Tasty Dairy
SPECIALITIES LTD.

TDSL/CS/BSE/ 13-2018-19 **September 30, 2018**

Corporate Relationship Department

Bombay Stock Exchange Limited

Phiroze Jeejeebhoy Towers

Dalal Street,

Mumbai- 400 001

Email id: corp.relation@bseindia.com

Ref: Tasty Dairy Specialities Limited (TDSL) Script code- 540955

SUBJECT: SUBMISSION OF ADOPTED ANNUAL REPORT 2018

Dear Sir/Madam,

Pursuant to Regulation 34(1) of SEBI (LODR) Regulations, 2015 and in compliance of Annual Submission for the year ended March,2018, please find the enclosed Approved And Adopted Annual Report of Tasty Dairy Specialities Limited.

Thanking you,

Yours faithfully

***for* Tasty Dairy Specialities Limited**

TASTY DAIRY SPECIALITIES LTD. KANPUR

Nishi Sheikh
Company Secretary & Compliance Office
ACS- 50043

Enclosed: Annual Report 2018

Tasty Dairy
SPECIALITIES LTD.

Annual Report 2017-18

OUR VISION

To promote an abundance of health and wealth in our country & contribute towards its development.

To endeavour and be a part of the process to make our country the developed, an industrialized, happy and respected nation of the world.

OUR MISSION

To provide safe, healthy and nutritious food at competitive rates.

To promote the economic well-being of all constituents & associates.

To consistently perform with excellence and set benchmarks in quality, satisfaction, ethics and relationships.

Tasty Dairy
SPECIALITIES LTD.

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Tasty Dairy
SPECIALITIES LTD.

BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

CHAIRMAN & WHOLE TIME DIRECTOR	:	Mr. Atul Mehra
DIRECTORS	:	Mr. Atul Mehra Mr. Prem Nandan Mehra, Director Mr. Mahendra Kumar Singh, Director Mr. Narendra S. Sathe, Independent Director Mr. Neeraj Kanodia, Independent Director Mrs. Vimi Sinha, Independent Director
CHIEF FINANCIAL OFFICER (CFO)	:	Mr. Rakesh Kumar Yadav
COMPANY SECRETARY & COMPLIANCE OFFICER	:	Ms. Nishi Sheikh
INTERNAL AUDITOR	:	Mr. Ved Prakash Agnihotri

AUDITORS

1. STATUTORY AUDITORS:

ATUL GARG & ASSOCIATES
Chartered Accounts
24/147, Birhana Road, Naughara Patkapur
Kanpur (UP) - 208001

2. SECRETARIAL AUDITORS:

GSK & ASSOCIATES
Company Secretaries
14-Ratan Mahal, Civil Lines,
Kanpur (UP) - 208001

3. COST AUDITORS:

RAKESH MISRA & COMPANY
Cost Accountants
122/314 Shastri Nagar,
Kanpur (UP) – 208005

OUR COMPANY LISTED AT	**: BOMBAY STOCK EXCHANGE LIMITED (SME PLATFORM)** Phiroze Jeejeebhoy Towers Dalal Street, Mumbai- 400 001 Email id: corp.relation@bseindia.com
REGISTRAR AND SHARE TRANSFER AGENTS (RTA)	: **BIGSHARE SERVICES PRIVATE LIMITED** 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai -400059 Tel. : 022-62638200 ; Fax. : 022-62638299 E-mail: investor@bigshareonline.com Website: www.bigshareonline.com
INVESTORS' CONTACT DETAILS	**: NISHI SHEIKH** **Company Secretary & Compliance Officer** G-6, 12/483, Ratandham Appartment, MacRobert Ganj, Kanpur (UP) – 208001 Tele Fax No: 0512-2551643 Email id: cs@tastydairy.com Website: www.tastydairy.com

REGISTERED OFFICE	**ADMINISTRATIVE OFFICE**
D-3, UPSIDC Industrial Area Jainpur, Kanpur Dehat (UP) – 209311 Website: www.tastydairy.com Email Id: info@tastydairy.com Tele Fax No: 0512-2551643 CIN: U15202UP1992PLC014593*	G-6, 12/483, Ratandham Appartment, MacRobert Ganj, Kanpur (UP) – 208001 Tele Fax No: 0512-2551643

(***Note**- Application has been submitted with ROC for change in CIN from Unlisted to Listed, yet to be processed by ROC)

COMMITTEES MEMBERS:

1. AUDIT COMMITTEE	**:**Mr. Neeraj Kanodia (Chairman & Independent Director) Mr. Narendra Shankar Sathe (Independent Director) Mr. Prem Nandan Mehra (Executive Director)
2. NOMINATION AND REMUNERATION COMMITTEE	**:**Mr. Narendra Shankar Sathe (Chairman & Independent Director) Mr. Neeraj Kanodia (Non-Executive & Independent Director) Mrs. Vimi Sinha (Non-Executive & Independent Director)
3. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE	: Mr. Atul Mehra (Chairman & Whole Time Director) Mr. Neeraj Kanodia (Independent Director) Mr. Narendra Shankar Sathe (Independent Director)

4. STAKEHOLDERS RELATIONSHIP COMMITTEE	**:**Mr. Narendra Shankar Sathe (Chairman & Independent Director) Mr. Neeraj Kanodia (Independent Director) Mr. Atul Mehra (Member) Mr. Mahendra Kumar Singh (Member) Mrs. Vimi Sinha (Member)

Ms. Nishi Sheikh, Company Secretary & Compliance Officer is Secretary to the Committees.

TASTY DAIRY SPECIALITIES LIMITED

CIN: U15202UP1992PLC014593
Registered Office: D-3, UPSIDC Industrial Area, Jainpur, Kanpur Dehat-209 311, Uttar Pradesh
Administrative Office: G-6, 12/483, Ratandham MacRobert Ganj, Kanpur-208 001, Uttar Pradesh
Tele Fax No.: +91 0512 2551643, Website: www.tastydairy.com
E-Mail ID: info@tastydairy.com

NOTICE OF
26th ANNUAL GENERAL MEETING

Notice is hereby given that the 26th Annual General Meeting of the members of **TASTY DAIRY SPECIALITIES LIMITED** will be held on Friday, the 28th day of September at 01.00 P.M. at the Registered Office of the Company situated at D-3, UPSIDC Industrial Area, Jainpur, Kanpur Dehat, Uttar Pradesh- 209 311, to transact the following business:

ORDINARY BUSINESS

1. **Adoption of Audited Financial Statements and Reports of the Directors and the Auditors**:

   To receive, consider and adopt the audited financial statements of the Company for the financial year ended 31st day of March 2018, together with the Reports of the Board of Directors and Auditors thereon.

2. **Re-appoint Mr. Mahendra Kumar Singh (DIN: 02727150) who retires by rotation.**

   To re-appoint a director Mr. Mahendra Kumar Singh (DIN: 02727150) who retires by rotation at this annual general meeting and being eligible offers himself for re-appointment.

3. **To ratify the appointment of Statutory Auditors and fix their remuneration and to consider and if thought fit to pass, with or without modification(s), the following resolution as an Ordinary Resolution:**

"RESOLVED THAT pursuant to Section 139, 141 & 142 and other applicable provisions if any, of the Companies Act, 2013 (including any statutory modifications or amendment thereto or re-enactments thereof for the time being in force) read with Companies (Audit and Auditors) Rules, 2014, the appointment of M/s Atul Garg and Associates, Chartered Accountants (Firm Registration No. 001544C) as Statutory Auditor of the Company to hold the office till the conclusion of 29th Annual General Meeting of the Company for the Financial Year 2020-2021, be and is hereby ratified and confirmed for the Financial Year 2018-19 on such terms and condition as may be fixed/ determined by the Board of Directors of the Company in consultation with them from time to time."

SPECIAL BUSINESS

4. RATIFICATION OF REMUNERATION PAYABLE TO THE COST AUDITOR

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

"RESOLVED THAT pursuant to the provision of Section 148 and other applicable provision of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration payable to Rakesh Misra & Co, Cost Accountants having Firm Registration No. 000249, appointed by the Board of Directors of the Company as Cost Auditor to conduct the audit of the cost records of the Company for the Financial Year 2018-19, being Rs.40,000/- (Rupees Forty Thousand only) plus applicable taxes and out of pocket expenses incurred by him in connection with the aforesaid audit, be and is hereby ratified and confirmed."

5. APPROVAL TO ENHANCE BORROWING LIMITS:

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

"RESOPLVED THAT pursuant to the provision of Section 180(1)(c) of the companies Act 2013 and other applicable provisions if any, of the companies Act,2013 (including any statutory modifications or re-enactments thereof for the time being in force) and in accordance with the provision of Article of Association of the company and subject to further approval of statutory and other authorities as may necessary and subject to such terms and conditions, stipulations, alterations and modifications, if any as may be prescribed and specified by such authorities while granting such approvals and which may be agreed upon by the Board of Directors of the company (hereinafter referred to as "the Board") the consent of the members of the company be and are hereby accorded to the board of directors of the company to borrow funds, take loans (apart from temporary loans obtained from the company's banker in the ordinary course of business) from time to time for and on behalf of the company up to the limit of Rs.1,20,00,00,000/- (Rupees One hundred twenty crores only) exceeding the aggregate of paid up share capital and free reserves.

RESOLVED FURTHER THAT the Board of directors of the company be and is hereby authorised to negotiate the terms, conditions, quantum and other incidental matters in respect of such borrowing of funds, obtaining of the loans and to do all such acts deeds and things as may be deemed to expedient and necessary to give effect to this resolution."

6. APPROVAL TO CREATE CHARGE ON COMPANIES ASSETS

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

"RESOLVED THAT in pursuance to the provisions of Section 180(1)(a) of the Companies Act 2013 and rules framed thereunder as may be amended from time to time and other applicable provisions if any and in supersession of all the earlier resolution(s) passed in this regard, consent of the company be and is hereby accorded to the board of director of the company to create a mortgages /charges/ hypothecation in any manner whatsoever on all or any of the immovable and movable properties of the company present and future of the whole or substantially the whole of the undertaking of the company ranking pari-passu or otherwise and/or second and/or subservient and/or subordinate to the mortgages/charges/hypothecation already created in future by the company for securing for loan and/or advances and/or guarantees and/or any financial assistance obtained or may be obtained from Financial Institutions, Banks or Machinery Supplier, any other person or institutions providing finance for purchase of assets for the business of the company for the working capital or for purchase of specific items of machinery and equipment under any deferred payment scheme or bill discounting scheme such terms and conditions and at such times and in such forms and manner as the board of directors may deemed fit, so that the total outstanding amount at any time so secured shall not exceed the aggregate of the amounts consulted by the company by the resolution passed at this meeting pursuant to section 180(1)(a) of the Companies Act, 2013 i.e. Rs.120,00,00,000/- (Rupees One hundred and Twenty Crores only) together with interest thereon and further interest, in any, cost, charges, expenses, remuneration payable to the trustee and all other monies payable by the company.

RESOLVED FURTHER THAT the board of directors of the company be and is hereby authorised to and cause to prepared, finalize, approve and execute on behalf of the company with the lenders, banks, machinery suppliers, persons institutions and the document, deeds, agreements, declarations, undertakings, and writings, as may be necessary and expedient for giving effect to the forgoing resolution and also to delegate all any of the above powers to any of the directors of the company".

For and on behalf of the Board
***for* Tasty Dairy Specialities Limited**

Nishi Sheikh
Company Secretary &
Compliance Office
ACS-50043

Date : August 31, 2018
Place : Kanpur

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

   A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the company carrying voting rights.

2. A member holding more than 10% of the total Share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

3. **INSTRUMENT APPOINTING THE PROXY, IN ORDER TO BE EFFECTIVE, SHOULD BE DEPOSITED AT THE ADMINISTRATIVE OFFICE OF THE COMPANY SITUATED AT G-6, 12/483 RATANDHAM APPARTMENT MACROBERT GANJ KANPUR, UTTAR PRADESH- 208001, DULY COMPLETED AND SIGNED NOT LESS THAN 48 HOURS BEFORE THE TIME FIXED FOR COMMENCEMENT OF THE ANNUAL GENERAL MEETING.**

   Proxy/ Representation letter submitted on behalf of the Companies, Body Corporates Societies etc. must be supported by an appropriate resolution/ authority, as applicable. A Proxy Form is attached herewith.

4. 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.

5. During the period beginning twenty–four (24) hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, members would be entitled to inspect the proxies lodged, at any time during the business hour of the company, provided not less than three (3) days' written notice in this respect is given to the company.

6. MEMBERS, PROXIES AND AUTHORISED REPRESENTATIVES ARE REQUESTED TO CARRY TO THE MEETING, THE ATTENDANCE SLIPS ENCLOSED HEREWITH DULY COMPLETED AND SIGNED MENTIONING THEREIN DETAILS OF THEIR DP ID AND CLIENT ID/ FOLIO NO.

7. In case of Joint-holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.

8. **The related Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the business under Item no. 4, 5 and 6 of the Notice, is annexed hereto.**

9. The Company's Registrar & Share Transfer Agents (RTA) are :

BIGSHARE SERVICES PVT. LTD.
1st Floor, Bharat Tin Works
Building, Opp. Vasant Oasis,
Makwana Road, Marol,
Andheri East, Mumbai -400059
Tel. : 022-62638200
Fax. : 022-62638299
E-mail: investor@bigshareonline.com
Website: www.bigshareonline.com

All the correspondence with regard to transfer of shares etc. shall be addressed to them directly.

10. The Company has been maintaining, inter alia, the following statutory registers at its Registered Office, which are open for inspection, on all working days except Saturday (i.e. Monday to Friday) during business hours, in terms of the applicable provisions of the Companies Act,2013 by members and others as specified below:

I. Register of Contracts or arrangements in which directors are interested under section 189 of the Act, the said register shall also be produced at the commencement of the AGM of the Company and shall remain open and assessable during the continuance of the meeting to any person having the right to attend the meeting.

II. Register of Directors and Key Managerial Personnel and their Shareholdings under Section 170 of the Act. The said register shall be kept open for inspection at the AGM of the Company and shall be made assessable to any person attending the meeting.

11. The voting rights of the members shall be in proportion to their shares of the Paid up equity share capital of the company as on the cut-off date of 31.08.2018.

12. Company is exempted from conducting E – Voting vide Rule 20(2) of Companies (Management &Administration) Amendment Rule, 2015. So voting will be conducted by means of Ballot papers at the Annual General Meeting. A person, whose name is recorded in the register of the members or in the register of Beneficial owners maintained by the Depositories as on the cut-off date only shall be entitled to vote at the AGM

13. Pursuant to the provision of Section72 of the Companies Act,2013, members can avail facility for nomination in respect of shares held by them. All the members are holding shares in electronic form are, therefore, requested to contact their respective Depository Participant for availing this facility.

14. Members are requested to bring their copy of Annual Report and the Attendance Slip which is duly completed and signed, mentioning therein details of their DP ID and Client ID / Folio No. with them at the Annual General Meeting as a measure of economy as the same will not be supplied again at the meeting.

15. All documents mentioned in the accompanying notice are open for inspection at the registered office of the Company between 11 A.M. to 4 P.M. on all working days except Saturday and Sunday up

to and including the date of this Annual General Meeting.

16. To support the 'Green Initiative' in the Corporate Governance taken by the Ministry of the Corporate Affairs, to contribute towards the Greener Environment and to receive all documents, Notices, including Annual Reports and other communications of the Company, investors should register their Email Address with RTA if shares are held in physical mode or with the depository participants if the shares held in electronic mode.

17. Electronic Copy of the Notice of the 26th Annual General Meeting (AGM) along with Attendance slip, Proxy Form, and Annual report for F.Y. 2017-18, is being sent to all the members whose email ids are registered with the Company/ Depository Participant(s)/ RTA for communication purposes, unless any member has requested for a physical copy of the same. For members who have not registered their email address, physical copy of the Annual Report for F.Y.2017-18 and Notice of AGM are being sent in the permitted mode. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, free of cost. For any communication, the shareholders may also send request to the Company's investor email id: cs@tastydairy.com. SHAREHOLDERS ARE REQUESTED TO PLEASE NOTE THAT ALL THE QUERIES SHOULD BE GIVEN IN WRITING TO THE COMPANY BEFORE 48 HOURS OF THE ANNUAL GENERAL MEETING.

18. Members may also note that the notice of the 26th AGM and the Annual Report for the Financial year 2017-18 will also be available on the Company's website www.tastydairy.com for download. The physical copy of the aforesaid documents will be available at the Company's registered office in Kanpur Dehat for inspection during normal business hours on all working days except Saturday, upto and including the date of AGM.

19. Members are requested to notify any change in their postal/ mail or email address :

- To their depository participants (DP's) in respect of the shares held in demat form and
- To the Registrar and Share Transfer Agent (RTA), Mumbai aforesaid mentioned address.
- In case the mailing address registered with the company is without the PIN CODE, kindly inform the same to DP or RTA as mentioned above.

20. Members may please note that no gifts, gift coupons, or cash in lieu of gifts will be distributed at meeting, in compliance with Section 118(10) of the Companies Act, 2013 and the Secretarial Standards issued by Institute of Company Secretaries of India.

21. Route Map showing directions to reach the Venue of the 26th Annual General meeting is annexed herewith.

22. **Voting procedure**

a) The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting will be able to exercise

their right at the meeting through ballot paper. The Cut-off Date for determining the members who are entitled to vote through ballot Paper process is 31st August, 2018**,** only Members as on the cut-off date, would be entitled to vote at the meeting.

b) Ms. Khusboo Gupta, Company Secretary, Partner of GSK & Associates, Company Secretaries, has been appointed as the Scrutinizer to scrutinize the voting in a fair and transparent manner.

c) The Scrutinizer shall after the conclusion of voting at the general meeting, will count the votes cast at the meeting in the presence of at least two witnesses not in the employment of the Company and shall make, within a period not exceeding 48 hours from the conclusion of meeting, a Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

d) The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.tastydairy.com after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchanges where the shares of the Company are listed.

e) The Chairman shall, at the end of discussion on the resolutions in AGM on which voting is to be held, allow voting with the assistance of Scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) AND (2) OF THE COMPANIES ACT, 2013

Item No. 4

RATIFICATION OF REMUNERATION OF COST AUDITORS OF THE COMPANY FOR THE YEAR 2018-19.

The Board of Directors, at its meeting held on 11th May,2018, on recommendation of the Audit Committee meeting held on 11th May,2018, approved the appointment of M/s **Rakesh Misra & Co, Cost Accountants** (Firm Registration No. 000249) as the Cost Auditors of the Company for the financial year 2018-19 at remuneration of Rs.40,000/- (Rupees Forty Thousand only) plus Service Tax & re-imbursement of out–of–pocket expenses for conducting the audit of the cost accounting records for the of the Company for issuing the compliance report on cost accounting records maintained. Section 148(3) of the Companies Act, 2013 read with Rule 14(a) of the Companies (Audit and Auditors) Rules, 2014 ("the Act"), requires the Board to appoint an individual, who is a cost accountant in practice or a firm of cost accountants in practice, as cost auditor on the recommendations of the Audit committee, which shall also recommend remuneration for such cost auditor and such remuneration shall be considered and approved by the Board of Directors and ratified subsequently by the shareholders.

The resolution contained in Item no. 4 of the accompanying Notice; accordingly, seek members' approval for ratification of remuneration of Cost Auditors of the Company for the financial year 2018-19. The Board commends this resolution for your approval.

None of the Directors, Key Managerial Personnel and/or their relative is in anyway deemed to be concerned or interested in the proposed resolution.

Item No. 5 and 6: Approval to enhance Borrowing limits and Approval To Create Charge On Companies Assets:

The Board of Directors of your company at its meeting held on 31.08.2018 has decided to enhance the borrowing limit from Rs.80,00,00,000/- (Rupees Eighty Crores only) to Rs.120,00,00,000/- (Rupees One Hundred Twenty Crores only) (apart from temporary loans obtained from the company's banker in the ordinary course of business) from time to time for and on behalf of the company in order to meet the requirement of funds for expansion of Business Plan by way of setting up "Integrated Cold Chain Storage" under Pradham Mantri Kisan Sampada Yojna which was earlier considered at the board meeting and the disclosure to stakeholders by way of intimation to stock exchange has already been made after the submission of Documents under the said Scheme of MoFPI.

Pursuance of provision of Section 180(1)(a) and 180(1)(c) of the Companies Act,2013 it is required to take consent of shareholders by way of Special Resolution. Therefore, your directors recommend the proposed resolution, as set out in Item no. 5 and 6 for your consideration and required to be passed as Special Resolution.

Members may inspect the soft copies submitted under MoFPI at the Registered Office of the Company.

None of the Directors, Key Managerial Personnel and/or their relative is in anyway deemed to be concerned or interested in the proposed resolution.

For and on behalf of the Board
***for* Tasty Dairy Specialities Limited**

Nishi Sheikh
Company Secretary &
Compliance Office
ACS-50043

Date : August 31, 2018
Place : Kanpur

TASTY DAIRY SPECIALITIES LIMITED

CIN: U15202UP1992PLC014593

Registered Office: D-3, UPSIDC Industrial Area, Jainpur, Kanpur Dehat-209 311, Uttar Pradesh

Administrative Office: G-6, 12/483, Ratandham MacRobert Ganj, Kanpur-208 001, Uttar Pradesh

Tele Fax No.: +91 0512 2551643, Website: www.tastydairy.com

E-Mail ID: info@tastydairy.com

FORM MGT-11 PROXY FORM

OF 26TH ANNUAL GENERAL MEETING

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

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

I/We, being the member(s), holding equity shares of Rs.10 each of the above named Company, hereby appoint:

1.	Name:	
	Address:	
	E-mail Id:	
	Signature:	
	OR FAILING HIM	
2.	Name:	
	Address:	
	E-mail Id:	
	Signature:	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 26th Annual General Meeting of the Company, to be held on Friday, the 28th day of September, 2018 at 01.00 P.m. at the Registered Office of the Company and at any adjournment thereof in respect of such resolutions as are mentioned in the notice of the meeting as indicated below:

Resolution no.	Resolutions	Special/ Ordinary	*Optional For	*Optional Against
ORDINARY BUSINESS				
1.	To receive, consider and adopt the audited financial statements of the Company for the financial year ended 31st day of March 2018, together with the Reports of the Board of Directors and Auditors thereon.	Ordinary		
2.	To re-appoint a director Mr. Mahendra Kumar Singh (DIN: 02727150) who retires by rotation at this and being eligible offers himself for re-appointment.	Ordinary		
3.	To ratify the appointment of Statutory Auditors and fix their remuneration and to consider and if thought fit to pass, with or without modification(s), the following resolution as an Ordinary Resolution.	Ordinary		
SPECIAL BUSINESS				
4.	Ordinary Resolution for Ratification of Remuneration of Cost Auditor of the Company for the year 2018-19.	Ordinary		
5.	Special Resolution for enhancing Borrowing limits to Rs.120 Crores.	Special		
6.	Special Resolution for approval to create charge on companies assets.	Special		

Signed this……day of ……2018

Affix Re.1/- Revenue Stamp

_____ _____

Signature of Shareholder Signature of Proxy

NOTES:

1. This form of proxy in order to be effective should be duly completed and deposited at the Administrative Office of the Company situated at G-6, 12/483 RATANDHAM APPARTMENT, MACROBERT GANJ, KANPUR 208001 , UTTAR PRADESH , not less than 48 hours before the commencement of the 26th Annual General Meeting.

2. A proxy need not be a Member of the Company.

3. In case the Member appointing proxy is a body corporate, the proxy form should be signed under its seal or be signed by an officer or an attorney duly authorized by it and an authenticated copy of such authorization should be attached to the Proxy Form.

4. A person can act as proxy on behalf of such number of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. Further, a Member holding more than ten percent of the total share capital of the Company carrying voting rights, may appoint a single person as proxy and such person shall not act as proxy for any other person or Member.

5. Appointing a proxy does not prevent a Member from attending the meeting in person if he/she so wishes.

* It is optional to put a "X" in the appropriate column against the Resolution indicated in the Box. If you leave the 'For' or 'Against' column blank against the Resolutions, your Proxy will be entitled to vote in the manner as He/ She thinks appropriate.

6. For the resolutions, explanatory statement and notes, please refer to the Notice of the Twenty Sixth (26th) Annual General Meeting.

7. Please complete all details including details of member(s) in above box before submission.

TASTY DAIRY SPECIALITIES LIMITED

CIN: U15202UP1992PLC014593

Registered Office: D-3, UPSIDC Industrial Area, Jainpur, Kanpur Dehat-209 311, Uttar Pradesh

Administrative Office: G-6, 12/483, Ratandham MacRobert Ganj, Kanpur-208 001, Uttar Pradesh

Tele Fax No.: +91 0512 2551643, Website: www.tastydairy.com

E-Mail ID: info@tastydairy.com

ATTENDANCE SLIP

OF TWENTY SIXTH (26th) ANNUAL GENERAL MEETING

(to be handed over at the registration counter)

Folio No. / DP ID and Client ID :	
Name :	
Address :	
No. of Shares :	

I/We hereby record my/our presence at the Twenty Sixth (26th) Annual General Meeting of the Company on Friday the 28th day of September, 2018 at 01.00 P.M. at the Registered Office of the Company, situated at D-3, UPSIDC Industrial Area, Jainpur, Kanpur Dehat- 209 311 Uttar Pradesh.

_____ _____

First/ Sole holder/ Proxy

(Name and Signature)

Second holder/ Proxy

(Name and Signature)

ROUTE MAP

VENUE OF 26th ANNUAL GENERAL MEETING

Venue:

Registered Office

D-3, UPSIDC Industrial Area,

Jainpur, Kanpur Dehat

Uttar Pradesh 209311

INDEPENDENT AUDITOR'S REPORT

To,
The Members,
TASTY DAIRY SPECIALITIES LIMITED

REPORT ON STANDALONE FINANCIAL STATEMENTS

We have audited the accompanying financial statements of **TASTY DAIRY SPECIALITIES LIMITED** ("The Company"), which comprise the Balance Sheet as at March 31, 2018, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended and a 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.

Auditors' 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 misstatements.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. 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, 2018, its PROFIT and its cash flows 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") 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 said 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 the written representations received from the directors as on March 31, 2018, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2017, from being appointed as a director in terms of Section 164(2) of the Act.

f. With respect to adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in Annexure 'B', and

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 has not entered in any long term contracts including derivative contracts requiring provision under applicable laws or accounting standards for 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 ATUL GARG & ASSOCIATES
CHARTERED ACCOUNTANTS
FIRM REG. NO.01544C

(ATUL GARG)
PARTNER
M. NO.070757

PLACE: Kanpur.
DATED: 11.05.2018

ANNEXURE 'A' TO THE AUDITORS' REPORT

Re. TASTY DAIRY SPECIALITIES LIMITED

1. (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.

   (b) Major fixed assets have been physically verified by the management at reasonable intervals. In our opinion, the frequency of such verification is reasonable and to the best of our knowledge, no material discrepancies have been noticed on such verification.

   (c) According to the information and explanation given to us and on the basis of our examination of the records of the Company, the title deeds of the immovable properties are held in the name of the Company.

2. The inventory has been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable. To the best of our knowledge, no material discrepancies have been noticed on such verification.

3. 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 Companies Act, 2013. Therefore, the provisions of clause 3 (iii) (a) to (c) of the Order are not applicable to the Company.

4. In our opinion and according to information and explanation given to us, the Company has, in respect of loans, investments, guarantees, and security, complied with the provisions of section 185 & 186 of The Companies Act, 2013 as applicable.

5. Based on our scrutiny of the company's records and according to the information and explanations provided by the management, in our opinion the company has not accepted any loans or deposits from the public within the meaning of sections 73 to 76 or any other relevant provisions of The Companies Act, 2013 and which are 'deposits' within the meaning of rule 2(b) of the Companies (Acceptance of Deposits) Rules, 2014.

6. According to the information and explanations given to us, we are of the opinion that prima facie, the cost records prescribed by the Central Government under section 148(1) of the Act have been made and maintained.

7. (a) According to the information and explanation given to us and on the basis of our examination of the records of the company, amounts deducted/accrued in the books of accounts in respect of undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, custom duty, cess and any other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities.

   According to the information and explanation given to us, no undisputed demand payable in respect of provident fund, employees' state insurance, income tax, sales tax, custom duty, cess and any other

material statutory dues were in arrear as at 31 March 2018 for a period of more than six months from the date they became payable.

(b) The disputed statutory dues that have not been deposited on account of disputed matters pending before Income Tax authorities are as under:

Sl. No.	Name of Statue	Nature of Dues	Amount (Rs. in Lacs)	Period to which the amount relates	Forum where dispute is Pending
1.	Income Tax Act 1961	Income Tax	3.54	2015-16	Deputy Commissioner of Income Tax
2.	Income Tax Act 1961	Income Tax	0.20	2016-17	Deputy Commissioner of Income Tax
3	Income Tax Act 1961	Income Tax	0.46	2011-12	Deputy Commissioner of Income Tax

7. Based on our audit procedures and on information and explanations given by the management, we are of the opinion that the company has not defaulted in repayment of loans or borrowings to any financial institution and banks. According to records of the company, the company has not issued debentures; hence the question of reporting on payment of dues to debenture holders does not arise.

9. In our opinion and according to the information and explanation given to us the company has utilized the money raised by way of initial public offer and term loans during the year for the purpose for which they were raised.

10. According to the information and explanations given to us, neither fraud on the company by its officers or employees nor any fraud by the company has been noticed or reported during the course of our audit.

11. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to The Companies Act,2013.

12. In our opinion and according to the information and explanation given to us, the Company is not a Nidhi Company.

13. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with Sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standard.

14. According to the information and explanation given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment and private placement of shares or fully or partly convertible debentures during the year. Hence, the requirement on reporting under Para 3(xiv) is not applicable.

15. According to the information and explanation given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Hence, the requirement on reporting under Para 3(xv) is not applicable.

16. According to the information and explanation given to us and based on our examination of the records of the Company, the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.

For ATUL GARG & ASSOCIATES
CHARTERED ACCOUNTANTS
FIRM REG. No. 01544C

(ATUL GARG)
PARTNER
M. No. 70757

PLACE: KANPUR
DATED: 11.05.2018

ANNEXURE 'B' TO THE AUDITORS' REPORT

Re. TASTY DAIRY SPECIALITIES LIMITED

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

We have audited the internal financial controls over financial reporting of **TASTY DAIRY SPECIALITIES LIMITED** ("the Company") as of 31st March, 2018 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 controls 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.

Auditor's Responsibility

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's 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 which 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 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, 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For ATUL GARG & ASSOCIATES
CHARTERED ACCOUNTANTS
FIRM REG. No.01544C

(ATUL GARG)
PARTNER
M.No.070757

PLACE: KANPUR
DATED: 11.05.2018

Tasty Dairy SPECIALITIES LTD.

TASTY DAIRY SPECIALITIES LIMITED

(CIN:U15202UP1992PLC014593)

BALANCE SHEET AS AT 31ST MARCH, 2018

Particulars	Note No.	AMOUNT ` 31.03.2018	AMOUNT ` 31.03.2017
EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
a. Share Capital	2	204,300,000.00	90,000,000.00
b. Reserves and Surplus	3	421,297,986.89	253,419,791.30
(2) Non-current liabilities			
a. Long-Term Borrowings	4	39,537,212.06	40,293,290.50
b. Deferred Tax Liabilities (Net)	5	163,389.00	1,478,052.00
c. Other Long Term Liabilities	6	17,100,000.00	17,100,000.00
d. Long-Term Provisions	7	1,204,097.00	1,479,608.00
(3) Current Liabilities			
a. Short-Term Borrowings	8	297,192,520.53	412,973,140.45
b. Trade Payables	9	15,053,656.55	63,009,415.18
c. Other Current Liabilities	10	47,125,791.92	40,762,230.00
d. Short-Term Provisions	11	1,930,140.13	1,753,387.13
TOTAL		**1,044,904,794.08**	**922,268,914.56**
ASSETS			
(1) Non-Current Assets			
a. Fixed Assets			
(i) Tangible Assets	12	140,031,953.00	158,068,193.90
b. Non-Current Investments	13	50,500.00	50,500.00
c. Long-Term Loans and Advances	14	53,739,126.63	48,520,488.63
(2) Current Assets			
a. Current Investments	15	2,500,000.00	24,650,000.00
b. Inventories	16	487,431,500.45	429,254,151.86
c. Trade Receivables	17	219,109,438.41	182,286,413.50
d. Cash and Cash Equivalents	18	21,427,066.16	13,729,455.88
e. Short-Term Loans and Advances	19	117,501,251.72	63,676,564.07
f. Other Current Assets	20	3,113,957.71	2,033,146.72
TOTAL		**1,044,904,794.08**	**922,268,914.56**
		-	-

Significant Accounting Policies 1

The accompanying notes form an integral part of the Financial Statements 2 to 40

As per our separate report of even date attached herewith.

FOR ATUL GARG & ASSOCIATES
CHARTERED ACCOUNTANTS
FIRM REG. NO.01544C

FOR AND ON BEHALF OF THE BOARD

(ATUL GARG)
PARTNER
M.NO.070757

(ATUL MEHRA)
CHAIRMAN &
WHOLE TIME DIRECTOR
DIN: 00811607

(MAHENDRA KUMAR SINGH)
DIRECTOR
DIN: 02727150

(RAKESH KUMAR YADAV)
CHIEF FINANCE OFFICER

(NISHI)
COMPANY SECRETARY
M.NO.50043

Place: Kanpur
Dated: 11.05.2018

Tasty Dairy
SPECIALITIES LTD.

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2018

Particulars	Note No.	AMOUNT ` 31.03.2018	AMOUNT ` 31.03.2017
Revenue:			
Revenue from operations	21	3,318,644,001.17	2,387,913,021.03
Other income	22	4,437,180.58	2,390,866.13
Total Revenue		**3,323,081,181.75**	**2,390,303,887.16**
Expenses:			
Cost of Material Consumed	23	3,079,456,337.96	2,149,542,218.27
Changes in Inventories of Finished Goods & Work-in-Progress	24	2,801,778.11	(16,107,084.15)
Employees Benefit Expense	25	23,064,664.17	23,980,913.00
Finance Costs	26	48,994,900.48	47,689,557.65
Depreciation and Amortization Expense	27	23,040,344.42	26,909,512.84
Other Expenses	28	75,286,123.02	99,534,672.41
Total Expenses		**3,252,644,148.16**	**2,331,549,790.02**
Profit before Exceptional/Extraordinary Items and Tax		**70,437,033.59**	**58,754,097.14**
Exceptional/Extraordinary Items		-	-
Profit before Tax		**70,437,033.59**	**58,754,097.14**
Tax Expense:			
Current Tax Expense		14,362,600.00	12,000,000.00
MAT Credit Utilization		3,616,980.00	3,460,578.00
Tax expense relating to earlier year		333,500.00	263,464.00
Net Current Tax		18,313,080.00	15,724,042.00
Deferred Tax		(1,314,663.00)	(2,162,662.00)
Total Tax Expenses		**16,998,417.00**	**13,561,380.00**

Profit for the Year		**53,438,616.59**	**45,192,717.14**
Earnings per Equity Share (nominal value of share Rs. 10/- each)			
Basic (Rs. per share)	**29**	3.42	3.01
Diluted (Rs. per share)		3.42	3.01

Significant Accounting Policies **1**

The accompanying notes form an integral part of

the Financial Statements **2 to 40**

As per our separate report of even date attached herewith.

FOR ATUL GARG & ASSOCIATES
CHARTERED ACCOUNTANTS
FIRM REG. NO.01544C

FOR AND ON BEHALF OF THE BOARD

(ATUL GARG)
PARTNER
M.NO.070757

(ATUL MEHRA)
CHAIRMAN &
WHOLE TIME DIRECTOR
DIN: 00811607

(MAHENDRA KUMAR SING
DIRECTOR
DIN: 02727150

(RAKESH KUMAR YADAV)
CHIEF FINANCE OFFICER

(NISHI)
COMPANY SECRETARY
M.NO.50043

Place: Kanpur

Dated: 11.05.2018

TASTY DAIRY SPECIALITIES LIMITED
(CIN:U15202UP1992PLC014593)

CASH FLOW STATEMENT FOR THE PERIOD ENDED 31ST MARCH, 2018

PARTICULARS	AMOUNT ` 31.03.2018	AMOUNT ` 31.03.2018	AMOUNT ` 31.03.2017	AMOUNT ` 31.03.2017
A. Cash Flow from Operating Activities				
Net Profit before tax and extraordinary items		70,437,033.59		58,754,097.14
Adjustment for :				
Depreciation	23,040,344.42		26,909,512.84	
Finance Costs	48,933,260.48		47,636,662.65	
Provisions	(535,214.00)		42,813.00	
Interest income	(975,530.55)		(1,091,439.28)	
(Profit)/Loss on Sale of Investment	(592,045.82)		-	
(Profit)/Loss on Sale of Fixed Assets	(965,132.37)	68,905,682.16	(318,122.35)	73,179,426.86
Operating Profit before Working Capital Changes		**139,342,715.75**		**131,933,524.00**
Adjustment for :				
(Increase) /Decrease in Trade Receivables	(36,823,024.91)		(102,833,897.00)	
(Increase) /Decrease in Inventories	(58,177,348.59)		(20,626,457.73)	
(Increase) /Decrease in Loans & Advances	(41,976,539.37)		57,238,279.28	
(Increase) /Decrease in Other Current Assets	(21,764,577.27)		(4,021,193.74)	
Increase /(Decrease) in Trade Payables	(47,955,758.63)		44,423,968.00	
Increase/ (Decrease) in Other Current Liabilities	(4,280,383.87)		(8,341,611.97)	
Increase/ (Decrease) in Other Non-Current Liabilities	-	(210,977,632.64)	(24,090,500.00)	(58,251,413.16)
Cash Generated from Operations		(71,634,916.89)		73,682,110.84
Direct Taxes (Paid)/ Refund		(14,259,644.00)		(13,852,082.37)
Net Cash (Used in) / Generated from Operations		**(85,894,560.89)**		**59,830,028.47**
B. Cash Flow From Investing Activities				
Purchase of Fixed Assets	(7,438,971.15)		(20,342,018.00)	
Sale of Fixed Assets	3,400,000.00		2,350,000.00	
Purchase of investments	-		(24,650,000.00)	
Sale of investments	22,742,045.82		-	

Interest income	975,530.55		1,091,439.28	
Net Cash (Used in)/Generated from Investing Activities		**19,678,605.22**		**(41,550,578.72)**
C. Cash Flow from Financing Activities				
Issue of equity share including premium	244,350,000.00		-	
Equity share issue expenses	(15,610,421.00)		-	
Proceeds from Long Term Borrowings (Net of Repayments)	9,887,867.35		(13,702,465.22)	
Proceeds from Short Term Borrowings (Net of Repayments)	(115,780,619.92)		47,562,253.19	
Finance Costs	(48,933,260.48)		(47,636,662.65)	
Cash (Used in)/Generated from Financing Activities		**73,913,565.95**		**(13,776,874.68)**
Net Increase/ (Decrease) in Cash and Cash Equivalents		**7,697,610.28**		**4,502,575.07**
Cash & Cash Equivalents at the beginning of the year/period		13,729,455.88		9,226,880.81
Cash & Cash Equivalents at the end of the year/period		**21,427,066.16**		**13,729,455.88**

-

As per our separate report of even date attached herewith.

FOR ATUL GARG & ASSOCIATES

CHARTERED ACCOUNTANTS

FIRM REG. NO.01544C

FOR AND ON BEHALF OF THE BOARD

(ATUL GARG)

PARTNER

M.NO.70757

(ATUL MEHRA)

CHAIRMAN &

WHOLE TIME DIRECTOR

DIN: 00811607

(MAHENDRA KUMAR SINGH)

DIRECTOR

DIN: 02727150

(RAKESH KUMAR YADAV)

CHIEF FINANCE OFFICER

(NISHI)

COMPANY SECRETARY

M.NO.50043

Place: Kanpur

Dated: 11.05.2018

TASTY DAIRY SPECIALITIES LIMITED

NOTE-1 SIGNIFICANT ACCOUNTING POLICIES

1 BASIS OF PREPARATION OF FINANCIAL STATEMENTS

The financial statements are prepared under historical cost convention, on accrual basis of accounting and in accordance with the provisions of the Companies Act, 2013 and comply with the Generally Accepted Accounting Principles (GAAP) in India and the accounting standard specified in section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014.

2 USE OF ESTIMATES

The preparation of financial statements requires estimates and assumptions to be made that affect the reported amount of the 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.

3 REVENUE RECOGNITION

Sale is recognized when the significant risks and reward of ownership of the goods have passed to the customer. Sales are net of sales returns, trade discounts, rebate, Value Added Tax, Sales Tax and Goods & Service Tax.

4 FIXED ASSETS

Fixed Assets are stated at cost less Accumulated depreciation. Cost Include all expenses incurred to bring the assets to its present location and condition. Expenditure during construction/erection period is included under Capital Work-in-Progress and allocated to the respective fixed assets on completion of construction / erectioon.

5 DEPRECIATION

Depreciation on Fixed Assets is provided to the extent of depreciable amount on the Written Down Value (WDV) Method. Depreciation is provided based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013.

6 INVENTORIES

Finished Goods, Raw Materials/ Packing Materials are valued at cost or net realizable value which ever is lower. Damaged/Defective stocks are valued at net realizable value.

7 NON-CURRENT INVESTMENTS

a) Investment in Shares/ Securities Purchased for Capital appreciation and other benefits are held as investment.

b) Investments (Long Term) in shares/ securities are valued at cost after considering decline in value other than temporary decline.

8 CURRENT INVESTMENTS

a) The cost of Shares/Securities includes brokerage, stamp duty, Taxes and other incidental charges.

b) Shares/ securities held as current investments is valued at acquisition cost or market value whichever is lower.

9 TAXATION

a) Tax on income for the current period is determined on the basis of taxable income and tax credit computed in accordance with the provisions of Income Tax Act, 1961.

b) Deferred Tax is recognized subject to the consideration of prudence, on timing differences, being the difference between taxable incomes and accounting income that originate in one period and are capable of reversal in one or more subsequent period. Deferred Tax Assets is recognized and carried forward only to the extent that there is reasonable certainty that the asset will be adjusted in future.

10 RETIREMENT & OTHER BENEFITS

a) Company's contribution to Provident Fund and Employee's State Insurance Fund are charged to Profit & Loss Account.

b) Company's liability towards defined benefit plan is determined using the projected unit credit method which considers each period of service as giving rise to additional unit of benefit entitlement and measure each unit seperately to build up the final obligation. Actuarial gain and losses are recognised immediately in the profit and loss account as income or expenses. Obligation measured at the present value of estimated future cash flows using a discounted rate that is determined by reference to market yeilds at the balance sheet date or government bonds where the currency and terms of the Government are consistent with the currency and estimates of the defined benefit obligation.

11 IMPAIRMENT OF ASSETS

An asset is impaired if there are sufficient indication that the carrying cost would exceed the recoverable amount of cash generating assets. In that event an impairment loss so computed would be recognized in the account in the relevant year.

12 EARNING PER SHARE

The earning considered in ascertaining the Company's Earning Per Share (EPS) comprise the net profit after tax. The number of shares used in computing basic EPS is the weighted number of shares outstanding during the year. The diluted EPS is calculated on the same basis as basic EPS, after adjusting for the effects of potential diluted equity shares

13 CASH FLOW STATEMENT

Cash flows are reported using the indirect method, whereby net profit before tax is adjusted for the effects of transactions of a non-cash nature and any deferral or accruals of past or future cash receipts or payment. The cash flows from regular operating, investing and financing activities of the Company are segregated.

14 PROVISIONS, CONTINGENT LIABILITIES & CONTINGENT ASSETS

Provisions involving a substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognized but are disclosed in the notes. Contingent assets are neither recognized nor disclosed in the financial statements.

15 MAT CREDIT ENTITLEMENT

MAT credit 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. The Company reviews the same at each Balance Sheet date and writes down the carrying amount of MAT credit entitlement to the extent that there is no longer convincing evidence to the effect that Company will pay normal income tax during the specified period.

16 FOREIGN CURRENCY TRANSACTIONS

Transactions in foreign currency are recorded at the exchange rate prevailing on the date of the transaction. Net exchange gain or loss resulting in respect of foreign exchange transactions settled during the period is recognized in the profit and loss account.

TASTY DAIRY SPECIALITIES LIMITED

NOTES ON FINANCIAL STATEMENTS

2 Share Capital

Particulars	As at 31.03.2018	As at 31.03.2017
Authorised		
2,40,00,000 Equity Shares of Rs. 10/- each	240,000,000.00	90,000,000.00
(Previous year 9,00,000 Equity Shares of Rs. 100/- each)		
	240,000,000.00	**90,000,000.00**
Issued, Subscribed and Paid up		
2,04,30,000 Equity Shares of Rs. 10/- each fully paid up	204,300,000.00	90,000,000.00
(Previous year 9,00,000 Equity Shares of Rs. 100/- each fully paid up)		
Total	**204,300,000.00**	**90,000,000.00**

2.1 Of the above:

(a) During the year 600,000 Bonus Shares of Rs 100/- each were issued by capitalisation of General Reserve.

(b) During the year each equity share of face value of Rs 100/- each was subdivided into 10 equity shares of Rs 10/- each.

(c) During the year, the company has issued and allotted 54,30,000 equity shares of Rs. 10/- each @ premium of Rs. 35/- per equity share.

2.2 Reconciliation of the shares outstanding at the beginning and at the end of the reporting period:

Particulars	As at 31 March, 2018		As at 31 March, 2017	
	No. of Shares	Amount in (Rs.)	No. of Shares	Amount in (Rs.)
Shares outstanding at the beginning of the year	900,000	90,000,000.00	900,000	90,000,000.00
Shares Issued during the year-				
-Bonus issue of Equity Shares	600,000	60,000,000.00	-	-
-Split of Equity Shares of Rs 100/- to Rs 10/- each	13,500,000	-	-	-

-Fresh issue of Equity Shares	5,430,000	54,300,000.00	-	-
Shares outstanding at the end of the year	**20,430,000**	**204,300,000.00**	**900,000.00**	**90,000,000.00**

2.3 Rights, Preferences and Restrictions attached to Equity Shares

- The company has only one class of equity shares having a par value of ` 10/- per share . Each holder of equity shares is entitled to one vote per share.

- The Company declares and pays dividend in Indian rupees. The dividend proposed by the Board of Directors, is subject to the approval of the shareholders in the ensuing Annual General Meeting.
- In the event of liquidation of the company, the equity share holders will be entitled to receive remaining assets of the company after distribution of all preferential amounts, in proportion of their shareholding.

2.4 Details of shares held by each shareholder holding more than 5% of the aggregate shares in the Company :

Particulars	**As at 31 March, 2018**		**As at 31 March, 2017**	
	Number of shares held	**% holding of shares**	**Number of shares held**	**% holding of shares**
Equity Shares of Rs. 10 each fully paid-up				
Sonia Mehra	13,500,000	66.08	810,000	90.00
Atul Mehra	1,479,000	7.24	88,740	9.86

2.5 Aggregate number and class of shares allotted as fully paid up pursuant to contract(s) without payment being received in cash, by way of bonus shares and shares bought back for the period of 5 years immediately preceding the Balance Sheet date:

(a) The Company has not issued any shares pursuant to contract(s) without payment being received in cash.

(b) The Company has issued 6,00,000 bonus shares during financial year 2017-18 by capitalisation of profit.

(c) The Company has not undertaken any buy back of shares.

TASTY DAIRY SPECIALITIES LIMITED

NOTES ON FINANCIAL STATEMENTS

3 **Reserves and Surplus**

Particulars	As at 31.03.2018	As at 31.03.2017
(a) Securities Premium Account		
Balance as at the beginning of the year	-	-
Add: Additions on issue of shares pursuant to IPO.	190,050,000.00	-
Less: Amount utilised for share issue expenses.	(15,610,421.00)	
Closing Balance	174,439,579.00	-
(b) General Reserve		
Balance as at the beginning of the year	94,817,279.67	79,817,279.67
Add: Transferred from surplus in Statement of Profit & Loss	20,000,000.00	15,000,000.00
Less: Appropriation towards Issue of Bonus Shares	(60,000,000.00)	-
Closing Balance	54,817,279.67	94,817,279.67
(c) Surplus in Statement of Profit & Loss		
Balance as at the beginning of the year	158,602,511.63	128,409,794.49
Add: Net Profit for the current year	53,438,616.59	45,192,717.14
Less: Transferred to General Reserve	(20,000,000.00)	(15,000,000.00)
Closing Balance	192,041,128.22	158,602,511.63
Total (a+b+c)	**421,297,986.89**	**253,419,791.30**

4 **Long-term Borrowings**

Particulars	As at 31.03.2018	As at 31.03.2017
Term Loans		
(1) Secured		
Term loans From Bank	26,872,104.04	35,500,000.00
Term loans From Other Parties	4,988,283.00	2,014,937.42
	31,860,387.04	37,514,937.42
(2) Unsecured Loan		
Term loans From Bank	5,153,005.02	2,778,353.08
Term loans From Other Parties	2,523,820.00	-
	7,676,825.02	2,778,353.08
Total (1+2)	**39,537,212.06**	**40,293,290.50**

4.1 The long term obligation of term loans are shown under long term borrowings and the current maturities of the long term borrowings are shown under the current liabilities as per the disclosure requirements of Schedule III of Companies Act, 2013.

Particulars	Non-Current Obligation		Current Maturities	
	31.03.2018	31.03.2017	31.03.2018	31.03.2017
Secured				
From Banks:				
Punjab National Bank	25,500,000.00	35,500,000.00	10,011,282.00	8,413,711.00
HDFC Bank Ltd.	1,372,104.04		527,895.96	
Kotak Mahindra Bank Ltd.	-	-	-	22,879.00
From Other Parties:				
Kotak Mahindra Prime Ltd	4,988,283.00	2,014,937.42	4,439,341.00	4,050,216.00
Unsecured				
From Banks:				
HDFC Bank Ltd.	995,942.02	2,778,353.08	1,782,411.16	2,073,812.33
Kotak Mahindra Bank Ltd.	2,102,470.00	-	3,728,066.00	-
Axis Bank Limited	2,054,593.00	-	867,661.00	-
From Other parties:				
Bajaj Finserv Ltd.	1,122,156.00	-	1,980,909.00	584,321.00
Tata Capital Financial Services Ltd.	1,401,664.00	-	2,451,319.00	-
	39,537,212.06	**40,293,290.50**	**25,788,885.12**	**15,144,939.33**

TASTY DAIRY SPECIALITIES LIMITED

NOTES ON FINANCIAL STATEMENTS

4.2 Details of Securities and Term of repayment of loan

SECURED

1) Term Loan From Banks:

i) Term Loan from Bank includes loan taken from Punjab National Bank. The loan is secured by way of Hypothecation of Plant, Machinery & Equipments etc. of the Company. The loan is further secured by personal guarantee of Mr Atul Mehra, Mr. P.N. Mehra and Mr. M. K. Singh . Period of maturity of loan is 5 years and 6 months. The loan is repayable in quarterly installments and present rate of interest on loan is Base Rate+1.75%.

ii) Term Loan from Bank includes loan taken from Punjab National Bank. The loan is secured by equitable mortgage of Land & Building of the company. The loan is further secured by personal guarantee of Mr Atul Mehra, Mr. P.N. Mehra and Mr. M. K. Singh. Period of maturity of loan is 5 years and 6 months. The loan is repayable in quarterly installments and present rate of interest on loan is Base Rate+1.75%.

iii) Vehicle loan is from HDFC Bank Limited and is secured by hypothecation of Vehicle. Period of maturity for loan is 3 years. The loan is repayable in monthly installments and present rate of interest on loan is 8.90%.

The repayment obligation in future of above loans is as under:

(Rs. In Lakhs)

Particulars	F.Y. 2018-19	F.Y. 2019-20	F.Y. 2020-21	F.Y. 2021-22
Punjab National Bank (Plant & Machinery)	94.40	113.14	127.29	-
Punjab National Bank (Building)	5.71	6.86	7.71	-
HDFC Bank Limited	5.28	6.27	6.85	0.60
Total Term Loan from Bank	**105.39**	**126.27**	**141.85**	**0.60**

2) Term Loans From Other Parties:

Vehicle loans from others parties is from Kotak Mahindra Prime Limited and are secured by hypothecation of Vehicles. Rate of Interest varies between 10.25% to12.75%. Period of maturity for loans varies between 3 year to 5 year and number of repayment installments is ranging between 36 to 60 months. The repayment obligation in future of above loans is as under:-

(Rs. In Lakhs)

Particulars	F.Y. 2018-19	F.Y. 2019-20	F.Y. 2020-21
Vehicle Loans from Other Parties	44.39	36.13	13.76
Total Term Loan from Other Parties	**44.39**	**36.13**	**13.76**

UNSECURED

1) Term Loan From Bank:

a) Term Loan from Bank includes loan taken from HDFC Bank Limited. Period of maturity of loan is 3 years. The loan is repayable in monthly installments and present rate of interest on loan is 15%.

b) Term Loan from Bank includes loan taken from Kotak Mahindra Bank. The loan is secured by personal guarantee of Mr. Atul Mehra, Director of the Company and Mrs. Sonia Mehra. Period of maturity of loan is 3 years. The loan is repayable in monthly installments and present rate of interest on loan is 16%.

c) Term Loan from Bank includes loan taken from Axis Bank Limited. The loan is secured by personal guarantee of Mr. Atul Mehra, Director of the Company. Period of maturity of loan is 3 years. The loan is repayable in monthly installments and present rate of interest on loan is 15%.

The repayment obligation in future of above loans is as under:

(Rs. In Lakhs)

Particulars	F.Y. 2018-19	F.Y. 2019-20	F.Y. 2020-21
HDFC Bank Limited	17.82	9.96	-
Kotak Mahindra Bank	37.28	21.02	-
Axis Bank Limited	8.68	10.07	10.47
Total Term Loan from Bank	**63.78**	**41.05**	**10.47**

2) **Term Loans From Other Parties:**

a) Term Loan from Other Parties includes loan taken from Bajaj Finserv Limited. Period of maturity of loan is 2 years. The loan is repayable in monthly installments and present rate of interest on loan is 16%.

b) Term Loan from Other Parties includes loan taken from Tata Capital Financial Services Limited. Period of maturity of loan is 2 years. The loan is repayable in monthly installments and present rate of interest on loan is 16%.

The repayment obligation in future of above loans is as under:

(Rs. In Lakhs)

Particulars	F.Y. 2018-19	F.Y. 2019-20
Bajaj Finserv Limited	19.80	11.22
Tata Capital Financial Services Limited	24.51	14.01
Total Term Loan from Other Parties	**44.31**	**25.23**

5 **Deferred Tax Assets / (Liabilities) (Net)**

Particulars	As at 31.03.2018	As at 31.03.2017
Deferred Tax Liability		
i) On account of differences in written down value of fixed assets	561,500.00	1,967,255.00
Deferred Tax Assets		
i) On account of timing difference of expenses which are allowable under Income Tax Laws in subsequent years	398,111.00	489,203.00
Deferred Tax Liability (Net)	**163,389.00**	**1,478,052.00**

6 **Other Long-term Liabilities**

Particulars	As at 31.03.2018	As at 31.03.2017
Advance for Capital Goods	17,100,000.00	17,100,000.00
Total	**17,100,000.00**	**17,100,000.00**

7 **Long-term Provisions**

Particulars	As at 31.03.2018	As at 31.03.2017
Provision for employee benefits		
Provision for Gratuity	1,204,097.00	1,479,608.00
Total	**1,204,097.00**	**1,479,608.00**

8 **Short-term Borrowings**

Particulars	As at 31.03.2018	As at 31.03.2017
Secured		
Cash Credit from Punjab National Bank	192,571,565.66	269,524,865.84
Cash Credit from Indusind Bank	11,281,020.00	57,058,740.00
Bill Discounting from Yes Bank	46,990,734.08	86,389,534.61
Unsecured		
Bill Discounting from Kotak Mahindra Bank	28,189,592.76	-
Cash Credit from HDFC Bank	18,159,608.03	-
Total	**297,192,520.53**	**412,973,140.45**

TASTY DAIRY SPECIALITIES LIMITED

NOTES ON FINANCIAL STATEMENTS

8.1 Cash Credit Limit from Punjab National Bank:

i) Secured by hypothecation of stocks, book debts, movable assets, fixed assets of the company and equitable mortgage of land of the company.
ii) The said limit is further secured by way of personal guarantee of the directors of the Company.
iii) The cash credit carries interest rate @ 1.25% p.a. above base rate i.e 11.50% p.a with monthly rest.

8.2 Cash Credit Limit from Indusind Bank:

i) Secured by pledge of Skimmed Milk Powder & Ghee stored in approved warehouse.
ii) The said limit is further secured by way of personal guarantee of the director and other.
iii) The cash credit carries interest rate @ 10.35% (6 months MCLR+1%).

8.3 Bill Discounting Limit from Yes Bank

i) Secured by subservient charge by hypothecation of all current assets and movable fixed assets of the company.
ii) The said limit is further secured by way of personal guarantee of the director and other.
iii) The said limit carries interest rate @ 1.25% p.a. above base rate i.e 11.50% p.a with monthly rest.

8.4 From Kotak Mahindra Bank

Limit from Kotak Mahindra Bank is against Bill Discounted & is guaranteed by Mr. Atul Mehra, Director of the Company.

8.5 Cash Credit Limit from HDFC Bank:

i) The said loan is secured by way of personal guarantee of the Mr Atul Mehra and Mr Prem Nandan Mehra and by others.
ii) The loan is additionaly secured by collateral security of immovable property of others.
iii) The cash credit carries interest rate @ 1.30% p.a. above base rate i.e 9.35% p.a with monthly rest.

9 Trade Payables

Particulars	As at 31.03.2018	As at 31.03.2017
Trade Payables		
(a) total outstanding dues of micro enterprises and small enterprises	-	-
(b) total outstanding dues of creditors other than micro enterprises and small enterprises	15,053,656.55	63,009,415.18
Total	**15,053,656.55**	**63,009,415.18**

9.1 The Company has not received intimation from Suppliers regarding the status under Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosure if any relating to the amount unpaid at the year/period end together with interest payable as required under the said Act has not been given.

10 Other Current Liabilities

Particulars	As at 31.03.2018	As at 31.03.2017
Current Maturities of Long-Term Debt (Refer Note 4 above)	25,788,885.12	15,144,939.33
Creditors for Capital Goods	1,953,339.32	3,934,268.32
Advance from Customers	7,804,958.77	12,642,052.75
Statutory Dues Payable	2,312,358.24	1,400,198.00
Other Payables	9,266,250.47	7,640,771.60
Total	**47,125,791.92**	**40,762,230.00**

11 Short-Term Provisions

Particulars	As at 31.03.2018	As at 31.03.2017
Provision for Income Tax (Net of Taxes Paid)	1,527,954.13	1,091,498.13
Provision for employee benefits	402,186.00	661,889.00
Total	**1,930,140.13**	**1,753,387.13**

TASTY DAIRY SPECIALITIES LIMITED

NOTES ON FINANCIAL STATEMENTS

13 Non Current Investmens

Particulars	As at 31.03.2018	As at 31.03.2017
Non-Trade Investments		
Investment in Equity Instruments (Unquoted)	50,500.00	50,500.00
Total	**50,500.00**	**50,500.00**

13.1 Script wise detail is given in Annexure-I

14 Long Term Loans & Advances

Particulars	As at 31.03.2018	As at 31.03.2017
Unsecured, Considered Goods		
Security Deposits	12,751,273.00	506,273.00
MAT Credit Entitlement	8,428,102.63	12,005,082.63
Other Advances	32,559,751.00	36,009,133.00
Total	**53,739,126.63**	**48,520,488.63**

14.1 Security Deposit includes security deposit of Rs. 120.00 lakhs given to a company in which Director of the Company is shareholder.

15 Current Investments

Particulars	As at 31.03.2018	As at 31.03.2017
(Valued at cost or market value, whichever is lower)		
Investment in Mutual Funds	2,500,000.00	24,650,000.00
Total	**2,500,000.00**	**24,650,000.00**

15.1 Script wise detail is given in Annexure-II

16 Inventories

Particulars	As at 31.03.2018	As at 31.03.2017
Raw Materials	344,029,124.78	283,235,454.08
Work-in-Progress	643,340.00	1,800,600.00
Finished Goods	140,689,635.67	142,334,153.78
Packing Material & Stores	2,069,400.00	1,883,944.00
Total	**487,431,500.45**	**429,254,151.86**

17 Trade Receivables

Particulars	As at 31.03.2018	As at 31.03.2017
Trade receivables outstanding for a period exceeding six months from the date they were due for payment		
Unsecured, Considered Goods	20,626,843.67	21,683,097.99
Other Trade receivables		
Unsecured, Considered Goods	198,482,594.74	160,603,315.51
Total	**219,109,438.41**	**182,286,413.50**

TASTY DAIRY SPECIALITIES LIMITED

NOTES ON FINANCIAL STATEMENTS

18 Cash and Cash Equivalents

Particulars	As at 31.03.2018	As at 31.03.2017
Balance with Banks:		
(i) In Current Account	15,269,550.40	3,165,236.67
(ii) In Term Deposit	3,477,822.55	3,255,121.00
Cash in Hand	2,679,693.21	7,309,098.21
Total	**21,427,066.16**	**13,729,455.88**

18.1 Term Deposit account with more than 12 months maturity Rs. 11,86,765/-

18.2 Term Deposit includes deposits of Rs. 11,68,678.55 Pledged against margin money/ guarantee.

19 Short Term Loans and Advances

Particulars	As at 31.03.2018	As at 31.03.2017
Unsecured, Considered Goods		
Security Deposit	38,446,637.51	36,179,137.51
Advance to Suppliers	53,438,844.00	8,012,922.63
MAT Credit Entitlement	3,200,000.00	3,240,000.00
Other Advances	22,415,770.21	16,244,503.93
Total	**117,501,251.72**	**63,676,564.07**

19.1 Security Deposit includes security deposit of Rs. 355.00 lakhs given to Director of the Company (Previous Year 355.00 lacs)

20 Other Current Assets

Particulars	As at 31.03.2018	As at 31.03.2017
Prepaid Expenses	3,113,957.71	2,033,146.72
Total	**3,113,957.71**	**2,033,146.72**

Tasty Dairy
SPECIALITIES LTD.

NOTES ON FINANCIAL STATEMENT

21 Revenue from operations

Particulars	As at 31.03.2018	As at 31.03.2017
Sale of Products	3,318,644,001.17	2,346,860,905.98
Other Operating Income	-	41,052,115.05
Total	**3,318,644,001.17**	**2,387,913,021.03**

21.1 Detail of Products sold:-

Milk & Milk Products	3,314,438,301.17	2,342,670,682.98
Other Products	4,205,700.00	4,190,223.00
Total	**3,318,644,001.17**	**2,346,860,905.98**

22 Other Income

Particulars	As at 31.03.2018	As at 31.03.2017
Interest Income	975,530.55	1091439.28
Profit on Sale of Fixed Assets	965,132.37	318,122.35
Profit on Sale of Investment	592,045.82	-
Sundry Liabilities Written Back	1,756,190.74	-
Misc Income	148,281.10	981,304.50
Total	**4,437,180.58**	**2,390,866.13**

23 Cost of Material Consumed

Particulars	As at 31.03.2018	As at 31.03.2017
Opening Stock	283,235,454.08	278,456,224.50
Add: Purchases (Includes Freight & Expenses thereon)	3,140,250,008.66	2,154,321,447.85
	3,423,485,462.74	2,432,777,672.35
Less: Closing Stock	344,029,124.78	283,235,454.08
Total	**3,079,456,337.96**	**2,149,542,218.27**

23.1 Detail of Material Consumed

Milk & Milk Products	3,066,088,326.23	2,140,572,489.13
Other Products	13,368,011.73	8,969,729.14
Total	3,079,456,337.96	2,149,542,218.27

TASTY DAIRY SPECIALITIES LIMITED

NOTES ON FINANCIAL STATEMENT

24 Changes in Inventories of Finished Goods & Work-in-Progress.

Particulars	As at 31.03.2018	As at 31.03.2017
Inventories at the beginning of the year/period		
Work-in-Progress	1,800,600.00	1,673,600.00
Finished Goods	142,334,153.78	126,354,069.63
	144,134,753.78	**128,027,669.63**
Inventories at the end of the year/period		
Work-in-Progress	643,340.00	1,800,600.00
Finished Goods	140,689,635.67	142,334,153.78
	141,332,975.67	**144,134,753.78**
Net (Increase) /Decrease	**2,801,778.11**	**(16,107,084.15)**

25 Employee Benefit Expenses

Particulars	As at 31.03.2018	As at 31.03.2017
Salaries and Wages	20,518,700.00	22,880,631.00
Contribution to Provident & Other Funds	412,111.00	579,562.00
Staff Welfare Expenses	2,128,528.17	452,459.00
Gratuity	5,325.00	68,261.00
Total	**23,064,664.17**	**23,980,913.00**

26 Finance Cost

Particulars	As at 31.03.2018	As at 31.03.2017
Interest Expenses		
i) On Borrowings	46,652,912.81	46,314,047.65
ii) Others	61,640.00	52,895.00
Other Borrowing Cost	2,280,347.67	1,322,615.00
Total	**48,994,900.48**	**47,689,557.65**

27 Depreciation & Amortisation Expense

Particulars	As at 31.03.2018	As at 31.03.2017
Depreciation	23,040,344.42	26,909,512.84
Total	**23,040,344.4**	**26,909,512.84**

TASTY DAIRY SPECIALITIES LIMITED

NOTES ON FINANCIAL STATEMENT

28 Other Expenses

Particulars	As at 31.03.2018	As at 31.03.2017
i) Manufacturing Expenses:		
Consumption of Stores & Spare Parts	3,279,081.26	2,595,734.65
Consumption of Packing Materials	9,299,709.61	18,880,831.50
Power & Fuel Consumed	18,524,379.48	22,662,813.75
Other Manufacturing Exp.	524,948.50	787,248.00
	31,628,118.85	**44,926,627.90**
ii) Administrative Expenses		
Communication Expenses	680,984.32	1,030,913.10
CSR Expenditure	1,183,000.00	1,160,000.00
Rent	805,173.61	754,248.66
Rates & Taxes	605,789.35	1,152,923.30
Insurance	3,470,735.50	2,326,264.00
Legal, Professional & Consultancy Charges	2,912,642.44	2,063,027.00
Payment to Auditors	350,000.00	60,000.00
Printing & Stationery	298,112.00	125,239.00
Travelling & Conveyance	10,758,102.74	16,570,257.68
Donation	5,100.00	6,200.00
Repairs to Machinery	847,572.04	1,033,302.43
Repairs to Buildings	47,478.00	468,619.00
Repairs & Maintenance (Others)	1,139,574.25	1,900,790.11
Other Administrative Exp.	3,130,053.81	4,235,847.98
	26,234,318.06	**32,887,632.26**
iii) Selling & Distribution Expenses		
Advertisement & Publicity Expenses	2,739,764.27	2,690,583.25
Commission	1,846,236.00	3,082,708.50
Consignment Sales Expenses	12,161.00	3,632,855.00
Freight & Cartage	12,825,524.84	12,314,265.50
	17,423,686.11	**21,720,412.25**
Total	**75,286,123.02**	**99,534,672.41**

28.1 Auditors' remuneration and expenses

As Auditor	250,000.00	60,000.00
For Certification and other charges	100,000.00	-
Total	**350,000.00**	**60,000.00**

28.2 Other expenses include Rs. 11,83,000/- provision made towards Corporate Social Responsibility as prescribed under section 135 of the Companies Act, 2013.

TASTY DAIRY SPECIALITIES LIMITED

NOTES ON FINANCIAL STATEMENT

(a) Gross amount required to be spent by the company during the year : Rs 11,83,000/-

(b) Company has spend Rs 14,86,867.00 towards Corporate Social Responsibility which includes such expenses incurred out of unspend amount of earlier year.

29 Earnings per Share	As at 31.03.2018	As at 31.03.2017
Net Profit as per Profit & Loss Account (in Rs.)	53,438,616.59	45,192,717.14
Weighted average number of Equity Shares for EPS Calculation. (in No.)	15,639,699	15,000,000
Basic EPS. (in Rs.)	3.42	3.01
Diluted EPS (in Rs.)	3.42	3.01

30 Contingent Liabilities and Commitments: Not Provided For In Respect of:

I **Contingent Liabilities**

The Income Tax Assessment of the Company has been completed up to Assessment Year 2016-17. However, the Company has filed application u/s 154 of Income Tax Act,1961 for rectification against the Assessment of earlier years. The Company expects to succeed in these proceedings and hence no additional provision is considered necessary.

II **Commitments**

(a) Estimated amount of contracts remaining to be executed on capital account and not provided for Rs. Nil (P.Y. Nil)

(b) Corporate guarantee given by the Company Rs. Nil (P.Y. Nil)

III Long term Loans and Advances includes payments made to U.P. State Industrial Development Corporation (UPSIDC) of Rs. 49,26,748/- towards installment of premium, interest and other charges on lease hold plot of land allotted. UPSIDC has made demand against dues toward installment of premium, interest and other charges against these plots. Company has contested these demands and the matter will be settled with UPSIDC on final execution of lease deed and possession of plots. As per latest notices received from UPSIDC there is total demand of Rs. 1,29,92,799/- against these plots.

31 Balance in the accounts of Trade receivables, Advance, Security Deposits and Trade Payables has in some cases not been confirmed by the respective parties and are subject to confirmation by them.

32 In the opinion of the board, Current Assets, Loans & Advances have value on realization in the ordinary course of business at least equal to the amount at which they are stated in the Balance Sheet.

33 Figures of Previous year have been regrouped whenever found necessary to make them comparable with that of current year.

34 The required disclosure in Respect of Defined Benefit Scheme (Based on Actuarial Valuation) of Gratuity of Employee benefits as per Accounting Standard 15 is disclosed as per Annexure-III.

35 The Company has only one business segment i.e. Dairy Products; hence segment reporting as defined in Accounting Standard -17 is not applicable.

36 On the basis of review carried out by the management, there was no impairment loss on fixed assets during the year.

37 As per AS-18, the Company's related parties and transactions with them are disclosed as per Annexure-IV.

38 During the year ended 31st March 2018, amount utilized for share issue expenses primarily includes payment made towards merchant banker fees, legal counsel fees, brokerage and selling commission, registrar to issue, printing and stationery expenses, advertisement and marketing expenses, statutory fees to regulator and stock exchange and other incidental expenses towards Initial Public Offering (IPO). Of the total share issue expense, expenses aggregating to Rs. 1,56,10,421/- have been adjusted towards securities premium reserve.

		As at 31.03.2018	As at 31.03.2017
39	Expenditure in foreign currency	826,435.03	3,465,733.37
40	Earnings in foreign currency	-	4,240,797.12

As per our separate report of even date attached herewith.

FOR ATUL GARG & ASSOCIATES
CHARTERED ACCOUNTANTS
FIRM REG. NO.01544C

FOR AND ON BEHALF OF THE BOARD

(ATUL GARG)
PARTNER
M.NO.070757

(ATUL MEHRA)
CHAIRMAN &
WHOLE TIME DIRECTOR
DIN: 00811607

(MAHENDRA KUMAR SINGH)
DIRECTOR
DIN: 02727150

(RAKESH KUMAR YADAV)
CHIEF FINANCE OFFICER

(NISHI)
COMPANY SECRETARY
M.NO.50043

PLACE: KANPUR
Dated: 11.05.2018

TASTY DAIRY SPECIALITIES LIMITED

NON- CURRENT INVESTMENT (AT COST) **Annexure - I**

S.NO.	SCRIPT	FACE VALUE	NUMBERS		AMOUNT	AMOUNT
			AS AT 31.03.2018	AS AT 31.03.2017	AS AT 31.03.2018	AS AT 31.03.2017
	Shares (Unquoted)					
1	Kanpur Ind. Dvp. Co.-Operative Estate Ltd.				500.00	500.00
2	Stock Options Express Private Limited	10.00	5,000.00	5,000.00	50,000.00	50,000.00
	Total		**5,000.00**	**5,000.00**	**50,500.00**	**50,500.00**

TASTY DAIRY SPECIALITIES LIMITED

CURRENT INVESTMENT (AT COST OR NRV, WHICHEVER IS LOWER)

Annexure-II

S.NO.	Mutual Funds (Quoted)	UNITS		MARKET VALUE		COST	
		AS AT 31.03.2018	AS AT 31.03.2017	AS AT 31.03.2018	AS AT 31.03.2017	AS AT 31.03.2018	AS AT 31.03.2017
1	Birla Sun Life Cash Plus	-	195.46	-	50,918.87	-	50,000.00
2	BSL Corporate Bond Fund	211,325.35	211,325.35	2,734,676.80	2,528,359.86	2,500,000.00	2,500,000.00
3	Franklin Templeton	-	182,183.65	-	3,043,232.18	-	3,000,000.00
4	HDFC Corporate Debt Opportunities Fund	-	223,239.20	-	3,026,677.09	-	3,000,000.00
5	ICICI Prudential Mutual Fund	-	486,293.36	-	12,336,484.45	-	12,100,000.00
6	UTI Income Opportunities Fund	-	272,192.17	-	4,046,109.36	-	4,000,000.00
	Total	211,325.35	1,375,429.19	2,734,676.80	25,031,781.81	2,500,000.00	24,650,000.00

TASTY DAIRY SPECIALITIES LIMITED

FINANCIAL YEAR 2017-18 **Annexure-III**

Disclosure of Employee Benefit:

(i) In respect of Defined Benefit Scheme (Based on Actuarial Valuation) of Gratuity:

	2017-2018	2016-2017
(A) Change in Obligation over the year ended 31.03.2018		
Present Value of defined obligation at the beginning of the period	1479608	1411347
Interest Cost	114670	105851
Current Service Cost	142266	273095
Benefits Paid (If any)	0	0
Actuarial (Gains)/ Losses	(532447)	(310685)
Present Value of defined obligation at the end of the period	1204097	1479608
(B) Expenses recognised during the year 31.03.2018		
Current Service cost	142266	273095
Interest Cost	114670	105851
Actuarial (gain)/loss recognised in the period	(532447)	(310685)
Expenses to be recognised in the statement of P/L	(275511)	68261
(C) Principal Actuarial Assumptions		
Mortality Table	IALM 2006-08 Ultimate	IALM 2006-08 Ultimate
Discount rate (per annum)	7.75%	7.50%
Rate of Escalation in Salary (per annum)	5.00%	5.00%
Withdrawl Rate (per annum)	5.00%	5.00%

(ii) In respect of Defined Contrubution Plan:

	2017-2018	2016-2017
Details of contribution to defined plan recognised as expense during the period are as under:		
Employer Contribution's to Provident Fund	294323.00	406034.00

TASTY DAIRY SPECIALITIES LIMITED **Annexure-IV**

RELATED PARTY DISCLOSURES:

As per accounting standard 18, the disclosures of transactions with the related parties are given below:

i) List of related parties where control exists and related parties with whom transactions have taken place and relationships:

a) Individuals owing, directly or indirectly, an interest in voting power that gives them control or significant influence-
- Mrs. Sonia Mehra

b) Key Managerial Personnel-
- Mr.Atul Mehra
- Mr. Mahendra Kumar Singh
- Mr. Kawalpreet Arora
- Ms. Nishi Sheikh
- Mr. Rakesh Kumar Yadav

c) Relatives of Key Managerial Personnel & other related parties.
- Mr. Prem Nandan Mehra (Father of Mr. Atul Mehra)
- Mrs. Veena Mehra (Mother of Mr. Atul Mehra)
- Mr.Arpit Mehra (Son of Mr. Atul Mehra)
- Mrs. Devika Mehra (Daughter-in-law of Mr. Atul Mehra)

d) Enterprises commonly controlled or influenced by major shareholders/ directors/key managerial personnel of the Company.
- Verifresh Dairies Ltd.
- Cima Dairy and Foods Ltd.
- Cima Foods Pvt. Ltd.
- Stock Options Xpress Pvt. Ltd.
- Grow Home Developers Pvt. Ltd.
- Bhiwadi Milk Products Pvt. Ltd.
- Agrim Foods LLP

(Figures in Lacs)

ii)	Nature of Transactions	Individuals owing, directly or indirectly, an interest in voting power that gives them control or significant influence	Key Managerial Personnel	Relatives of Key Managerial Personnel	Others
1	Sales				
	-Agrim Foods LLP				534.74 (0.00)
2	Purchases				
	-Agrim Foods LLP				94.79 (0.00)
3	Rent paid				
	-Mrs. Sonia Mehra	1.08 (0.48)			
	-Mr. Atul Mehra		2.42 (1.50)		
4	Remuneration paid				
	-Mrs. Sonia Mehra	36.00 (36.00)			
	-Mr. Atul Mehra		60.00 (60.00)		
	-Ms. Nishi Sheikh		0.93 (0.00)		
	-Mr. Mahendra Kumar Singh		2.65 (3.00)		
	-Mr. Kawalpreet Arora		0.53 (0.29)		
	-Mr. Arpit Mehra			30.00 (30.00)	
	-Mrs. Devika Mehra			4.80 (4.80)	
	-Mr. Prem Nandan Mehra			1.44 (1.44)	
	-Mrs. Veena Mehra			1.44 (1.44)	
	-Mr. Rakesh Kumar Yadav		3.36 (0.00)		

5	**Interest Income**				
	-Verifrsh Dairies Ltd.				7.01 (4.29)
6	**Balances as at 31st March, 2018**				
	Receivable				
(i)	Trade Receivables				
	-Bhiwadi Milk Products Private Limited				197.00 (197.00)
	-Agrim Foods LLP				30.61 (0.00)
(ii)	Security Deposits				
	-Mr. Atul Mehra		355.00 (355.00)		
	-Bhiwadi Milk Products Private Limited				120.00 (0.00)
(iii)	Loans & Advances				
	-Verifrsh Dairies Ltd.				92.13 (73.09)
	-Grow Homes Developers Pvt. Ltd.				0.50 (0.50)
	Payable				
(i)	Other Payables				
	-Mrs. Sonia Mehra	0.13 (4.85)			
	-Mr. Atul Mehra		0.36 (0.68)		
	-Mr. Arpit Mehra			0.19 (4.94)	
	-Mrs. Devika Mehra			2.28 (2.17)	

DIRECTORS' REPORT

To
The Members of
Tasty Dairy Specialities Limited

Your Directors have pleasure in presenting the 26th Annual Report on the business and operations of your Company, Tasty Dairy Specialities Limited ('the Company') together with the Audited Financial Statements for the financial year ended 31st March, 2018.

1. FINANCIAL RESULTS

(Amount in Lakhs)

Particulars	For the Year ended 31st March, 2018	For the Year ended 31st March, 2017
Revenue from Operations	33,186.44	23,879.13
Other Income	44.37	23.91
Total Income	**33,230.81**	**23,903.04**
Profit before Interest, Depreciation and Taxes	**1401.92**	**1,320.31**
Less: Depreciation and Amortization expenses	230.40	269.10
Less: Interest on borrowings (Finance cost)	467.15	463.67
Profit before tax (PBT) and prior period expenses	**704.37**	**587.54**
Tax Expenses:		
Less: Net Current Tax	183.13	157.24
Add: Deferred Tax	(13.14)	(21.63)
Net Profit/(Loss) after tax (PAT)	**534.38**	**451.93**
Earnings per share (Basic &Diluted)	3.42*	Rs. 3.01

Paid Up Share Capital	**Rs.204,300,000**	**Rs.90,000,000**

* **EPS = Net Profit/ Weighted Average number of Equity Share**

EPS (Basic & Diluted) = Rs. 53,438,616.59 /15,639,699

= Rs.3.42 per shares

2. FINANCIAL HIGHLIGHTS AND OPERATION

The Key highlights pertaining to the business of the Company for the financial year 2017-18 have been given hereunder:

- The Total Revenue from operations of the Company during the financial year 2017-18 was Rs. 33,186.44 (Lakhs) against the revenue from operations of Rs.3879.13 (Lakhs) in the previous financial year 2016-17.
- The Net Profit/(Loss) before tax and prior item for the year under review at Rs.704.37 (Lakhs) was likewise higher than the profit in the previous year of Rs.587.54 (Lakhs).
- The Net Profit/(Loss) after tax for the year under review at Rs.534.38 (Lakhs) was likewise higher than that of profit in the previous year of Rs.451.93(Lakhs). The Earning Per Share (EPS) of the company is Rs.3.42 per share.
- The Directors trust that the shareholders will find the performance of the company for financial year 2017-18 to be satisfactory. The performance of the Company during the current year continues to be encouraging barring unforeseen circumstances, Your Directors are hopeful about the performance of the company to be better in the upcoming financial years.

3. DIVIDEND

With a view to provide a cushion for any financial contingencies in the future and to strengthen the financial position of the Company, your Directors have decided not to recommend any dividend for the period under review. Therefore, the Company's Board of Directors does not recommend a dividend for the year ended March 31, 2018.

4. TRANSFER TO RESERVES

During the financial year under review the Company has transferred its amount to reserve as shown in notes to accounts of the financial statements.

5. CHANGE IN SHARE CAPITAL STRUCTURE

During the year under review, the company has made following changes in the Capital Structure:

A) AUTHORISED SHARE CAPITAL

Your Company has increased its Authorised Share Capital from Rs. 90,000,000/- (Rupees Nine Crores only) to Rs.2,40,000,000/- (Rupees Twenty-Four Crores only) vide Ordinary resolution passed at the Extra Ordinary General Meeting held on 25th September,2017.

Pursuant to the provision of Article of Association and Section 61(1)(d) of the companies Act,2013 and other applicable provision, the members of your Company at its Annual General Meeting held on 30thSeptember,2017 has approved the Sub-division of Face value of its Equity shares of Rs.100 per share into smaller amount of Face value of Rs.10 each.

B) ISSUED, SUBSCRIBED AND PAID UP SHARE CAPITAL:

During the year 2017-18, pursuant the approval by the members at their Extra-Ordinary General Meeting held on 09th December, 2017, the company has approached the Capital Market with an Initial Public Offer of 54,30,000 Equity Shares of the face value of Rs. 10/- each ("Equity Shares") at an Issue Price of Rs.45/- per Equity Share including the premium price of Rs.35/- per Equity Shares aggregating to Rs.2443.50 Lakhs (The Issue) of which 276000 Equity Shares of Rs.10 each fully paid up was reserved for subscription by market maker to the issue by way of a fixed price issue. The allotment of the Equity Shares was finalized in consultation with the Designated Stock Exchange namely Bombay Stock Exchange Limited (BSE), SME Platform on 17th February,2018.

In pursuance to the Initial Public Offer, your Company has allotted 54,30,000 (Fifty-Four Lakhs Thirty Thousands only) Equity Shares of Rs. 10/- each at a premium of Rs.35/- each to the subscribers of shares at Initial Public Offer.

C) ISSUE OF BONUS SHARES:

During the year 2017-18, pursuant the approval by the members at their Extra-Ordinary General Meeting held on 25th September, 2017 the shareholders has approved the recommended Bonus shares in the ratio of 2:3 i.e. 600,000 Equity shares of the Face Value of Rs.100 each.

In pursuance to the Bonus Issue Allotment, your Company has allotted 600,000 (Six Lakhs) Equity Shares of Rs. 100/- each by way of capitalization of Profit.

Pursuant to the provision of Article of Association and Section 61(1)(d) of the companies Act,2013 and other applicable provision, the face value of the total shares including Paid up share was sub-divided into the face value of Rs.10/- each in order to improve the liquidity and make them more affordable.

As on 31st March, 2018 none of the directors except the following directors hold any shares in the Company:

Sl No.	Name of Director	No. of Equity Share of face value of Rs.10 each	Holding in (%)
1	Mr. Atul Mehra	1479000	7.24%
2	Mr. Prem Nandan Mehra	15000	0.07%
3	Mr. Narendra Shankar Sathe	1500	0.007%

D) BUY BACK OF SECURITIES:

The Company has not bought back any of its securities during the year under review.

E) ISSUE OF SHARES WITH DIFFERENTIAL VOTING RIGHTS, SWEAT EQUITY SHARES AND EMPLOYEES STOCK OPTIONS:

During the financial year under review the company has not issued any shares with differential voting rights nor granted stock option, nor Sweat Equity.

F) PROVISION OF MONEY BY COMPANY FOR PURCHASE OF ITS OWN SHARES BY EMPLOYEES OR BY TRUSTEES FOR THE BENEFIT OF EMPLOYEES: N.A.

6. MATERIAL CHANGES DURING THE FINANCIAL YEAR 2017-18

a) Listing on "BSE – SME PLATFORM"

After Successful completion of Initial Public Offer, your company got listed at SME platform of Bombay Stock Exchange Ltd. i.e. BSE- SME PLATFORM on 21st FEBRUARY,2018.

b) MOU signed

Your Company has entered into a MOU with PUM Netherlands Senior Experts. A joint Initiative of Tasty Dairy and PUM Netherlands Senior Experts, a Dutch Government Funded Organisation with an objective of development and growth of Dairying in India. (for more details Refer http://induced.co.in/)

7. MATERIAL CHANGES AND COMMITMENTS, IF ANY, 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 RELATED AND THE DATE OF THE REPORT

There were no material changes and commitments affecting the financial position of the company which have occurred between the end of the financial year to which the financial statements relate and the date of this Director report.

8. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS

There are no significant, material orders passed by the regulators or Courts or Tribunals, which would impact the going concern status of the company and its future operations.

9. SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES

During the year under review no company has become or ceased to be its subsidiaries, joint venture or Associate Company.

10. ACCOUNTS, AUDITORS AND AUDIT REPORT

Statutory Auditor

At the Annual General Meeting held on September 29, 2016, M/s Atul Garg and Associates, Chartered Accountants, (Firm Registration No. 01544C) were appointed as Statutory Auditors of the Company to hold office till the conclusion of the Twenty Ninth (29th) Annual General Meeting of the Company to be held in the calendar year 2021. In terms of the first proviso to Section 139 of the Companies Act, 2013, the appointment of the auditors shall be placed for ratification at every Annual General Meeting. Accordingly, the appointment of M/s Atul Garg and Associates, Chartered Accountants, as statutory auditors of the Company, is placed for ratification by the shareholders. In this regard, the Company has received a certificate from the auditors to the effect that if they are reappointed, it would be in accordance with the provisions of Section 141 of the Companies Act, 2013.

Members are requested to consider the ratification of appointment of M/s Atul Garg and Associates, as the Statutory Auditors, for the financial year 2018-19.

Accounts:

Accounts along with their Notes are self-explanatory and do not require any further explanation or clarification.

Auditors' Report:

The notes on financial statement referred to in the auditor's report are self-explanatory. There is no qualification, reservation or adverse remarks or disclaimer made by the auditors in their report and do not call for any further explanation/comment from the board. No frauds are reported by the Auditors which fall under the purview of sub section (12) of Section 143 of the Companies Act 2013.

The Auditor's Report for the financial year 2017-18 does not contain any qualification, reservation or adverse remark.

Internal Auditor :

Mr. Ved Prakash Agnihotri is the internal auditor of the company. The Audit Committee of the Board of Directors in consultation with the Internal Auditor formulates the scope, functioning, periodicity and methodology for conducting the internal audit.

Secretarial Auditor

M/s. GSK & Associates, Practicing Company Secretaries, was appointed to conduct the Secretarial audit of the Company for the financial year 2017-18 in the board meeting held on 10th February,2018, in terms of Section 204 of the Companies Act, 2013 and the rules there under. The Secretarial Audit Report for the financial year 2017-18 forms the part of the Directors' Report as ANNEXURE-H to the Board Report, does not contain any Qualification, reservation or adverse remark.

Cost Auditor :

In conformity with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Amendment Rules, 2014, the Board of Directors of the company has, on recommendation of the Audit Committee has appointed M/s Rakesh Misra and Co., Cost Accountant (Firm Registration No. 000249) as the Cost Auditors, for conducting the audit of Cost Records of the Company pertaining to Milk and milk products manufactured by and produced by the company covered under Central Excise Tariff Act, Heading 04022910 and 19059090 respectively in compliance with the Companies (Cost Records and Audit Rules),2014.

The Board of Directors at their meeting held on 11th May,2018 have appointed M/s Rakesh Misra and Co., Cost Accountant as Cost Auditor for the financial year 2018-19, at a remuneration as specified in the notice convening the Annual General Meeting. Accordingly, the Board recommends the same for ratification by the shareholders at the ensuing Annual General Meeting.

There is no qualification, reservation or adverse remarks or disclaimer made by the auditors in their report and do not call for any further explanation/comment from the board. No frauds are reported by the Auditors which fall under the purview of sub section (12) of Section 143 of the Companies Act 2013.

Disclosure as per The Companies (Accounts) Amendment Rules,2018:

Company has made and maintained its Cost accounts and records as specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013 and the Companies (Cost Records and Audit) Rules,2014

11. CHANGE IN NATURE OF BUSINESS, IF ANY

There was no change in the nature of the main business carried on by the company during the period under review. However, your directors looking forward on the business model which would not be a substitute but a complementary to the current business model.

12. DETAILS OF DIRECTORS & KEY MANAGERIAL PERSONNEL

During the year under review, the changes in the Directors and Key Managerial Personnel are herein below:

- During the year under review, Mr. Kawalpreet Arora, resigned from the Post of Company Secretary & Compliance Officer of the Company w.e.f. 10th day of August,2017 and was succeeded by Miss Nishi Sheikh.
- Further Ms. Nishi Sheikh, was appointed to the post of as a Company Secretary & Compliance Officer of the Company w.e.f. 21st day of August,2017.

- During the year under review, Mr. Rakesh Kumar Yadav has been appointed as Chief Financial Officer of the Company w.e.f. 10th October, 2018.
- During the year under review, appointment of Mrs. Vimi Sinha has been regularized as Independent woman Director.
- During the year under review, Mr. Atul Mehra has been appointed as Chairman of the Company.

A brief on the composition of the Board of Directors of the Company is annexed to this report as "**ANNEXURE-A**".

13. DEPOSITS

During the year under review, your Company has not invited nor accepted any deposits from the public pursuant to the provisions of Section 73 of the Companies Act, 2013 read with Companies (Acceptance of Deposits) Rules, 2014 and no amount of principal or interest was outstanding in respect of deposits from the public as on the date of balance sheet.

14. ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

Since the Company owns a Manufacturing facility, the particulars relating to conservation of energy and technology absorption stipulated in the Company (Accounts) Rules, 2014 are applicable, so the following are the details of Conservation of Energy, Technology absorption, foreign exchange earnings and outgo.

CONSERVATION OF ENERGY & TECHNOLOGY ABSORPTION

a) Conservation of Energy:	
(i) Steps taken for conservation	During the year under review, your company for the purpose of energy conservation one of the Boiler was worked upon and upgraded to increase the efficiency of Boiler and will result in conservation of energy by efficient use of steam energy. *Further we are using Plate Heat Exchanger, Condenser Recovery system, which further adds the step to Energy Conservation. *Falling Film Chiller is giving best heat transfer and maintaining desired temp all the time hence leading to Conservation of Energy. *Synchronization of process with the utility like running of Ammonia Compressor, boiler chilled water as per planned processing needs in consultation with shift in charge.

(ii) Steps taken for utilizing alternate sources of energy	*LED lights being used as an alternate source of energy. *Boiler Furnace with high temperature bricks, more water re-circulation line, full nozzles with required bed along with recirculation line of fine paticles of un burnt particles gathered in multi cyclone dust collector.
(iii) Capital investment on energy conservation equipment	As per Financial Statement
b) Technology Absorption:	
(i) Efforts made for technology absorption	* Milk Homogenizer(MH) is being used.
(i) Benefits derived	*Milk homogenizer breaks the milk & its additions to molecular level hence increasing shelf life and tastes. This is a new technology in the field of liquid milk manufacture.
(i) Expenditure on Research & Development, if any	NIL
(ii) Details of technology imported, if any	NIL
(iii) Year of import	N/A
(iv) Whether imported technology fully Absorbed	N/A
(v) Areas where absorption of imported technology has not taken place, if any	N/A

EXPORT ACTIVITIES

During the financial year 2017-18 under review, the foreign exchange earnings is NIL

FOREIGN EXCHANGE EARNINGS AND OUTGO

During the financial period under review, following are the Inflow and Outflow of Foreign Exchange:

Particulars	***As at 31.03.2018***	***As at 31.03.2017***
Expenditures:		
Travelling and other business expenditure	8,26,435.03	34,65,733.37
Total Outflow	**8,26,435.03**	**34,65,733.37**
Total Inflow	**NIL**	**42,40,797.12**

15. DISCLOSURES

a. EXTRACT OF ANNUAL RETURN

The extracts of Annual Return pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and Administration) Rules, 2014 is furnished in "**ANNEXURE-B"** hereto.

b. NUMBER OF MEETINGS OF BOARD

19 (Nineteen) meetings of the Board of Directors, 2(two) meetings of Corporate Social Committee Meeting, 4 (four) Audit Committee meetings, 5 (five) Nomination and Remuneration committee meeting and 1(one) Stakeholders' Relationship Committee were convened and held during the year. 1 (One) Exclusive meeting of Independent directors held during the year. The detail of which is annexed to this report as **"Annexure-C"**.

c. DIRECTORS' RESPONSIBILITY STATEMENT

In accordance with the provisions of Section 134(5) of the Companies Act, 2013 the Board hereby submits its responsibility Statement:

(i) The applicable accounting standards have been duly followed in the preparation of Accounts for the year and that there have been no material departures there from;

(ii) The Directors selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs as at the end the financial year and of the profit of the Company for the year ended on that date;

(iii) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

(iv) The Directors had prepared the accounts for the year on a going concern basis;

(v) the directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and

(vi) The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

d. DECLARATION BY INDEPENDENT DIRECTORS

Mr. Narendra Shankar Sathe and Mr. Neeraj Kanodia, Independent Directors of the Company have submitted the declaration of Independence as required pursuant to section 149(7) of the Companies Act, 2013 at the first board meeting held during the financial year, stating that they meet the criteria of Independence as provided in section 149(6) of the Companies Act, 2013.
Mrs. Vimi Sinha at the time of regularization of her appointment as Independent director has submitted her declaration of Independence pursuant to section 149(7).

e. COMMITTEES OF THE BOARD

During the year under review, the Board has 5 committees: Audit Committee, Nomination & Remuneration Committee, the Corporate Social Responsibility Committee, Stakeholders' Relationship Committee and Internal Complaint Committee.

AUDIT COMMITTEE

As per the provisions of Section 177 of the Companies Act, 2013, Audit Committee of the Board of Directors of the company has an optimum composition of Executive, Non-executive and Independent Director as required under the Act and the members of Audit Committee met Four (4) times during the year on 28.06.2017, 21.08.2017, 12.12.2017 and 21.03.2018 .

The details of the composition and meetings of its committees is provided			
Chairman and Members	Category	Meetings held during the tenure of directors	Meetings attended
Mr. Neeraj Kanodia	Chairman	4	4
Mr. Narendra Shankar Sathe	Member	4	4
Mr. Prem Nandan Mehra	Member	4	2

NOMINATION AND REMUNERATION COMMITTEE AND POLICY

As per the provisions of Section 178 of the Companies Act, 2013, The Nomination and Remuneration Committee of the Board of Directors of the company has an optimum composition of Executive, Non-executive and Independent Director as required under the Act and the members of Nomination and Remuneration Committee met 5 (Five) times during the year on 15th May,2017, 18th August,2017, 10th October,2017, 10th November 2017 and 25th February,2018.

During the year under review, the committee was re-constituted and approved by board at its meeting held on 10th October,2017 to appoint Mrs. Vimi Sinha as member in place of Mr. P. N. Mehra.

The details of the composition and meetings of its committees is provided:

Chairman and Members	Category	Meetings held during the tenure of directors	Meetings attended
Mr. Narendra Shankar Sathe	Chairman	5	5
Mr. Neeraj Kanodia	Member	5	5
Mr. Prem Nandan Mehra	Member replaced	3	1
Mrs. Vimi Sinha	Member appointed	2	2

CORPORATE SOCIAL RESPONSIBLITIES COMMITTEE

The Board has constituted the Corporate Social Responsibility Committee and based on the recommendation of the Committee approved the CSR Policy of the Company in accordance with Section 135 of the Act and rules made thereunder and the members of CSR Committee met 2 (Two) times during the year on 10th October, 2017 and 10th February,2018.

The details of the composition and meetings of its committees is provided:

Chairman and Members	Category	Meetings held during the tenure of directors	Meetings attended
Mr. Atul Mehra	Chairman	2	2
Mr. Narendra Shankar Sathe	Member	2	2
Mr. Neeraj Kanodia	Member	2	2

STAKEHOLDER'S RELATIONSHIP COMMITTEE

During the year under review, the Board has constituted this committee on 18th September 2017, as per the provisions of Section 178 of the Companies Act, 2013, the Stakeholder's Relationship Committee of the Board of Directors of the company has an optimum composition of Executive, Non-executive and Independent Director as required under the Act and the members of Stakeholder's Relationship Committee met 1 (Two) time during the year on 21st March,2018.

The details of the composition and meetings of its committees is provided:

Chairman and Members	Category	Meetings held during the tenure of directors	Meetings attended
Mr. Narendra Shankar Sathe	Chairman	1	1
Mr. Atul Mehra	Member	1	1
Mr. Mahendra Kumar Singh	Member	1	1

Mrs. Vimi Sinha	Member	1	1
Mr. Neeraj Kanodia	Member	1	1

*Company Secretary, Ms. Nishi, is the secretary to the Committees.

f. PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013

Particulars of loans, guarantees and investments under Section 186 of the Companies Act, 2013 are provided in the notes to the financial statements for the year ended March 31, 2018. During the year under review, company has not made any Loans, guarantee, and investment requiring compliance of Section 186(3) of the Companies Act, 2013.

g. BOARD EVALUATION

Pursuant to the provisions of section 134(3)(p) the Companies Act, 2013, the Board of directors of the company is committed to get its performance evaluated in order to identify its strength and areas in which it may improve its functioning. In this regard, the Nomination and Remuneration Committee has established the process for evaluation of the performance of Directors, including the Independent Directors.

The company has devised a policy naming (Nomination & Remuneration Policy) for performance evaluation of Independent Directors, Board, Committees and other individual directors which includes the criteria and process for the performance evaluation of the Executive/ Non executive directors and Committees and board as a whole. The policy is uploaded on the website of the company i.e www.tastydairy.com.

During the year under review as per the policy for the performance evaluation, formal annual evaluation of the performance of the Directors, including independent directors, the board and its committees was made by the Nomination & Remuneration Committee in their respective meetings.

h. POLICY ON APPOINTMENT AND REMUNERATION OF DIRECTORS, KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT OF THE COMPANY

The Board has, on the recommendation of the Nomination & Remuneration Committee, framed a Nomination and Remuneration policy namely "Nomination & Remuneration Policy" in line with the requirement of Section 178 of the Companies Act, 2013 The policy inter alia provides the procedure for

selection, appointment and remuneration of Directors and Key Managerial Personnel, including criteria for determining qualifications, positive attributes, and independence of Directors.

i. CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES

All contracts/transactions entered into by the Company during the financial year with related parties were in the ordinary course of business and on an arm's length basis.

No material Related Party Transactions, i.e. transactions exceeding ten percent of the annual turnover as per the last audited financial statements, were entered during the year by your Company. Accordingly, the disclosure of Related Party Transactions as required under Section 134(3)(h) of the Act in Form AOC-2 is not applicable.

All Related Party Transactions are placed before the Audit Committee for review and approval. Prior omnibus approval is obtained for Related Party Transactions for transactions which are of repetitive nature and entered in the ordinary course of business and are at arm's length. All Related Party Transactions are subjected to independent review by a reputed accounting firm to establish compliance with the requirements of Related Party Transactions under the Act and SEBI LODR Regulations.

j. RISK MANAGEMENT POLICY

The Company has a Risk Management Policy to identify, evaluate business risks and opportunities. This framework seeks to create transparency, minimize adverse impact on the business objectives and enhance the Company's competitive advantage.

The business risk framework defines the risk management approach across the enterprise at various levels including documentation and reporting.

k. <u>PARTICULARS OF EMPLOYEES</u>

a) The employees of the Company continue to render their full co-operation and support to the Management. The Directors wish to place on records their appreciation to all the employees for their co-operation.

b) Information as per Section 197(2) of the Act read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personal) Amendment Rules, 2016 forming part of the Director's Report for the year ended 31st March, 2018 is not required to be furnished as no

employees was employed for Rs.1,02,00,000/- or more per year or Rs.8,50,000/- or more per month for any part of the Year.

l. REPORTING UNDER THE PROVISIONS OF SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The company has in place a policy for prevention of sexual harassment in accordance with the requirements of the Sexual Harassment of women at workplace (Prevention, Prohibition & Redressal) Act, 2013.

The Company has framed proper policy to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy. As per Section 22 and 28 of the Sexual harassment of Women at Workplace (prevention, prohibition and redressal) Act, 2013, the Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment.

The following is the summary of sexual harassment complaints received and disposed off during the financial year 2017-18.

No of Complaints Received	NIL
No of Complaints Disposed off	NIL

m. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has in place adequate internal financial controls with reference to financial statements. The Board has adopted policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the 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 disclosures.

n. CORPORATE SOCIAL RESPONSIBILITY

As part of its initiatives under "Corporate Social Responsibility" ("CSR"), the Company has spent on the activities in the areas of Education, health, safe drinking water, eradicating hunger in terms of its "Corporate Social Responsibility Policy" ("CSR Policy"). These activities are largely in accordance with Schedule VII of the Companies Act, 2013.

The Annual Report on CSR activities in the prescribed format under the Companies (Corporate Social Responsibility Policy) Rules, 2014 is attached as "**ANNEXURE-D".**

o. MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

Management's Discussion and Analysis Report for the year under review, is presented in a separate section forming part of the Annual Report and is annexed herewith as **"ANNEXURE -E ".**

p. CEO/ CFO CERTIFICATION:

In terms of Regulation 17(8) of the Listing Regulations, the CFO has certified to the Board of Directors of the Company with regard to the financial statements and other matters specified in the said regulation for the financial year 2017-18. The certificate received from CFO is attached herewith as per **"ANNEXURE – F".**

q. LISTING FEES:

The Company affirms that the annual listing fees for the year 2018-19 to The Bombay Stock Exchange Limited (BSE) has been duly paid.

r. VIGIL MECHANISM AND WHISTLE BLOWER MECHANISM

Pursuant to the provisions of Section 177(9) of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014, the company has established a vigil mechanism for Directors and Employees to report their concerns about unethical behavior, genuine concerns, actual or suspected fraud or violation of the company's Code of Conduct.

The mechanism provides for adequate safeguards against victimization of Directors and employees who avail the vigil mechanism. In exceptional cases, Directors and employees have direct access to the Chairman of the Audit Committee. The detailed disclosure of the Vigil Mechanism & Whistle Blower Policy.

However, our Company being listed on SME Exchange – "BSE SME Platform" is exempt under Regulation 22 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

s. COMPANY CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION (UPSI)

The Board of Directors has code of practices and procedures for fair disclosure of unpublished price sensitive information (UPSI) in accordance with the requirements of the SEBI (Prohibition of Insider Trading) Regulation, 2015. Under this code the company lays down guidelines and procedures and principals to be followed, and disclosures to be made while dealing with shares of the Company, as well as the consequences of violation.

The policy has been formulated to regulate, monitor and ensure reporting of deals by employees and connected persons to maintain the highest ethical standards of dealing in Company securities.

The Insider Trading Policy of the Company covering code of practices and procedures for fair disclosure of unpublished price sensitive information (UPSI), is available on our website i.e www.tastydairy.com.

u. COMPLIANCE WITH THE CODE OF CONDUCT

The Board has formulated code of Conduct for the Board Members and Senior Management of the company, which has been posted on the website of the company. It is affirmed that all the directors and senior management have complied with the code of conduct framed by the company and confirmation from all the directors, KMP and senior management has been obtained in respect of the F/y 31st March 2018. **"Annexure- G".**

v. SHARE PRICE DATA

Our Company got listed at SME platform of Bombay Stock Exchange Ltd. i.e. BSE SME Platform on 21st February,2018. The company's month wise share price data i.e from February 2018 to 31st August 2018 is mentioned below :

SHARE PRICE MOVEMENT DATA(MONTHLY)

Month	High	Low
February, 2018	53.50	46.05
March, 2018	52.85	40
April, 2018	48.50	43.75
May, 2018	43.1	42
June, 2018	42.10	33.70
July, 2018	39.05	32.05
August, 2018	38.65	35.50

w. CORPORATE GOVERNANCE

Your company has been complying with the good corporate governance over the years and is committed to the highest standards of compliance. Pursuant to the Regulations 15 (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the compliance with the corporate governance provisions as specified in the Regulations 17 to 27 and clauses (b) to (i) of Regulations 46(2) and Para C, D, and E of Schedule V shall not apply to the company whose specified securities are listed on the SME Exchange. Therefore, the Corporate Governance Report is not applicable on the company and therefore not provided by the Board.

However, your Company has incorporated the appropriate standards for corporate governance and has complied with the Regulation 17 to 27 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

ACKNOWLEDGEMENTS

The directors place on record their sincere appreciation for the assistance and co-operation extended by Bank, its employees, its investors and all other associates and look forward to continue fruitful association with all business partners of the company.

By the order of Board of
for Tasty Dairy Specialities Limited

PREM NANDAN MEHRA
Director
DIN : 01036877

MAHENDRA KUMAR SINGH
Director
DIN : 0272750

Date : August 31, 2018
Place : Kanpur

"ANNEXURE-A" to the Directors' Report

COMPOSITION OF THE BOARD OF DIRECTORS

The composition of the Board of as on 31st March 2018 was as follows:

Category	No. of Directors
Executive Directors	3
Non-Executive Directors	
Independent Non-Executive Director	2
Independent Women Director	1
Total	6

During the year under review, Mr. Atul Mehra, Whole time director of the company has been appointed as Chairman of the company and final approval was made at Annual General Meeting held on 30.09.2017. Further, the appointment of Mrs. Vimi Sinha has been regularized as Independent Director from Non-executive category and the declaration of her independence has been taken on record at the board meeting as well as last annual general meeting.

By the order of Board of
for Tasty Dairy Specialities Limited

PREM NANDAN MEHRA
Director
DIN : 01036877

MAHENDRA KUMAR SINGH
Director
DIN : 0272750

Date : August 31, 2018
Place : Kanpur

"ANNEXURE-B" to the Directors' Report

EXTRACT OF ANNUAL RETURN AS ON THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2018
[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

Form no. MGT – 9

I. REGISTRATION AND OTHER DETAILS	
CIN	U15202UP1992PLC014593*
Registration Date	30/07/1992
Name of the Company	Tasty Dairy Specialities Limited
Category / Sub – Category of the Company	**Category:** Company limited by share **Sub–Category:** India Non-Government Company
Address of the Registered Office and contact details	D-3, UPSIDC Industrial Area, Jainpur-Kanpur Dehat- 209 311. Tele fax No.: 0512-2551643 Email: info@tastydairy.com
PAN of the Company	AAACT6936H
Whether listed company	YES BOMBAY STOCK EXCHANGE LIMITED (SME- Platform)
Name, Address and contact details of Registrar and Transfer Agent, if any.	BIGSHARE SERVICES PVT. LTD. 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai -400059 Tel. : 022-62638200 Fax. : 022-62638299 E-mail: investor@bigshareonline.com Website: www.bigshareonline.com

*(**Note**- Application has been submitted with ROC for change in CIN from Unlisted to Listed, yet to be processed by ROC)

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY			
All the business activities contributing 10% or more of the total turnover of the Company shall be stated:			
Sl. No.	**Name and Description of main products / services**	**NIC Code of the Product / Service*** **	**% to total turnover of the Company**
1.	Skimmed Milk Powder (SMP/SMS)	10502	19.45%
2.	Milk Liquid	10501	63.48%
3.	Ghee/ Butter/ Fat	10504	13.57%

*** As per NIC – 2008 issued by the Ministry of Statistics and Programme Implementation.

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES
None

IV. SHAREHOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY)									
(i) CATEGORY-WISE SHAREHOLDING									
Category of Shareholder	No of shares held at the beginning of the year				No of shares held at the end of the year				% change during the year
	De mat	Physical	Total	% of Total shares	Demat	Physical	Total	% of Total shares	
A. Promoters									
(1) Indian									
a. Individual / HUF		899,640	899,640	99.96	14994000	-	14994000	73.39	--26.57
b. Central Govt.								-	-
c. State Govt.(s)	-	-	-	-	-	-	-	-	-
d. Bodies Corporate	-	-	-	-	-	-	-	-	-
e. Banks / FIs	-	-	-	-	-	-	-	-	-
f. Any other	-	-	-	-	-	-	-	-	-
Sub-total (A)(1)		**899,640**	**899,640**	**99.96**	**14994000**	**-**	**14994000**	**73.39**	**-26.57**
(2) Foreign									
a. NRIs – Individuals	-	-	-	-	-	-	-	-	-
b. Other – Individuals	-	-	-	-	-	-	-	-	-
c. Bodies Corporate	-	-	-	-	-	-	-	-	-
d. Banks/FI	-	-	-	-	-	-	-	-	-
e. Any other	-	-	-	-	-	-	-	-	-
Sub-total (A)(2) Total shareholding of Promoters	-	**899,640**	**899,640**	**99.96**	**14994000**	**-**	**14994000**	**73.39**	**-26.57**
Other Promoters		-	-	-	3000	-	3000	0.01	0.01

Group holding									
Total shareholding of promoter & Promoter Group(A)*		**899,640**	**899,640**	**99.96**	**14997000**	**-**	**14997000**	**73.41**	**26.55**
		-							
B. Public shareholding									
1. Institutions									
a. Mutual Funds	-	-	-	-	-	-	-	-	-
b. Banks / FIs	-	-	-	-	-	-	-	-	-
c. Central Govt.	-	-	-	-	-	-	-	-	-
d. State Govt.(s)	-	-	-	-	-	-	-	-	-
e. VCFs**	-	-	-	-	-	-	-	-	-
f. Insurance Companies	-	-	-	-	-	-	-	-	-
g. FIIs	-	-	-	-	-	-	-	-	-
h. FVCFs***	-	-	-	-	-	-	-	-	-
i. Others (Specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1)	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
2. Non-institutions									
a. Bodies Corporate	-	-	-	-	-	-	-	-	-
i. Indian	-	-	-	-	922063	NIL	922063	4.51	4.51
ii. Overseas	-	-	-	-	-	-	-	-	-
iii.ESOP	-	-	-	-	-	-	-	-	-
b. Individuals	-	-	-	-	-	-	-	-	-
i. Individual shareholders holding nominal share capital upto Rs. 2	-	360	360	0.04	2042503	NIL	2042503	9.99	9.95

Lakh									
i. Individual shareholders holding nominal share capital in excess of Rs. 2 Lakh	-	-	-	-	1962000	-	1962000	9.60	9.60
c. Others (specify) a) CLEARING MEMBER	-	-	-	-	419434	NIL	419434	2.05	2.05
b) DIRECTOR RELATIVE		-	-	-	3000	NIL	3000	0.01	0.01
c) NON RESIDENT INDIANS (NRI)		-	-	-	84000	NIL	84000	0.41	0.41
Sub-total (B)(2)	-	**360**	**360**	**0.04**	**5433000**	**NIL**	**5433000**	**26.59**	**26.55**
Total Public shareholding (B)****	-	**360**	**360**	**0.04**	**5433000**	**NIL**	**5433000**	**26.59**	**26.55**
C. Shares held by custodian for GDRs and ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	**-**	**9,00,000**	**9,00,000**	**100**	**20430000**	**NIL**	**20430000**	**100**	**100**

* Total shareholding of promoter & Promoters Group (A) = (A) (1)Promoters + (A) (2) Promoter group (relative)

** Venture Capital Funds

*** Foreign Venture Capital Funds

**** Total Public shareholding (B) = (B)(1) + (B)(2)

IV. SHAREHOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY)								
(ii) SHAREHOLDING OF PROMOTERS								
Sl.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of shares	% of total shares of the Company	% of shares pledged / encumbered to total shares	No. of shares	% of total shares of the Company	% of shares pledged / encumbered to total shares	
1.	Mr. Atul Mehra	88,740	9.86%	-	1479000	7.24	-	-2.62
2.	Mr. Prem Nandan Mehra	900	0.10%	-	15000	0.07	-	-0.03
3.	Mrs. Sonia Mehra	810000	90%	-	13500000	66.08	-	-23.92
	Total	**899,640**	**99.96%**	**-**	**14994000**	**73.39%**	**-**	**Nil**

IV. SHAREHOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY)					
(iii) CHANGES IN PROMOTERS' SHAREHOLDING					
Sl. No.	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.	Mr. Atul Mehra	88,740	9.86%	1479000	7.24
2.	Mr. Prem Nandan Mehra	900	0.10%	15000	0.07
3.	Mrs. Sonia Mehra	810000	90%	13500000	66.08

Shareholding Pattern of top ten Shareholders (other than Directors, promoters and holders of GDRs and ADRs):					
S. No.		**Shareholding at the beginning of the year**		**Cumulative Shareholding during the year**	
	For each of the Top 10 Shareholders	**No. of Shares**	**% of Total shares of the company**	**No. of Shares**	**% of total shares of the company**
1.	NNM SECURITIES	-	-	453000	2.22
2.	MR. ATUL KANODIA	-	-	207000	1.01
3.	R. WADIWALA SECURITIES PRIVATE LIMITED	-	-	117000	0.57
4.	ANVESHAN MULTISOLUTIONS LLP	-	-	108000	0.53
5.	TANVI JIGNESH MEHTA	-	-	105000	0.51
6.	LINCOLN P COELHO	-	-	102000	0.50
7.	RITABEN JANAKRAI SONAGARA	-	-	75000	0.36
8.	JAINAM SHARE CONSULTANTS PVT. LTD - COLLATERAL ACCOUNT	-	-	75000	0.36
9.	ASHISH SIKKA	-	-	63000	0.31
10.	RUHI RAVINDER GUPTA	-	-	57000	0.28
Total		**-**	**-**	**1362000**	**6.67%**

IV. SHAREHOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY)					
(v) SHAREHOLDING OF DIRECTORS AND KEY MANAGERIAL PERSONNEL					
Sl. No.	**For each of the Directors or KMP**	**Shareholding at the beginning of the year**		**Cumulative shareholding during the year**	
		No. of shares	**% of total shares of the company**	**No. of shares**	**% of total shares of the company**
1.	MR. ATUL MEHRA				
	At the beginning of the year	88,740	9.86%	1479000	7.24%
	Changes during the year Date Reason - -	28.09.2017 Bonus allotment and pursuant to subdivision of face value of per Shares			
	At the end of the year	88,740	9.86%	1479000	7.24%
2.	MR PREM NANDAN MEHRA				
	At the beginning of the year	900	0.1%	15000	0.07%
	Changes during the year Date Reason - -	28.09.2017 Bonus allotment and pursuant to subdivision of face value of per Shares			
	At the end of the year	900	0.1%	15000	0.07%
3.	MR. NARENDRA SHANKAR SATHE				
	At the beginning of the year	90	0.01%	1500	0.01%
	Changes during the year Date Reason	28.09.2017 Bonus allotment and pursuant to subdivision of face value of per Shares			
	At the end of the year	90	0.01%	1500	0.01%
Total Shareholding of Directors		**89,730**	**9.97%**	**1495500**	**7.32%**

V. INDEBTEDNESS

INDEBTEDNESS OF THE COMPANY INCLUDING INTEREST OUTSTANDING / ACCRUED BUT NOT DUE FOR PAYMENT (in Rs)

Particulars	Secured loans excluding deposits	Unsecured loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
(i) Principal amount	450,488,077.87	27,78,353.08	-	453,266,430.95
(ii) Interest due but not paid	-	-	-	-
(iii) Interest accrued but not due	-	-	-	-
Total (i + ii + iii)	**450,488,077.87**	**27,78,353.08**	**-**	**453,266,430.95**
Change in indebtedness during the financial year				
(+)Addition	-	51,247,672.73	-	
(-)Reduction	167,784,371.09	-	-	
Net Change	167,784,371.09	51,247,672.73	**-**	**219,032,043.84**
Indebtedness at the end of the financial year				
(iv) Principal amount	282,703,706.78	54,026,025.81	-	336,729,732.59
(v) Interest due but not paid	-	-	-	-
(vi) Interest accrued but not due	-	-	-	-
Total (iv + v + vi)	**282,703,706.78**	**54,026,025.81**	**-**	**336,729,732.59**

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL (in Rs.)					
A. REMUNERATION TO MANAGING DIRECTOR, WHOLE TIME DIRECTOR AND / OR MANAGER					
Sl.	**Particulars of remuneration**	**Name**	**Name**	**Name**	**Total Amount**
1.	**Gross Salary**	**Mr. Atul Mehra**	**Mr. Prem Nandan Mehra**	**Mr. Mahendra Kumar Singh**	
	a. Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	Rs. 60,00,000	Rs. 1,44,000	Rs. 2,65,000	Rs. 64,09,000
	b. Value of perquisites under Section 17(2) of the Income Tax Act, 1961				
	c. Profit in lieu of salary under Section 17(3) of the Income Tax Act, 1961				
-	**Stock Options**				
3.	**Sweat Equity**				
4.	**Commission**				
	- as % of profit				
	- others (specify)				
5.	Others (specify)				
	Total (A)	**Rs. 60,00,000**	**Rs. 1,44,000**	**Rs. 2,65,000**	**Rs. 64,09,000**
	Ceiling as per the Act	**Rs.77,48,073.69**			

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL (in Rs.)					
B. REMUNERATION TO OTHER DIRECTORS					
Sl. No.	**Particulars of remuneration**	**Name of Directors**			**Total Amount**
		MR. NEERAJ KANODIA	MR. NARENDRA S. SATHE	MRS. VIMI SINHA	
1.	**Independent Directors**				
	Fees for attending board / committee meetings	Rs.11000.00	Rs.11000.00	Rs.7700.00	Rs.29,700.00
	Commission				
	Others (specify)				
	Total (1)	Rs.11000.00	Rs.11000.00	Rs.7700.00	Rs.29,700.00
2.	**Other Non-Executive Directors**				
	Fees for attending board / committee meetings	NIL	NIL	NIL	
	Commission	NIL	NIL		NIL
	Others (specify)	NIL	NIL		NIL
	Total (2)	**NIL**	**NIL**		**NIL**
	Total (B) = (1 + 2)	**NIL**	**NIL**		**NIL**
	Total Managerial Remuneration	**NIL**	**NIL**		**NIL**
	Overall ceiling as per the Act	**NIL**	**NIL**		**NIL**

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL (in Rs.)					
C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD					
Sl. No.	**Particulars of remuneration**	**Key Managerial Personnel**			**Total Amount** (in Rs)
1.	**Gross Salary**	**Mr. Rakesh K. Yadav** Chief Financial Officer	CEO	**Ms. Nishi Sheikh** Company Secretary	
	a. Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	3,36,000	Nil	93,000	4,29,000
	b. Value of perquisites under Section 17(2) of the Income Tax Act, 1961	Nil	Nil	Nil	Nil
	c. Profit in lieu of salary under Section 17(3) of the Income Tax Act, 1961	Nil	Nil	Nil	Nil
2.	**Stock Options**	Nil	Nil	Nil	Nil
3.	**Sweat Equity**	Nil	Nil	Nil	Nil
4.	**Commission**	Nil	Nil	Nil	Nil
	- as % of profit	Nil	Nil	Nil	Nil
	- others (specify)	Nil	Nil	Nil	Nil
5.	**Others (specify)**				
	Total (A)	**3,36,000**	**Nil**	**93,000**	**4,29,000**

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES					
Type	**Section of the Companies Act**	**Brief Description**	**Details of Penalty / Punishment / Compounding Fees imposed**	**Authority [RD / NCLT / Court]**	**Appeal made, if any (give details)**
A. COMPANY					
Penalty	None				
Punishment					
Compounding					
B. DIRECTORS					
Penalty	None				
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty	None				
Punishment					
Compounding					

By the order of Board of
for Tasty Dairy Specialities Limited

PREM NANDAN MEHRA
Director
DIN : 01036877

MAHENDRA KUMAR SINGH
Director
DIN : 0272750

Date : August 31, 2018
Place : Kanpur

"ANNEXURE-C" to the Directors' Report

BOARD MEETINGS HELD DURING THE 2017-18

S. No.	Date of Meetings	Total Number of Directors as on the date of meeting	Attendance	
			Number of Director attended	as %age of total Director
1	20/04/2017	6	6	100
2	09/06/2017	6	6	100
3	19/07/2017	6	6	100
4	10/08/2017	6	6	100
5	21/08/2017	6	6	100
6	30/08/2017	6	6	100
7	11/09/2017	6	3	50
8	18/09/2017	6	6	100
9	28/09/2017	6	6	100
10	10/10/2017	6	3	50
11	10/11/2017	6	5	83
	11/11/2017	6	6	100
12	08/12/2017	6	5	83
13	01/01/2018	6	3	50
14	04/01/2018	6	6	100
15	10/01/2018	6	5	83
16	08/02/2018	6	3	50
17	10/02/2018	6	5	83
18	17/02/2018	6	5	83
19	31/03/2018	6	6	100

EXCLUSIVE MEETING OF INDEPENDENT DIRECTOR

S. No.	Date of Meetings	Total Number of Directors as on the date of meeting	Attendance	
			Number of Director attended	as %age of total Director
1	10.10.2017	3	3	100

COMMITTEE MEETINGS HELD DURING THE YEAR 2017-18

1. CSR COMMITTEE MEETINGS DURING THE YEAR 2017-18

S. No./ Meeting no.	Date of Meetings	Total Number of Directors as on the date of meeting	Attendance	
			Number of Director attended	as %age of total Director
1	10/10/2017	3	3	100
2	10/02/2018	3	3	100

*In attendance, Company Secretary in both first and second meetings.

2. AUDIT COMMITTEE MEETINGS DURING THE YEAR 2017-18

S. No./ Meeting no.	Date of Meetings	Total Number of Directors as on the date of meeting	Attendance	
			Number of Director attended	as %age of total Director
1	28.06.2017	3	3	100
2	21.08.2017	3	3	100

3	12.12.2017	3	2	67
4	21.03.2018	3	2	67

*In attendance, Company Secretary and Chief Financial Officer in Meeting.no.03 and 04

3. NOMINATION AND REMUNERATION COMMITTEE MEETING HELD DURING THE YEAR 2017-18

S. No.	Date of Meetings	Total Number of Directors as on the date of meeting	Attendance	
			Number of Director attended	as %age of total Director
1	15/05/2017	3	2	67
2	18/08/2017	3	2	67
3	10/10/2017	3	3	100
4	10/11/2017	3	3	100
5	25/02/2018	3	3	100

4. STAKEHOLDERS RELATIONSHIP COMMITTEE MEETING HELD DURING THE YEAR 2017-18

S. No.	Date of Meetings	Total Number of Directors as on the date of meeting	Attendance	
				as %age of total Director
1	21/03/2018	5	5	100

*Company Secretary in Attendance and Secretary to the Committee.

By the order of Board of
for Tasty Dairy Specialities Limited

PREM NANDAN MEHRA
Director
DIN : 01036877

MAHENDRA KUMAR SINGH
Director
DIN : 0272750

Date : August 31, 2018
Place : Kanpur

TASTY DAIRY SPECIALITIES LIMITED

"Annexure-D" to the Boards' Report

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES FOR THE FY 2017-18 TO BE INCLUDED IN THE DIRECTORS' REPORT:

1. A brief outline of the Company's CSR policy, including overview of projects or program proposed to be undertaken and a reference to the CSR policy and projects or program is shown in website of the company:

   Tasty Dairy Specialities Limited (TDSL) has been continuously involved in holistic development of the society. TDSL furthered its deliverables on social responsibility by strengthening and improving lives of under privileged and marginalized communities. The social initiatives encompassing Availability of Safe Drinking Water, Women Empowerment, Farmer Capacity Building Activities/Seminars, Healthcare initiatives viz Eye Testing Camps, Blood Checking Camp, Child Education, Water Sanitation, Rural Development Projects etc. were taken.

2. **The Composition of the CSR Committee**
   The company has constituted a CSR Committee of directors comprising of following director members
   - Mr Atul Mehra (Chairman of Committee)
   - Mr. Neeraj Kanodia (Independent Director)
   - Mr. Narendra Shankar Sathe (Independent Director)

3. Average net profit of the Company for last three financial years: Rs.5,90,26,683.76 /-
4. Prescribed CSR Expenditure : Rs.11,83,000.00/-
   (2% of the amount as in item 3 above)

5. Details of CSR spent during the financial year:

   a) Total amount to be spent for the financial year 2016-17: Rs. 11,83,000/-

   b) Amount unspent, if any : Rs.6,10,660.00

   During the year under review your Company has spent Rs. 14,86,867.00 towards Corporate Social Responsibility which includes such expenses incurred out of unspent amount of earlier years.

c) **Manner in which the amount spent during the financial year is as follows :**

Sl No.	Program Name	CSR Projects or Activity Identified	Sector in which the Projects is Covered	Area/ Location	Amount Outlay Project (In Rs.)	Amount spent on the project a) Direct expenditure on projects or programs b) Overheads	Cumulative Expenditure upon to the reporting period	Amount spent (Direct or implementing, agency)
1	Water Support and Drinking Water Project	Sending water tankers in drought areas	Clean drinking Water Support	Bundelkhand, Uttar Pradesh	495578	495578	495578	Direct
2	Food Distribution	Eradicating Hunger and Poverty	Support to SwarajVridhya Ashram	Kanpur, U.P.	185042	185042	185042	Direct
3	Farmer Seminar/ Workshop	Training Agriculture Labour on skill development	Capacity Building Workshop and Education for Farmers	100 Km Around Kanpur Dehat	298433	298433	298433	Direct
4	Cattle health Check up	Protection of Flora and Fauna	Financial Aid for Animals/ Cattle Health	Kanpur Dehat, U.P.	257867	257867	257867	Direct

			check-up (Animal Welfare)					
5	Medical Aid for students	Free Eye Check-up Camp	Promoting Health care including preventive health care	Kanpur, U.P.	70996	70996	70996	Direct
6	Education Aid	Distribution of school bags to school children	Promoting Education	Kanpur Nagar /Dehat, U.P.	178950	178950	178950	Direct
	TOTAL				**1486866**	**1486866**	**1486866**	

CSR Committee confirms that the implementation and monitoring of CSR Policy, is in compliance with the CSR objectives and Policy of the Company, which may be amended or change from time to time at the committee.

Your Company is planning to spend the unspent amount on future projects which will be discussed and decided by the Committee from time to time. Your directors believes that we are forward looking for good opportunity for the same.

***for* TASTY DAIRY SPECIALITIES LIMITED**

Mr. ATUL MEHRA
Whole time Director
(Chairman of Committee)

"ANNEXURE- E"

MANAGEMENTS DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATION

The following discussion of our financial condition and results of operations should be read in conjunction with our financial statements as of and for the year ended March 31,2018 and the year ended March 31, 2017, prepared in accordance with Companies Act, 2013 to the extent applicable accounting standards and Indian GAAP, including the schedules, annexure and notes thereto and the reports thereon, included in '*Financial Statements'*.

This discussion contains forward-looking statements and reflects our current views with respect to future events and financial performance.

INDUSTRY STRUCTURE AND DEVELOPMENT

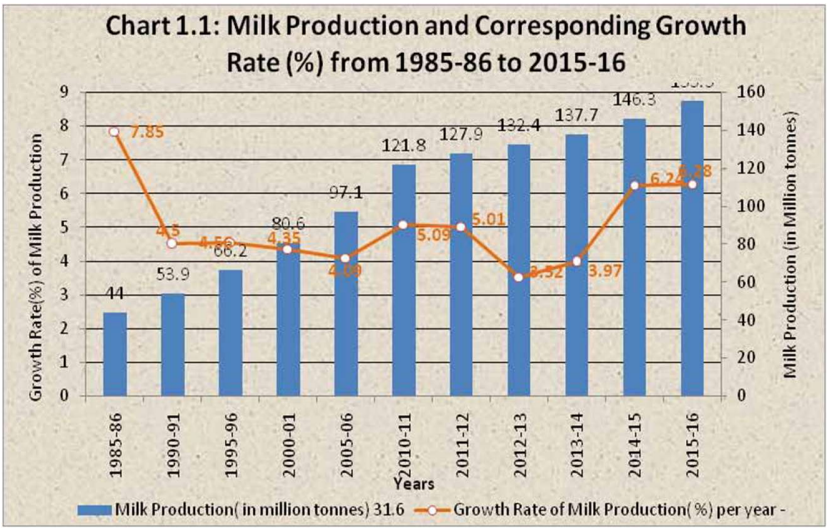
Overview of Indian economy

Dairy activities have traditionally been integral to India's rural economy. The country is one of the largest producer of dairy products in the world and almost entire production is consumed by the nation. Despite being the world's largest producer, the dairy sector is by and large in the primitive stage of development and modernization. On the demand side, the situation is buoyant. With the sustained growth of the Indian economy and a consequent rise in the purchasing power during the last two decades, more and more people today are able to afford milk and value added dairy products. This trend is expected to continue with the sector experiencing a robust growth in demand in the short and medium run. If the impediments in the way of growth and development are left unaddressed, India is likely to face a serious supply - demand mismatch and it may gradually turn into a substantial importer of milk and milk products.

The Indian economy expanded 6.3 percent year-on-year in the third quarter of 2017, above a 5.7 percent in the previous quarter which was the lowest in near three years, but below market expectations of a 6.4 percent. Investment and inventories growth rebounded, offsetting a slowdown in both private and public spending. GDP Annual Growth Rate in India averaged 6.12 percent from 1951 until 2017, reaching an all-time high of 11.40% in the first quarter of 2010 and a record low of -5.20 percent in the fourth quarter of 1979.

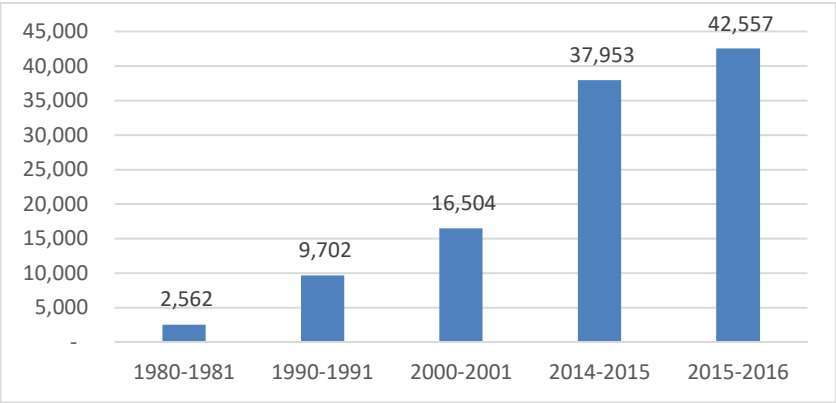
Milk Production

India continues to be the largest producer of milk in world. Several measures have been initiated by the Government to increase the productivity of livestock, which has resulted in increasing the milk production significantly from the level of 102.6 million tonnes at the end of the Tenth Plan (2006-07) to 127.9 million tonnes at the end of the Eleventh Plan (2011-12). Milk production during 2014-15 and 2015-16 is 146.3 million tonnes and 155.5 million tonnes respectively showing an annual growth of 6.27% per capita availability of milk is around 337 grams per day in 2015-16 production of milk and corresponding growth rate (%) per year from 1985-86 to 2015-16 is shown in chart



Source: http://dahd.nic.in/sites/default/files/Annual%20Report%202016-17.pdf

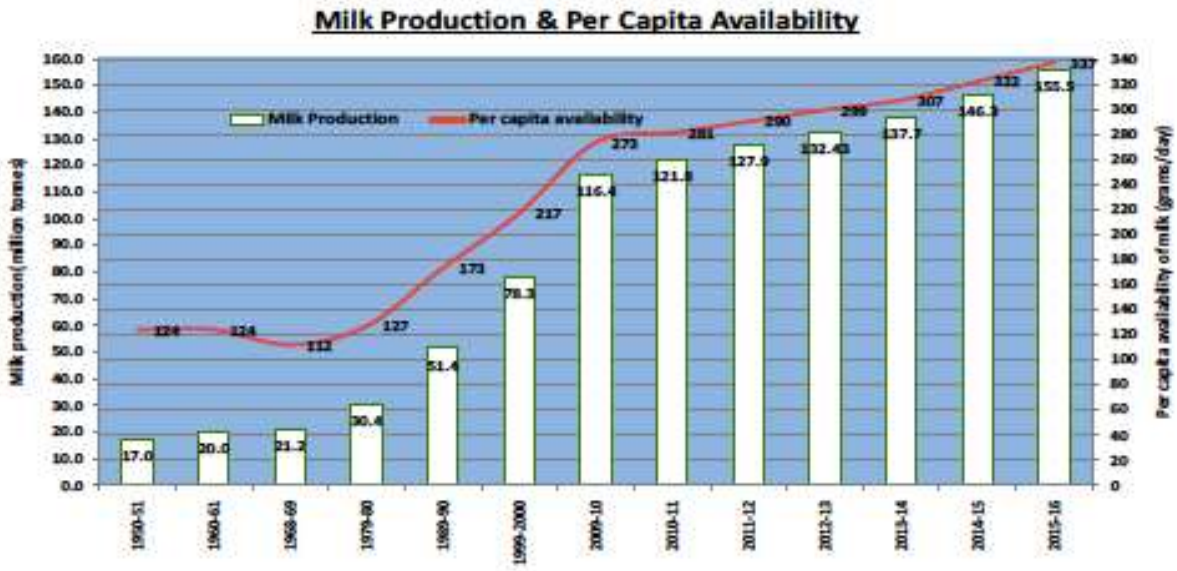
Milk Procurement (in thousands kilograms per day)



Source: http://www.nddb.org/sites/default/files/NDDB_AR_2015-16Eng.pdf

Dairy Development

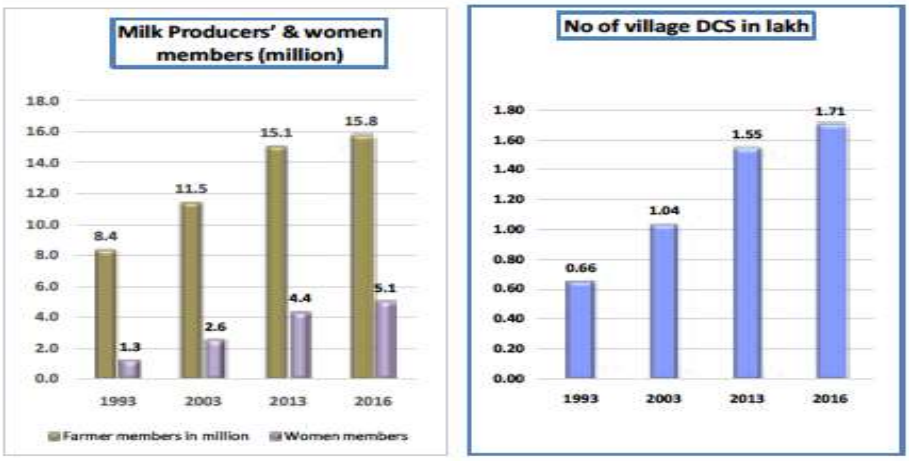
The Dairy sector in India has grown substantially over the years. As a result of prudent policy intervention, India ranks first among the world's milk producing nations, achieving an annual output of 155.49 million tonnes during the year 2015-16 as compared to 146.31 million tonnes during 2014-15 recording a growth rate of 6.27 %. FAO reported 1.8% increase in world milk production from 789 million tonnes in 2014 to 803 million tonnes in 2015. This represents a sustained growth in the availability of milk and milk products for growing population.



Source: http://dahd.nic.in/sites/default/files/Annual%20Report%202016-17.pdf

Dairying has become an important secondary source of income for millions of rural families and has assumed the most important role in providing employment and income generating opportunities particularly for women and marginal farmers. The per capita availability of milk has reached a level of 337 grams per day during the year 2015-16, which is more than the world average of 299 grams per day in 2015. Most of the milk in the Country is produced by small, marginal farmers and landless laborers. 198 dairy cooperative milk unions have covered about 15.83 million farmers under the ambit of 1,70,992 village level dairy corporative societies have procured an average of 42.55 million kgs per day of milk during the year 2015-16 as compared to 38 million kgs per day in the previous year recording a growth of 12%. The sale of liquid milk by the Cooperative Dairies has reached 32 million liters per day during the year 2015-16 as compared to 31.24 million liters per day registering a growth of 2.7% over the last previous year up to March 2016.The Cooperative Milk Unions.

Dairying in India : Cooperatives



Source: NDDB annual Report

Source: http://dahd.nic.in/sites/default/files/Annual%20Report%202016-17.pdf

BUSINESS OVERVIEW

Our Company was originally incorporated as a private limited company on 30th July, 1992 under the name Tasty Diary Specialities Private Limited vide certificate of Incorporation dated July 30, 1992, issued by the Registrar of Companies, Kanpur under the provisions of Companies Act 1956. Subsequently our Company was converted into a public limited company pursuant to special resolution passed at the Extra-ordinary General Meeting of our Company held on April 10, 2004 and the name of our company was changed to "Tasty Dairy Specialities Limited" Upon conversion into a public limited company, a fresh certificate of incorporation was issued by the Registrar of Companies, Kanpur on November 25, 2004. The Corporate Identification Number of our Company is U15202UP1992PLC014593, "U" is yet to be processed by ROC, application for the same has been submitted.

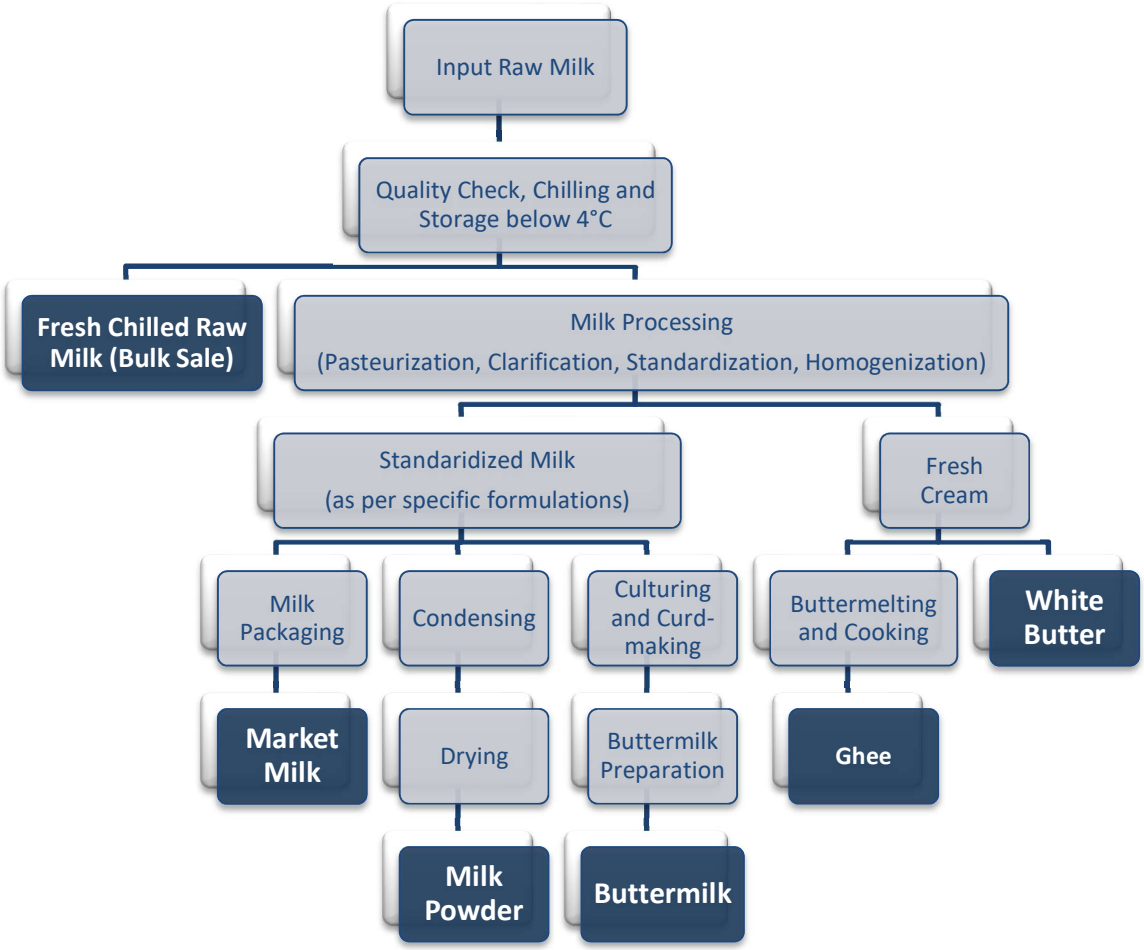
Our Company is currently involved in processing milk, along with bulk milk procurement and handling during season time which primarily caters to bulk and marquee institutional customers. Company is also involved in value added milk products like SMP, butter, ghee, dairy whitener, concentrated milk etc.

Our Company has wide range of quality dairy products under its umbrella which includes Pasteurized Liquid Milk, Cream, Butter (White/Salted), Pure Desi Ghee (Clarified Butter),Paneer (Fresh Cottage Cheese), Skimmed Milk Powder, Full Cream Milk Powder, Dairy Whitener, Instant Gulab Jamun Mix, Peda (a Indian Sweet), Mithai Powder etc., are packaged under the brand names "UJJWAL", "SHIKHAR", "VERIFRESH", "CIMA", "MITHAI MASTER" which are available in Uttar Pradesh, Madhya Pradesh and Bihar, whereas, the institutional products are supplied pan India. As of September 30, 2017, our distributor network included more than 20 distributors through which we serve a large number of retail outlets.

We have received several quality certifications relating to our products and production facilities, including ISO 22000:2005 certification from IRCLASS Systems and Solutions Private Limited for receipt of raw milk, processing, packaging, storage and dispatch of pasteurized milk and milk products. The company has made constant efforts in raising the bar by achieving various quality standards like BIS certificate from Bureau of Indian Standard in respect of skimmed milk powder, AGMARK quality certification for ghee, approval for processing and packaging of milk products for export by Export Council of India. Our products undergo stringent quality check and meet the highest standards set by our customers.

Manufacturing Process

The below mentioned flowchart reflects our manufacturing process



The brief manufacturing processes of some of our products are as follows:

Procurement of milk

All our production processes begin with the procurement of milk. We procure the Raw Milk directly from milk farmers and milk vendors from Kanpur and adjacent areas, which is a significant milk producing region in Uttar Pradesh. Our direct procurement model enables us to control costs and ensure quality of the raw milk procured by us. When milk arrives at the collection centre is examined for its Quality, Physical, Chemical as well as microbiological, Hygiene and Quantity. Our milk collection facilities have milk testing equipment and storage facilities, to test, collect and store raw milk at these milk collection facilities before being transported to our production facilities. Such inspections are operated by one or more of our employees before the milk are accepted. Post-demonetisation, the Company relies more on quality approved milk collection vendors than the collection centres in and across our raw milk procurement area. The price at which we purchase the milk is dependent on the quality of milk that is supplied to the milk collection facilities especially the Fat and Milk Solid-not-fat (MSNF) content in the raw milk supplied. Once approved and accepted, the raw milk is transported in specialized milk tanker vehicles to our production facilities.

Screening and testing

We have strict system in place and in-implementation to ascertain quality control standards for raw milk farmers and suppliers. We conduct screening and testing of the milk procured by us and for this purpose we have our own laboratory consisting of research and development team, which is situated within the premise of our production facility. Tests are conducted for the quality assurance which is based on the twenty six parameters including Fat test, SNF test, Temperature test, Color test, Acidity test, Salt test, Starch test, Sensory Quality of Milk, presence of any adulterants for good hygienic handling practices which in-turn contribute to its Microbiological Quality

Pasteurization

Pasteurization is the next step in Milk processing. Pasteurization means heating every particle of the milk or milk product to a Specific Temperature, holding for a defined duration at this temperature and Cooling below 4° C. The whole process enables destruction of 99.96% of pathogens and making milk safe for direct consumption besides extending its shelf-life to 3-days under refrigeration. We have established facility to undertake continuous Pasteurization Process, known as HTST (High Temperature Short Time) which eliminate involvement of human-touch and in-turn the probability of contamination. It makes the milk safe and healthy. It also improves the storage quality, so that milk and milk products can be stored for longer periods without being spoilt.

Clarification and Standardization

The cold raw milk passes through a centrifugal separator, which spins the milk through a series of conical disks inside an enclosure. A clarifier removes waste, bacteria, and other sediment that may be present in the raw

milk. For separation of milk we have installed three machineries, of Tetra Pack make, which has capacity to spin 10000 litres of milk per hour each.

After pasteurization, the milk is standardized as per the prevailing standards by taking in to cream separators for separation of excess cream from whole milk, if required, If the fat is partially removed in a manner that the final product contains 3% Fat, it is called Toned Milk and if the fat is completely removed from milk which leaves fat not more that 0.5%, it is called Skimmed Milk. The skimmed milk and pasteurised toned milk goes through standardization and then are packaged indifferent sizes of pouches for sale. Skim milk contains about 91% water

Homogenization

Homogenization is a mechanical process that breaks the large and uneven Fat globules into smaller uniform size that remain present in true solution and prevent gravity separation of milk in the form of cream layer formation. Homogenization improves viscosity of milk and appearance whiter. Homogenization is being done prior to Pasteurization, so as to prevent milk from deterioration of microbiological quality

Butter

Once pasteurization is done, Milk passes through separators where full cream milk is separated and milk cream is beaten vigorously in a churning cylinder until it thickens naturally into butter. The remaining liquid (buttermilk) is drained off, and the butter is mixed and blended. At this point, salt is sometimes added. The final product is, by regulation, at least 80% fat, about 16% water and 3% milk solids. After being weighed, cut, wrapped and chilled, the butter is delivered to your grocery store, ready for you to add to your favourite foods.

Clarified Butter (Ghee)

Ghee is obtained by clarification of milk fat at high temperature and is an indispensible part of religious and ceremonial rites and is prominent in the hierarchy of Indian dietary. Ghee can be stored for extended periods without refrigeration. The manufacturing process comprises two steps: separation of cream from milk and extraction of ghee from the cream. The cream less milk can be sold as toned milk. Ghee is sold in institutional as well as retail market. In retail market, it sold in different packages such as pouch, jar, tin, bottle, and carton with size starting from 15 grams to 1 kg. In institutional market, ghee is sold in 15kg tins to sweet shops, bakeries, hotels etc.

Milk Condensing and Drying -

During Milk Powder production water is removed by boiling the milk under reduced pressure at low temperature in a process known as evaporation. The resulting concentrated milk is then sprayed in a fine mist into hot air to remove further moisture thus forming a powder.

The left over skimmed milk, on the other side is sent to evaporators for evaporation of its water contents and to get its powder form through spray driers or roller driers. One purpose of drying milk is to preserve it. Milk powder has a far longer shelf life than liquid milk and does not need to be refrigerated, due to its low moisture content

OPPORTUNITY AND THREAT

Opportunities

- There are tremendous opportunity in B2C segment given rising inclination of end consuments to Branded Dairy Products which Tatsy dairy can tap by enetering in this segment through its new unit at D-5 UPSIDC INDUSTRIAL AREA JAINPUR, KANPUR DEHAT.

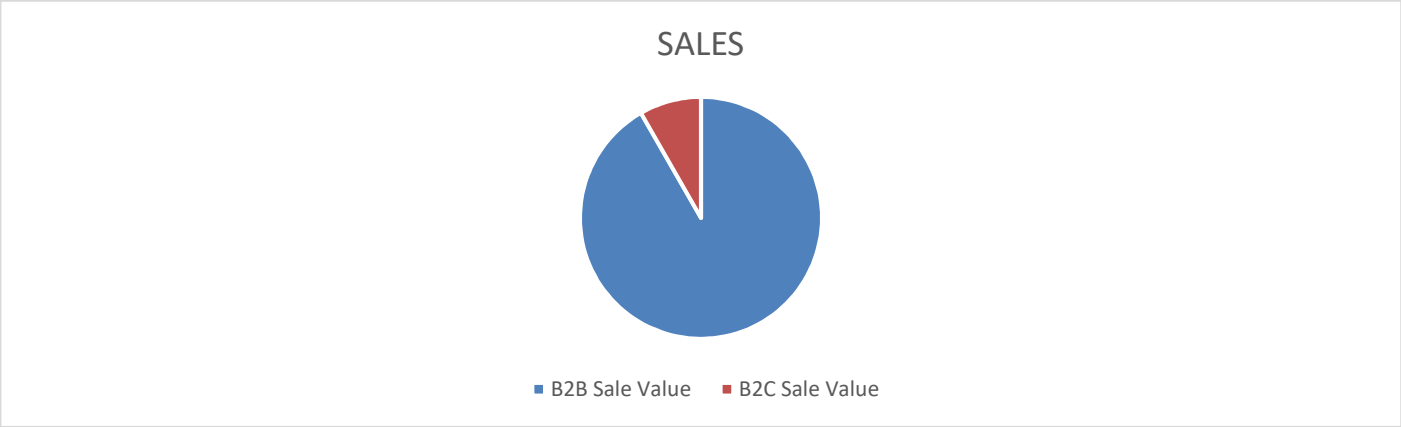
Threat

- Though the company has enough experience and seasoned professional to mitigate any business threat, the Company still may face stiff competition from the established big companies operating in B2C Segment of Dairy Products.

SEGMENT WISE AND PRODUCT WISE PERFORMANCE

SEGMENT WISE DETAILS:

TASTY DAIRY SPECIALITIES LIMITED FY - 2017-18	
B2B Sale Value	**91.74%**
B2C Sale Value	**8.62**



PRODUCT WISE DETAILS:

TASTY DAIRY SPECIALITIES LIMITED FY - 2017-18					
Sl. No.	**Item Name**	**Item Type**	**Qty.**	**Amount**	**Sale %age**
1	Milk	Manufactured	51828557.000	1942917014.00	58.55
2	Skimmed Milk Powder	Manufactured	3705100.000	645545053.75	19.45
3	Butter	Manufactured	1112689.000	325045053.00	9.79
4.	Ghee	Manufactured	441978.864	153648107.73	4.63
5.	Other Milk Products	Manufactured	4532315.000	251488772.69	7.58

PERFORMANCE REVIEW:

FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

Summary of the Results of Operation:

Particulars	For the year ended March 31,	
	2018	**2017**
Revenue:		
Revenue From Operations (Net Of Taxes)	33,186.44	23,879.13
As a % of Total Revenue	99.87%	99.90%
Other Income	44.37	23.91
As a % of Total Revenue	0.13%	0.10%
Total Revenue	**33,230.81**	**23,903.04**
Expenses:		
Cost of Material Consumed	30,794.56	21,495.42
Purchase Of Stock-in-Trade	-	-
Changes in Inventories of Finished Goods, Work-In-Progress	28.02	(161.07)

and Stock-in Trade		
Employee Benefit Expenses	230.65	239.80
Financial Cost	489.95	476.90
Depreciation and Amortization Expenses	230.40	269.10
Other Expenses	752.86	995.35
Total Expenses	**32,526.44**	**23,315.50**
As a % of Total Revenue	97.88%	97.54%
Profit before exceptional, extraordinary items and tax	**704.37**	**587.54**
As a % of Total Revenue	2.12%	2.46%
Less:Exceptional Items	-	-
Profit before extraordinary items and tax (A-B)	**704.37**	**587.54**
As a % of Total Revenue	2.12%	2.46%
Prior Period Items	-	-
Extra Ordinary Items	-	-
Profit before tax	**704.37**	**587.54**
As a % of Total Revenue	2.12%	2.46%
Tax expense :		

Current Tax	143.63	120.00
MAT Credit Utilization	36.17	34.61
Income Tax relating to earlier year	3.33	2.63
Deferred Tax	(13.15)	(21.63)
Mat Assets	-	-
Total Tax Expenses	169.98	135.61
As a % of Total Revenue	0.51%	0.57%
Profit/(Loss) for the period After Tax- **PAT**	**534.39**	**451.93**
As a % of Total Revenue	1.61%	1.89%

Over View of Result of Operations and Comparison of Financial Year ended 31st March, 2018 with Financial Year ended 31st March, 2017.

Performance by Net Profit

Financial year ended on March,	Amount in Lakhs
2017-18	534.39
2016-17	451.93

Performance by Turnover

Financial Year ended on March,	Amount in Lakhs
2017-18	33186.44
2016-17	23879.13

Revenue from Operations:-

The Operating Income of the Company has increased from 23,879.13 Lacs in F.Y.2016-17 to 31,186.44 Lacs in F.Y.2017-18.

Other Income:-

The Other Income of the Company has increased from 23.91 Lacs in F.Y.2016-17 to 44.37 Lacs in F.Y.2017-18.

Expenditure:-

The Expenditure of the Company has increased from 23,315.50 in F.Y.2016-17 to 32,526.44 Lacs in F.Y.2017-18. The increased is mainly due to increase in Turnover.

Net Profit after Tax and Extra Ordinary Items:-

The PAT has increased from 451.93 Lacs in the F.Y.2016-17 to 534.39 Lacs in F.Y.2017-18. The increase is mainly due to increase in Turnover.

RISK AND CONCERNS

We as such do not foresee any imminent threats to our business through risks arising out of major change in global dairy market always persist for any dairy industry.

The company has been able to mitigate such risks by working upon strengthening its supply chain and increasing its customers base.

INTERNAL CONTROL SYSTEM AND ADEQUACY

The Company has in place adequate internal financial controls with reference to financial statements. The Board has adopted policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the 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 disclosures.

DETAILS OF MATERIAL DEVELOPMENTS AFTER THE DATE OF LAST BALANCE SHEET I.E. MARCH 31, 2018

No circumstances have arisen since the date of last financial statement until the date Annual return, which materially and adversely affect or are likely to affect the operations or profitability of our Company, or value of its assets, or its ability to pay its liability within next twelve months. There is no subsequent development after the date of the Auditor's Report, which will have a material impact on the reserves, profits, earnings per share and book value of the Equity Shares of the Company.

"ANNEXURE- F"

CFO CERTIFICATION

To,
Board of Directors,
TASTY DAIRY SPECIALITIES LIMITED

In accordance with Regulation 17(8) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we certify that:

1. we have reviewed financial statements and the cash flow statement for the year ending 31st March, 2018 and that to the best of their knowledge and belief :

   a. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

   b. these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

2. There are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.

3. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

4. We have indicated to the auditors and the Audit committee:
a. significant changes in internal control over financial reporting during the year;

b. significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and

c. instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

Place:- Kanpur
Date: - 31st August, 2018

FOR AND ON BEHALF OF BOARD OF DIRECTORS

RAKESH KUMAR YADAV
Chief Financial Officer

"ANNEXURE – G"

DECLARATION REGARDING CODE OF CONDUCT

All Board Members and Senior Management Personnel have, for the year ended March 31, 2018 have affirmed compliance with the Code of Conduct laid down by the Board of Directors in terms of Regulation 17 (5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Place:-Kanpur

FOR AND ON BEHALF OF BOARD OF DIRECTORS

Date: - 31st August, 2018

MAHENDRA KUMAR SINGH

(Director)

(DIN: 02727150)

"ANNEXURE-H"

SECRETARIAL AUDIT REPORT

FOR THE YEAR ENDED 31ST MARCH, 2018

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule no. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To
The Members
Tasty Dairy Specialities Limited
D-3, UPSIDC Industrial Area,
Jainpur Kanpur -209311

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practice by **Tasty Dairy Specialities Limited(CIN: U15202UP1992PLC014593)** (hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the year ended on 31st March, 2018, proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

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

I.

- The Companies Act, 2013 (the Act) and the rules made thereunder.

- The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;

- The Depositories Act, 1996 and the Regulations and bye-laws framed thereunder**;**

- Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings, **(Not applicable during the year);**

- 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, as amended from time to time;

    b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992,

    c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009,

    d. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; as amended from time to time

    e. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 notified on 28th October, 2014 **(Not applicable to the Company during the audit period);**

    f. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 **(Not applicable to the Company during the audit period);**

    g. The Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agents) Regulations, 1993, regarding the Companies Act and dealing with client

    h. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 **(Not applicable to the Company during the audit period);**

i. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 **(Not applicable to the Company during the audit period);** and

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

II.

- Food Safety and Standards Act, 2006 and Food Safety and Standard Rules, 2011
- The Uttar Pradesh Value Added Tax Act, 2008.
- Central Sales Tax, 1956 and rules framed thereunder.
- Water (Prevention and Control of Pollution) Act, 1974.
- Air (Prevention and Control of Pollution) Act, 1981.
- Environment (Protection) Act, 1986.
- Factories Act 1948 as amended in 1987.
- Workmen's Compensation Act, 1923.
- Employees' State Insurance Act, 1948.
- Employees' Provident Fund and Miscellaneous Provisions Act, 1952.
- Payment of Wages Act, 1936 and rules framed thereunder.
- Payment of Bonus Act, 1965 and Rules 1975.
- The Central Goods and Services Act, 2017
- Income Tax Act, 1961
- Child Labour (Prohibition and Regulation) Act, 1986.
- Uttar Pradesh Fire Prevention and Fire Safety Act, 2005
- Contract Labour Act (Regulation And Abolition), 1970
- Minimum Wages Act, 1948.

- Indian Contract Act, 1872.
- Transfer of Property Act, 1882.
- The Consumer Protection Act, 1986
- Payment of Gratuity Act, 1972.
- Equal Remuneration Act, 1976.
- Bureau of Indian Standard Act, 1986.

- Agriculture Produce (Grading and Marking) Act, 1937
- The Indian Boilers Act, 1923
- Agriculture and Processed Food Products Export Development Authority (APEDA Act, 1985)
- Legal Metrology Act, 2009 and Weights And Measurement Act,1985.
- Trademark Act, 1999.
- Collection of Statistics Act, 2008.
- Export (Qua;ity Control and Inspection) Act, 1963
- The Uttar Pradesh Krishi Utpadan Mandi Adhiniyam, 1964.
- Stamp Duty Act (UP)
- The Sexual Harassment of women at Workplace (Prevention , Prohibition and Redressal) Act,2013

During the year under review the Company has filed periodical returns and has not received any show cause notice and has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We have relied on the representation made by the Company and its officers on systems and mechanism formed by the Company for compliance under the Act, Laws and Regulations to the Company.

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

a. Secretarial Standards issued by The Institute of Company Secretaries of India
b. The Listing Agreement entered into by the Company with BSE Limited

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 year under review were carried out in compliance with the provisions of the Act.

Mr Kawalpreet Arora resigned as Company Secretary on 10th August 2017 and Ms Nishi was appointed as Company Secretary and Compliance Officer of the Company wef 21st August 2017. Mr. Rakesh Kumar Yadav was appointed as Chief Financial Officer (CFO), Whole-Time Key Managerial on 10th October, 2017.

Ms. Vimi Sinha was designated as Independent Woman Director at Annual General Meeting of the Company held on September 30, 2017.

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

Majority decision is carried through while the dissenting members' views are captured and recorded in the minutes.

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

We further report that the Company has adopted a new set of Articles of Association and altered Memorandum of Association in conformity with the Companies Act 2013 at its Extra Ordinary General Meeting held on 25th September, 2017.

We further report that the company has passed special resolutions at its Extra Ordinary General Meeting held on 25th September, 2017, authorizing its Board of Directors under Section 180(1)(a) and Section 180 (1)(c) to borrow a sum not exceeding Rs. 80 crores.

We further report that, the Company has increased its Authorised Share Capital from Rs. 9,00,00,000 (Rupees Nine Crores Only) to Rs. 24,00,00,000 (Rupees Twenty Four Crores Only) divided into 24,00,000 equity shares of Rs. 100 each at its Extraordinary General Meeting held on 25th September, 2017.

We further report that the Company has approved the issue of Bonus shares in Extraordinary General Meeting held on 25th September, 2017 and allotted 6,00,000 Bonus Shares of Rs.100 each to the existing shareholders in the ratio of 2:3 in its Board Meeting held on 28th September, 2017.

We further report that the Company has subdivided its equity shares of nominal value of Rs. 100 into nominal value of Rs. 10 each and accordingly the Authorized Share Capital would comprise of 2,40,00,000 equity shares of Rs 10/- each in Annual General Meeting held on 30th September,2017 and the Company has issued new certificate to the share holders.

We further report that the Company in its Extra Ordinary General meeting held on 09th December, 2017 has approved its maiden Initial Public Offer of 54,30,000 equity shares of face value Rs.10 each

and the shares were allotted at a price of Rs.45 per equity shares as per the basis of allotment approved by the Bombay Stock Exchange in their meeting held on 17th February, 2018. The equity shares were listed at SME Platform of the Bombay Stock Exchange on 21st February, 2018.

We further report that the composition of Nomination and Remuneration committee was put to order in accordance with section 178(1) of the Companies Act 2013 read with applicable Rules and SEBI (LODR) Regulations, 2015 only when it was reconstituted on 10.10.2017.

For GSK & Associates
(Company Secretaries)

Saket Sharma
Partner
(Membership No.: F4229)
(CP No.: 2565)

Date: 31.08.2018
Place: Kanpur

DOCUMENTS TO BE SUBMITTED

AT

REGISTRATION COUNTER

Tasty Dairy
SPECIALITIES LTD.

……..x……please cut from here……x……

TASTY DAIRY SPECIALITIES LIMITED

CIN: U15202UP1992PLC014593

Registered Office: D-3, UPSIDC Industrial Area, Jainpur, Kanpur Dehat-209 311, Uttar Pradesh

Administrative Office: G-6, 12/483, Ratandham MacRobert Ganj, Kanpur-208 001, Uttar Pradesh

Tele Fax No.: +91 0512 2551643, Website: www.tastydairy.com

E-Mail ID: info@tastydairy.com

FORM MGT-11 PROXY FORM

OF 26TH ANNUAL GENERAL MEETING

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

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

I/We, being the member(s), holding equity shares of Rs.10 each of the above named Company, hereby appoint:

1.	Name:	
	Address:	
	E-mail Id:	
	Signature:	
	OR FAILING HIM	
2.	Name:	
	Address:	
	E-mail Id:	
	Signature:	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 26th Annual General Meeting of the Company, to be held on Friday, the 28th day of September, 2018 at 01.00 P.m. at the Registered Office of the Company and at any adjournment thereof in respect of such resolutions as are mentioned in the notice of the meeting as indicated below:

Resolution no.	Resolutions	Special/ Ordinary	*Optional For	*Optional Against
ORDINARY BUSINESS				
1.	To receive, consider and adopt the audited financial statements of the Company for the financial year ended 31st day of March 2018, together with the Reports of the Board of Directors and Auditors thereon.	Ordinary		
2.	To re-appoint a director Mr. Mahendra Kumar Singh (DIN: 02727150) who retires by rotation at this and being eligible offers himself for re-appointment.	Ordinary		
3.	To ratify the appointment of Statutory Auditors and fix their remuneration and to consider and if thought fit to pass, with or without modification(s), the following resolution as an Ordinary Resolution.	Ordinary		
SPECIAL BUSINESS				
4.	Ordinary Resolution for Ratification of Remuneration of Cost Auditor of the Company for the year 2018-19.	Ordinary		
5.	Special Resolution for enhancing Borrowing limits to Rs.120 Crores.	Special		
6.	Special Resolution for approval to create charge on companies assets.	Special		

Signed this……..day of ……2018

Affix Re.1/- Revenue Stamp

_____ _____

Signature of Shareholder Signature of Proxy

NOTES:

1. This form of proxy in order to be effective should be duly completed and deposited at the Administrative Office of the Company situated at G-6, 12/483 RATANDHAM APPARTMENT, MACROBERT GANJ, KANPUR 208001 , UTTAR PRADESH , not less than 48 hours before the commencement of the 26th Annual General Meeting.

2. A proxy need not be a Member of the Company.

3. In case the Member appointing proxy is a body corporate, the proxy form should be signed under its seal or be signed by an officer or an attorney duly authorized by it and an authenticated copy of such authorization should be attached to the Proxy Form.

4. A person can act as proxy on behalf of such number of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. Further, a Member holding more than ten percent of the total share capital of the Company carrying voting rights, may appoint a single person as proxy and such person shall not act as proxy for any other person or Member.

5. Appointing a proxy does not prevent a Member from attending the meeting in person if he/she so wishes.

* It is optional to put a "X" in the appropriate column against the Resolution indicated in the Box. If you leave the 'For' or 'Against' column blank against the Resolutions, your Proxy will be entitled to vote in the manner as He/ She thinks appropriate.

6. For the resolutions, explanatory statement and notes, please refer to the Notice of the Twenty Sixth (26th) Annual General Meeting.

7. Please complete all details including details of member(s) in above box before submission.

……..x……please cut from here……x……

TASTY DAIRY SPECIALITIES LIMITED

CIN: U15202UP1992PLC014593

Registered Office: D-3, UPSIDC Industrial Area, Jainpur, Kanpur Dehat-209 311, Uttar Pradesh

Administrative Office: G-6, 12/483, Ratandham MacRobert Ganj, Kanpur-208 001, Uttar Pradesh

Tele Fax No.: +91 0512 2551643, Website: www.tastydairy.com

E-Mail ID: info@tastydairy.com

ATTENDANCE SLIP

OF TWENTY SIXTH (26th) ANNUAL GENERAL MEETING

(to be handed over at the registration counter)

Folio No. / DP ID and Client ID :	
Name :	
Address :	
No. of Shares :	

I/We hereby record my/our presence at the Twenty Sixth (26th) Annual General Meeting of the Company on Friday the 28th day of September, 2018 at 01.00 P.M. at the Registered Office of the Company, situated at D-3, UPSIDC Industrial Area, Jainpur, Kanpur Dehat- 209 311 Uttar Pradesh.

_____ _____

First/ Sole holder/ Proxy

(Name and Signature)

Second holder/ Proxy

(Name and Signature)

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FOR NOTES:

REGISTERED PARCEL/SPEED POST

The year of goodness

If Undelivered Please Return To:
TASTY DAIRY SPECIALITIES LIMITED
Admin Office : G-6, 12/483 RATANDHAM APPARTMENT
MACROBERT GANJ, KANPUR, UTTAR PRADESH- 208001
Email id: info@tastydairy.com