



**SWARNAJYOTHI AGROTECH & POWER LIMITED**  
**(Formerly OCTANT INDUSTRIES LIMITED)**

**21<sup>st</sup> ANNUAL REPORT**  
**2014-2015**

## **CORPORATE INFORMATION**

### **BOARD OF DIRECTORS**

Manmohan Sahu  
Pradeep Kumar Mahapatro  
Brahmananda Rout  
Kolachana Shastri Venkateswara  
Sudhanidhi Rout

Managing Director  
Director  
Director  
Director  
Director

### **CHIEF FINANCIAL OFFICER**

**K.Nagendra Kumar**

### **BANKERS**

State Bank of Hyderabad  
IDBI Bank Limited

### **AUDITORS**

M/s RRK & Associates,  
Chartered Accountants,  
Hyderabad

### **REGISTRAR & SHARE TRANSFER AGENT**

Bigshare Services Private Limited  
G-10, Left Wing, Amrutha Ville, Opp.  
Yasodha Hospital,  
Raj Bhavan Road, Somajiguda, Hyderabad  
500082.  
Tel: 91-40-23374967 | 23370295  
Fax: 91-40-2337 0295  
Email: [bsshyd@bigshareonline.com](mailto:bsshyd@bigshareonline.com)

### **REGISTERED OFFICE**

D.NO.6-3-1091/13&15,  
Flat no-315 left wing,  
Amrutha ville Welfare Association  
Opp., Yashoda Hospital

Raj Bhavan Road, Somajiguda  
Hyderabad – 500 082  
Ph No.: +9140 23392527/365  
Fax No.:+9140 2790 2526  
E-Mail: [info@swarnajyothi.com](mailto:info@swarnajyothi.com)

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## NOTICE TO THE SHAREHOLDERS

Notice is hereby given that the 21<sup>st</sup> Annual General Meeting of the Members of **SWARNAJYOTHI AGROTECH & POWER LIMITED** will be held on Thursday, the 31<sup>st</sup> December, 2015 at 11:30 A.M at 315, Left Wing Amruthaville Welfare Association, Opp Yashoda Hospital, Rajbhavan Road, Somajiguda, Hyderabad-500082, Telangana to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the 21st Annual Report of the Company, Balance Sheet as at March 31, 2015, the Statement of Profit and Loss for the Financial Year ended March 31, 2015, the Cash Flow Statement for the Financial Year ended March 31, 2015 and the Reports of the Directors and Auditors thereon.
2. To appoint a director in place of **PRADEEP MAHAPATRO (DIN: 02590134)**, who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint Auditors and to fix their remuneration and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 139 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, as amended from time to time, the Company hereby ratifies the appointment of M/s RRK & Associates,, Chartered Accountants, Hyderabad having Firm Registration No.009785S, as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the twenty-Second AGM of the Company to be held in the year 2016 at such remuneration plus service tax, out-of-pocket, travelling and living expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

**By Order of the Board**  
**For SWARNAJYOTHI AGROTECH & POWER LIMITED**  
**Sd/-**  
**MANMOHAN SAHU**  
**MANAGING DIRECTOR**

**Place: HYDERABAD**

**Date: 05.12.2015**

### NOTES

**1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL, INSTEAD OF HIMSELF/HERSELF AND SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

**A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS UPTO AND NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT (10%) OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. FURTHER, A MEMBER HOLDING MORE THAN TEN PERCENT (10%) OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR SHAREHOLDER. THE INSTRUMENT APPOINTING PROXY MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME OF HOLDING THE MEETING.**

2 During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, members would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than three (3) days written notice is given to the Company.

3 The Explanatory Statement pursuant to section 102 of the Companies Act, 2013 with respect to the Special Business set out in the Notice is annexed.

- 4 Brief details of the directors, who are seeking re-appointment, are annexed hereto as per requirements of clause 49 of the listing agreement.
- 5 Pursuant to the provisions of section 139 of the Companies Act, 2013 and the Rules made there under, the current auditors of the Company, M/S RRK & Associates, Chartered Accountants, Hyderabad are eligible to hold office for a period of Three years, upto 2018. The appointment of M/s RRK & Associates, Chartered Accountants as auditors for Three years from the conclusion of the ensuing annual general meeting till the conclusion of the 24th annual general meeting, to be scheduled in 2018 and to fix their remuneration for the year 2014-15 has been put up for the approval of members.
- 6 Pursuant to the provisions of section 91 of the Companies Act, 2013, the register of members and share transfer books of the Company will remain closed from Friday, 25<sup>th</sup> December 2015 to Thursday, 31<sup>st</sup> December, 2015, both days inclusive.
- 7 To avoid fraudulent transactions, the identity/signature of the members holding shares in electronic/demat form is verified with the specimen signatures furnished by NSDL/CDSL and that of members holding shares in physical form is verified as per the records of the share transfer agent of the Company (i.e. Bigshare Services Pvt. Ltd.). Members are requested to keep the same updated.
- 8 The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or Bigshare Services Pvt. Ltd
- 9 In terms of section 101 and 136 of the Companies Act, 2013 read together with the Rules made there under, the listed companies may send the notice of annual general meeting and the annual report, including Financial statements, Board Report, etc. by electronic mode. The Company is accordingly forwarding soft copies of the above referred documents to all those members who have registered their email ids with their respective depository participants or with the share transfer agent of the Company.
- 10 To receive shareholders' communications through electronic means, including annual reports and notices, members are requested to kindly register/ update their email address with their respective depository participant, where shares are held in electronic form. If, however, shares are held in physical form, members are advised to register their e-mail address with **Bigshare Services Pvt. Ltd** on [bsshyd@bigshareonline.com](mailto:bsshyd@bigshareonline.com)
- 11 Documents referred to in the Notice and the explanatory statement shall be open for inspection by the members at the registered office of the Company on all working days (Monday to Friday) from 10.00 a.m. to 1.00 p.m. except holidays, upto the date of the meeting.
- 12 The Company has been maintaining, inter alia, the following statutory registers at its registered office at Hyderabad, which are open for inspection in terms of the applicable provisions of the Companies Act, 2013 by members and others as specified below:
- i) Register of contracts or arrangements in which directors are interested under section 301 of the Companies Act, 1956 and section 189 of the Companies Act, 2013, on all working days during business hours. The said Registers shall also be produced at the commencement of the annual general meeting of the Company and shall remain open and accessible during the continuance of the meeting to a person having the right to attend the meeting.
  - ii) Register of directors' shareholdings under section 307 of the Companies Act, 1956 and Register of directors and KMP and their shareholding under section 170 of the Companies Act, 2013, on all working days during business hours. The said Registers shall be kept open for inspection at the annual general meeting of the Company and shall be made accessible to a person attending the meeting.

13 Pursuant to section 72 of the Companies Act, 2013, members holding shares in physical form are advised to file nomination in the prescribed Form SH-13 (a copy of which is available on the website of the Company) with the Company's share transfer agent. In respect of shares held in electronic/demat form, the members may please contact their respective depository participant.

14 Corporate members are requested to send in advance, duly certified copy of the Board Resolution/Power of Attorney authorising their representative to attend the annual general meeting.

15 Members/Proxies are requested to bring the copies of annual reports to the meeting.

16 Please note that for security reasons, no article/baggage will be allowed at the venue of the meeting.

17 In case of joint holder attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

18 Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to the Company's Registrars and Transfer Agents, for consolidation into a single folio.

19 Members are requested to notify immediately the change, if any, of the address registered with the Company.

20 Members whose shareholding is in the electronic mode are requested to inform change of address, notifications and updates of bank account details to their respective Depository Participants.

**21 Voting through electronic means:** In terms of the provisions of section 108 of the Companies Act, 2013 (the Act) read with rule 20 of the Companies (Management and Administration) Rules, 2014 (hereinafter called "the Rules" for the purpose of this section of the Notice) and clause 35B of the listing agreement, the Company is providing facility to exercise votes on the items of business given in the Notice through electronic voting system, to members holding shares as on 24th day of December, 2015 (End of Day) being the Cut-off date (Record date for the purpose of Rule 20 (3) (vii) of the Rules) fixed for determining voting rights of members, entitled to participate in the e-voting process, through the e-voting platform provided by Bigshare Services Private Limited. The instructions for e-voting are as under:

**A. For members who receive notice of annual general meeting through e-mail:**

The voting period begins on 28th December, 2015 (9.00 a.m.) till 30th December 2015 (6.00 p.m.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 24th December, 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

- Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- Click on Shareholders
- Now Enter your User ID
- For CDSL: 16 digits beneficiary ID,
- For NSDL: 8 Character DP ID foll by 8 Digits Client ID,
- Members holding shares in Physical Form should enter Folio Number registered with the Company.
- Next enter the Image Verification as displayed and Click on Login.
- 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.
- If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number (refer serial no. printed on the name and address sticker/Postal Ballot Form/mail) in the PAN field.</li> </ul>

	<ul style="list-style-type: none"> <li>In case the sequencenumber 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. E.g. If your name is Ramesh Kumar with serial number 1 then enter RA00000001 in the PAN field.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li> </ul>

After entering these details appropriately, click on "SUBMIT" tab.

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.

For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

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.

Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

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.

Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

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.

#### **Note for Non – Individual Shareholders and Custodians**

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

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

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

The list of accounts linked in the login should be 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, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

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

#### **B. For members who receive the notice of annual general meeting in physical form:**

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

The voting period begins on 28th December, 2015 (9.00 a.m.) till 30th December 2015 (6.00 p.m.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on

the cut-off date (record date) of 24th December, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

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

Members holding shares either in demat or physical mode who are in receipt of Notice in physical form, may cast their votes using the Ballot Form enclosed to this Notice. Please refer instructions under heading **C** below for more details.

Members may alternatively opt for e-voting, for which the USER ID and initial password are provided at the bottom of the Ballot Form. Please follow steps from Sl. No.(i) to (xii) under heading A above to vote through e-voting platform.

**C. For members who wish to vote using Ballot Form:**

Pursuant to clause 35B of the listing agreement, members may fill in the Ballot Form enclosed with the Notice (a copy of the same is also part of the soft copy of the Notice) and submit the same in a sealed envelope to the Scrutiniser, **MITTAPALLI NAGA KISHORE, Practicing Company Secretary, Unit: SWARNAJYOTHI AGROTECH & POWER LIMITED C/o. Bigshare Services Pvt. Ltd 306, Right Wing, Amrutha Ville, Opp.Yasodha Hospital, Somajiguda, Raj Bhavan Road, Hyderabad - 500 082.**, so as to reach by 5.00 p.m. on 30th December, 2015. Unsigned, incomplete or incorrectly ticked forms are liable to be rejected and the decision of the Scrutiniser on the validity of the forms will be final. In the event, a member casts his votes through both the processes i.e. e-voting and Ballot Form, the votes in the electronic system would be considered and the Ballot Form would be ignored.

**D. General instructions:**

- i. The E-voting period commences from 9.00 a.m. on 28th December, 2015 and ends on 6.00 p.m. on 30th December 2015. During this period, the members of the Company, holding shares either in physical form or in demat form, as on the cut-off date of 24th December, 2015 may cast their vote electronically. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
  - ii. The Company has appointed **MITTAPALLI NAGA KISHORE**, Practising Company Secretary (FCS No. **7684**; CP No: **13597**), having address at Flat No. 404, Raaga Orchids, Near Vijetha Super Market, KPHB 6th Phase, Hyderabad- 500071, TELANGANA, as the Scrutiniser to the e-voting process, (including voting through Ballot Form received from the members) in a fair and transparent manner.
  - iii. The Scrutiniser shall, within a period not exceeding three (3) working days from the conclusion of the e-voting period, unlock the votes in the presence of at least two (2) witnesses, not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
  - iv. In the event of a poll, please note that the members who have exercised their right to vote by electronic means/through ballot form as above shall not be eligible to vote by way of poll at the meeting. The poll process shall be conducted and report thereon will be prepared in accordance with section 109 of the Companies Act, 2013 read with the relevant Rules. In such an event, votes cast under Poll taken together with the votes cast through e-voting and using ballot form shall be counted for the purpose of passing of resolution(s).
  - v. Subject to the receipt of sufficient votes, the resolution shall be deemed to be passed at the 21st Annual General Meeting of the Company scheduled to be held on Thursday, 31<sup>st</sup> December 2015. At the said annual general meeting, the Chairman shall declare the results of voting on the resolutions set out in the Notice. The results declared along with the Scrutinizer's Report shall be placed on the Company's website <http://www.swarnajyothi.com> and on the website of Bigshare - <http://www.bigshareonline.com>, within two days of the passing of the resolutions at the 21st Annual General Meeting of the Company and shall also be communicated to the Stock Exchanges.
- None of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice. The Board commends the Ordinary Resolution set out at Item No. 4 of the Notice for approval of the shareholders.

**Inspection of Documents:**

The documents pertaining to Special Business are available for inspection at the Registered Office of the Company between 10.30 a.m. and 12.30 p.m. on any working day prior to the meeting

**By Order of the Board**  
**SWARNAJYOTHI AGROTECH & POWER LIMITED**  
**Sd/-**

**Place: HYDERABAD**  
**Date: 05.12.2015**

**MANMOHAN SAHU**  
**MANAGING DIRECTOR**

**ANNEXURE TO NOTICE**

Details of Directors seeking appointment/ reappointment at the ensuing Annual General Meeting  
(Pursuant to Clause 49 of the Listing Agreement)

Name of the Director	PRADEEP KUMAR MAHAPATRO
Director Identification Number (DIN)	02590134
Date of Birth	15th July, 1978
Nationality	
Date of Appointment	10/02/2011
Qualification	B.Com
Expertise in Specific functional areas	Project Implementation
Shareholding in SWARNAJYOTHI AGROTECH & POWER LIMITED	775256
Directorships in other Public Companies (excluding Foreign Companies & Section 25 Companies)	NIL
Memberships/ Chairmanships of Committees of other Public Companies (includes only Audit & Shareholder Grievance Committee)	NIL

There are no inter-se relationships between the Board Members.



## DIRECTORS' REPORT

To

The Members

**SWARNAJYOTHI AGROTECH & POWER LIMITED**

**(Formerly Octant Industries Limited)**

Your Directors have pleasure in presenting the 21<sup>st</sup> Annual Report on the business and operations of the Company together with the Audited Accounts for the year ended 31st March 2015.

### 1. FINANCIAL RESULTS (Standalone)

Particulars	For the Year ended 31 <sup>st</sup> March (Rs.in Lakhs)	
	2015	2014
Sales and Other Income	0.16	3319.68
Profit Before Interest and Depreciation	(61.58)	492.84
Interest & Finance Charges	61.98	176.14
Depreciation	205.32	268.38
Profit before Tax	(328.90)	48.30
Less: Provision for Taxation		
Current Tax	0	9.20
Deferred Tax	(221.02)	35.99
Net Profit After Tax	(107.88)	3.11
Balance b/f from previous year	469.68	466.57
Depreciation on assets having no useful life	(134.96)	
Total	226.83	469.68
Balance carried to Balance Sheet	226.83	469.68

### FINANCIAL SUMMARY:

During the period under review, the company has stopped its operations due to lack of funds and banking operations become NPA. The NPA account has been acquired by an ARC from Bank. During the year net loss of the company after providing depreciation is Rs. 107.88 Lakhs (after making provision for **Deferred Tax Assets of INR 221.01 Lakhs**) as against Rs. 3.10 Lakhs in the previous year, after making provision for deferred tax liability.

### DIVIDEND:

The Company has incurred losses during the year under review and hence the directors have not declared any dividend to its members.

### SHARE CAPITAL AND DEBENTURES:

The paid-up equity capital of the Company as on March 31, 2015 is 25,43,57,840/- consisting of 2,54,35,784 equity shares of INR 10/- each.

### PROSPECTS

Your Directors are in the process of reviving the activity by reducing the Bank liability as the higher bank loans are no longer viable business proposition to the company

### FUTURE PLANS

As stated in the earlier reports the implementation of the 10 MW power plant at Sambalpur Dt. Odisha which is expected to be completed during Sept. 13. The project got delayed because of non release of funds by REC and repayment of unsecured loan. However company now arranging funds and PFC also initiated steps to revive the project. Therefore project will be completed by March 2017. The unit rate for the power purchase agreement is also attractive. There is no other unit in the vicinity of the power project area therefore this

proposal is viable proposition. The company also ordered for Plant and Machinery and civil works have been completed. All the licenses and approvals are in place.

#### **SUBSIDIARY COMPANIES:**

The Company has following 2 subsidiaries as on March 31, 2015 namely:

- 1) SWARNAJYOTHI AGRO & EXPORTS INDIA PRIVATE LIMITED
- 2) RPVS RENEWABLE ENERGIES PRIVATE LIMITED

There are no associate companies within the meaning of Section 2(6) of the Companies Act, 2013 ("Act"). There has been no material change in the nature of the business of the subsidiaries. There are no operations in the subsidiary Companies during the year.

Pursuant to provisions of Section 129(3) of the Act, a statement containing salient features of the financial statements of the Company's subsidiaries in Form AOC-1 is attached to the financial statements of the Company. Pursuant to the provisions of section 136 of the Act, the financial statements of the Company, consolidated financial statements along with relevant documents and separate audited accounts in respect of subsidiaries, are available on the website of the Company. The details of the subsidiaries are given in Annexure I in Form AOC-1 and the same forms part of this report

#### **DIRECTORS RESPONSIBILITY STATEMENT:**

Pursuant to Section 134(5) of the Companies Act, 2013, the board of directors, to the best of their knowledge and ability, confirm that:

- i. in the preparation of the annual accounts, the applicable accounting standards have been followed and there are no material departures;
- ii. they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;
- iii. they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv. they have prepared the annual accounts on a going concern basis;
- v. they have laid down internal financial controls to be followed by the Company and such internal financial controls are adequate and operating effectively;
- vi. they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, work performed by the internal, statutory and secretarial auditors and external consultants and the reviews performed by management and the relevant board committees, including the audit committee, the board is of the opinion that the Company's internal financial controls were adequate and effective during the financial year 2014-15.

#### **DIRECTORS AND KEY MANAGERIAL PERSONNEL:**

In terms of provisions of Section 152 of the Companies Act, 2013, Sri **PRADEEP KUMAR MAHAPATRO**, Director of the Company will retire at the ensuing Annual General Meeting and being eligible, offer himself for reappointment.

Pursuant to the provisions of Section 149 of the Act, which came into effect from April 1, 2014, BRAHMANANDA ROUT, SUDHANIDHI ROUT and KOLACHANA SHASTRI VENKATESWARA were appointed as independent directors at the last annual general meeting of the Company held on 31st December, 2015. The terms and conditions of appointment of independent directors are as per Schedule IV of the Act. They have submitted a declaration that each of them meets the criteria of independence as provided in Section 149(6) of the Act and there has been no change in the circumstances which may affect their status as independent director during the year.

During the year, the non-executive directors of the Company had no pecuniary relationship or transactions with the Company.

**NUMBER OF MEETINGS OF THE BOARD:**

8 meetings of the board were held during the year. For details of the meetings of the board, please refer to the corporate governance report, which forms part of this report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

**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 Act and the corporate governance requirements as prescribed by Securities and Exchange Board of India ("SEBI") under Clause 49 of the Listing Agreements ("Clause 49"). The performance of the Board was evaluated by the Board after seeking inputs from all the directors on the basis of the criteria such as the Board composition and structure, effectiveness of board processes, information and functioning, etc.

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

The Board and the Nomination and Remuneration Committee ("NRC") reviewed the performance of the individual directors on the basis of the criteria such as the contribution of the individual director to the Board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc. In addition, the Chairman was also evaluated on the key aspects of his role.

In a separate meeting of independent Directors, performance of non-independent directors, performance of the board as a whole and performance of the Chairman was evaluated, taking into account the views of executive directors and non-executive directors. The 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.

**Declaration by an Independent Director(s) and re- appointment, if any:**

A declaration by an Independent Director(s) that he/they meet the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013 shall be enclosed as **Annexure VI**.

An independent director shall hold office for a term up to five consecutive years on the Board of a Company, but shall be eligible for reappointment for next five years on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

**POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION AND OTHER DETAILS:**

The Company's policy on directors' appointment and remuneration and other matters provided in Section 178(3) of the Act has been disclosed in the corporate governance report, which forms part of the directors' report.

**AUDIT COMMITTEE**

The details pertaining to composition of audit committee are included in the Corporate Governance Report, which forms part of this report

**AUDITORS**

Pursuant to the provisions of Section 139 of the Act and the rules framed thereunder, **M/s RRK & ASSOCIATES**, Chartered Accountants, Hyderabad were appointed as statutory auditors of the Company from the conclusion of the twentieth annual general meeting (AGM) of the Company held on 31st December, 2014 till the conclusion of the twenty fourth AGM to be held in the year 2018, subject to ratification of their appointment at every AGM.

## **AUDITORS' REPORT AND SECRETARIAL AUDITORS' REPORT:**

The auditors' report contain the following qualifications, reservations or adverse remarks: The management has replied to the qualifications of the Auditor as follows:

**Query:** *With reference to the Note No.12 of the financial statements wherein the management of the company has considered Trade receivables amounting to Rs.9,54,85,831 as good and fully recoverable. In the absence of external confirmations from the customers from whom these amounts are due or other alternate audit evidence to corroborate management's assessment of recoverability of these balances and with regard to the age of these balances, we are unable to comment the extent to which these balances are recoverable.*

**Reply:** *The Material sent to parties are subject to quality checking at their end, the material (castor seeds) contains the heavy moisture when procured effected the quality therefore receivable amount qualified by the auditor of Rs. 9,54,85,831.00, can be partly realizable because of quality problems . However the company is trying its level best to collect/settle with the parties in order to reach the amicable solution.*

The secretarial auditors' report contain the following qualifications, reservations or adverse remarks. The management has replied to the qualifications of the Secretarial Auditor as follows:

**Query:** *The intermittent vacancy caused by resignation of woman director was not filled up by the Board with in the stipulated time.*

**Reply:** *Management has taken steps to find a suitable candidate to be appointed as Woman director to comply with the provisions of Companies Act, 2013 & listing agreement entered with the Stock Exchanges*

**Query:** *The Company has not appointed Key Managerial Person i.e. Company Secretary.*

**Reply:** *Availability of the experienced and qualified Company Secretary in the market is less and getting them is difficult and even after giving the advertisement we could not get, therefore the company could not appoint the Company Secretary. However, Company has taken steps to appoint a whole time Company Secretary in the Company.*

**Query:** *Annual General Meeting for the financial year ended on 31/03/2014 was not convened within the due date.*

**Reply:** *The company operations were stalled by the trade unions and coupled with Financial constrains faced by the company and non-release of funds by REC and unplanned repayment of loan to the long term creditor on his demand which was not envisaged by the company in short term. Due to the above said unavoidable circumstances, company has not conducted the Annual General Meeting. However, Company is conducting the Annual General Meeting for the Financial year 2013-14 on 31.12.2015.*

**Query:** *The company has not complied with the clauses 16, 35, 41, 47(C), 49, 52 and Reconciliation of Share Capital Audit of the listing agreements entered with BSE Limited and Pune Stock Exchange*

**Reply:** *Company is in the process of complying with the all the clauses of listing agreement.*

Report of the secretarial auditor is given as an annexure which forms part of this report.

## **RISK MANAGEMENT POLICY:**

The Board of the Company has formed a risk management committee to frame, implement and monitor the risk management plan for the Company. The committee is responsible for reviewing the risk management plan and ensuring its effectiveness. The audit committee has additional oversight in the area of financial risks and controls. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis.

The development and implementation of risk management policy has been covered in the management discussion and analysis, which forms part of this report.

**PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS:**

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

**TRANSACTIONS WITH RELATED PARTIES:**

None of the transactions with related parties falls under the scope of Section 188(1) of the Act. Information on transactions with related parties pursuant to Section 134(3)(h) of the Act read with rule 8(2) of the Companies (Accounts) Rules, 2014 are given in Annexure II in Form AOC-2 and the same forms part of this report.

**EXTRACT OF ANNUAL RETURN:**

As provided under Section 92(3) of the Act, the extract of annual return is given in Annexure VI in the prescribed Form MGT-9, which forms part of this report.

**DISCLOSURE REQUIREMENTS:**

As per Clause 49 of the listing agreements entered into with the stock exchanges, A detailed Report on Corporate Governance, Management Discussion and Analysis Report and the Certificate from the Auditors of your Company regarding compliance of conditions of Corporate Governance are attached, which form part of this report.

As per Clause 55 of the listing agreements entered into with the stock exchanges, a business responsibility report is attached and forms part of this annual report.

The Company has formulated and published a Whistle Blower Policy to provide Vigil Mechanism for employees including directors of the Company to report genuine concerns. The provisions of this policy are in line with the provisions of the Section 177(9) of the Act and the revised Clause 49 of the Listing Agreements with stock exchanges

**LISTING OF SHARES**

The Equity shares of your Company are listed on Pune Stock Exchange and Ahmedabad Stock Exchange. The shares of the Company are being traded on Bombay Stock Exchange (Indonext).

**SECRETARIAL AUDIT REPORT**

In terms of Section 204 of the Act and Rules made there under, M/s.Mittapalli Naga Kishore, Practicing Company Secretary have been appointed Secretarial Auditors of the Company. The report of the Secretarial Auditors is enclosed as Annexure V to this report. The report is self-explanatory and do not call for any further comments.

**DEPOSITS FROM PUBLIC:**

The Company has not accepted any deposits from public and as such, no amount on account of principal or interest on deposits from public was outstanding as on the date of the balance sheet.

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

The particulars as prescribed under Section 134 of the Companies Act, 2013 read with Rule 8(3) of The Companies (Accounts) Rules, 2014) are set out in Annexure-III to this report.

**PARTICULARS OF EMPLOYEES**

There are no employees whose information is required to be disclosed under Section 197 read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

**PERSONNEL**

Employees are our vital and most valuable assets. We have created a favorable work environment that encourages innovation and meritocracy. The relationship between the management and staff was very cordial throughout the year under review. Your directors take the opportunity to record their appreciation for the co operation and loyal services rendered by the employees.

## **APPRECIATION**

The Board places on record its deep appreciation of the devoted services of the loyal workers, executives and other staff of the Company who have contributed in no small measure to the performance and the Company's continued inherent strength.

It also extends grateful thanks to the Central and various State Governments, the investors, the banking circles, financial institutions and district level authorities for their continued support extended to the Company from time to time. The Board also places on record their deep sense of appreciation for the committed services of all the employees of the Company.

**By Order of the Board**  
**SWARNAJYOTHI AGROTECH & POWER LIMITED**  
Sd/-

**Place: HYDERABAD**  
**Date: 01.12.2015**

**MANMOHAN SAHU**  
**MANAGING DIRECTOR**

## **ANNEXURE INDEX**

<b><u>Annexure</u></b>	<b>Content</b>
<b>I</b>	<b>AOC 1 – Holding &amp; Subsidiary Company details</b>
<b>II</b>	<b>AOC 2 – Related Party Transactions disclosure</b>
<b>III</b>	<b>Conservation of energy, technology absorption, foreign exchange earnings and outgo</b>
<b>IV</b>	<b>Format of declaration by Independent Director</b>
<b>V</b>	<b>MR-3 Secretarial Audit Report</b>
<b>VI</b>	<b>Annual Return Extracts in MGT 9</b>

**ANNEXURE TO THE DIRECTORS' REPORT**

**ANNEXURE I**

**Form AOC-1**

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

**Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures**

**Part "A": Subsidiaries**

(Information in respect of each subsidiary to be presented with amounts in Rs.)

Sl. No.	Particulars	Details
1.	Name of the subsidiary	SWARNAJYOTHI AGRO & EXPORTS INDIA PRIVATE LIMITED RPVS RENEWABLE ENERGIES PRIVATE LIMITED
2.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	NIL
3.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	NIL
4.	Share capital	INR 100,000/-
5.	Reserves & surplus	NIL
6.	Total assets	INR 115000/-
7.	Total Liabilities	INR 115000/-
8.	Investments	NIL
9.	Turnover	NIL
10.	Profit before taxation	NIL
11.	Provision for taxation	NIL
12.	Profit after taxation	NIL
13.	Proposed Dividend	NIL
14.	% of shareholding	50: 50

**Notes:** The following information shall be furnished at the end of the statement:

1. Names of subsidiaries which are yet to commence operations
2. Names of subsidiaries which have been liquidated or sold during the year.

**Part "B": Associates and Joint Ventures**

**Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures - NIL**

1. Names of associates or joint ventures which are yet to commence operations.
2. Names of associates or joint ventures which have been liquidated or sold during the year.

**Note:** This Form is to be certified in the same manner in which the Balance Sheet is to be certified.

## **ANNEXURE II**

### **Form No. AOC-2**

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

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

**1. Details of contracts or arrangements or transactions not at arm's length basis:** Company has not entered into any contract or arrangement or transaction with its related parties which is not at arm's length during financial year 2014-15.

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

- a. Name(s) of the related party and nature of relationship: .....
- b. Nature of contracts / arrangements / transactions:
- c. Duration of the contracts / arrangements / transactions: Contract dated ..... as amended on ..... which is ongoing.
- d. Salient terms of the contracts or arrangements or transactions including the value, if any:  
Company shall (i) provide ..... services to the existing and new clients of .....  
(ii) diligently perform the contract in timely manner and provide services in accordance with the work order issued by .....  
(iii) submit invoices on monthly basis for the services provided for each project as per the terms of contract and TAIC shall promptly pay the same,  
(iv) be responsible for all the expenses incurred in connection with providing its services and (v) comply with the local, state and federal laws and regulations applicable while providing services.
- e. Date(s) of approval by the Board, if any: Not applicable, since the contract was entered into in the ordinary course of business and on arm's length basis.
- f. Amount paid as advances, if any: Nil

**On behalf of the board of directors  
SWARNAJYOTHI AGROTECH & POWER LIMITED**

Sd/-

**MANMOHAN SAHU  
MANAGING DIRECTOR**

**Place: HYDERABAD  
Date: 05.12.2015**



### **ANNEXURE III**

The details of conservation of energy, technology absorption, foreign exchange earnings and outgo are as follows:

**a) Conservation of energy**

(i)	the steps taken or impact on conservation of energy	During the year, a host of energy conservation measures were taken
(ii)	the steps taken by the company for utilizing alternate sources of energy	
(iii)	the capital investment on energy conservation equipment's	

**(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	NIL
(iii)	in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)-	NIL
	(a) the details of technology imported	NIL
	(b) the year of import;	NIL
	(c) whether the technology been fully absorbed	NIL
	(d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof	NIL
(iv)	the expenditure incurred on Research and Development	NIL

**Particulars of Foreign Exchange Earning and Outgo (On cash basis)**

(Rs.in Lakhs)

<b>Particulars</b>	<b>31.03.2015</b>	<b>31.03.2014</b>
Foreign currency earnings		90.00
Foreign currency expenditure	Nil	Nil
Foreign currency outgo	Nil	Nil

**By Order of the Board**  
**SWARNAJYOTHI AGROTECH & POWER LIMITED**  
Sd/-  
**MANMOHAN SAHU**  
**MANAGING DIRECTOR**

**Place: HYDERABAD**  
**Date: 05.12.2015**

## ANNEXURE IV

### DECLARATION OF INDEPENDENCE

01<sup>st</sup> April, 2014

To

The Board of Directors

**SWARNAJYOTHI AGROTECH & POWER LIMITED**

**315, LEFT WING AMRUTHAVILLE WELFARE**

**ASSOCIATION, OPP YASHODA HOSPITAL,**

**RAJBHAVAN ROAD, SOMAJIGUDA**

**HYDERABAD -500082, TELANGANA**

**Sub:** Declaration of independence under clause 49 of the Listing Agreement and sub-section (6) of section 149 of the Companies Act, 2013.

I, **BRAHMANANDA ROUT**, hereby certify that I am a Non-executive Independent Director of **SWARNAJYOTHI AGROTECH & POWER LIMITED**, and comply with all the criteria of independent director as envisaged in Clause 49 of the Listing Agreement and the Companies Act, 2013.

**I certify that:**

- I possess relevant expertise and experience to be an independent director in the Company;
- I am/was not a promoter of the company or its holding, subsidiary or associate company;
- I am not related to promoters / directors / persons occupying management position at the board level or level below the board in the company, its holding, subsidiary or associate company;
- Apart from receiving director sitting fees / remuneration, I have/had no pecuniary relationship / transactions with the company, its promoters, its directors, its senior management or its holding, subsidiary or associate company, or their promoters, or directors, during the two immediately preceding financial years or during the current financial;
- none of my relatives has or had any pecuniary relationship or transaction with the company, its holding, subsidiary or associate company, or their promoters, or directors, amounting to 2% or more of its gross turnover **or** total income **or** Rs. 50 Lacs **or** such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year;
- Neither me nor any of my relatives:
  - a) holds or has held the position of a key managerial personnel or is or has been employee/executive of the company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year;
  - b) is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year of;
  - c) firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; **or**
  - d) any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to 10% or more of the gross turnover of such firm;
  - e) holds together with my relatives 2% or more of the total voting power of the company; **or**
  - f) is a Chief Executive or director, by whatever name called, of any nonprofit organization that receives 25% or more of its receipts from the company, any of its promoters, directors or its holding, subsidiary or associate company or that holds 2% or more of the total voting power of the company; **or**

- I am not a material supplier, service provider or customer or a lessor or lessee of the company;
- I am not less than 21 years of age.

**Declaration**

*I undertake that I shall seek prior approval of the Board if and when I have any such relationship / transactions, whether material or non-material. If I fail to do so I shall cease to be an independent director from the date of entering in to such relationship / transactions.*

*Further, I do hereby declare and confirm that the above said information's are true and correct to the best of my knowledge as on the date of this declaration of independence and I shall take responsibility for its correctness and shall be liable for fine if any imposed on the Company, its directors, if the same found wrong or incorrect in future.*

*I further undertake to intimate immediately upon changes, if any, to the Company for updating of the same.*

Thanking you,  
Yours faithfully,

**BRAHMANANDA ROUT**

**DIN: 03079834**

PLOT NO.- 1717, SRIRAM NAGAR, OLD TOWN, Orissa, INDIA - 751002

## **DECLARATION OF INDEPENDENCE**

01<sup>st</sup> April, 2014

To

The Board of Directors

**SWARNAJYOTHI AGROTECH & POWER LIMITED**

**315, LEFT WING AMRUTHAVILLE WELFARE**

**ASSOCIATION, OPP YASHODA HOSPITAL,**

**RAJBHAVAN ROAD, SOMAJIGUDA**

**HYDERABAD -500082, TELANGANA**

**Sub:** Declaration of independence under clause 49 of the Listing Agreement and sub-section (6) of section 149 of the Companies Act, 2013.

I, **KOLACHANA SHASTRI VENKATESWARA**, hereby certify that I am a Non-executive Independent Director of **SWARNAJYOTHI AGROTECH & POWER LIMITED**, and comply with all the criteria of independent director as envisaged in Clause 49 of the Listing Agreement and the Companies Act, 2013.

**I certify that:**

- I possess relevant expertise and experience to be an independent director in the Company;
- I am/was not a promoter of the company or its holding, subsidiary or associate company;
- I am not related to promoters / directors / persons occupying management position at the board level or level below the board in the company, its holding, subsidiary or associate company;
- Apart from receiving director sitting fees / remuneration, I have/had no pecuniary relationship / transactions with the company, its promoters, its directors, its senior management or its holding, subsidiary or associate company, or their promoters, or directors, during the two immediately preceding financial years or during the current financial;
- none of my relatives has or had any pecuniary relationship or transaction with the company, its holding, subsidiary or associate company, or their promoters, or directors, amounting to 2% or more of its gross turnover **or** total income **or** Rs. 50 Lacs **or** such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year;
- Neither me nor any of my relatives:
  - a) holds or has held the position of a key managerial personnel or is or has been employee/executive of the company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year;
  - b) is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year of;
  - c) firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; **or**
  - d) any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to 10% or more of the gross turnover of such firm;

e) holds together with my relatives 2% or more of the total voting power of the company; **or**

f) is a Chief Executive or director, by whatever name called, of any nonprofit organization that receives 25% or more of its receipts from the company, any of its promoters, directors or its holding, subsidiary or associate company or that holds 2% or more of the total voting power of the company; or

- I am not a material supplier, service provider or customer or a lessor or lessee of the company;
- I am not less than 21 years of age.

**Declaration**

*I undertake that I shall seek prior approval of the Board if and when I have any such relationship / transactions, whether material or non-material. If I fail to do so I shall cease to be an independent director from the date of entering in to such relationship / transactions.*

*Further, I do hereby declare and confirm that the above said information's are true and correct to the best of my knowledge as on the date of this declaration of independence and I shall take responsibility for its correctness and shall be liable for fine if any imposed on the Company, its directors, if the same found wrong or incorrect in future.*

*I further undertake to intimate immediately upon changes, if any, to the Company for updating of the same.*

Thanking you,  
Yours faithfully,

**KOLACHANA SHASTRI VENKATESWARA**

**DIN: 06489681**

1-8-115/2,BAGHALINGAMPALLY, ROAD CHIKKADPALLY, HYDERABAD, 500020  
Andhra Pradesh, INDIA

## **DECLARATION OF INDEPENDENCE**

01<sup>st</sup> April, 2014

To

The Board of Directors

**SWARNAJYOTHI AGROTECH & POWER LIMITED**

**315, LEFT WING AMRUTHAVILLE WELFARE**

**ASSOCIATION, OPP YASHODA HOSPITAL,**

**RAJBHAVAN ROAD, SOMAJIGUDA**

**HYDERABAD -500082, TELANGANA**

**Sub:** Declaration of independence under clause 49 of the Listing Agreement and sub-section (6) of section 149 of the Companies Act, 2013.

I, **Mr. SUDHANIDHI ROUT**, hereby certify that I am a Non-executive Independent Director of **SWARNAJYOTHI AGROTECH & POWER LIMITED**, and comply with all the criteria of independent director as envisaged in Clause 49 of the Listing Agreement and the Companies Act, 2013.

**I certify that:**

- I possess relevant expertise and experience to be an independent director in the Company;
- I am/was not a promoter of the company or its holding, subsidiary or associate company;
- I am not related to promoters / directors / persons occupying management position at the board level or level below the board in the company, its holding, subsidiary or associate company;
- Apart from receiving director sitting fees / remuneration, I have/had no pecuniary relationship / transactions with the company, its promoters, its directors, its senior management or its holding, subsidiary or associate company, or their promoters, or directors, during the two immediately preceding financial years or during the current financial;
- none of my relatives has or had any pecuniary relationship or transaction with the company, its holding, subsidiary or associate company, or their promoters, or directors, amounting to 2% or more of its gross turnover **or** total income **or** Rs. 50 Lacs **or** such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year;
- Neither me nor any of my relatives:
  - a) holds or has held the position of a key managerial personnel or is or has been employee/executive of the company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year;
  - b) is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year of;
  - c) firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; **or**
  - d) any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to 10% or more of the gross turnover of such firm;

e) holds together with my relatives 2% or more of the total voting power of the company; **or**

f) is a Chief Executive or director, by whatever name called, of any nonprofit organization that receives 25% or more of its receipts from the company, any of its promoters, directors or its holding, subsidiary or associate company or that holds 2% or more of the total voting power of the company; or

- I am not a material supplier, service provider or customer or a lessor or lessee of the company;
- I am not less than 21 years of age.

**Declaration**

*I undertake that I shall seek prior approval of the Board if and when I have any such relationship / transactions, whether material or non-material. If I fail to do so I shall cease to be an independent director from the date of entering in to such relationship / transactions.*

*Further, I do hereby declare and confirm that the above said information's are true and correct to the best of my knowledge as on the date of this declaration of independence and I shall take responsibility for its correctness and shall be liable for fine if any imposed on the Company, its directors, if the same found wrong or incorrect in future.*

*I further undertake to intimate immediately upon changes, if any, to the Company for updating of the same.*

Thanking you,  
Yours faithfully,

**SUDHANIDHI ROUT**

**DIN: 05275676**

QTR NO. 4R-2, UNIT 8, GOPABANDHU SQUARE, BHUBANESWAR, Orissa, INDIA- 751012

**ANNEXURE V**  
**Form No. MR-3**  
**SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2015  
*[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies(Appointment and Remuneration Personnel) Rules, 2014]*

To  
The Members  
Swarnajyothi Agrotech & Power Limited  
Corporate Identity Number (CIN): L40300TG1994PLC078932  
Authorised Capital : Rs.31.00 Crores

I, have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Swarnajyothi Agrotech & Power Limited(hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Swarnajyothi Agrotech and Power Limited'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, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2015 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I, have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company a **listed Public Company** for the financial year ended on 31<sup>st</sup> March, 2015 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (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,1992;
  - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements)Regulations, 2009;
  - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
  - e) The Securities and Exchange Board of India(Issue and Listing of Debt Securities) Regulations,2008;
  - f) The Securities and Exchange Board of India(Registrar to an Issue and Share Transfer Agents)Regulations,1993 regarding the Companies Act and dealing with client;



- g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
- h) The Securities and Exchange Board of India (Buy back of Securities) Regulations, 1998;
- (vi) Other laws applicable to the company as provided by the management as mentioned below:
  - Employees State Insurance Act, 1948 and Employees' State Insurance (General) Regulations, 1950;
  - Employees Provident Funds and Miscellaneous Provisions Act, 1952 and the Employees' Provident Funds Scheme, 1952;
  - Payment of Bonus Act, 1965 and the Payment of Bonus Rules, 1965;
  - Employment Exchanges (Compulsory Notification of Vacancies) Act, 1959
  - Contract Labour (Regulation and Abolition) Act, 1970 and the Contract Labour (Regulation and Abolition) Central Rules, 1971;
  - Factories Act, 1948 and the rules made thereunder;
  - A.P. Shops and Establishment Act, 1988;
  - Water (Prevention and Control of Pollution) Act, 1974
  - Air (Prevention and Control of Pollution) Act, 1981
  - Environment Protection Act, 1986
  - Public Liability Insurance Act, 1991
  - Indian Boilers Act, 1923
  - Explosives Act, 1884

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with BSE Limited; Pune Stock Exchange;

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except to the extent as mentioned below:

- 1. The intermittent vacancy caused by resignation of woman director was not filled up by the Board with in the stipulated time.**
- 1. The Company has not appointed Key Managerial Person i.e. Company Secretary.**
- 2. Annual General Meeting for the financial year ended on 31/03/2014 was not convened with in the due date.**
- 3. The company has not complied with the clauses 16, 35, 41, 47(C), 49, 52 and Reconciliation of Share Capital Audit of the listing agreements entered with BSE Limited and Pune Stock Exchange.**

#### **I, further report that**

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

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

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

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

**I, further report that** during the audit period the company not entered into / carried out any activity that has major bearing on the company's affairs.

Place: Hyderabad  
Dated: 05-12-2015

(M.Naga Kishore)  
Company Secretary in Practice  
FCS No.: 7684  
CP No.: 13597

*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.*

## **ANNEXURE-A**

To

The Members,

Swarnajyothi Agrotech & Power Limited

Corporate Identity Number (CIN): L40300TG1994PLC078932

Authorised Capital : Rs.31.00 Crores

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

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The secretarial audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Place: Hyderabad  
Dated: 05-12-2015

(M.Naga Kishore)  
Company Secretary in Practice  
FCS No.: 7684  
CP No.: 13597

**ANNEXURE - VI**

<p><b>Form No. MGT-9</b></p> <p><b>EXTRACT OF ANNUAL RETURN</b></p> <p><b>AS ON THE FINANCIAL YEAR ENDED ON 31.03.2015</b></p> <p><b>Of</b></p> <p><b>SWARNAJYOTHI AGROTECH &amp; POWER LIMITED</b></p> <p>[Pursuant to Section 92(3) of the Companies Act, 2013 And Rule 12(1) of the Companies (Management and Administration) Rules, 2014]</p>
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**I. REGISTRATION AND OTHER DETAILS:**

i)	CIN:	<b>L40300TG1994PLC078932</b>
ii)	Registration Date [DDMMYY]	<b>12/01/1994</b>
iii)	Name of the Company	<b>SWARNAJYOTHI AGROTECH &amp; POWER LIMITED</b>
iv)	Category / Sub Category of the Company	<b>LIMITED BY SHARES</b>
v)	Address of the Registered Office and contact Details	<b>315, LEFT WING AMRUTHAVILLE WELFARE ASSOCIATION, OPP YASHODA HOSPITAL, RAJBHAVAN ROAD, SOMAJIGUDA, HYDERABAD-500082, TELANGANA</b>
vi)	Whether listed Company	<b>YES</b>
vii)	Name, Address and contact details of Registrar & Transfer Agents ( RTA ):- Full address to be given.	<b>BIGSHARE SERVICES PVT. LTD., 306, RIGHT WING AMRUTHAVILLE WELFARE ASSOCIATION, OPP YASHODA HOSPITAL, RAJBHAVAN ROAD, SOMAJIGUDA, HYDERABAD TELANGANA- 500082</b>

**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)**

SN	Name and Description of main products / services	NIC Code of the Product/service (2008)	% to total turnover of the company
1	<b>CASTOR OIL AND ITS FRACTIONS CASTOR OIL &amp; ITS FRCTNS OF EDBLE GRADE</b>	<b>1504.00 3823.00</b>	<b>100%</b>

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES**  
[No. of Companies for which information is being filled]]

S. NO	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY / ASSOCIATE
<b>1</b>	<b>SWARNAJYOTHI AGRO &amp; EXPORTS INDIA PRIVATE LIMITED</b>	<b>U01403TG2012PTC080054</b>	<b>SUBSIDIARY</b>
<b>2</b>	<b>RPVS RENEWABLE ENERGIES PRIVATE LIMITED</b>	<b>U40108TG2012PTC079407</b>	<b>SUBSIDIARY</b>

#### IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

##### i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year[As on 31-March-2014]				No. of Shares held at the end of the year[As on 31-March-2015]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoter s</b>									
(1) Indian	-	-	-	-	-	-	-	-	-
a) Individual/ HUF	15236194	228	15236422	59.9015	15236194	228	15236422	59.901	-
b) Central Govt	-			-	-	-	-	-	-
c) State Govt(s)	-			-	-	-	-	-	-
d) Bodies Corp.	-			-	-	-	-	-	-
e) Banks / FI	-			-	-	-	-	-	-
f) Any other	-			-	-	-	-	-	-
<b>Sub-total (A) (1):-</b>	<b>15236194</b>	<b>228</b>	<b>15236422</b>	<b>59.9015</b>	<b>15236194</b>	<b>228</b>	<b>15236422</b>	<b>59.90</b>	<b>-</b>
<b>(2) Foreign</b>									-
(a)NRIs/Individuals (Foreign National)	-			-	-	-	-	-	-
(b) Other - Individuals	-			-	-	-	-	-	-
(c) Bodies Corp	-			-	-	-	-	-	-
(e) Banks/FI	-			-	-	-	-	-	-
(f) Any Other	-			-	-	-	-	-	-
<b>Sub-total (A) (2):-</b>	<b>-</b>			<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total Shareholding of Promoter (A) = (A)(1)+(A)(2)</b>	<b>15236194</b>	<b>228</b>	<b>15236422</b>	<b>59.9015</b>	<b>15236194</b>	<b>228</b>	<b>15236422</b>	<b>59.90</b>	<b>-</b>
<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.	<b>1523780</b>	-	<b>1523780</b>	<b>59.901</b>	<b>1782609</b>	-	<b>1782609</b>	<b>7.008</b>	-
i) Indian	-	-	-	-	-	-	-	-	-
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals	-	-	-	-	-	-	-	-	-
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	<b>2495706</b>	<b>90421</b>	<b>2586127</b>	<b>10.17</b>	<b>2812279</b>	<b>90441</b>	<b>2902720</b>	<b>11.41</b>	-
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	<b>5875545</b>	<b>148633</b>	<b>6024178</b>	<b>23.68</b>	<b>5245469</b>	<b>148633</b>	<b>5394102</b>	<b>21.20</b>	-
c) Others (specify)	-	-	-	-	-	-	-	-	-
Non Resident Indians	<b>64910</b>	-	<b>64910</b>	<b>0.26</b>	<b>111731</b>	-	<b>111731</b>	<b>0.439</b>	-
Overseas Corporate Bodies	-	-	-	-	-	-	-	-	-
Foreign Nationals	-	-	-	-	-	-	-	-	-
Clearing Members	<b>367</b>	-	<b>367</b>	<b>0.00</b>	<b>8200</b>	-	<b>8200</b>	<b>0.032</b>	-
Trusts	-	-	-	-	-	-	-	-	-
Foreign Bodies - D R	-	-	-	-	-	-	-	-	-
<b>Sub-total (B)(2):-</b>	<b>9960308</b>	<b>239054</b>	<b>10199362</b>	<b>40.0985</b>	<b>9960288</b>	<b>239074</b>	<b>10199362</b>	<b>40.098</b>	-
Total Public Shareholding (B)=(B)(1)+ (B)(2)	<b>9960308</b>	<b>239054</b>	<b>10199362</b>	<b>40.0985</b>	<b>9960288</b>	<b>239074</b>	<b>10199362</b>	<b>40.098</b>	-
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	-	-	-	-	-	-	-	-	-
	-		<b>2,54,35,784</b>	<b>100%</b>			<b>2,54,35,784</b>	<b>100%</b>	-
<b>Grand Total (A+B+C)</b>	-				-				

**ii) Shareholding of Promoter-**

SN	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	
1	CHITTARANJAN SAHU	1195409	4.6997	0	1195409	4.6997	0	0
2	NETRANANDA SAHU	601964	2.3666	0	601964	2.3666	0	0
3	MOHAPATRA BADRINARAYAN	399	0.0016	0	399	0.0016	0	0
4	MANMOHAN SAHU	228	0.0009	0	228	0.0009	0	0
5	PRADEEP KUMAR MAHAPATRO	775256	3.0479	775256	775256	3.0479	775256	0
6	CHITTARANJAN SAHU	1669000	6.5616	1570912	1669000	6.5616	1570912	0
7	INDIRA SAHU	2454977	9.6517	2411659	2454977	9.6517	2411659	0
8	BADRINARAYAN MOHAPATRA	3288000	12.9267	3278443	3288000	12.9267	3278443	0
9	MANMOHAN SAHU	5251189	20.6449	4935980	5251189	20.6449	4935980	0
	<b>TOTAL</b>	<b>15236422</b>	<b>59.9016</b>	<b>12972250</b>	<b>15236422</b>	<b>59.9016</b>	<b>12972250</b>	<b>0</b>

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

SN		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	15236422	59.9016	15236422	59.9016
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
	At the end of the year	15236422	59.9016	15236422	59.9016

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

SN	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
	At the beginning of the year	4638590	21.8832	4638590	21.8832
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	114778 (transfer)	(4.098)	114778 (transfer)	(4.098)
	At the end of the year	4523812	17.7852	4523812	17.7852

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

SN	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	<b>6026445</b>	<b>23.6928</b>	<b>6026445</b>	<b>23.6928</b>
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
	At the end of the year	<b>6026445</b>	<b>23.6928</b>	<b>6026445</b>	<b>23.6928</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	<b>54,58,93,471</b>			<b>54,58,93,471</b>
ii) Interest due but not paid	<b>4,79,63,792</b>			<b>4,79,63,792</b>
iii) Interest accrued but not due	<b>67,33,761</b>			<b>67,33,761</b>
<b>Total (i+ii+iii)</b>	<b>60,05,91,024</b>			<b>60,05,91,024</b>
<b>Change in Indebtedness during the financial year</b>				
* Addition	-			
* Reduction	-			
<b>Net Change</b>	-			
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	<b>54,58,93,471</b>			<b>54,58,93,471</b>
ii) Interest due but not paid	<b>4,79,63,792</b>			<b>4,79,63,792</b>
iii) Interest accrued but not due	<b>67,33,761</b>			<b>67,33,761</b>
<b>Total (i+ii+iii)</b>	<b>60,05,91,024</b>			<b>60,05,91,024</b>

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-**

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

SN.	Particulars of Remuneration	Name of MD Manmohan Sahu			Total
1	Gross salary	1200000	-	-	1200000
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission - as % of profit	-	-	-	-
5	Others, please specify	-	-	-	-



	Total (A)	1200000	-	-	1200000
	Ceiling as per the Act	-	-	-	-

**B. Remuneration to other directors: - NA -**

SN.	Particulars of Remuneration	Name of Directors			Total
1	Independent Directors	-	-	-	-
	Fee for attending board committee meetings	-	-	-	-
	Commission	-	-	-	-
	Others, please specify –	-	-	-	-
	Total (1)	-	-	-	-
2	Other Non-Executive Directors	-	-	-	-
	Fee for attending board committee meetings	-	-	-	-
	Commission	-	-	-	-
	Others, please specify	-	-	-	-
	Total (2)	-	-	-	-
	Total (B)=(1+2)	-	-	-	-
	Total Managerial Remuneration	NA	NA	NA	NA
	Overall Ceiling as per the Act	NA	NA	NA	NA

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

SN	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CS	CFO	Total
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act.	-	-	900000	900000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission	-	-	-	-
	- as % of profit	-	-	-	-
5	Others, please specify	-	-	-	-
	Total	-	-	900000	900000

**VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: DURING THE YEAR IS NIL**

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

## MANAGEMENT DISCUSSION AND ANALYSIS

### a) Industry Structure and Developments.

India continues to be the largest source of castor seed in the world. The estimated total production of castor seeds for the season is around 1.1 million metric tons, against about 1.6 million metric tons for the previous year. This downward correction in the crop size was a reaction to the highest ever record crop of 1.6 million metric tons in the previous year, which resulted in the softening of prices and a huge carryover of the crop. After several years, a healthy surplus of castor seeds was carried forward. This surplus in the current year has led to the much needed price stability thus encouraging the user industry to invest more in R & D and new projects.

### b) Opportunities & Threats.

The global economic climate remains uncertain and the mood remains cautious leading to a slowdown in new green field projects and the silver lining is that the largest economy in the world, USA, has shown signs of positive growth. However, this optimism is in a benign liquidity environment where the US treasury continues to print large sums of money. With the US Fed announcing plans to slow down on printing new money, the strengths of the global economy will be retested. The mood therefore remains extremely cautious.

The Indian economy has been experiencing high inflation, low growth and twin deficits, both internal and external. These problems are further compounded by policy paralysis. In spite of the uncertain global economic environment, the outlook for your Company remains stable. However, the major global economic uncertainties may have a negative impact in the immediate future.

Environment being a major concern, the search for long term and sustainable products is likely to intensify in the future. Castor Oil being a natural, organic, renewable and biodegradable product is gaining importance as a green product. Besides, due to its unique chemical structure, it finds myriad applications in virtually every industry be it Agriculture, Lubricants, Paints, Inks, Surface Coatings, Pharmaceuticals, Food, Engineering Plastics, Cosmetics, Perfumeries, Electricals, Rubber and so on.

Your Company continues to endeavor to tap these opportunities by focusing on Research & Development and investing in new capacities, new technologies, new applications, and new products.

### c) Segment.

The Company is organised into three business segments - Castor Oil derivatives, agro farming and Power generation.

### d) Outlook.

During the year under review your company has not achieved any sales but the demand outlook for the company's product remains positive. Emphasis on green eco-friendly products is likely to lead to increase in innovation of new product and uses in the castor oil industry. Your company continues to invest in research and development to tap on new growth opportunities. Your company is also undertaking a backward integration program in order to increase the availability of castor seeds. Barring unforeseen circumstances your directors expect satisfactory growth.

### e) Risks and Concerns:

The Company's products are used in variety of industries, thereby to a great extent, mitigating the risks associated with demand for its production on a long term basis. The price behavior of raw material depends on monsoon, global demand and inventory, and prices of other oils including crude oil and

vegetable oil and therefore, can be volatile as well as unpredictable. The Company is closely watching the development of various factors which affect the castor seed prices.

The company restricts its exposure to the price fluctuation of raw materials by limiting its un hedged exposure. With the business of the company growing at a hectic pace and demand for trained and experienced manpower in excess of the supply, the risk of managing the people its tremendous. The company has to retain its existing trained workforce and also attract new talent for its different operations. New businesses are bought and integrated into existing business. To improve the performance of the staff at work, various refresher training courses are organized to update their knowledge with the latest technologies and management ideas.

The erratic demand from the overseas markets and threat of competition continue to be of concern. The Company has focused its efforts on marketing and introducing new products thereby mitigating to a certain extent, the effect of recession/slowdown in the industry.

Unrestricted speculation and high volatility due to trading in commodity exchange could have a negative effect on the growth of the industry.

**f) Foreign Exchange.**

Volatile currency movements can affect the profits of the Company. Your management continues to take steps cover foreign exchange to mitigate the risks of appreciation of rupee against US Dollar.

**g) Internal Control and its adequacy.**

The Company has adequate internal control procedures in accordance with its size and nature of business. The internal control system, adopted by the Company, effectively ensures that all assets are safeguarded and protected against any loss from unauthorised use.

**h) Financial / Operational Performance.** The Company's Financial Performance & Analysis:

Particulars	For the Year ended 31 <sup>st</sup> March (Rs.in Lakhs)	
	2015	2014
Sales and Other Income	0.16	3319.68
Profit Before Interest and Depreciation	(61.58)	492.84
Interest & Finance Charges	61.98	176.14
Depreciation	205.32	268.38
Profit before Tax	(328.90)	48.30
Less: Provision for Taxation		
Current Tax		9.20
Deferred Tax	(221.02)	35.99
Net Profit After Tax	(107.88)	3.11
Balance b/f from previous year	469.68	466.57
Depreciation on assets having no useful life	(134.96)	
Total	226.83	469.68
Balance carried to Balance Sheet	226.83	469.68

**i) Human Resources / Industrial Relations.**

The Company continues to place significant importance on its Human Resources and enjoys cordial relations at all levels.

**CAUTIONARY STATEMENT:**

statements in this “ Management’s Discussion and Analysis” describing the Company’s objectives, projections, estimates, expectations or predictions may be “forward- looking statements” within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make the difference to the Company’s operations include global and Indian demand, supply conditions, finished goods prices, changes in Government regulations, tax regimes, economic developments within India and the countries in which the Company conducts business and other factors such as litigation etc.

**CERTIFICATE BY THE MANAGING DIRECTOR (MD) AND CHIEF FINANCIAL OFFICER (CFO) PURSUANT TO  
CLAUSE 49 OF THE LISTING AGREEMENT**

We, Manmohan Sahu, Managing Director and K. Nagendra Kumar, Chief Financial Officer, of SwarnaJyothi Agrotech & Power Limited, Hyderabad hereby certify to the Board that:

- a) We have reviewed the Audited financial statements and the cash flow statements for the year ended 31.03.2015 and certify that to the best of our knowledge and belief;
  - I. these statements do not contain any materially untrue statement nor omit any material fact nor contain statements that might be misleading; and
  - II. these statements together present a true and fair view of the Company's Affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b) There are, to the best of our knowledge and belief, no transactions entered into by the company for the year ended 31.03.2015 which are fraudulent, illegal or violate of the company's code of conduct.
- c) We accept responsibility for establishing and maintaining internal controls in the Company and that we have evaluated the effectiveness of the internal control systems of the company and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps that we have taken or propose to take and rectify the identified deficiencies.
- d) We have indicated to the auditors and the Audit committee:
  - (i) Significant changes in the internal control during the year ended 31.03.2015;
  - (ii) Significant changes in accounting policies during the year ended 31.03.2015 and that the same have been disclosed in the notes to the financial results; and
  - (iii) There are no instances of significant fraud of which we have become aware.
- e) We affirm that we have not denied any personnel access to the Audit Committee of the Company (in respect of matters involving alleged misconduct).
- f) We further declare that all Board Members and designated Senior Management have affirmed compliance with the Code of Conduct for the year ended 31.03.2015.

Sd/-

**MANMOHAN SAHU  
MANAGING DIRECTOR**

Sd/-

**K. NAGENDRA KUMAR  
CHIEF FINANCIAL OFFICER**

**Place: Hyderabad**

**Date : 05.12.2015**

**DECLARATION ON CODE OF CONDUCT**

In accordance with Clause 49 (D) of the Listing Agreement with the Stock Exchanges, I, Manmohan Sahu, Managing Director of the Company, hereby confirm that all the Directors and the senior management personnel of the Company have affirmed compliance with the aforesaid Code of Conduct as applicable to them for the financial year ended 31<sup>st</sup> March, 2015.

**By Order of the Board  
SWARNAJYOTHI AGROTECH & POWER LIMITED  
(Formerly Octant Industries Limited)**

**Place: HYDERABAD  
Date: 05.12.2015**

**Sd/-  
MANMOHAN SAHU  
MANAGING DIRECTOR**

**AUDITORS' CERTIFICATE  
(PURSUANT TO CLAUSE 49 OF THE LISTING AGREEMENT)**

**To  
The Members of  
SWARNAJYOTHI AGROTECH & POWER LIMITED  
(Formerly Octant Industries Limited)**

We have examined the compliance of corporate governance of **SWARNAJYOTHI AGROTECH & POWER LIMITED** for the year ended 31<sup>st</sup> March 2015, as stipulated in Clause 49 of the Listing Agreement of the Company with the Stock Exchanges.

The Compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to a review of 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 opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and the representations made by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement in all material respects.

As required by the Guidance Note issued by the Institute of Chartered Accountants of India, We have to state that no investor grievances were pending for a period of month against the Company as per records maintained by the Shareholders/Investors' Grievance Committee.

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

**M/s RRK & ASSOCIATES  
CHARTERED ACCOUNTANTS  
(REGISTRATION NO. 097855)**

**Sd/-  
RADHAKRISHNA  
PARTNER  
MEMBERSHIP NO. 210777**

**Place : Hyderabad  
Dated: 05.12.2015**



## **REPORT ON CORPORATE GOVERNANCE**

### **1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE**

SwarnaJyothi Agrotech & Power Limited philosophy on corporate governance envisages the attainment of the highest levels of transparency, accountability and equity, in all aspects of its operations, and in all its interactions with its Shareholders, Employees, and the Government. The Company believes that all its operations and actions must serve the underlying goal of enhancing overall Shareholder value, over a sustained period of time.

The Company is in compliance with the requirements stipulated under Clause 49 of the Listing Agreements entered into with the stock exchanges with regard to corporate governance.

### **2. BOARD OF DIRECTORS**

#### **a. Composition**

The Board of Directors along with its Committees provides leadership and guidance to the company's management and directs, supervises and controls the performance of the Company. The Board comprises a combination of Executive and Non Executive Directors. The Board currently comprises of five Directors. Of the five Directors, four (i.e. 80%) are non-executive directors and three (i.e. 60%) are independent directors. The composition of the board is in conformity with Clause 49 of the Listing Agreements entered into with the stock exchanges. The Company has a Non - Executive Chairman and three Independent Directors comprise more than one half of the total strength of the Board. All the Independent Directors have confirmed that they meet the 'independence' criteria as mentioned under the existing Clause 49 of the Listing Agreement and Section 149 of the Act.

None of the directors on the board hold directorships in more than ten public companies. Further, none of them is a member of more than ten committees or chairman of more than five committees across all the public companies in which he is a director. Necessary disclosures regarding committee positions in other public companies as on March 31, 2015 have been made by the directors. None of the directors are related to each other.

Independent directors are non-executive directors as defined under Clause 49(II)(B)(1) of the Listing Agreements entered into with the Stock Exchanges. The maximum tenure of the independent directors is in compliance with the Companies Act, 2013 ("Act"). All the Independent Directors have confirmed that they meet the criteria as mentioned under clause 49 of the Listing Agreement and Section 149 of the Act.

The names and categories of the directors on the board, their attendance at board meetings held during the year and the number of directorships and committee chairmanships / memberships held by them in other public companies as on March 31, 2015 are given herein below. Other directorships do not include directorships of private limited companies, Section 8 companies and of companies incorporated outside India. Chairmanships / memberships of board committees shall include only audit committee and stakeholders' relationship committee.

The composition of the Board is in conformity with the Listing requirement. The details are as under.

<b>Name</b>	<b>Designation</b>	<b>Category</b>
Manmohan Sahu	Managing Director	Executive/Non-Independent Director
Pradeep Kumar Mahapatro	Director	Non-Executive/Non Independent Director
Brahmananda Rout	Director	Non-Executive/Independent Director
Kolachana Shastri Venkateswara	Director	Non-Executive/Independent Director
Sudhanidhi Rout	Director	Non-Executive/Independent Director

**b. Number of Board Meetings**

The Board meetings were held at least once in every quarter and the time gap between two meetings did not exceed one hundred and twenty days. During the year under review, the Board of Directors of the Company met 8 times on 16<sup>th</sup> May 2014, 26<sup>th</sup> June 2014, 14<sup>th</sup> August 2014, 5<sup>th</sup> September 2014, 14<sup>th</sup> November 2014, 15<sup>th</sup> December 2014, 13<sup>th</sup> February 2015 and 23<sup>rd</sup> March 15

The attendance of each director at the Board Meeting, last Annual General Meeting and number of other directorship and Chairmanship/membership of Committee held by each of the director in other companies are as under:

Other Relevant details of Directors:

Name of Director	Category	No. of Directorship(s) held in Indian Public Companies (Including Swarnajyothi)	Committee(s) position (including Swarnajyothi)	
			Member	Chairman
Manmohan Sahu	Executive Director	9	1	NIL
Pradeep Kumar Mahapatro	Non- Executive/Non Independent Director	1	NIL	NIL
Brahmananda Rout	Non- Executive/Independent Director	1	3	3
Kolachana Shastri Venkateswara	Non- Executive/Independent Director	1	3	NIL
Sudhanidhi Rout	Non- Executive/Independent Director	1	3	NIL

Board Meetings held during the year

Dates on which the Board Meetings were held	Total Strength of the Board	No. of Directors Present
16.05.2014	5	4
26.06.2014	5	4
14.08.2014	5	3
5.09.2014	5	4
14.11.2014	5	4
15.12.2014	5	4
13.02.2015	5	4
23.03.2015	5	4

Name of the Director	Attendance		No. of OTHER Companies Directorship, Committee Membership & Chairmanship		
	Board Meetings	Last AGM	Directorship	Committee Membership	Committee Chairmanship
Manmohan Sahu	8	Yes	8	Nil	Nil
Pradeep Kumar Mahapatro	8	Yes	Nil	Nil	Nil
Brahmananda Rout	5	Yes	Nil	Nil	Nil
Kolachana Shastri Venkateswara	4	Yes	Nil	Nil	Nil
Sudhanidhi Rout	6	Yes	Nil	Nil	Nil

### **c. Re-appointment of Retiring Directors**

In accordance with the Articles of Association of the Company, PRADEEP KUMAR MAHAPATRO, Director of the Company will retire at the ensuing 21st Annual General Meeting of the Company and, being eligible, offer himself for re-appointment.

## **3. COMMITTEES OF THE BOARD**

### **a. AUDIT COMMITTEE**

The purpose of the Audit Committee is to assist the Board of Directors in reviewing the financial information which will be provided to the shareholders and others, reviewing the systems of internal controls established in the Company, appointing, retaining and reviewing the performance of Internal Auditors and overseeing the Company's accounting and financial reporting process and the audit of the Company's financial statements.

i. The audit committee of the Company is constituted in line with the provisions of Clause 49 of the Listing Agreements entered into with the stock exchanges read with Section 177 of the Act.

ii. The terms of reference of the audit committee are broadly as under:

- Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- Recommend the appointment, remuneration and terms of appointment of auditors of the Company;
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- Reviewing, with the management, the annual financial statements and auditors' report thereon before submission to the board for approval, with particular reference to:
  - Matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section 3 of section 134 of the Act
  - Changes, if any, in accounting policies and practices and reasons for the same
  - Major accounting entries involving estimates based on the exercise of judgment by management
  - Significant adjustments made in the financial statements arising out of audit findings
  - Compliance with listing and other legal requirements relating to financial statements
  - Disclosure of any related party transactions
  - Qualifications in the draft audit report
- Reviewing, with the management, the quarterly financial statements before submission to the board for approval
- Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilised for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;
- Review and monitor the auditors' independence and performance, and effectiveness of audit process;
- Approval or any subsequent modification of transactions of the Company with related parties;
- Scrutiny of inter-corporate loans and investments;

- Valuation of undertakings or assets of the Company, wherever it is necessary;
- Evaluation of internal financial controls and risk management systems;
- Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- Discussion with internal auditors of any significant findings and follow up there on;
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- Establish a vigil mechanism for directors and employees to report genuine concerns in such manner as may be prescribed;
- To review the functioning of whistle blower mechanism.
- Approval of appointment of CFO;
- The audit committee may call for the comments of the auditors about internal control systems, the scope of audit, including the observations of the auditors and review of financial statement before their submission to the board and may also discuss any related issues with the internal and statutory auditors and the management of the Company;
- Carrying out any other function as is mentioned in the terms of reference of the audit committee;
- Oversee financial reporting controls and process for material subsidiaries;
- To mandatorily review the following information:
  - Management discussion and analysis of financial condition and results of operations;
  - Statement of significant related party transactions (as defined by the audit committee), submitted by management;
  - Management letters / letters of internal control weaknesses issued by the statutory auditors;
  - Internal audit reports relating to internal control weaknesses; and
  - The appointment, removal and terms of remuneration of the chief internal auditor.

iii. During the year under review, the Committee comprised of Three Independent and One Executive/Non Independent directors and all of whom are financially literate and have relevant finance and/or audit exposure. The quorum of the Committee is two members or one third of its members, whichever is higher. The Chairman of the Audit Committee also attended the last Annual General Meeting of the Company. During the year under review, four meetings of Audit Committee were held on May 16, 2014; August 14, 2014; November 14, 2014 and February 13, 2015. Each Audit Committee meeting which

considers financial results is preceded by a meeting which is attended only by the Audit Committee members and the Auditors.

Brahmananda Rout is the Chairman and Kolachana Shastri Venkateswara, Sudhanidhi Rout and Sri Manmohan Sahu are the members. The attendance of each member of the Committee is given below:

<b>Name</b>	<b>Designation</b>	<b>Category</b>	<b>No of meetings attended</b>
Sri Brahmananda Rout (w.e.f. December 18,2012)	Chairman	Non-Executive/Independent	4
Kolachana Shastri Venkateswara (w.e.f. February 8,2013)	Member	Non-Executive/Independent	2
Sudhanidhi Rout (w.e.f. March 22, 2013)	Member	Non-Executive/Independent	4
Sri Manmohan Sahu	Member	Executive/Non Independent	4

#### **b. NOMINATION AND REMUNERATION COMMITTEE**

In compliance with Section 178 of the Companies Act, 2013, the Board has renamed the existing “Compensation Committee” as the “Nomination and Remuneration Committee”.

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

- Succession planning of the Board of Directors and Senior Management Employees;
- Identifying and selection of candidates for appointment as Directors / Independent Directors based on certain laid down criteria;
- Identifying potential individuals for appointment as Key Managerial Personnel and to other Senior Management positions;
- Formulate and review from time to time the policy for selection and appointment of Directors, Key Managerial Personnel and senior management employees and their remuneration;
- Review the performance of the Board of Directors and Senior Management Employees based on certain criteria as approved by the Board.

#### **COMPOSITION & MEETINGS**

The Nomination and Remuneration Committee has not met during the year under review as there were no instances necessitating the meeting.

Brahmananda Rout is the Chairman and Kolachana Shastri Venkateswara and Sudhanidhi Rout are the members of the Remuneration Committee. The composition of the Remuneration Committee is as follows:

<b>Name</b>	<b>Designation</b>	<b>Category</b>
Brahmananda Rout (w.e.f. December 18,2012)	Chairman	Non-Executive/Independent
Kolachana Shastri Venkateswara (w.e.f. February 8,2013)	Member	Non-Executive/Independent
Sudhanidhi Rout (w.e.f. March 22, 2013)	Member	Non-Executive/Independent

### **REMUNERATION TO DIRECTORS**

The Company pays remuneration to the Managing Director as per the contractual obligations. The Non-Executive Directors do not draw any remuneration from the Company.

The Details of remuneration paid to Directors for the financial year ended 31<sup>st</sup> March, 2015:

Name	Salary, Perquisites & Other benefits	Commission	Sitting Fees	Total
Manmohan Sahu	Rs.8,04,000	-	-	Rs.8,04,000
Bramhmananda Rout	-	-	Rs.25,000	Rs.25,000
Pradeep Kumar Mahapatra	-	-	Rs.15,000	Rs.15,000
Kolachana Shastri Venkateswara	-	-	Rs.15,000	Rs.15,000
Sudhanidhi Rout	-	-	Rs.25,000	Rs.25,000

### **SHARES HELD BY THE NON-EXECUTIVE/INDEPENDENT DIRECTORS AS ON 31.03.2015**

Name	Category	No of shares held
Kolachana Shastri Venkateswara	Non-Executive/Independent Director	-
Sudhanidhi Rout	Non-Executive/Independent Director	-
Bramhmananda Rout	Non-Executive/Independent Director	-

### **c. STAKEHOLDERS' RELATIONSHIP COMMITTEE**

In compliance with the provisions of Section 178 of the Companies Act, 2013 and the Listing Agreement, the Board has renamed the existing "Shareholders'/Investors' Grievance Committee" as the "Stakeholders' Relationship Committee".

The terms of reference of the Committee are:

- transfer/transmission of shares/debentures and such other securities as may be issued by the Company from time to time;
- issue of duplicate share certificates for shares/debentures and other securities reported lost, defaced or destroyed, as per the laid down procedure;
- issue new certificates against subdivision of shares, renewal, split or consolidation of share certificates / certificates relating to other securities;
- issue and allot right shares / bonus shares pursuant to a Rights Issue / Bonus Issue made by the Company, subject to such approvals as may be required;

- to grant Employee Stock Options pursuant to approved Employees' Stock Option Scheme(s), if any, and to allot shares pursuant to options exercised;
- to issue and allot debentures, bonds and other securities, subject to such approvals as may be required;
- to approve and monitor dematerialization of shares / debentures / other securities and all matters incidental or related thereto;
- to authorize the Company Secretary and Head Compliance / other Officers of the Share Department to attend to matters relating to non-receipt of annual reports, notices, non-receipt of declared dividend / interest, change of address for correspondence etc. and to monitor action taken;
- monitoring expeditious redressal of investors / stakeholders grievances;
- all other matters incidental or related to shares, debenture

The composition of the Audit Committee as at March 31, 2015 and details of the Members participation at the Meetings of the Committee are as under:

Name	Designation	Category	No of meetings attended
Brahmananda Rout	Chairman	Non-Executive/Independent	4
Kolachana Shastri Venkateswara	Member	Non-Executive/Independent	4
Sudhanidhi Rout	Member	Non-Executive/Independent	4

During the period under review, five meetings of Committee were held on May 16, 2014; August 14, 2014; November 14, 2014; February 13, 2015 and March 25, 2015

**During the year, there are no complaints were received from shareholders. As on March 31, 2015, no investor grievance has remained unattended/ pending for more than thirty days.**

#### PERFORMANCE EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Audit, Nomination and Remuneration and Stakeholders' Relationship Committee. A structured questionnaire was prepared after taking into consideration inputs received from the Directors, 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 separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board, who were evaluated on parameters such as level of engagement and contribution, independence of judgement safeguarding the interest of the Company and its minority shareholders etc. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non Independent Directors was carried out by the Independent Directors

who also reviewed the performance of the Secretarial Department. The Directors expressed their satisfaction with the evaluation process.

#### **4. DISCLOSURES:**

##### **(a) Materially Significant related party transactions**

Except with regard to the Payment of Remuneration to the Executive Director, the Company has not entered into any materially significant related party transactions with its promoters, Directors or Management or their relatives etc that may have potential conflict with the interest of the Company at large

##### **(b) Details of penalties & strictures**

There was no instance of levy of any penalties during the last three years.

##### **Compliance with Accounting Standards**

In the preparation of the financial statements, the Company has followed the Accounting Standards notified pursuant to Companies (Accounting Standards) Rules, 2006 (as amended) and the relevant provision of the Companies Act, 1956 read with General Circular 8/2014 dated April 04, 2014, issued by the Ministry of Corporate Affairs. The significant accounting policies which are consistently applied have been set out in the Notes to the Financial Statements.

##### **Internal Controls**

The Company has a formal system of internal control testing which examines both the design effectiveness and operational effectiveness to ensure reliability of financial and operational information and all statutory / regulatory compliances. The Company's business processes are on SAP-ERP and SAP-HR platforms and have a strong monitoring and reporting process resulting in financial discipline and accountability.

##### **CEO & MD / CFO Certification**

The CEO & MD and the CFO have issued certificate pursuant to the provisions of Clause 49 of the Listing Agreement certifying that the financial statements do not contain any untrue statement and these statements represent a true and fair view of the Company's affairs. The said certificate is annexed and forms part of the Annual Report.

##### **CODE OF CONDUCT**

The Board of Directors has approved a Code of Business Conduct which is applicable to the Members of the Board and all employees. The Company believes in "Zero Tolerance" to bribery and corruption in any form and the Board has laid down the "Anti-Bribery & Corruption Directive" which forms an Appendix to the Code. The Code has been posted on the Company's website [www.abcdomain.com](http://www.abcdomain.com).

##### **VIGIL MECHANISM / WHISTLE BLOWER POLICY**

In staying true to our values of Strength, Performance and Passion and in line with our vision of being one of the most respected companies in India, the Company is committed to the high standards of Corporate Governance and stakeholder responsibility. The Company has a Fraud Risk Management Policy (FRM) to deal with instances of fraud and mismanagement, if any. The FRM Policy ensures that strict confidentiality is maintained whilst dealing with concerns and also that no discrimination will be meted out to any person for a genuinely raised concern. Pursuant thereto, a dedicated helpline "ABC Ethics Helpline" has been set up which is managed by an independent professional organization.



## PREVENTION OF INSIDER TRADING

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Company Secretary & Head Compliance is responsible for implementation of the Code.

All Board Directors and the designated employees have confirmed compliance with the Code.

## 5. GENERAL BODY MEETINGS

The general meetings are the place for shareholders to express their views and concerns and we respect their right and privilege to a great extent. The general meeting of the company is being conducted in a proper and transparent manner and the same has enhanced the image of the Company among investor community in a larger manner.

### a. Location and place of last three Annual General Meeting

Year	Location	Date	Time
2010-11	1 <sup>st</sup> Floor, Lotus Hall, Country Club, 6-3-1219, Station Road, Begumpet, Hyderabad-500 016	30.09.2011	11.00 AM
2011-12	Ground floor, Pool Side Mini Hall, Country Club, 6-3-1219, Station Road, Begumpet, Hyderabad 500016.	29.09.2012	10.30AM
2012-13	Ground floor, Pool Side Mini Hall, Country Club, 6-3-1219, Station Road, Begumpet, Hyderabad 500016.	30.09.2013	11.00 AM

### b. Special Resolutions

All resolutions moved at the last Annual General Meetings were passed by a show of hands by the requisite majority of members attending the meeting. The following are the special resolutions passed at the previous General meetings held in the last three years.

AGM/EGM Held on	Whether special resolution Passed	Summary of the resolution
2009-10	Yes	Change in the Name of the company and Alteration of Memorandum Of Association.
2010-11	No	Nil
2011-12	No	Nil
2012-13	Yes	Change in the Name of the company and Alteration of Memorandum Of Association.

### c. Postal ballot

During the Financial Year 2013-14 the Company has not passed any resolution through Postal Ballot.

## 6. GENERAL SHAREHOLDER INFORMATION:

### SHARE TRANSFER SYSTEM / DIVIDEND AND OTHER RELATED MATTERS

#### Share transfers

Share transfers in physical form are processed and the share certificates are generally returned to the transferees within a period of fifteen days from the date of receipt of transfer provided the transfer documents lodged with the Company are complete in all respects.

#### Nomination facility for shareholding

As per the provisions of the Companies Act, 2013, facility for making nomination is available for Members in respect of shares held by them. Members holding shares in physical form may obtain nomination form, from the Share Department of the Company or download the same from the Company's website. Members holding shares in dematerialized form should contact their Depository Participants (DP) in this regard.

#### Permanent Account Number (PAN)

Members who hold shares in physical form are advised that SEBI has made it mandatory that a copy of the PAN card of the transferee/s, members, surviving joint holders / legal heirs be furnished to the Company while obtaining the services of transfer, transposition, transmission and issue of duplicate share certificates.

#### Reconciliation of Share Capital Audit

As required by the Securities & Exchange Board of India (SEBI) quarterly audit of the Company's share capital is being carried out by an independent external auditor with a view to reconcile the total share capital admitted with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and held in physical form, with the issued and listed capital. The Auditors' Certificate in regard to the same is submitted to BSE Limited and the National Stock Exchange of India Limited and is also placed before Stakeholders' Relationship Committee and the Board of Directors.

### FINANCIAL CALENDAR 2015:

a. Annual General Meeting(AGM): Date, Time and Venue	Thursday, the 31st December, 2015
	At 11:30 A.M
	At 315, LEFT WING AMRUTHAVILLE WELFARE ASSOCIATION, OPP YASHODA HOSPITAL, RAJBHAVAN ROAD, SOMAJIGUDA, HYDERABAD-500082
b. Date of Book Closure	25 <sup>th</sup> December, 2015 to 31 <sup>st</sup> December, 2015 (both days inclusive)
c. Financial Year	April to March
d. Financial Calendar	1 <sup>st</sup> April to 31 <sup>st</sup> March
e. Listing on Stock Exchanges	Pune Stock Exchange (PSE)
	Bombay Stock Exchange: Scrip code:590090
f. ISIN	INE846A01026
a. Corporate Identification Number	L40300AP1994PLC078932
h. Market Price Data	Refer Annexure-A
i. Registrar & Transfer Agents	Bigshare Services Private Limited G-10, Left Wing, Amrutha Ville, Opp. Yasodha Hospital Somajiguda, Raj Bhavan Road, Hyderabad – 500082. <b>Tel:</b> 91-40-23374967   2337 0295 <b>Fax:</b> 91-40-2337 0295 <b>Email:</b> <a href="mailto:bsshyd@bigshareonline.com">bsshyd@bigshareonline.com</a>
j. Share Transfer System	The share transfers are processed and the share certificates are returned to the shareholders within a maximum period of 30 days from the date of receipt,

	subject to the documents being valid and complete in all respects.
k. Distribution of Shareholding as on 31 <sup>st</sup> March, 2014	Annexure-B
i. Shareholding Pattern	Annexure-C
m. Dematerialization of shares	Annexure-D
n. Registered Office Location	Registered Office: Flat No 315, left wing, Amruthaville welfare Association, Opp Yashoda Hospital Rajbhavan Road, Somajiguda Hyderabad – 500 082 , Andhra Pradesh, India.
o. Outstanding GDRs/ADRs/Warrants or any convertible instrument, conversion date and likely impact on Equity	Not applicable, as the Company has not issued any of the above instruments.
p. Exclusive e-mail ID for Investor Grievances	Pursuant to Clause (f) of the Listing Agreement, the following dedicated e-mail ID have been designated for communicating investors' grievances: info@swarnajyothi.com
q. Plant Location	Plot No.65 & 66,Export Promotion Industrial Park, Pashamylaram, Patancheru Medak District TELANGANA-502 319
r. Address for Correspondence	SwarnaJyothi Agrotech & Power Limited (Flat no 315, left wing, Amruthaville welfare Association, Opp Yashoda Hospital Rajbhavan Road, Somajiguda Hyderabad – 500 082 , TELANGANA, India.E-mail : info@swarnajyothi.com
s. shareholding of top 10 shareholders	Annexure-E

The above report has been approved by the Board of Directors in their meeting held on.

**For and on behalf of the Board of  
SwarnaJyothi Agrotech & Power Limited  
(Formerly Octant Industries Limited)**

Sd/-

**Place: Hyderabad**  
**Date:**

**Manmohan Sahu**  
**Managing Director**

**Annexure-A to Corporate Governance Report**

**Market Price Data**

<b>Month</b>	<b>Open</b>	<b>High</b>	<b>Low</b>	<b>Close</b>	<b>No. of Shares</b>	<b>No. of Trades</b>
<b>Apr-14</b>	<b>3.35</b>	<b>3.51</b>	<b>2.66</b>	<b>3.36</b>	<b>117044</b>	<b>556</b>
<b>May-14</b>	<b>3.52</b>	<b>3.94</b>	<b>2.88</b>	<b>3.5</b>	<b>321364</b>	<b>2820</b>
<b>Jun-14</b>	<b>3.67</b>	<b>3.92</b>	<b>2.95</b>	<b>3.65</b>	<b>547051</b>	<b>1863</b>
<b>Jul-14</b>	<b>3.82</b>	<b>3.82</b>	<b>3.12</b>	<b>3.3</b>	<b>362069</b>	<b>1282</b>
<b>Aug-14</b>	<b>3.46</b>	<b>3.67</b>	<b>3.05</b>	<b>3.4</b>	<b>163617</b>	<b>762</b>
<b>Sep-14</b>	<b>3.27</b>	<b>3.66</b>	<b>2.83</b>	<b>2.83</b>	<b>277498</b>	<b>950</b>
<b>Oct-14</b>	<b>2.69</b>	<b>3.48</b>	<b>2.69</b>	<b>2.7</b>	<b>66911</b>	<b>305</b>
<b>Nov-14</b>	<b>2.83</b>	<b>3.08</b>	<b>2.14</b>	<b>2.25</b>	<b>125500</b>	<b>415</b>
<b>Dec-14</b>	<b>2.14</b>	<b>2.9</b>	<b>2.14</b>	<b>2.46</b>	<b>72335</b>	<b>333</b>
<b>Jan-15</b>	<b>2.58</b>	<b>2.78</b>	<b>1.97</b>	<b>2.1</b>	<b>325637</b>	<b>678</b>
<b>Feb-15</b>	<b>2.2</b>	<b>2.2</b>	<b>1.79</b>	<b>2.06</b>	<b>312030</b>	<b>658</b>
<b>Mar-15</b>	<b>1.96</b>	<b>2.01</b>	<b>1.52</b>	<b>1.68</b>	<b>252085</b>	<b>378</b>

**Annexure-B to Corporate Governance Report**

**Distribution of Share Holding as on 31<sup>st</sup> March, 2015**

<b>Range (In Rs)</b>	<b>Total Holders</b>	<b>% of Total Holders</b>	<b>Total Holding in Shares</b>	<b>% of Total Capital</b>
1 - 500	6295	83.2122	646592	2.5421
501 - 1000	482	6.3714	394056	1.5492
1001 - 2000	317	4.1904	505301	1.9866
2001 - 3000	126	1.6656	324222	1.2747
3001 - 4000	68	0.8989	241615	0.9499
4001 - 5000	62	0.8196	294687	1.1586
5001 - 10000	105	1.3880	766241	3.0125
10001 - 50000	84	1.1104	1878518	7.3853
50001 - 100000	10	0.1322	716945	2.8186
100001 - 500000	7	0.0925	1548604	6.0883
500001 - 1000000	3	0.0397	2034024	7.9967
1000001-999999999	6	0.0793	16084979	63.2376
<b>Total :</b>	<b>7565</b>		<b>25435784</b>	<b>100</b>

**Annexure-C to Corporate Governance Report**

**Shareholding Pattern as on March 31, 2015**

<b>Particulars No. of shares % of holding</b>	<b>No. of shares</b>	<b>% of holding</b>
Promoters	15236422	59.9015
Mutual Funds	-	-
Banks, FIs, & Insurance Companies	-	-
Corporate Bodies	1782609	7.01
Indian Public	8299170	32.63
NRIs/OCBs	117583	0.46
<b>Total</b>	<b>25435784</b>	<b>100.00</b>

**Annexure-D to Corporate Governance Report**

<b>Category</b>	<b>No of shares</b>	<b>% of Shares</b>
<b>Electronic Mode</b>		
CDSL	4578912	18.00
NSDL	20617570	81.06
<b>Physical Mode</b>	239302	0.94
<b>Total</b>	<b>25435784</b>	<b>100</b>

## INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF  
**SWARNAJYOTHI AGROTECH & POWER LIMITED**

Report on the Financial Statements We have audited the accompanying financial statements of **SWARNAJYOTHI AGROTECH & POWER LIMITED** ("the company"), which comprise the Balance Sheet as at 31 March 2015, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

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

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

### **Auditor's Responsibility**

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

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

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

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

### **Basis for Qualified Opinion**

*With reference to the Note No.12 of the financial statements wherein the management of the company has considered Trade receivables amounting to Rs.9,54,85,831 as good and fully recoverable. In the absence of external confirmations from the customers from whom these amounts are due or other alternate audit evidence to corroborate management's assessment of recoverability of these balances and with regard to the age of these balances, we are unable to comment the extent to which these balances are recoverable.*

## **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, *except for the possible effect of the matters described in the basis for qualified opinion paragraph*, the aforesaid financial statements, give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India;

- a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2015;
- b) in the case of the Statement of Profit and Loss, of the loss for the year ended on that date; and
- c) in the case of Cash Flow statement, of the cash flows for the year ended on that date.

## **Emphasis of Matter Paragraph**

Note No.25 K to the Financial Statements, with regarding to transferring or settling dues of the Bank through ARC subsequent to the reporting period is undergoing.  
However our opinion is not modified in respect of this matter.

## **Report on other Legal and Regulatory Requirements**

As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the act, we given in the Annexure a statement on the matters specified in the paragraph 3 and 4 of the order, to the extent applicable.

As required by section 143(3) of the Act, we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
- c) the Balance Sheet, the Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of written representations received from the directors as on 31 March, 2015, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2015, from being appointed as a director in terms of Section 164(2) of the Act.
- f) With respect to the other matters included in the Auditor's Report and to our best of our information and according to the explanations given to us:
  - i. The Company does not have any pending litigations which would impact its financial position
  - ii. Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses
  - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

**For RRK & Associates**  
Chartered Accountants

**R.Radha Krishna**  
Partner  
M.No.210777  
FRN.09785S

Date: 02/12/2015  
Place: Hyderabad.

**ANNEXURE TO THE INDEPENDENT AUDITOR'S REPORT**  
**(This is the Annexure referred to in our Report of even date)**

- i.
  - a. The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
  - b. All fixed assets have been physically verified by the Management during the year, in our opinion, is reasonable having regard to the size of the Company and the nature of it's Assets. No material discrepancies were noticed on such verification.
- ii.
  - a. The Management has conducted physical verification of inventory at reasonable intervals during the year.
  - b. The procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
  - c. The Company is maintaining proper records of inventory and no material discrepancies were noticed on physical verification.
- iii.
  - a. The Company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013.
- iv. In our opinion, there are adequate internal control procedures commensurate with the size of the company and the nature of it's business for the purchase of inventory and fixed assets and for the sale of goods and services. During the course of our audit no major weaknesses have been noticed in internal controls in these areas.
- v. The Company has not accepted any deposits from the public.
- vi. In our opinion, and according to the information and explanations given to us, the company is not required to maintain cost records and accounts as provided under sub section (1) of section 148 of the Companies Act, 2013.
- vii.
  - a. According to the records provided to us, the Company is regular except for certain cases in depositing undisputed statutory dues including Income Tax, Sales Tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, Cess and any other statutory dues applicable to it with appropriate authorities and according to the information and explanations given to us, except for below mentioned, no undisputed amounts payable in



respect of Income- tax, Sales-tax, Wealth-tax, Service Tax, Customs Duty, Excise Duty and Cess were in arrears as at 31st March, 2015 for a period of more than six months from the date they became payable.

Particulars	Rs. in Lakhs
Tax Deducted at Source	12.43
Providend Fund	3.55
Income Tax (A.Y.2014-15)	9.20

b. According to the records of the Company and on the basis of the information and explanations given to us, there are no dues in respect of VAT, Service Tax, Duty of Excise, Income Tax, customs duty, wealth tax that have not been deposited with the appropriate authorities on account of any dispute. However following dues are not deposited on account of dispute by the company;

Particulars	Period to which the amount relates	Forum Where the dispute is pending	Amount (Rs in Lakhs)
Income Tax	F.Y.2005-06	Mumbai Tribunal	26.00
Income Tax	F.Y.2007-08	Mumbai Tribunal	9.11
Income Tax	F.Y.2011-12	CIT (Appeals)	36.14

c. The Company is not required to transfer any amount to investor education and protection fund during the year in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made there under.

viii. The Company has no accumulated losses as at the end of the financial year and has not incurred cash losses during the financial year covered by our audit and in the immediately preceding financial year.

ix. Based on our audit procedures and on the information and explanation given by the management, the company has defaulted in repayment of dues to the following financial institutions, banks as at the end of the balance sheet date. Further as stated in Note no.25 K of the financial statements, the matter in this respect is pending before the Corporate Debt Restructuring cell. The company has not issued any debentures during the year and not having any outstanding dues to debenture holders, hence clause shall not applicable to the company in this respect.

The details of the defaults of repayment are as follows;

	Particulars	Rupees in Lakhs (Principle + Interest)
1	State Bank of India	1468.40
2	IDBI	375.70

x. The Company has not given any guarantee for loans taken by others from banks or financial institutions.

xi. In our opinion, Term Loans were applied for the purpose for which the said loans were obtained.

xii. As per the checks carried out by us, no fraud on or by the company has been noticed or reported during the year under report.

**For RRK & Associates**  
Chartered Accountants

**R.Radha Krishna**  
Partner  
M.No.210777  
FRN.09785S

Date:02.12.2015  
Place: Hyderabad

<b>SWARNAJYOTHI AGROTECH &amp; POWER LIMITED</b>			
<b>Balance Sheet as at 31st March, 2015</b>		<b>(Amount in Rs.)</b>	
<b>Particulars</b>		<b>31.03.2015</b>	<b>31.03.2014</b>
<b>I. EQUITY AND LIABILITIES</b>			
<b>(1) Shareholder's Funds</b>			
(a) Share Capital	1	254,357,840	254,357,840
(b) Reserves and Surplus	2	512,547,376	536,831,525
<b>(2) Share application money pending allotment</b>		-	73,148,000
<b>(3) Non-Current Liabilities</b>			
(a) Long-term borrowings	3	361,483,173	274,746,792
(b) Deferred tax liabilities (Net)	3	5,646,168	27,747,986
(c) Other Long term liabilities		-	-
<b>(4) Current Liabilities</b>			
(a) Short-term borrowings	4	184,410,298	178,171,085
(b) Trade payables	5	7,084,225	12,737,625
(c) Other current liabilities	6	58,024,004	22,522,360
(d) Short-term provisions	7	11,786,281	10,004,597
<b>Total</b>		<b>1,395,339,365</b>	<b>1,390,267,810</b>
<b>II.Assets</b>			
<b>(1) Non-current assets</b>			
(a) <i>Fixed assets</i>	8		
(i) Tangible assets		68,063,779	85,133,184
(ii) Intangible assets		225,800,717	242,192,711
(iii) Capital work-in-progress		75,056,277	113,938,653
(b) Non-current investments	9	200,000	200,000
(c) Other non-current assets	9a	172,865,917	173,416,382
(d) Long Term Loans & Advances	10	517,189,836	440,264,989
<b>(2) Current assets</b>			
(a) Inventories	11	187,325,068	187,325,068
(b) Trade receivables	12	142,750,747	143,228,747
(c) Cash and cash equivalents	13	149,065	144,219
(d) Short-term loans and advances	14	5,681,547	3,973,194
(e) Other current assets	15	256,412	450,662
<b>Total</b>		<b>1,395,339,365</b>	<b>1,390,267,810</b>
<b>Notes on Financial Statements</b>	25		
as per our report of even date			
For and on behalf of the board			
<b>For RRK &amp; ASSOCIATES</b>			
Chartered Accountants			
FRN 009785 S			
<b>R.Radha Krishna</b>		<b>Manmohan Sahu</b>	<b>Pradeep Kumar</b>
Partner		(Chairman & MD)	Mohapatro
M.No.210777			(Director)
Date:		<b>K.Nagendra Kumar</b>	
Place: Hyderabad		(CFO)	

<b>SWARNAJYOTHI AGROTECH &amp; POWER LIMITED</b>			
<b>Profit and Loss statement for the year ended 31st March, 2015</b>		<b>(Amount in Rs.)</b>	
<b>Particulars</b>		<b>31.03.2015</b>	<b>31.03.2014</b>
I. Revenue from operations	16	-	331,730,659
II. Other Income	17	15,920	237,044
<b>III. Total Revenue (I + II)</b>		<b>15,920</b>	<b>331,967,703</b>
<b>IV. Expenses:</b>			
Cost of materials consumed	18	-	275,242,175
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	19	-	(8,488,530)
Employee benefit expense	20	1,690,236	4,092,236
Financial costs	21	6,198,596	17,614,688
Depreciation and amortization expense	22	20,532,612	26,838,387
Other expenses	23	4,484,392	11,838,305
<b>Total Expenses</b>		<b>32,905,836</b>	<b>327,137,261</b>
V. Profit before exceptional and extraordinary items and tax		(32,889,916)	4,830,442
VI. Exceptional Items (Prior period)		-	-
VII. Profit before extraordinary items and tax (V - VI)		(32,889,916)	4,830,442
VIII. Extraordinary Items		-	-
IX. Profit before tax (VII - VIII)		<b>(32,889,916)</b>	<b>4,830,442</b>
X. Tax expense:			
(1) Current tax		-	920,441
(2) Deferred tax		(22,101,819)	3,599,882
XI. Profit(Loss) from the period from continuing operations		(10,788,097)	310,119
XII. Profit/(Loss) from discontinuing operations		-	-
XIII. Tax expense of discounting operations		-	-
XIV. Profit/(Loss) from Discontinuing operations (XII - XIII)		-	-
XV. Profit/(Loss) for the period (XI + XIV)		<b>(10,788,097)</b>	<b>310,119</b>
XVI. Earning per equity share:			
(1) Basic		-0.424	0.012
(2) Diluted		-0.424	0.012
Notes on financial statements	25		
as per our report of even date			
For and on behalf of the board			
<b>For RRK &amp; ASSOCIATES</b>			
Chartered Accountants			
FRN 009785 S			
<b>R.Radha Krishna</b>		<b>Manmohan Sahu</b>	<b>Pradeep Kumar</b>
Partner		(Chairman & MD)	(Director)
M.No.210777			
Date:02/12/2015		<b>K.Nagendra Kumar</b>	
Place: Hyderabad		(CFO)	

**SWARNAJYOTHI AGROTECH & POWER LIMITED**  
**Cash Flow Statement for the year ended 31st March 2015**

(Amount in Rs.)

<b>PARTICULARS</b>	<b>for the year ended 31st March 2015</b>		<b>for the year ended 31st March 2014</b>	
<b>A. Cash flow from operating activities</b>				
Net profit/(loss) before taxation	(32,889,916)		4,830,442	
Adjustments for				
Depreciation	19,982,147		26,287,923	
Amalgamation Expenditure Amortisation	550,465		550,464	
<b>Operating income before working capital changes</b>		<b>(12,357,304)</b>		<b>31,668,829</b>
<b>Changes in Working Capital</b>				
(Increase)/ Decrease in Inventories	-		(18,201,411)	
(Increase)/ Decrease in Sundry Debtors	478,000		36,172,361	
(Increase)/ Decrease in Current assets loans & advances	(1,514,103)		202,917	
Increase / (Decrease) in Current Liabilities & Provisions	(2,399,863)	(3,435,965)	(77,464,163)	(59,290,296)
<b>Cash generated from operations</b>		<b>(15,793,269)</b>		<b>(27,621,467)</b>
Less: Tax Expenses		-		(920,441)
<b>Net cash generated from operating activities</b>		<b>(15,793,269)</b>		<b>(28,541,908)</b>
<b>B. Cash flow from investment activities</b>				
Acquisition of Fixed assets (including Capital WIP)	(16,800)		(38,882,376)	
Advances Paid for Capital Goods	(862,680)		13,055,116	
<b>Net cash generated/ (used) in Investment activities</b>		<b>(879,480)</b>		<b>(25,827,260)</b>
<b>C. Cash flow from finance activities</b>				
Increase/(Decrease) in Bank Borrowings	6,239,213		53,009,970	
Increase/ (Decrease) in Unsecured loans	10,438,381		890,199	
<b>Net cash generated/ (used) in financing activities</b>		<b>16,677,594</b>		<b>53,900,169</b>
<b>D. Net increase/ (decrease) in cash and cash equivalents</b>		<b>4,845</b>		<b>(468,999)</b>
Cash and cash equivalents as at the commencement of the year		144,220		613,219
Cash and cash equivalents as at the end of the year		<b>149,065</b>		<b>144,220</b>

This is the Cashflow Statement referred to in our report of even date

**For R R K & Associates**

Firm Registration No.009785 S  
Chartered Accountants

For and on behalf of the board

**R.RADHA KRISHNA**

PARTNER

Membership.No.210777

**Manmohan Sahu**  
(Chairman & MD)

**Pradeep Kumar  
Mohapatro**  
(Director)

**K.Nagendra Kumar**  
(CFO)

Date:

Place: Hyderabad

<b>SWARNAJYOTHI AGROTECH &amp; POWER LIMITED</b> <b>Notes Forming Part of Financial Statements</b>				
<b>3. Share capital</b>			<b>31.03.2015</b>	<b>31.03.2014</b>
			<b>(in Rs)</b>	<b>(in Rs)</b>
<b>Authorized shares</b>				
31020000 equity shares of Rs.10/-			310,200,000	310,200,000
<b>Issued, subscribed and fully paid-</b>				
25435784 Equity Shares of Rs.10/- each			254,357,840	254,357,840
<b>Total issued, subscribed and fully</b>			<b>254,357,840</b>	<b>254,357,840</b>
<b>(a) Reconciliation of the shares outstanding at the beginning</b>				
<b>Equity shares</b>				
	<b>31-Mar-15</b>		<b>31-Mar-14</b>	
	<b>Shares</b>	<b>(in Rs)</b>	<b>No. of Shares</b>	<b>(in Rs)</b>
At the beginning of the year	25,435,784	254,357,840	25,435,784	254,357,840
Issued during the year - Additional	-	-	-	-
<b>Outstanding at the end of the period</b>	25,435,784	254,357,840	25,435,784	254,357,840
<b>(b) Terms/ rights attached to equity shares</b>				
The Company has only one class of equity shares having par value of Rs.10 per share. Each holder of equity shares is entitled to one vote per share. Any dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. Dividend declared and paid would be 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>(c) Details of shareholders holding more than 5% shares in the Company</b>				
<b>Equity shares of Rs.10 each fully</b>	<b>As at March 31, 2015</b>		<b>As at March 31, 2014</b>	
	<b>No. of</b>	<b>% holding in</b>	<b>No. of Shares</b>	<b>% holding in</b>
Manmohan Sahu	5,251,189	20.64%	5,251,189	20.64%
Badrinarayan Mahapatra	3,288,000	12.93%	3,288,000	12.93%
Indira Sahu	2,454,977	9.65%	2,454,977	9.65%
Chittaranjan Sahu	1,669,000	6.56%	1,669,000	6.56%
As per the records of the Company, including its register of shareholders / members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.				

SWARNAJYOTHI AGROTECH & POWER LIMITED		
Note on Financial Statements		
PARTICULARS	AS AT 31.03.2015	AS AT 31.03.2014
<b>2. Reserves &amp; Surplus</b>		
<b>a) Securities Premium</b>		
At the commencement of the year	486,343,650	486,343,650
<b>Total</b>	<b>486,343,650</b>	<b>486,343,650</b>
<b>b) Special Reserve</b>		
At the commencement of the year	3,520,951	3,520,951
<b>Total</b>	<b>3,520,951</b>	<b>3,520,951</b>
<b>c) Surplus</b>		
At the commencement of the year	46,966,925	46,656,805
Add: For Current year	(10,788,097)	310,119
Less: Depreciation on assets having no usefull life.	(13,496,053)	-
<b>Total</b>	<b>22,682,775</b>	<b>46,966,924</b>
<b>Grand Total</b>	<b>512,547,376</b>	<b>536,831,525</b>
<b>3. Long Term Borrowings</b>		
<b>SECURED LOANS</b>		
<b>i. Term Loans - From Banks</b>		
State Bank of Hyderabad	2,597,074	2,597,074
- From FI/NBFC Power Finance Corporation Limited - Power Project	245,542,922	245,542,922
	248,139,996	248,139,996
<b>ii. Loans &amp; Advances from related Parties</b>		
- Directors	113,343,177	25,049,428
- Others	-	1,557,368
<b>Total</b>	<b>113,343,177</b>	<b>26,606,796</b>
<b>Total Long Term Borrowings</b>	<b>361,483,173</b>	<b>274,746,792</b>
3.1) Term loan referred above is secured by mortgage by way of First Charge of present and future fixed assets of Biomass Power Plant (Power Division) of the company (Refer Note No.25 -J)		
<b>iii.Deferred Tax Liability</b>		
At the Commencement of the year	27,747,986	24,148,104
Add: Current year Provision	(22,101,819)	3,599,882
<b>TOTAL</b>	<b>5,646,168</b>	<b>27,747,986</b>
<b>4. Short Term Borrowings</b>		
<b>Secured</b>		
- From Banks a) Loans repayble on demand		
- State Bank of Hyderabad	146,840,106	146,840,106
- IDBI	37,570,192	31,330,979
<b>Total</b>	<b>184,410,298</b>	<b>178,171,085</b>
<b>4.1) Loans repayable on demand:</b>		
<b>4.2) Details of Defaults in repayment of loans as on the Balance Sheet Date.</b>		
Demand Loans:		
- State Bank of Hyderabad	546 days	146,840,106
- IDBI	588 days	37,570,192
<b>5. Trade Payables</b>		
Dues to : Small and Micro Enterprises (*)		
: Other than Small and Micro Enterprises	22,872,824	28,526,224
<b>Total</b>	<b>22,872,824</b>	<b>28,526,224</b>
(*) Interest paid, payable or accrued and due to Micro and small enterprises is Rs.NIL (Previous Year Rs.NIL)		
<b>6. Other Current Liabilities</b>		
(a) Current maturities of long-term bebt	-	-
(b) Interest accrued and Due	42,235,405	6,733,761
<b>Total</b>	<b>42,235,405</b>	<b>6,733,761</b>
<b>7. Short Term Provisions</b>		
(a) Other Payables - Provison for Taxes	5,465,874	5,390,520
(b) Salary & Reimbursements	5,965,387	4,220,657
(c) Contribution to PF & ESI	355,020	393,420
<b>Total</b>	<b>11,786,281</b>	<b>10,004,597</b>

SWARNAJYOTHI AGROTECH & POWER LIMITED										
Notes on Financial Statements 8. FIXED ASSETS										
Description	Gross Block			Accumulated Depreciation/ amortisation				Net Block		
	Balance as at 01.04.2014	Additions	Deletions	Balance as at 31.03.2015	Balance as at 01.04.2014	Charge for the year	On Disposal	Balance as at 31.03.2015	Balance as at 31.03.2015	Balance as at 31.03.2014
<b>a TANGIBLE ASSETS</b>										
Freehold Land	30,000,000	-	-	30,000,000	-	-	-	-	30,000,000	30,000,000
Factory Building	10,000,000	-	-	10,000,000	1,816,073	402,907	-	2,218,980	7,781,020	8,183,927
Plant & Machinery	49,460,072	-	-	49,460,072	19,878,963	2,638,305	-	22,517,268	26,942,804	29,581,109
Electrical Equipment	1,927,786	-	-	1,927,786	601,063	925,100	-	1,526,163	401,623	1,326,723
Lab Equipment	1,431,500	-	-	1,431,500	419,343	663,610	-	1,082,953	348,547	1,012,157
Furniture & Fixtures	3,182,165	-	-	3,182,165	793,541	1,485,345	-	2,278,886	903,279	2,388,624
Computer	34,124,117	-	-	34,124,117	22,281,985	10,320,949	-	32,602,934	1,521,183	11,842,132
Office Equipment	862,410	16,800	-	879,210	253,380	507,786	-	761,167	118,043	609,030
Vehicles	354,500	-	-	354,500	165,017	142,204	-	307,221	47,279	189,483
<b>Total</b>	<b>131,342,550</b>	<b>16,800</b>	<b>-</b>	<b>131,359,350</b>	<b>46,209,366</b>	<b>17,086,206</b>	<b>-</b>	<b>63,295,571</b>	<b>68,063,779</b>	<b>85,133,184</b>
<b>b INTANGIBLE ASSETS</b>										
Goodwill	50,000,000	-	-	50,000,000	-	-	-	-	50,000,000	50,000,000
Softwares and IPRS	258,957,249	-	-	258,957,249	66,764,538	16,391,994	-	83,156,532	175,800,717	192,192,711
<b>TOTAL</b>	<b>308,957,249</b>	<b>-</b>	<b>-</b>	<b>308,957,249</b>	<b>66,764,538</b>	<b>16,391,994</b>	<b>-</b>	<b>83,156,532</b>	<b>225,800,717</b>	<b>242,192,711</b>
Capital Work in Progress	113,938,653	-	38,882,376	75,056,277	-	-	-	-	75,056,277	113,938,653
<b>Total</b>	<b>113,938,653</b>	<b>-</b>	<b>38,882,376</b>	<b>75,056,277</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>75,056,277</b>	<b>113,938,653</b>
<b>Total (a+b+c)</b>	<b>554,238,452</b>	<b>16,800</b>	<b>38,882,376</b>	<b>515,372,876</b>	<b>112,973,904</b>	<b>33,478,199</b>	<b>-</b>	<b>146,452,103</b>	<b>368,920,773</b>	<b>441,264,548</b>
<b>Previous Year</b>	<b>478,940,790</b>	<b>36,415,286</b>	<b>-</b>	<b>554,238,452</b>	<b>60,440,897</b>	<b>26,245,084</b>	<b>-</b>	<b>112,973,904</b>	<b>441,264,548</b>	<b>418,499,893</b>



SWARNAJYOTHI AGROTECH & POWER LIMITED		
Notes on financial statements		
PARTICULARS	AS AT 31.03.2015	AS AT 31.03.2014
<b>9. Non - Current Investments</b>		
Other Investments;		
- Investments in Equity Instruments	200,000	200,000
	200,000	200,000
<b>9a. Non - Current Assets</b>		
Development Expenditure	172,865,917	172,865,917
Amalgamation Expenditure	-	550,465
Total	172,865,917	173,416,382
<b>10. Long Term Loans and Advances</b>		
Other Deposits	169,600	169,600
Advance for Capital Goods purchase	509,445,507	434,661,487
Other Advances	7,574,729	5,433,902
<b>Total</b>	<b>517,189,836</b>	<b>440,264,989</b>
<b>11. Inventories</b>		
<b>(Valued and certified by the management)</b>		
Raw Materials	110,421,078	110,421,078
Stores and Spares	3,780,985	3,780,985
Packing Material	-	-
Work - in -progress	3,720,904	3,720,904
Finished Goods	69,402,101	69,402,101
<b>TOTAL</b>	<b>187,325,068</b>	<b>187,325,068</b>
<b>12. Trade Recivables</b>		
<b>(unsecured, considered good)</b>		
Receivables for a period of exceeding six months	142,750,747	95,485,831
Receivables for a period less than six months	-	47,742,916
<b>TOTAL</b>	<b>142,750,747</b>	<b>143,228,747</b>
<b>13. Cash and Cash Equivalents</b>		
Balances With Scheduled Banks	133,150	141,611
Cash on hand	15,915	2,608
<b>TOTAL</b>	<b>149,065</b>	<b>144,219</b>
<b>14. Short - term loans and advances</b>		
<b>(Unsecured considered good)</b>		
VAT Input	2,581,540	2,581,540
Cenvat	338,398	338,398
Advances to Staff	602,509	766,957
Other Advances	2,159,100	286,299
<b>TOTAL</b>	<b>5,681,547</b>	<b>3,973,194</b>
<b>15. Other Current Assets</b>		
DEPB Receivable	182,393	182,393
Interest Receivable	74,019	74,019
Other Miscellaneous Assets	-	194,250
<b>TOTAL</b>	<b>256,412</b>	<b>450,662</b>

SWARNAJYOTHI AGROTECH & POWER LIMITED		
Notes on financial statements		
PARTICULARS	AS AT 31.03.2015	AS AT 31.03.2014
<b>16. Revenue from operations</b>		
<b>Sale of Products</b>		
Castor Oil Derivatives	-	331,730,659
<b>TOTAL</b>	-	<b>331,730,659</b>
<b>17. Other Income</b>		
Gain on Foreign Currency transactioins & transalation	-	-
Interest on Deposits	-	-
Other Non-Operating Income	15,920	237,044
<b>TOTAL</b>	<b>15,920</b>	<b>237,044</b>
<b>18. Cost of Materials Consumed</b>		
<b>Opening Stocks -</b>		
- Raw Materials	110,421,078	54,690,000
- Seeds	-	45,914,580
Add: Purchases	-	285,058,673
	110,421,078	385,663,253
<b>Less: Cost of Raw Material Sold</b>	-	-
Less: Closing Stocks	110,421,078	110,421,078
Raw Material Consumed	-	275,242,175
<b>19. Changes in inventories of Finished Goods, Work-in-progress and stok in trade</b>		
<b>Opening Stocks</b>		
Castor oil Derivatives	69,402,101	61,030,000
Work - in - progress	3,720,904	3,604,475
	73,123,005	64,634,475
<b>Closing Stocks</b>		
Castor Oil Derivatives	69,402,101	69,402,101
Work - in - progress	3,720,904	3,720,904
	73,123,005	73,123,005
<b>(Increase) / decrease in stocks</b>	-	<b>(8,488,530)</b>
<b>20. Employee Benefits Expense</b>		
Salaries, wages, bonus and other benefits	1,627,803	4,001,139
Contribution to Provident Fund	-	-
Contribution to Employee State Insurance	-	-
Staff welfare expenses	62,433	91,097
<b>TOTAL</b>	<b>1,690,236</b>	<b>4,092,236</b>
<b>21. Finance Cost</b>		
Interest Expences	6,137,984	16,536,470
Other Borrowing Costs	60,612	1,078,218
Total	6,198,596	17,614,688
<b>22. Depreciation and amortisation expense</b>		
Depreciation	19,982,147	26,287,923
Amortisation expense	550,465	550,464
Total	20,532,612	26,838,387

SWARNAJYOTHI AGROTECH & POWER LIMITED		
Notes on financial statements		
PARTICULARS	AS AT 31.03.2015	AS AT 31.03.2014
<b>23. Other Expenses</b>		
<b>Stores Consumption</b>		
Packing Material Consumed	-	158,278
Agriculture Division Expenses	-	218,400
Total	-	376,678
<b>Power &amp; Fuel</b>		
Electricity Charges	156,196	3,284,183
Fuel Consumed	-	-
Total	156,196	3,284,183
<b>Payments to the auditor as</b>		
auditor	125,000	125,000
for taxation matters	25,000	25,000
Total	150,000	150,000
Rent	243,822	336,972
Repairs	2,000	92,101
Rates and taxes, excluding taxes on income	-	22,568
Printing and Stationary	22,759	157,331
Postage, telegrams and telephones	174,706	432,123
Travelling and conveyance	967,459	846,692
Managerial Remuneration	804,000	830,000
Directors Sitting Fee	70,000	70,000
Meeting Expenses	-	39,110
Advertisement	51,240	51,306
Expenses on sales	15,480	998,817
Legal & Professional Charges	876,397	1,080,991
Vehicle Maintenance	40,683	127,976
Miscellaneous expenses	163,756	198,699
Transportation	194,250	387,572
Factory Expenses	-	142,151
Boiler Maintenance	40,500	4,450
Other Expenses	511,144	2,208,585
<b>TOTAL</b>	<b>4,178,196</b>	<b>8,027,444</b>
<b>Grand Total</b>	<b>4,484,392</b>	<b>11,838,305</b>

## 24. SIGNIFICANT ACCOUNTING POLICIES

### a) Basis of Accounting and Accounting Conventions:

The financial statements of the Company have been prepared in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013. The financial statements have been prepared on accrual basis under the historical cost convention. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year.

### b) Use of Estimates:

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of financial statements and results of the operations during the reporting period. Although these estimates are based upon the management's best knowledge of current events and actions, actual results could differ from these estimates.

**c) Revenue Recognition:**

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

Revenue from sale of goods is recognized on dispatch which coincides with transfer of significant risks and rewards to customer and is exclusive of excise duty and net of trade discounts, sales returns and sales tax, where applicable.

Interest is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable. Dividend is recognized as and when the company's right to receive payment is established.

**d) Fixed Assets:**

Fixed assets are stated at cost less accumulated depreciation, impairment losses and specific grants/subsidies, if any. Cost includes purchase price, freight, non refundable taxes and duties and any identifiable expenditure to bring the assets to its present location and working condition for intended use. Finance cost relating to acquisition of fixed assets which takes substantial period of time to get ready for use are included to the extent they relate to the period till such assets are ready for its intended use.

Expenditure directly relating to construction activities capitalized. Indirect is capitalized to the extent those relate to the construction activity or is incidental there to. Income earned during the construction period is deducted from the total expenditure relating to construction activity.

Assets retired from active use and held for disposal are stated at their estimated net releasable values or net book values, whichever is lower.

**e) Depreciation:**

Depreciation has been provided on the straight-line method as per the life period prescribed in Part "C" of Schedule II of The Companies Act 2013

**f) Intangible Assets:**

Cost relating to licenses and other intangible assets, which are acquired, are capitalized and amortized on the useful life of the assets as estimated by the management.

**g) Impairment :**

The carrying amount of the assets is reviewed at each balance sheet date if there is any indication of impairment based on internal/external factors. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the asset's net selling price and its value in use, the estimates of the time value of money and risks specific to the asset.

After impairments are carried at costs, however, diminution in value is provided to recognize a decline, other than temporary, in the value of the investments.

**h) Government grants and subsidies :**

Grants and subsidies are recognized when there is a reasonable assurance that the grant or subsidy will be received and that all underline conditions there to will be complied with. When grant or subsidy relates an asset, its value is deducted in arriving carrying amount of the related asset.

**i) Investments:**

Investments that are readily realizable and intended to be held for not more than a year are classified as current investment. All other Investments are classified as long term investments current investments are carried at lower of cost and fair value determined on individual investment basis.

Long term investments carried at cost. However, diminishing in value is provided to recognize a decline, other than temporary, in the value of investments.

**j) Inventories:**

Raw-materials, packing materials, stores & spares and consumables valued at lower of cost, calculated on "First In First Out" basis, and net realizable value. Items held for use in the production of inventories and not written down below cost. If the finished product in which they will be incorporated are expected to be sold at or above cost. Finished goods and work-in-progress are valued at lower of cost and net realizable value. Cost includes material, labour and a proportion of appropriate overheads. Cost of finished goods includes excise duty wherever applicable. Cost is determined on weighted basis. Trading goods are valued at lower of cost and net realizable value. Net realizable value is the estimated selling price in the ordinary course of business, reduced by the estimated cost of computation costs to affect the sale.

**k) Income taxes:**

Tax expenses companies of current and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Indian Income Tax Act, 1961. Deferred income taxes reflected the impact of current year timing difference between taxable income and accounting income for the year and reversal of timing differences of earlier years.

Deferred Tax is measured based on tax rates enacted or subsequently enacted at the Balance Sheet Date. Deferred tax assets are recognized only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax asset can be realized. In situations where the company unobserved depreciation or carry forward tax losses, all deferred tax assets are recognized only if there is virtual certainty support by convincing evidence that they can be realized against future taxable profits.

Un-recognized deferred tax assets of earlier years are re-assessed and recognized to the extent that it has become reasonably certain or virtually certain, as the case may be that future taxable income will be available against which such deferred tax assets can be realized.

The carrying amount of the deferred tax assets are reviewed at each balance sheet date. The company writes-down the carrying amount of a deferred tax asset to the extent that it is no longer reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which deferred tax asset can be realized. Any such write-down is reversed to the extent that it becomes reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available.

**l) Foreign Currency Transactions:**

**Initial Recognition:** Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and foreign currency at the date of the transaction.

**Conversion:** Foreign currency monetary items are reported at yearend rates. Non-monetary items which are carried in terms of historical cost denominated in foreign currency are reported using the exchange rate at the date of transaction.

**Exchange differences:** Exchange differences are arising on the settlement of monetary items or on reporting monetary items of company at rates different from those at which they were initially recorded during the year, or reported in previous financial statements, are recognized as income or as expense in the year in which they arise.

Forward exchange contracts not intended for trading or speculation purposes: In case of forward exchange contracts, difference between the forward rate and exchange rate on the date of transaction is recognized as expense or income over the life the contract. Exchange differences on such contracts are recognized in the statement of profit and loss in the year in which the exchange rates change. Any profit or loss arising on cancellation or renewal of forward exchange contract is recognized as income or expense for the year.

**m) Export Benefits, incentives and licenses:**

Export benefits on account of entitlement to import of goods free of duty under the 'Duty Entitlement Pass Book under Duty Exemption Scheme' and benefits on account of export promotion scheme included in revenues are accrued and accounted in the year export.

**n) Borrowing Cost:**

Borrowing costs that are directly relatable to acquisition, construction or production of qualifying assets is capitalized as part of the cost of such asset. All other borrowing costs are charged to revenue.

**o) Provisions and Contingent Liabilities:**

A provision is recognized when the company has a present obligation as result of past event and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on best estimate require to settle the obligation at the balance sheet date. These are reviewed at each balance sheet and adjusted to reflect the current best estimates. Financial effect of contingent liabilities is disclosed based on information available up to the date on which financial statements is approved. However where a reasonable estimate of financial effect be made, suitable disclosures are made with regard to this fact and the existence and nature of the contingent liability.

**25. NOTES ON FINANCIAL STATEMENT**

(All amounts In lakhs unless otherwise stated)

	Particulars	As at 31.03.2015	As at 31.03.2014
<b>A.</b>	<b>Contingent Liabilities not provided for</b>		
	a) Against Foreign bills discounted	-	-
	b) Against inland Letter of Credit	-	-
	c) Demand raised by the income tax department for the Asst. Year 2006 – 07 on subjecting the misc. income and the matter is pending before the Appellate Authority, Mumbai pertaining to old management.	<b>26.00</b>	<b>26.00</b>
	d) Demand raised by the Income tax department for the Asst. Year 2008 – 09 on subjecting the sale of investments and the matter is pending before the Appellate Authority, Mumbai pertaining to old	<b>9.11</b>	<b>9.11</b>

	management.				
	e) Against demand raised by the Income tax authorities for the A.Y.2012-13		36.14	36.14	
B	Expenditure in Foreign Currency during the year		Nil	Nil	
C	Value of imports calculated on CIF basis		Nil	Nil	
D	Earnings in Foreign Exchange FOB value of Exports		NIL	76.05	
E	Composition of Net Deferred Tax Asset / (Liability) Total		88.86	(36.00)	
F	Related party disclosure				
	Related party disclosures as required by AS-18 are given under				
	Name of the Party	Relationship	Name of transaction	Current year 2014 –15	Previous Year 2013 –14
	a) Transactions during the year (Expenditure)				
	Sri ManmohanSahu	Key Management	Remuneration	8.04	8.00
	Sri ManmohanSahu	Key Management	Extended Unsecured Loan	108.81	33.67
	Smt. Indira Sahu	Key Management	Extended Unsecured Loan	12.48	232.29
G	Employee Benefits Employee benefit in the form of provident fund is a defined contribution scheme and the contributions are charged to profit and loss account of the year when the contribution to the respective funds is due. There are no other obligations other than the contributions payable to the respective authorities.				
H	Earnings Per Share as per Accounting Standard 20				
	Net Profit Available for equity share holders			(2.40)	3.10
	Weighted average number of equity shares			254.36	254.36
	Basic and Diluted earnings per share			(0.944)	0.012
I	Segment information for the year ended 31.03.2015				
	During the Current Financial year the Company has identified two reportable segments i.e Castor oil derivatives and Agri Division.				
	A) Information about primary business segments			Year ended 31.03.2015	Year ended 31.03.2014
	1. Segment Wise Revenue (Net Sales and other Income)				
	Castor Oil Derivatives			-	3317.00
	Agri Division			-	-
	Software Division			-	-
	Total			-	3317.00
	2. Segment Result – Profit/Loss				
	Before tax and interest from each segment				
	Castor oil Division			(328.90)	224.65





<b>J</b>	<p><b>Details of Security Given for Secured Loans</b></p> <p><b>i. Term Loan from SBH</b></p> <p>a. First charge on fixed assets both present and future i.e. Plant and Machinery and other movable and immovable assets of Castor Oil Derivatives Division, situated at Plot.No.65 &amp; 66, Export Promotional Industrial Park, Pashamylaram Village, Patancheru, Medak.</p> <p>b. Personal Guarantees of the Promoter Directors and Equitable Mortgage of Collateral Securities owned by the Promoters and their Associates.</p> <p><b>ii. Working capital loans from SBH and IDBI</b></p> <p><b>1. State Bank of Hyderabad</b></p> <p>a. First charge by way of hypothecation on the entire current assets including all the stocks and book debts/receivables present and future of Castor Oil Derivatives Division, situated at Plot.No.65 &amp; 66, Export Promotional Industrial Park, Pashamylaram Village, Patancheru, Medak.</p> <p>b. Personal Guarantees of the Promoter Directors and Equitable Mortgage of Collateral Securities owned by the Promoters and their Associates.</p> <p><b>2. IDBI</b></p> <p>a. Personal Guarantees of the Promoter Directors and Equitable Mortgage of Collateral Securities owned by the Promoters and their Associates</p> <p><b>3. <u>Term Loan from Power Finance Corporation Limited and Rural Electrification Corporation Limited</u></b></p> <p>a. A first charge by way of mortgage in favour of lenders of all the immovable properties, present and future, of the Biomass project.</p> <p>b. A first charge by way of hypothecation in favour of lenders of all the company's movables, including movable plant and machinery spares, tools and accessories, furniture, fixtures, vehicles and all other movable assets, present and future, of the Biomass project;</p> <p>c. A first charge on company's book debts, operating cash flows, receivables, commissions, revenues of whatsoever nature and whether arising, present and future, intangibles, goodwill, uncalled capital, present and future, of the Biomass project.</p> <p>d. A first charge by way of assignment or creation of charge in favour of the Lenders of Biomass project</p>
<b>K</b>	<p><b><u>Transferring or settling dues of the bank through ARC</u></b></p> <p>With respect to the Note No. 3 and 4, credit facilities obtained from State Bank of Hyderabad having outstanding balances of Rs. 25.97 Lakhs and Rs.1468.40 lakhs in case of Term loans and demand loan respectively, has been now proposed to assign to ARC by the bank with effect from 30.09.2015.</p>
<b>L</b>	<p><b><u>Provision for Gratuity and Leave Encashment:</u></b> The Company has not provided any amount towards Leave Encashment to Employees for the current financial year.</p>

<b>M</b>	<b>Employee Stock Option Plan:</b> During the current year, the Company has not announced any Employee Stock Option plan (Previous Year: Nil).		
<b>N</b>	The balances of Sundry Debtors, Sundry Creditors and Loans & Advances are subject to confirmation from the parties.		
<b>O</b>	<b>Disclosure as per the provisions of the Micro, Small and Medium Enterprises Development Act, 2006:</b>		
	<b>Particulars</b>	<b>2014 – 2015</b>	<b>2013 – 2014</b>
<b>i</b>	Principal amount and separately the interest due thereon remaining unpaid to any supplier at the end of the financial year.	<b>124.15</b>	<b>124.15</b>
<b>ii</b>	The amount of interest paid u/s 16 of this Act, along with the amounts of payments made to the supplier beyond the appointed day during each accounting year.	<b>Nil</b>	<b>Nil</b>
<b>iii</b>	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.	<b>Nil</b>	<b>Nil</b>
<b>iv</b>	The amount accrued and remaining unpaid at the end of each accounting period; i.e., principal is paid but interest has remained unpaid.	<b>Nil</b>	<b>Nil</b>
<b>v</b>	The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to small enterprise, this is required for the purpose of disallowance as a deductible expenditure	<b>Nil</b>	<b>Nil</b>
<b>P</b>	In respect of the amounts mentioned under section 205C of the Companies Act, 1956 there are no dues that are to be credited to the Investor Education and Protection Fund as at March 31, 2015- (March 31, 2014: Nil)		
<b>Q</b>	Claims against the company not acknowledge as debt: Nil.		
<b>R</b>	<b>Disclosure pursuant to clause 32 of Listing Agreement:</b> Loans and Advances in the nature of Loans to subsidiaries : Current Year: Nil (Previous Year: Nil)		
<b>S</b>	Additional Information pursuant to relevant paragraphs of part II of Schedule III of the Companies Act, 2013 – As certified by the management. <b>a. Quantitative Details</b>		

**Turnover**

	2014-2015	2013-2014
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Name of the Product	Quantity	Value	Quantity	Value
	(MTs)	(Rs. Lakhs)	(MTs)	(Rs. Lakhs)
Hydrogenated Castor Oil	NIL	NIL	2250.00	2272.95
12 - H S A	-	-	-	-
First Special Grade	-	-	-	-
Crude Castor Oil	-	-	-	-
BSS/BP	NIL	NIL	945.00	1044.36
Castor Seeds	-	-	-	-
Soft ware& IT	-	-	-	-
Other Division	-	-	-	-
<b>TOTAL</b>	<b>NIL</b>	<b>3317.31</b>	<b>3195.00</b>	<b>3317.31</b>

**Opening Stock of Finished Goods:**

Name of the Product	2014-2015		2013-2014	
	Quantity	Value	Quantity	Value
	(MTs)	(Rs. Lakhs)	(MTs)	(Rs. Lakhs)
Hydrogenated Castor Oil	NIL	NIL	450.00	569.70
12-Hydroxy Stearic Acid	NIL	NIL	29.00	41.30

**Closing Stock of Finished Goods:**

Name of the Product	2014-2015		2013 – 2014	
	Quantity	Value	Quantity	Value
	(MTs)	(Rs. Lakhs)	(MTs)	(Rs. Lakhs)
Hydrogenated Castor Oil	739.00	927.58	739.00	927.58
12-Hydroxy Stearic Acid	89.00	126.75	89.00	126.75
Castor Oil	699.24	749.90	699.24	749.90
Castor Seed				

**Raw Material Consumed:**

Name of the Product	2014-2015		2013 – 2014	
	Quantity	Value	Quantity	Value
	(MTs)	(Rs. Lakhs)	(MTs)	(Rs. Lakhs)
Raw Material Consumed	NIL	NIL	3685.76	3106.73

**Value of Stores, Chemicals & Packing Material Consumed:**

Name of the Product	2014-2015		2013-2014	
	Value	%	Value	%
	(Rs. Lakhs)	(Percentage)	(Rs. Lakhs)	(Percentage)
Indigenous	NIL	NIL	37.81	100%

**B. Auditor's Remuneration**

<b>Auditors Remuneration</b>	<b>2014-15</b>	<b>2013-14</b>
Audit Fees	1.25	1.25
Tax Audit Fees	0.25	0.25
Taxation and Other Matters		
<b>Total</b>	<b>1.50</b>	<b>1.50</b>

T. The figures have been rounded off to the nearest rupee and previous year figures are regrouped/ Re arranged wherever necessary to conform to those of the current year classification.

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**For and on behalf of the Board of Directors**

**For RRK & Associates**  
Chartered Accountants  
FRN 009785 S

**ManmohanSahu**  
(Managing Director)

**Pradeep Kumar  
Mohapatro**  
(Director)

**R.Radha Krishna**  
Partner  
M.No.210777

**K.Nagendra Kumar**  
(Chief Financial Officer)

Place: Hyderabad  
Date: 02.12.2015

## INDEPENDENT AUDITORS' REPORT

To

**The Members of Swanajyothi Agro Tech & Power Limited**

We have audited the accompanying consolidated financial statements of Swarnajyothi Agro Tech & Power Limited (hereinafter referred as "the Holding Company" or "the Company"), its subsidiaries, which comprise the Consolidated Balance Sheet as at March 31, 2015, and the consolidated Statement of Profit and Loss and consolidated Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

### **Management's Responsibility for the Consolidated Financial Statements**

The Holding Company's Board of Directors is responsible for the matters specified in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Company in accordance with the accounting principles generally accepted in India including the Accounting Standards specified under section 133 of the Act, read with rule 7 of the Companies (Accounts) Rules 2014. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the consolidated 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 consolidated financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and presentation of the consolidated 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 accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

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

### **Basis for Qualified Opinion**

*With reference to the Note No.12 of the financial statements wherein the management of the company has considered Trade receivables amounting to Rs.9,54,85,831 as good and fully recoverable. In the absence of external confirmations from the customers from whom these amounts are due or other alternate audit evidence to corroborate management's assessment of recoverability of these balances and with regard to the age of these balances, we are unable to comment the extent to which these balances are recoverable.*

### **Qualified Opinion**

In our opinion and to the best of our information and according to the explanations given to us, *except for the possible effect of the matters described in the basis for qualified opinion paragraph*, the aforesaid financial statements, give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India;

- (a) in the case of the consolidated Balance Sheet, of the state of affairs of the Company as at March 31, 2015;
- (b) in the case of the Statement of consolidated Profit and Loss, of the loss for the year ended on that date; and
- (c) in the case of the consolidated Cash Flow Statement, of the cash flows for the year ended on that date.

**Emphasis of Matter Paragraph**

Note No.25 K to the Financial Statements, with regarding to transferring or settling dues of the Bank through ARC subsequent to the reporting period is undergoing.

However our opinion is not modified in respect of this matter.

As required by section 143(3) of the Act, we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
- c) the Balance Sheet, the Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of written representations received from the directors as on 31 March, 2015, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2015, from being appointed as a director in terms of Section 164(2) of the Act.
- f) With respect to the other matters included in the Auditor's Report and to our best of our information and according to the explanations given to us:
  - i. The Company does not have any pending litigations which would impact its financial position
  - ii. Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses
  - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

**For RRK & ASSOCIATES**

Chartered Accountants

FRN. 009785 S

**R.Radha Krishna**

Partner

M.No.210777

Place: Hyderabad

Date:

SWARNAJYOTHI AGROTECH & POWER LIMITED			
Consolidated Balance Sheet as at 31st March, 2015			(Amount in Rs.)
Particulars		31.03.2015	31.03.2014
<b>I. EQUITY AND LIABILITIES</b>			
<b>(1) Shareholder's Funds</b>			
(a) Share Capital	1	254,357,840	254,357,840
(b) Reserves and Surplus	2	512,547,376	536,831,525
<b>(2) Share application money pending allotment</b>		-	73,148,000
<b>(3) Non-Current Liabilities</b>			
(a) Long-term borrowings	3	361,483,173	274,746,792
(b) Deferred tax liabilities (Net)	3	5,646,168	27,747,986
(c) Other Long term liabilities		-	-
<b>(4) Current Liabilities</b>			
(a) Short-term borrowings	4	184,410,298	178,171,085
(b) Trade payables	5	7,084,225	12,737,625
(c) Other current liabilities	6	58,024,004	22,522,360
(d) Short-term provisions	7	11,811,281	10,024,597
<b>Total</b>		<b>1,395,364,365</b>	<b>1,390,287,810</b>
<b>II.Assets</b>			
<b>(1) Non-current assets</b>			
(a) <i>Fixed assets</i>	8		
(i) Tangible assets		68,063,779	85,133,184
(ii) Intangible assets		225,800,717	242,192,711
(iii) Capital work-in-progress		75,056,277	113,938,653
(b) Other non-current assets	9	172,965,167	173,505,632
(c) Long Term Loans & Advances	10	517,189,836	440,264,989
<b>(2) Current assets</b>			
(a) Inventories	11	187,325,068	187,325,068
(b) Trade receivables	12	142,750,747	143,228,747
(c) Cash and cash equivalents	13	274,815	274,969
(d) Short-term loans and advances	14	5,681,547	3,973,194
(e) Other current assets	15	256,412	450,662
<b>Total</b>		<b>1,395,364,365</b>	<b>1,390,287,810</b>
<b>Notes on Financial Statements</b>			
as per our report of even date			
<b>For RRK &amp; ASSOCIATES</b>		For and on behalf of the board'	
Chartered Accountants			
FRN 009785 S			
sd/-		sd/-	
<b>R.Radha Krishna</b>		<b>Manmohan Sai Pradeep Kumar</b>	
		(Chairman & M Mohapatro	
		(Director)	
Partner		sd/-	
M.No.210777		<b>K.Nagendra Kumar</b>	
		(CFO)	
Date:			
Place: Hyderabad			



SWARNAJYOTHI AGROTECH & POWER LIMITED			
Consolidated Profit and Loss statement for the year ended 31st March, 2015			
(Amount in Rs.)			
Particulars		31.03.2015	31.03.2014
I. Revenue from operations	16	-	331,730,659
II. Other Income	17	15,920	237,044
<b>III. Total Revenue (I + II)</b>		<b>15,920</b>	<b>331,967,703</b>
<u>IV. Expenses:</u>			
Cost of materials consumed	18	-	275,242,175
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	19	-	(8,488,530)
Employee benefit expense	20	1,690,236	4,092,236
Financial costs	21	6,198,596	17,614,688
Depreciation and amortization expense	22	20,532,612	26,838,387
Other expenses	23	4,484,392	11,838,305
<b>Total Expenses</b>		<b>32,905,836</b>	<b>327,137,261</b>
V. Profit before exceptional and extraordinary items and tax		(32,889,916)	4,830,442
VI. Exceptional Items (Prior period)		-	-
VII. Profit before extraordinary items and tax (V - VI)		(32,889,916)	4,830,442
VIII. Extraordinary Items		-	-
IX. Profit before tax (VII - VIII)		<b>(32,889,916)</b>	<b>4,830,442</b>
X. Tax expense:			
(1) Current tax		-	920,441
(2) Deferred tax		(22,101,819)	3,599,882
XI. Profit(Loss) from the period from continuing operations		(10,788,097)	310,119
XII. Profit/(Loss) from discontinuing operations		-	-
XIII. Tax expense of discounting operations		-	-
XIV. Profit/(Loss) from Discontinuing operations (XII - XIII)		-	-
XV. Profit/(Loss) for the period (XI + XIV)		<b>(10,788,097)</b>	<b>310,119</b>
XVI. Earning per equity share:			
(1) Basic		-0.424	0.012
(2) Diluted		-0.424	0.012
Notes on financial statements			
as per our report of even date			
For and on behalf of the board'			
<b>For RRK &amp; ASSOCIATES</b>			
Chartered Accountants			
FRN 009785 S			
sd/-	sd/-	sd/-	
<b>R.Radha Krishna</b>	<b>Manmohan Sahu</b>	<b>Pradeep Kumar</b>	
Partner	(Chairman & MD)	<b>Mohapatro</b>	
M.No.210777		(Director)	
Date:	sd/-		
Place: Hyderabad	<b>K.Nagendra Kumar</b>		
	(CFO)		

SWARNAJYOTHI AGROTECH & POWER LIMITED				
Consolidated Cash Flow Statement for the year ended 31st March 2015				(Amount
PARTICULAR	for the year ended 31st March 2015		for the year ended 31st March 2014	
<b>A. Cash flow from operating activities</b>				
Net profit/(loss) before taxation	(32,889,916)		4,830,442	
Adjustments for;				
Depreciation	19,982,147	(12,357,304)	26,287,923	31,668,829
Amalgamation Expenditure Amortization	550,465		550,464	
<b>Operating income before working capital changes</b>				
		15,798,268		27,622,586
<b>Changes in Working Capital</b>		15,798,268		28,543,027
(Increase)/ Decrease in Inventories (Increase)/	(16,800)		(38,882,376)	
Decrease in Sundry Debtors				
(Increase)/ Decrease in Current assets loans & advances		879,480		25,827,261
Increase / (Decrease) in Current Liabilities & Provisions	6,239,213		53,009,970	
<b>Cash generated from operations</b>	10,438,381	16,677,591		53,900,161
Less: Tax Expenses	1	(154)		(470,119)
Cash and cash equivalents as at the commencement of the		274,97		745,08
Cash and cash equivalents as at the end of the		274,815		274,970
<p>This is the Cash flow Statement referred to in our report of even date</p> <p><b>For R R K &amp; Associates</b> For and on behalf of the board</p> <p>FRNo.009785 S</p> <p>Chartered</p> <p>Accountants</p> <p><b>Kumar R.RADHA KRISHNA</b> <b>Manmohan Sahu</b> <b>Pradeep</b></p> <p><b>Mohapatro PARTNER</b> (Chairman &amp; MD)</p>				

SWARNAJYOTHI AGROTECH & POWER LIMITED				
Notes Forming Part of Financial Statements				
3. Share capital	31.03.2015		31.03.2014	
	(in Rs)		(in Rs)	
<b>Authorized shares</b>				
31020000 equity shares of Rs.10/-	310,200,000		310,200,000	
<b>Issued, subscribed and fully paid-</b>				
25435784 Equity Shares of Rs.10/- each	254,357,840		254,357,840	
<b>Total issued, subscribed and fully</b>	<b>254,357,840</b>		<b>254,357,840</b>	
<b>(a) Reconciliation of the shares outstanding at the beginning</b>				
<b>Equity shares</b>				
	<b>31-Mar-15</b>		<b>31-Mar-14</b>	
	<b>Shares</b>	<b>(in Rs)</b>	<b>No. of Shares</b>	<b>(in Rs)</b>
At the beginning of the year	25,435,784	254,357,840	25,435,784	254,357,840
Issued during the year – Additional	-	-	-	-
<b>Outstanding at the end of the period</b>	<b>25,435,784</b>	<b>254,357,840</b>	<b>25,435,784</b>	<b>254,357,840</b>
<b>(b) Terms/ rights attached to equity shares</b>				
The Company has only one class of equity shares having par value of Rs.10 per share. Each holder of equity shares is entitled to one vote per share. Any dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. Dividend declared and paid would be 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>(c) Details of shareholders holding more than 5% shares in the Company</b>				
<b>Equity shares of Rs.10 each fully</b>	<b>As at March 31, 2015</b>		<b>As at March 31, 2014</b>	
	<b>No. of</b>	<b>% holding in</b>	<b>No. of Shares</b>	<b>% holding in</b>
Manmohan Sahu	5,251,189	20.64%	5,251,189	20.64%
Badrinarayan Mahapatra	3,288,000	12.93%	3,288,000	12.93%
Indira Sahu	2,454,977	9.65%	2,454,977	9.65%
Chittaranjan Sahu	1,669,000	6.56%	1,669,000	6.56%
As per the records of the Company, including its register of shareholders / members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.				

SWARNAJYOTHI AGROTECH & POWER LIMITED		
Note on Financial Statements		
PARTICULARS	AS AT 31.03.2015	AS AT 31.03.2014
<b>2. Reserves &amp; Surplus</b>		
<b>a) Securities Premium</b>		
At the commencement of the year	486,343,650	486,343,650
<b>Total</b>	<b>486,343,650</b>	<b>486,343,650</b>
<b>b) Special Reserve</b>		
At the commencement of the year	3,520,951	3,520,951
<b>Total</b>	<b>3,520,951</b>	<b>3,520,951</b>
<b>c) Surplus</b>		
At the commencement of the year	46,966,925	46,656,805
Add: For Current year	(10,788,097)	310,119
Less: Depreciation on assets having no usefull life.	(13,496,053)	-
<b>Total</b>	<b>22,682,775</b>	<b>46,966,924</b>
<b>Grand Total</b>	<b>512,547,376</b>	<b>536,831,525</b>
<b>3. Long Term Borrowings</b>		
<b>SECURED LOANS</b>		
<b>i. Term Loans</b>		
- From Banks State Bank of Hyderabad	2,597,074	2,597,074
- From FI/NBFC Power Finance Corporation Limited -	245,542,922	245,542,922
	248,139,996	248,139,996
<b>ii. Loans &amp; Advances from related Parties</b>		
- Directors	113,343,177	25,049,428
- Others	-	1,557,368
<b>Total</b>	<b>113,343,177</b>	<b>26,606,796</b>
<b>Total Long Term Borrowings</b>	<b>361,483,173</b>	<b>274,746,792</b>
3.1) Term loan referred above is secured by mortgage by way of First Charge of present and future fixed assets of Biomass Power Plant (Power Division) of the company (Refer Note No.25 -K)		
<b>iii.Deferred Tax Liability</b>		
At the Commencement of the year	27,747,986	24,148,104
Less: Trasferred on Demerger	-	-
Add: Trasferred from Merged Companies	-	-
Add: Current year Provision	(22,101,819)	3,599,882
<b>TOTAL</b>	<b>5,646,168</b>	<b>27,747,986</b>
<b>4. Short Term Borrowings</b>		
<b>Secured</b>		
- From Banks a) Loans repayble on demand		
- State Bank of Hyderabad	146,840,106	146,840,106
- IDBI	37,570,192	31,330,979
<b>Total</b>	<b>184,410,298</b>	<b>178,171,085</b>
<b>4.2) Details of Defaults in repayment of loans as on the Balance Sheet Date.</b>		
Demand Loans:		
- State Bank of Hyderabad	546 days	146,840,106
- IDBI	588 days	37,570,192
<b>5. Trade Payables</b>		
Dues to : Small and Micro Enterprises (*)		
: Other than Small and Micro Enterprises	22,872,824	28,526,224
<b>Total</b>	<b>22,872,824</b>	<b>28,526,224</b>
(*) Interest paid, payable or accrued and due to Micro and small enterprises is Rs.NIL (Previous Year Rs.NIL)		
<b>6. Other Current Liabilities</b>		
(a) Current maturities of long-term bebt	-	-
(b) Interest accrued and Due	42,235,405	6,733,761
<b>Total</b>	<b>42,235,405</b>	<b>6,733,761</b>
<b>7. Short Term Provisions</b>		
(a) Other Payables	25,000	20,000
(b) Other Payables - Provison for Taxes	5,465,874	5,390,520
(c) Salary & Reimbursements	5,965,387	4,220,657
(d) Contribution to PF & ESI	355,020	393,420
<b>Total</b>	<b>11,811,281</b>	<b>10,024,597</b>

SWARNAJYOTHI AGROTECH & POWER LIMITED										
Notes on Financial Statements 8. FIXED ASSETS										
Description	Gross Block			Balance as at 31.03.2015	Accumulated Depreciation/ amortisation				Net Block	
	Balance as at 01.04.2014	Additions	Deletions		Balance as at 01.04.2014	Charge for the year	On Disposal	Balance as at 31.03.2015	Balance as at 31.03.2015	Balance as at 31.03.2014
<b>a TANGIBLE ASSETS</b>										
Freehold Land	30,000,000	-	-	30,000,000	-	-	-	-	30,000,000	30,000,000
Factory Building	10,000,000	-	-	10,000,000	1,816,073	402,907	-	2,218,980	7,781,020	8,183,927
Plant & Machinery	49,460,072	-	-	49,460,072	19,878,963	2,638,305	-	22,517,268	26,942,804	29,581,109
Electrical Equipment	1,927,786	-	-	1,927,786	601,063	925,100	-	1,526,163	401,623	1,326,723
Lab Equipment	1,431,500	-	-	1,431,500	419,343	663,610	-	1,082,953	348,547	1,012,157
Furniture & Fixtures	3,182,165	-	-	3,182,165	793,541	1,485,345	-	2,278,886	903,279	2,388,624
Computer	34,124,117	-	-	34,124,117	22,281,985	10,320,949	-	32,602,934	1,521,183	11,842,132
Office Equipment	862,410	16,800	-	879,210	253,380	507,786	-	761,167	118,043	609,030
Vehicles	354,500	-	-	354,500	165,017	142,204	-	307,221	47,279	189,483
<b>Total</b>	<b>131,342,550</b>	<b>16,800</b>	<b>-</b>	<b>131,359,350</b>	<b>46,209,366</b>	<b>17,086,206</b>	<b>-</b>	<b>63,295,571</b>	<b>68,063,779</b>	<b>85,133,184</b>
<b>b INTANGIBLE ASSETS</b>										
Goodwill	50,000,000	-	-	50,000,000	-	-	-	-	50,000,000	50,000,000
Softwares and IPRS	258,957,249	-	-	258,957,249	66,764,538	16,391,994	-	83,156,532	175,800,717	192,192,711
<b>TOTAL</b>	<b>308,957,249</b>	<b>-</b>	<b>-</b>	<b>308,957,249</b>	<b>66,764,538</b>	<b>16,391,994</b>	<b>-</b>	<b>83,156,532</b>	<b>225,800,717</b>	<b>242,192,711</b>
<b>Capital Work in Progress</b>	113,938,653	-	38,882,376	75,056,277	-	-	-	-	75,056,277	113,938,653
<b>Total</b>	<b>113,938,653</b>	<b>-</b>	<b>38,882,376</b>	<b>75,056,277</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>75,056,277</b>	<b>113,938,653</b>
<b>Total (a+b+c)</b>	<b>554,238,452</b>	<b>16,800</b>	<b>38,882,376</b>	<b>515,372,876</b>	<b>112,973,904</b>	<b>33,478,199</b>	<b>-</b>	<b>146,452,103</b>	<b>368,920,773</b>	<b>441,264,548</b>
<b>Previous Year</b>	478,940,790	36,415,286	-	554,238,452	60,440,897	26,245,084	-	112,973,904	441,264,548	418,499,893

SWARNAJYOTHI AGROTECH & POWER LIMITED		
Note on Financial Statements		
PARTICULARS	AS AT 31.03.2015	AS AT 31.03.2014
<b>9. Non - Current Assets</b>		
Development Expenditure	172,865,917	172,865,917
Amalgamation Expenditure	-	550,465
Preliminary Expenses	99,250	89,250
<b>Total</b>	<b>172,965,167</b>	<b>173,505,632</b>
<b>10. Long Term Loans and Advances</b>		
Other Deposits	169,600	169,600
Advance for Capital Goods purchase	509,445,507	434,661,487
Other Advances	7,574,729	5,433,902
<b>Total</b>	<b>517,189,836</b>	<b>440,264,989</b>
<b>11. Inventories</b> <b>(Valued and certified by the management)</b>		
Raw Materials	110,421,078	110,421,078
Stores and Spares	3,780,985	3,780,985
Work - in -progress	3,720,904	3,720,904
Finished Goods	69,402,101	69,402,101
<b>TOTAL</b>	<b>187,325,068</b>	<b>187,325,068</b>
<b>12. Trade Recivables</b> <b>(unsecured, considered good)</b>		
Receivables for a period of exceeding six months	142,750,747	95,485,831
Receivables for a period less than six months	-	47,742,916
<b>TOTAL</b>	<b>142,750,747</b>	<b>143,228,747</b>
<b>13. Cash and Cash Equivalents</b>		
Balances with Banks		
With Scheduled Banks	188,150	196,611
Cash on hand	86,665	78,358
<b>TOTAL</b>	<b>274,815</b>	<b>274,969</b>
<b>14. Short - term loans and advances</b> <b>(Unsecured considered good)</b>		
VAT Input	2,581,540	2,581,540
Cenvat	338,398	338,398
Advances to Staff	602,509	766,957
Other Advances	2,159,100	286,299
<b>TOTAL</b>	<b>5,681,547</b>	<b>3,973,194</b>
<b>15. Other Current Assets</b>		
DEPB Receivable	182,393	182,393
Interest Receivable	74,019	74,019
Other Miscellaneous Assets	-	194,250
<b>TOTAL</b>	<b>256,412</b>	<b>450,662</b>
<b>16. Revenue from operations</b> <b>Sale of Products</b>		
Castor Oil Derivatives	-	331,730,659
<b>TOTAL</b>	<b>-</b>	<b>331,730,659</b>
<b>17. Other Income</b>		
Other Non-Operating Income	15,920	237,044
<b>TOTAL</b>	<b>15,920</b>	<b>237,044</b>

SWARNAJYOTHI AGROTECH & POWER LIMITED		
Note on Financial Statements		
PARTICULARS	AS AT 31.03.2015	AS AT 31.03.2014
<b>18. Cost of Materials Consumed</b>		
<b>Opening Stocks -</b>		
- Raw Materials	110,421,078	54,690,000
- Seeds	-	45,914,580
Add: Purchases	-	285,058,673
	110,421,078	385,663,253
<b>Less: Cost of Raw Material Sold</b>	-	-
Less: Closing Stocks	110,421,078	110,421,078
Raw Material Consumed	-	275,242,175
<b>19. Changes in inventories of Finished Goods, Work-in-progress and stock in trade</b>		
<b>Opening Stocks</b>		
Castor oil Derivatives	69,402,101	61,030,000
Work - in - progress	3,720,904	3,604,475
	73,123,005	64,634,475
<b>Closing Stocks</b>		
Castor Oil Derivatives	69,402,101	69,402,101
Work - in - progress	3,720,904	3,720,904
	73,123,005	73,123,005
<b>(Increase) / decrease in stocks</b>	-	<b>(8,488,530)</b>
<b>20. Employee Benefits Expense</b>		
Salaries, wages, bonus and other benefits	1,627,803	4,001,139
Staff welfare expenses	62,433	91,097
<b>TOTAL</b>	<b>1,690,236</b>	<b>4,092,236</b>
<b>21. Finance Cost</b>		
Interest Expenses	6,137,984	16,536,470
Other Borrowing Costs	60,612	1,078,218
Total	6,198,596	17,614,688
<b>22. Depreciation and amortisation expense</b>		
Depreciation	19,982,147	26,287,923
Amortisation expense	550,465	550,464
Total	20,532,612	26,838,387
<b>23. Other Expenses</b>		
<b>Stores Consumption</b>		
Packing Material Consumed	-	158,278
Agriculture Division Expenses	-	218,400
Total	-	376,678
<b>Power &amp; Fuel</b>		
Electricity Charges	156,196	3,284,183
Fuel Consumed	-	-
Total	156,196	3,284,183
<b>Payments to the auditor as</b>		
auditor	125,000	125,000
for taxation matters	25,000	25,000
Total	150,000	150,000
Rent	243,822	336,972
Repairs	2,000	92,101
Rates and taxes, excluding taxes on income	-	22,568
Printing and Stationary	22,759	157,331
Postage, telegrams and telephones	174,706	432,123
Travelling and conveyance	967,459	846,692
Managerial Remuneration	804,000	830,000
Directors Sitting Fee	70,000	70,000
Meeting Expenses	-	39,110
Advertisement	51,240	51,306
Expenses on sales	15,480	998,817
Legal & Professional Charges	876,397	1,080,991
Vehicle Maintenance	40,683	127,976
Miscellaneous expenses	163,756	198,699
Transportation	194,250	387,572
Factory Expenses	-	142,151
Boiler Maintenance	40,500	4,450
Other Expenses	511,144	2,208,585
<b>TOTAL</b>	<b>4,178,196</b>	<b>8,027,444</b>
<b>Grand Total</b>	<b>4,484,392</b>	<b>11,838,305</b>

## **24. SIGNIFICANT ACCOUNTING POLICIES**

### **p) Basis of Accounting and Accounting Conventions:**

The financial statements of the Company have been prepared in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013. The financial statements have been prepared on accrual basis under the historical cost convention. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year.

### **q) Use of Estimates:**

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of financial statements and results of the operations during the reporting period. Although these estimates are based upon the management's best knowledge of current events and actions, actual results could differ from these estimates.

### **r) Revenue Recognition:**

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

Revenue from sale of goods is recognized on dispatch which coincides with transfer of significant risks and rewards to customer and is exclusive of excise duty and net of trade discounts, sales returns and sales tax, where applicable.

Interest is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable. Dividend is recognized as and when the company's right to receive payment is established.

### **s) Fixed Assets:**

Fixed assets are stated at cost less accumulated depreciation, impairment losses and specific grants/subsidies, if any. Cost includes purchase price, freight, non refundable taxes and duties and any identifiable expenditure to bring the assets to its present location and working condition for intended use. Finance cost relating to acquisition of fixed assets which takes substantial period of time to get ready for use are included to the extent they relate to the period till such assets are ready for its intended use.

Expenditure directly relating to construction activities capitalized. Indirect is capitalized to the extent those relate to the construction activity or is incidental there to. Income earned during the construction period is deducted from the total expenditure relating to construction activity.

Assets retired from active use and held for disposal are stated at their estimated net releasable values or net book values, whichever is lower.

### **t) Depreciation:**

Depreciation has been provided on the straight-line method as per the life period prescribed in Part "C" of Schedule II of The Companies Act 2013

### **u) Intangible Assets:**



Cost relating to licenses and other intangible assets, which are acquired, are capitalized and amortized on the useful life of the assets as estimated by the management.

**v) Impairment :**

The carrying amount of the assets is reviewed at each balance sheet date if there is any indication of impairment based on internal/external factors. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the asset's net selling price and its value in use, the estimates of the time value of money and risks specific to the asset.

After impairments are carried at costs, however, diminution in value is provided to recognize a decline, other than temporary, in the value of the investments.

**w) Government grants and subsidies :**

Grants and subsidies are recognized when there is a reasonable assurance that the grant or subsidy will be received and that all underline conditions there to will be complied with. When grant or subsidy relates an asset, its value is deducted in arriving in carrying amount of the related asset.

**x) Investments:**

Investments that are readily realizable and intended to be held for not more than a year are classified as current investment. All other Investments are classified as long term investments current investments are carried at lower of cost and fair value determined on individual investment basis.

Long term investments carried at cost. However, diminishing in value is provided to recognize a decline, other than temporary, in the value of investments.

**y) Inventories:**

Raw-materials, packing materials, stores & spares and consumables valued at lower of cost, calculated on "First In First Out" basis, and net realizable value. Items held for use in the production of inventories and not written down below cost. If the finished product in which they will be incorporated are expected to be sold at or above cost. Finished goods and work-in-progress are valued at lower of cost and net realizable value. Cost includes material, labour and a proportion of appropriate over heads. Cost of finished goods includes excise duty wherever applicable. Cost is determined on weighted basis. Trading goods are valued at lower of cost and net realizable value. Net realizable value is the estimated selling price in the ordinary course of business, reduced by the estimated cost of computation costs to affect the sale.

**z) Income taxes:**

Tax expenses companies of current and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Indian Income Tax Act, 1961. Deferred income taxes reflected the impact of current year timing difference between taxable income and accounting income for the year and reverser of timing differences of earlier years.

Deferred Tax is measured based on tax rates enacted or subsequently enacted at the Balance Sheet Date. Deferred tax assets are recognized only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax asset can be realized. In situations where the company unobserved depreciation or carry forward tax losses, all deferred tax assets are recognized only if there is virtual certainty support by convincing evidence that they can be realized against future taxable profits.

Un-recognized deferred tax assets of earlier years are re-assessed and recognized to the extent that it has become reasonably certain or virtually certain, as the case may be that future taxable income will be available against which such deferred tax assets can be realized.

The carrying amount of the deferred tax assets are reviewed at each balance sheet date. The company writes-down the carrying amount of a deferred tax asset to the extent that it is no longer reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which deferred tax asset can be realized. Any such write-down is reversed to the extent that it becomes reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available.

**aa) Foreign Currency Transactions:**

**Initial Recognition:** Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and foreign currency at the date of the transaction.

**Conversion:** Foreign currency monetary items are reported at yearend rates. Non-monetary items which are carried in terms of historical cost denominated in foreign currency are reported using the exchange rate at the date of transaction.

**Exchange differences:** Exchange differences are arising on the settlement of monetary items or on reporting monetary items of company at rates different from those at which they were initially recorded during the year, or reported in previous financial statements, are recognized as income or as expense in the year in which they arise.

Forward exchange contracts not intended for trading or speculation purposes: In case of forward exchange contracts, difference between the forward rate and exchange rate on the date of transaction is recognized as expense or income over the life of the contract. Exchange differences on such contracts are recognized in the statement of profit and loss in the year in which the exchange rates change. Any profit or loss arising on cancellation or renewal of forward exchange contract is recognized as income or expense for the year.

**bb) Export Benefits, incentives and licenses:**

Export benefits on account of entitlement to import of goods free of duty under the 'Duty Entitlement Pass Book under Duty Exemption Scheme' and benefits on account of export promotion scheme included in revenues are accrued and accounted in the year of export.

**cc) Borrowing Cost:**

Borrowing costs that are directly relatable to acquisition, construction or production of qualifying assets is capitalized as part of the cost of such asset. All other borrowing costs are charged to revenue.

**dd) Provisions and Contingent Liabilities:**

A provision is recognized when the company has a present obligation as result of past event and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet and adjusted to reflect the current best estimates. Financial effect of contingent liabilities is disclosed based on information available up to the date on which financial statements is approved. However where a reasonable estimate of financial effect can be made, suitable disclosures are made with regard to this fact and the existence and nature of the contingent liability.

## 25. NOTES ON FINANCIAL STATEMENT

(All amounts In lakhs unless otherwise stated)

	Particulars	As at 31.03.2015	As at 31.03.2014		
A.	<b>Contingent Liabilities not provided for</b> f) Against Foreign bills discounted  g) Against inland Letter of Credit  h) Demand raised by the income tax department for the Asst. Year 2006 – 07 on subjecting the misc. income and the matter is pending before the Appellate Authority, Mumbai pertaining to old management.  i) Demand raised by the Income tax department for the Asst. Year 2008 – 09 on subjecting the sale of investments and the matter is pending before the Appellate Authority, Mumbai pertaining to old management.  j) Against demand raised by the Income tax authorities for the A.Y.2012-13	-  -  26.00    9.11  36.14	-  -  26.00    9.11  36.14		
B	<b>Expenditure in Foreign Currency during the year</b>	Nil	Nil		
C	<b>Value of imports calculated on CIF basis</b>	Nil	Nil		
D	<b>Earnings in Foreign Exchange</b> FOB value of Exports	NIL	76.05		
E	<b>Composition of Net Deferred Tax Asset / (Liability)</b> <b>Total</b>	88.86	(36.00)		
F	<b>Related party disclosure</b>				
	Related party disclosures as required by AS-18 are given under				
	<b>Name of the Party</b>	<b>Relationship</b>	<b>Name of transaction</b>	<b>Current year 2014 –15</b>	<b>Previous Year 2013 –14</b>
	<b>b) Transactions during the year (Expenditure)</b>				
	Sri ManmohanSahu	Key Management	Remuneration	8.04	8.00
	Sri ManmohanSahu	Key Management	Extended Unsecured Loan	108.81	33.67
	Smt. Indira Sahu	Key Management	Extended Unsecured Loan	12.48	232.29
G	<b>Employee Benefits</b> Employee benefit in the form of provident fund is a defined contribution scheme and the contributions are charged to profit and loss account of the year when the contribution to the respective funds is due. There are no other obligations other than the contributions payable to the				

	respective authorities.		
<b>H</b>	<b>Earnings Per Share as per Accounting Standard 20</b>		
	Net Profit Available for equity share holders	<b>(2.40)</b>	<b>3.10</b>
	Weighted average number of equity shares	<b>254.36</b>	<b>254.36</b>
	Basic and Diluted earnings per share	<b>(0.944)</b>	<b>0.012</b>
<b>I</b>	<b>Segment information for the year ended 31.03.2015</b>		
	During the Current Financial year the Company has identified two reportable segments i.e Castor oil derivatives and Agri Division.		
	A) Information about primary business segments	<b>Year ended 31.03.2015</b>	<b>Year ended 31.03.2014</b>
	<b>2. Segment Wise Revenue</b> (Net Sales and other Income)		
	Castor Oil Derivatives	-	3317.00
	Agri Division	-	-
	Software Division	-	-
	<b>Total</b>	-	<b>3317.00</b>
	<b>2. Segment Result – Profit/Loss</b>		
	Before tax and interest from each segment		
	Castor oil Division	(328.90)	224.65
	Agri Division	-	-
	Software Division	-	-
	<b>Total</b>	(328.90)	<b>224.65</b>
	<b>3. Segment Assets</b>		
	Castor oil Division	5848.38	5818.29
	Agri Division	-	-
	Software Division	2258.00	2540.35
	Biomass Division	5847.01	5544.07
	<b>Total</b>	<b>13,953.39</b>	<b>13,902.71</b>
	<b>4. Segment Liabilities</b>		
	Castor oil Division	11,497.46	11,446.78
	Agri Division	-	-
	Software Division	-	-
	Biomass Division	2,455.93	2,455.93
	<b>Total</b>	<b>13,953.39</b>	<b>13,902.71</b>
	<b>5. Capital Expenditure</b>		
	Castor oil Division	-	-
	Agri Division	-	-
	Software Division	-	-
	Biomass Division	355.02	388.84
	<b>Total</b>	<b>355.02</b>	<b>388.84</b>
	<b>6. Depreciation</b>		
	Castor oil Division		
	Agri Division	35.90	98.53
	Software Division	-	-
	Biomass Division	163.92	163.92
	<b>Total</b>	-	-
		<b>199.82</b>	<b>262.45</b>
	B) Information about secondary business segments by		

	Geographical market			
		%	%	
		2014-15	2013-14	
	Within India	-	97.70	- 3241.25
	Outside India	-	2.30	- 76.05
	<b>Total</b>	-	<b>100.00</b>	- <b>3317.30</b>
<b>J</b>	<b>Details of Security Given for Secured Loans</b>			
	<b>i. Term Loan from SBH</b>			
	c. First charge on fixed assets both present and future i.e. Plant and Machinery and other movable and immovable assets of Castor Oil Derivatives Division, situated at Plot.No.65 & 66, Export Promotional Industrial Park, Pashamylaram Village, Patancheru, Medak.			
	d. Personal Guarantees of the Promoter Directors and Equitable Mortgage of Collateral Securities owned by the Promoters and their Associates.			
	<b>ii. Working capital loans from SBH and IDBI</b>			
	<b>1. State Bank of Hyderabad</b>			
	c. First charge by way of hypothecation on the entire current assets including all the stocks and book debts/receivables present and future of Castor Oil Derivatives Division, situated at Plot.No.65 & 66, Export Promotional Industrial Park, Pashamylaram Village, Patancheru, Medak.			
	d. Personal Guarantees of the Promoter Directors and Equitable Mortgage of Collateral Securities owned by the Promoters and their Associates.			
	<b>2. IDBI</b>			
	b. Personal Guarantees of the Promoter Directors and Equitable Mortgage of Collateral Securities owned by the Promoters and their Associates			
	<b><u>3. Term Loan from Power Finance Corporation Limited and Rural Electrification Corporation Limited</u></b>			
	e. A first charge by way of mortgage in favour of lenders of all the immovable properties, present and future, of the Biomass project.			
	f. A first charge by way of hypothecation in favour of lenders of all the company's movables, including movable plant and machinery spares, tools and accessories, furniture, fixtures, vehicles and all other movable assets, present and future, of the Biomass project;			
	g. A first charge on company's book debts, operating cash flows, receivables, commissions, revenues of whatsoever nature and whether arising, present and future, intangibles, goodwill, uncalled capital, present and future, of the Biomass project.			
	h. A first charge by way of assignment or creation of charge in favour of the Lenders of Biomass project			
<b>K</b>	<b><u>Transferring or settling dues of the bank through ARC</u></b>			
	With respect to the Note No. 3 and 4, credit facilities obtained from State Bank of Hyderabad			

	having outstanding balances of Rs. 25.97 Lakhs and Rs.1468.40 lakhs in case of Term loans and demand loan respectively, has been now proposed to assign to ARC by the bank with effect from 30.09.2015.		
<b>L</b>	<b>Provision for Gratuity and Leave Encashment:</b> The Company has not provided any amount towards Leave Encashment to Employees for the current financial year.		
<b>M</b>	<b>Employee Stock Option Plan:</b> During the current year, the Company has not announced any Employee Stock Option plan (Previous Year: Nil).		
<b>N</b>	The balances of Sundry Debtors, Sundry Creditors and Loans & Advances are subject to confirmation from the parties.		
<b>O</b>	<b>Disclosure as per the provisions of the Micro, Small and Medium Enterprises Development Act, 2006:</b>		
	<b>Particulars</b>	<b>2014 – 2015</b>	<b>2013 – 2014</b>
<b>i</b>	Principal amount and separately the interest due thereon remaining unpaid to any supplier at the end of the financial year.	<b>124.15</b>	<b>124.15</b>
<b>ii</b>	The amount of interest paid u/s 16 of this Act, along with the amounts of payments made to the supplier beyond the appointed day during each accounting year.	<b>Nil</b>	<b>Nil</b>
<b>iii</b>	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.	<b>Nil</b>	<b>Nil</b>
<b>iv</b>	The amount accrued and remaining unpaid at the end of each accounting period; i.e., principal is paid but interest has remained unpaid.	<b>Nil</b>	<b>Nil</b>
<b>v</b>	The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to small enterprise, this is required for the purpose of disallowance as a deductible expenditure	<b>Nil</b>	<b>Nil</b>
<b>P</b>	In respect of the amounts mentioned under section 205C of the Companies Act, 1956 there are no dues that are to be credited to the Investor Education and Protection Fund as at March 31, 2015- (March 31, 2014: Nil)		
<b>Q</b>	Claims against the company not acknowledge as debt: Nil.		
<b>R</b>	<b>Disclosure pursuant to clause 32 of Listing Agreement:</b> Loans and Advances in the nature of Loans to subsidiaries : Current Year: Nil (Previous Year: Nil)		

<b>S</b>	Additional Information pursuant to relevant paragraphs of part II of Schedule III of the Companies Act, 2013 – As certified by the management. <b>a. Quantitative Details</b>
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**Turnover**

Name of the Product	2014-2015		2013-2014	
	Quantity	Value	Quantity	Value
	(MTs)	(Rs. Lakhs)	(MTs)	(Rs. Lakhs)
Hydrogenated Castor Oil	NIL	NIL	2250.00	2272.95
12 - H S A	-	-	-	-
First Special Grade	-	-	-	-
Crude Castor Oil	-	-	-	-
BSS/BP	NIL	NIL	945.00	1044.36
Castor Seeds	-	-	-	-
Soft ware& IT	-	-	-	-
Other Division	-	-	-	-
<b>TOTAL</b>	<b>NIL</b>	<b>3317.31</b>	<b>3195.00</b>	<b>3317.31</b>

**Opening Stock of Finished Goods:**

Name of the Product	2014-2015		2013-2014	
	Quantity	Value	Quantity	Value
	(MTs)	(Rs. Lakhs)	(MTs)	(Rs. Lakhs)
Hydrogenated Castor Oil	NIL	NIL	450.00	569.70
12-Hydroxy Stearic Acid	NIL	NIL	29.00	41.30

**Closing Stock of Finished Goods:**

Name of the Product	2014-2015		2013 – 2014	
	Quantity	Value	Quantity	Value
	(MTs)	(Rs. Lakhs)	(MTs)	(Rs. Lakhs)
Hydrogenated Castor Oil	739.00	927.58	739.00	927.58
12-Hydroxy Stearic Acid	89.00	126.75	89.00	126.75
Castor Oil	699.24	749.90	699.24	749.90
Castor Seed				

**Raw Material Consumed:**

Name of the Product	2014-2015		2013 – 2014	
	Quantity	Value	Quantity	Value
	(MTs)	(Rs. Lakhs)	(MTs)	(Rs. Lakhs)
Raw Material Consumed	NIL	NIL	3685.76	3106.73

**Value of Stores, Chemicals & Packing Material Consumed:**

Name of the Product	2014-2015		2013-2014	
	Value	%	Value	%
	(Rs. Lakhs)	(Percentage)	(Rs. Lakhs)	(Percentage)
Indigenous	NIL	NIL	37.81	100%

**B. Auditor's Remuneration**

<b>Auditors Remuneration</b>	<b>2014-15</b>	<b>2013-14</b>
Audit Fees	1.25	1.25
Tax Audit Fees	0.25	0.25
Taxation and Other Matters		
<b>Total</b>	<b>1.50</b>	<b>1.50</b>

U. The figures have been rounded off to the nearest rupee and previous year figures are regrouped/ Re arranged wherever necessary to conform to those of the current year classification.

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**For and on behalf of the Board of Directors**

SD/-  
**ManmohanSahu**  
(Chairman &  
Managing Director)

SD/-  
**Pradeep Kumar**  
**Mohapatro**  
(Director)

SD/-  
**K.Nagendra Kumar**  
(Chief Financial Officer)

**For RRK & Associates**  
Chartered Accountants  
FRN 009785 S

SD/-  
**R.Radha Krishna**  
Partner

M.No.210777

Place: Hyderabad  
Date: 02.12.2015



**Information Pursuant to part IV of Schedule VI of the Companies Act, 2013**

**Balance Sheet Abstract and Company's General Business Profile**

**1 Registration Details**

Registration No.	78932
Corporate Identification Number	L40300AP1994PLC078932
State Code	11
Balance Sheet Date	31.03.2015

**2 Capital Raised during the year (Amount in ` Thousands)**

Public Issue (calls in arrears)	NIL
Rights Issue	NIL
Bonus Issue	NIL
Private Placement	NIL

**3 Positions of Mobilisation and Deployment of Funds**

(Amount in Rs `)

Total Liabilities	1,395,339,365
Total Assets	1,395,339,365
<b>Sources of Funds</b>	
Paid-up Capital	25,43,57,840
Reserves & Surplus	512,547,376
Share Application Money Pending Allotment	
Secured Loans	432,550,294
Unsecured Loans	113,343,177
Deferred Tax Liabilities	56,46,168
<b>Application of Funds</b>	
Net Fixed Assets	368,920,773
Investments	NIL
Long Term Loans & Advances	368,920,773
Net Current Assets	
Miscellaneous Expenditure	17,28,65,917
Accumulated Losses	NIL

**4 Performance of the Company**

(Amount in Rs `)

Turnover	
Total Expenditure	
Profit Before Tax	
Profit After Tax	
Basic Earning per share in Rs.	
Dividend Rate %	

**5 Generic Names of Three Principal Products/Services of Company - (As per monetary terms)**

Item - Code No.	Product Description
1504.00	Hydrogenated Castor Oil
3823.00	12 Hydroxy Stearic Acid
N.A	Agro Division

For and on behalf of the board of Directors of  
**SWARNAJYOTHI AGROTECH & POWER LIMITED**

**MANMOHAN SAHU**  
**MANAGING DIRECTOR**

**PROXY FORM**  
**Form No. MGT-11**

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

CIN : **L40300TG1994PLC078932**

Name of the Company : **SWARNAJYOTHI AGROTECH & POWER LIMITED**

Registered office : 315, LEFT WING AMRUTHAVILLE WELFARE ASSOCIATION, OPP YASHODA HOSPITAL,  
RAJBHAVAN ROAD, SOMAJIGUDA, HYDERABAD, TELANGANA - 500082

Name of the member (s) :	
Registered address :	
E-mail ID :	
Folio No/ Client ID	DP ID
I/We, being the member(s) of _____ shares of the above named Company, hereby appoint	
(1) Name : _____ Address : _____	
E-mail Id : _____ Signature : _____ or failing him	
(2) Name : _____ Address : _____	
E-mail Id : _____ Signature : _____ or failing him	
(3) Name : _____ Address : _____	
E-mail Id : _____ Signature : _____	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Twentieth Annual General Meeting of the Company, to be held on the Thursday 31st December, 2015 at 11.30 A.M at 315, LEFT WING AMRUTHAVILLE WELFARE ASSOCIATION, OPP YASHODA HOSPITAL, RAJBHAVAN ROAD, SOMAJIGUDA, HYDERABAD, TELANGANA - 500082 and at any adjournment thereof in respect of such resolutions as are indicated below:

**ORDINARY BUSINESS:**

1 Adoption of the 21st Annual Report of the Company, Balance Sheet as at March 31, 2015, the Statement of Profit and Loss for the Financial Year ended March 31, 2015, the Cash Flow Statement for the Financial Year ended March 31, 2015 and the Reports of the Directors and Auditors thereon.

2 Re-appointment of **PRADEEP KUMAR MAHAPATRO**, who retires by rotation.

3 Appointment of **M/s RRK & Associates**, Chartered Accountants, as Auditors and fixing their remuneration.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2015

Affix Revenue Stamp of INR 1
------------------------------------

Signature of shareholder

Signature of Proxy holder(s)

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. Notwithstanding the above the Proxies can vote on such other items which may be tabled at the meeting by the shareholders present.

**SWARNAJYOTHI AGROTECH & POWER LIMITED**

**L40300TG1994PLC078932**

**Regd Office: 315, LEFT WING AMRUTHAVILLE WELFARE ASSOCIATION, OPP YASHODA HOSPITAL,  
RAJBHAVAN ROAD, SOMAJIGUDA, HYDERABAD, TELANGANA - 500082  
website: www.swarnajyothi.com**

**ATTENDANCE SLIP**

(To be handed over at the entrance of the meeting hall)

Full name of the Members attending \_\_\_\_\_  
(In block capitals)

Ledger Folio No./Client ID No. \_\_\_\_\_ No. of shares held: \_\_\_\_\_

Name of Proxy \_\_\_\_\_  
(To be filled in, if the proxy attends instead of the member)

I, hereby record my presence at the 21st Annual General Meeting of the **SWARNAJYOTHI AGROTECH & POWER LIMITED**, on Thursday, the 31st December'15 at 315, Left Wing Amruthaville Welfare Association, Opp Yashoda Hospital, Rajbhavan Road, Somajiguda, Hyderabad, Telangana - 500082

(Member's /Proxy's Signature)

**Note:**

- 1) Members are requested to bring their copies of the Annual Report to the meeting, since further copies will not be available.
- 2) The Proxy, to be effective should be deposited at the Registered Office of the Company not less than FORTY EIGHT HOURS before the commencement of the meeting.
- 3) A Proxy need not be a member of the Company.
- 4) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by Proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
- 5) The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.

**BALLOT FORM**  
**(In lieu of E-voting)**

1. Name :  
Registered Address :  
of the sole/first named Shareolder
2. Name (s) of the Joint Shareholder (s) if any :
3. Registered Folio/DPID & Client ID No. :
4. No. of Shares held :

I/We hereby exercise my/our vote in respect of the Resolution(s) to be passed for the business stated in the Notice of 20th annual general meeting of the Company dated 31st December, 2015, by conveying my/our assent or dissent to the said Resolution(s) by placing the tick (P) mark at the appropriate box below.

Item No.	Description	No. of equity shares	I/We assent to the resolution (For)	I/We dissent to the resolution (Against)
1	Adoption of the 21st Annual Report of the Company, Balance Sheet as at March 31, 2015, the Statement of Profit and Loss for the Financial Year ended March 31, 2015, the Cash Flow Statement for the Financial Year ended March 31, 2015 and the Reports of the Directors and Auditors thereon.			
2	Re-appointment of PRADEEP KUMAR MAHAPATRO, who retires by rotation.			
3	Appointment of M/S RRK & Associates, Chartered Accountants, as Auditors and fixing their remuneration			

Place:

Date:

Shareholder

Signature

of

**NOTE:** Kindly read the instructions printed overleaf before filling the form. Valid Ballot Forms received by the Scrutinizer by **6.00 p.m. on 30th December, 2015** shall only be considered.

## E-VOTING

Users who wish to opt for e-voting may use the following login credentials.

**EvEN (E voting Event No.)**

**User ID**

**PASSWORD**

Please follow steps for e-voting procedure as given in the Notice of AGM by logging on to - <https://www.evotingindia.com>

### INSTRUCTIONS

1. Members may fill up the Ballot Form printed overleaf and submit the same in a sealed envelope to the Scrutinizer, **MITTAPALLI NAGA KISHORE**, Practicing Company Secretary, Unit: **SWARNAJYOTHI AGROTECH & POWER LIMITED** . C/o. Bigshare Services Pvt. Ltd., 306, RIGHT WING AMRUTHAVILLE WELFARE ASSOCIATION, OPP YASHODA HOSPITAL, RAJBHAVAN ROAD, SOMAJIGUDA, HYDERABAD TELANGANA- 500082 or to his email id kishorem.naga@gmail.com, so as to reach by **6.00 p.m. on 30th December 2015**. Ballot Form received thereafter will strictly be treated as if not received.
2. The Company will not be responsible if the envelope containing the Ballot Form is lost in transit.
3. Unsigned, incomplete or incorrectly ticked forms are liable to be rejected and the decision of the Scrutinizer on the validity of the forms will be final.
4. In the event member casts his votes through both the processes i.e. E-voting and Ballot Form, the votes in the electronic system would be considered and the Ballot Form would be ignored.
5. The right of voting by Ballot Form shall not be exercised by a proxy.
6. To avoid fraudulent transactions, the identity/signature of the members holding shares in electronic/demat form is verified with the specimen signatures furnished by NSDL/CDSL and that of members holding shares in physical form is verified as per the records of the share transfer agent of the Company (i.e. Bigshare Services Pvt. Ltd). Members are requested to keep the same updated.
7. There will be only one Ballot Form for every Folio/DP ID Client ID irrespective of the number of joint members.
8. In case of joint holders, the Ballot Form should be signed by the first named shareholder and in his/her absence by the next named shareholders. Ballot form signed by a joint holder shall be treated valid if signed as per records available with the Company and the Company shall not entertain any objection on such Ballot Form signed by other joint holders.
9. Where the Ballot Form has been signed by an authorized representative of the body corporate/Trust/Society, etc. a certified copy of the relevant authorization/Board resolution to vote should accompany the Ballot Form.
10. Instructions for e-voting procedure are available in the Notice of annual general meeting and are also placed on the website of the Company.