
**26th
Annual
Report
2016-17**



SARDA PROTEINS LIMITED

BOARD OF DIRECTORS

Shri Damodar Prasad Sarada	-	Whole-time Director & CFO
Shri Siddharth Sarada	-	Whole-time Director
Shri Kailash Kumar Dhoot	-	Director (Independent)
Smt Krishna Devi Sarada	-	Director
Shri Sanwar Mal Pareek	-	Director (Independent)

COMPLIANCE OFFICER

Ms Priya Gupta - Company Secretary

PRINCIPAL BANKERS

SBI, HDFC

AUDITORS

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

REGISTERED OFFICE & WORKS

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

CORRESPONDENCE OFFICE

G 1 - 177 (A), Matsya Industrial Area,
Alwar 301030, Rajasthan India
Tel: 0144-2881392
e-mail : sardaproteins@yahoo.com

REGISTRAR & TRANSFER AGENT

Link Intime India Pvt. Ltd,
44 Community Center, 2nd Floor,
Naraina Industrial Area, Phase I,
Near PVR, Naraina, New Delhi - 110028
Tel : 011 - 4141 0592/93/94
Email : delhi@linkintime.co.in

DEPOSITORY SERVICES

Central Depository Services (India) Limited
CDSL:ISIN:INE995U01011

CORPORATE ADVISOR

V. M. & Associates,
Company Secretaries,
Jaipur

VENUE

G 1 - 177 (A), Matsya Industrial Area,
Alwar 301 030 (Raj.)
Dated: Saturday, 16th September 2017
at 3:00 P.M.

CONTENTS

Page No

Notice	3
Directors' Report	9
Auditor's Report	25
Balance Sheet	27
Profit & Loss A/c	28
Notes on Accounts	29
Cash Flow Statement	38
Attendance/Proxy	39

NOTICE OF 26th ANNUAL GENERAL MEETING

NOTICE is hereby given that the 26th Annual General Meeting of the members of Sarda Proteins Limited will be held on Saturday, 16th day of September, 2017 at 03.00 P.M. at its Registered Office situated at G-1-177 (A), Matsya Industrial Area, Alwar 301030 (Raj.) to transact the following business:

ORDINARY BUSINESS:**ITEM NO. 1 - ADOPTION OF FINANCIAL STATEMENTS**

To consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2017 together with the Reports of the Board of Directors and Auditors thereon.

ITEM NO. 2 - APPOINTMENT OF DIRECTOR LIABLE TO RETIRE BY ROTATION

To appoint a Director in place of Mrs. Krishna Devi Sarda (DIN: 07100074), who retires by rotation and, being eligible, seeks re-appointment.

ITEM NO. 3 - RATIFICATION OF APPOINTMENT OF THE STATUTORY AUDITORS

To ratify the appointment of the M/s Khetawat Agarwal & Company, Chartered Accountants, Alwar (FRN: 003960C) as statutory auditors of the Company, and to fix their remuneration and to consider, and if thought fit, pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139 and 142 and other applicable provisions, if any, of the Companies Act, 2013 read with The Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and pursuant to the recommendation of Audit Committee and pursuant to the resolution approved by the shareholders in the 23rd Annual General Meeting held on September 30, 2014, the appointment of M/s Khetawat Agarwal & Company, Chartered Accountants, Alwar (FRN: 003960C) as the Statutory Auditors of the Company to hold office till the conclusion of the 28th Annual General Meeting of Company to be held in calendar year 2019 be and is hereby ratified (for the financial year 2017-18) and that the Board of Directors be and are hereby authorized to fix the remuneration of Rs. 21,000/- (Rs. Twenty one thousand only) out of pocket expenses and taxes, if any, payable to them for the financial year 2017-18 as recommended by the Audit committee in consultation with the Auditors."

SPECIAL BUSINESS:**ITEM NO: 4. ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION AS PER THE PROVISIONS OF COMPANIES ACT, 2013**

To adopt new set of Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013 and in this regard to consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 5 and 14 and any other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and subject to the approval of concerned authorities consent of members of the company be and is hereby accorded that the draft regulations contained in the Articles of Association of the Company submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion of the regulations contained in the existing Articles of Association of the Company, and that the new set of regulations be incorporated in the Articles of Association of the Company and shall be binding on the members of the Company and

others and shall be effective from the date of passing this resolution.

RESOLVED FURTHER THAT The Board of Directors of the Company, be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto."

ITEM NO: 5: RE-APPOINTMENT OF MR. DAMODAR PRASAD SARDA (DIN: 00763377) AS A WHOLE-TIME-DIRECTOR OF THE COMPANY

To approve re-appointment of Mr. Damodar Prasad Sarda (DIN: 00763377) as Whole-Time-Director of the Company and in this regard to consider and if thought fit, to pass, the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the recommendation of Nomination and Remuneration Committee and approval of the Board of Directors of the Company in their meeting dated January 28, 2017 and pursuant to the provisions of Sections 196, 197, 198, 203 and Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and subject to all other requisites approvals, permissions and sanctions and subject to such conditions as may be prescribed by any of the concerned authorities (if any) while granting such approvals, consent of the Members of the company be and is hereby accorded to the re-appointment of Mr. Damodar Prasad Sarda (DIN:00763377) as the "Whole-Time-Director" of the company, for a further period of three years commencing from February 01, 2017 to January 31, 2020 on the remuneration and on such terms & conditions as set out below in the Explanatory Statement annexed hereto, which is approved and sanctioned with authority to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and/or agreement in such manner as may be agreed to between the Board of directors and Mr. Damodar Prasad Sarda which are as follows :

1. **Basic Salary:** Rs. 55000-5000-65000/- per month
2. **Perquisites:** In addition to salary, the following perquisites not exceeding the overall ceiling prescribed under Schedule V of the Companies Act, 2013 will be provided to Whole-Time-Director.
 - Conv. /TPT Allowance: As per the norms of the Company.
 - Leave Travel Allowance: Leave travel allowance will be paid by the company for self and his family once in a year subject to a ceiling of one month's salary.
 - Club Fees: Reimbursement of club fees subject to a maximum of two clubs.
 - Medical Allowance: As per the norms of the Company.
 - Company Car: Free use of company's car with driver for company's use as well as for limited private use.
3. **Other Benefits:** Entitled to the provident fund, gratuity, insurance benefits, leave benefits as per the norms of the Company.
4. **Leave Encashment:** Leave with full pay as per the rules of the company, with encashment of unavailed leave being allowed.
5. **Reimbursement of entertainment, travelling and all other expenses incurred for the business of the company.**
6. **Telephone, internet, mobile and other communications facilities at company's cost.**

7. Tenure of appointment: Three years with effect from February 01, 2017 which may be terminated by either party giving to him 30 days' notice in writing or upon Mr. Damodar Prasad Sarada ceasing to be a director of the company.

Other Terms and Conditions:

In the event of absence or inadequacy of profits in any financial year, the remuneration payable to him by way of salary and perquisites shall not exceed the maximum limit prescribed under schedule V of the Companies Act, 2013.

The terms and conditions of re-appointment of Whole-Time Director may be altered and varied from time to time by the Board in such manner as may be mutually agreed, subject to such approvals as may be required and within applicable limits of the Companies Act, 2013.

No sitting fees will be paid to the Whole-Time-Director for attending meeting of the Board of Directors or any committee thereof.

RESOLVED FURTHER THAT the remuneration payable to Mr. Damodar Prasad Sarada, Whole-Time-Director shall not exceed the overall ceiling of the total managerial remuneration as provided under section 197 read with Schedule V of the Companies Act, 2013 and other such limits as may be prescribed from time to time.

RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby authorised to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its power herein conferred to any of Director or Director(s) to give effect to the aforesaid resolution."

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

**Sd/-
Damodar Prasad Sarada**

**Whole-Time-Director & CFO
DIN : 00763377**

**Date: August 10, 2017
Place: Alwar**

NOTES:

1. A member entitled to attend and vote at the 26th Annual General Meeting is entitled to appoint a proxy or proxies to attend and vote on a poll instead of himself and the proxy need not be a member of the company (a copy of the proxy form is attached).

The instrument appointing a proxy in order to be effective should be duly stamped, filled, signed and must be deposited at the registered office of the company not less than 48 hours before the commencement of the Annual General Meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total paid up share capital of the Company carrying voting rights. A member holding more than ten percent of the total Paid up share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. Members/Proxies and Representatives attending the meeting are requested to bring their copy of Annual Report and the attendance slip duly filled to attend the Meeting, as the copies of the report will not be circulated at the meeting. Members who hold shares in dematerialized form are requested to bring their Depository ID Number and Client ID Number for easier identification of attendance at the Annual General Meeting

3. An Explanatory Statement, pursuant to section 102(1) of the Companies Act, 2013, which sets out details relating to the Special Business to be transacted at the ensuing Annual General Meeting, is appended hereto.

4. Corporate members intending to send their authorized representatives to attend the Annual General Meeting are requested to send a duly certified true copy of the Board Resolution or Power of Attorney authorizing their representatives to attend and vote at the Annual General Meeting on their behalf.

5. Members are informed that in case of joint holders attending the Meeting, only such joint holder who is higher in the order of the names will be entitled to vote.

6. In terms of Articles of Association of the Company, read with Section 152 (6) of the Companies Act, 2013, Mrs. Krishna Devi Sarada, (DIN: 07100074) Director of the Company, retires by rotation at the ensuing Annual General Meeting and being eligible, offers herself for re-appointment. The Nomination and Remuneration Committee and Board of Directors of the Company recommend her re-appointment.

Brief profile and other required information about the Directors proposed to be appointed/re-appointed, as required to be provided to the Regulation of 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ["SEBI (LODR)"] is attached to this Notice.

7. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, September 09, 2017 to Saturday, September 16, 2017 (both days inclusive) for the purpose of Annual General Meeting.

8. The annual report and the notice of Annual General Meeting are available at the website of the Company at www.sardaproteins.com and at the website of Central Depository Services (India) Limited i.e. www.cdslindia.com

9. The physical copies of Notice of AGM along with the Annual Report 2016-17 are being sent by permitted mode.

10. The Members who have not registered their email address so far, with the Company are requested to register their e-mail address with M/s Link Intime India Pvt. Ltd., the Registrars & Share Transfer Agents of the Company and Members holding shares in de-mat mode are requested to register their e-mail ID's with their respective Depository Participants (DPs) in case the same is still not registered, so as to enable the company to send the Annual Report and Accounts, Notices and other documents through Electronic Mode to their e-mail address. Members of the Company who have registered their email address are also entitled to receive such communication in physical form, upon request.

11. The Company has provided remote e-voting facility to the members to exercise their votes electronically through the electronic voting service facility arranged by Central Depository Services (India) Ltd ("CDSL").

12. The Register of Directors and key managerial personnel (KMP) and their shareholding maintained under section 170 of the Companies Act, 2013 and the Register of Contracts and arrangements in which the Directors are interested maintained under section 189 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting.

13. All the relevant documents referred to in the Notice will be available for inspection by the members at the Registered Office of the Company on all working days (i.e. except Saturdays, Sundays and Public Holidays) during business hours up to the date of the Annual General Meeting.

14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/ Registrars and Transfer Agents.
15. Members who hold shares in the physical form in the multiple folios in identical names or joint holdings in the same order of names are requested to send the Share Certificate to Link Intime India Pvt. Ltd. RTA, for consolidation into single folio.
16. In compliance with provision of section 108 of the Companies Act, 2013, and read with rule 20 of the Companies (Management and Administration) Amendments Rules, 2014, as substituted by Companies (Management and Administration) Amendment, Rules 2015 and 2016, and the applicable regulations of SEBI (LODR), 2015 the Company has provided e-voting facility to the members to enable them to cast their votes electronically. Please note that remote e-voting is optional and not mandatory. Remote e-voting facility would remain open only from Wednesday, September 13, 2017 (09:00 AM) to Friday, September 15, 2017 (up to 5:00 PM) During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Saturday, September 09, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is casted by the shareholder, the shareholder shall not be allowed to change it subsequently.

The facility for voting through ballot paper shall be made available at the Annual General Meeting and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting. The members who have cast their vote by remote e-voting prior to the Annual General Meeting may also attend the Annual General Meeting but shall not be entitled to vote again.
17. A person who has acquired shares & become a member of the company after the dispatch of notice of Annual General Meeting & holding shares as of cut-off date, may obtain the login ID & password by sending a request at evoting@cdsl.co.in. However, if the person is already registered with the CDSL for remote e-voting then the existing user ID & password can be used for casting vote.
18. The voting rights of shareholders shall be in proportion to their equity shares held by them in the paid up equity share capital of the Company as on Saturday, September 09, 2017 (cut-off date).
19. CS Manoj Maheshwari, FCS 3355, Practising Company Secretary has been appointed as the Scrutinizer to scrutinize the remote e-voting and poll process to be carried out at the Annual General Meeting in a fair and transparent manner.
20. Members are requested to send their demat/remat applications, request for share transfers, intimation of change of address and other correspondence to the Company's Registrar and Transfer Agent (RTA):-
LINK INTIME INDIA PVT. LTD.
44, Community Centre, Near Pvr, Naraina
Naraina Industrial Area, Phase-I, New Delhi-110028
E-mail: delhi@linkintime.co.in
Contact no.: 011 - 4141 0592/93/94
21. Non-Resident Indian Members are requested to inform Registrar and Share Transfer Agent of the Company in any

case change in their residential status on return to India for permanent settlement, particulars of their bank account maintained in India with complete name, branch account type, account number and address of the bank with pin code number, if not furnished earlier.

22. Members desirous of getting any information about the accounts and/or operation of the Company are requested to write to the Company at least seven days before the date of meeting to enable us to keep the information ready at the meeting.
23. The final results including the poll and remote e-voting results of the Annual General Meeting of the Company shall be declared on Monday, September 18, 2017. The final results along with the scrutinizer's report shall be placed on the Company's website www.sardaproteins.com immediately after the result is declared by the Chairman & also on the website of CDSL at <https://www.evotingindia.com> and shall be communicated to the concerned stock exchange.

Instruction of e-voting:

In case of members receiving e-mail:

- (i) The voting period begins on Wednesday September 13, 2017 at 09:00 A.M. and ends on Friday, September 15, 2017 at 05:00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Saturday September 09, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The Shareholders should log on to the remote e-voting website www.evotingindia.com
- (iv) Click on "Shareholders" tab to cast your votes.
- (v) Now Enter your User ID
 - a) For CDSL: 16 digits beneficiary ID,
 - b) Members holding shares in Physical Form should enter Folio Number registered with the Company and then enter the Captcha Code as displayed and Click on Login.
- (vi) If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used. If you are a first time user follow the steps given below.
- (vii) Now, fill up the following details in the appropriate boxes:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend and Bank details field or Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> Details or • If both the details are not recorded with the depository or company please enter the member id/folio number in the Dividend Bank details field as mentioned in instruction (iv).

Please enter any one of the details in order to login. In case both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for remote e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Sarda Proteins Ltd.> Company on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then enter the User ID and Captcha Code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates. After receiving the login details they have to link the account(s) which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

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

24. In case you have any queries or issues regarding remote e-voting, you may refer the Frequently Asked Questions ("FAQs") and remote e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

Members who have received the Notice by email and who wish

to receive the Notice in physical form are requested to submit the requests to the Company.

BY ORDER OF THE BOARD OF DIRECTORS
FOR SARDA PROTEINS LIMITED

Date: August 10, 2017
Place: Alwar

Sd/-
Damodar Prasad Sarda
Whole-Time-Director & CFO
DIN : 00763377

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

ITEM NO. 4 ADOPTION OF NEW SETS OF ARTICLES OF ASSOCIATION AS PER THE PROVISIONS OF THE COMPANIES ACT, 2013:

The Articles of Association of the Company as currently in force were adopted when the Company was incorporated under the Companies Act, 1956 and further amendments were carried out from time to time, over the past several years. The references to specific sections of the Companies Act, 1956 in the existing Articles may no longer be in conformity with the Companies Act, 2013.

Considering that substantive sections of the Companies Act, 2013 which deal with the general functioning of the companies stand notified, it is proposed to amend / replace the existing Articles of Association with new Articles aligned with the provisions of Companies

Act, 2013 including the rules framed thereunder and adoption of specific sections from Table "F" to Schedule I to the Companies Act, 2013 which sets out the model Articles of Association for a company, limited by shares.

The proposed draft of new Articles of Association is available on the Company's website at www.sardaproteins.com for perusal by the shareholders. Also, copy of current and amended AOA is available for inspection by the Members at the Registered Office of the Company on all working days (i.e. except Saturdays, Sundays and Public Holidays) during business hours up to the date of the Meeting.

None of the Directors, Key Managerial Personnel of Company and their relatives are in any way, deemed to be concerned or interested financially or otherwise in the Special resolution as set out at Item No.4 of the Notice.

In terms of Section 14 of the Companies Act, 2013, the consent of the Members by way of Special Resolution is required for adoption of new set of Articles of Association of the Company. Therefore, the Board recommends the Special Resolution set out at item No.4 of the Notice for approval by the Members.

ITEM NO: 5: RE-APPOINTMENT OF MR. DAMODAR PRASAD SARDA (DIN: 00763377) AS A WHOLE-TIME-DIRECTOR OF THE COMPANY

Mr. Damodar Prasad Sarda (DIN: 00763377), aged 61 years was appointed as the Whole-time Director (WTD) of the Company for a period of 5 years w.e.f 01.02.2012. His appointment as WTD with the terms, conditions and remuneration was approved by the members as on 29.09.2012.

His tenure as a whole-time-director was up to 31.01.2017. Therefore, the Board of Directors re-appointed Mr. Damodar Prasad Sarda as a Whole-Time-Director in their Board meeting held on 28.01.2017 for a period of three years w.e.f. 01.02.2017 to 31.01.2020. subject to the approvals of shareholders in the ensuing Annual General Meeting. He possesses the degree of Bachelor of Commerce(Hons.) from University of Calcutta. He proved himself a great leader taking his self-established

organization to the higher echelons. Always being a self-reliant person he took initiatives to better the surroundings and conditions.

As per Section 196 read with Schedule V of the Companies Act, 2013, a Company shall appoint or re-appoint the WTD with the approval of its members. Hence, the approval of the members is sought for the re-appointment of Mr. Damodar Prasad Sarda (DIN: 00763377) as WTD of the Company for a period of 3 years from February 01, 2017 to January 31, 2020. Brief resume of Mr. Damodar Prasad Sarda is given in the Annexure to this Notice.

The details of the remuneration, terms and conditions of re-appointment of Mr. Damodar Prasad Sarda (DIN: 00763377) as the WTD of the Company, as recommended by the Nomination and Remuneration Committee and the Board of Directors of the Company, during the period of 3 years from February 01, 2017 to January 31, 2020 are as under:

1. **Basic Salary:** Rs. 55000-5000-65000/- per month
2. **Perquisites:** In addition to salary, the following perquisites not exceeding the overall ceiling prescribed under Schedule V of the Companies Act, 2013 will be provided to Whole-Time-Director.
 - **Conv. /TPT Allowance:** As per the norms of the Company.
 - **Leave Travel Allowance:** Leave travel allowance will be paid by the company for self and his family once in a year subject to a ceiling of one month's salary.
 - **Club Fees:** Reimbursement of club fees subject to a maximum of two clubs.
 - **Medical Allowance:** As per the norms of the Company.
 - **Company Car:** Free use of company's car with driver for company's use as well as for limited private use.
3. **Other Benefits:** Entitled to the provident fund, gratuity, insurance benefits, leave benefits as per the norms of the Company.
4. **Leave Encashment:** Leave with full pay as per the rules of the company, with encashment of unavailed leave being allowed.
5. Reimbursement of entertainment, travelling and all other expenses incurred for the business of the company.

6. Telephone, internet, mobile and other communications facilities at company's cost.
7. **Tenure of appointment:** Three years with effect from February 01, 2017 which may be terminated by either party giving to him 30 days' notice in writing or upon Mr. Damodar Prasad Sarda ceasing to be a director of the company.

Other Terms and Conditions:

In the event of absence or inadequacy of profits in any financial year, the remuneration payable to him by way of salary and perquisites shall not exceed the maximum limit prescribed under schedule V of the Companies Act, 2013.

The WTD shall be liable to retire by rotation. No sitting fees will be paid to the Whole-Time-Director for attending meeting of the Board of Directors or any committee thereof.

The said appointment of Mr. Damodar Prasad Sarda on the terms & conditions as set out above including his remuneration as referred above is subject to approval of members of the company.

The terms and conditions of re-appointment of Whole-Time Director may be altered and varied from time to time by the Board of Directors as it may, in its absolute discretion, deem fit within the maximum amount payable to the appointee in accordance with Schedule V annexed to the Companies Act, 2013 as may be amended from time to time or any other relevant Statutory enactment(s) thereof in this regard.

Save and except Mr. Damodar Prasad Sarda, being the appointee and Mr. Siddharth Sarda and Mrs. Krishna Devi Sarda, being the relatives of the appointee, none of the Directors, Key Managerial Personnel's and Relatives of Directors/KMP are concerned or interested in the said resolution.

The Board recommends the Special Resolution set out at item No.5 of the Notice for approval by the Members.

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

Date: August 10, 2017
Place: Alwar

Sd/-
Damodar Prasad Sarda
Whole-Time-Director & CFO
DIN : 00763377

ANNEXURE TO THE NOTICE OF 26TH ANNUAL GENERAL MEETING:

Information pursuant to Regulation 36(3) of SEBI (LODR), in respect of the Directors who are proposed to be appointed/re-appointed at the ensuing Annual General Meeting to be held on Saturday September 16, 2017.

Name of Director	Mr. Damodar Prasad Sarda	Mrs. Krishna Devi Sarda
DIN	00763377	07100074
Date of Birth	27.08.1956	15.01.1958
Age	61	59
Designation	Whole-Time-Director	Non-Executive Director
Expertise in specific functional area	He possesses appropriate skills, experience and knowledge; inter alia, in the field of operations in the Accounts.	She possesses appropriate skills, experience and knowledge in the field of quality control of edible oil.
Qualification	B.Com (Hons.)	B.Sc. (Hons.)
Directorship in other listed Companies	NIL	NIL
Names of the Listed entities in which the person also holds the directorship and the Membership of the Committees of the Board of other Companies	None	None
No. of shares held in the Company	1,61,000 (Joint with Mrs. Krishna Devi Sarda and Mr. Siddharth Sarda)	85,000
Relationship between Directors inter-se	Mr. Siddharth Sarda- Son Mrs. Krishna Devi Sarda-Wife	Mr. Damodar Prasad Sarda-Husband Mr. Siddharth Sarda- Son

Disclosure as required under Schedule V to the Companies Act, 2013 is given hereunder:

I. General Information:

S. No.		
1.	Nature of Industry	Edible oil
2.	Date or expected date of Commercial Production	N.A., Since the Company has already commenced its business activities
3.	In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	N.A.
4.	Financial performance(based on given indicators)	As specified in the financial highlights of Board's Report.
5.	Foreign Investments or collaborations, if any	There is no direct foreign investment in the Company. There is no foreign collaboration in the Company.

II. Information about the Appointee

S. No.	Contents	Details of Mr. Damodar Prasad Sarma, Appointee as a WTD
1.	Background details	As mentioned in Explanatory Statement
2.	Past Remuneration	Basic Salary up to maximum Rs. 65000/- p.m.
3.	Recognition and Awards	-
4.	Job profile and his sustainability	As mentioned in Explanatory Statement
5.	Remuneration Proposed	As mentioned in Explanatory Statement
6.	Comparative remuneration profits with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details respect to the country of his origin).	Mr. Damodar Prasad Sarma has proved his expertise in the field of finance in effective manner. Hence, the Board of Directors considers that the remuneration proposed to him is justified commensurate with other organization of the similar type, size and nature in the finance industry.
7.	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any.	Apart from receiving managerial remuneration, their shareholding and shareholding of their relatives, has pecuniary relationship with the Company.

III. Other information:

Reasons of loss or inadequate profits:

Due to various restructuring activities happened in the Company during the last couple of years and various ups and downs in the Oil industries of the country has resulting into lower profits during the previous fiscals.

Steps taken or proposed to be taken for improvement:

The Company is focusing on strengthening its core Oil industries activity by availing the edible oil to the various customers and upgraded its margin amount. In addition to the above, certain strategic management changes made during the previous financial would result in further cost reduction and thereby contributing to the profitability in the years to come.

Expected increase in productivity and profits in measurable terms:

The business and consumer confidence are expected to improve in the coming financial year, the company intends to grow its Oil business. The Company expects that with the decline in the cost of mustard and Edible oils will enable the growth momentum to pick up. The management continuous to be cautiously optimistic

towards the external economic environment and expects consumer demand to become more consistent and robust in the current financial year. Further, various policy decisions taken would act as growth channel for the Company which would contribute in increased revenues and higher margins.

IV. Disclosures:

The remuneration package of all the managerial persons are given in the respective resolutions.

Additional information is given in the explanatory statements of respective resolutions.

BY ORDER OF THE BOARD OF DIRECTORS
FOR SARDA PROTEINS LIMITED

Sd/-
Date: August 10, 2017
Place: Alwar

Damodar Prasad Sarma
Whole-Time-Director & CFO
DIN : 00763377

BOARD'S REPORT

Dear Members,
Sarda Proteins Limited

Your directors are pleased to present the 26th Annual Report together with the audited annual financial statements along with Auditor's Report thereon for the financial year ended March 31, 2017.

1. FINANCIAL HIGHLIGHTS

(Amount in lakhs)

Particulars	F.Y. 2016-17	F.Y. 2015-16
SALES	610.61	195.42
Other Income	7.42	10.94
Expenses	635.71	221.37
Profit / (Loss) before Depreciation and Extra Ordinary Income	(17.68)	(15.01)
Depreciation	1.45	1.77
Extra Ordinary Income	-	-
Profit / (Loss) before Taxes	(19.14)	(16.78)
Provision for Taxes	(5.93)	(1.42)
Net Profit / (Loss)	(13.21)	(15.36)

2. PERFORMANCE REVIEW

The company is mainly engaged in the business of Agro Products. During the year under review the sales of your Company has increase to Rs. 610.61 Lakhs that is a threefold increase from last year's sales of Rs. 195.42 Lakhs. The net receipts from operations during the year under review were Rs. 610.61 Lakhs as against Rs. 195.42 Lakhs in the previous year. The Loss after tax is Rs. 13.21 Lakhs as against a loss of Rs. 15.36 Lakhs in the previous year.

3. DIVIDEND

Due to losses, the company is not able to declare any dividend during the year; therefore your Directors do not recommend payment of any dividend for the Financial Year 2016-17.

4. CAPITAL STRUCTURE

During the Financial Year 2016-17, there was no change in capital structure of the Company and paid up Share capital of the Company stands at Rs. 1,72,59,000/- (Rupees One Crore Seventy Two Lakhs Fifty Nine Thousand) and a balance of Rs. 77,86,000.00 in Share Forfeiture Account on account of forfeiture of 15,57,200 Equity Shares in previous year.

5. TRANSFER TO RESERVES:

No amount is proposed to be transferred to the reserves of the Company.

6. LOANS, GUARANTEES AND INVESTMENTS IN SECURITIES BY THE COMPANY

During the year, under review, the Company has not granted any loans, guarantees or provided securities in excess of limits prescribed under Section 186 (2) of the Companies Act, 2013 and has not made any investment through more than two layers of Investment Companies. The Loan and advances given and investments made by the company are disclosed in the Financial Statements. (Please refer note 9 and 10 in the financial statement).

7. RELATED PARTY TRANSACTIONS

In line with the requirements of Section 188 the Companies Act, 2013 and Listing Regulations, There were no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons.

None of the Directors has any pecuniary relationships or transactions vis-à-vis the Company. Accordingly, the disclosure of Related Party Transactions as required under Regulation 23(8) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 134(3)(h) of the Companies Act, 2013 in Form AOC-2, is not applicable.

8. FIXED DEPOSITS

During the year under review, the Company has not invited, accepted or renewed any fixed deposit from the public within the meaning of Section 73 and 76 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014.

9. ASSOCIATE AND SUBSIDIARY COMPANIES

During the year under review, there were no associate and subsidiary Company in terms of Companies Act, 2013.

10. LISTING OF SECURITIES

At present the Equity shares of the company are listed and traded with the BSE Limited and the listing fee for the year 2017-18 has been duly paid. Scrip Code: 519242. The company had applied for delisting to Calcutta Stock Exchange Association Limited on 02.09.2003 and has not paid any listing fees since then and neither received any communication from the said exchange in this matter.

11. NUMBER OF MEETINGS OF BOARD OF DIRECTORS

During the year under review, 4 (Four) Board Meetings were held on 28.05.2016, 10.08.2016, 05.11.2016 and 28.01.2017.

The frequency of board meetings and quorum at such meetings were in accordance with the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and the listing agreements entered into by the company with the Stock Exchanges and compliances of Secretarial Standards-1 on Meeting of the Board of Directors issued by ICSI. The intervening gap between any two meetings was within the period prescribed by the Companies Act, 2013 and the Listing Regulations.

All the Board members and the senior management personnel have affirmed compliance with the Code of Conduct during the year ended on March 31, 2017.

12. DECLARATION OF INDEPENDENCE BY DIRECTORS

The Independent Directors of the Company, viz. Mr. Kailash Kumar Dhoot, Mr. Badri Bishal Sarma and Mr. Sanwar Mal Pareek have affirmed that they continue to meet all the requirements specified under sub-section (6) of section 149 of Companies Act, 2013 in respect of their position as an "Independent Director" of the Company.

13. DIRECTORS AND KEYMANAGERIAL PERSONNEL
(A) DIRECTORS
● Appointment of an Independent Director Mr. Sanwar Mal Pareek

During the year under review, Mr. Sanwar Mal Pareek (DIN: 007434553), was appointed as an additional director (Independent Director) in the Board meeting held on 28.05.2016 and was appointed as an Independent Director at the Annual General Meeting for a period of five years and not liable to retire by rotation.

● Appointment /Re-appointment of Executive Directors

During the year under review, Mr. Damodar Prasad Sarma (DIN: 00763377) as a Whole-Time-Director of the Company, his tenure was up-to 31.01.2017, Therefore, he was re-appointed by the Board of Directors as a Whole-Time-Director in their meeting held on 28.01.2017, subject to the approval of the shareholders at the ensuing Annual General Meeting, for a further period of three years with effect from 01.02.2017 to 31.01.2020. So, the Board recommends his re-appointment for the consideration by the members of the Company in the ensuing Annual General Meeting.

● Retirement of Director by rotation.

Pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Damodar Prasad Sarma (DIN: 00763377), Whole-Time-Director of the Company, who was retired and being eligible, was re-appointed with the approval of members at the Annual General Meeting held on 20.09.2016.

Further, in accordance with the provisions of the Companies Act, 2013 and the articles of Association of the Company, Mrs. Krishna Devi Sarma (DIN:07100074), Non-executive Director of the Company shall retire by rotation at the ensuing Annual General Meeting of the Company and being eligible, has offered herself for re-appointment and her re-appointment is being recommended by the Board of Directors.

● **Cessation of Directors**

During the year, Mr. Badri Bishal Sarma (DIN:01264693), Independent Director of the company ceased to be a director of the company w.e.f. 05.11.2016 as his office was vacated under section 167(1) (b) of the Companies Act, 2013, as he remained absent from all the meetings of the Board of Directors during a period of twelve months.

(B) KEY MANAGERIAL PERSONNEL:

During the year Ms. Jyoti Soni, Company Secretary of the company resigned w.e.f. 20.05.2016 and Ms. Priya Gupta was appointed w.e.f. 28.05.2016 as Company Secretary and Compliance Officer fulfilling the requirement of Section 203 of the Companies Act, 2013 and rules made there under and Regulation 6 of Listing Regulations.

14. AUDITORS

➤ **Statutory Auditors**

M/s. Khetawat Agarwal & Co., Chartered Accountants (Firm Registration No. 003960C), Alwar were appointed at 23rd Annual General Meeting held on 30.09.2014 for a period of five years as Statutory Auditors to hold office till the conclusion of the 28th Annual General Meeting of Company subject to ratification from the members of the Company every year. Ratification of their appointment for the financial year 2017-18 is sought in the ensuing AGM.

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

The Financial Statements and the Auditor's Report thereon for the financial year ended March, 31, 2017 does not contain any qualification/reservation & adverse remark, it is self-explanatory and do not call for any further comments.

➤ **Secretarial Auditor**

As per pursuant to the provision of section 204 of Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, every Listed Company is required to appoint Secretarial Auditor to carry out Secretarial Audit of the Company.

In consonance with the requirements of Section 204 of the Companies Act, 2013 and rules made there under, the Board of Directors had appointed M/s V. M. & Associates, Company Secretaries in Practice, Jaipur, (FRN: P1984RJ039200) to conduct the secretarial audit of the Company for the financial year 2016-17.

A Secretarial Audit Report in Form MR-3 issued by M/s V. M. & Associates, Company Secretaries in Practice, in respect of the secretarial audit of the Company for the financial year ended March 31, 2017, is given in Annexure "I" to this Report and it carries the following qualifications:

Company has not adhered to the Regulation 31 of Securities and Exchange Board of India (Listing Obligation and Disclosures Requirement) Regulations, 2015 requiring hundred percent Shareholding of promoter(s) and promoter group in dematerialized form.

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

The Company has received the ISIN dated 23.05.2016 and promoter group applied for Demat accounts, but account of one of

the Corporate Promoters could not be opened due to some technical reasons and one Mr. Madhu Sudan Somani holding only 100 Equity Shares is no more in the promoter group. However Corporate Promoter account has been opened and its holding has been dematerialized.

On the recommendation of the Audit Committee, The Board has re-appointed M/s V. M. & Associates, Company Secretaries in Practice, Jaipur as Secretarial Auditor of the Company to carry out secretarial audit of the Company for the financial year 2017-18.

➤ **Internal Auditor**

Pursuant to the provision of Section 138 of Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, every Listed Company is required to appoint an Internal Auditor or a firm of Internal Auditors to carry out internal audit of the Company.

In consonance with the afore-mentioned, M/s Amit M Agarwal & Co., Chartered Accountants, Alwar was appointed to conduct the Internal Audit of the Company for the financial year 2016-17.

The Board has re-appointed M/s Amit M Agarwal & Co., Chartered Accountants, Alwar as the Internal Auditor of the Company for the financial year 2017-18.

15. CODE OF CONDUCT

The Board has laid down a Code of Conduct for all Board members and senior management personnel of the Company, which is available on the website of the company i.e. <http://www.sardaproteins.com/contact>. All the Board members and the senior management personnel have affirmed compliance with the Code of Conduct during the year ended on March 31, 2017.

16. RISK MANAGEMENT

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

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

17. VIGIL MECHANISM

The Board adopted and implemented the vigil mechanism/whistle-blower policy that adopts global best practices. We have established a vigil mechanism for Directors and employees to report concerns and unethical behavior, actual or suspected fraud or violation of our code of conduct and ethics. It also provides for adequate safeguards against the victimization of persons who use such mechanism and make provision for direct access to the chairperson of the Audit Committee in exceptional cases.

The functioning of the vigil mechanism is reviewed by the Audit Committee from time to time. Further no personnel have been denied access to the audit committee as per the Listing Regulations. The vigil mechanism policy has been uploaded on the website of the Company i.e. http://www.sardaproteins.com/files/documents/VIGIL-MECHANISM_Sarda.pdf. and also confirm that no whistle blower event was reported during the year and mechanism is functioning well.

18. AUDIT COMMITTEE

Due to vacation of office of Mr. Badri Bishal Sarma, (DIN: 01264693), non-executive Independent Director of the Company. Therefore, the Audit Committee was reconstituted as per the provisions of Section 177 of Companies Act, 2013 read with the Companies (Meetings of board and its Powers) Rules, 2014. It consists of a minimum three directors with independent director forming a majority, and majority of members of Audit Committee including its Chairperson shall be the person with ability to read and understand the financial statements.

The committee comprises of 2 (two) Non-executive & Independent Directors and 1 (one) Whole Time Director as on March 31, 2017, and the details of the Committee members are set out below in the following table:

Name Of Member	Category	Capacity
Mr. Kailash Kumar Dhoot; DIN: 00168546	Non-Executive & Independent Director	Chairman & Member
Mr. Sanwar Mal Pareek; DIN: 07434553	Non-Executive & Independent Director	Member
Mr. Damodar Prasad Sardar DIN: 00763377	Whole Time Director	Member

TERMS OF REFERENCE OF AUDIT COMMITTEE:

The terms of reference of the Audit Committee inter alia include the following:

- the recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
- review and monitor the auditor's independence and performance, and effectiveness of audit process;
- examination of the financial statement and the auditor's report
- approval or any subsequent modification of transactions of the Company with related parties;
- scrutiny of inter-corporate loans and investments;
- valuation of undertakings or assets of the Company, wherever it is necessary;
- evaluation of internal financial controls and risk management systems;
- monitoring the end use of funds raised through public offers and related matters.

19. NOMINATION AND REMUNERATION POLICY

This Nomination and Remuneration Policy (the "Policy") applies to the Board of Directors (the "Board"), Key Managerial Personnel (the "KMP") and the Senior Management Personnel of Sarda Proteins Limited (the "Company").

"Key Managerial Personnel" (KMP) means—

- the Chief Executive Officer or the Managing Director or the Manager
- the Company Secretary;
- the Whole-time Director;
- the Chief Financial Officer; and
- such other officer as may be prescribed;

The term "Senior Management Personnel" means to include all members other than the Directors and KMPs of the Company, who are members of management one level below the Executive Directors.

This Policy is in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and applicable Listing Regulations and includes formal evaluation framework of the Board. Policy on Nomination & Remuneration which lays down the framework in relation to appointment, remuneration and evaluation of Directors, Key Managerial Person and Senior Management of the Company. The **Nomination and Remuneration Policy** is also on the website of the company i.e. http://www.sardaproteins.com/files/documents/NOMINATION-AND-REMUNERATION-POLICY_Sarda.pdf and annexed as Annexure "II" to this Report.

20. FORMAL ANNUAL EVALUATION OF BOARD/ COMMITTEES/ KMP/ INDIVIDUAL DIRECTORS

In line with the corporate governance guidelines of the Company, Annual performance evaluation was conducted for all Board Members as well as the working of the Board and its Committee.

The evaluation/assessment was led by the Chairman of Board governance, Nomination and Remuneration committee with specific focus on the performance and effective functioning of the Board. The Board evaluation framework has been designed in

compliance with the requirements under the Companies Act, 2013 and the Listing Regulations, and in consonance with Guidance Note on Board Evaluation issued by SEBI recently.

Evaluation of the Board was based on criteria such as composition and role of the Board, Board communication and relationships, functioning of Board Committees, review of performance and compensation to Executive Directors, succession planning, strategic planning, etc. Evaluation of Directors was based on criteria such as participation and contribution in Board and Committee meetings, representations of shareholders interest and enhancing shareholders value, experience and expertise to provide feedback and guidance to top management on business strategy, governance and risk, understanding of the organization's strategy, risk and environment, etc.

The outcomes of the Board evaluation for financial year 2016-17 was discussed by the Board governance, Nomination and Remuneration committee and the board in their meeting. The Board has received consistent rating on its overall effectiveness and has been rated comparatively higher this year for composition of Directors and their skills, attributes and experience. The Board has also noted areas requiring more focus in the future.

21. INTERNAL FINANCIAL CONTROL SYSTEMS

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

22. CORPORATE GOVERNANCE REPORT

As per Regulation 15(2) of the Listing Regulation, the compliance with the Corporate Governance provisions shall not apply in respect of the following class of companies:

- Listed Entity having paid up equity share capital not exceeding Rs.10 crore and Net Worth not exceeding Rs.25 crore, as on the last day of the previous financial year;
- Listed Entity which has listed its specified securities on the SME Exchange.

Since, our Company falls in the ambit of aforesaid exemption (a); hence compliance with the provisions of Corporate Governance shall not apply to the Company and it also does not form part of the Annual Report. However, the Company has due corporate governance norms for the financial year 2016-17.

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

Your Company has always believed in providing a safe and harassment free workplace for every individual working in its premises through various interventions and practices. The Company always endeavours to create and provide an environment that is free from discrimination and harassment including sexual harassment.

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

The following is a summary of sexual harassment complaints received and disposed off during the year 2016-17:-

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

24. MANAGEMENT DISCUSSION & ANALYSIS REPORT

Management Discussion & Analysis report pursuant to Listing Regulations forms part of the Annual Report for the Financial Year

2016-17, which is presented as under:

a) INDUSTRY STRUCTURE AND DEVELOPMENTS

The Indian economy is striving on a relatively strong path. However, there was a strong competition in edible oil market due to imports and lower taxation to new MSME unit. The market was hit due to demonetisation, but gradually it normalised but it affected the sales for around two months.

b) OUTLOOK ON OPPORTUNITIES

The company is mainly dealing in Edible oils and other Agro products viz. oil seed, cereals etc. The current year after initial good going took a steep fall very rarely seen in the first quarter due to fall in sales for no body stocking the goods due to imposition of GST. Earlier performance of the company was also effected due to benefit of taxation to MSME But with the advent of Goods and Services Tax from July 01, 2017, there is going to be level playing field for all the players in the industry from the taxation point of view. The management now hopes this will help to your company to regain market share in the edible oil market.

The Board of Directors are hopeful to deliver better results in the current financial year after the advent of Goods and Services Tax from 1-Jul-2017.

c) OUTLOOK ON THREATS, RISKS AND CONCERNS

Government policies, political situation and global speculative trends in the commodities company is dealing pose some risk to the operations of the Company.

d) INTERNAL CONTROL SYSTEM

The Company has established its internal control system commensurate with the requirement of its size. In the company is well staffed with experienced and qualified personnel who will play an important role in implementing and monitoring the internal control environment and compliance with statutory requirements.

e) FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

Total revenue for the financial year ended March 31, 2017 stood at Rs. 618.03 Lakhs as against Rs. 206.36 Lakhs for the financial year ended March 31, 2016, further the Loss after tax for the financial year ended March 31, 2017 stood at Rs. 13.21 Lakhs as against a loss of Rs. 15.36 Lakhs for the financial year ended March 31, 2016. The EPS for the financial year ended March 31, 2017 is Rs. (0.77) as compared to Rs. (0.89) for the previous year.

f) HUMAN RESOURCE MANAGEMENT

Human resources are a valuable asset for any organization. The company is giving emphasis to upgrade the skills of its human resources. This is in keeping with its policy of enhancing the individual's growth potential within the framework of corporate goals. Total number of employees as on March 31, 2017 stood at 6.

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

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

The particulars relating to the energy conservation and technology absorption and foreign exchange earnings and outgo, as required under Section 134(3) (m) of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 are given in the Annexure "III" to this Report.

26. EXTRACT OF THE ANNUAL RETURN

Relevant extract of annual return in form no. MGT-9 as on the financial year ended on March 31, 2017 as required under Section 92(3) of the Companies Act, 2013 read with The Companies (Management and Administration) Rules 2014, is given in Annexure "IV" to this Report.

27. EMPLOYEE REMUNERATION

(A) Disclosures pertaining to remuneration and other details as required under section 197(12) of the Companies Act, 2013 read

with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2016, are annexed to this report as Annexure "V".

(B) Disclosure of the names of top ten employees in terms of remuneration drawn is provided in Annexure "VI" as per the requirement of The Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2016.

(C) Further, None of the employees of the company was in receipt of the remuneration exceeding the limits prescribed u/s 197 (12) read with rule 5, sub-rule 2 of The Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2016 of the Companies Act, 2013 during the year under review.

28. MATERIAL CHANGES DURING THE FINANCIAL YEAR UNDER REVIEW

The information required under Section 134 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 relating to material changes and commitments:

There were no such material changes and commitments occurred subsequent to the close of the financial year of the Company to which the balance sheet relates and the date of the report which affecting the financial position of the company.

29. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to sub section 3 (c) of Section 134 of the Companies Act, 2013, the Board of Directors of the Company hereby state and confirm that:

- in the preparation of the annual accounts for the year ended March 31, 2017, the applicable accounting standards have been followed and there are no material departures from the same;
- 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 at the end of the financial year and of the profit and loss of the company for that period;
- the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- the directors have prepared the annual accounts on a going concern basis;
- the directors have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively; and
- the directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

30. ACKNOWLEDGEMENTS

Your Board acknowledges with appreciation, the invaluable support provided by the Company's stakeholders, auditors, advisors and business partners, all its customers for their patronage. Your Board records with sincere appreciation the valuable contribution made by employees at all levels and looks forward to their continued commitment to achieve further growth and take up more challenges that the Company has set for the future.

For and on behalf of the Board of Directors
For Sarda Proteins Ltd.

SD/-
Damodar Prasad Sarda
Whole-time Director & CFO
DIN:00763377

SD/-
Siddharth Sarda
Whole-Time-Director
DIN: 00763412

Date : August 10, 2017
Place: Alwar

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,
Sarda Proteins Limited
G 1 -177 (A), Matsya Industrial Area,
Alwar - 301 030 (Rajasthan)

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

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2017 ('Audit Period') complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 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 thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings (**Not applicable to the Company during the Audit Period**);
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; (**Not applicable to the Company during the Audit Period**);
 - (d) The Securities and Exchange Board of India (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**);
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (**Not applicable to the Company during the Audit Period**); and
- (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

(vi) As confirmed by the management, there are no sector specific laws that are applicable specifically to the company.

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

- i. Secretarial Standards issued by The Institute of Company Secretaries of India;
- ii. The Listing Agreements entered into by the Company with BSE Ltd.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. as mentioned above **except that "Company has not adhered to the Regulation 31 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 requiring hundred percent Shareholding of promoter(s) and promoter group in dematerialized form"**.

We further report that

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

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

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

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

We further report that during the audit period the Company has not undertaken any events/actions having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above.

For V.M. & Associates
 Company Secretaries
 (ICSI Unique Code P1984RJ039200)

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

Place: Jaipur
 Date: 10.08.2017

Note: 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.

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

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

1. Maintenance of secretarial record is the responsibility of the management of 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.

For V.M. & Associates
Company Secretaries
(ICSI Unique Code P1984RJ039200)

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

Place: Jaipur
Date: 10.08.2017

ANNEXURE- II

NOMINATION & REMUNERATION POLICY OF THE COMPANY

1. Purpose

The primary objective of the Policy is to provide a framework and set standards for the nomination, remuneration and evaluation of the Directors, Key Managerial Personnel and officials comprising the senior management. The Company aims to achieve a balance of merit, experience and skills amongst its Directors, Key Managerial Personnel and Senior Management.

2. Accountabilities

- 2.1 The Board is ultimately responsible for the appointment of Directors and Key Managerial Personnel.
- 2.2 The Board has delegated responsibility for assessing and selecting the candidates for the role of Directors, Key Managerial Personnel and the Senior Management of the Company to the Nomination and Remuneration Committee which makes recommendations & nominations to the Board.

3. Nomination and Remuneration Committee

The Nomination and Remuneration Committee is responsible for:

- 3.1 reviewing the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and making recommendations on any proposed changes to the Board to complement the Company's corporate strategy, with the objective to diversify the Board;

- 3.2 identifying individuals suitably qualified to be appointed as the KMPs or in the senior management of the Company;
- 3.3 recommending to the Board on the selection of individuals nominated for Directorship;
- 3.4 making recommendations to the Board on the remuneration payable to the Directors / KMPs / Senior Officials so appointed / reappointed;
- 3.5 assessing the independence of independent directors;
- 3.6 such other key issues/matters as may be referred by the Board or as may be necessary in view of the SEBI LODR and provision of the Companies Act 2013 and Rules thereunder.
- 3.7 to make recommendations to the Board concerning any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of an Executive Director as an employee of the Company subject to the provision of the law and their service contract;
- 3.8 ensure that level and composition of remuneration is reasonable and sufficient, relationship of remuneration to performance is clear and meets appropriate performance benchmarks;
- 3.9 to devise a policy on Board diversity;
- 3.10 to develop a succession plan for the Board and to regularly review the plan;

The Nomination and Remuneration Committee comprises of the following:

- a) The Committee shall consist of a minimum 3 non-executive directors, at least one-half of them being independent.
- b) Minimum two (2) members shall constitute a quorum for the Committee meeting.
- c) Membership of the Committee shall be disclosed in the Annual Report.
- d) Term of the Committee shall be continued unless terminated by the Board of Directors.

CHAIRMAN

- a) Chairman of the Committee shall be an Independent Director.
- b) Chairperson of the Company may be appointed as a member of the Committee but shall not be a Chairman of the Committee.
- c) In the absence of the Chairman, the members of the Committee present at the meeting shall choose one amongst them to act as Chairman.
- d) Chairman of the Nomination and Remuneration Committee meeting could be present at the Annual General Meeting or may nominate some other member to answer the shareholders' queries.

COMMITTEE MEMBERS' INTERESTS

- a) A member of the Committee is not entitled to be present when his or her own remuneration is discussed at a meeting or when his or her performance is being evaluated.
- b) The Committee may invite such executives, as it considers appropriate, to be present at the meetings of the Committee.

VOTING

- a) Matters arising for determination at Committee meetings shall be decided by a majority of votes of Members present and voting and any such decision shall for all purposes be deemed a decision of the Committee.
- b) In the case of equality of votes, the Chairman of the meeting will have a casting vote.

4. Appointment of Directors/KMPs/Senior Officials

4.1 Enhancing the competencies of the Board and attracting as well as retaining talented employees for role of KMP/ a level below KMP are the basis for the Nomination and Remuneration Committee to select a candidate for appointment to the Board. When recommending a candidate for appointment, the Nomination and Remuneration Committee has regard to:

- assessing the appointee against a range of criteria which includes but not be limited to qualifications, skills, regional and industry experience, background and other qualities required to operate successfully in the position, with due regard for the benefits from diversifying the Board;
- the extent to which the appointee is likely to contribute to the overall effectiveness of the Board, work constructively with the existing directors and enhance the efficiencies of the Company;
- the skills and experience that the appointee brings to the role of KMP/Senior Official and how an appointee will enhance the skill sets and experience of the Board as a whole;

- the nature of existing positions held by the appointee including directorships or other relationships and the impact they may have on the appointee's ability to exercise independent judgment;

4.2 Personal specifications:

- Degree holder in relevant disciplines;
- Experience of management in a diverse organization;
- Excellent interpersonal, communication and representational skills;
- Demonstrable leadership skills;
- Commitment to high standards of ethics, personal integrity and probity;
- Commitment to the promotion of equal opportunities, community cohesion and health and safety in the workplace;
- Having continuous professional development to refresh knowledge and skills.

5. Letters of Appointment

Each Director/KMP/Senior Officials is required to sign the letter of appointment with the Company containing the terms of appointment and the role assigned in the Company.

6. Remuneration of Directors, Key Managerial Personnel and Senior Management

The guiding principle is that the level and composition of remuneration shall be reasonable and sufficient to attract, retain and motivate Directors, Key Management Personnel and other senior officials.

The Directors, Key Management Personnel and other senior official's salary shall be based & determined on the individual person's responsibilities and performance and in accordance with the limits as prescribed statutorily, if any.

The Nominations & Remuneration Committee determines individual remuneration packages for Directors, KMPs and Senior Officials of the Company taking into account factors it deems relevant, including but not limited to market, business performance and practices in comparable companies, having due regard to financial and commercial health of the Company as well as prevailing laws and government/other guidelines. The Committee consults with the Chairman of the Board as it deems appropriate. Remuneration of the Chairman is recommended by the Committee to the Board of the Company.

(i) Remuneration:

a) Base Compensation (fixed salaries)

Must be competitive and reflective of the individual's role, responsibility and experience in relation to performance of day-to-day activities, usually reviewed on an annual basis; (includes salary, allowances and other statutory/non-statutory benefits which are normal part of remuneration package in line with market practices).

b) Variable salary:

The Committee may in its discretion structure any portion of remuneration to link rewards to corporate and individual performance, fulfillment of specified improvement targets or the attainment of certain financial or other objectives set by the Board. The amount payable is determined by the Committee, based on performance against pre-determined financial and non-financial metrics.

(ii) Statutory Requirements:

Section 197(5) provides for remuneration by way of a fee to a director for attending meetings of the Board of Directors and Committee meetings or for any other purpose as may be decided by the Board.

Section 197(1) of the Companies Act, 2013 provides for the total managerial remuneration payable by the Company to its directors, including managing director and whole time director, and its manager in respect of any financial year shall not exceed eleven percent of the net profits of the Company computed in the manner laid down in Section 198 in the manner as prescribed under the Act.

The Company with the approval of the Shareholders and Central Government may authorize the payment of remuneration exceeding eleven percent of the net profits of the company, subject to the provisions of Schedule V.

The Company may with the approval of the shareholders authorize the payment of remuneration up to five percent of the net profits of the Company to its anyone Managing Director/Whole Time Director/Manager and ten percent in case of more than one such official.

The Company may pay remuneration to its directors, other than Managing Director and Whole Time Director upto one percent of the net profits of the Company, if there is a managing director or whole time director or manager and three percent of the net profits in any other case.

The net profits for the purpose of the above remuneration shall be computed in the manner referred to in Section 198 of the Companies Act, 2013.

- 6.1 The Independent Directors shall not be entitled to any stock option and may receive remuneration by way of fee for attending meetings of the Board or Committee thereof or for any other purpose as may be decided by the Board. The sitting fee to the Independent Directors shall not be less than the sitting fee payable to other directors.
- 6.2 The remuneration payable to the Directors shall be as per the Company's policy and shall be valued as per the Income Tax Rules.
- 6.3 The remuneration payable to the Key Managerial Personnel and the Senior Management shall be as may be decided by the Board having regard to their experience, leadership abilities, initiative taking abilities and knowledge base.

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

A) Conservation of energy:

- (i) The steps taken or impact on conservation of energy: The operations of your company are not energy intensive. However adequate Measures have been initiated to reduce energy consumption further.
- (ii) The steps taken by the company for utilizing alternate sources of energy: Nil
- (iii) The capital investment on energy conservation equipment: Nil

(B) Technology absorption:

- (i) The efforts made towards technology absorption: The Company has not carried out any Technology absorption.
- (ii) The benefits derived like product improvement, cost reduction, product development or import substitution: N.A.
- (iii) In case of imported technology (imported during the last three years reckoned from the beginning of the financial year): N.A.
 - (a) The details of technology imported: Nil
 - (b) The year of import: Nil
 - (c) Whether the technology been fully absorbed : N.A.
 - (d) If not fully absorbed, areas where absorption has not taken place, and the reasons thereof: N.A.
- (iv) The expenditure incurred on Research and Development: NIL.

(C) Foreign exchange earnings and Outgo:

There were no foreign exchange earnings and outgo during the financial year ended March 31, 2017.

For and on behalf of the Board of Directors
For Sarda Proteins Ltd.

SD/-
Damodar Prasad Sarda
Whole-time Director & CFO
DIN:00763377

SD/-
Siddharth Sarda
Whole-Time-Director
DIN: 00763412

For and on behalf of the Board of Directors
For Sarda Proteins Ltd.

Date : August 10, 2017
Place: Alwar

SD/-
Damodar Prasad Sarda
Whole-time Director & CFO
DIN:00763377

SD/-
Siddharth Sarda
Whole-Time-Director
DIN: 00763412

Date : August 10, 2017
Place: Alwar

FORM NO. MGT 9

EXTRACT OF ANNUAL RETURN

As on financial year ended on 31.03.2017

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

I. REGISTRATION & OTHER DETAILS:

1.	CIN	L15142RJ1991PLC006353
2.	Registration Date	03.12.1991
3.	Name of the Company	SARDA PROTEINS LTD
4.	Category/Sub-category of the Company	Company limited by shares/ Indian Non-Government Company
5.	Address of the Registered office & contact details	G-1-177(A) Matsya Industrial Area, Alwar-301030 (Rajasthan) E Mail: sardaproteins@yahoo.com ; Contact no.: +91-9811151271
6.	Whether listed company	Yes
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	LINK INTIME INDIA PVT. LTD. 44, Community Centre, Near Pvr, Naraina Industrial Area, Phase-I, New Delhi-110028 E-mail: delhi@linkintime.co.in Contact no.: 011 - 4141 0592/93/94

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company (approx)
1	Wholesale Trading of edible oils	46305	79.310%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPNAIES : N.A

S. No.	Name and Address of the Company	CIN/GLN	HOLDING/SUBSIDIARY/ ASSOCIATE	% of shares held	Applicable Section
-----N.A.-----					

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

Category of Shareholders	No. of Shares held at the beginning of the year [As on 01-April-2016]				No. of Shares held at the end of the year [As on 31-March-2017]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	--	3,07,100	3,07,100	17.79 %	3,07,000	100	3,07,100	17.79 %	--
b) Central Govt	--	--	--	--	---	--	--	--	--
c) State Govt(s)	--	--	--	--	---	--	--	--	--
d) Bodies Corp.	---	79,000	79,000	4.58 %	---	79,000	79,000	4.58 %	--
e) Banks / FI	--	--	--	---	---	--	--	--	--
f) Any other	--	---	--	--	---	--	--	--	--
Sub-total (A)(1):-	--	3,86,100	3,86,100	22.37%	3,07,000	79,100	3,86,100	22.37%	--
(2) Foreign									
a) NRIs - Individuals	--	--	--	--	--	--	--	--	--
b) Other - Individuals	--	--	--	--	--	--	--	--	--
c) Bodies Corp.	--	--	--	--	--	--	--	--	--
d) Banks / FI	--	--	--	--	--	--	--	--	--
e) Any Other	--	--	---	--	--	--	--	--	--
Sub -total (A) (2): -	--	--	--	--	--	--	--	--	--
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	--	3,86,100	3,86,100	22.37%	3,07,000	79,100	3,86,100	22.37%	--
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	--	--	--	--	--	--	--	--	--
b) Banks / FI	--	--	--	--	--	--	--	--	--
c) Central Govt	--	--	--	--	--	--	--	--	--
d) State Govt(s)	--	--	--	--	--	--	--	--	--
e) Venture Capital Funds	--	--	--	--	--	--	--	--	--
f) Insurance Companies	--	--	--	--	--	--	--	--	--
g) FIs	--	--	--	--	--	--	--	--	--
h) Foreign Venture Capital Funds	--	--	--	--	--	--	--	--	--
i) Others (specify)	--	--	--	--	--	--	--	--	--
Sub-total (B)(1):-	--	--	--	--	--	--	--	--	--
2. Non-Institutions									
a) Bodies Corp.	----	--	--	--	--	--	--	--	--
i) Indian	---	14,500	14,500	0.84%	--	14,500	14,500	0.84%	--
ii) Overseas	--	--	--	--	--	--	--	--	--
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	--	10,21,600	10,21,600	59.19%	11,200	10,10,400	10,21,600	59.19%	--
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	--	2,98,300	2,98,300	17.28%	7,000	2,91,300	2,98,300	17.28%	--
c) Others (specify)									
Bodies Corporate									
Non Resident Individual	--	5400	5400	0.31%	---	5400	5400	0.31%	--
Sub-total (B)(2):-	--	13,39,800	13,39,800	77.63%	18,200	13,21,600	13,39,800	77.63%	--
Total Public Shareholding (B)=(B)(1)+ (B)(2)	--	13,39,800	13,39,800	77.63%	18,200	13,21,600	13,39,800	77.63%	--
C. Shares held by Custodian for GDRs & ADRs	--	--	--	--	--	--	--	--	--
Grand Total (A+B+C)	--	17,25,900	17,25,900	100.00%	3,25,200	14,00,700	17,25,900	100.00%	--

(ii) Shareholding of Promoters-

S No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1.	Mr. Damodar Prasad Sarda	0	0.00%	--	0	0.00%	--	--
2.	Mr. Siddharth Sarda	61,000	3.53%	--	61,000	3.53%	--	--
3.	Mr. Krishna Devi Sarda	85,000	4.92%	--	85,000	4.92%	--	--
4.	Mr. Madhusudan Somani	100	0.006%	--	100	0.006%	--	--
5.	Mr. Damodar Prasad Sarda joint with Mr. Siddharth Sarda	65,000	3.77%	--	65,000	3.77%	--	--
6.	Mr. Damodar Prasad Sarda joint with Mr. Siddharth Sarda and Mrs. Krishna Devi Sarda	65,000	3.77%	--	65,000	3.77%	--	--
7.	Mr. Damodar Prasad Sarda joint with Mrs. Krishna Devi Sarda	31,000	1.80%	--	31,000	1.80%	--	--
8.	Sarda Agro products Private Ltd.	79,000	4.58%	--	79,000	4.58%	--	--
	Total	3,86,100	22.37%	--	3,86,100	22.37%	--	--

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

S No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year				
1.	Mr. Damodar Prasad Sarda	0.00	0.00%	0.00	0.00%
2.	Mr. Siddharth Sarda	61,000	3.53%	61,000	3.53%
3.	Mrs. Krishna Devi Sarda	85,000	4.92%	85,000	4.92%
4.	Mr. Madhu Sudan Somani	100	0.006%	100	0.006%
5.	Mr. Damodar Prasad Sarda joint with Mr. Siddharth Sarda	65,000	3.77%	65,000	3.77%
6.	Mr. Damodar Prasad Sarda joint with Mr. Siddharth Sarda and Mrs. Krishna Devi Sarda	65,000	3.77%	65,000	3.77%
7.	Mr. Damodar Prasad Sarda joint with Mr. Siddharth Sarda	31,000	1.80%	31,000	1.80%
8.	Sarda Agro Products Pvt. Ltd.	79,000	4.58%	79,000	4.58%
	TOTAL	3,86,100	22.37%	3,86,100	22.37%
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):	No Change			
	At the end of the year				
1.	Mr. Damodar Prasad Sarda	0.00	0.00%	0.00	0.00%
2.	Mr. Siddharth Sarda	61,000	3.53%	61,000	3.53%
3.	Mrs. Krishna Devi Sarda	85,000	4.92%	85,000	4.92%
4.	Mr. Madhu Sudan Somani	100	0.006%	100	0.006%
5.	Mr. Damodar Prasad Sarda joint with Mr. Siddharth Sarda	65,000	3.77%	65,000	3.77%
6.	Mr. Damodar Prasad Sarda joint with Mr. Siddharth Sarda and Mrs. Krishna Devi Sarda	65,000	3.77%	65,000	3.77%
7.	Mr. Damodar Prasad Sarda joint with Mr. Siddharth Sarda	31,000	1.80%	31,000	1.80%
8.	Sarda Agro Products Pvt. Ltd.	79,000	4.58%	79,000	4.58%
	TOTAL	3,86,100	22.37%	3,86,100	22.37%

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

S. No.	Name of Shareholder	Shareholding at the beginning of the year		Change in shareholding (No. Of shares)		Shareholding at the end of the year	
		No. Of shares	% of total shares of the company	Increase	Decrease	No. of shares	% of total shares of the company
1.	Mr. Anand Kumar Kabra	75,800	4.39	--	--	75,800	4.39
2.	Mr. Atul Pratap Shah	30,400	1.76	--	--	30,400	1.76
3.	Mr. Bipin Dhirajlal Goda	19,700	1.14	--	--	19,700	1.14
4.	Mrs. Aditi Bhimrajka	16,000	0.93	--	--	16,000	0.93
5.	Mrs. Vinti Biyani	16,000	0.93	--	--	16,000	0.93
6.	Mrs. Mamta Biyani	16,000	0.93	--	--	16,000	0.93
7.	Mrs. Anjana Kabra	15,600	0.90	--	--	15,600	0.90
8.	Mrs. Anupama Biyani	15,600	0.90	--	--	15,600	0.90
9.	Mr. Abhishek Jhawar	15,600	0.90	--	--	15,600	0.90
10.	Mrs. Aditi Jhawar	15,600	0.90	--	--	15,600	0.90

Note: Top ten shareholders of the Company as on March 31, 2017 have been considered for the above disclosure.

(v) Shareholding of Directors and Key Managerial Personnel:

S. No.	Shareholding of each Directors and each Key Managerial Personnel	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
	At the beginning of the year				
1.	Mr. Damodar Prasad Sarda	0.00	0.00%	0.00	0.00%
2.	Mr. Siddharth Sarda	61,000	3.53%	61,000	3.53%
3.	Mrs. Krishna Devi Sarda	85,000	4.92%	85,000	4.92%
4.	Mr. Damodar Prasad Sarda joint with Mr. Siddharth Sarda	65,000	3.77%	65,000	3.77%
5.	Mr. Damodar Prasad Sarda joint with Mr. Siddharth Sarda and Mrs. Krishna Devi Sarda	65,000	3.77%	65,000	3.77%
6.	Mr. Damodar Prasad Sarda joint with Mr. Siddharth Sarda	31,000	1.80%	31,000	1.80%
7.	Mr. Kailash Kumar Dhoot	0.00	0.00%	0.00	0.00%
8.	Mr. Badri Bishal Sarda	0.00	0.00%	0.00	0.00%
9.	Ms. Jyoti Soni, Company Secretary	0.00	0.00%	0.00	0.00%
	TOTAL	3,07,000	17.79%	3,07,000	17.79%
	At the end of the year				
1.	Mr. Damodar Prasad Sarda	0.00	0.00%	0.00	0.00%
2.	Mr. Siddharth Sarda	61,000	3.53%	61,000	3.53%
3.	Mrs. Krishna Devi Sarda	85,000	4.92%	85,000	4.92%
4.	Mr. Damodar Prasad Sarda joint with Mr. Siddharth Sarda	65,000	3.77%	65,000	3.77%
5.	Mr. Damodar Prasad Sarda joint with Mr. Siddharth Sarda and Mrs. Krishna Devi Sarda	65,000	3.77%	65,000	3.77%
6.	Mr. Damodar Prasad Sarda joint with Mr. Siddharth Sarda	31,000	1.80%	31,000	1.80%
7.	Mr. Kailash Kumar Dhoot	0.00	0.00%	0.00	0.00%
8.	Mr. Sanwar Mal Pareek	400	0.0231%	400	0.0231%
9.	Mr. Badri Bishal Sarda*	0.00	0.00%	0.00	0.00%
10.	Ms. Jyoti Soni, Company Secretary**	0.00	0.00%	0.00	0.00%
11.	Ms. Priya Gupta, Company Secretary**	0.00	0.00%	0.00	0.00%
	TOTAL	3,07,400	17.81%	3,07,400	17.81%

* During the year, Mr. Badri Bishal Sarda (DIN:01264693), Independent Director of the company his office being as a Director has been vacated as on 05.11.2016 of the Company.

**During the year Ms. Jyoti Soni, Company Secretary of the company resigned w.e.f. 20.05.2016 and Ms. Priya Gupta was appointed dated 28.05.2016 as Company Secretary.

V. INDEBTNESS

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	61,06,261.25	--	--	61,06,261.25
ii) Interest due but not paid	--	--	--	--
iii) Interest accrued but not due	--	--	--	--
Total (i+ii+iii)	61,06,261.25	--	--	61,06,261.25
Change in Indebtedness during the financial year				
* Addition	--	--	--	--
* Reduction	41,47,064.38	--	--	41,47,064.38
Net Change	41,47,064.38	--	--	41,47,064.38
Indebtedness at the end of the financial year				
i) Principal Amount	19,59,196.87	--	--	19,59,196.87
ii) Interest due but not paid	--	--	--	--
iii) Interest accrued but not due	--	--	--	--
Total (i+ii+iii)	19,59,196.87	--	--	19,59,196.87

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

S. No.	Particulars of Remuneration	Name of the MD/WTD/Manager		Total Amount
		Mr. Damodar Prasad Sarada (WTD)	Mr. Siddharth Sarada (WTD)	
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	2,75,000/-	5,40,000/-	8,15,000/-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	--	--	--
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	--	--	--
2	Stock Option	--	--	--
3	Sweat Equity	--	--	--
4	Commission - as % of profit - others, specify...	--	--	--
5	Others, please specify (HRA+PF)	--	3,34,800/-	3,34,800/-
	Total (A)	2,75,000/-	8,74,800/-	11,49,800/-
	Ceiling as per the Act	ceiling as per section 197 and Schedule V of the Act		

B. Remuneration to other directors- Nil

S. No.	Particulars of Remuneration	Name of Directors				Total Amount
		Mrs. Krishna Devi Sarada	Mr. Kailash Kumar Dhoot	Mr. Sanwar Mal Pareek	---	
1	Independent Directors					
	• Fee for attending board committee meetings	--	--	--	--	NIL
	• Commission	--	--	--	--	NIL
	• Others, please specify	--	--	--	--	NIL
	Total (1)	--	--	--	--	NIL
2	Other Non-Executive Directors	--	--	--	--	NIL
	• Fee for attending board committee meetings	--	--	--	--	NIL
	• Commission	--	--	--	--	NIL
	• Others, please specify	--	--	--	--	NIL
	Total (2)	--	--	--	--	NIL
	Total (B)=(1+2)	--	--	--	--	NIL
	Total Managerial Remuneration	--	--	--	--	NIL
	Overall Ceiling as per the Act					

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

S. No.	Particulars of Remuneration	Key Managerial Personnel			Total
		Ms. Jyoti Soni Company Secretary (01.04.2016 to 20.05.2016)	Ms. Priya Gupta, Company Secretary (28.05.2016 to 31.03.2017)	CFO	
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	16,000/-	1,90,500/-	--	2,06,500/-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	--	--	--	
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	--	--	--	
2	Stock Option	--	--	--	
3	Sweat Equity	--	--	--	
4	Commission				
	- as % of profit	--	--	--	
	- others, specify...	--	--	--	
5	Others, please specify	--	--	--	
	Total	16,000/-	1,90,500/-	--	2,06,500/-

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act, 1956	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	N.A.	NIL	NIL	N.A.	N.A.
Punishment	N.A.	NIL	NIL	N.A.	N.A.
Compounding	N.A.	NIL	NIL	N.A.	N.A.
B. DIRECTORS					
Penalty	N.A.	NIL	NIL	N.A.	N.A.
Punishment	N.A.	NIL	NIL	N.A.	N.A.
Compounding	N.A.	NIL	NIL	N.A.	N.A.
C. OTHER OFFICERS IN DEFAULT					
Penalty	N.A.	NIL	NIL	N.A.	N.A.
Punishment	N.A.	NIL	NIL	N.A.	N.A.
Compounding	N.A.	NIL	NIL	N.A.	N.A.

For and on behalf of the Board of Directors
For Sarda Proteins Ltd.

Date : August 10, 2017
Place: Alwar

SD/-
Damodar Prasad Sarda
Whole-time Director & CFO
DIN:00763377

SD/-
Siddharth Sarda
Whole-Time-Director
DIN: 00763412

Analysis of Managerial Remuneration

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

1. The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year 2016-17:-

Name of Director	Remuneration for the financial year 2016-17 (Amount in Rs.)	Remuneration for the financial year 2015-16	%Increase/Decrease of Remuneration in 2017 as compared to 2016	Ratio of remuneration to Median Remuneration of the Employees (MREs)excluding WTD	Ratio of remuneration to Median Remuneration of the Employees (MREs)including WTD
Mr. Damodar Prasad Sarda, Whole-Time- Director	2,75,000	0.00	--	2.44	1.49
Mr. Siddharth Sarda , Whole-Time- Director	8,74,800	8,74,800	--	7.76	4.73

- ❖ The median remuneration of employees (excluding WTD) of the Company as on March 31, 2017 was Rs. 1,12,738.
- ❖ The median remuneration of employees (including WTD) of the Company as on March 31, 2017 was Rs. 1,84,800.
*Mr. Damodar Prasad Sarda (Whole-Time-Director) drawn salary from the November 01, 2016.

2. The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year 2016-17: **-No Increment in remuneration during the year.**
3. The percentage increase in the median remuneration of employees including Whole-Time-Directors in the fiscal 2017 was 1,84,800 and in fiscal 2016 was 1,69,100 :- **9.28% Increment in MREs including Whole-Time-Directors.**

The percentage increase in the median remuneration of employees excluding Whole-Time-Directors in the fiscal 2017 was 1,12,738 and in fiscal 2016 was 93019 :- **21.20% Increment in MREs excluding Whole-Time-Directors.**

4. The number of permanent employees on the rolls of company as of March 31, 2017 are: - 6
5. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:-

Average % increase in the salary of employees other than Managerial Personnel: - Decrease 0.733% during the year 2016-17.

Average % increase in the Salary of the Managerial Personnel: - Increase 08.97% during the year 2016-17.

6. Affirmation: We hereby confirm that the remuneration paid to employees are as per the remuneration policy of the company.

For and on behalf of the Board of Directors
For Sarda Proteins Ltd.

Date : August 10, 2017
Place: Alwar

SD/-
Damodar Prasad Sarda
Whole-time Director & CFO
DIN:00763377

SD/-
Siddharth Sarda
Whole-Time-Director
DIN: 00763412

**SEC 197(12) READ WITH RULE 5 (2) OF COMPANIES ACT, 2013:
THE STATEMENT REFERRED TO IN SUB RULE (2) SHALL ALSO INDICATE FOLLOWING INFORMATION:**

Name of Employees	Mr. Damodar Prasad Sarda*	Mr. Siddharth Sarda	Ms. Jyoti Soni (01.04.2016 to 20.05.2016)	Ms. Priya Gupta (28.05.2016 to 31.03.2017)	Mrs. Pramila Kabra**	Mr. Narottma Kumar Sharma	Mr. Mahendra Kumar Rajliwal	Mr. Samboo Singh
Designation of Employees	WTD	WTD	CS	CS	Secretary	Manager	Supervisor	Supervisor
Remuneration Received (Per Annum)	2,75,000/-*	8,74,800/-	16,000/-	1,90,500/-	48,000/-	1,84,800/-	1,12,738/-	80,250/-
Nature of Employment, whether Contractual or Otherwise;	Onroll Employees	Onroll Employees	Onroll Employees	Onroll Employees	Onroll Employees	Onroll Employees	Onroll Employees	Onroll Employees
Qualification and Experience of the Employee	B.Com.	Bsc.	BBA, M.Com., Company Secretary None	M.Com., Company Secretary 1 year	B.Com, Secretary 10 Years	Matriculation Manager cum accountant 36 years	Matriculation Supervisor 26 Years	Matriculation Supervisor 36 Years
Date of Commencement of Employment	01.02.1997	01.08.2008	01.03.2015	28.05.2016	01.05.2007	01.11.1993	01.04.2010	01.02.1995
The Age of such Employee	61Years	31 Years	28 Years	28 Years	39 Years	56 Years	47 Years	56 Years
The last employment held by such employee before joining the Company	Sarda Oil Industries Pvt. Ltd.	None	None	Data Infosys Ltd.	None	Manager, Sarda Oil Industries (P) Ltd.	Supervisor, Alwar Manufacturers (P) Ltd.	Supervisor, Sarda Industrial Corporation
The percentage of Equity Shares held by the employee in the Company within the meaning of Clause (iii) of sub-rule (2) above, and	0.00	3.53	NIL	NIL	NIL	0.002	0.006	NIL
Whether any such employee is a relative of any director or manager of the Company and if so, name of such Director or Manager	Husband of Mrs. Krishna Devi Sarda and father of Mr. Siddharth Sarda	Son of Mr. Damodar Prasad Sarda and Mrs. Krishna Devi Sarda	No	No	No	No	No	No

*Mr. Damodar Prasad Sarda withdraw remuneration from November 01, 2016.

**Mrs. Pramila Kabra resigned w.e.f. July 01, 2016.

For and on behalf of the Board of Directors
For Sarda Proteins Ltd.

SD/-
Damodar Prasad Sarda
Whole-time Director & CFO
DIN:00763377

SD/-
Siddharth Sarda
Whole-Time-Director
DIN: 00763412

Date : August 10, 2017
Place: Alwar

INDEPENDENT AUDITOR'S REPORT

TO
THE MEMBERS OF SARDA PROTEINS LIMITED
Report on the Financial Statements

We have audited the accompanying financial statements of **M/s SARDA PROTEINS LIMITED**, 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 significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statement

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

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

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements, give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at

31st March 2017, and its profit and its cash flows for the year ended on that date.

Report on the other Legal and regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), as amended, issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by section 143 (3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
 - b) In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e) On the basis of written representations received from the directors as on March 31, 2017 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2017 from being appointed as a director in terms of Section 164 (2) of the Act.
 - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
 - g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i) The Company does not have any pending litigations which would impact its financial position.
 - ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
 - iv) The company has provided requisite disclosures in its financial statements as to holdings as well as dealings in specified bank notes during the period from 8th November, 2016 to 30th December, 2016 however, we are unable to obtain sufficient appropriate audit evidence for the purpose of verification.

For KHETAWAT AGARWAL & CO.
Chartered Accountants
FRN : 003960C

PLACE : Alwar (Raj.)
DATE : 27th May, 2017

M.L. AGARWAL
Partner
M.No : 072854

“ANNEXURE-A” TO THE INDEPENDENT AUDITORS' REPORT

The Annexure referred to in our Independent Auditors' Report to the members of the Company on the financial statements for the year ended 31 March 2017, we report that:

1. (i) The Company has maintained proper records showing full particulars, quantitative details and situation of fixed assets.
(ii) All the assets have not been physically verified by the management during the year, but there is a regular program of verification which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets.
(iii) The title deeds of immovable properties are not held in the name of the company but working on rented premises.
2. (i) The management has conducted the physical verification of inventory at reasonable intervals.
(ii) The discrepancies noticed on physical verification of the inventory as compared to books records which has been properly dealt within the books of account were not material.
3. The Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability partnerships or other parties covered in the Register maintained under section 189 of the Act. Accordingly, the provisions of clause 3 (iii) (a) to (C) of the Order are not applicable to the Company and hence not commented upon.
4. 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.
5. In our opinion and according to the information and explanations given to us, the Company has not accepted deposits from the public and therefore, the provisions of Section 73 and 76 of the Companies Act, 2013 and Rules framed there under are not applicable to the Company.
6. According to the information and explanations given to us, the Central Government has prescribed the maintenance of cost records under sub-section (l) of section 148 of the Companies Act, 2013 in respect of services carried out by the Company but since company turnover is less than 35cr hence it's not falling under the criteria for maintenance of cost records.
7. (i) According to the information and explanations given to us and according to the books and records as produced and examined by us, in our opinion, the undisputed statutory dues in respect of provident fund, employees state insurance, income tax, sales tax, wealth tax, customs duty, excise duty, cess and other material statutory dues as applicable, have been regularly deposited by the Company during the year with the appropriate authority.
According to the information and explanations given to us, no undisputed amounts payable in respect of income tax, sales tax, wealth tax, customs duty, excise duty and cess were in arrears, as at 31st March 2017 for a period of more than six months from the date they become payable.
(ii) According to the information and explanation given to us, there are no dues of income tax, sales tax, service tax, duty of customs, duty of excise, value added tax outstanding on account of any dispute.
8. Based on our audit procedures and on the information and explanations given by the management, in our opinion, the Company has not defaulted in repayment of dues to any financial institution or bank as at the balance sheet date.
9. To the best of our knowledge and belief and according to the information and explanations given to us, company has not raised money by way of initial public offer or further public offer including debt instruments and has not taken any term loan.

10. To the best of our knowledge and belief and according to the information and explanations given to us, no fraud by the Company or on the company by its officer or employees was noticed or reported during the year.
11. Based upon the audit procedures performed and the information and explanations given by the management, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act.
12. 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.
13. In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
14. Based upon the audit procedures performed and the information and explanations given by the management, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3(xiv) of the Order are not applicable to the Company and hence not commented upon.
15. Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3(xv) of the Order are not applicable to the Company and hence not commented upon.
16. In our opinion, the company is not required to be registered under section 451A 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.
17. The company has provided requisite disclosures in its financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 8th November, 2016 to 30th December, 2016 and they are in accordance with books of accounts maintained by the Company.

For KHETAWAT AGARWAL & CO.
Chartered Accountants
FRN : 003960C

PLACE : Alwar (Raj.)
DATE : 27th May, 2017

M.L. AGARWAL
Partner
M.No : 072854

BALANCE SHEET AS ON MARCH 31, 2017

(Figures in Rupees)

	Particulars	Note No.	As at March 31, 2017	As at March 31, 2016
I.	EQUITY AND LIABILITIES			
	(1) Shareholders' Funds			
	(a) Share Capital	2	25,045,000.00	25,045,000.00
	(b) Reserves and Surplus	3	161,763.69	1,482,642.94
	(2) Non-Current Liabilities			
	(a) Long-Term Borrowings	4	-	-
	(b) Long-Term Provisions	5	855,530.00	815,111.00
	(3) Current Liabilities			
	(a) Trade Payables	6	55,055.00	17,289.00
	(b) Other Current Liabilities	7	1,209,096.27	1,366,516.65
	(c) Short-Term Provisions	5	-	7,450.00
	(d) Short Term Borrowing	15	1,959,196.87	5,984,921.25
	TOTAL		29,285,641.83	34,718,930.84
II.	ASSETS			
	(1) Non-Current Assets			
	(a) Fixed Assets			
	(i) Tangible Assets	8	498,363.77	632,997.92
	(b) Non-Current Investments	9	131,350.00	131,350.00
	(c) Deferred Tax Assets (Net)	25	4,166,544.00	3,573,302.00
	(d) Long-Term Loans and Advances	10	1,400.00	1,400.00
	(e) Other Non Current Assets	11	614,798.00	6,222,654.00
	(2) Current Assets			
	(a) Current Investments		-	-
	(b) Inventories	12	10,458,418.00	15,911,950.00
	(c) Trade Receivable	13	6,630,960.00	-
	(d) Cash and Cash Equivalents	14	2,371,461.03	2,458,729.64
	(e) Short-Term Loans and Advances	10	4,412,347.03	5,786,547.28
	TOTAL		29,285,641.83	34,718,930.84

Significant Accounting Policies 1
 The accompanying notes are an integral part of the Financial Statements

As per our report of even date attached
For Khetawat Agarwal & Co.
 Chartered Accountants
 FRN: 003960C

For and on behalf of the Board

Sd/-
M.L. Agarwal
 Partner
 M.No. 072854

Sd/-
Priya Gupta
 Company Secretary
 ACS 34581

Sd/-
K.D.Sarda
 Director
 DIN 07100074

Sd/-
Damodar Prasad Sarda
 Whole-Time-Director & CFO
 DIN 00763377

Sd/-
Siddharth Sarda
 Whole-Time-Director
 DIN 00763412

Dated:27/05/2017
 Place : Alwar

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2017

	Particulars	Note No.	For the Year Ended 31 st March 2017	For the Year Ended 31 st March 2016
I.	Income			
	Revenue from operations	16	61,060,662.83	19,541,888.00
	Other Operating Income	17	731,502.00	1,076,812.15
	Other Non Operative Income	18	10,583.50	17,541.31
II.	Total Revenue		61,802,748.33	20,636,241.46
	Expenses			
	Purchases of Stock-in Trade	19	54,240,810.25	29,455,016.88
	(Increase)/ Decrease in Inventories of Finished Goods, Work in Progress	20	5,341,776.00	(11,552,085.00)
	Employee Benefit Expenses	21	2,101,110.00	1,905,129.00
	Finance Cost	22	127,261.78	278,050.00
	Depreciation and Amortization Expense	8	145,856.15	177,207.23
	Capital Loss			
	Other Expenses	23	1,760,055.40	2,051,042.71
III.	Total Expenses		63,716,869.58	22,314,360.82
IV.	Profit before exceptional and extraordinary items and tax		(1,914,121.25)	(1,678,119.36)
V.	Exceptional Items			
VI.	Profit before extraordinary items and tax		(1,914,121.25)	(1,678,119.36)
VII.	Extraordinary Items		-	-
VIII.	Profit before tax		(1,914,121.25)	(1,678,119.36)
IX.	Tax Expense:			
	(1) Current Tax			
	(2) Prior Period Tax			
	(3) Deferred Tax	25	(593,242.00)	(141,500.00)
X.	Profit (Loss) for the period from continuing operations		(1,320,879.25)	(1,536,619.36)
XI.	Earning per equity share:	31		
	(1) Basic		(0.77)	(0.89)
	(2) Diluted		(0.77)	(0.89)

Significant Accounting Policies 1
The accompanying notes are an integral part of the Financial Statements

As per our report of even date attached
For Khetawat Agarwal & Co.
Chartered Accountants
FRN: 003960C

For and on behalf of the Board

Sd/-
M.L. Agarwal
Partner
M.No. 072854

Sd/-
Priya Gupta
Company Secretary
ACS 34581

Sd/-
K.D.Sarda
Director
DIN 07100074

Sd/-
Damodar Prasad Sarda
Whole-Time-Director & CFO
DIN 00763377

Sd/-
Siddharth Sarda
Whole-Time-Director
DIN 00763412

Dated: 27/05/2017
Place : Alwar

NOTE - 1

SIGNIFICANT ACCOUNTING POLICIES

A. BASIS OF PREPARATION OF FINANCIAL STATEMENTS

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

B. USE OF ESTIMATES

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

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

C. FIXED ASSETS

- i. Fixed Assets are stated at historical cost less depreciation. The cost comprises directly attributable costs such as freight, insurance and specific installation charges for bringing the assets to their working condition for intended use.
- ii. Intangible Assets are recognized on the basis of recognition criteria as set out in Accounting Standard AS-26 "Intangible Assets".

D. DEPRECIATION

Depreciation is provided on the basis of Straight Line Method as per the rates and in the manner prescribed in Schedule II of the Companies Act, 2013.

E. INVENTORIES

- i. Finished Goods are valued at cost or net realizable value whichever is lower.
- ii. Raw materials are valued at lower of cost or net realizable value (NRV).
- iii. By products are valued at estimated realizable price.
- iv. Stores and Spare parts are valued at /or under cost.

Cost for the purpose of inventory valuation is computed on FIFO (First In First Out) basis.

F. REVENUE RECOGNITION

Revenue is recognized on mercantile basis except for claims/insurance claims, which are accounted for on ascertainment basis in view of uncertainty involved in determining the final amount.

Interest income on fixed deposit with bank is recognized on time proportion basis taking into account the amount outstanding and the rate applicable.

Dividend income from investments is recognized when the Company's right to receive payment is established.

G. CASH AND CASH EQUIVALENTS

Cash and cash equivalents comprise cash at bank and in hand and short term investments with an original maturity of three months or less.

H. SUBSIDIES

State subsidies are accounted for on receipt basis.

I. RETIREMENT BENEFITS

i. GRATUITY

Provision for Gratuity in the nature of defined benefit obligation is considered on the basis of revised Accounting Standard (AS-15) on actuarial valuation. The discount rate and other actuarial assumptions are based on the parameters defined in the Accounting Standard.

ii. PROVIDENT FUND

Company's contribution to the Provident Fund in the nature of Defined Contribution Plan is being charged to Statement of Profit & Loss Account in the year in which services are rendered by the employees.

iii. LEAVE ENCASHMENT

Short term benefits are provided for on accrual basis on the basis of management estimates.

J. TAXES ON INCOME

Income tax expense is accounted for in accordance with AS-22, "Accounting for Taxes on Income", as stated below:

- i. Provision for current tax is made based on taxable income for the year computed in accordance with provisions of the Income Tax Act, 1961.
- ii. Deferred tax is recognized, subject to the consideration of prudence, on timing differences, being the difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods.
- iii. Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date. Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred tax assets and deferred tax liabilities relate to the taxes on income levied by same governing taxation laws.
- iv. Deferred tax asset is recognized and carried forward to the extent that there is a reasonable certainty of realization. In the case of unabsorbed depreciation and carry forward tax losses deferred tax asset is recognized, to the extent there is virtual certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized.

K. IMPAIRMENT OF ASSETS

Impairment loss is recognized wherever the carrying amount of an asset is in excess of its recoverable amount and the same is recognized as an expense in the statement of profit and loss account and carrying amount of the asset is reduced to its recoverable amount. Post impairment, depreciation is provided on the revised carrying value of the asset over its remaining useful life. Reversal of impairment losses recognized in prior years is recorded when there is an indication that the impairment losses recognized for the asset no longer exist or have decreased.

L. PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS

A provision is recognized if, as a result of a past event, the Company has a present legal obligation that is reasonably estimable and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by the best estimate of the outflow of economic benefits required to settle the obligation at the reporting date.

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

M. EARNINGS PER SHARE

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

N. SEGMENT POLICIES

The Company's reporting segments are identified based on activities/products, risk and reward structure, organization structure and internal reporting systems.

O. INVESTMENTS

Investments intended to be held for more than a year are classified as long term investments. All other investments are classified as current investments. Current investments are stated at lower of cost and market/fair value. Long term investments are stated at cost. Decline in value of long term investments is recognized, if considered other than temporary.

P. BORROWING COSTS

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

Q. CASH FLOW STATEMENT

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

Particulars	As at March 31, 2017	As at March 31, 2016
NOTE NO. - 2 SHARE CAPITAL		
Authorised Share Capital :	50,000,000.00	50,000,000.00
50,00,000 (Previous Year 50,00,000) Equity Shares of Rs. 10/- each	<u>50,000,000.00</u>	<u>50,000,000.00</u>
Issued, Subscribed and Paid up :		
17,25,900 (Previous Year 17,25,900) Equity Shares of Rs. 10.00 each	17,259,000.00	17,259,000.00
Share Forfeiture	7,786,000.00	7,786,000.00
	<u>25,045,000.00</u>	<u>25,045,000.00</u>

	As at March 31, 2017		As at March 31, 2016	
	No. of Shares	% Held	No. of Shares	% Held
(i) Details of Shareholders holding more than 5% shares in the Company Name of the Shareholder	-	0.00%	-	0.00%
(ii) The reconciliation of the number of shares outstanding is set out below :				
Particulars	<u>2016-17</u>		<u>2015-16</u>	
	No. of shares		No. of shares	
Equity Shares at the beginning of the year	1,725,900		3,283,100	
Less: 15,57,200 partly paid up Equity Shares forfeited during 2015-16	-		1,557,200	
Equity Shares at the end of the year	<u>1,725,900</u>		<u>1,725,900</u>	

NOTE NO. - 3 RESERVES AND SURPLUS

Capital Subsidy		
As per Last Balance Sheet	1,807,800.00	1,807,800.00
Depreciation Difference as per new Company Law Statement of Profit & Loss A/c	(6,689.73)	(6,689.73)
As per Last Balance Sheet	(318,467.33)	1,218,152.03
Add: Profit / (Loss) for the year	<u>(1,320,879.25)</u>	<u>(1,536,619.36)</u>
	<u>(1,639,346.58)</u>	<u>(318,467.33)</u>
	<u>161,763.69</u>	<u>1,482,642.94</u>

NOTE NO. - 4

LONG TERM BORROWINGS

Secured

From Bank (HDFC)

HDFC Loan referred above of Rs. 121340.00 was secured by way of hypothecation of car and personal guarantee of a Director with interest @ 11.50 % P.A. and same has been repaid in current year

	Non-current		Current	
	As at March 31, 2017	As at March 31, 2016	As at March 31, 2017	As at March 31, 2016
	-	-	-	121,340.00
	-	-	-	121,340.00

NOTE NO. - 5

LONG AND SHORT TERM PROVISIONS

Provision for employees benefits (Gratuity)
Earned Leave Wages (Provision)

	855,530.00	815,111.00	-	-
	-	-	-	7,450.00
	855,530.00	815,111.00	-	7,450.00

NOTE NO. - 6

TRADE PAYABLES

Trade Payables

	As at March 31, 2017	As at March 31, 2016
	55,055.00	17,289.00
	55,055.00	17,289.00

No payment due to any Micro, Small and Medium Enterprises

NOTE NO. - 7

OTHER CURRENT LIABILITIES

Current Maturity of Long Term Borrowings (Refer Note No 4)

Other Liabilities

- Statutory Dues

- Unpaid Wages, Salary & Bonus

- Consultants

- Due to Directors

- Other Expenses

	-	121,340.00
	902,350.00	899,919.00
	81,992.00	99,837.00
	158,755.27	70,042.70
	-	15,223.32
	65,999.00	160,154.63
	1,209,096.27	1,366,516.65

NOTE NO. 8

FIXED ASSETS	Tangible Assets				Intangible Assets	Total
	Plant & Machinery	Other Equipment	Vehicles	Furniture	Software	Total
COST						
As At March 31, 2015	341538.11	609830.08	1786077.00	272896.76	14800.00	3025141.95
Additions		0.00	0.00	0.00	0.00	0.00
Disposals		0.00	507566.00	0.00	0.00	507566.00
As At March 31, 2016	341538.11	609830.08	1278511.00	272896.76	14800.00	2517575.95
Additions	0.00	22290.00	0.00	0.00	0.00	22290.00
Disposals	0.00	0.00	37120.00	0.00	0.00	37120.00
As At March 31, 2017	341538.11	632120.08	1241391.00	272896.76	14800.00	2502745.95
DEPRECIATION/ AMORTISATION						
As At March 31, 2015	132853.03	576268.30	1056938.26	242967.02	14800.00	2023826.61
Charges for the year	14770.33	11009.40	143068.01	8359.49	0.00	177207.23
Disposal	0.00	0.00	316455.81	0.00	0.00	316455.81
As At March 31, 2016	147623.36	587277.70	883550.46	251326.51	14800	1884578.03
Charges for the year	14770.33	8235.43	114858.66	7991.73	0.00	145856.15
Disposals	0.00	0.00	26052.00	0.00	0.00	26052.00
As At March 31, 2017	162393.69	595513.13	972357.12	259318.24	14800.00	2004382.18
NET BLOCK						
As At March 31, 2016	193914.75	22552.38	394960.54	21570.25	0.00	632997.92
As At March 31, 2017	179144.42	36606.95	269033.88	13578.52	0.00	498363.77

NOTE NO. - 9
NON CURRENT INVESTMENT
Non - Trade Investment
(a) In Equity Shares Quoted, Fully Paid up

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

Non-current		Current	
As at March 31, 2017	As at March 31, 2016	As at March 31, 2017	As at March 31, 2016

118,350.00 118,350.00 - -

(b) National Saving Certificate (NSC)

(Pledged with Sales Tax & Mandi Tax Authority)

13,000.00 13,000.00 - -

131,350.00 131,350.00 - -

Market Value of Quoted Investment

466,970.00 302,802.50

Book Value of Quoted Investment

118,350.00 118,350.00

Book Value of Unquoted Investment

13,000.00 13,000.00

NOTE NO. - 10
LOANS AND ADVANCES
LONG TERM
SHORT TERM
Security Deposits

Security Deposit

1,400.00 1,400.00 - -

(Unsecured and Considered Good)

 Advances Recoverable in Cash or in
 kind or for value to be received

- - 43,18,681.03 2,509,114.28

Loans

- - - 3,181,693.00

Advances to employees

- - 47,388.00 65,851.00

Others

- - 46,278.00 29,889.00

1,400.00 1,400.00 44,12,347.03 5,786,547.28
NOTE NO. - 11
OTHER NON CURRENT ASSET

Non-Current Bank Balances (Refer Note No 14)

- 5,000,000.00

Interest accrued on NSC/FDR

614,798.00 1,222,654.00

614,798.00 6,222,654.00
NOTE NO. - 12
INVENTORIES

Trade Goods

10,361,422.00 15,703,498.00

Packing Material Stock

96,996.00 208,452.00

10,458,418.00 15,911,950.00
NOTE NO. - 13
TRADE RECEIVABLE
(Unsecured and Considered Good)

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

- -

Others receivables

6,630,960.00 -

6,630,960.00 -

	Non-current		Current	
	As at March 31, 2017	As at March 31, 2016	As at March 31, 2017	As at March 31, 2016
NOTE NO. - 14				
CASH AND CASH EQUIVALENTS :-				
A. CASH AND BANK BALANCES				
(a) Cash on Hand	-	-	206,206.00	34,237.00
(b) Balances with banks				
- On Current Accounts	-	-	145,255.03	54,492.64
- Margin Money*			20,000.00	20,000.00
	-	-	371,461.03	108,729.64
B. OTHER BANK BALANCES				
Deposits with original maturity for more than 12 months	-	5,000,000.00	2,000,000.00	2,350,000.00
	-	5,000,000.00	2,000,000.00	2,350,000.00
Less: Showing under Other Non Current Assets (Refer Note no. 11)		(5,000,000.00)	-	-
	-	-	2,371,461.03	2,458,729.64

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

NOTE NO. - 15
SHORT TERM BORROWING

	As at March 31, 2017	As at March 31, 2016
Short Term Loan against Fixed Deposit (SBI Overdraft against pledge FDR, ROI@ 9.5%)	1,959,196.87	5,984,921.25
	1,959,196.87	5,984,921.25

NOTE NO. - 16
REVENUE FROM OPERATION (GROSS)

	Year Ended March 31, 2017	Year Ended March 31, 2016
Sales :-		
Mustard Oil	19,475,785.00	10,827,682.00
Refined Oil	28,820,906.00	4,796,500.00
Husk	1,068,528.00	-
Barley Cut and Thin	526,092.00	-
Mustard Seed	1,517,410.83	1,081,731.00
Wheat	5,062,700.00	2,823,000.00
Seasame Seed	4,477,241.00	-
OTHERS	112,000.00	12,975.00
Others (Packing Material)	61,060,662.83	19,541,888.00

NOTE NO. - 17
OTHER OPERATIVE INCOME

Commodity Income	118,147.00	-
Interest received	613,355.00	1,071,891.00
Rebate Discount	-	4,921.15
	731,502.00	1,076,812.15

NOTE NO. - 18
NON OPERATIVE INCOME

Dividend	8,651.50	8,651.50
Profit on sale of Fixed Asset	1,932.00	8,889.81
	10,583.50	17,541.31

NOTE NO. - 19
COST OF TRADE GOODS

Purchases	52,481,562.25	28,835,270.88
Freight Inward	375,402.00	52,539.00
Expenses	9,315.00	6,422.00
	52,866,279.25	28,894,231.88
Packing Material	1,374,531.00	560,785.00
	54,240,810.25	29,455,016.88

NOTE NO. - 20

(INCREASE)/ DECREASE IN INVENTORIES OF FINISHED GOODS AND WORK IN PROGRESS

Closing Stock (Finished Goods & Trade Goods Stock)	(10,361,722.00)	(15,703,498.00)
Opening Stock (Finished Goods)	15,703,498.00	4,151,413.00
	<u>5,341,776.00</u>	<u>(11,552,085.00)</u>

NOTE NO. - 21

EMPLOYEES BENEFITS EXPENSES

Wages & Salary	632,288.00	719,919.00
Bonus	35,468.00	43,976.00
Leave Encashment	8,550.00	-
Directors' Remuneration and allowance	1,085,000.00	810,000.00
Gratuity	126,819.00	97,831.00
Staff Welfare Expenses	70,213.00	74,329.00
Cont. To PF & Other Funds	142,772.00	159,074.00
	<u>2,101,110.00</u>	<u>1,905,129.00</u>

NOTE NO. - 22

FINANCE COST

Interest on Fixed Loan (Vehicle)	7,359.78	22,257.00
Interest on Working Capital	119,902.00	255,793.00
	<u>127,261.78</u>	<u>278,050.00</u>

NOTE NO. - 23

OTHER EXPENSES

Power & Fuel	57,829.00	59,345.00
Repairs & Maintenance		
- Machinery	5,560.00	18,898.00
Insurance Premium	64,722.00	92,444.00
Rates & Taxes	14,078.00	12,178.00
Brokerage	162,472.00	34,670.00
Claim & Discount	12,145.00	5,192.00
Freight & Forwarding	69,549.27	4,385.00
Conveyance & Travellings	63,922.57	97,484.31
Vehicle Expenses	128,866.73	76,142.57
Legal & Professional Expenses	303,846.67	346,196.11
Donation & Charity	5,100.00	-
Audit Remuneration		
- Audit Fees	21,000.00	19,663.00
- Tax Audit Fees	8,000.00	8,427.00
- Internal Audit	20,000.00	20,000.00
- Audit Expenses		48,090.00
Advertisement Expenses	100,777.00	33,625.00
Bank Commission and Charges	4,889.12	2,758.12
Books & Periodicals	4,050.00	-
Fees and Subscription Expenses	2,500.00	-
License Fees	-	1,500.00
Listing Fees	229,000.00	224,720.00
Miscellaneous Expenses	87,159.89	16,221.80
Office Rent	120,000.00	120,000.00
Postage & Telegram	52,260.00	175,384.00
Printing & Stationery	44,336.00	62,423.00
Telephone Bill	80,694.15	79,482.39
Testing & Lab Expenses	80.00	6,340.00
Warehouse Charges	97,218.00	40,252.00
Commodity Loss	-	493,311.41
	<u>1,760,055.40</u>	<u>2,051,042.71</u>

24. Contingent Liability not provided for: Rs. Nil (Previous Year Rs. Nil)

25. In the opinion of the management the current assets, loans and advances have a value on realization at least equal to the amount at which they are stated in the Balance Sheet and the provision for all known liabilities has been made.
- Provision for Income Tax has been made considering various benefits and allowances available to the company under the provisions of Income Tax Act, 1961.
 - Movement on account of Deferred Tax is as under-

Particulars	As At 31-Mar-2017	Charge/(Credit) during the year	As At 31-Mar-2016
Liabilities			
Depreciation	77975.00	(30913.00)	108888.00
	77975.00	(30913.00)	108888.00
Assets			
Expenses allowable for Tax purpose when paid	274083.00	8625.00	265458.00
On Account of Carry forward losses	3970436.00	553704.00	3416732.00
	4244519.00	562329.00	3682190.00
Net Deferred Tax Asset	4166544.00	593242.00	3573302.00

26. Balance in Sundry Debtors and Sundry Creditors are subject to confirmation or reconciliation.
27. During the year Company has done speculative trading in commodity (Mustard Seed & Oil) at MCX/NCDEX stock exchanges. There is a net Profit of Rs. 1,18,147.00 (Previous Year Net Loss of Rs. 4,93,311.41) on such trading.
28. As per Accounting Standard (AS)-15 "Employees Benefits" the disclosure of employee benefits as defined in Accounting Standard are given below.

Defined Contribution Plan

Contribution to defined contribution plan, as expenses for the year are as under.

	2016-17	2015-16
Employer's contribution to Provident Fund	1,15,894	1,28,150
Employer's Contribution to ESI	13,447	15,963

Defined Benefit Plan

The employees' gratuity fund scheme is a defined benefit plan. The present value of obligation is determined based on actuarial valuation using the projected unit credit method, which recognizes each period of service as giving rise to additional unit of employees benefit entitlement and measures each unit separately to build up the final obligation.

I. CHANGES IN PRESENT VALUE OF OBLIGATIONS DURING THE PERIOD

(In Rupees)

Particulars	As At 31-Mar-2017	As At 31-Mar-2016	As At 31-Mar-2015	As At 31-Mar-2014	As At 31-Mar-2013
Present Value of obligation as at the beginning of the year	815111	717280	542193	1020832	1113950
Acquisition adjustment	-	-	-	-	-
Interest Cost	65209	56665	49340	82687	95800
Past Service Cost	-	-	-	-	-
Current Service Cost	97699	94433	78893	65794	107224
Curtailement cost / Credit	-	-	-	-	-
Settlement cost / (Credit)	-	-	-	-	-
Benefit Paid	(86400)	-	-	-	(210979)
Actuarial (gain) / loss on obligation	(36089)	(53267)	46854	(627120)	(85163)
Present Value of obligation as at the end of the year	855530	815111	717280	542193	1020832

II. TABLES SHOWING FAIR VALUE OF PLAN ASSETS

(In Rupees)

Fair Value of plan asset at the beginning of the period					
Acquisition adjustment					
Actual return on plan assets					
Contributions					
Benefits paid					
Fair Value of plan asset at the end of the period					
Funded Status	(855530)	(815111)	(717280)	(542193)	(1020832)
Excess of actual over estimated return on plan assets					

III. THE AMOUNTS TO BE RECOGNIZED IN BALANCE SHEET AND STATEMENT OF PROFIT AND LOSS

(In Rupees)

Present Value of obligation as at the end of the period	855530	815111	717280	542193	1020832
Fair Value of plan asset at the end of the period	-	-	-	-	-
Funded Status	(855530)	(815111)	(717280)	(542193)	(1020832)
Unrecognised Actuarial (gains/ losses)	-	-	-	-	-
Unrecognized Past Service Cost (Non Vested Benefits)	-	-	-	-	-
Net Liability recognized in Balance Sheet	855530	815111	717280	542193	1020832

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

(In Rupees)

Current Service Cost	97699	94433	78893	65794	107224
Past Service Cost	-	-	-	-	-
Interest Cost	65209	56665	49340	82687	95800
Expected Return on Plan Assets	-	-	-	-	-
Curtailment Cost / Credit	-	-	-	-	-
Net actuarial (gain) / loss recognized in the period	(36089)	(53267)	46854	(627120)	(85163)
Expenses Recognized in the Statement of Profit and Loss	126819	97831	175087	(478639)	117861
Financial Assumption	-	-	-	-	-
Discount Rat		8.00%	7.90%	9.10%	8.10%
Rate of increase in Compensation Level	10.00%	10.00%	10.00%	10.00%	10.00%
Rate of Return on Plan Assets	-	-	-	-	-

V. AMOUNT FOR THE CURRENT PERIOD

(In Rupees)

Present Value of obligation	855530	815111	717280	542193	1020832
Plan Assets	-	-	-	-	-
Surplus/ (Deficit)	(855530)	(815111)	(717280)	(542193)	(1020832)
Experience adjustments on plan liabilities - (Loss)/ Gain	103558	38793	90179	604801	118254
Experience adjustments on plan assets - (Loss)/ Gain	-	-	-	-	-

29. In accordance with guiding principles as enunciated in Accounting Standards AS-17 Segment Reporting, the company has only one segment of trading in Agro products business. Therefore, the disclosure requirements of the Standard are not applicable.

30. Related party disclosures as required by Accounting Standards AS-18

a. Key Management personnel and their relatives:

Mr. D.P. Sarda Rs. 2,75,000/-
 Mrs. K.D. Sarda (NIL Transaction)
 Mr. KK Dhoot (Independent Director)
 Mr. S M Pareek (Independent Director)
 Ms. Jyoti Soni (CS)Rs. 16000.00
 Ms. Priya Gupta (CS)Rs. 1,90,500.00
 Mr. S. Sarda is Rs. 8,74,800 /-

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

Sarda Agro Products Private Limited (NIL Transaction)
 Shri Ram Surendra Kumar (NIL Transaction)

31. Earning Per Equity Share (EPS)

Particulars	As At 31-Mar-2017	As At 31-Mar-2016
Net Profit / (Loss)	(13,20,879.25)	(15,36,619.36)
Number of Equity Shares of Rs. 10.00 Each		
(Weighted average number of shares on account of fully and partly paid shares)	17,25,900	17,25,900
Basic and diluted earning per share		
(1) Basic	(0.77)	(0.89)
(2) Diluted	(0.77)	(0.89)

32. The details of Specified Bank Notes (SBN) held and transacted during the period from 8th November, 2016 to 30th December, 2016 as mandated by MCA Circular dated 30th March, 2017 are disclosed as under:

	SBNs		Other Denomination Notes		Total	
	Denomination	Amount	Denomination	Amount	Denomination	Amount
Closing Balance as on 8.11.2016	500/1000	240000	Other than SBN	67071	----	307071
Add: Withdrawal from bank	----	----	Other than SBN	134000	Other than SBN	134000
Add: Receipts for permitted transactions	----	----	----	----	----	----
Add: Receipts for non permitted transactions	----	----	Other than SBN	9704	Other than SBN	9704
Less: Paid for permitted transactions	----	----	----	----	----	----
Less: Paid for non-permitted transactions	----	----	----	----	Other than SBN	184685
Less: Deposited in Bank	500/1000	240000	----	----	500/1000	240000
Closing Balance as on 30.12.2016	----	----	Other than SBN	26090	Other than SBN	26090

33. Previous year figures have been regrouped / rearranged wherever considered necessary to make them comparable with current year's figures.

Significant Accounting Policies

The accompanying notes are an integral part of the Financial Statements

As per our report of even date attached

For Khetawat Agarwal & Co.

Chartered Accountants

FRN: 003960C

For and on behalf of the Board

Sd/- M.L. Agarwal Partner M.No. 072854	Sd/- Priya Gupta Company Secretary ACS 34581	Sd/- K.D.Sarda Director DIN 07100074	Sd/- Damodar Prasad Sarda Whole-Time-Director & CFO DIN 00763377	Sd/- Siddharth Sarda Whole-Time-Director DIN 00763412
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Dated:27/05/2017
Place : Alwar

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2017

Particulars	March 31, 2017 Amount (Rs.)	March 31, 2016 Amount (Rs.)
CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before Tax and extraordinary items	(1,914,121.25)	(1,678,119.36)
A. ADJUSTMENT FOR		
Depreciation	145,856.15	177,207.23
Interest Received	-	(1,071,891.00)
Dividend Received	(8,651.50)	(8,651.50)
Profit on sale of Fixed Assets	(1,932.00)	(8,889.81)
Interest Paid	127,261.78	278,050.00
Operating profit before working capital charges	(1,651,586.82)	(2,312,294.44)
ADJUSTMENT FOR:		
Trade and other receivables	(4,648,903.75)	1,783,174.13
Inventories	5,453,532.00	(11,623,191.00)
Trade & other Payables	(86,685.38)	137,634.28
Cash generated from operations	(933,643.95)	(12,014,677.03)
Direct Taxes Paid	-	-
Net Cash from operating activities	(933,643.95)	(12,014,677.03)
B. CASH FLOW FROM INVESTING ACTIVITIES		
Capital Expenditure	(22,290.00)	-
Share Capital Recd	-	696,500.00
Sale of Fixed Assets	11,068.00	191,110.19
Profit on sale of Fixed Assets	1,932.00	8,889.81
Sale of Investment	-	-
Interest received	-	1,071,891.00
Dividend received	8,651.50	8,651.50
Net cash received from investing activities	(638.50)	1,977,042.50
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from Long term borrowings	-	(121,340.00)
Proceeds from Short term borrowings	(4,025,724.38)	4,127,127.67
Interest paid	(127,261.78)	(278,050.00)
Net cash inflow/(outflow) from financing activities	(4,152,986.16)	3,727,737.67
Net cash increase/(Decrease) in cash and cash equivalents (A+B+C)	(5,087,268.61)	(6,309,896.86)
Cash & Cash Equivalants (Opening)	7,458,729.64	13,768,626.50
Cash & Cash Equivalants (Closing)	2,371,461.03	7,458,729.64

As per our report of even date attached
For Khetawat Agarwal & Co.
Chartered Accountants
FRN: 003960C

For and on behalf of the Board

Sd/- M.L. Agarwal Partner M.No. 072854	Sd/- Priya Gupta Company Secretary ACS 34581	Sd/- K.D.Sarda Director DIN 07100074	Sd/- Damodar Prasad Sarda Whole-Time-Director & CFO DIN 00763377	Sd/- Siddharth Sarda Whole-Time-Director DIN 00763412
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Dated: 27/05/2017
Place : Alwar

SARDA PROTEINS LIMITED

Registered office : G-1-177(A) Matsya Industrial Area, Alwar-301030 (Rajasthan)
 CIN : L15142RJ1991PLC006353
 Phone:0144-2881392, +919413385217
 E-Mail: sardaproteins@yahoo.com Website: www.sardaproteins.com

ATTENDANCE SLIP

Registered Folio no./ DP ID no./ Client ID No. : _____

Number of shares held : _____

I certify that I am a member/ proxy for the member of the company.

I hereby record my presence at the 26th Annual general meeting of the company, held on Saturday, September 16, 2017 at 03:00 P.M. at its registered office at "G-1-177(A) Matsya Industrial Area, Alwar-301030 (Rajasthan)

Name of the member/ proxy _____

Signature of the member/ proxy
(in BLOCK letters)

Note: Please fill up the attendance slip and hand it over at the entrance of the meeting hall. Members are requested to bring their copies of Annual Report to the Annual General Meeting.

SARDA PROTEINS LIMITED

Registered office : G-1-177(A) Matsya Industrial Area, Alwar-301030 (Rajasthan)
 CIN : L15142RJ1991PLC006353

PROXY FORM

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

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

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

- | | |
|-----------------|------------------------------------|
| 1. Name : | Email ID : |
| Address : | Signature or failing him/her |
| 2. Name : | Email ID : |
| Address : | Signature or failing him/her |
| 3. Name : | Email ID : |
| Address : | Signature |

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 26th Annual general meeting of the company, to be held on Saturday, September 16, 2017 at 03:00 P.M. at its registered office at "G-1-177(A) Matsya Industrial Area, Alwar-301030 (Rajasthan)" and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Number	Resolution	Vote (Please mention no. of shares)		
		For	Against	Abstain
Ordinary Business				
1.	Adoption of the financial statements of the Company for the year ended 31 March, 2017 together with the reports of the Board's and Auditor's thereon.			
2.	Re-appointment of Mrs. Krishna Devi Sarda(DIN:07100074) as a Director, liable to retirement by rotation.			
3.	Ratification of M/s. Khetawat Agarwal & Co., Chartered Accountants, (FRN:003960C) Alwar, as Statutory Auditors of the Company for the F.Y. 2017-18.			
Special Business				
4.	To adoption of new set of articles of association as per the provisions of companies act, 2013.			
5.	To re-appoint Mr. Damodar Prasad Sarda as a whole-Time-Director of the Company for a period of 3 years commencing from February 01, 2017 to January 31, 2020.			

Signed this..... day of2017.

Signature of shareholder.....

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

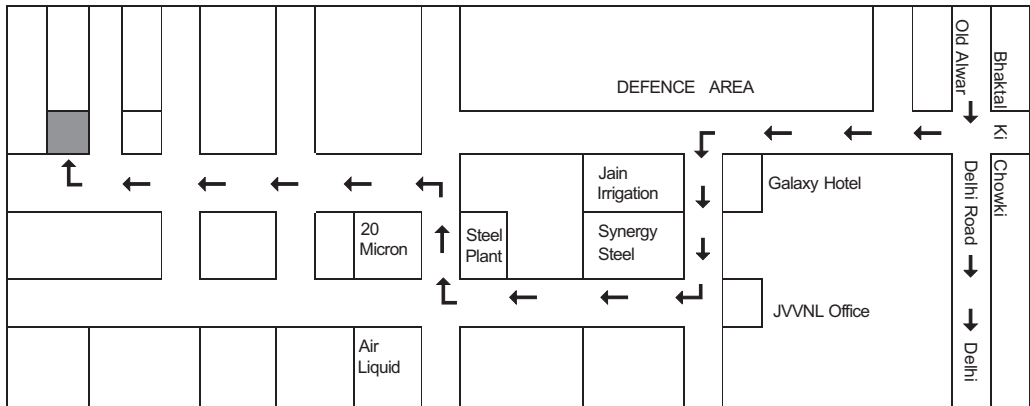
Affix
Revenue
Stamp

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.

VENUE ROUTE MAP



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



SARDA PROTEINS LIMITED

CIN : L15142RJ1991PLC006353

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

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

Website : www.sardaproteins.com