07.2014 attendance of each Member of Committee is as follows.

Name of the Member	Designation	No.of Meetings held During the Year	No.of Meetings attended
Srinivasa Rao Sriramshetty	Chairman	2	2
Mahipal Reddy Mahareddygari	Member	2	2
B Manohar Gangaiah	Member	2	2

Remuneration Policy:

The objectives of the remuneration policy are to motivate employees to excel in their performance, recognize their contribution, retain talent and reward merit. Remuneration of employees largely consists of base remuneration, perquisites and performance incentives.



Details of the Directors' Remuneration:

Director	Designation	Remuneration for Financial Year 2014-15 (in Rs.)	
		Salary & Perks	Total
Dr. G Vallabh Reddy	Managing Director	6,00,000	6,00,000

No sitting fees is paid to the Independent Directors of the Company

STAKEHOLDERS RELATIONSHIP COMMITTEE

The terms of reference of the Investor Grievance & Share Transfer Committee are as follows:

To supervise and ensure:

- i. Efficient transfer of shares; including review of cases for refusal of transfer / transmission of shares and debentures;
- ii. Redressal of shareholder and investor complaints like transfer of shares, non-receipt of balance sheet, non-receipt of declared dividends etc;
- iii. Issue of duplicate / split / consolidated share certificates;
- iv. Allotment and listing of shares;
- v. Review of cases for refusal of transfer / transmission of shares and debentures;
- vi. Reference to statutory and regulatory authorities regarding investor grievances;
- vii. And to otherwise ensure proper and timely attendance and Redressal of investor queries and grievances.

Composition of Shareholder and Investor Grievance Committee is as follows.

1. Srinivasa Rao Sriramshetty	Chairman
2. Mahipal Reddy Mahareddygari	Member
3. B Manohar Gangaiah	Member

The Committee, along with the Share Transfer Agents of the Company follows the policy of attending to the complaints, if any, within seven days from the date of its receipt.



Details of Investor complaints received and redressed during the year:

Nature of Complaints	Year 2014- 15		
	Received	Resolved	Pending
Total Complaints	2	2	0

VIGIL MECHANISM POLICY

Section 177 of the Companies Act, 2013 requires every listed company and such class or classes of companies as may be prescribed to establish a vigil mechanism, called Whistle BLOWER Policy (as per Clause 49 of the Listing Agreement) for the Directors and employees to report genuine concerns in such manner as may be prescribed. The Company has adopted a Code of Conduct for Directors and Senior Management Executives ("the Code"), which lays down the principles and standards that should govern the actions of the Company and its employees. Any actual or potential violation of the Code, howsoever insignificant or perceived as such would be a matter of serious concern for the Company. Such a vigil mechanism shall provide for adequate safeguards against victimization of persons who use such mechanism and also make provision for direct access to the Chairman of the Audit Committee in appropriate or exceptional cases.

Under these circumstances, Naturite Agro Products Limited, being a Listed Company has established a Vigil Mechanism and formulated a Policy for the same, pursuant to the review and recommendation by the Audit Committee.

MEETING OF INDEPENDENT DIRECTORS:

During the year under review, the Independent Directors met on 02, February. 2015, inter alia, to discuss:

1. Evaluation of the performance of Non-Independent Directors and the Board of Directors as a whole;
2. Evaluation of the performance of the Chairman of the Company, taking into account the views of the Executive and Non-Executive Directors.
3. Evaluation of the quality, content and timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

All the Independent Directors were present at the Meeting

FAMILIARIZATION PROGRAMME:

A formal familiarization programme was conducted about the Companies Act, 2013, Rules prescribed Thereunder, Listing Agreement and all other applicable laws of the Company. It is the general practice of the Company to notify the changes in all the applicable laws from time to time in every Board Meeting conducted.



The details of such familiarization programmes of Independent Directors are posted on the website of The Company

PERFORMANCE EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Audit, Nomination and Remuneration and Compliance Committees.

A structured questionnaire was prepared after taking into consideration inputs received from the Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance.

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 level of engagement and contribution, independence of judgment, safeguarding the interest of the Company and its minority shareholders etc. 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 who also reviewed the performance of the Secretarial Department. The Directors expressed their satisfaction with the evaluation process.

GENERAL BODY MEETINGS:

Location, day, date and time where the last three AGMs held and special resolution passed thereat as follows:

Year	Date	Location	Time
2013-14	30.09.2014	Sy. No. 711-713, Lalagadi Malakpet Village, Shamirpet Mandal, R. R. District	11.00 A.M
2012-13	30.09.2013	Sy. No. 711-713, Lalagadi Malakpet Village, Shamirpet Mandal, R. R. District	10.00 A.M
2011-12	20.09.2012	Sy. No. 711-713, Lalagadi Malakpet Village, Shamirpet Mandal, R. R. District	3.00 P.M



POSTAL BALLOT

No resolution was passed through postal ballot during the year ended 31st March, 2015. No Special Resolution is proposed to be conducted through Postal Ballot at the ensuing Annual General Meeting

DISCLOSURES:

Disclosures on Materially Significant Related Party Transactions:

Besides the transactions mentioned elsewhere in the Annual Report, there were no materially significant related party transactions during the year conflicting with the interest of the Company.

Details of Non-Compliance and Penalties:

There was no non-compliance during the last three years by the Company on any matter related to Capital Market. There were no penalties imposed nor strictures passed on the Company by any Stock Exchanges, Securities and Exchange Board of India or any Statutory Authority relating to the capital markets.

MEANS OF COMMUNICATION:

Quarterly results:

Quarterly Results and Annual Results of the Company are normally published in English daily and Regional daily.

As required by Clause 49 of the Listing Agreement, Management Discussion and Analysis report is a part of the Annual Report.

GENERAL SHAREHOLDER INFORMATION:

- Date time and Venue : The Registered Office of the Company
At Sy. No.711-713, Lalagadi Malakpet Village,
Shamir pet Mandal, R. R. District.
- Financial Calendar: : 01st April, 2015 to 31st March 2016
- Book Closure Date : Thursday, 24th September, 2015 to
Wednesday, 30th September, 2015
(both day inclusive)
- Dividend Date : NA
- Listing on Stock Exchanges : The shares of the company are listed on
Ahmadabad Stock Exchange Limited
BSE Limited



Listing fee for the Financial Year 2014-15 has been paid to ASE Limited, MSE Limited and BSE Limited

- Scrip Code

Name of the Stock Exchange Stock : Code/Symbol

BSE Limited : 538926 / NAPL

- Market Price Data: During the last Financial Year 2014-2015

High and Low of the each month of the Company's Equity Shares during the last Financial Year 2014-15 at BSE Limited

Month	BSE Limited	
	High (Rs.)	Low (Rs.)
February, 2015	28.51	12.50
March, 2015	37.95	29.05

**Company shares were listed at BSE in february 2015 and these shares starts traded from the respective date*

Share Transfer System:

The Board of Director has delegated the power of share transfer to Registrar and Share Transfer Agents for processing of Share transfers to M/s Venture Capital and Corporate Investments Private Limited.

Registrar and Transfer Agents:

Venture Capital and Corporate Investments Private Limited
12-10-167, Bharat Nagar,
Hyderabad-500018

SHAREHOLDING PATTERN AS ON 31ST MARCH 2015:

Sl. No.	Category	No. os Shares Held	% of Shareholding
A	INDIAN PROMOTERS & PROMOTER GROUP		
	Individuals/Hindu Undivided Family		
	Central Government /State Governments	3406000	64.31
	Bodies Corporate		
	Financial Institutions/Banks		
	Sub Total of A1	3406000	64.31
A2.	FOREIGN		
	Individuals (Non-Residents)		
	Individuals (Foreign Individuals)		
	Bodies Corporate		
	Institutions		
	Any Other (Specify)		
	Sub Total of A2	Nil	Nil
	TOTAL OF A1 +A2	3406000	64.31
B 1.	Public Shareholdings		
	Institutions		
	Mutual Funds and UTI		
	Banks/Financial Institutions		
	Central Government/State Government		
	Venture Capital Funds		
	Insurance Companies		
	Foreign Institution Investor	-	-
	Foreign Venture Capital Investors		
	Any Other (Specify)		
	Sub Total B1	-	-
B2.	Non Institutions		
	Bodies Corporate	128	0.02
	Individuals		
	Individuals share holders holdings nominal share capital upto Rs. 1 Lakhs	323993	6.12
	Individual Shareholding holding nominal share capital in excess of Rs. 1 Lakhs	1565800	29.57
	Any Other (Specify)		
	NRIs/OCBs		
	Foreign Collaborators		
	Clearing Members	79	-
	Sub Total B2	1890000	35.69
	TOTAL OF PUBLIC SHAREHOLDING (B1+B2)	1890000	35.69
C	Shares held by Custodian and against which Depository Receipts have been issued	0	0
	TOTAL A+B+C	5296000	100

**DISTRIBUTION OF SHAREHOLDING: 31st March, 2015**

Shares			Holders		Shares	
			Number	% To Total	No Of Shares	% To Total
0	-	5000	941	90.39	98245	1.86
5001	-	10000	27	2.59	225955	4.27
10001	-	20000	34	3.27	493700	9.32
20001	-	30000	22	2.11	533800	10.08
30001	-	40000	6	0.58	229300	4.33
40001	-	50000	7	0.67	309000	5.83
50001	-	And above	4	0.38	3406000	64.31
Total			1041	100	5296000	100

DEMATERIALIZATION OF SHARES AND LIQUIDITY:

The Shares of the Company are under compulsory demat trading. The Company has already entered into necessary agreements with NSDL and CDSL for demat facility.

79.70% of total equity share capital of the Company is held in dematerialization form with NSDL and CDSL as on 31st March, 2015.

CEO & CFO Certifications

The CEO/CFO of the Company gave annual certificates on financial reporting and internal Controls to the Board in terms of Clause 49. Report annexed

Outstanding GDRs / ADRs / Warrants or any Convertible instruments, conversion date and likely impact on equity: Nil

Plant Location:

Sy. No. 711-713 Lalgadi Malakpet Village
Shamirpet Mandal R. R. District - 500078

Address for correspondence:

Dr. G. Vallabh Reddy
3-4-508/1, Street No. 10, Barkathpura
Hyderabad – 500027

**Registrar & Transfer Agents:
(Both physical and demat)**

**M/s. Venture Capital and
Corporate Investments Private Limited**
12-10-167, Bharat Nagar Hyderabad-500018



DECLARATION OF THE MANAGING DIRECTOR ON COMPLIANCE WITH CODE OF CONDUCT AND ETHICS:

Naturite Agro Products Limited has adopted a Code of Business Conduct and Ethics ("the Code") which applied to all employees and Director of the Company. Under code, it is responsibility of all employees and Directors to familiarize themselves with the Code and Comply with its standards.

I hereby certify that the Board Members and Senior Management Personnel of Naturite Agro Products Limited have affirmed compliance with the Code for the Financial Year 2014-15.

By order of the Board
For NATURITE AGRO PRODUCTS LTD

Sd/-
Dr. G.Vallabh Reddy
Managing Director

Place : Hyderabad
Date : 14th August 2015



**Chief Executive Officer and Chief Finance Officer
(CEO&CFO) Certificate:**

I, B Bhagya Srilatha, Director – Finance & Control and CFO of Naturite agro Products Limited, to the best of our knowledge and belief, certify that:

1. I have reviewed the Balance Sheet and Profit and Loss Account and all its schedules and notes on accounts as well as the Cash Flow Statement for the year ended 31.03.2015.
2. To the best of our knowledge and belief:
 - a. These statements do not contain any untrue statement or omit any material fact or contain statements that might be misleading.
 - b. The financial statements and other financial information included in this report present true and fair view of the Company's affairs and are in compliance with existing accounting standards and applicable laws and regulations.
3. To the best of our knowledge and belief, there are no transactions entered into by the Company during the year which are fraudulent, illegal or volatile of the Company's code of conduct.
4. We accept responsibility for establishing and maintaining internal controls for financial reporting. We have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and steps taken or proposed to be taken for rectifying these deficiencies.
5.
 - a) There has not been any significant change in internal control over financial reporting during the year under reference;
 - b) There has not been any significant changes in accounting policies during the year under reference; and
 - c) We are not aware of any instances during the year of significant fraud, with involvement there in of the management or any employee having a significant role in the Company's internal control system over financial reporting.

Place : Hyderabad
Date : 14.08.2015

Sd/-
B Bhagya Srilatha
Director – Finance & Control (CFO)

**SECRETARIAL AUDIT REPORT**

For the financial year ended 31st march, 2015

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

To,
The Members,
M/s NATURITE AGRO PRODUCTS LIMITED

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s NATURITE AGRO PRODUCTS LIMITED (hereinafter called the company) having its registered office Survey No. 711-713, Lalgadi Malakpet Village, Shamirpet Mandal, R. R. District, Telengana - 500014. Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the Company 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 31st March, 2015 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2015 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under, as applicable
- (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;
- (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; **(not applicable during the audit period)**
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992; **(not applicable during the audit period)**
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; **Not applicable as the company did not issue any security during the**

financial year under review;

- d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; **Not applicable as the company has not granted any options to its employees during the financial year under review**
- e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **Not applicable as the company has not issued any debt securities during the financial year under review**
- 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 as the company has not delisted its equity shares from any stock exchange during the financial year under review and**
- h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (not applicable during the audit period); **Not applicable as the company has not bought back any of its securities during the financial year under review**
- i) The Company has identified the following laws as specifically applicable to the Company:
 - The Spices Board Act, 1986
 - The Boilers Act, 1923;
 - Explosives Act, 1884
 - Essential Commodity Act, 1955.

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

- i. Listing Agreements entered into by the Company with BSE Limited and
- ii. Secretarial Standards issued by the Institute of Company Secretaries of India. (**Not Applicable hence not notified during the Audit period**)

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

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.



- All the decisions at the Board Meetings and Committee Meetings have been carried out unanimously as recorded in the Minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

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.
- There were no such specific events/ actions in pursuance of the above referred laws, rules, regulations, etc., having a major bearing on the Company's affairs.

For P S Rao & Associates
Company Secretaries

Place: Hyderabad
Date: 14.08.2015

P S Rao
Company Secretary
C P No: 3829
M.NO:9769



Annexure IV

FORM NO. MGT-9

EXTRACT OF ANNUAL RETURN

As on the financial year ended on 31.03.2015

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

1. REGISTRATION AND OTHER DETAILS:

CIN:-	L01119TG1990PLC011554
Registration Date	06/08/1990
Name of the Company	NATURITE AGRO PRODUCTS LIMITED
Category / Sub-Category of the Company	Company Limited by Shares/Indian Nongovernment Company
Address of the registered office and contact details:	Sy.No. 711-713, Lalgadi Malakpet (V), Shamirpet Telangana- 500078
Whether listed company	Yes
Name, Address and Contact details of Registrar Transfer Agent, if any	M/s. Venture Capital and Corporate and Investments Private Limited 12-10-167, Bharat Nagar, Hyderabad-500018

2. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Name and Description of Main products / Services	NIC Code of The Product/ Service	% to total Turnover of the Company
Other agricultural products	0163	97.78%

**3. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES - NIL**

S.NO	Name and Address of The Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of Shares held	Applicable Section
			NIL		

4. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

A. Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-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	-	3406000	3406000	64.31	3406000	-	3406000	64.31	-
b) Central Govt									
c) State Govt(s)									
d) Bodies Corp.									
e) Banks / FI									
f) Any other									
Total shareholding of Promoter (A)	-	3406000	3406000	64.31	3406000	-	3406000	64.31	-
B. Public Shareholding									
1. INSTITUTIONS									
i) FIIs									
Sub-total (B)(1):-									
2. Non-Institutions									
a) Bodies Corp.					128	-	128		-
b) Individuals									
ii) Individual shareholders holding nominal share capital up to Rs. 1 lakh	-	243700	243700	4.6	69493	254500	323993	6.12	-
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	-	1646300	1646300	31.09	745600	820200	1565800	29.57	-
c) Others (specify)									
Non Resident Indians									
Clearing Members					79		79	0.00	-
Sub-total (B):-	-	1890000	1890000	35.69	815300	1074700	1890000	35.69	-
C. Shares held by Custodian for GDRs & ADRs									
Grand Total (A+B+C)	-	5296000	5296000	100	4221300	1074700	5296000	100	-

**B) Shareholding of Promoter**

Sl No.	Shareholders Name	Shares held at the beginning of the year As on 31-March-2014			Shares held at the end of the year As on 31-March-2015			% Change 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 Pledge/ /encumbered to total shares	
1	C Sri kanth Reddy	15, 79,100	29.82	NIL	15, 79,100	29.82	NIL	NIL
2	C Vandana Reddy	7, 82,400	14.77		7, 82,400	14.77		
3	Dr. G V Reddy	7, 72,000	14.58		7, 72,000	14.58		
4	G Usha	2, 72,500	5.15		2, 72,500	5.15		

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

SN	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	At the beginning of the year	34, 06,000	64.31	34, 06,000	64.31
2	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer /bonus/ sweat equity etc.):	<i>"No change in promoter's holding"</i>			
3	At the end of the year	34, 06,000	64.31	34, 06,000	64.31



E) Shareholding of Directors and Key Managerial Personnel:

SN	Top 10 Shareholders	Shareholding at the beginning of the year		Increase/ decrease in shareholding	Cumulative Shareholding End of the year	
		No. of shares	% of total shares of the company		No. of shares	% of total shares of the company
1	M. Madhava Rao	50000	0.94	NO CHANGE DURING THE YEAR	50000	0.94
2	J Prashanthi Reddy	49500	0.93		49500	0.93
3	Suryaprakash Reddy Jakkidi	42500	0.80		42500	0.80
4	Sudhakar Nookala Reddy	42500	0.79		42500	0.79
5	Subhashini Chegireddy	42000	0.78		42000	0.78
6	Ippagunta Venkata Raja Rami Reddy	41500	0.77		41500	0.77
7	Prabhakar Reddy Kyatham	41000	0.76		41000	0.76
8	Subba Reddy P	40000	0.75		40000	0.75
9	A B Satyavas Reddy	39600	0.74		39600	0.74
10	R Suresh	39200	0.72		39200	0.72

E) Shareholding of Directors and Key Managerial Personnel:

SN	Name	Shareholding at the beginning of the year		Increase/ decrease in shareholding	Cumulative Shareholding End of the year	
		No. of shares	% of total shares of the company		No. of shares	% of total shares of the company
1	Srinivasa Rao Sriramshetty	0.00	0.00	NO CHANGE DURING THE YEAR	0.00	0.00
2	K Prabhakar Reddy	41000	0.77		41000	0.77
3	M Mahipal Reddy	0.00	0.00		0.00	0.00
4	B Monohar Gangaiah	0.00	0.00		0.00	0.00
5	B Bhagya Srilatha	17800	0.34		17800	0.34

V) INDEBTEDNESS - Indebtedness of the Company including interest Outstanding/accrued but not due for payment. = Nil

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

NIL

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

S N.	Particulars of Remuneration	Dr. G. Vallabh Reddy
1	Gross salary	Executive Director
	(a) Salary as per provisions Contained in section 17(1) of the Income-tax Act, 1961	6,000,000
	(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 (A)	6,00,000
	Ceilling Limit As Per Act*	-

* Overall ceiling limit is within the limits prescribed under Sec 198 of the Companies Act, and rule made there under

**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		

NIL**B. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD**

S. No.	Particulars of Remuneration	Key Managerial Personnel
		CFO
1	Gross salary	349200
	Salary as per Provisions contained in section 17(1) Of the Income-tax Act, 1961 (b) Value of perquisites U/s 17(2) Income-tax Act, 1961 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	349200



VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section Of the Companies Act	Brief Description	Details of Penalty / P Punishment/ Compounding Fees imposed	Authority [RD / NCLT / COURT]	Appeal Made if any (Give Details)
A. COMPANY					
Penalty			NIL		
Punishment					
Compounding					
B. DIRECTORS					
Penalty			NIL		
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty			NIL		
Punishment					
Compounding					

ANNEXURE - V

**Information pursuant to Section 197 of the Act
Read with Rule 5(1) of the Companies (Appointment and Remuneration of
Managerial Personnel) Rules, 2014.**

- A. The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary during the financial year 2014-15 and 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 the Director / Key Managerial Personnel	Remuneration of Director KMP for the financial year 2014-15	% increase in Remuneration in the financial year 2014-15	Ratio of the remuneration to the median remuneration of the employees
Dr. G .V .Reddy-Managing Director	600000	42.85%	8.127
Key Managerial Personnel			
B.Bhagya Sri Latha	349200	46.29%	4.730

Note: The median remuneration of employees of the Company during the financial year was Rs.73824 /-

- B. The percentage increase in the median remuneration of employees in the financial year: 2.53 %**
- C. The number of permanent employees on the rolls of company: 33**
- D. The explanation on the relationship between average increase in remuneration and company performance:**

The average increase in the employee remuneration effected during the year 2014-15 is based on the individual performance and Company's performance during the previous financial year 2013-14. The other factors considered for revision in remuneration is based on market survey, functional expertise, industry standards etc.

- E. Comparison of the remuneration of the Key Managerial Personnel against the performance of the company:**

Aggregate remuneration of Key Managerial Personnel (KMP)	9,49,200
Revenue	3,85,50,000
Remuneration of KMP as a % of revenue	2.462%
Profit Before Tax (PBT)	54,70,000
Remuneration of KMP as a % of PBT	17.35%

- F. Variations in the market capitalization of the company, price earnings ratio as at the closing date of the current financial year and previous financial year and percentage increase over decrease in the market quotations of the shares of the company in comparison to the rate at which the company came out with the last public offer in case of listed companies**

Particular	As at March 31, 2015	As at March 31, 2014	Variation
Market Capitalisation (in ₹ Crores)	20.10	-	-
Market Price	37.95	-	-
EPS	1.03	0.50	106%
Price Earnings Ratio	36.84	-	-

* *The company shares were listed on BSE Limited in the month of February ,2015 hence no market value as at 31st March,2014.*

- G. 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:**

The average increase in the salaries of employees other than the managerial personnel in 2014-15 was 17.10%. The Percentage increase in the managerial remuneration for the same financial year was 44.17%

- H. Comparison of each remuneration of the Key Managerial Personnel against the performance of the company:**

Name	Remuneration	Revenue	% of revenue	PBT %	of PBT
Dr. G .V .Reddy	6,00,000	3,85,50,000	1.56%	54,70,000	10.97%
B.Bhagya Sri Latha	3,49,200	3,85,50,000	0.91%	54,70,000	6.38%

- I. The key parameters for any variable component of remuneration availed by the directors:**
Not Applicable as the directors does not avail any variable component of remuneration
- J. The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year:**

Not Applicable as No employee is receiving remuneration in excess of the highest paid Director



K. Affirmation that the remuneration is as per the remuneration policy of the company.

It is hereby affirmed that the remuneration paid to the Directors and Key Managerial Personnel are as per the Nomination and Remuneration Policy of the Company.

By Order Of the Board of Directors
FOR NATURITEAGROPRODUCTS LIMITED

Place: Hyderabad
Date: 14.08.2015

SD/-
Dr. G VALLABH REDDY
Managing Director



INDEPENDENT AUDITOR'S REPORT

To the Members,
NATURITE AGRO PRODUCTS LTD,

Report on the Financial Statements

We have audited the accompanying financial statements of NATURITE AGRO PRODUCTS LIMITED ("the Company"), which comprises the Balance Sheet as at March 31, 2015, the Statement of Profit and Loss and Cash Flow statement for the year ended and summary of significant accounting policies and other explanatory information.

Management Responsibility for the Financial Statements

The company's board of Directors is responsible for the matters stated in section 134(5) of the Companies Act 2013, ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with 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 the maintenance of adequate records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the 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 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 audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing Specified under sec 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 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, but not for the purpose of expressing an opinion on whether the company has in place an adequate internal financial control over financial reporting



and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by 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 the date.

Report on Other Legal and Regulatory Requirements:

1. As required by the Companies(Auditor's Report) Order, 2015 (the Order) issued by the Central Government of India in terms of sub-section(11) of section 143 of the Act, we give in the annexure a statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.
2. As required by section 143(3) of the Act, we report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b. In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - c. The Balance Sheet, 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 Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement comply with the Accounting standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e. On the basis of written representations received from the directors as on 31st March 2015 and 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.
 - f. With respect to the other matters 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 does not have any long term contracts including derivatives contracts for which there were any material foreseeable losses.
- iii. There were no amounts which required to be transferred to the Investor Education and protection fund by the company

For Ramasamy Koteswara Rao & Co,
Chartered Accountants
(Firm Reg No: 010396S)

Sd/-
(C.V.Koteswara Rao)
Proprietor
M. No. 028353

Date : 30.05.2014
Place : Hyderabad



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

- i)
 - (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
 - (b) The Fixed assets have been physically verified by the management during the year in accordance with a phased program of verification and no material discrepancies have been noticed on such verification.
- ii)
 - (a) As explained to us, inventories have been physically verified by the Management at regular intervals during the year.
 - (b) In our opinion and according to the information and explanations given to us, the procedure of physical verification of inventory followed by the management is reasonable and adequate in relation to the size of the company and the nature of its business.
 - (c) In our opinion, the company has maintained proper records of inventories and as explained to us there was no material discrepancy noticed on physical verification.
- iii) In our opinion and according to the information and explanations given to us, 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, 2013. Therefore, requirements of clauses (a), (b), of paragraph 3(iii) of the order are not applicable.
- iv) In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the company and the nature of its business, with regard to purchase of fixed assets and the sale of services. During the course of the audit we have not observed any major weaknesses in the internal control system.
- v) In our opinion and according to the explanations given to us, the company has not accepted any deposits from Public.
- vi) The Central Government has not prescribed the maintenance of cost records under section 148(1) of the Companies Act 2013.
- vii)
 - a) According to the records of the company and explanations given to us and on the basis of our examination of the records of the company, undisputed statutory dues including provident fund, Income - tax, Value Added Tax, and other material statutory dues applicable to it have been regularly deposited with the appropriate authorities. Further, as explained to us, no undisputed statutory dues were in arrears as at 31st March 2015 for a period of more than 6 months from the date they become payable.
 - (b) According to the information and explanation given to us, there are no dues of income-tax, sales-tax and cess which have not been deposited on account of any dispute.



- (c) According to the information and explanation given to us there were no amount transferred to investor education and protection fund.
- viii) The company has accumulated losses as at the end of the financial year and it accumulated losses are not less than fifty percent of its net worth and the company has not incurred cash losses during the current financial year covered by our audit and in the immediately preceding financial year.
- ix) Based on our audit procedures and on the information and explanation given to us, we are of the opinion the company has not taken any loans from bank or financial institutions. Accordingly clause 3(ix) of the order is not applicable to the company.
- x) According to the information and explanations given to us, the company has not given any guarantees for loans taken by others from banks or financial institutions.
- xi) According to the information and explanations given to us, no term loans were raised during the year.
- xii) Based on the audit procedures performed and information and explanations given to us by the management, we report that no fraud on or by the company has been noticed or reported during the course of our audit.

For Ramasamy Koteswara Rao & Co,
Chartered Accountants
(Firm Reg No: 010396S)

Sd/-
(C.V.Koteswara Rao)
Proprietor
M. No. 028353

Date : 30.05.2014
Place : Hyderabad

**BALANCE SHEET AS ON 31ST MARCH, 2015**

Amount in ₹

Particulars	Note No.	As At 31.03.2015	As At 31.03.2014
EQUITY AND LIABILITIES			
Shareholder's funds			
(a) Share capital	1	52,960,000	52,960,000
(b) Reserves and surplus	2	(11,263,923)	(16,694,851)
Non current liabilities			
(a) Deffered Tax Liability (Net)		299,665	256,407
Current liabilities			
(a) Trade payables	3	2,143,216	290,848
(b) Other current liabilities	4	1,323,604	1,473,005
(c) Short term provisions	5	492,383	-
		-	
Total		45,954,944	38,285,409
ASSETS			
Non current assets			
(a) Fixed assets			
Tangible assets	6	6,202,871	6,512,445
(b) Long Term loans and Advances	7	961,387	747,801
Current assets			
(a) Inventories	8	4,837,697	11,834,788
(b) Trade receivables	9	13,506,872	5,442,475
(c) Cash and cash equivalents	10	14,044,117	9,729,103
(d) Other Current Assets	11	6,402,001	4,018,797
		-	
Total		45,954,944	38,285,409
Significant Accounting Policies and Notes on Accounts	19		

Notes referred to above form an integral part of Balance sheet

Per our report of even date attached.
For Ramasamy Koteswara Rao & Co.,
Chartered Accountants
ICAI Firm Reg.No.010396S

For and on behalf of the Board

Sd/-
C V Koteswara Rao
Proprietor
Memb No. 028353

Sd/-
Dr. Vallabh Reddy Gaddam **Kyatham Reddy Prabhakar**
Managing Director Director

Sd/-
Bhagya Srilatha Tummagunta
CFO

Place : Hyderabad
Date : 30.05.2015



STATEMENT PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2015 Amount in ₹

Particulars	Note No	As at 31.03.2015	As at 31.03.2014
Income			
Revenue from Operations	12	38,547,277	30,171,365
Other income	13	916,665	591,676
Total revenue		39,463,942	30,763,041
Expenses			
Cost of materials consumed	14	6,272,154	14,505,150
Changes in inventories of raw material & work-in-progress	15	7,348,953	(4,014,788)
Employee benefits expense	16	5,587,818	5,269,013
Finance costs	17	2,059	2,745
Depreciation and amortisation expense	6	563,664	1,777,853
Other expenses	18	14,215,109	10,669,697
Total expenses		33,989,757	28,209,671
Profit/(Loss) before Prior Period Expenses and tax		5,474,185	2,553,370
Prior Period Expenditure		-	39,326
Current tax expense		492,382	-
MAT Credit entitlement		(492,382)	-
Deferred tax expense/(credit)		43,258	256,407
Profit/(Loss) for the year		5,430,927	2,257,637
Earnings per equity share Basic		1.03	0.50
Restated Earning per Share			

Significant accounting policies and notes on accounts 19

Notes referred to above form an integral part of Balance sheet

Per our report of even date attached.
For Ramasamy Koteswara Rao & Co.,
Chartered Accountants
ICAI Firm Reg.No.010396S

For and on behalf of the Board

Sd/-
C V Koteswara Rao
Proprietor
Memb No. 028353

Sd/-
Dr. Vallabh Reddy Gaddam Managing Director
Sd/-
Kyatham Reddy Prabhakar Director

Place : Hyderabad
Date : 30.05.2015

Sd/-
Bhagya Srilatha Tummagunta
CFO

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015

Amount in ₹

Particulars	31.03.2015		31.03.2014	
	Amount	Amount	Amount	Amount
A. CASH FLOW FROM OPERATING ACTIVITIES				
Net profit / (Loss) before tax & adjustments		5,474,185		2,553,370
Adjustments for :				
Depreciation	563,664		1,777,854	
Interest Received	(916,665)		(403,177)	
		(353,001)		1,374,677
Operating Profit before Working Capital Change		5,121,184		3,928,047
Adjustments for :				
Inventories	6,997,091		(3,976,288)	
Trade & Other Receivables	(8,064,397)		7,866,073	
Current Liabilities	2,195,350		(7,587,576)	
Loans & Advance and other current assets	(2,596,790)	(1,468,746)	(1,665,743)	(5,363,535)
Cash flow Before Tax and Extra Ordinary Items		3,652,438		(1,435,487)
Tax Paid		-		-
Add: Prior Period Item (Bonus)		-		-
Less: Prior Period Expenses		-		(39,326)
Net Cash flow from Operations before tax		3,652,438		(1,474,813)
Less: Taxes Paid		-		-
MAT		-		-
Cash Flow from Operating Activities		3,652,438		(1,474,813)
B. CASH FLOW FROM INVESTING ACTIVITIES				
Fixed Assets Purchased	(254,089)		(1,832,525)	
Fixed Assets sold	-		-	
Cash Flow from Investing activities		(254,089)		(1,832,525)
C. CASH FLOW FROM FINANCING ACTIVITIES				
Change in Share Capital	-		9,987,750	
Share Application money	-		(1,750,000)	
Borrowings Increase/Decrease	-		(918,313)	
Interest Received	916,665		403,177	
Cash Flow from Financing Activities		916,665		7,722,614
Net increase in Cash & Cash Equivalents		4,315,014		4,415,276
Cash & Cash equivalents at the beginning of the year		9,729,103		5,313,827
Cash & Cash equivalents at the end of the year(31.03.2015)		14,044,117		9,729,103

Notes referred to above form an integral part of Balance sheet

Per our report of even date attached.

For Ramasamy Koteswara Rao & Co.,

Chartered Accountants

ICAI Firm Reg.No.010396S

Sd/-

C V Koteswara Rao

Proprietor

Memb No. 028353

Place : Hyderabad

Date : 30.05.2015

For and on behalf of the Board

Sd/-

Dr. Vallabh Reddy Gaddam

Managing Director

Sd/-

Kyatham Reddy Prabhakar

Director

Sd/-

Bhagya Srilatha Tummagunta

CFO

NOTES FORMING PART OF FINANCIAL STATEMENTS AS AT 31.03.2015

Amount in ₹

Note No	Particulars	As at 31.03.2015		As at 31.03.2014	
		Numbers	₹	Numbers	₹
1. Share Capital:					
a. Authorised, Issued, Subscribed & paid up					
<u>Authorised Share Capital:</u>					
Equity Shares with voting rights of ₹10/- each		6,000,000	60,000,000	6,000,000	60,000,000
<u>Issued Share Capital:</u>					
Equity Shares with voting rights of ₹10/- each fully paid-up.		5,296,000	52,960,000	5,296,000	52,960,000
<u>Paid up Share Capital:</u>					
Equity Shares of 5296000 of ₹10/- each fully paid-up.		5,296,000	52,960,000	5,296,000	52,960,000
		5,296,000	52,960,000	5,296,000	52,960,000
b. Reconciliation of number of Shares Outstanding		Number	₹	Number	₹
Equity shares with voting rights outstanding at the beginning of the year		5,296,000	52,960,000	5,296,000	52,960,000
Equity shares with voting rights issued/alloted during the year		-	-	-	-
Equity shares with voting rights outstanding at the end of the year		5,296,000	52,960,000	5,296,000	52,960,000
c. Shareholders holding more than 5% shares of the company		Number	%	Number	%
C.Srikanth Reddy		1,579,100	29.82	1,579,100	29.82
C.Vandana Reddy		782,400	14.77	782,400	14.77
Dr.G.V.Reddy		772,000	14.58	772,000	14.58
G.Usha		272,500	5.15	272,500	5.15
Total		3,406,000	64.31	3,406,000	64.31

NOTES FORMING PART OF FINANCIAL STATEMENTS AS AT 31.03.2015

Amount in ₹

Note No	Particulars	As at 31.03.2015 ₹	As at 31.03.2014 ₹
2.	Reserves & Surplus :		
	Capital Reserve	1,500,000	1,500,000
	Surplus/(Deficits)		
	Opening balance	(18,194,851)	(20,452,488)
	Add: Net profit / (loss) for the current year	5,430,927	2,257,637
	Closing balance	(12,763,924)	(18,194,851)
	Total	(11,263,924)	(16,694,851)

Note No	Particulars	As at 31.03.2015 ₹	As at 31.03.2014 ₹
3.	Trade payables		
	Sundry Creditors	2,143,216	290,848
	Total	2,143,216	290,848

Note No	Particulars	As at 31.03.2015 ₹	As at 31.03.2014 ₹
4.	Other current liabilities		
	Duties and taxes payables	503,684	23,090
	Audit Fee Payable	67,500	75,000
	Outstanding Liabilities	752,420	1,374,915
	Total	1,323,604	1,473,005

Note No	Particulars	As at 31.03.2015 ₹	As at 31.03.2014 ₹
5.	Short term provisions		
	Provision for Tax	492,382	-
	Total	492,382	-



Schedule No. : 7
Fixed Assets

STATEMENT OF FIXED ASSETS AS ON 31-03-2015

PARTICULARS	GROSS BLOCK			DEPRECIATION			NET BLOCK		
	As at 01.04.14 Rs	Additions Rs	Deletions Rs	As at 31.03.15 Rs	As at 01.04.14 Rs	For the Period Rs	Deletions Rs	As at 31.03.15 Rs	As at 31.03.14 Rs
1 Land - Freehold	610,500	-	-	610,500	-	-	-	610,500	610,500
2 Buildings	8,543,772	-	-	8,543,772	4,385,265	288,079	-	3,870,428	4,158,507
3 Plant & Machinery	27,050,290	172,743	-	27,223,033	26,830,843	23,074	-	369,116	219,447
4 Office Equipment	140,214	18,400	-	158,614	19,758	30,355	-	108,521	120,456
5 Furniture & Fixtures	168,452	62,946	-	231,398	15,792	20,202	-	195,404	152,660
6 Vehicles	2,125,473	-	-	2,125,473	874,597	201,975	-	1,048,901	1,250,876
Total	38,638,701	254,089	-	38,892,790	32,126,255	563,685	-	6,202,849	6,512,445

NOTE FORMING PART OF FINANCIAL STATEMENTS AS AT 31.03.2015

Amount in ₹

Note No	Particulars	As at 31.03.2015 ₹	As at 31.03.2014 ₹
7.	Long Term Loans and Advances		
	a) Deposits		
	Electricity Deposit	181,692	181,692
	Deposits with Others	27,500	27,500
	Rental Deposit	12,000	12,000
	Inter Corporate Deposit	157,680	105,000
	Balances with Revenue authorities	582,515	421,609
	Total	961,387	747,801

Note No	Particulars	As at 31.03.2015 ₹	As at 31.03.2014 ₹
8.	Inventories		
	Raw Materials	351,862	-
	Finished Goods	4,485,835	11,834,788
	Total	4,837,697	11,834,788

Note No	Particulars	As at 31.03.2014 ₹	As at 31.03.2013 ₹
9.	Trade receivables		
	Debtors outstanding for a period less than six months		
	Unsecured, considered good	8,426,177	5,442,475
	Debtors outstanding for a period more than six months		
	Unsecured, considered good	5,080,695	-
	Total	13,506,872	5,442,475

Note No	Particulars	As at 31.03.2014 ₹	As at 31.03.2013 ₹
10.	Cash and cash equivalents		
	Balances Banks		
	Current Accounts	3,047,620	3,569,215
	Fixed deposits	10,970,449	5,970,449
	Cash in hand	26,048	189,439
	Total	14,044,117	9,729,102

NOTES FORMING PART OF FINANCIAL STATEMENTS AS AT 31.03.2015

Amount in ₹

Note No	Particulars	As at 31.03.2015 ₹	As at 31.03.2014 ₹
11.	Other Current Assets		
	MAT Credit Entitlement	492,382	-
	Accrued interest on FDR	1,230,794	405,796
	TDS Receivables	654,865	160,906
	VAT receivable	370,037	382,855
	Advances to Creditors	3,519,340	3,040,158
	Advance to Employees	134,582	29,082
	Total	6,402,001	4,018,797

Note No	Particulars	As at 31.03.2015 ₹	As at 31.03.2014 ₹
12.	Revenue from operations		
	Sale of Products		
	Sale of Domestic Products	13,803,487	11,233,565
	Other Operating Revenue	24,743,790	18,937,800
	Total	38,547,277	30,171,365

Note No	Particulars	As at 31.03.2014 ₹	As at 31.03.2013 ₹
13.	Other income		
	Interest Income	916,665	403,177
	Other Non Operating Revenue	-	188,499
	Total	916,665	591,676

Note No	Particulars	As at 31.03.2014 ₹	As at 31.03.2013 ₹
14.	Cost of materials consumed		
	A) Raw-materials Consumed		
	Opening Stock	-	38,500
	Add: Purchases During the year	5,823,279	13,655,294
	Carriage Inward	800,737	811,356
		6,624,016	14,505,150
	Less : Closing Stock	351,862	-
	Raw Material Consumed	6,272,154	14,505,150

NOTE FORMING PART OF FINANCIAL STATEMENTS AS AT 31.03.2015

Amount in ₹

Note No	Particulars	As at 31.03.2014 ₹	As at 31.03.2013 ₹
15.	Changes in inventories		
	Opening Stock of: Finished Goods	11,834,788	7,820,000
	Total(A)	11,834,788	7,820,000
	Closing Stock of : Finished Goods	4,485,835	11,834,788
	Total(B)	4,485,835	11,834,788
	Increase / (Decrease) in Stock (A-B)	7,348,953	(4,014,788)

Note No	Particulars	As at 31.03.2014 ₹	As at 31.03.2013 ₹
16.	Employee benefits expense		
	Salaries and wages	4,686,430	4,316,678
	Contribution to Provident fund	77,525	90,875
	ESI	76,920	93,079
	Bonus	19,000	145,851
	Directors Remuneration	520,000	420,000
	Staff Welfare Expenses	207,943	202,530
	Total	5,587,818	5,269,013

Note No	Particulars	As at 31.03.2014 ₹	As at 31.03.2013 ₹
17.	Finance costs		
	Bank charges	2,059	2,745
	Total	2,059	2,745

NOTE FORMING PART OF FINANCIAL STATEMENTS AS AT 31.03.2015

Amount in ₹

Note No	Particulars	As at 31.03.2015 ₹	As at 31.03.2014 ₹
18.	Other expenses		
	Advertisement expenses	117,710	105,040
	Boiler Maintenance	180,315	277,659
	Carriage outward	72,450	17,820
	Certification charges	37,360	-
	Computer Maintenance	43,980	12,790
	Conveyance Expenses	88,053	26,779
	Diesel Expenses	1,025,496	76,896
	Donations	7,827	25,412
	Electrical Maintenance	185,177	214,544
	Electricity Charges & Water	2,419,359	3,182,564
	Factory Maintenance	79,368	44,550
	Fuel Charges	4,462,522	2,128,920
	General Expenses	40,360	-
	Generator Maintenance	40,812	88,289
	Grinding Charges	11,980	26,312
	Guest House Maintenance	14,369	11,000
	Guest House Rent	48,000	52,000
	Insurance	97,906	39,126
	Laboratory Maintenance	40,473	49,471
	Labour Charges	1,280,900	547,086
	Listing Fees	832,757	-
	Loading and Unloading Expenses	63,068	18,047
	Machinery maintenance	511,828	917,366
	Membership and Subscription Charges	15,523	-
	Misc Expenses	587,710	-
	Office and General Expenses	35,890	43,758
	Office Rent	195,000	190,000
	Packing Material expenses	23,016	39,032
	Petrol and Diesel Charges	-	354,594
	Postage and Telegram expenses	39,500	39,470
	Printing and Stationary	81,224	44,321
	Professional and Consultancy Charges	139,000	49,700
	Puja Expenses	5,841	10,069
	Rates and Taxes	414,198	-
	Repairs and Maintenance to Buildings	153,933	758,533
	Sampling Charges	11,212	15,539
	Stores and Spares	555,324	618,502
	Taxes Paid	-	190,000
	Telephone and Telex Charges	114,930	92,630
	Tour and Travelling Expenses	20,000	235,350
	Vehicle Maintenance	45,738	51,527
	Payment to Auditor:		
	Audit Fee	50,000	50,000
	Tax Audit Fee	25,000	25,000
	Total	14,215,109	10,669,697



19. MEASUREMENT AND DISCLOSURES AS PER ACCOUNTING STANDARDS

1. Significant Accounting Policies

I. Basis of Preparation of Financial Statements:

The Financial statements have been prepared under the historical cost convention on accrual basis. The mandatory applicable accounting standards as prescribed under Section 133 of in the Companies Act, 2013 ('the Act') read with Rule 7 of the Companies (Accounts) Rules, 2014 have been followed in preparation of these financial statements.

II. Use of Estimates:

The preparation of financial statements requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which the results are known / materialized.

III. Revenue Recognition:

Revenue from sale of goods is recognized when significant risks and rewards in respect of ownership of products are transferred to customers. Revenue from domestic sales of products is recognized on dispatch of products.

Interest accrues on the time basis, determined by the amount outstanding and the rate applicable.

IV. Fixed Assets:

Fixed assets are recognized at cost of acquisition and installation less accumulated depreciation. The cost comprises purchase price, freight, duties, levies, borrowing cost and directly attributable cost of bringing the assets to their working condition for intended use. Subsequent expenditure related to an item of fixed assets is added to its book value only if it increases the future benefits from the existing asset beyond its previously assessed standard of performance or extend its estimated useful life.

V. Depreciation:

Depreciation on fixed assets is provided on straight-line method by using the lives of assets given in Schedule II of the Companies Act, 2013.

With Effective from April 01, 2014, the Company has reviewed and revised the useful life of fixed assets, generally in accordance with the provisions of the Schedule II to the Companies Act, 2013 for the purpose of providing depreciation on its fixed assets and based on the transitional provision provided in note 7(b) of Schedule II, the carrying value of assets which has completed its depreciation period (useful life) as on 1st April 2014 amounting is Rs. 45,601 has been charged to the statement of profit and loss account.



VI. Valuation of Inventories:

Inventories are valued at the lower of cost (or) net realizable value.

Cost is arrived at by using FIFO method and includes all costs of purchases, cost of conversion and other costs incurred in bringing the inventories to their present location and condition.

VII. Tax Expense:

Deferred tax resulting from "Timing Difference" between book profit and taxable profit is accounted for using the tax rates and laws that are enacted or substantively enacted as on the Balance Sheet date. Deferred tax asset is recognized and carried forward only to the extent that there is a reasonable certainty that the asset will be realized in future.

Provision is made for current tax as per the applicable provisions of Income Tax Act, 1961.

VIII. Other Notes to Accounts and Disclosures

I Related party disclosures (AS-18):

i. Key Management Personnel: Dr. G Vallabh Reddy ,
Managing Director

ii. Particulars of transactions with related parties:

Sl. No.	Name of the Company/ Party	Name of the Company/ Party	Nature of March-2015	As on 31st March-2014	As on 31st
1	Managing Director	Dr. G Vallabh Reddy	Remuneration	5,20,000	4,20,000

II. Remuneration to Auditors:-

Particulars	As on 31-03-2015	As on 31-03-2014
Audit Fee	50000	50,000
Tax Audit Fee	25000	25,000
Total	75000	28090



III. Earnings Per Share:-

Particulars	As on 31-03-2015	As on 31-03-2014
Net Profit/(Loss) attributable to Equity Share Holders	54,30,927	22,57,637
Weighted Average No of Equity Shares	52,96,000	45,46,919
Basic and Diluted Earnings per Share	1.03	0.50

IX. Contingent Liabilities and commitments – (AS-29):

a. Contingent Liabilities:

- i) Guarantees and letters of credit: Nil
- ii) Bank Guarantees: Rs. Nil

X. Quantitative and other information:-

CONSUMPTION OF RAW MATERIALS & ADDITIVES	2014-15	2013-14
(i) Imported		
(ii) Indigenous	16673390	30309090

Particulars	Opening As on 01-04-2014	Additions/ Purchases During the Year	Consumed/ Sales During the Year	Closing Stock As on 31-03-2015
Raw Material	(In Kgs)	(In Kgs)	(In Kgs)	(In Kgs)
Chilies	0	70,646	70,646	0
Solvents	0	60,000	51,800	8,200
Finished Goods	(In Kgs)	(In Kgs)	(In Kgs)	(In Kgs)
Chilies	9,684	0	9,684	0
Capsicum Oleoresin	1,414	7,210	7,543	1,081
Paprika Oleoresin	20,459	3,863	6,395	17,927
Turmeric Oil	7,000	0	2,800	4,200
Turmeric Oleoresin	20,000	0	0	20,000

**XII. Deferred Tax Liability/(Asset)**

Opening Value of deferred tax Liability	2,56,407
Deferred tax expense on account of Depreciation	Nil
Closing Value of deferred tax Liability as on 31.03.2015	2,99,665

XIII. Other Disclosures:-

- a) The Previous year's figures have been regrouped and recast wherever necessary to bring them in line with the current year's figures.

For Ramasamy Koteswara Rao & Co.,
Chartered Accountants
ICAI Firm Reg.No.010396S

For and on behalf of the Board

Sd/-
C V Koteswara Rao
Proprietor
Memb No. 028353

Sd/-
Dr. Vallabh Reddy Gaddam **Kyatham Reddy Prabhakar**
Managing Director Director

Place : Hyderabad
Date : 30.05.2015

Sd/-
Bhagya Srilatha Tummagunta
CFO



E-Voting Process

Process and manner for members opting for e-voting are as under:

The Company is offering e-voting facility to its members enabling them to cast their votes electronically. The Company has signed an agreement with M/s Central Depository Services (India) Limited (CDSL) for facilitating e-voting to enable the shareholders to cast their votes electronically pursuant to Rule 20 of Companies (Management and Administration) Rules, 2014. The instructions for e-voting are as under:

- (i) The voting period begins on Saturday 26th September, 2015 at 10.00 AM and ends on Tuesday, 29th September, 2015 at 5.00 PM. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 23rd September 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period
- (iii) Click on "Shareholders" tab.
- (iv) Now, select the "NATURITE AGRO PRODUCTS LIMITED" from the drop down menu and click on "SUBMIT"
- (v) Now Enter your User ID
- (vi) For CDSL: 16 digits beneficiary ID,
- (vii) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- (viii) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (ix) Next enter the Image Verification as displayed and Click on Login.
- (x) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (xi) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>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.</p> <p>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. e. g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</p>
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.
	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.

- (xii) After entering these details appropriately, click on "SUBMIT" tab.
- (xiii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xiv) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xv) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xvi) 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.
- (xvii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xviii) 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.
- (xix) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xx) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xxi) If Demat account holder has forgotten the password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xxii) Note for Institutional Shareholders
- Institutional shareholders (i.e. other than Individuals, HUF, and NRI etc.) are required to log on to <https://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 they have to create 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.
 - In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.
 - Kindly note that the shareholders can opt only one mode of voting i.e. either by e-voting or physical mode. If you are opting for e-voting, then do not vote by physically also and vice versa. However, in case shareholders cast their vote physically and e-voting, then voting done through e-voting will prevail and voting done physically will be treated as invalid.
 - The Company has appointed Mr. Monohar Reddy, practising company secretary, Hyderabad as Scrutinizer for conducting the e-voting process for the Annual General Meeting



ATTENDANCE SLIP FOR ANNUAL GENERAL MEETING
(To be surrendered at the venue of the meeting)

I certify that I am a registered shareholder/proxy/representative for the registered shareholder(s) of Naturite Agro Products Limited.

I hereby record my presence at the 25th Annual General Meeting of the shareholders of Naturite Agro Products Limited on WEDNESDAY, 30th September, 2015 At 2.00 PM at Registered Office of the Company at Sy. No. 711-713, Lalgadi Malakpet Village, Shamirpet Mandal, R.R.District, Telengana500014

DP ID*	Reg. Folio No.
Client ID*	No of Shares

*Applicable if shares are held in electronic form

Name and Address of Member

Signature of Shareholder / Proxy /
Representative (Please Specify)



Form No. MGT-11

Proxy form

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

CIN	:	L01119TG1990PLC011554	
Name of the Company	:	Naturite Agro Products Limited	
Registered Office	:	Sy. No. 711-713, Lalgadi Malakpet Village, Shamirpet Mandal, R. R. District, Telengana - 500014	
Name of the Member	:		
Registered Address	:		
Email ID	:		
Folio No/ Client ID	:	DP ID.:	

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

1.	Name:		
	Address		
	Email ID	Signature	
	Or failing him		
2.	Name:		
	Address		
	Email ID	Signature	
	Or failing him		
3.	Name:		
	Address		
	Email ID	Signature	
	Or failing him		

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 the day of..... At..... a.m. / p.m. at..... (Place) and at any adjournment thereof in respect of such resolutions as are indicated below:



	Resolutions	For	Against
1.	Consider and adopt audited financial statements as at 31.03.2015 and profit and loss accounts for the year ended and the reports of the board of Directors and Auditors		
2.	Re-appointment of Gaddam Vandana Reddy (DIN – 01873651) Director who retires by rotation		
3.	Ratification of statutory auditor and fix their remuneration		
4.	Adoption of new sets of articles of association of the company containing regulations in conformity with The Companies Act, 2013		

Signed this day of 2015.

Affix Revenue Stamp

Signature of shareholder:

Signature of Proxy holder(s):

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

If undelivered please return to:

NATURITE AGRO PRODUCTS LIMITED

Sy.No.711-713, Lalgadi Malakpet village
Shamirpet Mandal, R.R.District - 500014.