

# UNIVERSAL STARCH-CHEM ALLIED LTD.



Mhatre Pen Building, 'B' Wing, 2nd Floor, Senapati Bapat Marg, Dadar (West), Mumbai - 400 028.  
Tel.: 6666 3333, 2436 2210 • Fax:022-2430 5969 • Gram:GROWMAIZE • E-mail:mumbai@universalstarch.com  
CIN : L24110MH1973PLC016247

Date :

05<sup>th</sup> October, 2018.

To,  
The Manager - Department of Corporate Service  
Bombay Stock Exchange Limited,  
Floor 25, P J Towers,  
Dalal Street,  
Mumbai - 400 001

**Sub: Annual Report of M/s. Universal Starch Chem Allied Limited for the Financial Year 2017-2018.**

**Ref: Code no. 524408**

Dear Sir/Madam,

Pursuant to provision of Regulation 34 of the Securities and Exchange Board of India (Listing Obligation & Disclosures Requirements) Regulation, 2015, please find enclosed herewith the Annual Report of M/s. Universal Starch Chem Allied Limited for the Financial Year 2017-2018.

Kindly take the above on your record, and acknowledge the receipt of the same.

Thanking you,  
Yours Faithfully,

**For Universal Starch Chem Allied Limited**

*Chaitali Salgaonkar*  
Chaitali Salgaonkar

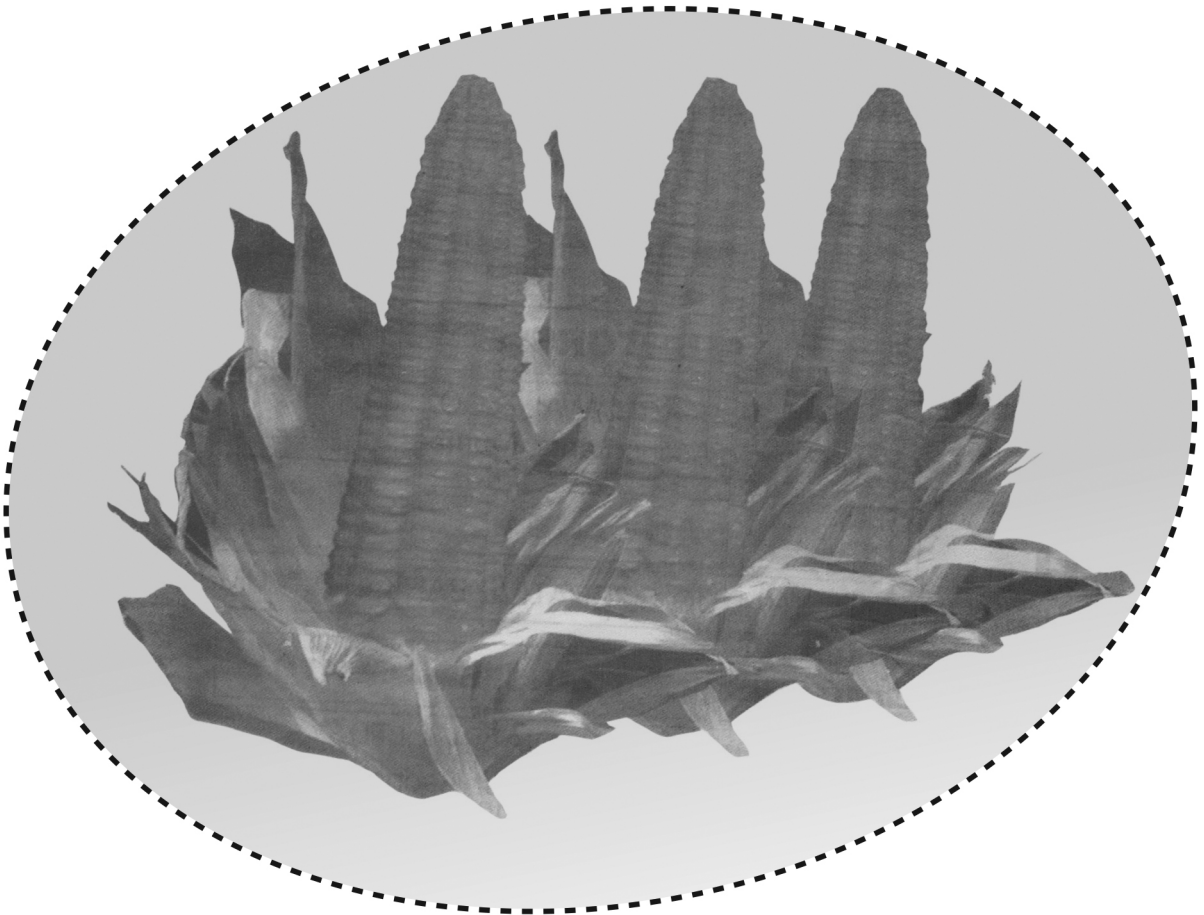
Company Secretary & Compliance Officer





# 45<sup>th</sup> Annual Report

2017-18



UNIVERSAL STARCH-CHEM ALLIED LIMITED, DADANAGAR, DONDAICHA  
CIN L24110MH1973PLC016247



**UNIVERSAL STARCH CHEM ALLIED LIMITED**

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**BOARD OF DIRECTORS**

SHRI. JITENDRASINH J. RAWAL (Chairman & Managing Director)

SHRI. JAYDEOSINH J. RAWAL (Up to 22/07/2017)

SMT. HANSARANI VAGHELA (Whole-time Director – Business Development) From 13/08/2016)

SHRI. VIKRANT J. RAWAL (UP TO 16/11/2017)

SHRI. ASHOK KOTHARY – Independent Director

SHRI. DEV PRAKASH YADAVA – Independent Director

SHRI. BINDUMADHAVAN VENKATESH – Independent Director

SMT. SUDHA MODI – Independent Director

SHRI. ASHOK SHAH – Independent Director

SHRI. JAYSING RAJPUT – Independent Director

SHRI. G. P. CHAUDHARY (Whole-time Director – Works)

SHRI. RIPUDAMANSINGH R. VAGHELA (Non Executive Director w.e.f. 20/11/2017)

SMT. NAYANKUWAR J. RAWAL (Executive Director w.e.f.20/11/2017)

SMT. PANCHRATNA J. RAWAL (Non Executive Director w.e.f. 20/11/2017)

**CHIEF FINANCIAL OFFICER**

SHRI. SUBRAMANI SEETHARAMAN

**■ AUDITORS ■**

M/S. S. M GUPTA & COMPANY

**■ BANKERS ■**

SVC CO-OPERATIVE BANK LTD. MUMBAI  
THE MUMBAI DISTRICT CENTRAL CO-OPERATIVE BANK LTD., MUMBAI

**REGISTRARS AND TRANSFER AGENTS**

SHAREX DYNAMIC (INDIA) PVT. LTD.  
Unit -1, Luthra Ind. Premises, Safed Pool, Andheri Kurla Road,  
Andheri (E), Mumbai - 400072.

**REGISTERED OFFICE**

Mhatre Pen Building, 'B' Wing, 2nd Floor,  
Senapati Bapat Marg, Dadar (W), Mumbai - 400 028 - India.

**■ FACTORY ■**

Dadasaheb Rawal Group of Industries  
Rawal Industrial Estate, Dada Nagar, Dondaicha (425 408) Dist. Dhule



## NOTICE

NOTICE IS HEREBY GIVEN THAT THE 45TH ANNUAL GENERAL MEETING OF THE MEMBERS OF UNIVERSAL STARCH - CHEM ALLIED LIMITED WILL BE HELD ON SATURDAY, 29TH SEPTEMBER, 2018 AT 11.00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT MHATRE PEN BUILDING, 'B' WING, 2ND FLOOR, SENAPATI BAPAT MARG, DADAR (W), MUMBAI - 400 028 TO TRANSACT THE FOLLOWING BUSINESS :

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2018, the Reports of the Directors and the Auditors thereon.
2. To appoint a Director in place of Shri. Gulabsing Pauladsing Chaudhary (DIN: 00308910) who retires by rotation and being eligible offers himself for re-appointment.

### SPECIAL BUSINESS:

3. To appoint Shri. Ripudamansingh R. Vaghela (DIN: 02102872) as Director of the Company.

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149 & 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 & (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Shri. Ripudamansingh R. Vaghela, (DIN: 02102872), who was appointed as an Additional (Non Executive-Non Independent) Director of the Company by the Board of Directors with effect from 20<sup>th</sup> November, 2017 and who holds office up to the date of this Annual General Meeting in terms of Section 161 (1) of the Act and in respect of whom the Company has received a notice in writing signifying his intention to propose candidature for the office of Director of the Company, be and is hereby appointed as an Director of the Company."

4. To appoint Smt. Panchratna J. Rawal (DIN 03617551) as Director of the Company.

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149 & 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 & (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Smt. Panchratna J. Rawal (DIN 03617551), who was appointed as an Additional (Non Executive-Non Independent) Director of the Company by the Board of Directors with effect from 20<sup>th</sup> November, 2017 and who holds office up to the date of this Annual General Meeting in terms of Section 161 (1) of the Act and in respect of whom the Company has received

a notice in writing signifying her intention to propose candidature for the office of Director of the Company, be and is hereby appointed as an Director of the Company."

5. To appoint Smt. Nayankuwar J. Rawal (DIN 03605134) as Director of the Company.

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149 & 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 & (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Smt. Nayankuwar J. Rawal (DIN 03605134), who was appointed as an Additional (Executive-Non Independent) Director of the Company by the Board of Directors with effect from 20<sup>th</sup> November, 2017 and who holds office up to the date of this Annual General Meeting in terms of Section 161 (1) of the Act and in respect of whom the Company has received a notice in writing signifying her intention to propose candidature for the office of Director of the Company, be and is hereby appointed as an Director of the Company."

6. Appointment of Smt. Nayankuwar J. Rawal As Whole-Time Director of The Company with effect from 20<sup>th</sup> November, 2017.

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

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 and any other applicable provision of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or enactment thereof for the time being in force), read with Schedule V of the Companies Act, 2013, the appointment of Smt. Nayankuwar J. Rawal to hold office as Whole-time Director for a period of three years with effect from 20<sup>th</sup> November, 2017 on the terms and conditions given below so as to not exceed the limits specified in Schedule V to the Companies Act, 2013 be and is hereby approved by the Nomination & Remuneration Committee and that the appointment be recommended to the Board of Directors of the Company for their approval and the same has been approved in the Board Meeting held on 20<sup>th</sup> November, 2017 subject to approval of shareholders in the AGM.

### REMUNERATION -

- 1) **Salary** : Upto ₹40,000/- per month as approved by the Board of Directors from time to time and as permissible under Schedule V of the Companies Act, 2013.
- 2) **Commission** : As may be approved by the Board of Directors for each year subject to the overall limit of total managerial remuneration of each year as provided under Section 197 of the Companies Act, 2013 but limited to a maximum of two year's salary per year.

- 3) **Special Allowance:** As may be approved by the Board of Directors for each year subject to the overall limit of total managerial remuneration of each year as provided under section 197 of the Companies Act, 2013 but limited to a maximum of one year's salary per year.

**REIMBURSEMENT** - In addition to the above, Smt. Nayankuwar J. Rawal will be reimbursed the expenses incurred for performing the role of whole time Director which shall be an amount limited to ₹ 2 lakhs per month.

**PERQUISITES -**

- 1) In addition to the above remuneration, Smt. Nayankuwar J. Rawal, shall also be entitled to perquisites like free furnished accommodation or House Rent Allowance including furnishings, gas, electricity and water, medical reimbursement, Leave Travel Concessions for self and family, Club Fees, Medical Insurance, etc. as per the Company's policy applicable to the senior management of the company.
- 2) The annual value of these perquisites shall be limited to an amount equal to the annual salary of Smt. Nayankuwar J. Rawal.
- 3) For the purpose of calculating the above ceiling, perquisites shall be evaluated as per Income Tax Rules, wherever applicable. In the absence of any such rules, perquisites shall be evaluated at actual cost. Provision for use of Company's car, reimbursement of petrol and mobile phone bills for official duties shall not be included in the computation of the perquisites for the purpose of calculating the said ceiling.
- 4) Company's contribution to Provident Fund, Superannuation Fund as per Company's policy. Gratuity and leave including encashment of leave at the end of the tenure as per company's policy. These, however, shall not be included in the computation of limits on perquisites as aforesaid.

**"FURTHER RESOLVED THAT,** in the event of loss or inadequacy of profits in any financial year during the tenure of Smt. Nayankuwar J. Rawal as the whole-time director of the company, she shall be entitled to receive as minimum remuneration, the remuneration proposed above, or such other amount as may be approved by the Central Government, not being less than the remuneration prescribed under Schedule V of the Companies Act, 2013 from time to time."

7. Re-appointment of Shri Jitendrasinh J. Rawal (DIN 00235016) as Chairman and Managing Director with effect from 01<sup>st</sup> October, 2018 for a further period of three years.

To consider and if thought fit, to pass with or without modifications, the following Resolution as a **Special resolution:-**

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 and any other applicable provision of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or enactment

thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and on the recommendation and approval of the Nomination and Remuneration Committee and the Board, consent of the Company, be and is hereby accorded for the re-appointment of Shri Jitendrasinh J. Rawal to hold office as Chairman and Managing Director for a period of three years with effect from 01<sup>st</sup> October, 2018 on the terms and conditions given below so as to not exceed the limits specified in Schedule V to the Companies Act, 2013 be and is hereby approved by the Nomination & Remuneration Committee and that the appointment be recommended to the Board of Directors of the Company for their approval and the same has been approved in the Board Meeting held on 11<sup>th</sup> August, 2018 subject to approval of shareholders in the AGM.

**REMUNERATION**

- 1) **Salary :** Upto ₹ 7,00,000 /- per month as approved by the Board of Directors from time to time and as permissible under Schedule V of the Companies Act, 2013.
- 2) **Commission:** As may be approved by the Board of Directors for each year subject to the overall limit of total managerial remuneration of each year as provided under Section 197 of the Companies Act, 2013 but limited to a maximum of two year's salary per year.
- 3) **Special Allowance:** As may be approved by the Board of Directors for each year subject to the overall limit of total managerial remuneration of each year as provided under section 197 of the Companies Act, 2013 but limited to a maximum of one year's salary per year.

**PERQUISITES:-**

- 1) In addition to the above remuneration Shri Jitendrasinh J. Rawal, shall also be entitled to perquisites like free furnished accommodation or House Rent Allowance including furnishings, gas, electricity and water, medical reimbursement, Leave Travel Concessions for self and family, Club Fees, Medical Insurance, etc. as per the Company's policy applicable to the senior management of the company.
- 2) The annual value of these perquisites shall be limited to an amount equal to the annual salary of Shri. Jitendrasinh J. Rawal.
- 3) For the purpose of calculating the above ceiling, perquisites shall be evaluated as per Income Tax Rules, wherever applicable. In the absence of any such rules, perquisites shall be evaluated at actual cost. Provision for use of Company's car for official duties and telephone at residence shall not be included in the computation of the perquisites for the purpose of calculating the said ceiling.
- 4) Company's contribution to Provident Fund, Superannuation Fund as per Company's policy. Gratuity and leave including encashment of leave



at the end of the tenure as per company's policy. These, however, shall not be included in the computation of limits on perquisites as aforesaid.

**"FURTHER RESOLVED THAT**, in the event of loss or inadequacy of profits in any financial year during the tenure of Shri. Jitendrasinh J. Rawal as Chairman & Managing Director of the company, he shall be entitled to receive as minimum remuneration, the remuneration proposed above, or such other amount as may be approved by the Central Government, not being less than the remuneration prescribed under Schedule V of the Companies Act, 2013 from time to time."

8. Appointment of Smt. Hansarani Vaghela (WTD) (DIN: 01468168 ) as Joint Managing Director of the Company with effect from 11<sup>th</sup> August, 2018 & Increasing Managerial Remuneration.

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

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 and any other applicable provision of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or enactment thereof for the time being in force), read with Schedule V of the Companies Act, 2013, the appointment of Smt. Hansarani R. Vaghela (WTD) (DIN 01468168) to hold office as Joint Managing Director for a period of three years with effect from 11<sup>th</sup> August, 2018 on the terms and conditions given below so as to not exceed the limits specified in Schedule V to the Companies Act, 2013 be and is hereby approved by the Nomination & Remuneration Committee and that the appointment be recommended to the Board of Directors of the Company for their approval and the same has been approved in the Board Meeting held on 11<sup>th</sup> August, 2018 subject to approval of shareholders in the AGM.

#### REMUNERATION -

- 1) **Salary** : Upto ₹ 2,00,000/- per month as approved by the Board of Directors from time to time and as permissible under Schedule V of the Companies Act, 2013.
- 2) **Commission** : As may be approved by the Board of Directors for each year subject to the overall limit of total managerial remuneration of each year as provided under Section 197 of the Companies Act, 2013 but limited to a maximum of two year's salary per year.
- 3) **Special Allowance** : As may be approved by the Board of Directors for each year subject to the overall limit of total managerial remuneration of each year as

provided under section 197 of the Companies Act, 2013 but limited to a maximum of one year's salary per year.

#### REIMBURSEMENT -

In addition to the above, Smt. Hansarani R. Vaghela will be reimbursed the expenses incurred for performing the role of Joint Managing Director which shall be an amount limited to ₹ 2 lakhs per month

#### PERQUISITES -

- 1) In addition to the above remuneration, Smt. Hansarani R. Vaghela, shall also be entitled to perquisites like free furnished accommodation or House Rent Allowance including furnishings, gas, electricity and water, medical reimbursement, Leave Travel Concessions for self and family, Club Fees, Medical Insurance, etc. as per the Company's policy applicable to the senior management of the company.
- 2) The annual value of these perquisites shall be limited to an amount equal to the annual salary of Smt. Hansarani R. Vaghela .
- 3) For the purpose of calculating the above ceiling, perquisites shall be evaluated as per Income Tax Rules, wherever applicable. In the absence of any such rules, perquisites shall be evaluated at actual cost. Provision for use of Company's car, reimbursement of petrol and mobile phone bills for official duties shall not be included in the computation of the perquisites for the purpose of calculating the said ceiling.
- 4) Company's contribution to Provident Fund, Superannuation Fund as per Company's policy. Gratuity and leave including encashment of leave at the end of the tenure as per company's policy. These, however, shall not be included in the computation of limits on perquisites as aforesaid.

**"FURTHER RESOLVED THAT**, in the event of loss or inadequacy of profits in any financial year during the tenure of Smt. Hansarani R. Vaghela as the joint managing director of the company, she shall be entitled to receive as minimum remuneration, the remuneration proposed above, or such other amount as may be approved by the Central Government, not being less than the remuneration prescribed under Schedule V of the Companies Act, 2013 from time to time."

For and on behalf of the Board of Directors  
**For Universal Starch Chem Allied Limited**

Chaitali Salgaonkar  
Company Secretary

Place: Mumbai

Date: 11<sup>th</sup> August, 2018

**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF, THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person cannot act as a proxy for any other person or shareholder. The instrument appointing proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A proxy form is sent herewith. Proxy submitted on behalf of the Companies, Societies etc, must be supported by an appropriate resolution / authority, as applicable.
2. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto and forms part of the Notice.
3. The Register of Members and the Share Transfer Books of the Company will remain closed from 23<sup>rd</sup> September, 2018 to 29<sup>th</sup> September, 2018 ( both days inclusive).
4. Members are requested to inform the Company's Registrars & Transfer Agents regarding the changes, if any, in the residential address along with the Pin Code Number.
5. As per the provisions of the Companies Act, 2013, the facility for making nomination is available to the shareholders in respect of the Equity Shares held by them. Nomination forms can be obtained from the Company's Registrars & Transfer Agents.
6. Members / Proxies are requested to bring the attendance slip duly filled in for attending the meeting.
7. Pursuant to the provisions of Section 124 & 125 of the Companies Act, 2013, as amended, dividend and shares for the financial year ended 31<sup>st</sup> March, 2010 which remain unpaid or unclaimed for a period of 7 years was transferred to the Investor Education and Protection Fund (IEPF) of the Central Government. Members who have not encashed the dividend warrant pertaining to the financial year ended 31<sup>st</sup> March, 2011 are requested to approach the company. The due date for transfer unpaid / unclaimed amount to the IEPF is 03<sup>rd</sup> November, 2018. Members are requested to note that once the unpaid / unclaimed dividend is transferred to IEPF, no claims shall lie in respect of such amount by the Members from the Company.

The IEPF Rules mandate companies to transfer shares of Members whose dividends remain unpaid / unclaimed for a continuous period of seven years to the demat account of IEPF Authority. The Members whose dividend / shares are transferred to the IEPF Authority can claim their shares / dividend from the Authority.

In accordance with the said IEPF Rules and its amendments,

- the Company had sent notices to all the Shareholders whose shares were due to be transferred to the IEPF Authority and simultaneously published newspaper advertisement. In terms of the provisions of Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016 / Investor Education and Protection Fund (Awareness and Protection of Investors) Rules, 2001, ₹ 1,94,739 of unpaid / unclaimed dividends and 1,14,848 shares were transferred during the financial year 2017-18 to the Investor Education and Protection Fund.
8. Voting through electronic means Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the Company is pleased to offer Remote e-voting facility to the members to cast their votes electronically as an alternative to participation at the Annual General Meeting (AGM) to be held on Saturday, 29<sup>th</sup> September, 2018 at 11.00 am at the Registered Office of the Company. Please note that remote e-voting through electronic means is optional. The company is also providing the facility of poll at the meeting by way of ballot. The Company has engaged the services of Central Depository Services India Ltd (CDSL) to provide remote e-voting facilities. The remote e-voting facility is available at the link <https://www.evotingindia.com>. The Company had fixed on Saturday, 22<sup>nd</sup> September, 2018 as the cut off date for determining voting right of shareholders entitled to participating in the remote e-voting process. The remote e-voting facility will be available from 9:00 a.m. onwards on Wednesday, 26<sup>th</sup> September, 2018 and will be up to 5:00 p.m. on Friday, 28<sup>th</sup> September, 2018. During this period, members of the company may cast their vote electronically. The remote e-voting module shall be disabled for voting thereafter. Once the vote(s) on a resolution is cast by the member, the member shall not be allowed to change it subsequently, as well as not be allowed to vote at the meeting. The voting rights of the members shall be in proportion to their shares of the paid up equity share capital of the company as on Saturday, 22<sup>nd</sup> September, 2018. A person, whose name is recorded in the Register of members or in the Register of beneficial owners maintained by the Depositories as on the cut off date only shall be entitled to avail the facility of remote e-voting and voting at AGM through ballot. Any person who acquires shares of the company and becomes member of the company after dispatch of the Notice and holding shares as on cut off date i.e. Saturday, 22<sup>nd</sup> September, 2018. may obtain the sequence number by sending a request at [mumbai@universalstarch.com](mailto:mumbai@universalstarch.com)/[sharexindia@vsnl.com](mailto:sharexindia@vsnl.com). The instructions for shareholders voting electronically are as under:
    - i. The voting period begins on 9:00 a.m. onwards on Wednesday, 26<sup>th</sup> September, 2018 and ends on 5:00 p.m. on Friday, 28<sup>th</sup> September, 2018. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Saturday, 22<sup>nd</sup> September, 2018. 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 e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- iv. Click on Shareholders
- v. Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- vi. Next enter the Image Verification as displayed and Click on Login.
- vii. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- viii. If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• 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.</li> <li>• 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.</li> </ul>
Dividend Bk Details OR Date of Birth (DOB)	<p>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</p> <ul style="list-style-type: none"> <li>• 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 (v).</li> </ul>

- ix. After entering these details appropriately, click on "SUBMIT" tab.
- x. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the

- demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- xi. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xii. Click on the EVSN for Universal Starch Chem Allied Limited on which you choose to vote.
- xiii. 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.
- xiv. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xv. 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.
- xvi. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvii. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xviii. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xix. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- xx. Note for Non – Individual Shareholders and Custodians

Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.

A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

The list of accounts linked in the login should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.

A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

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

The Company has appointed M/s. Leena Agrawal & Co., Practising Company Secretaries (Membership No. 19600, CP.NO 7030), as the Scrutinizer to scrutinize the remote e-voting process in fair and transparent manner.

## 9. Information of directors:

- a. Shri. Gulabsing Pauladsing Chaudhary, DIN: 00308910, DOB: 03<sup>rd</sup> June, 1952, Age of 65 years who is Msc in organic chemistry was re-appointed as Whole Time Director of the Company for a period of 3 years from 29<sup>th</sup> January, 2017, he is director of Rawal Agro Chem Industries Pvt Ltd. Shri. Gulabsing Pauladsing Chaudhary holds 1,600 shares of the Company in his name as on 31<sup>st</sup> March, 2018
  - b. Shri. Ripudamansingh R. Vaghela, DIN: 02102872, DOB: 19<sup>th</sup> December, 1976, Age of 41 years, who is MBA in finance having more than 10 years of experience in marketing, finance and production field. Appointed as non executive director on the Board w.e.f. 20<sup>th</sup> November, 2017. He is also director of M/s. Shivangan Food and Pharma Products Pvt Ltd., Shri. Ripudamansingh R. Vaghela is husband of Smt. Hansarani Vaghela and son in law of Shri. Jitendrasinh J. Rawal & Smt. Nayankuwar J. Rawal.
  - c. Smt. Panchratna J. Rawal, DIN: 03617551, DOB: 17<sup>th</sup> May, 1980, Age of 37 years, who is MBBS and having vast knowledge in business & marketing. Smt. Panchratna J. Rawal appointed as non executive director w.e.f. 20<sup>th</sup> November, 2017. Holding 2,44,900 shares of the company in her name as on 31<sup>st</sup> March, 2018. She is also director of Rawal Trading Enterprises Pvt Ltd & Jay Ganga Krishi Bazar Private Limited. She is daughter of Shri. Jitendrasinh J. Rawal and Sister of Smt. Hansarani R. Vaghela.
10. The information on Smt. Nayankuwar J. Rawal & Shri. Jitendrasinh J. Rawal & Smt. Hansarani R. Vaghela is provided in the notes appended below at item no. 6, 7 & 8 respectively.
  11. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.universalstarch.com](http://www.universalstarch.com) and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited.
  12. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of the Scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote evoting facility.
  13. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a

consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

14. The Annual Report 2017-18 is being sent through electronic mode only to the members whose email addresses are registered with the Company / Depository Participant(s), unless any member has requested for the physical copy of the report.
15. Members may also note that the Notice of the 45<sup>th</sup> Annual General Meeting, Attendance Slip, Proxy Form, Route Map, Ballot Paper and the Annual Report for 2018 will also be available on the Company's website [www.universalstarch.com](http://www.universalstarch.com) for their download.
16. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by members at the AGM.
17. The Register of Contracts or 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 AGM.
18. If the members have any queries on the audited accounts, board's report & auditor's report, the same should be forwarded to the company in writing at its registered office at least 10 days before the meeting so that the same can be replied at the time of annual general meeting to the members' satisfaction.
19. AS PER SEBI notification Number SEBI/LAD-NRO/GN/2018/24 dated June 08, 2018 regarding amendment to Regulation 40 of SEBI (Listing Obligations And Disclosure Requirements) regulation with reference to mandatory dematerialization for transfer of securities Thus, from December 05, 2018, the shareholders will not be able to transfer their shares in physical mode. They will be required to dematerialize it first before transferring to anybody.

## ANNEXURE TO THE NOTICE EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

### ITEM NO. 6

The principal terms and conditions of appointment of Smt. Nayankuwar J. Rawal (DIN 03605134) as whole-time Director have been approved by the Board of Directors in the Board Meeting dated 20<sup>th</sup> November, 2017. These particulars also constitute the abstract of the terms of appointment and remuneration pursuant to section 190 of the companies Act, 2013. Under section 196 and 197 of the act, the appointment and the terms of remuneration of the whole-time Director are required to be approved by the company in General Meeting. Accordingly, a resolution is being moved for approval of shareholders. The Board and the Nomination and Remuneration Committee is of the opinion that it is in the interests of the company that Smt. Nayankuwar J. Rawal be appointed as the whole time Director of the Company, the terms and conditions of her appointment are fair & reasonable and commensurate with her qualifications. Hence the Board recommends her appointment as the whole-time Director to the members of the Company. The Relevant information as required under sub clause (iv) of Proviso 2 of (B) of Part II of Schedule V is as given below:



Information about Smt. Nayankuwar J. Rawal:- DIN: 03605134, DOB: 13<sup>th</sup> August, 1956, age 61 years. Who is BA and having good knowledge & experience in management, business and other fields. Nayankuwar J. Rawal is wife of Shri. Jitendrasinh J. Rawal and mother of Smt. Hansarani R. Vaghela & Smt. Panchratna J. Rawal. She is also director of Jaynayan Infra Projects Private Limited. She is holding 323300 shares of the Company as on 31<sup>st</sup> March, 2018.,

Smt. Nayankuwar J. Rawal is interested in the resolution as it concerns her appointment. Shri Jitendrasinh J. Rawal, Smt. Hansarani Vaghela, Smt. Panchratna J. Rawal and Shri. Ripudamansingh Vaghela is related may also be regarded as interested or concerned in the resolution.

The Board of Directors recommends the resolution as a Special Resolution for approval of the members.

#### ITEM NO. 7

Shareholders are aware that Shri. Jitendrasinh J. Rawal the Chairman & Managing Director of the Company is currently holding the office for a period of 3 years from 01<sup>st</sup> October, 2015 and the terms of appointment were approved by the shareholders at the Annual General Meeting held on 29<sup>th</sup> September, 2015. Under the Management of Shri. Jitendrasinh J. Rawal the company has shown commendable progress in view of the challenging environment, as evident from the Annual Reports that have been adopted by the shareholders from year to year barring some few exceptional years. The terms of appointment has been specified in the said resolution No. 7. These particulars also constitute the abstract of the terms of appointment and remuneration pursuant to section 190 of the companies Act, 2013. Under section 196 and 197 of the act, the re-appointment and the terms of remuneration of the Managing Director are required to be approved by the company in General Meeting. Accordingly, a resolution is being moved for approval of shareholders. Shri. Jitendrasinh J. Rawal is one of the Original Promoter of the company and completed age of 70 years and the Board and the Nomination and Remuneration Committee is of the opinion that it is in the interests of the company that Shri. Jitendrasinh J. Rawal be re-appointed as the Chairman & Managing Director of the Company, the terms and conditions of his appointment are fair & reasonable and commensurate with his longstanding experience in management of the Industrial Enterprise as Managing Director. Hence the Board recommends his re-appointment as the Chairman & Managing Director to the members of the Company. The Relevant information as required under sub clause (iv) of Proviso 2 of (B) of Part II of Schedule V is as given below:

Information about Shri. Jitendrasinh J. Rawal DOB: 02<sup>nd</sup> August, 1947 age: 70 years, holdong 5,95,767 shares of the Company as on 31<sup>st</sup> March, 2018. Under the guidance and able management of Shri. Jitendrasinh J. Rawal, the company has made remarkable progress and it would therefore be in the interest of the Company to re-appoint Shri. Jitendrasinh J. Rawal as the Chairman and Managing Director of the Company on the terms and conditions as mentioned above.

Shri. Jitendrasinh J. Rawal is interested in the resolution as it concerns his re-appointment. Smt. Nayankuwar J. Rawal, Smt. Hansarani Vaghela, Smt. Panchratna J. Rawal, Shri. Ripudamansingh Vaghela to whom Shri Jitendrasinh J. Rawal is related may also be regarded as interested or concerned in the resolution.

The Board of Directors recommends the resolution as a Special Resolution for approval of the members.

#### ITEM NO. 8

The principal terms and conditions of appointment of Smt. Hansarani R. Vaghela (WTD) (DIN 01468168 ) as Joint Managing Director have been approved by the Board of Directors in the Board Meeting dated 11<sup>th</sup> August, 2018. These particulars also constitute the abstract of the terms of appointment and remuneration pursuant to section 190 of the companies Act, 2013. Under section 196 and 197 of the act, the appointment and the terms of remuneration of the Joint MD are required to be approved by the company in General Meeting. Accordingly, a resolution is being moved for approval of shareholders. The Board and the Nomination and Remuneration Committee is of the opinion that it is in the interests of the company that Smt. Hansarani R. Vaghela be appointed as the Joint MD of the Company, the terms and conditions of her appointment are fair & reasonable and commensurate with her qualifications. Hence the Board recommends her appointment as the Joint MD to the members of the Company. The Relevant information as required under sub clause (iv) of Proviso 2 of (B) of Part II of Schedule V is as given below:

Information about Smt. Hansarani Vaghela: Smt Hansarani Vaghela DOB: 31<sup>st</sup> August, 1978, age of 39 years, has done BA (Economics) from Fergusson College, Pune and MBA (Human Resource Development) from SIOM Pune. She was appointed as an Additional Director of the Company at a Meeting of the Board of Directors held on 13<sup>th</sup> August, 2016. She is director of Shivangan Food & Pharma Products Private Limited, Endeavour Infotech Private Limited And Jay Ganga Farmer Producer Company Limited., Smt. Hansarani Vaghela holds 1,12,700 shares of the company in her name as on 31<sup>st</sup> March, 2018.

Smt. Hansarani Vaghela is interested in the resolution as it concerns her appointment. Shri Jitendrasinh J. Rawal, Smt. Nayankuwar J. Rawal, Smt. Panchratna J. Rawal and Shri. Ripudamansingh Vaghela is related may also be regarded as interested or concerned in the resolution.

The Board of Directors recommends the resolution as a Special Resolution for approval of the members

**General Information:** Universal Starch-Chem Allied Ltd. Is engaged in the manufacture of Starches & their derivatives and other By-Products. The company has been established more than four decades back and has shown a consistent growth from year to year.

**Other Informantion:** The Company is concentrating more on exports and with increased thrust in this direction, it has been able to penetrate in the overseas markets, more particularly the Middle East market. The Company has also concentrated on cost cutting devices to cut the cost on all fronts. The Company is also planning to add some more products in its portfolio to improve the margins. Thus with continued application of stringent cost cutting measures and addition of more products with better margins, the Company expects to improve its turnover and profitability in the years to come.

For and on behalf of the Board of Directors  
For Universal Starch Chem Allied Limited

Place: Mumbai  
Date: 11<sup>th</sup> August, 2018

Chaitali Salgaonkar  
Company Secretary

## DIRECTOR'S REPORT

Your Directors have pleasure in presenting the 45<sup>th</sup> Annual Report of the Company along with audited statements of accounts for the year ended 31<sup>st</sup> March, 2018. The summarized financial results are given below:

(₹ In Lacs.)

Particulars	2017-18	2016-17
Sales (Gross) and Other Income	20,160	22,771
Profit before depreciation	487	(175)
Depreciation	397	422
Profit / ( Loss ) Before tax	90	(597)
Provision for taxation(Including Deferred )	65	175
Profit / ( Loss ) after tax	25	(422)
Less - Income Tax Adjustments	27	-
Balance brought forward	(293)	129
Balance Carried forward to Balance Sheet	(295)	(293)

### DIVIDEND :

In view insufficient profit during the year under review the Board of Directors do not recommend any dividend for the Financial year ended 31<sup>st</sup> March, 2018.

### PERFORMANCE REVIEW, BUSINESS AFFAIRS & OUTLOOK

Your Company's Gross Sales for the year amounting to ₹ 20,160 Lacs as compared to ₹ 22,771 Lacs of last year. The result for the year shows profit before Depreciation of ₹ 487 Lacs as against loss before depreciation of ₹ 175 Lacs in the previous year, net profit before tax is ₹ 90 Lacs as compared to loss of ₹ 597 Lacs in the previous year. The increase in operational profit was due to good market condition. Further details of operation are given in the management discussion and analysis report which form part of this report.

With better raw material situation & reasonable prices of the maize crop, we are continuously optimistic about the current year. Your company continues its endeavor to expand into new export markets which will in turn increase the turnover further.

### TRANSFER TO RESERVE:

No amount has been transferred to reserves during the year under review.

### PUBLIC DEPOSITS:

The Company has not accepted any public deposits within the meaning of Section 73 of the Companies Act, 2013 and rule made there under.

### CHANGES IN SHARE CAPITAL:

During the year under review, there was no change in the Authorized or Paid Share Capital of the Company.

### DIRECTOR'S RESPONSIBILITY STATEMENT:

Pursuant to Section 134(5) of the Companies Act, 2013, Directors of your Company hereby state and confirm that:

- in the preparation of the annual accounts for the year ended 31<sup>st</sup> March, 2018, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- they 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 of the company for the same period;
- the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- they have prepared the annual accounts on a going concern basis;
- they have laid down internal financial controls in the company that are adequate and were operating effectively;
- they have devised proper systems to ensure compliance with the provisions of all applicable laws and these are adequate and are operating effectively.

### DIRECTORS AND KEY MANAGERIAL PERSONNEL:

The composition of the Board is as per the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) (LODR) Regulations, 2015. All the Directors are having vast knowledge and experience in their relevant fields and the Company had benefited immensely by their presence in the Board.

In accordance with the provisions of section 152 of the Companies Act, 2013, Shri. Gulabsing Chaudhary (DIN 00308910) Director of the Company, retires by rotation at the ensuing Annual General Meeting and being eligible offers himself for re-appointment.

Smt. Hansarani Vaghela (DIN 01468168) appointed as Joint Managing Director with effect from 11.08.2018 for a period of three years and same has been approved in the Board Meeting held on 11<sup>th</sup> August, 2018 and place for members approval.

Shri. Jaydeosinh J. Rawal non-executive director (DIN: 01681151) of the Company tendered his resignation to the Board vide his letter dated 22<sup>nd</sup> July, 2017 and the Board accepted his resignation with immediate effect. Board places on records its appreciation of the invaluable contribution and guidance provided by him.

Shri. Vikrant J. Rawal non-executive director (DIN: 02440151) of the Company tendered his resignation to the Board vide his letter dated 16<sup>th</sup> November, 2017 and the Board accepted his resignation with immediate effect. Board places on records its appreciation of the invaluable contribution and guidance provided by him.

Smt. Panchratna J. Rawal (DIN 03617551), Smt. Nayankuwar J. Rawal (DIN: 03605134), Shri. Ripudamansingh R. Vaghela (DIN: 02102872) was appointed as Additional Director on 20<sup>th</sup> November, 2017 & appropriate resolution appointing them as a director is put for member approval.



Shri. Jitendrasinh J. Rawal (DIN 00235016) re-appointed as Chairman and Managing Director with effect from 01<sup>st</sup> October, 2018 for a further period of three years and same has been approved in the Board Meeting held on 11<sup>th</sup> August, 2018.

#### **DISCLOSURE OF PECUNIARY RELATIONSHIP:**

There was no pecuniary relationship or transactions of the non-executive directors vis-à-vis the company during the year. Also, no payment, except sitting fees, was made to any of the non-executive directors of the Company.

#### **STATEMENT ON DECLARATION BY INDEPENDENT DIRECTORS:**

Shri. Ashok Kothary (DIN 00811919), Shri. Dev Prakash Yadava (DIN 00778976), Shri. Bindumadhavan Venkatesh (DIN 01799569), Shri. Jaysing Rajput (DIN 00405232), Shri. Ashok Shah (DIN 00236555) and Smt. Sudha Modi (DIN 01633060), Independent Directors of the Company have given their respective declaration as required under Section 149 (7) of the Companies Act, 2013 to the effect that they meet the criteria of independence as provided in Section 149 (6) of the Companies Act, 2013 which were taken on record by the Board.

#### **NUMBER OF MEETINGS OF THE BOARD:**

During the financial year 2017-18, four meetings of the Board of Directors were held. For details of the Board meetings please refer to the Corporate Governance forming part of the Boards' Report.

#### **STATEMENT ON ANNUAL EVALUATION OF BOARD, COMMITTEE AND ITS DIRECTORS:**

The Board of directors has carried out an annual evaluation of its own performance, Board committees and individual directors pursuant to the provisions of Section 134 (3) (p) of the Companies Act, 2013 read with Rule 8(4) of The Companies (Accounts) Rules, 2014 and the corporate governance requirements as prescribed by Securities and Exchange Board of India ("SEBI").

The performance of the Board was evaluated by the Board after seeking inputs from all the directors on the basis of the criteria such as the Board composition and structure, effectiveness of board processes, information and functioning, transparency, adhering to good corporate governance practices etc.

The performance of the committees was evaluated by the board after seeking inputs from the committee members on the basis of the criteria such as the composition of committees, effectiveness of committee meetings, etc.

The Board and the Nomination and Remuneration Committee reviewed the performance of the individual directors on the basis of the criteria such as the contribution of the individual director to the Board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, leadership quality, attitude, initiatives decision making, commitment, achievements etc. In addition, the Chairman was also evaluated on the key aspects of his role.

In a separate meeting of Independent Directors on 23<sup>rd</sup> March, 2018, performance of non-independent directors, performance of the board as a whole and performance of the Chairman was

evaluated, taking into account the views of executive directors and non-executive directors. The meeting also assessed the quality, quantity and time lines of flow of information between the company management and the board that is necessary for the board to effectively and reasonably perform its duties.

#### **NOMINATION AND REMUNERATION POLICY:**

In terms of Section 178 (3) of the Companies Act, 2013, a policy on Nomination and Remuneration of Directors and Senior Management Employees including, inter alia, criteria for determining qualifications, positive attributes and independence of directors was formulated by the Nomination and Remuneration Committee and adopted by the Board of Directors. The said policy is annexed as Annexure A to the Board's Report. The said policy is also posted on the website of the Company [www.universalstarch.com](http://www.universalstarch.com) and its weblink is: <http://www.universalstarch.com/Nomination%20and%20Remuneration%20Policy.pdf>.

#### **INTERNAL FINANCIAL CONTROLS:**

The Company has adopted the policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of fraud and errors, the accuracy and completeness of the accounting records and timely preparation of reliable financial disclosures.

#### **COMMITTEES OF THE BOARD:**

The details pertaining to composition various Committees i.e. Audit Committee, Nomination & Remuneration Committee, Stakeholders Relationship Committee are included in the Corporate Governance Report, which forms part of this report.

#### **AUDITORS & AUDIT REPORTS:**

##### **i) Statutory Auditors :**

M/s. S. M. Gupta & Co, Chartered Accountants were appointed as Statutory Auditors of your Company at the Annual General Meeting held on 29<sup>th</sup> September, 2017, for a term of five consecutive years. As per the provisions of Section 139 of the Companies Act, 2013, the appointment of Auditors is required to be ratified by Members at every Annual General Meeting.

In accordance with the Companies Amendment Act, 2017, enforced on 07<sup>th</sup> May, 2018 by the Ministry of Corporate Affairs, the appointment of Statutory Auditors is not required to be ratified at every Annual General Meeting.

##### **ii) Secretarial Auditors:**

According to the provision of section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board has appointed M/s. Leena Agrawal & Co as secretarial auditor of the Company for the FY 2018-2019.

#### **AUDIT REPORTS:**

i) Independent Auditor's Report does not contain any qualifications, reservation or adverse remark and the fair view of the financial statement is not affected. Audit report is enclosed as a part of this report.

ii) Secretarial Auditor's Report does not contain any qualifications, reservation or adverse remark. Audit report is enclosed as a part of this report.

## EXPLANATION AND COMMENTS BY THE BOARD ON DISCLAIMER MADE IN AUDITORS' REPORT AND SECRETARIAL AUDITOR'S REPORT:

The Auditors' Report and Secretarial Auditor's Report does not contain any qualifications, reservations or adverse remarks and the true and fair view of the financial statements is not affected.

## PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS:

The particulars of loans, guarantees and investments have been disclosed in the financial statements.

## RISK MANAGEMENT POLICY:

The Company has adopted a Risk Management Policy and implemented a mechanism for risk assessment and management. The policy provides for identification of possible risks associated with the business of the Company, assessment of the same at regular intervals and taking appropriate measures and controls to manage, mitigate and handle them. The key categories of risk jotted down in the Policy are Strategic Risks, Financial Risks, Operational Risks and such other risk

that may potentially affect the working of the Company. The risk management framework is supported by the Board of Directors, Management and the Audit Committee. The Board periodically reviews the risks and suggests steps to be taken to control and mitigate the same through a properly defined framework. At present, in the opinion of the Board of Directors, there are no risk which may threaten the existence of the Company.

## CORPORATE SOCIAL RESPONSIBILITY:

In terms of section 135 and Schedule VII of the Companies Act, 2013, the Board of Directors of your Company have constituted a CSR Committee of 3 Directors Shri. Jitendra Sinh J. Rawal, Shri. Ashok Kothary, Shri. Ashok Shah.

Details of the CSR policy is posted on the website of the Company [www.universalstarch.com](http://www.universalstarch.com) and its web link is <http://universalstarch.com/Policy%20on%20Corporate%20Social%20Responsibility.pdf>.

As per Companies Act, 2013 spending on CSR is not applicable to your Company for the financial year 2017-18, however Company has spent ₹ 2,00,000/ in following manner during the financial year.

Sr. No	CSR Projects or Activities Identified	Sector in which the project is covered	Projects or programs 1. Local area or other 2. Specify the State and district where the projects or programs was undertaken	Amount Spent	Amount Spent were direct or through implementing Agency
1	Providing students of Dadasaheb Rawal College, Dondaicha with quality, professional and administrative skills	Promoting special education and employment enhancing vocation skills	Local area, Maharashtra State, Dhule District, Dondaicha	₹ 2,00,000/-	Direct

A responsibility statement of the CSR committee that the implementation and monitoring of CSR policy, is in compliance with CSR objectives and policy of the Company.

We hereby declare that implementation and monitoring of the CSR policy are in compliance with CSR objectives and policy of the Company.

## LISTING WITH STOCK EXCHANGE:

At present, your Company's securities are listed on :

BSE, Phiroze Jeejeehoy Towers, Dalal Street, Fort, Mumbai-400001, Code No. 524408.

## VIGIL MECHANISM:

In pursuant to the provisions of Sections 177 (9) & (10) of the Companies Act, 2013, a Vigil Mechanism for directors and employees to report genuine concerns has been established.

## EXTRACT OF ANNUAL RETURN:

An extract of Annual Return in Form MGT 9 for the Financial Year 2017 - 2018 has been enclosed as "Annexure C" forming part of the Boards' Report.

## REMUNERATION RATIO OF THE DIRECTORS / KEY MANAGERIAL PERSONNEL (KMP) / EMPLOYEES:

The information required pursuant to Section 197 (12) read with Rule 5(1) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Companies (Particulars of Employees) Rules, 1975, in respect of employees of the Company and Directors is furnished here under:



Sr. No	Name	Designation	Remuneration paid in FY 2017-18 (In ₹)	Remuneration paid in FY 2016-17 (In ₹)	Increase/ Decrease in remuneration from previous year (In ₹)	% Increase/ Decrease in remuneration from previous year	Ratio/Times per Median of employee remuneration
1	Shri. Jitendrasinh J. Rawal	Chairman & Managing Director	59,54,400	59,54,400	-	-	55.06
2	Shri. Gulabsing Chaudhary	Whole-time director (Works)	11,52,000	9,59,196	1,92,804	20.10	10.65
3	Smt. Hansarani Vaghela w.e.f 13 <sup>th</sup> August, 2016	Whole-time director (Works)	6,72,000	4,26,322	2,45,678	-1.48	6.21
4	Smt. Nayankuwar J. Rawal (w.e.f 20 <sup>th</sup> November, 2017)	Whole-time director	1,95,627	-	-	-	1.80
5	Shri. Subramani Seetharaman	Chief Financial Officer (KMP)	9,72,900	9,24,312	48,588	5.26	8.99
6	Ms. Chaitali Salgaonkar (w.e.f. 15 <sup>th</sup> November, 2016)	Company Secretary (KMP)	5,10,625	1,66,330	3,44,295	15.12	4.72

The non- executive directors were paid only sitting fees of ₹ 6,45,000 during the FY 2017-18.

The percentage increase in remuneration is nominal which is due to increment.

There were 424 permanent employees on the rolls of the Company as on 31<sup>st</sup> March, 2018

**DISCLOSURE UNDER RULE 5(2) AND RULE 5(3) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014 that The details of employees in receipt of remuneration in the aggregate not less than INR 1 crore and 2 lacs pa., if employed throughout the year or INR 8.50 lacs pm if employed for a part of the year during 2017-18:**

There are no employees covered under Rule 5 (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of whom particulars are required to be furnished.

**SUBSIDIARIES/JOINT VENTURE/ASSOCIATE COMPANY :**

The Company has no subsidiary/joint venture/associate company and hence consolidation and applicable provision under the Companies Act, 2013 and Rules made there under are not applicable to the Company.

**CHANGES IN NATURE OF BUSINESS, IF ANY:** During the year under review there is no change in the nature of business of the Company.

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

The company has in place an Anti 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. During the year under review, company has not received any Sexual Harassment Complaints.

**DISCLOSURE REGARDING ISSUE OF EQUITY SHARES WITH DIFFERENTIAL VOTING RIGHTS:**

During the year under review, the Company has not issued any shares with differential voting rights.

**DISCLOSURE REGARDING ISSUE OF EMPLOYEE STOCK OPTION SCHEME**

During the year under review, no option under 'Employee Stock Option Scheme was granted or vested to any employee or directors of the Company.

**DISCLOSURE REGARDING ISSUE OF SWEAT EQUITY SHARES:**

During the year under review, the Company has not issued any Sweat Equity Shares.

**MATERIAL CHANGES AFFECTING THE FINANCIAL POSITION OF THE COMPANY:**

There have not been any material changes and commitment affecting the financial position of the Company during the financial year 2017-18.

**INFORMATION REQUIRED UNDER RULE 8 (3) OF THE COMPANIES (ACCOUNTS) RULES, 2014-CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:****a) Conservation of Energy:**

The activities of your company require minimal energy consumption and every endeavour has been made to ensure the optimal use of energy, avoid wastage and conserve energy as far as possible.

**b) Technology Absorption:**

1. The Company has successfully implemented the procedures to improve the productivity, quality, energy saving, GMP and GHP.

The R & D Department is active in upgrading the technology of production of value added products through finely tuning the SOP.

The range of value added products have been widened to satisfy the specific applications in pharmaceutical, food and paper industry. The Company received GMP license from FDA (MS).

2. The Company implemented Pest Control schedules in the premises by M/s Pest Control (India)P. Ltd. Jalgaon. This is mandatory to maintain the hygiene Standards in the manufacturing and storage of products. The Pest control schedules resulted control on Total bacterial Count (TBC) and Total Fungal Count (TFC) along with control of pathogens in finished products.
3. The Company established Air Handling Unit (AHU) at Microbiology Laboratory as the compliance of the mandatory requirements by FDA.
4. The Company has already established the following Projects: Biomethanation Project, Co-Generation Power Plant, Wind Mill at Brahmanwel & Fly Ash Brick Making Project.

**c) Foreign exchange earnings and outgo:**

The details of Foreign exchange earnings and outgo are detailed in Note No. 35 forming part of Accounts.

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

During the period under review, no order had been passed by the regulators/ courts or tribunals which have an effect on the going concern status of the company and its operations.

**EMPLOYEE RELATIONS**

The relations of the management with staff and workers remained cordial during the entire year.

**CORPORATE GOVERNANCE :**

Your Company has complied with the Corporate Governance practices mandated by Listing Regulations. The company has adopted the Code of Conduct which is also available on the website of the Company. All the Board members and Senior Management Personnel have affirmed compliance with the code of conduct. The Corporate Governance Report along with the Certificate from M/s Leena Agrawal & Company, Practising Company Secretaries (Membership No 19600, CP No 7030) is set out as part of the Annual Report. A Management Discussion and Analysis Report also accompanies this report.

**DEVELOPMENT AND IMPLEMENTATION OF A MANAGEMENT POLICY:**

The Company has been addressing various risks impacting the Company and the policy of the Company on risk management is provided elsewhere in this Annual Report in Management Discussion and Analysis.

**RELATED PARTY TRANSACTIONS :**

Related party transactions that were entered during the financial year were on an arm's length basis and were in the ordinary course of business. There were no materially significant related party transactions with the Company's Promoters, Directors, Management or their relatives, which could have had a potential conflict with the interests of the Company. Transactions with related parties entered by the Company in the normal course of business are periodically placed before the Audit Committee for its omnibus approval and the particulars of contracts entered during the year is given in Note 33 of the Financial Statements. The Board of Directors of the Company has, on the recommendation of the Audit Committee, adopted a policy to regulate transactions between the Company and its Related Parties, in compliance with the applicable provisions of the Companies Act 2013, the Rules thereunder and the Listing Agreement. This Policy was considered and approved by the Board. The said policy is posted on the website of the Company, [www.universalstarch.com](http://www.universalstarch.com) and its weblink is <http://www.universalstarch.com/Policy%20on%20Related%20Party%20Transactions.pdf>. AOC - 2 for the financial year 2017-18 has been enclosed as Annexure - D forming part of this report.

**WIND MILL:**

The Company has commissioned a Wind Power Project with effect from 30<sup>th</sup> March, 2002, with an annual power generation capacity of around 14 Lacs units. In line with the Government notification, your Company is maintaining cost records of generation of electricity through this project.

**ACKNOWLEDGEMENT :**

Your Directors take this opportunity to express their appreciation and gratitude to the Union Government, State Government, The Shamrao Vithal Co-op.Bank Ltd.. Customers and our valued shareholders of their kind support, co-operation and guidance.

For on behalf of the Board,

**Jitendrasinh J. Rawal**

Chairman & Managing Director

DIN: 00235016

Place : Mumbai

Date : 11<sup>th</sup> August, 2018



**ANNEXURE A**

## **NOMINATION AND REMUNERATION POLICY**

In terms of Section 178 of the Companies Act, 2013 and the Listing Agreement, entered into by the Company with Stock Exchanges, as amended from time to time, this policy on nomination and remuneration of Directors, Key Managerial Personnel (KMP), Senior Management and other employees of the Company has been formulated by the Nomination and Remuneration Committee of the Company and approved by the Board of Directors. This policy shall act as a guideline for determining, inter-alia, qualifications, positive attributes and independence of a Director; matters relating to the remuneration, appointment, removal and evaluation of performance of the Directors, Key Managerial Personnel, Senior Management and other employees.

### **Policy on Directors' Appointment and Remuneration**

#### **1.1 Appointment criteria and qualifications**

- a) A person who is proposed to be appointed as Director of the Company should be eligible to be appointed as Director and must hold Director Identification Number issued by the Central Government and possess such qualification, expertise and experience as prescribed under the Act.
- b) Without prejudice to generality of the above, a person who is proposed to be appointed as an Independent Director shall also be subject to compliance of provisions of Section 149(6).
- c) KMP or Senior Management personnel shall have adequate qualification, expertise and experience in the relevant field for which the appointment is proposed to be made.
- d) The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the concerned position.

#### **1.2 Term / Tenure**

- a) The Company shall appoint or re-appoint any person as its Managerial Personnel for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.
- b) An Independent Director shall hold office for a term of up to five consecutive years on the Board of the Company and will be eligible for reappointment on passing of a resolution by the Company and disclosure of such appointment in the Boards' report. – No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

- 1.3 **Evaluation-** The Committee shall carry out evaluation of performance of every Director, KMP and Senior Management Personnel at such interval as deemed fit.
- 1.4 **Removal-** The Committee may recommend the Board for removal of a Director, KMP or Senior Management Personnel for reasons recorded in writing. The Procedure for removal of any Director shall be as per the provisions of the Act in this regard.
- 1.5 **Retirement-** The Directors, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Company will have the discretion to retain the Directors, KMP, Senior Management Personnel in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

### **2.1 Remuneration Policy**

- a) The remuneration/compensation/commission etc. to the Managerial Personnel will be determined by the Committee and recommended to the Board for approval which shall be subject to the prior/post approval of the shareholders of the Company and Central Government, wherever required.
- b) The remuneration and commission to be paid to the Managerial Personnel shall be in accordance with the percentage/slabs/conditions as per the provisions of the Act.
- c) Increments to the existing remuneration / compensation structure may be recommended by the Committee to the Board which should be within the limits approved by the Shareholders in the case of Managerial Personnel.
- d) Where any insurance is taken by the Company on behalf of its Managerial Personnel, Chief Executive Officer, Chief Financial Officer, the Company Secretary and any other employees for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

### **2.2 Remuneration to Managerial Personnel, KMP, Senior Management Personnel and Other Employees**

- a) The Managerial Personnel shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee in accordance with the provisions of the Companies Act, 2013 and rules made thereunder for the time being in force. The breakup of the pay scale and quantum of perquisites including employer's contribution to P.F. pension scheme, medical expenses, club fees, other non-monetary benefits etc. shall be decided and approved by the Board on the recommendation of the Committee and approved by the shareholders and Central Government, wherever required.

- b) The Managerial Personnel shall be eligible to performance linked incentives as may be determined by the Board from time to time.
  - c) The Managerial Personnel may be paid commission if approved by the shareholders. The shareholders may authorise the Board to decide commission to be paid to any Managerial Personnel of the Board.
  - d) If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Managerial Personnel in accordance with the provisions of Schedule V of the Companies Act, 2013 and if it is not able to comply with such provisions, with the previous approval of the Central Government.
  - e) If any Managerial Personnel draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Act or without the prior sanction of the Central Government, where required, he / she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive recovery of such sum refundable to it unless permitted by the Central Government.
  - f) The remuneration to Company Secretary, Senior Management Personnel and other employees shall be governed by the HR Policy of the Company.
- 2.3 Remuneration to Non-Executive / Independent Directors**
- a) The remuneration shall be in accordance with the provisions of the Companies Act, 2013 and rules made thereunder for the time being in force.
  - b) The Non-Executive/Independent Director may receive fees for attending meetings of the Company. Provided that the amount of such fees shall not exceed 1 Lac per meeting of the Board or Committee or such amount as may be prescribed under the Act. Additionally the Non-Executive Directors shall be reimbursed travelling and incidental expenses incurred for attending the meetings.
  - c) Commission may be paid within the monetary limit approved by shareholders, subject to the limit not exceeding 1% of the profits of the Company computed as per the applicable provisions of the Act.
  - d) An Independent Director shall not be entitled to any stock option of the Company.

**FORM MR 3****SECRETARIAL AUDIT REPORT**

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

**FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2018**

To

The Members

**M/s Universal Starch Chem Allied Limited**

Mhatre Pen Building,  
'B' Wing, 2<sup>nd</sup> Floor,  
Senapati Bapat Marg,  
Dadar West,  
Mumbai – 400028.

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s. Universal Starch Chem Allied 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 my 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 financial year commencing from 1<sup>st</sup> April, 2017 and ended 31<sup>st</sup> March, 2018, complied with the statutory provisions listed hereunder and also that the Company has proper Board process 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 M/s. Universal Starch Chem Allied Limited ("The Company") for the financial year ended on 31<sup>st</sup> March, 2018, 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 (FDI), Overseas Direct Investment and External Commercial Borrowings made by/in the Company and as such the provisions of the Foreign Exchange Management Act, 1999 and the rules and regulations (Not Applicable To The Company During The Period Under Audit)
- 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 as the Company did not issue any security during the financial year under review;)
- (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 - (Not applicable as the Company did not have any scheme for its employees during the financial year under review;)
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (- Not applicable as the Company has not issued any debts securities during the financial year under review;)
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client (- Not applicable as the Company is not Registrar to an issue and Share Transfer Agent during the financial year under review;)
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (- Not applicable as the Company has not delisted its equity shares from any stock exchange during the financial year under review;)
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (- Not applicable as the Company has not bought back any of its securities during the financial year under review.)
- (i) The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015.

- VI. We have relied on the certificate obtained by the Company from the Management Committee / Officers for systems mechanism and based on the information and representation made by the Company for due compliances of all applicable Acts, Laws, Orders, Regulations and other legal requirements of central, state and other Government and Legal Authorities concerning the business and affairs of the Company.

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

- a) Secretarial Standards issued by The Institute of Company Secretaries of India under the provisions of Companies Act, 2013 - and
- b) The Listing Agreements entered into by the Company with the Bombay Stock Exchange Limited;

Note: This report should be read with my letter of even date which is annexed as Annexure A & B and forms an integral part of this report.

### OBSERVATIONS:

#### We further report that:

- (a) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the year under review were carried out in compliance with the provisions of the Companies Act, 2013.
- (b) 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 of the meeting.
- (c) 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 with the size and operation of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines

During the Financial Year ended 31<sup>st</sup> March, 2018; the Shareholders have approved Special Resolution viz: a) Re-appointment of Shri Gulabsing P. Chaudhary (DIN 00308910) as Whole Time Director with effect from 29<sup>th</sup> January, 2017 for a further period of three years.

For Leena Agrawal & Co.  
(Practising Company Secretaries)

Leena Agrawal  
Proprietress  
Mem No: FCS: 6607  
CP No: 7030

Place: Mumbai  
Date: 11<sup>th</sup> August, 2018



**Annexure – ‘A’ of  
Secretarial Audit Report**

**Annexure – ‘B’ of  
Secretarial Audit Report**

To,

**The Members,**

**M/s Universal Starch Chem Allied Limited  
Mhatre Pen Building, ‘B’ Wing,  
2<sup>nd</sup> Floor, Senapati Bapat Marg,  
Dadar West, Mumbai – 400028.**

**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 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 procedure on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Leena Agrawal & Co.  
(Practising Company Secretaries)

**Leena Agrawal**  
Proprietress  
Mem No:FCS : 6607  
CP No: 7030

Place: Mumbai

Date: 11<sup>th</sup> August, 2018

The List of various other Applicable Laws to the Company

1. The Factories Act, 1948,
2. The Payment of Wages Act, 1936,
3. The Minimum Wages Act, 1948,
4. Employees Provident Fund & Misc Provision Act, 1952,
5. The Payment of Bonus Act, 1965,
6. The Environment (Protection) Act, 1986,
7. Electricity Act, 2003,
8. Indian Stamp Act, 1999,
9. Income Tax Act 1961 and Indirect Tax Law,
10. Negotiable Instrument Act, 1881,
11. Maternity Benefits Act, 1961,
12. Payment of Gratuity Act, 1972,
13. The Apprentices Act, 1961,
14. Goods & Service Tax
15. VAT Act
16. Water (Prevention & Control of pollution) Act 1974 and rules thereunder;
17. Air (Prevention & Control of pollution) Act 1981 and rules thereunder;

**ANNEXURE C****EXTRACT OF ANNUAL RETURN**

As on financial year ended 31.03.2018

[Pursuant to Section 92(3) of the Companies act, 2013 read with  
[The Companies (Management and Administration) Rules, 2014] FORM NO. MGT-9**I. REGISTRATION AND OTHER DETAILS:**

<b>CIN:-</b>	L24110MH1973PLC016247
<b>Registration Date:</b>	17/01/1973
<b>Name of the Company:</b>	Universal Starch-Chem Allied Ltd
<b>Category / Sub-Category of the Company</b>	Company limited by shares/ Indian Non- Government Company
<b>Address of the Registered office and contact details:</b>	Mhatre Pen Building, B Wing, 2 <sup>nd</sup> Floor, Senapati Bapat Marg, Dadar (W), Mumbai 400028 Tel: +91 (22) 66563333 Fax: +91 (22) 24305969 email: mumbai@universalstarch.com website: http://www.universalstarch.com/
<b>Whether listed company</b>	Yes
<b>Name, Address and Contact details of Registrar and Transfer Agent, if any</b>	Sharex Dynamic(India) Pvt Ltd. SEBI Reg.No INR000002102 Unique ID No. 100001214 Unit 1, Luthra Ind, Premises, Safed Pool Andheri Kurla Road, Andheri (E), Mumbai 400072 Tel No. - 022- 28515606/28515644 Fax No.-022-28512885 Email : sharexindia@vsnl.com Web Site :www.sharexindia.com

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:**

<b>Sr. No.</b>	<b>Name and Description of main products / services</b>	<b>NIC Code of the Product/ service% to total turnover of the company</b>	<b>% to total turnover of the company</b>
a.	Maize starch	Division 10 & Sub Division 10621	100
b.			
c.			
d.			

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES**

<b>Sr. No.</b>	<b>Name and address of the company</b>	<b>CIN/GLN</b>	<b>Holding/Subsidiary/Associate</b>	<b>% of shares held</b>
N.A.				


**IV. SHARE HOLDING PATTERN**
**i) Category-wise Share Holding**

Category of Shareholders	No. of Shares held at the beginning of the year 01/04/2017				No. of Shares held at the end of the year 31/03/2018				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. PROMOTER'S</b>									
<b>(1). INDIAN</b>									
(a). individual	0	23,02,800	23,02,800	54.829	0	22,95,600	22,95,600	54.657	-0.172
(b). Central Govt.	0	0	0	0	0	0	0	0	0
(c). State Govt(s).	0	0	0	0	0	0	0	0	0
(d). Bodies Corpp.	0	0	0	0	0	0	0	0	0
(e). FIINS / BANKS.	0	0	0	0	0	0	0	0	0
(f). Any Other	0	0	0	0	0	0	0	0	0
<b>Sub-total (A) (1):-</b>	<b>0</b>	<b>23,02,800</b>	<b>23,02,800</b>	<b>54.829</b>	<b>0</b>	<b>22,95,600</b>	<b>22,95,600</b>	<b>54.657</b>	<b>-0.172</b>
<b>(2). FOREIGN</b>									
(a). Individual NRI / For Ind	0	0	0	0	0	0	0	0	0
(b). Other Individual	0	0	0	0	0	0	0	0	0
(c). Bodies Corporates	0	0	0	0	0	0	0	0	0
(d). Banks / FII	0	0	0	0	0	0	0	0	0
(e). Qualified Foreign Investor	0	0	0	0	0	0	0	0	0
(f). Any Other Specify	0	0	0	0	0	0	0	0	0
<b>Sub-total (A) (2):-</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Total shareholding of Promoter (A) = (A) (1)+(A)(2)</b>	<b>0</b>	<b>23,02,800</b>	<b>23,02,800</b>	<b>54.829</b>	<b>0</b>	<b>22,95,600</b>	<b>22,95,600</b>	<b>54.657</b>	<b>-0.172</b>
<b>(B) (1). PUBLIC SHAREHOLDING</b>									
(a). Mutual Funds	0	0	0	0	0	0	0	0	0
(b). Banks / FI	0	0	0	0	0	0	0	0	0
(c). Central Govt.	0	0	0	0	1,14,848	0	1,14,848	2.734	2.734
(d). State Govt.	0	0	0	0	0	0	0	0	0
(e). Venture Capital Funds	0	0	0	0	0	0	0	0	0
(f). Insurance Companies	0	0	0	0	0	0	0	0	0
(g). FIIs	0	0	0	0	0	0	0	0	0
(h). Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
(i). Others (specify)	0	0	0	0	0	0	0	0	0
<b>Sub-total (B)(1):-</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>1,14,848</b>	<b>0</b>	<b>1,14,848</b>	<b>2.734</b>	<b>2.734</b>
<b>2. Non-Institutions</b>									
<b>(a). BODIES CORP.</b>									
(i). Indian	8,271	1,400	9,671	0.230	22,200	800	23,000	0.548	0.318
(ii). Overseas	0	0	0	0	0	0	0	0	0.000
<b>(b). Individuals</b>									
(i) Individual shareholders holding nominal share capital upto ₹1 lakh	2,84,157	4,61,615	7,45,772	17.756	2,83,677	3,61,015	6,44,692	15.350	-2.406

Category of Shareholders	No. of Shares held at the beginning of the year 01/04/2017				No. of Shares held at the end of the year 31/03/2018				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(ii) Individual shareholders holding nominal share capital in excess of ₹1 lakh	4,51,988	6,43,700	10,95,688	26.088	4,58,317	6,44,000	11,02,317	26.246	0.158
<b>(c). Other (specify)</b>									
Non Resident Indians	9,385	3,900	13,285	0.316	8,940	1,500	10,440	0.249	-0.067
Overseas Corporate Bodies	0	0	0	0	0	0	0	0	0
Foreign Nationals	0	0	0	0	0	0	0	0	0
Clearing Members	32,784	0	32,784	0.781	9,103	0	9,103	0.217	-0.564
Trusts	0	0	0	0	0	0	0	0	0
Foreign Boodies - D R	0	0	0	0	0	0	0	0	0
<b>Sub-total (B)(2):-</b>	<b>7,86,585</b>	<b>11,10,615</b>	<b>18,97,200</b>	<b>45.171</b>	<b>7,82,237</b>	<b>10,07,315</b>	<b>17,89,552</b>	<b>42.61</b>	<b>-2.561</b>
<b>Total Public Shareholding (B)=(B)(1)+ (B)(2)</b>	<b>7,86,585</b>	<b>11,10,615</b>	<b>18,97,200</b>	<b>45.171</b>	<b>8,97,085</b>	<b>10,07,315</b>	<b>19,04,400</b>	<b>45.344</b>	<b>0.173</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.000</b>
<b>Grand Total (A+B+C)</b>	<b>7,86,585</b>	<b>34,13,415</b>	<b>42,00,000</b>	<b>100.00</b>	<b>8,97,085</b>	<b>33,02,915</b>	<b>42,00,000</b>	<b>100.00</b>	<b>0</b>

### (ii) Shareholding of Promoters

SR No.	SHAREHOLDER'S NAME	Shareholding at the beginning of the year 01/04/2017			Share holding at the end of the Year 31/03/2018			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	RAWAL JITENDRASINH JAYSINH	5,95,667	14.183	0	5,95,767	14.185	0	0.002
2	RAWAL JAYDEO SINH	3,88,567	9.252	0	3,88,467	9.249	0	-0.003
3	NAYANKUWAR JITENDRASINH RAWAL	3,23,300	7.698	0	3,23,300	7.698	0	0
4	PANCHRATNA JITENDRASINH RAWAL	2,44,900	5.831	0	2,44,900	5.831	0	0
5	JAYKUMAR JITENDRASINH RAWAL	1,62,666	3.873	0	1,62,766	3.875	0	0.002
6	HANSARANI JITENDRASINGH RAWAL	1,12,700	2.683	0	1,12,700	2.683	0	0
7	SUBHADRAKUMARI JAYKUMAR RAWAL	1,08,500	2.583	0	1,08,500	2.583	0	0
8	BINANKUWAR JAYDEOSINH RAWAL	1,08,400	2.581	0	1,08,400	2.581	0	0
9	JAYENDRASINH K DESAI	63,000	1.5	0	63,000	1.5	0	0
10	KALPANA KIRTIPALSINH GOHIL	51,900	1.236	0	51,900	1.236	0	0
11	RISHIKESH JAYDEOSINH RAWAL	38,800	0.924	0	38,800	0.924	0	0
12	JAYCHANDRA AGRO INDUSTRIES PVT LTD	24,000	0.571	0	24,000	0.571	0	0
13	C J RAWAL	15,000	0.357	0	15,000	0.357	0	0
14	JAYSINHA FINANCING PVT.LTD.	10,500	0.25	0	10,500	0.25	0	0





SR No.	SHAREHOLDER'S NAME	Shareholding at the beginning of the year 01/04/2017			Share holding at the end of the Year 31/03/2018			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
15	CHHATRASINH NAGOSINH RAWAL	10,400	0.248	0	10,400	0.248	0	0
16	JAYSINH DAULATSINH RAWAL	8,800	0.21	0	2,500	0.06	0	-0.15
17	SHANTIDEVI Y JAMADAR	5,700	0.136	0	5,700	0.136	0	0
18	JAYRAJDEVI RANJITSINGH THAKORE	5,500	0.131	0	5,500	0.131	0	0
19	RAWAL TRADING ENTERPRISES PVT LTD	5,400	0.129	0	5,400	0.129	0	0
20	PREMSINH BALESINH PATIL	5,000	0.119	0	5,000	0.119	0	0
21	RANJITSINGH JAYSINGH THAKORE	4,000	0.095	0	4,000	0.095	0	0
22	SHIPRA JAYDEOSINH RAWAL	3,000	0.071	0	3,000	0.071	0	0
23	VIKRANT JAYDEOSINH RAWAL	3,000	0.071	0	3,000	0.071	0	0
24	VIJAYADEVI PREMSINH RAJPUT	2,900	0.069	0	2,900	0.069	0	0
25	TORANMAL DEVELOPEMENT PVT LTD	1,000	0.024	0	0	0	0	-0.024
26	ARJUNSINH THAKORE	200	0.004	0	200	0.004	0	0

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

Sr No.	Shareholder's Name	Shareholding at the beginning of the year			Cumulative Share holding during the Year			
		No. of Shares at the beginning / end of the Year	% of the Shares of the company	Date	Increasing/ Decreasing in shareholding	Reason	No. of shares	% of total Shares of the company
1	RAWAL JITENDRASINH JAYSINH	5,95,667	14.183	01-04-2017				
				01-09-2017	100	Buy	5,95,767	14.185
	-Closing Balance			31-03-2018			5,95,767	14.185
2	RAWAL JAYDEO SINH	3,88,567	9.252	01-04-2017				
				01-09-2017	-100	Sold	3,88,467	9.249
	-Closing Balance			31-03-2018			3,88,467	9.249
3	JAYKUMAR JITENDRASINH RAWAL	1,62,666	3.873	01-04-2017				
				15-09-2017	100	Buy	1,62,766	3.875
	-Closing Balance			31-03-2018			1,62,766	3.875
4	JAYSINH DAULATSINH RAWAL	8,800	0.209	01-04-2017				
				15-09-2017	-100	Sold	8,700	0.207
				01-12-2017	-6200	Transfer to IEPF	2,500	0.06
	-Closing Balance			31-03-2018			2,500	0.06

5	TORANMAL DEVELOPEMENT PVT LTD	1000	0.024	01-04-2017				
				28-11-2017	-1000	Transfer to IEPF	0	0
	-Closing Balance			31-03-2018			0	0

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

Sr.no	Name	No.of Shares at the beginning /end of the Year	% of the Shares of the company	Date	Increasing/ Decreasing in shareholding	Reason	No.Of shares	% of total Shares of the company
1	OM CHAMUNDA MAA TRADING PVT LTD	1,10,500	2.631	01-04-2017				
				12-06-2017	2,11,600	Transfer	3,22,100	7.669
				24-11-2017	200	Transfer	3,22,300	7.674
				08-12-2017	100	Transfer	3,22,400	7.676
	-Closing Balance			31-03-2018			3,22,400	7.676
2	INVESTOR EDUCATION AND PROTECTION FUND AUTHORITY MINISTRY OF CORPORATE AFFAIRS	0	0	01-04-2017				
				08-12-2017	1,14,848	Transfer	1,14,848	2.734
	-Closing Balance			31-03-2018		No Change	1,14,848	2.734
3	KISHORBHAI DESAI	1,07,000	2.548	01-04-2017				
	-Closing Balance			31-03-2018		No Change	1,07,000	2.548
4	RANJITSINGH SHIVAJI VAGHELA	1,02,710	2.445	01-04-2017				
	-Closing Balance			31-03-2018		No Change	1,02,710	2.445
5	CHAINSING NAVALSING RAJPUT	83,094	1.978	01-04-2017				
	-Closing Balance			31-03-2018		No Change	83,094	1.978
6	SARVADAMANSINGH RANJITSINGH VAGHELA	82,000	1.952	01-04-2017				
	-Closing Balance			31-03-2018		No Change	82,000	1.952
7	PADMABEN DESAI	59,000	1.405	01-04-2017				
	-Closing Balance			31-03-2018		No Change	59,000	1.405
8	RAHUL AGARWAL	37,749	0.899	01-04-2017				
				15-09-2017	-5	Sold	37,744	0.899
	-Closing Balance			31-03-2018			37,744	0.899



Sr .no	Name	No.of Shares at the beginning /end of the Year	% of the Shares of the company	Date	Increasing/ Decreasing in shareholding	Reason	No.Of shares	% of total Shares of the company
9	JYOTI RAJKUMAR SHARMA	30,000	0.714	01-04-2017				
	-Closing Balance			31-03-2018		No Change	30,000	0.714
10	BRIJRAJKUMARI RANJITSINGH VAGHELA	29,500	0.702	01-04-2017				
	-Closing Balance			31-03-2018		No Change	29,500	0.702
11	CHAYASING NAYANSING RAJPUT	2,11,600	5.038	01-04-2017				
				12-06-2017	-2,11,600	Sold	0	0
	-Closing Balance			31-03-2018			0	0

**(v) Shareholding of Directors and Key Managerial Personnel:**

Sr. No.	Name	Shareholding at the beginning of the year			Cumulative Shareholding during the year			% of total Shares of the company
		No.of Shares at the beginning / end of the Year	% of the Shares of the company	Date	Increasing/ Decreasing in shareholding	Reason	No.Of shares	
1	<b>JITENDRASINH J. RAWAL</b>							
	At the beginning of the year	5,95,667	14.18	01-04-2017				
				01-09-2017	100	Buy	5,95,767	14.185
	At the End of the year			31-03-2018			5,95,767	14.185
2	<b>JAYDEOSINH J. RAWAL (UP TO 22/07/2017)</b>							
	At the beginning of the year	3,88,567	9.25	01-04-2017				
				01-09-2017	-100	Sold	3,88,467	9.249
	At the End of the year			31-03-2018			3,88,467	9.249
3	<b>HANSARANI VAGHELA</b>							
	At the beginning of the year	1,12,700	2.68	01-04-2017				
	At the End of the year			31-03-2018		No Change	1,12,700	2.68
4	<b>VIKRANT JAYDEOSINH RAWAL (UP TO 16/11/2017)</b>							
	At the beginning of the year	3,000	0.07	01-04-2017				
	At the End of the year			31-03-2018		No Change	3,000	0.07
5	<b>ASHOK KOTHARY</b>							
	At the beginning of the year	0	0	01-04-2017				
	At the End of the year			31-03-2018		No Change	0	0

Sr. No.	Name	Shareholding at the beginning of the year			Cumulative Shareholding during the year			% of total Shares of the company
		No. of Shares at the beginning / end of the Year	% of the Shares of the company	Date	Increasing/ Decreasing in shareholding	Reason	No. Of shares	
6	<b>DEV PRAKASH YADAVA</b>							
	At the beginning of the year	0	0	01-04-2017				
	At the End of the year			31-03-2018		No Change	0	0
7	<b>ASHOK SHAH</b>							
	At the beginning of the year	0	0	01-04-2017				
	At the End of the year			31-03-2018		No Change	0	0
8	<b>BINDUMADHVAN RANGA VENKATESH</b>							
	At the beginning of the year	0	0	01-04-2017				
	At the End of the year			31-03-2018		No Change	0	0
9	<b>JAYSING RAJPUT</b>							
	At the beginning of the year	0	0	01-04-2017				
	At the End of the year			31-03-2018		No Change	0	0
10	<b>SUDHA R. MODI</b>							
	At the beginning of the year	0	0	01-04-2017				
	At the End of the year			31-03-2018		No Change	0	0
11	<b>G. P. CHAUDHARY</b>							
	At the beginning of the year	1,600	0.03	01-04-2017				
	At the End of the year			31-03-2018		No Change	1,600	0.03
12	<b>NAYANKUWAR JITENDRASINH RAWAL(W.E.F. 20/11/2017)</b>							
	At the beginning of the year	3,23,300	7.698	01-04-2017				
	At the End of the year			31-03-2018		No Change	3,23,300	7.698
13	<b>PANCHRATNA JITENDRASINH RAWAL(W.E.F. 20/11/2017)</b>							
	At the beginning of the year	2,44,900	5.831	01-04-2017				
	At the End of the year			31-03-2018		No Change	2,44,900	5.831



Sr. No.	Name	Shareholding at the beginning of the year			Cumulative Shareholding during the year			% of total Shares of the company
		No. of Shares at the beginning / end of the Year	% of the Shares of the company	Date	Increasing/ Decreasing in shareholding	Reason	No. Of shares	
14	<b>RIPUDAMANSINGH R. VAGHELA (W.E.F 20/11/2017)</b>	0	0	01-04-2017				
	At the beginning of the year			31-03-2018		No Change	0	0
	At the End of the year							
15	<b>SUBRAMANI SEETHARAMAN (CFO)</b>							
	At the beginning of the year	0	0	01-04-2017				
	At the End of the year			31-03-2018		No Change	0	0
16	<b>CHAITALI SALGAONKAR (CS)</b>							
	At the beginning of the year	0	0	01-04-2017				
	At the End of the year			31-03-2018		No Change	0	0

**V. INDEBTEDNESS**

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

₹ in lacs

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	2043.32	876.57	0	2919.89
ii) Interest due but not paid	0	0.00	0	0.00
iii) Interest accrued but not due	0	0.00	0	0.00
<b>Total (i+ii+iii)</b>	<b>2043.32</b>	<b>876.57</b>	<b>0</b>	<b>2919.89</b>
<b>Change in Indebtedness during the financial year</b>				
• Addition	1553.25	30.62	0	1583.87
• Reduction	(138.51)	(7.93)	0	(146.44)
<b>Net Change</b>	<b>1414.74</b>	<b>22.69</b>	<b>0</b>	<b>1437.43</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	3458.06	899.26	0	4357.32
ii) Interest due but not paid	0	0.00	0	0.00
iii) Interest accrued but not due	0	0.00	0	0.00
<b>Total (i+ii+iii)</b>	<b>3458.06</b>	<b>899.26</b>	<b>0</b>	<b>4357.32</b>

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

### A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sl.no.	Particulars of Remuneration	Name of MD/WTD/ Manager				Total Amount
		Jitendrasinh J. Rawal *	Nayankuwar J. Rawal w.e.f. 20/11/2017	G.P. Chaudhary **	Hansarani Vaghela (w.e.f. 13/08/2016) ***	
1	Gross salary					
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	59,54,400	1,95,627	11,52,000	6,72,000	79,74,027
	(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					
	<b>Total (A)</b>	<b>59,54,400</b>	<b>1,95,627</b>	<b>11,52,000</b>	<b>6,72,000</b>	<b>79,74,027</b>

\*As per terms of appointment and remuneration approved by the shareholders at the AGM held on 29/09/2015

\*\*As per terms of appointment and remuneration approved by the shareholders at the AGM held on 29/09/2017

\*\*\*As per terms of appointment and remuneration approved by the shareholders at the AGM held on 29/09/2016

### B. Remuneration to other directors:

Sl.no.	Particulars of Remuneration	"Name of Directors Manager"						Total Amount
		Ashok Kothary	Dev Prakash Yadava	Bindu Madahavan	Ashok Shah	Jaysing Rajput	Sudha Modi	
1	Independent Directors							
	• Fee for attending board / committee meetings	1,40,000	1,15,000	20,000	1,30,000	1,00,000	1,40,000	6,45,000
	• Commission							
	• Others, please specify							
	<b>Total (1)</b>	<b>1,40,000</b>	<b>1,15,000</b>	<b>20,000</b>	<b>1,30,000</b>	<b>1,00,000</b>	<b>1,40,000</b>	<b>6,45,000</b>
2	Other Non-Executive Directors	Jaydeosinh J. Rawal (upto 22/07/2017)	Vikrant J. Rawal (upto 16/11/2017)	Panchratna J. Rawal(w.e.f. 20/11/2017)	Ripudaman- singh Vaghela(w.e.f. 20/11/2017)			
	• Fee for attending board / committee meetings	0.000	0.000	0.000	0.000			
	• Commission							
	• Others, please specify							
	<b>Total (2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
	<b>Total (B)=(1+2)</b>	<b>1,40,000</b>	<b>1,15,000</b>	<b>20,000</b>	<b>1,30,000</b>	<b>1,00,000</b>	<b>1,40,000</b>	<b>6,45,000</b>
	<b>Overall Ceiling as per the Act</b>	<b>Not exceeding ₹ 1 Lakh per meeting of the Board or Committee thereof</b>						



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

Sr. No.	Particulars of Remuneration	Key Managerial Personnel		
		CFO	Company Secretary	Total
		Subramani Seetharaman	Chaitali Salgaonkar	
1	Gross salary	9,72,900	5,10,625	14,83,525
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961			
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961			
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961			
2	Stock Option			
3	Sweat Equity			
4	Commission			
	- as % of profit			
	- others, specify...			
	Others, please specify			
	<b>Total</b>	<b>9,72,900</b>	<b>5,10,625</b>	<b>14,83,525</b>

**VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:**

Type	Section of the Companies Act	“Brief Description”	“Details of Penalty / Punishment/ Compounding fees imposed”	“Authority [RD / NCLT/ COURT]”	“Authority [RD / NCLT/ COURT]”
Penalty			NA		
Punishment			NA		
Compounding			NA		
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty			NA		
Punishment			NA		
Compounding			NA		

## Annexure-D

FORM NO. AOC.2

**Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto**

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

## 1. Details of contracts or arrangements or transactions not at arm's length basis

The Company has not entered in to any contract or arrangement or transactions with its related parties which is not at arm's length during the financial year 2017-18.

## 2. Details of material contracts or arrangement or transactions at arm's length basis:

Particulars	Details	Details
(a) Name(s) of the related party and nature of relationship	M/s Unique Sugars Limited Associated Concern	M/s Shivangan Food & Pharma Product P.Ltd Associated Concern
(b) Nature of contracts/arrangements/ transactions	Job Work, Maize Starch Powder Sales, Diesel Sales, Co-Generation Unit Sales, Maize Germ Purchases and Rent Paid	Job Work, Diesel Sales, Maize Germ Purchase, Maize Gluten Maize Husk, MSP, Processing Charges Payable.
(c) Duration of the contracts/ arrangements/transactions	Job Work Period From 01.04.2017 to 31.03.2018, Rent Contract Period From 04.03.2004 to 03.03.2103. 99 Years	Job Work 01.04.2017 to 31.03.2018
(d) Salient terms of the contracts or arrangements or transactions including the value, if any:	₹1800/-Per MT of Maize Crushing Value ₹6450605/-MSP Sales of ₹3949217/-Diesel Sales of ₹838903/-Co-gen Unit Sales of ₹569276/-Maize Germ Purchases of ₹7092461/- Co-Gen Land and Land ₹22000/-PA Rent	₹1800/-Per MT of Maize Crushing Value of ₹3504224/-Diesel Sales of ₹61354/-Maize Germ of ₹2881539/-Maize Gluten of ₹2033734/-MSP of Rs 18615362/-₹1500/-Per MT of Drying Starch Value of ₹9661778/-
(e) Date(s) of approval by the Board, if any:	Approvals done time to time	Approvals done time to time
(f) Amount paid as advances, if any:	NIL	NIL

Particulars	Details	Details
(a) Name(s) of the related party and nature of relationship	M/s Jaychandra Agro Ind P.Ltd Associated Concern	M/s Rawal Agro Chem Ind P.Ltd Associated Concern
(b) Nature of contracts/arrangements/ transactions	Diesel Sales	Co-Generation Unit Sales Rent Receivable.
(c) Duration of the contracts/ arrangements/transactions	Not Fixed	Not Fixed
(d) Salient terms of the contracts or arrangements or transactions including the value, if any:	Diesel Sales of ₹38912/-on Market Value Basis	Co-gen Unit Sales of ₹321231/- Rent Received of ₹10000/-Pa
(e) Date(s) of approval by the Board, if any:	Approvals done time to time	Approvals done time to time
(f) Amount paid as advances, if any:	NIL	NIL





Particulars	Details	Details
(a) Name(s) of the related party and nature of relationship	M/s J.J.Rawal Aqua Farm Associated Concern	M/s J.J.Rawal Farm and Foods Associated Concern
(b) Nature of contracts/arrangements/ transactions	Diesel Sales	Diesel Sales
(c) Duration of the contracts/ arrangements/transactions	Not Fixed	Not Fixed
(d) Salient terms of the contracts or arrangements or transactions including the value, if any:	Diesel Sales of ₹666132/- on Market Value Basis	Diesel Sales of ₹46194/- on Market Value Basis
(e) Date(s) of approval by the Board, if any:	Approvals done time to time	Approvals done time to time
(f) Amount paid as advances, if any:	NIL	NIL

Particulars	Details	Details
(a) Name(s) of the related party and nature of relationship	M/s Rawal Trading Enterprises P.Ltd Associated Concern	Pancharatna J.Rawal Associated Concern
(b) Nature of contracts/arrangements/ transactions	Rent Payable of Mumbai Office and Godown	Tractor Rent for Tractor No. MH 18 Z 563
(c) Duration of the contracts/ arrangements/transactions	Not Fixed	Not Fixed
(d) Salient terms of the contracts or arrangements or transactions including the value, if any:	Rent Paid of Mumbai Office ₹108000/-PA Rent Paid of Godown ₹108000/-PA	Rent Paid of ₹30000/-PM as on Standard Market Cost
(e) Date(s) of approval by the Board, if any:	Approvals done time to time	Approvals done time to time
(f) Amount paid as advances, if any:	NIL	NIL

## CORPORATE GOVERNANCE

### COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE:

The Company aims at maintaining openness, credibility, transparency and accountability which form the basic principles of good corporate governance. The company is committed to Corporate Governance practices which are in the best interests of its shareholders and those associated with the Company. Corporate Governance norms promote investor confidence and ensure the integrity of the Board in conducting the affairs of the

Company. The Company has complied with the regulations of SEBI (LODR) Regulations, 2015, which deals with the Corporate Governance requirements.

### BOARD OF DIRECTORS :

The Board of Directors comprised of 12 members as on 31<sup>st</sup> March, 2018. The Company has an Executive Chairman, more than 50% of the Board comprises of Non-Executive Directors. The Executive Directors include the Chairman & Managing Director and three other Executive Directors. The Board has 6 independent directors.

### Composition, Category and other details of Directorships for the period ending 31<sup>st</sup> March, 2018 is given below :

Category	Name of Director & Designation	No of shares held by directors	No. of other Directorships	No. of Committee	
				Membership / Chairmanship	
				Membership	Chairmanship
Promoter Chairman & Managing Director	Shri. Jitendrasinh J. Rawal, Executive Chairman & Managing Director	5,95,767	5	2	1
Promoter Whole-time Director (Business Development)	Smt. Hansarani Vaghela	1,12,700	5	-	-
Whole- time director (Works)	Shri. Gulabsingh P.Chaudhary	1,600	1	-	-
Promoter Whole Time Director	Smt. Nayankuwar J. Rawal (w.e.f. 20/11/2017)	3,23,300	4	-	-
Promoter Non Executive Director	Shri .Jaydeosinh J. Rawal (upto 22/07/2017)	3,88,467	1	-	-
Non-executive Director	Shri. Ripudamansingh R. Vaghela (w.e.f. 20/11/2017)	-	4	-	-
Non-executive Director	Smt. Panchratna J. Rawal (w.e.f. 20/11/2017)	2,44,900	2	-	-
Promoter Non Executive Director	Shri. Vikrant J. Rawal (upto 16/11/2017)	3000	3	-	-
Independent Non-executive director	Shri. Dev Prakash Yadava	-	4	3	1
Independent Non-executive director	Shri. Ashok Kothary	-	9	3	1
Independent Non-executive director	Shri. Bindu Madhavan	-	0	-	-
Independent Non-executive director	Smt. Sudha R. Modi	-	2	1	-
Independent Non-executive director	Shri. Ashok C. Shah	-	0	2	-
Independent Non-executive director	Shri. Jaysing Rajput	-	6	1	1

The Executive Directors of the Company & their remuneration package which comprises of salary and other allowances, perquisites and commission as approved by the shareholders at the Annual General meetings. Annual increments are linked to performance and are decided by the Board of Directors. During the year, the managerial remuneration payable to them aggregated to ₹ 79,74,027 There is no remuneration package for the Non-executive directors of the Company. However sitting fees of ₹ 6,45,000/- has been paid to the directors for the meetings attended.

During the year under review the Board of Directors met Four times at the registered Office of the Company. These were held on:

Sr. No.	Date of Meeting	No. of Directors Present
1	29/05/2017	7
2	16/08/2017	7
3	20/11/2017	6
4	02/02/2018	10



The attendance recorded for each of the Directors at the Board Meetings during the year ended 31<sup>st</sup> March, 2018 and of the last Annual General Meeting is given below :

Name of the Director	No. of Board Meetings attended	Attendance at the last AGM	Relationship with other directors
Shri. Jitendrasinh J. Rawal	4	Yes	Husband of Nayankumar J. Rawal
Shri. G.P. Chaudhary	1	Yes	-
Shri. Jaydeosinh J. Rawal (up to 22/07/2017)	0	No	Brother of Jitendrasinh J. Rawal
Shri. Ashok Kothary	4	Yes	-
Shri. Dev Prakash Yadava	3	No	-
Shri. Jaysing Rajput	3	Yes	-
Shri. Bindu Madhavan	1	No	-
Shri. Vikrant J. Rawal	0	Yes	Nephew of Jitendrasinh J. Rawal
Smt. Sudha R. Modi	4	Yes	-
Shri. Ashok C. Shah	4	No	-
Smt. Hansarani Vaghela	4	No	Daughter of Jitendrasinh j. Rawal
Smt. Panchratna J. Rawal (w.e.f. 20/11/2017)	1	Na	Daughter of Jitendrasinh Rawal
Smt. Nayankumar J. Rawal (w.e.f. 20/11/2017)	0	Na	Wife of Jitendrasinh J. Rawal
Shri. Ripudamansingh R. Vaghela (w.e.f. 20/11/2017)	1	Na	Husband of Hansarani Vaghela

#### INDEPENDENT DIRECTORS

The Company has complied with the definition of Independence as per Regulation of SEBI (LODR) Regulations, 2015 and according to the Provisions of section 149(6) Companies Act, 2013. The company has also obtained declarations from all the Independent Directors pursuant to section 149 (7) of the Companies Act, 2013.

#### Training of Independent Directors :

Whenever new Non-executive and Independent Directors are inducted in the Board they are introduced to our Company's culture through appropriate orientation session and they are also introduced to our organization structure, our business, constitution, board procedures, our major risks and management strategy.

The Board evaluates the performance of Non-executive and Independent Directors every year. All the Non-executive and Independent Directors are eminent personalities having wide experience in the field of business, industry and administration. Their presence on the Board is advantageous and fruitful in taking business decisions.

#### Separate Meeting of the Independent Directors :

The Independent Directors held a Meeting on 23<sup>rd</sup> March, 2018 without the attendance of Non-Independent Directors and members of Management. Shri. Devprakash Yadava, Shri. Ashok Kothary, Smt. Sudha Modi and Shri. Ashok Shah, Shri. Jaysing Rajput were present in the meeting for the purpose of performance evaluation.

The following issues were discussed in detail :

- I) Reviewed the performance of non-independent directors and the Board as a whole;
- II) Reviewed the performance of the Chairperson of the Company, taking into account the views of Executive Directors and Non-Executive Directors;
- III) Assessed the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

#### AUDIT COMMITTEE :

The terms of reference of the Audit Committee were enlarged by the Board in order to cover the matters specified under revised Regulation 18 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 177 of the Companies Act, 2013.

The Company's Audit Committee comprises of Three independent Directors.

The present members of the committee are Shri. Dev Prakash Yadava, Shri. Ashok Kothary and Shri. Ashok Shah. The chairman of the committee is Shri. Ashok Kothary who has a wide experience in finance etc.

The terms of reference of the Audit Committee are as under:

- (i) To review the quarterly, half-yearly and annual financial statements of the Company.
- (ii) To review the Company's financial reporting systems.
- (iii) To review the internal control and Audit Systems.
- (iv) To review the Company's financial and risk management policies.

The Audit committee invites the Statutory Auditors, the internal Auditors, the financial advisor and also representatives from various departments of the Company wherever necessary to attend the Audit Committee meetings and to clarify queries raised by the Committee members.

4 ( Four ) Audit Committee meetings were held during the year 2017- 18. The dates on which the said meetings were held on 12/04/2017, 08/08/2017, 20/11/2017 and 02/02/2018 The attendance of each Audit Committee member is given below:

Name of the Audit Committee Member	No. of meetings attended
Shri Ashok Kothary	4
Shri Dev Prakash Yadava	4
Shri. Ashok Shah	2

## STAKEHOLDERS' RELATIONSHIP COMMITTEE/ SHAREHOLDERS' GRIEVANCE COMMITTEE:

In compliance with the provisions of section 178 of the Companies Act, 2013 and Regulation 20 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has constituted Stakeholders Relationship Committee and the terms of reference of said Committee are as follows: 1. To look into the redressal of complaints of security-holders on matters relating to transfer of shares, dematerialization of shares, non-receipt of annual report, non-receipt of dividend, matters relating to issue of new share certificates etc. 2. To look into matters that can facilitate better security-holders services and relations. 3. To consider and approve issue of share certificates on requests for duplicate certificates, consolidation of folios etc. 4. To do all such acts, deeds, matters and things as may be necessary or expedient for performing any of the above acts.

The Company has Stakeholders Relationship Committee of which Shri. Jaysing Rajput a Non-Executive Director as Chairman & Shri. Jitendrasinh J. Rawal, Shri. Dev Prakash Yadava is the Members of the committee. Formalities relating to transfer of shares are attended to at least once in a fortnight. During the year.

Ms. Chaitali Salgaonkar is the Company Secretary & Compliance Officer of the Company

Shareholders/Investors Complaints:

Particulars	Number
Number of shareholders complaints received so far:	NIL
Number not solved to the satisfaction of shareholders:	NIL
Number of pending complaints:	NIL

The terms of reference were enlarged by the Board to be in line with Section 178 of the Companies Act, 2013 and Regulation 20 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

## NOMINATION & REMUNERATION COMMITTEE:

The Committee's constitution and terms of reference are in compliance with provisions of section 178 of the Companies Act, 2013, Regulation 19 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

The Nomination & Remuneration Committee comprises of Three independent Directors. The present members of the committee are Shri. Dev Prakash Yadava, Shri. Ashok N Kothary and Smt. Sudha Modi. The chairman of the committee is Shri. Dev Prakash Yadava. This Committee shall identify the persons, who are qualified to become Directors of the Company / who may be appointed in Senior Management in accordance with the criteria laid down, recommend to the Board their appointment and removal and also shall carry out evaluation of every director's performance. Committee shall also formulate the criteria for determining qualifications, positive attributes, independence of the Directors and recommend to the Board a Policy, relating to the remuneration for the Directors, Key Managerial Personnel

and other employees. The Nomination and Remuneration Committee had one meetings during the Financial Year 2017-18 which was attended by all the members.

Nomination and Remuneration policy is attached as part of this Annual Report

## GENERAL BODY MEETINGS :

Location and time where the last 3 Annual General Meetings were held:

Year	Date	Time	Location
2016-17	29 <sup>th</sup> September, 2017	11.00 A.M.	Mhatre pen Building, B-Wing, 02 <sup>nd</sup> Floor, Senapati Bapat Marg, Dadar (West) Mumbai - 400028
2015-16	29 <sup>th</sup> September 2016	11.00 A.M.	Mhatre pen Building, B-Wing, 02 <sup>nd</sup> Floor, Senapati Bapat Marg, Dadar (West) Mumbai - 400028
2014-15	29 <sup>th</sup> September, 2015	11.00 A.M.	Mhatre pen Building, B-Wing, 02 <sup>nd</sup> Floor, Senapati Bapat Marg, Dadar (West) Mumbai - 400028

## SPECIAL RESOLUTION PASSED IN LAST THREE ANNUAL GENERAL MEETING:

Meeting	Subject matter of Special Resolution
44 <sup>th</sup> Annual General Meeting	(i) Adoption of new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013. (ii) Re-Appointment of Shri. Gulabsing Pauladsing Chaudhary (DIN 00308910) As Whole-Time Director (WORKS) of The Company with effect from 29 <sup>th</sup> January, 2017.
43 <sup>rd</sup> Annual General Meeting	(i) To appoint Smt. Hansarani Vaghela (DIN 01468168) as Whole-time Director (Business Development) for a period of three years with effect from 13 <sup>th</sup> August, 2016.
42 <sup>nd</sup> Annual General Meeting	(i) Re- appointment of Shri. Jitendrasinh J Rawal (DIN 00235016) as Chairman & Managing Director with effect from 01 <sup>st</sup> October, 2015 for a further period of three years.

The Company has not passed any resolution through Postal ballot during the financial year 2017 -18 & no special resolution is proposed to be passed in the forthcoming AGM through postal ballot.

## MEANS OF COMMUNICATION:

Half - yearly report sent to each household of shareholder	No
(i) Quarterly results	The quarterly, half-yearly and yearly results are regularly submitted to the Stock Exchange in accordance with the Listing Regulations.
(ii) Quarterly results - Which newspapers normally published in	Free Press Journal- Mumbai, Navshakti- Mumbai
(iii) Any website, where displayed	www.universalstarch.com



(iv) Whether it also displays official News releases and presentations made to institutional investors or analysts	No.
(v) Whether MD & A is a part of the Annual Report or not	Yes.
(vi) Whether Shareholder information forms part of the Annual Report	Yes.
(vii) Presentation made to insitutional investors or to the analysts	No

**GENERAL SHAREHOLDER INFORMATION :**

Annual General Meeting	29 <sup>th</sup> September, 2018 at 11.00 A.M. at Mhatre Pen Building, B-Wing, 02 <sup>nd</sup> Floor, Senapati Bapat Marg, Dadar (West), Mumbai – 400 028.
Financial Year	1 <sup>st</sup> April, 2017-31 <sup>st</sup> March, 2018
Financial Calendar :	Quarters ending – 30 <sup>th</sup> June, 30 <sup>th</sup> September, 31 <sup>st</sup> December & 31 <sup>st</sup> March, Year Ending – March 31 <sup>st</sup> AGM –September.
Dates of Book Closure :	23 <sup>rd</sup> September, 2018 to 29 <sup>th</sup> September, 2018 (both days inclusive )
Dividend Payment	NIL
The Equity Shares of the Company are listed on :	The Stock Exchange, Mumbai Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001. The Company has paid listing fees for the FY 2018-19
Stock Code :	Stock Exchange, Mumbai – 524408 ISIN No. INE113E01015 CIN: L24110MH1973PLC016247
Registrar and Transfer Agents :	M/s Sharex Dynamic ( India ) Pvt.Ltd. Unit-1, Luthra Ind.Premises, Safed Pool, Andheri Kurla Road, Andheri(E) Mumbai-400072. Phone : 2851 5606 ,28515644

**SHARE TRANSFER SYSTEM:**

The shares traded on the stock exchange are transferable through depository system. Shares in physical form are processed for transfer by the share transfer agent viz. Sharex Dynamic (India) Pvt Ltd. and are approved by the share transfer committee. The share transfers are processed within a period of 15 days from the date of its receipt.

**DISTRIBUTION SCHEDULE OF SHARES/DEBS - AS ON 31<sup>st</sup> MARCH, 2018 .**

No. of Shares	Shareholders		No. of Shares	
	Number of Holders	% of holders	Number	%
Upto - 100	818	48.92	71002	1.69
101 - 200	292	17.46	56720	1.35
201 - 500	297	17.76	113725	2.71
501 - 1000	119	7.12	101808	2.42

1001 - 5000	87	5.20	221524	5.27
5001 - 10000	21	1.26	159656	3.80
10001 - 100000	26	1.56	783807	18.66
100001 to above	12	0.72	2691758	64.09
<b>TOTAL</b>	<b>1672</b>	<b>100</b>	<b>4200000</b>	<b>100</b>

**PATTERN OF SHAREHOLDING AS ON 31<sup>st</sup> MARCH, 2018**

Sr.No.	Category	Percentage	
A	Promoters Holding		
	Indian Promoters	54.657	
	Foreign Promoters		
	Persons acting in concert		
	<b>Sub Total</b>	<b>54.657</b>	
B	Non Promoters Holding		
	Bank, Financial Inst, Insurance Co (Central/State GovtInst/Non-Govt Inst)	2.734	
	FII's		
	Private Corporate Bodies	0.548	
	Indian Public	41.595	
	NRI'S	0.249	
	Others	0	
	Clearing Members	0.217	
		<b>Sub Total</b>	<b>45.343</b>
		<b>Grand Total</b>	<b>100.00</b>

**Dematerializations of Equity Shares as on 31<sup>st</sup> March, 2018**

1)	Dematerialization Form	No. of Shares	%
	NSDL	412914	9.83
	CSDL	484171	11.53
	<b>Total</b>	<b>897085</b>	<b>21.36</b>
2)	Physical Form	3302915	78.64
		<b>4,200,000</b>	<b>100.00</b>

**Market price data:**

The details of monthly highest and lowest closing quotations of the equity shares of the company at the Stock Exchange – Mumbai during the financial year 2017–2018 are as under:

Month	Quotations at Mumbai Stock Exchange	
	High ( ₹ )	Low ( ₹ )
April- 2017	29.40	28.00
May – 2017	27.95	27.95
June- 2017	29.30	25.65
July- 2017	26.95	26.00
August- 2017	26.25	24.25

September- 2017	24.30	18.10
October- 2017	18.05	17.00
November- 2017	27.95	18.00
December- 2017	26.00	23.10
January- 2018	24.25	23.05
February -2018	32.50	23.00
March -2018	35.90	25.40

## OUTSTANDING GDR'S/ADRS/WARRANTS/CONVERTIBLE INSTRUMENTS AND THEIR IMPACT ON EQUITY:

The Company has not issued any GDR's /ADRs / Convertible Instruments.

## COMMODITY PRICE RISK/ FOREIGN EXCHANGE RISK AND HEDGING:

The Company did not engage in hedging activities.

Plant Location : Rawal Industrial Estate,  
Dada Nagar, Dondaicha,  
Dhule District, Maharashtra – 425 408.

Address for Correspondance : Universal Starch – Chem Allied Limited  
Mhatre Pen Building  
'B' – Wing, 2<sup>nd</sup> Floor,  
Senapati Bapat Marg, Dadar (West)  
Mumbai – 400 028  
Tel : (022) 24362210  
Fax : (022) 24305969  
e-mail : mumbai@universalstarch.com/  
chaitalis@universalstarch.com

Website : www.universalstarch.com

## DISCLOSURES :

There are no materially significant transactions of the Company with related parties i.e., Promoters, Directors or the Management, their subsidiaries or relatives, which may have potential, conflict with the interests of the Company at large. However, the Company has annexed to the accounts, a list of related parties and the transactions entered into with them.

No penalties or strictures have been imposed on the company by the Stock Exchanges or SEBI or any statutory authority on any matter related to Capital markets during the last three years.

Pursuant to the provisions of Schedule IV of the Companies Act, 2013 ("the Act"), SEBI (LODR) Regulations, 2015, Terms and Conditions for Appointment of Independent directors are posted on the website of the Company <http://www.universalstarch.com/http://universalstarch.com/Terms%20and%20Conditions%20of%20Appointment%20of%20Independent%20Directors.pdf>

Details of the familiarisation programme of the Independent

directors is posted on the website of the Company [www.universalstarch.com](http://www.universalstarch.com) and its weblink is <http://universalstarch.com/Policy%20on%20Familiarization%20Programmes%20for%20Independent%20Directors.pdf>.

Whistle Blower Policy/ Vigil Mechanism: The Company has established a Vigil Mechanism for directors and employees to report genuine concerns. The vigil mechanism provide for adequate safeguards against victimization of person who use Vigil Mechanism and also provide for direct access to the Chairman of the Audit Committee in appropriate and exceptional cases. The details of Vigil Mechanism is displayed on the website of the Company [www.universalstarch.com](http://www.universalstarch.com) and its weblink is <http://universalstarch.com/Whistle%20blower%20policy.pdf>.

Policy on dealing with related party transactions is posted on the website of the Company [www.universalstarch.com](http://www.universalstarch.com) and its weblink is <http://universalstarch.com/Policy%20on%20Related%20Party%20Transactions.pdf>.

The Company has complied with the various rules and regulations prescribed by the Stock Exchanges, Securities and Exchange Board of India and any other statutory authority relating to capital markets. No penalties or strictures have been imposed by them on the Company.

In the preparation of financial statements, the Company has followed Generally Accepted Accounting Principles (followed in India) as prescribed in Accounting Standards.

In accordance with the requirements of SEBI (Prohibition of Insider Trading) Regulations, 2015, the company has instituted a code of conduct for prohibition of insider trading in the company's shares.

As stipulated by SEBI, a qualified Practising Company Secretary carries out the Reconciliation of Share Capital Audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and paid-up capital. This audit is carried out every quarter and the report thereon is submitted to the stock exchanges and is placed before the board of directors of the Company. The audit, inter alia, confirms that the listed and paid up capital of the company is in agreement with the aggregate of the total number of shares in dematerialized form held with NSDL and CDSL and the total number of shares in physical form.

Corporate Identity Number (CIN) of the company, allotted by the Ministry of Corporate Affairs, Government of India is L24110MH1973PLC016247.

As required by Regulation 26(3) of the SEBI Listing Obligations and Disclosure Requirements (LODR), Regulations, 2015, Declaration regarding Compliance by Board Members and Senior Management Personnel with the Company's Code of Conduct is provided in the Annual Report.

As part of the green initiative process, the company has taken an initiative of sending documents like notice calling Annual General meeting, Corporate Governance Report, Directors Report, audited Financial Statements, Auditors Report, Dividend intimations etc.,



by email. Physical copies are sent only to those shareholders whose email addresses are not registered with the company and for the bounced-mail cases. Shareholders are requested to register their email id with Registrar and Share Transfer Agent / concerned depository to enable the company to send the documents in electronic form or inform the company in case they wish to receive the above documents in paper mode.

The Company has complied with all the mandatory requirements of all the Regulations of SEBI Listing Obligations and Disclosure Requirements (LODR), Regulations, 2015. Adoption of non-mandatory requirements of the Regulations of SEBI (LODR), Regulations, 2015 is being reviewed by the Board from time to time.

For on behalf of the Board,

Place : Mumbai  
Date : 11<sup>th</sup> August, 2018

**Jitendrasinh J. Rawal**  
Chairman & Managing Director  
DIN: 00235016

## CORPORATE GOVERNANCE

## COMPLIANCE CERTIFICATE

### Corporate Identification No. of the Company –

L24110MH1973PLC016247 Nominal Capital: ₹6 Crores

To, The Members,

### Universal Starch-Chem Allied Ltd. Mumbai

We have examined all relevant records of Universal Starch Chem Allied Ltd. for the purpose of certifying compliance of conditions of Corporate Governance under the Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchange(s) for the financial year ended 31<sup>st</sup> March, 2018. We have obtained all the information and explanation, which to the best of our knowledge and belief were necessary for the purpose of certification. The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to review procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. On the basis of our examination of the records produced explanations and information furnished we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. We further state that, such compliance is neither an assurance as to the future viability of the company, nor the efficiency of effectiveness with which the management has conducted the affairs of the Company.

**Mrs. Leena Agrawal**  
Proprietress

### Leena Agrawal & Co

Practising Company Secretaries  
Certificate of Practice No. 7030  
Membership No. 19600

Place :Mumbai  
Date: 11<sup>th</sup> August, 2018

### DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT

In accordance with Regulation 26(3) of the SEBI Listing Obligations and Disclosure Requirements (LODR) Regulations, 2015, I hereby confirm that, all the Directors and the Senior Management Personnel of the Company have affirmed compliance to their respective codes of Conduct, as applicable to them for the Financial year ended 31<sup>st</sup> March, 2018.

Place : Mumbai  
Date: 11<sup>th</sup> August, 2018

**Jitendrasinh J. Rawal**  
Chairman & Managing Director  
DIN: 00235016

## MANAGEMENT DISCUSSION AND ANALYSIS

### A) INDUSTRY STRUCTURE AND DEVELOPMENT :

Your Company has entered 45<sup>th</sup> year of operation and is a leading Producer of Starch based Products in India and having a plant at Rawal Industrial Estate, Dada Nagar, Dondaicha, Dist. Dhule. Our Products find application in various industry segments like Food, Paper, Textiles, Pharmaceuticals and confectionery. The day to day management of the Company is looked after by Executive Chairman & Managing Director along with other whole Time Executive Directors assisted by team of competent, Technical and Commercial Professionals. Further details of the company can be obtained by visiting the website [www.universalstarch.com](http://www.universalstarch.com).

### B) OPPORTUNITIES, THREATS, RISKS AND CONCERNS:

Private consumption combined with ongoing structural reforms are expected to continue to boost economic activity in India. More transparent regulatory environment and evolving food laws are making India emerge as an attractive business destination, creating opportunities for investment and growth especially in the processed foods sector. Consumers in India are fast evolving; they are young, aspirational and have higher disposable income. The young India is more health and fitness conscious. Rise in lifestyle diseases has also prompted the Indian consumers to evaluate their food habits more closely and make lifestyle changes, where required. A faster pace of growth in manufacturing at 9.1 per cent, compared with 6.1 per cent a year ago, helped lift overall economic growth in the Jan-March quarter.

**Change in Government Policies:** Your Company has threat from any substantial change of government policy that has direct or indirect effect to our business. **Technology advancement:** New technological disruption in present scenario is always threat to an ongoing business. We try to minimize the threat by continuously evolving and advancing our technology to latest to improve efficiency in the work operations.

Government policies, mandates, and regulations specifically affecting the agricultural sector and related industries; regulatory policies or matters that affect a variety of businesses; and political instability could adversely affect the Company's operating results.

### C) INTERNAL CONTROL SYSTEM :

The Company has in place adequate internal control systems and procedures commensurate with the size and nature of its business. These systems and procedures provide reasonable assurance of maintenance of proper accounting records, reliability of financial information, protection of resources and safeguarding of assets against unauthorized use. The internal auditors conduct audits of various departments based on an annual audit plan. The planning and conduct of internal audits are oriented towards the review of controls in management

of the company's activities. The internal auditors report significant audit observations to the Audit Committee of the Board of Directors. The committee meets at regular intervals during the year to review audit observations and follow-up implementation of corrective actions. The committee also discusses with the company's statutory Auditors to ascertain their views of adequacy of internal control systems in the Company. The Committee submits its observations to the Board of Directors.

### D) HUMAN RESOURCE & DEVELOPMENT.

It is your company's belief that the competence and commitment of its people are key drivers of competitive advantage enabling your company to deliver unique customer value and complete successfully in the market place.

Your company's human resources management systems and processes aim to create a responsive, market focused, customer centric culture and enhance organizational vitality, so that each business is made more competitive and equipped to seize emerging market opportunities. The staff and executives of the company are sponsored for attending various seminars to upgrade their knowledge bank. The company's continuing focus on human resources will help it to create and retain critical skills and scale up to meet the market demand. During the year under review the industrial relations with the workman at various units of the company were by and large peaceful and cordial.

### E) FINANCIAL PERFORMANCE

Your Company's Gross Sales for the year amounting to `20160 Lacs as compared to ` 22771 Lacs of last year. The profit before tax for the year under review stood at ` 90 Lacs as compared to loss of ` 597 Lacs in 2016-2017.

### F) BUSINESS OUTLOOK :

The year 2018-2019 offers reasonably improved picture in terms of the growth in starch industry in comparison with previous years. Your company has entered into new export markets which will in turn increase the turnover further.

### G) CAUTIONARY STATEMENT :

Statements in this respect of Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations or predictions may be forward looking statements within the meaning of applicable security laws or regulations. Actual result could differ materially from those expressed or implied, depending upon economic conditions, changes in Government regulations and policies, demand, supply and price conditions, political and economic developments within and outside the country and various incidental factors. The Company assumes no responsibility to publicity amends, modify or revise any forward looking statements on the basis of any subsequent developments, information or events.



## INDEPENDENT AUDITOR'S REPORT

To,  
The Members of  
**Universal Starch Chem Allied Limited**

### Report on the Standalone Financial Statements

We have audited the accompanying standalone Ind AS financial statements of M/s. Universal Starch-Chem Allied Limited ("the Company"), which comprise the Balance Sheet as at March 31<sup>st</sup>, 2018, and the Statement of Profit and Loss (including other comprehensive income), the Cash Flow Statement and the Statement of Changes in Equity for the year ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "standalone Ind AS financial statements").

### Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone Ind AS financial statements to give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### Auditor's Responsibility

Our responsibility is to express an opinion on these standalone Ind AS 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 and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. 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

standalone Ind AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone Ind AS 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 standalone Ind AS 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 standalone Ind AS financial statements.

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

### Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Ind AS 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 including Ind AS, of the financial position of the Company as at 31<sup>st</sup> March, 2018, and its financial performance including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

### Report on Other Legal and Regulatory Requirements

1. As required by 'the Companies (Auditor's Report) Order, 2016', issued by the Central Government of India in terms of sub section (11) of section 143 of the Act (hereinafter referred to as "Order"), we give in the Annexure A, statement of 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 purposes 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, Statement of Profit and Loss including other comprehensive income, the Cash Flow Statement and the statement of changes in equity dealt with by this Report are in agreement with the books of accounts of the company.
  - d) In our opinion, the aforesaid standalone Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - e) On the basis of the written representations received from the Directors as on March 31, 2018, taken on record by the Board of Directors, none of the Directors is disqualified as on March 31, 2018 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 and
- g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our knowledge and belief and according to the information and 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 has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company during the year ended March 31, 2018.

**For S M Gupta & Co.**  
Chartered Accountants  
FRN No: 310015E

**Neena Ramgarhia**  
Partner  
Membership No: 067157

Place: Mumbai  
Date: 30<sup>th</sup> May, 2018

## Annexure-A to the Independent Auditors' Report

**(Referred to in Paragraph 1 of the Independent Auditors' Report to the Members of even date)**

**i. In respect of Fixed Assets:**

- (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets;
- (b) As explained to us, the Management of the Company has physically verified these fixed assets at reasonable intervals and no material discrepancies were noticed on such verification.
- (c) The title deeds of immovable properties are held in the name of the Company.

**ii. In respect of Inventories:**

- (a) The stock of inventory has been physically verified by the management at reasonable intervals during the year.
  - (b) The Company has made proper records of inventory. As explained to us, the discrepancies between the physical inventory and the books records noticed on physical verification were not material.
- iii. According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured to Companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under Section 189 of the Companies Act, 2013. Accordingly, the sub-points of paragraph 3(iii) of the order is not applicable.
  - iv. According to the information and explanation provided to us, the Company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 in respect of loan, investments, guarantees and security.
  - v. According to information and explanations provided to us, the company has not obtained deposit from public as defined according to the provisions of Section 73 to 76 of the Companies Act, 2013 and the Rules framed thereunder.
  - vi. We have broadly reviewed the books of accounts maintained by the company in pursuance to the rules made by the Central Government for maintenance of cost records under sub-section (1) of section 148 of the Act, for the certain products of the company and are of the opinion that prima facie and prescribed accounts and records have been maintained. We have not, however, made a detailed examination of the records with a view to determine whether they are accurate or complete.

**vii. In respect of Statutory Dues:**

- (a) According to information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is generally regular in depositing the undisputed statutory dues, including provident fund, employees' state insurance, duty of customs, duty of excise, income tax, sales tax, service tax, value added tax, goods and service tax, cess and other material statutory dues, as applicable, with the appropriate authorities.
- (b) According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund,

employees' state insurance, duty of customs, duty of excise, income tax, sales tax, service tax, value added tax, goods and service tax, cess and other material statutory dues were in arrears as at March 31<sup>st</sup>, 2018 for a period of more than six months from the date they became payable.

- viii. In our opinion and according to the information and explanations provided to us, the company has not defaulted in repayment of loan or borrowings to financial institutions, banks, Government or debenture holders.
- ix. The company has not raised any money via initial public offer or by way of further public offer or term loans and hence reporting under para 3(ix) of the Order is not applicable.
- x. According to the information and explanations given to us, we have neither come across any instance of material fraud on or by the Company by its officers or employees, noticed or reported during the year, nor have we been informed of any such case by the Management.
- xi. The Company has paid or provided managerial remuneration during the year under audit in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act.
- xii. In our opinion, the company is not a Nidhi Company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- xiii. According to the information and explanations provided to us, and based on our examination of the records of the Company, all transactions with the related parties are in compliance with Section 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the standalone Ind AS financial statements as required by the applicable Indian accounting standards.
- xiv. During the year, the Company has not made any preferential allotment or private placement of shares or fully or partly paid convertible debentures and hence reporting under clause 3 (xiv) of the Order is not applicable to the Company.
- xv. According to the information and explanations provided to us, and based on our examination of the records of the Company, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- xvi. The Company is not required to be registered under section 45-1A of the Reserve Bank of India Act, 1934.

**For S M Gupta & Co.**  
Chartered Accountants  
FRN No: 310015E

**Neena Ramgarhia**  
Partner

Place: Mumbai  
Date: 30<sup>th</sup> May, 2018

Membership No: 067157

## Annexure - B to the Independent Auditor's Report

(Referred to in Paragraph 3(f) of the Independent Auditors' Report of even date)

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

We have audited the internal financial controls over financial reporting of Universal Starch-Chem Allied Limited ("the Company") as of March 31<sup>st</sup>, 2018 in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended on that date.

#### Management's Responsibility for Internal Financial Controls

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

#### Auditors' Responsibility

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

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

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

#### Meaning of Internal Financial Controls over Financial Reporting

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

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

#### Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

#### Opinion

In our opinion the Company has in all material respects, an adequate internal financial control system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31<sup>st</sup> March 2018, based on the internal control over financial reporting criteria established by the company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For S M Gupta & Co.**  
Chartered Accountants  
FRN No: 310015E

**Neena Ramgarhia**  
Partner  
Membership No: 067157

Place: Mumbai  
Date: 30<sup>th</sup> May, 2018



**BALANCE SHEET AS AT 31 ST MARCH, 2018**

Amount in (₹)

Particulars	Note No	Amount in (₹)		
		As at 31 <sup>st</sup> March, 2018	As at 31 <sup>st</sup> March, 2017	As at 1 <sup>st</sup> April, 2016
<b>ASSETS</b>				
<b>Non-current assets</b>				
Property, plant and equipment	3A	497,274,195	524,970,868	541,388,888
Investment Property	3B	2,683,145	2,745,345	2,807,545
Intangible assets	3C	151,410	565,321	226,892
Capital Work in Progress	3D	6,354,977	2,859,556	-
Financial assets				
- Non-Current investments	4	1,620,513	1,653,904	1,769,213
- Other Non Current Financial Assets	5	20,937,520	20,708,844	17,623,283
Other Non current assets	6	1,183,475	1,352,542	1,521,610
<b>Current assets</b>				
Inventories	7	151,937,631	167,410,964	192,356,729
Financial assets				
- Trade and other receivables	8	252,316,395	208,470,667	197,015,040
- Cash and cash equivalents	9	24,582,241	24,182,844	25,328,486
- Other Financial Current Assets	10	83,090,632	63,388,951	25,805,983
Other current assets	11	1,120,095	37,308,165	37,509,194
<b>TOTAL</b>		<b>1,043,252,229</b>	<b>1,055,617,971</b>	<b>1,043,352,863</b>
<b>EQUITY AND LIABILITIES</b>				
<b>Equity</b>				
Equity Share capital	12	42,000,000	42,000,000	42,000,000
Other equity	13	92,986,742	88,719,613	126,617,037
<b>Non-current liabilities</b>				
Financial liabilities				
- Long term borrowings	14	278,269,996	148,130,984	206,846,147
Deferred tax liabilities (Net)	15	53,727,967	47,851,994	64,352,643
<b>Current liabilities</b>				
Financial liabilities				
- Short term borrowings	16	90,975,724	101,579,088	115,462,205
- Trade and other payables	17	372,366,013	533,485,900	389,620,300
- Other Current Financial Liabilities	18	66,485,972	42,046,291	38,470,465
Other current liabilities	19	36,258,621	12,527,367	12,982,449
Short-term provisions	20	10,181,194	39,276,734	47,001,617
<b>TOTAL</b>		<b>1,043,252,229</b>	<b>1,055,617,971</b>	<b>1,043,352,863</b>

See accompanying notes to the financial statements

As per our Report of even date attached

**For S M Gupta & Co.**  
CHARTERED ACCOUNTANTS  
FRN 310015 E

PARTNER: Neena Ramgarhia  
Membership No. 067157

**PLACE : MUMBAI**  
**DATE : 30<sup>th</sup> May, 2018**

**FOR AND ON BEHALF OF THE BOARD**

**CHAIRMAN & MANAGING DIRECTOR** : JITENDRASINH J. RAWAL  
DIN 00235016

**WHOLE TIME DIRECTORS** : H. R. VAGHELA  
DIN 01468168  
: G. P. CHAUDHARY  
DIN 00308910

**CHIEF FINANCIAL OFFICER** SUBRAMANI SEETHARAMAN

**COMPANY SECRETARY** : C. V. SALGAONKAR  
Membership No. A40261

**PLACE : MUMBAI**  
**DATE : 30<sup>th</sup> May, 2018**

**PROFIT AND LOSS STATEMENT FOR THE PERIOD ENDED 31 ST MARCH, 2018**

Amount in (₹)

Particulars	Note No	For the year ended 31 <sup>st</sup> March, 2018	For the year ended 31 <sup>st</sup> March, 2017
Income			
Revenue from Operations	21	1,978,461,580	2,142,204,121
Other Income	22	10,010,300	28,134,970
<b>Total revenue</b>		<b>1,988,471,880</b>	<b>2,170,339,091</b>
<b>Expenses</b>			
Cost of materials consumed	23	1,617,503,769	1,875,494,905
Changes in inventories of finished goods, work in progress and stock-in-trade	24	31,805,082	6,281,031
Employee benefit expense	25	74,177,924	72,980,845
Finance cost	26	36,261,304	38,858,411
Depreciation and amortisation expense		39,671,721	42,172,460
Other expense	27	179,995,490	194,293,392
<b>Total expenses</b>		<b>1,979,415,290</b>	<b>2,230,081,044</b>
<b>Profit/ (loss) before exceptional items and tax</b>		<b>9,056,590</b>	<b>(59,741,953)</b>
Exceptional items		-	-
<b>Profit/ (loss) before tax</b>		<b>9,056,590</b>	<b>(59,741,953)</b>
a) Current tax		1,818,215	-
b) Deferred tax		4,750,221	(17,569,425)
<b>Tax expense</b>		<b>6,568,436</b>	<b>(17,569,425)</b>
<b>Profit/ (loss) for the Year</b>		<b>2,488,154</b>	<b>(42,172,528)</b>
<b>Other comprehensive income</b>	28		
- Items that will not be reclassified to profit or loss		5,628,758	5,343,880
- Income tax relating to items that will not be reclassified to profit or loss		(1,125,752)	(1,068,776)
<b>Total other comprehensive income</b>		<b>4,503,006</b>	<b>4,275,104</b>
<b>Total comprehensive income for the year</b>		<b>6,991,160</b>	<b>(37,897,424)</b>
<b>Earnings per equity share</b>			
a) Basic		0.59	(10.04)
b) Diluted		0.59	(10.04)

Note : See accompanying notes to the financial statements

As per our Report of even date attached

**For S M Gupta & Co.**  
CHARTERED ACCOUNTANTS  
FRN 310015 E

**FOR AND ON BEHALF OF THE BOARD**

**CHAIRMAN &  
MANAGING DIRECTOR** : JITENDRASINH J. RAWAL  
DIN 00235016

**WHOLE TIME DIRECTORS** : H. R. VAGHELA  
DIN 01468168  
: G. P. CHAUDHARY  
DIN 00308910

**CHIEF FINANCIAL OFFICER** SUBRAMANI SEETHARAMAN

PARTNER: Neena Ramgarhia  
Membership No. 067157

**COMPANY SECRETARY** : C. V. SALGAONKAR  
Membership No. A40261

**PLACE : MUMBAI**  
**DATE : 30<sup>th</sup> May, 2018**

**PLACE : MUMBAI**  
**DATE : 30<sup>th</sup> May, 2018**



**CASH FLOW STATEMENT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2018**

Amount in (₹)

	For the year ended 31 <sup>st</sup> March, 2018	For the year ended 31 <sup>st</sup> March, 2017	
<b>A</b>			
<b>NET PROFIT BEFORE TAX</b>	<b>9,056,590</b>		(59,741,953)
ADJUSTMENT FOR :			
Unrealised Interest Income -Ind-AS Adjustment	(128,360)	(116,690)	
Other Rent -Ind-AS Adjustment	169,068	169,068	
Depreciation	39,671,721	42,172,460	
Interest (Net)	34,058,710	36,624,697	
Dividend Income	(64,575)	(66,975)	
Loss of Fixed Assets Discard	284,800	-	
Provision for Leave Encashment	472,932	(7,724,883)	71,057,677
<b>OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES</b>	<b>83,520,886</b>		11,315,724
ADJUSTMENT FOR :			
Trade and Other Receivable	(61,510,767)	(48,889,943)	
Inventories	15,473,334	24,945,765	
Trade and other Payables	(112,948,953)	146,986,343	123,042,165
<b>CASH GENERATED FROM OPERATIONS</b>	<b>(75,465,500)</b>		134,357,889
<b>NET CASH FROM OPERATING ACTIVITIES</b>	<b>(75,465,500)</b>		134,357,889
<b>B. CASH FLOW FROM INVESTING ACTIVITIES :</b>			
Purchase of Fixed Assets	(10,477,635)	(23,431,035)	
Sale/Adj. of Fixed Assets	930,626	-	
Purchase / Sale of Investment	(70,000)	-	
Increase / Decrease in Deposits	(2,964,702)	239,377	
Dividend Received	64,575	66,975	
Interest Received	2,202,594	2,233,714	
<b>NET CASH USED IN INVESTING ACTIVITIES</b>	<b>(10,314,542)</b>		(20,890,969)
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>			
Increase / Decrease in Long Term Borrowing	130,139,013	(58,715,164)	
Increase / Decrease in Short Term Borrowing	(10,603,363)	(13,883,117)	
Interest Paid	(36,261,304)	(38,858,411)	
<b>NET CASH USED FINANCING ACTIVITIES</b>	<b>83,274,346</b>		(111,456,692)
<b>NET INCREASE IN CASH AND CASH EQUIVALENTS (A+B+C)</b>	<b>(2,505,696)</b>		2,010,228
OPENING BALANCE:-			
-CASH AND CASH EQUIVALENTS	24,182,844	25,328,486	
-FDR MATURING BEYOND 12 MONTHS	8,895,108	5,739,238	31,067,724
CLOSING BALANCE:-			
-CASH AND CASH EQUIVALENTS	24,582,241	24,182,844	
-FDR MATURING BEYOND 12 MONTHS	5,990,015	8,895,108	33,077,952

As per our Report of even date attached

**For S M Gupta & Co.**  
CHARTERED ACCOUNTANTS  
FRN 310015 E

PARTNER: Neena Ramgarhia  
Membership No. 067157

**PLACE : MUMBAI**  
**DATE : 30<sup>th</sup> May, 2018**

**FOR AND ON BEHALF OF THE BOARD**

**CHAIRMAN & MANAGING DIRECTOR** : JITENDRASINH J. RAWAL  
DIN 00235016

**WHOLE TIME DIRECTORS** : H. R. VAGHELA  
DIN 01468168  
: G. P. CHAUDHARY  
DIN 00308910

**CHIEF FINANCIAL OFFICER** : SUBRAMANI SEETHARAMAN

**COMPANY SECRETARY** : C. V. SALGAONKAR  
Membership No. A40261

**PLACE : MUMBAI**  
**DATE : 30<sup>th</sup> May, 2018**

**NOTE NO.1 COMPANY INFORMATION**

Universal Starch Chem Allied Limited (the 'Company') is a domestic public limited Company and is listed on the Bombay Stock Exchange Limited (BSE). The company is one of the leading Starch Manufacturing Company, manufacturing different grades of Starch for industries like Textile, Paper, Pharmaceutical, Food Grade etc

**NOTE NO.2 SIGNIFICANT ACCOUNTING POLICIES****a) Basis for the preparation of accounts**

The accounts have been prepared in accordance with IND AS and Disclosures thereon comply with requirements of IND AS, stipulations contained in Schedule- III (revised) as applicable under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules 2014, Companies (Indian Accounting Standards) Rules 2015 as amended from time to time, other pronouncement of ICAI, provisions of the Companies Act and Rules and guidelines issued by SEBI as applicable. Upto financial year ended on 31<sup>st</sup> March 2017, the company has prepared the accounts according to the Previous GAAP. The financial statements for the year ended 31<sup>st</sup> March 2018 are the first to have been prepared in accordance with IND AS. Opening balance sheet as on 1<sup>st</sup> April 2016 and 31<sup>st</sup> March 2017 have been presented as comparatives. The transition was carried out retrospectively as on the transition date which is 1<sup>st</sup> April 2016, and for any variation in the amounts represented in the comparative balance sheet vis-à-vis earlier presentation, reconciliation is given as part of notes. Assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in revised Schedule – III to the Companies Act, 2013.

**b) Property, Plant and equipment**

Property, plant and equipments are stated at cost, net of recoverable taxes, trade discount and rebates less accumulated depreciation and impairment loss, if any. Such cost includes purchase price, and any cost directly attributable to bringing the asset to its working condition for its intended use. Subsequent costs are included in the asset's carrying amount. Depreciation on property, plant and equipment is provided based on useful life of the assets prescribed in Schedule II to the Companies Act, 2013. During sales of fixed assets any profit earned / loss sustained towards excess / shortfall of sale value vis-a-vis carrying cost of assets is accounted for in statement of profit & loss.

**c) Intangible Assets**

Intangible Assets are stated at cost, net of recoverable taxes, trade discount and rebates less accumulated depreciation and impairment loss, if any. Such cost includes purchase price, and any cost directly attributable to bringing the asset to its working condition for its intended use. Subsequent costs are included in the asset's carrying amount. Amortisation

policies applied to the companies intangible assets namely Computer software is over the period of 6 years. Gains/Losses arising from derecognition of intangible assets are measured as a difference between the net disposal proceeds and the carrying amount of the assets are recognised in the statement of profit and loss account.

**d) Investment Property**

Properties held to earn rentals or / and for capital appreciation but not for sale in the ordinary course of business, are categorized as investment properties. Fair value of investments properties under each category are disclosed in the notes. Fair values are determined on the estimation based on available sources from market. Depreciation measured on life of the assets base.

**e) Use of estimates and Judgements**

In preparation of the financial statements, the Company makes judgements, estimates and assumptions about the carrying values of assets and liabilities that are not readily apparent from other sources. The estimates and the associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and the underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised and future periods affected.

Significant judgements and estimates relating to the carrying values of assets and liabilities include useful lives of property, plant and equipment and intangible assets, impairment of property, plant and equipment, intangible assets and investments, provision for employee benefits and other provisions, recoverability of deferred tax assets, commitments and contingencies.

**f) Operating Cycle**

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013 and IndAS 1 – Presentation of Financial Statements, based on the nature of products and the time between the acquisition for processing and their realisation in cash and cash equivalents.

**g) Borrowing/Finance Cost**

Borrowing cost that are directly attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets. All other borrowing cost are charged to the statement of profit and loss for the period for which they are incurred.

**h) Revenue Recognition**

Revenue is measured at the fair value of the consideration received or receivable. Amounts disclosed as revenue are exclusive of goods and service



tax, trade allowances, rebates, value added taxes and amounts collected on behalf of third parties.

The company recognises revenue when the amount of revenue can be reliably measured, and it is probable that the future economic benefits will flow to the entity. The company bases its estimates on historical results, taking into consideration the type of customer, the type of transaction and the specifics of each arrangement.

Sale of goods is recognised on transfer of significant risks and rewards of ownership which is generally on dispatch of goods. Revenue on rendering of services is recognised when the performance of agreed contractual task has been completed. Interest income from financial asset is recognised at contractual interest rate method. Dividend is recognised when the company's right to receive the payment has been established.

**i) Government Subsidy /Grant**

Government Grant is recognized only when there is a reasonable assurance that the entity will comply with the conditions attaching to them and the grants will be received. Grants related to income are treated as other income in statement of profit & loss .

**j) Cash & Cash Equivalent**

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of twelve months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

**k) Income tax and deferred tax**

The liability of company on account of Income Tax is computed considering the provisions of the Income Tax Act, 1961. Deferred tax is provided using balance sheet approach on temporary differences at the reporting date as difference between the tax base and the carrying amount of assets and liabilities. Deferred tax asset is recognized subject to the probability that taxable profit will be available against which the temporary differences can be reversed. Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date. Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). 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 taxes relate to the same taxable entity and the same taxation authority.

**l) Inventories**

Inventories are valued at the lower of cost or net realizable value. Cost includes purchase price, duties, transport & handing costs and other costs directly attributable to the acquisition and bringing the inventories to their present location and condition. The basis of determination of cost remains as follows: a) Raw material, FIFO Basis. b) Stores & spares: FIFO Basis. c) Work-in-progress: Cost of input plus overhead upto the stage of completion. d) Finished Goods: Cost of input plus appropriate overhead with the company at the time of resignation/superannuation. The gratuity is paid @15 days salary for every completed year of service as per the Payment of Gratuity Act 1972.

The scheme is funded with Life insurance corporation in the form of qualifying insurance policy with premium determined through actuary.

**m) First time adoption of Ind -As**

The company has adopted Ind As with effect from 01<sup>st</sup> April 2017 with comparatives being restated .Accordingly the impact of transition has been provided in the opening reserves as on 01<sup>st</sup> April 2016. The figures for the previous period has been restated , regrouped, reclassified wherever required to comply with the requirement of Ind As and Schedule III.

Exemptions from retrospective application :

Fair value as deemed cost exemption : The company has elected to measure items of property, plant ,equipment and intangible assets at its carrying value at the transition date except for certain class of asset (Land) which are measured at fair value as deemed cost

**n) Employee benefits**

Short Term Employee Benefits

The undiscounted amount of short term employee benefits expected to be paid in exchange for the services rendered by employees are recognised as an expense during the period when employees render the services.

Post-Employment Benefits

Defined Contribution Plans

A defined contribution plan is a post-employment benefit plan under which the Company pays specified contributions

to a separate entity. The Company makes specified monthly contributions towards Provident Fund and Pension Scheme. The Company's contribution is recognised as an expense in the Statement of Profit and Loss during the period in which the employee renders the related service.

Defined Benefit Plans

The Company pays gratuity to the employees whoever has completed five years of service

**o) Provisions ,Contingent Liability and Contingent Assets**

Disputed liabilities and claims against/by the company including claims raised by fiscal authorities (e.g. Sales Tax, Income Tax Excise etc.) pending in appeal / court for which no reliable estimate can be made, contingent asset/Liability are recognized as required .

**p) Earning Per share**

Basic Earnings per share is calculated by dividing the net profit for the period attributable to equity shareholders by the number of equity shares outstanding during the period. For the purpose of calculating diluted earnings per share, the net profit for the period attributed to equity shareholders and the weighted average number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares. There is no any dilutive potential equity share holders, Basic earning per share would be same as of diluted earnings per share.

**q) Employee benefits**

Short Term Employee Benefits

The undiscounted amount of short term employee benefits expected to be paid in exchange for the services rendered by employees are recognised as an expense during the period when employees render the services.

-Post-Employment Benefits

Defined Contribution Plans

A defined contribution plan is a post-employment benefit plan under which the Company pays specified contributions to a separate entity. The Company makes specified monthly contributions towards Provident Fund and Pension Scheme. The Company's contribution is recognised as an expense in the Statement of Profit and Loss during the period in which the employee renders the related service.

-Defined Benefit Plans

The Company pays gratuity to the employees whoever has completed five years of service

**r) Foreign Currency Transactions**

Transactions in foreign currencies are recorded at the exchange rate prevailing on the date of transaction.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency closing rates of exchange at the reporting date. Exchange differences arising on settlement or translation of monetary items are recognised in Statement of Profit and Loss. The functional currency

of the company is in Indian Rupees.

**s) Equity Instruments**

Equity instruments are recognised at the value of the proceeds, net of direct costs of the capital issue.

**t) Earning Per share**

Basic Earnings per share is calculated by dividing the net profit for the period attributable to equity shareholders by the number of equity shares outstanding during the period. For the purpose of calculating diluted earnings per share, the net profit for the period attributed to equity shareholders and the weighted average number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares. There is no any dilutive potential equity share holders, Basic earning per share would be same as of diluted earnings per share.

**u) Financial Assets and Liabilities**

**(i) Financial Assets :**

Initial Recognition and measurement :

All financial assets are recognized initially at fair value, transaction cost that are directly attribute to the acquisition or issue of financial asset , which are not at fair value through profit or loss, are adjusted to the fair value on initial recognition . Purchase and sale of financial assets are recognised using trade date accounting.

**Subsequent Measurement:**

- a) Financial assets carried at amortised cost :A financial asset is measured at amortised cost if it is held within the business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.
- b) Financial assets at fair value through other comprehensive income (FVTOCI) A financial asset is measured at FVTOCI if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding..
- c) Financial assets at fair value through profit or loss (FVTPL) A financial asset which is not classified in any of the above categories are measured at FVTPL.



ii) Financial liabilities :

a) Initial recognition and measurement:

All financial liabilities are recognized at fair value and in case of loans, net of directly attributable cost. Fees of recurring nature are directly recognised in the Statement of Profit and Loss as finance cost.

b) Subsequent measurement:

Financial liabilities are carried at amortized cost using the effective interest method. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

## NOTE NO.3

SR NO.	Particulars of Fixed Assets	Gross Block				Accumulated Depreciation				Net Block	
		Balance as at 1 <sup>st</sup> April 2017	Additions / (Deletions) Net	Sales / Adjustments	Balance as at 31 <sup>st</sup> Mar 2018	Balance as at 1 <sup>st</sup> April 2017	Sales / Adjustments	Depreciation for the year Net	Balance as at 31 <sup>st</sup> Mar 2018	Balance as at 31 <sup>st</sup> March 2018	Balance as at 31 <sup>st</sup> March 2017
<b>A</b>	<b>Tangible Assets</b>										
	Land	114,642,979	5,732,149	-	120,375,128	-	-	-	-	120,375,128	114,642,979
	Buildings	73,562,229	-	-	73,562,229	-	2,275,398	-	28,595,002	44,967,227	47,242,625
	Plant and Equipment	852,005,701	5,001,026	-	857,006,727	-	34,694,406	-	533,727,602	323,279,125	352,972,505
	Furniture and Fixtures	2,142,657	284,705	-	2,427,362	-	268,502	-	1,583,613	843,749	827,546
	Vehicles	15,497,806	1,192,359	4,448,931	12,241,234	-	1,526,417	-	6,304,878	5,936,356	7,485,840
	Office equipment	5,087,152	91,332	-	5,178,484	-	120,106	-	4,466,826	711,658	740,432
	Computers	9,110,047	412,792	-	9,522,839	-	308,802	-	8,379,692	1,143,147	1,039,157
	Paddle Boat	57,326	-	-	57,326	-	1,979	-	39,521	17,805	19,784
	<b>Total</b>	<b>1,072,105,897</b>	<b>12,714,363</b>	<b>4,448,931</b>	<b>1,080,371,329</b>	<b>547,135,029</b>	<b>3,233,505</b>	<b>39,195,610</b>	<b>583,097,134</b>	<b>497,274,195</b>	<b>524,970,868</b>
<b>B</b>	<b>Investment Property</b>										
	Building	3,971,173	-	-	3,971,173	-	62,200	-	1,288,028	2,683,145	2,745,345
	<b>Total</b>	<b>3,971,173</b>	<b>-</b>	<b>-</b>	<b>3,971,173</b>	<b>1,225,828</b>	<b>62,200</b>	<b>-</b>	<b>1,288,028</b>	<b>2,683,145</b>	<b>2,745,345</b>
<b>C</b>	<b>Intangible Assets</b>										
	SAP Software & Licence	3,028,217	-	-	3,028,217	-	413,911	-	2,876,807	151,410	565,321
	<b>Total</b>	<b>3,028,217</b>	<b>-</b>	<b>-</b>	<b>3,028,217</b>	<b>2,462,896</b>	<b>413,911</b>	<b>-</b>	<b>2,876,807</b>	<b>151,410</b>	<b>565,321</b>
<b>D</b>	<b>Capital Work In Progress</b>										
	Plant & Machinery Under Installation	2,859,556	3,495,421	-	6,354,977	-	-	-	-	6,354,977	2,859,556
	<b>Total</b>	<b>2,859,556</b>	<b>3,495,421</b>	<b>-</b>	<b>6,354,977</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>6,354,977</b>	<b>2,859,556</b>
	<b>Grand Total</b>	<b>1,081,964,843</b>	<b>16,209,784</b>	<b>4,448,931</b>	<b>1,093,725,696</b>	<b>550,823,753</b>	<b>3,233,505</b>	<b>39,671,721</b>	<b>587,261,969</b>	<b>506,463,727</b>	<b>531,141,090</b>

SR NO.	Particulars of Fixed Assets	Gross Block				Accumulated Depreciation				Net Block	
		Balance as at 1 <sup>st</sup> April 2016	Additions / (Deletions) Net	Sales / Adjustments	Balance as at 31 <sup>st</sup> Mar 2017	Balance as at 1 <sup>st</sup> April 2016	Sales / Adjustments	Depreciation for the year Net	Balance as at 31 <sup>st</sup> Mar 2017	Balance as at 31 <sup>st</sup> March 2017	Balance as at 31 <sup>st</sup> March 2016
<b>A</b>	<b>Tangible Assets</b>										
	Land	109,183,790	5,459,189	-	114,642,979	-	-	-	-	114,642,979	109,183,790
	Buildings	71,184,398	2,377,831	-	73,562,229	24,032,354	-	2,287,250	26,319,604	47,242,625	47,152,044
	Plant and Equipment	835,044,204	16,961,497	-	852,005,701	462,037,503	-	36,995,693	499,033,196	352,972,505	373,006,701
	Furniture and Fixtures	1,728,557	414,100	-	2,142,657	1,158,122	-	156,989	1,315,111	827,546	570,435
	Vehicles	15,185,010	312,796	-	15,497,806	6,175,444	-	1,836,522	8,011,966	7,485,840	9,009,566
	Office equipment	4,896,110	191,042	-	5,087,152	4,221,153	-	125,567	4,346,720	740,432	674,957
	Computers	8,795,834	314,213	-	9,110,047	7,837,852	-	233,038	8,070,890	1,039,157	1,769,632
	Paddle Boat	57,326	-	-	57,326	35,563	-	1,979	37,542	19,784	21,763
	<b>Total</b>	<b>1,046,075,229</b>	<b>26,030,668</b>	<b>-</b>	<b>1,072,105,897</b>	<b>505,497,991</b>	<b>-</b>	<b>41,637,038</b>	<b>547,135,029</b>	<b>524,970,868</b>	<b>541,388,888</b>
	Investment Property										
<b>B</b>	<b>Building</b>	3,971,173	-	-	3,971,173	1,163,628	-	62,200	1,225,828	2,745,345	2,807,545
	<b>Total</b>	<b>3,971,173</b>	<b>-</b>	<b>-</b>	<b>3,971,173</b>	<b>1,163,628</b>	<b>-</b>	<b>62,200</b>	<b>1,225,828</b>	<b>2,745,345</b>	<b>2,807,545</b>
<b>C</b>	<b>Intangible Assets</b>										
	SAP Software & Licence	3,028,217	-	-	3,028,217	1,989,675	-	473,221	2,462,896	565,321	226,892
	<b>Total</b>	<b>3,028,217</b>	<b>-</b>	<b>-</b>	<b>3,028,217</b>	<b>1,989,675</b>	<b>-</b>	<b>473,221</b>	<b>2,462,896</b>	<b>565,321</b>	<b>226,892</b>
<b>D</b>	<b>Capital Work In Progress</b>										
	Plant & Machinery Under Installation	-	2,859,556	-	2,859,556	-	-	-	-	2,859,556	-
	<b>Total</b>	<b>-</b>	<b>2,859,556</b>	<b>-</b>	<b>2,859,556</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>2,859,556</b>	<b>-</b>
	<b>Grand Total</b>	<b>1,053,074,619</b>	<b>28,890,224</b>	<b>-</b>	<b>1,081,964,843</b>	<b>508,651,294</b>	<b>-</b>	<b>42,172,459</b>	<b>550,823,753</b>	<b>531,141,090</b>	<b>544,423,325</b>

**Notes**

- As at 31<sup>st</sup> March 2018, Fair Value of Land is Rs.120375128/-. The valuation are based on the valuation performed by independent valuer. Fair value is based on market value approach in accordance with stipulation of ind AS -101 with the result and impact being accounted for in the reserves.
- The amortization expense of intangible assets have been included under 'Depreciation and amortization expense' in the Statement of Profit and Loss

**Information Regarding income and expenditure of Investment Property**
**Particulars**

Rental Income derived from Investment Property

<b>2017-18</b>	<b>2016-17</b>
217698/-	299977/-

 As at 31<sup>st</sup> March 2018, the fair values of the investment properties are Rs.2.02 crores. The valuations are based on the valuation performed by accredited independent valuer. Fair value is based on Market Value Approach.

## NOTE NO.4

Non Current Investment	As at 31 <sup>st</sup> March 2018 ₹	As at 31 <sup>st</sup> March 2017 ₹	As at 1 <sup>st</sup> April 2016 ₹
<b>Long term trade Investments (unquoted, At cost, fully paid up)</b>			
<b>Trade Investment</b>			
<b>Investment In Equity Shares</b>			
1,000 Shares of Rs.50 each in			
The Dadasaheb Rawal Co-op Bank, Ltd., Dondaicha	50,000	50,000	50,000
10 Shares of Rs.50 each in			
Indira Sahakari Bank Ltd., Dhule	500	500	500
20,000 Shares of Rs.25 each in			
The Shamrao Vithal Co-op Bank Ltd., Mumbai	500,000	500,000	500,000
25 Shares of Rs.10 each in			
The Nashik Merchants Co-op Bank Ltd., Dondaicha	4,000	4,000	4,000
25 Shares of Rs.10 each in			
Cidco Ltd.	260	260	260
86,400 Shares of Rs.10 each in			
Unique Sugars Limited, Dondaicha (including 14400 Bonus Shares)	720,000	720,000	720,000
1 Secured Redeemable Non Convertible Bond 14% (Taxable) of Rs. 1000/-each fully paid up of ( First Series 1986) Maharashtra Telephone Nigam Ltd.	1,000	1,000	1,000
Mumbai District Central Co-op Bank Ltd., Mumbai (Share Application Money)	70,000	-	-
<b>Non-Trade Investment</b>			
<b>Quoted</b>			
Non-Trade			
120 Equity shares of Rs.10/- each (including 60 shares as Bonus ) in			
Glaxo SmithKline Pharma Limited	250,248	328,224	456,078
1300 Equity Shares of Rs.13/- each in	24,505	49,920	37,375
Dena Bank			
<b>Total</b>	<b>1,620,513</b>	<b>1,653,904</b>	<b>1,769,213</b>

Particulars	As at 31 <sup>st</sup> March 2018 ₹	As at 31 <sup>st</sup> March 2017 ₹	As at 1 <sup>st</sup> April 2016 ₹
Aggregate Market Value amount of quoted investments	274,753	378,144	493,453
Aggregate amount of unquoted investments	1,345,760	1,275,760	1,275,760

**NOTE NO.5**

<b>Other Non Current Financial Assets</b>	<b>As at 31<sup>st</sup> March 2018</b>	<b>As at 31<sup>st</sup> March 2017</b>	<b>As at 1<sup>st</sup> April 2016</b>
	₹	₹	₹
<b>Security Deposits</b>			
Unsecured, considered good			
Deposit with Government Authorities	7,454,488	7,454,488	7,454,488
Deposit for Rented Premises and Water Charges (at amortized cost)	1,411,954	1,283,595	1,166,904
Other Deposits	6,081,063	3,075,653	3,262,653
Bank Deposits Maturing after 12 months	5,990,015	8,895,108	5,739,238
<b>Total</b>	<b>20,937,520</b>	<b>20,708,844</b>	<b>17,623,283</b>

**NOTE NO.6**

<b>Other Non Current Assets</b>			
<b>Prepaid Rent*</b>	1,183,475	1,352,542	1,521,610
<b>Total</b>	<b>1,183,475</b>	<b>1,352,542</b>	<b>1,521,610</b>

\* Includes Amortization of Security Deposit for Rent

**NOTE NO.7**

<b>Inventories</b>			
(a) Raw Materials and components (Valued at cost)	83,608,453	86,686,408	103,265,192
(b) Finished Goods (Valued at Cost or Market Value which is lower)	22,033,518	50,672,879	58,840,615
(c) Process Stock ( Valued at Cost )	4,068,209	7,233,928	5,347,224
(d) Stores and Spares (Valued at Cost)	41,738,368	22,150,253	24,373,844
(e) Trading Goods ( Valued at Cost)	489,083	667,496	529,854
<b>Total</b>	<b>151,937,631</b>	<b>167,410,964</b>	<b>192,356,729</b>

\*Note: Inventories are hypothecated with banks against working capital finance

**NOTE NO.8**

<b>Trade Receivables</b>			
Considered Good	252,316,395	208,470,667	197,015,040
Considered Doubtful	-	-	-
<b>Total</b>	<b>252,316,395</b>	<b>208,470,667</b>	<b>197,015,040</b>

\*Note: Trade Receivable are hypothecated with bank against working capital finance

**NOTE NO.9**

Cash And Cash Equivalent	As at	As at	As at
	31 <sup>st</sup> March 2018	31 <sup>st</sup> March 2017	1 <sup>st</sup> April 2016
	₹	₹	₹
<b>(a) Cash &amp; Cash Equivalent</b>			
i) Cash in hand	599,968	767,699	583,340
ii) Balance with Banks			
- Current account with Scheduled Bank	2,968,877	7,480,664	8,845,165
- Current account with Other Bank	604,011	604,011	604,011
	<b>4,172,856</b>	<b>8,852,374</b>	<b>10,032,516</b>
<b>(b) Fixed Deposits</b>			
- With Scheduled Banks *	16,760,921	12,210,889	12,256,236
- With Other Banks	1,296,585	1,296,585	1,296,585
- Accrued Interest on FDR	2,351,879	1,822,996	1,743,149
	<b>20,409,385</b>	<b>15,330,470</b>	<b>15,295,970</b>
<b>Total</b>	<b>24,582,241</b>	<b>24,182,844</b>	<b>25,328,486</b>

\*Fixed Deposit having the maturity date less than twelve months

**NOTE NO.10**

<b>Other Financial Current Assets</b>			
<b>Recoverable in cash or kind or for value to be received considered good</b>			
<b>Other loans and advances</b>			
Unsecured, Considered Good			
Capital Advances	1,937,200	1,748,405	4,345,821
Advances to Suppliers	77,573,284	58,260,793	18,189,385
Advances to Workmen	101,745	432,172	254,373
Prepaid Expenses	3,478,403	2,947,581	3,016,404
<b>Total</b>	<b>83,090,632</b>	<b>63,388,951</b>	<b>25,805,983</b>

**NOTE NO.11**

<b>Other Current Assets</b>			
Balance with Government Authorities	-	1,267,438	705,635
TDS Payments Includes Advance Tax	1,120,095	36,040,727	36,803,559
<b>Total</b>	<b>1,120,095</b>	<b>37,308,165</b>	<b>37,509,194</b>



**NOTE NO.12**
**Statement of Changes in Equity**

Share Capital	As at 31 <sup>st</sup> March 2018		As at 31 <sup>st</sup> March 2017		As at 1 <sup>st</sup> April, 2016	
	Number	₹	Number	₹	Number	₹
<b>Authorised</b>						
Equity Shares Of Rs. 10/- Each	6,000,000	60,000,000	6,000,000	60,000,000	6,000,000	60,000,000
<b>Issued, Subscribed &amp; Paid up</b>						
Equity Shares of Rs. 10/- each fully Paid	4,200,000	42,000,000	4,200,000	42,000,000	4,200,000	42,000,000
<b>Total</b>	<b>4,200,000</b>	<b>42,000,000</b>	<b>4,200,000</b>	<b>42,000,000</b>	<b>4,200,000</b>	<b>42,000,000</b>

Particulars	As at 31 <sup>st</sup> March 2018		As at 31 <sup>st</sup> March 2017		As at 1 <sup>st</sup> April, 2016	
	Equity Shares		Equity Shares		Equity Shares	
	Number	₹	Number	₹	Number	₹
<b>Shares outstanding at the beginning of the year</b>	4,200,000	42,000,000	4,200,000	42,000,000	4,200,000	42,000,000
Shares Issued during the year	0	0	0	0	0	0
Shares bought back during the year	0	0	0	0	0	0
<b>Shares outstanding at the end of the year</b>	<b>4,200,000</b>	<b>42,000,000</b>	<b>4,200,000</b>	<b>42,000,000</b>	<b>4,200,000</b>	<b>42,000,000</b>

Name of Shareholder	As at 31 <sup>st</sup> March 2018		As at 31 <sup>st</sup> March 2017		As at 1 <sup>st</sup> April, 2016	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Jitendrasinh J. Rawal	595,767	14.18	595,667	14.18	595,667	14.18
Jaydeosinh J. Rawal	388,467	9.25	388,567	9.25	388,567	9.25
Nayankuwar J. Rawal	323,300	7.70	323,300	7.70	323,700	7.71
Pancharatna J. Rawal	241,900	5.76	244,900	5.83	244,900	5.83
Om Chamunda Maa Trading Pvt.Ltd.	32,2400	7.68	-	-	-	-

## NOTE NO.13

Other Equity	As at	As at	As at
	31 <sup>st</sup> March 2018	31 <sup>st</sup> March 2017	1 <sup>st</sup> April 2016
	₹	₹	₹
<b>a. Capital Reserves</b>	74,000	74,000	74,000
<b>b. Share Premium Account</b>	16,000,000	16,000,000	16,000,000
<b>c. General Reserve</b>			
Opening Balance	13,681,400	13,681,400	13,681,400
(+) Current Year Transfer	-	-	-
Closing Balance	<b>13,681,400</b>	13,681,400	13,681,400
<b>d. Retained Earnings</b>			
Opening balance	(29,272,537)	12,899,991	29,911,335
Net Profit / (Net Loss) For the current year	2,488,154	(42,172,528)	(17,011,344)
(-) Income Tax Adjustments	2,724,031	-	-
Closing Balance	<b>(29,508,414)</b>	(29,272,537)	12,899,991
<b>e. Other Comprehensive Income</b>			
Restated Balance at the beginning of the reporting period	88,236,750	83,961,646	99,733,735
Opening Tax impact			(19,946,747)
Add/(Less):Change in fair value of equity instruments designated irrevocably as fair value through OCI	(103,391)	(115,309)	19,095
(Add)/Less: Tax Expense on above	20,678	23,062	(3,819)
Revaluation of Land	5,732,149	5,459,189	5,199,228
Add/Less: Tax Expense on above	(1,146,430)	(1,091,838)	(1,039,846)
Closing Balance	<b>92,739,756</b>	88,236,750	83,961,646
<b>Total</b>	<b>92,986,742</b>	88,719,613	126,617,037

## Notes :

1. Tax on Other comprehensive income, which are not routed from profit & loss account, Tax Rate Computed as 20%
2. In Other Comprehensive income, Revaluation of land, and shares has been considered.



NOTE NO.14

Long Term Borrowings	As at	As at	As at
	31 <sup>st</sup> March 2018	31 <sup>st</sup> March 2017	1 <sup>st</sup> April 2016
	₹	₹	₹
<b>Secured</b>			
<b>(a) Loans from Banks</b>			
<b>Term Loan</b>			
The Shamrao Vitthal Co-op Bank Ltd. *	26,698,402	74,280,300	118,611,214
Union Bank Of India Dondaicha**	52,863	110,879	203,215
<b>Working Capital Term Loan</b>			
The Mumbai District Central Co-op Bank***	178,571,429	-	-
<b>Hire Purchase Loan</b>			
(Hypothecation of respective Car)	-	-	739,543
<b>Total</b>	<b>205,322,694</b>	<b>74,391,179</b>	<b>119,553,972</b>
<b>Unsecured</b>			
Interest Accrued and Due on fixed Deposit	-	-	440,924
Deferred Payment Liabilities - Sales Tax	25,574,151	39,798,654	53,273,238
Advances / Deposit From Agents	7,407,013	7,565,013	7,578,013
Loans and advances from related parties			
Loan From Director	39,966,138	26,376,138	26,000,000
<b>Total</b>	<b>72,947,302</b>	<b>73,739,805</b>	<b>87,292,175</b>
<b>Total</b>	<b>278,269,996</b>	<b>148,130,984</b>	<b>206,846,147</b>

\* **The Shamrao Vithal Co-op Bank Ltd:- Term Loan**

Secured by First pari-pasu charge on the company's fixed assets, other movable and all other similar assets acquired and installed and irrevocable joint and several personal guarantees of some of the Directors.

\*\* **Union Bank of India, Dondaicha :- Term Loan**

Secured against Horticulture Machinery only .

\*\*\* **The Mumbai District Central Co-op Bank :- WCTL**

Secured by Second pari-pasu charge on the company's fixed assets, other movable and all other similar assets acquired and installed and irrevocable joint and several personal guarantees of some of the Directors.

**Maturity Profile of Non Current Liabilities are as follows:**

	( Rs.in Lacs)	
	Sales Tax	Term loan
2017-18	126.91	664.85
2018-19	142.24	433.60
2019-20	118.48	379.34

**Note :** There is no default in the payment of principal or interest thereon

## NOTE NO.15

Deferred Tax Liability (Net)	As at	As at	As at
	31 <sup>st</sup> March 2018	31 <sup>st</sup> March 2017	1 <sup>st</sup> April 2016
	₹	₹	₹
<b>Deferred Tax Liability</b>			
Property, Plant and equipments and Intangible Assets	59,736,784	60,250,104	61,080,394
Unrealized gain on equity shares carried at fair value through Other Comprehensive Income	23,184,940	22,059,188	20,990,412
<b>Total</b>	<b>82,921,724</b>	<b>82,309,292</b>	<b>82,070,806</b>
<b>Deferred Tax Assets</b>			
Unabsorbed Depreciation	25,045,240	25,045,240	13,727,843
Business Loss	2,385,889	7,927,897	-
Leave encashment (net)	1,762,628	1,616,492	4,003,481
Inventory valuation (net)	-	(132,331)	(13,161)
<b>Total</b>	<b>29,193,757</b>	<b>34,457,298</b>	<b>17,718,163</b>
<b>Total</b>	<b>53,727,967</b>	<b>47,851,994</b>	<b>64,352,643</b>

## Reconciliation of Deferred Tax Asset / Liability Net

Particulars	As at	Recognized	Recognized	As at
	1 <sup>st</sup> April, 2016	in Statement of P&L	through OCI	31 <sup>st</sup> March, 2017
	₹	₹	₹	₹
<b>Deferred Tax Liability</b>				
Property, Plant and equipments and Intangible Assets	61,080,394	(830,290)	-	60,250,104
Unrealized gain on equity shares carried at fair value through Other Comprehensive Income	20,990,412	-	1,068,776	22,059,188
<b>Total</b>	<b>82,070,806</b>	<b>(830,290)</b>	<b>1,068,776</b>	<b>82,309,292</b>
<b>Deferred Tax Asset</b>				
Unabsorbed Depreciation	13,727,843	11,317,397	-	25,045,240
Business Loss	-	7,927,897	-	7,927,897
Leave encashment (net)	4,003,481	(2,386,989)	-	1,616,492
Inventory valuation Net	(13,161)	(119,170)	-	(132,331)
<b>Total</b>	<b>17,718,163</b>	<b>16,739,135</b>	<b>-</b>	<b>34,457,298</b>
<b>Net Deferred Tax Liability / (Assets)</b>	<b>64,352,643</b>	<b>(17,569,425)</b>	<b>1,068,776</b>	<b>47,851,994</b>



Particulars	As at 1 <sup>st</sup> April, 2017	Recognized in Statement of P&L	Recognized through OCI	As at 31 <sup>st</sup> March, 2018
	₹	₹	₹	₹
<b>Deferred Tax Liability</b>				
Property, Plant and equipments and Intangible Assets	60,250,104	(513,320)	-	59,736,784
Unrealized gain on equity shares carried at fair value through Other Comprehensive Income	22,059,188	-	1,125,752	23,184,940
<b>Total</b>	<b>82,309,292</b>	<b>(513,320)</b>	<b>1,125,752</b>	<b>82,921,724</b>
<b>Deferred Tax Asset</b>				
Unabsorbed Depreciation	25,045,240	-	-	25,045,240
Business Loss	7,927,897	(5,542,008)	-	2,385,889
Leave encashment (net)	1,616,492	146,136	-	1,762,628
Inventory valuation Net	<b>(132,331)</b>	<b>132,331</b>	-	-
<b>Total</b>	<b>34,457,298</b>	<b>(5,263,541)</b>	-	<b>29,193,757</b>
<b>Net Deferred Tax Liability / (Assets)</b>	<b>47,851,994</b>	<b>4,750,221</b>	<b>1,125,752</b>	<b>53,727,967</b>

**NOTE NO.16**

Short Term Borrowings	As at 31 <sup>st</sup> March 2018	As at 31 <sup>st</sup> March 2017	As at 1 <sup>st</sup> April 2016
	₹	₹	₹
<b>Secured</b>			
Loans Repayable On Demand			
<b>Cash Credit Loan</b>			
The Shamrao Vitthal Co-op Bank Ltd.	45,839,748	60,839,976	83,667,369
<b>Working Capital Demand Loan</b>			
The Shamrao Vitthal Co-op Bank Ltd.	20,205,802	20,208,308	20,203,836
LIC-Key Men Policy Loan	6,800,000	6,800,000	-
Other Loans*	1,151,257	-	-
<b>Total</b>	<b>73,996,807</b>	<b>87,848,284</b>	<b>103,871,205</b>
<b>Unsecured</b>			
Loans Repayable On Demand			
Deferred Payment Liabilities - Sales Tax	14,224,159	12,691,000	11,591,000
Temporary Book Over Draft	2,754,758	1,039,804	-
<b>Total</b>	<b>16,978,917</b>	<b>13,730,804</b>	<b>11,591,000</b>
<b>Total</b>	<b>90,975,724</b>	<b>101,579,088</b>	<b>115,462,205</b>

Note 1: There is no default in repayment of principal loan or interest thereon.

Note 2: Secured loans are covered by hypothecation of movable assets

\* Secured against Fixed deposit receipts

**NOTE NO.17**

Trade Payables	As at	As at	As at
	31 <sup>st</sup> March 2018	31 <sup>st</sup> March 2017	1 <sup>st</sup> April 2016
	₹	₹	₹
Sundry Creditors for goods-Direct	242,826,179	422,450,895	288,977,813
Sundry Creditors Against L.C.	99,961,071	80,166,865	67,324,569
Sundry Creditors for Fixed Assets	527,529	717,137	7,236,129
Sundry Creditors for Expenses	22,815,268	25,863,068	17,749,795
Advances from Customers	6,235,966	4,287,935	8,331,994
<b>Total</b>	<b>372,366,013</b>	<b>533,485,900</b>	<b>389,620,300</b>

**NOTE NO.18**

Other Current Financial Liabilities			
Current Maturities of long-term debt			
Term Loan - The Shamrao Vithal Co-Op Bank Ltd.	44,982,275	41,971,166	38,395,340
WCTL- The Mumbai District Central Co-op Bank	21,428,572	-	-
Term Loan - Union Bank Of India Dondaicha	75,125	75,125	75,125
<b>Total</b>	<b>66,485,972</b>	<b>42,046,291</b>	<b>38,470,465</b>

**NOTE NO.19**

Other Current Liabilities			
Hire Purchases	-	232,698	395,577
Other Liabilities	31,710,841	8,369,789	1,963,311
Salary & Reimbursement	4,547,780	3,924,880	3,553,497
Interest Accrued But Not Due on Fixed Deposits	-	-	321,064
Fixed Deposits (Others)	-	-	6,749,000
<b>Total</b>	<b>36,258,621</b>	<b>12,527,367</b>	<b>12,982,449</b>

**NOTE NO.20**

Short Term Provisions			
Provision for taxation	1,818,215	31,386,687	31,386,687
Leave Encashment Payable	8,362,979	7,890,047	15,614,930
<b>Total</b>	<b>10,181,194</b>	<b>39,276,734</b>	<b>47,001,617</b>

**NOTE NO.21**

Revenue From Operation	Year ended	Year ended
	31 <sup>st</sup> March 2018	31 <sup>st</sup> March 2017
	₹	₹
Income from Sale of Goods	1,995,997,674	2,225,987,687
Job Work Charges	9,954,829	22,938,157
Less : Excise Duty (upto 30 <sup>th</sup> June 2018)	27,490,923	106,721,723
<b>Total</b>	<b>1,978,461,580</b>	<b>2,142,204,121</b>



## NOTE NO.22

Other Income	Year ended	Year ended
	31 <sup>st</sup> March 2018	31 <sup>st</sup> March 2017
	₹	₹
Interest*	2,330,954	2,350,404
Dividends ( Gross )	64,575	66,975
Rent	251,698	323,977
Exchange Gain	194,702	-
Wind Mill Units Receipt	776,163	4,920,396
Electricity Co-Generation Units Sales	890,507	1,345,758
Industrial Promotion Subsidy (IPS)	2,561,000	-
Bio Digester Subsidy	-	5,800,000
Other Income	2,940,701	13,327,460
<b>Total</b>	<b>10,010,300</b>	<b>28,134,970</b>

\*Includes Interest income on Amortization of Security deposit for Rent and Water Charges

## NOTE NO.23

Cost of Material Consumed		
Raw Material	1,372,069,429	1,624,478,299
Maize Germ Purchase	9,232,188	27,078,606
Stores	22,054,851	21,561,513
Chemical	18,864,365	31,287,868
Coal and Fuel	195,282,936	171,088,619
<b>Total</b>	<b>1,617,503,769</b>	<b>1,875,494,905</b>

## NOTE NO.24

Changes in Inventories		
<b>Opening Stock</b>		
Finished goods	50,672,879	58,840,615
Process Stock	7,233,929	5,347,224
	<b>57,906,808</b>	<b>64,187,839</b>
<b>Less: Closing Stock</b>		
Finished goods	22,033,517	50,672,879
Process Stock	4,068,209	7,233,929
	<b>26,101,726</b>	<b>57,906,808</b>
<b>Total</b>	<b>31,805,082</b>	<b>6,281,031</b>

**NOTE NO.25**

<b>Employee Benefit Expenses</b>	<b>Year ended 31<sup>st</sup> March 2018</b>	<b>Year ended 31<sup>st</sup> March 2017</b>
	₹	₹
Wages to Workers	37,858,548	45,561,802
Salary to Staff	29,783,676	20,516,196
Bonus	-	762,440
Gratuity	1,332,215	1,617,374
Employer's Contribution to P.F.	3,722,023	3,506,311
Staff & Labour Welfare & Medical Benefit	1,481,462	1,016,722
<b>Total</b>	<b>74,177,924</b>	<b>72,980,845</b>

**NOTE NO.26**

<b>Finance Cost</b>		
Interest to Bank	17,763,918	10,253,057
Interest - Term Loan	14,802,822	25,417,464
Interest On Car Loan	14,102	75,624
Interest On Fixed Deposits	-	292,025
Bank Charges	3,680,462	2,820,241
<b>Total</b>	<b>36,261,304</b>	<b>38,858,411</b>

**NOTE NO.27**

<b>Other Expenses</b>		
<b>A. Manufacturing &amp; Operating Expenses</b>		
Repair & Maintenance		
Factory Building	1,065,676	1,442,866
Plant and Machinery	4,156,689	3,192,711
Other Assets	140,612	145,276
	<b>5,362,977</b>	4,780,853
Trading Purchases	4,163,486	10,799,322
Power & Water Charges	43,027,450	50,536,665
<b>Total Manufacturing &amp; Operating Expenses</b>	<b>52,553,913</b>	66,116,840
<b>B. Administration Expenses</b>		
Membership & Subscription	991,558	872,319
Telephone	851,073	1,215,752
Printing & Stationery	411,781	527,784
Conveyance & Traveling	4,809,513	4,626,396
Legal, Professional Charges	2,740,951	1,931,849
Insurance	3,471,282	4,189,669
Vehicle Expenses	9,302,413	9,084,742
Rent, Rates & Taxes*	3,875,327	2,941,015
Research & Development Expenses	1,956,664	2,355,406
Audit Remuneration	97,250	142,250





	Year ended 31 <sup>st</sup> March 2018 ₹	Year ended 31 <sup>st</sup> March 2017 ₹
Director's Remuneration	7,974,027	8,054,518
Director's Meeting Fees	609,500	687,750
Donation	93,001	101,128
Books & Periodicals	48,331	104,353
Service Charges	19,007,728	5,832,374
Wheeling Charges	25,876	937,019
Postage & Telegram	217,832	539,342
Loss of Sale of Asset	284,800	-
General Expenses	3,619,624	7,835,423
<b>Total Administrative Expenses</b>	<b>60,388,531</b>	<b>51,979,089</b>
<b>C. Selling &amp; Distribution Expenses</b>		
Advertisement	84,639	355,467
Commission & Brokerage	6,376,860	7,801,789
Other Taxes Paid	953,775	3,913,064
Packing Expenses	38,308,875	41,457,578
Transport Outward	21,328,897	22,669,565
<b>Total Selling Expenses</b>	<b>67,053,046</b>	<b>76,197,463</b>
<b>Grand Total Other Expenses</b>	<b>179,995,490</b>	<b>194,293,392</b>

\* Includes Amortization of Security Deposit for Rent and Water Charges

## NOTE NO.28

<b>Other Comprehensive Income</b>		
<b>Items that will not be reclassified to Profit &amp; Loss</b>		
Net Fair Value Gain/ (Loss) of debt instruments though other Comprehensive Income	(103,391)	(115,309)
Net Fair Value Gain/ (Loss) of revaluation of land though other Comprehensive Income	5,732,149	5,459,189
Income tax related to above	(1,125,752)	(1,068,776)
<b>Total</b>	<b>4,503,006</b>	<b>4,275,104</b>

## NOTE NO.29

<b>Earning Per Share</b>		
<b>Profit attributed to Equity Shareholders ( After Tax )</b>	2,488,155	(42,172,530 )
No. of equity shares (of Rs.10 each)	4,200,000	4,200,000
Earning per Share	0.59	(10.04)

## NOTE NO.30

<b>Corporate Social Responsibility</b>		
Gross Amount required to be spent by the Company in accordance with Section 135 of Companies Act, 2013	-	127,573
<b>Amount Spend during the year</b>	<b>200,000</b>	<b>157,342</b>

**NOTE NO.31****Disclosures required by INDAS 19 - Employee Benefits**

## (a) Defined Contribution Plan

Employee Benefits in the form of employee state insurance and provident fund are considered as defined contribution plan and contribution are charged to the statement of Profit and Loss for the year when the contribution to the respective funds are due.

## (b) Defined Benefits Plan:

## (I) Gratuity

The Company has a defined benefit gratuity plan. Every employee who has completed five years or more of service gets a gratuity on death or resignation or retirement at 15 days salary (last drawn) for each completed year of service. The Scheme is funded with Insurance Corporation in the form of qualifying insurance policy with premium determined through actuarial valuation.

## (ii) Leave Wages

The leave wages are payable to all eligible employees at the rate of daily salary for each day of accumulated leave on death or on resignation or upon retirement on attaining superannuation age.

The computation is made on the basis of actual leave outstanding of the employee on the valuation date.

Particulars	(Rs.in Lacs)	
	Current Year 31 <sup>st</sup> March 2018	Previous Year 31 <sup>st</sup> March 2017
<b>Change in the present value of obligations :</b>		
Liability at beginning of year	89.20	100.40
Interest Cost	7.13	8.03
Current Service Cost	6.61	5.38
Past Service Cost	-	-
Benefits Paid	(21.56)	(34.84)
Actuarial (Gain) / loss on obligations	17.71	5.58
Liability at the end of the year	99.09	84.55
Fair value of plan assets :		
Fair value of plan assets at the beginning of the year	68.09	78.19
Expected return on plan assets	4.50	5.34
Contributions	13.09	15.61
Benefits Paid	(21.56)	(34.84)
Actuarial (Gain) / loss plan assets	-	-
Fair value of plant assets at the end of the year	64.12	64.30
Total Actuarial gain / (loss) to be recognized:	-	-
Balance Sheet Recognition :		
Present value of obligation	99.09	84.55
Fair value of plan assets	64.12	64.30
Liability / (Assets)	-	-
Unrecognized past service cost	-	-
Liability / (Assets) recognized in the Balance Sheet	(34.97)	(20.25)
Expenses recognized in the Profit and Loss account:		
Current service cost	6.61	5.38
Interest Cost	7.13	8.03
Expected return on plan assets	(4.50)	(5.34)



Particulars	Current Year 31 <sup>st</sup> March 2018	Previous Year 31 <sup>st</sup> March 2017
Net actuarial gain / (loss) recognized in the year	17.71	5.58
Past Service Cost	-	-
Expenses recognized in the statement of Profit and Loss	26.95	13.65
Actuarial assumptions:		
Discount rate p.a.	8.00 %	8.00 %
Mortality	LIC 1994-96/2006-08 Ultimate	LIC 1994-96 Ultimate
Future Salary increases p.a.	4.00 %	4.00 %
Retirement	58 years	58 years

### NOTE NO.32

Auditors Remuneration	2017-18 ₹	2016-17 ₹
Items that will not be reclassified to Profit & Loss		
Audit Fees	110,000	115,000
Tax Audit and other Fees	82,500	185,000
<b>Amount Spend during the year</b>	<b>192,500</b>	<b>300,000</b>

### NOTE NO.33

#### Disclosure of related parties / related party transactions

i) List of Associates

Unique Sugars Ltd., Jaychandra Agro Industries Pvt.Ltd., Rawal Agro Chem Industries Pvt.Ltd., Kreative (Export & Import) Pvt. Ltd., Toranmal Hill Resorts Pvt.Ltd., Rawal Trading Enterprises Pvt.Ltd., Jaysinha Financing Pvt.Ltd., J.J.Agro Farms & Foods and J.J.Agro Farms & Aquaculture and Shivangan Food & Pharma Products Pvt Ltd.

ii) Key Management Personnel & their relatives :

1. Mr. Jitendrasinh Jaysinh Rawal	Chairman & Managing Director
2. Mrs. Nayankuwar Jitendrasinh Rawal	Director
3. Mrs. Hansarani R.Vaghela	Director
4. Mr. Gulabsing Pauladsing Chaudhary	Director
5. Mr. Subramani Seetharaman	CFO
6. Miss. Chaitali Salgaonkar	Company Secretary

Disclosure of Related Party Transactions :					2017-2018	2016-2017
Sr. No.	Nature of relationship /Transaction	Key Managerial Personnel	Relatives	Associates	Total	Total
1	<b>Purchase of Goods</b> Jaychandra Agro Industries Pvt.Ltd.NIL (2933218),Unique Sugars Ltd 7092461 (30106989). Shivangan Food & Pharma Products P.Ltd 23530635 (NIL)			30,623,096	30,623,096	33,040,207
2	<b>Sales of Goods / Contract revenue</b> Unique Sugars Limited 5357396 (3530778). Jaychandra Agro Industries Pvt.Ltd. 38912 (191547). Rawal Agro Chem Industries Pvt. Ltd. 321231 (199895), J.J. Rawal Aqua Farm 666132 (692698),J.J.Rawal farm and foods 46194 (36860), Shivangan Food & Pharma Products P.Ltd 61354 (74247)			6,491,219	6,491,219	4,726,025
3	<b>Processing Charges Received</b> Unique Sugars Limited 6450605 (22938157) Shivangan Food & Pharma Products P.Ltd 3504224 (Nil)			9,954,829	9,954,829	22,938,157
4	<b>Loan Received from Director</b> Jitendrasinh J. Rawal 39966138 (26376138)	39,966,138			39,966,138	26,376,138
5	<b>Processing Charges Payable</b> Shivangan Food and Pharma Products P.Ltd 9,661,778 (Nil)			9,661,778	9,661,778	-
6	<b>Rent</b> Unique Sugars Limited 22000 (22000), Rawal Trading Enterprises Pvt. Ltd. 216000 (216000), Shri Jitendrasinh J. Rawal Nil (247854), Mrs. Panchratna J. Rawal 360000 (210000).		360,000	238,000	598,000	695,854
7	<b>Rent Received</b> Rawal Agro Chem Industries Pvt. Ltd. 10000 (10000)			10,000	10,000	10,000
8	<b>Trade Receivable</b> Unique Sugars Limited 9322536 (6461696), Jay Dairy Farm 240234 (240235), Rawal Agro Chem Industries Pvt. Ltd.5093855 (3933314), Kreative (Export & Import) Pvt. Ltd.692040 (692040), J.J. Rawal Dairy Farm 175510 (175510), J.J. Rawal Aqua Farms 1264054 (804312) J.J. Rawal Gadhi 219370 (173176). Shivangan Food & Pharma Products P.Ltd 4221068 (37093)			21,228,668	21,228,668	12,517,375
9	<b>Trade Payable</b> Jaychandra Agro Indus.P.Ltd 2258064 (2391314), J.J.Rawal Farm ( Agri & Aqua) Nil (3917), Jaysinha Financing P.Ltd 644868 (644868),Rawal Trading Enterprises 976507 (876507), J.J. Agro farm & foods Nil (626). Shivangan Food & Pharma Products P.Ltd 11713089 (Nil)			15,592,528	15,592,528	3,917,232
10	<b>Remuneration paid to Directors</b>	7,974,027			7,974,027	9,054,518

**NOTE NO.34**
**Financial Instruments - Accounting classifications and fair value measurements**

a. Financial Instruments by Category	As at 31 <sup>st</sup> March 2018			As at 31 <sup>st</sup> March 2017			As at 1 <sup>st</sup> April 2016		
	FVOCI	Amortised Cost	Total	FVOCI	Amortised Cost	Total	FVOCI	Amortised Cost	Total
<b>Financial Assets:</b>									
Measured at Fair Value									
- Investments									
Equity Shares	1,620,513	-	1,620,513	1,653,904	-	1,653,904	1,769,213	-	1,769,213
<b>Sub-Total</b>	<b>1,620,513</b>	<b>-</b>	<b>1,620,513</b>	<b>1,653,904</b>	<b>-</b>	<b>1,653,904</b>	<b>1,769,213</b>	<b>-</b>	<b>1,769,213</b>
<b>Not measured at Fair Value</b>									
- Trade and other receivables	-	252,316,395	252,316,395	-	208,470,667	208,470,667	-	197,015,040	197,015,040
- Cash and cash equivalents	-	24,582,241	24,582,241	-	24,182,844	24,182,844	-	25,328,486	25,328,486
- Other Financial Asset	-	83,090,633	83,090,633	-	63,388,951	63,388,951	-	25,805,983	25,805,983
- Other Non Current Financial Asset	-	20,937,520	20,937,520	-	20,708,844	20,708,844	-	17,623,283	17,623,283
<b>Sub-Total</b>	<b>-</b>	<b>380,926,789</b>	<b>380,926,789</b>	<b>-</b>	<b>316,751,306</b>	<b>316,751,306</b>	<b>-</b>	<b>265,772,792</b>	<b>265,772,792</b>
<b>Total</b>	<b>1,620,513</b>	<b>380,926,789</b>	<b>382,547,302</b>	<b>1,653,904</b>	<b>316,751,306</b>	<b>318,405,210</b>	<b>1,769,213</b>	<b>265,772,792</b>	<b>267,542,005</b>
<b>Financial Liabilities:</b>									
<b>Not measured at Fair Value</b>									
- Long term borrowings	-	278,269,996	278,269,996	-	148,130,984	148,130,984	-	206,846,147	206,846,147
- Short term borrowings	-	90,975,724	90,975,724	-	101,579,088	101,579,088	-	115,462,205	115,462,205
- Trade and other payables	-	372,366,013	372,366,013	-	533,485,900	533,485,900	-	389,620,300	389,620,300
- Other Current Financial Liabilities	-	66,485,971	66,485,971	-	42,046,291	42,046,291	-	38,470,465	38,470,465
<b>Total</b>	<b>-</b>	<b>808,097,705</b>	<b>808,097,705</b>	<b>-</b>	<b>825,242,262</b>	<b>825,242,262</b>	<b>-</b>	<b>750,399,117</b>	<b>750,399,117</b>

**NOTE NO.35**

Exposure in foreign Currency	2017-18		2016-17	
	₹		₹	
	%	(In Lacs)	%	(In Lacs)
<b>CONSUMPTION OF RAW MATERIALS SPARE PARTS &amp; COMPONENTS</b>				
i) Imported	0.13	21.84	0.03	6.09
ii) Indigenous	99.87	16,536.28	99.97	19,163.43
<b>Total</b>	<b>100.00</b>	<b>16,558.12</b>	<b>100.00</b>	<b>19,169.52</b>
<b>Remittances in Foreign Exchange for Capital goods</b>		<b>NIL</b>		<b>23.09</b>
<b>Earnings in Foreign Exchange</b>		<b>317.94</b>		<b>760.54</b>

**NOTE NO.36**

Remuneration to the Executive Directors	2017-18	2016-17
	₹	₹
Remuneration to the Executive Directors		
a) Salary (with Allowances)	7,182,667	7,247,225
b) P.F. Contribution	791,360	807,293
c) Gratuity	-	1,000,000
	<b>7,974,027</b>	<b>9,054,518</b>

**NOTE NO.37**

List Of small scale industries, the outstanding of whom are for more than 30 Days as at 31<sup>st</sup> March,2018 are as follows : Surana Industries & Mangal Polysacks Pvt. Ltd. It is submitted that the outstanding is in accordance with the terms of contract.(The suppliers are identified as Micro and Small Enterprises as specified under the "Micro, Small and Medium Enterprises Development Act,2006" and on the basis of information available with the Company.)

**NOTE NO.38**

Contingent liabilities not provided for in respect of :

- i) Estimated amount of contracts remaining to be executed on Capital Account and not provided for Rs.18.18 Lakhs (Previous year Rs.20.22 Lakhs).

**NOTE NO.39**

Figures for the previous year have been regrouped/rearranged wherever necessary.

As per our Report of even date attached

**For S M GUPTA & CO.**  
CHARTERED ACCOUNTANTS  
FRN: 310015E

**NEENA RAMGAHRIA**

PARTNER  
Membership No. 067157

**PLACE : MUMBAI**  
**DATE : 30<sup>th</sup> May, 2018**

**FOR AND ON BEHALF OF THE BOARD**

**CHAIRMAN &  
MANAGING DIRECTOR** : JITENDRASINH J. RAWAL  
DIN 00235016

**DIRECTORS** : H. R. VAGHELA  
DIN 01468168

: G. P. CHAUDHARY  
DIN 00308910

**CHIEF FINANCIAL OFFICER** SUBRAMANI SEETHARAMAN

**COMPANY SECRETARY** : C. V. SALGAONKAR  
Membership No. A40261

**PLACE : MUMBAI**  
**DATE : 30<sup>th</sup> May, 2018**



# UNIVERSAL STARCH-CHEM ALLIED LIMITED

CIN L24110MH1973PLC016247

Registered Office: Mhatre Pen Building, 'B' Wing, 2<sup>nd</sup> Floor, Senapati Bapat Marg, Dadar (W), Mumbai - 400 028.

Website: www.universalstarch.com

## ATTENDANCE SLIP

(To be presented at the entrance)

Folio No. / Client ID \_\_\_\_\_ DP ID \_\_\_\_\_

I/We hereby record my/our presence at the 45<sup>th</sup> Annual General Meeting of the Company on Saturday 29<sup>th</sup> day of September, 2018 at 11:00 a.m., at Mhatre Pen Building, 'B' Wing, 2<sup>nd</sup> Floor, Senapati Bapat Marg, Dadar (W), Mumbai-400 028.

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL. JOINT SHAREHOLDER(S) MAY OBTAIN ADDITIONAL SLIP AT THE VENUE OF THE MEETING.

\_\_\_\_\_  
Signature of the Member/ Proxy

### Form No. MGT -11 PROXY FORM

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

### UNIVERSAL STARCH-CHEM ALLIED LIMITED

CIN L24110MH1973PLC016247

Registered Office: Mhatre Pen Building, 'B' Wing, 2<sup>nd</sup> Floor, Senapati Bapat Marg, Dadar (W), Mumbai - 400 028.

Website: www.universalstarch.com

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

I/We, being the member (s) of UNIVERSAL STARCH CHEM ALLIED LTD. having .....shares, hereby appoint

1	Name	Address:
	E-mail Id:	Signature:
Or failing him/her		
2	Name	Address:
	E-mail Id:	Signature:
Or failing him/her		
3	Name	Address:
	E-mail Id:	Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf on the 45<sup>th</sup> Annual General Meeting of the Company to be held on the 29<sup>th</sup> September, 2018 at 11.00 a.m at Regrd Office: Mhatre Pen Building, 'B' Wing, 2<sup>nd</sup> Floor, Senapati Bapat Marg, Dadar (W), Mumbai - 400 028 and at any adjournment thereof in respect of such resolutions as are indicted below:

Resolution Number	Resolution	Vote (Please mention No. Of shares)		
		For	Against	Abstain
<b>Ordinary Business:</b>				
1	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31 <sup>st</sup> March, 2018, the Reports of the Directors and the Auditors thereon.			
2	To appoint a Director in place of Shri. Gulabsing Chaudhary (DIN 00308910) who retires by rotation and being eligible offers himself for re-appointment.			
<b>Special Business: Ordinary Resolution</b>				
3	To appoint Shri. Ripudamansingh R. Vaghela (DIN: 02102872) as Director of the Company.			
4	To appoint Smt. Panchratna J. Rawal (DIN 03617551) as Director of the Company.			
5	To appoint Smt. Nayankumar J. Rawal (DIN 03605134) as Director of the Company.			
<b>Special Resolution</b>				
6	Appointment of Smt. Nayankumar J. Rawal As Whole-Time Director of The Company with effect from 20 <sup>th</sup> November, 2017.			
7	Re-appointment of Shri Jitendrasinh J. Rawal (DIN 00235016) as Chairman and Managing Director with effect from 01 <sup>st</sup> October, 2018 for a further period of three years.			
8	Appointment of Smt. Hansarani Vaghela (WTD) (DIN: 01468168 ) as Joint Managing Director of the Company with effect from 11 <sup>th</sup> August, 2018 & Increasing Managerial Remuneration.			

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2018

Signature of the Shareholder \_\_\_\_\_ Signature of Proxy holder(s) \_\_\_\_\_

Affix  
Revenue  
Stamp Of  
₹ 1

Note: This Form of Proxy, in order to be effective should be duly stamped, completed, signed and deposited at the Registered Office of the Company, not less than 48 hours before commencement of the meeting.





# Route Map for AGM Venue

Regrd Office: Mhatre Pen Building, 'B' Wing, 2<sup>nd</sup> Floor, Senapati Bapat Marg, Dadar (W), Mumbai - 400 028







# “We are Eco Friendly”

To

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If Undelivered please return to:

**UNIVERSAL STARCH-CHEM ALLIED LIMITED,**  
Mhatre Pen Building, 'B' Wing, 2nd Floor,  
Senapati Bapat Marg,  
Dadar (W), Mumbai - 400 028.

DJ Mediaprint & Logistics Ltd.  
Email : sales@djcorp.in