

TWENTY FOURTH ANNUAL REPORT 2015-2016 AMRAWORLD AGRICO LIMITED

BOARD OF DIRECTOR

| | |
|------------------------|----------|
| ANIL MISTRY | DIRECTOR |
| KETANBHAI SORATHIYA | DIRECTOR |
| HARLEEN SINGH KATHURIA | DIRECTOR |

AUDITOR

M/S. BIPIN & CO.,
CHARTERED ACCOUNTANTS,
VADODARA

SHARE TRANSFER AGENT

M/s SATELLITE CORPORATE SERVICES PRIVATE LIMITED

B-302, Sony Apartment, Opp. St. Judge's High School,
Off Andheri-Kurla Road, Jarimari, Sakinaka,
Mumbai-400072 Maharashtra, INDIA
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REGISTERED OFFICE

24, LAXMI CHAMBERS, NAVJEEVAN PRESS ROAD, OPP. OLD GUJARAT HIGH COURT,
AHMEDABAD-380014, GUJARAT, INDIA

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NOTICE

NOTICE is hereby given that the **Twenty Forth ANNUAL GENERAL MEETING** of the Members of **AMRAWORLD AGRICO LIMITED** will be held at the Registered Office of the Company at **24, LAXMI CHAMBERS, NAVJEEVAN PRESS ROAD, OPP. OLD GUJARAT HIGH COURT, AHMEDABAD-380014, \ GUJARAT, INDIA** on **Friday, 30th day of September, 2016 at 11:00 A.M.** to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the financial Statement for the year ended on 31 March, 2016 and the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of MR. ANIL MISTRY (DIN: 00059558), who retires by rotation and being eligible, offers him-self for re-appointment.
3. Re appointment of Statutory Auditors.

“RESOLVED THAT subject to the provisions of Sections 139, 142 and any other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), and Companies (Audit and Auditors) Rules 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. Bipin & Co., Chartered Accountants, Vadodara (Firm registration number 101509W) retiring statutory auditor be and are hereby re appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting to next subsequent Annual General Meeting and at such remuneration as may be fixed by the Board of Directors of the Company on the recommendation of the Audit Committee.”

**By Order of the Board
For, AMRAWORLD AGRICO LIMITED**

**Sd/-
(ANIL MISTRY)
CHAIRMAN
DIN: 00059558**

Ahmedabad, 10th August 2016

24, Laxmi Chambers, Navjeevan Press Road,
Opp. Old Gujarat High Court,
Ahmedabad-380014

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL ONLY INSTEAD OF HIMSELF HERSELF AND A PROXY NEED NOT BE A MEMBER. The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than FORTY-EIGHT HOURS before the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
2. Corporate members intending to send their authorized representatives to attend the Annual General Meeting (AGM) pursuant to Section 113 of the Companies Act, 2013 are requested to send a duly certified copy of the Board Resolution together with their specimen signatures authorizing their representative(s) to attend and vote on their behalf at the AGM.
3. The Register of Members and Share Transfer Register of the Company will remain closed from 24th September, 2016 to 30th September, 2016.
4. As a measure of economy, copies of the annual report will not be distributed at the AGM. Shareholders are, therefore, requested to bring their copies of the annual report at the meeting.

5. Members whose shareholding(s) are in electronic mode are requested to inform any changes relating to address, bank mandate and Electronic Clearing Services (ECS) details to their respective Depository Participants and in case of physical shares, to the Company's Registrar & Share Transfer Agent M/s. Satellite Corporate Services Pvt. Ltd by mail at service@satellitecorporate.com together with a valid proof of address.
6. For the convenience of shareholders, attendance slip is annexed to the proxy form. Shareholders are requested to affix their signatures at the space provided and hand over the attendance slip at the entrance of the place of meeting. Proxy / Representative of a shareholder should mark on the attendance slip as "Proxy" or "Representative" as the case may be. Shareholders are also requested not to bring with them any person who is not a shareholder.
7. Members are requested to send their queries to the Company, if any, on accounts and operations of the Company at least seven days before the meeting so that the same could be suitably answered at the meeting.
8. To facilitate easy and cheap transactions in its shares, the Company has dematerialised its shares. Majority of the shareholders have already availed of this facility and de-materialised their shareholdings. Shareholders who have not yet de-materialised their shareholdings are requested to avail of this facility and de-materialise their shareholdings at the earliest.
9. In line with measures of Green Initiative taken by the Ministry of Corporate Affairs (vide circular nos. 17/2011 and 18/2011 dated April 21 and April 29, 2011 respectively) and Companies Act, 2013 also provides for sending notice of the meeting and other shareholder correspondences through electronic mode. Members holding shares in physical mode are requested to register their e-mail ID's with M/s. Satellite Corporate Services Pvt. Ltd by mail at service@satellitecorporate.com and Members holding shares in demat mode are requested to register their e-mail ID's with their respective Depository Participants (DPs).
10. Route map for the venue of the Annual General Meeting is given separately along with attendance slip.
11. The information or details required as per Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 on Director seeking re-appointment at the ensuing Annual General Meeting is as under:

Mr. Anil Mistry is Director of the Company. He has rich experience in the field of Business Administration. He has been associated with the Company w.e.f. 15.12.2011. He is Member of the Audit Committee and Share Transfer and Grievances Committee of the Company. Mr. Anil Mistry retires by rotation and being eligible offers himself for re-appointment. Further Mr. Mistry is not related to any way to any Board Members of the company and do not hold any share in the company.

SHAREHOLDER INSTRUCTIONS FOR E-VOTING

In compliance with the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility as an alternate to physical voting to all the Members of the Company. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating e-voting to enable the Members to cast their votes electronically. E-voting is optional for the Members.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 27.09.2016 AT 09.00 A.M. and ends on 29.09.2016 AT 5.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 23rd September, 2016, 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.
- (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 and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

| For Members holding shares in Demat Form and Physical Form | |
|---|--|
| PAN | Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field. |
| Dividend Bank Details OR Date of Birth (DOB) | Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. 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). |

- (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 <AMRAWORLD AGRICO LIMITED> 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 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. 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 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.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com 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, under help section or write an email to helpdesk.evoting@cdslindia.com.

The Company has appointed Ms. SHUBHAM AGARAWAL, Practicing Company Secretary as the Scrutinizer for purpose of E voting to count the votes casted in favour or against the resolution proposed for all the items of the Notice as mentioned in the Notice and to comply with the provisions of Section 108 of the Companies Act, 2013.

The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the BSE Limited.

**By Order of the Board
For, AMRAWORLD AGRICO LIMITED**

**Sd/-
(ANIL MISTRY)
CHAIRMAN
DIN: 00059558**

Ahmedabad, 10th August 2016
24, LAXMI CHAMBERS, NAVJEEVAN PRESS ROAD,
OPP. OLD GUJARAT HIGH COURT,
AHMEDABAD-380014

DIRECTORS' REPORT**Dear Shareholders,**

Your Directors here by present the 24th Annual Report on business and operations of the Company together with the Audited statements of Accounts for the financial year ended on **31st March 2016**.

FINANCIAL RESULTS:

| Particulars | [Amount in Rupees] | |
|---|------------------------|------------------------|
| | Financial Year 2015-16 | Financial Year 2014-15 |
| Other Income | -- | 1659 |
| Total Expenses | 492011 | 700088 |
| Profit (Loss) before Tax and Extra Ordinary Items | (492011) | (698429) |
| Provision for Taxation | Nil | Nil |
| Net Profit (Loss) after Tax & adjustments | (492011) | (698429) |
| Balance carried forward to Balance Sheet | (492011) | (698429) |

OPERATIONS REVIEW:

During the year under review due to financial crisis company has not carried out any business activities and faces huge set back So company not in position to generate any revenue from the operation.

BRIEF DESCRIPTION OF THE COMPANY'S WORKING DURING THE YEAR/STATE OF THE COMPANY'S AFFAIR:

The Company does not have any significant business activity and not carried out any business during the year under review.

DIVIDEND:

Your Directors place on record their deep sense of concern that due to carry forward losses, your Directors are unable to declare any dividend to its shareholders.

TRANSFER TO RESERVES:

The Company has not transferred any amount to Reserves for the period under review.

SHARE CAPITAL:

The issued, subscribed and paid up capital of the Company is Rs 120300000 divided into 120300000 equity shares of Rs 1/- each. There has been no change in the share capital of the Company during the year.

SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES:

The Company does not have any subsidiary, associate companies & joint ventures.

DEPOSIT:

Your Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

Details of Loans, Guarantee or Investments made by your Company under Section 186 of the Companies Act, 2013 during the financial year 2015-16 is enclosed as an Annexure to this Board's Report. During the year under review, the company has not provided any security falling within in purview of Section 186.

RELATED PARTY TRANSACTIONS:

All related party transactions that were entered into during the financial year were on arm's length basis and were in the ordinary course of the business. There are no materially significant related party transactions made by the company with Promoters, Key Managerial Personnel or other designated persons which may have potential conflict with interest of the company at large.

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

No material changes and commitments affecting the financial position of the company have occurred between the end of financial year to which the financial statements relate and the date of the Directors' Report.

SIGNIFICANT ORDERS PASSED BY THE REGULATORS, COURTS OR TRIBUNALS IMPACTING GOING CONCERN AND COMPANY'S OPERATIONS:

To the best of our knowledge, the company has not received any such orders passed by the regulators, courts or tribunals during the year, which may impact the going concern status or company's operations in future.

DIRECTORS AND KEY MANAGERIAL PERSONNEL:

In accordance with the provisions of the Companies Act, 2013, Mr. ANIL MISTRY retires by rotation at the ensuing AGM and being eligible offers himself for reappointment.

Since the Company does not have any significant business activities, hence the Volume and Scope of work for the Company Secretary and Chief Financial Officer are less and it is not a full time work and the job of Company Secretary and Chief Financial Officer are not attractive commensurate with the scope of work and salary.

DECLARATION BY INDEPENDENT DIRECTORS:

The Company has received necessary declaration from each Independent Director under Section 149 (7) of the Companies Act, 2013, that they meet the criteria of independence laid down in Section 149(6) of the Companies Act, 2013.

MEETINGS:

Minimum four pre-scheduled Board meetings are held annually. In case of business exigencies or urgency of matters, resolutions are passed by circulation. During the year Seven Board Meetings and four Audit Committee Meetings were convened and held, the details of which are given in the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013 and Listing Agreement.

AUDIT COMMITTEE:

The terms of reference of the Audit Committee are in consonance with the provisions of Section 177 of the Companies Act, 2013 and of the Listing Agreement and have been furnished in the Corporate Governance Report forming a part of this Annual Report.

NOMINATION AND REMUNERATION COMMITTEE:

Nomination and Remuneration Committee has been constituted as per the provisions of Section 178(1) of the Companies Act, 2013 on 25.05.2015 and have been furnished in the Corporate Governance Report forming a part of this Annual Report.

STAKEHOLDERS' RELATIONSHIP COMMITTEE:

The Board of Directors of the Company has re-named Share Holders Grievance/ Share Transfer Committee as 'Stakeholders Relationship Committee' in order to align it with the provisions of Section 178 of the Companies Act, 2013 and have been furnished in the Corporate Governance Report forming a part of this Annual Report.

BOARD EVALUATION:

Pursuant to the provisions of the Schedule IV, clause VIII of the Companies Act, 2013 the Board has carried out an evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit, Appointment & Remuneration Committees. The performance evaluations of Independent Directors were also carried out and the same was noted. Independent Directors in their meeting decided to bring more transparency in their performance and bring more responsibility while taking any policy decisions for the benefit of the shareholders in general.

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

No Directors/ Key Managerial Personnel are drawing any remuneration. Hence, the information required pursuant to Section 197 read with Rule 5 (1) (i) of The Companies (Appointment and Remuneration) Rules, 2014 in respect of ratio of remuneration of each director to the median remuneration of the employees of the Company for the Financial year is not given.

AUDITORS AND AUDITORS' REPORT:

M/S. BIPIN & CO., CHARTERED ACCOUNTANTS, VADODARA (FRN 101509W), Statutory Auditors of the Company hold office until the conclusion of the ensuing Annual General Meeting and are eligible for reappointment.

The observations made by the Auditors' in their Auditors' Report and the Notes on Accounts referred to in the Auditors' Report are self-explanatory and do not call for any further comments.

CIN: L01110GJ1991PLC015846

SECRETARIAL AUDIT AND SECRETARIAL AUDITORS' REPORT:

Pursuant to provisions of section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the Company has appointed M/s. K. H. & Associates, Company Secretaries in practice to undertake the Secretarial Audit of the Company. The Secretarial Audit report in the prescribed Form No MR-3 is annexed herewith.

QUALIFICATION IN SECRETARIAL AUDIT REPORT AND EXPLANATIONS BY THE BOARD:

| Sr. No. | Qualifications made by Secretarial Auditor | Explanations by the Board |
|---------|---|---|
| a) | Acknowledgement for sending the notices of the Meeting of the Board and Committees are not maintained by the company. | The notice and agenda for the Board and committee meeting are sent by the email or hand delivery. The company will ensure to maintain to the acknowledgements for sending the notice of the meeting of the board and the committee. |
| b) | Updating of website with regard to various policies is pending | The company will take necessary steps to update website with regard to various policies which are pending. |
| c) | The company has not complied with certain regulation of SEBI (LODR) Regulations, 2015 as regards publication of Notice of Board Meeting, Notice of AGM, quarterly results. | The company will take necessary steps to comply with the same. |
| d) | As per the provisions of Section 149(1) of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015, the Company is required to have at least one Women Director on its Board. The Company has not appointed Women Director. | The Company is in process for appointing of Women Director once suitable and if any willing candidate agrees to join the Company. |
| e) | As per section 138 of the Companies Act, 2013, the Company is required to appoint Internal Auditor. The Company has not appointed Internal Auditor. | The size of operation of the Company is very small, it is not viable to appoint Internal Auditor but the Company has established the internal control system. |
| f) | As per section 203(1)(i),(ii) & (iii), the Company is required to appoint Company Secretary & Chief Financial Officer. The Company has not appointed Company Secretary & Chief Financial Officer. | Since the Company does not have any significant business activities, hence the Volume and Scope of work for the Company Secretary and Chief Financial Officer are less and it is not a full time work and the job of Company Secretary and Chief Financial Officer are not attractive commensurate with the scope of work and salary. |
| g) | The company has not maintained the attendance register for Board and committee meeting | The company will take necessary steps to maintain the attendance register for board and committee meetings. |
| h) | Statutory Registrar as per companies Act 2013 is yet to be updated. | The company will take necessary steps to update Statutory Register as per companies Act 2013. |
| i) | Certain event based E Forms have not been filed by the company in time which were required to be filed with ROC during the audit period. | The company will ensure to file all relevant documents in time with ROC and other authorities as when required. |

COST AUDITOR AND COST AUDIT REPORT:

Cost Audit is not applicable to your Company.

INTERNAL CONTROL SYSTEMS:

As there is no significant business activities hence there was no systems set up for Internal Controls.

EXTRACT OF ANNUAL RETURN:

An extract of Annual Return as prescribed under Section 92(3) of the Companies Act, 2013 ('the Act') and rule 12(1) of the Companies (Management and Administration) Rules, 2014, in the prescribed Form No. MGT 9 forming part of this report is annexed herewith.

CIN: L01110GJ1991PLC015846

REPORT ON CORPORATE GOVERNANCE & MANAGEMENT DISCUSSION & ANALYSIS:

Pursuant to Regulation 34(3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 Company has taken adequate steps to ensure that all mandatory provisions of Corporate Governance as prescribed under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are complied with, a separate section titled Report on Corporate Governance together with a Certificate from the Practicing Company Secretary forms part of this Report.

A detailed Management Discussion & Analysis forms part of this Report.

CORPORATE SOCIAL RESPONSIBILITY INITIATIVES:

The Company has not developed and implemented any Corporate Social Responsibility initiative under the provisions of Section 135 of the Companies Act, 2013, read with Rule 9 of Companies (Corporate Social Responsibility Policy) Rules, 2014, as the said provisions are not applicable.

TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

The details of conservation of energy, technology absorption etc. as required to be given under Section 134(3)(m) of the Companies Act, 2013 read with Rule, 8 of The Companies (Accounts) Rules, 2014, are not applicable to Company, as our Company has not carried out in the manufacturing activities. The foreign exchange earning on account of the operation of the Company during the year was Rs. Nil.

PARTICULARS OF EMPLOYEES:

In terms of the provisions of Section 197(12) of the Act read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is not required to be given as there were no employees coming within the purview of this section.

DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013: Since there are no women employees in the Company hence no comments.**DISCLOSURE UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 AND OTHER DISCLOSURES AS PER RULE 5 OF COMPANIES (APPOINTMENT & REMUNERATION) RULES, 2014:**

Pursuant to Section 197(12) of the Companies Act, 2013 and Rule 5 of Companies (Appointment & Remuneration) Rules, 2014 every Listed Company mandates to disclose in the Board's Report the ratio of the remuneration of each director to the permanent employee's remuneration. However, since there is no permanent employee in the Company, no disclosure under the said provision has been furnished.

BUSINESS RISK MANAGEMENT:

Since the Company does not have any significant business activities, hence the Business Risk is at the Minimal Level. Hence, no major risk factors are envisaged except for:

- a. Government Policies
- b. Human Resource Risk

VIGIL MECHANISM

As the Company does not have any significant business activity, there was no need to have a Vigil Mechanism Policy.

DIRECTORS' RESPONSIBILITY STATEMENT:

The Directors' Responsibility Statement referred to in clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013, shall state that:

- a) In the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation by way of notes to accounts relating to material departures;
- b) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for that period;
- c) 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;

- e) Directors have prepared the accounts on a "going concern basis".
- f) 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.

ACKNOWLEDGEMENT:

Your Directors would like to express their sincere appreciation for the assistance and co-operation received from the Banks, Government Authorities, Customers, and Shareholders during the year. Your directors also wish to take on record their deep sense of appreciation for the committed services of the employees at all levels, which has made our Company successful in the business.

**For and on Behalf of the Board
For, AMRAWORLD AGRICO LIMITED**

PLACE: AHMEDABAD

DATE: 10.08.2016

**Sd/-
(ANIL MISTRY)
DIRECTOR
DIN: 00059558**

Annexure to Director's Report**Particulars of Loans, Investment and Guarantees****Amount outstanding as at 31st March, 2016**

| | Rupees in Lacs |
|--------------------|----------------|
| Particulars | Amount |
| Loans given | 0.32 |
| Guarantee given | Nil |
| Investments | 1165.16 |

Note: The details of Loan given and Investments made are as mentioned in the notes of financial statements.

For and on Behalf of the Board
For, AMRAWORLD AGRICO LIMITED

PLACE: AHMEDABAD
DATE: 10.08.2016

Sd/-
(ANIL MISTRY)
DIRECTOR
DIN: 00059558

Annexure to Director's Report**MANAGEMENT DISCUSSION ANALYSIS REPORT****Outlook:**

The Indian economy too witnessed a year of gradual decline with the last quarter decline being particularly severe. Poor monsoons, high inflation leading to high interest rates, slowdown in infrastructure projects and overall drop in consumer confidence and supply side constraints led to the pace of growth coming down. Export of products from India dipped and combined with the high import of oil and gold the current account deficit became a matter of concern leading to a depreciating currency.

Internal Controls Systems and their adequacy:

The company has adequate internal control systems to ensure operational efficiency, protection and conservation of resources, accuracy and promptness in financial reporting and compliance of law and regulations. The internal control system is supported by the internal audit process. The Internal Auditor reviews and ensures that the audit observations are acted upon. The Audit Committee of the Board reviews the Internal Audit reports and the adequacy and effectiveness of internal controls.

Human Resources

The relationship with the employees continues to be cordial. The Company recognizes the importance and contribution of its employees for its growth and development and constantly endeavors to train nurture and groom its people. The Company puts emphasis on attracting and retaining the right talent. The company places emphasis on training and development of employees at all levels and has introduced methods and practices for Human Resource Development.

Cautionary Statement:

Statements in this Management Discussion and Analysis describing the company's objectives, projections, estimates and expectations may be forward looking statement within the meaning of applicable laws and regulations. Actual results might differ materially from those either expressed or implied.

**For and on Behalf of the Board
For, AMRAWORLD AGRICO LIMITED**

PLACE: AHMEDABAD

DATE: 10.08.2016

**Sd/-
(ANIL MISTRY)
DIRECTOR
DIN: 00059558**

FORM NO. MR-3

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2016

(Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014)

To,
The Members,
AMRAWORLD AGRICO LIMITED
AHMEDABAD

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

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on **March 31, 2016** complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on **March 31, 2016** according to the provisions of:

- i) The Companies Act, 2013 and the rules made thereunder;
- ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- iii) The Depositories Act, 1996 and the Regulations and Bye-law framed hereunder;
- iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under;
- v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 (upto 14th May 2015) and Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (effective 15th May 2015);
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 - Not applicable as the Company has not issued any shares during the year under review;
 - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 / Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (effective 28th October 2014) - Not applicable as the Company has not issued any shares/options to directors/employees under the said guidelines / regulations during the year under review;
 - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 - Not applicable as the Company has not issued any debt securities which were listed during the year under review;
 - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; - Not applicable as the Company is not registered as Registrar to Issue and Share Transfer Agent during the year under review;

- g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 – Not applicable as the Company has not delisted / propose to delist its equity shares from any Stock Exchange during the year under review; and
- h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 – No applicable as the Company has not bought back or propose to buy-back any of its securities during the year under review.
- vi) Based on representation made by the Company and its officers, the Company has adequate system and process in place for compliance under the other applicable Laws, Acts, Rules, Regulations, Circulars, Guidelines and Standards.

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

- (i) Secretarial Standards with respect to Meetings of Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India and made effective 1st July, 2015).
- (ii) The Listing Agreement entered into by the Company with Stock Exchange and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (effective 1st December, 2015).

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, and Standards as mentioned above subject to the following qualifications:

- a) **Acknowledgement for sending the notices of the Meeting of the Board and Committees are not maintained by the company.**
- b) **Updating of website with regard to various policies is pending**
- c) **The company has not complied with certain regulation of SEBI (LODR) Regulations, 2015 as regards publication of Notice of Board Meeting, Notice of AGM, quarterly results.**
- d) **As per the provisions of Section 149(1) of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015, the Company is required to have at least one Women Director on its Board. The Company has not appointed Women Director.**
- e) **As per section 138 of the Companies Act, 2013, the Company is required to appoint Internal Auditor. The Company has not appointed Internal Auditor.**
- f) **As per section 203(1)(i),(ii) & (iii), the Company is required to appoint Company Secretary & Chief Financial Officer. The Company has not appointed Company Secretary & Chief Financial Officer.**
- g) **The company has not maintained the attendance register for Board and committee meeting**
- h) **Statutory Registrar as per companies Act 2013 is yet to be updated.**
- i) **Certain event based E Forms have not been filed by the company in time which were required to be filed with ROC during the audit period.**

We further report that we have not reviewed the applicable financial laws, direct and indirect tax laws since the same have been subject to review and audit by the Statutory Auditors of the company.

We further report that the Board of Directors of the Company is duly constituted { It is subject to above mention qualification no (d)} with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act. As per the information received from the company Adequate notice is given to all the directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes. We cannot comment for the same as corresponding documents are not available for inspection.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable Laws, Rules, Regulations and guidelines. We further report that during the audit period the Company has not passed any Special / Ordinary Resolutions which are having major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc.

We further report that during the audit period, there were no instances of:

1. Public/Rights/Preferential issue of Shares/debentures/ sweat equity.
2. Redemption/buy-back of securities.
3. Merger/ amalgamation/ reconstruction etc.
4. Foreign technical collaborations.

We further report that during the audit period no prosecution initiated against the Company and the company has also not received any show cause notice during the year.

**For, K H & Associates
Company Secretaries**

PLACE: Vadodara

DATE: 10.08.2016

**Sd/-
[Hemant Valand]
Partner
ACS No: 24697
C. P. NO.: 8904**

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

ANNEXURE-A

To,
The Members,
AMRAWORLD AGRICO LIMITED
Ahmedabad

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

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

PLACE: Vadodara
DATE: 10.08.2016

For, K H & Associates
Company Secretaries

Sd/-
[Hemant Valand]
(Partner)
ACS No: 24697
C. P. NO.: 8904

Annexure to Director's Report**FORM NO. MGT 9**

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

EXTRACT OF ANNUAL RETURN as on the financial year ended on 31.03.2016

I. REGISTRATION AND OTHER DETAILS:

| | |
|---|--|
| CIN | L01110GJ1991PLC015846 |
| Registration Date | 21/06/1991 |
| Name of the Company | AMRAWORLD AGRICO LIMITED |
| Category / Sub-Category of the Company | Company limited by Shares / Indian Non-Government Company |
| Address of the Registered office and contact details | 24, LAXMI CHAMBERS, NAVJEEVAN PRESS ROAD, OPP. OLD GUJARAT HIGH COURT, AHMEDABAD-380014, GUJARAT, INDIA. E mail: amraworldagrigo@gmail.com |
| Whether listed company | Yes |
| Name, Address and Contact details of Registrar and Transfer Agent, if any | SATELLITE CORPORATE SERVICES PRIVATE LIMITED B-203, Sony Apt., Opp. St. Jude's High School, 90Ft Road, Jarimari, Sakinaka, Mumbai-400072, Maharashtra, INDIA. E mail: service@satellitecorporate.com |

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

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

| Sr. No. | Name and Description of main products/ services | NIC Code of the Product/ service | % to total turnover of the company |
|---------|---|----------------------------------|------------------------------------|
| | NA | NA | NA |

The Company does not have any significant business activity and not carried out any business since last 3 to 4 years.

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

| Sr. No. | Name & Address of the Company | CIN/GLN | HOLDING/ SUBSIDIARY/ ASSOCIATE | % OF SHARES HELD | APPLICABLE SECTION |
|--------------|-------------------------------|---------|--------------------------------|------------------|--------------------|
| -----NA----- | | | | | |

IV SHARE HOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY)**i Category-wise Share Holding pattern**

| Category of Shareholders | No. of Shares held at the beginning of the year as on 01.04.2015 | | | | No. of Shares held at the end of the year as on 31.03.2016 | | | | % Change during the year |
|---|--|----------|----------|-------------------|--|----------|----------|-------------------|--------------------------|
| | Demat | Physical | Total | % of Total Shares | Demat | Physical | Total | % of Total Shares | |
| A) Promoters | | | | | | | | | |
| 1. Indian | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| 2. Foreign | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| Total shareholding of Promoter (A) = 1+2 | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| B. Public Shareholding | | | | | | | | | |
| 1. Institutions | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| 2. Non-Institutions | | | | | | | | | |
| a) Bodies Corporate | 69851493 | 0 | 69851493 | 58.06 | 69826848 | 6786000 | 76612848 | 63.68 | 5.62 |
| b) Individuals | | | | | | | | | |
| i) Individual shareholders holding nominal share capital up to Rs. 1 Lakh | 1556532 | 8282860 | 9839392 | 8.18 | 1720831 | 8606860 | 10327691 | 8.58 | 0.40 |

| | | | | | | | | | |
|--|-----------|----------|-----------|--------|-----------|----------|-----------|--------|--------|
| ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh | 24607727 | 8032000 | 32639727 | 27.13 | 24469021 | 922000 | 25391021 | 21.11 | (6.02) |
| c) Others (specify) | | | | | | | | | |
| -NRI | 16031 | 0 | 16031 | 0.01 | 16031 | 0 | 16031 | 0.01 | 0.00 |
| -HUF | 7952398 | 0 | 7952398 | 6.61 | 7952409 | 0 | 7952409 | 6.61 | 0.00 |
| B) = (B) (1) + (B) (2) + c | 103985140 | 16314860 | 120300000 | 100.00 | 103985140 | 16314860 | 120300000 | 100.00 | 0.00 |
| C. Shares held by Custodian for GDRs & ADRs | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| Grand Total (A+B+C) | 103985140 | 16314860 | 120300000 | 100 | 103985140 | 16314860 | 120300000 | 100 | 0.00 |

ii Shareholding of Promoters

| Sl. No. | Shareholder's 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 | |
| -----NIL----- | | | | | | | | |

iii CHANGE IN PROMOTERS' SHAREHOLDING (SPECIFY IF THERE IS NO CHANGE): *There is no promoter holding hence it is not applicable.*

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

| Sl. No. | Shareholder's Name | Shareholding at the beginning of the year 01.04.2015 | | Cumulative Shareholding during the year 31.03.2016 | |
|---------|--------------------------------------|--|----------------------------------|--|----------------------------------|
| | | No. of Shares | % of total Shares of The Company | No. of Shares | % of total Shares of The Company |
| 1 | RUDRA SECURITIES AND CAPITAL LIMITED | | | | |
| | Opening Balance | 5954700 | 4.95 | | |
| | Shares Bought during the period | | | 0 | 0.00 |
| | Shares sold during the period | | | 0 | 0.00 |
| | Closing Balance | | | 5954700 | 4.95 |
| 2 | RUDRA SECURITIES LIMITED | | | | |
| | Opening Balance | 5780000 | 4.80 | | |
| | Shares Bought during the period | | | 0 | 0.00 |
| | Shares sold during the period | | | 0 | 0.00 |
| | Closing Balance | | | 5780000 | 4.80 |
| 3 | HIRALAL POPATLAL SHAH | | | | |
| | Opening Balance | 5750000 | 4.78 | | |
| | Shares Bought during the period | | | 0 | 0.00 |
| | Shares sold during the period | | | 0 | 0.00 |
| | Closing Balance | | | 5750000 | 4.78 |
| 4 | SONIKA GRANITES PRIVATE LIMITED | | | | |
| | Opening Balance | 5725000 | 4.76 | | |
| | Shares Bought during the period | | | 0 | 0.00 |
| | Shares sold during the period | | | 5725000 | 4.76 |
| | Closing Balance | | | 0 | 0.00 |

| | | | | | |
|----|---------------------------------|----------|------|----------|-------|
| 5 | AMRADEEP INDUSTRIES LIMITED | | | | |
| | Opening Balance | 5500000 | 4.57 | | |
| | Shares Bought during the period | | | 0 | 0.00 |
| | Shares sold during the period | | | 0 | 0.00 |
| | Closing Balance | | | 5500000 | 4.57 |
| 6 | XO INFOTECH LIMITED | | | | |
| | Opening Balance | 11450000 | 9.52 | | |
| | Shares Bought during the period | | | 2867500 | 2.38 |
| | Shares sold during the period | | | 0 | 0.00 |
| | Closing Balance | | | 14317500 | 11.90 |
| 7 | PINKROSE DISTRIBUTORS | | | | |
| | Opening Balance | 5800000 | 4.82 | | |
| | Shares Bought during the period | | | 0 | 0.00 |
| | Shares sold during the period | | | 0 | 0.00 |
| | Closing Balance | | | 5800000 | 4.82 |
| 8 | ZARMIN VYAPAAR PRIVATE LIMITED | | | | |
| | Opening Balance | 5655000 | 4.70 | | |
| | Shares Bought during the period | | | 0 | 0.00 |
| | Shares sold during the period | | | 0 | 0.00 |
| | Closing Balance | | | 5655000 | 4.70 |
| 9 | SYNERGY COSMETICES EXIM LTD | | | | |
| | Opening Balance | 4954000 | 4.12 | | |
| | Shares Bought during the period | | | 0 | 0.00 |
| | Shares sold during the period | | | 0 | 0.00 |
| | Closing Balance | | | 4954000 | 4.12 |
| 10 | AMRAPALI FINCAP PRIVATE LIMITED | | | | |
| | Opening Balance | 4725000 | 3.93 | | |
| | Shares Bought during the period | | | 0 | 0.00 |
| | Shares sold during the period | | | 0 | 0.00 |
| | Closing Balance | | | 4725000 | 3.93 |
| 11 | SAIANAND COMMERCIAL LIMITED | | | | |
| | Opening Balance | -- | -- | | |
| | Shares Bought during the period | | | 7965950 | 6.62 |
| | Shares sold during the period | | | 0 | 0.00 |
| | Closing Balance | | | 7965950 | 6.62 |

(v) Shareholding of Directors and Key Managerial Personnel: *None of the director and key Managerial personnel holds any shares in the company.*

V. INDEBTEDNESS:

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

| Secured Loans excluding deposits | Secured Loans excluding deposits | Unsecured Loans | Deposits | Total Indebtedness |
|--|----------------------------------|-----------------|----------|--------------------|
| Indebtness at the beginning of the financial year | | | | |
| i) Principal Amount | 00 | 00 | 00 | 00 |
| ii) Interest due but not paid | 00 | 00 | 00 | 00 |
| iii) Interest accrued but not due | 00 | 00 | 00 | 00 |
| Total (i+ii+iii) | 00 | 00 | 00 | 00 |
| Change in Indebtedness during the financial year | | | | |
| Additions | 00 | 00 | 00 | 00 |
| Reduction | 00 | 00 | 00 | 00 |
| Net Change | 00 | 00 | 00 | 00 |
| Indebtness at the end of the financial year | | | | |
| i) Principal Amount | 00 | 00 | 00 | 00 |
| ii) Interest due but not paid | 00 | 00 | 00 | 00 |
| iii) Interest accrued but not due | 00 | 00 | 00 | 00 |
| Total (i+ii+iii) | 00 | 00 | 00 | 00 |

VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

| | | |
|-----------|--|------------|
| A. | REMUNERATION TO MANAGING DIRECTOR, WHOLE-TIME DIRECTORS AND/OR MANAGER | NIL |
| B. | REMUNERATION TO OTHER DIRECTORS | NIL |
| C. | REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD | NIL |

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) |
|-------------------------------------|------------------------------|-------------------|--|----------------------------|------------------------------------|
| A. Company | | | | | |
| Penalty | | | NONE | | |
| Punishment | | | | | |
| Compounding | | | | | |
| B. Directors | | | | | |
| Penalty | | | NONE | | |
| Punishment | | | | | |
| Compounding | | | | | |
| C. Other officers in default | | | | | |
| Penalty | | | NONE | | |
| Punishment | | | | | |
| Compounding | | | | | |

For and on Behalf of the Board
For, AMRAWORLD AGRICO LIMITED

PLACE: AHMEDABAD
DATE: 10.08.2016

Sd/-
(ANIL MISTRY)
DIRECTOR
DIN: 00059558

Annexure to Director's Report**REPORT ON CORPORATE GOVERNANCE****COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE:**

Your Company is committed to good Corporate Governance. The Company fully understands the rights of its shareholders to information on the performance of the company and considers itself a trustee of its shareholders. Corporate Governance strengthens investor's trust and ensures a long-term partnership that helps in fulfilling our quest for achieving significant growth and profits.

BOARD OF DIRECTORS:

The Board of Directors is consisting of Three Directors. The Directors manages the day to day affairs of the Company. Non-executive and independent directors did not have any pecuniary relationship of transactions with the company during the period under review. There are no material transactions where they have had personal interests that conflict with that of the Company.

NUMBERS OF BOARD MEETINGS HELD AND THE DATES ON WHICH SUCH MEETINGS WERE HELD:

During the financial year 2015-16 the Board met 7 (Seven) times on 25.05.2015, 31.07.2015, 24.08.2015, 31.08.2015, 02.09.2015, 28.10.2015 and 10.02.2016. Attendance record of Directors attending the Board meetings and Annual General Meetings:

| Name of the Director | Category | No. of Board Meetings Attended | Last attendance AGM |
|---|------------------------------------|--------------------------------|---------------------|
| ANIL MISTRY | Non - Executive (Director) | 7 | Yes |
| HARLEEN SINGH KATHURIA | Non-Executive Independent Director | 7 | No |
| MAYURBHAI PATEL (Resigned as on 24.08.2015) | Non-Executive Independent Director | 2 | NA |
| KETANBHAI SORATHIYA (Appointed as on 28.08.2015) | Non-Executive Independent Director | 2 | Yes |

None of the Director is a member in more than 10 Companies and Act as Chairman in more than 5 Companies across all Companies in which he is a Director.

AUDIT COMMITTEE:

The Audit Committee of the Company presently comprises of Three Directors being MR. ANIL MISTRY, MR. HARLEEN SINGH KATHURIA and MR. KETANBHAI DINESHCNANDRA SORATHIYA.

The Board terms of reference of the Audit Committee are in consonance with the provisions of Section 177 of the Companies Act, 2013 and of SEBI (LODR) Regulation, 2015.

Role/ Functions of the Committee:

- Reviewing with management the annual financial statements before submission to the Board.
- Recommending the appointment and removal of external auditors, fixation of audit fee and also approval for payment for any other services.
- Review of policies relating to risk management – operational and financial.
- Reviewing with the management, external auditors and the adequacy of the internal control system.

Powers of the Committee:

- To investigate any activity within its terms of reference.
 - To secure attendance of and seek any information from any employee including representative of the prime shareholders (subject to their internal approvals).
 - Compliance with accounting standards.
 - To obtain outside legal or other professional advice, if necessary.
 - To secure attendance of outsiders with relevant expertise, if it considers necessary.
- Compliance with Stock Exchange and legal requirements concerning financial statements.

Attendance at the Audit Committee Meetings

During the year the Audit Committee met 4 times on 25.05.2015, 31.07.2015, 28.10.2015 and 10.02.2016 attendance of the members as under:

| Name | Attended |
|------------------------|----------|
| ANIL MISTRY | 4 |
| HARLEEN SINGH KATHURIA | 4 |
| MAYURBHAI PATEL | 2 |
| KETANBHAI SORATHIYA | 2 |

NOMINATION AND REMUNERATION COMMITTEE:

Nomination and Remuneration Committee has been constituted as per the provisions of Section 178(1) of the Companies Act, 2013 on 25.05.2015 to review and to recommend the remuneration payable to the Executive Directors and Senior Management of the Company based on their performance and defined assessment criteria.

Nomination and Remuneration Committee of the Company presently comprises of three Directors being MR. ANIL MISTRY, MR. HARLEEN SINGH KATHURIA and MR. KETANBHAI DINESHCNANDRA SORATHIYA. There were two meetings were held on 24.08.2015 and 02.09.2015 respective all members were present at their meetings.

The following is the terms of reference of Nomination and Remuneration Committee:

- Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the level and composition of remuneration of the directors, key managerial personnel and other employees;
- Formulation of criteria for evaluation of independent directors and the Board;
- Devising a policy on Board diversity; and
- Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.

Nomination and Remuneration Policy:

The Committee is in process of formulating Nomination and Remuneration Policy which determines criteria inter-alia qualification, positive attributes and independence of Directors for their appointment on the Board of the Company and payment of remuneration to Directors, Key Managerial Personnel and other Employees. The Committee shall consider the following attributes / criteria, whilst recommending to the Board the candidature for appointment as Director.

- Qualification, expertise and experience of the Directors in their respective fields;
- Personal, Professional or business standing;
- Diversity of the Board

In case of re-appointment of Non Executive Directors, the Board shall take into consideration the performance evaluation of the Director and his engagement level.

STAKEHOLDERS' RELATIONSHIP COMMITTEE:

Stakeholders Relationship Committee has been constituted in align with the provisions of Section 178 of the Companies Act, 2013 to strengthen the investor relations and to inter-alia, look into issues relating to shareholders grievances pertaining to transfer of shares, non- receipt of declared dividends, non-receipt of Annual Report, issues concerning de-materialization etc. During the year no letters/complaints were received from the Investors and none of the complaints is pending as on date. None of the complaints required the attention of Investors Grievance Committee. This committee presently consists of three directors namely, MR. ANIL MISTRY, MR. HARLEEN SINGH KATHURIA and MR. KETANBHAI DINESHCNANDRA SORATHIYA. There were two meeting were held during the year on 25.05.2015 and 14.02.2016.

GENERAL BODY MEETINGS:**Location and time for last 3 years Annual General Meetings:**

| Financial Year | Location | Date | Time A.M./ P.M. | Special Resolution |
|----------------|---------------------------------------|------------|-----------------|---|
| 2014-15 | 803, SAMEDH BUILDING, ADJ. ASSOCIATED | 26.09.2015 | 10.00 A.M. | Change of Statutory Auditor of the company |
| 2013-14 | PETROLEUM, C. G. ROAD, ELLISBRIDGE, | 27.09.2014 | 11.00 A.M. | Adoption of New Set of Article of Association (AOA) |
| 2012-13 | AHMEDABAD-380006, | 30.09.2013 | 10.00 A.M. | No |

No Extra Ordinary General Meeting Held during the year. No special resolution was required to be carried out through postal ballot during the last year. No resolution is proposed by postal ballot at the ensuing Annual general meeting.

CEO / CFO CERTIFICATION:

Pursuant to the requirements of Regulation 17 of the Listing Regulations, the CEO/CFO certificate for the financial year 2015 – 16, was placed at the meeting of Board of Directors held on May 28, 2016.

DISCLOSURES:

- There are no materially significant related party transactions i.e. transactions of the Company of material natures, with its promoters, the directors or the managements, their subsidiaries or relatives etc., that may have potential conflict with interest of the Company at large.
- No penalties or strictures were imposed on the Company by the Stock Exchange or SEBI or any statutory authority, on any matter related to capital markers, during the last three years.
- The Company has complied with various rules and regulations prescribed by the Stock Exchange and SEBI during the last three years. No penalties or strictures have been imposed by them on the Company.

MEANS OF COMMUNICATION:

The Company has submitted its quarterly, half yearly and yearly financial results to the Stock Exchanges as well as website of the company immediately after its approval by the Board. The Company did not send the half yearly report to the Shareholders of the Company.

GENERAL SHAREHOLDERS INFORMATION:

| | | |
|--|---|--|
| Financial Year | 1st April to 31st March | |
| Date and time of Annual General Meeting | Friday, 30th September, 2016 at 11:00 A.M. | |
| Venue of Annual General Meeting | 24, LAXMI CHAMBERS, NAVJEEVAN PRESS ROAD, OPP. OLD GUJARAT HIGH COURT, AHMEDABAD-380014, GUJARAT, INDIA | |
| Dates of Book Closure | 24.09.2016 to 30.09.2016 | |
| Listing on Stock Exchange | BSE Limited, Mumbai | |
| Stock Code and Scrip ID | 531991 (BSE) and AMRAAGRI (BSE) | |
| Demat ISIN No. | INE735C01027 | |
| Financial Calendar (tentative schedule): | | |
| Unaudited Results for the quarter ending 30.06.2016 | Before 15th August, 2016 | |
| Unaudited Results for the quarter ending 30.09.2016 | Before 15th November, 2016 | |
| Unaudited Results for the quarter ending 31.12.2016 | Before 15th February, 2017 | |
| Unaudited Results for the quarter ending 31.03.2017; or | Before 15th May, 2017 | |
| In case company take Audited Results for the Whole Financial Year. | Before 30th May, 2017 | |

CATEGORIES OF SHAREOWNERS AS ON 31.03.2016:

| Category | No. of Shares Held | Voting Strength (%) |
|---------------------------------------|--------------------|---------------------|
| Promoters | Nil | 0.00 |
| Resident Individuals | | |
| share capital up to Rs. 1 lakh | 10327529 | 8.58 |
| share capital in excess of Rs. 1 lakh | 25391021 | 21.11 |
| Bodies Corporate | 76613010 | 63.68 |
| NRIs/ OCBs | 16031 | 0.01 |
| HUF | 7952409 | 6.61 |
| Clearing Members | -- | 0.00 |
| Total | 120300000 | 100.00 |

DISTRIBUTION OF SHAREHOLDING AS ON 31.03.2016:

| Share Balance | Holders | % of Total | Total Shares | % of Total |
|------------------|-------------|---------------|------------------|---------------|
| Up to – 2500 | 4250 | 77.40 | 435818 | 0.36 |
| 2501-5000 | 666 | 12.13 | 3255158 | 2.71 |
| 5001- 10000 | 470 | 8.56 | 4464820 | 3.71 |
| 10001- 20000 | 40 | 0.73 | 593595 | 0.49 |
| 20001- 30000 | 12 | 0.22 | 317889 | 0.26 |
| 30001- 40000 | 6 | 0.11 | 226957 | 0.19 |
| 40001-50000 | 2 | 0.04 | 90634 | 0.08 |
| 50001- 100000 | 9 | 0.16 | 681318 | 0.57 |
| 100001 and above | 36 | 0.66 | 110233811 | 91.63 |
| Total | 5491 | 100.00 | 120300000 | 100.00 |

STOCK MARKET DATA:

The monthly movement of Equity Share prices on BSE during the year is summarized below:

| Month | Highest (Rs) | Lowest (Rs) | Month | Highest (Rs) | Lowest (Rs) |
|--------|--------------|-------------|--------|--------------|-------------|
| Apr-15 | 0.74 | 0.69 | Oct-15 | 0.55 | 0.55 |
| May-15 | 0.69 | 0.63 | Nov-15 | 0.57 | 0.51 |
| Jun-15 | -- | -- | Dec-15 | 0.59 | 0.57 |
| Jul-15 | 0.66 | 0.57 | Jan-16 | 0.74 | 0.59 |
| Aug-15 | 0.55 | 0.53 | Feb-16 | 0.88 | 0.76 |
| Sep-15 | -- | -- | Mar-16 | 0.73 | 0.70 |

REGISTRAR AND SHARE TRANSFER AGENT:

M/s SATELLITE CORPORATE SERVICES PRIVATE LIMITED having its registered office at B-302, Sony Apartment, Opp. St. Judge's High School, Off Andheri-Kurla Road, Jarimari, Sakinaka, Mumbai-400072 Maharashtra, INDIA is the Registrar & Share Transfer Agent for processing the transfer of securities issued by the Company.

SHARE TRANSFER SYSTEM:

Transfer of Shares in Physical form are registered and dispatched within 3 weeks from the date of their receipts, subject to the documents being valid and complete in all respects. Transfer of shares are processed by the Share Transfer Agents and approved by the Share Transfer Committee called as "Investor / Shareholders Grievance Committee", which meets at frequent intervals. Share transfers are registered and returned within 15 days from the date of receipt, if the relevant documents are complete in all respect.

DEMATERIALIZATION OF SHARES AND LIQUIDITY:

The Equity Shares of your company are traded in compulsory dematerialization form by all investors. The company has entered into agreements with both existing Depositories, National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) enabling the investors to hold shares of the company in electronic form through the depository of their choice.

ADDRESS FOR CORRESPONDENCE:

24, LAXMI CHAMBERS, NAVJEEVAN PRESS ROAD, OPP. OLD GUJARAT HIGH COURT, AHMEDABAD-380014, GUJARAT, INDIA

Investors Correspondence/ Complaints to be address to: MR. ANIL MISTRY Director and Compliance Officer

E-mail: amraworldagrico@gmail.com

CERTIFICATE OF COMPLIANCE WITH THE CODE OF CONDUCT FOR BOARD OF DIRECTORS

To
The Members of
AMRAWORLD AGRICO LIMITED
Ahmedabad

All the members of the Board and Senior Management Personnel have affirmed compliance with the Code of Conduct in respect of the financial year ended March 31, 2016.

**For and on Behalf of the Board
For, AMRAWORLD AGRICO LIMITED**

**PLACE: AHMEDABAD
DATE: 10.08.2016**

**Sd/-
(ANIL MISTRY)
DIRECTOR
DIN: 00059558**

**CERTIFICATE ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE UNDER THE
SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

To the members of AMRAWORLD AGRICO LIMITED:

We have examined the compliance of conditions of Corporate Governance by **AMRAWORLD AGRICO LIMITED** for the year ended 31st March, 2016 as stipulated in SEBI (LODR), Regulation 2015 of the said company with the Stock Exchanges.

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

In our opinion and to the best of our information and according to the explanation given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

We have been explained that no investor grievances are pending for a period exceeding one month against the Company as per the records maintained by the Company.

We further state that such compliances are 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, BIPIN & CO.
CHARTERED ACCOUNTANTS
FRN: 101509 W**

**Sd/-
CA AMIT SHAH
PARTNER
M. No.: 126337**

**PLACE: VADODARA
DATE: 10.08.2016**

Independent AUDITORS' REPORT TO THE MEMBERS OF AMRAWORLD AGRICO LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of AMRAWORLD AGRICO LIMITED, which comprise the Balance Sheet as at 31 March 2016, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

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

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

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

Opinion

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

- b. in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2016;
- c. in the case of the Profit and Loss Account, of the profit/ loss for the year ended on that date; and
- d. in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2016, issued by the Central Government of India in term of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure "A" a statement on the matters specified in the paragraphs 3 and 4 of the Order, to the extent applicable.

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

- a. We have sought and obtained all the information and explanations which to the best of knowledge and belief were necessary for the purposes of our audit.
- b. In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
- c. the Balance Sheet, the Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- d. In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e. On the basis of written representations received from the directors as on 31 March, 2016, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2016, from being appointed as a director in terms of Section 164(2) of the Act.
- f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
- g. With respect to the other matters included in the Auditor's Report and to our best of our information and according to the explanations given to us.
 - i) The Company does not have any pending litigations which would impact its financial position.
 - ii) The Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses.
 - iii) There were no amounts which required to be transferred to the Investor Education and Protection Fund by the Company.

For, BIPIN & CO.
CHARTERED ACCOUNTANTS
FRN: 101509 W

Sd/-
CA AMIT SHAH
PARTNER
M. No.: 126337

PLACE: VADODARA
DATE: 28.05.2016

Annexure "A" to the Auditors' Report

The Annexure referred to in paragraph 1 of the Our Report of even date to the members of M/s AMRAWORLD AGRICO LIMITED on the accounts of the company for the year ended 31st March, 2016.

On the basis of such checks as we considered appropriate and according to the information and explanation given to us during the course of our audit, we report that:

1. The company does not have any Fixed Assets. Hence, clause (i) (a) (b) & (c) are not applicable to the company.
2. The company does not have any inventory. Hence, clause (ii) (a), (b) & (c) are not applicable to the company.
3. As per information and explanation given to us, the company has not granted loans to parties covered in the register maintained under section 189 of the Companies Act hence clause (iii) (a) to (c) are not applicable to the company.
4. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans and investments made.
5. According to the information and explanations given to us, the Company has not accepted any deposits from the public. Therefore, the directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act and the rules framed there under are not applicable to the Company.
6. As informed to us, Central government has not prescribed maintenance of cost records under sub-section (1) of section 148 of the Companies Act, in respect of products of the company.
7. In respect of Statutory dues:
 - (a) As per information & according to explanation given to us, the company is generally regular in depositing statutory dues with the appropriate authorities during the year. According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at March 31, 2016 for a period of more than six months from the date on when they become payable.
 - (b) As per information & according to explanation given to us, there are no cases of non deposit with the appropriate authorities of disputed dues of Income-tax, and any other statutory dues with the appropriate authorities during the year.
8. In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to banks. The Company has not taken any loan either from financial institutions or from the government and has not issued any debentures.
9. Based upon the audit procedures performed and the information and explanations given by the management, the company has not raised moneys by way of initial public offer or further public offer including debt instruments and term Loans. Accordingly, the provisions of clause 3 (ix) of the Order are not applicable to the Company and hence not commented upon.
10. Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the Company or on the company by its Officers or employees has been noticed or reported during the year.
11. Based upon the audit procedures performed and the information and explanations given by the management, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act;

12. In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 4 (xii) of the Order are not applicable to the Company.
13. In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
14. Based upon the audit procedures performed and the information and explanations given by the management, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3 (xiv) of the Order are not applicable to the Company and hence not commented upon.
15. Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company and hence not commented upon.
16. In our opinion, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3 (xvi) of the Order is not applicable to the Company and hence not commented upon.

For, BIPIN & CO
CHARTERED ACCOUNTANTS
FRN: 101509 W

Sd/-
CA AMIT SHAH
PARTNER
M. No.: 126337

PLACE: VADODARA
DATE: 28.05.2016

Annexure “B” to the Auditors’ Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of **AMRAWORLD AGRICO LIMITED** as of March 31, 2016 in conjunction with our audit of the 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”. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material 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 March 31, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For, BIPIN & CO
CHARTERED ACCOUNTANTS
FRN: 101509 W

Sd/-
CA AMIT SHAH
PARTNER
M. No.: 126337

PLACE: VADODARA
DATE: 28.05.2016

| BALANCE SHEET AS AT 31ST MARCH 2016 | | | |
|---|-------|--------------------------------|------------------|
| (Amount in Rupees) | | | |
| Particulars | Notes | March 31, 2016 | March 31, 2015 |
| I. EQUITY AND LIABILITIES | | | |
| <u>(1) Shareholder's Funds</u> | | | |
| (a) Share Capital | 2 | 120300000 | 120300000 |
| (b) Reserves and Surplus | 3 | (3008760) | (2516749) |
| <u>(2) Share Application money pending allotment</u> | | | |
| | | 00 | 00 |
| <u>(3) Non-Current Liabilities</u> | | | |
| | | 00 | 00 |
| <u>(4) Current Liabilities</u> | | | |
| (a) Other Current Liabilities | 4 | 372670 | 20000 |
| Total Equity & Liabilities | | 117663910 | 117803251 |
| II. ASSETS | | | |
| <u>(1) Non-Current Assets</u> | | | |
| (a) Fixed Assets | | 00 | 00 |
| (b) Non-current investments | 5 | 116516020 | 116834220 |
| (c) Long term loans and advances | 6 | 32455 | 32455 |
| <u>(2) Current Assets</u> | | | |
| (a) Current investments | | 00 | 00 |
| (b) Trade receivables | 7 | 00 | 40 |
| (c) Cash and cash equivalents | 8 | 1095014 | 919095 |
| (d) Short-term loans and advances | 9 | 20421 | 17441 |
| Total Assets | | 117663910 | 117803251 |
| Notes to Accounts 1 to 21 | | | |
| <i>Schedules referred to above and notes attached there to form an integral part of Balance Sheet</i> | | | |
| <i>This is the Balance Sheet referred to in our Report of even date.</i> | | | |
| For BIPIN & CO. | | FOR AND ON BEHALF OF THE BOARD | |
| CHARTERED ACCOUNTANTS | | | |
| Firm Reg. No. 101509 W | | | |
| Sd/- | | Sd/- | Sd/- |
| (CA AMIT SHAH) | | KETANBHAI SORATHIYA | ANIL MISTRY |
| PARTNER | | (DIRECTOR) | (DIRECTOR) |
| Membership No. 126337 | | | |
| Place: Vadodara | | Place: Ahmedabad | |
| Date:28.05.2016 | | Date:28.05.2016 | |

| PROFIT & LOSS STATEMENT FOR THE PERIOD ENDED ON 31ST MARCH, 2016 | | | | |
|--|---|--------------|-----------------|-----------------|
| (Amount in Rupees) | | | | |
| Sr. No | Particulars | Notes | 2015-16 | 2014-15 |
| I | Revenue from operations | | 00 | 00 |
| II | Other Income | 10 | 00 | 1659 |
| III | III. Total Revenue (I +II) | | 00 | 1659 |
| IV | Expenses: | | | |
| | Employee Benefit Expense | 11 | 110000 | 379500 |
| | Financial Costs | 12 | 00 | 4494 |
| | Depreciation and Amortization Expense | | 00 | 00 |
| | Other Expenses | 13 | 382011 | 316094 |
| | Total Expenses (IV) | | 492011 | 700088 |
| V | Profit before exceptional and extraordinary items and tax | (III - IV) | (492011) | (698429) |
| VI | Exceptional Items (Excess provision Added Back) | | 00 | 00 |
| VII | Profit before extraordinary items and tax | (V - VI) | (492011) | (698429) |
| VIII | Extraordinary Items | | 00 | 00 |
| IX | Profit before tax (VII - VIII) | | (492011) | (698429) |
| X | Tax expense: | | 00 | 00 |
| XI | Profit(Loss) from the period from continuing operations | (IX-X) | (492011) | (698429) |
| XII | Profit/(Loss) from discontinuing operations | | 00 | 00 |
| XIII | Tax expense of discounting operations | | 00 | 00 |
| XIV | Profit/(Loss) from Discontinuing operations | (XII - XIII) | 0.00 | 0.00 |
| XV | Profit/(Loss) for the period (XI + XIV) | | (492011) | (698429) |
| XVI | Earning per equity share: | | | |
| | (1) Basic | | (0.04) | (0.06) |
| | (2) Diluted | | (0.04) | (0.06) |

Notes to Accounts - 1 to 21

Schedules referred to above and notes attached there to form an integral part of Balance Sheet

This is the Balance Sheet referred to in our Report of even date.

For BIPIN & CO.

CHARTERED ACCOUNTANTS

Firm Reg. No. 101509 W

Sd/-
(CA AMIT SHAH)
PARTNER

Membership No. 126337

Place: Vadodara

Date:28.05.2016

FOR AND ON BEHALF OF THE BOARD

Sd/-
KETANBHAI SORATHIYA
(DIRECTOR)

Sd/-
ANIL MISTRY
(DIRECTOR)

Place: Ahmedabad

Date:28.05.2016

| CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2016 | | |
|--|--|-----------------------------------|
| (Rupees in Lacks) | | |
| | 2015-16 | 2014-15 |
| A CASH FLOW FROM OPERATING ACTIVITIES | | |
| Net Profit/(Loss) before Tax and Extra Ordinary Items | (4.92) | (6.98) |
| Adjustments for | | |
| Depreciation | 0.00 | 0.00 |
| Operating Profit before Working Capital Changes | (4.92) | (6.98) |
| Adjustments for | | |
| (Increase) / Decrease in Sundry Debtors | 0.00 | 891.80 |
| (Increase)/ Decrease in Loans & Advances (Long Term) | 0.00 | 0.00 |
| (Increase)/ Decrease in Loans & Advances(Current) | (0.03) | 45.66 |
| Increase/ (Decrease) in Current Liabilities | 3.53 | (0.43) |
| Increase/ (Decrease) in Current Provision | 0.00 | 0.00 |
| Cash generated from Operations | (1.42) | 930.04 |
| Short/excess provision of earlier year | 0.00 | 0.00 |
| Net cash from Operating Activities | (1.42) | 930.04 |
| B CASH FLOWS FROM INVESTING ACTIVITIES : | | |
| Purchase of Fixed Assets | 0.00 | 0.37 |
| Sale of Investment | 3.18 | 104.50 |
| Purchase of Current investment | 0.00 | (733.84) |
| Net cash flow from Investing Activities | 3.18 | (628.97) |
| C. CASH FLOWS FROM FINANCING ACTIVITIES | | |
| Proceeds from Share Capital Calls , Interest & forfeiture | 0.00 | 0.00 |
| Proceeds from Unsecured loans | 0.00 | (299.80) |
| Net cash flow from Financing Activities | 0.00 | (299.80) |
| Net Increase/(Decrease) in Cash & Cash Equivalent | 1.76 | 1.28 |
| Cash & Cash Equivalents at the beginning of the year | 9.19 | 7.91 |
| Cash & Cash Equivalents at the end of the year | 10.95 | 9.19 |
| Note: Previous Year figures have been regrouped or rearranged wherever necessary. | | |
| For BIPIN & CO. CHARTERED ACCOUNTANTS Firm Reg. No. 101509 W | FOR AND ON BEHALF OF THE BOARD | |
| Sd/- (CA AMIT SHAH) PARTNER Membership No. 126337 Place: Vadodara Date:28.05.2016 | Sd/- KETANBHAI SORATHIYA (DIRECTOR) Place: Ahmedabad Date:28.05.2016 | Sd/- ANIL MISTRY (DIRECTOR) |

Notes forming part of the financial statements**Note: 1 Significant Accounting Policies****A. General:**

- i) Accounting policies not specifically referred to otherwise are in consistence with earlier year and in consonance with generally accepted accounting principles.
- ii) Expenses and income considered payable and receivable respectively are accounted for on accrual basis.

B. Valuation of Inventories: No Inventories during the year.

C. Fixed assets and depreciation: There are no fixed assets.

D. Investments: Investments are valued at cost.

E. Foreign currency Transactions: There is no foreign currency transaction.

F. Retirement Benefits: Provident fund and employees state insurance scheme contribution is not applicable to the company.

G. Taxes on Income:

Current Tax: Provision for Income-Tax is determined in accordance with the provisions of Income-tax Act 1961.

Deferred Tax Provision: Deferred tax is recognized, on timing difference, being the difference between the taxable incomes and accounting income that originate in one period and are capable of reversal in one or more subsequent periods.

| Note : 2 Share Capital | | Rs. | Rs. |
|---------------------------------------|---|---------------------|----------------------|
| Sr. No | Particulars | Current Year | Previous Year |
| 1 | <u>AUTHORIZED CAPITAL</u> | | |
| | 130000000 Equity Shares of Rs. 1/- each | 130000000 | 130000000 |
| | Total in | 130000000 | 130000000 |
| 2 | <u>ISSUED , SUBSCRIBED & PAID UP CAPITAL</u> | | |
| | 120300000 Equity shares of Rs. 1/- each | 120300000 | 120300000 |
| | Total in | 120300000 | 120300000 |
| Note : 3 Reserve & Surplus | | | |
| | Surplus (Profit & Loss Account) | (3008760) | (2516749) |
| | Balance brought forward from previous year | (2516749) | (1818320) |
| | Less: Short Prov. of ITax of Prev. Year | 00 | 00 |
| | Add: Profit for the period | (492011) | (698429) |
| | Total in | (3008760) | (2516749) |

| Note : 4 Other Current Liabilities | | Rs. | Rs. |
|--|--|---------------------|----------------------|
| Sr. No | Particulars | Current Year | Previous Year |
| 1 | Expenses Payable | 372670 | 20000 |
| | Total in | 372670 | 20000 |
| Note:5 Non Current Investment | | | |
| | Investment in Equity Instrument(At Cost) | | |
| A | Quoted | | |
| | 250000 Equity Share of Malabar Trading Company Limited | 900000 | 900000 |
| | 12,50,000 Equity Share of Saral Mining Ltd. | 12500000 | 12500000 |
| | 5,16,920 (5,34,120) Equity Share of Divine Impex Ltd | 9563020 | 9881220 |
| | | 22963020 | 23281220 |
| B | Unquoted | | |
| | 305000 (305000)Eq Shares of Sobhagya Sales Pvt.Ltd | 30050000 | 30050000 |
| | Eq. Shares of Jiwrajka Industries P.Ltd | 2218000 | 2218000 |
| | Eq. shares of Parvati Minerals P.Ltd | 27600000 | 27600000 |
| | Eq. Shares of Rudra Securities Ltd | 19935000 | 19935000 |
| | Eq. Shares of Sigma Synthetic Ltd | 9064000 | 9064000 |
| | Eq. Shares of Vashi Construction P. Ltd | 4686000 | 4686000 |
| | | 93553000 | 93553000 |
| | Total in (A+B) | 116516020 | 116834220 |
| Note:6 - Long Term Loans and Advances | | | |
| 1 | Other Loans & Advances | 32455 | 32455 |
| | Total in | 32455 | 32455 |
| Note:7 - Trade Receivables | | | |
| | Other | | |
| | a) Secured, Considered Good : | 00 | 00 |
| | b) Unsecured, Considered Good : | 00 | 40 |
| | Total in | 00 | 40 |
| Note:8 - Cash & Cash Equivalent | | | |
| 1 | Cash-in-Hand | | |
| | Cash Balance | 1089394 | 910495 |
| | Sub Total (A) | 1089394 | 910495 |
| 2 | Bank Balance | | |
| | Bank Balance with Scheduled Banks | 00 | 00 |
| | HDFC Bank | 0 | 2980 |
| | HDFC SETT-00990690005100 | 5620 | 5620 |
| | FDR Allahabad (NCDEX) | 00 | 00 |
| | Sub Total (B) | 5620 | 8600 |
| | Total [A + B + C] | 1095014 | 919095 |

| Note:09 - Short Terms Loans and Advances | | Rs. | Rs. |
|---|-------------------------------|---------------------|----------------------|
| Sr. No | Particulars | Current Year | Previous Year |
| 1 | Others | | |
| | Advance Income Tax/Refund Due | 17441 | 17441 |
| | Other Loans & Advances | 2980 | 0 |
| | Total in | 20421 | 17441 |
| Note : 10 Other Income | | | |
| 1 | Other Interest | 0 | 1659 |
| | Total in | 0 | 1659 |
| Note : 11 Employment Benefit Expenses | | | |
| 1 | Salaries, Bonus, PF & ESIC | 110000 | 379500 |
| 2 | Directors Remuneration | 00 | 00 |
| | Total in | 110000 | 379500 |
| Note: 12 - Financial Cost | | | |
| 1 | Bank Charges | 0 | 4494 |
| | Total in | 0 | 4494 |
| Note : 13 Other Expenses | | | |
| 1 | Annual Custody Fees | 103050 | 73034 |
| 2 | Audit Fees | 10000 | 10000 |
| 3 | Demat Charges | 5141 | 0 |
| 4 | Electricity Expe | | |
| 5 | Listing Fees | 229830 | 112360 |
| 6 | Professional Fees | 0 | 77500 |
| 7 | Roc Exp. | 4200 | 13200 |
| | Total in | 382011 | 316094 |

Note: 14 Balances of Sundry Debtors, Creditors, Loans and Advances are subject to confirmation and reconciliation.

Note: 15 In the opinion of the Board of directors, the current assets, Loans & advances are approximately of the value stated if realized in the ordinary course of business. The provision of all known liabilities is adequate and not in excess of the amount reasonably necessary.

Note: 16 No remuneration has been paid to the directors during the year.

Note: 17 **Related Party Transaction:** No related party transaction were carried out during the year.

Note: 18 **Segment Information:** There is no reportable segment as per the contention of the management.

Note: 19 Basic and Diluted Earning per share (EPS) computed in accordance with Accounting Standard (AS) 20 "Earning Per Share"

| Particular | 31.03.2016 | 31.03.2015 |
|--|---------------|---------------|
| Numerator Profit / (Loss) after Tax | Rs.(492011) | Rs.(698429) |
| Denominator Weighted average number of No Equity Shares | 120300000 | 120300000 |
| EPS (Basic & Diluted) Numerator/Denominator | (0.04) | (0.06) |

Note: 20 **Payment to Auditor's** **2015-16** **2014-15**
For Audit Rs. 10,000 Rs 10,000

Note: 21 previous year figures have been regrouped and recasted wherever necessary.

For, BIPIN & CO.

CHARTERED ACCOUNTANTS

Firm Reg. No. 101509 W

Sd/-
(CA AMIT SHAH)
PARTNER
Membership No. 126337
Place: Vadodara
Date:28.05.2016

FOR AND ON BEHALF OF THE BOARD

Sd/- Sd/-
KETANBHAI SORATHIYA ANIL MISTRY
(DIRECTOR) (DIRECTOR)

Place: Ahmedabad
Date:28.05.2016

AMRAWORLD AGRICO LIMITED

Reg. Office: 24, LAXMI CHAMBERS, NAVJEEVAN PRESS ROAD, OPP. OLD GUJARAT HIGH COURT, AHMEDABAD-380014.
CIN: L01110GJ1991PLC015846 e Mail: amraworldagrico@gmail.com.

ATTENDANCE SLIP

24TH ANNUAL GENERAL MEETING on Friday 30.09.2016 at 11.00 a.m. at registered office of the company

| | | |
|-----------------|--|--|
| DP. Id* | | Name & address of the registered shareholder |
| Client Id* | | |
| Regd. Folio No. | | |

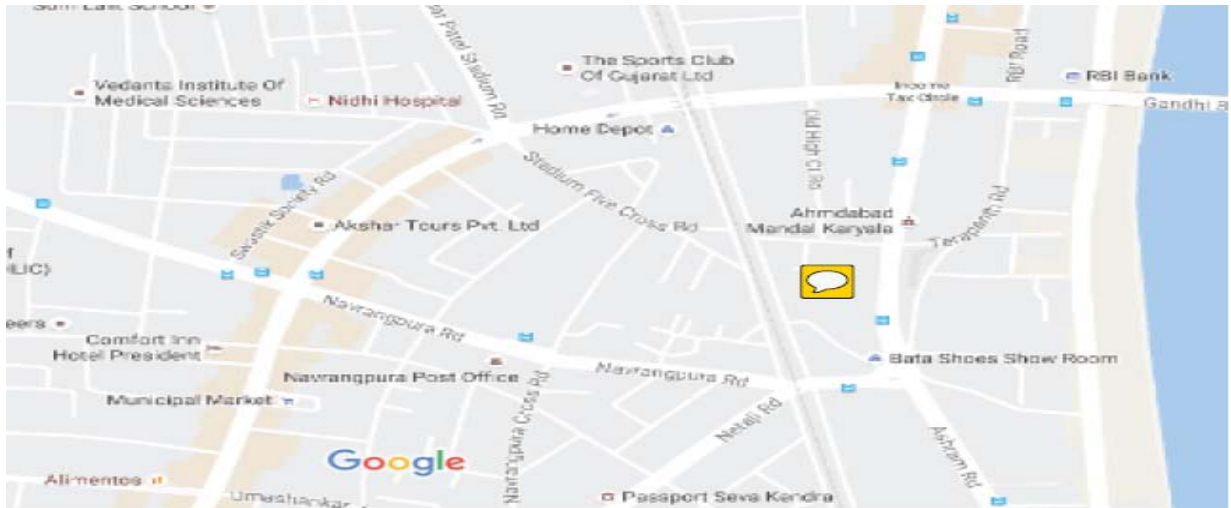
* Applicable for shareholding in electronic form.

I/We certify that I/We am/are a registered shareholder / proxy for the registered shareholder of the Company. I/We hereby record my/our presence at the 24th Annual General Meeting of the Company

Signature of Member/s/ Proxy

NOTE: A member or his duly appointed Proxy willing to attend the meeting must fill-up this Admission Slip and hand over at the entrance.

Route Map to the venue of the AGM



AMRAWORLD AGRICO LIMITED

Reg. Office: 24, LAXMI CHAMBERS, NAVJEEVAN PRESS ROAD, OPP. OLD GUJARAT HIGH COURT, AHMEDABAD-380014.
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PROXY FORM

Form No MGT-11

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

| | |
|---------------------|---|
| CIN | L01110GJ1991PLC015846 |
| Name of Company | AMRAWORLD AGRICO LIMITED |
| Reg. Office Address | 24, LAXMI CHAMBERS, NAVJEEVAN PRESS ROAD, OPP. OLD GUJARAT HIGH COURT, AHMEDABAD-380014 |
| Name of the Member | |
| Registered Address | |
| E Mail Id | |
| Folio No./Client ID | |

I/We, being the member (s) of AMRAWORLD AGRICO LIMITED hereby appoint

| | | | |
|-----------|-----------|--|--|
| Name | | | |
| Address | | | |
| E mail Id | Signature | | |

OR FAILING HIM

| | | | |
|-----------|-----------|--|--|
| Name | | | |
| Address | | | |
| E mail Id | Signature | | |

OR FAILING HIM

| | | | |
|-----------|-----------|--|--|
| Name | | | |
| Address | | | |
| E mail Id | Signature | | |

As my/ our Proxy to attend and vote for me/us on my/ our behalf the 24th Annual General Meeting of the Company to be held on 30.09.2016 at 11:00 a.m. at registered office of the company and at any adjournment thereof and respect of such resolution mentioned below:

BALLOT FORM

| Resolution No. | Resolution | Nature of Resolution | *Optional | |
|----------------|---|----------------------|-----------|---------|
| | | | For | Against |
| 01 | Adoption of financial statement for the year ended 31st March, 2016, together with Auditors' Report and Directors' Report | Ordinary | | |
| 02 | Re Appointment of Mr. Anil Mistry who retires by rotation | Ordinary | | |
| 03 | Re Appointment of M/s. Bipin & Co., Chartered Accountants, Vadodara (FRN 101509W) as auditors of the Company for 2016-17. | Ordinary | | |

Signed on thisday of2016.

Affix
Revenue
Stamp

Signature of shareholder/ Signature of Proxy

NOTE:

- 1 This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- 2 For the Resolution, Explanatory Statement and Notes, please refer to Notice of the 24th Annual General Meeting forming part of the Annual report
- 3 *It is Optional to put a 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitle to vote in the manner as he/she thinks appropriate.

BOOK-POST

To,

If undelivered, please return to:

AMRAWORLD AGRICO LIMITED

Reg. Office: 24, LAXMI CHAMBERS, NAVJEEVAN PRESS ROAD,
OPP. OLD GUJARAT HIGH COURT,
AHMEDABAD-380014, GUJARAT, INDIA