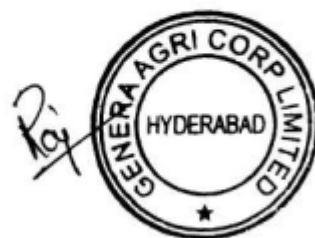




# 26TH Annual Report 2017-18

CERTIFIED TRUE COPY

**GENERA AGRI CORP LTD.**





# **26TH Annual Report 2017-18**

**GENERA AGRI CORP LTD.**

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## CORPORATE INFORMATION

### BOARD OF DIRECTORS

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

**Ms. V. Jayanthi Reddy**  
Executive Director  
(DIN: 07143933)

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

**Mr. Sandeep Kumar**  
Independent Director  
(DIN: 07116379)

**Mrs. D. Rajeshwari**  
Independent Director  
(DIN: 07791957)

### COMMITTEE OF THE BOARD

#### Audit Committee

1. Mr. K. Sandeep Kumar, chairman
2. Mr. M. Rajesh Naidu, Member
3. Mr. S.V. Vanshi Krishna, Member

#### Nomination and remuneration Committee

1. Mr. K. Sandeep Kumar, Chairman
2. Mr. S.V. Vanshi Krishna, Member
3. Mrs. D. Rajeshwari, Member

#### Stakeholders Relationship Committee

1. Mr. K. Sandeep Kumar, Chairman
2. Mr. M. Rajesh Naidu, Member
3. Mrs. D. Rajeshwari, Member

Mr.K.V.N.S.S.R.Krishna Prasad, CFO  
Mr. Sandeep Cheela, Company Secretary

### BANKERS

1. Indian Bank,  
Jubilee Hills branch, Hyderabad
2. ICICI Bank  
Gachibowli Branch, Hyderabad

3. Lakshmi Vilas Bank  
Punjagutta Branch, Hyderabad
4. State Bank of India  
Kavuri Hills Branch, Hyderabad

### AUDITORS

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

### REGISTRARS & SHARE TRANSFER AGENTS

M/s. Bigshare Services Private Limited  
3rd Floor, 306 Right Wing, Amrutha Ville  
Opp: Yashoda Hospital,  
Raj Bhavan Road, Somajiguda  
Hyderabad – 500 082  
Tel: + 91 40 2337 4967, 2337 0295  
Fax: +91 40 2337 0295  
E-mail: [www.bigshareonline.com](http://www.bigshareonline.com)

### REGISTERED OFFICE

H. No. 8-2-293, Block III,  
Flat No.302, 3rd Floor, Metropole Apartment,  
Plot No.5&6 Silicon Valley, Madhapur,  
Hyderabad – 500 081.  
Email : [geetha@genera.in](mailto:geetha@genera.in)  
Website : [www.genera.in](http://www.genera.in)

### STOCK EXCHANGES WHERE THE COMPANY SHARES ARE LISTED:

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

**CIN : L01403TG1992PLC014945**

**ISIN : INE993L01015**

**Book Closure Date:** 22nd September, 2018 to 29th September, 2018

## NOTICE

**NOTICE** is hereby given that the 26th Annual General Meeting of the members of Genera Agri Corp Limited will be held on Saturday, 29th Day of September, 2018 at 10.00 A.M. at the Registered Office at Plot No.302, 3rd Floor, Metropole Apartment, Plot No.5&6, Silicon Valley, Madhapur, Hyderabad – 500 081, India

### ORDINARY BUSINESS:

**1. To receive, consider and adopt:**

- a) The Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2018 and together with and the Reports of Auditors and Directors there on.

**2. To Appoint a Director in Place of Mr. S.V. Vanshi Krishna (DIN No. 03067096) Director of the Company, who retires by rotation and being eligible, offers himself for re-appointment.**

### SPECIAL BUSINESS:

**3. Appointment of Mr. K. Sandeep Kumar (DIN: 07116379) as a Director of the Company**

**To consider, and if thorough fit, to pass with or without modification(s) the following resolution as an ordinary Resolution.**

“**RESOLVED THAT** Pursuant to Provisions of Sections 152,160, 161 and other applicable Provisions, if any of the Companies Act, 2013 read with the Companies (Appointment and Qualification) of Directors Rules 2014 including any Statutory Modifications or re-enactments thereof), Mr. K. Sandeep Kumar (DIN No.07116379) who was Appointed as Independent Director of the Company by the Board Of Directors at their Meeting held on 30th September, 2017, who ceases to be a Director on the Commencement of 26th Annual General Meeting and in respect of whom notice has been received from a Member in writing proposing his candidature for the office of a Director, be and is hereby appointed as a Director of a Company and whose period of office shall not liable to retire by rotation”.

**4. Appointment of Mrs. D Rajswari (DIN No.07791957) as an Director of the Company**

To consider, and if through fit, to pass with or without modification(s) the following resolution as an ordinary Resolution.

“**RESOLVED THAT** Pursuant to Provisions of Sections 152,160, 161 and other applicable Provisions, if any of the Companies Act, 2013 read with the Companies (Appointment and Qualification) of Directors Rules 2014 including any Statutory Modifications or re-enactments thereof), Mrs.D.Rajeshwari(DIN No.07791957) who was Appointed as Independent Director of the Company by the Board Of Directors at their Meeting held on 30th January, 2018, who ceases to be a Director on the Commencement of 26th Annual General Meeting and in respect of whom notice has been received from a Member in writing proposing her candidature for the office of a Director, be and is hereby appointed as a Director of a Company and whose period of office shall not liable to retire by rotation”.

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

“**RESOLVED that** Pursuant to Provisions of Section 196,197,198 and 203 read with part I and section I of part II and Schedule V and all other applicable provisions, if any of the Companies Act, 2013 read with Companies (Appointment and Rmuneraion of Managerial Personnel) Rules 2014 (including any Statutory modification or re-enactment thereof)applicable provisions of the Articles of Association of the Company and

## NOTICE

recommendation of the Nomination and Remuneration committee approval of the company be and is hereby accorded for revision in the remuneration of Mr. M. Rajesh Naidu (DIN: 01920908), Managing Director Chairman of the Company on the terms and conditions including remuneration as mentioned below.

**RESOLVED FURTHER THAT** the remuneration payable to Mr. M. Rajesh Naidu shall be for a period of 3 years from 1st April, 2017 to 31st March, 2020 on the following terms and conditions and the details as set out in the explanatory statement”.

### Salary&Perquisites

#### CATEGORY A:

⇒ Salary : Rs. 24,00,000/- Per annum

#### CATEGORY B:

Following Perquisites and/or allowances given in Category B will be allowed to him. However the amount Salary, perquisites and allowances should not exceed the Rs. 24,00,000 per annum.

- ⇒ Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.
- ⇒ Encashment of earned leave as per the Rules of the Company.
- ⇒ Contribution to Provident Fund as per the rules of the Company.
- ⇒ Contribution to Superannuation Fund as per rules of the Company.
- ⇒ Free use of Company's car with driver for Company's business.
- ⇒ The Company provide free fully furnished accommodation and pay the Water, Power and Internet bills.

#### CATEGORY C:

- ⇒ Business Expenses: Reimbursement of all business - related expenses actually and properly incurred for the business of the Company.
- ⇒ Telephone expenses: Telephone expenses including Mobile phone(s), Internet and telephone(s) at residence shall be to company's account.
- ⇒ Club fees: Fees, subject to maximum of two clubs will be allowed. This will not include admission and life membership fees.

**RESOLVED FURTHER THAT** in the absence of or inadequacy of Profits in any financial year during his tenure of office, the above remuneration will be paid as minimum remuneration to Mr. M. Rajesh Naidu, Managing Director of the Company subject to the provisions of Section II of Part II of Schedule V of the Companies Act, 2013.”

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

**M. RAJESH NAIDU**

Managing Director  
(DIN- 01920908)

# 90, Lumbini SLN Springs,  
Beside SLN Terminus, Gachibowli,  
Serilingampally, KV Rangareddy,  
HYderabad - 500 032, TG IN

Place: Hyderabad  
Date: 05th September, 2018

## NOTES

1. A member entitled to attend and vote at the meeting is entitled to appoint one or more Proxies to attend and vote on poll instead of himself/herself and such 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 aggregate not more than 10 % of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10 % of the total share capital of the Company carrying voting rights, than such proxy shall not act as a proxy for any other person or shareholder.

2. The related Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 which sets out details relating to Special Business at the meeting, is annexed here to and forms part of notes.
3. Proxies in order to be effective must be received by the Company at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
4. The Register of Members and Share Transfer Books of the Company will remain closed from 22nd September 2018 to 29th September, 2018(both days inclusive)
5. In case you are holding the Company's shares in dematerialized form, please contact your depository participant and give suitable instructions to update your bank details in your demat account and to notify any changes with respect to their addresses, email id, ECS mandate.

In case you are holding Company's shares in physical form, please inform Company's RTA viz. M/s. Bigshare Services Private Limited, 06, 3rd Floor, Right Wing, Amrutha Ville Opp: Yashoda Hospital, Raj Bhavan Road Somajiguda, Hyderabad – 500082 by enclosing a photocopy of blank cancelled cheque of your bank account.

With reference to SEBI circular no. LIST/COMP/15/2018-19 dated 05th July, 2018 the amendment to Regulation 40 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 has mandated that transfer of securities would be carried out only in dematerialized form w.e.f. 05th December, 2018. Therefore we request all the holders of physical certificates to get them dematerialized

6. M/s. Bigshare Services Pvt. Ltd, 06, 3rd Floor, Right Wing, Amrutha Ville Opp: Yashoda Hospital, Raj Bhavan Road Somajiguda, Hyderabad – 500082 is the Share Transfer Agent (STA) of the Company. All communications in respect of share transfers and change in the address of the members may be communicated to them.
7. Members holding shares or Listed in the following Exchanges:
  1. BSE Limited
  2. Calcutta Stock Exchange
8. Members holding shares in the same name under different Ledger Folios are requested to apply for consolidation of such Folios and send the relevant share certificates to the Share Transfer Agent/ Company.
9. Pursuant to Section 113 of the Companies Act, 2013 Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the meeting
10. Members/Proxies are requested to bring the attendance slip filled in for attending the Meeting.
11. Members may kindly refer "Corporate Governance Report" (form part thereof ) for details, about the Directors to the Appointment or re-appointment.
12. Pursuant to the Provisions of Section 72 of the Companies Act, 2013 Members who hold shares in physical form can nominate a person in respect of all the shares held by them singly or jointly. Members who hold shares in single name are advised, in their own interest to avail of the nomination facility. Members holding shares in dematerialized form may contact their respective depository participant(s) for recording nomination in respect of their shares.
13. In case of Joint holders attending the meeting, the Member whose name appears as the First Holder in the order of names as per the Register of members of the Company will be entitled to vote.

## NOTICE

14. As per the Circular Number MRD/DOP/CIR-05/2009 DT: May 20, 2009 issued by the Securities Exchange Board of India (SEBI) it is mandatory to quote PAN for transfer/transmission of shares in physical form. Therefore, the transferee(s) / legal heirs requested to furnish a copy of PAN to the Registrar and Share Transfer agents.
15. Details under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), with the Stock Exchanges in respect of the Directors seeking appointment / re-appointment at the Annual General Meeting, the Director have furnished the requisite declarations for their appointment/ re-appointment.
16. Electronic copy of the Annual Report for the year 2017-18 is being sent to all the members whose email IDs are registered with the Company/ Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for the Year 2017-18 is being sent in the permitted mode.

### **Voting through Electronic means:**

- (a) Pursuant to Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time the company is pleased to provide its members' the facility of 'remote e- voting (e-voting from a place other than venue of AGM) to exercise their right to vote at the 26th Annual General Meeting ("AGM") by electronic means and the business may be transacted through e-voting services provided by CDSL.
- (b) The facility for voting, either through electronic voting system or through polling paper shall also be made available at the venue of the 26th Annual General Meeting of the Company. The Members attending the meeting, who have not already cast their vote through the remote e-voting shall be able to exercise their voting rights at the meeting. The Members who have already cast their vote through remote e- voting may attend the Meeting but shall not be entitled to cast their vote again at the Annual General Meeting.
- (b) The Voting rights of the Members shall be in proportion to the paid up value of their shares in the Equity Capital of the Company as on cut-off date (i.e. Record date) 21st September, 2018
- (c) Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as of cut-off date, may obtain the login Id and password by sending a request at <https://www.evotingindia.com> However, if you are already registered for remote e-voting then you can use your existing user ID and password for casting your vote.
- (d) The e-voting facility will be available at the link <https://www.evotingindia.com> /during the following period:  
  
Commencement of e-voting: From 26th September, 2018 9.00 A.M. to 28th September, 2018 5.00 P.M.
- (e) E-voting should not be allowed beyond 5.00 p.m. on 28th September, 2018. During the e-voting period, Shareholders of the Company holding shares either in physical form or in dematerialized form, as on 21st September, 2018 may cast their vote electronically.
- (f) The login ID and password for e-voting along with process, manner and instructions for e-voting is being sent to the Members along with the physical copy of the notice.
- (g) The company has appointed Mr. R. Ramakrishna Gupta, Practicing Company Secretary, Partner at R & A Associates, Company Secretaries, Hyderabad (Membership No: 5523 & FCS 6696) as Scrutinizer for conducting the e-voting process (i.e. casting of votes using electronic voting system from place other than the venue of the Meeting), and voting through polling papers at the Annual General Meeting, in a fair and transparent manner.
- (h) The results declared along with the Scrutinizer's Report shall be placed on the Company's web-site [www.genera.in](http://www.genera.in) immediately after the result is declared. The Company shall simultaneously forward the results to the stock exchange (s) where the shares of the Company are listed.



## EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013, Secretarial Standard – 02  
and Clause 49 of the Listing Agreement)

### ITEM NO # 3,4, 5 : APPOINTMENT OF DIRECTORS:

Pursuant to the provisions of section 161 of the Companies Act, 2013, The Board of Directors have appointed Mr. K. Sandeep Kumar (07116379) and Mrs.D. Rajeshwari(07791957)as Additional Director(s) of the Company at their Meeting held on 30th September, 2017 and 30th January, 2018 respectively. Pursuant to the aforementioned provisions the said Additional Director (s) will cease to be Directors at the Commencement of the 26th Annual General Meeting of the Company.

Hence, the Board recommends the resolutions as set out in Item No: 3,4& 5 of this notice for your approval.

Particulars	Details of Directors seeking appointment	
Name	KoyyatiSandeep Kumar	DevaganugalaRajeswari
DIN	07116379	07791957
Age	38 years	34 years
Qualification	Bachelor of Arts Degree	Bachelor of Arts degree
Experience	He has Experience in agri & agri related activities	She has experience in Commercial, Merchant and Investment Banking
Terms & Conditions of Appointment	The period of office shall not be liable to retire by rotation.	The period of office shall not be liable to retire by rotation.
Remuneration		
1.Last Draw	NIL	NIL
2.Proposed		
Date of 01st Appointment on The Board.	30th September, 2017	30th January, 2018
Shareholding	NIL	NIL
Relationship with Other Directors	Not related to any other Directors	Not related to any other Directors
No. of Board Meetings attended	09	1
Directorship in other Companies	1	1 (one person company)
Chairmanship of Committees of other Boards	NIL	NIL
Inter – se relationship between the Board members	NIL	NIL

None of the Directors and Key Managerial Personnel of the company, other than the proposed personnel's, and their relatives are concerned or interested, financial or otherwise, in the resolution set out at item No3,.4 & 5.

### ITEM NO # 5 :

#### Revision in terms of Remuneration of Mr. M. Rajesh Naidu as to Managing Director

Mr. M. Rajesh Naidu, was re-appointed as the Managing Director by the Members of the Company at the 23rd Annual General Meeting held on 31stDecember, 2015 for a period of 5 years. He is the promoter director of the Company and he has been working with complete dedication, hard work and effective leadership. The Board reviewed the performance achieved by the Company under his leadership and appreciated the same. Further in order to avail his uninterrupted services for the growth of the company, and upon the recommendations made by the Nomination and Remuneration Committee, the board has proposed to revise the remuneration of Mr. M. Rajesh Naidu for a further period of 3 years w.e.f

## EXPLANATORY STATEMENT

1st April, 2017 to 31st March, 2020 on the terms and conditions as mentioned in the resolution.

The revision of remuneration and the terms of remuneration payable to Mr. M. Rajesh Naidu, Managing Director of the Company requires the approval of Members in General Meeting pursuant to Section 196 of the Companies Act, 2013. Hence the Members approval is being sought for the said resolution.

None of the Directors and Key Managerial Personnel of the company, other than the proposed personnel's, and their relatives are concerned or interested, financial or otherwise, in the resolution set out at item No. 5.

### INFORMATION ABOUT THE APPOINTEE:

1. Background details: M. Rajesh Naidu, 53 years
2. Past remuneration:  
Presently he is drawing the following remuneration: 24 Lakhs P.A.
3. Recognition or awards: NIL
4. Job profile and his suitability: M. Rajesh Naidu, as Managing Director has been responsible for infusing far sweeping changes in the field of technology applications, Operations and Communications within the organization, he has steered the Company with total dedication, hard work and effective leadership into diversified activities.
5. Remuneration proposed: It is proposed to pay the remuneration as set out in the resolution as follows: Salary Commission Other Total (including HRA) 24,00,000 26th Annual Report 2017-2018
6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):

The remuneration payable to the Managing Directors has been benchmarked with the remuneration being drawn by similar positions in Agricultural Industry and has been considered by the Nomination & Remuneration Committee of the Company at their meeting held on 5th September, 2018.

7. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any: As on 31st March, 2018, M. Rajesh Naidu is holding 1187103 Equity Shares of the Company. Except to the extent of his remuneration and shareholding he does not have any other pecuniary relationship with the Company.

### II. Other information:

- (1) Reasons of loss or inadequate profits:
- (2) Steps taken or proposed to be taken for improvement: In tune with the changing trends the Company has expanded its services to the Customers by introducing different schemes to meet the growing demands in the market and to achieve enhanced revenue and profitability.
- (3) Expected increase in productivity and profits in measurable terms:

None of the Directors and Key Managerial Personnel of the company, other than the proposed personnel's, and their relatives are concerned or interested, financial or otherwise, in the resolution set out at item No. 5.

## E-VOTING PROCEDURE

- A. The instructions for members for voting electronically are as under:  
In case of members receiving e-mail:

- (i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "COMPANY NAME" from the drop-down menu and click on "SUBMIT"

## EXPLANATORY STATEMENT

EVSN Reference No.	E-voting starting date & time	E-voting ending date & time
	26.09.2018 at 9.00 A.M	28.09.2018 at 5.00 P.M

\*\*Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., Friday, 21st September, 2018 are entitled to vote on the resolutions set forth in this Notice.

- (iv) 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.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) 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.
- (vii) If you are a first time user follow the steps given below:

For Members Holding shares in Demat 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 Serial Number (refer Serial No. printed on the name and Address Sticker/Postal Ballot Form) in the PAN Field.•</li> <li>• In case the Serial 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 Vikas Rao with Serial Number 1 then enter VI00000001 in the PAN field.</li> </ul>
DOB	Enter the Date of Birth as recorded in your Demat account or in the Company Records for the said Demat account or folio in dd/mm/yyyy format

VIII)After entering these details appropriately, click on “SUBMIT” tab.

- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in Demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the Demat holders for voting for Resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the Resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

## EXPLANATORY STATEMENT

(xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

(xv) Once you “CONFIRM” your vote on the Resolution, you will not be allowed to modify your vote.

(xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.

(xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system. • Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates. • They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on. •

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

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

(XVIII) 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. Apple 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.

(xix) 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 corporate.

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 should be mailed 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,

## BOARD'S REPORT

To  
**The Members,**

Your Directors have pleasure in Presenting their 26th Annual Report of the Company together with the Audited Financial Statements of your company for the financial year ended 31st March, 2018.

### Financial Performance:

#### FINANCIAL HIGHLIGHTS & SUMMARY:

(Rs. In Rupees)

Particulars	Current Year (2017-18) (ind AS)	Previous Year (2016-17)
Gross Sales/Turnover	141646420	126039304
Other Income	216129	1041460
<b>Profit/(Loss) before Interest, Depreciation and Tax</b>	<b>3364575</b>	(492766753)
Depreciation	1275416	52255086
<b>Profit (Loss) Before Tax</b>	<b>2006397</b>	(545021839)
Less: current tax	509440	233190
Deferred Tax Liability	186841	201770
<b>Profit (Loss) After Tax</b>	<b>1310116</b>	(545053259)
Add: Profit(Loss) brought forward from last year	23938948	604129800
Amount available for appropriation	25249064	59076541
<b>Appropriations</b>		
<b>Balance Carried forward to Balance Sheet</b>	<b>25445564</b>	59273041

#### STATEMENT OF COMPANY'S AFFAIRS & OPERATIONAL REVIEW:

During the year under review, the financial statements are prepared in accordance with Indian Accounting Standards (ind AS).

In association with, The Agricultural Marketing Department of The Telangana State Govt., the company is handling the MANAKURAGAYALU PROJECT and is operating nine out lets for sale of Vegetables/fruits/ Dairy items.

The sales turnover of the company is increased by Rs 15607116/, over the corresponding year resulting in 12.38% growth over the previous year. The company is also supplying Fruits and vegetables to the Canteens of a Govt of India Undertaking. The company is also doing sales under B to B model. The Company is in the process of developing e-Commerce in Fruits and vegetables.

In the FY 18-19, the customer's base is also increased.

In the coming year the company envisages to handle end to end operations of MANAKURAGAYALU PROJECT by establishing collections centers and a distribution point.

#### CAPITAL EXPENDITURE:

During the year under review, the company has spent Rs 256450/ towards interiors for one of the outlets and purchased a Laptop, costing Rs 67670/. Thus in the FY 17-18, the company has spent Rs 324120/ towards CAPEX.

## BOARD'S REPORT

### TRANSFER TO RESERVES:

During the year under review, the Company has not transferred any amount to the Reserves for the financial year ended 31st March, 2018.

### DIVIDEND:

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

### DEPOSITS:

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

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

During the Financial year 2017-2018, No company was ceased to be the Subsidiary, Joint venture or Associate Company of the Company.

### EXTRACT OF ANNUAL RETURN:

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

### Changes in Share Capital:

There is no changes in Share Capital of the Company during the Financial year.

### NO. OF MEETINGS OF THE BOARD:

Twelve Board Meetings were held during the Financial Year 2017-18. The dates of the Board Meetings and other details are as below:

1. 11th April, 2017
2. 30th May, 2017
3. 29th June, 2017
4. 2nd August, 2017
5. 14th August, 2017
6. 30th August, 2017
7. 2nd September, 2017
8. 30th September, 2017
9. 19th October, 2017
10. 14th November, 2017
11. 25th January, 2018
12. 30th January, 2018
13. 17th February, 2018

Attendance of Director for the aforementioned Meetings:

S.No	Name of the Director	No. of Board Meetings attended
1.	Rajesh Naidu Munirathnam	13
2.	Vundayala Jayanthi Reddy	13
3.	Sagi Venkata Vanshi Krishna	13
4.	Kalali HariShanker	11
5.	K. Sandeep Kumar	09
6.	Rakesh Kumar Singh	02

## BOARD'S REPORT

### SHARE CAPITAL:

The Paid-up Share Capital of your Company stands at Rs. 8,99,61,000/- (Eight crores ninety nine lakhs sixty one thousand only) as on 31st March, 2018. There were no allotments during the financial year 2017-18.

### DIRECTORS RESPONSIBILITY STATEMENT:

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

- (a) That in the preparation of the annual accounts for the Financial year ended 31st March, 2018, the applicable accounting standards have been followed;
- (b) That the directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2018, and Profit and Loss Statement of the Company for that period;
- (c) that the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) that the directors have prepared the annual accounts for the financial year ended 31st March, 2018, on a going concern basis;
- (e) that the directors have laid down internal controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively;
- (f) that the directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively;

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

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

### RELATED PARTY TRANSACTIONS:

During the year under review, the Company has not entered into any related party transactions pursuant to section 188 of the Company's Act, 2013. Further there are no materially significant related party transactions made by the Company during the Financial Year 2017-18 which may have the potential conflict with the interest of the company at large.

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

The Company has adopted a Related Party Transactions policy and the policy as approved by the board is uploaded on the Company's website [www.genera.in](http://www.genera.in)

### PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS:

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

### PARTICULARS OF EMPLOYEES:

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

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

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

Name of Directors/key Managerial Personnel	Appointment	Resignation
Mr. Rakesh Kumar Singh(Executive Director)	02nd August, 2017	30th August, 2017

## BOARD'S REPORT

K. Sandeep Kumar(Independent Director)	30th September, 2017	30th August, 2017
K. HariShanker(Independent Director)	---	30th January, 2018
D. Rajeshwari(Independent Director)	30th January, 2018	----
K.V.N.S.S.R.K. Prasad(CFO)	29th June, 2017	-----
VishwakAnanta(Company Secretary)	29th June, 2017	17th February 2018
Sandepcheela(SandeepCheela)	17th February 2018	----

### COMMITTEES OF THE BOARD:

#### Currently the Board has three Committees:

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

#### AUDIT COMMITTEE.

The Audit Committee consists of Mr. K. Sandeep Kumar Chairman, Mr. M. Rajesh Naidu, Member and Mr. SagiVenkataVanshi Krishna, Member. All the recommendations made by the Audit Committee were accepted by the Board.

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

#### NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee consists of Mr. K. Sandeep Kumar, Chairman, Mrs. D. Rajeswari, Member and Mr. Sagi Venkata Vanshi Krishna, Member.

The Company follows a policy on remuneration of directors and other senior managerial personnel's. The Policy is recommended by the Nomination and Remuneration Committee and approved by the Board. More details of the same is given in the Corporate Governance Report.

#### STATEMENT OF COMPANY'S AFFAIRS & OPERATIONAL REVIEW:

During the year under review, the financial statements are prepared in accordance with Indian Accounting Standards (ind AS).

In association with, The Agricultural Marketing Department of The Telangana State Govt , the company is handling the MANAKURAGAYALU PROJECT and is operating nine out lets for sale of Vegetables/fruits/ Dairy items.

The sales turnover of the company is increased by Rs 15607116/, over the corresponding year resulting in 12.38% growth over the previous year. The company is also supplying Fruits and vegetables to the Canteens of a Govt of India Undertaking. The company is also doing sales under B to B model. The Company is in the process of developing e. Commerce in Fruits and vegetables.

In the F Y 18-19, the customer's base is also increased.

In the coming year the company envisages to handle end to end operations of MANAKURAGAYALU PROJECT by establishing collections centers and a distribution point.

#### CAPITAL EXPENDITURE:

During the year under review, the company has spent Rs 256450/ towards interiors for one of the outlets and purchased a Laptop, costing Rs 67670/. Thus in the F Y 17-18, the company has spent Rs 324120/ towards CAPEX

The Stakeholders Relationship Committee consists of Mr. K. Sandeep Kumar, Chairman, Mr. Rajesh Naidu, Member and Mrs. D.Rajeshwari, Member.

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

#### VIGIL MECHANISM:

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



## BOARD'S REPORT

### AUDITORS:

In Pursuance to the provisions of Section 139 of the Companies act, 2013, M/s. GLN Prasad & Associates Chartered Accountants bearing Firm Registration No. 015176S, were re-appointed as Statutory Auditors of the Company in the 26th Annual General Meeting of the company.

### AUDITORS REPORT

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

Auditors Qualification	Explanations made by the Board
<p>The company has received a show cause notice from the office of the Enforcement Directorate, that there are certain contraventions of the Provisions of FEMA, 1999 relating to non-filing of ODI forms and Annual Performance Report relating to Investments made by the company as a wholly owned Subsidiary.</p>	<p>The company has redressed the problem and has paid the penalty as per the adjudication order.</p>

### SECRETARIAL AUDITOR:

The Board has appointed M/s R. & A Associates, a firm of practicing Company Secretaries, Hyderabad as the Secretarial Auditor to conduct Secretarial Audit of the Company for the Financial year ended 31st March, 2018 in compliance with the provisions of Section 204 of the Companies Act, 2013.

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

### COST AUDITOR

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

### DETAILS OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS

The company has in place adequate internal financial controls with respect to financial statements. During the year, such controls were tested and no reportable material weakness in the design or operation were observed.

### CHANGE IN THE NATURE OF BUSINESS:

During the year under review there has been no change in the nature of business of the Company.

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

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

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

There were no material changes and commitments in the business operations of the Company from the Financial Year ended 31st March, 2018 to the date of signing of the Director's Report.

### CORPORATE GOVERNANCE:

A detailed Report on Corporate Governance, Management Discussion and Analysis Report and Auditor's Certificate on Corporate Governance as stipulated under Schedule V of SEBI (LORD) Regulations from part of this report.

## BOARD'S REPORT

### RISK MANAGEMENT POLICY:

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

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

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

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

### MECHANISM FOR BOARD EVALUATION:

The board of directors has carried out an annual evaluation of its own performance, board committees and individual directors pursuant to the provisions of the schedule IV of the Companies Act, 2013 and the corporate governance requirements as prescribed by Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015. The Directors evaluation was broadly based on the parameters such as understanding of the Company's vision and objective, skills, knowledge and experience, participation and attendance in Board/ Committee meetings; governance and contribution to strategy; interpersonal skills etc.

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

A meeting of the Independent Directors was also held which reviewed performance of non-independent directors, performance of the board as a whole and performance of the chairman after taking in to account the views of executive directors and non-executive directors. The same was discussed in the board meeting that followed the meeting of the independent directors, at which the performance of the board, its committees and individual directors was also discussed. Performance evaluation of independent directors was done by the entire board, excluding the independent director being evaluated.

### DISCLOSURE PERTAINING TO SEXUAL HARASSMENT OF WOMEN AT WORKPLACE:

During the Financial year ended 31st March, 2018 the Company has neither received any complaints nor there are any pending complaints pertaining to sexual harassment.

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

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

#### A. CONSERVATION OF ENERGY

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

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

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

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

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

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

#### B. TECHNOLOGY ABSORPTION:

- (i) The efforts made towards technology absorption; **Nil**  
(ii) The benefits derived like product improvement, cost reduction, product development or import substitution; **Not Applicable**  
(iii) In case of imported technology(imported during the last three years reckoned from the beginning of the financial

## BOARD'S REPORT

year):

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

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

### **C. FOREIGN EXCHANGE EARNINGS AND OUTGO:**

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

### **FINANCIAL PERFORMANCE OF SUBSIDIARY:**

The Company have the following Foreign Subsidiaries:

1. GENERAAGRI TANZANIA LIMITED
2. GENERAAGRI GLOBAL LIMITED

### **Acknowledgments:**

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

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

For and on behalf of the Board of Directors  
**GENERAAGRI CORP LIMITED**

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

M. RAJESH NAIDU  
Managing Director  
(DIN- 01920908)  
# 90, Lumbini SLN Springs,  
Beside SLN Terminus, Gachibowli,  
Serilingampally, KV Rangareddy,  
Hyderabad - 500 032, TG, IN

**Extract of Annual Return- MGT 9**  
**[Pursuant to section 92 (3) of the Companies Act, 2013 and rule12 (1) of the Companies (Management and Administration) Rules, 2014]**

**I REGISTRATION AND OTHER DETAILS:**

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

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

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

SL NO	Name and Description of main products/ services	NIC Code of the Product/ service	% to total turnover of the company
1	Production of Fruits & vegetables	01139 & 01221 - 01243	100%

**III. PARTICULARS OF SUBSIDIARY**

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

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

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				%Change during the year
	Demat cal	Physi- cal	Total	% of Total Shares	Demat	Phys- cal	Total	% of Total Shares	
A. Promoter									
1) Indian									
1. Individual/ HUF	2249022	-	2249022	25	2249022	--	2249022	25	
2. Central Govt	-	-	-	-	-	--	-	-	

### Extract of Annual Return- MGT 9

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				%Change during the year
	Demat cal	Physi-	Total	% of Total Shares	Demat	Phys- cal	Total	% of Total Shares	
3.State Govt(s)	-	-	-	-	-	-	-	-	-
4.Bodies Corp	-	-	-	-	-	-	-	-	-
5.Banks / FI	-	-	-	-	-	-	-	-	-
6.Any Other	-	-	-	-	-	-	-	-	-
<b>Sub-total(A)(1):-</b>									
<b>2)Foreign</b>									
7.NRIs-Individuals	-	-	-	-	-	-	-	-	-
8.Other-Individuals	-	-	-	-	-	-	-	-	-
9.Bodies Corp.	-	-	-	-	-	-	-	-	-
10.Banks / FI	-	-	-	-	-	-	-	-	-
11.Any Other....	-	-	-	-	-	-	-	-	-
<b>Sub-total(A)(2):-</b>	2249022		2249022	25	2249022	-		2249022	25
<b>B.Public Shareholding</b>									
1.Institutions									
a)Mutual Funds	-	-	-	-	-	-	-	-	-
b)Banks / FI	-	-	-	-	-	-	-	-	-
c)Central Govt	-	-	-	-	-	-	-	-	-
d)State Govt(s)	-	-	-	-	-	-	-	-	-
e)Venture Capital Funds -	-	-	-	-	-	-	-	-	-
f)Insurance Companies	-	-	-	-	-	-	-	-	-
g)FIIs	-	-	-	-	-	-	-	-	-
h)Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
-	-	-	-	-	-	-	-	-	-
i)Others (specify)	-	-	-	-	-	-	-	-	-
<b>Sub-total(B)(1)</b>	-	-	-	-	-	-	-	-	-
<b>2. Non- Institutions</b>									
a)Bodies Corp.									
(i)Indian									
(ii)Overseas									
b)Individuals									
(i) Individual share holders holding nominal share capital uptoRs.									

### Extract of Annual Return- MGT 9

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				%Change during the year
	Demat cal	Physi- cal	Total	% of Total Shares	Demat	Phys- cal	Total	% of Total Shares	
2 lakh	2488143	405500	2893643	32.17	2488143	405500	2893643	32.17	
(ii) Individual shareholders holding nominal share capital in excess of Rs 2 lakh	2477378	259200	2736578	30.42	2477378	259200	2736578	30.42	
C) Others (Specify)									
Clearing Member	102493	—	102493	1.13	102493	—	102493	1.13	
Non-resident Indians (Non- Repat)	7500	—	7500	0.083	7500	----	7500	0.083	
Body corporate	720102	—	720102	8.00	720102	----	720102	8.00	
Non-Resident Indians	286762	----	286762	3.18	286762	—	286762	3.18	
<b>Sub-total(B)(2)</b>	6082378	664700	6747078	75	6082378	664700	6747078	75	
<b>Total Public Shareholding (B)=(B)(1)+ (B)(2)</b>	6082378	664700	6747078	75	6082378	664700	6747078	75	
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	
<b>Grand Total (A+B+C)</b>	8331400	6647000	8996100	100	8331400	664700	8996100	100	

Sl. No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% of Change in share Holding during the year
		No of Shares	% of Total Shares of Company	% of Shares Pledged Encumbered to total Shares	No of Shares	% of Total Shares of Company	% of Shares Pledged Encumbered to total Shares	
1.	M. Rajesh Naidu	1187103	13.20	---	1187103	13.20	---	--
2.	M. Kalpana Raj	1061919	11.80	31.12	1061919	11.80	31.12	---
3.	<b>Total</b>	<b>2249022</b>	<b>25.00</b>	<b>-</b>	<b>2249022</b>	<b>25.00</b>	<b>--</b>	

### Extract of Annual Return- MGT 9

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

Sl. No	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	At the beginning of the year	–	–		–
2.	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	–	–		–
	<b>At the End of the year</b>	–	–		–

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

Sl. No	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	<b>Lokesh Gudaru</b>				
	At the beginning of the year	74768	0.83	74768	0.83
	Transfer/Buy Date:19/05/2017	116	0.83	116	0.83
	Transfer/Buy Date:02/06/2017	53130	1.42	53130	1.42
	Transfer/Buy Date:06/10/2017	46400	1.94	46400	1.94
	Transfer/Buy Date:03/11/2017	13647	2.09	13647	2.09
	Transfer/Buy Date:10/11/2017	22226	2.34	22226	2.34
	Transfer/Buy Date:24/11/2017	52410	2.92	52410	2.92
	Transfer/Buy Date:01/12/2017	41107	3.38	41107	3.38
	At the end of the year	303804	3.38	303804	3.38

### Extract of Annual Return- MGT 9

Sl. No	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
<b>2.</b>	<b>P K Abdul Samad</b>				
	<b>At the beginning of the year</b>	300000	3.33	300000	3.33
	Transfer/Sale Date:26/05/2017	(5000)	(3.28)	(5000)	(3.28)
	Transfer/Sale Date:02/06/2017	(13000)	(3.13)	(13000)	(3.13)
	Transfer/Sale Date:09/06/2017	(12000)	(3.00)	(12000)	(3.00)
	Transfer/sale Date:30/06/2017	(20000)	(2.78)	(20000)	(2.78)
	Transfer/sale Date:27/10/2017	1000	2.79	1000	2.79
	Transfer/sale Date:31/10/2017	(1000)	(2.78)	(1000)	(2.78)
	Transfer/sale Date:03/11/2017	(1000)	(2.77)	(1000)	(2.77)
	Transfer/sale Date:10/11/2017	700	2.78	700	2.78
	Transfer/sale Date:17/11/2017	1300	2.79	1300	2.79
	<b>At the end of the year</b>	251000	2.79	251000	2.79
<b>3.</b>	<b>Vikram Raju Sayyaparaju</b>				
	<b>At the Beginning of the year</b>	267300	2.97	267300	2.97
	<b>At the end f the year</b>	267300	2.97	267300	2.97
<b>4.</b>	<b>Competent Finman Private Limited</b>				
	<b>At the beginning of the year</b>				
	Transfer/Buy Date:30.06.2017	42000	0.47	42000	0.47
	Transfer/Buy Date:07/07/2017	42603	0.94	42603	0.94
	Transfer/Buy Date:14/07/2017	14269	1.10	14269	1.10



### Extract of Annual Return- MGT 9

Sl. No	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	Transfer/ Buy Date:21/07/2017	19646	1.32	19646	1.32
	Transfer/ sale Date:28/07/2017	(4930)	(1.26)	(4930)	(1.26)
	Transfer/ Buy Date:04/08/2017	9150	1.36	9150	1.36
	Transfer/ Buy Date:11/08/2017	22350	1.61	22350	1.61
	Transfer/ Buy Date:18/08/2017	9305	1.72	9305	1.72
	Transfer/ Buy Date:25/08/2017	7433	1.80	7433	1.80
	Transfer/ Buy Date:18/08/2017	9305	1.72	9305	1.72
	Transfer/ Buy Date:25/08/2017	7433	1.80	7433	1.80
	Transfer/ Buy Date:01/09/2017	22555	2.05	22555	2.05
	Transfer/ Buy Date:08/09/2017	52585	2.63	52585	2.63
	Transfer/ Buy Date:15/09/2017	17499	2.83	17499	2.83
	Transfer/ Buy Date:22/09/2017	27799	3.14	27799	3.14
	Transfer/ Buy Date:28/09/2017	6700	3.21	6700	3.21
	Transfer/ Buy Date:20/10/2017	24919	3.49	24919	24919
	Transfer/Buy Date:27/10/2017	32200	3.85	32200	32200
	Transfer/Buy Date:31/10/2017	17918	4.05	17918	17918
	Transfer/sale Date:03/11/2017	(13797)	3.89	(13797)	(13797)
	Transfer/sale Date:10/11/2017	(108807)	(2.68)	(108807)	(108807)
	Transfer/sale Date:17/11/2017	(7790)	2.60	(7790)	(7790)

### Extract of Annual Return- MGT 9

Sl. No	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	Transfer/sale Date:05/01/2018	(500)	(2.59)	(500)	(2.59)
	Transfer/sale Date:02/02/2018	(5000)	(2.54)	(5000)	(2.54)
	Transfer/sale Date:23/03/2018	(13149)	(2.39)	(13149)	(2.39)
	<b>At the end of the year</b>	214958	2.39	214958	2.39
<b>5.</b>	<b>Sugunakar Rao Chikyala</b>				
	<b>At the Beginning of the year</b>	143360	1.59	143360	1.59
	Transfer/Buy Date:28/04/2017	350	1.60	350	1.60
	Transfer/Buy Date:05/05/2017	4090	1.64	4090	1.64
	Transfer/sale Date:12/05/2017	(100)	(1.64)	(100)	(1.64)
	Transfer/Buy Date:26/05/2017	1250	1.66	1250	1.66
	Transfer/Buy Date:02/06/2017	1100	1.67	1100	1.67
	Transfer/sale Date:07/07/2017	(20000)	1.45	(20000)	1.45
	Transfer/sale Date:01/09/2017	(30000)	1.11	(30000)	1.11
	Transfer/sale Date:08/09/2017	(25050)	(0.83)	(25050)	(0.83)
	Transfer/sale Date:27/10/2017	(75000)	0.00	(75000)	0.00
	<b>At the end of the year</b>	0	0	0	0
	<b>Gunda Veeresham</b>				
	<b>At the beginning of the year</b>	140000	1.56	140000	1.56
	Transfer/sale Date: 19/05/2017	(43855)	(1.07)	(43855)	(1.07)
	Transfer/sale Date: 26/06/2017	(26145)	(0.78)	(26145)	(0.78)

### Extract of Annual Return- MGT 9

Sl. No	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	Transfer/sale Date: 02/06/2017	(70000)	0	(70000)	0
	<b>At the end of the year</b>	0	0	0	0
<b>7.</b>	<b>Subrahmanyam D</b>				
	<b>At the beginning of the year</b>	0	0	0	0
	Transfer/Buy Date: 23/03/2018	115000	1.28	115000	1.28
	<b>At the end of the year</b>	115000	1.28	115000	1.28
<b>8.</b>	<b>Manoj Kumar Panda</b>				
	<b>At the beginning of the year</b>	111000	1.23	111000	1.23
	Transfer/sale Date: 19.05.2017	(8000)	(1.14)	(8000)	(1.14)
	Transfer/sale Date: 23/06/.2017	(13000)	(1.00)	(13000)	(1.00)
	Transfer/sale Date: 30/06/2017	(23000)	0.74	(23000)	0.74
	Transfer/sale Date: 03/11/2017	(1000)	(0.73)	(1000)	(0.73)
	Transfer/sale Date: 10/11/2017	(1500)	(0.72)	(1500)	(0.72)
	<b>At the end of the year</b>	64500	0.72	64500	0.72
<b>9.</b>	<b>Xtended Business Reporting Limited</b>				
	<b>At the beginning of the year</b>	0	0	0	0
	Transfer/Buy Date:26/05/2017	1000	0.01	1000	0.01
	Transfer/Buy Date:02/06/2017	34118	0.39	34118	0.39
	Transfer/Buy Date:16/06/2017	57284	1.03	57284	1.03
	Transfer/Buy Date:30/06/2017	51312	1.60	51312	1.60

### Extract of Annual Return- MGT 9

Sl. No	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	Transfer/Buy Date:26/01/2018	5000	1.65	5000	1.65
	<b>At the end of year</b>	148714	1.65	148714	1.65
<b>10.</b>	<b>Naga KavithaMunduru</b>				
	<b>At the beginning of the year</b>	0	0		
	Transfer/Buy Date: 26/05/2017	20650	0.23		
	Transfer/Buy Date: 02/06/2017	62460	0.92		
	Transfer/Buy Date: 16/06/2017	1000	0.94		
	Transfer/Buy Date: 23/06/2017	1874	0.96		
	Transfer/Buy Date: 30/06/2017	20554	1.18		
	Transfer/Buy Date: 07/07/2017	5400	1.24		
	Transfer/Buy Date: 27/10/2017	35134	1.63		
	Transfer/Buy Date: 31/10/2017	92	1.64		
	Transfer/Buy Date: 03/11/2017	584	1.64		
	Transfer/sale Date: 10/11/2017	(2170)	(1.62)		
	Transfer/Sale Date: 23/03/2017	(40000)	(1.17)		
	<b>At the end of the year</b>	105578	1.17		

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

Sl. No	For Each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
<b>1.</b>	<b>RAJESH NAIDU MUNIRATNAM (Managing Director)</b>				
	<b>At the beginning of the year</b>	1187103	13.20	1187103	13.20

### Extract of Annual Return- MGT 9

Sl. No	For Each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
	<b>At the end of the year</b>	1187103	13.20	1187103	13.20
<b>2.</b>	<b>Rakesh Kumar Singh (Executive Director)</b>				
	<b>At the beginning of the year</b>				
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
	<b>At the end of the year</b>	-	-	-	-
<b>3.</b>	<b>V. Jayanthi Reddy (Executive Director)</b>				
	<b>At the beginning of the year</b>	-	-	-	-
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
	<b>At the end of the year</b>	-	-	-	-
<b>4.</b>	<b>S.V. Vanshi Krishna (Independent Director)</b>				
	<b>At the beginning of the year</b>	-	-	-	-
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
	<b>At the end of the year</b>	-	-	-	-

### Extract of Annual Return- MGT 9

Sl. No	For Each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
6.	<b>D. Rajeshwari (Independent Director)</b>				
	<b>At the beginning of the year</b>  Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer / bonus/ sweat equity etc):  <b>At the end of the year</b>	-	-	-	-
7.	<b>K. Sandeep Kumar (Independent Director)</b>				
	<b>At the beginning of the year</b>  Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer / bonus/ sweat equity etc):  <b>At the end of the year</b>	-	-	-	-

#### V. INDEBTEDNESS

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount		79451000	5500000	84951000
ii) Interest due but not paid				
iii) Interest accrued but not				
<b>Total(i+ii+iii)</b>		<b>79451000</b>	<b>5500000</b>	<b>84951000</b>
<b>Change in Indebtedness during the financial year</b>	0			274196937
• Addition	342193	27077500		
• Reduction	-123488	-5755000	-3000000	-8878488
<b>Net Change</b>	<b>218705</b>	<b>21322500</b>	<b>-3000000</b>	<b>18541205</b>

### Extract of Annual Return- MGT 9

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the end of the financial year</b>				
I) Principal mount	218705	100773500	2500000	103492205
ii) Interest due but not paid				
iii) Interest accrued but not due				
<b>Total (i+ii+iii)</b>	<b>218705</b>	<b>100773500</b>	<b>2500000</b>	<b>103492205</b>

#### V. REMUNERATION OF DIRECTORS / KMP / Manager

##### A. Remuneration to Managing Director, Whole-time Directors, Key Managerial Personnel

Particulars of Remuneration	Name of MD	Name of WTD	Name of CFO	Name of Company Secretary	Total Amount
	M Rajesh Naidu	V. Jayanthi Reddy	K.V.S.S.R. Prasad	Sandeep Cheela	
<b>1. Gross salary</b>	<b>Rs. 12,00,000</b>	<b>Rs. 3,00,000</b>	<b>Rs. 4,05,000</b>	<b>Rs. 21,000</b>	<b>22,20,000</b>
(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	-	-	-	-	-
© Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	-	-
<b>2. Stock Option</b>	-	-	-	-	-
<b>3. Sweat Equity</b>	-	-	-	-	-
<b>4. Commission</b>					
- as % of profit	-	-	-	-	-
- others, specify...	-	-	-	-	-
<b>5. Others, please specify</b>	-	-	-	-	-
<b>Total(A)</b>	<b>Rs. 12,00,000</b>	<b>Rs. 3,00,000</b>	<b>4,05,000</b>	<b>21,000</b>	<b>22,20,000</b>
Ceiling as per the Act	<b>Within the ceiling limits as prescribed under this Act</b>				

### Extract of Annual Return- MGT 9

**B.. Remuneration to Other Directors : NIL**

Particulars of Remuneration	Name of Independent Director				Total Amount
	D. Rajeswari	S.V. Vanshi Krishna	K. Sandeep Kumar	K. Hari Shanker	
<b>Independent Directors</b> <ul style="list-style-type: none"> <li>• Fee for attending board committee meetings</li> <li>• Commission</li> <li>• Others, please specify</li> </ul>	-	-	-	-	-
<b>Total(1)</b>	-	-	-	-	-
<b>Other Non-Executive Directors</b> <ul style="list-style-type: none"> <li>• Fee for attending board committee meetings</li> <li>• Commission</li> <li>• Others, please specify</li> </ul>	-	-	-	-	-
<b>Total(2)</b>	-	-	-	-	-
<b>Total(B)=(1+2)</b>	-	-	-	-	-
<b>Total Managerial Remuneration</b>	-	-	-	-	-
Overall Ceiling as per the Act					



## Extract of Annual Return- MGT 9

### VI. PENALTIES/ PUNISHMENT/ COMPOUNDING OF OFFENCES:- NOT APPLICABLE

Type	Section of the companies Act	Brief description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority [RD/ NCLT/Court]	Appeal made If any (give details)
<b>A. Company</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
<b>B. Directors</b>					
Penalty	-	-	<b>NO</b>	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
<b>Other Officers in Default</b>					
Penalty	-	-	<b>NO</b>	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

for and on behalf of the Board of Directors of  
**Genera Agri Corp Limited**  
 CIN: L01403TG1992PLC014945

**Rajesh Naidu Munirathnam**  
 Director  
 DIN: 01920908

**Vundayala Jayanthi Reddy**  
 Director  
 DIN: 07143933

## CORPORATE GOVERNANCE REPORT

### 1. COMPANY'S PHILOSOPHY

The Company has always adhered to good corporate governance practices and maintained the highest levels of fairness, transparency, accountability, ethics and values in all facets of its operations.

The Company believes that high standards of Corporate Governance are the critical to ensure the business success. We feel proud that we have laid a strong foundation stone for good governance long back. The Company has always believed in conducting its affairs in a fair and transparent manner and in maintaining the highest ethical standards in its dealings with all its constituents. Genera Agri Corp Limited is to constantly review its systems and procedures to achieve the highest level of Corporate Governance in the overall interest of all the stakeholders.

The Company's philosophy on Corporate Governance aims at facilitating effective management of the Company in the conduct of business and in meeting the objectives of enhancing value of the Company to its stakeholders and to provide good management.

The Company endeavors to achieve optimum performance at all levels of management by adhering to good corporate governance practices, namely, the following:

1. Fair and transparent business practices.
2. Effective management control by Board.
3. Adequate representation of promoter, executive and independent Directors on the Board.
4. Monitoring of executive performance by the Board.
5. Compliance of laws.
6. Transparent and timely disclosure of financial and management information.

### 2. BOARD OF DIRECTORS

#### a) Composition, Category of Directors and attendance record for the year 2017-18.

The Companies Act, 2013 and regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 govern the composition of the Board of Directors. The Board comprises a combination of Executive and Non Executive Directors. Presently it consists of Five Directors out of which two are Executive Directors and Three are Non-Executive Independent Directors. The Company has Non-Executive Chairman. Non-Executive Directors bring independent views and judgment in the decision making process of the Board.

#### Constitution of the Board and participation of Directors at meetings of the Board during the year 2017-18

Name of the Director	Category	Board Meetings attended	Attendance at last AGM held on 31.12.2016
Mr. M. Rajesh Naidu	Executive/Promoter	13	Yes
Ms. Vundayala Jayanthi Reddy	Executive/Non Independent	13	Yes
Mr. Rakesh Kumar Singh*	Executive/Non-Independent	02	NA
Mr. S.V. Vanshi Krishna	Non-executive/Independent	13	Yes
K. Sandeep Kumar**	Non-executive/Independent	09	
D. Rajeshwari***	Non-Executive/Independent	01	NA
K. Hari Shanker****	Non-Executive/Independent	11	YES

\*Mr. Rakesh Kumar Singh Appointed as Executive Director w.e.f., 02nd August, 2017

Mr. Rakesh Kumar Singh resigned as Executive Director w.e.f., 30th August, 2017.

## CORPORATE GOVERNANCE REPORT

\*\* Mr. K. Sandeep Kumar Appointed as Independent Director w.e.f., 30th September, 2017.

Mr. K. Sandeep Kumar resigned as Independent Director w.e.f 30th August, 2017

\*\*\* Mrs. D. Rajeshwari Appointed as Independent Director w.e.f., 30th January, 2018

\*\*\*\* Mr. K. HariShanker Resigned as Independent Director w.e.f., 30th January, 2018.

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

Name of the Director	Other Directorship's	Committee membership	Committee Chairmanship
Mr. M. Rajesh Naidu	01	-	-
Mr. S.V. Vanshi Krishna	----	-	-
Mr. KallaliHariShanker	01	-	-
Ms. VundayalaJayanthi Reddy	----	—	-
Mr. K. Sandeep Kumar	01	—	—
Mr. Rakesh Kumar singh	02	-	-
D.Rajeshwari	01	--	-

### c) Number of board meeting held and their dates:

Twelve Board Meetings held during the Financial Year 2017-18. The dates of the Board Meetings are as below

1.	11th April, 2017
2.	30th May, 2017
3.	29th June, 2017
4.	2nd August, 2017
5.	14th August, 2017
6.	30th August, 2017
7.	2nd September, 2017
8.	30th September, 2017
9.	19th October, 2017
10.	14th November, 2017
11.	25th January, 2018
12.	30th January, 2018
13.	17th February, 2018

### d) Code of Conduct

The Board has approved a code of conduct for Board Members and Senior Management Personnel of the Company. The code of conduct has been posted on the website of the company. All Directors and senior management personnel have affirmed compliance with the code of conduct for the year ended 31st March, 2018. A declaration to the effect signed by the Managing Director is given below: DECLARATION As provided under regulation 17 of Listing Obligation and Disclosure Requirements Regulations, 2015 the Board Members and the Senior Management Personnel have confirmed compliance with the code of conduct for year ended 31st March, 2018.

## 3. AUDIT COMMITTEE

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

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

## CORPORATE GOVERNANCE REPORT

### a) Brief description of terms of reference.

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

### b) Composition, names of the members and Chairman.

In compliance with Regulation 18 of SEBI (LODR) Regulations, 2015 and section 177 of the Companies Act, 2013, the Board of Directors of the Company has constituted an Audit Committee comprising of the following two Non-Executive/ Independent Directors.

S. No.	Name of the Member	Designation
1.	Mr. K. HariShanker	Chairman
2.	Mr. M. Rajesh Naidu	Member
3.	Mr. SagiVenkata Vanshi Krishna	Member

Audit Committee re-constituted w.e.f. 2nd August, 2017

SL.No.	Name of Member	Designation
1.	Mr. K. HariShanker	Chairman
2.	Mr.M. Rajesh Naidu	Member
3.	Mrs. S.V. Vanshi Krishna	Member

Audit Committee re-constituted w.e.f 30th September, 2017

S. No.	Name of the Member	Designation
1.	Mr. K. HariShanker	Chairman
2.	Mr. M. Rajesh Naidu	Member
3.	Mr. SagiVenkataVanshi Krishna	Member

Audit Committee re-constituted w.e.f 30th January 2018

SL.No.	Name of Member	Designation
1.	Mr. K. Sandeep Kumar	Chairman
2.	Mr. M. Rajesh Naidu	Member
3.	Mrs. S.V. Vanshi Krishna	Member

### c) Meetings and Attendance during the year.

During the year 2017-18, Seven Audit Committee meetings were held on 25th May, 2017, 02nd August, 2017, 09th August, 2017, 30th September 2017, 04th November, 2017, 22nd January, 2018, 30th January, 2018. The attendance of each member of the Committee is given below:

S. No.	Name of the Member	Attendance
1.	Mr. K. HariShanker	6
2.	Mr. M. Rajesh Naidu	7

## CORPORATE GOVERNANCE REPORT

3.	Mr. Sagi Venkata Vanshi Krishna	7
4.	K. Sandeep Kumar	3

### 7. NOMINATION AND REMUNERATION COMMITTEE

#### a) Brief description of terms of reference

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

#### b) Composition, names of the members and Chairman.

In compliance with Regulation 19 of SEBI (LODR) Regulations, 2015 and Section 178 of the Companies Act, 2013, the Board of Directors of the Company has constituted an Nomination and Remuneration Committee comprising of the following three Non-Executive Independent Directors::

S. No.	Name of the Member	Category	Designation
1.	Mr. KalaliHariShanker	Non-Executive Independent	Chairman
2.	K. Sandeep Kumar	Non-Executive Director	Member
3.	Mr. SagiVenkataVanshi Krishna	Non-Executive Independent	Member

#### Nomination and Remuneration Committee was re-constituted w.e.f 02nd August, 2017

S. No.	Name of the Member	Category	Designation
1.	Mr. K. HariShanker	Non-Executive Independent	Chairman
2.	K. Sandeep Kumar	Non-Executive Director	Member
3.	Mr. SagiVenkataVanshi Krishna	Non-Executive Independent	Member

#### Nomination and Remuneration Committee was Reconstituted w.e.f 30th September, 2017.

S. No.	Name of the Member	Category	Designation
1.	Mr. K. HariShanker	Non-Executive Independent	Chairman
2.	Mr. SagiVenkataVanshi Krishna	Non-Executive Independent	Member

#### Nomination and Remuneration Committee was Reconstituted w.e.f 30th January, 2018

S. No.	Name of the Member	Category	Designation
1.	K. Sandeep Kumar	Non-Executive Director	Chairman
2.	D. Rajeswari	Non-Executive Director	Member
3.	Mr. SagiVenkataVanshi Krishna	Non-Executive Independent	Member

#### c) Meetings and Attendance during the year.

During the year 2017-18, , there were Three Meetings held on 2nd August, 2017, 30th September 2017, 30th January, 2018 .

## CORPORATE GOVERNANCE REPORT

S. No.	Name of the Member	Attendance
1.	Mr. K. HariShanker	2
2.	K. Sandeep Kumar	1
3.	Mr. SagiVenkataVanshi Krishna	3

### d) Remuneration policy:

#### Brief description of the Policy

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

## CORPORATE GOVERNANCE REPORT

### e) Details of remuneration paid to Directors:

A detail of remuneration paid to Managerial Personnel of the Company during the year 2017-18 is given below:

Salary inclusive of all perquisites and allowances – Rs15,00,000/- per annum

### 8. STAKEHOLDERS RELATIONSHIP COMMITTEE

#### a) Brief description and terms of reference:

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

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

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

Sl. No.	Name	Category	Designation
1.	Mr. KalaliHariShanker	Non-Executive Independent	Chairman
2.	Mr. M. Rajesh Naidu	Executive	Member
3.	Mr. K. Sandeep Kumar	Non-Executive Independent	Member

#### Stakeholder Relationship Committee was re-constituted w.e.f 2nd August,, 2017

Sl. No.	Name	Category	Designation
1.	Mr. KalaliHariShanker	Non-Executive Independent	Chairman
2.	Mr. M. Rajesh Naidu	Executive	Member
3.	Mr. K. Sandeep Kumar	Non-Executive Independent	Member

#### Stakeholder Relationship Committee was re-constituted w.e.f 30th September, 2017

Sl. No.	Name	Category	Designation
1.	Mr. KalaliHariShanker	Non-Executive Independent	Chairman
2.	Mr. M. Rajesh Naidu	Executive	Member

#### Stakeholder Relationship Committee was re-constituted w.e.f 30th January, 2018.

Sl. No.	Name	Category	Designation
1.	Mr. K. Sandeep Kumar	Non-Executive Independent	Chairman
2.	Mr. M. Rajesh Naidu	Executive	Member
3.	Mr. D. Rajeshwari	Non-Executive Independent	Member

#### c) Name and Designation of the Compliance officer:

## CORPORATE GOVERNANCE REPORT

Mr. Sandeep Cheela Appointed as Compliance Officer w.e.f 17th February, 2018.

- d) No. of Shareholders Complaints received during the year 2017-18: Nil
- e) Number of Shareholders complaints not resolved to the satisfaction of shareholders - Nil
- f) No. of pending Share Transfer - Nil

### 9. GENERAL BODY MEETINGS

#### a) Details of last Three Annual General Meetings

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

FINANCIAL YEAR	DATE	VENUE	TIME
2016-17	28.09.2017	Flat No. 302, 3rd Floor, Plot No. 5&6 silicon valley, Madhapur, Hyderabad – 500 081	11.00 A.M
2015-2016	31.12.2016	Flat No. 302, 3rd Floor, Plot No. 5&6 silicon valley, Madhapur, Hyderabad – 500 081	03.00P.M
2014-2015	31.12.2015	H.No. 8-2-293, Block III, Road No.82, Plot No.382, Film Nagar, Jubilee Hills, Hyderabad - 500033	10.00A.M

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

Date	No. of Special Resolutions passed	Particulars of the Special Resolution
31.12.2017	NIL	NIL
31.12.2016	NIL	NIL
30.09.2015	NIL	NIL

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

Date	Venue	Time
There were No EGM's Held during the Financial Year 2017-18		

d) Special Resolutions were put passed through Postal ballot last year, details of voting pattern: **There was no Special resolution passed through postal ballot.**

e) Person who conducted the postal ballot exercise :

f) At the ensuing Annual General Meeting, there is no resolution proposed to be passed through postal ballot.

g) Procedure for postal Ballot: **Not Applicable**



## CORPORATE GOVERNANCE REPORT

### 10. DISCLOSURES:

#### a) CEO and CFO certificate

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

b) The company has adopted a whistle blower policy. Employees can report the management concerned unethical behavior, act suspected fraud or violation of the Company's Code of Conduct Policy. We further affirm that during the year 2017-18, None of the personnel has denied access to the audit committee.

c) Disclosures on materially significant related party transactions that may have potential conflict with the interests of company at large:

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

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

d) Details of non-compliance by the company, penalties, and strictures imposed on the company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years.

e) Details of compliance with mandatory requirements and adoption of the non-mandatory requirements of this clause.

f) The Company is not carrying on any commodity business and has also not undertaken any hedging activities, hence the same are not applicable to the Company

g) During the last three years no penalties, strictures imposed in the Company by the Stock Exchange(s) or the Board or any statutory authority on any matter related to capital markets.

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

Regulation	Particulars of Regulation	Compliance Status (Yes/No)
17	Board of Directors	YES
18	Audit Committee	YES
19	Nomination & Remuneration committee	YES
20	Stakeholder Relationship Committee	YES
21	Risk Management Committee	NA
22	Vigil Mechanism	YES
23	Related Party Transaction	NA
24	Corporate Governance requirements with respect to Subsidiary of Listed entity	YES
25	Obligation with respect to Independent Directors	YES
26	Obligation with respect to Directors and Senior Management	YES
27	Other Corporate Governance requirements	YES
46 (2) (b) to (i)	Website	Yes

## CORPORATE GOVERNANCE REPORT

### 11. MEANS OF COMMUNICATION:

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

### 12. GENERAL SHAREHOLDERS INFORMATION:

#### a) Annual General Meeting

i.	Date	:	29th September, 2018
ii.	Time	:	10.00 A.M
iii.	Venue	:	Flat No. 302, 3rd Floor, Plot No.5&6 Silicon Valley, Madhapur, Hyderabad – 500 081

- b) Financial Calendar : 1st April to 31st March,  
c) Date of Book closure : 22nd September, 2018 to 29th September, 2018.  
d) Dividend payment date: Not Applicable  
e) The Company's shares are listed on the following stock exchanges :

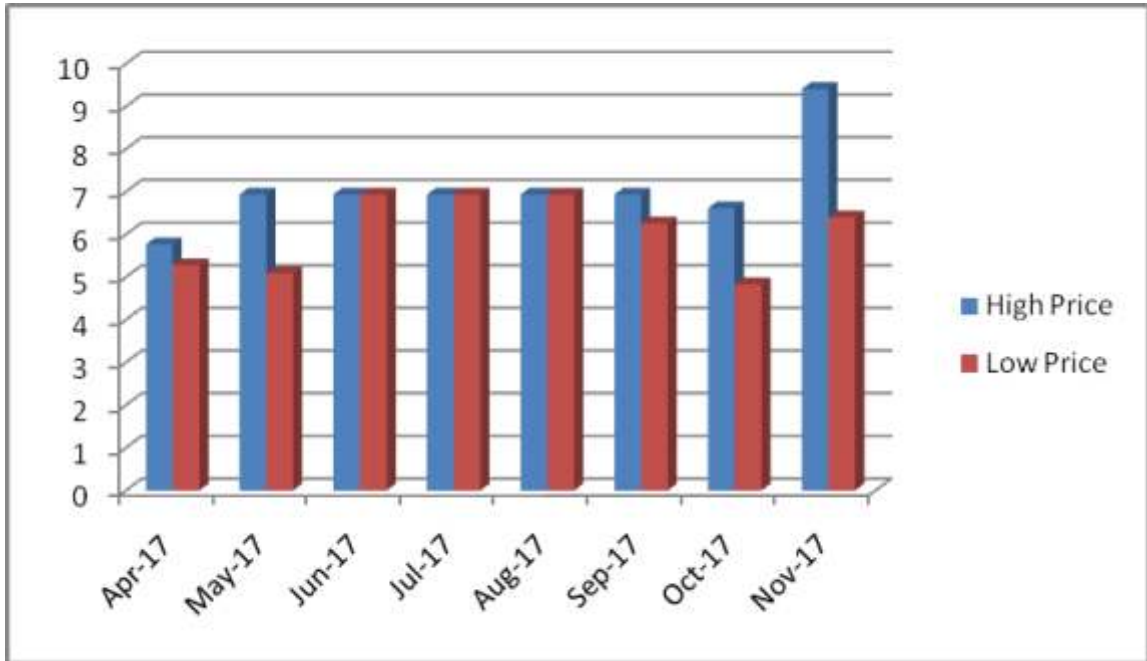
Name of the Stock Exchange	Scrip Code
Bombay Stock Exchange limited	: 590133
Calcutta Stock Exchange Limited	: 10017429

- f) Market Price data high and low during each month in the last financial year:

**Monthly High and Low prices of Genera Agri Corp Limited of Bombay Stock Limited (BSE) for the year ended 31st March, 2018 are furnished hereunder:**

Month	High	Low
April, 2017	5.77	5.28
May, 2017	6.94	5.09
June, 2017	6.94	6.94
July, 2017	6.94	6.94
August, 2017	6.94	6.94
September, 2017	6.94	6.26
October, 2017	6.62	4.83
November, 2017	9.41	6.4

**CORPORATE GOVERNANCE REPORT**



**g) Registrar and Transfer Agents:**

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

**h) Share Transfer System:**

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

The Share transfer Instruments which are received in physical form, are processed by Company R&T Agent is M/s. Bigshare Services Private Limited, Hyderabad.

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

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

**j) Distribution schedule and shareholding pattern as on 31st March 2018:**

1. Distribution of Shareholding as on 31st March, 2018

## CORPORATE GOVERNANCE REPORT

No. of Equity Shares Slab	No. of Share Holders		Share Amount	
	Holders	%	Amount	%
1 - 500	401	18.7471	45350	0.0504
501-1000	158	07.3866	151240	0.1681
1001-2000	162	7.57360	297650	0.3309
2001-3000	117	5.46980	328330	0.3650
3001-4000	047	2.19730	180370	0.2005
4001-5000	199	9.30340	990030	1.1005
5001-10000	364	17.0173	3285180	3.6518
10001-999999999	691	32.3048	84682850	94.1328
<b>Total</b>	<b>2139</b>		<b>89961000</b>	<b>100.0000</b>

### 2. Shareholding Pattern as on 31st March, 2018

The Shareholding distribution of equity shares as on 31st March, 2018 is given hereunder:

Category	No. of Shareholders	No. of Shares held	Percentage of shareholding
<b>Promoter's shareholding:</b>			
- Indian	2	2249022	25
- Foreign	-		
<b>Total Promoters Holdings (A)</b>	<b>2</b>	<b>2249022</b>	<b>25</b>
<b>Public Shareholding:</b>			
<b>Institutional Investors</b>	-	-	-
- Mutual Funds	-	-	-
- Financial Institutions	-	-	-
- Banks	-	-	-
- Foreign Companies	-	-	-
- Any other	-	-	-
<b>Non – Institutional Investors</b>			
Bodies Corporate			
<b>Individuals</b>			
- Holding share capital up to 2 Lakh	1975	2893643	32.17
- Holding share capital in excess of 2 Lakh	44	2736578	30.42
<b>Others</b>			
- NRI's	11	286762	03.18
- NRI (non-Repat)	01	7500	00.083
- Overseas Corporate Bodies	43	720102	08.03
<b>Trusts</b>			
<b>Clearing Members</b>	11	102493	01.13
<b>Total Public Shareholding (B)</b>	<b>2086</b>	<b>8996100</b>	
<b>Shares held by custodian (C)</b>	-	-	-
<b>TOTAL (A+B+C)</b>	<b>2088</b>	<b>899600</b>	<b>100.00</b>

## CORPORATE GOVERNANCE REPORT

**j) Dematerialization of Shares:**

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

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

**l) Plant locations:**

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

**m) Address for Correspondence:**

**For any queries related to transfer dematerialization of shares, change of address and other queries relating to shares of the Company:**

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

**For any queries relating to annual reports etc.,**

Registered office of the Company  
H.No. 8-2-293, Block III, Road No. 82, Plot No. 382,  
Jubilee Hills, Hyderabad – 500 033, Andhra Pradesh  
Phone : + 91 4067229000(18 lines)  
Fax: + 91 4067229099  
Email: geetha@genera.in  
Website: www.genera.in

for and on behalf of the Board of Directors of  
**Genera Agri Corp Limited**

**Rajesh Naidu Munirathnam**  
Director  
DIN: 01920908

90, Lumbini SLN Springs,  
Beside SLN Terminus, Gachibowli,  
Serilingampally, KV Rangareddy,  
Hyderabad - 500 032, TG IN

**Vundayala Jayanthi Reddy**  
Director  
DIN: 07143933

3-5-590, VittalWadi,  
Narayanaguda,  
Hyderabad- 500029, TG

## PARTICULARS OF EMPLOYEES

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

Name of Director	Designation	Remuneration FY 17-18	Remuneration FY 17-18 Remuneration in FY 16-17	% of increase in remuneration	Ratio of remuneration to MRE
M. Rash Naidu	Managing Director	12,00,000	12,00,000	(0%)	5.97
V. Jayanthireddy	Executive Director	3,00,000	3,00,000	(0%)	1.50
<b>Key Managerial Personnel</b>					
K.V.S.S.R. Prasad	Chief Financial Officer	540000	—	---	---
Vishwak Ananta*	Company secretary	112500 (7.5 *15000)	—	—	—
SandeepCheela@	Company Secretary	22000 (1.5*15000)	—	—	—
<b>Permanent Employees</b>					
M. Gita Usha Rani	Assistant Company Secretary	300000	300000	----	----
M. Kalpana Raj	Marketing Head	600000	600000	---	---
Ch. Kumar	Sr. Accountant	201000 (15000*5plus 18000*7)	165000 (15000*11)	—	—
A.Rajesh	Area sales Manager	300000	125000 (25000*5)	—	—
Raja Shekar P	Purchase Incharge	112500 (8500*9plus 12000*3)	51000 (8500*6)	—	—
Prasanth.B	Store operation	85000	—	—	—
Sridevi.B	Jr. Accountant	72000	—	—	—

1. The percentage increase in the median remuneration of employees in the financial year : 22.5%.
2. The number of permanent employees on the roll of the company as on 31st March, 2018 : 09
3. The key parameters for the variable components of remuneration availed by the Directors are considered by the Board of Directors based on the recommendation of the Nomination and Remuneration Committee.

\* Vishwak Ananta had resigned from the post of the Company secretary during the year.

@ Sandeep Cheela was appointed as the Company Secretary of the company during the year.

**Form No. MR-3**  
**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED 31STMARCH, 2018**

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

To

**The Members,**

**GENERA AGRICORP LIMITED,**

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

Plot No: 05 & 06, Silicon Valley, Madhapur

Hyderabad – 500033, Telangana

India

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

Based on our verification of the Company’s books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2018 complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March 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 Overseas Direct Investment. However there are no instances of Foreign Direct Investment and External Commercial Borrowings during the year under review.
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): —
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; **(Not applicable to the Company during the Audit period)**
  - © The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; **(Not applicable to the Company during the Audit period)**
  - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014. **(Not applicable to the Company during the Audit period)**
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable to the Company during the Audit Period);**
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents)

### Form No. MR-3

- Regulations, 1993 regarding the Companies Act and dealing with client;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (**Not applicable to the Company during the Audit Period**); and
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (**Not applicable to the Company during the Audit Period**).

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

We have also examined compliance with the applicable standards/regulations of the following:

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

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

1. The Company is yet to appoint Internal Auditor as required Section 138 of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014.
2. There were instances of delay in filing of forms/returns/documents with the Registrar of Companies beyond the due dates. There were also some instances where the Company is yet to file the forms and the delay has crossed 270 days as prescribed under Section 403 of Companies Act, 2013.
3. There was delay of in publishing the newspaper advertisement for e voting and other details for the business transacted in the 25th AGM as required under Section 108 of Companies Act, 2013 read with rule 20 of Companies (Management and Administration) Rules, 2014 as amended.
4. The Company is yet to file Annual Return on Foreign Liabilities and Assets for the financial year 2016-17 with the Reserve Bank of India.
5. The Company has not consolidated its Financial Statements as required under Section 134 of Companies Act, 2013 read with rules made thereunder and regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the financial year ended 31st March, 2017
6. There was delay in filing of Compliance Certificate for the Half Year ended 31st March, 2017 and 30th September, 2017. The same was submitted on 9th November, 2017 and 12th December, 2017 respectively as against due dates of 30th April 2017 and 30th October 2017 respectively as prescribed under regulation 7(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
7. There was delay in submission of investors grievances report for the quarter ended 31st March, 2017, 30th June 2017 and 30th September, 2017. The same was submitted on 13th June, 2017, 5th December, 2017 and 12th December, 2017 respectively as against due dates of 21st April, 2017, 21st July, 2017 and 21st October, 2017 respectively as prescribed under regulation 13 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
8. There was delay in filing of Corporate Governance report for the quarter ended 31st March, 2017. The same was



### Form No. MR-3

submitted on 25th January, 2018 as against due date of 15th April, 2017. Further the Company has not submitted the Corporate Governance Report with Stock Exchanges for the Quarter ended 30th June, 2017, 30th September, 2017, 31st December, 2017 as prescribed under regulation 27 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

9. The Company has not given prior intimation of board meetings for approval of Audited/Unaudited Financial Results for the quarter and year ended 31st March, 2017 and Quarter ended 30th June, 2017, 31st December, 2017. Further there was delay in prior intimation of board meeting held on 14th November, 2017.

10. There was delay in filing of Share holding pattern for the quarter ended 31st March, 2017, 30th June, 2017, 30th September, 2017 and 31st December, 2017. The same was submitted on 9th November 2017, 5th December, 2017, 12th December, 2017, 24th January, 2018 respectively as against the due date of 21st April, 2017, 21st July, 2017 and 21st October, 2017 and 21st January, 2018 as prescribed under regulation 31 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

11. There were delays in submission and reporting of Audited/Unaudited Financial Results for the quarter and year ended 31st March, 2017 and quarter ended 30th June, 2017, 30th September, 2017 and 31st December, 2016 as required under regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

12. There was delay in filing of Certificate from Practicing Company Secretary for the Half year ended 30th September, 2017. Further the Company has not submitted the Certificate from Practicing Company Secretary for the Half year ended 31st March, 2017 as prescribed under regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

13. The Company has not submitted the Reconciliation of Share Capital Audit Report (ROSCA) to for the quarter ended 31st March, 2017, 30th June, 2017, 30th September, 2017 and 31st December, 2017 as prescribed under regulation 55A of SEBI (Depositories and Participants) Regulations, 1996.

14. With regard to various submission(s) of information/documents and compliance thereof made by the Company with the Registrar of Companies & Stock Exchange(s), the reporting of Compliance was made based upon the information/documents available. However some of the information and documents were not available for verification and accordingly we are unable to comment on the same.

#### **We further report that;**

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

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

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

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

**Form No. MR-3**

**We further report that** during the audit period, the trading of securities of the Company has been suspended from Stock Exchange w.e.f 15th November, 2017 as the same do not meet the exchange requirements..

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

For **Atluri Ramesh & Associates,**  
Company Secretaries

**Ramesh Atluri**

Proprietor

ACS No: 30844

C P No: 16418

Pragati Nagar Kukatpally,  
Hyderabad- 500072.

Date: 05/09/2018

Place: Hyderabad

**“ANNEXURE - A”**

To

**The Members,**

**GENERA AGRICORP LIMITED,**

Flat No: 302, 03rd Floor, Metropole Apartment,

Plot No: 05 & 06, Silicon Valley, Madhapur

Hyderabad – 500033, Telangana

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

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

**For Atluri Ramesh & Associates,**

Company Secretaries

**Ramesh Atluri**

Proprietor

ACS No: 30844

C P No: 16418

Pragati Nagar Kukatpally,

Hyderabad- 500072.

Date: 05/09/2018

Place: Hyderabad

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## MANAGEMENT DISCUSSION AND ANALYSIS

### Industry Structure and developments:

#### Industry Structure and Development:

India's agriculture sector is likely to grow at 2.1 per cent in 2017-18, followed by Industry (4.4 per cent) and services (8.3 per cent), according to the Economic Survey 2017-18.

Agriculture is the primary source of livelihood for about 58 per cent of India's population. Gross Value Added by agriculture, forestry and fishing is estimated at Rs 17.67 trillion (US\$ 274.23 billion) in FY18.

During 2017-18 crop year, food grain production is estimated at 279.51 million tonnes, as per third advance estimates while rice and wheat production in the country is estimated at 111.52 MT and 98.61 MT, respectively in the same period. Milk production was estimated at 165.4 million tonnes during FY17, while meat production was 7.4 million tonnes. Total area in India, sown with rabi crops reached 64.29 million hectares in February 2018.

### SWOT Analysis

#### Strengths :

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

#### Weaknesses:

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

#### Opportunities

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

#### Threats

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

### DISCUSSION ON FINANCIAL AND OPERATION PERFORMANCE:

**During the year under review, the financial statements are prepared in accordance with Indian Accounting Standards (ind AS).**

In association with The Agricultural Marketing Department of The Telangana State Govt , the company is handling the

## MANAGEMENT DISCUSSION AND ANALYSIS

MANAKURAGAYALU PROJECT and is operating nine outlets for sale of Vegetables/fruits/ Dairy items.

The sales turnover of the company is increased by Rs 15607116/, over the corresponding year resulting in 12.38% growth over the previous year. The company is also supplying Fruits and vegetables to the Canteens of a Govt of India Undertaking. The company is also doing sales under B to B model. The Company is in the process of developing e. Commerce in Fruits and vegetables. In the F Y 18-19, the customer's base is also increased.

In the coming year the company envisages to handle end to end operations of MANAKURAGAYALU PROJECT by establishing collections centers and a distribution point.

### Segment - wise or product – wise performance:

The Company as of now operates in one major segment - agricultural products.

#### Outlook:

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

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

#### Risks and concerns:

The Company is exposed to various risks and uncertainties in the normal course of the business that can cause variations in the results from operations and affect the financial condition. The Company is viewing effective risk management as an integral part of delivering of superior returns to shareholders. Principal risks and uncertainties facing the business are as below:

- 1) A significant portion of the company's revenues are generated from the sale of fruits and Vegetables.
- 2) Any change in the consumption of fruits and Vegetables or reduction in demand or change in the price could adversely affect the company's operations and profitability.
- 3) Cultivation is seasonal in nature. Anomalies in the weather condition during that period can have significant impact on the crop, and in turn affect the operating performance.

The business is directly dependent upon the availability of Fruits & Vegetables which is cultivated by the farmers, Any decrease in the area of cultivation by the farmers may result in reduced supply and could also limit ability to process, transport, store and merchandise the product in an efficient manner. Should this occur, the company will face the possibility of reduced revenue during that season without the opportunity to recover until the following season.

#### Internal control systems and their adequacy:

The Company has adequate internal controls commensurate with its activity and size of operations.

#### Discussion on financial performance with respect to operational performance:

During the year under review, your Company has made a Turnover of Rs1416.46 Lakhs as against Rs1260.39 Lakhs and gained a profit of Rs. 13.23 Lakhs as against loss of Rs5450.53 Lakhs for the previous year.

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## MANAGEMENT DISCUSSION AND ANALYSIS

### Material development in Human Resource & Industrial Relations:

There are no significant developments in human resources and number of people employed. However, all our efforts were made to retain the talent and improve the productivity.

### Cautionary Statement

The management of Genera Agri Corp Limited has prepared and is responsible for the financial statements that appear in this report. These are in conformity with accounting principles generally accepted in India and, therefore, include amounts based on informed judgments and estimates. The management also accepts responsibility for the preparation of other financial information that is included in this report. Statements in this management discussion and analysis describing the company's objectives, projections, estimates and expectations may be "forward looking statements" within the meaning of applicable laws under regulations. The management has based these forward-looking statements on its current expectations and projections about future events. Such statements involve known and unknown risks, significant changes in the political and the economic environment in India or key markets abroad, tax laws, litigation, labour relations, exchange rate fluctuations, interest and other costs and may cause actual results to differ materially.

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

I, M. Rajesh Naidu, Managing Director of Genera Agri Corp Limited certify to the Board that:

- A. I have reviewed the financial statements and the cash flow statement for the year ended 31st March, 2018 and to the best of my knowledge and belief, I state that;
- The statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading; and
  - These Statements present a true and fair view of the Company's affairs and are in compliance with current accounting standards, applicable laws and regulations.
- B. That there are, to the best of my knowledge and belief, no transactions entered into by the company during the year, which are fraudulent, illegal or violation of the Company's code of conduct;
- C. I accept responsibility for establishing and maintaining internal controls, I have evaluated the effectiveness of the internal control systems of the Company and I have disclosed to the auditors and the audit committee, deficiencies in the design or the operation of internal controls, if any, of which I am aware and the steps that I have taken or purpose to take and rectify the identified deficiencies; and
- D. I have informed the auditors and the Audit Committee of:
- Significant changes in the internal control during the year:
  - Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - There are no instances of significant fraud of which we have become aware.
- E. I affirm that we have not denied any personnel access to the Audit Committee of the Company (in respect of matters involving alleged misconduct).
- F. I further declare that all Board Members and designated Senior Management have affirmed compliance with the Code of Conduct for the current year.

**M. RAJESH NAIDU**  
Managing Director  
(DIN- 01920908)

90, Lumbini SLN Springs,  
Beside SLN Terminus, Gachibowli,  
Serilingampally, KV Rangareddy,  
HYderabad - 500 032, TG IN

Place: Hyderabad

Date: 05th September, 2018

## AUDITORS' CERTIFICATE ON COMPLIANCE OF CORPORATE GOVERNANCE

To  
The Members of  
**M/s Genera Agri Corp Limited**  
Hyderabad

We have examined the compliance of conditions of Corporate Governance by **M/s. Genera Agri Corp Limited** for the year ended on **31st March, 2018**, as stipulated in Chapter IV of the Securities and Exchange Board of India (listing obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations).

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

In our opinion, and to the best of our information and according to the explanation given to us:

We certify that the company has complied with the conditions of Corporate Governance as stipulated in the abovementioned listing Agreement.

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

**R & A Associates**  
**Company Secretaries**  
**R. Ramakrishna Gupta**

Partner  
FCS No.: 5523  
C P No.: 6696

Technopolis, T 202,  
1-10-74/B, Begumpet,  
Hyderabad – 500016,  
Telangana, India

Place: Hyderabad  
Date : 05th September, 2018



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## Independent Auditor's Report

To  
The Members,  
Genera Agri Corp Limited.

### Report on the Financial Statements

We have audited the accompanying standalone financial statements of **M/s Genera Agri Corp Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2018, the Statement of Profit and Loss (including other comprehensive income), the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended and a summary of the significant accounting policies and other explanatory information

### Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ('the Act') with respect to the preparation of these standalone financial statements that 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 Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, and other accounting principles generally accepted in India.

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

### Auditor's Responsibility

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

In conducting our audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under and the Order issued under Section 143(11) of the Act.

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the standalone 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 financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone 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 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 financial statements.

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

## Independent Auditor's Report

### Basis for Qualified Opinion

a. The Company had advanced certain amounts as Inter-Corporate loans totaling Rs.1037.35 Lakhs, which are outstanding since long time. In our opinion, Company's efforts in recovering the same are not fully yielding desired results. The management is yet to assess the change in risk of default and resultant expected credit loss allowance on such loans and advances. Had the aforesaid assets been provided for impairment, loss after tax for the year ended on March 31, 2018 would have been higher by Rs.1037.35 Lakhs, other equity would have been lower by Rs.1037.35 Lakhs.

b. The Company had given advances for Land totaling Rs. 641.11 Lakhs, which are outstanding since long time. Considering the fact that these are outstanding since long time and Company's efforts in recovering the same are not fully yielding desired results. The possible loss on account of this has not been recognized in the financial statements.

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

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

### Opinion

In our opinion and to the best of our information and according to the explanations given to us, except for the effects of the matters described in the "Basis for qualified opinion" paragraph, the aforesaid standalone 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, of the state of affairs of the Company as at March 31, 2018.

### Emphasis of Matter

Attention is invited to the following:-

(a) The Company has not filed the Income Tax Returns for the Assessment years 2013-14, 2014-15 and 2015-16, the financial impact of which is not quantifiable at the moment.

(b) Note no -31 to the standalone financial statements in respect of tax demand raised by the income tax department for the assessment years 2007-08, 2008-09, 2009-10, 2010-11, 2011-12, 2012-13, 2013-14 involving Tax demand amount aggregating to Rs. 3458.98 Lakhs, the financial impact of which is not quantifiable at the moment due to appeal pending before Income Tax Appellate Tribunal.

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

### Other Matter

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

- ⇒ There was no Internal Auditor's as required under section 138 of the Companies Act, 2013.
- ⇒ We are unable to find the status of the Micro and Small Enterprises, to whom the company owes, which are outstanding more than 45 days at 31st March, 2018.
- ⇒ The trade receivables and payables are subjected to confirmation from parties and The Major portion of trade receivables are outstanding more than 6 months.

## Independent Auditor's Report

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

### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the order") issued by the Central Government in terms of Section 143(11) of the Companies Act 2013 ('Act'), we give in "Annexure B statement on the matters specified in paragraphs 3 & 4 of the Order
2. As required by Section 143(3) of the Act, we report that:
  - (a) We have sought and except for the matters described in the Basis for Qualified Opinion and other matter paragraph, obtained all the information and explanations which to the best of our Knowledge and belief were necessary for the purposes of our audit;
  - (b) Except for the possible effects of the matters described in the Basis for Qualified Opinion paragraph and other matter, in our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
  - (c) The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
  - (d) Except for the effects of the matters described in the Basis for Qualified opinion paragraph, Emphasis matter and other matter paragraph above, In our opinion, the aforesaid standalone Ind AS financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act;
  - (e) The matter described in the Basis for Qualified Opinion Paragraph above, the matters described under the Emphasis of Matter paragraph and the matters described under the Other Matters paragraph in our opinion, may have an adverse effect on the functioning of the company;
  - (f) On the basis of the written representations received from the directors as on 31st March 2018 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2018 from being appointed as a director in terms of Section 164 (2) of the Act;
  - (g) With respect to the adequacy of the internal financial controls with reference to standalone Ind AS financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A";
  - (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – refer note no 31 to the financial statements;
    - ii. The Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses; and
    - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company

For **M/s GLN PRASAD & CO LLP**  
Chartered Accountants  
Firm Reg. no: 015176S/ S200067

Sd/-  
G L N Prasad  
Partner  
Membership No: 214735

Place: Hyderabad  
Date: 05th September, 2018

## Independent Auditor's Report

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

We have audited the internal financial controls over financial reporting of **M/s Genera Agri Corp Limited** ("the company") as of 31 March, 2018 in conjunction with our audit of the financial statements of the company for the year ended on that date.

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

#### Auditors' Responsibility

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

An audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the company's internal financial controls system over financial reporting.

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

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

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

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

### **Independent Auditor's Report**

inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

#### **Qualified Opinion**

According to the information and explanation given to us and based on our audit, the following material weakness have been identified as at March 31, 2018.

- a. The company did not have internal auditor's as required by the company's act, 2013, which is one of the essential components of internal control, with regards to the potential for fraud when performing risk assessment.
- b. The company's internal control system for statutory dues and returns were not operating effectively, which could potentially result in the company goes to the various legal cases for the above mentioned liability.

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

In our opinion, except for the effects/possible effects of the material weaknesses described above on the achievement of the objective of control criteria, the company has maintained adequate and effective internal financial control system over financial reporting as at 31st March, 2018, based on the internal control over financial reporting criteria established by the company considering the essential components of internal financial control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

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

**For M/s GLN PRASAD & CO LLP**  
Chartered Accountants  
Firm Registration. No: 015176S/S200067

Sd/-  
**G L N Prasad**  
Partner  
Membership No: 214735

Place: Hyderabad  
Date: 05th September, 2018

## Independent Auditor's Report

### Annexure (B) to the Independent Auditor's Report

Referred to in paragraph 2 under the heading "Report on other legal and regulatory requirements" of our report of even date to the financial statements of the company for the year ended March 31, 2018:

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

According to the information and explanations given to us, undisputed amounts payable in respect of the above were income tax pertaining to the financial year ended 31 March, 2014 amounting to 2.02 Lakhs and income tax pertaining to the financial year ended 31 March, 2015 amounting to 5.88 Lakhs were in arrears as at March 31, 2018 for a period of more than six months from the date on when they become payable.

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

SI. No.	Assessment Year	Tax Demand against which appeal was preferred (all Rs.in Lakhs)
1	2007-2008	52.49
2	2008-2009	32.14
3	2009-2010	240.55
4	2010-2011	1138.02
5	2011-2012	652.08
6	2012-2013	935.29
7	2013-2014	408.41

- (viii) The Company does not have any loans or borrowings from any financial institution, banks, government or

## Independent Auditor's Report

debenture holders during the year. Accordingly, paragraph 3(viii) of the Order is not applicable.

- (ix) Based upon the audit procedures performed and the information and explanations given by the management, the company has not raised moneys by way of initial public offer or further public offer including debt instruments and term Loans. Accordingly, the provisions of clause 3 (ix) of the Order are not applicable to the Company and hence not commented upon.
- (x) Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.
- (xi) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
- (xii) In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 4 (xii) of the Order are not applicable to the Company.
- (xiii) The Company has entered into transactions with related parties in compliance with the provisions of Sections 177 and 188 of the Act. The details of such related party transactions have been disclosed in the standalone Ind AS financial statements as required under Indian Accounting Standard (Ind AS) 24, Related Party Disclosures specified under Section 133 of the Act.
- (xiv) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- (xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- (xvi) In our opinion, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3 (xvi) of the Order are not applicable to the Company and hence not commented upon.

For **M/s GLN PRASAD & CO LLP**  
Chartered Accountants  
Firm Reg. no: 015176S/S200067

Sd/-

**G L N Prasad**

Partner

Membership No: 214735

Place: Hyderabad

Date: 05th September, 2018

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

PARTICULARS	NOTE	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
<b>Assets</b>				
<b>Non-current assets</b>				
Property, plant and equipment	4	1,62,43,016	1,71,94,312	5,23,94,061
Financial assets				
Investments	5	-	-	-
Loans	6	10,37,34,775	10,37,34,775	10,37,34,775
Other non-current assets	7	6,41,11,484	6,41,11,484	16,86,48,464
		<b>18,40,89,275</b>	<b>18,50,40,571</b>	<b>32,47,77,300</b>
<b>Current assets</b>				
Inventories	8	61,15,510	86,80,855	60,71,450
Financial assets				
Trade receivables	9	4,21,92,067	2,98,53,278	34,20,88,705
Cash and cash equivalents	10	63,85,535	14,22,298	6,78,062
Loans	6	24,33,865	24,33,865	6,56,53,050
Others	11	14,31,005	14,06,005	6,50,368
Current tax assets, net	12	1,80,000	-	-
Other current assets	7	57,500	2,45,000	1,08,97,148
		<b>5,87,95,482</b>	<b>4,40,41,301</b>	<b>42,60,38,783</b>
<b>Total assets</b>		<b>24,28,84,757</b>	<b>22,90,81,872</b>	<b>75,08,16,083</b>
<b>Equity and Liabilities</b>				
<b>Equity</b>				
Equity share capital	13	8,99,61,000	8,99,61,000	8,99,61,000
Other equity	14	2,54,45,564	2,41,35,448	56,91,88,707
<b>Total equity</b>		<b>11,54,06,564</b>	<b>11,40,96,448</b>	<b>65,91,49,707</b>
<b>Non-current liabilities</b>				
Financial Liabilities				
Borrowings	15	2,18,705	-	-
Deferred tax liabilities, net	16	16,56,124	14,69,283	16,71,053
		18,74,829	14,69,283	16,71,053
<b>Current liabilities</b>				
Financial Liabilities				
Borrowings	15	10,32,73,500	8,49,51,000	6,80,00,000
Trade payables	17	1,77,31,977	2,49,56,112	1,85,83,803
Other financial liabilities	18	24,71,848	17,28,660	4,72,398
Other current liabilities	19	10,79,257	1,27,471	4,03,554
Current tax liabilities, net	20	10,46,782	17,52,898	25,35,568
		<b>12,56,03,364</b>	<b>11,35,16,141</b>	<b>8,99,95,323</b>
<b>Total liabilities</b>		<b>12,74,78,193</b>	<b>11,49,85,424</b>	<b>9,16,66,376</b>
<b>Total equity and liabilities</b>		<b>24,28,84,757</b>	<b>22,90,81,872</b>	<b>75,08,16,083</b>
Summary of significant accounting policies	1-42			

The accompanying notes are an integral part of the Standalone financial statements.

As per our report of even date

**for G L N Prasad & Co LLP**

Chartered Accountants

ICAI Firm Registration Number: 015176S/S200067

**GLN Prasad**

Partner

Membership No.: 214735

Place: Hyderabad

Date: 05th September, 2018

for and on behalf of the Board of Directors of

**Genera Agri Corp Limited**

CIN: L01403TG1992PLC014945

**Rajesh Naidu Munirathnam**

Director

DIN: 01920908

**Krishna Prasad**

Chief Financial Officer

**Vundayala Jayanthi Reddy**

Director

DIN: 07143933

**Sandeep Cheela**

Company Secretary

M. No.A45678



**STANDALONE STATEMENT OF PROFIT & LOSS AS ON 31ST MARCH 2018**

PARTICULARS	NOTE	As at 31 March 2018	As at 31 March 2017
<b>Revenue from operations</b>	21	14,16,46,420	12,60,39,304
<b>Other income</b>	22	2,16,129	10,41,460
<b>Total income</b>		<b>14,18,62,549</b>	12,70,80,764
<b>Expenses</b>			
Cost of materials consumed	23	10,87,59,316	11,02,67,904
Change in inventories of stock in trade	24	25,65,345	(26,09,405)
Other operating expenses	25	34,38,204	26,89,082
Employee benefits expense	26	1,59,57,957	86,11,312
Depreciation and amortisation expense	27	12,75,416	5,22,55,086
Finance costs	28	82,762	65,928
Other expenses	29	77,77,151	50,08,22,696
<b>Total expense</b>		<b>13,98,56,152</b>	67,21,02,603
<b>Profit before tax</b>		<b>20,06,397</b>	(54,50,21,839)
<b>Tax expenses</b>			
Current tax	30	5,09,440	2,33,190
Deferred tax	30	1,86,841	(2,01,770)
<b>Total tax expense</b>		<b>6,96,281</b>	31,420
<b>Profit for the year</b>		<b>13,10,116</b>	(54,50,53,259)
<b>Total comprehensive income for the year</b>		<b>13,10,116</b>	(54,50,53,259)
Earnings per equity share (nominal value of INR 10) in INR	37		
Basic		0.15	(60.59)
Diluted		0.15	(60.59)
Summary of significant accounting policies	1-42		

The accompanying notes are an integral part of the Standalone financial statements.

As per our report of even date

**for G L N Prasad & Co LLP**

Chartered Accountants

ICAI Firm Registration Number: 015176S/S200067

**GLN Prasad**

Partner

Membership No.: 214735

Place: Hyderabad

Date: 05th September, 2018

for and on behalf of the Board of Directors of

**Genera Agri Corp Limited**

CIN: L01403TG1992PLC014945

**Rajesh Naidu Munirathnam Vundayala Jayanthi Reddy**

Director

DIN: 01920908

Director

DIN: 07143933

**Krishna Prasad**

Chief Financial Officer

**Sandeep Cheela**

Company Secretary

M. No.A45678

## STANDALONE STATEMENT OF CASH FLOWS

PARTICULARS	For the year ended	
	31 March 2018	31 March 2017
<b>I. Cash flows from operating activities</b>		
<b>Profit before tax</b>	2,006,397	(545,021,839)
Adjustments to reconcile profit before tax to net cash flows:		
Depreciation of tangible assets	1,275,416	52,255,086
Advances written off		168,036,980
Bad debts written off	-	328,416,392
Finance costs (including fair value change in financial instruments)	82,762	65,928
<b>Operating profit before working capital changes</b>	3,364,575	3,752,547
<b>Changes in working capital:</b>		
Adjustment for (increase)/decrease in operating assets		
Trade receivables	(12,338,789)	(16,180,965)
Inventories	2,565,345	(2,609,405)
Loans	-	63,219,185
Other financial assets - current	(25,000)	(755,637)
Other assets	187,500	(52,847,852)
Adjustment for (increase)/decrease in operating liabilities		
Trade payables	(7,224,135)	6,372,309
Other financial liabilities - current	743,188	1,256,262
Other current liabilities	951,786	(276,083)
<b>Cash generated from operations</b>	(11,775,530)	1,930,360
Income taxes paid	(1,395,557)	(1,015,860)
<b>Net cash generated from/(used in) operating activities</b>	(13,171,086)	914,500
<b>II. Cash flows from investing activities</b>		
Purchase of property, plant and equipment and intangibles (including capital work in progress)	(324,120)	(17,355,336)
Proceeds from sale of property, plant and equipment	-	300,000
<b>Net cash used in investing activities</b>	(324,120)	(17,055,336)
<b>III. Cash flows from financing activities</b>		
Proceeds from/(repayment of) long-term borrowings, net	218,705	-
Proceeds from/(repayment of) short-term borrowings, net	18,322,500	16,951,000
Interest paid	(82,762)	(65,928)
<b>Net cash provided by financing activities</b>	18,458,443	16,885,072
<b>Net increase in cash and cash equivalents (I+II+III)</b>		
Cash and cash equivalents at the beginning of the year	4,963,237	744,236
Cash and cash equivalents at the end of the year (refer note below)	1,422,298	678,062
	6,385,535	1,422,298
Note:		
Cash and cash equivalents comprise:		
Cash on hand	4,234,488	944,173
Balances with banks:		
- in current accounts	2,151,047	478,125
	6,385,535	1,422,298
Summary of significant accounting policies		

The accompanying notes are an integral part of the Standalone financial statements.

As per our report of even date

**for G L N Prasad & Co LLP**

Chartered Accountants

ICAI Firm Registration Number: 015176S/S200067

**GLN Prasad**

Partner

Membership No.: 214735

Place: Hyderabad

Date: 05th September, 2018

for and on behalf of the Board of Directors of

**Genera Agri Corp Limited**

CIN: L01403TG1992PLC014945

**Rajesh Naidu Munirathnam**

Director

DIN: 01920908

**Krishna Prasad**

Chief Financial Officer

**Vundayala Jayanthi Reddy**

Director

DIN: 07143933

**Sandeep Cheela**

Company Secretary

M. No.A45678

**STANDALONE STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2018**

a. Equity Share Capital					
				No. of shares	Amount
Balance as at April 1, 2016				8,996,100	89,961,000
Balance as at March 31, 2017				8,996,100	89,961,000
Balance as at March 31, 2018				8,996,100	89,961,000
b. Other equity					
Particulars	Reserves and Surplus			Total	
	Capital reserve	General reserve	Retained earnings		
<b>At April 1, 2016</b>	99,500	97,000	568,992,207	569,188,707	
Profit for the year			(545,053,259)	(545,053,259)	
Other comprehensive income			-	-	
<b>At March 31, 2017</b>	99,500	97,000	23,938,948	24,135,448	
Profit for the year			1,310,116	1,310,116	
Other comprehensive income			-	-	
<b>Balance as of 31 March 2018</b>	99,500	97,000	25,249,064	25,445,564	
Summary of significant accounting policies					

The accompanying notes are an integral part of the Standalone financial statements.

As per our report of even date

**for G L N Prasad & Co LLP**

Chartered Accountants

ICAI Firm Registration Number: 015176S/S200067

**GLN Prasad**

Partner

Membership No.: 214735

Place: Hyderabad

Date: 05th September, 2018

for and on behalf of the Board of Directors of

**Genera Agri Corp Limited**

CIN: L01403TG1992PLC014945

**Rajesh Naidu Munirathnam Vundayala Jayanthi Reddy**

Director

DIN: 01920908

Director

DIN: 07143933

**Krishna Prasad**

Chief Financial Officer

**Sandeep Cheela**

Company Secretary

M. No.A45678

## NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

### 1 General Information

Genera Agricornp Limited ('the Company') is a Public Limited Company incorporated in India, having its registered office at Hyderabad, India. The Company is carrying on the business of trading of Agriculture Products. The Company is listed in the Bombay Stock Exchange (BSE).

### 2 Basis of preparation of financial statements

#### 2.1 Statement of Compliance

"The financial statements have been prepared in accordance of Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules 2015 notified under Section 133 of Companies Act 2013 (the 'Act') and other relevant provisions of the Act. The Company's financial statements up to and for the year ended March 31, 2016 were prepared in accordance with the Companies (Accounting Standards) Rules 2006, notified under Section 133 of Companies Act 2013 (the 'Act') and other relevant provisions of the Act. As these are the first financial statements prepared in accordance with Indian Accounting Standards (Ind AS), Ind AS 101, First-time Adoption of Indian Accounting Standards has been applied. An explanation of how the transition to Ind AS has affected the previously reported financial position, financial performance of the Company is provided in Note 38. The financial statements were authorised for issue by the Company's Board of Directors on May 30, 2018. Details of the accounting policies are included in Note 3."

#### 2.2 Basis of measurement

"These financial statements have been prepared on the historical cost convention and on an accrual basis, except for the following material items in the statement of financial position: • certain financial assets and liabilities are measured at fair value; • long term borrowings are measured at amortized cost using the effective interest rate method."

#### 2.3 Functional currency

"The financial statements are presented in Indian rupees, which is the functional currency of the Company. Functional currency of an entity is the currency of the primary economic environment in which the entity operates. All amounts are in Indian Rupees except share data, unless otherwise stated."

#### 2.4 Operating cycle

"All the 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. Assets: An asset is classified as current when it satisfies any of the following criteria: a) it is expected to be realized in, or is intended for sale or consumption in, the Company's normal operating cycle; b) it is held primarily for the purpose of being traded; c) it is expected to be realized within twelve months after the reporting date; or d) it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting date. Liabilities: A liability is classified as current when it satisfies any of the following criteria: a) it is expected to be settled in the Company's normal operating cycle; b) it is held primarily for the purpose of being traded; c) it is due to be settled within twelve months after the reporting date; or d) the Company does not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting date. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification. Current assets/ liabilities include the current portion of non-current assets/ liabilities respectively. All other assets/ liabilities are classified as non-current."

#### 2.5 Critical accounting judgements and key sources of estimation uncertainty Operating cycle

"In the application of the Company's accounting policies, which are described in note 3, the management of the Company are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and 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 underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods. The following are the areas of estimation uncertainty and critical judgements that the management has made in the process of applying the Company's accounting policies and that have the most significant effect on the amounts recognised in the financial statements: Provision and contingent liability On an ongoing basis, Company reviews pending cases, claims by third parties and other contingencies. For contingent losses that are considered probable, an estimated loss is recorded as an accrual in financial statements. Loss Contingencies that are considered possible are not provided for but disclosed as Contingent liabilities in the financial statements. Contingencies the likelihood of which is remote are not disclosed in the financial statements. Gain contingencies are not recognized until the contingency has been resolved and amounts are received or receivable. Useful lives of depreciable assets Management reviews the useful lives of

depreciable assets at each reporting. As at March 31, 2017 management assessed that the useful lives represent the expected utility of the assets to the Company. Further, there is no significant change in the useful lives as compared to previous year."

## **2.6 Measurement of fair values**

"A number of the Company's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities. Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:— Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.— Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).— Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).When measuring the fair value of an asset or a liability, the Company uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement. The Company recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred. "

## **3 Significant accounting policies**

### **3.1 Revenue recognition**

"Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the amount can be reliably measured. • Revenue is measured at the fair value of consideration received or receivable taking into account the amount of discounts, volume rebates and VAT/ GST are recognised when all significant risks and rewards of ownership of the goods sold are transferred. • Revenue from the sale of goods includes excise duty. • Dividend income is accounted for when the right to receive the income is established. • Difference between the sale price and carrying value of investment is recognised as profit or loss on sale / redemption on investment on trade date of transaction. • Interest income is accrued on, time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition."

### **3.2 Leases**

"Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases. Leases under which the Company assumes substantially all the risks and rewards of ownership are classified as finance leases. Such assets are capitalized at fair value of the asset or present value of the minimum lease payments at the inception of the lease, whichever is lower. Assets held under leases that do not transfer substantially all the risks and reward of ownership are not recognized in the balance sheet. Lease payments under operating lease are generally recognised as an expense in the statement of profit and loss on a straight-line basis over the term of lease unless such payments are structured to increase in line with the expected general inflation to compensate for the lessor's expected inflationary cost increases. Further, at the inception of above arrangement, the Company determines whether the above arrangement is or contains a lease. At inception or on reassessment of an arrangement that contains a lease, the Company separates a payments and other consideration required by the arrangement into those for the lease and those for other elements on the basis of their relative fair values. If the Company concludes for a finance lease that it is impracticable to separate the payments reliably, then an asset and a liability are recognised at an amount equal to the fair value of the underlying asset; subsequently, the liability is reduced as payments are made and an imputed finance cost on the liability is recognised using the Company's incremental borrowing rate. Minimum lease payments made under finance leases are apportioned between the finance charge and the reduction of the outstanding liability. The finance charge is allocated to each period during the lease term so as to produce a constant periodic rate of interest on the remaining balance of the liability."

### **3.3 Foreign currencies**

In preparing the financial statements of the Company, transactions in currencies other than the company's functional currency (foreign currencies) are recognised at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated. Exchange differences on monetary items are recognised in profit or loss in the period in which they arise.

### **3.4 Borrowing costs**

"Specific borrowing costs that are attributable to the acquisition, construction or production of a qualifying asset are capitalized as part of the cost of such asset till such time the asset is ready for its intended use and borrowing costs are being incurred. A qualifying asset is an asset that necessarily takes a substantial period of time to get ready for its intended use. All other borrowing costs are recognised as an expense in the period in which they are incurred. Borrowing cost includes interest expense, amortization of discounts, ancillary costs incurred in connection with borrowing of funds and exchange difference

arising from foreign currency borrowings to the extent they are regarded as an adjustment to the Interest cost. "

### 3.5 Taxation

"Income tax expense consists of current and deferred tax. Income tax expense is recognized in the income statement except to the extent that it relates to items recognized directly in equity, in which case it is recognized in equity. Current tax Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years Deferred tax. Deferred tax is recognized using the balance sheet method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognized for the following temporary differences: the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit; differences relating to investments in subsidiaries and jointly controlled entities to the extent that it is probable that they will not reverse in the foreseeable future; and taxable temporary differences arising upon the initial recognition of goodwill. Deferred tax is measured at the tax rates that are expected to be applied to the temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date. Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously. A deferred tax asset is recognized to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized."

### 3.6 Earnings per share

"The Company presents basic and diluted earnings per share ("EPS") data for its ordinary shares. The basic earnings per share is computed by dividing the net profit attributable to equity shareholders for the period by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the net profit attributable to equity shareholders for the year relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares. Potential equity shares are deemed to be dilutive only if their conversion to equity shares would decrease the net profit per share."

### 3.7 Property, plant and equipment

"The initial cost of PPE comprises its purchase price, including import duties and non-refundable purchase taxes, and any directly attributable costs of bringing an asset to working condition and location for its intended use, including relevant borrowing costs and any expected costs of decommissioning, less accumulated depreciation and accumulated impairment losses, if any. Expenditure incurred after the PPE have been put into operation, such as repairs and maintenance, are charged to the Statement of Profit and Loss in the period in which the costs are incurred. If significant parts of an item of PPE have different useful lives, then they are accounted for as separate items (major components) of PPE. Material items such as spare parts, stand-by equipment and service equipment are classified as PPE when they meet the definition of PPE as specified in Ind AS 16 – Property, Plant and Equipment."

### 3.8 Expenditure during construction period

Expenditure during construction period (including financing cost related to borrowed funds for construction or acquisition of qualifying PPE) is included under Capital Work-in-Progress, and the same is allocated to the respective PPE on the completion of their construction. Advances given towards acquisition or construction of PPE outstanding at each reporting date are disclosed as Capital Advances under "Other non-current Assets".

### 3.9 Depreciation

"Depreciation is the systematic allocation of the depreciable amount of PPE over its useful life and is provided on a straight-line basis over the useful lives as prescribed in Schedule II to the Act or as per technical assessment. Depreciable amount for PPE is the cost of PPE less its estimated residual value. The useful life of PPE is the period over which PPE is expected to be available for use by the Company, or the number of production or similar units expected to be obtained from the asset by the Company. The Company has componentised its PPE and has separately assessed the life of major components. In case of certain classes of PPE, the Company uses different useful lives than those prescribed in Schedule II to the Act. The useful lives have been assessed based on technical advice, taking into account the nature of the PPE and the estimated usage of the asset on the basis of management's best estimation of obtaining economic benefits from those classes of assets. Such classes of assets and their estimated useful lives are as under:"

Particulars	Useful life
Buildings	30 years
Plant and Machinery	8 to 15 years

Particulars	Useful life
Electrical Equipment	10 years
Laboratory equipment	10 years
Office Equipment	5 years
Computers	3 years
Furniture and Fixtures	10 years
Vehicles	8 years
Generator	10 years
Leasehold Improvements	15 years
Air Conditioners	10 years
Tools and Spares	15 years

Depreciation on additions is provided on a pro-rata basis from the month of installation or acquisition and in case of Projects from the date of commencement of commercial production. Depreciation on deductions/disposals is provided on a pro-rata basis up to the date of deduction/disposal.

### 3.10 Intangible assets and amortisation

"Intangible assets are stated at cost less accumulated amortization and impairment. Intangible assets are amortized over their respective estimated useful lives on a straight-line basis, from the date that they are available for use. Amortization The estimated useful life of an identifiable intangible asset is based on a number of factors including the effects of obsolescence, demand, competition and other economic factors (such as the stability of the industry and known technological advances) and the level of maintenance expenditures required to obtain the expected future cash flows from the asset."

### 3.11 Cash and cash equivalents

Cash and cash equivalents in the Balance Sheet comprise cash at bank and in hand and short-term deposits with banks that are readily convertible into cash which are subject to insignificant risk of changes in value and are held for the purpose of meeting short-term cash commitments.

### 3.12 Cash flow statement

Cash flows are reported using the indirect method, whereby net profit before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated. Bank overdrafts are classified as part of cash and cash equivalent, as they form an integral part of an entity's cash management.

### 3.13 Government grants

"Government grants are recognised where there is reasonable assurance that the grant will be received and all attached conditions will be complied with. Where the Company receives non-monetary grants, the asset and the grant are accounted at fair value and recognised in the statement of profit and loss over the expected useful life of the asset."

### 3.14 Impairment of non financial assets

"The carrying amounts of the Company's non-financial assets, inventories and deferred tax assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. The recoverable amount of an asset or cash-generating unit (as defined below) is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or the cash-generating unit. For the purpose of impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the "cash-generating unit"). An impairment loss is recognized in the income statement if the estimated recoverable amount of an asset or its cash-generating unit is lower than its carrying amount. Impairment losses recognized in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized. Goodwill that forms part of the carrying amount of an investment in an associate is not recognized separately, and therefore is not tested for impairment separately. Instead, the entire amount of the investment in an associate is tested for impairment as a single asset when there is objective evidence that the investment in an associate may be impaired. An impairment loss in respect of equity accounted investee is measured by comparing the recoverable amount of investment with its carrying amount. An impairment loss is recognized in the income statement, and reversed if there has been a favorable change in the estimates used to determine the recoverable amount."

### 3.15 Employee benefits

#### Short-term employee benefits

"Short-term employee benefits are expensed as the related service is provided. A liability is recognized for the amount expected to be paid if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably. Defined contribution plans The Company's contributions to defined contribution plans are charged to the income statement as and when the services are received from the employees. Defined benefit plans The liability in respect of defined benefit plans and other post-employment benefits is calculated using the projected unit credit method consistent with the advice of qualified actuaries. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using interest rates of high-quality corporate bonds that are denominated in the currency in which the benefits will be paid, and that have terms to maturity approximating to the terms of the related defined benefit obligation. In countries where there is no deep market in such bonds, the market rates on government bonds are used. The current service cost of the defined benefit plan, recognized in the income statement in employee benefit expense, reflects the increase in the defined benefit obligation resulting from employee service in the current year, benefit changes, curtailments and settlements. Past service costs are recognized immediately in income. The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the income statement. Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions are charged or credited to equity in other comprehensive income in the period in which they arise. Termination benefits Termination benefits are recognized as an expense when the Company is demonstrably committed, without realistic possibility of withdrawal, to a formal detailed plan to either terminate employment before the normal retirement date, or to provide termination benefits as a result of an offer made to encourage voluntary redundancy. Termination benefits for voluntary redundancies are recognized as an expense if the Company has made an offer encouraging voluntary redundancy, it is probable that the offer will be accepted, and the number of acceptances can be estimated reliably. Other long-term employee benefits"

The Company's net obligation in respect of other long term employee benefits is the amount of future benefit that employees have earned in return for their service in the current and previous periods. That benefit is discounted to determine its present value. Re-measurements are recognized in the statement of profit and loss in the period in which they arise.

### 3.16 Provisions

A provision is recognized if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

### 3.17 Contingent liabilities & contingent assets

"A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made. Contingent assets are not recognised in the financial statements. However, contingent assets are assessed continually and if it is virtually certain that an inflow of economic benefits will arise, the asset and related income are recognised in the period in which the change occurs."

### 3.18 Financial instruments

"a. Recognition and Initial recognition The Company recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument. All financial assets and liabilities are recognized at fair value on initial recognition, except for trade receivables which are initially measured at transaction price. Transaction costs that are directly attributable to the acquisition or issues of financial assets and financial liabilities that are not at fair value through profit or loss, are added to the fair value on initial recognition. A financial asset or financial liability is initially measured at fair value plus, for an item not at fair value through profit and loss (FVTPL), transaction costs that are directly attributable to its acquisition or issue.

b. Classification and Subsequent measurement Financial assets On initial recognition, a financial asset is classified as measured at— amortised cost;— FVTPL"

"Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Company changes its business model for managing financial assets. A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:— the asset is held within a business model whose objective is to hold assets 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. All financial assets not classified as measured at amortised cost as described above are measured at FVTPL. On initial recognition, the Company may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise. Financial assets: Business



model assessment The Company makes an assessment of the objective of the business model in which a financial asset is held at a portfolio level because this best reflects the way the business is managed and information is provided to management. The information considered includes:– the stated policies and objectives for the portfolio and the operation of those policies in practice. These include whether management’s strategy focuses on earning contractual interest income, maintaining a particular interest rate profile, matching the duration of the financial assets to the duration of any related liabilities or expected cash outflows or realising cash flows through the sale of the assets;– how the performance of the portfolio is evaluated and reported to the Company’s management;– the risks that affect the performance of the business model (and the financial assets held within that business model) and how those risks are managed; – how managers of the business are compensated – e.g. whether compensation is based on the fair value of the assets managed or the contractual cash flows collected; and– the frequency, volume and timing of sales of financial assets in prior periods, the reasons for such sales and expectations about future sales activity."

"Transfers of financial assets to third parties in transactions that do not qualify for derecognition are not considered sales for this purpose, consistent with the Company’s continuing recognition of the assets. Financial assets that are held for trading or are managed and whose performance is evaluated on a fair value basis are measured at FVTPL. Financial assets: Assessment whether contractual cash flows are solely payments of principal and interest For the purposes of this assessment, ‘principal’ is defined as the fair value of the financial asset on initial recognition. ‘Interest’ is defined as consideration for the time value of money and for the credit risk associated with the principal amount outstanding during a particular period of time and for other basic lending risks and costs (e.g. liquidity risk and administrative costs), as well as a profit margin. In assessing whether the contractual cash flows are solely payments of principal and interest, the Company considers the contractual terms of the instrument. This includes assessing whether the financial asset contains a contractual term that could change the timing or amount of contractual cash flows such that it would not meet this condition. In making this assessment, the Company considers:– contingent events that would change the amount or timing of cash flows;– terms that may adjust the contractual coupon rate, including variable interest rate features;– prepayment and extension features; and– terms that limit the Company’s claim to cash flows from specified assets (e.g. non- recourse features). A prepayment feature is consistent with the solely payments of principal and interest criterion if the prepayment amount substantially represents unpaid amounts of principal and interest on the principal amount outstanding, which may include reasonable additional compensation for early termination of the contract. Additionally, for a financial asset acquired at a significant discount or premium to its contractual par amount, a feature that permits or requires prepayment at an amount that substantially represents the contractual par amount plus accrued (but unpaid) contractual interest (which may also include reasonable additional compensation for early termination) is treated as consistent with this criterion if the fair value of the prepayment feature is insignificant at initial recognition."

"Financial assets: Subsequent measurement and gains and losses Financial assets at FVTPL: These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in profit or loss. Financial assets at amortised cost: These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain or loss on derecognition is recognised in profit or loss. Financial liabilities: Classification, Subsequent measurement and gains and losses Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held- for- trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in profit or loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in profit or loss. Any gain or loss on derecognition is also recognised in profit or loss. c. Derecognition at asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset. If the Company enters into transactions whereby it transfers assets recognised on its balance sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognised. Financial liabilities The Company derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire. The Company also derecognises a financial liability when its terms are modified and the cash flows under the modified terms are substantially different. In this case, a new financial liability based on the modified terms is recognised at fair value. The difference between the carrying amount of the financial liability extinguished and the new financial liability with modified terms is recognised in profit"

"d. Offsetting Financial assets and financial liabilities are offset and the net amount presented in the balance sheet when and only when, the Company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously. e. Impairment The Company recognises loss allowances for expected credit losses on financial assets measured at amortised cost; At each reporting date, the Company assesses whether financial assets carried at amortised cost and debt securities at fair value through other comprehensive income (FVOCI) are credit impaired. A financial asset is ‘credit- impaired’ when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred. Evidence that a financial asset is credit- impaired includes the following observable data:– significant financial difficulty of the borrower or issuer;– the restructuring of a loan or advance by the Company on terms that the Company would not consider otherwise;– it is probable that the borrower will enter bankruptcy or other financial reorganisation; or– the disappearance of an active market for a security because of financial difficulties. The Company measures loss allowances at an amount equal to lifetime expected credit losses, except for the following, which are measured as 12 month expected credit losses:– debt securities that are determined to have low credit risk"

at the reporting date; and— other debt securities and bank balances for which credit risk (i.e. the risk of default occurring over the expected life of the financial instrument) has not increased significantly since initial recognition. Loss allowances for trade receivables are always measured at an amount equal to lifetime expected credit losses. Lifetime expected credit losses are the expected credit losses that result from all possible default events over the expected life of a financial instrument. 12-month expected credit losses are the portion of expected credit losses that result from default events that are possible within 12 months after the reporting date (or a shorter period if the expected life of the instrument is less than 12 months). In all cases, the maximum period considered when estimating expected credit losses is the maximum contractual period over which the Company is exposed to credit risk."

"When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating expected credit losses, the Company considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Company's historical experience and informed credit assessment and including forward- looking information. Measurement of expected credit losses Expected credit losses are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the Company in accordance with the contract and the cash flows that the Company expects to receive). Presentation of allowance for expected credit losses in the balance sheet Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of the assets.

#### Write-off

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Company determines that the trade receivable does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write- off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Company's procedures for recovery of amounts due."

## NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

### 4 Property, plant and equipment

Particulars	Land	Office Equipment	Furniture	Computers	Vehicles	Buildings	Electrical equipment	Poli house shared net house and pendals	Total
Deemed Cost	-	-	-	-	-	-	-	-	-
At April 1, 2016 (Refer note a)	579,800	1,050,705	5,912,184	51,162	709,738	14,615,138	3,181,470	26,293,865	52,394,061
Additions	-	-	1,618,669	1,334,848	1,229,572	12,071,881	1,100,366	-	17,355,336
Deletions	300,000	-	-	-	-	-	-	-	300,000
At March 31, 2017	279,800	1,050,705	7,530,853	1,386,010	1,939,310	26,687,019	4,281,836	26,293,865	69,449,397
Additions	-	-	-	67,670	-	256,450	-	-	324,120
Deletions	-	-	-	-	-	-	-	-	-
At March 31, 2018	279,800	1,050,705	7,530,853	1,453,680	1,939,310	26,943,469	4,281,836	26,293,865	69,773,517
Accumulated depreciation									
At April 1, 2016	-	-	-	-	-	-	-	-	-
Charge for the year	-	48,983	520,279	259,562	168,451	697,479	185,089	-	3,285,908
Impaired during the year	-	1,001,722	5,457,641	18,015	573,281	14,105,618	2,925,101	1,406,064	48,969,178
At March 31, 2017	-	1,050,705	5,977,920	277,577	741,732	14,803,097	3,110,190	24,887,801	52,255,086
Charge for the year	-	-	153,362	488,522	145,700	383,530	104,301	26,293,865	1,275,416
Less: Adjustments	-	-	-	-	-	-	-	-	-
At March 31, 2018	-	1,050,705	6,131,283	766,099	887,433	15,186,627	3,214,491	26,293,865	53,530,502
Carrying amount									
At April 1, 2016	579,800	1,050,705	5,912,184	51,162	709,738	14,615,138	3,181,470	26,293,865	52,394,061
At March 31, 2017	279,800	-	1,552,933	1,108,434	1,197,577	11,883,922	1,171,645	-	17,194,312
At March 31, 2018	279,800	-	1,399,570	687,581	1,051,877	11,756,842	1,067,345	-	16,243,016

a) For property, plant and equipment existing as on the date of transition to Ind AS, i.e., April 1, 2016, the Company has used Indian GAAP carrying value as deemed costs.

## NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

<b>5 Investments</b>	<b>31 March 2018</b>	31 March 2017	1 April 2016
Non-current			
Investments in subsidiaries carried at cost			
Unquoted equity shares	-	-	-
<b>Total investments</b>	-	-	-
<b>6 Loans (Unsecured, considered good unless otherwise stated)</b>	<b>31 March 2018</b>	31 March 2017	1 April 2016
<b>Non-current</b>			
Inter-corporate deposits	103,734,775	103,734,775	103,734,775
Less: Loss allowance	-	-	-
	103,734,775	103,734,775	103,734,775
<b>Current</b>			
Security deposits	2,433,865	2,433,865	65,653,050
	2,433,865	2,433,865	65,653,050
<b>7 Other assets</b>	<b>31 March 2018</b>	31 March 2017	1 April 2016
<b>Non-current</b>			
Unsecured, considered good	64,111,484	64,111,484	168,648,464
Capital advances	64,111,484	64,111,484	168,648,464
<b>Current</b>			
Unsecured, considered good			
Advances other than capital advances	-	-	10,011,400
Staff advances	-	45,000	-
Supplier advances	57,500	200,000	885,748
Others	57,500	245,000	10,897,148
<b>8 Inventories</b>	<b>31 March 2018</b>	31 March 2017	1 April 2016
Stock-in-Trade	6,115,510	8,680,855	6,071,450
	6,115,510	8,680,855	6,071,450
<b>9 Trade receivables</b>	<b>31 March 2018</b>	31 March 2017	1 April 2016
Unsecured, considered good	42,192,067	29,853,278	342,088,705
	42,192,067	29,853,278	342,088,705
Less: Allowance for doubtful receivables	-	-	-
<b>Total trade receivables</b>	42,192,067	29,853,278	342,088,705
<b>10 Cash and cash equivalents</b>	<b>31 March 2018</b>	31 March 2017	1 April 2016
Balances with banks:			
- On current accounts	2,151,047	478,125	94,736
Cash on hand	4,234,488	944,173	583,326
<b>Total cash and cash equivalents</b>	6,385,535	1,422,298	678,062
<b>11 Others (Unsecured, considered good unless otherwise stated)</b>	<b>31 March 2018</b>	31 March 2017	1 April 2016
<b>Current</b>			
Amount with Chit funds	459,825	434,825	650,368
Chit funds dividend receivable	971,180	971,180	-
	1,431,005	1,406,005	650,368
<b>12 Current tax assets, net</b>	<b>31 March 2018</b>	31 March 2017	1 April 2016
Advance taxes and TDS receivable	180,000	-	-
Less: Provision for taxes	-	-	-
	180,000	-	-

## NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

<b>13 Share Capital</b>	<b>31 March 2018</b>	31 March 2017	1 April 2016
<b>Authorised Share Capital</b>			
30,000,000 (March 31, 2017: 30,000,000; April 1, 2016: 30,000,000) equity shares of Rs.10 each	300,000,000	300,000,000	300,000,000
<b>Issued, subscribed and fully paid-up</b>			
8,996,100 (March 31, 2017: 8,996,100; April 1, 2016: 8,996,100) equity shares of Rs.10/- each fully paid-up	<b>89,961,000</b>	89,961,000	89,961,000
	<b>89,961,000</b>	89,961,000	89,961,000

**(a) Reconciliation of shares outstanding at the beginning and end of the reporting year**

Particulars	31 March 2018		31 March 2017	
	No. of equity shares	Amount	No. of equity shares	Amount
Outstanding at the beginning of the year	89,961,000	899,610,000	89,961,000	899,610,000
Issued during the year	-	-	-	-
Outstanding at the end of the year	89,961,000	899,610,000	89,961,000	899,610,000

**(b) Terms / rights attached to the equity shares**

Equity shares of the Company have a par value of ₹ 10 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividend in Indian rupees. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

**(c) Details of shareholders holding more than 5% shares in the Company**

Particulars	31 March 2018		31 March 2017	
	No. of equity shares held	% holding in the class	No. of equity shares held	% holding in the class
M. Rajesh Naidu	1,166,783	1.30%	1,140,000	1.27%
M. Kalpana Raj	1,061,919	1.18%	1,061,919	1.18%

<b>14 Other equity</b>	<b>31 March 2018</b>	31 March 2017
<b>Capital reserve</b>		
Opening balance	99,500	99,500
Additions during the year	-	-
Closing balance	99,500	99,500
<b>General reserve</b>		
Opening balance	97,000	97,000
Additions during the year	-	-
Closing balance	97,000	97,000
<b>Retained earnings</b>		
Opening balance	23,938,948	568,992,207
Profit/(loss) for the year	1,310,116	(545,053,259)
Other comprehensive income	-	-
Closing balance	25,249,064	23,938,948
<b>Total other equity</b>	<b>25,445,564</b>	24,135,448

## NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

<b>15 Borrowings</b>	<b>31 March 2018</b>	31 March 2017	1 April 2016
<b>Non-current Borrowings</b>			
<b>Secured loans</b>			
Vehicle loans from Cholamandalam (refer note A below)	218,705	-	-
<b>Total</b>	<b>218,705</b>	-	-
<b>Current Borrowings</b>			
<b>Unsecured loans repayable on demand</b>			
- From Directors (refer note B below)	100,773,500	79,451,000	68,000,000
- From Others (refer note C below)	2,500,000	5,500,000	-
<b>Total</b>	<b>103,273,500</b>	84,951,000	68,000,000

### A. Vehicle loans from Banks:

The Company has taken a vehicle loan from Cholamandalam finance on 05th April 2017. The loan is repayable in 36 installments from 15-04-2017 to 15-03-2020. The loan carries an interest rate of 13%. This loan is secured by hypothecation of the vehicle for which the loan was taken.

### B. Unsecured loan from Directors:

The loan is repayable on demand. This loan is unsecured.

### C. Unsecured loan from Others:

The loan is repayable on demand. This loan is unsecured.

### (b) Terms / rights attached to the equity shares

Equity shares of the Company have a par value of ₹ 10 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividend in Indian rupees. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

<b>16 Deferred tax liabilities</b>	<b>31 March 2018</b>	31 March 2017	1 April 2016
Deferred tax liability			
- Tangible and Intangible assets	1,656,124	1,469,283	1,671,053
<b>Total</b>	<b>1,656,124</b>	1,469,283	1,671,053

<b>17 Trade payables</b>	<b>31 March 2018</b>	31 March 2017	1 April 2016
Trade payables			
- Total outstanding dues of micro enterprises and small enterprises (refer note 39)	-	-	-
- Total outstanding dues of creditors other than micro enterprises and small enterprises	17,731,977	24,956,112	18,583,803
<b>Total</b>	<b>17,731,977</b>	24,956,112	18,583,803

## NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

<b>18 Other financial liabilities</b>	<b>31 March 2018</b>	31 March 2017	1 April 2016
Current maturities of long-term debts (including interest accrued)	194,478	-	-
Provision for expenses	644,720	1,286,121	331,509
Payable to chit fund	442,539	442,539	-
Employee salaries payable	1,190,111	-	140,889
<b>Total</b>	<b>2,471,848</b>	1,728,660	472,398

<b>19 Other liabilities</b>	<b>31 March 2018</b>	31 March 2017	1 April 2016
<b>Current</b>			
Advance received from customers	-	-	196,630
Statutory liabilities	1,079,257	127,471	206,924
<b>Total</b>	<b>1,079,257</b>	127,471	403,554

<b>20 Current tax liabilities, net</b>	<b>31 March 2018</b>	31 March 2017	1 April 2016
<b>Current</b>			
Provision for taxes	1,046,782	1,752,898	2,535,568
Less: Advance tax and TDS receivable	-	-	-
<b>Total</b>	<b>1,046,782</b>	1,752,898	2,535,568

<b>21 Revenue from operations</b>	<b>31 March 2018</b>	31 March 2017
Sale of goods	132,646,420	126,039,304
Sale of Services	9,000,000	
<b>Total</b>	<b>141,646,420</b>	126,039,304

<b>22 Other income</b>	<b>31 March 2018</b>	31 March 2017
Miscellaneous income	216,129	1,041,460
<b>Total</b>	<b>216,129</b>	1,041,460

<b>23 Cost of materials consumed</b>	<b>31 March 2018</b>	31 March 2017
Purchases of trading materials	108,759,316	110,267,904
<b>Total</b>	<b>108,759,316</b>	110,267,904

## NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

<b>24 Changes in inventories of Stock in trade</b>	<b>31 March 2018</b>	31 March 2017
Stock in trade at the beginning of the year	8,680,855	6,071,450
Less: Stock in trade at the end of the year	6,115,510	8,680,855
<b>(Increase) / Decrease in Stock in trade</b>	<b>2,565,345</b>	<b>(2,609,405)</b>

<b>25 Other operating expenses</b>	<b>31 March 2018</b>	31 March 2017
Rent	2,136,000	1,959,580
Office Expenses	663,951	560,666
Loading and Unloading Charges	35,705	18,675
Outlet Maintenance	427,651	52,362
Power and fuel	174,897	97,800
<b>Total</b>	<b>3,438,204</b>	<b>2,689,082</b>

<b>26 Employee benefits expense</b>	<b>31 March 2018</b>	31 March 2017
Salaries, wages and bonus	14,418,301	8,431,961
Staff welfare expenses	1,539,656	179,351
<b>Total</b>	<b>15,957,957</b>	<b>8,611,312</b>

<b>27 Depreciation and amortisation expense</b>	<b>31 March 2018</b>	31 March 2017
Depreciation of tangible assets	1,275,416	52,255,086
<b>Total</b>	<b>1,275,416</b>	<b>52,255,086</b>

<b>28 Finance costs</b>	<b>31 March 2018</b>	31 March 2017
Interest on loans	67,832	-
Bank charges	14,930	65,928
<b>Total</b>	<b>82,762</b>	<b>65,928</b>



## NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

<b>29 Other expenses</b>	<b>31 March 2018</b>	31 March 2017
Computer maintenance	9,231	47,885
Audit Fee	300,000	287,500
Electricity Charges	739,601	621,187
Professional Charges	914,430	479,510
Software Licence	193,299	271,224
Business Promotion Expenses	30,410	456,029
Internet charges	176,381	100,145
Annual custodial fee	2,884,016	27,656
Interest on TDS	59,698	12,576
Postage, Telephone and Telex	85,722	70,489
Traveling and Conveyance	1,327,944	592,734
Bad debts and advances written off	-	496,453,372
Miscellaneous expenses	34,317	113,969
Vehicle Maintenance	216,374	89,226
Printing and stationary	170,433	451,842
Discount allowed	61,812	-
Filing Charges	285,573	128,550
Interest on income tax	27,394	9,150
Chit loss	-	578,652
Penalties	250,000	
Donations	10,516	31,000
<b>Total</b>	<b>7,777,151</b>	500,822,696

<b>30 Tax expenses</b>	<b>31 March 2018</b>	31 March 2017
Current income tax:		
Current income tax charge	-	233,190
Deferred tax:		
Relating to originating and reversal of temporary differences	186,841	(201,770)
<b>Income tax expense recognised in the statement of profit or loss</b>	<b>186,841</b>	<b>31,420</b>
<b>Total</b>	<b>186,841</b>	31,420

### 31 Contingent liabilities and commitments

1. Appeal pending before Income Tax Appellate Tribunal for the assessment years 2007-08 to 2013-14, 2008-09, 2009-10, 2010-11, 2011-12, 2012-13. 2013-14 involving Tax demand amount aggregating to Rs. 4454.82 lakhs.
2. The Company had received a show cause notice from the Office of the Enforcement Directorate stating that there are certain contraventions of the provisions of the FEMA, 1999 relating to non-filing of ODI Forms and Annual Performance Report relating to the investments made by the Company in its wholly Owned subsidiary Companies abroad, totaling to Rs.351.375 Lakhs, The Company is taking steps to address the issue.
3. The Company has not filed the Income Tax Returns for the Assessment years 2013-14, 2014-15 and 2015-16. The corresponding penal consequences cannot be quantified as on 31.03.2018.

## NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

### 32 Related party disclosures

- a) The following table provides the name of the related party and the nature of its relationship with the Company:

Name of the parties	Relationship
Genera Agri Global Limited, Dubai	Subsidiary Company
Genera Agri Tanzania Limited, Tanzania	Subsidiary Company
Genera Agri Genetics Private Limited	Associate Company
Genera Agri Refineries Limited	Associate Company
Rajesh Naidu	Director
Sagi Venkata Vanshi Krishna	Director
Koyyati Sandeep kumar	Director
Vundayala Jayanthi Reddy	Director
Rajeswari Devaganugala	Director
Venkatanagasatyasiva Ramakrishnaprasad Kolla	CFO
Sandeep Cheela	Company Secretary

- b) Details of all transactions with related parties during the year:

Particulars	31-Mar-18	31-Mar-17
i) Unsecured loans taken during the year	22,535,500	12,996,000
ii) Shares purchased/ transferred	-	-
iii) Materials purchased from/ (sold to) Subsidiary	-	-
iv) Management fees paid/ provided:	-	-
v) Expenses incurred by the Company on behalf of	-	-
vi) Expenses incurred on behalf of the Company by	-	-
vii) Managerial remuneration/ consultancy fee to Key managerial personnel*	1,764,000	1,500,000

\*Does not include insurance, which is paid for the Company as a whole and gratuity and compensated absences as this is provided in the books of accounts on the basis of actuarial valuation for the Company as a whole and hence individual amount cannot be determined.

- c) Details of balances receivable from and payable to related parties are as follows

Particulars	As at 31-Mar-18	As at 31-Mar-17	As at 31-Mar-16
i) Trade receivables:	-	-	-
ii) Financial assets - loans:	-	-	-
iii) Financial liabilities - Others:			
M/s Genera Agri Genetics Private Limited	11,810,814	11,810,814	11,810,814
M/s Genera Agri Refineries Limited	490,500	490,500	490,500
<b>Total</b>	<b>12,301,314</b>	12,301,314	12,301,314

## NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

### d) Terms and conditions of transactions with related parties:

The transactions with related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured and interest free.

### 33 Segment information

Ind AS 108 "Operating Segment" ("Ind AS 108") establishes standards for the way that public business enterprises report information about operating and geographical segments and related disclosures about products and services, geographic areas, and major customers. Based on the "management approach" as defined in Ind AS 108, Operating segments and geographical segments are to be reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker (CODM). The CODM evaluates the Company's performance and allocates resources on overall basis.

The Company has two reportable segments - Agri Products and Consultancy Services. The segment results are as under:

Revenue by segment	For the year ended 31 March 2018	For the year ended 31 March 2017
a) Agriproducts Division	132,646,420	127,080,764
b) Consultancy Division	9,000,000	-
c) Others	-	-
<b>Total revenue</b>	<b>141,646,420</b>	<b>127,080,764</b>
<b>Segment Results</b> (Profit before Tax & Interest)		
a) Agriproducts Division	(2,732,297)	(545,021,839)
b) Consultancy Division	4,588,100	
c) Others		
<b>Total:</b>	<b>1,855,803</b>	<b>(545,021,839)</b>
Less: (i) Interest	67,832	-
(ii) Unallocable expenditure (Net of Un allocable income)	-	-
<b>Total Profit before tax</b>	<b>1,787,971</b>	<b>(545,021,839)</b>

### 34 Auditors' remuneration include:

Particulars	As at 31-Mar-18	As at 31-Mar-17	As at 01-April-16
<b>Statutory audit fee (including limited review)</b>	<b>3,00,000</b>	2,87,500	2,50,000
<b>Total Other services</b>	<b>3,00,000</b>	2,87,500	2,50,000

## NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

### 35 Dues to Micro, small and medium enterprises

The Ministry of Micro, Small and Medium Enterprises has issued an office memorandum dated 26 August 2008 which recommends that the Micro and Small Enterprises should mention in their correspondence with its customers the Entrepreneurs Memorandum Number as allocated after filing of the Memorandum. Accordingly, the disclosure in respect of the amounts payable to such enterprises as at March 31, 2018 has been made in the financial statements based on information received and available with the Company. Further in view of the management, the impact of interest, if any, that may be payable in accordance with the provisions of the Micro, Small and Medium Enterprises Development Act, 2006 ('The MSMED Act') is not expected to be material. The Company has not received any claim for interest from any supplier.

Particulars	31-Mar-18	31-Mar-17	01-Apr-16
a) the principal amount and the interest due thereon remaining unpaid to any supplier at the end of each accounting year.	Nil	Nil	Nil
b) the amount of interest paid by the buyer in terms of section 16 of the MSMED Act, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year;	Nil	Nil	Nil
c) the amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under this MSMED Act	Nil	Nil	Nil
d) the amount of interest accrued and remaining unpaid at the end of each accounting year; and	Nil	Nil	Nil
e) the amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure	Nil	Nil	Nil

### 36 Leases

#### Where the Company is a lessee:

The Company has taken various office premises under operating leases. The leases typically run for a term ranging from eleven months to five years, with an option to renew the lease after the term completion. The escalation clause in these arrangement ranges from 5% to 10%.

i) Future minimum lease payments under non-cancellable operating leases are as follows:

Particulars	31-Mar-18	31-Mar-17	01-Apr-16
Not later than 1 year	-	-	-
Later than 1 year and not later than 5 years	-	-	-
Later than 5 years	-	-	-

#### ii) Amounts recognised in statement of profit and loss:

Particulars	31-Mar-18	31-Mar-17
Cancellable lease expense	-	-
Non - cancellable lease expense	-	-
<b>Total</b>	-	-

## NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

### 37 Earnings per share

"Basic EPS amounts are calculated by dividing the profit for the year attributable to equity holders by the weighted average number of equity shares outstanding during the year.

Diluted EPS amounts are calculated by dividing the profit attributable to equity holders by the weighted average number of equity shares outstanding during the year plus the weighted average number of equity shares that would be issued on conversion of all the dilutive potential equity shares into equity Shares."

The following table sets out the computation of basic and diluted earnings per share:

Particulars	31-Mar-18	31-Mar-17
Profit for the year attributable to equity share holders Shares	13,10,116	(54,50,53,259)
Weighted average number of equity shares outstanding during the year – basic	89,96,100	89,96,100
Weighted average number of equity shares outstanding during the year – diluted	89,96,100	89,96,100
<b>Earnings per share</b>		
Earnings per share of par value ? 10 – basic (?)	0.15	(60.59)
Earnings per share of par value ? 10 – diluted (?)	0.15	(60.59)

### 38 Financial risk management objectives and policies

"The Company's principal financial liabilities comprise loans and borrowings, trade and other payables. The main purpose of these financial liabilities is to finance and support Company's operations. The Company's principal financial assets include inventory, trade and other receivables, cash and cash equivalents and refundable deposits that derive directly from its operations.

The Company is exposed to market risk, credit risk and liquidity risk. The Company's senior management oversees the management of these risks. The Board of Directors reviews and agrees policies for managing each of these risks, which are summarized below."

#### a) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises two types of risk: interest rate risk and other price risk, such as commodity risk. Financial instruments affected by market risk include loans and borrowings and refundable deposits. The sensitivity analysis in the following sections relate to the position as at March 31, 2018 and March 31, 2017. The sensitivity analyses have been prepared on the basis that the amount of net debt and the ratio of fixed to floating interest rates of the debt.

The analysis excludes the impact of movements in market variables on: the carrying values of gratuity and other post retirement obligations; provisions.

The below assumption has been made in calculating the sensitivity analysis:

The sensitivity of the relevant profit or loss item is the effect of the assumed changes in respective market risks. This is based on the financial assets and financial liabilities held at March 31, 2018 and March 31, 2017.

#### Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's short-term debt obligations with floating interest rates. The Company manages its interest rate risk by having a balanced portfolio of variable rate borrowings. The Company does not enter into any interest rate swaps.

#### Interest rate sensitivity

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of loans and borrowings affected. With all other variables held constant, the Company's profit before tax is affected through the impact on floating rate borrowings, as follows:

## NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

	Increase/ decrease in interest rate	Effect on profit before tax
<b>March 31, 2018</b>		
INR	+1%	(10,36,867)
INR	-1%	10,36,867
<b>March 31, 2017</b>		
INR	+1%	(8,49,510)
INR	-1%	8,49,510

### b) Credit risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The credit risk arises principally from its operating activities (primarily trade receivables) and from its investing activities, including deposits with banks and financial institutions and other financial instruments.

Credit risk is controlled by analysing credit limits and creditworthiness of customers on a continuous basis to whom credit has been granted after obtaining necessary approvals for credit. The collection from the trade receivables are monitored on a continuous basis by the receivables team.

The Company establishes an allowance for credit loss that represents its estimate of expected losses in respect of trade and other receivables based on the past and the recent collection trend. The maximum exposure to credit risk as at reporting date is primarily from trade receivables amounting to Rs. 42,192,067 (March 31, 2017: 29,853,278; April 1, 2016: 342,088,705) and Intercorporate deposits amounting to Rs. 103,734,775. The movement in allowance for credit loss in respect of trade and other receivables during the year was as follows:

Allowance for credit loss	31-Mar-18	31-Mar-17
Opening balance	-	-
Credit loss provided/ (reversed)	-	-
<b>Closing balance</b>	-	-

There is no concentration of revenue as there is no customer which accounts for more than 10% of the revenue.

Credit risk on cash and cash equivalent is limited as the Company generally transacts with banks and financial institutions with high credit ratings assigned by international and domestic credit rating agencies.

### c) Liquidity risk

The Company's objective is to maintain a balance between continuity of funding and flexibility through the use of bank deposits and loans.

The table below summarises the maturity profile of the Company's financial liabilities based on contractual undiscounted payments:

	On demand	Less than 3 months	3 to 12 months	1 to 5 years	>5 years	Total
<b>Year ended March 31, 2018</b>						
Borrowings	10,32,73,500	45,740	1,46,435	2,18,702	-	10,36,84,377
Trade payables	-	39,10,077	15,20,586	1,23,01,314	-	1,77,31,977
<b>Year ended March 31, 2017</b>						
Borrowings	8,49,51,000	-	-	-	-	8,49,51,000
Trade payables	-	32,49,330	94,05,468	1,23,01,314	-	2,49,56,112
<b>As at April 1, 2016</b>						
Borrowings	6,80,00,000	-	-	-	-	6,80,00,000
Trade payables	-	17,59,097	45,23,392	1,23,01,314	-	1,85,83,803

## NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

### 39 Capital management

The Company's policy is to maintain a stable capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. Management monitors capital on the basis of return on capital employed as well as the debt to total equity ratio.

For the purpose of debt to total equity ratio, debt considered is long-term and short-term borrowings. Total equity comprise of issued share capital and all other equity reserves.

The capital structure as of March 31, 2018, March 31, 2017 and April 1, 2016 was as follows:

Particulars	31-Mar-18	31-Mar-17	1-Apr-16
Total equity attributable to the equity shareholders of the Company	<b>115,406,564</b>	114,096,448	659,149,707
As a percentage of total capital	<b>52.67%</b>	57.32%	90.65%
Long term borrowings including current maturities	<b>413,183</b>	-	-
Short term borrowings	<b>103,273,500</b>	84,951,000	68,000,000
Total borrowings	<b>103,686,683</b>	84,951,000	68,000,000
As a percentage of total capital	<b>47.33%</b>	42.68%	9.35%
<b>Total capital (equity and borrowings)</b>	<b>219,093,247</b>	199,047,448	727,149,707

### 40 Explanation on transition to Ind AS

As stated in Note 2.1, these are the first standalone financial statements prepared in accordance with Ind AS. For the year ended March 31, 2017, the Company had prepared its financial statements in accordance with Companies (Accounting Standards) Rules, 2006 notified under section 133 of the Act and other relevant provision of the Act ('Previous GAAP'). For the purpose of transition from Previous GAAP to Ind AS, the Company has followed the guidance prescribed under Ind AS 101-first time adoption of Indian Accounting Standards ("Ind AS-101"), with effect from April 1, 2016 ('transition date'). The accounting policies set out in Note 3 have been applied in preparing these financial statements for the year ended March 31, 2018 including the comparative information for the year ended March 31, 2017 and the opening Ind AS balance sheet on the date of transition i.e. April 1, 2016. In preparing its Ind AS balance sheet as at April 1, 2016 and in presenting the comparative information for the year ended March 31, 2017, the Company has adjusted amounts reported previously in financial statements prepared in accordance with the Previous GAAP. This note explains how the transition from Previous GAAP to Ind AS has affected the Company's financial position and financial performance.

#### A. Mandatory exceptions to retrospective application

"The Company has applied the following exceptions to the retrospective application of Ind AS as mandatorily required under Ind AS 101 "First Time Adoption of Indian Accounting Standards":

- 1) **Estimates:** As per Ind AS 101, an entity's estimates in accordance with Ind AS at the date of transition to Ind AS shall be consistent with estimates made for the same date in accordance with the Previous GAAP unless there is objective evidence that those estimates were in error.

As per Ind AS 101, where application of Ind AS requires an entity to make certain estimates that were not required under Previous GAAP, those estimates should be made to reflect conditions that existed at the date of transition (for preparing opening Ind AS balance sheet) or at the end of the comparative period (for presenting comparative information as per Ind AS).

The Company's estimates under Ind AS are consistent with the above requirement. Key estimates considered in preparation of the financial statements that were not required under the Previous GAAP are listed below:

- Impairment of financial assets based on the expected credit loss model
- Determination of the discounted value for financial instruments carried at amortised cost.

- 2) **Classification and measurement of financial assets:** Ind AS 101 requires an entity to assess classification of financial assets on the basis of facts and circumstances existing as on the date of transition. Further, the standard permits measurement of financial assets accounted at amortised cost based on facts and

## NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

circumstances existing at the date of transition if retrospective application is impracticable.

Accordingly, the Company has determined the classification of financial assets based on facts and circumstances that exist on the date of transition. Measurement of the financial assets accounted at amortised cost has been done retrospectively except where the same is impracticable.

### B. Optional exemptions from retrospective application

Ind AS 101 "First time Adoption of Indian Accounting Standards" permits Companies adopting Ind AS for the first time to take certain exemptions from the full retrospective application of Ind AS during the transition. The Company has accordingly on transition to Ind AS availed the following key exemptions:

- 1) **Property, plant and equipment:** The Company has elected to treat previous GAAP carrying value as deemed cost for all items of its property, plant and equipment."
- 2) **Business combination:** Ind AS 101, provides the option to apply Ind AS 103, Business Combinations ("Ind AS 103") prospectively from the transition date or from a specific date prior to the transition date. The Company has elected to apply Ind AS 103 from transition date. Accordingly, business combinations occurring prior to the transition date have not been restated.
- 3) **Investments in subsidiaries:** On transition, Ind AS 101 allows an entity to treat fair value as deemed cost for investments held in subsidiaries, associates and joint ventures.

Accordingly, the Group has elected to treat fair value as deemed cost for its investments held in its subsidiaries. The fair value of such investments was considered as Nil with an adjustment of ₹ 35,137,593 being recognised to the carrying value reported under the Previous GAAP."

### C. The following reconciliation provide the effect of transition to Ind AS from Previous GAAP in accordance with Ind AS 101:

(i) Reconciliation of total equity as at March 31, 2017 and April 1, 2016

Particulars	As at March 31, 2017	As at April 1, 2016
Total equity as reported under previous GAAP	149,234,041	694,287,300
Fair value as deemed cost for Investments	(35,137,593)	(35,137,593)
Expected credit loss on financial assets	-	-
<b>Total equity reported under Ind AS</b>	<b>114,096,448</b>	<b>659,149,707</b>



### ATTENDANCE SLIP

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

I hereby record my presence at the 26th Annual General Meeting of Genera Agri Corp Limited("the Company") held Saturday, 29th September, 2018 at 10:00 a.m at the Registered Office of the Company at Flat No.302. 3rd Floor, Metropole Apartment, Plot No.5&6 Silicon valley, Madhapur, Hyderabad – 500 081, Telangana.

Folio No : .....

Full name of the Shareholders (in block letters) : .....

No. of Shares held : .....

Full name of the proxy (in block letters) : .....

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**NOTES MGT – 11**

**Proxy form**

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

**GENERA AGRI CORP LIMITED**  
**CIN: L01403TG1992PLC014945**

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

**Name of the member:**

**Registered address:**

**E-mail Id:**

**Folio No./Client Id :**

**DP ID:** Not Applicable

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

1. Name:  
Address:  
  
E-mail Id:  
Signature:..... or falling him
  
2. Name:  
Address:  
  
E-mail Id:  
Signature:..... or falling him
  
3. Name:  
Address:  
  
E-mail Id:  
Signature:....., or falling him

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## Proxy form

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 26th Annual General Meeting of the Company "Genera Agri Corp Limited" to be held on Saturday, 29th September, 2018 at 10:00 a.m and at any adjournment thereof in respect of such resolutions as are indicated below:

<b>Ordinary Business</b>
1. The Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2018 and together with the report of Auditors and Directors there on. 2. To appoint Director in place of Mr.S.V. Vanshi Krishna (DIN 03067096) Directors of the Company who retires by rotation and being eligible offers himself for re-appointment.
<b>Special Business</b>
1. Appointment of Mr. K. Sandeep Kumar (DIN: 07116379) as a Director of the Company. 2. Appointment of Mr. K. Rajeshwari (DIN: 07791957) as a Director of the Company. 3 Revision in terms of Remuneration of Mr. M. Rajesh Naidu as Managing Director .

Signed this on ....., 2018

**Signature of shareholder:**

**Signature of Proxy holder:**

Printed Matter Book Post



**GENERA AGRI CORP LTD.**

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Plot No.5&6 Silicon Valley, Madhapur,  
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