



25TH Annual Report 2016-17

GENERA AGRI CORP LTD.

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CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. M. Rajesh Naidu
 Managing Director
 (DIN: 01920908)

Ms. Vundayala Jayanthi Reddy
 Executive Director
 (DIN: 07143933)

Mr. Rakesh Kumar Singh
 Executive Director
 (DIN: 01668940)

Mr. S.V. Vanshi Krishna
 Director
 (DIN: 03067096)

Mr. Kalali Hari Shanker
 Director
 (DIN: 02967297)

Mr. Sandeep Kumar
 Director
 (DIN: 07116379)

COMMITTEES OF THE BOARD

Audit committee

1. Mr. Kalali Hari Shanker, Chairman
2. Mr. M. Rajesh Naidu, Member
3. Mr. S.V. Vanshi Krishna, Member

Nomination & Remuneration committee

1. Mr. Kalali Hari Shanker, Chairman
2. Mr. K. Sandeep Kumar, Member
3. Mr. S.V. Vanshi Krishna, Member

Stakeholders Relationship committee

1. Mr. K. Hari Shanker, Chairman
2. Mr. M. Rajesh Naidu, Member
3. Mr. S.V. Vanshi Krishna, Member

Mr. K.V.N.S.S.R. Krishna Prasad, CFO
Mr. Vishwak Ananta,
 Company Secretary

AUDITORS

GLN Prasad & Associates Chartered
 Accountant
 2nd Floor, Revenue Enclave,
 Near Railway Station,
 Raj Bhavan Road, Somajiguda,
 Hyderabad – 500 082

REGISTERED OFFICE

H. No. 8-2-293, Block III,
 Flat No. 302, 3rd Floor, Metropole
 Apartment,
 Plot No. 5&6 Silicon Valley, Madhapur,
 Hyderabad – 500 081.

Email : geetha@genera.in
 Website : www.genera.in

BANKERS

Indian Bank, Jubilee Hills Branch,
 Hyderabad

ICICI Bank – Gachibowli Branch,
 Hyderabad

Lakshmi Vilas Bank, Punjagutta Branch,
 Hyderabad

State Bank of India, Kavuri Hills Branch,
 Hyderabad

REGISTRARS & SHARE TRANSFER AGENTS

M/s. Bigshare Services Private Limited
 3rd Floor, 306 Right Wing, Amrutha Ville
 Opp: Yashoda Hospital, Somajiguda
 Raj Bhavan Road, Hyderabad – 500 082

Tel: + 91 40 2337 4967, 2337 0295
 Fax: +91 40 2337 0295
 E-mail: www.bigshareonline.com

STOCK EXCHANGES WHERE THE COMPANY SHARES ARE LISTED:

Bombay Stock Exchange
 Scrip Code : 590133
 Calcutta Stock Exchange
 Scrip Code : 17429

CIN : L01403TG1992PLC014945
 ISIN : INE993L01015

Book Closure Date: 23rd September, 2017 to 28th September, 2017 (Both days Inclusive)

GREEN INITIATIVE

The Ministry of Corporate Affairs (MCA) has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliance by the Companies. As per section 101 read with Rule 18 of the Companies (Management and Administration) Rules 2014 of Companies Act, 2013, A member of a company can receive notice in electronic mode via email. Your company has decided to join the MCA in its environmental friendly initiative.

Henceforth, the company proposes to send documents such as Notice(s) of the General meetings, Annual Report and other Communication to its Shareholders via electronic mode to the registered email address of the Shareholders. To support this green initiative of the Government in full measure, shareholders are requested to register/update their latest e-mail addresses with their Depository Participant (D.P) with whom they are having Demat Account or send same to the company via e-mail at mail@genera.in

We solicit your valuable co-operation and support in our endeavors to contribute our bit to the environment.



NOTICE

NOTICE is hereby given that the 25TH Annual General Meeting of the members of **Genera Agri Corp Limited** will be held on Thursday, 28th Day of September, 2017 at 11.00 A.M at the Registered Office at Plot No.302, 3rd Floor , Metropole Apartment, Plot No.5 & 6, Silicon Valley, Madhapur, Hyderabad – 500 081.

ORDINARY BUSINESS:

1.To receive, consider and adopt:

a)The Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2017 and together with and the Reports of Auditors and Directors there on.

2.To Appoint a Director in Place of Mr. Kalali Hari Shanker (DIN: 02967297), Director of the Company, who retires by rotation and being eligible, offers himself for re-appointment.

3.To Re-appoint M/s. GLN Prasad & Associates, Chartered Accountants bearing firm Regn No. 015176S as Statutory Auditors of the Company from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting and to authorize Board to fix their remuneration.

For and on behalf of the Board of Directors

GENERA AGRICORP LIMITED

M. RAJESH NAIDU

Managing Director
(DIN- 01920908)

House No.8-2-293/82/nl/267,
MLA MP Colony, Jubilee Hills,
Hyderabad – 500 033, Telangana

Place: Hyderabad

Date: 02nd September, 2017

NOTES

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and on a poll to vote instead of himself / herself and such proxy need not be a member. The instrument appointing a proxy should however be deposited at the registered Office of the Company not less than 48 hours before the commencement of the meeting.

A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

2. Pursuant to Section 113 of the Companies Act, 2013, Corporate Members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
3. The Register of Members and Share Transfer Books of the Company will remain closed from **23rd September, 2017 to 28th September, 2017 (Both days inclusive)** for the purpose of Annual General Meeting.
4. Pursuant to the provisions of Section 205 A (5) of the Companies Act, 1956, There was no dividend which needs to be transferred to Investor Education and Protection Fund (IEPF).
5. Members are requested to address all their correspondence including change of address, mandates etc. to the registrars viz. **M/s. Bigshare Services Private Limited, 3rd Floor, 306 Right Wing, Amrutha Ville, Opp: Yashoda Hospital, Somajiguda, Raj Bhavan Road Hyderabad – 500 082. Phone No.: 040 – 23374967.**

Further Non-resident Indians are requested to inform the aforementioned Company's Registrars and Transfer Agents, immediately of:

- a) Change in their residential status on return to India for permanent settlement.
 - b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier
6. The Company's Equity shares are listed at following Stock Exchanges:
 - a) Bombay Stock Exchange;
 - b) Calcutta Stock Exchange;
 7. In terms of Circulars issued by Securities and Exchange Board of India (SEBI), it is now mandatory to furnish a Copy of PAN Card to the Company or its RTA in the following cases viz. Transfer of Shares, Deletion of Name, Transmission of Shares and Transposition of Shares. Shareholders are requested to furnish copy of PAN card for all the above mentioned transactions.
 8. A Statement giving the details of the Director(s) seeking re-appointment in the accompanying notice, as required under Clause 49 of the Listing Agreement entered with the stock Exchange are annexed thereto.
 9. Members may note that the Notice of the 25th Annual General Meeting (AGM) the Annual report for the F.Y. 2016-2017, Copies of Audited Financial Statements, Board's Report, and Auditor's Report etc., will also be available on the website of the Company, www.genera.in. Members holding shares in electronic mode are therefore requested to keep their e-mail addresses updated with the Depository participants. Members holding shares in physical mode are also requested to update their e-mail addresses by writing to the Registrar and Transfer Agent of the company at the address mentioned in (Point No: 5 above) quoting their folio no (s).

VOTING THROUGH ELECTRONIC MEANS:

- (a) Pursuant to Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time the company is pleased to provide its members' the facility of remote e- voting (e-voting from a place other than venue of AGM) to exercise their right to vote at the 25th Annual General Meeting ("AGM") by electronic means and the business may be transacted through e-voting services provided by Karvy Computershare Private Limited.

The facility for voting, either through electronic voting system or through polling paper shall also be made available at the venue of the 25th Annual General Meeting of the Company. The Members attending the meeting, who have not already cast their vote through the remote e-voting shall be able to exercise their voting rights at the meeting. The Members who have already cast their vote through remote e- voting may attend the Meeting but shall not be entitled to cast their vote again at the Annual General Meeting.

- (b) The Voting rights of the Members shall be in proportion to the paid up value of their shares in the Equity Capital of the Company as on cut-off date (i.e. Record date) 22nd September, 2017.
- (c) Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as of cut-off date, may obtain the login Id and password by sending a request at <https://evoting.karvy.com>. However, if you are already registered for remote e-voting then you can use your existing user ID and password for casting your vote.
- (d) The e-voting facility will be available at the link <https://evoting.karvy.com> during the following period:

Commencement of e-voting: From 25th September, 2017 9.00 A.M. to 27th September, 2017 5.00 P.M.

- (e) E-voting should not be allowed beyond 5.00 p.m. on 27th September, 2017. During the e-voting period, Shareholders of the Company holding shares either in physical form or in dematerialized form, as on 22nd September, 2017 may cast their vote electronically.
- (f) The login ID and password for e-voting along with process, manner and instructions for e-voting is being sent to the Members along with the physical copy of the notice.
- (g) The company has appointed Mr. R. Ramakrishna Gupta, Practicing Company Secretary, Partner at R & A Associates, Company Secretaries, Hyderabad (Membership No: 5523 & FCS 6696) as Scrutinizer for conducting the e-voting process (i.e. casting of votes using electronic voting system from place other than the venue of the Meeting), and voting through polling papers at the Annual General Meeting, in a fair and transparent manner.
- (h) The results declared along with the Scrutinizer's Report shall be placed on the Company's web-site www.genera.in immediately after the result is declared. The Company shall simultaneously forward the results to the stock exchange (s) where the shares of the Company are listed.

For and on behalf of the Board of Directors
GENERA AGRI CORP LIMITED

M. RAJESH NAIDU

Managing Director
(DIN- 01920908)
House No.8-2-293/82/nl/267,
MLA MP Colony, Jubilee Hills,
Hyderabad – 500 033, Telangana

Place: Hyderabad
Date: 02nd September, 2017

BOARD'S REPORT

To
The Members,

Your Directors have pleasure in Presenting their 25th Annual Report of the Company together with the Audited Financial Statements of your company for the financial year ended 31st March, 2017.

FINANCIAL HIGHLIGHTS & SUMMARY:

(Amount in ₹)

Particulars	Current Year (2016 – 17)	Previous Year (2015 – 16)
Gross Sales/Turnover	126,039,304	218,568,353
Other Income	1041460	-
Profit/(Loss) before Interest, Depreciation and Tax	(49,27,66,753)	39,55,610
Depreciation	5,22,55,086	36,04,809
Profit (Loss) Before Tax	(54,50,21,839)	3,50,801
Less: Current tax	2,33,190	(10,15,860)
Deferred Tax Liability	2,01,770	(8,06,193)
Profit (Loss) After Tax	(54,50,53,259)	1,41,134
Add: Profit(Loss) brought forward from last year	60,41,29,800	60,35,24,062
Amount available for appropriation	5,90,76,541	60,36,65,196
Appropriations		
Balance Carried forward to Balance Sheet	5,92,73,041	60,43,26,300

STATEMENT OF COMPANY'S AFFAIRS & OPERATIONAL REVIEW:

Production Division:

During the year 2016-17 the Company has changed the business model. The company has participated in the Tender called for by the TELANGANA STATE Government, to establish Vegetable out lets under the project MANAKURAGAYALU, in association with the Agricultural Marketing Department of TELANGANA STATE Government under the concept, The Neighborhood Stores and got the letter of intent for establishing vegetable out lets. As per the scheme, the agricultural Marketing dept will by the vegetables directly from the farmers without the intervention of Middle Men, collects at the collection center of the Govt and distributes to the stores for selling to the public., and in the process the former gets good price and the consumer gets the vegetables at lesser price.

The company has already established 9 Vegetable out lets and selling the quality vegetables to the consumers as per the price fixed by the Govt. The company is also participating in the tenders called by the institutions and supplying Fruits and

vegetables to the institutions.

To the credit the company has got good number of satisfied customers.

The company has collected good data base of its consumers in the areas where the out lets are established and shall be used for expansion and for diversion of business in the similar line.

CAPITAL EXPENDITURE:

During the Year under review, the company has established nine outlets for sale of fruits and vegetables in association with Agriculture Marketing Department of State Government of Telangana to promote the pilot scheme formulated with the name Manakuragayalu and has incurred a capital expenditure of Rs. 1,73,55,366/- towards capital expenditure for acquiring the assets in the units.

FUTURE PROSPECTS:

A note on Future Prospectus of the Company is enclosed in Management Discussion and Analysis Report.

TRANSFER TO RESERVES:

During the year under review, the Company has not transferred any amount to the Reserves for the financial year ended 31st March, 2017.

DIVIDEND:

The Company has made profit during the year, however to conserve resources required for future plans in the coming years, your Directors do not recommend any dividend on the equity shares.

DEPOSITS:

During the year the Company has not accepted or repaid any deposits and at the end of the year no amount stands outstanding as Unpaid or unclaimed deposits.

MANAGEMENT DISCUSSION & ANALYSIS:

Management Discussion and Analysis report is annexed to this Report and forms part of this Annual Report.

NAMES OF COMPANIES CEASED TO BE SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES OF THE COMPANY:

During the Financial year 2016-17, No company was ceased to be the Subsidiary, Joint venture or Associate Company of the Company.

EXTRACT OF ANNUAL RETURN:

The Extract of Annual Return prepared in Form MGT-9 as per the provisions of Section 92 of the Companies Act, 2013 read with Rule 12 of the Companies (Management and Administration) Rules, 2014 is enclosed as Annexure I to this Report.

NO. OF MEETINGS OF THE BOARD:

Eleven Board Meetings were held during the Financial Year 2016-17. The dates of the Board Meetings and other details are as below:

1. 02nd May, 2016
2. 30th May, 2016
3. 2nd June, 2016

4. 2nd August, 2016
5. 13th August, 2016
6. 02nd September, 2016
7. 25th October, 2016
8. 14th November, 2016
9. 07th December, 2016
10. 14th February, 2017
11. 25th March, 2017

Attendance of Director for the aforementioned Meetings:

S.No	Name of the Director	No. of Board Meetings attended
1.	Rajesh Naidu Munirathnam	11
2.	VundayalaJayanthi Reddy	11
3.	SagiVenkataVanshi Krishna	11
4.	Kalali Hai Shanker	11
5.	K. Sandeep Kumar	01

SHARE CAPITAL:

The Paid-up Share Capital of your Company stands at Rs. 8,99,61,000/- (Eight crores ninety nine lakhs sixty one thousand only) as on 31st March, 2017. There were no allotments during the financial year 2016-2017.

DIRECTORS RESPONSIBILITY STATEMENT:

Pursuant to the requirements under Section 134 of the Companies Act, 2013 with respect to the Directors' Responsibility Statement, the Board of Directors of the Company hereby confirms:

- (a) That in the preparation of the annual accounts for the Financial year ended 31st March, 2017, the applicable accounting standards have been followed;
- (b) That the directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2017, and Profit and Loss Statement of the Company for that period;
- (c) that the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) that the directors have prepared the annual accounts for the financial year ended 31st March, 2017, on a going concern basis;
- (e) that the directors have laid down internal controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively;
- (f) that the directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively;

STATEMENT ON DECLARATION GIVEN BY INDEPENDENT DIRECTORS UNDER SUB-SECTION (6) OF SECTION 149 OF THE COMPANIES ACT, 2013:

The Independent Directors have submitted the Declaration of Independence, as required pursuant to Section 149 (7) of the Companies Act, 2013 stating that they meet the criteria of independence as provided in Sub-Section (6) of section 149 of Companies Act, 2013.

RELATED PARTY TRANSACTIONS:

During the year under review, the Company has not entered into any related party transactions pursuant to section 188 of the Company's Act, 2013. Further there are no materially significant related party transactions made by the Company during the Financial Year 2016-17 which may have the potential conflict with the interest of the company at large.

Accordingly, there are no transactions that are required to be reported in Form AOC-2 and as such doesn't form part of the Report.

The Company has adopted a Related Party Transactions policy and the policy as approved by the board is uploaded on the Company's website www.genera.in

PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS:

During the year under review the Company has not invested any amount, not granted any Loans / gave guarantees to any person or Body Corporate covered under section 186 of the Companies Act, 2013.

PARTICULARS OF EMPLOYEES:

The disclosure pursuant to section 197(12) read with Rule 5 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is enclosed here as Annexure – II.

Further, there are no employees who are in receipt of remuneration as specified in Rule 5(2) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

DETAILS OF DIRECTORS OR KEY MANAGERIAL PERSONS APPOINTED OR RESIGNED DURING THE YEAR:

Mr. RambauRupakula (DIN:03557027) , Independent Director of the Company resigned from office as on 25th October, 2016.

Mr. Sandeep Kumar appointed as an Independent Director of the Company w.e.f 25th March, 2017.

COMMITTEES OF THE BOARD:

Currently the Board has three Committees:

1. Audit Committee
2. Nomination and Remuneration Committee
3. Stakeholders Relationship committee

AUDIT COMMITTEE.

The Audit Committee consists of Mr. Kalali Hari Shanker, Chairman, Mr. M. Rajesh Naidu, Member and Mr. Sagi VenkataVanshi Krishna, Member. All the recommendations made by the Audit Committee were accepted by the Board.

VIGIL MECHANISM:

The Company has adopted a policy on Vigil Mechanism and the same was hosted on the website of the Company.

NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee consists of Mr.Kalali Hari Shanker, Chairman, Mr.K. Sandeep Kumar, Member and Mr. Sagi VenkataVanshi Krishna, Member.

The Company follows a policy on remuneration of directors and other senior managerial personnel's. The Policy is

recommended by the Nomination and Remuneration Committee and approved by the Board. More details of the same is given in the Corporate Governance Report.

STAKEHOLDERS RELATIONSHIP COMMITTEE:

The Stakeholders Relationship Committee consists of Mr. K. Hari Shanker, Chairman, Mr. Rajesh Naidu, Member and K. Sandeep Kumar, Member.

The Scope of the committee shall include considering and resolving the grievances of the security holders of the company which may arise due to any of the reasons cited in the Stake holders relationship Committee of the company.

AUDITORS:

In Pursuance to the provisions of Section 139 of the Companies act, 2013, M/s. GLN Prasad&Associates Chartered Accountants bearing Firm Registration No. 015176S, were re-appointed as Statutory Auditors of the Company in the 25th Annual General Meeting of the company , at such remuneration as may agreed with the mutual consent.

AUDITORS REPORT

The Statutory Auditors of the Company have made the following qualifications in their Report. The Explanations for the same are mentioned hereunder:

Auditors Qualification	Explanations made by the Board
Note No.25(Contingent Liabilities) relating to the show cause notice issued by the Enforcement Directorate on terms alleged lapses relating certain filings under the FEMA, the financial impact of which is not quantifiable at the moment.	The observation should be noted for future compliance and guidance. The Observation shall be endeavor to be implemented for the Financial Year 2017-18

The Audit Committee of the Company has reviewed the audited financial statements for the year under review and recommended the same for the approval of the Board.

SECRETARIAL AUDITOR:

The Board has appointed M/s R. & A Associates, a firm of practicing Company Secretaries, Hyderabad as the Secretarial Auditor to conduct Secretarial Audit of the Company for the Financial year ended 31st March, 2017 in compliance with the provisions of Section 204 of the Companies Act, 2013.

The report of the Secretarial Audit Report by M/s. R & A Associates in Form MR-3 is enclosed as Annexure III to this Report.

COST AUDITOR

The requirements of Cost Auditor is not required for the Company in Compliance to the provisions of Section 148 of the Companies Act, 2013 read with Companies (Cost Records and Audit Rules) 2014 ,

DETAILS OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS

The company has in place adequate internal financial controls with respect to financial statements. During the year, such

controls were tested and no reportable material weakness in the design or operation were observed.

CHANGE IN THE NATURE OF BUSINESS:

During the Current Financial year the company has changed the business model from corporate forming to retail Merchandise. The Company has opened 9 vegetable outlets participating in the Pilot project of Telangana State Govt., by Name MANA KURAGAYALU.

THE DETAILS OF SIGNIFICANT MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE:

No significant or material orders were passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future during the year under review.

MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY:

There were no material changes and commitments in the business operations of the Company from the Financial Year ended 31st March, 2017 to the date of signing of the Director's Report.

CORPORATE GOVERNANCE:

A detailed Report on Corporate Governance in forms part of this Report.

RISK MANAGEMENT POLICY:

The Company has policy for identifying risk and established controls to effectively manage the risk. Further the company has laid down various steps to mitigate the identified risk.

DECLARATION WITH THE COMPLIANCE WITH THE CODE OF CONDUCT BY MEMBERS OF THE BOARD AND SENIOR MANAGEMENT PERSONNEL:

The Company has complied with the requirements about code of conduct for Board members and Senior Management Personnel.

The said policy is available on the website of the Company.

MECHANISM FOR BOARD EVALUATION:

Clause 49 of the Listing Agreement states that the board shall monitor and review the board evaluation framework. The Companies Act, 2013 states that a formal annual evaluation needs to be made by the Board of its own performance and that of its committees and individual directors. Schedule IV of the Companies Act, 2013 states that the performance evaluation of the independent directors shall be done by the entire Board of Directors, excluding the director being evaluated.

The Directors evaluation was broadly based on the parameters such as understanding of the Company's vision and objective, skills, knowledge and experience, participation and attendance in Board / Committee meetings; governance and contribution to strategy; interpersonal skills etc.

The Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as evaluation of the working of its Board Committees. A structured questionnaire was prepared covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board Culture, execution and performance of specific duties, obligations and governance.

A meeting of the Independent Directors was also held which reviewed the performance of Non-Independent Directors, Chairman and the quality, quantity and timelines of flow of information between the Company management and Board.

DISCLOSURE PERTAINING TO SEXUAL HARASSMENT OF WOMEN AT WORKPLACE:

The Company has been employing about 5 women employees in the Company. The Company has in place an sexual-harassment policy & committee in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. All employees (permanent, contractual, temporary) are covered under the policy. There was no complaint received from any employee during the financial year 2016-17 and hence no complaint is outstanding as on 31.03.2017 for redressal.

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

Information in accordance with the provisions of Section 134 (3) (m) of the Companies Act, 2013 read with the Rule 8 of Companies (Accounts) Rules 2014. Particulars required under Rule 8 of the Companies (Accounts) Rules, 2014.

A. CONSERVATION OF ENERGY

- (i) The steps taken or impact on conservation of energy:

The Company uses electric energy for its equipment such as Air Conditioners, Computer terminals, Lighting and utilities in the work premises and the company has taken all the possible measures to conserve the same.

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

The company is using energy efficient devices and has also planning to use alternate renewable sources.

- (iii) The capital investment on energy conservation equipment's:

There are no substantial additional investments and proposals for reduction in energy consumption at present. The same will be undertaken as and when necessary by the Company.

B. TECHNOLOGY ABSORPTION:

- (i) The efforts made towards technology absorption; Nil

- (ii) The benefits derived like product improvement, cost reduction, product development or import substitution; Not Applicable

- (iii) In case of imported technology (imported during the last three years reckoned from the beginning of the financial year):

The company has not imported any technology during the financial year.

- (iv) The company has not incurred any expenditure on Research and Development.

C. FOREIGN EXCHANGE EARNINGS AND OUTGO:

There are no foreign exchange earnings or outgo during the year under review.

FINANCIAL PERFORMANCE OF SUBSIDIARY: Nil

The Company have the following Foreign Subsidiaries:

1. GENERA AGRI TANZANIA LIMITED
2. GENERA AGRI GLOBAL LIMITED

Acknowledgments:

Your Directors express their appreciation for the support, trust and co-operation received from the banks, Government authorities, customers, suppliers, shareholders and other stakeholders during the year under review.

Your Directors acknowledge with gratitude the commitment and dedication of the employees at all levels, which has contributed to the growth and success of the company. Your Directors look forward to the continued support from all of you in the years to come.

For and on behalf of the Board of Directors
GENERA AGRI CORP LIMITED

V. JAYANTHI REDDY

Director
(DIN: 07143933)
3-5-590, Vittal Wadi,
Narayanaguda,
Hyderabad- 500029

M. RAJESH NAIDU

Managing Director
(DIN- 01920908)
H.No.8-2-293/82/nl/267,10C
MLA MP colony, Jubilee Hills,
Hyderabad-500033

Extract of Annual Return- MGT 9

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

I. REGISTRATION AND OTHER DETAILS:

i.	CIN	L01403TG1992PLC014945
ii.	Registration Date	28/10/1992
iii.	Name of the Company	GENERA AGRI CORP LIMITED
iv.	Category/Sub- Category of the Company	Company Limited by Shares - Indian Non - Government Company
v.	Address of the Registered office and contact details	Flat No.302, 3rd Floor, Metropole Apartment, Plot No. 5&6 silicon valley, Madhapur, Hyderabad – 500 081
vi.	Whether listed company	YES
vii.	Name, Address and Contact details of Registrar and Transfer Agent, if any	M/s. Bigshare Services Private Limited 3rd Floor, 306 Right Wing, Amrutha Ville Opp: Yashoda Hospital, Somajiguda Raj Bhavan Road, Hyderabad – 500 082 Tel: + 91 40 2337 4967, 2337 0295 Fax: +91 40 2337 0295 E-mail: www. bigshareonline.com

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:-

SI No.	Name and Description of main products/ services	NIC Code of the Product/ service	% to total turnover of the company
1	Sale of Fruits & vegetables under the brand name Mana Kuragayalu	01139 & 01221 - 01243	100%

III. PARTICULARS SUBSIDIARIES

Sl. No.	Name and Address of The Company	CIN/GLN	Holding/ Subsidiary /Associate	%of shares held	Applicable Section
1	Genera Agri global limited	lc20110356	Subsidiary	100%	2(87)
2	Genera Agri Tanzania Limited	87396	Subsidiary	90%	2(87)

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

Category of Share holders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				%change during the year
	Demat	Physical	Total	% of Total shares	Demat	Physical	Total	% of Total Shares	
A. Promoter									
1) Indian									
1. Individual/ HUF	1660422	-	1660422	18.46	2201919		2201919	24.48	6.03
2. Central Govt	-	-	-	-	-	-	-	-	-
3. State Govt.(s)	-	-	-	-	-	-	-	-	-
4. Bodies Corp	-	-	-	-	-	-	-	-	-
5. Banks/ FI	-	-	-	-	-	-	-	-	-
6. Any Other	-	-	-	-	-	-	-	-	-
Sub-total (A)(1):-	1660422	-	1660422	18.46	2201919		2201919	24.48	6.03
2) Foreign									
7. NRIs-Individuals	-	-	-	-	-	-	-	-	-
8. Other-Individuals	-	-	-	-	-	-	-	-	-
9. Bodies Corp.	-	-	-	-	-	-	-	-	-
10. Banks /FI	-	-	-	-	-	-	-	-	-
11. Any Other	-	-	-	-	-	-	-	-	-
Sub-total (A)(2):-	1660422	-	1660422	18.46	2201919		2201919	24.48	6.03

B. Public Share holding									
1. Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks /FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
I) Other (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1)	-	-	-	-	-	-	-	-	-
2. Non Institutions									
a) Bodies Corp. I) Indian ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals ii) Individual share holders holding nominal share capital upto Rs. 2 lakh	3436612	407500	3844112	42.73	3244210	407500	3651710	40.59	(2.14)

ii) Individual shareholders holding nominal share capital in excess of Rs. 2 lakh	2283098	259200	2542298	28.26	2231219	259200	2490419	27.68	(0.58)
c) Others (Specify)									
Clearing Member	39561	-	39561	0.44	42248	-	42248	0.47	0.30
Non - resident Indians (Non-repat)	-	-	-	-	9800	-	9800	0.01	-
Body Corporate	457633	-	457633	5.08	261542	-	261542	2.90	(2.18)
Non - resident Indians	452074	-	452074	5.02	338462	-	338462	3.76	(1.26)
Sub- total (B)(2)	6668978	666700	7335678	81.53	6127481	666700	6794181	75.52	36
Total Public Share holding (B)=(B)(1)+(B)(2)	6668978	666700	7335678	81.53	6127481	666700	6794181	75.52	36
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	8329400	666700	8996100	100.00	8329400	666700	8996100	100.00	

ii. Share holding of Promoters

Sl No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding 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.	M. Rajesh Naidu	779000	08.65	-	1140000	12.67	-	4.02
2.	M. Kalpana Raj	881422	09.79	700000	1061919	11.80	700000	2.01
3.	Total							

iii. Change in Promoters's Shareholding (please specify, if there is no change) :

Sl. No.		Shareholding beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	At the beginning of the year	1660422	18.46	–	–
2.	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc) :	541497	6.019	541497	6.019
	At the End of the year	2201919	24.48	2201919	24.48

iv. Shareholding Pattern of top ten Shareholder (other than Directors, Promoters and Holders of GDRs and ADRs)

Sl. No	For Each of the Top 10 Shareholders	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.	PK Abdul Samad	400000	4.44	300000	3.33
2.	Vikram Raju Sayyapa Raju	267300	2.97	267300	2.97
3	Sugunakar Rao Chikyala	-		143360	1.59
4	Gunda Veeresham	120000	1.33	120000	1.33
5	Manoj Kumar Panda			111000	1.23
6	Gopisetty Koteswara Rao	103241	1.44	103241	1.14
7	Kanai Banerjee	103000	1.14	103000	1.14
8	Amit Umarshi Dedhia	100000	1.11	100000	1.11
9	Kotha Srirama Chandra Murthy	81200	0.90	81200	0.90
10	PachigollaAtchutaRamayya Gupta	80000	0.88	80000	0.88

(v) . Shareholding of Directors and Key Managerial Personnel -

Sl. No.	For Each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No.of shares	% of total share of the Company	No.of shares	% of total shares of the Company
RAJESH NAIDU MUNIRATNAM (Managing Director)					
	At the beginning of the year	779000	08.65	–	–
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g.allotment / transfer / bonus / sweat equity etc):	361000	4.01	–	--
	At the End of the year	1140000	12.66	1140000	12.66

VI. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/ accrued but not due for payment.

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year I) Principal Amount II) Interest due but not paid iii) interest accrued but not	NIL	6,80,00,000	NIL	6,80,00,000
Total (i+ii+iii)	NIL	6,80,00,000	NIL	6,80,00,000
Change in Indebtedness during the financial year Addition Reduction	–	1,69,51,000	–	1,69,51,000
Net Change				1,69,51,000
Indebtedness at the end of the financial year I)Principal Amount II) Interest due but not paid iii) Interest accrued but not due	NIL	8,49,51,000	NIL	8,49,51,000
Total (i+ii+iii)	NIL	8,49,51,000	NIL	8,49,51,000

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

	Particulars of Remuneration	Name of MD	Name of WTD	Total Amount
		M. Rajesh Naidu	V. Jayanthi Reddy	
	Gross Salary	Rs. 12,00,000	Rs. 3,00,000	Rs. 15,00,000
	a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	-	-	
	b) Value of perquisites u/s 17(2) Income Tax Act. 1961	-	-	
	c) Profits in lieu of salary under section 17(3) Income tax Act, 1961	-	-	
2.	Stock Option	-	-	
3.	Sweat Equity	-	-	
4.	Commission as % of profit other specify	-	-	
5.	Others, please specify	-	-	
6.	Total (A) Ceiling as per the Act.	Rs. 12,00,000	Rs. 3,00,000	Rs. 15,00,000

B, Remuneration to other director : NIL

Sl. No.	Particulars of Remuneration	Name of Independent Directors			Total Amount
		K. Hari Shanker	S.V. Vanshi Krishna	K. Sandeep Kumar	
	Independent Directors Fee for attending board committee meeting commission Others, Please specify	-	-	-	
	Total (1)				
	Other Non-Executive Directors fee for attending board committee meetings commission Others, please specify	-	-	-	
	Total (2)				
	Total (B) = (1+2)				
	Total Managerial Remuneration				
	Overall Ceiling as per the Act.	-	-	-	

C. Remuneration to key Managerial Personnel other than MD/MANAGER/WWTD - Not Applicable during the Reporting period.

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
1.	Gross salary (a) Salary as per Provisions contained in section 17(1) of the income tax Act, 1961 (b) Value of perquisites u/s 17/2 Income Tax Act, 1961 (c) Profits in lieu of salary u/s. 17(3) income tax Act 1961	-	-	-	-
2.	Stock Option	-	-	-	-
3.	Sweat Option	-	-	-	-
4.	Commission as % of Profit Other specify	-	-	-	-
5.	Others, please specify	-	-	-	-
6.	Total	-	-	-	-

VIII .PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES :- NOT APPLICABLE

Type	Section of the companies	Brief description	Details of Penalty Punishment/compounding	Authority (RD /NCLT/COURT)	Appeal made If any (give details.
A. Company					
Penalty	-	-	-	-	
Punishment	-	-	-	-	
Compounding	-	-	-	-	
B. Directors					
Penalty	-	-	NO	-	
Punishment	-	-	-	-	
Compounding	-	-	-	-	
C. Other Officers In Default					
Penalty	-	-	NO	-	-
Punishment	-	-	-		
Compounding	-	-	-	-	

For and on behalf of the Board of Directors
GENERA AGRI CORP LIMITED

V. JAYANTHI REDDY
 Director
 (DIN: 07143933)
 3-5-590, Vittal Wadi,
 Narayanaguda,
 Hyderabad- 500029.

M. RAJESH NAIDU
 Managing Director
 (DIN- 01920908)
 House No.8-2-293/82/nl/267,
 MLA MP Colony, Jubilee Hills,
 Hyderabad- 500033

PARTICULARS OF EMPLOYEES
(Pursuant to Rule 5(1) of Chapter XIII, Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014)

Name of Director	Designation	Remuneration FY 16-17	Remuneration in FY 15-16	% of increase in	Ratio of remuneration to MRE	Ratio of remuneration to Revenues FY 2016-17	Ratio of remuneration to Net Profit FY 2016-17
M. Rajesh Naidu	Managing Director	12,00,000	12,00,000	0%	13:11	0.95	-
V. Jayanthi Reddy	Whole-time Director	3,00,000	3,00,000	0%	1:39.33	0.23	-

1. The Median Remuneration of the employees of the Company during the financial year was Rs. 15,00,000/-
2. In the financial year, there was no increase in the median remuneration of employees.
3. There are 60 permanent Employees on the Rolls of the Company as on 31st March, 2017.
4. Variations in the market capitalization of the Company:
 - a. The Market Capitalization as on 31st March, 2017 is Rs. 6.24 Crores and on 31st March, 2016 was Rs. 3.14 Crores.
 - b. Price earnings ratio of the Company as on 31st March, 2017 is (-53.65) as against 175 as at 31st March, 2016.
5. The key parameters for the variable component of remuneration availed by the directors are considered by the Board of Directors based on the recommendations of the Nomination and Remuneration Committee.
6. The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year – Not applicable
7. It is hereby confirmed that the remuneration is as per the remuneration policy of the company.
8. Net profit for the Current Financial year is negative.

Form No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2017

[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,
Genera Agri Corp Limited,
Flat No: 302, 03rd Floor, Metropole Apartment,
Plot No: 05 & 06, Silicon Valley, Madhapur
Hyderabad TG 500033 IN

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **GENERA AGRI CORP LIMITED** (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2017 complied with the statutory provisions listed hereunder 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 2017 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder.
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Overseas Direct Investment. However, there are no instances of External Commercial Borrowings and Foreign Direct Investment during the year under review.
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):—
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The erstwhile Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ; **(Not applicable to the Company during the Audit Period)**;
 - © The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; (Not applicable to the Company during the Audit Period);
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (Not applicable to the Company during the Audit Period);
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable to the Company during the Audit Period)**;
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (Not applicable to the **Company during the Audit Period**); and
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (**Not applicable to .the Company during the Audit Period**).

We further report that, based upon the information provided and explanations given to us by the Company and the representations made by the Management, there were no laws which are specifically applicable to the Company during the Financial Year under review.

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

- (i) Secretarial Standards - 1 & 2 issued by The Institute of Company Secretaries of India;
- (ii) The Listing Agreements entered into by the Company with Stock Exchanges;;

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

1. The Company has not appointed Whole Time Company Secretary and Chief Financial Officer of the Company during the Financial year under review as required under Section 203 of the Companies Act, 2013 read with rule 8 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.
2. The Company is yet to appoint Internal Auditor as required Section 138 of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014.
3. There were instances of delay in filing of forms/returns/documents with the Registrar of Companies beyond the due dates. There were also some instances where the Company is yet to file the forms and the delay has crossed 270 days as prescribed under Section 403 of Companies Act, 2013.
4. The Company has not published details pertaining to e-voting and other details in vernacular language in vernacular newspaper for the business transacted by way of postal ballot notice dated 2nd May, 2016 for appointment of Auditors as required under Section 108 of Companies Act, 2013 read with rule 20 of Companies (Management and Administration) Rules, 2014.
5. There was delay of 13 days in publishing the newspaper advertisement for e voting and other details for the business transacted in the 24th AGM as required under Section 108 of Companies Act, 2013 read with rule 20 of Companies (Management and Administration) Rules, 2014.
6. The Company has not mentioned the Director Identification Number (DIN), and address of the person signing the resolutions, extracts filed with the Registrar of Companies as required under Section 158 of the Companies Act, 2013 read with Companies (Registration Offices and Fees) Rules, 2014,
7. The Company is yet to file Annual Return on Foreign Liabilities and Assets for the financial year 2015-16 with the Reserve Bank of India.
8. The Company is yet to file Annual Performance Report in Form ODI part II for one of its subsidiary for the financial year 2015-16. Further the Annual Performance Report in Form ODI part II in respect of Genera Agri Global Limited for the financial year 2015-16 was submitted on 13th May, 2017.
9. The Company has not Consolidated its Financial Statements as required under Section 134 of Companies Act, 2013 read with rules made thereunder and regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the financial year ended 31st March, 2016..
10. There were delays in submission of Audited/Unaudited Financial Results for the quarter and year ended 31st March, 2016, 30th June, 2016, 30th September, 2016 and 31st December, 2016. The same were submitted to BSE on 27th October, 2016, 16th February, 2017, 1st June, 2017 respectively as against due dates of 30th May,

2016, 14th August, 2016, 14th November, 2016 and 14th February, 2017 as prescribed under regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

11. The Company has not given prior intimation of board meetings for approval of Audited/Unaudited Financial Results with BSE Limited for the quarter and year ended 31st March, 2016, 30th June, 2016, 30th September, 2016 and 31st December, 2016.
12. The Company has not published the information pertaining to intimation of board meeting and approval of financial results (Audited/Unaudited) in vernacular language in vernacular newspaper for the quarter and year ended 31st March, 2016, 30th June, 2016, 30th September, 2016 and 31st December, 2016 as prescribed under regulation 47 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
13. There was delay in filing of Share holding pattern for the quarter ended 30th September, 2016. The same was submitted on 24th October, 2016 as against due date of 21st October, 2016 as prescribed under regulation 31 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
14. There was delay in submission of intimation of book closure to Stock Exchange as required under regulation 42 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
15. There was delay in submission of investors grievances report for the quarter ended 30th September, 2016. The same was submitted on 7th November, 2016 as against due date of 21st October, 2016 as prescribed under regulation 13 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We further report that;

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

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

All decisions at Board Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors.

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

We further report that during the audit period, the trading of securities of the Company has been suspended from BSE Limited w.e.f. 8th March, 2017.

This report is to be read with our letter of even date, which is annexed as "Annexure – A" and forms an integral part of this report.

**For R & A Associates
Company Secretaries**

R. Ramakrishna Gupta

Partner

FCS No.: 5523

CP No.: 6696

Technopolis, T 202,

1-10-74/B, Begumpet,

Hyderabad – 500016,

Telangana, India

Date: 02nd September, 2017

Place: Hyderabad

To
The Members,
Genera Agri Corp Limited,
Flat No: 302, 03rd Floor, Metropole Apartment,
Plot No: 05 & 06, Silicon Valley, Madhapur
Hyderabad TG 500033 IN

Our report of even date is to be read along with this letter:

1. Maintenance of secretarial records is the responsibility of the management of **GENERA AGRI CORP LIMITED**, ("the Company"). Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.,
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.
7. We have relied up on the information provided by the Management with respect to related party transactions for its compliance.
8. With regard to various submission(s) of information/documents and compliance thereof made by the Company with the Stock Exchange(s), the reporting of Compliance was made based upon the information/documents available. However some of the information and documents were not available for verification.

For **R & A Associates**

Company Secretaries
R. Ramakrishna Gupta

Senior Partner
FCS No.: 5523
C P No.: 6696
Technopolis, T 202,
1-10-74/B, Begumpet,
Telangana,
Hyderabad – 500016

Place: Hyderabad
Date: 02-09-2017

CORPORATE GOVERNANCE REPORT

1. COMPANY'S PHILOSOPHY

"Corporate governance is concerned with holding the balance between economic and social goals and between individual and communal goals. The governance framework is there to encourage the efficient use of resources and equally to require accountability for the stewardship of those resources. The aim is to align as nearly as possible the interests of individuals, corporations and society". (Sir Adrian Cadbury, UK, Commission Report: Corporate Governance 1992).

Your Company is committed to best the Corporate Governance Practices and endeavors continuously to implement the code of Corporate Governance in its true spirit. The Philosophy of your Company in relation to Corporate Governance is to ensure transparency in all its operations, and to manage the company's affairs in a fair, ethical and transparent governance practices, make disclosures and enhance shareholders value without compromising in any way in complying with the laws and regulations.

At Genera Agri Corp Limited, we believe in highest standard of Corporate Governance Practices and committed to abide by those standards and even to go beyond statutory requirements. The Board of Directors exercises its fiduciary responsibilities in the attainment of the highest level of transparency, accountability and equity in all facets of its operations, and all its interaction with its stakeholders, including shareholders, employees and the Government. This is intended to enhance and retain investor's trust.

2. BOARD OF DIRECTORS

a) Composition, Category of Directors and attendance record for the year 2016-2017. The Companies Act, 2013 and revised Clause 49 of the listing agreement with the stock exchanges govern the composition of the Board of Directors. The Board comprises a combination of Executive and Non-Executive Directors. Presently it consists of Five Directors out of which two is Executive Director and Three are Non-Executive Directors comprising out of which three are Independent. The Company has Executive Chairman.

Constitution of the Board and participation of Directors at meetings of the Board during the year 2016 – 17.

Name of the Director	Category	Board Meetings attended	Attendance at last AGM held on 31.12.2016
Mr.M. Rajesh Naidu	Executive/Promoter	11	Yes
Ms. VundayalaJayanthi Reddy	Executive/Non Independent	11	yes
Mr. RambabuRupakula*	Non-executive /Independent	05	NA
Mr. S.V. Vanshi Krishna	Non-executive /Independent	11	Yes
Mr. Kalali Hari Shanker	Non-executive /Independent	11	yes
K. Sandeep Kumar**	Non-Executive/Independent	01	NA

*Mr. RambabuRupakula resigned from the office of Director of the Company w.e.f 25th October 2016.

**K. Sandeep Kumar Appointed as Independent Director of the Company w.e.f 25th March, 2017.

b) Number of other companies Directorships & Committee Membership/Chairmanships:

Name of the Director	Other Directorship's	Committee Membership	Committee Chairmanship.
Mr. M. Rajesh Naidu	02	02	-
Mr. S.V. Vanshi Krishna	----	02	-
Mr. Kallali Hari Shanker	01	—	03
Ms. VundayalaJayanthi Reddy	----	—	—
Mr. K. Sandeep Kumar	01	02	-

c) Number of board meeting held and their dates:

Ten Board Meetings held during the Financial Year 2016-17. The dates of the Board Meetings are as below

1. 02nd May, 2016
2. 30th May, 2016
3. 13th August, 2016
4. 02nd September, 2016
5. 25th October, 2016
6. 12th November, 2016
7. 14th November, 2016
8. 16th November, 2016
9. 07th December, 2016
10. 14th February, 2017
11. 25th March, 2017

d) Code of Conduct.

In pursuance with the Sub – Clause (E) of Clause 49 of the Listing Agreement, the Company has adopted a Code of Conduct for all Board Members and Senior Management Personnel of the Company. The Code of Conduct has been made available on our website, www.genera.in .

All the members of the Board and Senior Management personnel have affirmed their compliance with the Code of Conduct. A declaration regarding the Code of Conduct's Compliances has been given at the end of the Corporate Governance Report, signed by the Chairman & Independent Director.

3. AUDIT COMMITTEE

The Audit Committee supports the Board Meeting its responsibilities in relation to the integrity of the Group's financial statements and associated announcements, the adequacy of internal control and risk management systems and the appointment and work of the internal and external auditors.

The terms of reference of the Audit Committee are in conformity with the provisions of Clause 49 of the Listing Agreement entered with the Stock Exchanges.

a) Brief description of terms of reference.

1. Oversight of the company's financial reporting process and disclosure of financial information.
2. Review of quarterly, half yearly and annual financial statements.
3. Recommending the appointment and removal of external Auditors and fixing of their remuneration.
4. Review the adequacy of internal control systems and internal audit functions.
5. Review of Company's financial and risk management policies

b) Composition, names of the members and Chairman.

The Board of Directors of the Company has constituted an Audit Committee comprising of the following two are Non-Executive Independent Directors and one Independent Director.

Sl. No.	Name of the Member	Designation
1.	Mr. Kalali Hari Shanker	Chairman
2.	Mr. M. Rajesh Naidu	Member
3.	Mr. Sagi Venkata Vanshi Krishna	Member

c) Meetings and Attendance during the year.

During the year 2016-2017, four Audit Committee meetings were held on 8th May, 2016, 07th August, 2016, 06th November, 2016 and 4th February 2017. The attendance of each member of the Committee is given below:

S. No.	Name of the Member	Attendance
1.	Mr. Kalali Hari Shanker	4
2.	Mr. M. Rajesh Naidu	4
3.	Mr. Sagi Venkata Vanshi Krishna	4

4. NOMINATION AND REMUNERATION COMMITTEE

a) Brief description of terms of reference

To formulate a remuneration policy and approve the remuneration or revision in the remuneration payable to the Directors, Key Managerial personnel, and senior Management of the Company.

b) Composition, names of the members and Chairman.

In compliance with Clause 49 of the listing agreement and section 178 of the Companies Act, 2013, the Board of Directors of the Company has constituted a Nomination and Remuneration Committee comprising of the following three Non-Executive Independent Directors:

S.No.	Name of the Member	Category	Designation
1	Mr. Kalali Hari Shanker	Non-Executive Independent	Chairman
2	*K. Sandeep Kumar	Non-Executive Independent	Member
3	Mr. SagiVenkataVanshi Krishna	Non-Executive Independent	Member
4	**Rambabu Rupakula	Non-Executive Independent	Chairman

- *Appointed w.e.f. 25th March 2017
- ** Resigned w.e.f. 25th October, 2016

The remuneration committee comprises of three members, all of whom are Independent Non-executive Directors.

c) Meetings and Attendance during the year.

During the year 2016-17, there were no Meetings of Nomination and Remuneration Committee.

d) Remuneration policy:

Brief description of the Policy

- The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his / her appointment.
- A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the concerned position.
- The Company shall not appoint or continue the employment of any person as Whole time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.
- The Remuneration of Directors should be in accordance with the provisions of the Companies Act, 2013 read with Schedule-V of the companies Act, 2013 as amended from time to time.
- To ensure that the level and components of remuneration is reasonable and sufficient to attract, retain and motivate Directors, KMP and other employees of the quality required to run the Company successfully.
- No director/KMP/ other employee are involved in deciding his or her own remuneration.
- The trend prevalent in the similar industry, nature and size of business are kept in view and given due weightage to arrive at a competitive quantum of remuneration.
- It is to be ensured that relationship of remuneration to the performance is clear & meets appropriate performance benchmarks which are unambiguously laid down and communicated.
- Improved performance should be rewarded by increase in remuneration and suitable authority for value addition in future.

- Remuneration packages should strike a balance between fixed and incentive pay, where applicable, reflecting short and long term performance objectives appropriate to the Company's working and goals.
- Provisions of all applicable laws with regard to making payment of remuneration to the Board of Directors, KMP and Senior Management, as may be applicable from time to time, shall be complied.
- Whenever, there is any deviation from the Policy, the justification /reasons should also be indicated / disclosed adequately.

e) Details of remuneration paid to Directors:

A detail of remuneration paid to Managerial Personnel of the Company during the year 2016-17 is given below:

Salary inclusive of all perquisites and allowances – Rs 15,00,000/- per annum

5. STAKEHOLDERS RELATIONSHIP COMMITTEE

a) Brief description and terms of reference:

The Role of the Committee is to periodically review and redress the shareholders and Investor's complaints pertaining to transfer of shares, non-receipt of Annual reports, non-receipt of declared dividend etc.,. The committee oversees the performance of the Registrar and Share transfer agents and recommend measures for overall improvements in the quality of investor services.

The Board of Directors has delegated the power of approving transfer of shares to the Managing Director of the Company and the details regarding the transfers are placed before the board of directors at the subsequent meeting at their approval.

b) The Composition of the committee and the details of meetings attended by its members are given below:

SI. No.	Name	Category	Designation
1.	Mr. Kalali Hari Shanker	Non-Executive Independent	Chairman
2.	Mr. M. Rajesh Naidu	Executive	Member
3.	Mr. S.V.Vanshi Krishna	Non-Executive Independent	Member

Due to the Induction of Mr. K. Sandeep Kumar Stakeholder Relationship Committee re-constituted as on 25th March, 2017.

SI. No.	Name	Category	Designation
1.	Mr. Kalali Hari Shanker	Non-Executive Independent	Chairman
2.	Mr. M. Rajesh Naidu	Executive	Member
3.	Mr. K. Sandeep Kumar	Non-Executive Independent	Member

c) Name and Designation of the Compliance officer:

Mr. VishwakAnant Appointed as Compliance Officer of the Company w.e.f 29th June, 2017.

d) No. of Shareholders Complaints received during the year 2016-2017: Nil

e) Number of Shareholders complaints not resolved to the satisfaction of shareholders - Nil
f) No. of pending Share Transfer - Nil
6. GENERAL BODY MEETINGS
a) Details of last Three Annual General Meetings

The details of last Three Annual General Meeting are given below:

FINANCIAL YEAR	DATE	VENUE	TIME
2015-2016	31.12.2016	Flat No. 302, 3rd Floor, Plor No. 5&6 silicon valley, Madhapur, Hyderabad – 500 081	03.00P.M
2014-2015	31.12.2015	H.No. 8-2-293, Block III, Road No. 82, Plot No. 382, Film Nagar, Jubilee Hills, Hyderabad - 500033	10.00A.M
2013-2014	30.09.2014	H.No. 8-2-293, Block III, Road No. 82, Plot No. 382, Film Nagar, Jubilee Hills, Hyderabad - 500033	10.00 A.M

b) Special Resolution passed in the previous three (3) Annual General Meetings (AGMs)

Date	No. of Special Resolutions passed	Particulars of the Special Resolution
31.12.2016	NIL	NIL
31.12.2015	NIL	NIL
30.09.2014	NIL	NIL

c) Details of Extra-Ordinary General Meetings held during the Financial Year.

Date	Venue	Time
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There were No EGM's held during the Financial Year 2016-17

d) Postal ballot conducted during the year 2016-17: Tthe Company has conducted postal ballot during the year for appointment of statutory auditors approval by the Board of Directors as on 2nd May, 2016..

7. DISCLOSURES:

a) CEO and CFO certificate

The Managing Director have given a Certificate to the Board of Directors contemplated in Clause 49 of the Listing Agreement and the same is disclosed at the end of this report.

- b) The company has adopted a whistle blower policy. Employees can report the management concerned unethical behavior, act suspected fraud or violation of the Company's Code of Conduct Policy. We further affirm that during the year 2016-17, None of the personnel has denied access to the audit committee.
- c) Disclosures on materially significant related party transactions that may have potential conflict with the interests of company at large:

During the year, the Company had not entered in to any material related party transactions with any of its related parties.

However, During the year, the Company has framed a Policy on Related Party Transactions setting out the materiality thresholds for related parties and the manner of dealing with transactions between the Company and related parties based on the provisions of the Act and Listing Agreement requirements.

- d) Details of non-compliance by the company, penalties, and strictures imposed on the company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years.
- e) The Company has fulfilled the following non-mandatory requirements prescribed in Annexure I D to clause 49 of the Listing Agreement.
- f) Details of compliance with mandatory requirements and adoption of the non-mandatory requirements of this clause.
- g) The Company is not carrying on any commodity business and has also not undertaken any hedging activities, hence the same are not applicable to the Company
- h) During the last three years no penalties, strictures imposed in the Company by the Stock Exchange(s) or the Board or any statutory authority on any matter related to capital markets.

I) THE DISCLOSURE OF THE COMPLIANCE WITH MANDATORY REQUIREMENTS AND COMPLIANCE WITH CORPORATE GOVERNANCE REQUIREMENTS SPECIFIED IN REGULATION 17 TO 27 AND CALUSES(B) TO (I) OF SUB-REGULATION(2) OF REGULATION 46 ARE AS FOLLOWS.

Regulation	Particulars of regulation	Compliance status (Yes/No)
17	Board of Directors	YES
18	Audit Committee	YES
19	Nomination & Remuneration Committee	YES
20	Stakeholder Relationship Committee	YES
21	Risk Management Committee	NA
22	Vigil Mechanism	YES
23	Related Party Transaction	NA
24	Corporate Governance Requirements with respect to subsidiary of listed entity.	YES

25	Obligation with respect to independent Directors	YES
26	Obligations with respect to Directors and senior management.	YES
27	Other Corporate Governance Requirements	YES
46(2) (b) to (i)	Website	YES

8. MEANS OF COMMUNICATION:

- a) Quarterly results sent to the each household of shareholders:
 No, the results of the company are published in the newspapers wide circulation.
- b) Official News releases including Quarterly and Annual Financial Results are displayed on the Companies Website :www.genera.in
- c) Whether Management discussion and analysis is a part of the Annual report:
 The Management Discussion and Analysis is a part of the Annual Report.
- d) The presentations made to institutional investors or to the analysts: **Not Applicable.**

9. GENERAL SHAREHOLDERS INFORMATION:

a. Annual General Meeting

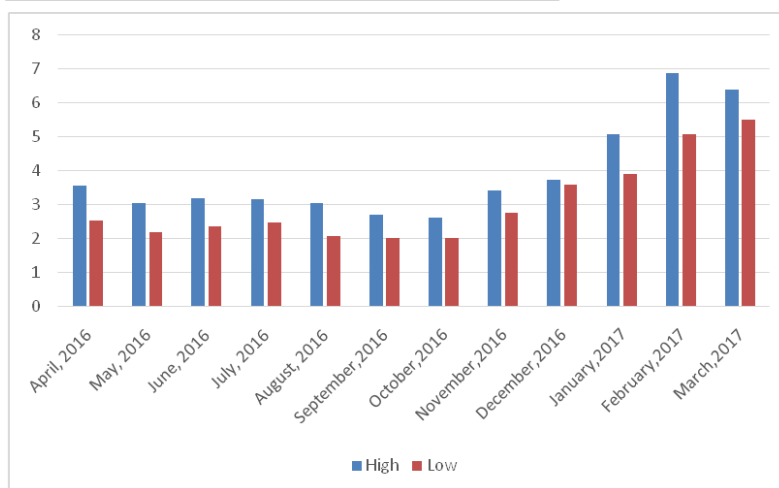
- i. Date : 28th September, 2017
- ii. Time : 11.00 A. M
- iii. Venue : Flat No.302, 3rd Floor, Metropole Apartment,, Plot No.5&6 Silicon Valley, Madhapur, Hyderabad – 500 081
- b. Financial Calendar : 1st April 2016 to 31st March, 2017
- c. Date of Book closure : 23rd September, 2017 to 28th September, 2017.
- d. Dividend payment date : Not Applicable
- e. **The Company's shares are listed on the following stock exchanges :**

Name of the Stock Exchange		Scrip Code
Bombay Stock Exchange limited	:	590133
Calcutta Stock Exchange Limited	:	10017429

g. Market Price data high and low during each month in the last financial year:

Monthly High and Low prices of Genera Agri Corp Limited of Bombay Stock Limited(BSE) for the year ended 31st March, 2017 are furnished hereunder:

Month	High	Low
April, 2016	3.55	2.52
May, 2016	3.05	2.19
June, 2016	3.19	2.34
July, 2016	3.15	2.47
August, 2016	3.04	2.06
September,2016	2.69	2.02
October,2016	2.62	2.00
November,2016	3.40	2.75
December,2016	3.73	3.57
January,2017	5.08	3.91
February,2017	6.89	5.08
March,2017	6.39	5.51



g) Stock Performance in comparison to broad – based indices such as BSE Sensex:

Month	Share Price in BSE	
	High	Low
April, 2016	3.55	2.52
May, 2016	3.05	2.19
June, 2016	3.19	2.34
July, 2016	3.15	2.47
August, 2016	3.04	2.06
September,2016	2.69	2.02
October,2016	2.62	2.00
November,2016	3.40	2.75
December,2016	3.73	3.57
January,2017	5.08	3.91
February,2017	6.89	5.08
March,2017	6.39	5.51

h. Registrar and Transfer Agents:

M/s. Bigshare Services Private Limited
 G-10, Left Wing, Amrutha Ville, Opp: Yashoda Hospital
 Somajiguda, Raj Bhavan Road, Hyderabad – 500 082, Andhra Pradesh.
 Tel:+ 91 40 2337 4967/23370295
 Fax: + 91 40 2337 0295
 Email: www.bigshareonline.com

i. Share Transfer System:

The Board of Directors has delegated the power of approving transfer of shares to the Managing Director of the Company and the details regarding the transfers are placed before the board of directors at the subsequent meeting for their approval. The Share transfer Instruments which are received in physical form, are processed by Company R&T Agent is M/s. Bigshare Services Private Limited, Hyderabad.

The Company ensures that all transfers are affected within the prescribed time from the date of their lodgment with Company. The request for dematerialization of shares are also processed by R&T Agent within the stipulated time and uploaded with the concerned depositories.

Under clause 47© of the Listing Agreement Reconciliation of Share Capital Audit Report is conducted on Quarterly basis by a Practicing Company Secretary for the purpose of, inter alia, reconciliation of the total submitted equity share capital with the depositories and in the physical form with the total issued/paid up equity capital of the company, certificates are placed before the board of directors, which is being sent to the stock exchanges where the shares of the company are listed.

j) Distribution schedule and shareholding pattern as on 31st March 2017:

1. Distribution of Shareholding as on 31st March, 2017

No. of Equity Shares Slab	No. of Share Holders		Share Amount	
	Holders	%	Amount	%
1 - 5000	1140	48.12	2144440	2.42
5001 - 10000	437	18.44	3972780	4.41
10001 - 20000	308	12.87	5028230	5.58
20001 - 30000	109	4.60	2933990	3.26
30001 - 40000	54	2.27	1966580	2.18
40001 - 50000	91	3.84	4422540	4.91
50001 - 100000	113	4.76	8752800	9.72
100001 - 500000	102	4.30	21542100	23.94
500001 - 1000000	8	0.33	5666010	6.29
1000001 - 5000000	8	0.33	15089010	16.77
5000001 - 10000000	1	0.04	7790000	8.65
10000001 & above	1	0.04	10619190	11.80
TOTAL	2369		89961000	100.00

2. Shareholding Pattern as on 31st March, 2017:

The Shareholding distribution of equity shares as on 31st March, 2017 is given hereunder:

Category	No. of Shareholders	No. of Shares held	Percentage of shareholding
Promoter's shareholding:			
- Indian	02	2201919	24.48
- Foreign	-		
Total Promoters Holdings (A)	02	2201919	24.48
Public Shareholding:			
Institutional Investors	-	-	-
- Mutual Funds	-	-	-
- Financial Institutions	-	-	-
- Banks	-	-	-
- Foreign Companies	-	-	-
- Any other	-	-	-
Non – Institutional Investors			
Bodies Corporate	42	261542	2.90
Individuals			
- Holding share capital up to 2 Lakh	2247	3651710	40.59
- Holding share capital in excess of 2 Lakh	49	2490419	27.68
Others			
- NRI's	16	348262	3.86
- Overseas Corporate Bodies	-	-	-
Trusts	-	-	-
Clearing Members	12	42248	0.46
Total Public Shareholding (B)	2366	6794181	75.52
Shares held by custodian (C)	-	-	-
TOTAL (A+B+C)	2368	8996100	100%

j) Dematerialization of Shares:

The shares of the company are compulsorily traded in DEMAT form in the Stock exchanges where they are listed. The shares are available for Dematerialization on both the Depositories viz., National Securities Depositories Limited (NSDL) and Central Depository services (India) Limited (CDSL).

k) Outstanding ADR/GDR/Warrants or any Convertible instruments, conversion date and likely impact on equity: Not Applicable**l) Plant locations:**

There are no plants, as the Company is not involved in any manufacturing operations.

m) Address for Correspondence:**For any queries related to transfer dematerialization of shares, change of address and other queries relating to shares of the Company:**

M/s. Bigshare Services Private Limited
G-10, Left Wing, Amrutha Ville, Opp: Yashoda Hospital
Somajiguda, Raj Bhavan Road, Hyderabad – 500 082, Andhra Pradesh.
Tel: + 91 40 2337 4967/23370295
Fax: + 91 40 2337 0295
Email: www.bigshareonline.com.

For any queries relating to annual reports etc.,**Registered office of the Company:**

Registered office of the Company
Flat No.302, 3rd Floor, Metropole Apartment,
Plot No.5&6 Silicon Valley, Madhapur,
Hyderabad – 500 081
Phone : + 91 4067229000(18 lines)
Fax: + 91 4067229099
Email: geetha@genera.in
Website: www.genera.in

For and on behalf of the Board of Directors

GENERA AGRI CORP LIMITED

V. JAYANTHI REDDY

Director

(DIN: 07143933)

3-5-590, Vittal Wadi, Narayanaguda,
Hyderabad- 500029

M. RAJESH NAIDU

Managing Director

(DIN- 01920908)

House No.8-2-293/82/nl/267
MLA MP Colony,
Jubilee Hills, Hyderabad- 500033



CHIEF EXECUTIVE OFFICER (CEO) / (CFO) CERTIFICATION
(Issued in accordance with the Provisions of clause 49 of the listing Agreement)

We, M. Rajesh Naidu, Managing Director and CFO K. V. N. S. S. R. K. Prasad of Genera Agri Corp Limited certify to the Board that:

1. we have reviewed the financial statements and the cash flow statement for the year ended 31st March, 2017 and to the best of my knowledge and belief, I state that;
 - The statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading; and
 - These Statements present a true and fair view of the Company's affairs and are in compliance with current accounting standards, applicable laws and regulations.
2. That there are, to the best of my knowledge and belief, no transactions entered into by the company during the year, which are fraudulent, illegal or violation of the Company's code of conduct;
3. we accept responsibility for establishing and maintaining internal controls, we have evaluated the effectiveness of the internal control systems of the Company and we have disclosed to the auditors and the audit committee, deficiencies in the design or the operation of internal controls, if any, of which we are aware and the steps that we have taken or purpose to take and rectify the identified deficiencies; and
4. That we have informed the auditors and the audit committee of: a) Significant changes in the internal control 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 of any employee having a significant role in the company's internal control system.

M. RAJESH NAIDU

Managing Director
(DIN- 01920908)
House No.8-2-293/82/nl/267,
MLA MP Colony, Jubilee Hills, Hyderabad- 500033

K. V. N. S. S. R. K. Prasad

C F O
C 102 & 103, Gulmohar Gardens,
Mallapur, Hyderabad 500 076

Place: Hyderabad
Date: 02nd September, 2017

MANAGEMENT DISCUSSION AND ANALYSIS

1. OVERVIEW OF AGRICULTURE SECTOR IN INDIA:

The growth to the economy has The growth rate for the agriculture and allied sectors is estimated to be 4.1 per cent for 2016-17. The production of Kharif food-grains during 2016-17 is estimated at 135.0 million tonnes compared to 124.1 million tonnes in 2015-16. The area sown under kharif and rabi crops during 2016-17 was 3.5 per cent and 5.9 per cent higher respectively compared to 2015-16. The agriculture sector is the backbone and crucial in our Indian economy which provides the basic ingredients to mankind and providing raw material for rapid industrialisation sector development.

The Economic survey the growth rate of 6.75 to 7.5 per cent for FY18, as compared to the expected growth rate of 6.5 per cent in FY17. Over the medium run, the implementation of the Goods and Services Tax (GST), follow-up to demonetisation, and enacting other structural reforms should take the economy towards its potential real GDP growth of 8 per cent to 10 per cent.

2. SWOT ANALYSIS:

(a) STRENGTHS:

- Vast network of arable and fertile lands.
- Experienced management team with exposure in Agricultural industry to run the operations.
- Emphasis on quality of product nurtured across the company.
- The business model is simple & needs minimum marketing requirement.
- Increase in the export of products/Entered into Export Market.

(b) WEAKNESSES:

- Low availability of adequate infrastructural facilities
- Lack of adequate quality control and testing methods as per international standards
- Inefficient supply chain due to a large number of intermediaries
- High requirement of working capital.
- Seasonal produce.

© OPPORTUNITIES

- Large crop and material base offering a vast potential for agro processing activities.
- Rising income levels and changing consumption patterns.
- Favorable demographic profile and changing lifestyles.
- Integration of development in contemporary technologies such as electronics, material science, bio-technology etc. offer vast scope for rapid improvement and progress.
- Making a mark in global and International markets.

(d) THREATS

- Affordability and cultural preferences of fresh food.
- Competition from global players.
- High packaging cost.
- As the Fruits & Vegetables are perishable in nature, there is always a pressure of early disposal.

3. DISCUSSION ON FINANCIAL AND OPERATIONAL PERFORMANCES:

The Financial performance of the Company for the Financial Year 2016 – 17 is mentioned below (Segment wise reporting):

❖ Production Division:

During the year 2016-17 the Company has changed the business model. The company has participated in the Tender called for by the TELANGANA STATE Government, to establish Vegetable out lets under the project MANAKURAGAYALU, in association with the Agricultural Marketing Department of TELANGANA STATE Government under the concept, The Neighborhood Stores and got the letter of intent for establishing vegetable out lets. As per the scheme, the agricultural Marketing dept will buy the vegetables directly from the farmers without the intervention of Middle Men, collect at the collection center of the Govt and distributes to the stores for selling to the public., and in the process the farmer gets good price and the consumer gets the vegetables at lesser price.

The company has already established 9 Vegetable out lets and selling the quality vegetables to the consumers as per the price fixed by the Govt. The company is also participating in the tenders called by the institutions and supplying Fruits and vegetables to the institutions.

To the credit the company has got good number of satisfied customers.

The company has collected good data base of its consumers in the areas where the out lets are established and shall be used for expansion and for diversion of business in the similar line.

4. OUTLOOK:

The market for the agricultural products is growing and the Company is poised to take advantage of the market developments.

Strong rains in the beginning of the current year, have eased concerns of a lower output in the region. Hence progress of monsoon in India has improved compared to the predictions, bettering prospects for agriculture and putting the economy on a stronger footing. Needless to say this will improve the availability of fodder and supply of fruits and Vegetables from Respective Farmers.

Our company also planning Agri & allied exports, agri related software Developments, commodity trading to improve the revenue. In addition our Company concentrates post-harvesting development.

5. RISKS AND CONCERNS:

As the company is mainly in to production of fruits and vegetables and the said activity rely on monsoons. Thus,

Climate change affects the mean and variability of weather conditions and the frequency of extreme events, which to a great extent determines the variability of production and yields.

Agriculture is often characterized by high variability of production outcomes or, production risk. Unlike most other entrepreneurs, farmers are not able to predict with certainty the amount of output that the production process will yield due to external factors such as weather, pests, and diseases. Farmers can also be hindered by adverse events during harvesting or threshing that may result in production losses.

In addition to above the following are the Risks involved in Agricultural industry which are having adverse effect over the industry:

- a. Price or Market Risk :Input and output price volatility is important source of market risk in agriculture. Prices of agricultural commodities are extremely volatile. Output price variability originates from both endogenous and exogenous market shocks.
- b. Technology Risk: Like most other entrepreneurs, farmers are responsible for all the consequences of their activities. Adoption of new technologies in modernizing agriculture such as in introduction of genetically modified crops causes an increase in producer liability risk.

6. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The Company has an adequate system of internal controls in place. It has documented policies and procedures covering all financial and operating functions. These controls have been designed to provide a reasonable assurance with regard to maintaining of proper accounting controls for ensuring reliability of financial reporting, monitoring of operations, protecting assets from unauthorized use or losses, compliances with regulations. The Company has continued its efforts to align all its processes and controls with global best practices. In addition to statutory audit, the financial controls are reviewed by Internal Auditors of the Company who report their concerns/qualifications to the audit committee.

Further, The Audit Committee of the Board of Directors, comprising of independent directors regularly reviews the audit plans, significant audit findings, adequacy of internal controls, compliance with accounting standards as well as reasons for changes in accounting policies and practices. The Company conducts its business with integrity and high standard of ethical behavior and in compliance with the laws and regulations that govern its business.

7. MATERIAL DEVELOPMENT IN HUMAN RESOURCE & INDUSTRIAL RELATIONS:

There are no significant developments in human resources and number of people employed. Basically, the Company is in practice of Contract Farming, thus, there are only few permanents employees in the Company and the company will hire labour on contract basis whenever necessary. However, all our efforts were made to retain the talent and improve the productivity.

8. DISCLAIMER:

Statements in this report on Management Discussion and Analysis, describing the Company's objectives, projections, estimates, expectations or predictions may be forward looking, considering the applicable laws and regulations. These statements are based on certain assumptions and expectation of future events. Actual results could, however,



differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include global and domestic demand-supply conditions, finished goods prices, raw materials costs and availability, fluctuations in exchange rates, changes in Government regulations and tax structure, economic developments within India and the countries with which the Company has business contacts.

The Company assumes no responsibility in respect of the forward looking statements herein, which may undergo changes in future on the basis of subsequent developments, information or events.

CERTIFICATE ON CORPORATE GOVERNANCE

To

The Members

Genera Agri Corp Limited

Flat No: 302, 3rd Floor, Metropole Apartment,

Plot No: 05 & 06, Silicon Valley, Madhapur

Hyderabad – 500033, Telangana

We have examined the compliance of conditions of Corporate Governance by **M/s.Genera Agri Corp Limited** (hereinafter called as “the Company”) for the year ended 31st March, 2017 as stipulated in Chapter IV of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) pursuant to listing agreement of the said company with the Stock Exchanges.

The Compliance of the conditions of Corporate Governance is the responsibility of the management. Our examination was limited to the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of an opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, the Company has complied with the conditions of Corporate Governance as specified in Chapter IV of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 pursuant to listing agreement of the said company with the Stock Exchanges.

We further state that such Compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For and on behalf of

R & A Associates Company

Secretaries

R. Ramakrishna Gupta

Partner

FCS No.: 5523

CP No.: 6696

Place: Hyderabad

Date : 2nd September, 2017

INDEPENDENT AUDITOR'S REPORT

Report on the Financial Statements

We have audited the accompanying standalone financial statements of **M/s Genera Agri Corp Limited** ("the Company"), which comprise the Balance Sheet as at 31 March 2017, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these standalone 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 relevant rules issued there under. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone 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 there under.

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

An audit involves performing procedures to obtain audit evidence about the amounts, the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial controls 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 standalone financial statements.

Basis for Qualified Opinion

- a. The Company carries investments in its wholly owned subsidiaries amounting to Rs. 351.38 lakhs, which have not commenced any operations since inceptions and company may not fully recover its investments. The company has not made any provision for permanent diminution in value of the investments.
- b. The Company had advanced certain amounts as Inter-Corporate loans totaling Rs.1037.35 Lakhs, which are outstanding since long time. Considering the fact that these are outstanding since long time and Company's efforts in recovering the same are not fully yielding desired results. The possible loss on account of this has not been recognized in the financial statements.
- c. The Company given advances for land, farmers lease rental deposits and advances to staff totaling Rs.2421.59

- lakhs which are outstanding since long time, during the year, out of Rs.2421.59 lakhs, the amount of Rs.1780.48 lakhs has identified as not recoverable, the same was written off and accordingly charged to the statement of profit and loss. The management is expecting the recovery of balance in the near future.
- d. The company efforts in recovering the outstanding balance of trade receivables Rs 3482.53 lakhs are not yielding desired results. During the year the company has identified an amount of Rs.3184.04 lakhs is not recoverable and the same charged to statement of profit and loss. The company is expecting the recovery of balance in the near future.

According to the management, it is not possible to estimate the losses and consequently quantify the amount of provision required in the above cases.

Had the company estimated and provided for the losses as mentioned (a) to (c) of above, the profit stated in the statement of profit and loss would have been lower by such amount; the carrying value of investments in the Balance sheet would have been lower by the amount of provision with respect to item mentioned in paragraph (a) of the above; the amount of other non-current assets in the Balance sheet would have been lower by the amount of provision with respect to item mentioned in paragraph (b) of the above ; the amount of Long-term loans and advances in the Balance sheet would have been lower by the amount of provision with respect to item mentioned in paragraph (c) of the above.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, except for the effects of the matters described in the "Basis for qualified opinion" paragraph, the aforesaid standalone 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 31 March 2017, and its profit and its cash flow for the year ended on that date.

Emphasis of Matter

Attention is invited to the following:-

- (a) Note No 26 (Contingent Liabilities) relating to the show cause notice issued by the Enforcement Directorate on certain alleged lapses by the company relating to certain filings under the provisions of Foreign Exchange Management Act, the financial impact of which is not quantifiable at the moment;

The corresponding penal consequences presently cannot be determined; accordingly no provision for any liability and/or adjustment that may result has been made in the standalone financial statements. Our opinion is not qualified in respect of the aforesaid matters.

Other Matter

As per statutory records produced before us and explanations given to us, our comments are as follows:

- The company is not appointed the Whole Time Company Secretary as required under section 203 of the Companies Act, 2013 and relevant rules made there under.
- There was no Internal Auditor's as required under section 138 of the Companies Act, 2013
- We are unable to find the status of the Micro and Small Enterprises, to whom the company owes, which are outstanding more than 45 days at 31st March, 2017.

Our opinion is not qualified in respect of the aforesaid matters.

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 in

terms of Section 143(11) of the Companies Act 2013 ("Act"), we give in "Annexure B statement on the matters specified in paragraphs 3 & 4 of the Order

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

- (a) We have sought and except for the matters described in the Basis for Qualified Opinion and other matter paragraph, obtained all the information and explanations which to the best of our Knowledge and belief were necessary for the purposes of our audit;
- (b) Except for the possible effects of the matters described in the Basis for Qualified Opinion paragraph and other matter, 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;
- © 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) Except for the effects of the matters described in the Basis for Qualified opinion paragraph, Emphasis matter and other matter paragraph above, in our opinion, the aforesaid standalone Financial Statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
- (e) The matter described in the Basis for Qualified Opinion Paragraph above, the matters described under the Emphasis of Matter paragraph and the matters described under the Other Matters paragraph in our opinion, may have an adverse effect on the functioning of the company;
- (f) On the basis of the written representations received from the directors as on 31st March 2017 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2017 from being appointed as a director in terms of Section 164 (2) of the Act;
- (g) With respect to the adequacy of internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure A";
- (h) 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 has disclosed the impact of pending litigations on its financial position in its financial statements – refer note no 26 to the financial statements;
 - ii. The Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses; and
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company; and
 - (iv). The company has provided requisite disclosures in note 34 to these standalone financial statements as to holding of specified bank notes on November 8, 2016 and December 30, 2016 as well as dealings in Specified Bank Notes during the period from November 8, 2016 and December 30, 2016. Based on our audit procedures and relying on the management representation regarding the holding and nature of cash transactions, including specified bank notes, we report that these disclosures are in accordance with the books of accounts maintained by the company and as produced to us by the management.

For **GLN Prasad & Co**
Chartered Accountants
Firm Reg. no: 015176S

GLN Prasad
Partner
Membership No: 214735

Place: Hyderabad

Annexures to the Independent Auditors' Report

Annexure - A to the Independent Auditors' report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **M/s Genera Agri Corp Limited** ("the company") as of 31 March, 2017 in conjunction with our audit of the financial statements of the company for the year ended on that date.

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

Auditors' Responsibility

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

An 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 judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatement due to error or fraud may occur and not be detected. Also, projections of any evaluation of 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.

Qualified Opinion

According to the information and explanation given to us and based on our audit, the following material weakness have been identified as at March 31,2017.

- a. The company did not have internal auditor's as required by the company's act,2013, which is one of the essential components of internal control, with regards to the potential for fraud when performing risk assessment.
- b. The company's internal control system for statutory dues and returns were not operating effectively, which could potentially result in the company goes to the various legal cases for the above mentioned liability.
- c. The company does not have proper internal control system for collection of amount from its trade receivables, due to which heavy amount of bad debts are being written off during the year, thereby resulting in the reduction of net profit and net assets of the company during the year.

A 'material weakness' is a deficiency or a combination of deficiencies in internal financial control over financial reporting such that there is a reasonable possibility that a material misstatement of the company's annual financial statements will not be prevented or detected on a timely basis.

In our opinion, except for the effects/possible effects of the material weaknesses described above on the achievement of the objective of control criteria, the company has maintained adequate and effective internal financial control system over financial reporting as at 31st March, 2017, based on the internal control over financial reporting criteria established by the company considering the essential components of internal financial control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

We have considered the material weaknesses identified and reported above in determining the nature, timing and extent of audit tests applied in our audit of the standalone financial statements of the Company, and these material weaknesses do not affect our opinion on the standalone financial statements of the Company.

For **G L N Prasad & Co**
Chartered Accountants
Firm Reg. no: 015176S

G L N Prasad
Partner
Membership No: 214735

Place: Hyderabad
Date: 30.05.2017

Annexure (B) to the Independent Auditor's Report

Referred to in paragraph 2 under the heading "Report on other legal and regulatory requirements" of our report of even date to the financial statements of the company for the year ended March 31, 2017:

- (I) (a) The Company has not maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) As informed to us, the Company had carried out the physical verification of Fixed Assets during the year under review.
- © According to the information and explanations given to us and on the basis of our examination of the records of the company, the title deeds of immovable properties are held in the name of the company.
- (ii) The management has conducted physical verification of inventory at reasonable intervals during the year. The discrepancies noticed on physical verification of the inventory is compared to books records which has been properly dealt with in the books of account were not material.
- (iii) According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured to companies, firms, LLPs or other parties covered in the register maintained under Section 189 of the Companies Act, 2013. Accordingly, the provisions of clause 3(iii)(a),(b) and (c) of the Order are not applicable to the Company and hence not commented upon.
- (iv) In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 In respect of loans, investments, guarantees, and security.
- (v) According to the information and explanations given to us, the Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.
- (vi) As informed to us, the maintenance of Cost Records has not been specified by the Central Government under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the company.
- (vii)(a) According to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company have not been regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income-Tax, Sales tax, Service Tax, Duty of Customs, Duty of Excise, Value added Tax, Cess and any other statutory dues with the appropriate authorities.

According to the information and explanations given to us, undisputed amounts payable in respect of the above were income tax pertaining to the financial year ended 31 March, 2014 amounting to 2.02 Lakhs and income tax pertaining to the financial year ended 31 March, 2015 amounting to 5.88 Lakhs were in arrears as at March 31, 2017 for a period of more than six months from the date on when they become payable.

- (b) According to the information and explanation given to us, following are the due amounts pertaining to the Income Tax which have not been deposited on account of dispute for which appeals are pending before the Hon'ble Income Tax Appellate Tribunal.

Sl. No	Assessment Year	Tax Demand against which appeal was preferred (all Rs. in Lakhs)
1	2007-2008	52.49
2	2008-2009	32.14
3	2009-2010	240.55

4	2010-2011	652.08
5	2011-2012	1138.02
6	2012-2013	935.29
7	2013-2014	408.41

TOTAL 3,458.98

- (viii) The Company does not have any loans or borrowings from any financial institution, banks, government or debenture holders during the year. Accordingly, paragraph 3(viii) of the Order is not applicable.
- (ix) Based upon the audit procedures performed and the information and explanations given by the management, the company has not raised moneys by way of initial public offer or further public offer including debt instruments and term Loans. Accordingly, the provisions of clause 3 (ix) of the Order are not applicable to the Company and hence not commented upon.
- x) Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.
- (xi) According to the information and explanations give 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 Act.
- (xii) In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 4 (xii) of the Order are not applicable to the Company.
- (xiii) 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 standards.
- (xiv) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- (xv) According to the information and explanations 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. Accordingly, paragraph 3(xv) of the Order is not applicable.
- (xvi) In our opinion, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3 (xvi) of the Order are not applicable to the Company and hence not commented upon.

For **GLN Prasad & Co**
Chartered Accountants
Firm Reg. no: 015176S

GLN Prasad
Partner
Membership No: 214735

Place: Hyderabad
Date: 30.05.2017

BALANCE SHEET AS AT 31ST MARCH, 2017

PARTICULARS	NOTE	As at 31 March 2017	As at 31 March 2016
I. EQUITY AND LIABILITIES		₹	₹
1 Shareholders' Funds			
(a) Share Capital	3	8,99,61,000	8,99,61,000
(b) Reserves and Surplus	4	5,92,73,041	60,43,26,300
		<u>14,92,34,041</u>	<u>69,42,87,300</u>
2 Non- Current Liabilities			
(a) Long-term borrowings	5	8,49,51,000	6,80,00,000
(b) Deferred tax liabilities (Net)	6	14,69,283	16,71,053
		<u>8,64,20,283</u>	<u>6,96,71,053</u>
3 Current Liabilities			
(a) Trade payables	7	2,49,56,112	1,85,83,803
(b) Other current liabilities	8	18,56,131	8,75,952
(c) Short term provisions	9	17,52,898	25,35,568
		<u>2,85,65,141</u>	<u>2,19,95,323</u>
TOTAL		<u>26,42,19,465</u>	<u>78,59,53,676</u>
II ASSETS			
1 Non-Current Assets			
(a) Fixed assets			
Tangible assets	10	1,71,94,312	5,23,94,061
(b) Non-current investments	11	3,51,37,593	3,51,37,593
(c) Long-term loans and advances	12	6,65,45,349	23,43,01,514
(d) Other non current assets	13	10,37,34,775	10,37,34,775
		<u>22,26,12,029</u>	<u>42,55,67,943</u>
2 Current Assets			
(a) Inventories	14	86,80,855	60,71,450
(b) Trade receivables	15	2,98,53,278	34,20,88,705
(c) Cash and cash equivalents	16	14,22,298	6,78,062
(d) Short-term loans and advances	17	16,51,005	1,15,47,516
		<u>4,16,07,436</u>	<u>36,03,85,733</u>
TOTAL		<u>26,42,19,465</u>	<u>78,59,53,676</u>
Significant Accounting Policies and Notes forming part of financial statements.	1-40		

The accompanying Notes are an Integral Part of the Financial Statements
AS PER OUR REPORT OF EVEN DATE

For G L N Prasad & Co
Firm Regn.No.015176S
Chartered Accountants

GLN Prasad
Partner
Membership No.: 214735
Place : Hyderabad
Date: 30.05.2017

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For and on behalf of the Board
GENERA AGRO CORP LTD.

Rajesh Naidu Munirathnam
Director
DIN: 01920908

Vundayala Jayanthi Reddy
Director
DIN:07143933

Profit and Loss statement for the year ended 31st March, 2017

PARTICULARS	NOTE	For the year ended 31 March 2017	For the year ended 31 March 2016
		₹	₹
I Revenue from operations:	18	12,60,39,304	21,85,68,353
II Other Income		10,41,460	-
III Total Revenue (I + II)		12,70,80,764	21,85,68,353
IV Expenses			
Cost of Materials Consumed	19	11,02,67,904	20,48,18,173
Change in inventory of stock-in-trade	20	(26,09,405)	(29,99,675)
Operating expenses	21	26,89,082	28,04,017
Employee benefits expense	22	86,11,312	80,62,019
Finance Costs	23	65,928	2,420
Depreciation and amortization expense	10	5,22,55,086	36,04,809
Other Expenses	24	50,08,22,696	19,25,789
Total Expense		67,21,02,603	21,82,17,552
V Profit before exceptional and extraordinary items and tax	(III-IV)	(54,50,21,839)	3,50,801
VI Exceptional Items		-	-
VII Profit before extraordinary items and tax	(V-VI)	(54,50,21,839)	3,50,801
VIII Extraordinary items		-	-
IX Profit before tax	(VII-VIII)	(54,50,21,839)	3,50,801
X Tax expense:			
(1) Current tax		2,33,190	10,15,860
(2) Deferred tax		(2,01,770)	(8,06,193)
		31,420	2,09,667
XI Profit/(Loss) for the period	(IX - X)	(54,50,53,259)	1,41,134
XII Earnings per equity share:			
1. Basic		(60.59)	0.02
2. Diluted		(60.59)	0.02
Significant Accounting Policies and Notes forming part of financial statements	1-40		

The accompanying Notes are an Integral Part of the Financial Statements
AS PER OUR REPORT OF EVEN DATE

For G L N Prasad & Co
Firm Regn.No.015176S
Chartered Accountants

GLN Prasad
Partner
Membership No.: 214735
Place : Hyderabad
Date: 30.05.2017

For and on behalf of the Board
GENERA AGRO CORP LTD.

Rajesh Naidu Munirathnam
Director
DIN: 01920908

Vundayala Jayanthi Reddy
Director
DIN:07143933

CASH FLOW STATEMENT FOR THE YEAR ENDED 31st March, 2017

	As at 31/03/2017	As at 31/03/2016
A Cash Flow from Operating Activities	₹	₹
Net Profit before Tax and extraordinary Items Adjustments	(54,50,21,839)	3,50,801
Depreciation	5,22,55,086	36,04,809
Advances written off	16,80,36,980	-
Profit on sale of assets	(3,00,000)	-
Interest paid	-	-
	21,99,92,066	36,04,809
Operating Profit before Working Capital Changes	(32,50,29,774)	39,55,610
Adjustments for working capital changes:		
Decrease/(Increase) in Trade Receivables	31,22,35,427	(23,69,508)
Decrease/(Increase) in Short term loans and advances	98,96,511	-
Decrease/(Increase) in Inventory	(26,09,405)	(29,99,675)
Decrease/(Increase) in other current assets	-	(96,308)
Increase/(Decrease) in Trade Payables	63,72,309	16,26,326
Increase/(Decrease) in other current liabilities	9,80,179	(2,22,189)
Increase/(Decrease) in Short term provisions	-	-
	32,68,75,022	(40,61,354)
Cash generated from/(used in) Operations	18,45,248	(1,05,744)
Less: Direct Taxes Paid	(10,15,860)	-
Net Cash from Operating Activities before extra ordinary items	8,29,388	(1,05,744)
B Cash Flow from Investing Activities		
Purchase of Fixed Assets	(1,73,55,336)	(1,74,321)
Sale of Fixed Assets	6,00,000	-
Non-current Investment	(2,80,815)	-
Net Cash from Investment Activities	(1,70,36,152)	(1,74,321)
C Cash Flow from Financing Activities		
Long term borrowings received	1,69,51,000	-
Short term borrowings	-	-
Net Cash From Financing Activities	1,69,51,000	-
Net Change in Cash and Cash Equivalents (A+B+C)	7,44,236	(2,80,065)
Opening Balance of Cash and Cash Equivalents	6,78,062	9,58,126
Closing Balance of Cash and Cash Equivalents	14,22,298	6,78,061
Bank Balances		
In Current Accounts	4,78,125	94,736
Cash on Hand	9,44,173	5,83,325
Closing Balances of Cash and Cash Equivalents	14,22,298	6,78,061

See accompanying notes forming part of the financial statements

The accompanying notes are an integral part of the financial

AS PER OUR REPORT OF EVEN DATE

For G L N Prasad & Co

Firm Regn.No.015176S

Chartered Accountants

GLN Prasad

Partner

Membership No.: 214735

Place : Hyderabad

Date: 30.05.2017

1-40

For and on behalf of the Board

GENERA AGRO CORP LTD.

Rajesh Naidu Munirathnam

Director

DIN: 01920908

Vundayala Jayanthi Reddy

Director

DIN:07143933

NOTE NO. 3 : SHARE CAPITAL

Particulars	As on 31/03/2017		As on 31/03/2016	
SHARE CAPITAL	₹		₹	
-Authorised 300,000,00 Equity Shares of Rs. 10/- each [Previous Year : 300,000,00 Equity Shares of Rs.10/- each]	30,00,00,000		30,00,00,000	
-Issued, Subscribed and Paid up 89,96,100 Equity Shares of Rs. 10/- each [Previous Year : 89,96,100 Equity Shares of Rs.10/- each]	8,99,61,000		8,99,61,000	
TOTAL	8,99,61,000		8,99,61,000	
- Reconciliation of Shares:	No of Shares	Amount in ₹	No of Shares	Amount in ₹
Shares at the beginning of the period	89,96,100	8,99,61,000	89,96,100	8,99,61,000
Add: Shares issued During the year	-	-	-	-
Add: Rights/Bonus Shares Issued	-	-	-	-
Total	89,96,100	8,99,61,000	89,96,100	8,99,61,000
Less: Buy back of Shares	-	-	-	-
Less Reduction in Capital	-	-	-	-
Shares Outstanding at the end of the period	89,96,100	8,99,61,00	89,96,100	8,99,61,00
-List of Share holders having 5% or more Shares (In Nos)				
Name Of Shareholder	2016-17		2015-16	
	In No. of Shares	In %	In No. of Shares	In %
M.Rajesh Naidu	11,40,000	12.67%	779,000	8.69%
M.Kalpana Raj	10,61,919	11.80%	881,808	9.83%
The company has only one class of equity shares having a par value of Rs.10. Each holder of equity shares is entitled to one vote per share.				

NOTE NO. 4 : RESERVES AND SURPLUS

S. No.	Particulars	As on 31/03/2017	As on 31/03/2016
I	RESERVES AND SURPLUS	₹	₹
	a) Capital reserve		
	As at the commencement of the year	99,500	99,500
	Add: During the year	-	-
	Less: Utilised during the year	-	-
	Total	99,500	99,500
	b) General reserves		
	As at the commencement of the year	97,000	97,000
	Add: During the year	-	-
	Less: Utilised during the year	-	-
	Total	97,000	97,000
	c) Surplus/(Deficit) in the statement of Profit and Loss		
	Balance as per last financial statements	60,41,29,800	60,35,24,062
	Add: Net Profit for The Year	(54,50,53,259)	1,41,134
	Add: Adjustment relating to Fixed Assets	-	4,64,604
	Closing Balance	5,90,76,541	60,41,29,800
	TOTAL	5,92,73,041	60,43,26,300

NOTE NO. 5 : LONG TERM BORROWINGS

S. No.	Particulars	As on 31/03/2017	As on 31/03/2016
I	Long Term borrowings	₹	₹
	Unsecured		
	- From Directors	7,94,51,000	6,80,00,000
	- Security Deposits	55,00,000	-
	Total	8,49,51,000	6,80,00,000

NOTE NO. 6 : DEFERRED TAX ASSET

S. No.	Particulars	As on 31/03/2017	As on 31/03/2016
I	DEFERRED TAX ASSET	₹	₹
	Depreciation as per companies act	32,85,908	36,04,809
	Depreciation as per Income tax act	26,32,930	9,95,769
	Timing difference amount	6,52,978	26,09,040
	Deferred tax asset / (liability) for current period	(2,01,770)	(8,06,193)
	Add: Opening deferred tax liability	16,71,053	24,77,246
	Net deferred tax Liability	14,69,283	16,71,053
	TOTAL	14,69,283	16,71,053
<p>Deferred tax for the current period (2016-17) has been measured using average tax rates that have been enacted or substantively enacted by the balance sheet date. The effective tax rate that was used to measure the deferred tax asset and liabilities for the current period was @ 30.90%.</p>			

NOTE 7 : TRADE

S. No.	Particulars	As on 31/03/2017	As on 31/03/2016
I	TRADE PAYABLES	₹	₹
	Total outstanding dues of Small, Micro and Medium Enterprises	-	-
	Total outstanding dues of others	2,49,56,112	1,85,83,803
	TOTAL	2,49,56,112	1,85,83,803

NOTE 8 : OTHER CURRENT LIABILITIES

S. No.	Particulars	As on 31/03/2017	As on 31/03/2016
I	OTHER CURRENT LIABILITIES	₹	₹
	Audit fee payable	4,90,761	3,10,365
	Statutory Dues Payable	1,27,471	1,45,272
	Others	12,37,899	4,20,315
	TOTAL	18,56,131	8,75,952

NOTE 9 : SHORT TERM PROVISIONS

S. No.	Particulars	As on 31/03/2017	As on 31/03/2016
I	SHORT TERM PROVISIONS	₹	₹
	Provision for Taxation	17,52,898	25,35,568
	TOTAL	<u><u>17,52,898</u></u>	<u><u>25,35,568</u></u>

NOTE 10 FIXED ASSETS DEPRECIATION AS PER COMPANIES ACT

Amount in ₹

Sl. No.	Description of Assets	GROSS BLOCK				DEPRECIATION					NET BLOCK	
		As on 01.04.2016	Additions during the year	Deletions during	Total	RATE	Upto 31.03.2016	Depreciation For the year	Total for the Year	IMPAIRMENT	As on 31.03.2017	As on 31.03.2016
	Tangible Assets:	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹
1	Land	5,79,800	-	3,00,000	2,79,800	-	-	-	-	-	2,79,800	5,79,800
2	Office Equipment	13,74,953	-	-	13,74,953	4.75%	3,24,248	48,983	3,73,231	10,01,722	-	10,50,705
3	Furniture	95,74,375	16,18,669	-	1,11,93,044	6.33%	36,62,191	5,20,279	41,82,470	54,57,641	15,52,933	59,12,184
4	Computers	37,39,674	13,34,848	-	50,74,522	16.21%	41,53,116	2,59,562	44,12,677	18,015	11,08,434	51,162
5	Vehicles	19,15,183	12,29,572	-	31,44,755	9.50%	12,05,445	1,68,451	13,73,897	5,73,281	11,97,577	7,09,738
6	Buildings	2,03,40,123	1,20,71,881	-	3,24,12,004	3.34%	57,24,985	6,97,479	64,22,464	1,41,05,618	1,18,83,922	1,46,15,138
7	Electrical equipment	42,49,011	11,00,366	-	53,49,377	4.75%	10,67,541	1,85,089	12,52,630	29,25,101	11,71,645	31,81,470
8	Poli house shared net house and pendals	3,94,68,468	-	-	3,94,68,468	4.75%	1,31,74,603	14,06,064	1,45,80,667	2,48,87,801	-	2,62,93,865
	TOTAL	8,12,41,587	1,73,55,336	3,00,000	9,82,96,923		2,93,12,130	32,85,908	3,25,98,038	4,89,69,178	1,71,94,312	5,23,94,061

NOTE 11 : NON- CURRENT INVESTMENTS

S. No.	Particulars	As on 31/03/2017	As on 31/03/2016
	NON- CURRENT INVESTMENTS	₹	₹
	a) Genera Agri, Dubai	3,50,06,838	3,50,06,838
	b) Genera Agri, Tanzania	1,30,755	1,30,755
	TOTAL	3,51,37,593	3,51,37,593

NOTE 12 : LONG TERM LOANS AND ADVANCES

S. No.	Particulars	As on 31/03/2017	As on 31/03/2016
	LONG - TERM LOANS AND ADVANCES:	₹	₹
	Other advances	6,41,11,484	16,86,48,464
	Other Deposits	-	6,35,00,000
	Rent Deposits	24,33,865	21,53,050
		6,65,45,349	23,43,01,514

NOTE 13. : OTHER NON- CURRENT ASSETS

S. No.	Particulars	As on 31/03/2017	As on 31/03/2016
	Other Non - Current Assets	₹	₹
	Inter-Corporate Deposits	10,37,34,775	10,37,34,775
		10,37,34,775	10,37,34,775

NOTE 14. : INVENTORIES

S. No.	Particulars	As on 31/03/2017	As on 31/03/2016
	INVENTORIES :	₹	₹
	a) Stock-in-trade	86,80,855	60,71,450
		86,80,855	60,71,450

NOTE 15: TRADE RECEIVABLES

S. No.	Particulars	As on 31/03/2017	As on 31/03/2016
I	TRADE RECEIVABLES:	₹	₹
	Over six months	2,62,70,885	33,64,56,284
	Below six months	35,82,393	56,32,421
	TOTAL	<u>2,98,53,278</u>	<u>34,20,88,705</u>

NOTE NO. 16 : CASH AND BANK BALANCES

S. No.	Particulars	As on 31/03/2017	As on 31/03/2016
I	CASH AND CASH EQUIVALENTS :	₹	₹
	Cash and Cash Equivalents		
	Cash on hand	9,44,173	5,83,326
	Balances with Banks		
	In Current Accounts	4,78,125	94,736
	TOTAL	<u>14,22,298</u>	<u>6,78,062</u>

NOTE 17: SHORT TERM LOANS AND ADVANCES

S. No.	Particulars	As on 31/03/2017	As on 31/03/2016
I	SHORT TERM LOANS AND ADVANCES	₹	₹
	Staff advances	-	1,00,11,400
	Other advances	16,51,005	15,36,116
	TOTAL	<u>16,51,005</u>	<u>1,15,47,516</u>

NOTE NUMBERS TO STATEMENT OF PROFIT & LOSS
NOTE NO. 18 : REVENUE FROM OPERATIONS

S. No.	Particulars	As on 31/03/2017	As on 31/03/2016
A	REVENUE FROM OPERATIONS	₹	₹
	Sale of Goods	12,60,39,304	21,85,68,353
	TOTAL	<u>12,60,39,304</u>	<u>21,85,68,353</u>

NOTE NO. 19 : COST OF MATERIAL CONSUMED

S. No.	Particulars	As on 31/03/2017	As on 31/03/2016
A	COST OF TRADING MATERIALS SOLD	₹	₹
	Purchase of Trading Materials	11,02,67,904	20,48,18,173
	Agri input purchases	-	-
	TOTAL	<u>11,02,67,904</u>	<u>20,48,18,173</u>

NOTE 20 : CHANGE IN INVENTORIES & STOCK IN TRADE

S. No.	Particulars	As on 31/03/2017	As on 31/03/2016
I	CHANGE IN INVENTORY OF STOCK IN TRADE	₹	₹
	Finished Goods		
	Finished Goods at the beginning of the period	60,71,450	30,71,775
	Total Finished goods at the beginning of the period	60,71,450	30,71,775
	Less Finished goods at the end of the period	86,80,855	60,71,450
	(Increase)/Decrease in Inventories	<u>(26,09,405)</u>	<u>(29,99,675)</u>

NOTE 21 : OPERATING EXPENSES

S. No.	Particulars	As on 31/03/2017	As on 31/03/2016
I	OPERATING EXPENSES	₹	₹
	Cultivation Expenses	-	1,60,030
	Rent	19,59,580	15,11,500
	Rates and Taxes	3,381	50,730
	Office Expenses	5,57,285	61,059
	Repairs and Maintenance	-	4,28,735
	Loading and Unloading Charges	18,675	20,000
	Outlet Maintenance	52,362	-
	Power and fuel	97,800	5,71,963
	TOTAL	<u>26,89,082</u>	<u>28,04,017</u>

NOTE 22 : EMPLOYEE BENEFIT EXPENSES

S. No.	Particulars	As on 31/03/2017	As on 31/03/2016
I	EMPLOYEE BENEFITS EXPENSE	₹	₹
	Salaries, Wages, Bonus etc.	84,31,961	78,78,863
	Workmen and Staff Welfare Expenses	1,79,351	1,83,156
	TOTAL	<u>86,11,312</u>	<u>80,62,019</u>

NOTE 23 : FINANCE COST

S. No.	Particulars	As on 31/03/2017	As on 31/03/2016
I	FINANCE COSTS	₹	₹
	Bank Charges	65,928	2,420
	TOTAL	<u>65,928</u>	<u>2,420</u>

NOTE 24 : OTHER EXPENSES

S. No.	Particulars	As on 31/03/2017	As on 31/03/2016
I	OTHER EXPENSES	₹	₹
	Computer maintenance	47,885	14,845
	Audit Fee	2,87,500	2,87,500
	Electricity Charges	6,21,187	1,04,377
	Professional Charges	4,79,510	1,04,000
	Software Licence	2,71,224	-
	Bussiness Promotion Expenses	4,56,029	4,54,009
	Internet charges	1,00,145	6,692
	Annual custodial fee	27,656	-
	Interest on TDS	12,576	629
	Postage,Telephone and Telex	70,489	84,296
	Travelling and Conveyance	5,92,734	3,19,459
	Bad debts and advances written off	49,64,53,372	-
	Miscellaneous expenses	1,13,969	13,543
	Vehical Maintanance	89,226	1,85,816
	Printing and stationary	4,51,842	39,175
	Filing Charges	1,28,550	3,11,448
	Interest on income tax	9,150	-
	Chit loss	5,78,652	-
	Donations	31,000	-
	TOTAL	50,08,22,696	19,25,789

NOTES ANNEXED TO AND FORMING PART OF FINANCIAL STATEMENTS
(All amounts in Indian Rupees rounded off to the nearest rupee,
except share data and where otherwise stated)

1. Corporate information

Genera Agri Corp Limited ('the Company') was incorporated in India under Companies Act, 1956 . The Company is carrying on the business of trading of Agriculture Products

2. Significant accounting policies

2.01 Basis of accounting and preparation of financial statements

The financial statements of the Company have been prepared in accordance with the generally accepted accounting principles in India (Indian GAAP). The Company has prepared these financial statements to comply in all material respects with the accounting standards notified under Section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules 2014. The financial statements are presented in Indian Rupees rounded off to the nearest rupee.

The accounting policies adopted in the preparation of the financial statements are consistent with those of previous year.

2.02 Use of estimates

The preparation of the financial statements in conformity with Indian GAAP requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognised in the periods in which the results are known / materialise.

2.03 Cash and cash equivalent

Cash and cash equivalents for the purpose of cash flow statement comprise cash, balance and demand deposit with banks and short term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value.

2.04 Inventories

Net realizable value is the selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sales.

2.05 Depreciation and amortisation

Depreciation on tangible fixed assets is provided on Straight Line Method (SLM) on the basis of useful life of fixed assets as specified under Schedule II to the Companies Act, 2013. Depreciation is calculated on a pro-rata basis from the date of installation till the date the assets are sold or disposed.

2.06 Prior period items

Prior period items are income or expenses which arises in the current period as a result of error or omissions in the preparation of financial statements of one or more prior periods.

2.07 Revenue recognition

Revenue is recognized to the extent that is probable that the economic benefits will flow to the company and the revenue can be reliably measured.

Revenue from sale of goods is recognised when:

The property in goods have been transferred to the buyer for a price or all significant risks and rewards of ownership have been transferred to the buyer.

No significant uncertainty exists regarding the amount of the consideration that will be delivered from the sale of goods.

2.08 Fixed Assets

Tangible fixed assets

Fixed assets are carried at the cost of acquisition or construction less accumulated depreciation. The cost of fixed assets includes non refundable taxes, duties, freight and other incidental expenses related to the acquisition and installation of the respective assets.

Subsequent expenditure related to an item of tangible fixed asset is capitalised only if it increases the future benefits from the existing assets beyond its previously assessed standards of performance.

Gains or losses arising from the disposal of Tangible assets are recognised in the statement of profit and loss.

Intangible assets

Intangible assets are recorded at the consideration paid for acquisition

Gains or losses arising from the disposal of intangible assets are recognised in the statement of profit and loss.

Capital work-in-progress:

Projects under which assets are not ready for their intended use and other capital work-in-progress are carried at cost, comprising direct cost, related incidental expenses and attributable interest.

2.09 Impairment of assets:

As at Balance Sheet date, the carrying amount of assets is tested for impairment so as to determine:

- a. the provision for impairment loss, if any; and
- b. the reversal of impairment loss recognised in previous periods, if any,

Impairment loss is recognised when the carrying amount of an asset exceeds its recoverable amount. Recoverable amount is determined:

- a. in the case of an individual asset, at the higher of the net selling price and the value in use;
- b. in the case of a cash generating unit (a group of assets that generates identified, independent cash flows), at the higher of the cash generating unit's net selling price and the value in use.

(Value in use is determined as the present value of estimated future cash flows from the continuing use of an asset and from its disposal at the end of its useful life).

2.10 Investments

Investments that are readily realisable and are intended to be held for not more than 12 months from the date, on which such investments are made, are classified as current investments. All other investments are classified as non current investments.

"Long-term investments, are carried individually at cost less provision for diminution, other than temporary, in the value of such investments. Current investments are carried individually, at the lower of cost and fair value. Cost of investments

include acquisition charges such as brokerage, fees and duties. "

2.11 Borrowing Costs:

Borrowing Costs are attributable to the acquisition of a Qualifying asset are capitalised as part of cost of such asset till such time as the asset is ready for its intended use. Other borrowing costs are recognised as expense for the period.

2.12 Employee benefits

Employee benefits includes Provident fund, Gratuity, Insurance and compensated absences

Provident Fund

The Company is contributing to the employees provident fund maintained under the employees provident fund scheme by the Central Government

2.13 Earnings per share

Basic earnings per share is computed by dividing the net profit / (loss) for the period attributable to equity shareholders (after tax including the post tax effect of extraordinary items, if any) by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the profit / (loss) after tax (including the post tax effect of extraordinary items, if any) as adjusted for dividend, interest and other charges to expense or income relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares.

2.14 Income Tax Expenses

Income tax expense comprises current tax and deferred tax charge or credit.

Current Tax

Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the relevant tax regulations applicable to the Company

Deferred tax

Deferred tax charge or credit reflects the tax effects of timing differences between accounting income and taxable income for the period. The deferred tax charge or credit and the corresponding deferred tax liabilities or assets are recognised using the tax rates that have been enacted or substantially enacted by the balance sheet date. Deferred tax assets are recognised only to the extent there is reasonable certainty that the assets can be realised in future; however, where there is unabsorbed depreciation or carry forward of losses, deferred tax assets are recognised only if there is a virtual certainty of realisation of such assets

Deferred tax assets are reviewed at each balance sheet date and are written-down or written-up to reflect the amount that is reasonably/virtually certain (as the case may be) to be realised

Minimum Alternate Tax

Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax. Accordingly, MAT is recognised as an asset in the Balance Sheet when it is probable that future economic benefit associated with it will flow to the Company.

2.16 Provisions, contingent liabilities and contingent assets

A provision is recognised when the Company has a present obligation as a result of past events and it is probable that an

outflow of resources embodying economic benefits will be required to settle the obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the balance sheet date.

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

Contingent assets are not recognised in the financial statements. However, contingent assets are assessed continually and if it is virtually certain that an inflow of economic benefits will arise, the asset and related income are recognised in the period in which the change occurs.

Notes to accounts

Contingent Liabilities

25

1. Appeal pending before Income Tax Appellate Tribunal for the AY2007-08 to 2013-14 , 2008-09, 2009-10, 2010-11 ,2011-12, 2012-13. 2013-14 involving Tax demand amount aggregating to ` 3458.98 Lakhs. The break up is as follows

Sl no	Assessment year	Tax Demand against which appeal preferred Amount in Lakhs
1	2007-08	52.49
2	2008-09	32.14
3	2009-10	240.55
4	2010-11	652.08
5	2011-12	1138.02
6	2012-13	935.29
7	2013-14	408.41
	Total	3458.98

2. The Company had received a show cause notice from the Office of the Enforcement Directorate stating that there are certain contraventions of the provisions of the FEMA, 1999 relating to non-filing of ODI Forms and Annual Performance Report relating to the investments made by the Company in its wholly Owned subsidiary Companies abroad, totaling to Rs.351.375 Lakhs, The Company is taking steps to address the issue.
3. The Company has not filed the Income Tax Returns for the Assessment years 2013-14, 2014-15 and 2015-16. The corresponding penal consequences cannot be quantified as on 31.03.2017

26 Investments

The Company has an investment in the form of 7,60,704 Equity Shares in Genera Agri Global Limited(Dubai), amounting to Rs.3.50,06,838 (Previous Year : Rs.3,50,06,838). And also made investment in the form of 900 @Tshs 10,000 each in M/s Genera Agri Tanzania Limited (Tanzania); amounting to Rs.1.30,755.

27 Impairment of assets

Impairment loss is recognised when the carrying amount of an asset exceeds its recoverable amount. The company carrying amount of fixed assets exceeds the recoverable amount during the financial year 2016-17. Hence, the impairment loss for the current year amounts to ` 4,89,69,178.

28 Details of Remuneration to Auditors:

Paticulars	2016-17	2015-16
For Statutory Audit (Incl Service Tax)	2,87,500	2,87,500

29 Tax Expense

Income tax expense comprises current tax and deferred tax charge or credit.

Current Tax

Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the relevant tax regulations applicable to the Company

Deferred tax

Movement of provision of deferred for the year ended 31-03-2017 is as given bellow

Paticulars	Deffered tax asset/(liability)
Depreciation as per companies act 2013 on SLM basis	32,85,908
Depreciation as per Income tax act 1961	26,32,930
Timing difference on account of depreciation of assets	6,52,978
Timing Difference	
Deferred tax liability as on 31/03/2017@30.9%	(2,01,770)
Add: Deferred tax liability as on 31/03/2016	16,71,053
Deferred tax liability carry forward to balance sheet	18,72,823

30 The company has not dealt with any party as defined under the provisions of Micro, Small and Medium Enterprises Development Act, 2006 during the year. The above information regarding Micro, Small and Medium Enterprises has been determined to the extent such parties have been identified on the basis of information available with company.

31 The Balances of Trade receivables. Loans and Advances and Trade payables are subject to confirmation and consequential adjustment if any required.

32 Current assets and Loans and advances
Trade receivables

The company has adopted all the mechanisms for the recovery of long outstanding debtor's. how ever the company is not able to collect the receivables . So board decided to written of the long outstanding debtors as baddebts for the current year amounted Rs.31,84,04,992 by which was approved vide resolution passed in the board meeting held on 11.04.2017

Advance for purchase of land

The Company, was doing contract farming in an area of Ac 2000.00 of agricultural land, out of a total farming land of Ac 3800.00, and was growing around 40 varieties of fruits and vegetables in state of Andhra Pradesh, Maharashtra and Tamil Nadu.

The company being an Agro and Horticulture company having base in southern part of India ,proposed to acquire lands and develop Orchids. The company in the year 2012, identified lands and has given Rs 16,86,48,464/ towards advance for purchase of lands with an understanding of paying the balance amount over a period of two years. The company could not pay the balance amount due to non recoveries from debtors

Due to nonpayment of the balance amount for purchase of lands, the land advances could not be recovered.

As there is no possibility of recovering the balance amount of land advances , the company has written of Rs. 16,80,36,980 by which was approved vide resolution passed in the board meeting held on 11.04.2017

33 Prior period expenses

The Prior period item amounted 27,656 is the expense of financial year 2015-16, the same was shown seperately in the statement of profit and loss.

34 Disclosure on Specified Bank Notes

During the year, the company had Specified Bank Notes (SBN's) or other denomination notes as defined in the MCA notification, G.S.R. 308(E), dated March 31, 2017.

The details of SBNs held and transacted during the period from November 8, 2016 to December 30, 2016, the denomination wise SBNs and other notes as per the notification are as follows:

Particulars	SBN's	Other denomination notes	Total
Closing cash in hand as on November 8 , 2016	5,80,000	-	5,80,000
Add: Permitted receipts	-	29,35,969	29,35,969
Less: Permitted payments	-	-	-
Less: Amount deposited in banks	5,80,000	7,46,650	13,26,650
Closing cash in hand as on December 30, 2016	-	21,89,319	21,89,319

35 Transactions with Related Parties:

Names of related parties and nature of relationship

(a) Key Management Personnel

Name of the related party	Description of relationship
Rajesh Naidu	Director
Kalali Hari Shanker	Director
Sagi Venkata Vanshi Krishna	Director
Koyyati Sandeep Kumar	Director
Vundayala Jayanthi Reddy	Director
M/s Genera Agri Genetics Private Limited	Associate Company
M/s Genera Agri Refineries Limited	Associate Company

(b) Holding & Subsidiary

Name of the party	Description of relationship
M/s Genera Agri Global Limited(Dubai)	Subsidiary
M/s Genera Agri Tanzania Limited(Tanzania)	Subsidiary

(c) Related Party Transactions

Particulars	Nature of the Transaction	Amount Given (or) Taken	Balance as at 31/03/2017
Rajesh Naidu	Unsecured Loan	46,96,000	7,16,96,000
Kalpana Raj	Unsecured Loan	83,00,000	83,00,000
Rajesh Naidu	Remuneration	12,00,000	-
Vundayala jayanthi reddy	Remuneration	3,00,000	-
M/s Genera Agri Global Limited(Dubai)	Investments	NIL	3,50,06,838
M/s Genera Agri Tanzania Limited(Tanzania)	Investments	NIL	1,30,755
M/s Genera Agri Genetics Private Limited	Trade payables	NIL	1,18,10,814
M/s Genera Agri Refineries Limited	Trade payables	NIL	4,90,500

36 Earnings Per Share (EPS):

The Numerator and denominator used to calculate Earnings Per Share:

Particulars	2016-17	2015-16
Earnings:		
Profit attributable to Equity Shareholders	(54,50,53,259)	1,41,134
Weighted average number of Equity Shares outstanding year (Nos) -Basic during the year (nos)-Basic	89,96,100	89,96,100
Earnings Per Share:		
Earnings per Share of Par Value Rs. 10 of each -Basic	(60.59)	0.02
Earnings per Share of Par Value Rs.10 of each -Diluted	(60.59)	0.02

38 Segment Reporting

The company was operating only in trading of agriculture products therefore segment reporting is not required.

39 The company is involved in the business of buying and selling agriculture products like fruits and vegetables in wholesale to retail merchants in this process the company purchases agriculture produces directly from the farmers in cash and sell the same in the market for cash. Since all the payments are made to farmers who doesn't have bank accounts and pan cards the payments cannot be made in any other mode other than cash and the same will be covered under Rule 6DD of the Income Tax Act, 1961.

40 Rounding off and Regrouping:

The figures are rounded off to the nearest rupee and previous year's figures have been regrouped where necessary to correspond with current year's figures.

The Notes referred to in the financial statements form an integral part of Accounts

For **G L N Prasad & co**
Chartered Accountants
Firm Regn.No.015176S

For and on behalf of Board of Directors of
GENERA AGRI CORP LIMITED

GLN Prasad
Partner

Membership No.214735
Place: Hyderabad
Date: 30.05.2017

RAJESH NAIDU
MUNIRATHNAM
Director
DIN: 01920908

VUNDAYALA
JAYANTHI REDDY
Director
DIN:07143933



ATTENDANCE SLIP

(Members attending the Meeting in person or by Proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting hall)

I hereby record my presence at the 25th Annual General Meeting of **Genera Agri Corp Limited** ("the Company") held Thursday, 28th SEPTEMBER, 2017 at 11.00 A.M at the Registered Office of the Company Flat No.302, 3rd Floor, Metropole Apartment, Plot No. 5&6 Silicon Valley, Madhapur, Hyderabad – 500 081, Telangana.

Folio No.:

Full name of the Shareholders (in block letters):

No. of Shares held:

Full name of the proxy (in block letters):



**Form MGT – 11
Proxy form**

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

**GENERA AGRI CORP LIMITED
CIN: L01403AP1992PLC014945**

Registered Office: Flat No.302, 3rd Floor, Metropole Apartment, Plot No. 5&6 Silicon Valley,
Madhapur, Hyderabad – 500 081, Telangana

Name of the member:

Registered address:

E-mail Id:

Folio No./Client Id :

DP ID: Not Applicable

I/we, being the member(s) ofshares of the above named company, hereby appoint,

1. Name:

Address:

E-mail Id:

Signature:....., or falling him

2. Name:

Address:

E-mail Id:

Signature:....., or falling him

3. Name:

Address:

E-mail Id:

Signature:....., or falling him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 25th Annual General Meeting of the Company “Genera Agri Corp Limited” to be held on Thursday, **28th SEPTEMBER,2017** at 11:00 a.m and at any adjournment thereof in respect of such resolutions as are indicated below:

Ordinary Business

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial year ended 31st March, 2017.
2. To Appoint a Director in Place of Mr. Kalali Hari Shanker (DIN: 02967297), Director of the Company, who retires by rotation and being eligible, offers himself for re-appointment
3. To Re-appoint of M/s. GLN Prasad & Associates, Chartered Accountants bearing firm Regn No. 015176S as Statutory Auditors of the Company from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting and to authorize Board to fix their remuneration.

Signed this on, 2017



Signature of shareholder:

Signature of Proxy holder:

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

Printed Matter Book Post



GENERA AGRI CORP LTD.

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