

TWENTY SIXTH ANNUAL REPORT 2017-2018 AMRAWORLD AGRICO LIMITED

BOARD OF DIRECTOR

KETANBHAI SORATHIYA	- DIRECTOR
GAURANGKUMAR VAISHNAV	- DIRECTOR
SAGAR GAJERA	- DIRECTOR

AUDITOR

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

SHARE TRANSFER AGENT

M/s SATELLITE CORPORATE SERVICES PRIVATE LIMITED

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Off Andheri-Kurla Road, Jarimari, Sakinaka,
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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 **26th 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 **Monday, 24th day of September, 2018 at 11:00 A.M.** to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2018 and the Reports of the Board of Directors and Independent Auditors thereon;

SPECIAL BUSINESS:

2. To consider and if thought fit, to pass with or without modification, the following resolution as **ORDINARY RESOLUTION:**

“RESOLVED THAT Mr. Sagar Kishorbhai Gajera (DIN-08204868), who was appointed as an Additional Director with effect from 22.08.2018 on the Board of the Company in terms of Section 161 of the Companies Act, 2013 who holds office up to the date of this Annual General Meeting, and in respect of whom a notice has been received from a member in writing, under Section 160 of the Companies Act, 2013 proposing him candidature for the office of a Director be and is hereby appointed as a director (Non-Executive) of the company, liable to retire by rotation.”

3. To consider and if thought fit, to pass with or without modification, the following resolution as **ORDINARY RESOLUTION:**

“RESOLVED THAT pursuant to the provisions of sections 149, 150, 152 and any other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Gaurangkumar Vinodray Vaishnav (DIN-08175507) who was appointed on 28.07.2018 as an additional director of the Company and holds office up to the date of this Annual General Meeting under section 161(1) of the Companies Act, 2013 and be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to September, 2023.”

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 15th September, 2018 to 24th September, 2018.
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 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.
6. 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.

7. Route map for the venue of the Annual General Meeting is given separately along with attendance slip.
8. Route map for the venue of the Annual General Meeting is given separately along with attendance slip.
9. 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.
10. 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.
11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number(PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their DPs with whom they are maintaining their demat accounts and members holding shares in physical form to the Company / RTA.
12. 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).
13. 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:

Name of the Director	SAGAR KISHORBHAI GAJERA	GAURANGKUMAR VAISHNAV
DIN	08204868	08175507
Date of Birth	12/09/1992	17/11/1991
Date of Appointment	22/08/2018	28/07/2018
Experience	Marketing, Accounts and Finance	Business Administrative
Directorships held in other companies in India, as on 31.03.2018	Nil	Nil
Membership of Committees of other companies, in which he is a Director, as on 31.03.2018	Nil	Nil
No. of Shares held in the Company	Nil	Nil

SHAREHOLDER INSTRUCTIONS FOR E-VOTING

In compliance with provisions of Section 110 of the Companies Act, 2013, Rule 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the Company is pleased to provide e-voting facility to its shareholders to enable them to cast their vote electronically, as an alternative to vote through postal ballot, the business may be transacted through e-voting services provided by Central Depository Services (India) Limited (CDSL).

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 21.09.2018 AT 09.00 A.M. and ends on 23.09.2018 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 17th September, 2018, 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.

Institutional Members / Bodies Corporate (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote through e-mail at amraworldagrigo@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com on or before 23.09.2018 up to 5:00 pm without which the vote shall not be treated as valid.

The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of 17th September 2018. The shareholders shall have one vote per equity share held by them as on the cut-off date. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.

The Company has appointed Mr. KALPESHKUMAR PATEL of M/s. K. G. Patel & Associates, Practicing Chartered Accountant 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 and on the website of CDSL 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**

**KETANBHAI SORATHIYA
DIRECTOR
DIN: 01403554**

Ahmedabad, 22nd August 2018
24, LAXMI CHAMBERS, NAVJEEVAN PRESS ROAD,
OPP. OLD GUJARAT HIGH COURT, AHMEDABAD-380014

**ANNEXURE TO NOTICE
EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013**

Item No. 2

The Board of Directors at their meeting held on 22.08.2018 co-opted Mr. SAGAR KISHORBHAI GAJERA in the Board as Additional Director as per section 160 and other applicable provision of the Company Act, 2013 his tenures of office expires at the ensuing Annual General Meeting. He is proposed to be confirmed and appointed as a director of the Company, as his induction on the Board would be beneficial to the Company.

Accordingly, the Board recommends the Ordinary Resolutions in relation to appointment of Mr. SAGAR KISHORBHAI GAJERA as a Director for approval by the shareholders of the Company. Mr. SAGAR KISHORBHAI GAJERA being appointee may be deemed to be interested in the Resolution for their respective appointment as set out in Item No. 2 of the Notice.

Except as provided above, none of the other Directors, promoters and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of the Notice.

ITEM NO. 3

Mr. Gaurangkumar Vaishnav was appointed as an Additional Directors of the Company with effect from 28.07.2018 pursuant to the provisions of Section 160 of the Companies Act, 2013 read Articles of Association of the Company. Mr. Gaurangkumar Vaishnav holds office upto the date of ensuing Annual General Meeting of the Company. It is proposed to appoint Mr. Gaurangkumar Vaishnav as Independent Director of the Company and to hold office for five consecutive years for a term up to September, 2023.

The Board recommends the resolution for the approval of shareholders.

No other Director/Key Managerial personnel not any relative of the Directors or the Key Managerial personnel of the Company other than Mr. Gaurangkumar Vaishnav is interested or concerned in the resolution.

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

**KETANBHAI SORATHIYA
DIRECTOR
DIN: 01403554**

Ahmedabad, 22nd August 2018
24, LAXMI CHAMBERS, NAVJEEVAN PRESS ROAD,
OPP. OLD GUJARAT HIGH COURT, AHMEDABAD-380014

DIRECTORS' REPORT

Dear Shareholders,

Your Directors here by present the 26th Annual Report on business and operations of the Company together with the Audited statements of Accounts for the financial year ended on **31st March 2018**.

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 due to some fixed cost posted net loss of Rs. 265550/-.

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 2016-17 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:

Mr. ZEEL KANUBHAI KUKADIYA (DIN-08202282), who was appointed as an Additional Director with effect from 22.08.2018 and holds office up to the date of this Annual General Meeting be and is hereby appointed as a director of the company, liable to retire by rotation.

Mr. Gaurangkumar Vinodray Vaishnav (DIN-08175507) was appointed as an additional director of the company with effect from 28.07.2018 and hereby appointed an Independent Director of the Company to hold office for five consecutive years up to the conclusion of the Annual General Meeting to be held in the calendar year 2023.

Mr. ANIL MISTRY and Mr. HARLEEN KATHURIA were resigned as on 01.10.2017 and 15.02.2018 respectively. Mr. MAHENDRA DOLATRAI GANATRA, Mr. VIPUL SHANTILAL TRIVEDI and Mr. VIPUL SHANTILAL TRIVEDI was appointed as on 15.02.2018, 01.06.2018 and 01.10.2017 respectively and resigned on 01.06.2018, 22.08.2018 and 28.07.2018.

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.

NUMBER OF MEETINGS OF THE BOARD:

The details of the number of meetings of the Board held during the Financial Year 2017-18 forms part of the Corporate Governance Report.

COMMITTEES OF THE BOARD:

The Board of Directors has the following Committees:

- 1 Audit Committee
- 2 Nomination and Remuneration Committee
- 3 Stakeholders' Relationship Committee

The details of the Committees along with their composition, number of meetings and attendance at the meetings are provided in the Corporate Governance 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), who are the Statutory Auditors of the Company to hold office from the conclusion this AGM until the conclusion of the AGM to be held in the year of 2020, for period of 3 years subject to ratification by members every year. As required under the provisions of Section 139 of the Companies Act, 2013, the Company has obtained written confirmation from M/S. BIPIN & CO. that their appointment, if made, would be in conformity with the limits specified in the said Section.

However, the requirement of ratification of appointment of Statutory Auditors under proviso to Section 139 of the Companies Act, 2013 is done away with under the Companies (Amendment) Act, 2017. As such, your Board does not seek members' ratification for their re-appointment.

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.

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.

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: 22.08.2018**

**KETANBHAI SORATHIYA
DIRECTOR
DIN: 01403554**

Annexure to Director's Report

Particulars of Loans, Investment and Guarantees

Amount outstanding as at 31st March, 2018

	Rupees in Lacs
Particulars	Amount
Loans given	Nil
Guarantee given	Nil
Investments	1036.79

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: 22.08.2018

KETANBHAI SORATHIYA
DIRECTOR
DIN: 01403554

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: 22.08.2018

**KETANBHAI SORATHIYA
DIRECTOR
DIN: 01403554**

FORM NO. MR-3**SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2018**

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

To,
The Members,
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, 2018** 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, 2018** 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 to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 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 - 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

CIN: L01110GJ1991PLC015846

- 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.
- vii) 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.
 - (ii) The Listing Agreement entered into by the Company with Stock Exchange and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review and as per the explanations and clarifications given to us and the representations made by the Management, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. 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 the compliance by the Company of applicable financial laws, like direct and indirect tax laws, has not been reviewed in this Audit since the same have been subject to review by statutory financial audit and other designated professionals.

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

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.

Place: Vadodara
Date: 22.08.2018

For, K H & Associates
Company Secretaries

[Hemant Valand]
Partner
ACS No: 24697
C. P. NO.: 8904

Note: 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.

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

**Place: Vadodara
Date: 22.08.2018**

**[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 31.03.2018

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: amraworldagrico@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 01.04.2017				No. of Shares held at the end of the year as on 31.03.2018				% 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	67819022	6786000	74605022	62.02	67812318	6786000	74598318	62.01	(0.01)
b) Individuals									
i) Individual shareholders holding nominal share capital up to Rs. 1 Lakh	1870157	8606860	10477017	8.71	1879929	8606860	10486789	8.72	0.01

ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	26326521	922000	27248521	22.65	26486521	922000	27408410	22.78	0.13
c) Others (specify)									
NRI	16031	0	16031	0.01	15709	0	15709	0.01	0.00
HUF	7952409	0	7952409	6.61	7790663	111	7790774	6.48	(0.13)
Clearing Members	1000	0	1000	0.00	0	0	0	0.00	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 01.04.2017		Cumulative Shareholding during the year 31.03.2018	
		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	AMRADEEP INDUSTRIES LIMITED				
	Opening Balance	5500000	4.57		
	Shares Bought during the period			0	0.00
	Shares sold during the period			5500000	4.57
	Closing Balance			0	0.00
5	XO INFOTECH LIMITED				
	Opening Balance	14317500	11.90		
	Shares Bought during the period			0	0.00
	Shares sold during the period			0	0.00
	Closing Balance			14317500	11.90

6	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
7	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
8	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
9	SAIANAND COMMERCIAL LIMITED				
	Opening Balance	7965950	6.62		
	Shares Bought during the period			0	0.00
	Shares sold during the period			0	0.00
	Closing Balance			7965950	6.62
10	CUPID TRADES & FINANCE 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

(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: 22.08.2018

KETANBHAI SORATHIYA
DIRECTOR
DIN: 01403554

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 2017-18 the Board met 6 (Six) times:

25th May, 2017	1st August, 2017	1st October, 2017	10th November, 2017
6th February, 2018	15th February, 2018		

Attendance record of Directors attending the Board meetings and Annual General Meetings:

Name of the Director	Category	No. of Board Meetings Attended	Last AGM attendance
ANIL MISTRY Resigned as on 01.10.2017	Non - Executive (Director)	2	Yes
HARLEEN SINGH KATHURIA Resigned as on 15.02.2018	Non-Executive Independent Director	5	No
KETANBHAI SORATHIYA	Non-Executive Independent Director	6	Yes
MAHENDRA GANATRA Appointed as on 15.02.2018 Resigned as on 01.06.2018	Non-Executive Independent Director	1	NA
NILESHKUMAR KAVA Appointed as on 01.10.2017 Resigned as on 28.07.2018	Non-Executive Independent Director	3	NA

None of the Directors hold Directorships in more than 20 companies. Further, any individual director's directorships in public companies do not exceed 10. None of the Directors is serving as a member of more than ten committees or as the Chairman of more than five committees across all the public companies of which he is a Director.

MEETING OF INDEPENDENT DIRECTORS:

The Company's Independent Directors met on February 15, 2018 without the presence of the Executive Director and the Senior Management team. The meeting was attended by majority of Independent Directors and was conducted to enable the Independent Director to discuss matters prescribed under Schedule IV to the Act and Regulation 25(3) of the SEBI (LODR) Regulation, 2015.

AUDIT COMMITTEE:

The Audit Committee of the Company reconstituted as on 22.08.2018 presently comprises of Three Directors being MR. GAURANGKUMAR VAISHNAV, Mr. SAGAR GAJERA and MR. KETANBHAI SORATHIYA.

In order to align with the provisions of Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI (LODR) Regulation, 2015. The terms of reference of the Audit Committee includes the following:

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 with attendance of the members as under:

25th May, 2017 | 1st August, 2017 | 10th November, 2017 | 6th February, 2018

Name	Attended
ANIL MISTRY	2
HARLEEN SINGH KATHURIA	4
KETANBHAI SORATHIYA	4
NILESHKUMAR KAVA	2

NOMINATION AND REMUNERATION COMMITTEE:

Nomination and Remuneration Committee reconstituted as on 22.08.2018. Company presently comprises of three Directors being MR. GAURANGKUMAR VINODRAY VAISHNAV, Mr. SAGAR KISHORBHAI GAJERA and MR. KETANBHAI DINESHCNANDRA SORATHIYA. Committee met two times during the years and respectively all members present during the meeting.

During the year under review, the terms of reference of Nomination and Remuneration Committee were expanded in order to align them with the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI (LODR) Regulation, 2015.

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. GAURANGKUMAR VINODRAY VAISHNAV, Mr. SAGAR KISHORBHAI GAJERA and MR. KETANBHAI DINESHCNANDRA SORATHIYA. During the year under review, the Committee met as and when required and all the members have attended the meetings.

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

Financial Year	Location	Date	Time A.M./ P.M.	Special Resolution
2016-17	Registered Office	04.09.2017	11.00 A.M.	Nil
2015-16	Registered Office	30.09.2016	11.00 A.M.	Nil
2014-15	Registered Office	26.09.2015	10.00 A.M.	Change of Statutory Auditor of the company

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 2016 – 17, was placed at the meeting of Board of Directors held on May 18, 2018.

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	Monday, 24th September, 2018 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	14.09.2018 to 24.09.2018	
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 30.06.2018	Before 15th August, 2018	
Unaudited Results for the quarter ending 30.09.2018	Before 15th November, 2018	
Unaudited Results for the quarter ending 31.12.2018	Before 15th February, 2019	
Unaudited Results for the quarter ending 31.03.2019; or	Before 15th May, 2019	
In case company take Audited Results for the Whole Financial Year.	Before 30th May, 2019	

CATEGORIES OF SHAREOWNERS AS ON 31.03.2018:

Category	No. of Shares Held	Voting Strength (%)
Promoters	Nil	0.00
Resident Individuals		
share capital up to Rs. 1 lakh	10486789	8.72
share capital in excess of Rs. 1 lakh	27408410	22.78
Bodies Corporate	74598318	62.01
NRIs/ OCBs	15709	0.01
HUF	7790774	6.48
Clearing Members	0	0.00
Total	120300000	100.00

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.

CIN: L01110GJ1991PLC015846

DISTRIBUTION OF SHAREHOLDING AS ON 31.03.2018:

Share Balance	Holders	% of Total	Total Shares	% of Total
Up to – 2500	4241	77.43	430401	0.36
2501-5000	661	12.07	3236595	2.69
5001- 10000	472	8.62	4495727	3.74
10001- 20000	41	0.75	629076	0.52
20001- 30000	12	0.22	317889	0.26
30001- 40000	5	0.09	190000	0.16
40001-50000	2	0.04	88183	0.07
50001- 100000	9	0.16	681318	0.57
100001 and above	34	0.62	110230811	91.63
Total	5477	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-17	0.35	0.35	Oct-17	0.25	0.25
May-17	0.34	0.34	Nov-17	0.26	0.24
Jun-17	0.33	0.33	Dec-17	0.24	0.24
Jul-17	--	--	Jan-18	0.26	0.24
Aug-17	0.32	0.31	Feb-18	0.27	0.27
Sep-17	0.31	0.26	Mar-18	0.28	0.28

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: amraworldagrigo@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, 2018.

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

PLACE: AHMEDABAD

DATE: 22.08.2018

KETANBHAI SORATHIYA
DIRECTOR
DIN: 01403554

**Independent Auditors' Certificate on Compliance with the Corporate Governance requirements
under 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 M/s. **AMRAWORLD AGRICO LIMITED** ("the company") for the year ended March 31, 2018, as per the provisions of regulations 17-27, clauses (b) to (i) of Regulation 46(2) and paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

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 explanations given to us, and based on the representations made by the Directors and the management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Regulations, as applicable.

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

Restrictions on Use

This certificate is issued solely for the purpose of complying with the aforesaid Regulations and may not be suitable for any other purpose.

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

**CA AMIT SHAH
PARTNER
M. No.: 126337**

**PLACE: VADODARA
DATE: 22.08.2018**

Independent AUDITORS' REPORT TO THE MEMBERS OF AMRAWORLD AGRICO LIMITED

REPORT ON THE FINANCIAL STATEMENTS

We have audited the accompanying standalone financial statements of **AMRAWORLD AGRICO LIMITED** ("the Company"), which comprise the Balance Sheet as at March 31, 2018, and the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended and a summary of the significant accounting policies and other explanatory information.

MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

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

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

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on these standalone financial statements based on our audit. In conducting our audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under and the Order issued under section 143(11) of the Act.

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

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

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

OPINION

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2018, and its loss, total comprehensive income, the changes in equity and its 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 obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose 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, 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 and the Companies (Accounting Standards) Amendment Rules, 2016.
- e) On the basis of written representations received from the directors as on 31 March, 2018, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2018, from being appointed as a director in terms of Section 164(2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
- g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
 - i) The Company does not have any pending litigations which would impact its financial position.
 - ii) The Company did not have any long-term contracts including 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

CA AMIT SHAH
PARTNER
M. No.: 126337

PLACE: VADODARA
DATE: 18.05.2018

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, 2018.

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) 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, 2018 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**

**CA AMIT SHAH
PARTNER
M. No.: 126337**

**PLACE: VADODARA
DATE: 28.05.2016**

Annexure “B” to the Auditors’ Report**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** (“the Company”) as of March 31, 2018 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, 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

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

**CA AMIT SHAH
PARTNER
M. No.: 126337**

**PLACE: VADODARA
DATE: 18.05.2018**

BALANCE SHEET AS AT 31ST MARCH 2018			
(Amount in Rupees)			
Particulars	Notes	March 31, 2018	March 31, 2017
ASSETS			
(1) Non-current Assets			
(a) Property, plant and equipment		0	0
(b) Other Intangible Assets		0	0
(c) Financial Assets			
(i) Investments	1	103679236	103802020
(ii) Loans And Advances Long Term		0	0
(iii) Other Financial Assets		0	0
(d) Deferred Tax Assets (Net)		0	0
(e) Other non-current assets		0	0
		103679236	103802020
(2) Current Assets			
(a) Inventories		0	0
(b) Financial Assets			
(i) Trade Receivables	2	12494250	12500000
(ii) Cash & Cash Equivalents	3	818412	955428
(iii) Loans And Advances Short Term		0	0
(c) Current Tax Assets (Net)		0	0
(d) Other Current Assets	4	2980	2980
		13315642	13458408
TOTAL ASSETS		116994878	117260428
EQUITY AND LIABILITIES			
EQUITY			
(a) Equity Share Capital	5	120300000	120300000
(b) Other Equity	6	(3773952)	(3508402)
TOTAL EQUITY		116526048	116791598
LIABILITIES			
(1) Non - Current Liabilities			
		0	0
(2) Current Liabilities			
(b) Other Current Liabilities	7	468830	468830
		468830	468830
TOTAL EQUITY AND LIABILITIES		116994878	117260428
Statement of significant accounting policies and other explanatory notes form part of the balance sheet and statement of profit and loss.			
As per our Report of even date			
For, BIPIN & CO.,		FOR AND ON BEHALF OF THE BOARD	
CHARTERED ACCOUNTANTS			
Firm Reg. No. 101509 W			
CA AMIT SHAH	KETANBHAI SORATHIYA	NILESHKUMAR KAVA	
PARTNER	Director	Director	
Membership No. 126337	DIN: 01403554	DIN: 01618499	
Place: Vadodara	Place: Ahmedabad		
Date: 18.05.2018	Date: 18.05.2018		

PROFIT & LOSS STATEMENT FOR THE PERIOD ENDED ON 31ST MARCH, 2018			
(Amount in Rupees)			
Particulars	Notes	2017-18	2016-17
I. Revenue from Operations		0	0
II. Other Income		0	0
III. Total Revenue (I +II)		0	0
IV. Expenses:			
Cost of Material Consumed		0	0
Purchase of Stock-in-Trade		0	0
Change in inventories of finished goods & work in progress		0	0
Employee Benefit Expense	8	96000	96000
Financial costs		0	0
Depreciation & Amortisation		0	0
Other Expenses	9	169550	403642
IV. Total Expenses		265550	499642
V. Profit before tax	(III - IV)	(265550)	(499642)
VI. Tax Expense:			
(1) Current Tax			
(2) Earlier Year Tax			
(3) Deferred Tax		0	0
(4) MAT Credit entitlement		0	0
VI. Profit/(Loss) for the period from Continuing Operations	(V - VI)	(265550)	(499642)
VII. Other Comprehensive Income			
(i) Items that will not be reclassified to profit or loss		0	0
(ii) Tax relating to items that will not be reclassified to profit or loss		0	0
Other Comprehensive Income for the year, net of tax		0	0
VIII. Total Comprehensive Income for the period (VII+VIII)	(VI + VII)	(265550)	(499642)
IX. Earning per equity share (Basic and Diluted)		(0.00)	(0.00)
Significant Accounting Policies & Notes on Accounts – 10			
The schedule referred above to form an integral part of the Profit & Loss in our report of even date.			
For, BIPIN & CO.,		FOR AND ON BEHALF OF THE BOARD	
CHARTERED ACCOUNTANTS			
Firm Reg. No. 101509 W			
CA AMIT SHAH		KETANBHAI SORATHIYA	NILESHKUMAR KAVA
PARTNER		Director	Director
Membership No. 126337		DIN: 01403554	DIN: 01618499
Place: Vadodara		Place: Ahmedabad	
Date: 18.05.2018		Date: 18.05.2018	

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2018		
(Rupees in Lacks)		
	2017-18	2016-17
A. CASH FLOW FROM OPERATING ACTIVITIES:		
Profit before tax and extra ordinary items	(265550)	(499642)
Adjustment For :		
Share of (profit)/loss from investment in partnership firm	0	0
Depreciation/amortization on continuing operation	0	0
Interest expenses	0	0
Operating profit before working capital changes	(265550)	(499642)
Movement in Working Capital		
Increase/(decrease) in Trade receivables	5750	(12500000)
Increase/(decrease) in Short Term Loan & Advances	0	49896
Increase/(decrease) in Current Liabilities	0	96160
Net Cash Flow from Operating Activities(A)	(259800)	(12853586)
B. CASH FLOW FROM INVESTING ACTIVITIES		
Investments /withdrawal in Partnership Firm	122784	12714000
Net Cash Flow from Investing Activities(B)	122784	12714000
C. CASH FLOW FROM FINANCING ACTIVITIES		
Net Cash Flow from Financing Activities(C)	0	0
Net increase/(decrease) in cash & cash equivalents(A+B+C)	(137016)	(139586)
Cash and Cash equivalents (Opening Balance)	955428	1095014
Cash and Cash equivalents (Closing Balance)	818412	955428
Previous year figure have been regrouped/ reclassified wherever necessary As per our report of even date		
For BIPIN & CO.	FOR AND ON BEHALF OF THE BOARD	
CHARTERED ACCOUNTANTS		
Firm Reg. No. 101509 W		
(CA AMIT SHAH)	KETANBHAI SORATHIYA	NILESHKUMAR KAVA
PARTNER	Director	Director
Membership No. 126337	DIN: 01403554	DIN: 01618499
Place: Vadodara	Place: Ahmedabad	
Date: 18.05.2018	Date: 18.05.2018	

Statement of change in equity share capital for the year ended March 31, 2018

6 (A) Equity Share Capital

Equity share capital of face value Rs. 1.00 each	No. of Shares	(Figures in Rs.)
Balance as at April 1, 2016	66069000	66069000
Changes in equity share capital during the year	0	0
Balance as at March 31, 2017	66069000	66069000
Changes in equity share capital during the year	0	0
Balance as at March 31, 2018	66069000	66069000

6 (B) Other equity

	Reserves and Surplus			Other Comprehensive Income	
	Investment Allowance	Securities Premium	Retained Earnings	Equity Instrument through OCI	Total
Balance at the beginning of the reporting period on 1st April 2016	0	0	(3008760)	0	(3008760)
Profit for the period	0	0	(499642)	0	(499642)
Other Comprehensive Income for the year	0	0	0		0
Balance as on 31st March 2017	0	0	(3508402)	0	(3508402)
Profit for the period	0	0	(265550)	0	(265550)
Other Comprehensive Income for the year	0	0	0	0	0
Balance as on 31st March 2018	0	0	(3773952)	0	(3773952)

Statement of significant accounting policies and other explanatory notes form part of the balance sheet and statement of profit and loss.

The Company has only one class of equity shares having a par value of Rs. 1.00 per share. Each holder of equity shares is entitled to one vote per share.

The Company declares and pays dividend in Indian Rupees. The dividend proposed by the Board of directors is subject to the approval of the shareholders in ensuing Annual General Meeting. In event of liquidation of the Company, the holders of equity shares would be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The Distribution will be in proportion to the number of equity shares held by the shareholders.

For BIPIN & CO.
CHARTERED ACCOUNTANTS
 Firm Reg. No. 101509 W

FOR AND ON BEHALF OF THE BOARD

CA AMIT SHAH
 PARTNER
 Membership No. 126337
 Place: Vadodara
 Date: 18.05.2018

KETANBHAI SORATHIYA NILESHKUMAR KAVA
 Director Director
 DIN: 01403554 DIN: 01618499
 Place: Ahmedabad
 Date: 18.05.2018

Notes forming part of the financial statements**Basis of preparation**

The financial statements of the Company have been prepared in accordance with the generally accepted accounting principles in India (Indian GAAP). The company has prepared these financial statements to comply in all material respects with the accounting standards notified under Section 133 of the Companies Act, 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 and Companies (Accounting Standards) Amendment Rules, 2016. The financial statements have been prepared on an accrual basis and under the historical cost convention. The accounting policies adopted in the preparation of financial statements are consistent with those of previous year, except for the change in accounting policy explained below.

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenue and expenses during the reporting period. Differences between actual results and estimates are recognized in the period in which the results are known / materialized.

NON-CURRENT ASSETS		Amount in Rs.	
NOTE 1 : FINANCIAL ASSETS -INVESTMENTS			
Particulars	As at March 31,2018	As at March 31,2017	
Investments in Equity Instruments			
(i) Quoted Equity Shares(At Fair value through OCI)			
Eq. Shares of Devine Impex Ltd	9440236	9563020	
Total (i)	9440236	9563020	
(ii) Unquoted Equity Shares			
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	
Eq. Shares of G.N. Alloys Limited	686000	686000	
Total (ii)	94239000	94239000	
(iii) Investment in Partnership Firm (at Cost)	0	0	
Total(i+ii+iii)	103679236	103802020	
NOTE 2 : FINANCIAL ASSETS- TRADE RECEIVABLES			
Particulars	As at March 31,2018	As at March 31,2017	
UNSECURED, CONSIDERED GOOD:			
Outstanding for a period exceeding six months from the date they are due for payment	12494250	12500000	
Less: Provision for doubtful Debts	0	0	
Total	12494250	12500000	
NOTE 3 :FINANCIAL ASSETS- CASH AND CASH EQUIVALENT			
Particulars	As at March 31,2018	As at March 31,2017	
Balances with Bank			
HDFC SETT-00990690005100	5620	5620	
Cash in hand	812792	949808	
Total	818412	955428	
NOTE 4 : Other Current Assets			
Particulars	As at March 31,2018	As at March 31,2017	
Other Advances	2980	2980	
Prepaid Expenses	0	0	
Total	2980	2980	

NOTE 5: EQUITY SHARE CAPITAL

Particulars	As at March 31,2018		As at March 31,2017	
	No.	Rs.	No.	Rs.
A. Authorized: Equity shares of Rs. 1/- each	130000000	130000000	130000000	130000000
Total	130000000	130000000	130000000	130000000
B. Issued, Subscribed & Fully Paid-up: Equity shares of Rs. 1/- each	120300000	120300000	120300000	120300000
Total	120300000	120300000	120300000	120300000

Disclosures:

(i) Details of Shareholding in excess of 5%

Name of Shareholder	As at March 31,2018		As at March 31,2017	
	No.	%	No.	%
YASHWANT AMRATLAL THAKKAR	7265000	6.04	7265000	6.04
SAIANAND COMMERCIAL LIMITED	7965950	6.62	7965950	6.62
XO INFOTECH LIMITED	14317500	11.90	14317500	11.90

NOTE 6 : OTHER EQUITY

Particulars	Amount in Rs.	
	As at March 31,2018	As at March 31,2017
(a) Capital reserve	0	0
(b) Security Premium	0	0
(C) Retained Earnings	(3773952)	(3508402)
Total	(3773952)	(3508402)

CURRENT LIABILITIES

NOTE 7 : OTHER CURRENT LIABILITIES

Particulars	As at March 31,2018	As at March 31,2017
Provisions	10000	10000
Other Liabilities	458830	458830
Total	468830	468830

Note : 8 Employment Benefit Expenses

Sr. No	Particulars	F.Y. 2017-18	F.Y. 2016-17
1	Salaries & Wages	96000	96000
	Total	96000	96000

Note : 9 Other Expenses

Sr. No	Particulars	F.Y. 2017-18	F.Y. 2016-17
1	Annual Custody Fees	128550	53546
2	Audit Fees	10000	10000
3	BSE Listing Fees	0	229000
4	Income Tax Expense	0	17441
5	Conveyance Charges	11000	0
6	Professional & Legal Fees	20000	0
7	Bad Debt Written off	0	32455
8	Loss on sale of shares	0	60000
9	ROC Fees	0	1200
	Total	169550	403642

Note: 10 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:** The Company does not have any inventory.

c) **Fixed assets and depreciation:** The Company does not have any fixed assets.

d) **Investments:** Investment in the company is 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: 11 Balances of Sundry Debtors, Creditors, Loans and Advances are subject to confirmation and reconciliation.

Note: 12 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: 13 No remuneration has been paid to the directors during the year.

Note: 14 No related party transaction were carried out during the year.

Note: 15 there is no reportable segment as per the contention of the management.

Note: 16 Basic and Diluted Earnings per share (EPS) computed in accordance with Accounting Standard (AS) 20 "Earning Per Share" (Amount in Rs.)

Particulars	31.03.2018	31.03.2017
Numerator Profit / (Loss) after Tax	(265550)	(499642)
Denominator Weighted average number of Nos. Equity shares	120300000	120300000
EPS (Basic & Diluted) Numerator/Denominator	0.00	0.00

Note: 17

Payment to Auditor's	2017-18 Rs.	2016-17 Rs.
For Audit	10000	10000
For Company Matters	00	00

Note: 18 previous year figures have been regrouped and recasted wherever necessary.

For BIPIN & CO.
CHARTERED ACCOUNTANTS
Firm Reg. No. 101509 W

FOR AND ON BEHALF OF THE BOARD

CA AMIT SHAH
PARTNER
Membership No. 126337
Place: Vadodara
Date: 18.05.2018

KETANBHAI SORATHIYA
Director
DIN: 01403554
Place: Ahmedabad
Date: 18.05.2018

NILESHKUMAR KAVA
Director
DIN: 01618499