

26th

Annual Report

2015 - 2016



NATURITE AGRO PRODUCTS LIMITED
(CIN : L01119TG1990PLC011554)



26th ANNUAL GENERAL MEETING
Friday, 30th Day of September, 2016
At 2:00 PM
Sy. No. 711-713, Lalgadi Malakpet Village,
Shamirpet Mandal, R. R. District,
Telengana - 500078

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CORPORATE INFORMATION

BOARD OF DIRECTORS

SRINIVASA RAO SRIRAMSHETTY	: CHAIRMAN & INDEPENDENT DIRECTOR
G VALLABH REDDY	: MANAGING DIRECTOR
B BHAGYA SRILATHA	: WOMEN DIRECTOR
T MANOHARA REDDY	: WHOLE TIME DIRECTOR
K PRABHAKAR REDDY	: DIRECTOR
G VANDANA REDDY	: DIRECTOR
G USHA REDDY	: ALTERNATE DIRECTOR
B MANOHAR GANGAIAH	: INDEPENDENT DIRECTOR
M REVANTH REDDY	: INDEPENDENT DIRECTOR

B. BHAGYA SRI LATHA : CFO

STATUTORY AUDITORS:

M/S. RAMASAMY KOTESWARA RAO & CO.
CHARTERED ACCOUNTANTS
HYDERABAD

R. R. DISTRICT – 500014
TEL / FAX NO: 040 – 27564884
email: naturiteinvestors@gmail.com
www.naturite.co.in
CIN: L01119TG1990PLC011554

INTERNAL AUDITORS

M/s. SVP & Co.
Chartered Accountants
Hyderabad

ADMINISTRATION OFFICE:
3-4-508/1,
STREET NO. 10, BARKATHPURA
HYDERABAD – 500027

REGISTRARS & SHARE TRANSFER AGENTS:

M/S. VENTURE CAPITAL AND CORPORATE INVESTMENTS PRIVATE LIMITED.
BHARAT NAGAR, HYDERABAD-500018

BANKERS:
STATE BANK OF HYDERABAD
OVER SEAS BRANCH
SOMAJIGUDA,
HYDERABAD - 500082

LISTING AT:

BS E Limited

FACTORY:

LALGADI MALAKPET VILLAGE
SHAMIRPET MANDAL
HYDERABAD

BANK OF BARODA
BARKATPURA BRANCH
HYDERABAD

REGISTERED OFFICE:

SY. NO. 711-713
LALGADI MALAKPET VILLAGE
SHAMIRPET MANDAL

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 Revanth Reddy - Member B Manohar Gangaiah - Member	M Revanth Reddy - Member B Manohar Gangaiah - Member	M Revaanth Reddy - Member B Manohar Gangaiah - Member

Notice

NOTICE is hereby given that the 26th Annual General Meeting of the members of the Company will be held on Friday, 30th September, 2016 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, 2016 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 G VALLABH REDDY (DIN-01006373) who retires by rotation and being eligible offers himself for re-appointment as a director in the company.
3. To ratify the appointment of M/s. Ramasamy Koteswara Rao & Co., Chartered Accountant, Hyderabad (Registration No. 010396S) as statutory auditors and, if thought fit, to pass with or without modification(s) the following resolution as Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 139 read with the Companies(Audit and Auditors) Rules 2014 and all other applicable provisions, if any, of the Companies Act, 2013, the company hereby ratifies the appointment of M/s. Ramasamy Koteswara Rao & Co., Chartered Accountant, Hyderabad (Registration No. 010396S) as the Statutory Auditors of the Company to hold the office till the conclusion of 28th Annual general meeting, and the 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, 2017.”

SPECIAL BUSINESS:

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules, if any, Mr. M Revanth Reddy (DIN - 07376081), who was appointed as an Additional Director, whose term expires at the ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a period of Five (5) consecutive years from the ensuing Annual General Meeting”.

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules, if any, Mr. T Manohara Reddy (DIN - 07587566), who was appointed as an Additional Director, whose term expires at the ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company”.

“RESOLVED FURTHER THAT pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, with Schedule V to the Companies Act, 2013 and other applicable rules



made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company, be and is hereby accorded to the appointment of Mr. T Manohara Reddy (DIN - 07587566) as a Whole-time Director of the Company for a period of three years with effective from 12th August, 2016, on the terms and conditions of appointment and remuneration as contained in the draft agreement, a copy whereof initialed by the Chairman for the purpose of identification is placed before the meeting.

“RESOLVED FURTHER THAT Board of Directors be and is hereby authorised to alter and vary such terms of appointment and remuneration so as to not exceed the limits specified in Schedule V to the Companies Act, 2013 as may be agreed by Mr. T Manohara Reddy and the Board of Directors”and to do all such acts deeds and thing as may be required to give effect to the resolution.

By order of the Board
For NATURITE AGRO PRODUCTS LTD

Sd/-
Dr. G.Vallabh Reddy
Managing Director

Place: Hyderabad
Date: 12th August 2016

**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 **Saturday 24th September, 2016 To Friday 30th September, 2016 (both day inclusive)** for the purpose of 26th 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 filled 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 26th 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, TUESDAY 27th, SEPTEMBER, 2016 to 5.00 P.M. on THURSDAY 29th, SEPTEMBER, 2016

E-voting shall not be allowed beyond 5.00 P.M. on Thursday 29th, SEPTEMBER, 2016. During the e-voting period, shareholders of the Company, holding shares either form, as on 23rd September, 2016 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. MB Suneel**, practising company secretary, 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 : 12th August, 2016



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

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

ITEM NO. 4:

Mr. M Revanth Reddy, who was appointed as an Additional Director of the company w.e.f. 12th August 2016 pursuant to the provisions of Section 161 of the Companies Act, 2013, holds office up to the date of this Annual General Meeting of the company and is eligible for appointment. In terms of Section 160 of the Companies Act, 2013, the company has received a notice in writing along with a deposit of requisite amount from a Member signifying his intention to propose the candidature of Mr. M Revanth Reddy for the office of Director.

Further, in terms of Section 149 read with Schedule IV of the Companies Act, 2013, the Board of Directors has reviewed the declaration made by Mr. M Revanth Reddy and under SEBI(LODR)Regulations,2015 Mr. M Revanth Reddy possesses appropriate skills, experience and knowledge, inter alia, in the field of finance that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013, and the Board is of opinion that he fulfills the conditions specified in the Companies Act, 2013 and the rules made there under and is independent of the management.

In terms of section 149(10) of the Companies Act, 2013, an Independent Director shall hold office for a term up to five consecutive years on the Board of a company but shall be eligible for reappointment on passing of a special resolution by the company for a further period of up to five years. In view of the above provisions, the proposal for the appointment of Mr. M Revanth Reddy as Independent Director, not liable to retire by rotation, for a period of five years has been put up for the approval of shareholders.

Accordingly, your Directors recommend the Resolution for the approval of the shareholders appointing M Revanth Reddy as an Independent Director of the Company, not liable to retire by rotation, for a period of five years.

Save and except Mr. M Revanth Reddy and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board commends the **Ordinary Resolution** set out at Item No. 4 of the Notice for approval by the shareholders.

ITEM NO. 5:

Mr. T Manohara Reddy who was appointed as an Additional Director of the company w.e.f. 12th August, 2016 pursuant to the provisions of Section 161 of the Companies Act, 2013, holds office up to the date of this Annual General Meeting of the company and is eligible for appointment.

In terms of Section 160 of the Companies Act, 2013, the company has received a notice in writing along with a deposit of requisite amount from a Member signifying his intention to propose the candidature of T Manohara Reddy for the office of Director

The Board of Directors taking into consideration of experience by Mr. T Manohara Reddy and in best the interests of the Company, the Board of Directors appointed as Whole time Director for a period of (3) Three years at remuneration as approved by the remuneration committee of the company, subject to the approval of the members in their meeting.

A Statement pursuant to Part II Section II of Schedule V of Companies Act, 2013 is stated below



Statement as per Part II Section II of Schedule V

I.	General Information		
1	Nature of Industry	Receipe Industry.	
2	Date or expected date of commencement of commercial production	EXISTING UNIT	
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable	
4	Financial performance based on given indicators	Financial Year 2015-16	Financial Year 2014-15
	Total Income	190.35	394.64
	Profit/loss before tax	16.51	54.74
	Net Profit After Taxation	17.19	54.31
5	Export performance and net foreign exchange collaborations	Nil	
6	Foreign investments or collaborations, if any	Nil	
II.	Information about the appointees		
1	Background details	Hailed from Business family	
2	Past remuneration	Nil	
3	Recognition or awards	Nil	
4	Job profile and his suitability	Business	
5	Remuneration proposed	50,000 /- per month	
6	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	Minimal	
7	Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any	Apart from drawing managerial remuneration, there are no other Pecuniary relationships directly or indirectly with the Company or relationship with the managerial personnel.	



III. Other Information		
1	Reasons of loss or inadequate profits	Due to severe Recession in Economy, high inflation, slow down in industrial growth affected the company profitability.
2	Steps taken or proposed to be taken for improvement	The company makes efforts for proper plan and strategies to improve in their sales and profit.
3	Expected increase in productivity and profits in measurable terms	Unlike in previous years The company tries to achieve their productivity and profit.

Save and except by Mr. T Manohara Reddy and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board commends the **Special Resolution** set out at Item No. 5 of the Notice for approval by the Shareholders.



Information in respect of Directors seeking appointment / re-appointment

Name of the Director	GADDAM VALLABH REDDY	T MANOHARA REDDY	M REVANTH REDDY
Date of first appointment	07/08/1995	12/08/2016	12/08/2016
Date of birth/age	06/04/1949	12/04/1973	18/12/1988
Expertise in specific functional areas	Finance	Administration	Administration
Educational qualification	Graduation	Graduation	Graduation
Chairman/member of the board of directors of the company	NIL	NIL	Audit Committee Remuneration Committee Stakeholder Relationship Committee
List of Directorships, Committee Chairmanship, Membership held in other companies as on	NIL	NIL	CORVINE CHEMICALS AND PHARMACEUTICALS LIMITED Director

DIRECTOR'S REPORT

To
The Members

Your Directors have pleasure in presenting herewith the 26th Annual Report of Company together with the Audited Accounts for the financial year ended 31st March, 2016

1. FINANCIAL SUMMARY:

Your Company's performance during the year ended 31st March, 2016, as compared to the previous financial year, is summarized as below:

FINANCIAL RESULTS

(₹ in lakhs)

PARTICULARS	YEAR ENDED 31.03.2016	YEAR ENDED 31.03.2015
Revenue from operations	178.87	385.47
Other Income	11.48	9.17
TOTAL Income	190.35	394.63
Expenditure	173.84	339.89
Interest	0.06	0.02
Profit before Depreciation and Tax	16.51	54.74
Depreciation	5.21	5.64
Profit before Tax	11.30	49.10
Tax	-0.69	0.43
Net Profit	17.20	54.31

2. TRANSFER TO RESERVES:

The Company did not transfer any amount to the General Reserve for the Financial Year ended March 31, 2016.

3. COMPANY PERFORMANCE:

During the financial year under review the overall performance of the company was not so good; the Overall turnover of the Company was Rs 190.35 lakhs as compared to last year turnover of Rs 394.63 lakhs and the Net profit is Rs 17.19 lakhs for financial year 2015-16 when compared to a Net Profit of Rs. 54.30 lakhs during the previous year

4. SHARE CAPITAL

The paid up equity share capital of the Company as on 31st March, 2016, is Rs.52,960,000/- During the year under review, the Company has not issued shares with differential voting rights, sweat equity shares or Employee Stock Options.



5. DIVIDEND

Your Directors do not recommend any Dividend for the Financial Year 2015-2016 as the profits are planned to be ploughed back into the business operations.

6. 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.

7. MEETINGS

During the year under review, four board meetings were held on 28th May 2015, 14th August 2015, 09th November, 2015, and 11th February, 2016 .The maximum time-gap between any two consecutive meetings was within the period prescribed under the Companies Act, 2013.

8. 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 SEBI(LODR)Regulations,2015 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 11th February 2016 to evaluate the performance evaluation of the Chairman, the Non Independent Directors, the Board and flow of information from management.

9. 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 SEBI(LODR) Regulations,2015 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 and the web link is <http://www.naturite.co.in/>

10. 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.

11. DIRECTORS:

In accordance with the provisions of the Companies Act, 2013 and the Articles of Association of the Company, G Vallabh Reddy (DIN-01006373) retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company, Mr. M Revanth reddy who was appointed as Independent Director, designated as Additional Director w.e.f. 12th August 2016 and he shall hold office up to the date of the ensuing Annual General Meeting. The Company has received requisite notice in writing from the members along with requisite fees proposing Mr.M Revanth reddy for appointment as an Independent Director.

Mr.T Manohar Reddy , who was appointed as Additional Director of the company w.e.f 12th August 2016 and he shall hold office up to the date of the ensuing Annual General Meeting. The Company has received requisite notice in writing from the members along with requisite fees proposing Mr. T Manohar Reddy for appointment as an Director

Further Board of Directors have recommended the said Resolutions for the Approval of the Members in the ensuing Annual General Meeting

12. 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, 2016; 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, 2016.

- 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, 2016, 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

13. 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 as per Regulation 21 SEBI(LODR) Regulations, 2015 the Risk management is Not applicable to the Company

14. 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 in SEBI(LODR) Regulations, 2015

15. STATUTORY AUDITORS

The shareholders in their meeting held on Wednesday, 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, 2016 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.

16. 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.



17. 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.

18. 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.

19. 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

20. 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 Where ever 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.)

	2015-16	2014-15
Foreign Exchange Earnings	Nil	Nil
Foreign Exchange Outgo	Nil	Nil

21. MANAGEMENT DISCUSSION AND ANALYSIS:

Pursuant to the provision of Regulation 34(2)(e) of SEBI(LODR)Regulations,2015 a report on Management Discussion & Analysis is set out as an **Annexure A**.

22. CORPORATE GOVERNANCE:

Since the paid up capital of the Company is less than Rs. 10 Crores and the net worth of the Company is less than Rs.25 Crores, the provisions of Regulations 17, 18,19, 20, 21, 22, 23, 24, 25, 26, 27 and clauses (b) to (i) of sub-regulation 2 of Regulation 46 and para C, D & E of Schedule V of the Securities Exchange Board of India(Listing Obligations and Disclosure Requirements)Regulations, 2015, are not applicable to the Company



23. SECRETARIAL AUDIT

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s. MB Suneel, a Company Secretary in Practice to undertake the Secretarial Audit of the Company. The Secretarial Audit Report is annexed herewith as “**Annexure B**” to this report.

24. EXTRACT OF ANNUAL RETURN

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

25. PARTICULARS OF EMPLOYEES

The information required pursuant to Section 197 (12) 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-D**. In terms of Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company does not have any employee who is employed throughout the financial year and in receipt of remuneration of 102 Lakhs or more, or employees who are employed for part of the year and in receipt of 8.5 Lakhs or more per month.

26. ACKNOWLEDGEMENTS:

Your Directors place on record, their appreciation for the co-operation and support from The Bankers, Financial Institutions, the stockiest 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 : 12th August 2016



MANAGEMENT DISCUSSION AND ANALYSIS

INDUSTRY STRUCTURE AND DEVELOPMENTS

The spices market in the India has witnessed a growth in recent years on account of rising demand for spices fueled by expansion in spice mixes. The surge in growth is majorly originated from growth in chilly and turmeric as a segment of spice market. The growth in this segment has been largely led by the domestic factors such as increase in the area under cultivation and increasing demand from international markets. Unorganized segment has been dominating the spices market in India for the last many years. The market share of unorganized segment ~% in FY'2016. The dominance of the unorganized segment in spices market in India can be attributed to the presence of huge number of local players selling open and unbranded products in the market.

OPPORTUNITIES AND THREATS:

Opportunities:

1. Venture into ready to eat food segment present a huge opportunity for company
2. company has also ventured into manufacturing and selling incense sticks, Hing, toothpowder and soya, which increases its presence and encourages more shelf space and cross selling for its products
3. Listing the company under a stock exchange will open up huge avenues of capital for the company to support its expansion plans and allows it to venture into new businesses

Threats:

1. Company may remain complacent about its dominating market share, and might lose out to its competitors
2. Intervention of Government viz-a-viz import & export of spices is causing upheavals in the market Hence affecting both demand and price
3. Constant increase in costs in terms of raw material inputs, services, power and fuel. The huge surge in costs continues to be a point of concern for the Company

RISKS AND CONCERNS:

While rising disposable incomes, boom in infant population and an increase in the preferences will result in increased spending on spices products in the India, volatility in global spices product prices and quality are few of the major challenges which will affect the growth of this industry in the future", according to the Research Associate, Ken Research.

**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.

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.

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 2015-16. 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 : 12th August 2016

**SECRETARIAL AUDIT REPORT**

For the financial year ended 31st march, 2016

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

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, Lagadi 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, 2016 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, 2016 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, 2015; (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 (Share Based Employee Benefits) Regulations 2015. 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; Not applicable as the company is not registered as Registrar to an issue and Share Transfer Agent during the financial year under review
- 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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) 2015 - As Applicable
- (vi) Other specifically applicable laws 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) Secretarial Standards issued by The Institute of Company Secretaries of India. (As Applicable)
- (ii) 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 decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period and information received from the management of the Company there were no specific events / actions having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

Place: Hyderabad
Date: 12.08.2016

MB SUNEEL
Company Secretary
C.P. No : 14449



Annexure C

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	100%

**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-2015]				No. of Shares held at the end of the year [As on 31-March-2016]				% 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	0.00
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	0.00
B. Public Shareholding									
1. INSTITUTIONS									
i) FIIs									
Sub-total (B)(1):-									
2. Non-Institutions									
a) Bodies Corp.									
b) Individuals									
i) Individual shareholders holding nominal share capital up to Rs.2 lakh	69493	254500	323993	6.12	293248	524600	817848	15.44	(9.32)
ii) Individual shareholders holding nominal share capital in excess of Rs2 lakh	745600	820200	1565800	29.57	537000	535100	1072100	20.24	9.33
c) Others (specify)									
Non Resident Indians									
Clearing Members	79		79	0.00	52		52	0.00	0.00
Sub-total (B):-	815300	1074700	1890000	35.69	830300	1059700	1890000	35.69	0
C. Shares held by Custodian for GDRs & ADRs									
Grand Total (A+B+C)	4221300	1074700	5296000	100	4236300	1059700	5296000	100	0.00

**B) Shareholding of Promoter**

Sl No.	Shareholders Name	Shares held at the beginning of the year As on 31-March-2015			Shares held at the end of the year As on 31-March-2016			% 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

D) Shareholding Pattern of top ten Shareholders:

(Other than Directors, Promoters and Holders of GDRs and ADRs):

Sl No.	For Each of the Top 10 Shareholders	Shares held 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	M Madhav Rao	50000	0.94	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 Kyathm	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:

Sl No.	Shareholding of each Directors and Each Key Managerial Personnel	Shares held 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	Srinivasa Rao Sriramshetty	0.00	0.00	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 Monohart 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	600000
	(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)	600000
	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	TOTAL
1	Gross salary	360000	360000
	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	360000	360000



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					



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

- i. **The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary during the financial year 2015-16 and Ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year 2015-16:**

Name of the Director/ Key Managerial Personnel	Remuneration of Director KMP for the financial year 2015-16	% increase in Remuneration in the financial year 2015-16	Ratio of the remuneration to the median remuneration of the employees
Dr. G .V .Reddy-Managing Director	600000	0.00%	8:1
Key Managerial Personnel			
B.Bhagya Sri Latha	360000	3.09%	4.8:1

Note: The median remuneration of employees of the Company during the financial year was Rs.75000 /-

- ii. In the financial year under review, there was a increase of 1.59% in the median remuneration of employees.
- iii. The number of permanent employees on the rolls of company: 33
- (iv) **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 2015-16 was 18%. The Percentage increase in the managerial remuneration for the same financial year was Nil
- (v) The company affirms that remuneration to the Directors and Key Managerial Personnel is as per the remuneration policy of the Company.

By Order Of the Board of Directors
FOR NATURITEAGROPRODUCTS LIMITED

Place: Hyderabad
Date: 12.08.2016

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 M/s.NATURITE AGRO PRODUCTS LTD ("the Company") which comprise the Balance Sheet as at March 31, 2016, the Statement of Profit and Loss, Cash Flow Statement for the year then ended and summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an



opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2016, and its Profit and its Cash Flow for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), as amended, issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.
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 it appears from our examination of those books;
 - c. the Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account
 - d. in our opinion, the aforesaid financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e. on the basis of written representations received from the directors as on March 31, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016 from being appointed as a director in terms of Section 164 (2) of the Act.
 - f. with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
 - g. with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:



- i. The Company does not have any pending litigations which would impact its financial position.
- ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

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

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

Date : 30.05.2016
Place : Hyderabad



Annexure-A to the Auditors' Report (referred to in paragraph 1 of our Report of even date to the Members of "NATURITE AGRO PRODUCTS LTD" for the year ended March 31, 2016)

On the basis of such checks as we considered appropriate and according to the information and explanation given to us during the course of our audit, 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 in a phased manner, designed to cover all the items over a period of three years, which in our opinion, is reasonable having regard to the size of the company and nature of its business. Pursuant to the program, a portion of the fixed asset has been physically verified by the management during the year and no material discrepancies between the books records and the physical fixed assets have been noticed.
- (c) The title deeds of immovable properties are held in the name of the company.
- ii. The Company has conducted physical verification of the inventory at regular intervals and no material discrepancies were noticed during such verification.
- iii. The Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability partnerships or other parties covered in the Register maintained under section 189 of the Act. Accordingly, the provisions of clause 3 (iii) (a) to (c) of the Order are not applicable to the Company and hence not commented upon.
- iv. The Company has not granted any loans or provided any guarantees or security to the parties covered under Section 185 of the Act. The Company has complied with the provisions of Section 186 of the Act in respect of investments made or loans or guarantee or security provided to the parties covered under Section 186.
- v. The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.
- vi. As informed to us, the maintenance of Cost Records has not been specified by the Central Government under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the company.
- vii. (a) According to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company has been generally regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income-Tax, Sales tax, Service Tax, Duty of Customs, Duty of Excise, Value added Tax, Cess and any other statutory dues with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at March 31, 2016 for a period of more than six months from the date on when they become payable.



- (b) According to the information and explanation given to us, there are no dues of income tax, sales tax, service tax, duty of customs, duty of excise, value added tax outstanding on account of any dispute.
- viii. In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to banks. The Company has not taken loan from financial institutions.
- ix. Based upon the audit procedures performed and the information and explanations given by the management, the company has not raised moneys by way of initial public offer or further public offer including debt instruments and term Loans. Accordingly, the provisions of clause 3 (ix) of the Order are not applicable to the Company and hence not commented upon.
- x. Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.
- xi. Based upon the audit procedures performed and the information and explanations given by the management, the provisions of section 197 read with Schedule V to the Companies Act are complied.
- xii. In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 4 (xii) of the Order are not applicable to the Company.
- xiii. In our opinion, all transactions with the related parties are in compliance with section 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
- xiv. Based upon the audit procedures performed and the information and explanations given by the management, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3 (xiv) of the Order are not applicable to the Company and hence not commented upon.
- xv. Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company and hence not commented upon.
- xvi. In our opinion, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934. Thus paragraph 3(iv) of the order is not applicable to the company.

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

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

Date : 30.05.2016
Place : Hyderabad

**“Annexure B” to the Independent Auditor’s Report****Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)**

We have audited the internal financial controls over financial reporting of NATURITE AGRO PRODUCTS LTD (“the Company”) as of March 31, 2016 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

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

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.
Meaning of Internal Financial Controls over Financial Reporting

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



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

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

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

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

Date : 30.05.2016
Place : Hyderabad

**BALANCE SHEET AS ON 31ST MARCH, 2016**

Amount in ₹

Particulars	Note No.	As At 31.03.2016	As At 31.03.2015
EQUITY AND LIABILITIES			
Shareholder's funds			
(a) Share capital	1	5,29,60,000	5,29,60,000
(b) Reserves and surplus	2	(95,44,046)	(1,12,63,924)
Non current liabilities			
(a) Long Term Borrowings	3	51,50,000	-
(a) Deffered Tax Liability (Net)		2,30,874	2,99,665
Current liabilities			
(a) Trade payables	4	57,969	21,43,216
(b) Other current liabilities	5	14,36,092	13,23,604
(c) Short term provisions	6	3,14,615	4,92,383
Total		<u>5,06,05,504</u>	<u>4,59,54,944</u>
ASSETS			
Non current assets			
(a) Fixed assets			
Tangible assets	7	57,26,629	62,02,871
(b) Long Term loans and Advances	8	11,23,869	9,61,387
Current assets			
(a) Inventories	9	1,35,50,830	48,37,697
(b) Trade receivables	10	98,38,440	1,35,06,872
(c) Cash and cash equivalents	11	1,43,35,277	1,40,44,116
(d) Other Current Assets	12	60,30,459	64,02,001
Total		<u>5,06,05,504</u>	<u>4,59,54,944</u>
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

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

Place : Hyderabad
Date : 30.05.2016

For and on behalf of the Board

Sd/-
Dr. Vallabh Reddy Gaddam
Managing Director
DIN: 01006373

Sd/-
Kyatham Reddy Prabhakar
Director
DIN : 00966105

Sd/-
Bhagya Srilatha Tummagunta
CFO
DIN : 06957511



STATEMENT PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2016 Amount in ₹

Particulars	Note No	As at 31.03.2016	As at 31.03.2015
Income			
Revenue from Operations	13	1,78,87,304	3,85,47,277
Other income	14	11,48,118	9,16,665
Total revenue		1,90,35,422	3,94,63,942
Expenses			
Cost of materials consumed	15	97,59,298	62,72,154
Changes in inventories of raw material & work-in-progress	16	(86,65,245)	73,48,953
Employee benefits expense	17	56,64,150	55,87,818
Finance costs	18	6,374	2,059
Depreciation and amortisation expense	7	5,21,242	5,63,664
Other expenses	19	1,00,98,516	1,42,15,109
Total expenses		1,73,84,335	3,39,89,757
Profit/(Loss) before Prior Period Expenses and tax		16,51,087	54,74,185
Prior Period Expenditure		-	-
Current tax expense		3,14,615	4,92,383
MAT Credit entitlement		(3,14,615)	(4,92,383)
Deferred tax expense/(credit)		(68,791)	43,258
Profit/(Loss) for the year		17,19,878	54,30,927
Earnings per equity share Basic		0.32	1.03
Restated Earning per Share			

Significant accounting policies and notes on accounts 20

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
DIN: 01006373

Sd/-
Kyatham Reddy Prabhakar
Director
DIN : 00966105

Place : Hyderabad
Date : 30.05.2016

Sd/-
Bhagya Srilatha Tummagunta
CFO
DIN : 06957511



CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2016

Amount in ₹

Particulars	31.03.2016		31.03.2015	
	Amount	Amount	Amount	Amount
A. CASH FLOW FROM OPERATING ACTIVITIES				
Net profit / (Loss) before tax & adjustments		16,51,087		54,74,185
Adjustments for :				
Depreciation	5,21,242		5,63,664	
Interest Received	(11,48,118)		(9,16,665)	
		(6,26,876)		(3,53,001)
Operating Profit before Working Capital Change		10,24,211		51,21,184
Adjustments for :				
Inventories	(87,13,133)		69,97,091	
Trade & Other Receivables	36,68,432		(80,64,397)	
Current Liabilities	(21,50,527)		21,95,350	
Loans & Advance and other current assets	2,09,060	(69,86,168)	(25,96,790)	(14,68,746)
Cash flow Before Tax and Extra Ordinary Items		(59,61,956)		36,52,438
Tax Paid		-		-
Add: Prior Period Item (Bonus)		-		-
Less: Prior Period Expenses		-		-
Net Cash flow from Operations before tax		(59,61,956)		36,52,438
Less: Taxes Paid		-		-
MAT		-		-
Cash Flow from Operating Activities		(59,61,956)		36,52,438
B. CASH FLOW FROM INVESTING ACTIVITIES				
Fixed Assets Purchased	(45,000)		(2,54,089)	
Fixed Assets sold	-		-	(2,54,089)
Cash Flow from Investing activities		(45,000)		(2,54,089)
C. CASH FLOW FROM FINANCING ACTIVITIES				
Change in Share Capital		-		-
Share Application money		-		-
Borrowings Increase/Decrease	51,50,000			
Interest Received	11,48,118		9,16,665	
Cash Flow from Financing Activities		62,98,118		9,16,665
Net increase in Cash & Cash Equivalents		2,91,162		43,15,014
Cash & Cash equivalents at the beginning of the year		1,40,44,117		97,29,103
Cash & Cash equivalents at the end of the year(31.03.2016)		1,43,35,277		1,40,44,117

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 : 30.05.2016

For and on behalf of the Board

Sd/-

Dr. Vallabh Reddy Gaddam

Managing Director

DIN: 01006373

Sd/-

Kyatham Reddy Prabhakar

Director

DIN : 00966105

Sd/-

Bhagya Srilatha Tummagunta

CFO

DIN : 06957511

NOTES FORMING PART OF FINANCIAL STATEMENTS AS AT 31.03.2016

Amount in ₹

Note No	Particulars	As at 31.03.2016		As at 31.03.2015	
		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 31.03.2016

Amount in ₹

Note No	Particulars	As at 31.03.2016 ₹	As at 31.03.2015 ₹
2.	Reserves & Surplus :		
	Capital Reserve	15,00,000	15,00,000
	Surplus/(Deficits)		
	Opening balance	-1,27,63,924	-1,81,94,851
	Add: Net profit / (loss) for the current year	17,19,878	54,30,927
	Closing balance	-1,10,44,046	-1,27,63,924
	Total	-95,44,046	-1,12,63,924

Note No	Particulars	As at 31.03.2016 ₹	As at 31.03.2015 ₹
3.	Long Term Borrowings		
	Inter Corporate Deposits		
	Unsecured, Considered Good	50,00,000	-
	Unsecured Loans from Directors	1,50,000	-
	Total	51,50,000	-

Note No	Particulars	As at 31.03.2016 ₹	As at 31.03.2015 ₹
4.	Trade payables		
	Sundry Creditors	57,969	21,43,216
	Total	57,969	21,43,216

Note No	Particulars	As at 31.03.2016 ₹	As at 31.03.2015 ₹
5.	Other current liabilities		
	Duties and taxes payables	5,08,144	5,03,684
	Audit Fee Payable	78,375	67,500
	Outstanding Liabilities	8,49,573	7,52,420
	Total	14,36,092	13,23,604

Note No	Particulars	As at 31.03.2016 ₹	As at 31.03.2015 ₹
6.	Short term provisions		
	Provision for Tax	3,14,615	4,92,383
	Total	3,14,615	4,92,383



Schedule No. : 7
Fixed Assets

STATEMENT OF FIXED ASSETS AS ON 31-03-2016

PARTICULARS	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As at 01.04.15 Rs	Additions Rs	Deletions	As at 31.03.16 Rs	As at 01.04.15 Rs	For the Period Rs	Deletions	As at 31.03.16 Rs	As at 31.03.16 Rs	As at 31.03.15 Rs
1 Land - Freehold	6,10,500	-	-	6,10,500	-		-	-	6,10,500	6,10,500
2 Buildings	85,43,772	-	-	85,43,772	46,73,344	2,42,478	-	49,15,822	36,27,950	38,70,428
3 Plant & Machinery	2,72,23,033			2,72,23,033	2,68,53,917	24,895	-	2,68,78,812	3,44,221	3,69,116
4 Office Equipment	1,58,614			1,58,614	50,093	30,986	-	81,079	77,535	1,08,521
5 Furniture & Fixtures	2,31,398	45,000	-	2,76,398	35,993	20,908	-	56,901	2,19,497	1,95,405
6 Vehicles	21,25,473	-	-	21,25,473	10,76,572	2,01,975	-	12,78,547	8,46,926	10,48,901
Total	3,88,92,790	45,000	-	3,89,37,790	3,26,89,919	5,21,242	-	3,32,11,161	57,26,629	62,02,871

(Amount ₹)

NOTE FORMING PART OF FINANCIAL STATEMENTS AS AT 31.03.2016

Amount in ₹

Note No	Particulars	As at 31.03.2016 ₹	As at 31.03.2015 ₹
8.	Long Term Loans and Advances		
	a) Deposits		
	Electricity Deposit	1,81,692	1,81,692
	Deposits with Others	27,500	27,500
	Rental Deposit	12,000	12,000
	Inter Corporate Deposit	1,57,680	1,57,680
	Balances with Revenue authorities	7,44,997	5,82,515
	Total	11,23,869	9,61,387

Note No	Particulars	As at 31.03.2016 ₹	As at 31.03.2015 ₹
9.	Inventories		
	Raw Materials	3,99,750	3,51,862
	Finished Goods	1,31,51,080	44,85,835
	Total	1,35,50,830	48,37,697

Note No	Particulars	As at 31.03.2016 ₹	As at 31.03.2015 ₹
10.	Trade receivables		
	Debtors outstanding for a period less than six months Unsecured, considered good	38,27,849	84,26,177
	Debtors outstanding for a period more than six months Unsecured, considered good	60,10,591	50,80,695
	Total	98,38,440	1,35,06,872

Note No	Particulars	As at 31.03.2016 ₹	As at 31.03.2015 ₹
11.	Cash and cash equivalents		
	Balances Banks		
	Current Accounts	18,50,385	30,47,620
	Fixed deposits	1,24,70,447	1,09,70,449
	Cash in hand	14,445	26,047
	Total	1,43,35,277	1,40,44,116

NOTES FORMING PART OF FINANCIAL STATEMENTS AS AT 31.03.2016

Amount in ₹

Note No	Particulars	As at 31.03.2016 ₹	As at 31.03.2015 ₹
12.	Other Current Assets		
	MAT Credit Entitlement	8,06,998	4,92,383
	Accrued interest on FDR	13,68,203	12,30,794
	TDS Receivables	3,14,617	6,54,865
	VAT receivable	5,71,183	3,70,037
	Advances to Creditors	27,45,458	35,19,340
	Prepaid Insurance	28,718	-
	Advance to Employpess	1,95,282	1,34,582
	Total	60,30,459	64,02,001

Note No	Particulars	As at 31.03.2016 ₹	As at 31.03.2015 ₹
13.	Revenue from operations		
	Sale of Domestic Products	67,98,654	1,38,03,487
	Other Operating Revenue	1,10,88,650	2,47,43,790
	Total	1,78,87,304	3,85,47,277

Note No	Particulars	As at 31.03.2016 ₹	As at 31.03.2015 ₹
14.	Other income		
	Interest Income	11,48,118	9,16,665
	Other Non Operating Revenue	-	-
	Total	11,48,118	9,16,665

Note No	Particulars	As at 31.03.2016 ₹	As at 31.03.2015 ₹
15.	Cost of materials consumed		
	Opening Stock	3,51,862	-
	Add: Purchases During the year	95,40,914	58,23,279
	Carriage Inward	2,66,272	8,00,737
		1,01,59,048	66,24,016
	Less : Closing Stock	3,99,750	3,51,862
	Raw Material Consumed	97,59,298	62,72,154

NOTE FORMING PART OF FINANCIAL STATEMENTS AS AT 31.03.2016

Amount in ₹

Note No	Particulars	As at 31.03.2016 ₹	As at 31.03.2015 ₹
16.	Changes in inventories		
	Opening Stock of: Finished Goods	44,85,835	1,18,34,788
	Total(A)	44,85,835	1,18,34,788
	Closing Stock of : Finished Goods	1,31,51,080	44,85,835
	Total(B)	1,31,51,080	44,85,835
	Increase / (Decrease) in Stock (A-B)	(86,65,245)	73,48,953

Note No	Particulars	As at 31.03.2016 ₹	As at 31.03.2015 ₹
17.	Employee benefits expense		
	Salaries and wages	47,36,775	46,86,430
	Directors Remuneration	6,00,000	5,20,000
	Staff Welfare Expenses	1,48,764	2,07,943
	Bonus	30,000	19,000
	Contribution to Provident fund	65,514	77,525
	ESI	83,097	76,920
	Total	56,64,150	55,87,818

Note No	Particulars	As at 31.03.2016 ₹	As at 31.03.2015 ₹
18.	Finance costs		
	Bank charges	6,374	2,059
	Total	6,374	2,059



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 ₹
19.	Other expenses		
	Advertisement expenses	52,709	1,17,710
	Boiler Maintenance	1,43,033	1,80,315
	Carriage Outward	35,123	72,450
	BSE Expenses	43,084	-
	Certification charges	29,310	37,360
	Computer Maintenance	5,780	43,980
	Conveyance Expenses	27,242	88,053
	Diesel Expenses	4,53,995	10,25,496
	Donations	3,616	7,827
	Electrical Maintenance	91,687	1,85,177
	Electricity Charges & Water	18,28,840	24,19,359
	Factory Maintenance	70,568	79,368
	Fuel Charges	42,33,985	44,62,522
	General Expenses	32,566	40,360
	Generator Maintenance	6,180	40,812
	Grinding Charges	24,826	11,980
	Guest House Maintenance	16,408	14,369
	Guest House Rent	44,000	48,000
	Insurance	12,496	97,906
	Internal Audit Fee	15,000	-
	Interest on TDS	22,520	-
	Laboratory Maintenance	1,30,310	40,473
	Labour Charges	4,24,642	12,80,900
	Listing Fees	2,24,720	8,32,757
	Water Charges	86,940	-
	Loading and Unloading Expenses	26,434	63,068
	Machinery maintenance	3,26,596	5,11,828
	Membership and Subscription Charges	-	15,523
	Misc Expenses	28,610	5,87,710
	Office and General Expenses	14,850	41,731
	Office Rent	1,16,500	1,95,000
	Packing Material expenses	10,414	23,016
	Postage and Telegram expenses	32,666	39,500
	Printing and Stationary	45,973	81,224
	Professional and Consultancy Charges	6,21,430	1,39,000
	Rates and Taxes	1,65,188	4,14,198
	Repairs and Maintenance to Buildings	52,258	1,53,933
	Sampling Charges	9,026	11,212
	Stores and Spares	1,83,138	5,55,324
	Telephone and Telex Charges	1,02,609	1,14,930
	Tour and Travelling Expenses	1,80,559	20,000
	Vehicle Maintenance	36,810	45,738
	Payment to Auditor:		
	Audit Fee	85,875	50,000
	Tax Audit Fee	-	25,000
	Total	1,00,98,516	1,42,15,109



20. 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 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.

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:

- i) Current Tax: provision for current income tax is made on the taxable income using the applicable tax rates and tax laws.
- ii) Deferred Tax: Deferred tax arising on account of timing differences and which are capable of reversal in one or more subsequent period(s) is recognized using the tax rates and tax laws that have been enacted or substantively enacted. Deferred tax assets are not recognized unless there is virtual certainty with respect to the reversal of the same in future years.
- iii) Minimum Alternative Tax (MAT) credit: MAT is recognized as an asset only when and to the extent there is convincing evidence that the company will pay normal income tax during the specified period in the year in which the MAT credit becomes eligible to be recognized as an asset in accordance with the recommendations contained in the guidance note issued by the ICAI. The said asset is created by way of a credit to the Statement of profit and loss and is shown as MAT credit entitlement. The company reviews the same at each balance sheet date and writes down the carrying amount of mat credit entitlement to the extent there is no longer convincing evidence to the effect that company will pay normal income tax during the specified period.

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 Transaction	As on 31st March-2016	As on 31st March-2015
1	Managing Director	Dr. G Vallabh Reddy	Remuneration	6,00,000	5,20,000

IX. Earnings Per Share:-

Particulars	As on 31-03-2016	As on 31-03-2015
Net Profit/(Loss) attributable to Equity Share Holders	17,19,878	54,30,927
Weighted Average No of Equity Shares	52,96,000	52,96,000
Basic and Diluted Earnings per Share	0.32	1.03



X. 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:-

1) Details of Raw Materials and Finished Goods :

Particulars	Opening As on 01-04-2015	Additions/ Purchases During the Year	Consumed/ Sales During the Year	Closing Stock As on 31-03-2016
Raw Material	(In Kgs)	(In Kgs)	(In Kgs)	(In Kgs)
Chilies	0	88144	88144	0
Solvents	8200	45850	44675	9375
Turmeric	0	15000	15000	0
Finished Goods	(In Kgs)	(In Kgs)	(In Kgs)	(In Kgs)
Capsicum Oleoresin	1081	8633	7160	2554
Paprika Oleoresin	17927	5551	7454	16024
Turmeric Oil	4200	0	1135	3065
Turmeric Oleoresin	20,000	0	2600	17400
Curcumin	0	543	500	43

XII. 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 Managing Director
Sd/-
Kyatham Reddy Prabhakar Director

Place : Hyderabad
Date : 30.05.2016

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 Tuesday 27th September, 2016 at 10.00 AM and ends on Thursday, 29th September, 2016 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 2016, 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. Eg. 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	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <p>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</p>

- (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.co.in> 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. MB Suneel, 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 26th Annual General Meeting of the shareholders of Naturite Agro Products Limited on Friday, 30th September, 2016 At 11.00 AM 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 31.03.2016 and profit and loss accounts for the year ended and the reports of the board of Directors and Auditors		
2.	Re-appointment of G Vallabh Reddy Director who retires by rotation		
3.	Ratification of statutory auditor and fix their remuneration		
4.	Appointment of M Revanth Reddy as Independent Director of the Company for a period of 5 years		
5.	Appointment of T Manohara Reddy as Director cum Whole Time of the Company for a period of 3 years		

Signed this day of 2016.

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.