



**WHITE ORGANIC AGRO LIMITED**  
(FORMERLY KNOWN AS WHITE DIAMOND INDUSTRIES LIMITED)

312A, Kailas Plaza, Vallabh Baug Lane, Ghatkopar (East), Mumbai - 400 077. INDIA  
Tel: +91.22.25011983 | Fax: +91.22.25011984 | Web: [whiteorganics.co.in](http://whiteorganics.co.in) |  
Email: [info@whiteorganics.co.in](mailto:info@whiteorganics.co.in) | CIN: [L01100MH1990PLC055860](https://www.mca.gov.in/publication/CompanyDetails/L01100MH1990PLC055860)

September 06, 2019

To,  
**Listing Department**  
**Bombay Stock Exchange Limited**  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai- 400001

**Subject – Notice of 29<sup>th</sup> Annual General Meeting along with Annual Report**

**Scrip Code: 513713**

Dear Sir,

Please find enclosed the Notice of 29<sup>th</sup> Annual General Meeting and the Annual Report for Financial Year 2018-19.

Request you to take the same on record and oblige.

Yours Faithfully,  
**For WHITE ORGANIC AGRO INDUSTRIES LIMITED**

  
**Authorised Signatory**  
Encl: As stated above.





**WHITE  
ORGANICS**

WHITE ORGANIC AGRO LIMITED

ANNUAL  
REPORT 2018-2019



[www.whiteorganicagro.com](http://www.whiteorganicagro.com)

## FROM THE DESK OF MANAGING DIRECTOR

Dear Fellow Shareholders,

It gives me great pleasure to share with you the highlights of our Company's performance for the financial year ended March 31, 2019.

As stated in the last Annual Report, it gives us immense pleasure to inform our shareholders that we are now into a single business activity of organic agro based business and allied activities (viz. farming, cultivation, retailing and marketing).

White Organic Agro started farming and cultivation activity on leased basis on 1360 acres of land at Rajkot in Gujarat. Multi location farming and cultivation is our strategy of minimize the effects of climatic disasters or natural calamities in a particular region. We have been able to bring together an excellent team of professionals with a wide experience on the organic farming front, their expertise helps us to introduce new products and increase our geographical reach going ahead. We endeavor to further enhance our leased farming activity across the country and also strengthen our contract farming business vertical.



Our in-house processing facility gives us an edge over competitors, with retail and distribution under one roof resulting in forward integration over farming activity. Currently we have over 250 products in our portfolio across different segments. Our integrated website is fully functional which provides an e-commerce platform to cater to the widespread demand across the nation. We also have the license to produce medicinal and nutritional products at our manufacturing unit.

We are overwhelmed to have recently leased centrally located warehouse cum delivery hub situated at prime location in Tilak Nagar, Mumbai with an excellent logistic support and is planning to acquire logistics hubs at several locations across the city to expand its operations further for its retail division

We have also launched all the organic products under a single brand name "White Organics". The management has planned staggered introduction of various ranges of organic products (viz :- pulses, spices, cereals, veggies, etc.) under a single brand. The management believes that to create a better presence and perception, it is better to have a single brand, which shall help to market all the products in better way. It shall be easy to introduce further more products and get better presence and better profits with minimum efforts compared to having more brands.

Our Company's capability is to offer complete organic product range and the right product mix through own farming and cultivation activities has made the brand "White Organics" a preferred choice amongst customers. We have a strong team which constantly engages in educating the farmers by conducting various seminars and knowledge sharing programs for various farming and cultivation related activities. We focus to increase the visibility of our brand not only domestically but also globally.

Our Management is committed towards building a healthy society. In this regards, we constantly spread awareness amongst people for "Healthy Eating and Healthy Living", as we go by the philosophy that "Our Food is Our Medicine". We are confident that India will see a strong shift towards the organic food with growth driven by acceleration in health consciousness, customer spending and huge opportunity lying within the unexploited organic sector.

Today, the Company has emerged as:

- The only listed entity in the organic food industry with global footprints in Dubai
- Only Company positioned strongly in organic farming as well as retailing of organic products
- Amongst leading organic retail players to run on a broader scale, by offering products online
- Among very few Indian companies with specialized and dedicated team in organic farming, retailing and distribution

- Among few Indian companies to a pan India presence as well as global presence under “White Organics” brand, backed by our own organic farming and cultivation activities

We are amongst the first few to foray into the organic food industry with farming and retail operations with dedicated teams. We plan to expand our presence in other parts of the country as well to de-risk the adverse climatic conditions affecting the farming activities. We currently evaluate this in phased manner. Our plan is to cater to the entire range of organic food products and other organic products.

Our focus will continue to deliver fair value to customers need; to add value to our farmers.

Our focal point remains on our expansion in the current year. We continuously make an effort to enhance our brand image, revenue & profit, ROCE and cash flows across all our businesses.

We are confident that in the coming years, along with the growth in domestic consumption & growth in economy globally, we will not only capture higher market share but also grow across India and abroad.

### **BUSINESS PERFORMANCE:**

The consolidated financial performance for the 12 months ended March 31, 2019, is as follows:

- Total Net revenue stood at Rs. 339.79 crore for the year ended March 31, 2019, as against Rs. 190.47 crore for the corresponding previous period last year, an increase of 78%, mainly on account of increase revenues across all businesses verticals, good rain in the farmland areas and due to huge demand for organic products.
- The EBIDTA (earnings before interest, depreciation and tax) was Rs. 6.94 crore for the year ended March 31, 2019, as against Rs. 13.43 crore for the corresponding previous period
- The profit after tax for the financial year ended March 31, 2019 was Rs. 5.11 crore as against Rs. 11.23 crore for the corresponding previous period

### **FUTURE PLANS:**

Our motive is to serve un-adulterated organic food products and contribute considerably in the making of a healthy India which is our principles and values.

The organic industry is expected to deliver exceptional growth globally. Reports indicate that the domestic organic food consumption pattern will grow by leaps and bounds riding on increased consumer awareness and will double in India in the next 10 years driven by Government initiatives and increased consumption.

The Company constantly endeavors to increase its product portfolio so that it can cater to diverse customer needs and evolve as one stop solution for organic products. With this we can increase our presence and strengthen the brand “White Organic”. Our farming activity and diversified portfolio across food products, health and beauty provides a wide range of product selection thereby increasing client engagements.

I thank you all for your immense support and continued confidence in the management of our Company. I also like to thank all our stakeholders – farmers, customers, employees, partners, shareholders, business associates and society at large, for their faith in us.

Thank You\*



**WHITE  
ORGANICS**



*it's Pure*

**WHITE ORGANIC AGRO LIMITED**  
(FORMERLY KNOWN AS WHITE DIAMOND INDUSTRIES LIMITED)

CIN: L01100MH1990PLC055860

**ANNUAL REPORT 2018-19**

	<b>Contents:</b>
<b>Registered Office:</b> 312A, Kailas Plaza VallabhBaug Lane Ghatkopar (East), Mumbai 400077	Notice of the Annual General Meeting
<b>Statutory Auditors:</b> Guptaraj & Co. Chartered Accountants, 2-C Mayur Apartments, Dadabhai Cross Road No.3 Vile Parle (West) Mumbai- 400 056	Board's Report and its Annexure
<b>Register and Transfer Agents:</b> Sharex Dynamic (India) Pvt. Ltd	Management Discussion and Analysis Report
<b>Board of Directors</b> Mr. Prashant Rupani - Director & CFO Mr. Darshak Rupani - Managing Director Mr. Jitendra Mehta - Director Mr. Chandresh Jain - Independent Director Mrs. Jigna Thakkar - Independent Women Director Mr. Pritesh Doshi - Independent Director	Corporate Governance Report
	Annual Audited Financial Statements – Standalone (With audit report, schedules and notes)
	Annual Audited Financial Statements – Consolidated
	Attendance Slip and Proxy Form

## NOTICE FOR 29<sup>th</sup> ANNUAL GENERAL MEETING

Notice is hereby given that the 29<sup>th</sup> Annual General Meeting of the Members of White Organic Agro Limited will be held on Saturday, September 28, 2019, at 10:30 AM at Granville Greens Banquets, Near R Odeon Mall, R N Narkar Marg, Ghatkopar East, Mumbai - 400 077 to transact the following business:

### ORDINARY BUSINESS

1. To consider and adopt the Annual Audited Financial Statements for the financial year ended 31<sup>st</sup> March, 2019 including consolidated financials as at that date together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint Director in place of Mr. Jitendra Mehta (DIN: 05338982), who retires by rotation and being eligible has offered himself for reappointment.

### SPECIAL BUSINESS

3. Appointment of Mr. Pritesh Doshi as a Director and approval of term as Non- Executive Independent Director of the Company

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

**“RESOLVED THAT** pursuant to the provisions of sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV to the Act and relevant provisions of SEBI (Listing Obligation & Disclosure Requirements), Regulations 2015, including any statutory modifications and amendments as may be applicable for the time being in force, Mr. Pritesh H. Doshi (DIN 08368392), an Additional – Non-Executive Independent Director, by the Board of Directors of the Company on February 20, 2019 in terms of Section 161(1) of the Companies Act, 2013 to hold office until the conclusion of this Annual General Meeting, who has submitted declaration that he meets the criteria for independence as provided in section 149(6) of the Act, be and hereby appoint as a Director in terms of section 152 of the Companies Act, 2013 read with rules and statutory amendments as may be applicable for the time being in force, and a Non- Executive Independent Director of the company in terms of section 149, 152 read with rules and statutory amendments as may be applicable for the time being in force, to hold the office for a term of five consecutive years from 20<sup>th</sup> February, 2019 to 19<sup>th</sup> February, 2024, not be liable to retire by rotation.

**RESOLVED FURTHER THAT** any of the Director/s, CFO, CS be and hereby authorized to sign documents, issue appointment letters, do all such acts, deeds and things as may be necessary in this regard including filing of necessary e-forms, and intimations to such other authorities as may be required.”

4. Re-appointment of Mr. Chandresh Jain as Non- Executive Independent Director of the Company

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

**“RESOLVED THAT** pursuant to the provisions of sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV to the Act and relevant provisions of SEBI (Listing Obligation & Disclosure Requirements), Regulations 2015, including any statutory modifications and amendments as may be applicable for the time being in force, Mr. Chandresh Ratanchand Jain (DIN: 02565522), who has submitted declaration that he meets the criteria for independence as provided in section 149(6) of the Act, being eligible for re-appointment, be and hereby re-appointed as a Non- Executive

Independent Director of the Company to hold the office for second term of five consecutive years for term from 29<sup>th</sup> September, 2019 to 28<sup>th</sup> September, 2024, not be liable to retire by rotation.

**RESOLVED FURTHER THAT** any of the Director/s, CFO, CS be and hereby authorized to sign documents, issue appointment letters, do all such acts, deeds and things as may be necessary in this regard including filing of necessary e-forms, and intimations to such other authorities as may be required."

**By Order of the Board  
For White Organic Agro Limited**

**Sd/-**

**Mr. Darshak Rupani  
Managing Director  
DIN: 03121939**

**Date :** 04/09/2019

**Place:** Mumbai

**Registered Office of the Company**

312A, Kailas Plaza  
Vallabh Baug Lane  
Ghatkopar (East),  
Mumbai 400077

**Notes:**

- The relevant Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of the Special business item no. 3 and item no. 4 to be transacted at the meeting is annexed hereto.
- A Member entitled to attend and vote at the Annual General Meeting (the meeting) is entitled to appoint a proxy to attend and vote on poll, instead of himself / herself and a proxy need not be a Member of the Company.
- The Company has granted exemption to the Statutory Auditor from attending the Annual General Meeting.
- The proxy form should be deposited at the Registered Office of the Company not less than 48 (Forty Eight) hours before the commencement of the meeting.
- Corporate Members are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the meeting.
- For the convenience of the Members, an Attendance Slip is annexed to the Proxy Form. Members are requested to affix their signature at the space provided and fill up the particulars and hand over the attendance slip at the place of the Meeting.
- In case of joint holders attending the meeting, only such joint holder who is higher in order of names will be entitled to vote.
- The members who hold shares in electronic form are requested to write their Client ID and DP ID and those who hold shares in physical form are requested to write their Folio Number, in attendance slip for attending meeting.
- The Ministry of Corporate Affairs (MCA), Government of India, had issued the following circulars in Green Initiative i.e. Circular Nos. 17/2011 and 18/2011, dated April 21<sup>st</sup>, 2011 and April 29<sup>th</sup>, 2011 respectively, allowing companies to send official documents to their Shareholders electronically as part of its Green Initiatives in Corporate Governance.
- Recognizing the spirit of the circular issued by the MCA, we propose to send notices/ documents (i.e., physical Annual Report of the Company comprising of Balance Sheet, Profit & Loss Account, Directors' Report, Auditors' Report etc.) to the email address.
- In this behalf, we are confident that you would appreciate the "Green Initiative" taken by MCA. We solicit your cooperation in helping the Company to implement the e-governance initiatives of the Government.

Shareholders who have not updated their email ID till date are requested to kindly update your email address with your depository participant for Demat holding of shares and with Sharex Dynamic Pvt Ltd for physical holding of shares in the following format:

<b>Name of the member</b>	<b>Son of/ Daughter of/ Wife of</b>	<b>Client ID/ Ledger Folio No.</b>	<b>No. of Shares held</b>	<b>Pan No. (mandatory in case of Demat holders)</b>	<b>E-mail address</b>

- The members who still hold share certificate(s) in physical form are advised to dematerialize their shareholding to avail benefits of dematerialization, which include easy liquidity, since trading is permitted in dematerialized form only, electronic transfer, saving in stamp duty and elimination of any possibility of loss of documents and bad deliveries.
- **Nomination Facility**  
The members holding the shares in physical form may obtain the Nomination Form from the Company's Registrar and Share Transfer Agent.
- Members are requested to notify immediately any change in their address :

- to their Depository Participants (DPs) in respect of their electronic share accounts; and
- to Registrar and Share Transfer Agent of the Company in respect of their physical shares folios along with Bank particulars.
- Members desirous of getting any information in respect of the contents of the Annual Report are requested to forward the queries to the Company at least ten days prior to the Annual General Meeting so that the required information can be made available at the Meeting.

### E-Voting

In compliance with the provision of Section 108 of the Act and the Rules framed thereunder and Regulation 44 of the (Listing Obligation & Disclosure Requirements) the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by Central Depository Services Limited (CDSL), on all the resolutions set forth in the Notice.

#### **The instructions for members for voting electronically are as under:-**

- (i) The voting period begins on **25<sup>th</sup> September 2019 (IST 9.00 AM)** and ends on **27<sup>th</sup> September, 2019 (IST 5.00PM)**. 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 **21<sup>st</sup> September 2019** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
Dividend Bk Details <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 (iv).</li> </ul>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the changed login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xix) **Note for Non – Individual Shareholders and Custodians**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).



- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- 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).

**In case of members receiving the physical copy:**

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

B) The voting period begins on **25<sup>th</sup> September 2019 (IST 9.00am)** and ends on **27<sup>th</sup> September, 2019 (IST 5.00PM)**. 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 **21<sup>st</sup> September 2019** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

C) 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.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**→Voting at Annual General Meeting**

The Company shall conduct voting by means of ballot / poll process at the 29<sup>th</sup> Annual General Meeting for the resolutions to be discussed at the meeting. Further the Members who already voted by means of remote e-voting shall not be allowed to vote by ballot / poll at the 29<sup>th</sup> Annual General Meeting

**Other Instructions:**

- (i) The voting period begins on **25<sup>th</sup> September 2019 (IST 9.00am)** and ends on **27<sup>th</sup> September, 2019 (IST 5.00PM)**.
- (ii) The voting rights of Members shall be in proportion to their shares of the paid up Equity Share Capital of the Company.
- (iii) Ms. Rachana Maru, Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the e – voting process in a fair and transparent manner.
- (iv) The Scrutinizer shall, within a period not exceeding two working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report on the votes cast in favour or against, if any forthwith to the Chairman of the Company.
- (v) The results on the resolutions shall be declared on or after the Annual General Meeting of the Company and the resolutions will be deemed to be passed on the AGM date subject to the receipt of the requisite number of votes in favour of the resolution.
- (vi) The results declared along with the Scrutinizer's Report shall be placed on the website of CDSL - [www.evotingindia.com](http://www.evotingindia.com) within two days of the passing of the resolutions at the 29<sup>th</sup> AGM of the Company on Saturday, 28<sup>th</sup> September 2019 and communicated to BSE Limited, where the shares of the company are listed.

**DETAILS OF DIRECTORS SEEKING REAPPOINTMENT IN THE FORTHCOMING ANNUAL GENERAL MEETING**

<b>Name</b>	Mr. Jitendra Jogalkishore Mehta	Mr. Pritesh Doshi	Mr. Chandresh Jain
<b>Date of Birth</b>	22/06/1952	09/04/1971	12/10/1981
<b>Date of Appointment</b>	04/06/2012	20/02/2019	20/08/2014
<b>Brief Profile</b>	He has 33 years of experience in the field of Commerce, Accountancy and the Company has been benefited from his experience.	Mr. Pritesh Doshi is an experienced businessman with rich experience of various sectors / food grain commodities. As an marketing expert having vast 30 years of experience in international marketing, he would prove as an asset for the international reach and the formation of core marketing strategies of the company. since the last 30 years. During his business tenure, he has gained rich experience in dealing with many domestic and international FMCG customers.	Mr. Chandresh R Jain is a commerce graduate from Mumbai University aged about 38 years and has been working in the Legal and administrative Filled from Past 17 Years.  He has also gained rich experience in dealing with distribution of various goods at domestic and international level to the FMCG customers.  He has been on the board of the company since August 2014.
<b>Qualification</b>	Commerce Graduate	Commerce Graduate	Commerce Graduate
<b>Directorships held in other companies</b> (excluding section 8 and foreign companies)	NIL	1. White Organic Retail Limited	NIL
<b>Memberships of committees across other companies</b> (includes only Audit & Shareholders / Stakeholder Relationship Committee)	NIL	Chairman& Member - Audit Committee Member- Stakeholder Relationship Committee	NA
<b>Shares held in the Company</b>	NIL	NIL	NIL
<b>Relationship between directors inter-se</b>	NIL	NIL	NIL
<b>Number of Board Meetings attended during FY 2018-19</b>	08	01	10

**Date :** 04/09/2019  
**Place:** Mumbai

**By Order of the Board**  
**For White Organic Agro Limited**  
**Sd/-**  
**Mr. Darshak Rupani**  
**Managing Director**  
**DIN: 03121939**

## **EXPLANATORY STATEMENT TO THE NOTICE OF 29<sup>TH</sup> ANNUAL GENERAL MEETING**

*AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013 READ WITH ACCOMPANYING RULES AND SECRETARIAL STANDARD 2*

### **ITEM No. 3: Appointment of Mr. Pritesh Doshi**

Mr. Pritesh Doshi was appointed as an additional Director of the Company on 20<sup>th</sup> February, 2019 in terms of section 161 of the Companies Act, 2013 read with applicable rules and amendments, to hold office until the conclusion of upcoming annual general meeting. The Board of Directors on recommendation of the NRC, recommend to the Shareholders to appoint him as a Director in terms of section 152 of the Act.

Further, Mr. Pritesh Doshi has been appointed as a Non- Executive Independent Director for a term of 5 consecutive financial years [from 20<sup>th</sup> February 2019 to 19<sup>th</sup> February, 2024] subject to approval of shareholders proposed to be accorded in terms of section 149 read with section 152 of the Companies Act and rules, SEBI (LODR) Regulations, 2015, all their statutory amendments and modifications.

The Company has received declaration from him stating that he meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

He has also given his consent to continue to act as Director of the Company, if so appointed by the members. In the opinion of the Board, Mr. Pritesh Doshi is satisfying the conditions specified under Section 149 (6) of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1Xb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for his appointment as an Independent Non-Executive Director of the Company and is independent of the management.

Copy of the draft letter for appointment of Mr. Pritesh Doshi as an Independent Non-Executive Director setting out terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company from 10:00 am to 3:00 pm on any working day, except Saturday, upto the date of AGM and also the AGM of the Company. The Board considers that his association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Pritesh Doshi as an Independent Director.

Accordingly, the Board recommends to shareholders to appoint him by passing of an Ordinary Resolution in relation to appointment of Mr. Pritesh Doshi for the approval by the members of the Company in terms of section 149, 152 and allied regulations of SEBI LODR Regulations read with accompanying rules and amendments.

Except Mr. Pritesh Doshi being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice of the 29<sup>th</sup> Annual General Meeting.

### **ITEM No. 4: Re-appointment of Mr. Chandresh Jain as Non- Executive Independent Director**

Mr. Chandresh Jain (DIN: 02565522) was appointed as an Independent Director of the Company at the 24<sup>th</sup> Annual General Meeting of the Company to hold office for a term of 5 years ending on 28<sup>th</sup> September, 2019.

The Company has received declaration from him stating that he meets the criteria of independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

He has also given his consent to continue to act as Director of the Company, if so re-appointed by the members. In the opinion of the Board, Mr. Chandresh Jain is satisfying the conditions specified under Section 149 (6) of the Act, the

Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1Xb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for his re-appointment as an Independent Non-Executive Director of the Company and is independent of the management.

Copy of the draft letter for re-appointment of Mr. Chandresh Jain as an Independent Non-Executive Director for a further term of 5 consecutive financial years, setting out terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company from 10:00 am to 3:00 pm on any working day, except Saturday, upto the date of AGM and also the AGM of the Company. The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Chandresh Jain as an Independent Director.

Accordingly, the Board recommends to shareholders to appoint him by passing of an Special Resolution in relation to appointment of Mr. Chandresh Jain for the approval by the members of the Company in terms of section 149, 152 and allied regulations of SEBI LODR Regulations read with accompanying rules and amendments.

The Board of Directors of the Company, on recommendation of NRC, recommend to the shareholders for approval by means of a Special Resolution, to re-appoint him at the upcoming Annual General Meeting for second term of 5 years [from 29<sup>th</sup> September, 2019 to 28<sup>th</sup> September, 2024].

Except Mr. Chandresh Jain, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice of the 29<sup>th</sup> Annual General Meeting.

**By Order of the Board  
For White Organic Agro Limited**

**Sd/-**

**Mr. Darshak Rupani  
Managing Director  
DIN: 03121939**

**Date :** 04/09/2019  
**Place:** Mumbai

To  
The Members,  
**WHITE ORGANIC AGRO LIMITED**  
(FORMERLY KNOWN AS WHITE DIAMOND INDUSTRIES LIMITED)  
CIN: L01100MH1990PLC055860

The Directors have the pleasure in presenting the 29<sup>th</sup> Annual Report on the business and operations of your Company and the Audited Financial Statements for the year ended 31<sup>st</sup> March, 2019.

**FINANCIAL HIGHLIGHTS****(Rs. In Lacs)**

<b>Particulars</b>	<b>Current Year</b>	<b>Previous Year</b>
Sales and Other Income	16281.02	4,607.12
Net Profit Before Tax	333.07	294.71
Net Profit After Tax	236.15	225.71

**COMPANY'S AFFAIRS**

White Organic Agro (BSE: WHITEORG) is Mumbai based only listed entity in edible organic farming and retail business, with a vision to empower the farmers and tap ever-expanding market for organic food. The Company is selling over 250 organic products in 12 major categories and 17 sub categories, from cereals to pulses, grains to vegetables, fruits to health supplements and skincare products to snacks (by following strict quality checks at each level of activity), it has become a preferred place for people who are health conscious and look for chemical-free food items.

White Organic Agro is the first listed pure play entity in the Indian organic food sector. Darshak Rupani, Managing Director of White Organic Agro, who took over the Company in 2010, initially was into diamond trading activity. He, however, realized diamond trading business was losing its sheen and soon led the Company to diversify into organic food business, being from the farming background. The Company has also hired a team of experienced professionals who were into the business of organic farming for over 10 to 12 years.

The company is **focusing on expansion of retail segment of the business and** We are exploring models like online e-store and tie ups with e-marketplaces, like Grofers, Big Basket and Amazon, and the export channel with strategic tie-ups with international companies.

In the financial year 2018-19, the Company has earned a profit of INR. 236.15 lacs on standalone basis as compared to Profit of INR. 225.712 Lacs during the previous financial year 2017-18. Highlights of consolidated financial performance form a part of Management Discussion and Analysis Report.

**CHANGE IN NATURE OF BUSINESS**

There was no change in nature of business.

**SHARE CAPITAL**

During the Financial Year 2018-2019:

- A) The Company has not issued any equity shares with differential rights.
- B) The Company has not issued any Sweat Equity Shares.
- C) Issue of Employee Stock Options: The Company has not issued any Employee Stock Options.

➔ The Company has allotted 1,75,00,000 Bonus Equity Shares in the ratio of 1:1 to all the Equity Shareholders on 08<sup>th</sup> February, 2019 [holding shares as on record date 07<sup>th</sup> February, 2019] after seeking respective approvals of Shareholders and the exchange.

## **DEPOSITS**

The Company has not accepted any deposits falling within the ambit of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014 during the Financial Year under review or any preceding financial years. Hence no amount of principal or interest is outstanding / repayable.

## **DIVIDEND**

The Board of Directors does not propose to declare any Dividend for the Financial Year 2018-19.

## **TRANSFER TO IEPF**

Amount of INR 45,669/- is due to be transferred to IEPF account.

## **RESERVES**

The Company has not transferred any amount to the Reserves.

## **BOARD OF DIRECTOR's & KMPs**

Following changes have taken place in the Board of Directors of the Company during the reporting financial year:

### **❖ Appointments:**

- Mr. Pritesh Doshi (DIN: 08368392) was appointed as an Additional (Non-Executive Independent Director), by the Board of Directors of the Company on February 20, 2019 in terms of Section 161(1) of the Companies Act, 2013 to hold office until conclusion of ensuing Annual General Meeting. He shall serve as a Non-Executive Independent Director for a term of consecutive 5 years starting from 20<sup>th</sup> February, 2019 to 19<sup>th</sup> February, 2024 and shall not be liable to retire by rotation, subject to approval of shareholders at the upcoming Annual General Meeting.
- Ms. Charmi Jobalia was appointed as Company Secretary & Compliance officer of the Company w.e.f 28<sup>th</sup> September, 2018.
- Mr. Ronak Desai was appointed as Internal Auditor of the Company w.e.f 28<sup>th</sup> September, 2018.

### **❖ Upcoming Appointments at the AGM**

- Mr. Jitendra Mehta (DIN: 05338982), is liable to retire by rotation at the 29<sup>th</sup> Annual General Meeting of the Company and being eligible he has offered himself for re-appointment. The Board of Directors of the Company on recommendation of NRC, recommend his appointment at the upcoming annual general meeting.
- Mr. Chandresh Jain (DIN: 02565522) was appointed as an Independent Director of the Company at the 24<sup>th</sup> Annual General Meeting of the Company to hold office for a term of 5 years ending on 28<sup>th</sup> September, 2019. The Board of Directors of the Company, on recommendation of NRC, recommend to the shareholders for approval by means of a Special Resolution, to re-appoint him at the upcoming Annual General Meeting for second term of 5 years [from 29<sup>th</sup> September, 2019 to 28<sup>th</sup> September, 2024].
- Mr. Pritesh Doshi appointed as Additional Director (Non-Executive Independent), holding office as an additional Non- Executive Independent Director of the Company till the conclusion of this AGM of the Company, Board on recommendation of NRC, recommends his appointment as Director of the Company in terms of section 152 and as a Non- Executive Independent Director of the company in terms of section 149, 152 read with rules and statutory amendments as may be applicable for the time being in force, to hold the office for a term of five consecutive years from 20<sup>th</sup> February, 2019 to 19<sup>th</sup> February, 2024, not be liable to retire by rotation.

## **DECLARATION BY INDEPENDENT DIRECTORS**

The Company has received the declarations from the Independent Directors under Section 149(7) of the Companies Act, 2013 stating that they meet the criteria of independence as laid down in Section 149(6) of the Companies Act, 2013 and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

## **BOARD EVALUATION**

Annual evaluation of the performance of the Board, its 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's LODR Regulations has been carried out.

The performance of the board was evaluated 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 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.

In a separate meeting of Independent Directors, performance of non-independent directors, and performance of the board as a whole was evaluated, taking into account the views of executive directors and non-executive directors. Performance evaluation of independent directors was done by the entire board, excluding the independent director being evaluated.

The Board of Directors expressed their satisfaction with the evaluation process.

## **INTERNAL FINANCIAL CONTROL SYSTEM AND THEIR ADEQUACY**

The Company has adequate system of internal financial control and risk mitigation system commensurate with the size of the Company and nature of its business. Detailed disclosure under the said head shall be included under the head Management Discussion and Analysis Report.

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

The Board met 11 times during the financial year and details of the same are mentioned in the Corporate Governance report which forms a part of the Board's report. The maximum interval between any two meetings did not exceed 120 days, as prescribed in the Companies Act, 2013.

## **COMMITTEES OF THE BOARD**

Currently, the Board has the following committees:

1. The Audit Committee
2. The Nomination and Remuneration Committee
3. Stakeholders relationship Committee

The Details of the Committees of the Board is mentioned in the Corporate Governance Report which forms a part of the Annual Report.

## DIRECTORS' RESPONSIBILITY STATEMENT

As required under the Provisions of section 134(5) of the Companies Act, 2013 the Directors hereby confirm:

1. That in preparation of the Annual Accounts for the year ended 31<sup>st</sup> March 2019, the applicable accounting standards have been followed along with the proper explanation relating to material departures, if any;
2. And applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2019 and of the profit of the company for the year ended on that date;
3. That the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.
4. That the Directors have prepared the annual accounts on a going concern basis.
5. That the Directors had laid down Internal Financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively;
6. That the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

## ORDERS PASSED BY REGULATORY AUTHORITY

During the Financial Year under review, there were no material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future.

## SUBSIDIARY, ASSOCIATES AND JOINT VENTURE COMPANIES

Your Company has a Wholly Owned Subsidiary named White Organic Retail Limited (Formerly known as Sapna Infraventure Private Limited).

### → BRIEF OVERVIEW ON SUBSIDIARIES:

#### ❖ **WORL: White Organic Retail Limited (Formerly known as White Organic Retail Private Limited and Sapna Infraventure Private Limited)**

The said subsidiary Company is into retailing and trading of the produce of leased farms of White Organic Agro Limited and by products of ICS group farms. The company had commenced the operations of its Organic Products Distribution and Retailing in October 2016. The company had done a research of organic market through its organic store located at 6, Krushal commercial complex, Amar Mahal, Chembur, Mumbai. The area is densely populated and dominated by highly educated and health conscious community. There is enormous and untapped growth Prospect in the areas viz :- organic farming, cultivation, retailing and marketing. Based on the research and requirements of the urban culture of Central Mumbai, the company has designed a model of delivering foods from farm to home and the company would very soon be launching the same.

The management of company has all the organic products under a single brand name "**White Organics**". The management has planned staggered introduction of various ranges of organic products (viz :- pulses, spices, cereals, veggies etc) under a single brand. The management believes that to create a better presence and perception, it is better to have single brand, which shall help to market all the products in better way. It shall be easy to introduce further more products and get the better presence and better profits with minimum efforts compared to having more brands.

The management believes buying organically grown food and healthy powders, free of harmful chemicals, bursting with more nutrition, taste, and sustainable sustenance is a direct vote for immediate health and the hopeful future of generations to come. Commercially it is very much viable business and biggest consumer market of the World is India.



### **Increased in Investment:**

- ➔ The company has received 7,10,000 (Seven Lakh and Ten Thousand only) fully paid up bonus equity Shares of WORL of Rs. 10/- each on 31<sup>st</sup> July, 2018.
- ➔ Rights Shares: 22,80,000 (Twenty Two Lakh Eighty Thousand Shares) on Rights basis on August 10, 2018 after adjusting outstanding loans against share application money to invest in the right shares of the Company.

**WORL had come with an Initial Public Issue of 24,54,000 Equity Shares of face value of ₹10/- each for cash at a price of ₹63/- per Equity Share (Issue Price), including a share premium of ₹53/- per equity share aggregating upto ₹1546.02 Lakhs was carried out and completely subscribed. The Company is now listed on SME Platform of BSE w.e.f. May 10, 2019. The Company has continued to be a Wholly Owned Subsidiary Company during the FY 2018-19 and post public issue continues to be a subsidiary with 55% Stake held by the Company.**

**Future Plans for Distribution and Retail:** The management has launched the franchisee module for the retail network. In the first phase of expansion the company is looking to setup 40+ retail outlets across Mumbai, Pune, Nasik, Ahmedabad, Surat, Vadodra, Rajkot and different educated, Health conscious and densely populated sectors across India. With the help of these distribution network / franchisee model, the management is very optimistic for the value addition and sales growth of the company.

**Products :** The company has also launched almost 230+ different products in wide range of categories viz :- Grains, Cereals, Pulses, Snacks, Syrups, Capsules, Health Powders, Churans, Mukhwass, Incense Sticks, Soap, Juices, and many more. The company has also launched the capsule range; The Company has also launched many medicinal and nutritional powders; all these products ranges gives the retail segment a broader scope and gives the edge of retailing and distribution everything under one roof. There is tremendous demand for the all these products in domestic and international markets.

The management is actively participating in our mission to create a sustainable environment of bringing health, happiness and True Wellness to our customers. Owing to these launches, the retail segment in a broader scope and gives the retail division the edge of retailing and distribution everything under one roof. There is tremendous demand for the all these products in domestic and international markets.

The advanced processing methods and dehydration technologies ensure that our herbs retain their maximum level of potency for the highest quality, most effective, pure and naturally organic True Wellness products available in the market today.

The management believes Buying organically grown food and healthy powders, free of harmful chemicals, bursting with more nutrition, taste, and sustainable sustenance is a direct vote for immediate health and the hopeful future of generations to come. Commercially it is very much viable business and biggest consumer market of the World is India.

### **e-Commerce integrated solutions for the Brand "White Organics"**

*In-line with the growth prospect and the vision of moving forward with digital India, also, as per the current scenario of the country, opting for more cashless transactions is the need of the time. The management has commenced eCommerce integrated website: [www.whiteorganics.co.in](http://www.whiteorganics.co.in) / [www.whiteorganics.in](http://www.whiteorganics.in) and very soon planning to unveil dedicated mobile application.*

**Exports:** The Retail division of the company shall also commence exports very soon. The management believes buying organically grown food and healthy powders, free of harmful chemicals, bursting with more nutrition, taste, and sustainable sustenance is a direct vote for immediate health and the hopeful future of generations to come. Commercially it is very much viable business and biggest consumer market of the World is India.

The company has already received few inquiries from different developing countries for exports of the Health Range of Organic Powders and Capsules. The management is determined to spread the wings internationally very soon.

#### ❖ **Future Farms LLP**

Future Farms LLP (FFL) is a Rajkot based limited liability partnership firm. The company is in the process to divest and exit from FFL

#### ❖ **White Organic Agro F.Z.E**

The company has commenced its full operations in its wholly owned subsidiary in Ajman, UAE.

Ajman Free Zone Authority or AFZA is strategically situated Free Zone at the entrance of the Arabian Gulf. AFZA was established in the year 1988 and was granted independent status by the ruler of Ajman.

#### ***Benefits of Ajman Free Zone Company Setup***

- A company established in Ajman can hold an account in a bank in the UAE
- Resident or employment visas for investor and employees
- A company located in Ajman enjoys 100% legal exemption from all imports and export duties.
- Cheap energy: Companies in Ajman enjoy low energy costs; it is popular for energy intensive businesses such as manufacturing to start their business in Ajman.
- Foreign Investors can obtain a 20 year land lease, which is renewable for another 20 years. This guarantees 40 years of legitimate tax exempt operations.
- Registering your company in Ajman will allow you to own an office and do business in UAE.
- 100% foreign ownership and repatriation of capital and profits.
- Exempted from financial reports submission and audit.
- Lowest tariffs in the region: Foreign investors enjoy lower set up costs than equivalent free zones in UAE. This makes business registration a cost effective solution to international entrepreneurs.
- The most economical wage structure and easy access to vast work force
- Total exemption from all import and export duties
- Total elimination of all service charges and hidden fees.
- No corporate tax
- No personal income tax
- Competitive pricing on premises
- No hidden fees
- No hidden charges
- Exceptionally low handling charges
- Lowest lease prices
- World class infrastructure
- Single Window Clearances (Licensing, Immigration, etc)
- Low Labor Cost
- No Red Tape

The subsidiary in Ajman would prove as a gateway for the international market where the company would be exporting Organic produce.

In terms of provisions contained in Section 129(3) of the Act, read with Rule 5 and Rule 8 of the Companies (Accounts) Rules, 2014, a report on the performance and financial position of the said subsidiary Company is provided as '**Annexure A**' to this report.

#### **STATUTORY AUDITORS**

Pursuant to Section 139 and Section 141 of the Companies Act 2013 and rules made thereunder, M/s. Gupta Raj & Co (FRN: 001687N) were appointed as the Statutory Auditors of the Company for a period of 5 years, to hold office from the conclusion of (27<sup>th</sup>) AGM till the conclusion of the 32<sup>nd</sup> AGM to be held in the year 2022.

## **CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION**

The information relating to conservation of energy and technology absorption by the Company is annexed to the report as **"Annexure B"**

## **EXTRACT OF ANNUAL RETURN**

The Extract of Annual Return in form MGT-9 as prescribed under the provisions of Section 92 of the Companies Act, 2013 is annexed to the report as **"Annexure C"**. Further, Annual return, once file shall be available on the website of the Company under the section – Investor Relations

## **FOREIGN EXCHANGE EARNING AND OUTGO**

During the year under review, there were no earnings in foreign exchange and the foreign exchange out go amounted to INR 896388/- as compared to an out go of INR. 8,83,638 /- during the erstwhile financial year.

## **CORPORATE SOCIAL RESPONSIBILITY**

The provisions of Section 135 of the Companies Act, 2013 regarding expenditure towards Corporate Social Responsibility was not applicable to the Company for Financial Year 2018-19. However, the Company voluntarily extends financial support in the form of donations to certain social welfare organizations.

## **CORPORATE GOVERNANCE**

Our Corporate governance philosophy: Your Company's philosophy on Corporate Governance has been to ensure fairness to the stakeholders with full transparency and to enhance and retain investor trust. We always seek to insure that our performance is driven by integrity.

Our Corporate governance report for the financial year ended on March 31, 2019 forms a part of this Annual Report.

## **MANAGEMENT DISCUSSION AND ANALYSIS**

The report on management discussion and analysis as per the SEBI (Listing Obligations and Disclosures Requirements), Regulations, 2015 forms integral part of this Annual Report.

## **VIGIL MECHANISM FOR DIRECTORS AND EMPLOYEES**

The Company has a Vigil Mechanism policy to report genuine concerns or grievances. The detail forms a part of the Corporate Governance Report.

## **MATERIAL CHANGES AND COMMITMENTS, IF ANY**

White Organic Retail Limited, Wholly Owned Subsidiary of the Company has been listed on the BSE SME Platform w.e.f 10<sup>th</sup> May, 2019 and post public issue continues to be a subsidiary with 55% Stake held by the Company.

There were no material changes and commitments affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statements relates and the date of the report.

## **NOMINATION AND REMUNERATION POLICY**

The Company has policies framed for remuneration and appointment of directors, Key managerial personnel and senior management of the company including criteria for determining qualifications, independence of Director and other

matters, as required under Section 178(3). The composition forms a part of the Corporate Governance Report and the said policy is available at the registered office of the Company.

#### **PARTICULARS OF TRANSACTION BETWEEN THE COMPANY AND NON EXECUTIVE DIRECTORS**

During the year under review the company has not entered into any transaction with its Non-Executive Directors.

#### **PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT 2013**

During the year under review, the Company has not given any guarantee to any party as provided under Section 186 of the Companies Act, 2013. The details of loans granted and investments made by the Company are provided in note No. 3, 4 and 11 to the standalone financial statements.

#### **SECRETARIAL AUDIT**

Pursuant to the provisions of Section 204 of the Companies Act 2013 and the rules made there under the Company has appointed **M/s. Rachana J Maru**, Company Secretary in Practice (C.P. No 16210) to undertake the Secretarial Audit of the Company for the F.Y. 2018-2019.

The Secretarial Audit Report is included as "**Annexure D**" and forms an integral part of this report.

#### **AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE**

As required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the auditors' certificate on corporate governance is enclosed as "**Annexure E**" to the Board's report.

#### **RELATED PARTY TRANSACTIONS**

All contracts, arrangements and transactions entered by the Company with related parties during FY 18-19 were in the ordinary course of business and on an arm's length basis. During the year, the Company did not enter into any transactions, contracts or arrangements with related parties that could be considered material in accordance with the Company's policy on related party transactions drawn in accordance with relevant regulations applicable to the Company. Accordingly, the disclosure of related party transactions in Form AOC-2 is not applicable

The details of such transactions entered by the Company with Related Party Transactions which are at Arm's Length Price and in Ordinary Course of Business are provided in Note No. 28 of the Financial Statements.

#### **DIRECTOR'S COMMENTS ON QUALIFICATIONS OR OBSERVATIONS**

##### **Statutory Auditors' Report**

The comments mentioned in the audit report with respect to the funds that need to be transferred to IEPF account; the Board of Directors has initiated the process to transfer the funds to the IEPF account. Further, the Statements made by the Auditors in their report are self-explanatory and doesn't require any comments by the Board of Directors.

##### **Secretarial Auditor Report**

With respect to comments mentioned in the report issued by Secretarial Auditors, we would like to state that, the points mentioned in the said report are self-explanatory and necessary measures are already initiated by the Board to adhere to the regulatory requirements.

## **RISK MANAGEMENT POLICY**

The Company has adopted a Risk Management Policy which helps the Company in identification of risk, lays down procedure for risk assessment and procedure for risk minimization.

## **PARTICULARS OF EMPLOYEES**

The Company wishes to place on record their appreciation to the contribution made by the employees to the operations of the company during the period.

During the year under review, there were no employees who were in receipt of the remuneration beyond the limits prescribed under Rule 5 (2) of Companies (Appointment and Remuneration) Rules, 2014 and therefore no disclosures need to be made under the said section. Further, the details of the top 10 employees in terms of remuneration drawn pursuant to rule 5(1) and 5(2) of Companies (Appointment and Remuneration) Rules, 2014 shall be available at the registered office of the Company during the business hours and the details ratios of the remuneration of each Director to the median remuneration to the employees of the Company for the financial year are enclosed as **"Annexure F"** to the Board's Report. The Company had 7 permanent employees during the year 18-19.

Mr. Darshak Rupani, Managing Director of the Company, Mr. Prashantt Rupani, Director, Ms. Jigna Thakkar (Women Independent Director) and Mr. Pritesh Doshi (Independent Director) are also Directors on the Board of Wholly Owned Subsidiary – White Organic Retail Limited, however they were not in receipt of any remuneration from the said subsidiary.

## **DISCLOSURE UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE:**

The Company has complied with provisions relating to prevention of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, to the extent applicable. During the year under review, there were no cases filed relating to the Sexual Harassment of Women at Workplace.

## **MAINTENANCE OF COST RECORDS:**

Maintenance of cost records as specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013, is not applicable to the Company.

## **ACKNOWLEDGEMENTS**

Your Directors wish to place on record their sense of appreciation for the excellent support received from the government authorities, bankers, consultants and the dedicated efforts of all employees in the working of the Company.

**By Order of the Board**

---Sd/---

**Mr. Darshak Rupani**  
**Managing Director**  
**DIN: 03121939**

---Sd/---

**Mr. Prashantt Rupani**  
**Director/ CFO**  
**DIN: 03138082**

**Date : 04/09/2019**  
**Place: Mumbai**

**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/ Joint Venture / Associate  
Companies**

(Information in respect of each subsidiary to be presented with amounts INR in lacs)

<b>Sl. No.</b>	<b>Particulars</b>	<b>Details</b>	<b>Details</b>
1.	Name of the subsidiary / Joint Venture / Associate	White Organic Retail Limited (Formerly Known As Sapna Infraventure Pvt. Ltd).	White Organic Agro F.Z.E
2.	Reporting currency and Exchange rate as on the last date of the relevant Financial year	INR	INR
3.	Share capital	300.000	21.08
4.	Other equity / Reserves	1763.74	NIL
5.	Total Assets	5514.17	273.17
6.	Total Liabilities	5514.17	273.17
7.	Investments	1086.68	NIL
8.	Turnover	16036.03	1017.39
9.	Profit before Taxation	254.47	39.71
10.	Provision for Taxation	74.90	N.A.
11.	Profit after Taxation	179.56	39.71
12.	Proposed Dividend	NIL	NIL
13.	% of shareholding	100%	100%

**For Gupta Raj & Co.**

Chartered Accountants  
Firm Reg No : 001687N

**Sd/-**  
**CA Nikul Jalan**  
**Partner (Mem. No: 112353)**

**By Order of the Board**

**---Sd/---**  
**Mr. Darshak Rupani**  
**Managing Director**  
**DIN: 03121939**

**---Sd/---**  
**Mr. Prashantt Rupani**  
**Director/ CFO**  
**DIN: 03138082**

**The information relating to conservation of energy and technology absorption by the Company**

**(A) CONSERVATION OF ENERGY**

- i. the steps taken or impact on conservation of energy:** The Company takes necessary steps for the conservation of energy at the office premises and at other commercial units.
- ii. the steps taken by the company for utilizing alternates source of energy:** NIL
- iii. the Capital Investment on energy conservation equipment:** NIL

**(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 last three years reckoned from beginning of financial year)**

(a) Details of technology imported: Nil

(b) Year of Import: Nil

(c) Whether technology has been fully absorbed: Nil

(d) If not fully absorbed, areas where absorption has not taken place and the reasons thereof: Nil

**The expenditure incurred on Research and Development: Nil**

**By Order of the Board**

---Sd/---

---Sd/---

**Date :** 04/09/2019

**Place:** Mumbai

**Mr. Darshak Rupani**  
**Managing Director**  
**DIN: 03121939**

**Mr. Prashantt Rupani**  
**Director/CFO**  
**DIN: 03138082**

## Form No. MGT 9

## EXTRACT OF ANNUAL RETURN as on financial year ended on 31.03.2019

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

I		Registration & other details:
i	CIN	L01100MH1990PLC055860
ii	Registration Date	19/03/1990
iii	Name of the Company	<b>White Organic Agro Limited</b> (Formerly Known as White Diamond Industries Limited)
iv	Category/Sub-category of the Company	Listed Company Limited by Shares Indian Non- Government Company
v	Address of the Registered office & contact details	312A, Kailas Plaza, Vallabh Baug Lane, Ghatkopar East Mumbai Mumbai City MH 400077
vi	Whether listed company	Yes – Equity Shares of the Company are listed with BSE Limited
vii	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Sharex Dynamic (India) Private Limited Unit 1, Luthra Ind Premises, Safed pool, Andheri Kurla Road, Andheri (East), Mumbai- 400072 T: 2851 5606/ 5644/ 6338   <a href="mailto:sharexindia@vsnl.com">sharexindia@vsnl.com</a>

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			
Sr. No.	Name & Description of main products / services	NIC Code of the Product /service	% to total turnover of the Company
1.	Wholesale of cereals & pulses	46201	100%

III		Particulars of Holding , Subsidiary & Associate Companies		
Name and Address of the Company	CIN / GLN	Holding / Subsidiary / Associate	% of Shares held	Applicable Section
White Organic Retail Limited (Formerly Known As Sapna Infraventure Pvt. Ltd). Address: 312A, Kailas Plaza, Vallabh Baug Lane, Ghatkopar East Mumbai Mumbai City MH 400077	U01100MH2011PLC225123	Subsidiary (Wholly Owned)	100	2(46)
White Organic Agro F.Z.E Address: B. C. 1300929, Ajman, UAE	NA – Foreign Subsidiary	Subsidiary (Wholly Owned)	100	2(46)



IV	Shareholding Pattern (Equity Share capital Break up as % to total Equity)										
	Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				Change during the year	
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	No. of Shares	Change in (%)
<b>A. Promoters</b>											
<b>(1) Indian</b>											
a) Individual/HUF (including Directors)	2306668	-	2306668	13.18	4623978	-	4623978	13.21	+2317310	+100.03	
b) Central Govt. or State Govt.	-	-	-	-	-	-	-	-	-	-	
c) Bodies Corporate	2138450	0	2138450	12.22	4276900	-	4276900	12.22	+4276900	+112.22	
d) Bank/Fl	-	-	-	-	-	-	-	-	-	-	
e) Any other	-	-	-	-	-	-	-	-	-	-	
<b>SUB TOTAL:(A) (1)</b>	<b>4445118</b>	<b>0</b>	<b>4445118</b>	<b>25.40</b>	<b>8900878</b>	<b>-</b>	<b>8900878</b>	<b>25.43</b>	<b>4455760</b>	<b>+100.03*</b>	
<b>(2) Foreign</b>											
a) NRI- Individuals	-	-	-	-	-	-	-	-	-	-	
b) Other Individuals	-	-	-	-	-	-	-	-	-	-	
c) Bodies Corp.	-	-	-	-	-	-	-	-	-	-	
d) Banks/Fl	-	-	-	-	-	-	-	-	-	-	
e) Any other...	-	-	-	-	-	-	-	-	-	-	
<b>SUB TOTAL (A) (2)</b>	<b>-</b>	<b>-</b>	<b>-</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>4445118</b>	<b>0</b>	<b>4445118</b>	<b>25.4</b>	<b>8900878</b>	<b>-</b>	<b>8900878</b>	<b>25.43</b>	<b>4455760</b>	<b>+100.03*</b>	
<b>B. Public Shareholding</b>											
<b>(1) Institutions</b>											
a) Mutual Funds	-	-	-	-	-	-	-	-	-	-	
b) Banks/Fl	-	-	-	-	-	-	-	-	-	-	
c) Central Govt.	-	-	-	-	-	-	-	-	-	-	
d) State Govt.	-	-	-	-	-	-	-	-	-	-	
e) Venture Capital Fund	-	-	-	-	-	-	-	-	-	-	
f) Insurance Companies	-	-	-	-	-	-	-	-	-	-	
g) FIIS	-	-	-	-	-	-	-	-	-	-	
h) Foreign Venture Capital Funds / Portfolio Investors	-	-	-	-	-	-	-	-	-	-	
i) Others (specify)	-	-	-	-	-	-	-	-	-	-	
<b>SUB TOTAL (B)(1):</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	

<b>(2) Non Institutions</b>										
9										
i) Indian	365662	40500	406162	2.32	833398	80000	913398	2.61	+507236	+100.29
ii) Overseas	-	-	-	-	-	-	-	-	-	-
b) Individuals										
i) Individual shareholders holding nominal share capital upto Rs.2 lakhs	1594637	1224250	2818887	16.108	4216101	2319700	6535801	18.674	+3716914	112.566
ii) Individuals shareholders holding nominal share capital in excess of Rs. 2 lakhs	8721427	0	8721427	49.837	15078301	71800	16309978	46.600	-	+97.77
c) Others (specify)										
Clearing Member	47519	-	47519	0.272	238958	-	238958	0.683	+191439	+100.411
NRI (Non Repat)	752787	308100	1060887	6.062	1499587	601400	2100987	6.003	+1040100	+99.05
Overseas Corporate Bodies	-	-	-	-	-	-	-	-	-	-
Hindu Undivided Family	-	-	-	-	-	-	-	-	-	-
<b>SUB TOTAL (B)(2):</b>	<b>11487032</b>	<b>1567850</b>	<b>13054882</b>	<b>74.6</b>	<b>23026222</b>	<b>3072900</b>	<b>26099122</b>	<b>74.57</b>	<b>13044240</b>	<b>99.92</b>
<b>Total Public Shareholding (B) = (B)(1)+(B)(2)</b>	<b>11487032</b>	<b>1567850</b>	<b>13054882</b>	<b>74.6</b>	<b>23026222</b>	<b>3072900</b>	<b>26099122</b>	<b>74.57</b>	<b>13044240</b>	<b>99.92</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	-	-	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	<b>15932150</b>	<b>1567850</b>	<b>17500000</b>	<b>100.00</b>	<b>31927100</b>	<b>3072900</b>	<b>35000000</b>	<b>100.00</b>	<b>+17500000</b>	<b>100.00</b>

<b>(ii) Shareholding of Promoters</b>								
Sr. No.	Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of shares	% of total shares of the company	% of shares pledged encumbered to total shares	No. of shares	% of total shares of the company	% of shares pledged encumbered to total shares	
1.	Prashant Mahesh Rupani	340000	1.943	-	680000	1.94	-	100.00
2.	Sapna Infratech Private Limited	1738450	9.934	-	3476900	9.93	-	100.00
3.	Mahesh Mohanlal Rupani	695000	3.971	-	1390000	3.97	-	100.00
4.	Darshak Mahesh Rupani	1071668	6.124	-	2153978	6.15	-	100.026
5.	Blueshell Systems Private Limited	400000	2.286	-	800000	2.29	-	100.00
6.	Sapna Mahesh Rupani	200000	1.143	-	400000	1.14	-	100.00

<b>(iii) CHANGE IN PROMOTERS' SHAREHOLDING ( SPECIFY IF THERE IS NO CHANGE)</b>							
<b>Sr. No.</b>	<b>For each of top 10 Shareholders</b>	<b>Date</b>	<b>Reason</b>	<b>Share- holding during the Year</b>		<b>Cumulative Shareholding during the year</b>	
				<b>No. of Shares</b>	<b>% of total shares</b>	<b>No. of shares</b>	<b>% of total shares</b>
<b>1</b>	<b>Blueshell Systems Private Limited</b>						
	At the beginning of the year	01.04.2018		4,00,000	2.286	4,00,000	2.286
	Changes during the year	15.02.2019	Bonus Shares	4,00,000	2.286		
	At the End of the year	31.03.2019		8,00,000	2.286	8,00,000	2.286
<b>2</b>	<b>Darshak Mahesh Rupani</b>						
	At the beginning of the year	01.04.2018		1071668	6.124	1071668	6.124
	Changes during the year	07-02-2019	Buy	321	6.126		
		15-02-2019	Bonus Shares	1071989	6.154		
		29-03-2019	Buy	10000	6.154		
	At the End of the year	31.03.2019		2153978	6.154	2153978	6.154
<b>3</b>	<b>Sapna Infratech Private Limited</b>						
	At the beginning of the year	01.04.2018		1738450	9.934	1738450	9.934
	Changes during the year	15.02.2019	Bonus Shares	1738450	9.934		
	At the End of the year	31.03.2019		3476900	9.934	3476900	9.934
<b>4</b>	<b>Mahesh Mohanlal Rupani</b>						
	At the beginning of the year	01.04.2018		695000	3.971	695000	3.971
	Changes during the year	15.02.2019	Bonus Shares	695000	3.971		
	At the End of the year	31.03.2019		1390000	3.971	1390000	3.971
<b>5</b>	<b>Prashant Mahesh Rupani</b>						
	At the beginning of the year	01.04.2018		340000	1.943	340000	1.943
	Changes during the year	15.02.2019	Bonus Shares	340000	1.943		
	At the End of the year	31.03.2019		680000	1.943	680000	1.943
<b>6</b>	<b>Sapna Mahesh Rupani</b>						
	At the beginning of the year	01.04.2018		200000	1.143	200000	1.143
	Changes during the year	15.02.2019	Bonus Shares	200000	1.143		
	At the End of the year	31.03.2019		400000	1.143	400000	1.143

<b>(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters &amp; Holders of GDRs &amp; ADRs)</b>							
<b>Sr.No.</b>	<b>For each of top 10 Shareholders</b>	<b>Date</b>	<b>Reason</b>	<b>Share- holding at the beginning of the Year</b>		<b>Cumulative Shareholding during the year</b>	
				<b>No. of Shares</b>	<b>% of total shares</b>	<b>No. of shares</b>	<b>% of total shares</b>
<b>1</b>	<b>Shrenik Chunnilal Chokshi</b>						
	At the beginning of the year	01-04-2018		516000	2.949	516000	2.949
	Changes during the year	18-05-2018	Sold	-24500	2.809	491500	2.809
		08-06-2018	Sold	-74252	2.384	417248	2.384
		06-07-2018	Sold	-18010	2.281	399238	2.281
		15-02-2019	Bonus Shares	399238	2.281	798476	2.281
	At the End of the year	31-03-2019		516000	2.281	798476	2.281
<b>2</b>	<b>Dilip Dalpatlal Mehta</b>						
	At the beginning of the year	01-04-2018		1066127	6.092	1066127	6.092
		15-02-2019	Bonus Shares	1066127	6.092	2132254	5.449
		15-03-2019	Sold	-225000	5.449	1907254	
	At the End of the year	31-03-2019		1907254	5.449	1907254	5.449

<b>3</b>	<b>Dalpatraj P Jain</b>						
	At the beginning of the year	01-04-2018		292579	1.672	292579	1.672
	Changes during the year	15-02-2019	Bonus Shares	292579	1.672	585158	1.672
	At the End of the year	31-03-2019		585158	1.672	585158	1.672
<b>4</b>	<b>Samir Shantilal Mehta</b>						
	At the beginning of the year	01-04-2018		560075	3.200	560075	3.200
	Changes during the year	31-12-2018	Sold	-25000	3.058	535075	3.058
		11-01-2019	Sold	-25000	2.915	510075	2.915
		18-01-2019	Sold	-50000	2.629	460075	2.629
		25-01-2019	Sold	-50000	2.343	410075	2.343
		01-02-2019	Sold	-50000	2.058	360075	2.058
		08-02-2019	Sold	-100000	1.486	260075	1.486
		15-02-2019	Bonus Shares	360075	1.772	620150	1.772
		08-03-2019	Sold	-50000	1.629	570150	1.629
		15-03-2019	Sold	-175000	1.129	395150	1.129
	At the End of the year	31-03-2019		1.129	395150	1.129	
<b>5</b>	<b>Manji Karaman Patel</b>						
	At the beginning of the year	01-04-2018		700000	4.000	700000	4.000
	Changes during the year	15-02-2019	Bonus Shares	700000	4.000	1400000	3.786
		22-03-2019	Sold	-75000	3.786	1325000	3.786
	At the End of the year	31-03-2019		1325000	3.786	1325000	3.786
<b>6</b>	<b>Bhogilal Mavji Vora</b>						
	At the beginning of the year	01-04-2018		700000	4.000	700000	4.000
	Changes during the year	15-02-2019	Bonus Shares	700000	4.000	1400000	4.000
		22-03-2019	Sold	-75000	3.786	1325000	3.786
		29-03-2019	Sold	-75000	3.571	1250000	3.571
	At the End of the year	31-03-2019		700000	3.571	1250000	3.571

<b>7</b>	<b>Kulin Shantilal Vora</b>						
	At the beginning of the year	01-04-2018		700000	4.000	700000	4.000
	Changes during the year	15-02-2019	Bonus Shares	700000	4.000	1400000	4.000
		22-03-2019	Sold	-75000	3.786	1325000	3.786
		29-03-2019	Sold	-75000	3.571	1250000	3.571
	At the End of the year	31-03-2019		1250000	3.571	1250000	3.571
<b>8</b>	<b>Vora Rocky Rasiklal</b>						
	At the beginning of the year	01-04-2018		700000	4.000	700000	4.00
	Changes during the year	15-02-2019	Bonus Shares	700000	4.000	1400000	4.00
	At the End of the year	31-03-2019		1400000	4.000	1400000	4.00
<b>9</b>	<b>Manojkumar Rasiklal Mehta</b>						
	At the beginning of the year	01-04-2018		624000	3.566	624000	3.566
	Changes during the year	15-02-2019	Bonus Shares	624000	3.566	1248000	3.566
	At the End of the year	31-03-2019		1248000	3.566	1248000	3.566
<b>10</b>	<b>Patel Dharmendra M</b>						
	At the beginning of the year	01-04-2018		600000	3.429	600000	3.429
	Changes during the year	15-02-2019	Bonus Shares	600000	3.429	1200000	3.429
	At the End of the year	31-03-2019		1200000	3.429	1200000	3.429
<b>11</b>	<b>Kalpesh Manji Patel</b>						
	At the beginning of the year	01-04-2018		600000	3.429	600000	3.429
	Changes during the year	15-02-2019	Bonus Shares	600000	3.429	1200000	3.429
		22-03-2019	Sold	-75000	3.214	1125000	3.214
	At the End of the year	31-03-2019		1125000	3.214	1125000	3.214

<b>(V) Shareholding Pattern of each of Directors, KMP's</b>					
<b>Sr. No.</b>	<b>For Each of the Directors &amp; KMP</b>	<b>Share-holding at the beginning of the Year</b>		<b>Cumulative Share-holding during the year end</b>	
		<b>No. of Shares</b>	<b>% of total shares of the company</b>	<b>No. of shares</b>	<b>% of total shares of the company</b>
1.	Darshak Rupani	871668	6.97	2153978	6.15
2.	Prashant Mahesh Rupani	140000	1.12	680000	1.94

<b>V INDEBTEDNESS</b>				
<b>Indebtedness of the Company including interest outstanding/accrued but not due for payment</b>				
	<b>Secured Loans excluding deposits</b>	<b>Unsecured Loans</b>	<b>Deposits</b>	<b>Total Indebtedness</b>
<b>Indebtness at the beginning of the financial year</b>				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	-	-	-	-
<b>Change in Indebtedness during the financial year</b>				
Additions	-	-	-	-
Reduction	-	-	-	-
Net Change	-	-	-	-
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	-	-	-	-

VI		REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL :		
<b>A.</b>		<b>Remuneration to Managing Director, Whole time director and/or Manager:</b>		
Sr. No.	Particulars of Remuneration	Name of the Director		Total Amount
		Mr. Darshak Rupani		
	Designation	Managing Director		
<b>1.</b>	<b>Gross salary</b>			
	(a) Salary as per provisions contained in section 17(1) of the Income Tax 1961	9,00,000		9,00,000
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961	-		-
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-		-
<b>2.</b>	<b>Stock option</b>	-		-
<b>3.</b>	<b>Sweat Equity</b>	-		-
<b>4.</b>	<b>Commission as % of profit</b>	-		-
<b>5.</b>	<b>Others, please specify (Sitting fees)</b>	-		-
<b>Total (A)</b>		<b>9,00,000</b>		<b>9,00,000</b>
<b>Ceiling as per the Act</b>		<b>84,00,000</b>		
<b>B.</b>		<b>Remuneration to other directors:</b>		
Sr. No.	Particulars of Remuneration	<b>NIL</b>		
<b>1.</b>	<b>Independent Directors</b>			
	(a) Fee for attending board committee meetings			
	(b) Commission			
	(c) Others, please specify			
	<b>Total (1)</b>			
<b>2.</b>	<b>Other Non Executive Directors</b>			
	(a) Fee for attending board committee meetings			
	(b) Commission			
	(c) Others, please specify.			
	<b>Total (2)</b>			
	<b>Total (B)=(1+2)</b>			
	<b>Total Managerial Remuneration</b>			
	<b>Overall Ceiling as per the Act.</b>			
<b>C.</b>		<b>REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD</b>		
Sl. No.	Particulars of Remuneration	Key Managerial Personnel		
		CEO	Company Secretary	CFO
<b>1</b>	<b>Gross Salary</b>	<b>Nil</b>		
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.			
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961			
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961			
<b>2</b>	<b>Stock Option</b>			
<b>3</b>	<b>Sweat Equity</b>			
<b>4</b>	<b>Commission as % of profit</b>			
<b>5</b>	<b>Others, (leave encashment)</b>			
<b>Total</b>				



VII		PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES			
Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority (RD/NCLT/Court)	Appeal made if any (give details)
<b>A. COMPANY</b>					
Penalty			Nil		
Punishment					
Compounding					
<b>B. DIRECTORS</b>					
Penalty			Nil		
Punishment					
Compounding					
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty			Nil		
Punishment					
Compounding					

*\*The Company has paid a penalty of Rs. 10,85,600/- to BSE Limited (The exchange) under protest, with respect to penal action for non-compliance of Regulation 17(1) of SEBI (LODR), Regulations 2015 pertaining to Composition of Board of Directors.*

**By Order of the Board**

---Sd/---

---Sd/---

**Date :** 04/09/2019

**Place:** Mumbai

**Mr. Darshak Rupani**  
**Managing Director**  
**DIN: 03121939**

**Mr. Prashantt Rupani**  
**Director/CFO**  
**DIN: 03138082**

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

FOR THE FINANCIAL YEAR ENDED 31<sup>st</sup> MARCH, 2018

*[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,  
White Organic Agro Limited  
(Formerly known as White Diamond Industries Limited)**

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **White Organic Agro Limited (Formerly known as White Diamond Industries Limited)** (hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conduct / statutory compliances and expressing my opinion thereon.

Based on my verification of the **Company's** books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, 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, 2019, 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 for the financial year ended on 31<sup>st</sup> March, 2019 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; (not applicable)
- IV. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

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) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
- (iii) Foreign Exchange Management Act, 1999 read with Consolidated FDI Policy
- (iv) Other laws applicable include the following:-
  - The Food Safety and Standards Act, 2006
  - Shops and Establishments Act, 1961

During the period under review, the Company has generally complied with the provisions of the above mentioned Acts, Rules, Regulations, Guidelines, Standards, Circulars, notifications etc except that, the Company has granted loans to certain parties, however the interest on the same was not charged in terms of Section 186 with the Companies Act, 2013. The composition of Board of Directors and of Nomination and Remuneration Committee was not in compliance with the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for certain part of the reporting period; Company secretary acting as Compliance officer and Internal Auditors were appointed w.e.f 28<sup>th</sup> September, 2018. Proof of physical dispatch of notices for conducting general meetings and to conduct KYC of shares holders holding shares in physical mode (for updation of KYC details with the Company) to the shareholders (whom

notices could not be e-mailed) could not be verified. An amount of INR. 45,669/- is pending to be transferred to IEPF account.

**I further report that**

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 unanimously and contrasting / contradictory views of members, if any are captured and recorded as part of the minutes.

I report that there are 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 was not involved in any activity which is having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above.

**Place:** Mumbai  
**Dated:** 23/08/2019

Sd/-  
**Rachana J Maru**  
**Practicing Company Secretary**  
**C.P. No.: 16210**  
**A.C.S. No.: 41825**

**Note:**

We have not verified the correctness and appropriateness of financial records, financial statements and books of accounts of the Company as it is taken care in the statutory audit.

To,  
The Members,  
**White Organic Agro Limited**  
**(Formerly known as White Diamond Industries Limited)**

Our Secretarial Audit Report dated 23<sup>rd</sup> August, 2019 is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to make a report based on the secretarial records produced for 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 report.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company as it is taken care in the statutory audit.
4. We have obtained the Management's representation about the compliance of laws, rules and regulations and happening of events, wherever required.
5. Compliance with the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.
6. This 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:** Mumbai  
**Dated:** 23/08/2019

Sd/-  
**Rachana J Maru**  
**Practicing Company Secretary**  
**C.P. No.: 16210**  
**A.C.S. No.: 41825**

**AUDITORS’ CERTIFICATE ON CORPORATE GOVERNANCE**

To  
The Members of  
**White Organic Agro Limited**  
**(Formerly known as White Diamond Industries Limited)**  
Mumbai

We have examined the compliance of conditions of Corporate Governance by White Organic Agro Limited (Formerly known as White Diamond Industries Limited) for the year ended 31<sup>st</sup> March, 2019 as stipulated in SEBI (LODR) Regulations, 2015 (new listing regulations) of the said Company with Stock Exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to procedures and progressive 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 of the financial statements of the company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance except meeting with the compliances of the Composition of Board and Nomination & Remuneration Committee as per SEBI (LODR) Regulations, 2015 (new listing regulations) which were met during later part of the reporting period. The Company has appointed a Company Secretary in Whole Time employment to act as a Compliance Officer and an internal auditor w.e.f 28<sup>th</sup> September, 2018.

We state that one investor grievance is pending as at 31<sup>st</sup> March, 2019, against the Company as per the records maintained by the Stakeholders Relationship Committee which the Company is in the process of resolving.

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

**For Gupta Raj & Co.**  
Chartered Accountants  
Firm Reg No : 001687N

**Date:** 30/05/2019  
**Place:** Mumbai

**Sd/-**  
**CA Nikul Jalan**  
**Partner (Mem. No: 112353)**

***"Annexure F" to the Board's Report***

**Ratio of remuneration of each director to the median remuneration of employees of the company for the financial year 2018-19, percentage increase of remuneration of each director and percentage increase in remuneration paid to Directors:**

<b>Name of the Director/KMP</b>	<b>Designation</b>	<b>Total Remuneration paid in F.Y 2018-19</b>	<b>Ratio of remuneration of director to the median remuneration</b>	<b>% increase in remuneration</b>
Darshak Rupani	Managing Director	9,00,000	3.94	NA
Prashantt Rupani	Director & CFO	Nil	Nil	NA
Jitendra Mehta	Director	Nil	Nil	NA
Chandresh Jain	Independent Director	Nil	Nil	NA
Jigna Thakkar	Independent Director	Nil	Nil	NA
Pritesh Doshi	Independent Director	Nil	Nil	Nil

**\*\*In order to facilitate on-going business operations, new team of fresh employees were recruited during the year. Further, during the reporting year, Company has paid an overall remuneration of Rs. 17,63,000/- as Compared to remuneration of Rs. 10,37,000/- signifying an overall increase of 70% during the FY 18-19 in the salaries paid. There has been no increase in remuneration paid to the Managing Director as compared to previous financial year. The said remuneration paid to Managing Director has been duly approved by the members by means of special resolution.**

**Justification:** As the Managing Director he is key person responsible for providing vital inputs for effective functioning, diversification and general overall management of the company. Mr. Darshak Rupani's rich experience spans across various fields and his leadership skills and expertise have helped the Company to Grow and diversify. His guidance and dedication have helped the Company to successfully venture out in new sectors. The Company has achieved an overall increase in consolidated income and also in standalone income during the ongoing financial year under his guidance.

**By Order of the Board**

---Sd/---

---Sd/---

**Date 04/09/2019**

**Place: Mumbai**

**Mr. Darshak Rupani**  
**Managing Director**  
**DIN: 03121939**

**Mr. Prashantt Rupani**  
**Director/CFO**  
**DIN: 03138082**

## RELATED PARTY DISCLOSURE

*Pursuant to Regulation 34(2) & 53(F) along with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) regulations, 2015*

The disclosures with regards to related party transactions of the Company with its subsidiary forms a part of the notes to financial statements under the head "Note 28 – Related Party Transactions"

## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

*Pursuant to Regulation 34(2) & 53(F) along with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) regulations, 2015*

White Organic Agro (BSE: WHITEORG) is Mumbai based only listed entity in organic farming and retail, with a vision to empower the farmers and tap ever-expanding market for organic food. The Company sells over 250 organic products in 12 major categories and 17 sub categories, from cereals to pulses, grains to vegetables, fruits to health supplements and skincare products to snacks (by following strict quality checks at each level of activity), it has become a preferred place for people who are health conscious and look for chemical-free food items.

White Organic Agro is the first listed pure play entity in the Indian organic food sector. Darshak Rupani, Managing Director of White Organic Agro, who took over the Company in 2010, initially was into diamond trading activity. He, however, realized diamond trading business was losing its sheen and soon led the Company to diversify into organic food business, being from the farming background.

White Organic Agro is today one the only listed entity on the Bombay Stock Exchange (BSE: WHITEORG).

### → Organic Food Industry Structure, Development & Opportunities:

The organic food industry in India is in the early stages of growth. Higher disposable income and greater health awareness have resulted in an increased domestic demand for organic food. There is huge premium in selling organic products, not only to export markets but also to affluent, health conscious domestic consumers. India is endowed with an abundance of labour and has diverse agro-climatic region that is well suited to year round agriculture. It still has strong traditional agricultural practices. Can India make use of this comparative advantage to introduce sustainable agriculture practices and at the same time improve incomes of small and marginal farmers On the supply side, small and marginal farmers realize that there is an opportunity to get higher net incomes even if yields are low in organic agriculture. This is because the price of pesticides and chemicals has increased significantly over the last few decades resulting in a significant increase in the cost of production. Organic farming cost could be 50% to 60% less when compared to inorganic farming practices. In addition to domestic demand side, globalized markets provide significant opportunities for Indian agriculture to capture a larger share of the global demand for organic food. This paper analyzes the growth of the organic food industry in relation to domestic and export demand. We also look at the supply side to determine if organic farming and sustainable agricultural practices could help improve farmers' income. Finally, this paper analyses existing policy framework towards organic agriculture and how small and marginal farmers could possibly benefit in this niche market

The organic food market in India is growing at 25-30 per cent, but the awareness about organic farming is still low in India despite huge spending, the government of India said.

It released a study which projected that the domestic organic food market would touch the \$1.36 billion mark by 2020.

In 2014, the size of the organic food market, which is highly unorganised, was \$0.36 billion, and organic pulses and foodgrains took the lion's share of the market, said the study prepared by industry body ASSOCHAM and TechSci Research.

According to the study, India's organic food market has potential to grow more than 25 per cent annually to touch \$1.36 billion by 2020, provided there is more awareness about these products and the government incentivizes region-specific organic farming to ensure consistent growth in future. Emphasizing on the need to increase awareness about certified

organic food products, the study said, "The level of awareness about organic food products in India is extremely low and is limited to consumers in metro cities." The study suggested that companies in collaboration with the government should organise awareness and training programmes for farmers as well as consumers.

"This would result in optimum utilisation of resources, cultivation of better quality food products and overall increase in productivity as well as consumption," it added.

The study also recommended that organic producers should focus on pulses and foodgrains to maximise earnings, besides tapping export potential in the Middle-East and South-East Asia, which have high concentration of high net worth individuals. The current growth in the organic food market is driven by rising health consciousness, changing lifestyles, mounting disposable spending and growing availability of organic food products in shopping malls and retail outlets. More growth is expected in future as the government is increasingly supporting organic farming in the form of subsidies and is also planning to roll out a comprehensive policy in this regard.

As per the government data, organic farming is practised in 12 states in about 4.72 million hectares. In 2013-14, organic food production was 1.24 million tonnes.

Globally the organic sector continues to grow in demand. According to Market research Company Ecovia Intelligence the estimates of global market for organic food reached \$ 89.7 billion in 2016 (more than 80 billion euros). The United States is the leading market with 38.9 billion euros, followed by Germany (9.5 billion euros), France (6.7 billion euros), and China (5.9 billion euros). In 2016, most of the major markets continued to show double-digit growth rates, and the French organic market reported a growth of 22%. The highest per capita spending was in Switzerland (274 Euros), and Denmark had the highest organic market share (9.7% of the total food market).

The organic products industry has shown unswerving growth over the last 25 years. The organic industry earned \$35 billion in 2014, which was just \$1 billion in 1990. Credited with being the primary market force drivers, food safety and health concerns have been driving the industry since the end of 2009 recession. Targeting core customers with its "eating well and living well" theme.

Global increases in the area of organic farmland, and production volumes are not keeping up with global demand, signaling the potential for even greater growth for organic producers, processors and handlers. Undersupplies of organic primary produce in many sectors, including organic grains, fruit and vegetables, livestock feeds etc.

India, the largest number of organic producers in the world, According to the World of Organic Agriculture Report 2018, there are 835,000 certified organic producers with more than 30% of total number of organic producers (2.7 million) globally. India contributes only 2.59% (1.5 million hectares) of the total area (57.8 million hectares) under certified organic cultivation. China has around 50% and India has 30% of total organic cultivable land in Asia. organic products worth \$90 billion were sold globally in 2016. According to the latest data, current area under organic cultivation, which is a significant increase from just 11 million hectares in 1999, is still 1.2% of the total agriculture land

In Asia, there has been an 11% increase in the area under organic management, with especially large growth in India (64%). Asia is increasing its share of the world organic consumer market, partly driven by food scares in China. The central government in China has added organics to its national planning policies, and a number of national and provincial Asian governments have positively supported organic farming, including Bhutan, Sri Lanka, Sikkim (India), and the Philippines.

Organic sales in the USA jumped and now account for over 5% of all total food sales in the USA. Demand is expected to outstrip domestic organic production in the USA, with significant volumes of fruit and vegetables, grains, oilseeds, herbs, spices and sugar being imported.

The largest organic markets are USA, Germany and France. USA held ~47% of the global market by value, followed by the European Union (~35%) and China (~6%). Switzerland, Denmark, Luxemburg and Sweden had the highest per capita consumption of organics and Denmark, Switzerland and Luxembourg had the highest market shares. There are 87 countries with organic standards, and 17 countries are in the process of drafting legislation affecting organic production. 250 PGSs are operating in 73 countries in 2016, with strongest participation in India (43,000 producers).



Overall, organics remains a small part of the agricultural production sectors and markets. Only 1% of global agricultural land is under organic management, with the highest regional shares being less than 10%. However, land under certified organic management makes up more than 10% of agricultural land in eleven countries, and has reached even higher proportions in Liechtenstein (30.2%) and Austria (21.3%)

USA is by far the largest market of organic products with total value of \$44 billion and 44% of the global organic packaged food and beverage market.

India will see strong improvement in growth driven by acceleration in construction spending and expansion in its manufacturing sector. India's prospects are bright due to low oil prices.

**OPPORTUNITIES** - Continued awareness rising of the benefits of organic production and certification is imperative, to overcome consumer confusion and the possibility of fraud. There is a need for continuous consumer education on the meaning and value of organic production and certification. This requires an ongoing explanation of the costs of producing and certifying organic products: Organically approved seed, learn to manage fertility and pests through natural methods, and locate their own market.

#### → **Threats**

- Competition from local and multinational players
- Execution risk
- Regulatory changes
- Attraction and retention of farmers

#### → **Economic Overview**

In emerging and developing Europe, where growth in 2017 is estimated to have exceeded 5%, activity in 2018 and 2019 is projected to remain stronger than previously anticipated, lifted by a higher growth forecast for Poland and especially Turkey. These revisions reflect a favorable external environment, with easy financial conditions and stronger export demand from the euro area, and, for Turkey, an accommodative policy stance

Growth in the Middle East, North Africa, Afghanistan, and Pakistan region is also expected to pick up in 2018 and 2019, but remains subdued at around 3.5%. While stronger oil prices are helping a recovery in domestic demand in oil exporters, including Saudi Arabia, the fiscal adjustment that is still needed is projected to weigh on growth prospects.

This year and next growth is projected to remain over 2% in the Commonwealth of Independent States, supported by a slight upward revision to growth prospects for Russia in 2018.

#### → **Product-wise Performance**

Our performance of the organic agro business activity has started reflecting tremendous response from the market in almost a year of our operations. We have completely migrated to a pure play organic agro activity providing our services through the entire value chain of the organic activity (i.e. farming, cultivation, harvesting, processing, wholesale, retail and exports) following strict quality checks at each level of activity.

The Company has successfully entered into the organic segment (largely unexplored market) and has emerged as the only pure play organic agro Company in the listed space. On account of strong backend that not only enables the Company to cater to the expected explosive demand but also equips it to penetrate deeper and spread the Company's geographical reach in the coming years. We are seeing a strong traction in demand for products. Currently we have over 250 products in portfolio and planning to add more in the near future.

The Company's focus continues to remain on core organic farming activity with not more than 1,000 acres for a particular crop. Company is not only targeting the viable aspect of rapidly growing concept of organic food, but also putting great efforts to educate the larger society to understand and adapt to better and healthier ways of livelihood.

The Company's performance in last couple of quarters represents the acceptance of products. The Company is continuously working to take the brand "White Organics" to the target population. For this we have planned different promotional, marketing and advertising activities, also working towards increasing existing product portfolio and bring more niche products in product offerings. The Company has witnessed great demand for products. This gives tremendous confidence to move up the value chain and keep introducing new products.

The Company will continue to strive towards providing the best possible services through quality products and help build a stronger and healthier India. Company's efforts will always be to win over the "Trust and Loyalty" of the consumers thereby build a great brand "White Organics".

### → Outlook

The Company constantly endeavors to increase its product portfolio so that it can cater to diverse customer needs and evolve as one stop solution. With this we can increase the presence and evoke the brand "White Organics". The motive is to serve un-adulterated organic food products and contribute considerably in the making of a healthy India which is principles and values.

The organic industry is expected to deliver exceptional growth globally. The Company's farming activity and diversified portfolio across food products and health and beauty provides a wide range of product selection for increasing client engagement. As the only listed pure play organic food Company, we have first mover advantage. Reports indicate that the domestic organic food consumption pattern will grow by leaps and bounds riding on increased consumer awareness and will double in India in the next 10 years driven by Government initiatives and increased consumption.

### → Risks and Concerns:

The Company faces the following Risks and Concerns:

#### **Economic Risk**

Any business is in a way or other, dependent on the prevailing global economic conditions. Inflation, changes in tax, trade, fiscal and monetary policies, scarcity of credit etc. However, we do not expect to be significantly affected by this risk.

#### **Risks in Organic Agriculture**

Risks that are similar to those in conventional farming, though they may be managed in different ways in organic farming;

Risks that are different between organic farming and conventional farming, but that may only be temporary, due to the recent rapid growth in the organic sector;

Risks that greatly different from those of most conventional farmers because of the different nature of the production and marketing systems.

#### **Production Risks**

Organic farming is less restricted in their choice of crops for rotation than conventional farmers, who risk damage to certain crops from previously applied pesticides. Organic farming can be affected by the natural calamity, adverse weather conditions and climatic risks that are similar for organic and conventional farming. On account of harsh climates, bad weather such as hail or wind can destroy a crop very quickly. Any farmer without irrigation facilities faces the risk of drought, but as organic farmers' investment in soil quality allows their soils to hold water and withstand drought better

than those of their conventional farmers. Organic producers face less risk than conventional producers on account of chemical-free pesticides usage.

Thus, we believe we have adequate mitigation in place for trade risk.

### **Input Risks**

Organic farming may face dearth of certified organic seeds, biological pesticides, specialized farm equipment designed for organic cultural practices and other inputs because the market they offer to suppliers may be too small to be profitably served by agribusiness. Concern about the availability of good quality compost that has not been contaminated by GMOs. The flow of credit to organic producers is limited and can be difficult to obtain.

### **Transition Risk**

The process of transitioning from conventional to organic agriculture may also pose production and market risks that do not persist over time. During the transition process, it faces a steep learning curve as they learn to control pests biologically, manage nutrient cycles, produce different crops, and tap new markets. Crop yields may drop initially on some farms as the soil is being rebuilt and beneficial insect populations are restored. Farmers are unable to command organic premiums until after they have acquired organic certification, which usually requires a three-year waiting period and which commands high value of money.

### **→ Internal Control Systems and their adequacy**

In view of the changes in the Companies Act, the Company has taken additional measures to strengthen its internal control systems. Additional measures in this regard are fraud risk assessment, mandatory leave for employees, strengthening background verification process of new joiners, whistle blower policy and strengthening the process of risk management. The Company maintains a system of internal controls designed to provide a high degree of assurance regarding the effectiveness and efficiency of operations, the adequacy of safeguards for assets, the reliability of financial controls, and compliance with applicable laws and regulations.

The organization is well structured and the policy guidelines are well documented with pre-defined authority. The Company has also implemented suitable controls to ensure that all resources are utilized optimally, financial transactions are reported with accuracy and there is strict adherence to applicable laws and regulations.

The Company has put in place adequate systems to ensure that assets are safeguarded against loss from unauthorized use or disposition and that transactions are authorized, recorded and reported. The Company also has an exhaustive budgetary control system to monitor all expenditures against approved budgets on an ongoing basis.

Recognizing the important role of internal scrutiny, the Company has an internal audit function which is empowered to examine the adequacy of, and compliance with, policies, plans and statutory requirements. It is also responsible for assessing and improving the effectiveness of risk management, control and governance process.

Periodical audit and verification of the systems enables the various business groups to plug any shortcomings in time. As stated earlier the Company has improved effectiveness of the risk management process wherein it evaluates the Company's risk management system and suggests improvement in strengthening risk mitigation measures for all key operations, controls and governance process. In addition, the top management and the Audit committee of the Board periodically review the findings and ensure corrective measures are taken.

### **→ Discussion on Consolidated Financial Performance with respect to Operational Performance**

In continuation with the operational performance highlighted in the introductory paragraph and product wise performance, the consolidated performance of the Company for the financial year ended March 31, 2019, is as follows:

- Total Net revenue stood at Rs. 339.79 crore for the year ended March 31, 2019, as against Rs. 190.47 crore for the corresponding previous period last year, an increase of 78%, mainly on account of increase revenues across all businesses verticals, good rain in the farmland areas and due to huge demand for organic products.
- The EBIDTA (earnings before interest, depreciation and tax) was Rs. 6.94 crore for the year ended March 31, 2019, as against Rs. 13.43 crore for the corresponding previous period
- The profit after tax for the financial year ended March 31, 2019 was Rs. 5.11 crore as against Rs. 11.23 crore for the corresponding previous period

#### → **Material Development in Human Resources**

The Company has Human Relations and Industrial Relations policies in force. These are reviewed and updated regularly in line with the Company's strategic plans. The Human Relations team continually conducts training programs for the development of employees.

The Company aims to develop the potential of every individual associated with the Company as a part of its business goal. Respecting the experienced and mentoring the young talent has been the bedrock for the Company's successful growth. The Company's employees' age bracket represents a healthy mix of experienced and willing-to-experience employees.

Human resources are the principal drivers of change. They push the levers that take futuristic businesses to the next level of excellence and achievement. The Company focuses on providing individual development and growth in a work culture that enables cross-pollination of ideas, ensures high performance and remains empowering.

Details relating to top employees shall be placed at the registered office of the Company for inspection by the Members of the Company.

→ *The Management of the Company has been diligent in drawing up the said assumptions, expectations, predictions and forecasts as on date. However, considering the dynamic business and regulatory environment, it assumes no responsibility to publicly amend, modify or revise forward looking statements, on the basis of any subsequent developments, information or events. Actual results may differ materially from those expressed in the statement. Important factors that could influence the Company's operations include changes in government regulations, tax laws, economic developments within the country and such other factors globally*

→ *The financial statements have been prepared in compliance with the requirements of the Companies Act, 2013, relevant Indian Accounting Standards. Please refer Directors' Report in this respect.*

#### → **Key Financial Ratios**

In accordance with the SEBI (Listing Obligations and Disclosure Requirements 2018) (Amendment) Regulations, 2018, There were no significant changes (being 25% or more as compared to the immediately preceding financial year) in the key financial ratios as compared to previous financial year.

**Return on net worth** has increased from 0.069 to 0.078 in the current financial year as compared to previous financial year due to increase in profit during the current year

## CORPORATE GOVERNANCE REPORT

Pursuant to Regulation 34(2) & 53(F) along with Schedule V of the SEBI (Listing Obligations and Disclosure requirements) regulations, 2015

### Company's Philosophy on Corporate Governance

Corporate Governance signifies acceptance by management of the inalienable rights of shareholders as the true owners of the organization and of their own role as trustees on behalf of the shareholders. We believe in adhering to and adopting the Corporate Governance practices in letter as well as spirit. The Company believes in adopting and adhering to the best recognized Corporate Governance practices and continuously benchmarking itself to improvise each such practice. The management understands and respects its fiduciary role and responsibility to the stakeholders and strives hard to meet their expectations. The Company believes that best board practices, transparent disclosures and shareholder empowerment are necessary for creating shareholder value.

### GOVERNANCE STRUCTURE

The Corporate Governance Structure at "**White Organic Agro Limited**" is as follows:

- 1. Board of Directors:** The Board is entrusted with the ultimate responsibility of the management, directions and performance of the Company. As its primary role is fiduciary in nature, the Board provides leadership, strategic guidance, objective and independent view to the Company's management while discharging its responsibilities, thus ensuring that the management adheres to ethics, transparency and disclosure.
- 2. Committees of the Board:** The Board has constituted the following committees viz, Audit Committee, Remuneration and Nomination Committee and Stakeholders Relationship Committee

## I. BOARD OF DIRECTORS

### COMPOSITION OF THE BOARD

The Board of Directors of the Company consists of 6 Directors and is headed over by Managing Director. The Board of the Company comprises of 3 Non Executive Independent Directors who with their diverse knowledge, experience and expertise bring in their independent judgment in the deliberations, governance and decisions of the Board.

None of the Directors on the Board is a member on more than 10 Committees nor serves as Chairperson of more than 5 Committees (as specified in Regulation 26 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015), across all listed entities in which he/she is a Director. The composition of the Board in detail is as follows as on 31<sup>st</sup> March 2019:

The names and categories of Directors on the Board, their attendance at Board Meetings held during the Financial Year 2018-19 and also the number of Directorships and Committee position held by them in other public limited companies as on March 31<sup>st</sup>, 2019 are as under:-

Sr. No.	Name of The Directors	Category	No. of Directorships in other Indian Public Companies	Number of Committee positions held in other Public Companies
1.	Mr. Darshak Mahesh Rupani	Managing Director (Executive & Promoter)	1	2

2.	Mr. Prashant M. Rupani	Chairman (Executive & Promoter)	1	1
3.	Mr. Jitendra Jogalkishore Mehta	Executive Non- Promoter Director & Compliance Officer	NIL	0
4.	Mr. Chandresh R. Jain	Non-Executive Independent Director	0	0
5.	Mrs. Jigna V. Thakkar*	Non-Executive Independent Women Director	1	3
6.	Mr. Pritesh Hasmukhlal Doshi	Non-Executive Independent Director	1	3

### Meetings of the Board:

The meetings of the Board of Directors are generally held at the registered office of the Company situated at 312 A, Kailas Plaza, Vallabh Baug Lane, Ghatkopar East, Mumbai 400077. The Board met Eleven times during the year with clearly defined agenda, circulated well in advance / at shorter notice before each meeting.

During the financial year under review, the meetings of the Board of Directors were held on the following dates: 30<sup>th</sup> May 2018, 9<sup>th</sup> August 2018, 31<sup>st</sup> August 2018, 28<sup>th</sup> September 2018, 30<sup>th</sup> October, 2018 17<sup>th</sup> December 2018, 26<sup>th</sup> December 2018, 16<sup>th</sup> January 2019, 28<sup>th</sup> January 2019, 8<sup>th</sup> February 2019 and 18<sup>th</sup> March 2019.

The necessary quorum was present for all the meetings.

The Attendance of the members of the Board at the meeting held during the financial year 2018-2019 and at the last Annual general Meeting (AGM) are as follows:

Sr. No.	Name of the Directors	Meetings held during the tenure of the Director from 01/04/2018 to 31/03/2019	No of Meetings attended	Attendance at the last AGM
1.	Mr. Darshak Rupani	11	11	Yes
2.	Mr. Prashant M. Rupani	11	11	Yes
3.	Mr. Jitendra J. Mehta	11	8	No
4.	Mr. Chandresh R. Jain	11	10	Yes
5.	Mrs. Jigna V. Thakkar	11	11	Yes
6.	Mr. Pritesh H. Doshi	01	01	N.A.

### Inter - se Relationship between directors:

Mr. Prashant Rupani and Mr. Darshak Rupani are brothers.

### No shares are held by Non-Executive Directors.

### Familiarization programmes imparted to Independent Directors:

The Independent Director are taken through various business and functional sessions on regular intervals to familiarize them with the day to day activities of the Company. Each director is explained in detail the compliance required from him / her under the Companies Act 2013, Listing Regulation, and other relevant regulations and affirmations taken with respect to the same.

**Web link where details of familiarization programmes:** [http://www.whiteorganicagro.com/investor\\_relations.html](http://www.whiteorganicagro.com/investor_relations.html)

## Independent Directors Meeting:

During the year under review, the Independent Directors met once on 18<sup>th</sup> Day of March, 2019 interalia, to discuss:

1. Evaluation of performance of the Board of Directors as a whole;
2. Evaluation of the quality, content and timelines of flow of information between the Management and the board that is necessary for the Board to effectively and reasonably perform its duties.

## II. BOARD COMMITTEES

The Board has constituted the following committees:

- Audit Committee
- Stakeholders Relationship Committee
- Nomination and Remuneration Committee

### A. Audit Committee

The Audit Committee is duly constituted and is responsible for the areas specified by Regulation 18, Part C of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and provisions of the Section 177 of the Companies Act 2013 (read with rules framed thereunder including any statutory modification and amendment that may be applicable for the time being in force) besides other roles as may be referred by the Board of Directors. The Audit Committee has reviewed the Annual financial results, half-yearly / quarterly results and internal working system of the company, its subsidiaries and has held discussion with the Statutory Auditors of the company.

In the financial year 2018-19, the Audit Committee duly met 7 times on following dates:

30<sup>th</sup> May 2018, 9<sup>th</sup> August 2018, 31<sup>st</sup> August 2018, 30<sup>th</sup> October, 2018 17<sup>th</sup> December 2018, 16<sup>th</sup> January 2019 and 8<sup>th</sup> February 2019.

The Composition of the Audit Committee as on 31<sup>st</sup> March 2019 and the details of meetings attended by the members of the Audit Committee are given below:

Name	Category	No. of Meetings during the year		
		Total number of meeting held during the year.	Meeting held during the tenure	Attended
Mr. Chandresh R. Jain	Non-executive & Independent – <b>Chairman</b>	07	07	07
Mrs. Jigna V. Thakkar	Non – Executive & Independent Director	07	07	07
Mr. Darshak Rupani	Managing Director	07	07	07

### B. Nomination and Remuneration Committee :

The Nomination and Remuneration committee of the Company comprises of Mrs. Jigna Thakkar (Chairperson), Mr. Chandresh Jain, and Mr. Prashantt Rupani. The terms of reference of the Committee are as per the provisions of the Section 178 of the Companies Act, 2013 and Regulation 19, Part D of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as may be applicable for the time being in force.

In the financial year 2018-19, the Nomination and Remuneration Committee duly met 3 times i.e.; on 31<sup>st</sup> August 2018, 28<sup>th</sup> September, 2018 and 08<sup>th</sup> February 2019. Mr. Prashant Rupani discontinued as member of NRC w.e.f 19<sup>th</sup> February, 2019 and Mr. Pritesh Doshi (Non-Executive Independent Director) was appointed as members of Auditor Committee w.e.f 20<sup>th</sup> February, 2019.

The Composition of the Nomination and Remuneration Committee as on 31<sup>st</sup> March, 2019 and details of Meetings attended by the Members of the Committee are given below:

Name	Category	No. of Meetings during the tenure of Director	
		Held	Attended
Mrs. Jigna V. Thakkar	Non – Executive & Independent Director- <b>Chairperson</b>	3	3
Mr. Chandresh R. Jain	Non-executive & Independent	3	3
Mr. Pritesh Doshi	Pritesh Doshi	0	0

#### **Nomination and Remuneration Policy:**

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Key Managerial Personnel, Senior Management, fix their remuneration and for performance evaluation of Independent Directors.

The performance of the Board as a whole for the financial year was reviewed by the Committee and the performance was found to be satisfactory.

The said policy is available for inspection at the registered office of the Company on all the working days, except Saturdays, Sundays and holidays between 11.00 a.m. and 1.00 p.m.

#### **C. Details of Remuneration paid to Directors for F.Y 2018 – 2019:**

- The Non - Executive Directors do not have pecuniary relationship and have not entered into any material financial transactions with the Company.
- No Directors were in receipt of any sitting fees during the year under review.
- The Company has not laid any criteria for payment of making payments to non-executive Directors

#### **Remuneration Paid to Directors in financial year 2018-19.**

(Amounts in INR)

Name of the Director	Fixed salary	Bonus / commission / Incentives	Total	Stock Options	No. of Equity Shares held
Mr. Darshak Rupani (Managing Director)	9,00,000	NIL	9,00,000	NIL	2153978 (6.15%)

\*Others: Service Contracts, Notice period – 2 Months, Severance fees – NIL.

#### **D. STAKEHOLDERS RELATIONSHIP COMMITTEE**

The Board of Directors of the Company has formed Stakeholders Relationship Committee as per the provisions of Section 178 of the Companies act, 2013. The Committee has been delegated authority by the Board to approve transfers/transmission of shares, issue of share certificates etc. The Committee meets as and when there transfers/transmission of shares, or any complaints/ queries of the shareholders need to be attended.

**The Composition of the Committee is as under:**



Mrs. Jigna V Thakkar (Non – Executive Independent Director)	Chairperson
Mr. Chandresh R. Jain (Non – Executive Independent Director)	Member
Mr. Darshak Rupani (Managing Director)	Member

**Ms. Charmi Jobalia (w.e.f 28<sup>th</sup> September, 2018) is the Company Secretary and Compliance Officer of the Company.**

The committee also reviews the queries and complaints received from the shareholders and the steps taken for their redressal.

Following are the details of the complaints received from the investors during the financial year 2018-19.

Number of Shareholders' Complaints received so far	18
Number not solved to the satisfaction of shareholders	0
Number of pending complaints	3

Half-yearly Transfer Audit and Quarterly Secretarial Audit are regularly carried out by an Independent Practicing Company Secretary.

### III. GENERAL BODY MEETINGS / POSTAL BALLOTS (HELD IN LAST 3 YEARS)

The details of last three Annual / Extra-ordinary General Meetings are as follows:

Year	Date	Time	Venue	Details of Special Resolutions Passed
EGM	28 <sup>nd</sup> January, 2019	10.30 A.M.	Granville Greens Banquets, Near R Odeon Mall, R N Narkar Marg, Ghatkopar East, Mumbai - 400 077	1. Amendment to Capital Clause of MOA 2. Issue of Bonus Shares
2017-18	28 <sup>th</sup> September, 2018	10.30 A.M.	Granville Greens Banquets, Near R Odeon Mall, R N Narkar Marg, Ghatkopar East, Mumbai - 400 077	NIL
2016-17	29 <sup>th</sup> September, 2017	10.30 A.M.	Granville Greens Banquets, Near R Odeon Mall, R N Narkar Marg, Ghatkopar East, Mumbai - 400 077	1. Re-appointment of Mr. Darshak M. Rupani as Managing Director 2. Alteration of Articles of Association (Adoption of New set of Articles)
2015-16	27 <sup>th</sup> September, 2016	10.00 A.M.	312A, Kailas Plaza, Vallabh Baug Lane, Ghatkopar (East) Mumbai-400077	NIL

\*Extra-ordinary General Meeting

### IV. MEANS OF COMMUNICATION

#### (a) Quarterly Results:

The unaudited quarterly/half yearly results are announced within 45 days of the close of the quarter. The audited annual results are announced within sixty days from the closure of the financial year as per the requirements of the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the stock exchanges.

**(b) Newspaper wherein results normally published:**

- **Regional Language Newspapers** – Mumbai Lakshadweep
- **English Newspapers** – The Financial Express Generally and occasionally – The Economic Times.

**(c) Website Details:**

The Company has its website as required under Regulation 46 of the SEBI (listing Obligations and Disclosure Requirements) Regulations, 2015. Weblink wherein the results and official news releases are displayed: [http://whiteorganicagro.com/investor\\_relations.html](http://whiteorganicagro.com/investor_relations.html)

**(d)** Latest media releases and presentations made to investors / analysts can be viewed on the weblink: [http://whiteorganicagro.com/investor\\_relations.html](http://whiteorganicagro.com/investor_relations.html)

**V. General Shareholders Information**

**1. Annual General Meeting**

The Annual General Meeting of the Company for the year ended March 31, 2019 will be held on Saturday, September 28, 2019, at Granville Greens Banquets, Near R Odeon Mall, R N Narkar Marg, Ghatkopar East, Mumbai - 400 077 at 10.30 a.m.

**2. Financial Year – April to March**

**3. Dividend Payment**

No dividend has been recommended for the year 2018-2019.

**4. Listing of Shares, Stock Code and Payment of Listing Fees**

Sr. No.	Name of the Stock Exchange	Stock code
1	The Bombay Stock Exchange Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400-001	513713

Annual listing fees are regularly paid to the exchange.

\*Further the Company was also listed Delhi, Ahmedabad and Madras Stock Exchange, which are unrecognized stock exchanges and are not functional as on date.

**5. Stock Market Data**

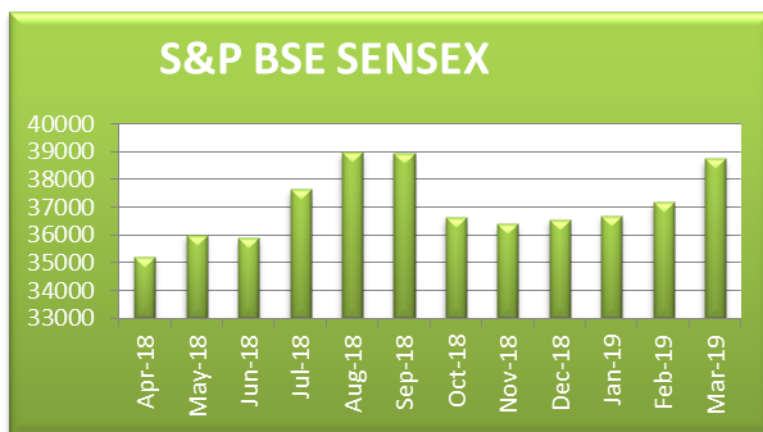
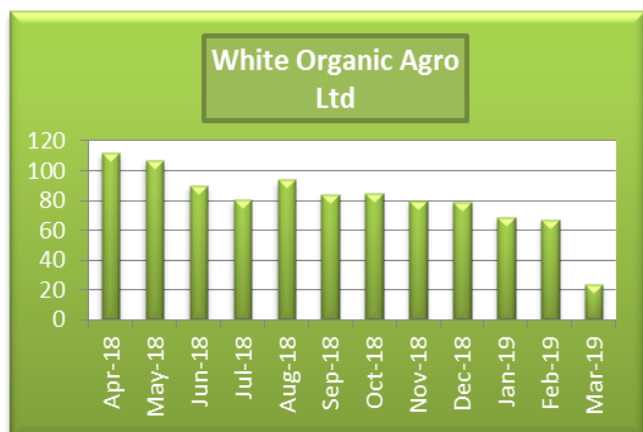
Stock Market Price Data for the year 2018-19:

Month	BSE Prices	
	High (Rs.)	Low (Rs.)
April, 2018	112.25	96.65
May, 2018	107.00	72.60
June, 2018	90.00	62.20
July, 2018	80.60	64.60
August, 2018	94.00	71.50
September, 2018	84.10	70.10
October, 2018	84.95	62.35
November, 2018	80.00	66.20

December, 2018	79.00	55.45
January, 2019	68.95	56.00
February, 2019	66.95	23.00
March, 2019	23.80	21.40

Shares of the Company were never suspended from trading throughout the reporting period.

## 6. Performance in comparison to broad based BSE Sensex indices



## 7. Share Transfer Agent

M/s. Sharex Dynamic (India) Private Limited, Mumbai has been appointed as a common agency for both physical and Electronic Connectivity for dematerialization of shares.

All requests for dematerialization of shares are processed and confirmation thereof is sent to the shareholders within 21 days of the receipt thereof.

## 8. Share Transfer System

The transfer of shares in physical form is processed and completed by the registrar and transfer agent within a period of 7 days from the date of receipt thereof provided that all the documents are in order. In case of shares in electronic form the transfers are processed by NSDL/CDSL through respective depository participants. In compliance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a practicing company secretary carries out audit of the system of transfers and the certificate to that effect is issued.

## 9. Distribution of Shareholding of the Company as on March 31, 2019 is as follows:

Share Holding of Nominal Value of	Folios		Shares	
	Numbers	%	In Rs.	%
UPTO TO 5000	12296	81.484	2,42,59,610	6.93
5001 TO 10000	1204	7.979	97,37,760	2.78
10001 TO 20000	810	5.368	1,37,91,600	3.94
20001 TO 30000	231	1.531	59,82,760	1.71
30001 TO 40000	163	1.08	60,48,510	1.73
40001 TO 50000	49	0.325	22,91,920	0.66
50001 TO 100000	162	1.074	120,76,540	3.45

100001 TO ABOVE	175	1.16	27,58,11,300	78.80
<b>Total</b>	<b>15090</b>	<b>100</b>	<b>35,00,00,000</b>	<b>100</b>

#### 10. Dematerialization of Shares

The Equity Shares of the Company are to be traded compulsorily in Dematerialized form. About 91.22 %of paid-up Equity Capital has been dematerialized as on 31<sup>st</sup> March, 2019.

The Company has entered in to agreements with the National Securities Depository Ltd. (NSDL) and the Central Depository Services (India) Ltd. (CDSL) for this purpose.

ISIN number for NSDL & CDSL: INE146C01019

#### 11. Issue of Bonus Shares:

During the year under review, 175,00,000 Equity Shares of INR.10/- each Fully paid up have been allotted as bonus shares on 08<sup>th</sup> February, 2019 to all the shareholders holding shares on record date 07<sup>th</sup> February, 2019 in compliance of the applicable laws.

**Apart from this, the Company has not issued any Global Depository Receipts or American Depository Receipts or any other convertible instruments.**

**12. Company does not undertake commodity trading, Foreign Exchange trading or hedging activities.**

**13. Company does not have any plants.**

**14. Address for Correspondence - Investor Services.**

All the communications & queries can be mailed to Ms. Charmi Jobalia, Compliance officer of the Company, at:

**Ms. Charmi Jobalia, (Compliance Officer)**  
**White Organic Agro Limited,**  
 312 A, Kailas Plaza, VallabhBaug Lane,  
 Ghatkopar East, Mumbai 400077  
 Contact No: 022-25011983  
 Email ID: info@whiteorganics.co.in

For any complaints relating to non-receipt of shares after transfer, transmission, change of address, mandate etc., dematerialization of shares, Annual Report, non-receipt of Annual Report, non-receipt of dividend etc., the complaint should be forwarded to-

M/s. Sharex Dynamic (India)Private Limited  
**Registered office:** Unit - 1, Luthra Industrial Estate, Safed Pool,  
 Andheri (East), Mumbai- 400072  
 Email: sharexindia@vsnl.com.

## E. Other Disclosures:

1. The Company has not entered into any materially significant related party transactions having potential conflict with the interests of listed entity at large. The disclosure of related party transactions has been made in the Notes to Accounts annexed to the Balance sheet as on March 31, 2019.
2. There have been minor non-compliance; and for one of the deficit, the Company was required to Rs. 10,85,600/- to BSE Limited (The exchange) [under protest], with respect to penal action for non-compliance of Regulation 17(1) of SEBI (LODR), Regulations 2015 pertaining to Composition of Board of Directors. Apart from this no penalties or strictures were imposed on the Company by the Stock Exchanges, SEBI or any other statutory authority, on any matter relating to any of capital market, during the last three years.
3. Pursuant to Section 177(9) & (10) of the Companies Act 2013 and Regulation 22 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the company has formulated the Whistle Blower Policy for Vigil mechanism for employees to report to the management about the unethical behavior, fraud or violation of Companies Code of Conduct. The mechanism provides for adequate safeguards against the victimization of the employees and directors who use such mechanism and makes provisions for direct access to the chairperson of the audit committee in exceptional cases. None of the personnel of the company has been denied access to the audit committee.
4. The Company has complied with most of the mandatory requirements except to those mentioned in the Secretarial Audit Report and certificate on Corporate Governance Report. Further the company has not adopted any non-mandatory requirements.
5. The Company has a Subsidiary and hence policy for determining 'material' subsidiaries has been adopted. However, the same could not be disclosed on the website as the website of the Company is under updation with respect to placing the policies; but is available at the registered office of the Company. Once updated, the same shall be available at the website of the co. url: [http://whiteorganicagro.com/investor\\_relations.html](http://whiteorganicagro.com/investor_relations.html).
6. The website of the Company is under updation hence policy on dealing with related party transactions was not disclosed on website. Once updated, the same shall be available at the website of the co. url: [http://whiteorganicagro.com/investor\\_relations.html](http://whiteorganicagro.com/investor_relations.html).
7. Company does not undertake commodity trading or hedging activities.
8. A certificate from a company secretary in practice that none of the Directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority is being attached as an annexure to this Report.
9. The board of Directors has accepted all the recommendation of the committees of the board which is mandatorily required, in the reporting financial year.
10. Total fees for all services paid by the Company and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part amounts to Rs. 1523283/-.
11. Disclosures in relation to the Sexual Harassment of Women at Workplace, (Prevention, Prohibition and Redressal) Act, 2013:

Number of Complaints filed during the FY	NIL
number of complaints disposed of during the financial year	NIL
number of complaints pending as on end of the financial year	NIL

## F. The Company has complied with all the requirements of Corporate Governance Report.

## G. The Company has not adopted any of the discretionary requirements specified in Part E of Schedule II

## H. Disclosures of the compliance with corporate governance requirements specified in regulation 17 to 27

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)
1	Board composition	17(1)	Yes
2	Meeting of Board of directors	17(2)	Yes
3	Review of Compliance Reports	17(3)	Yes
4	Plans for orderly succession for appointments	17(4)	NA
5	Code of Conduct	17(5)	Yes
6	Fees/compensation	17(6)	NA
7	Minimum Information	17(7)	Yes
8	Compliance Certificate	17(8)	Yes
9	Risk Assessment & Management	17(9)	Yes
10	Performance Evaluation of Independent Directors	17(10)	Yes
11	Composition of Audit Committee	18(1)	Yes
12	Meeting of Audit Committee	18(2)	Yes
13	Composition of nomination & remuneration committee	19(1) & (2)	Yes
14	Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
15	Composition and role of risk management committee	21(1),(2),(3),(4)	NA
16	Vigil Mechanism	22	Yes
17	Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
18	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
19	Approval for material related party transactions	23(4)	NA
20	Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes
21	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
22	Maximum Directorship & Tenure	25(1) & (2)	Yes
23	Meeting of Independent Directors	25(3) & (4)	Yes
24	Familiarization of independent directors	25(7)	Yes
25	Memberships in Committees	26(1)	Yes
26	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
27	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
28	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

### I. Disclosure on website

The following disclosures have been updated on the website of the Company (<http://whiteorganicagro.com/>):

- a. Details of Company's business;
- b. Details of establishment of vigil mechanism/ Whistle Blower policy;
- c. The email address for grievance redressal and other relevant details.
- d. the email address for grievance redressal and other relevant details;
- e. contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances
- f. financial information including:
  - i. notice of meeting of the board of directors where financial results shall be discussed;

- ii. financial results, on conclusion of the meeting of the board of directors where the financial results were approved;
- iii. complete copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report etc;
- g. shareholding pattern;
- h. schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange;

➤ **CEO and CFO Certification**

Mr. Darshak Rupani, Managing Director and Mr. Prashantt Rupani, Chief Financial Officer have furnished CEO/CFO Certificate to the Board as provided under Regulation 17(8) and specified in Part B of Schedule II of Listing Regulations.

The Company's website is under updation with respect to placing the policies; but is available at the registered office of the Company. Once updated, the same shall be available at the website of the co. url: [http://whiteorganicagro.com/investor\\_relations.html](http://whiteorganicagro.com/investor_relations.html).

---

---

***DECLARATION WITH RESPECT TO COMPLIANCE WITH CODE OF CONDUCT***

*{Issued in accordance with provisions of the Part D of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) regulations, 2015}*

**MD's Certification**

I, Mr. Darshak Rupani, Managing Director of the Company do hereby declare that the members of Board of Directors and Senior Management Personnel have affirmed compliance with the code of conduct of Board of Directors and Senior Management.

For **White Organic Agro Limited**

Sd/-  
Darshak Rupani  
DIN: 03121939  
Managing Director

---

---

## **CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

*(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)*

To,  
The Members of **White Organic Agro Limited**

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of White Organic Agro Limited having CIN: L01100MH1990PLC055860 and having registered office at 312A, Kailas Plaza, Vallabh Baug Lane, Ghatkopar East, Mumbai – 400077 (hereinafter referred to as 'the Company'), as produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my/our information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31<sup>st</sup> March, 2019 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such statutory authority.

Ensuring the eligibility of & for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Sd/-  
**Rachana J Maru**  
**Practicing Company Secretary**  
**C.P. No.: 16210**  
**A.C.S. No.: 41825**

Date: 23<sup>rd</sup> August, 2019  
Place: Mumbai





**WHITE ORGANIC AGRO LIMITED**

***ANNUAL (AUDITED) FINANCIAL STATEMENTS  
- STANDALONE***

# GUPTA RAJ & CO. CHARTERED ACCOUNTANTS

---

DELHI OFFICE :  
101, KD BLOCK,  
PITAMPURA,  
NEAR KOHAT ENCLAVE  
METRO STATION,  
NEW DELHI 110034  
PH. NO. 011-47018333

MUMBAI OFFICE :  
2-C, MAYUR APARTMENTS,  
DADABHAI CROSS RD. NO.3,  
VILE PARLE (WEST),  
MUMBAI,  
PIN 400056  
PH. NO. 26210901, 26210902.

AHEMDABAD OFFICE :  
A-307 INFINITY TOWER,  
CORPORATE TOWER,  
PRAHALAD NAGAR,  
AHMEDABAD  
PIN – 380015  
M. NO. 9726777733

NAGPUR BRANCH :  
1ST FLR, MEMON  
JAMAD BUILDING,  
NR CENTRAL BANK,  
MASKASATH, ITWARI,  
NAGPUR – 440002  
M. NO. 7387811111

---

## INDEPENDENT AUDITOR'S REPORT

### TO THE MEMBERS OF WHITE ORGANIC AGRO LIMITED

#### Report on the Standalone Ind AS Financial Statements

#### Opinion

We have audited the accompanying standalone Ind AS financial statements of White Organic Agro Ltd (“the Company”), which comprise the balance sheet as at 31 March 2019, and the statement of Profit and Loss (including other comprehensive income), statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, and profit, total comprehensive income, changes in equity and its cash flows for the year ended on that date.

#### Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the standalone Ind AS financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified opinion.

#### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters

We have determined that there are no key audit matters to communicate in our report.

#### Other Information

The Company's management and Board of Directors is responsible for the other information. The other information comprises the information included in the Company's annual report but does not include the

financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### **Responsibilities of Management and those charged with governance for the standalone Ind AS financial statements**

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Standalone Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, changes in equity and cash flows of the Company in accordance with accounting principles generally accepted in India, including Indian Accounting Standards (Ind AS) prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone Ind AS financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Ind AS financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

### **Auditors' Responsibility for the Audit of the Standalone Ind AS Financial Statements**

Our objectives are to obtain reasonable assurance about whether the Standalone Ind AS financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Standalone Ind AS financial statements.

As part of an audit in accordance with SAs. We exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Standalone Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are

also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Standalone Ind AS financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern
- Evaluate the overall presentation, structure and content of the Standalone Ind AS financial statements, including the disclosures, and whether the Standalone Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Standalone Ind AS financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

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

1. As required by the Companies (Auditor's Report) Order, 2016, ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in "Annexure 1", a statement on the matters specified in paragraphs 3 & 4 of the Order, to the extent applicable.
2. As required by section 143(3) of the Act, we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c) The Balance Sheet, the Statement of Profit and Loss including other comprehensive income, the Cash Flow Statement and the statement of changes in equity dealt with by this Report are in agreement with the books of account.
  - d) In our opinion, the aforesaid standalone Financial Statements comply with the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act, read with relevant rules issued thereunder.
  - e) On the basis of the written representations received from the directors as on 31 March, 2019, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2019, from being

appointed as a director in terms of Section 164(2) of the Act.

- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, we give our separate Report in “Annexure 2”.
- g) With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Company does not have any pending litigations which would impact its financial position.
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii. There has been delay in transferring unpaid dividends amounting to ₹ 45,669/- to Investor Education and Protection Fund by the company, which fall due for transfer in FY 2002-03 but has not been transferred till 31<sup>st</sup> March, 2018. The management of the Company was changed during FY 2010-11 and new management is in the process of transferring the unpaid dividend to Investor Education & Protection Fund.

**FOR GUPTA RAJ & CO.  
CHARTERED ACCOUNTANTS  
FIRM NO. 001687N**

**CA NIKUL JALAN  
PARTNER  
MEMBERSHIP NO. 0112353**

**PLACE: MUMBAI  
DATED : 30 May, 2019**

## **Annexure 1 to the Independent Auditors' Report**

**(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)**

- (i) In respect of its fixed assets:
  - (a) The company has maintained proper records showing full particulars, including quantitative details and situation of the fixed assets.
  - (b) As informed to us, all fixed assets have been physically verified by the management at reasonable intervals. No material discrepancies were noticed on such verification.
  - (c) According to the information and explanations received by us, none of the immovable properties as on the reporting date are held as Fixed Assets. Therefore, in our opinion, the requirement on reporting under Clause 3 (i) (c) is not applicable to the Company.
- (ii) The Company does not have any inventory as at 31<sup>st</sup> March 2019, However inventory has been physically verified by management during the year. In our opinion, the frequency of verification is reasonable. As informed, no material discrepancies were noticed on physical verification carried out during the year.
- (iii) As per the information and explanation given to us, the Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under Section 189 of the Act. Therefore provisions of sub clause (a), (b) and (c) of clause (iii) of paragraph 3 of the Order are not applicable to the Company.
- (iv) As per the information and explanation given to us in respect of loans, investments, guarantees and securities, the Company has complied with the provisions of Section 185 and 186 of the Act.
- (v) In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from the public within the provisions of Sections 73 to 76 of the Act and the rules framed there under. Therefore, the provisions of clause (v) of paragraph 3 of the Order are not applicable to the Company.
- (vi) As per the information and explanations given to us, in respect of the class of industry in which the Company falls, the maintenance of cost records has not been prescribed by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013. Therefore, the provisions of clause (vi) of paragraph 3 of the Order are not applicable to the Company.
- (vii) In respect of statutory dues:
  - (a) The company is generally regular in depositing with appropriate authorities, undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues applicable to it with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of above dues were in arrears, as at 31<sup>st</sup> March, 2018 for a period of more than six months from the date they became payable.
  - (b) According to the information and explanations given to us, there are no dues of income tax or sales tax or service tax or duty of customs or duty of excise or value added tax or cess which have not been deposited on account of any dispute.
- (viii) According to the information and explanation given to us, the company has not defaulted in repayment of dues to bank / financial institutions. The Company has not taken loan from government or has no dues to debenture holders.
- (ix) The Company has not raised moneys by way of initial public offer or further public offer (including debt instrument) or term loans hence reporting under clause (ix) of the Caro 2016 order is not applicable to company

- (x) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of fraud by the Company or any fraud on the Company by its officers or employees, noticed or reported during the year, nor have we been informed of any such instance by the management.
- (xi) As per the information and explanations given to us, managerial remuneration has been paid / provided in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the companies Act, 2013.
- (xii) In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause (xii) of paragraph 3 of the Order are not applicable to the Company.
- (xiii) As per the information and explanation given to us, all transactions entered into by the Company with the related parties are in compliance with Sections 177 and 188 of Act, where applicable and the details have been disclosed in the Financial Statements etc., as required by the applicable accounting standards.
- (xiv) The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Therefore, the provisions of clause (xiv) of paragraph 3 of the Order are not applicable to the Company
- (xv) The Company has not entered into any non-cash transactions with directors or persons connected with him. Therefore, the provisions of clause (xv) of paragraph 3 of the Order are not applicable to the Company.
- (xvi) As per the information and explanation given to us the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.

**FOR GUPTA RAJ & CO.  
CHARTERED ACCOUNTANTS  
FIRM NO. 001687N**

**CA NIKUL JALAN  
PARTNER  
MEMBERSHIP NO. 0112353**

**PLACE: MUMBAI  
DATED : MAY 30, 2019**

## **Annexure 2 to the Independent Auditors' Report**

**(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)**

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

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

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

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

#### **Auditors' Responsibility**

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

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

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

#### **Meaning of Internal Financial Controls Over Financial Reporting**

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

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



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

### **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31<sup>st</sup> March, 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI. Our opinion is not modified in respect of this matter.

**FOR GUPTA RAJ & CO.  
CHARTERED ACCOUNTANTS  
FIRM NO. 001687N**

**CA NIKUL JALAN  
PARTNER  
MEMBERSHIP NO. 0112353**

**PLACE: MUMBAI  
DATED : MAY 30,2019**

**WHITE ORGANIC AGRO LIMITED**  
(Formerly known as WHITE DIAMOND INDUSTRIES LIMITED)  
CIN: L01100MH1990PLC055860  
**Standlone Balance Sheet as at 31st March 2019**

		Amount in Lakh	
Particulars	Note Nos.	As at March 31, 2019	As at March 31, 2018
<b>I. ASSETS</b>			
<b>(1) Non-Current Assets</b>			
(a) Property, Plant and Equipment	2	6.70	7.09
(b) Capital work-in-progress		-	-
(c) Other Intangible assets		-	-
(d) Financial Assets			
(i) Investments in subsidiaries, Associate and Joint venture	3	1,821.36	384.96
(ii) Other Investments	4	965.36	1,286.53
(iii) Loans		-	-
(e) Deferred tax assets (net)	5	1.45	1.86
(f) Other non-current assets	6	27.39	-
(g) Non-Current Tax Assets (Net)	7	6.27	-
<b>Total Non Current Assets</b>		<b>2,828.53</b>	<b>1,680.45</b>
<b>(2) Current Assets</b>			
(a) Inventories	8	-	566.79
(b) Financial Assets			
(i) Trade receivables	9	3,291.29	924.99
(ii) Cash and cash equivalents	10	503.66	262.01
(iii) Bank balances other than (iii) above		-	-
(iv) Loans	11	555.50	1,655.32
(c) Current Tax Assets		-	-
(d) Other current assets	12	16.32	42.14
<b>Total Current Assets</b>		<b>4,366.76</b>	<b>3,451.25</b>
<b>TOTAL ASSETS (1+2)</b>		<b>7,195.29</b>	<b>5,131.70</b>
Particulars	Note Nos.	As at March 31, 2019	As at March 31, 2018
<b>II. EQUITY AND LIABILITIES</b>			
<b>(1) Equity</b>			
(a) Equity share capital	13	3,500.00	1,750.00
(b) Other equity	14	1,025.40	2,539.37
		<b>4,525.40</b>	<b>4,289.37</b>
<b>(2) Non Current Liabilities</b>			
(a) Financial liabilities			
(i) Borrowings		-	-
(ii) Others		-	-
(b) Provisions	15	0.02	0.02
(c) Deferred Tax Liabilities(Net)		-	-
(d) Other non-current liabilities		-	-
<b>Total Non Current Liabilities</b>		<b>0.02</b>	<b>0.02</b>
<b>(3) Current Liabilities</b>			
(a) Financial liabilities			
(i) Trade payables	16		
Dues of micro enterprise and small enterprise		-	-
Dues of creditor other than micro enterprise and small enterprise		2,497.89	777.28
(ii) Other financial Liabilities	17	22.30	5.53
(b) Other current liabilities	18	53.18	1.21
(c) Short-term provisions		-	-
(d) Current tax liabilities (net)	19	96.50	58.29
<b>Total Current Liabilities</b>		<b>2,669.87</b>	<b>842.30</b>
<b>TOTAL EQUITY AND LIABILITIES(1+2+3)</b>		<b>7,195.29</b>	<b>5,131.70</b>
Refer Accompany Notes to Accounts	1-32		

As per our report Of Even Date  
**For Gupta Raj & Co.**  
Chartered Accountants  
Firm Reg No : 001687N

**For White Organic Agro Limited**

**CA Nikul Jalan**  
Partner  
Mem. No. 112353

**DARSHAK RUPANI**  
MANAGING DIRECTOR  
(DIN: 03121939)

**PRASHANTT RUPANI**  
DIRECTOR & CFO  
(DIN: 03138082)

Place : Mumbai  
Date : 30.05.2019

**CHARMI JOBALIA**  
COMPANY SECRETARY

**WHITE ORGANIC AGRO LIMITED**

(Formerly known as WHITE DIAMOND INDUSTRIES LIMITED)

CIN: L01100MH1990PLC055860

**Statement of Profit & Loss for the Year Ended 31st March 2019**

						Amount in Lakh			
Particulars	Note Nos.	For the Year end 31, 2019		For the Year end 31, 2018					
		March	March	March	March				
<b>Revenue</b>									
I. Revenue from Operations (Gross)									
Sale of Goods	20	16,201.61		4,468.55					
Other Operating revenue		-		-					
II. Other income	21	79.41		138.57					
<b>III. Total Income (I+II)</b>		<b>16,281.02</b>		<b>4,607.12</b>					
<b>IV. Expenses</b>									
Purchase of stock-in-trade (Traded goods)	22	15,220.00		4,801.38					
Changes in inventories of stock-in-trade	23	566.79		(566.79)					
Employee Benefits Expenses	24	27.51		12.04					
Finance Cost		-		-					
Depreciation and Amortization Expenses	2	0.54		3.99					
Other Expenses	25	133.11		61.80					
<b>Total Expenses (IV)</b>		<b>15,947.96</b>		<b>4,312.40</b>					
<b>V. Profit/(loss) before Tax</b>		<b>333.07</b>		<b>294.72</b>					
<b>VI. Tax expense:</b>									
1. Current Tax		96.50		69.07					
2. Deferred Tax		0.41		(0.07)					
<b>VII. Profit/(Loss) for the period</b>		<b>236.15</b>		<b>225.71</b>					
<b>VIII. Other comprehensive income</b>									
<b>IX. Total comprehensive income for the period</b>		<b>236.15</b>		<b>225.71</b>					
<b>X. Earnings per equity share</b>									
Basic and diluted earnings per share	26	0.67		1.29					
<b>Significant Accounting Policies</b>	1								

As per our report Of Even Date

**For Gupta Raj & Co.**

Chartered Accountants

Firm Reg No : 001687N

**For White Organic Agro Limited**

**CA Nikul Jalan**

Partner

Mem. No. 112353

Place : Mumbai

Date : 30.05.2019

**DARSHAK RUPANI**

MANAGING DIRECTOR

(DIN: 03121939)

**CHARMI JOBALIA**

COMPANY SECRETARY

**PRASHANTT RUPANI**

DIRECTOR & CFO

(DIN: 03138082)

**WHITE ORGANIC AGRO LIMITED**

(Formerly known as WHITE DIAMOND INDUSTRIES LIMITED)

CIN: L01100MH1990PLC055860

**Cash Flow Statement for the year ended 31st March, 2019****Amount in Lakh**

Particulars	Amount in Lakh	
	For the year ended 31st March, 2019	For the year ended 31st March, 2018
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Profit before tax	333.07	294.72
Adjustments to reconcile profit before tax to cash provided by operating activities		
Depreciation expense	0.54	3.99
Interest income	(79.28)	(116.68)
<b>Operating profit before Working Capital Changes</b>	<b>254.33</b>	<b>182.03</b>
Changes in assets and liabilities		
(Increase) / Decrease in Inventory	566.79	(566.79)
(Increase) / Decrease in Trade Receivables	(2,366.30)	(662.03)
(Increase) / Decrease in Short Term Loans & Advances	1,099.82	(242.48)
(Increase) / Decrease in Other Current Assets	25.82	(29.83)
(Increase) / Decrease in Other Non - Current Assets	(27.39)	-
Increase / (Decrease) in Other Financial Liabilities	16.77	(59.69)
Increase / (Decrease) in Trade Payables	1,720.62	591.67
Increase / (Decrease) in Other Current Liabilities	51.97	(23.31)
<b>Cash Generated From Operations</b>	<b>1,342.43</b>	<b>(810.43)</b>
Income taxes paid	64.69	13.65
<b>NET CASH GENERATED BY OPERATING ACTIVITIES</b>	<b>1,277.74</b>	<b>(824.08)</b>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Payment towards capital expenditure	(0.15)	-
Investment in Subsidiaries	(1,436.40)	(383.84)
Disposal / (Purchase) of investments	321.18	205.22
Interest received	79.28	116.68
<b>NET CASH FLOW FROM / (USED IN) INVESTING ACTIVITIES</b>	<b>(1,036.09)</b>	<b>(61.94)</b>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Issue of Warrants		1,143.75
Stamp Duty On Issue of Capital		(1.53)
<b>NET CASH FLOW FROM / (USED IN) FINANCING ACTIVITIES</b>	<b>-</b>	<b>1,142.23</b>
Effect of exchange differences on translation of foreign currency cash and cash equivalents	-	-
<b>NET INCREASE / (DECREASE) IN CASH AND CASH EQUIVALENTS</b>	<b>241.65</b>	<b>256.21</b>
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE PERIOD	262.01	5.80
<b>CASH AND CASH EQUIVALENTS AT THE END OF THE PERIOD</b>	<b>503.66</b>	<b>262.01</b>

As per our report Of Even Date

**For Gupta Raj & Co.**

Chartered Accountants

Firm Reg No : 001687N

**For White Organic Agro Limited****CA Nikul Jalan**

Partner

Mem. No. 112353

Place : Mumbai

Date : 30.05.2019

**DARSHAK RUPANI**

MANAGING DIRECTOR

(DIN: 03121939)

**PRASHANTT RUPANI**

DIRECTOR &amp; CFO

(DIN: 03138082)

**CHARMI JOBALIA**

COMPANY SECRETARY

Notes to financial statements for the year ended 31 March 2019

**Note 13**  
**Share Capital**

**a. Details of Authorised, Issued and Subscribed Share Capital**

Amount in Lakh

Particulars	31-Mar-19	31-Mar-18
	<b>Authorised Capital</b>	
Equity shares of Rs 10 each	3,500	1,750
<b>Issued, Subscribed and fully Paid up</b>		
Equity shares of Rs 10 each	3,500	1,750
	<b>3,500</b>	<b>1,750</b>

1,75,00,000 Equity Shares of Face Value Rs 10 were issued as Bonus Shares in the ratio of 1 Eq Share of Rs. 10/- each against 1 Eq Share of Rs. 10/- each

**b. Reconciliation of number of shares at the beginning and at the end of the year**

Amount in Lakh

Particulars	31-Mar-19		31-Mar-18	
	No. of Shares		No. of Shares	
Shares outstanding at the beginning of the year	175	1,750	125	1,250
Add: Shares issued during the year	175	1,750	50	500
Shares outstanding at the end of the year	<b>350</b>	<b>3,500</b>	<b>175</b>	<b>1,750</b>

**c. Particulars of shareholders holding more than 5% of shares held**

Amount in Lakh

Name of Shareholder	31-Mar-19		31-Mar-18	
	No. of shares	Percentage	No. of shares	Percentage
Darshak Mahesh Rupani	21.54	6.15	10.72	6.12
Dilip Dalpatlal Mehta	19.07	5.45	10.66	6.09
Sapna Infratech Private Limited	34.77	9.93	17.38	9.93
Mahesh Mohanlal Rupani	13.90	3.97	6.95	3.97

The Company has only one class of shares referred to as equity shares having a par value of Rs 10/- each. Each holder of equity shares is entitled to one vote per share.

## Statement of Changes in Equity (SOCIE)

(a) Equity Share Capital		Amount in Lakh					
Particulars	Amount						
Balance as at April 1, 2017	1,250.00						
Changes in equity share capital during 2017-18	500.00						
<b>Balance as at March 31, 2018</b>	<b>1,750.00</b>						
Changes in equity share capital during the year (Issue of Bonus Equity Shares in the ratio 1:1)	1,750.00						
<b>Balance as at March 31, 2019</b>	<b>3,500.00</b>						
(b) Other Equity		Amount in Lakh					
Particulars	Reserves & Surplus						
	Foreign Currency Translation Reserve	Securities Premium	Surplus	Total			
Balance at April 1, 2017	0.13	1,785.00	754.24	2,539.37			
Profit for the year	-	-	-	-			
Other comprehensive income for the year	-	-	-	-			
<b>Balance at March 31, 2018</b>	<b>0.13</b>	<b>1,785.00</b>	<b>753.84</b>	<b>2,539.37</b>			
Profit for the year	-	-	236.15	236.15			
Share Warrant Money Received	-	-	-	-			
Bonus issue	-	(1,750.00)	-	(1,750.00)			
Tax Adjustment relating to Prior Period	-	-	(0.13)	(0.13)			
Other	-	-	-	-			
<b>Balance at March 31, 2019</b>	<b>0.13</b>	<b>35.00</b>	<b>989.87</b>	<b>1,025.40</b>			
<p>As per our report Of Even Date  <b>For Gupta Raj &amp; Co.</b>  Chartered Accountants  Firm Reg No : 001687N</p> <p style="text-align: right;"><b>For White Organic Agro Limited</b></p> <table style="width: 100%; margin-top: 20px;"> <tr> <td style="width: 33%; vertical-align: top;"> <b>CA Nikul Jalan</b>  Partner  Mem. No. 112353   Place : Mumbai  Date : 30.05.2019 </td> <td style="width: 33%; vertical-align: top;"> <b>DARSHAK RUPANI</b>  MANAGING DIRECTOR  (DIN: 03121939)   <b>CHARMI JOBALIA</b>  COMPANY SECRETARY </td> <td style="width: 33%; vertical-align: top;"> <b>PRASHANTT RUPANI</b>  DIRECTOR &amp; CFO  (DIN: 03138082) </td> </tr> </table>					<b>CA Nikul Jalan</b> Partner Mem. No. 112353  Place : Mumbai Date : 30.05.2019	<b>DARSHAK RUPANI</b> MANAGING DIRECTOR (DIN: 03121939)  <b>CHARMI JOBALIA</b> COMPANY SECRETARY	<b>PRASHANTT RUPANI</b> DIRECTOR & CFO (DIN: 03138082)
<b>CA Nikul Jalan</b> Partner Mem. No. 112353  Place : Mumbai Date : 30.05.2019	<b>DARSHAK RUPANI</b> MANAGING DIRECTOR (DIN: 03121939)  <b>CHARMI JOBALIA</b> COMPANY SECRETARY	<b>PRASHANTT RUPANI</b> DIRECTOR & CFO (DIN: 03138082)					

Notes to financial statements for the year ended 31 March 2019

Amount in Lakh

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
<b>Note 20</b>		
<b>Revenue from Operations</b>		
Sales of products	16,201.61	4,735.01
Less : Trade discount, Returns, Rebate etc.,	-	(266.46)
	<b>16,201.61</b>	<b>4,468.55</b>
<b>Note 21</b>		
<b>Other Income</b>		
Interest income on :		
- Loans	75.91	114.57
- Bank Deposits	3.37	2.11
Sundry balances Written off	-	21.89
Miscellaneous income	0.13	-
	<b>79.41</b>	<b>138.57</b>
<b>Note 22</b>		
<b>Purchase of stock-in-trade (Traded goods)</b>	15,220.00	4,801.38
	<b>15,220.00</b>	<b>4,801.38</b>
<b>Note 23</b>		
<b>Changes in inventories of finished goods, work-in-progress and stock-in-trade</b>		
<b>Opening Inventory</b>		
Stock in Trade	566.79	-
	<b>566.79</b>	<b>-</b>
<b>Closing Inventory</b>		
Stock in Trade	-	566.79
	<b>-</b>	<b>566.79</b>
Changes in inventory	<b>(566.79)</b>	<b>566.79</b>
<b>Note 24</b>		
<b>Employee benefit expense</b>		
Salaries, wages and bonus	27.51	12.04
	<b>27.51</b>	<b>12.04</b>
<b>Particulars</b>	<b>For the year ended March 31, 2019</b>	<b>For the year ended March 31, 2018</b>
<b>Note 25</b>		
<b>Other Expenses (Group to Note 20)</b>		
Advertisement Expenses	14.72	12.85
Agricultural Expenses	38.31	6.67
Bank Charges	0.11	0.08
Donation	12.50	2.00
Electricity Expenses	0.60	0.44
Interest Expenses	0.03	0.26
Investor Relationship Expenses	2.40	2.57
Labour Expenses	-	6.68
Lease Rent	-	16.70
Legal & Professional Fees	24.91	2.34
Listing Fees	3.42	5.26
Miscellaneous Expenses	2.63	0.23
Payments To Auditors	2.21	1.21
Printing & Stationery Charges	1.33	0.42
Rent, Rate and Taxes	0.13	0.13
Repairs & Maintenance Charges	1.00	1.05
Postage Expenses	2.26	-
Stock exchange compliace fees	9.20	-
Lodging and boarding expenses	2.48	-
Share Transfer Charges	3.94	1.82
Telephone Expenses	0.26	0.45
Travelling & Conveyance Expenses	10.69	0.66
	<b>133.11</b>	<b>61.80</b>

Notes to financial statements for the year ended 31 March 2019

**Note 2**

**Property, Plant and Equipment**

Following are the changes in the carrying value of property, plant and equipment for the year ended March 31, 2019:

Amount in Lakh					
Description	Plant and Equipment	Motor Vehicle	Office equipment	Computers	Total
Cost as at April 1, 2018	3.37	32.43	1.16	0.72	37.68
Additions			0.15		0.15
Deletions	-				
<b>Cost as at March 31, 2019 (A)</b>	<b>3.37</b>	<b>32.43</b>	<b>1.31</b>	<b>0.72</b>	<b>37.83</b>
Accumulated depreciation as at April 1, 2018	0.32	28.70	1.06	0.51	30.59
Depreciation for the current period	0.19	0.33	0.01	0.01	0.54
Deletions					-
<b>Accumulated depreciation as at March 31, 2019 (B)</b>	<b>0.51</b>	<b>29.03</b>	<b>1.07</b>	<b>0.52</b>	<b>31.13</b>
<b>Net carrying amount as at March 31, 2019 (A) - (B)</b>	<b>2.85</b>	<b>3.40</b>	<b>0.24</b>	<b>0.20</b>	<b>6.70</b>

Following are the changes in the carrying value of property, plant and equipment for the year ended March 31, 2018:

Amount in Lakh					
Description	Plant and Equipment	Motor Vehicle	Office equipment	Computers	Total
Cost as at April 1, 2017	3.37	32.43	1.16	0.48	37.43
Additions		-	-	0.25	0.25
Deletions	-	-	-	-	-
<b>Cost as at March 31, 2018 (A)</b>	<b>3.37</b>	<b>32.43</b>	<b>1.16</b>	<b>0.72</b>	<b>37.68</b>
Accumulated depreciation as at April 1, 2017	0.11	25.01	1.02	0.47	26.60
Depreciation for the year	0.21	3.69	0.04	0.04	3.99
Deletions	-	-	-	-	-
<b>Accumulated depreciation as at March 31, 2018 (B)</b>	<b>0.32</b>	<b>28.70</b>	<b>1.06</b>	<b>0.51</b>	<b>30.59</b>
<b>Net carrying amount as at March 31, 2018 (A) - (B)</b>	<b>3.05</b>	<b>3.73</b>	<b>0.10</b>	<b>0.21</b>	<b>7.09</b>
<b>Net carrying amount as at April, 1 2017</b>	<b>3.37</b>	<b>12.00</b>	<b>0.19</b>	<b>0.02</b>	<b>15.58</b>



Particulars	Amount in Lakh	
	As at March 31, 2019	As at March 31, 2018
<b>Note 5</b>		
<b>Deferred Tax Liabilities</b>		
WDV as per Companies Act	6.70	7.09
WDV as per Income Tax Act	12.32	14.31
<b>Difference</b>	<b>5.62</b>	<b>7.22</b>
Deferred Tax Asset	1.45	1.86
Add/Less: Opening Deferred Tax Asset/(Liability)	1.86	(1.79)
Deferred Tax Assets (Net)	<b>(0.41)</b>	<b>0.07</b>
<b>Note 6</b>		
<b>Other non current assets</b>		
Indirect Taxes	27.39	-
	<b>27.39</b>	-
<b>Note 7</b>		
<b>Other non current tax assets</b>		
Income Taxes	6.27	-
	<b>6.27</b>	-
<b>Note 8</b>		
<b>Inventories (valued at lower of cost and net realisable value)</b>		
Stock in Trade	-	566.79
	-	<b>566.79</b>
<b>Note 9</b>		
<b>Trade Receivables</b>		
Unsecured, considered good	3,291.29	924.99
Less: Provision for doubtful debts	-	-
	<b>3,291.29</b>	<b>924.99</b>
<b>Note 10</b>		
<b>Cash and cash equivalents</b>		
Cash on hand	13.46	8.45
Balance with banks		
- Current accounts	490.20	253.56
	<b>503.66</b>	<b>262.01</b>
<b>Particulars</b>	<b>As at March 31, 2019</b>	<b>As at March 31, 2018</b>
<b>Note 11</b>		
<b>Current Financial Asstes - Loans</b>		
Shortterm Loans repayable on demand		
Unsecured, considered good		
Advances to related parties	-	5.00
Inter-corporate loans	433.17	85.04
Loans to Subsidiaries	11.96	1,440.28
Loan to other party	110.37	125.00
	<b>555.50</b>	<b>1,655.32</b>
<b>Note 12</b>		
<b>Other current assets</b>		
Advance to Suppliers		
Unsecured, considered good	7.03	5.62
Unamortised expenses	9.29	6.34
Taxes with government authorities	-	29.89
Other Receivables	-	0.29
	<b>16.32</b>	<b>42.14</b>

<b>Note 14</b>		
<b>Other Equity - Refer statement of change of equity for detail</b>		
Securities Premium Account	35.00	1,785.00
Foreign Currency Translation Reserve	0.13	0.13
Retained Earnings	989.87	754.24
	<b>1,025.00</b>	<b>2,539.37</b>
Particulars	As at March 31, 2019	As at March 31, 2018
<b>Note 14a</b>		
<b>Securities Premium Account</b>		
Opening Balance	1,785.00	760.00
Add: Securities premium on shares issued during the year	-	1,025.00
Less : Bonus shares issued	(1,750.00)	-
Closing Balance	<b>35.00</b>	<b>1,785.00</b>
<b>Foreign Currency Translation Reserve</b>		
Opening Balance	0.13	-
Add: Addition during the year	-	0.13
Closing Balance	<b>0.13</b>	<b>0.13</b>
<b>Retained Earnings</b>		
Opening Balance	754.24	528.63
Add: Transferred from the statement of profit and loss	236.15	225.71
Add: Prior Period Adjustments	(0.13)	(0.10)
Closing Balance	<b>990.27</b>	<b>754.24</b>

**Securities Premium Account**

Securities premium is used to record the premium received on issue of shares. It is used in accordance with the provisions of the Companies Act, 2013

Particulars	As at March 31, 2019	As at March 31, 2018
<b>Note 15</b>		
<b>Long-term provisions</b>		
Other provisions		
(i) Provision for FBT	0.02	0.02
	<b>0.02</b>	<b>0.02</b>
<b>Note 16</b>		
<b>Trade payables</b>		
Total outstanding due to micro and small enterprises	-	-
Total outstanding due to creditors other than micro and small enterprises.	2,497.89	777.28
	<b>2,497.89</b>	<b>777.28</b>
<b>Note 17</b>		
<b>Current - Other financial liabilities</b>		
Creditors for Expenses	20.44	5.53
Salary payable	1.86	-
	-	-
	<b>22.30</b>	<b>5.53</b>
<b>Note 18</b>		
<b>Other current liabilities</b>		
Advances from Customers	49.60	-
Statutory dues payable	3.12	0.75
Unpaid Dividend	0.46	0.46
	<b>53.18</b>	<b>1.21</b>
<b>Note 19</b>		
Current Tax Liabilities	96.50	58.29
	<b>96.50</b>	<b>58.29</b>

Notes to financial statements for the year ended 31 March 2019

**Note 3 Investments in subsidiaries**

Amount in lakh

Particulars	Face Value	As at March 31, 2019		As at March 31, 2018	
		Number	Value	Number	Value
<b>(1) Investment in Equity Instruments ( Fully paid up )</b>					
<b>(A) Unquoted Investment</b>					
<b>(i) In Subsidiaries</b>					
White Organic Retail Limited*	10.00	143.74	1,437.40	0.10	1.00
Future Farms LLP			375.00		375.00
White Organic Agro - F.Z.E( Dubai Subsidiary)			8.96		8.96
		<b>143.74</b>	<b>1,821.36</b>	<b>0.10</b>	<b>384.96</b>

\*During the year the Company has invested in further shares of the subsidiary company on rights basis through adjustment of the loan of amounting to Rs 14,36,40,000/- against share application money and has received 22,80,000 equity share of face value Rs 10/- each at Rs 63/- each on August 10, 2018

Amount in Lakh

**Note 4 Other Non-Current Investments**

Particulars	Face Value	As at March 31, 2019		As at March 31, 2018	
		Number	Value	Number	Value
<b>(1) Investment in Other Entities</b>					
<b>(A) Unquoted Investment</b>					
Charisma Jewellery Pvt. Ltd.* (23,00,000 (P.Y. 41,50,000), 1% Non Convertible Preference Shares of Rs 10/- each, fully paid)	10.00	23.00	230.00	41.50	415.00
Bhagwati Developers		-	395.36	-	496.46
Bhagawati Infra		-	340.00	-	375.08
		<b>23.00</b>	<b>965.36</b>	<b>41.50</b>	<b>1,286.53</b>

**WHITE ORGANIC AGRO LIMITED**

Notes to financial statements for the year ended March 31, 2019

**Note 26 : Earnings per Share (EPS)**

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

Diluted EPS amounts are calculated by dividing the profit attributable to equity holders of the Company (after adjusting profit impact of dilutive potential equity shares, if any) by the aggregate of weighted average number of Equity shares outstanding during the year and the weighted average number of Equity shares that would be issued on conversion of all the dilutive potential Equity shares into Equity shares.

Particulars	Amount in lakh	
	March 31, 2019	March 31, 2018
<b>i. Profit Attributable to Equity Holders</b>		
Profit/(Loss) Attributable to Equity Holders of the Company for Basic and Diluted EPS( Rupees in Lacs)	236.15	225.71
	<b>236.15</b>	<b>225.71</b>
<b>ii. Weighted Average Number of Ordinary Shares</b>		
Issued Ordinary Shares	175	175
Add: bonues Shares Issued	175	175
<b>Weighted Average Number of Shares at March 31 for Basic and Diluted EPS</b>	<b>350</b>	<b>350</b>
<b>iii. Basic and Diluted Earnings per Share (In INR)</b>	0.67	0.64

**Note :** The company has issued bonus share on 8th february 2019 to existing shareholders of company on the basis of 1:1 and previous year EPS also restated for giving effect of bonus share

**Note 27 Financial instruments – Fair values and risk management****(a) Financial Risk Management**

The Company's principal financial liabilities comprise trade and other payables. The purpose of these financial liabilities is to finance the Company's operations and to provide to support its operations. The Company's principal financial assets trade and other receivables and cash and cash equivalents that derive directly from its operations.

The audit committee is assisted in its oversight role by internal audit. Internal audit undertakes both regular and adhoc reviews of risk management controls and procedures, the results of which are reported to the audit committee.

The Company's activities exposes it to Liquidity Risk, Market Risk and Credit risk. The Board of Directors reviews and agrees policies for managing each of these risks, which are summarised as below.

**i. Credit risk**

Credit risk is the risk of financial loss to the Company if a customer or counter-party fails to meet its contractual obligations. The Company is exposed to credit risks from its operating activities, primarily trade receivables, cash and cash equivalents, deposits with banks and other financial instruments. To manage the credit risk from trade receivables, the Company periodically assess financial reliability of customers, taking into account the financial condition, current economic trends, and analysis of historical bad debts and ageing of accounts receivable. Individual risk limits are set accordingly. The Company considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis through each reporting period.

**ii. Market Risk**

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk and commodity risk. The value of a financial instrument may change as a result of changes in the interest rates, foreign currency exchange rates and other market changes that affect market risk sensitive instruments. Market risk is attributable to all market risk sensitive financial instruments including investments and deposits, foreign currency receivables, payables and loans and borrowings.

**iii. Liquidity risk**

The risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset. Liquidity risk management The Company manages its liquidity risk by ensuring as far as possible that it will have sufficient liquidity to meet its short term and long term liabilities as and when due. Anticipated future cash

**(b) Financial assets and liabilities**

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels as on 31st March 2019 are presented below .

March 31, 2019	Note No.	Carrying amount				Fair value			Total
		FVTPL	FVTOCI	Amortised Cost	Total	Level 1	Level 2	Level 3	
<b>Non-Current Financial assets</b>									
Investments other than investment in subsidiary		-	-	965	965	-	-	-	-
<b>Current Financial assets</b>									
Trade receivables		-	-	3,291	3,291	-	-	-	-
Cash and cash equivalents		-	-	504	504	-	-	-	-
Loans		-	-	555	555	-	-	-	-
		-	-	<b>5,316</b>	<b>5,316</b>	-	-	-	-
<b>Current Financial liabilities</b>									
Trade payables		-	-	2,498	2,498	-	-	-	-
Other current financial liabilities		-	-	22	22	-	-	-	-
		-	-	<b>2,520</b>	<b>2,520</b>	-	-	-	-

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels as on 31st March 2018 are presented below .

March 31, 2018	Note No.	Carrying amount				Fair value			Total
		FVTPL	FVTOCI	Amortised Cost	Total	Level 1	Level 2	Level 3	
<b>Non-Current Financial assets</b>									
Investments other than investment in subsidiary		-	-	1,286.53	-	-	-	-	-
<b>Current Financial assets</b>									
Trade receivables		-	-	924.99	-	-	-	-	-
Cash and cash equivalents		-	-	262.01	-	-	-	-	-
Loans		-	-	1,655.32	-	-	-	-	-
		-	-	<b>4,128.85</b>	-	-	-	-	-
<b>Current Financial liabilities</b>									
Trade payables		-	-	777.28	-	-	-	-	-
Other current financial liabilities		-	-	5.53	-	-	-	-	-
		-	-	<b>782.80</b>	-	-	-	-	-

**Note 28. Related party Information****A. Names of the Related parties****Other Related Party ( Enterprise Owned or significantly influenced by Key Management Personnel)**

Shree Ram Auto Centre (Prop. Firm of Prashantt Rupani)

WITWIZE Services Pvt Ltd(Common Director)

Rhombus Ltes LLP(Common Director)

**Subsidiary**

White Organic Retail Ltd (Wholly owned subsidiary)

Future Farms LLP

White Organic Agro SZE( Foreign Subsidiary)

**Key management personnel and their relatives**

Name of Person	Type of Relation
Mr. Darshak Rupani	Managing Director
Mr. Prashantt Rupani	Director
Mrs. Meghal Rupani	Wife of Director
Mrs. Sapna Rupani	Mother of Director

**B. The following transactions were carried out with the related parties in the ordinary course of business.****(Amount in Lakh)**

Nature of Transaction	Companies exercising		Subsidiaries		Key management personnel		Total	
	2019	2018	2019	2018	2019	2018	2019	2018
Director remuneration	-	-	-	-	9.20	11.20	-	-
Loan Repayment received	5.00	-	-	-	-	-	-	-
Loan taken	-	90.56	-	-	-	-	-	-
Repayment of loan taken	-	135.60	-	-	-	-	-	-
Receipt from debtor	-	-	63.00	-	-	-	63	-
Loan given	168.95	462.10	340.28	-	-	-	509	462
Receipt against loan given	171.95	140.10	332.20	-	-	-	504	140
Advance Against Services to be Rendered	-	5.00	-	-	-	-	-	5
Sales	-	-	-	81.70	-	-	-	82
Conversion of loan to share capital	-	-	1,436.40	-	-	-	1,436	-
							-	-

**(C) Closing Balances of Related Parties.****(Amount in Lakh)**

Particular	Relationship	As At 31st March, 2019	As At 31st March, 2018
<b>Payables:</b>			
Darshak Rupani	Director	8.33	-
<b>Receivables</b>			
Future Farms LLP	Subsidiary	31.06	94.06
Meghal Rupani	Relative of Director	0.40	0.40
White Organic Agro SZE	Subsidiary	11.96	-

**Note: Related parties relationship is as identified by the Company and relied upon by the Auditors.****Note: 29**

Balances of certain trade receivables, loans and advances given and trade payables are subject to confirmation/reconciliation. In the opinion of the Board, the difference as may be noticed on such reconciliation will not be material.

**Note 30**

The has not received confirmation from supplier regarding registration under Micro, Small and Medium Enterprises Development Act, 2006. Therefore no amount is determined as payable to Micro enterprises and small enterprises.

**Note 31** - The Company has presented segment information in the consolidated financial statements which are presented in the same financial report. Accordingly, in terms of Ind AS 108 'Operating Segments', no disclosures related to segments are presented in this standalone financial statements**Note 32** There are no significant subsequent events that would require adjustments or disclosures in the financial statements as on the balance sheet date**Note 33**

Figures for the previous years have been regrouped / restated wherever necessary to conform to current year's presentation.

As per our report Of Even Date

**For Gupta Raj & Co.**

Chartered Accountants

Firm Reg No : 001687N

**For White Organic Agro Limited****CA Nikul Jalan**

Partner

Mem. No. 112353

Place : Mumbai

Date : 30.05.2019

**DARSHAK RUPANI**

MANAGING DIRECTOR

(DIN: 03121939)

**PRASHANTT RUPANI**

DIRECTOR &amp; CFO

(DIN: 03138082)

**CHARMI JOBALIA**

COMPANY SECRETARY

## **WHITE ORGANIC AGRO LIMITED**

Accompanying notes to the financial statements for the year ended 31<sup>st</sup> March, 2019

### **1. SIGNIFICANT ACCOUNTING POLICIES**

#### **(i) Basis of Preparation of financial statements:**

These financial statements have been prepared in accordance with the generally accepted accounting principles in India under the historical cost convention (except for certain financial instruments that are measured at fair values at the end of each reporting period) on accrual basis to comply in all material aspects with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs pursuant to section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016.

#### **(ii) Basis of Measurement**

These financial statements are prepared under the historical cost convention unless otherwise indicated

#### **(iii) Key estimates and assumptions**

The preparation of financial statements requires management to make judgments, estimates and assumptions in the application of accounting policies that affect the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. Continuous evaluation is done on the estimation and judgments based on historical experience and other factors, including expectations of future events that are believed to be reasonable. Information about critical judgments in applying accounting policies, as well as estimates and assumptions that have the most significant effect to the carrying amounts of assets and liabilities within the next financial year, are as follows:

- Determination of the estimated useful lives of tangible assets and the assessment as to which component of the cost may be capitalized.
- Impairment of Property, Plant and Equipment's
- Recognition and measurement of defined benefit obligations
- Recognition of deferred tax assets
- Fair value of financial instruments
- Provisions and Contingent Liabilities

#### **(iv) Measurement of fair values**

The Company's accounting policies and disclosures require the measurement of fair values for financial instruments.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is Unobservable

(v) **Property plant and equipment(PPE).**

PPE are initially recognised at cost. The initial cost of PPE comprises its purchase price, including non-refundable duties and taxes net of any trade discounts and rebates. The cost of PPE includes interest on borrowings (borrowing cost) directly attributable to acquisition, construction or production of qualifying assets subsequent to initial recognition, PPE are stated at cost less accumulated depreciation (other than freehold land, which are stated at cost) and impairment losses, if any.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

Depreciation is recognised so as to write off the cost of assets (other than freehold land and capital work in progress) less their residual values over the useful lives, using the Written Down Value Method ("WDV").

The carrying values of property, plant and equipment are reviewed for impairment when events or changes in circumstances indicate that the carrying value may not be recoverable.

The residual values, useful life and depreciation method are reviewed at each financial year-end to ensure that the amount, method and period of depreciation are consistent with



previous estimates and the expected pattern of consumption of the future economic benefits embodied in the items of property, plant and equipment.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on disposal or retirement of an item of property, plant and equipment is determined as the difference between sales proceeds and the carrying amount of the asset and is recognised in profit or loss. Fully depreciated assets still in use are retained in financial statements

(vi) **Non – derivative Financial instruments**

Financial assets and liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument. Financial assets and liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value measured on initial recognition of financial asset or financial liability

**Cash and cash equivalents**

The Company considers all highly liquid financial instruments, which are readily convertible into known amounts of cash that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase, to be cash equivalents. Cash and cash equivalents consist of balances with banks which are unrestricted for withdrawal and usage

**Financial assets at fair value through other comprehensive income (FVTOCI)**

Financial assets are measured at fair value through other comprehensive income if these financial assets are held within a business whose objective is achieved by both collecting contractual cash flows that give rise on specified dates to solely payments of principal and interest on the principal amount outstanding and by selling financial assets.

The Company has made an irrevocable election to present subsequent changes in the fair value of equity investments not held for trading in Other Comprehensive Income

**Financial assets at fair value through profit or loss (FVTPL)**

Financial assets are measured at fair value through profit or loss unless it is measured at amortised cost or at fair value through other comprehensive income on initial recognition. The transaction costs directly attributable to the acquisition of financial assets and liabilities at fair value through profit or loss are immediately recognised in profit or loss.

**Financial liabilities**

Financial liabilities are measured at amortised cost using the effective interest method.

**Equity instruments**

An equity instrument is a contract that evidences residual interest in the assets of the Company after deducting all of its liabilities. Equity instruments recognised by the Company are measured at the proceeds received net off direct issue cost.

**Off setting of financial instruments**

Financial assets and financial liabilities are off set and the net amount is reported in financial statements if there is a currently enforceable legal right to off set the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

**(vii) Investment in subsidiary**

A subsidiary is an entity that is controlled by the Company.

The Company accounts for the each category of investments in subsidiaries at cost in accordance with Ind AS 27- Separate Financial Statements

**(viii) Impairments of Non-financial assets**

The carrying values of assets / cash generating units at each balance sheet date are reviewed for impairment if any indication of impairment exists.

If the carrying amount of the assets exceed the estimated recoverable amount, impairment is recognized for such excess amount. The impairment loss is recognized as an expense in the Statement of Profit and Loss, unless the asset is carried at revalued amount, in which case any impairment loss of the revalued asset is treated as a revaluation decrease to the extent a revaluation reserve is available for that asset

When there is indication that an impairment loss recognized for an asset in earlier accounting periods which no longer exists or may have decreased, such reversal of impairment loss is recognized in the Statement of Profit and Loss, to the extent the amount was previously charged to the Statement of Profit and Loss.

**(ix) Inventories:**

Inventories are valued at lower of cost (on weighted average basis) and net realisable value after providing for obsolescence and other losses, where considered necessary. Cost includes all charges in bringing the goods to their present location and condition, including octroi and other levies, transit insurance and receiving charges. Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale.

**(x) Revenue recognition**

Effective April 1, 2018, The company has applied Ind AS 115 which establishes a comprehensive framework for determining, how much and when revenue is to be recognized. Ind AS 115 replaces Ind AS 18 revenue and Ind AS 11 construction contracts. The Company has adopted Ind AS 115 – Revenue from contracts with customers ('the Standard') using cumulative effect method. The effect on the adoption of Ind AS 115 was insignificant.

Revenue is recognized upon transfer of control of promised products or services to customers in an amount that reflect the consideration which the company expects to receive in exchange for those products or services

Revenue is measured based on the transaction price, which is the consideration, adjusted for volume discount, price concessions and incentives, if any as specified in the contract with the customer. Revenue also excludes taxes collected from customers

Revenue from subsidiaries is recognized based on transaction price which is at arm's length.

Dividend income is recognised when the right to receive the same is established, it is probable that the economic benefits associated with the dividend will flow to the Company and the amount of dividend can be measured reliably.

Interest income from financial assets is recognized when it is probable that economic benefits will flow to the Company and the amount of income can be measured reliably

(xi) **Employee benefits**

**Short-Term Employee Benefits**

All employee benefits payable wholly within twelve months of rendering the service are classified as short term employee benefits. Benefits such as salaries, performance incentives, etc., are recognized as an expense at the undiscounted amount in the Statement of Profit and Loss of the year in which the employee renders the related service

(xii) **Borrowing costs**

Borrowing costs are interest and other costs that the Company incurs in connection with the borrowing of funds and is measured with reference to the effective interest rate applicable to the respective borrowing. Borrowing costs that are directly attributable to the acquisition of an asset that necessarily takes a substantial period of time to get ready for its intended use are capitalised as part of the cost of that asset till the date it is put to use. Other borrowing costs are recognised as an expense in the period in which they are incurred

(xiii) **Taxes on Income**

Income tax expense comprises current and deferred tax and is recognized in the Statement of Profit and Loss except to the extent that it relates to items recognized directly in equity or in OCI

**Current tax**

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. It is measured using tax rates enacted or substantively enacted at the reporting date

**Deferred Tax**

Deferred income tax is recognised using the Balance Sheet approach. Deferred income tax assets and liabilities are recognized for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount, except when the deferred income tax arises from the initial recognition of an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profit or loss at the time of the transaction.

Deferred tax assets are recognised only to the extent that it is probable that either future taxable profits or reversal of deferred tax liabilities will be available, against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised.

The carrying amount of a deferred tax asset shall be reviewed at the end of each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilised.

Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period and are expected to apply when the related deferred tax asset is realised or the deferred tax liability is settled.

Deferred tax assets and liabilities are off set when there is a legally enforceable right to off set current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority

(xiv) **Accounting for provisions, contingent liabilities and contingent assets**

Provisions are recognized, when there is a present legal or constructive obligation as a result of past events, where it is probable that there will be outflow of resources to settle the obligation and when a reliable estimate of the amount of the obligation can be made. Where a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows. Where the effect is material, the provision is discounted to net present value using an appropriate current market-based pre-tax discount rate and the unwinding of the discount is included in finance costs.

Contingent liabilities are recognised only when there is a possible obligation arising from past events, due to occurrence or non-occurrence of one or more uncertain future events, not wholly within the control of the Company, or where any present obligation cannot be measured in terms of future outflow of resources, or where a reliable estimate of the obligation cannot be made. Obligations are assessed on an ongoing basis and only those having a largely probable outflow of resources are provided for.

Contingent assets are not disclosed in the financial statements unless an inflow of economic benefits is probable

(xv) **Earnings per share**

Basic Earnings per share is calculated by dividing the net profit / (loss) for the period attributable to the equity shareholders by the weighted average number of equity shares outstanding during the period. The Company did not have any potentially dilutive securities in any of the year presented.



**WHITE ORGANIC AGRO LIMITED**

***ANNUAL (AUDITED) FINANCIAL STATEMENTS  
- CONSOLIDATED***

# GUPTA RAJ & CO. CHARTERED ACCOUNTANTS

---

DELHI OFFICE :  
101, KD BLOCK,  
PITAMPURA,  
NEAR KOHAT ENCLAVE  
METRO STATION,  
NEW DELHI 110034  
PH. NO. 011-47018333

MUMBAI OFFICE :  
2-C, MAYUR APARTMENTS,  
DADABHAI CROSS RD. NO.3,  
VILE PARLE (WEST),  
MUMBAI,  
PIN 400056  
PH. NO. 26210901, 26210902.

AHEMDABAD OFFICE :  
A-307 INFINITY TOWER,  
CORPORATE TOWER,  
PRAHALAD NAGAR,  
AHMEDABAD  
PIN – 380015  
M. NO. 9726777733

NAGPUR BRANCH :  
1ST FLR, MEMON  
JAMAD BUILDING,  
NR CENTRAL BANK,  
MASKASATH, ITWARI,  
NAGPUR – 440002  
M. NO. 7387811111

---

## INDEPENDENT AUDITOR'S REPORT

### TO THE MEMBERS OF WHITE ORGANIC AGRO LIMITED

#### Report on the Consolidated Ind AS Financial Statements

#### Opinion

We have audited the accompanying consolidated Ind AS financial statements of White Organic Agro Limited (“the Holding Company”), and its subsidiaries listed in Annexure I which comprise the consolidated balance sheet as at 31 March 2019, and the consolidated statement of Profit and Loss (including other comprehensive income), consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, and consolidated profit, total comprehensive income, consolidated changes in equity and its consolidated cash flows for the year ended on that date.

#### Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the consolidated Ind AS financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified opinion.

#### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters

We have determined that there are no key audit matters to communicate in our report.

#### Other Information

The Holding Company's management and Board of Directors is responsible for the other information. The other

information comprises the information included in the Holding Company's annual report but does not include the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### **Responsibilities of Management and those charged with governance for the consolidated Ind AS financial statements**

The Holding Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Consolidated Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, changes in equity and cash flows of the Company in accordance with accounting principles generally accepted in India, including Indian Accounting Standards (Ind AS) prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated Ind AS financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Ind AS financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

### **Auditors' Responsibility for the Audit of the Consolidated Ind AS Financial Statements**

Our objectives are to obtain reasonable assurance about whether the Consolidated Ind AS financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Consolidated Ind AS financial statements.

As part of an audit in accordance with SAs. We exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Consolidated Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are

also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Consolidated Ind AS financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern
- Evaluate the overall presentation, structure and content of the Consolidated Ind AS financial statements, including the disclosures, and whether the Consolidated Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Consolidated Ind AS financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### **Other Matters**

We did not audit the financial statements of two subsidiaries, whose financial statements reflect total assets of Rs. 1913.59 Lakh and net assets of Rs. 744.96 Lakh as at 31 March 2019, and total revenues of Rs. 1566.12 Lakh for the year ended on that date, as considered in the consolidated financial results. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, and our report in terms of sub-sections (3) and (11) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries, is based solely on the reports of the other auditors

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements certified by the Management.



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

1. As required by section 143(3) of the Act, we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including other comprehensive income, the Consolidated Cash Flow Statement and the Consolidated statement of changes in equity dealt with by this Report are in agreement with the books of account.
  - d) In our opinion, the aforesaid consolidated Financial Statements comply with the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act, read with relevant rules issued thereunder.
  - e) On the basis of the written representations received from the directors as on 31 March, 2019, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2019, from being appointed as a director in terms of Section 164(2) of the Act.
  - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, we give our separate Report in "Annexure 2".
  - g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - i. The group does not have any pending litigations which would impact its financial position.
    - ii. The group did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
    - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

**FOR GUPTA RAJ & CO.  
CHARTERED ACCOUNTANTS  
FIRM NO. 001687N**

**CA NIKUL JALAN  
PARTNER  
MEMBERSHIP NO. 0112353**

**PLACE: MUMBAI  
DATED : 30 May, 2019**

## Annexure 1

### List of subsidiaries included in the consolidated financial result

S.No.	Particulars
1	White Organic Retail Limited
2	Future Farms LLP
3	White Organic Agro FZE

## **Annexure 2 to the Independent Auditors' Report**

**(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)**

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

We have audited the internal financial controls over financial reporting of WHITE ORGANIC AGRO LIMITED ("the Parent Company") and its subsidiary companies as of 31<sup>st</sup> March, 2019 in conjunction with our audit of the consolidated Ind AS financial statements of the Company for the year ended on that date.

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

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

#### **Auditors' Responsibility**

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

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

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

#### **Meaning of Internal Financial Controls Over Financial Reporting**

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

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

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

### **Opinion**

In our opinion to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other auditors referred to in the Other Matters paragraph below, the Parent and its subsidiary companies, which are companies incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March, 2019, based on the internal control over financial reporting criteria established by the respective companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

### **Other Matters**

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting insofar as it relates to its subsidiary companies, which are companies incorporated in India, is based solely on the corresponding reports of the auditors of such companies incorporated in India. Our opinion is not modified in respect of the above matters

**FOR GUPTA RAJ & CO.  
CHARTERED ACCOUNTANTS  
FIRM NO. 001687N**

**CA NIKUL JALAN  
PARTNER  
MEMBERSHIP NO. 0112353**

**PLACE: MUMBAI  
DATED : MAY 30,2019**

**WHITE ORGANIC AGRO LIMITED**  
(Formerly known as WHITE DIAMOND INDUSTRIES LIMITED)  
CIN: L01100MH1990PLC055860  
**Consolidated Balance Sheet as at 31st March 2019**

Particulars	Note Nos.	As at March 31, 2019	As at March 31, 2018
		-	-
<b>I. ASSETS</b>			
<b>(1) Non-Current Assets</b>			
(a) Property, Plant and Equipment	2	64.47	66.79
(b) Intangible assets	3	0.82	0.20
(c) Financial Assets			
(i) Other Investments	4	2,058.07	2,354.10
(ii) Other		-	0.62
(d) Deferred tax assets (net)	5	1.25	1.75
(e) Other non-current assets	6	45.72	82.55
(f) Non-Current Tax Assets (Net)	7	13.86	-
<b>Total Non Current Assets</b>		<b>2,184.19</b>	<b>2,506.01</b>
<b>(2) Current Assets</b>			
(a) Inventories	8	341.87	1,148.84
(b) Financial Assets			
(i) Trade receivables	9	8,233.54	5,179.48
(ii) Cash and cash equivalents	10	944.34	499.86
(iii) Loans	11	817.61	215.04
(iv) Others	12	-	191.16
(c) Other current assets	13	53.75	66.34
<b>Total Current Assets</b>		<b>10,391.11</b>	<b>7,300.72</b>
<b>TOTAL ASSETS (1+2)</b>		<b>12,575.31</b>	<b>9,806.74</b>
Particulars	Note Nos.	As at March 31, 2019	As at March 31, 2018
<b>II. EQUITY AND LIABILITIES</b>			
<b>(1) Equity</b>			
(a) Equity share capital	14	3,500.00	1,750.00
(b) Other equity	15	2,259.00	3,462.03
<b>Equity Attributable to Owners of Parent</b>		<b>5,759.00</b>	<b>5,212.03</b>
Non Controlling Interest(NCI)		177.23	176.30
<b>Total Equity</b>		<b>5,936.23</b>	<b>5,388.33</b>
<b>(2) Non Current Liabilities</b>			
(a) Financial liabilities			
(i) Borrowings	16	-	42.90
(ii) Others		-	-
(b) Provisions	17	0.02	0.02
<b>Total Non Current Liabilities</b>		<b>0.02</b>	<b>42.92</b>
<b>(3) Current Liabilities</b>			
(a) Financial Liabilities			
(i) Trade payables			
Dues of micro enterprise and small enterprise		-	-
Dues of creditor other than micro enterprise and small enterprise	18	5,674.94	4,094.67
(ii) Loans	19	73.20	-
(iii) Other financial Liabilities	20	650.67	73.99
(b) Other current liabilities	21	58.62	8.39
(c) Current tax liabilities (net)	22	181.62	198.40
<b>Total Current Liabilities</b>		<b>6,639.05</b>	<b>4,375.43</b>
<b>TOTAL EQUITY AND LIABILITIES(1+2+3)</b>		<b>12,575.31</b>	<b>9,806.74</b>
Refer Accompany Notes to Accounts	1-36		

As per our report Of Even Date  
**For Gupta Raj & Co.**  
Chartered Accountants  
Firm Reg No : 001687N

**CA Nikul Jalan**  
Partner  
Mem. No. 112353  
Place : Mumbai  
Date : 30.05.2019

**For White Organic Agro Limited**

**DARSHAK RUPANI**  
MANAGING DIRECTOR  
(DIN: 03121939)

**PRASHANTT RUPANI**  
DIRECTOR & CFO  
(DIN: 03138082)

**CHARMI JOBALIA**  
COMPANY SECRETARY

**WHITE ORGANIC AGRO LIMITED**

(Formerly known as WHITE DIAMOND INDUSTRIES LIMITED)

CIN: L01100MH1990PLC055860

**Consolidated Statement of Profit & Loss for the Year Ended 31st March 2019**

Particulars	Note Nos.	For the Year end	
		March 31, 2019	March 31, 2018
<b>Revenue</b>			
I. Revenue from Operations (Gross)			-
Sale of Goods	23	33,802.26	18,791.96
Other Operating revenue		-	-
II. Other income	24	177.28	255.71
<b>III. Total Income (I+II)</b>		<b>33,979.54</b>	<b>19,047.67</b>
<b>IV. Expenses</b>			
Purchase of stock-in-trade (Traded goods)	25	31,932.27	18,435.39
Changes in inventories of finished goods, work-in-progress and stock-in-trade	26	805.87	(1,127.76)
Employee Benefits Expenses	27	52.25	65.82
Finance Cost		-	-
Depreciation and Amortization Expenses	2	10.41	14.51
Other Expenses	28	484.55	316.63
<b>Total Expenses (IV)</b>		<b>33,285.37</b>	<b>17,704.59</b>
<b>V. Profit/(loss) before Tax</b>		<b>694.17</b>	<b>1,343.08</b>
<b>VI. Tax expense:</b>			
1. Current Tax		182.89	217.94
2. Deferred Tax		0.50	(0.07)
<b>VII. Profit/(Loss) for the period</b>		<b>510.78</b>	<b>1,125.21</b>
<b>VIII. Other comprehensive income</b>			
<b>IX. Total comprehensive income for the period</b>		<b>510.78</b>	<b>1,125.21</b>
Owners of the Parent		496.60	1,002.774
Non Controlling Interest		14.18	119.837
		<b>510.78</b>	<b>1,122.61</b>
<b>X. Earnings per equity share</b>			
Basic and diluted earnings per share	29	0.00	0.00
<b>Significant Accounting Policies</b>	1		

As per our report Of Even Date

**For Gupta Raj & Co.**

Chartered Accountants

Firm Reg No : 001687N

**For White Organic Agro Limited**

**CA Nikul Jalan**

Partner

Mem. No. 112353

Place : Mumbai

Date : 30.05.2019

**DARSHAK RUPANI**  
MANAGING DIRECTOR  
(DIN: 03121939)

**PRASHANTT RUPANI**  
DIRECTOR & CFO  
(DIN: 03138082)

**CHARMI JOBALIA**  
COMPANY SECRETARY

**WHITE ORGANIC AGRO LIMITED**

(Formerly known as WHITE DIAMOND INDUSTRIES LIMITED)

CIN: L01100MH1990PLC055860

**Cash Flow Statement for the year ended 31st March, 2019**

Particulars	For the year ended	For the year ended
	31st March, 2019	31st March, 2018
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Profit before tax	694.17	1,340.48
Adjustments to reconcile profit before tax to cash provided by operating activities		
Depreciation expense	10.41	14.51
Interest income	(175.64)	(223.48)
Profit on sale of investment	-	(2.38)
Sundry balance W/o	6.52	(21.89)
<b>Operating profit before Working Capital Changes</b>	<b>535.46</b>	<b>1,107.24</b>
Changes in assets and liabilities		
(Increase) / Decrease in Inventory	806.97	(1,146.76)
(Increase) / Decrease in Trade Receivables	(3,054.06)	(4,780.99)
(Increase) / Decrease in Short Term Loans & Advances	(602.57)	82.47
(Increase) / Decrease in Other Current Financial Assets	191.16	(95.58)
(Increase) / Decrease in Other Non Current Financial Assets	0.62	-
(Increase) / Decrease in Other Non Current Assets	36.82	(76.57)
(Increase) / Decrease in Other Current Assets	12.59	(55.55)
Increase / (Decrease) in Other Financial Liabilities	576.69	(12.58)
Increase / (Decrease) in Trade Payables	1,580.27	3,810.37
(Increase) / Decrease in Short Term borrowings	73.20	-
Increase / (Decrease) in Other Current Liabilities	50.23	(17.59)
<b>Cash Generated From Operations</b>	<b>207.40</b>	<b>(1,185.53)</b>
Adjustment on account of subsidiary includes in consolidation	44.57	56.46
Income taxes paid	(226.06)	(41.33)
<b>NET CASH GENERATED BY OPERATING ACTIVITIES</b>	<b>25.91</b>	<b>(1,170.40)</b>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Payment towards capital expenditure	(8.78)	(68.36)
Proceeds from sale of fixes assets	0.12	-
(Loan given to) / repayment received from subsidiary	-	320.03
Disposal / (Purchase) of investments	296.03	-
Interest received	175.64	223.48
<b>NET CASH FLOW FROM / (USED IN) INVESTING ACTIVITIES</b>	<b>463.00</b>	<b>475.15</b>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Increase / (Decrease) in borrowings	(42.90)	42.90
Issue of Warrants	-	1,143.75
Stamp Duty On Issue of Capital		
<b>NET CASH FLOW FROM / (USED IN) FINANCING ACTIVITIES</b>	<b>(42.90)</b>	<b>1,186.65</b>
Effect of exchange differences on translation of foreign currency cash and cash equivalents	(1.53)	1.66
<b>NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS</b>	<b>444.48</b>	<b>493.06</b>
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE PERIOD	499.86	6.80
<b>CASH AND CASH EQUIVALENTS AT THE END OF THE PERIOD</b>	<b>944.34</b>	<b>499.86</b>

As per our report Of Even Date

**For Gupta Raj & Co.**

Chartered Accountants

Firm Reg No : 001687N

**For White Organic Agro Limited**

**CA Nikul Jalan**

Partner

Mem. No. 112353

Place : Mumbai

Date : 30.05.2019

**DARSHAK RUPANI**

MANAGING DIRECTOR

(DIN: 03121939)

**PRASHANTT RUPANI**

DIRECTOR & CFO

(DIN: 03138082)

**CHARMI JOBALIA**

COMPANY SECRETARY

Notes to financial statements for the year ended 31 March 2019

**Note 13**

**Share Capital**

**a. Details of Authorised, Issued and Subscribed Share Capital**

Particulars	31-Mar-19	31-Mar-18
<b>Authorised Capital</b>		
Equity shares of Rs 10 each	3,500	1,750
<b>Issued, Subscribed and fully Paid up</b>		
Equity shares of Rs 10 each	3,500	1,750
	<b>3,500</b>	<b>1,750</b>

1,75,00,000 Equity Shares of Face Value Rs 10 were issued as Bonus Shares in the ratio of 1 Eq Share of Rs. 10/- each against 1 Eq Share of Rs. 10/- each

**b. Reconciliation of number of shares at the beginning and at the end of the year**

Particulars	31-Mar-19		31-Mar-18	
	No. of Shares	\`	No. of Shares	\`
Shares outstanding at the beginning of the year	17,500,000	175,000,000	12,500,000	125,000,000
Add: Shares issued during the year	17,500,000	175,000,000	5,000,000	50,000,000
Shares outstanding at the end of the year	<b>35,000,000</b>	<b>350,000,000</b>	<b>17,500,000</b>	<b>175,000,000</b>

**c. Particulars of shareholders holding more than 5% of shares held**

Name of Shareholder	31-Mar-19		31-Mar-18	
	No. of shares	Percentage	No. of shares	Percentage
<b>Darshak Mahesh Rupani</b>	<b>2153978.00</b>	<b>6.15</b>	<b>1071668.00</b>	<b>6.12</b>
<b>Dilip Dalpatlal Mehta</b>	-	-	<b>1066127.00</b>	<b>6.09</b>
<b>Sapna Infratech Private Limited</b>	-	-	<b>1738450.00</b>	<b>9.93</b>
<b>Mahesh Mohanlal Rupani</b>	-	-	-	-

The Company has only one class of shares referred to as equity shares having a par value of Rs 10/- each. Each holder of equity shares is entitled to one vote per share.



**Statement of Changes in Equity (SOCIE)**

**(a) Equity Share Capital**

Particulars	Amount
Balance as at April 1, 2017	125,000,000
Changes in equity share capital during 2017-18	50,000,000
<b>Balance as at March 31, 2018</b>	<b>175,000,000</b>
Changes in equity share capital during the year (Issue of Bonus Equity Shares in the ratio 1:1)	175,000,000
<b>Balance as at March 31, 2019</b>	<b>350,000,000</b>

**(b) Other Equity**

Particulars	Reserves & Surplus					Total
	Foreign Currency Translation Reserve	Share Warrant	Securities Premium	Surplus	Capital Reserve	
<b>Balance at April 1, 2017</b>	-	381.25	760.00	672.77	-	1,814.02
Share Warrant Money Received	-	1,143.75	-	-	-	1,143.75
Conversion of Share Warrants to Equity Shares	-	(1,525.00)	1,025.00	-	-	(500.00)
Profit for the year	1.66	-	-	1,002.77	-	1,004.44
Tax Adjustment relating to Prior Period	-	-	-	(0.18)	-	(0.18)
Other comprehensive income for the year	-	-	-	-	-	-
<b>Balance at March 31, 2018</b>	<b>1.66</b>	<b>-</b>	<b>1,785.00</b>	<b>1,675.37</b>	<b>-</b>	<b>3,462.027</b>
Profit for the year	-	-	-	496.60	-	496.60
Addition during the year	-	-	-	-	52.03	52.03
Utilisation during the year	(1.53)	-	-	-	-	(1.53)
Share Warrant Money Received	-	-	-	-	-	-
Bonus issue	-	-	(1,750.00)	-	-	(1,750.00)
Tax Adjustment relating to Prior Period	-	-	-	(0.13)	-	(0.13)
Other	-	-	-	-	-	-
<b>Balance at March 31, 2019</b>	<b>0.13</b>	<b>-</b>	<b>35.00</b>	<b>2,171.84</b>	<b>52.03</b>	<b>2,259.00</b>

As per our report Of Even Date

**For Gupta Raj & Co.**

Chartered Accountants

Firm Reg No : 001687N

**For White Organic Agro Limited**

**CA Nikul Jalan**

Partner

Mem. No. 112353

Place : Mumbai

Date : 30.05.2019

**DARSHAK RUPANI**

MANAGING DIRECTOR

(DIN: 03121939)

**CHARMI JOBALIA**

COMPANY SECRETARY

**PRASHANTT RUPANI**

DIRECTOR & CFO

(DIN: 03138082)

Notes to financial statements for the year ended 31 March 2019

Particulars	As at March 31, 2019	As at March 31, 2018
<b>Note 5</b>		
<b>Financial assets -</b>		
Security Deposit	-	0.62
		0.62
<b>Note 5</b>		
Deferred Tax Assets on fixed assets	1.25	1.75
	<b>1.25</b>	<b>1.75</b>
<b>Note 6</b>		
<b>Other non current assets</b>		
Deposits with government authorities	0.30	0.50
Advance For Network Acquisition	-	75.75
Other deposit	2.30	6.30
Indirect taxes	43.12	-
	<b>45.72</b>	<b>82.55</b>
<b>Note 7</b>		
<b>Other non current tax assets</b>		
Income taxes	13.86	-
	<b>13.86</b>	-
<b>Note 8</b>		
<b>Inventories (valued at lower of cost and net realisable value)</b>		
Stock in Trade	341.87	1,148.84
	<b>341.87</b>	<b>1,148.84</b>
<b>Note 9</b>		
<b>Trade Receivables</b>		
Unsecured, considered good	8,233.54	5,179.48
Less: Provision for doubtful debts	-	-
	<b>8,233.54</b>	<b>5,179.48</b>
<b>Note 10</b>		
<b>Cash and cash equivalents</b>		
Cash on hand	72.70	16.00
Cheque on hand	-	-
Balance with banks		
- Current accounts	871.64	483.86
	<b>944.34</b>	<b>499.86</b>

**Note 2****Property, Plant and Equipment**

Following are the changes in the carrying value of property, plant and equipment for the year ended March 31, 2019:

Description	Plant and Equipment	Motor Vehicle	Furniture & Fixtures	Office equipment	Computers	Total
Cost as at April 1, 2018	44.01	58.18	0.50	3.85	6.20	112.75
Additions	7.50			0.15	0.28	7.93
Deletions	0.04		0.08			0.12
<b>Cost as at March 31, 2019 (A)</b>	<b>51.47</b>	<b>58.18</b>	<b>0.41</b>	<b>4.00</b>	<b>6.48</b>	<b>120.56</b>
Accumulated depreciation as at April 1, 2018	6.50	32.56	0.06	1.44	5.40	45.95
Depreciation for the current period	6.19	3.57	0.04	0.16	0.17	10.14
Deletions						-
<b>Accumulated depreciation as at March 31, 2019 (B)</b>	<b>12.69</b>	<b>36.13</b>	<b>0.10</b>	<b>1.60</b>	<b>5.57</b>	<b>56.09</b>
<b>Net carrying amount as at March 31, 2019 (A) - (B)</b>	<b>38.79</b>	<b>22.05</b>	<b>0.31</b>	<b>2.40</b>	<b>0.91</b>	<b>64.47</b>

Following are the changes in the carrying value of property, plant and equipment for the year ended March 31, 2018:

Description	Plant and Equipment	Motor Vehicle	Furniture & Fixtures	Office equipment	Computers	Total
Cost as at April 1, 2017	41.11	56.84	0.19	2.09	6.20	106.44
Additions	2.90	1.34	0.31	1.76	-	6.30
Deletions	-	-		-	-	-
<b>Cost as at March 31, 2018 (A)</b>	<b>44.01</b>	<b>58.18</b>	<b>0.50</b>	<b>3.85</b>	<b>6.20</b>	<b>112.75</b>
Accumulated depreciation as at April 1, 2017	0.11	25.05	0.01	1.04	5.29	31.50
Depreciation for the year	6.39	7.51	0.05	0.40	0.11	14.45
Deletions	-	-		-	-	-
<b>Accumulated depreciation as at March 31, 2018 (B)</b>	<b>6.50</b>	<b>32.56</b>	<b>0.06</b>	<b>1.44</b>	<b>5.40</b>	<b>45.95</b>
<b>Net carrying amount as at March 31, 2018 (A) - (B)</b>	<b>37.52</b>	<b>25.62</b>	<b>0.44</b>	<b>2.41</b>	<b>0.80</b>	<b>66.79</b>

Notes to financial statements for the year ended 31 March 2019

**Note 3**

**Other Intangibles Assets**

Following are the changes in the carrying value of intangible assets for the year ended March 31, 2019:

DESCRIPTION	Computer Software	Trade Mark	Total
Cost as at April 1, 2018	0.18	-	0.18
Additions	-	0.86	0.86
Deletions	-	-	-
<b>Cost as at March 31, 2019 (A)</b>	<b>0.18</b>	<b>0.86</b>	<b>1.04</b>
Accumulated amortisation as at April 1, 2018	0.02	-	0.02
Amortisation for the year	0.03	0.16	0.19
Deletions	-	-	-
<b>Accumulated amortisation and impairment as at March 31, 2019 (B)</b>	<b>0.05</b>	<b>0.16</b>	<b>0.22</b>
<b>Net carrying amount as at March 31, 2019 (A) - (B)</b>	<b>0.13</b>	<b>0.69</b>	<b>0.82</b>

Following are the changes in the carrying value of intangible assets for the year ended March 31, 2019:

DESCRIPTION	Computer Software	Total
Cost as at April 1, 2017	-	-
Additions	0.18	0.18
Deletions	-	-
<b>Cost as at March 31, 2018 (A)</b>	<b>0.18</b>	<b>0.18</b>
Accumulated amortisation as at April 1, 2017	-	-
Amortisation for the year	0.02	0.02
Deletions	-	-
<b>Accumulated amortisation and impairment as at March 31, 2018 (B)</b>	<b>0.02</b>	<b>0.02</b>
<b>Net carrying amount as at March 31, 2018 (A) - (B)</b>	<b>0.16</b>	<b>0.16</b>

Note 4 Other Non-Current Investments		As at March 31, 2019		As at March 31, 2018	
Particulars	Face Value	Number	Value	Number	Value
<b>(1) Investment in Other Entities</b>					
<b>(A) Unquoted Investment</b>					
Charisma Jewellery Pvt. Ltd. (23,00,000 (P.Y. 41,50,000), 1% Non Convertible Preference Shares of Rs 10/- each, fully paid)	10	2,300,000	230.00	4,150,000	415
Patel Enterprises			561.67		505
Modest Farm LLP			6.05		38
Bhagwati Developers			920.36	-	1,021
Bhagawati Infra			340.00	-	375
		<b>2,300,000</b>	<b>2,058.07</b>	<b>4,150,000</b>	<b>2,354</b>

Particulars	As at March 31, 2019	As at March 31, 2018
<b>Note 11</b>		
<b>Current Financial Asstes - Loans</b>		
Shortterm Loans repayable on demand		
Unsecured, considered good		
Advances to related parties	11.96	215.04
Inter-corporate loans	629.31	-
Loan to other party	176.34	-
	<b>817.61</b>	<b>215.04</b>
<b>Note 12</b>		
<b>Other current financial assets</b>		
Interest accrued on Inter corporate and other deposits	-	191.16
	-	<b>191.16</b>
<b>Note 13</b>		
<b>Other current assets</b>		
Advance to Suppliers		
Unsecured, considered good	43.41	5.76
Less : provision for doubtful advances	-	-
	43.41	5.76
Prepaid Expenses	1.05	1.39
Unamortised Expenses	9.29	6.34
Indirect taxes	-	52.51
Other Receivable	-	0.34
	<b>53.75</b>	<b>66.34</b>

Particulars	As at March 31, 2019	As at March 31, 2018
<b>Note 15</b>		
<b>Other Equity</b>		
Securities Premium Account	35.00	1,785.00
Foreign Currency Translation Reserve	0.13	1.66
Money Received Against Share Warrant	-	-
Capital Reserve	52.03	-
Retained Earnings	2,171.84	1,675.37
	<b>2,259.00</b>	<b>3,462.03</b>
<b>Note 16</b>		
<b>Borrowings</b>		
<b>(i)Secured</b>		
From NBFC	-	0.42
<b>(ii)Unsecured</b>		
From Related Parties & Other	-	42.48
		<b>42.90</b>
<b>Note 17</b>		
<b>Long-term provisions</b>		
<b>Provision for employee benefits</b>	-	-
<b>Other provisions</b>		
(i) Provision for FBT	0.02	0.02
	<b>0.02</b>	<b>0.02</b>
<b>Note 18</b>		
<b>Trade payables</b>		
Total outstanding due to micro and small enterprises	-	-
Total outstanding due to creditors other than micro and small enterprises. (Gr	5,674.94	4,094.67
	<b>5,674.94</b>	<b>4,094.67</b>
<b>Note 19</b>		
Unsecured, Consider good		
Inter corporate loan	1.27	-
Loan from other parties	71.93	-
	<b>73.20</b>	-
<b>Note 20</b>		
<b>Current - Other financial liabilities</b>		
Creditors for Expenses	21.29	11.54
Salary payable	18.34	2.44
Accrued Expenses	16.89	42.23
Advance from customers	594.16	-
Bank Overdraft	-	17.78
	<b>650.67</b>	<b>73.99</b>
<b>Note 21</b>		
<b>Other current liabilities</b>		
Advances from Customers	50.83	-
Statutory dues payable	7.33	7.93
Unpaid Dividend	0.46	0.46
	<b>58.62</b>	<b>8.39</b>
<b>Note 22</b>		
Current Tax Liabilities	181.62	198.40
	<b>181.62</b>	<b>198.40</b>

Notes to financial statements for the year ended 31 March 2019

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
<b>Note 23</b>		
<b>Revenue from Operations</b>		
Sales of products	33,804.48	19,096.48
Less : Trade discount, Returns, Rebate etc.,	(2.22)	(304.52)
	<b>33,802.26</b>	<b>18,791.96</b>
<b>Note 24</b>		
<b>Other Income</b>		
Interest income on :		
- Loans with Other Parties	168.73	220.77
- Bank Deposits	6.91	2.71
Agricultural Consultancy Income	1.50	1.90
Net gain on sale of fixed assets	-	2.38
Sundry credit balances Written off	-	21.89
Subsidy Income	-	6.06
Miscellaneous income	0.15	-
	<b>177.28</b>	<b>255.71</b>
<b>Note 25</b>		
<b>Purchase of stock-in-trade (Traded goods)</b>	31,932.27	18,435.39
	<b>31,932.27</b>	<b>18,435.39</b>
<b>Note 26</b>		
<b>Changes in inventories of finished goods, work-in-progress and stock-in-trade</b>		
<u>Opening Inventory</u>		
Stock in Trade	1,148.84	21.09
	<b>1,148.84</b>	<b>21.09</b>
<u>Closing Inventory</u>		
Stock in Trade	341.87	1,148.84
	<b>341.87</b>	<b>1,148.84</b>
Abnormal Gain	1.10	
	<b>1.10</b>	-
Changes in inventory	<b>(805.87)</b>	<b>1,127.76</b>
<b>Note 27</b>		
<b>Employee benefit expense</b>		
Salaries, wages and bonus	52.22	62.29
Staff welfare expenses	0.03	3.53
	<b>52.25</b>	<b>65.82</b>



Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
<b>Note 28</b>		
<b>Other Expenses</b>		
Accounting Fees	12.57	5.49
Advertisement Expenses	19.14	14.47
Agricultural Expenses	46.34	86.10
Bank Charges	1.12	0.25
Rent	44.04	17.91
Import expenses	32.98	-
Certification & Consultancy Exp	7.58	6.20
Commission & Brokerage	25.20	-
Cold Storage Expenses	1.88	2.02
Donation	53.33	2.00
Electricity Expenses	3.35	5.01
Freight Charges	-	0.45
Insurance	-	0.19
Office Expenses	16.96	3.61
Investor Relationship Expenses	2.40	2.57
Labour Expenses	43.63	62.42
License Fees	2.61	1.72
Legal & Professional Fees	39.85	5.23
Listing Fees	3.42	5.26
Payments To Auditors	5.17	3.42
Printing & Stationery Charges	1.53	0.80
Petrol Expenses	9.05	18.36
Packing & Forwarding Charges		4.10
Transportation Charges	3.35	9.73
Rent,Rate and Taxes	1.13	16.62
Preliminary Expenses	-	3.75
Postage & Courier Expenses	3.03	0.06
Stock exchange compliace fees	9.20	
Lodging and boarding expenses	2.48	0.17
Sales Promotions	35.94	1.46
Website Development Charges	1.12	0.07
Repairs & Maintenance Charges	7.15	2.20
Sundry balance W/o	6.52	-
Share Transfer Charges	3.94	1.82
Telephone Expenses	0.92	1.55
Travelling & Conveyance Expenses	24.37	31.64
Miscellaneous Expenses	13.24	2.59
	<b>484.55</b>	<b>316.63</b>

Notes to Consolidated financial statements for the year ended March 31, 2019

**Note 29 - Earnings per share (EPS)**

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

Diluted EPS amounts are calculated by dividing the profit attributable to equity holders of the parent (after adjusting profit impact of dilutive potential equity shares, if any) by the aggregate of weighted average number of Equity shares outstanding during the year and the weighted average number of Equity shares that would be issued on conversion of all the dilutive potential Equity shares into Equity shares.

<b>Particulars</b>	<b>March 31, 2019</b>	<b>March 31, 2018</b>
<b>i. Profit attributable to equity holders (Rs in lakhs)</b>		
Profit attributable to equity holders of the parent for basic and diluted EPS	496.60	1,002.77
	<b>496.60</b>	<b>1,002.77</b>
<b>ii. Weighted average number of ordinary shares</b>		
Issued ordinary shares	17,500,000	12,500,000
Add:Shares Issued	17,500,000	5,000,000
<b>Weighted average number of shares at March 31 for basic and diluted EPS</b>	<b>35,000,000</b>	<b>17,500,000</b>
<b>iii. Basic and diluted earnings per share (Rs)</b>	1.42	7.29

**Note 30 Financial instruments – Fair values and risk management****(a) Financial Risk Management**

The Company's principal financial liabilities comprise Loans and trade and other payables. The purpose of these financial liabilities is to finance the Company's operations and to provide to support its operations. The Company's principal financial assets is investments, Loans and trade and other receivables and cash and cash equivalents that derive directly from its operations.

The audit committee is assisted in its oversight role by internal audit. Internal audit undertakes both regular and adhoc reviews of risk management controls and procedures, the results of which are reported to the audit committee.

The Company's activities exposes it to Liquidity Risk, Market Risk and Credit risk. The Board of Directors reviews and agrees policies for managing each of these risks, which are summarised as below.

**i. Credit risk**

Credit risk is the risk of financial loss to the Company if a customer or counter-party fails to meet its contractual obligations. The Company is exposed to credit risks from its operating activities, primarily trade receivables, cash and cash equivalents, deposits with banks and other financial instruments. To manage the credit risk from trade receivables, the Company periodically assess financial reliability of customers, taking into account the financial condition, current economic trends, and analysis of historical bad debts and ageing of accounts receivable. Individual risk limits are set accordingly. The Company considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis through each reporting period.

**ii. Market Risk**

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk and commodity risk. The value of a financial instrument may change as a result of changes in the interest rates, foreign currency exchange rates and other market changes that affect market risk sensitive instruments. Market risk is attributable to all market risk sensitive financial instruments including investments and deposits, foreign currency receivables, payables and loans and borrowings.

**iii. Liquidity risk**

The risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset. Liquidity risk management The Company manages its liquidity risk by ensuring as far as possible that it will have sufficient liquidity to meet its short term and long term liabilities as and when due. Anticipated future cash

**(b) Financial assets and liabilities**

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels as on 31st March 2019 are presented below .

March 31, 2019	Note No.	Carrying amount				Fair value			Total
		FVTPL	FVTOCI	Amortised Cost	Total	Level 1	Level 2	Level 3	
<b>Non-Current Financial assets</b>									
Investments other than investment in subsidiary		-	-	2,058.07	2,058.07	-	-	-	-
<b>Current Financial assets</b>									
Trade receivables		-	-	8,233.54	8,233.54	-	-	-	-
Cash and cash equivalents		-	-	944.34	944.34	-	-	-	-
Loans				817.61	817.61				
		-	-	<b>12,053.56</b>	<b>12,053.56</b>	-	-	-	-
<b>Current Financial liabilities</b>									
Trade payables		-	-	5,674.94	5,674.94	-	-	-	-
Loans				73.20					
Other current financial liabilities		-	-	650.67	650.67	-	-	-	-
		-	-	<b>6,398.82</b>	<b>6,325.62</b>	-	-	-	-

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels as on 31st March 2018 are presented below .

March 31, 2018	Note No.	Carrying amount				Fair value			Total
		FVTPL	FVTOCI	Amortised Cost	Total	Level 1	Level 2	Level 3	
<b>Non-Current Financial assets</b>									
Investments other than investment in subsidiary		-	-	2,354.10	-	-	-	-	-
Other				0.62					
<b>Current Financial assets</b>									
Trade receivables		-	-	5,179.48	-	-	-	-	-
Cash and cash equivalents		-	-	499.86	-	-	-	-	-
Loans				215.04					
Other				191.16					
		-	-	<b>8,440.26</b>	-	-	-	-	-
<b>Non-Current Financial liabilities</b>									
Borrowings				42.90					
<b>Current Financial liabilities</b>									
Trade payables		-	-	4,094.67	-	-	-	-	-
Other current financial liabilities		-	-	73.99	-	-	-	-	-
		-	-	<b>4,211.55</b>	-	-	-	-	-

**Note 31 Capital Management**

For the purpose of the Company's capital management, capital includes issued capital and other equity reserves. The primary objective of the Company's Capital Management is to maximise shareholders value. The Company manages its capital structure and makes adjustments in the light of changes in economic environment and the requirements of the financial covenants.

The Company monitors capital using Adjusted net debt to equity ratio. For this purpose, adjusted net debt is defined as total debt less cash and bank balances

Particular	As at March 31 2019	As at March 31 2018
Non- Current borrowing	-	42.90
Current borrowings	73.20	650.00
<b>Gross debt</b>	<b>73.20</b>	<b>692.90</b>
Less : Cash and cash equivalents	944.34	499.86
Less : Other bank balances	-	-
<b>Adjusted net debt</b>	<b>(871.14)</b>	<b>193.04</b>
Total Equity	5,936.23	5,388.33
<b>Adjusted Net debt to Equity ratio</b>	<b>(0.15)</b>	<b>0.04</b>

**Note 32. Related party Information****A. Names of the Related parties****Other Related Party ( Enterprise Owned or significantly influenced by Key Management Personnel)**

Shree Ram Auto Centre (Prop. Firm of Prashantt Rupani)

Witwize Services Pvt Ltd(Common Director)

Rhombus Ltes LLP(Common Director)

**Key management personnel and their relatives**

Name of Person	Type of Relation
Mr. Darshak Rupani	Managing Director
Mr. Prashantt Rupani	Director
Mrs. Meghal Rupani	Wife of Director
Mrs. Sapna Rupani	Mother of Director

**B. The following transactions were carried out with the related parties in the ordinary course of business.****(Amount in Lakhs)**

Nature of Transaction	Referred in a (i)		Referred in a (ii)		Total	
	2019	2018	2019	2018	2019	2018
Director remuneration	-	-	9.20	11.20	9.20	11.20
Loan Repayment received	5.00	-	-	-	5.00	-
Loan taken	-	90.56	-	-	-	90.56
Repayment of loan taken	-	135.60	-	-	-	135.60
Receipt from debtor	-	-	-	-	-	-
Loan given	168.95	462.10	-	-	168.95	462.10
Receipt against loan given	171.95	140.10	-	-	171.95	140.10
Advance Against Services to be Rendered	-	5.00	-	-	-	5.00
Sales	-	-	-	-	-	-
Conversion of loan to share capital	-	-	-	-	-	-

**C. Closing balance of related party****(Amount in Lakhs)**

Particular	Relationship	As At 31st March, 2019	As At 31st March, 2018
<b>Payables:</b>			
Darshak Rupani	Director	8.33	-
<b>Receivables</b>			
Megha Rupani	Relative of Director	0.40	0.40

Note: Related parties relationship is as identified by the Company and relied upon by the Auditors.

**Note: 33**

Balances of certain trade receivables, loans and advances given and trade payables are subject to confirmation/reconciliation. In the opinion of the Board, the difference as may be noticed on such reconciliation will not be material.

**Note 34**

The has not received confirmation from supplier regarding registration under Micro, Small and Medium Enterprises Development Act, 2006. Therefore no amount is determined as payable to Micro enterprises and small enterprises.

**Note 35**

There are no significant subsequent events that would require adjustments or disclosures in the financial statements as on the balance sheet date.

**Note 36**

Figures for the previous years have been regrouped / restated wherever necessary to conform to current year's presentation.

As per our report Of Even Date

**For Gupta Raj & Co.**

Chartered Accountants

Firm Reg No : 001687N

**CA Nikul Jalan**

Partner

Mem. No. 112353

Place : Mumbai

Date : 30.05.2019

**For White Organic Agro Limited****DARSHAK RUPANI**  
MANAGING DIRECTOR  
(DIN: 03121939)**PRASHANTT RUPANI**  
DIRECTOR & CFO  
(DIN: 03138082)**CHARMI JOBALIA**  
COMPANY SECRETARY

## **WHITE ORGANIC AGRO LIMITED**

**Accompanying notes to the Consolidated financial statements for the year ended 31<sup>st</sup> March, 2019**

### **1. SIGNIFICANT ACCOUNTING POLICIES**

#### **(i) Basis of Preparation of financial statements:**

These financial statements have been prepared in accordance with the generally accepted accounting principles in India under the historical cost convention (except for certain financial instruments that are measured at fair values at the end of each reporting period) on accrual basis to comply in all material aspects with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs pursuant to section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016.

#### **(ii) Basis of Measurement**

These financial statements are prepared under the historical cost convention unless otherwise indicated

#### **(iii) Key estimates and assumptions**

The preparation of financial statements requires management to make judgments, estimates and assumptions in the application of accounting policies that affect the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. Continuous evaluation is done on the estimation and judgments based on historical experience and other factors, including expectations of future events that are believed to be reasonable. Information about critical judgments in applying accounting policies, as well as estimates and assumptions that have the most significant effect to the carrying amounts of assets and liabilities within the next financial year, are as follows:

- Determination of the estimated useful lives of tangible assets and the assessment as to which component of the cost may be capitalized.
- Impairment of Property, Plant and Equipment's
- Recognition and measurement of defined benefit obligations
- Recognition of deferred tax assets
- Fair value of financial instruments
- Provisions and Contingent Liabilities

#### **(iv) Measurement of fair values**

The Company's accounting policies and disclosures require the measurement of fair values for financial instruments.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is Unobservable

**(v) Property plant and equipment(PPE)**

PPE are initially recognised at cost. The initial cost of PPE comprises its purchase price, including non-refundable duties and taxes net of any trade discounts and rebates. The cost of PPE includes interest on borrowings (borrowing cost) directly attributable to acquisition, construction or production of qualifying assets subsequent to initial recognition, PPE are stated at cost less accumulated depreciation (other than freehold land, which are stated at cost) and impairment losses, if any.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

Depreciation is recognised so as to write off the cost of assets (other than freehold land and capital work in progress) less their residual values over the useful lives, using the Written Down Value Method ("WDV").

The carrying values of property, plant and equipment are reviewed for impairment when events or changes in circumstances indicate that the carrying value may not be recoverable.

The residual values, useful life and depreciation method are reviewed at each financial year-end to ensure that the amount, method and period of depreciation are consistent with previous estimates and the expected pattern of consumption of the future economic benefits embodied in the items of property, plant and equipment.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on disposal or retirement of an item of property, plant and equipment is determined as the difference between sales proceeds and the carrying amount of the asset and is recognised in profit or loss. Fully depreciated assets still in use are retained in financial statements

(vi) **Intangible Assets-**

Intangible assets are measured on initial recognition at cost and subsequently are carried at cost less accumulated amortisation and accumulated impairment losses, if any. An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses on derecognition are determined by comparing proceeds with carrying amount.

(vii) **Non – derivative Financial instruments**

Financial assets and liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument. Financial assets and liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value measured on initial recognition of financial asset or financial liability

**Cash and cash equivalents**

The Company considers all highly liquid financial instruments, which are readily convertible into known amounts of cash that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase, to be cash equivalents. Cash and cash equivalents consist of balances with banks which are unrestricted for withdrawal and usage

**Financial assets at fair value through other comprehensive income (FVTOCI)**

Financial assets are measured at fair value through other comprehensive income if these financial assets are held within a business whose objective is achieved by both collecting contractual cash flows that give rise on specified dates to solely payments of principal and interest on the principal amount outstanding and by selling financial assets.

The Company has made an irrevocable election to present subsequent changes in the fair value of equity investments not held for trading in Other Comprehensive Income

**Financial assets at fair value through profit or loss (FVTPL)**

Financial assets are measured at fair value through profit or loss unless it is measured at amortised cost or at fair value through other comprehensive income on initial recognition.

The transaction costs directly attributable to the acquisition of financial assets and liabilities at fair value through profit or loss are immediately recognised in profit or loss.

### **Financial liabilities**

Financial liabilities are measured at amortised cost using the effective interest method.

### **Equity instruments**

An equity instrument is a contract that evidences residual interest in the assets of the Company after deducting all of its liabilities. Equity instruments recognised by the Company are measured at the proceeds received net off direct issue cost.

### **Off setting of financial instruments**

Financial assets and financial liabilities are off set and the net amount is reported in financial statements if there is a currently enforceable legal right to off set the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

### **(viii) Impairments of Non-financial assets**

The carrying values of assets / cash generating units at each balance sheet date are reviewed for impairment if any indication of impairment exists.

If the carrying amount of the assets exceed the estimated recoverable amount, impairment is recognized for such excess amount. The impairment loss is recognized as an expense in the Statement of Profit and Loss, unless the asset is carried at revalued amount, in which case any impairment loss of the revalued asset is treated as a revaluation decrease to the extent a revaluation reserve is available for that asset

When there is indication that an impairment loss recognized for an asset in earlier accounting periods which no longer exists or may have decreased, such reversal of impairment loss is recognized in the Statement of Profit and Loss, to the extent the amount was previously charged to the Statement of Profit and Loss.

### **(ix) Inventories:**

Inventories are valued at lower of cost (on weighted average basis) and net realisable value after providing for obsolescence and other losses, where considered necessary. Cost includes all charges in bringing the goods to their present location and condition, including octroi and other levies, transit insurance and receiving charges. Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale.

### **(x) Revenue recognition**

Sales are recognised when goods are supplied and significant risks and rewards of ownership in the goods are transferred to the buyer as per the terms of contract and no significant uncertainty exists regarding the amount of the consideration that will be derived from the sale of the goods. Sales are inclusive of excise duty and net of returns, trade discounts, rebates and sales taxes.

Income from processing operations is recognised on completion of production / dispatch of the goods, as per the terms of contract.



Dividend income is recognised when the right to receive the same is established, it is probable that the economic benefits associated with the dividend will flow to the Company and the amount of dividend can be measured reliably.

Interest income from financial assets is recognized when it is probable that economic benefits will flow to the Company and the amount of income can be measured reliably

(xi) **Employee benefits**

**Short-Term Employee Benefits**

All employee benefits payable wholly within twelve months of rendering the service are classified as short term employee benefits. Benefits such as salaries, performance incentives, etc., are recognized as an expense at the undiscounted amount in the Statement of Profit and Loss of the year in which the employee renders the related service

**Post Employment Benefits**

Payments made to a defined contribution plan such as Provident Fund and Family Pension maintained with Regional Provident Fund Office are charged as an expense in the Statement of Profit and Loss as they fall due

**Terminal Benefits**

All terminal benefits are recognized as an expense in the period in which they are incurred

(xii) **Borrowing costs**

Borrowing costs are interest and other costs that the Company incurs in connection with the borrowing of funds and is measured with reference to the effective interest rate applicable to the respective borrowing. Borrowing costs that are directly attributable to the acquisition of an asset that necessarily takes a substantial period of time to get ready for its intended use are capitalised as part of the cost of that asset till the date it is put to use. Other borrowing costs are recognised as an expense in the period in which they are incurred

(xiii) **Taxes on Income**

Income tax expense comprises current and deferred tax and is recognized in the Statement of Profit and Loss except to the extent that it relates to items recognized directly in equity or in OCI

**Current tax**

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. It is measured using tax rates enacted or substantively enacted at the reporting date

**Deferred Tax**

Deferred income tax is recognised using the Balance Sheet approach. Deferred income tax assets and liabilities are recognized for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount, except when the deferred income tax arises from the initial recognition of an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profit or loss at the time of the transaction.

Deferred tax assets are recognised only to the extent that it is probable that either future taxable profits or reversal of deferred tax liabilities will be available, against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised.

The carrying amount of a deferred tax asset shall be reviewed at the end of each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilised.

Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period and are expected to apply when the related deferred tax asset is realised or the deferred tax liability is settled.

Deferred tax assets and liabilities are off set when there is a legally enforceable right to off set current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority

(xiv) **Accounting for provisions, contingent liabilities and contingent assets**

Provisions are recognized, when there is a present legal or constructive obligation as a result of past events, where it is probable that there will be outflow of resources to settle the obligation and when a reliable estimate of the amount of the obligation can be made. Where a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows. Where the effect is material, the provision is discounted to net present value using an appropriate current market-based pre-tax discount rate and the unwinding of the discount is included in finance costs.

Contingent liabilities are recognised only when there is a possible obligation arising from past events, due to occurrence or non-occurrence of one or more uncertain future events, not wholly within the control of the Company, or where any present obligation cannot be measured in terms of future outflow of resources, or where a reliable estimate of the obligation cannot be made. Obligations are assessed on an ongoing basis and only those having a largely probable outflow of resources are provided for.

Contingent assets are not disclosed in the financial statements unless an inflow of economic benefits is probable

(xv) **Earnings per share**

Basic Earnings per share is calculated by dividing the net profit / (loss) for the period attributable to the equity shareholders by the weighted average number of equity shares outstanding during the period. For the purpose of calculating diluted earnings per share, the net profit / (loss) for the period attributable to the equity shareholders and the weighted average number of equity shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares

## Form No. MGT-11 - Proxy Form

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

**CIN** : L01100MH1990PLC055860  
**Name of the Company** : WHITE ORGANIC AGRO LIMITED  
**Registered Office** : 312A, Kailas Plaza, Vallabh Baug Lane, Ghatkopar East Mumbai - 400077

**Name of the member(s)** :  
**Registered address** :  
**Email Id** :  
**Folio No. / Client Id** :  
**DP ID** :

I/We, being the member (s) hold \_\_\_\_\_ shares of the above named company, hereby appoint

1. Name: \_\_\_\_\_

Address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_ Signature \_\_\_\_\_, or failing him/ her

2. 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 **29<sup>th</sup> Annual General Meeting** of the members of **White Organic Agro Limited** to be held on Saturday, **September 28<sup>th</sup>, 2019** at 10:30 a.m. at Granville Greens Banquets, Near R Odeon Mall, R N Narkar Marg, Ghatkopar East, Mumbai - 400 077 and any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolution	For	Against
1.	To consider and adopt the Annual Audited Financial Statements for the financial year ending 31 <sup>st</sup> March, 2019 including consolidated financials as at that date together with the Reports of the Board of Directors and Auditors thereon.		
2.	To appoint Mr. Jitendra Mehta as the Director of the Company, who is liable to retire by rotation and offers himself for re-appointment.		
3.	To appoint Mr. Pritesh Doshi as a Director and approve his term as Non- Executive Independent Director of the Company		
4.	To re-appointment of Mr. Chandresh Jain as Non- Executive Independent Director of the Company		

Signed this..... day of..... 20....

\_\_\_\_\_  
Member's Signature

Affix  
Revenue  
Stamp of  
Rupee 1/-

\_\_\_\_\_  
Signature of 01<sup>st</sup> proxy      \_\_\_\_\_  
Signature of 02<sup>nd</sup> proxy

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

**ATTENDANCE SLIP**

PLEASE COMPLETE THIS ATTENDENCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL.

Name of the attending Member \_\_\_\_\_  
Member's Folio Number \_\_\_\_\_  
DP ID \_\_\_\_\_  
Client ID \_\_\_\_\_  
Name of the Proxy (In Block Letters) \_\_\_\_\_  
(To be filled in if the Proxy attends instead of the Member)  
(No. of Shares held: \_\_\_\_\_)

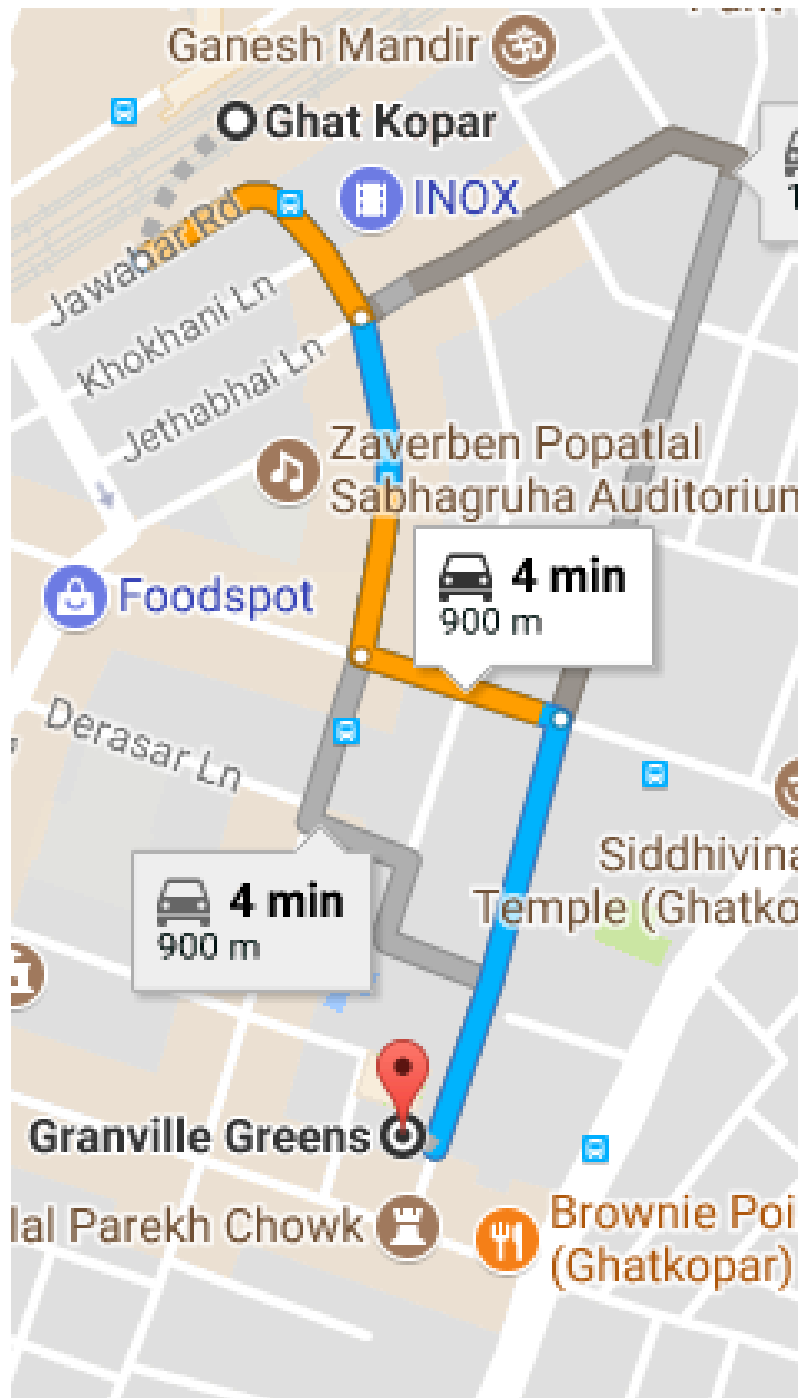
I hereby record my presence at the **29<sup>th</sup> Annual General Meeting** of the members of **White Organic Agro Limited** held on Saturday, **September 28<sup>th</sup>, 2019** at 10:30 A.M at Granville Greens Banquets, Near R Odeon Mall, R N Narkar Marg, Ghatkopar East, Mumbai - 400 077.

\_\_\_\_\_  
Member's / Proxy Signature

## LOCATION OF VENUE FOR THE ANNUAL GENERAL MEETING

Granville Greens Banquets, Near R Odeon Mall, R N Narkar Marg, Ghatkopar East, Mumbai - 400 077

---



---

GPS Location: <https://goo.gl/maps/t6262DdhWgo9ZGbj9>

---