



M.K. PROTEINS

M. K. Proteins Limited

Regd. Office: Naraingarh Road, Village Garnala, Ambala City (Haryana), India - 134003

T: 0171-2679358 | W: www.mkproteins.in | E: info@mkproteins.in

TIN: 06291043467 CIN: L15500HR2012PLC046239

Notice: Convening 8th Annual General Meeting

Notice is hereby given that 8th Annual General Meeting of the members of the Company **M. K. Proteins Limited** will be held on **Wednesday 30th day of September 2020 at 11:30 A.M.** at the registered office of the Company, address, given above to transact the following business with or without modification.

Ordinary Business: Ordinary Resolutions:

1. To receive, consider and adopt the Financial Statements including Audited Balance Sheet of the Company as at 31st March, 2020, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date together with reports of the Board of Directors and the Auditors thereon.
2. To re-appoint Sh. Parvind Kumar, Director who retires by rotation at this meeting and, being eligible, offered himself for re-appointment.
3. To ratify and approve appointment of Auditors for the year ending from 31st March 2021 and fix their remuneration. Appointment of M/s Jayant Bansal & Co., Chartered Accountants, Ambala Cantt, proposed to be ratified as Statutory Auditors for Financial Year ending 31st March 2021 being eligible to continue as Statutory Auditors from the conclusion of this meeting till the conclusion of next Annual General Meeting to be held for Financial Year ending 31st March, 2021.

Special Business: Special Resolutions

4. **To ratify the remuneration of the Cost Auditors for the financial year 2019-20** and in this regard, to consider and if thought fit, to pass with or without modification(s) the following Resolution as an **Ordinary Resolution**

“**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the total consolidated remuneration payable during the year 2019-20 to **M/s K. K. Sinha & Associates, Cost Accountants, #3396, Sector - 46C, Chandigarh- 160047** (Firm Regn. No. 100279) appointed by the Board of Directors to conduct the audit of cost records of the Company for the financial year 2019-20, on a remuneration to be agreed between CMA and Managing Director and Fees for Cost EXBL Filing of Cost Compliance on completion of the assignment be and is hereby ratified and confirmed.”

5. **Approval for Material Transactions with Related Parties:**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), the Companies (Meetings of Board and its Powers) Rules, 2014 and Clause 49 of the Listing Agreement/Regulation 23 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, governing the Related Party Transactions and such other rules as may be applicable and amended from time to time, consent of the shareholders be and is hereby accorded for the following arrangements/transactions (including transfer of resource, service or obligation) hitherto entered or to be entered into by the Company for the financial year commencing on April 1, 2020 and for every financial year thereafter:

Value of Related Party Transactions/ Arrangements per financial year

							Rs. In Lacs
Sr. No.	Related Party Transactions u/s 188 (1) of the Companies Act, 2013/ As per Listing Agreement	KAMLA ORGANICES PVT. LTD.	SHREE GANESH FATS PVT. LTD.	KAMLA OLEO PVT. LTD.	KAMLA OIL & FATS PVT. LTD.	SAATVIK GREEN ENERGY PVT. LTD	SHIB CHARAN DASS INDUSTRIES PVT. LTD.
	Nature of Relationship	Associate Concern	Associate Concern	Associate Concern	Associate Concern	Associate Concern	Associate Concern
	Name of interested Director(s)/KMP(s)	Sh. Parvind Kumar Sh. Parmod Kumar Sh. Raj Kumar	Sh. Parvind Kumar Sh. Parmod Kumar Sh. Raj Kumar	Sh. Parvind Kumar Sh. Parmod Kumar Sh. Raj Kumar	Sh. Parvind Kumar Sh. Parmod Kumar Sh. Raj Kumar	Sh. Parmod Kumar	Sh. Parvind Kumar Sh. Parmod Kumar Sh. Raj Kumar

		Sh. Vinod Kumar	Sh. Vinod Kumar	Sh. Vinod Kumar	Sh. Vinod Kumar		Sh. Vinod Kumar
1.	Sales Purchase of goods or material “*”						
	Sale of Goods	1500.00	1500.00	2500.00	1000.00	1500.00	1000.00
	Purchase of Goods	1000.00	2000.00	1000.00	4500.00	0.00	500.00
2.	Lease Rent Paid	0.00	0.00	0.00	0.00	0.00	9.00
3.	Commission and Brokerage Paid	5.00	0.00	0.00	0.00	0.00	0.00
	Total	2505.00	3500.00	3500.00	5500.00	1500.00	1509.00

Terms and conditions “*”

- At market value for each such transaction on an arm’s length basis and in compliance with applicable laws including Domestic Transfer Pricing Guidelines;
- All the above Said transactions are in the ordinary course of business

AND to do all such acts, deeds, matters and things, etc. as may be necessary or desirable including any negotiation/ re-negotiation/ modification/ amendments to or termination thereof, of the subsisting arrangements/ transactions or any future arrangements/ transactions and to make or receive/ pay monies in terms of such arrangements/ transactions.

RESOLVED FURTHER THAT the consent of the Company be and is hereby accorded to the Board of Directors of the Company and/or a Committee thereof, to severally do or cause to be done all such acts, matters, deeds and things and to settle any queries, difficulties, doubts that may arise with regard to any transaction with the related parties and severally execute such agreements, documents and writings and to make such filings, as may be necessary or desirable for the purpose of giving full effect to this resolution, in the best interest of the Company.”

6. Approval for Material Transactions with Related Parties:

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, other applicable provisions, if any, of the Companies Act, 2013 and the applicable Rules made there under, including any amendment(s), statutory modification(s) and/or re-enactment thereof for the time being in force, approval of the Members of the Company be and is hereby granted to Mr. Chatter Singh (DIN 07749000), who has attained the age of seventy five (78) years, to continue to be a Non-Executive Independent Director of the Company up to March 2, 2022, being the date of expiry of his current term of office.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company or any Key Managerial Personnel of the Company for the time being are hereby severally authorised to do all acts, deeds, matters or things and take such steps as may be necessary, expedient or desirable in this regard.”

NOTES:

- The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) in respect of the business under item Nos. 4 of the Notice, is annexed hereto. The relevant details as required under SEBI (Listing obligation and Disclosure Requirements) Regulations, 2015, of persons seeking appointment/re-appointment as Directors under items No. 2 of the Notice, is also annexed.
- In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI Listing Regulations, 2015 (“SEBI Listing Regulations”) and MCA Circulars, the 5th AGM of the Company is being held through VC / OAVM.
- The relevant details, pursuant to Regulations 26(4) and 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM is annexed.
- Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
- Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC /OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to - info@mkproteins.in with a copy marked to helpdesk.evoting@cdslindia.com.

6. The Register of Members and Share Transfer Books of the Company will remain closed from **23rd September, 2020 to 30th September, 2020** (both days inclusive) for the purposes of the Annual General Meeting. Board of Directors has not recommended any Dividend for the Financial Year 2019-20.
7. To support the “Green Initiative” Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with Bigshare in case the shares are held by them in physical form. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories unless any Member has requested for a physical copy of the same. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company’s website www.mkproteins.in, website of the Stock Exchanges i.e. National Stock Exchange of India Limited “Emerge Platform” and on the website of CDSL www.evotingindia.com.
8. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
9. The Cut-off date for determining the names of shareholders eligible to get Notice of Annual General Meeting is Friday, 5th September, 2020.
10. All documents referred to in this meeting, notice and the accompanying statements are open for inspection at the Registered Office of the company on all working days (except Saturdays and holidays) between 10.30 A.M. to 12.30 P.M. up to the date of Annual General Meeting.
11. The Shareholders, seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company at least 2 days before the date of Annual General Meeting through Email on info@mkproteins.in. The same will be replied by/ on behalf of the Company suitably.
12. The board of directors has appointed Mr. J. P. Jagdev, Proprietor of M/s J.P Jagdev & Co., Practicing Company Secretary (Membership No. FCS 2056) as the Scrutinizer to scrutinize the voting at the meeting and remote e-voting process in a fair and transparent manner.
13. The Chairman shall, at the AGM, at the end of discussion on the Resolutions on which the voting is to be held, allow voting with the assistance of the scrutinizer, by use of e-voting for all those Members who are present at the AGM through Video Conferencing.
14. The Scrutinizer shall after the conclusion of voting at the Meeting, will first count the votes cast at the Meeting in the presence of at least two witnesses not in the employment of the Company and shall make and submit, within 48 hours of the conclusion of the AGM, a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting within 48 hours of conclusion of the AGM.
15. The Notice of the AGM shall be placed on the website of the Company till the date of AGM. The Results declared, along with the Scrutinizer’s Report shall be placed on the Company’s website www.mkproteins.in immediately after the declaration of result by the Chairman or a person authorized by him in writing. The Results shall also be immediately forwarded to the Stock Exchange(s) where the shares of the Company are listed. Further, the results shall be displayed on the Notice Board of the Company at its Registered Office as well as Head Office.
16. Pursuant to Section 108 of the Companies Act, 2013 and the Rules made there under, as amended from time to time, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL, on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below. Resolution(s) passed by Members through e-voting is/are deemed to have been passed as if they have been passed at the AGM.
17. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
18. The instructions for members voting electronically (i.e. e-voting) are as under:
 - i) The security holders should log on to www.evotingindia.com during the duration of the voting period and cast their votes for the resolutions on the e-Voting System.
 - ii) Shareholders who have voted on an earlier instance of voting can login using their existing password.
 - iii) First time shareholders can login to the e-Voting system using their user-id (i.e. demat account number / folio number), PAN and Date of Birth (DOB) or Dividend Bank account number mentioned for the said demat account or folio. Physical shareholders will have to login with the Folio number, PAN and either DOB or Dividend Bank details for every voting.
 - iv) After logging in, demat security holders will have to mandatory change their password. This password can be used by demat security holders for all future voting on resolutions of companies in which they are eligible to vote. Security holders have to then select the EVSN for which they desire to vote.
 - v) Security holders can then cast their vote on the resolutions available for voting.
 - vi) Security holders can also view the resolution details on the e-Voting website.
 - vii) Once the security holder casts the vote, the system will not allow modification of the same.
 - viii) During the voting period, security holders can login any number of times till they have voted on all the resolutions. However, once the security holder has voted on a resolution he/she would not be able to vote for the same resolution again.
 - ix) You can also update your mobile number and e-mail ID in the user profile details of the folio which may be used for sending future communication(s).
 - x) The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 5th September, 2020.
 - xi) Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. September 5th, 2020 may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com or Mr. Anand Tirodkar on Tel: 022-

22728153 (email id-anandt@cdslindia.com) or Ankit Bandivadekar on Tel: 022-22728634 (email id-ankitb@cdslindia.com). However, if you are already registered with CDSL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on <http://www.evotingindia.com> or contact CDSL at the following toll free no.: 18002005533.

- xii) A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the Annual General Meeting.
 - xiii) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
 - xiv) The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
 - xv) The Chairman shall, at the Annual General Meeting at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "remote e-voting" or "Ballot Paper" for all those members who are present at the Annual General Meeting but who have not cast their votes by availing the remote e-voting facility.
 - xvi) The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the Annual General Meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by her in writing, who shall countersign the same and declare the result of the voting forthwith.
 - xvii) The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.mkproteins.in and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by her in writing. The results shall also be immediately forwarded to the NSE Limited, Mumbai.
19. The instructions for members for attending the AGM through VC/OAVM are as under:
- i) Member will be provided with the facility to attend the AGM through VC/OAVM through the CDSL e-voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
 - ii) Facility of joining the AGM through VC/OAVM shall open 15 minutes before the time scheduled for the AGM.
 - iii) Shareholders are encouraged to join the meeting through Laptops/IPads for better experience.
 - iv) Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
 - v) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
 - vi) Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their requisition advance at least 2 days prior to meeting mentioning their name, Demat account number/folio number, email id, mobile number at info@mkproteins.in. The shareholders who do not wish to speak during the AGM but have queries may sent their queries in advance 2 days prior to meeting mentioning their name, Demat account number/folio number, email id, mobile number at info@mkproteins.in. These queries will be replied to by the Company suitably by email.
 - vii) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
20. Guidelines for those shareholders whose e-mail address are not registered with the depositories for obtaining login credentials for e-voting for the resolutions proposed in this notice:
- i) For Physical Shareholders- please provide necessary details like folio no., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by e-mail to Company/RTA e-mail id.
 - ii) For Demat Shareholders- please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID +CLID), Name, client master or copy of Consolidated Account Statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by e-mail to Company/RTA e-mail id.
 - iii) The Company/RTA shall co-ordinate with CDSL and provide the login credential to the above mentioned shareholders.

By Order of the Board of Directors

Place: AMBALA
Dated: 04-09-2020

Sd/-
(VINOD KUMAR)
Managing Director
DIN: 00150507

M. K. Proteins Limited

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DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING AS REQUIRED IN TERMS OF CLAUSE 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

I.

PARTICULARS	PARVIND KUMAR
Date of Birth	12/10/1960
DIN	00126969
Date of Appointment	15/12/2016
Qualification	Graduate in Commerce
Experience	38 years experience in Edible Oil Industry
Address	3056, Sector 28D, Chandigarh – 160001
Directorships held in other Public Companies/Foreign Companies	NIL
Directorships held in other Private Limited Companies	1. SGF INDUSTRIES PRIVATE LIMITED 2. KAMLA OLEO PRIVATE LIMITED 3. SHREE GANESH FATS PVT LTD 4. SHREEOM COMMERCIAL REALESTATE PRIVATE LIMITED
Number of Shares held in the Company as on 31st March 2020	212800

II.

PARTICULARS	CHATTER SINGH
Date of Birth	01/01/1942
DIN	07749000
Date of Appointment	02/03/2017
Qualification	BA and had completed Certified Associate of Indian Institute of Bankers conducted by Indian Institute of Banking and Finance (IIBF)
Experience	Retired as Assistant General Manager from the State Bank Group under Senior Management Scale Grade V. Keeping in view his experience, expertise and punctuality in attending Board and Audit Committee meetings
Address	KAMLA COLONY, SHAMLI, POLICE STATION SHAMLI, Uttar Pradesh, India, 247776
Directorships held in other Public Companies/Foreign Companies	NIL
Directorships held in other Private Limited Companies	NONE
Number of Shares held in the Company as on 31st March 2020	NIL

M. K. Proteins Limited

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Explanatory Statement **(Pursuant to Section 102 of the Companies Act, 2013)**

As required by Section 102 of the Companies Act, 2013, the following explanatory statement sets out all material facts relating to the business mentioned under item no. 4 and 5 of the accompanying Notice dated August 06, 2019:

Items No. 4

The Board of Directors of the Company on the recommendation of the Audit Committee approved the appointment and remuneration of **M/s K. K. Sinha & Associates, Cost Accountants, 3396, Sector - 46C, Chandigarh- 160047** (Firm Regn. No. 100279) appointed by the Board of Directors to conduct the audit of cost records of the Company for the financial year 2019-20, on a remuneration to be agreed between CMA and Managing Director and Fees for Cost EXBL Filing of Cost Compliance on completion of the assignment, subject to ratification by shareholders.

In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14(a) (ii) of The Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is to be ratified by the Members of the Company. Accordingly, the Members are requested to ratify the remuneration payable to the Cost Auditors during the year 2019-20 as set out in the Resolution for the aforesaid services to be rendered by them.

None of the directors or KMP or their relatives are concerned or interested in the aforesaid resolution and your board recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the shareholders in the interest of the Company.

Items No. 5

Pursuant to provisions of Section 188(1) of the Companies Act, 2013, the Companies (Meeting of Board and its Powers) Rules, 2014, the Related Party Transactions as mentioned in clause (a) to (g) of the said Section require a Company to obtain prior approval of the Board of Directors and subsequently the Shareholders of the Company by way of Special Resolution in case the value of the Related Party Transactions exceeds the stipulated thresholds limit prescribed in Rule 15(3) of the said Rules. Further as required under Clause 49 of the Listing Agreement/Regulation 23 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, all material related party transactions (other than as specified under Clause 49 (VII)(E) of the Equity Listing Agreement) shall require approval of the shareholders through special resolution. Accordingly, the approval of the shareholders by way of Special Resolution is sought under Section 188 of the Companies Act, 2013, the Companies (Meeting of Board and its Powers) Rules, 2014 and Clause 49 of the Equity Listing Agreement, to enable the Company to enter into related Party Transactions in one or more trenches. The particulars of the Related Party Transactions, which are required to be stated in the Explanatory Statement, as per Rule 15(3) of the Companies (Meetings of Board and its Powers) Rules, 2014 are as follows:

Value of Related Party Transactions/ Arrangements per financial year

							Rs. In Laacs
Sr. No.	Related Party Transactions u/s 188 (1) of the Companies Act, 2013/ As per Listing Agreement	KAMLA ORGANICES PVT. LTD.	SHREE GANESH FATS PVT. LTD.	KAMLA OLEO PVT. LTD.	KAMLA OIL & FATS PVT. LTD.	SAATVIK GREEN ENERGY PVT. LTD	SHIB CHARAN DASS INDUSTRIES PVT. LTD.
	Nature of Relationship	Associate Concern	Associate Concern	Associate Concern	Associate Concern	Associate Concern	Associate Concern
	Name of interested Director(s)/KMP(s)	Sh. Parvind Kumar Sh. Parmod Kumar Sh. Raj Kumar Sh. Vinod Kumar	Sh. Parvind Kumar Sh. Parmod Kumar Sh. Raj Kumar Sh. Vinod Kumar	Sh. Parvind Kumar Sh. Parmod Kumar Sh. Raj Kumar Sh. Vinod Kumar	Sh. Parvind Kumar Sh. Parmod Kumar Sh. Raj Kumar Sh. Vinod Kumar	Sh. Parmod Kumar	Sh. Parvind Kumar Sh. Parmod Kumar Sh. Raj Kumar Sh. Vinod Kumar
1.	Sales Purchase of goods or material “*”						
	Sale of Goods	1500.00	1500.00	2500.00	1000.00	1500.00	1000.00
	Purchase of Goods	1000.00	2000.00	1000.00	4500.00	0.00	500.00
2.	Lease Rent Paid	0.00	0.00	0.00	0.00	0.00	9.00
3.	Commission and Brokerage Paid	5.00	0.00	0.00	0.00	0.00	0.00
	Total	2505.00	3500.00	3500.00	5500.00	1500.00	1509.00

Terms and conditions “*”:

- At market value for each such transaction on an arm's length basis and in compliance with applicable laws including Domestic Transfer Pricing Guidelines;
- All the above Said transactions are in the ordinary course of business

All entities falling under definition of related party shall abstain from voting irrespective of whether the entity is party to the particular transaction or not.

The Board of Directors recommends the resolution set forth in item No. 5 for approval of the Shareholders as a Special Resolution. Except for the Director(s) and Key Managerial Personnel whose names are mentioned hereinabove and their relatives (to the extent of their shareholding interest in the Company), none of the other Directors and/or any Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise, in this resolution. Your approval is sought by voting through Postal Ballot or through e-voting as the case may be, pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 for passing the resolutions under Item No. 5 as set in this Notice.

Items No. 6

The Members of the Company at the 5th Annual General Meeting held on September 28, 2017 had appointed Mr. Chatter Singh as Non-Executive Independent Directors of the Company for a term of five (5) consecutive years commencing from March 2, 2017 and expiring on March 2, 2022.

As the Members are aware, pursuant to the Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as “the Listing Regulations”), effective from April 1, 2019, no listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five (75) years unless a special resolution is passed to that effect and the explanatory statement annexed to the notice proposing such appointment or continuation specifies the justification for such appointment or continuation, as the case may be.

Mr. Chatter Singh has already attained the age of seventy five (75) years. Pursuant to Regulation 17(1A) of the Listing Regulations, the Special Resolution for continuation of his directorships with effect from April 1, 2019 up to March 3, 2022, being the date of expiry of their current term of office, will be required to be passed.

Sh. Chatter Singh is BA and had completed Certified Associate of Indian Institute of Bankers conducted by Indian Institute of Banking and Finance (IIBF) and retired as Assistant General Manager from the State Bank Group under Senior Management Scale Grade V. Keeping in view his experience, expertise and punctuality in attending Board and Audit Committee meetings, the Board considers it desirable that the Company should continue to receive the benefit of his valuable experience and advice and accordingly commends the Resolutions as set out at item no. 6 of the Notice for approval of the Members.

By Order of the Board of Directors

Place: AMBALA
Dated: 04-09-2020

Sd/-
(VINOD KUMAR)
Managing Director
DIN: 00150507

M. K. Proteins Limited

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Directors' Report

To The Members,

Your directors have pleasure in presenting the 8th Annual Report together with the Audited Statements of Accounts of the Company for the financial year ended 31st March, 2020:

1. Financial Highlights:

	(In Lacs)	
	2019-20	2018-19
Revenue from Operations	19412.26	15677.30
Operating Expenditure	18933.16	15180.00
Other Income (Net)	31.50	7.26
Earning before interest tax, depreciation and amortization (EBITDA)	510.60	504.56
Finance Costs	149.18	153.70
Depreciation and amortization expenses	117.10	122.35
Profit before exceptional item and tax	244.32	228.51
Exceptional item	0.00	0.00
Profit Before Tax (PBT)	244.32	228.51
Tax Expenses	62.63	64.19
Profit After Tax (PAT)	181.69	164.32
Add: Balance Brought forward from previous year	461.78	297.46
Less: Income Tax for earlier years adjusted	1.26	0.00
Amount of Surplus available for appropriation	642.19	461.78

2. Operations, State of Company's affairs and Future Outlook:

Our Company is a manufacturing and trading organization having its production/refining plant of Edible Oils. Our manufacturing process involves refining of Crude Oils to obtain Refined Rice Bran Oil, Canola Oil, Soya Bean Oil, Sunflower Oil and Rice Bran Bleached Oil. During the refining process certain by-products are also manufactured such as Rice Bran Fatty Acid Oil, Rice Bran Wax, Gums and Spent Earth which are also saleable. Further, it also imports crude oils, process them and sell the finished product and trade in both edible and non-edible oils. In the current year 2019-20, the Company has earned the total revenue from operation Rs.19412.26 Lacs against the previous year Rs.15677.30, which reflects growth of 23.82% w.r.t. previous year. The net profit after tax of the company is also increased from Rs.164.32 Lacs to Rs.181.69 Lacs in the year 2019-20. The management of the Company expect better results in the ensuing year because the product of the Company has demand since, its nature of human consumption in the ensuing financial year and years to come. We further inform that there is no change in the business activities of the company in the current financial year.

Effect of COVID – 19 on Business operation of the Company: In the last month of FY 2020, the COVID-19 pandemic developed rapidly into a global crisis, forcing governments to enforce lockdowns of all economic activity except “essential activity”, severely restricted travel, mandated extreme ‘social distancing’ measures to prevent the rapid rise of infections. The Company is engaged in manufacturing of essential commodities i.e. Refined Oil, hence, the operations was partly impacted due to nationwide lockdown. The crisis has affected, and continues to impact, our key stakeholders – employees, clients, customers and the communities that we operate in. In responding to this crisis, the primary objective of the company is to ensure the safety of our employees, and on minimizing disruption to services for all our customers at different area through out country. The Company has considered the possible impact of the outbreak of COVID – 19 pandemic on business operations and carrying amounts of current and non-current assets of the Company. In developing the assumptions relating to the possible future uncertainties in the economic environment because of this pandemic, the Company, as at the date of approval of these financial statements has used internal and

external sources of information including credit reports and related information, economic forecasts. The Company has concluded that the carrying amount of these assets will be recovered no adjustments are required in the financial statements as it does not impact the current financial year. However, the situation with COVID-19 is evolving and various preventive measures taken are still in force, leading to highly uncertain economic environment and its impact on the Company's business operation also. Due to these circumstances, the management's assessment of the impact on the subsequent period is dependent upon the circumstances as they evolve and Company's financial statements may differ from that estimated as at the date of approval of these financial statements.

3. **Dividend:**

No dividend has been recommended by the Directors this year and consequently no amounts have been transferred to general reserves.

4. **Transfer to Reserves:**

The board of the Company has decided not to transfer any fund to general reserve out of the amount available for appropriation and an amount of surplus Rs.642.19 Lacs to be retained in the profit and loss account.

5. **Change in Share Capital, if any**

There has been no change in Share Capital of the Company during the financial year 2019-2020.

6. **Listing of Shares**

The shares of the Company are listed on the Emerge SME Platform of the National Stock Exchange of India Limited w.e.f. 18 April, 2017. Applicable listing fees have been paid up to date. The shares of the Company have not been suspended from trading at any time during the year by the concerned Stock Exchange.

7. **Deposits:**

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

8. **Directors:**

As per the provisions of Section 152 of the Companies Act, 2013, Sh. Parmod Kumar, Director of the Company retires by rotation at the forthcoming Annual General Meeting and being eligible, offered himself for re-appointment. The Board recommends his re-appointment.

The notice convening the Annual General Meeting includes the proposal for appointment of Director.

Mr. Chatter Singh has already attained the age of seventy five (75) years. Pursuant to Regulation 17(1A) of the Listing Regulations, the Special Resolution for continuation of his directorships with effect from April 1, 2019 up to March 3, 2022, being the date of expiry of their current term of office, will be required to be passed and Board recommend passing of same.

Further, your Company has also received declarations from all the Independent Directors of the Company confirming that they meet with the criteria of Independence as prescribed under the Act and as per Listing Agreement with the Stock Exchanges.

9. **Board Evaluation:**

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the valuation of the working of its various committees as per the criteria of evaluation provided in the Nomination, Remuneration and Evaluation Policy adopted by the Company. The performance evaluation of Independent Directors was carried out by the entire Board and the performance evaluation of the Chairman and the Board as a whole was carried out by the Independent Directors.

10. Meetings of the Board:

The Board of Directors of your company met **09** times during **2019-20**. The meetings were held on **30/04/2019, 08/05/2019, 30/05/2019, 27/06/2019, 27/08/2019, 25/09/2019, 14/11/2019, 23/12/2019 and 20/03/2020**. The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013.

11. Particulars of Loan given, Investment made, Guarantee given and Securities provided:

There were no loans given, investment made, guarantee given and securities provided by the Company under Section 186 of the Companies Act, 2013 during the year under review and hence the said provision is not applicable.

12. Extract of Annual Return:

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

13. Subsidiary, Joint Ventures and Associate Concerns:

The Company does not have any Subsidiary, Joint Ventures or Associate Concerns as on 31st March, 2020.

14. Corporate Governance:

The Company has been exempt from reporting on Corporate Governance as per Regulation 15 of the SEBI (Listing Obligation and Disclosure requirements) Regulation 2015. Therefore, Corporate Governance Report is not provided.

15. Management's Discussion and Analysis Report

Management's Discussion and Analysis Report for the year under review, as stipulated under SEBI (Listing obligation and Disclosure Requirements) Regulations, 2015, as applicable, is presented in a separate section forming part of the Annual Report.

16. Directors' Responsibility Statement:

In accordance with the provisions of Section 134(5) of the Companies Act, 2013, the directors hereby confirm that:

- i) in the preparation of the annual accounts for the financial year ended 31st March, 2019, the applicable accounting standard have been followed and there are no material departures;
- ii) they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March 2020 and of the profit of the Company for the period from 1st April 2019 to 31st March 2020;
- iii) they 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;
- iv) they have prepared the annual accounts on a going concern basis;
- v) they have laid down internal financial controls to be followed by the Company and such internal financial controls are adequate and operating effectively; and
- vi) they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

17. Contract and arrangements with Related Parties:

The Company's policy on dealing with related party transactions has been formulated and amended from time to time. All contracts/arrangements/ transactions entered by the Company during the financial year with related parties were in the ordinary course of business and on the arm's length basis. There are no materially significant related party transactions made by the company with promoters, directors, key managerial personnel or other designated persons, which may have a potential conflict with the interest of the company at large. Your Directors draw attention of the

members to Note 29(h) to the financial statements which set out related party disclosures pursuant to listing agreement. Information on transactions with related parties pursuant to Section 134(3)(h) of the Act read with rule 8(2) of the Companies (Accounts) Rules, 2014 are given in **Annexure II** in Form **AOC-2** and the same forms part of this report.

18. Auditor and Auditors' Report:

M/s Jayant Bansal & Co., Chartered Accountants, Ambala Cantt, Statutory Auditors of the company, holds office till the conclusion of the ensuing Annual General Meeting and are eligible for appointment and ratification and approval of their appointment for the financial year ending 31st March, 2021.

M/s Jayant Bansal & Co., Chartered Accountants, Ambala Cantt, who were appointed as Statutory Auditors for a period of 3 years from 31st March, 2020 to 31st March 2022 being eligible for appointment and approval at this Annual General Meeting have agreed to act Statutory Auditors to the Company for the financial years ending 31st March, 2020 to 31st March, 2022.

As required under the provisions of section – 139(1) of the Companies Act, 2013, the company has received a written consent from M/s Jayant Bansal & Co., Chartered Accountant to their appointment and a certificate, to the effect that their re-appointment, if made, would be in accordance with the Act and the Rules framed there under and that they satisfy the criteria provided in section- 141 of Companies Act, 2013. The Board recommends ratification of their appointment for the financial years ending 31st March, 2021.

The report of Statutory Auditors (appearing elsewhere in this Annual Report) is self-explanatory having no adverse comments. There were no instances of fraud reported by the Statutory Auditors to the Central Government or to the Audit Committee of the Company as indicated under the provisions of Section 143(12) of the Companies Act 2013.

Further auditor's report for the financial year ended 31st March, 2020 is given as an annexure which forms part of this report.

19. Secretarial Auditors:

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 J. P. Jagdev & Co., Ambala City, a firm of Company Secretaries in practice to conduct Secretarial Audit for the financial year 2019-20. The Secretarial Audit Report for the financial year ended 31st March, 2020 is annexed herewith as **Annexure III** to this Report. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

20. Corporate Social Responsibility (CSR):

The Company is not required to constitute a Corporate Social Responsibility Committee as it does not fall within purview of Section 135(1) of the Companies Act, 2013 and hence it is not required to formulate policy on corporate social responsibility.

21. Risk Management:

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

22. Internal Control System and their adequacy:

The Company's internal controls are commensurate with the size of the company and the nature of its business. These have been designed to provide reasonable assurance with regard to recording and providing reliable financial and operational information, complying with applicable statutes, safeguarding assets from unauthorized use, executing transactions with proper authorization and ensuring compliance of corporate policies. The company has an audit committee, the details of which are provided in the Corporate Governance Report. The audit committee reviews the internal control

system and follows up on the implementation of corrective actions, if required. The committee also meets the company's statutory auditors to ascertain, inter alia their views on the adequacy of internal control system in the Company and keeps the Board of Directors informed of its major observations from time to time. The management also regularly reviews the utilization of fiscal resource, compliance with law, efficiencies, so as to ensure optimum utilization of resources and achieve better efficiencies. Based on its evaluation (as defined in section 177 of Companies Act 2013), our audit committee has concluded that, as of March 31, 2020, our internal financial controls were adequate and operating effectively.

23. **Vigil Mechanism Policy:**

The Company has a vigil mechanism policy which also incorporates a whistle blower policy in line with the provisions of the Section 177(9) and (10) of the Companies Act, 2013 and regulation 22 of the Listing Regulations, which deals with the genuine concerns about unethical behaviour, actual or suspected fraud and violation of the Company's Code of Conduct and ethics.

24. **Committees of Board:**

The Board of Directors of your Company had already constituted various committees in compliance with the provisions of the Companies Act, 2013 and Listing Agreement viz. Audit Committee, Nomination and Remuneration Committee and Shareholder's/Investor's Relationship Committee. All decisions pertaining to the constitution of committees, appointment of members and fixing the terms of reference / role of the Committees are taken by the Board of Directors. Detail of the role and composition of Committees, including the number of meetings held during the financial year and attendance at meetings, are provided in annexure - IV, which forms part of this report.

25. **Conservation of Energy, Technology absorption and foreign exchange earning and outgo:**

Information required under Section 134(3) (m) of Companies Act, 2013 read with Companies (Accounts) Rules, 2014 is given as under:

(A) Conservation of energy:

- (i) The steps taken or impact on conservation of energy: **The Company is using Government supply of electricity and own generation by its generators.**
- (ii) The steps taken by the company for utilizing alternate sources of energy: **There are no alternate sources of energy with the Company.**
- (iii) The capital investment on energy conservation equipments: Investment on energy conservation equipments is made wherever it is possible mostly it is **NIL**.

(B) Technology absorption:

- (i) The efforts made towards technology absorption: **Plant and machinery are indigenous and no machinery and technology has been imported by the Company**
- (ii) The benefits derived like product improvement, cost reduction, product development or import substitution: **Indigenous machinery is state of Art and the company derives benefits on cost reduction of production.**
- (iii) In case of imported technology (imported during the last three years reckoned from the beginning of the financial year) - : **No technology has been imported by the Company.**
- (iv) The expenditure incurred on Research and Development: No specific expenditure is incurred on Research and Development.

(C) Foreign exchange earnings and Outgo:

The Company's main line of business is processing of vegetable edible oils. The Company has not earned and spent foreign exchange during the current and previous year.

26. **Nomination, Remuneration and Evaluation Policy:**

The Nomination, Remuneration and Evaluation Policy recommended by the Nomination and Remuneration Committee is duly approved by the Board of Directors of the Company and the same are provided in annexure – IV, which forms part of this report.

27. **Human Resources:**

Your Company treats its “human resources” as one of its most important assets and has taken continuous efforts to set up and maintain an efficient work force. The company is continuously taken steps towards maintaining a low attrition rate which it believes shall be achieved by investing in learning and development programmes for employees, competitive compensation, creating a compelling work environment, empowering employees at all levels as well as a well-structured reward and recognition mechanism.

28. **Particulars of Employees:**

I) The information required under Section 197 of the Act read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given below:

a. **The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year:**

	Executive Director	Ratio to median Remuneration
1	Sh. Vinod Kumar (Managing Director)	0.20:1
2.	Sh. Raj Kumar (Whole Time Executive Director)	0.20:1

Note: The Company has not given any remuneration/benefits to non-executive/independent directors of the company during the year 2019-20 except directors’ sitting fee Rs.250000.000 to Non-executive Independent directors.

b. **The percentage increase in remuneration of each director, chief executive officer, chief financial officer, company secretary in the financial year:**

	Directors, Company Secretary and Financial Officer	% increase in remuneration in the financial year
1	Sh. Vinod Kumar (Managing Director)	NIL
2.	Sh. Raj Kumar (Whole Time Executive Director)	NIL
3.	Ms. Prerna Mehta (Company Secretary)	NIL
4.	Sh. Nipun Garg (Financial Officer)	NIL

c. **The percentage increase in the median remuneration of employees in the financial year:**
2%

d. **The number of permanent employees on the rolls of Company:** 39 Employees as on 31st March, 2020.

e. **The explanation on the relationship between average increase in remuneration and Company performance:** The performance of the Company for the current financial year is better than the previous year. The Company has minor increase in remuneration to Executive Director/key managerial personnel. However, at Middle & Junior level management, the proper increment was given in accordance with the inflation rate and at workmen and staff level.

f. **Comparison of the remuneration of the key managerial personnel against the performance of the Company:** Remuneration to Managing and Whole Time directors were paid as per the scale approved by the members of the company. The head (Corporate Finance) was promoted to the position of Financial Officer, hence he was given an increase as a part of promotion and salary adjustment.

- g. **Variations in the market capitalization of the Company, price earnings ratio as at the closing date of the current financial year and previous financial year:**

Particulars	March 31, 2020	March 31, 2019	% Change
Market Capitalization (Rs. In Lacs)	2977.95	3107.25	-6.70

- h. **Percentage increase over decrease in the market quotations of the shares of the Company in comparison to the rate at which the Company came out with the Last public offer:**

Particulars	March 31, 2019	March 31, 2019	% Change
Market Price (NSE)	71.40 (Average Price)	73.55 (Average Price)	-2.15

- i. **Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:** Proper increments at both managerial and staff/worker level has been given in financial year 2019-20.
- j. **Comparison of each remuneration of the key managerial personnel against the performance of the Company:** The head (Corporate Finance) was promoted to the position of Financial Officer, hence he was given an increase as a part of promotion and salary adjustment.
- k. **The key parameters for any variable component of remuneration availed by the directors:** No such variable component is included in the remuneration paid to directors.
- l. **The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year:** Sh. Raj Kumar (Whole Time Director): 0.20:1
- m. **Affirmation that the remuneration is as per the remuneration policy of the Company:** The Company affirms remuneration is as per the remuneration policy of the Company.
- II. There was no employee on the roll of the company who drew remuneration in excess of the limits prescribed by the provisions of Section 197(12) of the Companies Act, 2013 read with Rules 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, hence this relevant information is not applicable to the Company.

29. **Disclosure under sexual harassment of women at workplace (Prevention, Prohibition & Redressal) Act, 2013:**

The company has complied with provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (114) of 2013.

30. **CFO Certification:**

In compliance with Regulation 17(8) of the Listing Regulations, a declaration by CFO was placed before the Board, certifying the accuracy of Financial Statements and the adequacy of internal controls pertaining to Financial Reporting for the year ended 31st March, 2019 is attached herewith as per Annexure - V.

31. **Auditors' Certificate on Corporate Governance:**

As per Regulation 15 of the SEBI (Listing Obligation And Disclosure Requirement) Regulations, 2015, the compliance with the Corporate Governance provisions shall not apply in respect of (a) listed entity having paid up equity share capital not exceeding ten crore and net worth not exceeding rupees twenty five crore as on the last day of previous year (b) the listed entity which has listed its specified securities on the SME Exchange. Hence, Auditors' Certificate on Corporate Governance is not provided.

32. **Code of Conduct::**

The Board of Directors has an important role in ensuring good Corporate Governance and has laid down the Code of Conduct for Directors and Senior Management of the Company. The Code has also been posted on the website of the Company. All Directors and Senior Management personnel have affirmed the compliance thereof for the year ended March 31, 2020.

Declaration

I hereby declare that pursuant to Schedule V (Part D) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors of the Company have adopted a Code of Conduct for the Board members and Senior Management of the Company and the same has also been posted in the Company's website and that all the Board members and Senior Management personnel to whom this Code of Conduct is applicable have affirmed the compliance of the said Code of Conduct during the year 2019-20.

Ambala
4th September 2020

Vinod Kumar
(Managing Director)

33. **Other Disclosures:**

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

- i) No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.
- ii) No Material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which these financial statements relate and the date of this Report.
2. The provisions of Section 125(2) of the Companies Act, 2013 related with transfer of unclaimed dividend to Investor Education and Protection Fund do not apply to the Company as there was no dividend declared and paid in previous years and there is no unclaimed dividend.
3. **Equity Shares:**
 - No issue of equity shares with differential rights as to dividend, voting or otherwise during the year under review.
 - The Company has not bought back any of its securities during the year under review.
 - No issue of shares (including sweat equity shares) to employees of the Company under Stock option Scheme during the year under review.
 - No Shares outstanding under the head Shares Suspense Account/Unclaimed Suspense Account at the beginning and end of the year under review.

34. **Acknowledgements:**

Your directors wish to place on record their gratitude for the valued support and assistance extended to the Company by the Shareholders, Banks and Government Authorities and look forward to their continued support. Your directors also express their appreciation for the dedicated and sincere services rendered by the Executives, Officers and Employees of the Company.

By Order of the Board of Directors

Place: Ambala
Dated: 04-09-2020

Sd/-
(VINOD KUMAR)
Managing Director
DIN: 00150507

Form No. MGT-9
EXTRACT OF ANNUAL RETURN AS ON THE FINANCIAL YEAR ENDED ON
31/03/2020

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the
Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

i.	CIN	CIN: L15500HR2012PLC046239
ii.	Registration Date	15/06/2012
iii.	Name of the Company	M. K. Proteins Limited (formerly known as M. K. Proteins Private Limited)
iv.	Category/Sub-Category of the Company	Company Limited by Shares/Indian Non-Government Company
v.	Address of the Registered office and contact details	Naraingarh Road, Village Garnala, Ambala City – 134003 (Haryana) E-Mail ID: mkproteins1@gmail.com (PH) 0171-2679358
vi.	Whether listed company	Yes
vii.	Name, Address and Contact details of Registrar and Transfer Agent, if any	Bigshare Services Private Limited E-2/3 Ansa Industrial Estate, Sakivihar Road, Saki Naka Andheri East, Mumbai – 400072 Tel. No.: +91 022 40430200 Email: info@bigshareonline.com Website: www.bigshareonline.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

S. No.	Name and Description of main products/ services	NIC Code of the Product/ service	% to total turnover of the company
1	Edible Oils	1514	92.07
2	Wholesale Trade Services	9961	7.93

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name And Address Of The Company	CIN/GLN	Holding/ Subsidiary /Associate	% of shares held	Applicable Section
			NOT APPLICABLE		

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

(i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during The year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
Promoter Indian									
Individual/ HUF	2708800	0	2708800	64.95%	2708800	0	2708800	64.95%	(35.95)
Central Govt	0	0	0	0.00	0	0	0	0.00	0.00
State Govt(s)	0	0	0	0.00	0	0	0	0.00	0.00
Bodies Corp	0	0	0	0.00	0	0	0	0.00	0.00
Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00

Any Other	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total(A)(1):-	2708800	0	2708800	64.95	2708800	0	2708800	64.95	(35.05)
Foreign									
NRIs-Individuals	0	0	0	0.00	0	0	0	0.00	0.00
Other-Individuals	0	0	0	0.00	0	0	0	0.00	0.00
Bodies Corp.	0	0	0	0.00	0	0	0	0.00	0.00
Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
Any Other....	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total(A)(2):-	0	0	0	0.00	0	0	0	0.00	0.00
Public Shareholding									
Institutions	0	0	0	0.00	0	0	0	0.00	0.00
Mutual Funds	0	0	0	0.00	0	0	0	0.00	0.00
Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
Central Govt	0	0	0	0.00	0	0	0	0.00	0.00
State Govt(s)	0	0	0	0.00	0	0	0	0.00	0.00
Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00
FIIIs	0	0	0	0.00	0	0	0	0.00	0.00
Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
Others (specify)	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total(B)(1)	0	0	0	0.00	0	0	0	0.00	0.00
2. Non Institutions									
Bodies Corp. (i) Indian	1042000	0	1042000	24.98	412000	0	412000	0.099	-24.881
(ii) Overseas	0	0	0	0.00	0	0	0	0.000	0.000
Individuals								0.000	0.000
(i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	150000	0	150000	3.60	94000	0	94000	0.023	-3.577
(ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	246000	0	246000	5.90	154000	0	154000	0.037	-5.863
Others(Specify)									
Market Maker	14000	0	14000	0.0033	786000	0	786000	0.188	0.1847
Clearing Member	10000	0	10000	0.0024	16000	0	16000	0.0038	0.0014
Sub-total(B)(2)	1462000	0	1462000	35.05	1462000	0	1462000	35.05	35.05
Total Public Shareholding (B)=(B)(1)+ (B)(2)	1462000	0	1462000	35.05	35.05	0	1462000	35.05	35.05
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)	4170800	0	4170800	100.00	4170800	0	4170800	100.00	0.00

(ii) Share holding of Promoters

S. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of 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	% change in share holding during the year
1	Parvind Kumar	212800	5.10	0	212800	5.10	0	0
2	Raj Kumar	290000	6.95	0	290000	6.95	0	0
3	Vinod Kumar (HUF)	260000	6.23	0	260000	6.23	0	0
4	Parmod Kumar (HUF)	264000	6.33	0	264000	6.33	0	0
5	Pargun Garg	264000	6.33	0	264000	6.33	0	0
6	Neelesh Garg	120000	2.88	0	120000	2.88	0	0
7	Shivani Garg	254800	6.11	0	254800	6.11	0	0
8	Sunila Garg	238000	5.71	0	238000	5.71	0	0
9	Vinod Kumar	180000	4.32	0	180000	4.32	0	0
10	Parvind Kumar (HUF)	80000	1.92	0	80000	1.92	0	0
11	Teena Garg	120000	2.88	0	120000	2.88	0	0

12	Manik Garg	56000	1.34	0	56000	1.34	0	0
13	Raj Kumar (HUF)	194000	4.65	0	194000	4.65	0	0
14	Sheel Garg	175200	4.20	0	175200	4.20	0	0
	TOTAL	2708800	64.95	0	2708800	64.95	0	0

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

Sr. no		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	There is no change in Promoter's Shareholding between 01/04/2019 to 31/03/2020			
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):				
	At the End of the year				

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

SR NO	Name	Shareholding		Date	Increase/Decrease in Shareholding	Reason	Cumulative Shareholding during the year	
		No. of Shares At the Beginning (01/04/2019)/ end of the year (31/03/2020)	% total Shares of the Company				No of Shares	% total Shares of the Company
1	KAMLA FINVEST PRIVATE LIMITED	208000	4.99	30-Mar-2019	0		208000	4.99
			5.56	09-Aug-2019	24000	Buy	232000	5.56
			5.61	30-Aug-2019	2000	Buy	234000	5.61
		234000	5.61	31-Mar-2020	0		234000	5.61
2	ALBATROSS HOMES PRIVATE LIMITED	162000	3.88	30-Mar-2019	0		162000	3.88
			4.36	12-Apr-2019	20000	Buy	182000	4.36
			4.51	09-Aug-2019	6000	Buy	188000	4.51
		188000	4.51	31-Mar-2020	0		188000	4.51
3	BHAVISHYA INVESTSERVE PRIVATE LIMITED	134000	3.21	30-Mar-2019	0		134000	3.21
			4.46	12-Apr-2019	52000	Buy	186000	4.46
		186000	4.46	31-Mar-2020	0		186000	4.46
4	SHIB CHARAN DASS INDUSTRIES PRIVATE LIMITED	0	0.00	30-Mar-2019		Sell	0	0.00
			1.63	09-Aug-2019	68000	Buy	68000	1.63
			4.27	30-Aug-2019	110000	Buy	178000	4.27
		178000	4.27	31-Mar-2020	0		178000	4.27
5	AUTONOMY MEDIA PRIVATE LIMITED	172000	4.12	30-Mar-2019	0		172000	4.12
		172000	4.12	31-Mar-2020	0		172000	4.12
6	ARUNA HOMES PRIVATE LIMITED	166000	3.98	30-Mar-2019	0		166000	3.98
		166000	3.98	31-Mar-2020	0		166000	3.98

7	NIRMAL GUPTA	122000	2.93	30-Mar-2019	0		122000	2.93
		122000	2.93	31-Mar-2020	0		122000	2.93
8	SHRI PARASRAM HOLDINGS PVT.LTD.	72000	1.73	30-Mar-2019	0		72000	1.73
			0.00	12-Apr-2019	-72000	Sell	0	0.00
			0.14	10-May-2019	6000	Buy	6000	0.14
			0.53	05-Jul-2019	16000	Buy	22000	0.53
			1.20	12-Jul-2019	28000	Buy	50000	1.20
			2.06	19-Jul-2019	36000	Buy	86000	2.06
			2.35	26-Jul-2019	12000	Buy	98000	2.35
			0.00	09-Aug-2019	-98000	Sell	0	0.00
			0.67	16-Aug-2019	28000	Buy	28000	0.67
			2.69	23-Aug-2019	84000	Buy	112000	2.69
			0.00	30-Aug-2019	-112000	Sell	0	0.00
			0.19	20-Mar-2020	8000	Buy	8000	0.19
			0.00	31-Mar-2020	-8000	Sell	0	0.00
9	SHAMUGPRIYA INTERNATIONAL PRIVATE LIMITED	58000	1.39	30-Mar-2019	0		58000	1.39
			1.15	24-May-2019	-10000	Sell	48000	1.15
			1.06	05-Jul-2019	-4000	Sell	44000	1.06
			0.96	12-Jul-2019	-4000	Sell	40000	0.96
			0.86	19-Jul-2019	-4000	Sell	36000	0.86
			0.00	26-Jul-2019	-36000	Sell	0	0.00
			0.10	02-Aug-2019	4000	Buy	4000	0.10
			0.00	16-Aug-2019	-4000	Sell	0	0.00
			0.00	31-Mar-2020	0		0	0.00
10	NANDINI TRADEX PRIVATE LIMITED	0	0.00	30-Mar-2019		Sell	0	0.00
			0.77	06-Mar-2020	32000	Buy	32000	0.77
			1.20	13-Mar-2020	18000	Buy	50000	1.20
		50000	1.20	31-Mar-2020	0		50000	1.20
11	GANESH DASS GUPTA	38000	0.91	30-Mar-2019	0		38000	0.91
			0.77	13-Mar-2020	-6000	Sell	32000	0.77
		32000	0.77	31-Mar-2020	0		32000	0.77
12	SANDEEP JAIN & SONS HUF .	36000	0.86	30-Mar-2019	0		36000	0.86
			0.53	05-Jul-2019	-14000	Sell	22000	0.53
			0.29	12-Jul-2019	-10000	Sell	12000	0.29
			0.05	19-Jul-2019	-10000	Sell	2000	0.05
			0.00	26-Jul-2019	-2000	Sell	0	0.00
			0.00	31-Mar-2020	0		0	0.00
13	R K COMMODITIES SERVICES PRIVATE LIMITED	36000	0.86	30-Mar-2019	0		36000	0.86
			0.72	05-Jul-2019	-6000	Sell	30000	0.72
			0.00	19-Jul-2019	-30000	Sell	0	0.00
			0.00	31-Mar-2020	0		0	0.00
14	ANANT KUMAR JAIN	8000	0.19	30-Mar-2019	0		8000	0.19
			0.34	13-Dec-2019	6000	Buy	14000	0.34
		14000	0.34	31-Mar-2020	0		14000	0.34

(v) Shareholding of Directors and Key Managerial Personnel)

S. No	Shareholder's Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Vinod Kumar (Managing Director)				
	At the beginning of the year	180000	4.32	180000	4.32
	At the end of the year			180000	4.32
2	Raj Kumar (Whole time Director)				
	At the beginning of the year	290000	6.95	290000	6.95
	At the end of the year			290000	6.95
3	Parvind Kumar (Non-Executive Director)				
	At the beginning of the year	212800	5.10	212800	5.10
	At the end of the year			212800	5.10

V. INDEBTEDNESS**Indebtedness of the Company including interest outstanding/accrued but not due for payment**

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	248123369.10	13500000.00	0.00	261623369.10
ii) Interest due but not paid	0.00	0.00	0.00	0.00
iii) Interest accrued but not due	0.00	0.00	0.00	0.00
Total(i+ii+iii)	248123369.10	13500000.00	0.00	261623369.10
Change in Indebtedness during the financial year				
- Addition	17989199.15	26055000.00	0.00	44044199.15
- Reduction	0.00	0.00	0.00	0.00
Net Change	17989199.15	26055000.00	0.00	44044199.15
Indebtedness at the end of the financial year			0	
i) Principal Amount	266112568.25	39555000.00	0.00	305667568.25
ii) Interest due but not paid	0.00	0.00	0.00	0.00
iii) Interest accrued but not due	0.00	0.00	0.00	0.00
Total (i+ii+iii)	266112568.25	39555000.00	0.00	305667568.25

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**A. Remuneration to Managing Director, Whole-time Directors and/or Manager*****

Sl. No.	Particulars of Remuneration	Name of MD/WTM/ Manager		Total Amount
		Raj Kumar (WTD)	Vinod Kumar (MD)	
	Gross salary			
	(a)Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	600000.00	600000.00	1200000.00
	(b)Value of perquisites u/s 17(2)Income-tax Act, 1961	0.00	0.00	0.00
	(c)Profits in lieu of salary under section 17(3)Income-tax Act, 1961	0.00	0.00	0.00
	Stock Option	0.00	0.00	0.00
	Sweat Equity	0.00	0.00	0.00
	Commission			
	- as % of profit	0.00	0.00	0.00
	- Others, specify...	0.00	0.00	0.00

	Others, please specify	0.00	0.00	0.00
	Total(A)	600000.00	600000.00	1200000.00
	Ceiling as per the Act			

B. Remuneration to other directors:

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount
	Independent Directors			
	·Fee for attending board committee meetings	0.00	0.00	0.00
	·Commission	0.00	0.00	0.00
	·Others, please specify	0.00	0.00	0.00
	Total(1)	0.00	0.00	0.00
	Other Non-Executive Directors			
	·Fee for attending board committee meetings	0.00	0.00	0.00
	·Commission	0.00	0.00	0.00
	·Others ,please specify	0.00	0.00	0.00
	Total(2)	0.00	0.00	0.00
	Total(B)=(1+2)	0.00	0.00	0.00
	Total Managerial Remuneration	0.00	0.00	1200000.00
	Overall Ceiling as per the Act			

C. Remuneration to Key Managerial Personnel Other Than MD/Manager/WTD

Sl. no.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
	Gross salary				
	(a)Salary as per provisions contained in section17(1) of the Income-tax Act,1961	0.00	136000.00	0.00	136000.00
	(b)Value of perquisites u/s 17(2)Income-tax Act,1961	0.00	0.00	0.00	0.00
	(c)Profits in lieu of salary under section 17(3)Income-tax Act,1961	0.00	0.00	0.00	0.00
	Stock Option	0.00	0.00	0.00	0.00
	Sweat Equity	0.00	0.00	0.00	0.00
	Commission				
	- as% of profit	0.00	0.00	0.00	0.00
	-others, specify...	0.00	0.00	0.00	0.00
	Others, please specify	0.00	0.00	0.00	0.00
	Total	0.00	136000.00	0.00	136000.00

VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES:

There were no penalties, punishment or compounding of offences during the year ended 31st March, 2020.

By Order of the Board of Directors

Place: Ambala
Dated: 04-09-2020

Sd/-
(VINOD KUMAR)
Managing Director
DIN: 00150507

FORM NO. AOC -2

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

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

1. Details of contracts or arrangements or transactions not at Arm's length basis.

M. K. Proteins Limited has not entered into any contract or arrangement or transaction with its related parties which is not at arm's length during the financial year 2019-20

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	NIL
b)	Nature of contracts/arrangements/transaction	NIL
c)	Duration of the contracts/arrangements/transaction	NIL
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	NIL
e)	Justification for entering into such contracts or arrangements or transactions'	NIL
f)	Date of approval by the Board	NIL
g)	Amount paid as advances, if any	NIL
h)	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	NIL

2. Details of contracts or arrangements or transactions at Arm's length basis.

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	Shree Ganesh Fats (P) Limited, Barotiwala
b)	Nature of contracts/arrangements/transaction	Purchase of Assets and material by M K Proteins Limited, Sale of Goods to Shree Ganesh Fats (P) Limited
c)	Duration of the contracts / arrangements /transaction	Regular Contract on ongoing basis
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	On general commercial terms
e)	Date of approval by the Board	On going contract was entered into in the ordinary course of business and on arm's length basis.
f)	Amount paid as advances, if any	NIL

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	Kamla Oil and Fats (P) Limited, Village Saha, Distt. Ambala
b)	Nature of contracts/arrangements/transaction	Purchase and sale of Goods by M K Proteins Limited
c)	Duration of the contracts / arrangements /transaction	Regular Contract on ongoing basis
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	On general commercial terms
e)	Date of approval by the Board	On going contract was entered into in the ordinary course of business and on arm's length basis.
f)	Amount paid as advances, if any	NIL

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	Kamla Organics (P) Limited (Formerly known as Shivalik Steels and Alloys (P) Limited), Barotiwala)
b)	Nature of contracts/arrangements/transaction	Sale of Assets and material by M k Proteins Limited
c)	Duration of the contracts / arrangements / transaction	Regular Contract on ongoing basis
d)	Salient terms of the contracts or arrangements	On general commercial terms

	or transaction including the value, if any	
e)	Date of approval by the Board	On going contract was entered into in the ordinary course of business and on arm's length basis.
f)	Amount paid as advances, if any	NIL

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	Kamla Oleo (P) Limited, Barotiwala
b)	Nature of contracts/arrangements/transaction	Purchase and Sale of Goods by M k Proteins Limited
c)	Duration of the contracts/arrangements/transaction	Regular Contract on ongoing basis
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	On general commercial terms
e)	Date of approval by the Board	On going contract was entered into in the ordinary course of business and on arm's length basis.
f)	Amount paid as advances, if any	NIL

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	Shib Charan Dass Industries (P) Limited
b)	Nature of contracts/arrangements/transaction	Purchase of Goods by M k Proteins Limited
c)	Duration of the contracts/arrangements/transaction	Regular Contract on ongoing basis
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	On general commercial terms
e)	Date of approval by the Board	On going contract was entered into in the ordinary course of business and on arm's length basis.
f)	Amount paid as advances, if any	NIL

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	Saatvik Green Energy (P) Limited
b)	Nature of contracts/arrangements/transaction	Sale of Goods by M k Proteins Limited
c)	Duration of the contracts/arrangements/transaction	Regular Contract on ongoing basis
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	On general commercial terms
e)	Date of approval by the Board	On going contract was entered into in the ordinary course of business and on arm's length basis.
f)	Amount paid as advances, if any	NIL

By Order of the Board of Directors

Place: Ambala
Dated: 04-09-2020

Sd/-
(VINOD KUMAR)
Managing Director
DIN: 00150507

SECRETARIAL AUDIT REPORT**Form No. MR-3****FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2020**

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

To
The Members,
M K Proteins Limited
(Formerly Known as M K Proteins Private Limited)
Naraingarh Road, Vill. Garnala,
Ambala – 135003
(Haryana)

I have conducted the Secretarial Audit of the Compliances of applicable statutory provisions and the adherence to good corporate practices by **M K PROTEINS LIMITED (CIN: L15500HR2012PLC046239)** (hereinafter called “the Company”). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conduct/statutory compliances and expressing my opinion thereon.

Bases on my verification of the company’s books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit. I hereby report that in our opinion, the Company has, during the audit period covering the Financial Year ended on **March 31, 2020**, generally 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 considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India warranted due to the spread of the COVID-19 pandemic,.

I have examined :

(I) all the documents and records made available to us and explanation provided by **M K PROTEINS LIMITED (CIN: L15500HR2012PLC046239)** (“the listed entity”),
(II) the filings/ submissions made by the listed entity to the stock exchanges,
(III) website of the listed entity,
(IV) any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended **31st March, 2020** (“Review Period”) in respect of compliance with the provisions of :

(a) The Companies Act, 2013 (the Act) and the rules made there under;

(b) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and

(c) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

(V) The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

(a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

(b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; *The Company has not issued Capital during the year under audit*;

(c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; *(No Substantial Acquisition of Shares and Takeovers during the year under audit)*;

(d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; *(No securities were bought back during the year under audit)*

(e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;

(f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; *(no Debt securities were issued during the year under audit)*

(g) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013; *(no Non- Convertible and Redeemable Preference Shares were issued during the year under audit)*

(h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

(i) Other laws applicable to the Company as per the representations made by the Management and physical verification by us:

- (a) The Payment of Wages Act, 1936
- (b) The Minimum Wages Act, 1948
- (c) Employee State Insurance Act, 1948
- (d) The Employee Provident Fund and Miscellaneous Provisions Act, 1952
- (e) The Payment of Bonus Act, 1965
- (f) The Payment of Gratuity Act, 1972
- (g) The Contract Labour (Regulation and Abolition) Act, 1970
- (h) The Maternity Benefits Act, 1961
- (i) Competition Act, 2002
- (j) The Income Tax Act, 1961
- (k) Shops and Establishments Act, 1948
- (l) The Finance Act,
- (m) Environment (Protection) Act, 1986,
- (n) The Indian Boiler Act, 1923,
- (o) FSSAI Act, 2006,
- (p) Food Safety and Standards (Licensing and Registration of Food Businesses) Regulations, 2011,
- (q) Food Safety and Standards (Packaging and Labelling) Regulations, 2011
- (r) Food Safety and Standards (Food Products Standards and Food Additives) Regulations, 2011
- (s) Food Safety and Standards (Prohibition and Restrictions on Sales) Regulations, 2011
- (t) Food Safety and Standards (Contaminants, Toxins and Residues) Regulations, 2011
- (u) Food Safety and Standards (Laboratory and Sample Analysis) Regulations, 2011

(VI) The listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder, except in respect of matters specified below:-

Sr. No	Compliance (Regulations, guidelines	Requirement circulars, including specific	Deviations	Observations, Remarks of the Practicing Company Secretary
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22-A, Kanshi Nagar, Model Town, Ambala City - 134003 (Hr.)

Ph. 0171 - 2520660. (M) +91 94160 20660, +91 99960 20660, E-Mail: csjpj@outlook.com

	clause)		
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	NIL	NIL	NIL
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(VII) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my/our examination of those records.

(VIII) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (*including under the Standard Operating Procedures issued by SEBI through various circulars*) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations remarks of the Practicing Company Secretary, if any.
	NIL	NIL	NIL	NIL

(IX) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year end (The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the Actions taken by the listed entity
	NIL	NIL	NIL	NIL

I have also examined compliances with the applicable Clause of the following:

(i) Secretarial Standards issued by the Institute of Company Secretaries of India; and

(ii) The Listing Agreements entered into by the Company with National Stock Exchange Limited read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc., mentioned above.

I hereby 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. During the under review there were no changes in the composition of the Board of Directors of the Company.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were usually 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 meaning participation at the meeting.

The decisions carried through at the meetings are recorded in the minutes. I did not find any dissenting views recoded in the minutes. It was informed to me that, in absence of any such dissenting views, it was not required to record any such views in the minutes.

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable Laws, Rules, Regulations and Guidelines.

I further report that, during the period under review, events/action having a major bearing on the Company's affairs in pursuance of the above mentioned Laws, Rules, Regulations, Guidelines, Standards, etc., is as mentioned below:

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder,

(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/guidelines issued thereunder insofar as it appears from my/our examination of those records,

(c) There were no actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (*including under the Standard Operating Procedures issued by SEBI through various circulars*) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder in so far as it appears from examination of those records,

(d) The reporting of actions by the listed entity to comply with the observations made in previous reports does no arise during the review period.

**For J. P. Jagdev & Co.,
Company Secretaries**

Place: AMBALA

Date: 04/09/2020

Sd/-

(Jai Prakash Jagdev)

FCS No.: 2469/C P No.: 2056

UDIN F002469B000655462

****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,
M K Proteins Limited
(Formerly Known as M K Proteins Private Limited)
Naraingarh Road, Vill. Garnala,
Ambala – 135003
(Haryana)

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

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

For J. P. Jagdev & Co.,
Company Secretaries

Place: AMBALA
Date: 04/09/2020

Sd/
(Jai Prakash Jagdev)
FCS No.: 2469/C P No.: 2056
UDIN F002469B000655462

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

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

To
The Members of
M K Proteins Limited
(CIN: L15500HR2012PLC046239)
Regd. Office: Naraingarh Road,
Village Garnala, Ambala City
(Haryana), India - 134003

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of M K Proteins Limited having (CIN: L15500HR2012PLC046239) and having registered office at Naraingarh Road, Village Garnala, Ambala City (Haryana), India - 134003 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10 (i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India warranted due to the spread of the COVID-19 pandemic, We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on March 31, 2020 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of appointment in Company
1	PARVIND KUMAR	00126933	15/06/2012
2	PARMOD KUMAR	00126965	15/02/2017
3	RAJ KUMAR	00126983	15/06/2012
4	VINOD KUMAR	00150507	10/12/2016
5	LAXMI MANDAL	05287716	20/03/2017
6	ABHAY KUMAR	07506524	02/03/2017
7	CHATTER SINGH	07749000	02/03/2017
8	DINESH SINGH MALIK	07749708	02/03/2017
9	RAMAN KUMAR SAH	0775089	02/03/2017

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

Place: AMBALA
Date : 04/09/2020

Sd/-
Signature:
Name: JAI PRAKASH JAGDEV
Membership No.:2469
CP No.: 2056
UDIN F002469B000653955

Details pertaining to the constitution and composition of the Board Committees**1 Audit Committee:**

Our Company has constituted an **Audit Committee**, as per the provisions of Section 177 of the Companies Act, 2013 and Regulation 18 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015. The terms of reference of Audit Committee complies with the requirements of Companies Act, 2013 and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015. The committee presently comprises the following 3 (Three) directors and details of the same are given below:

Composition of Audit Committee:

Name of the Director	Status	Nature of Directorship
Sh. Raman Kumar Sah	Chairman	Non-Executive & Independent Director
Sh. Abhay Kumar	Member	Non-Executive & Independent Director
Sh. Vinod Kumar	Member	Managing Director

Note: Mr. Raman Kumar Sah is the Chairman of the Audit Committee. The Company Secretary of the Company acts as the Secretary to the Audit committee.

The objective of the Audit Committee is to keep a vigil and oversight on the Management's financial reporting process with a view to ensure timely and transparent disclosures in the financial statements.

The audit committee meets the requirements of both Section 177 of the Companies Act, 2013 and Regulation 18 of SEBI (Listing Obligation and Disclosure Requirements) Regulations. The committee has all the powers, duties and obligations conferred upon and vested in it in terms of Section 177 of the Companies Act, 2013 as amended from time to time and also such additional powers, functions/features, duties, obligations, discretions and /or any other powers, duties and obligations that may be assigned from time to time by the Board of Directors and the said committee shall submit its reports, recommendations etc., to the Board of Directors on all matters.

The Audit Committee met seven (7) times during the year on **30/04/2019, 08/05/2019, 30/05/2019, 27/08/2019, 14/11/2019, 23/12/2019 and 20/03/2020**. The Attendance of the members at the meetings was as follows: -

Name	Status	No. of Meeting held during the year	No. of Meeting Attended
Sh. Raman Kumar Sah (Non-Executive Independent Director)	Chairman	7	7
Sh. Abhay Kumar (Non-Executive Independent Director)	Member	7	7
Sh. Vinod Kumar	Member	7	7

2 Nomination and Remuneration Committee:

i) The brief terms of reference of the Nomination and Remuneration Committee are as follows:

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
2. Formulation of criteria for evaluation of Independent Directors and the Board;
3. Devising a policy on Board diversity;
4. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria lay down and recommended to the Board for their appointment and removal.
5. Whether to extend or continue the term of appointment of the Independent Director, on the basis of the report of performance evaluation of Independent Directors.
6. Such other matters as may from time to time be required by any statutory, contractual or other regulatory requirements to be attended to by such committee.

ii) Constitution and composition

Our Company has constituted a **Nomination and Remuneration Committee**. The constitution of the Nomination and Remuneration Committee as per the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of SEBI (Listing Obligation and Disclosure Requirements) Regulations. It comprises of three (3) Non-Executive Directors and all the three are independent Directors. The member of the committee are as given below:

Composition of Nomination and Remuneration Committee

Name of the Director	Status	Nature of Directorship
Sh. Chatter Singh	Chairman	Non-Executive & Independent Director
Sh. Dinesh Singh Malik	Member	Non-Executive & Independent Director
Sh. Abhay Kumar	Member	Non-Executive & Independent Director

iii) **Meeting and attendance**

During the financial year 2019-20, the Nomination and Remuneration Committee met on 27-08-2019 and 20-03-2020. The Attendance of the members at the meetings was as follows: -

Name	Status	No. of Meeting held during the year	No. of Meeting Attended
Sh. Chatter Singh (Non-Executive Director)	Chairman	2	2
Sh. Dinesh Singh Malik (Non-Executive Director)	Member	2	2
Sh. Abhay Kumar (Non-Executive Director)	Member	2	2

3) The Company does not have any employee stock option scheme.

4) **Performance Evaluation Criteria for Independent Directors:**

The performance evaluation criteria for independent directors are determined by the Nomination and Remuneration Committee. An indicative list of factors that were evaluated include participation and contribution by a director, commitment, effective deployment of knowledge and expertise, effective management of relationship with stakeholders, integrity and maintenance of confidentiality and independence of behavior and judgment.

5) **Remuneration Policy:**

According to the volume of work of the company, the Company has increased its work force gradually. Being a small size of company, the Remuneration Policy is designed to create a high performance culture. It enables the company to attract retains and motivates employees to achieve better results. Our business model promotes customers centricity and requires employee's mobility as per project needs. The remuneration policy supports such mobility through pay models that are compliant to local regulations. Presently, the Company has decided to pay remuneration to Executive Directors by way of salary and perquisites. However, the management of the company has decided not to give any remuneration to the non-executive directors of the company in the current year. In compliance with provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the remuneration policy is decided and recommended by the NRC and approved by the Board of directors and Shareholders accordingly. The Details of Remuneration paid/payable to Executive Directors for the year ended 31st March 2020 are given below: -

-Executive Directors:

Name	Salary	Amount Paid / Payable during the year 2018-19
Sh. Raj Kumar (Whole Time Director)	Rs.50000.00 per month	600000.00
Sh. Vinod Kumar (Managing Director)	Rs.50000.00 per month	600000.00

-Key Managerial Personnel (KMP): The Company has not given any remuneration/benefits to any other KMP other than Executive Directors of the Company.

Non-Executive Directors: The Company has not given any remuneration/benefits to non-executive directors of the company during the year 2019-20. In respect of Non-Executive Independent Directors, the company has given directors' Setting fee of Rs.50000.00 each for attending Audit Committee meeting during the year 2019-20.

Details of Equity Shares of the Company held by the directors as on 31st March, 2020 are given below: -

Name	Number of Equity Shares Held
-Sh. Vinod Kumar (Managing Director)	180000
-Sh. Raj Kumar (Whole Time Director)	290000
-Sh. Parvind Kumar (Non-Executive Director)	212800

Note: The Company has not issued any convertible debentures.

6 **Policy on Disclosures and Internal Procedure for Prevention of Insider Trading**

We will comply with the provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015 after listing of our Company's shares on the Stock Exchange.

Ms. Prerna Mehta, Company Secretary and Compliance Officer, was responsible for setting forth policies, procedures, monitoring and adhering to the rules for the prevention of dissemination of price sensitive information and the implementation of the code of conduct under the overall supervision of the Board. After resignation of her, the managing director of the company is responsible for the same.

6 **Stakeholders/Investors Relationship Committee:**

Our Company has constituted a *Stakeholders/Investors Relationship Committee* to redress the complaints of the shareholders. The Stakeholders Relationship Committee was constituted as per the provisions of Section 178(5) of the Companies Act, 2013 and Regulation 20 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015. The Committee comprises 3 (Three) directors and details of the same are given below:

Composition of Stakeholders Relationship Committee

Name of the Director	Status	Nature of Directorship
Sh. Dinesh Singh Malik	Chairman	Non-Executive & Independent Director
Sh. Raj Kumar	Member	Whole-Time Director
Sh. Parvind Kumar	Member	Non-Executive Director

The Stakeholders Relationship Committee shall oversee all matters pertaining to investors of our Company. The terms of reference of the Stakeholders Relationship Committee include the following:

1. Redressal of shareholders'/investors' complaints.
2. Reviewing on a periodic basis the approval of transfer or transmission of shares, debentures or any other securities made by the Registrar and Share Transfer Agent;
3. Issue of duplicate certificates and new certificates on split/consolidation/renewal.
4. Non-receipt of declared dividends, balance sheets of the Company.
5. Carrying out any other function as prescribed under the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

Name & Designation of Compliance Officer: Ms. Prerna Mehta.

Tel: +91 9461645474

Email: prerna_mehta2006@yahoo.com

Note: After resignation of Ms. Vipinjeet Kaur (Company Secretary), the managing director Sh. Vinod Kumar was responsible to act as Compliance Officer of the Company.

During the year, the Company has not received any complaints from the Shareholders of the Company. There were no outstanding complaints as on 31st March, 2020.

CHIEF EXECUTIVE OFFICER (CEO)/CHIEF FINANCIAL OFFICER (CFO) CERTIFICATION

To,

**The Board of Directors of M. K. Proteins Limited
Ambala**

Sub: CEO/CFO Certificate

Dear Sir,

We, Vinod Kumar (Chief Executive Officer & Managing Director) and Nipun Garg (Chief Financial Officer) of the company **M. K. Proteins Limited**, to the best of our knowledge and belief, certify that:

1. We have reviewed Balance Sheet, Statement of Profit and Loss and the cash flow statement and all the notes on accounts and Director's Report for the year and that to the best of my knowledge and belief: -
 - (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (ii) these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. There are, to the best of their knowledge and belief, no transactions entered into by the company during the year that are fraudulent, illegal or violation of the company's code of conduct and ethics.
3. We accept responsibility for establishing and maintaining internal controls for financial reporting and that have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
4. We have indicated to the Auditors and the Audit Committee: -
 - (i) significant changes in internal control over financial reporting during the year;
 - (ii) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - (iii) instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.
5. We further declare that all Board members and senior managerial personnel have affirmed compliance with the Code of Conduct and ethics for the current year.

Yours sincerely,

Sd/-

**(VINOD KUMAR)
CEO & MD**

Sd/-

**(NIPUN GARG)
CFO**

**Place: Ambala
Date: 04-09-2020**

M. K. Proteins Limited

Regd. Office: Naraingarh Road, Village Garnala, Ambala City (Haryana), India - 134003

T: 0171-2679358 | W: www.mkproteins.in | E: info@mkproteins.in

TIN: 06291043467 CIN: L15500HR2012PLC046239

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

1. INDUSTRY STRUCTURE AND DEVELOPMENTS

Our Company is a manufacturing and trading organization having its production/refining plant of Edible Oils. Our manufacturing process involves refining of Crude Oils to obtain Refined Rice Bran Oil, Canola Oil, Soya Bean Oil, Sunflower Oil and Rice Bran Bleached Oil. During the refining process certain by-products are also manufactured such as Rice Bran Fatty Acid Oil, Rice Bran Wax, Gums and Spent Earth which are also saleable. Further, we also import crude oils, process them and sell the finished product. We also trade in both edible and non-edible oils.

Overview of Edible oil Industry: Oilseeds and edible oils are two of the most sensitive essential commodities. India is one of the largest producers of oilseeds in the world and this sector occupies an important position in the agricultural economy, accounting for production of 27.51 million tons of nine cultivated oil seeds during the year 2014-15 (November-October) as per Final Estimates released by the Ministry of Agriculture on 09.05.2016. India contributes about 6-7% of the world oilseeds production. Export of Edible oils was 38317.56 tons in the financial year 2014-15 valued at Rs. 46040.37 Lacs.

Types of Oils commonly in use in India: India is fortunate in having a wide range of oilseeds crops grown in its different agro climatic zones. Groundnut, mustard/rapeseed, sesame, safflower, linseed, niger seed/castor are the major traditionally cultivated oilseeds. Soyabean and sunflower have also assumed importance in recent years. Coconut is most important amongst the plantation crops. Efforts are being made to grow oil palm in Andhra Pradesh, Karnataka, Tamil Nadu and North- Eastern parts of the country in addition to Kerala and Andaman & Nicobar Islands. Among the non-conventional oils, rice bran oil and cottonseed oil are the most important. In addition, oilseeds of tree and forest origin, which grow mostly in tribal inhabited areas, are also a significant source of oils.

Consumption Pattern of Edible Oils in India: India is a vast country and inhabitants of several of its regions have developed specific preference for certain oils largely depending upon the oils available in the region. For example, people in the South and West prefer groundnut oil while those in the East and North use mustard/rapeseed oil. Likewise several pockets in the South have a preference for coconut and sesame oil. Inhabitants of northern plain are basically consumers of fats and therefore prefer Vanaspati, a term used to denote a partially hydrogenated edible oil mixture of oils like soyabean, sunflower, rice bran and cottonseed and oils. Many new oils from oilseeds of tree and forest origin have found their way to the edible pool largely through vanaspati route. Of late, things have changed. Through modern technological means such as physical refining, bleaching and deodorization, all oils have been rendered practically colorless, odorless and tasteless and, therefore, have become easily interchangeable in the kitchen. Oils such as soyabean cottonseed, sunflower, rice bran, palm oil and its liquid fraction- palmolein which were earlier not known have now entered the kitchen. The share of raw oil, refined oil and vanaspati in the total edible oil market is estimated roughly at 35%, 55% and 10% respectively. About 50% of domestic demand of edible oils is met through imports out of which palm oil/palmolein constitutes about 80%. The consumption of refined palmolein (RBD palmolein) as well as its blending with other oils has increased substantially over the years and is used extensively in hotels, restaurants and in preparation of wide varieties of food products.

Major Features of Edible Oil Economy: There are two major features, which have significantly contributed to the development of this sector. One was the setting up of the Technology Mission on Oilseeds in 1986 which has been converted into a National Mission on Oilseeds and Oil Palm (NMOOP) in 2014. This gave a thrust to Government's efforts for augmenting the production of oilseeds. This is evident by the very impressive increase in the production of oilseeds from about 11.3 million tonnes in 1986-87 to 26.68 million tons in 2014-15. Most of the oilseeds are cultivated on marginal land and are dependent on rainfall and other climatic conditions. The other dominant feature which has had significant impact on the present status of edible oilseeds/oil industry has been the program of liberalization under which the Government's economic policy allowing greater freedom to the open market and encourages healthy competition and self regulation rather than protection and control. Controls and regulations have been relaxed resulting in a highly competitive market dominated by both domestic and multinational players.

Overview of Company

Our Company was incorporated as M K Proteins Private Limited under the provisions of the Companies Act, 2013 vide certificate of incorporation dated June 15, 2012 in Ambala, Haryana. It is a manufacturing and trading organization having its production/refining plant of Edible Oils. Our manufacturing process involves refining of Crude Oils to obtain Refined Rice Bran Oil, Canola Oil, Soya Bean Oil, Sunflower Oil and Rice Bran Bleached Oil. During the refining process certain by-products are also manufactured such as Rice Bran Fatty Acid Oil, Rice Bran Wax, Gums and Spent Earth which are also saleable. Further, we also import crude oils, process them and sell the finished product. We also trade in both edible and non-edible oils. The initial installed capacity of the Plant for manufacturing/refining of Vegetable Refined Oil was 120 TPD, which had further expanded to 250 TPD in the year 2014-15. Our company is focused at production of highest quality of edible oil. Our refinery is completely mechanized and today we produce rice bran oil, sunflower oil etc with protein content, with controlled fiber free from oil residue, ash and sand & silica. This is possible only through sustained levels of cleaning, storage and monitoring arrangements. Our Company based on its extensive experience of its promoters and its standards, conforms to major specifications and customer requirements. We firmly believe in benchmark product quality, customer centric approach, people focus, ethical business practices and good

corporate citizenship.

2. **BUSINESS STRATEGY**

Our Company intends to focus on adhering to the quality standards of our products. Our driving force has always been the quality of our products, as it would enable us to have long term standing relationship with our customers. Since, our products are used for human consumption, we have to ensure that the same meets the standards prescribed by law. Further, our Company has got license to act as manufacturer of Edible Oils and Blended Edible Oils under Food Safety and Standards Act, 2006.

We believe in transparency and commitment in our work with our clients. We have an experienced team for taking care of our manufacturing process and our day to day operations. We also consult with external agencies on a case to case basis on technical and financial aspects of our business. We will consistently put efforts among its group of experienced employees to transform them into an outstanding team of empowered professionals which helps in further accelerating the wheels of development of the Organization.

We intend to cater to the increasing demand of our existing clients and also to increase our existing clientele by enhancing the distribution reach of our products in different parts of the country. Our Company operates from Haryana. We propose to increase our marketing and sales team which can focus on different regions and also maintain cordial relationship with our clients. Enhancing our presence in additional region will enable us to reach out to a larger population. Further our Company believes in maintain long term relationship with our clients in terms of increased sales. We aim to achieve this by adding value to our clients through quality assurance and timely delivery of our products.

3. **OPPORTUNITIES, THREATS, RISKS AND CONCERN:**

Strengths

We believe that the following strengths have contributed to success and will be competitive advantages for us, supporting our strategy and contribution to improvements in financial performance:

-Our promoters have vast experience in the Edible Oil industry and have always believed in maintaining the best quality in our products. Our Company is dedicated towards quality of our products which has helped us to maintain long term relations with our customers and has also facilitated us to entrench with new customers.

-Along with experienced promoters, our company has a team of employees and workers who assist the top management, having knowledge and expertise of core aspects of Edible Oil industry and marketing. We believe that our experience, knowledge and human resources will enable us to drive the business in a successful and profitable manner.

-Our product portfolio consists of wide range of products which differentiate us from other companies. We have product portfolio ranging from Rice Bran Oil, Sunflower Oil, Canola Oil, Soyabean Oil etc,

Threats and Weakness

Price Volatility: Your Company is exposed to commodity price fluctuations in its business. All major raw materials as well as finished goods being agro-based are subject to market price variations. Prices of these commodities continue to be linked to both domestic and international prices, which in turn are dependent on various Macro/ Micro factors. Prices of the Raw materials and finished products manufactured by your Company fluctuate widely due to a host of local and international factors. Your Company continues to place a strong emphasis on the risk management and has successfully introduced and adopted various measures for controlling the price fluctuations in order to minimize its impact on profitability.

Government Policies: The policies announced by the Government have been progressive and are expected to remain likewise in future, and have generally taken an equitable view towards various stake holders, including domestic farmers, industry, consumers etc.

Growing competition in the Edible oil Industry and Threat of cheap import

Un-established Brand Name, Low advertising and visibility and huge requirement of working capital

Opportunities:

Since its establishment of the company, the customer base has been increased gradually due to its quality product. Now, the final product of the company has duly been accepted in the market and the management are hopeful to achieve better results in the ensuing year.

4. **MARKETING STRATEGY**

We have developed a marketing network across northern states in the country. Our marketing team is led by our Directors who are responsible for the overall marketing strategies. Our success lies in the strength of our relationship with our customers who have been associated with us for a long period. Our Sales & Marketing team is headed by our management which keeps itself updated on the customer preference and changes in their requirements from time to time. Our marketing team is also assisted by a technical team. Our promoters Mr. Vinod Kumar and Mr. Raj Kumar, through their vast experience and good rapport with customers play an instrumental role in quality maintenance and timely delivery of products.

We compete with other manufacturers on the basis of product quality and product price including factors, based on reputation, regional needs and customer convenience. While these factors are key parameters in client's decision matrix in purchasing goods; product quality and product price is often the deciding factor in most deals. Due to industry's

fragmented nature, there is no authentic data available to our Company on total industry size and market share of our Company vis-a-vis the competitors. We believe that the principal factors affecting competition in our business include client relationships, reputation, the abilities of employees, market focus and the relative quality and price of the products.

5. **OUTLOOK**

As per the industry sources, the food consumption in India was \$ 135 billion in year 2000. This is expected to be \$ 895 billion by 2020. Coupled with this is the fact that over 60% of population is under the age of 30, who are developing, leading and changing consumption behavior. In the coming year, India's economic indicators such as GDP growth rate, infrastructure focus, good monsoon, Banking reforms, Inflation control, Goods and Service Tax, growing consumerism and disposable income reflects very positive outlook for foods business. International low commodity prices have resulted in increasing demand and imports to bridge the demand-supply gap. This is expected to expand the capacity utilization of all refining facilities.

Considering the global economic scenario and encouraging business conditions in domestic markets, the industry hopes that the Government of India would set (and review from time to time, as may be required) tariff policy so as to stimulate the domestic industry on a consistent basis and harmonize the interest of domestic farmers, processors and consumers through appropriate differential import duties between import of crude and refined edible oils. The industry further hopes that the Government would proactively respond to global factors and genuine requests of the industry on a regular basis so as to foster domestic manufacturing growth and to prop up investments in the domestic manufacturing sector, given the vast potential of edible oil consumption in India.

To bridge the gap between demand and supply, it is, essential to increase the availability of vegetable oils from domestic resources by encouraging diversification of land from good grains to oil seeds, increasing productivity of oil seeds, encourage oil palm cultivation, place oil palm cultivation under plantation crops and fullest exploitation of non traditional domestic sources. This will improve capacity utilization, increase production and productivity thereby bring the industry to be competitive in the international market. The biggest beneficiaries would be the marginal farmers whose entire livelihood depends on the meager earnings that they get from small piece of land.

The Indian economy is showing signs of strength, backed by improvement in overall business sentiments. Given the growth in the overall edible oil consumption, keeping in view the discerning and value conscious need of the growing consumer base, the growth in packed segment has been growing almost twice of the overall edible oil growth in the recent past. The trend is expected to continue due to low base and vast potential.

6. **SEGMENT WISE OR PRODUCT-WISE PERFORMANCE**

The Company is engaged in single activity (i.e. Manufacturing of Vegetable Refined Oil) and there is no separate reportable segment as per AS-17

7. **INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY**

The Company has aligned its current systems of internal financial control with the requirement of Companies Act 2013. The Internal Control is intended to increase transparency and accountability in an organization's process if designing and implementing a system of internal control. The framework requires a company to identify and analyse risks and manage appropriate responses. The Company has successfully laid down the framework and ensured its effectiveness.

The Company's internal controls are commensurate with the size of the company and the nature of its business. These have been designed to provide reasonable assurance with regard to recording and providing reliable financial and operational information, complying with applicable statutes, safeguarding assets from unauthorized use, executing transactions with proper authorization and ensuring compliance of corporate policies. The company has an audit committee, the details of which are provided in the Corporate Governance Report. The audit committee reviews the internal control system and follows up on the implementation of corrective actions, if required. The committee also meets the company's statutory auditors to ascertain, inter alia their views on the adequacy of internal control system in the Company and keeps the Board of Directors informed of its major observations from time to time. The management also regularly reviews the utilization of fiscal resource, compliance with law, efficiencies, so as to ensure optimum utilization of resources and achieve better efficiencies.

Based on its evaluation (as defined in section 177 of Companies Act 2013), our audit committee has concluded that, as of March 31, 2020, our internal financial controls were adequate and operating effectively.

8. **MATERIAL DEVELOPMENT IN HUMAN RESOURCES/INDUSTRIAL RELATIONS FRONT, INCLUDING NUMBER OF PEOPLE EMPLOYED**

According to the volume of work of the company, the Company has increased its work force gradually. Being a small size of company, the Remuneration Policy is designed to create a high performance culture. It enables the company to attract retains and motivates employees to achieve better results. The company has taken efforts to set up and maintain an efficient work force. The company is taking steps towards maintaining a low attrition rate which it believes shall be achieved by investing in learning and development programmes for employees, competitive compensation, creating a compelling work environment, empowering employees at all levels as well as a well-structured reward and recognition mechanism.

9. **ANALYSIS OF FINANCIALS**

The financial performance of the Company for the last three years are given below:

(Rs. In Lacs)

	2019-20	2018-19
Total Revenue	19412.26	15677.30
Total Expenditure	18933.16	15180.00
Other Income	31.50	7.26
EBIDTA	510.60	504.56
Depreciation, amortization and impairment expenses (net)	117.10	122.35
Finance Cost	149.18	153.70
Exceptional item	0.00	0.00
Profit/(Loss) before tax	244.32	228.51
Tax Expense	62.63	64.19
Profit/(Loss) after tax	181.69	164.32

Revenue and Profits: The Company has earned the total revenue of Rs.17164.36 Lacs, Rs.15677.30 Lacs and Rs.19412.26 Lacs in the year 2017-18, 2018-19 and 2019-20 respectively. It reflects the positive trend in the revenue since its inception. The Company has recorded a Profit/(Loss) after tax of Rs.142.66 Lacs, Rs.164.32 Lacs and Rs.181.69 Lacs in the year 2017-18, 2018-19 and 2019-20 respectively.

10. **CAUTIONARY STATEMENT**

Statements in the management discussion and analysis may be “forward looking” statements within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to your Company’s operations include economic conditions affecting demand/supply and price conditions in the domestic and international markets, changes in the Government regulations, tax laws, other statutes and other incidental factors.

By Order of the Board of Directors

Place: Ambala
Dated: 04-09-2020

Sd/-
(Vinod Kumar)
Managing Director
DIN: 00150507

INDEPENDENT AUDITORS' REPORT ON FINANCIAL STATEMENTS

To,

The Members of,
M. K. PROTEINS LIMITED
(FORMELY KNOWN AS M. K. PROTEINS PRIVATE LIMITED),

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of **M. K. PROTEINS LIMITED, AMBALA (FORMERLY KNOWN AS M. K. PROTEINS PRIVATE LIMITED), AMBALA** ('the Company'), which comprise Balance Sheet as at March 31, 2020 and the Statement of Profit and Loss and the Statement of Cash Flow for the year then ended, and notes to the financial statements, including a summary of the significant accounting policies and other explanatory information and a summary of the significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone 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, 2020, and profit, and its cash flows for the year ended on that date.

Basis for Opinion

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

Emphasis of Matter

We draw attention to Note 29(f) in the financial statements, which describes the economic and social consequences the entity is facing as a result of COVID-19 pandemic which is impacting business operation and carrying amounts of current and non-current assets of the Company. Our opinion is not modified in respect of this matter."

Key Audit Matters

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

There is no Key Audit Matters Reportable as per SA 701 issued by ICAI.

Other Information

The Company’s Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Company’s Annual Report, but does not include the standalone financial statements and our auditor’s report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

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

Management’s Responsibility for the Standalone 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 and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate implementation and maintenance of 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 statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

Board of Directors is also responsible for overseeing the Company’s financial reporting process.

Auditor’s Responsibilities for the Audit of the Financial Statements

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference of financial statement in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

Report on Other Legal and Regulatory Requirements

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

2. As required by Section 143(3) of the Act, we report that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
- (c) The Balance Sheet, the Statement of Profit and Loss and the statement of Cash Flows dealt with by this Report are in agreement with the books of account;
- (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the Directors as on March 31, 2020, taken on record by the Board of Directors, none of the Directors is disqualified as on March 31, 2020 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 the requirements of section 197(16) of the Act, as amended: In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its director during the year is in accordance with the provisions of section 197 of the Act.
- (h) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i) The Company does not have any pending litigations which would impact its financial statement as of March 31, 2020;
 - ii) The Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses on long term contracts;
 - iii) There were no amounts which required to be transferred by the Company to the Investor Education and Protection Fund by the Company.

Place: Ambala Cantt

Date: 31st July 2020

**For Jayant Bansal & Co.,
Chartered Accountants
Firm Registration No. 004694N**

Sd/-

**JAYANT BANSAL
(PARTNER)
Membership No.: 086478
UDIN: 20086478AAAABM2089**

ANNEXURE “A” REFERRED TO IN PARAGRAPH 1 UNDER THE HEADING OF “REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS” OF INDEPENDENT AUDITORS’ REPORT OF EVEN DATE OF M. K. PROTEINS LIMITED FOR THE YEAR ENDED MARCH 31, 2020

- (i) In respect of the fixed assets of the Company:
 - (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
 - (b) As explained to us, the fixed assets have been physically verified by the management during the year in accordance with a regular programme of verification adopted by the management which, in our opinion, provides for physical verification of all the fixed assets at reasonable intervals. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
 - (c) According to the information and explanations given to us and the records examined by us, the Company is not having any freehold immovable properties (i.e. land and building) in the name of the Company as at the balance sheet date except land and building, which has been taken on lease agreement renewable every year.
- (ii) As explained to us that, the inventory, except goods-in-transit, has been physically verified during the year by the Management at reasonable intervals and no material discrepancies were noticed on physical verification. In respect of stocks lying with third parties (if any) at the year-end, written confirmations have been obtained by the Management.
- (iii) According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the Register maintained under Section 189 of the Companies Act, 2013. Accordingly paragraph 3(iii) of the Order is not applicable.
- (iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Section 185 and 186 of the Act in respect of grant of loans, making investments and providing guarantees and securities, as applicable.
- (v) In our opinion and according to the information and explanations given to us, the Company has not accepted deposits from public during the year. Therefore, the provisions of the clause 3 (v) of the Order are not applicable to the Company.
- (vi) We have broadly reviewed the cost records maintained by the Company pursuant to the Rules made by the Central Government under Section 148(1) of the Companies Act, 2013 in respect of its products, and are of the opinion that prima facie the prescribed cost records have been made and maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.
- (vii)
 - (a) According to the records of the company and as per information and explanations given to us, the company has generally been regular in depositing undisputed statutory dues, including Provident Fund, Employee’s State Insurance Fund, Income Tax, Sales Tax, Service Tax, Duty of Customs, Duty of Excise, Value added tax, Cess, Good and Service Tax and other material statutory dues applicable to it with appropriate authorities.
 - (b) According to information and explanations given to us, no undisputed amounts payable in respect of Provident Fund, Employee’s State Insurance Fund, Income Tax, Sales Tax, Service Tax, Duty of Customs, Duty of Excise, Value added tax, Good and Service Tax, Cess and other material statutory dues, applicable to it, were in arrears as at 31st March, 2020 for a period of more than six months from the date they become payable.
 - (c) According to the information and explanation given to us, there are no dues of Income Tax, Sales Tax, Value added Tax, Good and Service Tax, Service Tax, Duty of Custom and, Duty of Excise, applicable to it, which have not been deposited on account of any dispute as on 31-03-2020.
- (viii) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of loans or borrowings to banks/Non-Banking Financial Institution. The Company does not have any loans or borrowings from government and has not issued any debentures.
- (ix) In our opinion and according to the information and explanations given to us, the Company did not raise any money by way of initial offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3(ix) of the Order is not applicable to the Company.
- (x) According to the information and explanations given to us, no material fraud by the Company and no fraud on the Company by its officers or employees has been noticed or reported during year.

- (xi) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has paid/provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly paragraph 3 (xii) of the Order is not applicable.
- (xiii) According to the information and explanation given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with Sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statement as required by the applicable accounting standards.
- (xiv) According to the information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year and hence reporting under clause 3 (xiv) of the Order is not applicable to the Company.
- (xv) According to the information and explanations given to us, the Company has not entered into non-cash transaction with directors or persons connected with him and hence reporting under clause 3 (xv) of the Order is not applicable to the Company.
- (xvi) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.

Place: Ambala Cantt

Date: 31st July 2020

**For Jayant Bansal & Co.,
Chartered Accountants
Firm Registration No. 004694N**

Sd/-

**JAYANT BANSAL
(PARTNER)
Membership No.: 086478
UDIN: 20086478AAAABM2089**

ANNEXURE “B” TO THE INDEPENDENT AUDITOR’S REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS OF M. K. PROTEINS LIMITED

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

We have audited the internal financial controls over financial reporting of **M. K. Proteins Limited**, (“the Company”) as of March 31, 2020 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 the 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 judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of 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 authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the 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 considering nature of business, size of operation and organizational structure of the entity, 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, 2020, 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.

Place: Ambala Cantt

Date: 31st July 2020

**For Jayant Bansal & Co.,
Chartered Accountants
Firm Registration No. 004694N**

Sd/-
**JAYANT BANSAL
(PARTNER)
Membership No.: 086478
UDIN: 20086478AAAABM2089**

M/S M. K. PROTEINS LIMITED, VILLAGE GARNALA, AMBALA**BALANCE SHEET AS AT 31ST MARCH 2020**

PARTICULARS		NOTE NO.	AS AT 31-03-2020 (RS.)	AS AT 31-03-2019 (RS.)
I EQUITY AND LIABILITIES				
<u>SHARE HOLDERS' FUND</u>				
-Share Capital	2	41708000.00		41708000
-Reserves and Surplus	3	147756225.27	189464225.27	129714352
				171422352
SHARE APPLICATION MONEY PENDING ALLOTMENT			0.00	0
<u>NON-CURRENT LIABILITIES</u>				
-Long Term Borrowings	4	39659799.30		15165464
-Deferred Tax Liabilities (Net)	5	0.00		0
-Other Long Term Liabilities		0.00		0
-Long Term Provisions	6	445961.00		394615
			40105760.30	15560079
<u>CURRENT LIABILITIES</u>				
-Short Term Borrowings	7	264447104.00		244063072
-Trade Payables	8	37263932.00		24763306
-Other Current Liabilities	9	26751954.20		8594913
-Short Term Provisions	10	7474215.00		8203219
			335937205.20	285624510
Total Rs.			565507190.77	472606941
II ASSETS				
<u>NON-CURRENT ASSETS</u>				
-Property, Plant and Equipments				
Tangible Assets	11	31014767.00		43892369
Intangible Assets		0.00		0
Capital Work-in-Progress		0.00		0
Intangible Assets Under Development		0.00		0
		31014767.00		43892369
-Deferred Tax Assets (Net)	5	1862437.00		651022
-Long Term Loans and Advances	12	4234804.00		4234804
-Other Non-Current Assets	13	17420.00		34840
			37129428.00	48813035
<u>CURRENT ASSETS</u>				
-Inventories	14	389888842.54		293484461
-Trade Receivables	15	95038318.00		108398301
-Cash and Bank Balances	16	1148146.23		41506
-Short Term Loan and Advances	17	42285036.00		21852218
-Other Current Assets	18	17420.00		17420
			528377762.77	423793906
Total Rs.			565507190.77	472606941
			0.00	0
SIGNIFICANT ACCOUNTING POLICIES		1		
OTHER NOTES FORMING PART OF THE ACCOUNTS		29		

As per our report on even dated attached

For Jayant Bansal & Co.,

Chartered Accountants

Sd/-

(JAYANT BANSAL)

PARTNER

M.No. 086478

Place: Ambala Cantt

Dated: 31-07-2020

UDIN: 20086478AAAABM2089

For and on behalf of the Board

Sd/-

(VINOD KUMAR) [DIN 00150507]

MANAGING DIRECTOR

Sd/-

(RAJ KUMAR) [00126983]

(WHOLE TIME DIRECTOR)

Sd/-

NIPUN GARG

(CHIEF FINANCIAL OFFICER)

M/S M. K. PROTEINS LIMITED, VILLAGE GARNALA, AMBALA**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2020**

	PARTICULARS	NOTE NO.	FOR THE YEAR ENDED 31-03-2020 (RS.)	FOR THE YEAR ENDED 31-03-2019 (RS.)
I	<u>REVENUE</u>			
	Revenue from Operations (Net)	19	1941226168.00	1567729680
	-Other Income	20	3149676.00	726367
	Total Revenue Rs.		1944375844.00	1568456047
II	<u>EXPENSES</u>			
	-Cost of Material Consumed	21	1697856501.76	1070019728
	-Purchase of Stock-in-Trade	22	183014560.00	200053284
	-Changes in inventories of Finished/Semi-Finished and Stock-in-trade	23	(80894331.55)	165747056
	-Employees Benefit Expenses	24	15618910.00	17008952
	-Manufacturing, Operation and Other Expenses	25	77720170.02	65171020
	-Finance Costs	26	14917747.10	15370215
	-Depreciation and Amortization Expenses	11	11710414.00	12234553
	Total Expenses Rs.		1919943971.33	1545604808
III	PROFIT BEFORE EXCEPTIONAL AND EXTRAORDINARY ITEMS AND TAX [I - II]		24431872.67	22851239
IV	EXCEPTIONAL ITEMS		0.00	0
V	PROFIT BEFORE EXTRAORDINARY ITEMS AND TAX [III - IV]		24431872.67	22851239
VI	EXTRAORDINARY ITEMS		0.00	0
VII	PROFIT BEFORE TAX [V - VI]		24431872.67	22851239
VIII	TAX EXPENSES	27		
	-Provision for Current Taxation		7474215.00	8203219
	-Deferred Tax Liability/(Adjustment)		(1211415.00)	(1783595)
IX	PROFIT/(LOSS) FOR THE PERIOD FROM CONTINUING OPERATIONS AFTER TAX [VII - VIII]		18169072.67	16431615
X	PROFIT/(LOSS) FORM DISCONTINUING OPERATIONS		0.00	0
XI	TAX EXPENSES OF DISCONTINUING OPERATIONS		0.00	0
XII	PROFIT/(LOSS) FORM DISCONTINUING OPERATIONS (AFTER TAX) [X - XI]		0.00	0.00
XIII	PROFIT/(LOSS) FOR THE PERIOD [IX + XII]		18169072.67	16431615
XIV	<u>EARNING PER SHARES:</u>	28		
	-Basic Earning Per Share		4.36	3.94
	-Diluted Earning Per Share		4.36	3.94
	SIGNIFICANT ACCOUNTING POLICIES	1		
	OTHER NOTES FORMING PART OF THE ACCOUNTS	29		
	As per our report on even dated attached For Jayant Bansal & Co., Chartered Accountants Sd/- (JAYANT BANSAL) PARTNER M.No. 086478 Place: Ambala Cantt Dated: 31-07-2020 UDIN: 20086478AAAABM2089		For and on behalf of the Board Sd/- (VINOD KUMAR) [DIN 00150507] MANAGING DIRECTOR Sd/- (RAJ KUMAR) [00126983] (WHOLE TIME DIRECTOR) NIPUN GARG (CHIEF FINANCIAL OFFICER)	

M/S M. K. PROTEINS LIMITED, VILLAGE GARNALA, AMBALA
CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2020

PARTICULARS	2019-20 (Rs.)	2018-19 (Rs.)
<u>A. CASH INFLOW/(OUTFLOW) FROM OPERATING ACTIVITIES</u>		
Net Profit/(Loss) before tax	24431872.67	22851239
Adjustment for: -		
-Depreciation	11710414.00	12234553
-Interest paid	14917747.10	15370215
-Provision for Retirement Gratuity Benefit to Employees	51346.00	83077
-Preliminary Expenses Written off	17420.00	17420
-Interest Income	(150952.00)	(345188)
-Profit on sale of Mutual Fund Investment	0.00	(311179)
-(Profit)/Loss on Sale of Assets	(432812.00)	(70000)
	<u>26113163.10</u>	<u>26978898</u>
Operating profit before working capital changes	50545035.77	49830137
Adjustment for changes in working capital: -		
-Increase/(decrease) in Trade and other Payables	31491835.00	(35121868)
-(Increase)/decrease in Trade Receivables	13359983.00	76790871
-(Increase)/decrease in Inventories	(96404381.49)	6757324
-(Increase)/decrease in Loans and Advances	(20952272.00)	(8206109)
	<u>(72504835.49)</u>	<u>40220218</u>
Cash generated from operations	(21959799.72)	90050355
(i) Income Tax paid	(7810964.00)	(11169519)
(ii) Interest paid	(14917747.10)	(15370215)
(iii) Dividend paid	0.00	0
	<u>(22728711.10)</u>	<u>(26539734)</u>
Net Cash inflow/(outflow) from operating activities (A)	<u>(44688510.82)</u>	<u>63510621</u>
<u>B. CASH INFLOW/(OUTFLOW) FROM INVESTING ACTIVITIES</u>		
-Sale Proceeds of fixed assets/Subsidy Received	1918500.00	3080000
-Sale Proceeds for Investment in Mutual Funds	0.00	50602286
-Increase in Tangible and Intangible Assets (Including Capital work-in-progress)	(318500.00)	(1590400)
-Investment in Mutual Funds and others	0.00	(50291107)
-Sundry Creditors for Capital goods	0.00	0
-Interest Income	150952.00	345188
-(Increase)/decrease in Long Term Advances & Other Non Current Assets	0.00	551000
	<u>1750952.00</u>	<u>2696967</u>
Net Cash Inflow/(Outflow) from investing activities (B)	<u>1750952.00</u>	<u>2696967</u>
<u>C. CASH INFLOW/(OUTFLOW) FROM FINANCING ACTIVITIES</u>		
-Increase/(decrease) in short term bank borrowings (i.e. cash credit and overdraft facilities)	20384032.05	57218147
-Proceeds from long/short term bank and other Long term funds	35000000.00	0
-Repayment of Long Term Fund (Tem Loans and other Unsecured Loans)	(11339832.90)	(125418628)
-Proceeds from issue of share capital (Including Share Premium under Public issue and net of issue expenditure incurred)	0.00	0
	<u>44044199.15</u>	<u>(68200481)</u>
Net Cash inflow/(outflow) from financing activities (C)	<u>44044199.15</u>	<u>(68200481)</u>

Net Cash flow during the year (A+B+C)	1106640.33	(1992893)
Cash and Cash Equivalent (Opening Balance) [Note no. 16]	41505.90	2034399
Cash and Cash Equivalent (Closing Balance) [Note no. 16]	1148146.23	41506
Earmarked Short-term Bank Deposits	0.00	0
Cash and Bank Balances at the end of the year [Note no. 16]	1148146.23	41506

SIGNIFICANT ACCOUNTING POLICIES	1
OTHER NOTES FORMING PART OF THE ACCOUNTS	29

As per our report on even dated attached
For Jayant Bansal & Co.,
Chartered Accountants
Sd/-
(JAYANT BANSAL)
PARTNER
M.No. 086478
Place: Ambala Cantt
Dated: 31-07-2020
UDIN: 20086478AAAABM2089

For and on behalf of the Board
Sd/-
(VINOD KUMAR) [DIN 00150507]
MANAGING DIRECTOR
Sd/-
(RAJ KUMAR) [00126983]
(WHOLE TIME DIRECTOR)
Sd/-
NIPUN GARG
(CHIEF FINANCIAL OFFICER)

M. K. PROTEINS LIMITED, VILLAGE GARNALA, AMBALA
NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2020

[1A] General Information

M. K. Proteins Limited ('the Company') is a public limited company. The registered office of the Company is situated at Village Garnala, Naraingarh Road, Tehsil and Distt. Ambala (Haryana) – 134003. The Company is engaged in manufacturing of Vegetable Refined Oil and by-products (i.e. Rice Bran Fatty, Wax, Gums and Spent Earth) etc. The manufacturing plant is situated at Village Garnala, Naraingarh Road, Tehsil and Distt. Ambala (Haryana). The Company is also engaged in trading of various products (i.e. Rice Bran Oil and other items etc.). The equity shares of the Company have been listed on the Emerge SME Platform of the National Stock Exchange of India Limited w.e.f. 18 April, 2017.

[1B] Summary of Significant Accounting Policies

i) Basis of Preparation of Financial Statement

These financial statements have been prepared in accordance with the generally accepted accounting principles in India under the historical cost convention on accrual basis. These financial statements have been prepared to comply in all material aspects with the accounting standards specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and other relevant provisions of the Companies Act, 2013.

All assets and liabilities have been classified as current or non-current, wherever applicable as per the operating cycle of the Company as per the guidance as set out in the Schedule III to the Companies Act, 2013.

ii) Presentation of Financial Statements

The Balance Sheet and the Statement of Profit and Loss are prepared and presented in the format prescribed in the Schedule III to the Companies Act, 2013 ("the Act"). The Cash Flow Statement has been prepared and presented as per the requirements of Accounting Standard (AS) 3 "Cash Flow Statement". The disclosure requirements with respect to items in the Balance Sheet and Statement of Profit and Loss, as prescribed in the Schedule III to the Act, are presented by way of notes forming part of accounts along with the other notes required to be disclosed under the notified Accounting Standards and the Listing Agreement.

iii) Use of Estimates

The preparation of financial statements 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 revenues and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which the results are known/ materialized.

iv) Tangible Fixed Assets:

i) Fixed Assets have been stated at historical cost less accumulated depreciation and cumulative impairment. Expenses directly related to the construction or acquisition of the fixed assets have been capitalized and added to the particular assets. Pre-operative expenses incurred till the date of capitalization have been apportioned on pro-rata basis. Items of fixed assets not capitalized and other pre-operative expenses to the extent not apportioned are shown under the head "Capital work in progress".

ii) Depreciation/Amortization:

In respect of fixed assets (other than freehold land and capital work-in-progress) acquired during the year, depreciation/amortization is charged on Straight Line method so as to write off the cost of the assets over the useful life and for the assets acquired prior to April 1, 2014, the carrying amount as on April 1, 2014 is depreciated over the remaining useful life of assets as prescribed in Schedule II to the Companies Act, 2013. Depreciation in respect of addition/deduction to fixed assets during the year has been charged on pro-rata basis.

v) Impairment of Assets

At each Balance Sheet date, the management reviews the carrying amounts of its assets to determine whether there is any indication that those assets were impaired. If any such indication exists, the recoverable amount of the assets is estimated in order to determine the extent of impairment loss. Recoverable amount is the higher of an asset's net selling price and value in use. In assessing value in use, the estimated future cash flows expected from the continuing use of the assets and from its disposal and discounted to their present value using a pre-tax discounted rate that reflects the current market assessments of time value of money and risks specific to the asset.

Reversal of impairment loss is recognized immediately as income in the Statement of Profit and loss.

- vi) **Revenue Recognition**
- Revenue from the sale of goods is recognized upon delivery, which is when title passes to the customer. Sales are stated net of trade discounts and sales taxes.
 - Other items of income are accounted as and when the right to receive arises.
 - The expenses and income considered payable and receivable respectively are accounted for on accrual basis.
- vii) **Retirement Benefits**
- The Company's contribution to the recognized Provident/Family Pension Fund and Employees State Insurance Fund (Defined Contribution Scheme) schemes whether in pursuance of any law or otherwise is accounted on accrual basis and charged to the Statement of Profit and Loss of the year.
 - Gratuity Fund: The retirement gratuity benefit to employees is accounted for on accruing basis for the employees', based on their last drawn salary, completed years of services, instead of ascertaining actuarial impact.
 - Leave encashment benefit is considered and provided, based on actual as at the end of the financial year.
- viii) **Valuation of Inventories**
- Inventories are valued as under: -
- | | |
|---|---|
| -Raw Material, packing material, chemicals and fuel | At cost or net realizable value whichever is less |
| -Finished/Semi-finished goods (including by-products) | At cost or net realizable value whichever is less |
| -Stores and spares | At cost or net realizable value whichever is less |
| -Stock-in-Trade | At cost or net realizable value whichever is less |
- Note:**
- Cost for the purpose of valuation of finished/semi-finished goods (including by-products) is determined by considering material, labour and other related overheads.
- Cost of trading items includes cost of purchase & other costs of acquisition attributable thereto.
- Excise duty on finished goods manufactured is accounted for on clearance of goods from factory premises.
- ix) **Borrowing Cost**
- Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalized as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. All other borrowing costs are recognized as an expense in the period in which they are incurred.
- x) **Taxes on income**
- Provision for current tax is made on the basis of taxable income and tax credits computed in accordance with the provisions of Income Tax Act, 1961.
 - Deferred tax expenses or benefit is recognized on timing differences being the difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date.
- xi) **Miscellaneous Expenditure**
- Preliminary expenses are being written off over a period of 10 years.
- xii) **Provisions, Contingent Liabilities and Contingent Assets**
- Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognized but are disclosed in the notes. Contingent Assets are neither recognized nor disclosed in the financial statements.
- xiii) **Foreign currency transactions and foreign operations**
- The reporting currency of the Company is Indian rupee.
 - Foreign currency transactions are recorded on initial recognition in the reporting currency, using the exchange rate at the date of the transaction. At each balance sheet date, foreign currency monetary items are reported using the closing rate. Non-monetary items, carried at historical cost denominated in a foreign currency, are reported using the exchange rate at the date of the transaction.
 - Any income or expense on account of exchange difference either on settlement or on translation is recognized in the Statement of Profit and Loss, except in case of long term liabilities, where they relate to acquisition of fixed assets, in which case they are adjusted to the carrying cost of such assets.

xiv) **Cash and Cash Equivalents**

The Company considers all highly liquid financial instruments, which are readily convertible into cash and have original maturities of three months or less from the date of purchase, to be cash equivalents.

xv) **Cash Flow Statement**

Cash flows are reported using the indirect method, whereby profit before tax is adjusted from the effect of transactions of non cash nature, any deferrals or accruals of past or future operating cash receipts or payments and items of income or expenses associated with investing or financing cash flows. The cash flow from operating, investing and financing activities is segregated.

xvi) **Extraordinary and exceptional items**

Income or expenses that arise from events or transactions that are clearly distinct from the ordinary activities of the Company are classified as extraordinary items. Specific disclosures of such events/transactions are made in the financial statements. Similarly, any external event beyond the control of the Company significantly impacting income or expense is also treated as extraordinary item and disclosed as such.

On certain occasions, the size, type or incidence of an item of income or expenses, pertaining to the ordinary activities of the Company is such that its disclosure improves an understanding of the performance of the Company. Such income or expenses is classified as an exceptional item and accordingly disclosed in the notes to accounts.

xvii) **Lease Accounting:**

As a Lessor: The Company has given assets on an operating lease basis. Lease rentals are accounted on accrual basis in accordance with the respective lease agreements.

As a Lessee: Operating lease payments are recognized as expenditure in the Statement of Profit and Loss as per the terms of the respective lease agreements.

xviii) **Earning Per Share**

Basic earning per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders by weighted average number of equity shares outstanding during the year.

For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighed average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

[2]

SHARE CAPITAL

The authorized, issued, subscribed and paid-up share capital comprises of equity shares having at par value of Rs.10/- each as follows:

PARTICULARS	AS AT 31-03-2020 (Rs.)	AS AT 31-03-2019 (Rs.)
Authorised Share Capital		
5000000 [Previous year 5000000] Equity Shares of Rs.10/- each	50000000.00	50000000
Issued, Subscribed and Paid-up Share Capital		
4170800 [Previous year 4170800] Equity Shares of Rs.10/- each fully paid-up	41708000.00	41708000
TOTAL RS.	41708000.00	41708000

Notes:a) **RECONCILIATION STATEMENT OF THE NUMBER OF EQUITY SHARES OUTSTANDING:**

PARTICULARS	AS AT 31-03-2020		AS AT 31-03-2019	
	NUMBER OF SHARES	AMOUNT (Rs.)	NUMBER OF SHARES	AMOUNT (Rs.)
EQUITY SHARES				
Equity Shares at the beginning of the year	4170800	41708000.00	4170800	41708000
Add: No. of fully paid-up Bonus Equity Shares issued	0	0.00	0	0
Add: No. of fully paid-up Equity Shares issued through Public Issue during the year ***	0	0.00	0	0
Less: No. of Share forfeited/buy-back during the year	0	0.00	0	0
Equity Shares at the End of the year	4170800	41708000.00	4170800	41708000

Note *:**

Pursuant to Initial Public Offering (IPO), 1462000 Equity Shares of face value of Rs.10/- per share allotted on dated April 12, 2017 at a premium of Rs.60/- per share aggregating to Rs.1023.40 Lacs. Out of which 74000 Equity Shares reserved for subscription by Market Maker to the issue and balance 1388000 shares offered to the Public. The Company (i.e. Equity Shares) were listed on Emerge SME Platform of the National Stock Exchange of India Limited w.e.f. 18 April, 2017. The Company has incurred expenses of Rs.4182639.00 (net of service tax) relating to fresh issue of equity shares which has been adjusted to securities premium in terms of Section 52 of the Companies Act, 2013.

b) **DETAILS OF EQUITY SHARES HELD BY SHAREHOLDERS HOLDING MORE THAN 5% OF THE AGGREGATE SHARES IN THE COMPANY**

NAME OF THE SHAREHOLDER	AS AT 31-03-2020		AS AT 31-03-2019	
	NO. OF SHARES	% HELD	NO. OF SHARES	% HELD
Sh. Parvind Kumar S/o Sh. Madan Lal	212800	5.10%	212800	5.10%
Sh. Raj Kumar S/o Sh. Madan Lal	290000	6.95%	290000	6.95%
Sh. Vinod Kumar (HUF)	260000	6.23%	260000	6.23%
Sh. Parmod Kumar (HUF)	264000	6.33%	264000	6.33%
Sh. Pragun Garg S/o Sh. Parvind Kumar	264000	6.33%	264000	6.33%
Smt. Shivani Garg W/o Sh. Raj Kumar Garg	254800	6.11%	254800	6.11%
Smt. Sunila Garg W/o Sh. Parmod Kumar	238000	5.71%	238000	5.71%
M/s Kamla Finvest (P) Limited, Barotiwala	234000	5.61%	0	0.00%
TOTAL EQUITY SHARES	2017600	48.37%	1783600	42.76%

c) **Terms/rights attached to equity shares:**

The Company has only one class of share capital, i.e. equity shares having face value of Rs.10/- per share. Each holder of fully paid equity Share is entitled to one vote per share. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company in proportion of their shareholding.

d) The aggregate number of equity shares allotted as fully paid up by way of bonus shares in immediately preceding five years ended March 31, 2020 are 2031600 (Previous period of five years ended March 31, 2019: 2031600 Shares)

e) The Initial Authorized Capital of Rs.10000000.00 (Rupees One Crore only) consisting of 100000 Equity Shares of face value of Rs.100/- each was sub-divided into Rs.10000000.00 (Rupees One Crore only) consisting of 1000000 Equity Shares of face value of Rs.10/- each pursuant to a resolution of shareholders dated December 17, 2016. Consequently each Equity Shares of face value of Rs.100/- each has been split into 10 Equity Shares having face value of Rs.10/-.

f) The Authorized Share Capital of the Company was increased from Rs. 100.00 Lacs to Rs. 500.00 Lacs by creation of 4000000 Equity Shares of Rs.10/- each pursuant to a Shareholder's resolution passed in the Extra Ordinary General Meeting held on January 20, 2017.

g) The Company has declared 2031600 fully-paid-up equity Shares of Rs. 10/- each as Bonus shares in the ratio 3 : 1 pursuant to a Shareholder's resolution passed in the Extra Ordinary General Meeting held on January 20, 2017 and allotted to the eligible shareholders on February 15, 2017.

h) Lock in Restrictions: Promoter's Equity Shares 946800 is subject to lock in restriction for a period of 3 years (i.e. up to 18/04/2020).

i) The Company is neither a subsidiary nor a holding company of any other body corporate. Disclosures as regards the shareholdings in or by such body-corporate, accordingly, are not applicable on the company.

j) The company did not have outstanding calls unpaid by directors and officers of the company (Previous year NIL) and also did not have any amount of forfeited shares (Previous year NIL).

[3] **RESERVE AND SURPLUS**

Reserves and Surplus consists of the following reserves:

PARTICULARS	AS AT		AS AT	
	31-03-2020		31-03-2019	
	(Rs.)		(Rs.)	
<u>Securities Premium</u>				
Balance as per Last Balance Sheet	83537361.00		83537361	
Add: Amount of share premium received during the year	0.00		0	
	83537361.00		83537361	
Less: Public issue expenses written off (if any)	0.00		0	
Balance as at the end of the year		83537361.00		83537361
<u>Surplus of Statement of Profit and Loss</u>				
Balance as per last Balance Sheet	46176990.60		29745375	
Add: Net Profit after tax transferred from statement of of Profit and Loss	18169072.67		16431615	
Amount available for appropriation	64346063.27		46176991	
Less: Appropriation				
-Income Tax earlier years	127199.00		0	
Balance as at the end of the year		64218864.27		46176991
TOTAL RS.		147756225.27		129714352

[4] **LONG TERM BORROWINGS**

Long-term borrowings consist of following:

PARTICULARS	AS AT 31-03-2020		AS AT 31-03-2019	
	NON CURRENT LIABILITIES	CURRENT LIABILITIES	NON CURRENT LIABILITIES	CURRENT LIABILITIES
A. <u>Term Loan from Bank (Secured)</u>				
-HDFC Bank Limited, Ambala Cantt (Term Loan) [Refer Note No. 4(A)(i) below]	0.00	1165790.54	1165791	1848917
-HDFC Bank Limited, Ambala Cantt (Car Loan) [Refer Note No. 4(A)(ii) below]	104799.30	394874.41	499674	358665
-HDFC Bank Limited, Ambala Cantt (Car Loan) [Refer Note No. 4(A)(iii) below]	0.00	0.00	0	187250
Sub Total Rs.	104799.30	1560664.95	1665464	2394833
B. <u>UNSECURED</u>				
<u>TERM LOAN FROM OTHERS</u>				
-M/s Sarvottam Securities Private Limited, New Delhi [Unsecured Loan] [Refer Note No. 4(B)(iv) below]	4555000.00	0.00	13500000	0
<u>Loan and Advances from Related Parties (Unsecured)</u>				
-From Directors' Relative, Shareholders and Associate Concern [Refer Note No. 4(B)(v) below]	35000000.00	0.00	0	0
Sub Total Rs.	39555000.00	0.00	13500000	0
TOTAL RS.	39659799.30	1560664.95	15165464	2394833

Notes :

- 4(A)(i) Term Loan (Machinery) from HDFC Bank Limited, Ambala Cantt amounting to Rs.1165790.54 [Previous year Rs.3014707.86]
 -Nature of Security: Secured against hypothecation of machinery (present and future) and personal guarantee given by the directos
 -Repayment Profile: Repayable in 60 monthly installment commencing from Nov' 2015 to Oct' 2020 of sanctioned amount of Rs.115.75 Lacs.
 -The loan carries floating interest and presently the rate of interest is 9.90% p.a. (at the time of sanction) payable monthly.
- 4(A)(ii) Term Loan (Car) from HDFC Bank Limited, Ambala Cantt amounting to Rs.499673.71 [Previous year Rs.858339.02]
 -Nature of Security: Secured against hypothecation of car and personal guarantee given by the director Sh. Raj Kumar
 -Repayment Profile: Repayable in 60 monthly installment commencing from July' 2016 to June' 2021 of sanctioned amount of Rs.16.84 Lacs.
- 4(A)(iii) Term Loan (Car) from HDFC Bank Limited, Ambala Cantt amounting to Rs.NIL [Previous year Rs.187250.27]
 -Nature of Security: Secured against hypothecation of car and personal guarantee given by the director Sh. Raj Kumar
 -Repayment Profile: Repayable in 36 monthly installment commencing from May' 2016 to April' 2019 of sanctioned amount of Rs.59.04 Lacs.
- 4(B)(iv) Unsecured Term Loan from M/s Sarvottam Securities Private Limited, New Delhi amounting to Rs.4555000.00 (Previous year Rs.13500000.00)
 -Nature of Security: Unsecured Loan Rs.300.00 Lacs given to company without any stipulated condition for repayment. However, the interest @9% p.a. paid annually to the lender.

- 4(B)(v) -Unsecured Long term loan and advances Rs. 35000000.00 (Previous year Rs. NIL) in the nature of loan has been accepted by the company from associate companies to meet its financial requirement. The said loans are raised without any stipulated terms for repayment of principal and interest accrued thereupon and falls under the definition of exempt deposits as per Companies (Acceptance Deposits) Rules, 2014.

[5] **DEFERRED TAX LIABILITIES (NET)**

Major components of deferred tax liabilities and deferred tax assets: Pursuant to Accounting Standard (AS 22) "Accounting for Taxes on Income"

PARTICULARS	AS AT 31-03-2020 (Rs.)	AS AT 31-03-2019 (Rs.)
a) DEFERRED TAX LIABILITIES (NET)		
-Related to Depreciation and amortisation	(1343845.00)	(134976)
b) DEFERRED TAX ASSETS (NET)		
-Provision for Retirement Gratuity Benefits to Employees debited to Statement of Profit and Loss	112249.00	109703
-Provision for Doubtful Debts debited to Statement of Profit and Loss	406343.00	406343
	518592.00	516046
TOTAL RS.	(1862437.00)	(651022)

The break-up of the deferred tax liability up to the year ended March, 2020 is as under: -

Liability/(Assets) on account of

PARTICULARS	DEFERRED TAX LIABILITIES/ (ASSETS) AS AT 31-03-2019 (Rs.)	CHARGE/ CREDIT TO STATEMENT OF PROFIT AND LOSS (Rs.)	DEFERRED TAX LIABILITIES/ (ASSETS) AS AT 31-03-2020 (Rs.)
a) DEFERRED TAX LIABILITIES (NET)			
-Related to Depreciation and amortisation	(134976.00)	(1208869.00)	(1343845.00)
TOTAL RS.	(134976.00)	(1208869.00)	(1343845.00)
b) DEFERRED TAX ASSETS (NET)			
-Provision for Retirement Gratuity Benefits to Employees debited to Statement of Profit and Loss	109703.00	2546.00	112249.00
-Provision for Doubtful Debts debited to Statement of Profit and Loss	406343.00	0.00	406343.00
TOTAL RS.	516046.00	2546.00	518592.00
NET DEFERRED TAX LIABILITIES/(ASSETS) {a - b}	(651022.00)	(1211415.00)	(1862437.00)

Note: In accordance with the Accounting Standard 22 "Accounting for Taxes on Income" the deferred tax liabilities (net) Rs.1211415.00 has been adjusted by crediting to Statement of Profit and Loss during the current year and the total accumulated deferred tax assets (net) as on 31st March 2020 amounts to Rs.1862437.00 [Previous year Rs.651022.00]

[6] **LONG TERM PROVISIONS**

Long-term provision consist of the following:

PARTICULARS	AS AT 31-03-2020 (Rs.)	AS AT 31-03-2019 (Rs.)
-Provision for Retirement Gratuity Benefit to Employees [Refer to Note No. 29 (e)]	445961.00	394615
TOTAL RS.	445961.00	394615

[7] **SHORT TERM BORROWINGS**

Short-term borrowings consist of the following:

PARTICULARS	AS AT 31-03-2020 (Rs.)	AS AT 31-03-2019 (Rs.)
<u>SECURED LOANS</u>		
<u>LOANS REPAYABLE ON DEMAND</u>		
<u>Working Capital Loan from Bank</u>		
-HDFC Bank Limited, Ambala Cantt (Cash Credit Facility)		
[Refer Note No. 7(A)(i) below]	264447104.00	244063072
TOTAL RS.	264447104.00	244063072

Notes :

- 7(A)(i) Working Capital Loans from HDFC Bank Limited, Ambala Cantt amounting to Rs.264447104.00 [Previous Year Rs.244063071.95]
- Nature of Security: Secured by way of hypothecation on entire stocks of Raw Materials, Stock-in-Process, Finished Goods, Consumable Stores and Spares, Book Debts and all other Current assets of the Company wherever they are located and other current assets of the Company.
- Term of Repayment: Sanctioned facility Rs.1800.00 Lacs and Rs.800.00 [Seasonal Cash Credit] repayable on demand during the facility tenure of 12 and 4 months respectively.

[8] **TRADE PAYABLES**

Trade payables consist of the following:

PARTICULARS	AS AT 31-03-2020 (Rs.)	AS AT 31-03-2019 (Rs.)
<u>Trade Payables</u>		
-Total Outstanding Dues to Micro and Small Enterprises	0.00	0.00
-Total Outstanding Dues of Creditors other than Micro, Small Enterprises and related parties	9211748.00	7456748
Outstanding Due to related parties:		
-Associate Companies	28052184.00	17306558
TOTAL RS.	37263932.00	24763306

Note:

- (i) The amount outstanding to Micro and Small Enterprises has been given only in case the company has received the information from the creditors/suppliers regarding there status of being a Micro and Small Enterprises and identified as Micro and Small Enterprises in terms of Micro, Small & Medium Enterprises Development Act, 2006.

- (ii) The dues to Micro and Small Enterprises as required under the Micro, Small and Medium Enterprises Development Act, 2006 to the extent information available with the company is given below:

Particulars	AS AT	
	31-03-2020	31-03-2019
The Principal amount and the interest due thereon remaining unpaid to any supplier as at the end of the each accounting year		
-Principal amount due to Micro and Small Enterprises	0.00	0.00
-Interest due on above	0.00	0.00
The amount of interest paid by the Company in terms of Section 16 of the MSMED Act 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year	0.00	0.00
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under this Act	0.00	0.00
The amount of interest accrued and remaining unpaid at the end of the each account year	0.00	0.00
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act, 2006	0.00	0.00

Note:

Disclosure of payable to suppliers as defined under the "Micro, Small and Medium Enterprise Development Act, 2006" is based on the information available with the Company regarding the status of registration of such vendors under the said Act, as per the intimation received from them on requests made by the Company. There are no overdue principal amounts / interest payable amounts for delayed payments to such suppliers at the Balance Sheet date. There are no delays in payment made to such suppliers during the year and accordingly there is no interest paid or outstanding interest in this regard in respect of payment made during the year

[9] OTHER CURRENT LIABILITIES

Other current liabilities consist of the following:

PARTICULARS	AS AT	
	31-03-2020 (Rs.)	31-03-2019 (Rs.)
A. Interest accrued and due on other Deposits/Borrowings	1961694.00	998724
B. <u>Other Payables</u>		
-Current Maturities of Term Loans from Bank (Refer to Note No. 4)	1560664.95	2394833
-Others Creditors	2972974.25	1127628
-Advance Received from Customers	14292884.00	0
-Creditors' for Capital Goods/Expenditure	342000.00	342000
-Expenses Payables	5195421.00	3313275
-Income Tax Deducted at Source Payable	426316.00	418453
	24790260.20	7596189
TOTAL RS.	26751954.20	8594913

[10] SHORT TERM PROVISIONS

Short-term provisions consist of the following:

PARTICULARS	AS AT	
	31-03-2020 (Rs.)	31-03-2019 (Rs.)
Provision for Current Taxation	7474215.00	8203219
TOTAL RS.	7474215.00	8203219

[12] **LONG TERM LOANS AND ADVANCES**

Long term loans and advances consist of the following:

PARTICULARS	AS AT 31-03-2020 (Rs.)	AS AT 31-03-2019 (Rs.)
Unsecured, considered good [unless otherwise stated]:		
-Capital Advances against Capital Expenditure	0.00	0
-Securities Deposits	4234804.00	4234804
TOTAL RS.	4234804.00	4234804

[13] **OTHER NON-CURRENT ASSETS**

Other non-current assets consist of the following:

PARTICULARS	AS AT 31-03-2020 (Rs.)	AS AT 31-03-2019 (Rs.)
Others		
<u>Unamortised Expenses</u>		
-Miscellaneous Expenditure (i.e. Preliminary Expenses)	17420.00	34840
TOTAL RS.	17420.00	34840

Note: Unamortised Expenses (i.e Miscellaneous Expenditure) reflect the amount which will not be amortized in the next 12 months or thereafter.

[14] **INVENTORIES**

Inventories consist of the following:

PARTICULARS	AS AT 31-03-2020 (Rs.)	AS AT 31-03-2019 (Rs.)
-Inventories		
(As taken, valued and certified by the Management)		
a) Raw Material, Chemicals, Boiler Fuel and Packing Material		
-Goods in Transit	0.00	0
-Others	216345395.82	201331794
	216345395.82	201331794
b) Finished/Semi-finished Goods (Including Realisable By-products)		
[Refer Note No. 14(b)(i) below]	104316854.32	56628209
c) Consumables, Stores & Spares and Other Miscellaneous items etc.	3708304.00	3211856
d) Traded goods [Refer Note No. 14(d)(ii) below]	65518288.40	32312602
TOTAL RS.	389888842.54	293484461

Note: Inventories are carried at the lower of cost and net realisable value

Details of Inventory

PARTICULARS	AS AT 31-03-2020 (Rs.)	AS AT 31-03-2019 (Rs.)
14(b)(i) Finished/Semi-finished Goods (Including Realisable By-products)		
<u>Finished Goods</u>		
-Rice Bran Refined Oil	65863860.82	41027462
-Refined Canola Oil	0.00	1149808
<u>By-Products</u>		
Rice Bran Fatty Acid Oil	36674047.75	12571511
Rice Bran Wax	1609185.75	1705142
Gums	14820.00	14965
Spent Earth	154940.00	159323
	38452993.50	14450940
TOTAL RS.	104316854.32	56628209

14(d)(ii) **Traded Goods**

-Refined Rice Bran Oil	9992880.70	9173122
-Refined Cotton Seed Oil	15311302.50	0
-Crude Palm Oil	0.00	1565240
-Refined Palm Oil	28804099.20	9087584
-Refined Soyabean Oil	3547362.00	10290560
-Refined Sunflower Oil	5666548.00	0
-Mustard Oil	2196096.00	2196096

TOTAL RS.	65518288.40	32312602
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[15] TRADE RECEIVABLES

Trade Receivables consist of the following:

PARTICULARS	AS AT 31-03-2020 (Rs.)	AS AT 31-03-2019 (Rs.)
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TRADE RECEIVABLES (Unsecured)

a)	Debts outstanding for a period exceeding six months		
	-Considered good	67882155.00	63915956
	-Considered doubtful	1461664.00	1461664
		69343819.00	65377620
	Less: Provision for Doubtful Debts	1461664.00	1461664
		67882155.00	63915956
b)	Other Debts		
	-Considered good "*"	27156163.00	44482345
	TOTAL RS.	95038318.00	108398301

Note: "*"

-Trade Receivables (Other Debts) includes due from companies/Associate Concerns where directors and their relatives are interested

69657106.00 75904301

[16] CASH AND BANK BALANCES

Cash and bank balances consist of the following:

PARTICULARS	AS AT 31-03-2020 (Rs.)	AS AT 31-03-2019 (Rs.)
-------------	------------------------------	------------------------------

a)	<u>Cash and Cash Equivalents</u>		
	-Cash-in-Hand	1148146.23	41506
	-Balance with Bank in Current Accounts	0.00	0
		1148146.23	41506
b)	Other Bank Balances	0.00	0
	TOTAL RS.	1148146.23	41506

[17] **SHORT TERM LOANS AND ADVANCES**

Short term loans and advances consist of the following:

PARTICULARS		AS AT 31-03-2020 (Rs.)	AS AT 31-03-2019 (Rs.)
a)	<u>Loans and Advances to related parties</u> (Unsecured , considered good)	0.00	0
b)	<u>Other Loans and Advances</u> (Unsecured, considered goods unless other wise stated)		
	-Prepaid Expenses	769229.00	449577
	-Good and Service Tax Recoverble from the Department	12225536.00	6562397
	-Advance Income Tax	7500000.00	8000000
	-Income Tax Deducted at Source Recoverable	15065.00	34519
	-Excess Deposit Amount of TDS Recoverable from Department	0.00	44577
	-Advances recoverable in cash or in kind or for value to be received [Refer Note No. 17(b)(i) below]	21775206.00	6761148
		42285036.00	21852218
TOTAL RS.		42285036.00	21852218

Note: "a"

17(b)(i)	Advances recoverable in cash or in kind or for value to be received includes due from companies/Associate Concerns where directors and their relatives are interested	19961141.00	2659794
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[18] **OTHER CURRENT ASSETS**

Other Current Assets consist of the following:

PARTICULARS		AS AT 31-03-2020 (Rs.)	AS AT 31-03-2019 (Rs.)
(Unsecured, considered goods unless other wise stated)			
<u>Unamortised Expenses [Refer Note No. 18(i) below]</u>			
	-Miscellaneous Expenditure (i.e. Preliminary Expenses)	17420.00	17420
TOTAL RS.		17420.00	17420

18(i) Note: Unamortised Expenses (i.e Miscellaneous Expenditure) reflect the amount which will be amortized in the next 12 months.

[19] **REVENUE FROM OPERATIONS**

Revenue from operations consist of revenue from:

PARTICULARS		FOR THE YEAR ENDED 31-03-2020 (Rs.)	FOR THE YEAR ENDED 31-03-2019 (Rs.)
a)	<u>Sale of Manufactured Goods (Net of Return)</u> [Refer Note No. 19(a)(i) below]	1786303129.00	1229266457
b)	Sales of Traded Goods [Refer Note No. 19(b)(ii) below]	153877657.00	326335053
c)	<u>Other Operating Revenue</u> -Cash Discount Received	1045382.00	12128170
TOTAL RS.		1941226168.00	1567729680

Note:

PARTICULARS		FOR THE YEAR ENDED 31-03-2020 (Rs.)	FOR THE YEAR ENDED 31-03-2019 (Rs.)
19(a)(i)	<u>Details of Sales of Products</u>		
	<u>Finished Goods</u>		
	-Refined Rice Bran Oil	1729369465.00	1133167161
	-Refined Canola (Rapeseed) Oil	1128500.00	36504938
	-Refined Sunflower Oil	0.00	1722524
	-Rice Bran Bleached Oil	0.00	128100
		1730497965.00	1171522723
	<u>By-Products</u>		
	-Rice Bran Fatty Acid Oil	32701294.00	35487855
	-Rice Bran Wax	8917936.00	11466527
	-Gums	581043.00	608513
	-Spent Earth	13604891.00	10180839
		55805164.00	57743734
	TOTAL RS.	1786303129.00	1229266457
19(b)(ii)	<u>Details of Traded Goods</u>		
	-Refined Rice Bran Oil	72995676.00	158839481
	-RBD Palmolein Oil	0.00	3230271
	-Refined Sheaolein Oil	0.00	5247000
	-Rice Bran Non Edible Oil	0.00	144000
	-Refined Cotton Seed Oil	8262246.00	39123521
	-Crude Palm Oil	1844400.00	36497726
	-Refined Palm Oil	24017673.00	64857216
	-Refined Soya Bean Oil	46757662.00	8376236
	-Refined Sunflower Oil	0.00	10019602
	TOTAL RS.	153877657.00	326335053

[20] OTHER INCOME

Other income (net) consist of the following:

PARTICULARS		FOR THE YEAR ENDED 31-03-2020 (Rs.)	FOR THE YEAR ENDED 31-03-2019 (Rs.)
	-Interest Received on Security	150653.00	345188
	-Interest Received on Income Tax Refund	299.00	0
	-Profit on sale of Mutual Fund Investment	0.00	311179
	-Profit on sale of Fixed Assets (Car & Plant and Machinery)	432812.00	70000
	-Miscellaneous Receipts	2565912.00	0
	TOTAL RS.	3149676.00	726367

[21] COST OF MATERIAL CONSUMED

Cost of Material consumed consist of the followings:

PARTICULARS	FOR THE YEAR ENDED 31-03-2020 (Rs.)	FOR THE YEAR ENDED 31-03-2019 (Rs.)
<u>Raw Materials Consumed</u> [Referred Note No. 21(i) below]		
-Opening Stock	199589908.88	40941174
Add : Purchases during the year	1713099629.00	1228668463
	1912689537.88	1269609637
Less : Closing Stock	214833036.12	199589909
	1697856501.76	1070019728
TOTAL RS.	1697856501.76	1070019728

Note:

PARTICULARS	FOR THE YEAR ENDED 31-03-2020 (Rs.)	FOR THE YEAR ENDED 31-03-2019 (Rs.)
<u>Details of Raw Material Consumed</u>		
<u>Indigenous Material</u>		
-Rice Bran Oil/Sunflower Oil/Canola Oil	1672055124.76	1050908857
-Chemicals	25801377.00	19110871
	1697856501.76	1070019728
<u>Imported Material</u>		
-Canola/Soyabean Oil/Sunflower Oil	0.00	0
TOTAL RS.	1697856501.76	1070019728

Value of imported and indigenous raw material consumed & percentage thereof to total consumption

PARTICULARS	2019-20		2018-19	
	Value (Rs.)	% age	Value (Rs.)	% age
-Imported	0.00	0%	0	0%
-Indigenous	1697856501.76	100%	1070019728	100%
	1697856501.76	100%	1070019728	100%

[22] PURCHASE OF STOCK-IN-TRADE

Purchase of Stock-in-trade consist of the following:

PARTICULARS	FOR THE YEAR ENDED 31-03-2020 (Rs.)	FOR THE YEAR ENDED 31-03-2019 (Rs.)
<u>Purchase of Stock-in-Trade</u>		
-Refined Rice Bran Oil	73352770.00	167365020
-Refined Sheaolein Oil	0.00	5141000
-Refined Cotton Seed Oil	24146854.00	2387725
-Refined Palm Oil	42329264.00	10339658
-Refined Soya Bean Oil	37519124.00	12623897
-Refined Sunflower Oil	5666548.00	0
-Mustard Oil	0.00	2195984
TOTAL RS.	183014560.00	200053284

[23] **CHANGE IN INVENTORIES OF FINISHED/SEMI-FINISHED GOODS AND TRADED GOODS**

Change in inventories of Finished/Semi-finished goods and Traded goods consist of the followings:

PARTICULARS		FOR THE YEAR ENDED 31-03-2020 (Rs.)	FOR THE YEAR ENDED 31-03-2019 (Rs.)
a)	<u>Finished/Semi-finished Goods</u> (Including Realizable By-products)		
	-Opening Stock	56628209.45	113374245
	-Closing Stock	<u>104316854.32</u>	<u>56628209</u>
		(47688644.87)	56746036
b)	<u>Traded Goods</u>		
	-Opening Stock	32312601.72	141313622
	-Closing Stock	<u>65518288.40</u>	<u>32312602</u>
		(33205686.68)	109001020
TOTAL RS.		<u>(80894331.55)</u>	<u>165747056</u>

Note: For breakup of inventories under broad heads refer Note No. 14

[24] **EMPLOYEE BENEFIT EXPENSES**

Employee Benefit expenses consist of the following:

PARTICULARS		FOR THE YEAR ENDED 31-03-2020 (Rs.)	FOR THE YEAR ENDED 31-03-2019 (Rs.)
a)	<u>Salary and wages</u>		
	-Directors' Remuneration	1200000.00	1200000
	-Wages to Workers	2190000.00	1728000
	-Salary to Staff	<u>11078440.00</u>	<u>13000000</u>
		14468440.00	15928000
b)	<u>Employers Contribution Towards:</u>		
	-Provident/Family Pension Fund, Insurance Fund and Administrative Charges	284700.00	225072
	-Employees State Insurance Fund (Includes arrears Rs.34899.00 [Previous year Rs.3605.00])	<u>110710.00</u>	<u>55445</u>
		395410.00	280517
c)	Bonus to Staff and Workers	183167.00	144000
d)	Leave with Wages to Staff and Workers	114474.00	88612
e)	Retirement Gratuity Benefits to Employees	51346.00	83077
f)	Employees Food and Beverage Expenses	230623.00	286775
g)	Staff and Labour Welfare Expenses	175450.00	197971
TOTAL RS.		<u>15618910.00</u>	<u>17008952</u>

[25] **MANUFACTURING, OPERATION AND OTHER EXPENSES**

Manufacturing, Operation and other expenses consist of the following:

PARTICULARS		FOR THE YEAR ENDED 31-03-2020 (Rs.)	FOR THE YEAR ENDED 31-03-2019 (Rs.)
a)	Manufacturing and Operation Expenses		
	-Power and Fuel	60674901.30	46200860
	-Purchases Expenses (Including freight & Cartage etc.)	3574268.00	2248485
	-Consumable Store and Spares Consumed [Referred Note No. 25(a)(i) below]	341810.00	317125
	-Factory Insurance Charges	425040.00	261049
	-Machinery Repair and Maintenance	3896369.00	6156981
		68912388.30	55184500
b)	Other Expenses		
	-Travelling & Conveyance Expenses (Others)	86058.00	165017
	-Printing and Stationery	46885.00	163899
	-Postage and Courier Charges	42520.00	104520
	-Telephone and Mobile Charges	61615.00	244809
	-Legal and Professional Charges	210700.00	342000
	-License Fee	14835.67	19250
	-Lease Rent Paid [Referred Note No. 25(b)(ii) below]	900000.00	900000
	-Auditors' Remuneration and Other Certification Charges	267000.00	250000
	-Cost Auditors' Remuneration	40000.00	40000
	-Miscellaneous expenses	82194.00	93106
	-Building Repair and Maintenance	235280.00	519806
	-Computer Repair and Maintenance	23650.00	14730
	-Car Running and Maintenance	1155354.00	1163933
	-Scooter Running and Maintenance	56285.00	76947
	-Advertisement and Publicity	54922.00	31475
	-Sales Expenses (Including Freight & Cartage etc.)	1782549.00	1111344
	-Brokerage and Commission Paid	2795743.00	1989466
	-Haryana Pollution Board Consent Fee	22672.00	62036
	-Director's Sitting Fee	250000.00	250000
	-Donation	21000.00	21000
	-Food Safety and Standard Authority Licence Fee (Including Penalty Rs.NIL [Previous year Rs.37500.00])	8025.00	45525
	-Stock Exchange Annual Listing Fee	21298.00	10000
	-National/Central Securities Depository Limited Fee	9000.00	9000
	-Testing Charges	0.00	8000
	-Security Expenses	166688.00	36258
	-Short and Excess Recoveries	157848.70	33993
	-Additional Sale Tax Demand Paid	0.00	1390
	-Additional Excise Duty Paid (Including amount of Interest and Penalty Rs.NIL [Previous year Rs.155638.00])	0.00	363444
	-Additional Service Tax Paid (Including amount of Interest and Penalty Rs.NIL [Previous year Rs.13233.00])	0.00	37326
	-Provision for Doubtful Debts	0.00	1461664
	-Bank Charges	278239.35	399161
	-Preliminary Expenses Written off	17420.00	17420
		8807781.72	9986520
TOTAL RS.		77720170.02	65171020

Note:

25(a)(i) Details of Consumable Store and Spares Consumed

PARTICULARS	2019-20		2018-19	
	Value (Rs.)	% age	Value (Rs.)	% age
-Imported	0.00	0%	0	0%
-Indigenous	341810.00	100%	317125	100%
	341810.00	100%	317125	100%

25(b)(ii) **Operating Lease (As a Lessee):**

The Company has obtained Land, Building structure constructed thereupon and Tubewell on operating lease basis. This lease arrangement range for a shorter period and include cancellable clause and the same are also renewable for further period on mutually agreeable terms and also include escalation clauses.

	2019-20 (Rs.)	2018-19 (Rs.)
With respect of all operating leases:		
Lease payments recognised in the Statement of Profit & Loss during the year	900000.00	900000

[26] **FINANCE COSTS**

Finance costs consist of the following:

PARTICULARS	FOR THE YEAR ENDED 31-03-2020 (Rs.)	FOR THE YEAR ENDED 31-03-2019 (Rs.)
-Interest Paid to:		
-Bank on Cash Credit	12447408.00	7937899
-Bank on Term Loan	216054.68	530547
-Bank on Car Loan	68747.42	227552
-Others	2179661.00	6651143
-Department on Late Payment of TDS	5876.00	23074
	14917747.10	15370215
TOTAL RS.	14917747.10	15370215

[27] **TAX EXPENSES**

Tax Expenses consist of following:

PARTICULARS	FOR THE YEAR ENDED 31-03-2020 (Rs.)	FOR THE YEAR ENDED 31-03-2019 (Rs.)
-Provision for Current Taxation	7474215.00	8203219
-Deferred Tax Liability/(Adjustment)	(1211415.00)	(1783595)
TOTAL RS.	6262800.00	6419624

Notes:

- a) Provision for taxation on current profit: The Company has made the provision for current income tax liability based on the assessable profit as computed in accordance with the Income Tax Act, 1961.
- b) In accordance with the Accounting Standard 22 "Accounting for Taxes on Income" the deferred tax liabilities (net) Rs.1211415.00 has been adjusted by crediting to Statement of Profit and Loss during the current year and the total accumulated deferred tax assets (net) as on 31st March 2020 amounts to Rs.1862437.00 [Previous year Rs.651022.00]

[28] **EARNING PER SHARE (EPS)**

The following reflect the profit and share data used in basic and diluted EPS computation

PARTICULARS	FOR THE YEAR ENDED 31-03-2020 (Rs.)	FOR THE YEAR ENDED 31-03-2019 (Rs.)
Basic		
-Profit after tax as per accounts	18169072.67	16431615
-Weighted Average Number of Shares outstanding	4170800	4170800
-Basic EPS (Rs.)	4.36	4
Diluted		
-Profit after tax as per accounts	18169072.67	16431615
-Weighted Average Number of Shares outstanding	4170800	4170800
-Diluted EPS (Rs.)	4.36	4
Face Value per share (Rs.)	10.00	10

Note:

The Company does not have any diluted potential Equity Shares. Consequently the basic and diluted profit/earning per share of the Company remain same.

[29] OTHER NOTES FORMING PART OF THE ACCOUNTS

- a) The Balance Sheet as on March 31, 2020 and the Statement of Profit and Loss for the year ended March 31, 2020 are drawn and presented as per the new format prescribed under Schedule III to the Companies Act, 2013.
- b) Previous year figures have been re-grouped/re-classified where ever necessary to confirm to the current presentation.
- c) Contingent Liabilities and Commitments (To the extent not provided for)

	2019-20 (Rs. in Lacs)	2018-19 (Rs. in Lacs)
-Contingent Liabilities (if any)	NIL	NIL
-Commitments	NIL	NIL

- d) Management has periodically reviewed the value in use/net realizable value of all its assets and ascertained that the value in use/net realizable value of all its assets at the end of the year is more than the book value after depreciation (amortization), hence no provision for impairment has been made during the year.
- e) In respect of provision for retirement gratuity benefits to employees, the company has decided to give the benefit out of its own funds and creates the provision of Rs.51346.00 by charging to statement of profit and loss as accruing liability during the year. Due to few persons being employed in the company, the accruing liability has been calculated as per method on the assumption that such benefits are payable to all the employees at the end of the accounting year, reviewable every year. The total accumulated provision for retirement gratuity benefits to employees as on March 31, 2020 amounts to Rs.445961.00 (Previous year Rs.394615.00).
- f) In the last month of FY 2020, the COVID-19 pandemic developed rapidly into a global crisis, forcing governments to enforce lock-downs of all economic activity except “essential activity”, severely restricted travel, mandated extreme ‘social distancing’ measures to prevent the rapid rise of infections. The Company is engaged in manufacturing of essential commodities i.e. Refined Oil, hence, the operations was partly impacted due to nationwide lockdown. The crisis has affected, and continues to impact, our key stakeholders – employees, clients, customers and the communities that we operate in. In responding to this crisis, the primary objective of the company is to ensure the safety of our employees, and on minimizing disruption to services for all our customers at different area through out country. The Company has considered the possible impact of the outbreak of COVID – 19 pandemic on business operations and carrying amounts of current and non-current assets of the Company. In developing the assumptions relating to the possible future uncertainties in the economic environment because of this pandemic, the Company, as at the date of approval of these financial statements has used internal and external sources of information including credit reports and related information, economic forecasts. The Company has concluded that the carrying amount of these assets will be recovered no adjustments are required in the financial statements as it does not impact the current financial year. However, the situation with COVID-19 is evolving and various preventive measures taken are still in force, leading to highly uncertain economic environment and its impact on the Company’s business operation also. Due to these circumstances, the management’s assessment of the impact on the subsequent period is dependent upon the circumstances as they evolve and Company’s financial statements may differ from that estimated as at the date of approval of these financial statements.
- g) The Company has elected to exercise the option permitted under section 115 BAA of the Income Tax Act, 1961 as introduced by the Taxation Laws (Amendment) ordinance 2019, Accordingly, the Company has recognized the provision for Income tax for the year ended March 31, 2020 and re-measured its deferred tax basis the rate prescribed in the aforesaid section.

h) RELATED PARTY DISCLOSURES :

During the year, the company has carried out some transactions with the following persons, firms (in which the directors of the company are interested) related to expenditure and other transactions. The details of the same are as under: -

A. Related parties and their relationship

1. Key Management Personnel

- Sh. Vinod Kumar (Managing Director)
- Sh. Raj Kumar (Whole time Director)
- Sh. Parvind Kumar (Director)
- Sh. Parmod Kumar (Non-Executive Director)

- Sh. Nipun Garg (Chief Financial Officer)
2. Relatives of Key Personnel
- Sh. Madan Lal, Smt. Kamla Rani, Smt. Teena Garg, Smt. Shivani Garg, Smt. Sunila Garg, Smt. Sheel Garg, Smt. Saumya Garg Sh. Pragun Garg, Sh. Neelash Garg, Miss Eshika Garg and Miss Kritika Garg etc.
3. Enterprises owned or significantly influenced by key management personnel or their relatives
- M/s Kamla Organics (P) Ltd., Barotiwala (H.P.)
- M/s Kamla Oleo (P) Ltd., Barotiwala (H.P.)
- M/s Shree Ganesh Fats Private Limited, Barotiwala (H.P.)
- M/s Kamla Oils and Fats Private Limited, Village Saha, Distt. Ambala (Haryana)
- M/s Shib Charan Dass Industries Private Limited, Ambala
- M/s Saatvik Green Energy Private Limited, Ambala

B. Transactions with related parties for the year ended 31st March 2020					
(Rs. In Lacs)					
	Particulars	Key Management Personnel	Relative of Key Management Personnel	Enterprises owned or significantly influenced by key management personnel or their relatives	Total
1	<u>Purchases</u>				
	-Goods and Material	0.00	0.00	2492.95	2492.95
		(0.00)	(0.00)	(2449.61)	(2449.61)
	-Fixed Assets	0.00	0.00	3.19	3.19
		(0.00)	(0.00)	(15.10)	(15.10)
2	<u>Sales</u>				
	-Goods and Material	0.00	0.00	717.16	717.16
		(0.00)	(0.00)	(639.27)	(639.27)
	-Fixed Assets Sale	0.00	0.00	2.99	2.99
		(0.00)	(0.00)	(15.80)	(15.80)
3	<u>Expenses</u>				
	-Directors' Remuneration	12.00	0.00	0.00	12.00
		(12.00)	(0.00)	(0.00)	(12.00)
	-Directors' Sitting Fee	2.50	0.00	0.00	2.50
		(2.50)	(0.00)	(0.00)	(2.50)
	-Salary to Staff	0.00	72.50	0.00	72.50
		(0.00)	(90.00)	(0.00)	(90.00)
	-Interest paid to other	0.00	0.00	5.50	5.50
		(0.00)	(0.00)	(36.66)	(36.66)
	-Lease Rent Paid	0.00	0.00	9.00	9.00
		(0.00)	(0.00)	(9.00)	(9.00)
4	<u>Income</u>				
	-Cash Discount Received	0.00	0.00	0.49	0.49
		(0.00)	(0.00)	(19.85)	(19.85)

B.	Balance with related Parties as at 31st March 2020				
1	-Loan and Advance taken	0.00	0.00	350.00	350.00
		(0.00)	(0.00)	(0.00)	(0.00)
2	-Trade Receivables	0.00	0.00	696.57	696.57
		(0.00)	(0.00)	(759.04)	(759.04)
3	-Trade Payables	0.00	0.00	280.52	280.52
		(0.00)	(0.00)	(173.07)	(173.07)
4	-Advance Received from Suppliers	0.00	0.00	199.61	199.61
		(0.00)	(0.00)	(26.60)	(26.60)
5	-Other Creditors	0.00	0.00	6.62	6.62
		(0.00)	(0.00)	(0.00)	(0.00)
6	-Other Payables	0.00	0.00	3.25	3.25
		(0.00)	(0.00)	(2.25)	(2.25)
	<i>Note: Figures given in bracket represent previous year</i>				

C. Disclosure of material transactions/balances with related parties

		2019-20	2018-19
1	<u>Purchases</u>		
	-M/s Shree Ganesh Fats (P) Limited, Barotiwala	7069740.00	0.00
	-M/s Kamla Oleo (P) Limited, Barotiwala	10511064.00	0.00
	-M/s Shib Charan Dass Industries (P) Limited	6083575.00	55881514.00
	-M/s Kamla Oil and Fats (P) Limited, Saha	225630855.00	189079786.00
		<u>249295234.00</u>	<u>244961300.00</u>
2	<u>Fixed Assets Purchases</u>		
	-M/s Shree Ganesh Fats (P) Limited, Barotiwala	318500.00	1510000.00
		<u>318500.00</u>	<u>1510000.00</u>
3	<u>Sales</u>		
	-M/s Shree Ganesh Fats (P) Limited, Barotiwala	4875000	26724135.00
	-M/s Kamla Organics (P) Limited, Barotiwala	3562001	0.00
	-M/s Kamla Oleo (P) Limited, Barotiwala	55907804	37203135.00
	-M/s Saatvik Green Energy (P) Limited, Ambala	1498875	0.00
	-M/s Kamla Oil and Fats (P) Limited, Saha	5872344	0.00
		<u>71716024.00</u>	<u>63927270.00</u>
4	<u>Fixed Assets Sales</u>		
	-M/s Kamla Organics (P) Limited, Katch	298500.00	1580000.00
		<u>298500.00</u>	<u>1580000.00</u>
6	<u>Directors' Remuneration</u>		
	-Sh. Raj Kumar	600000.00	600000.00
	-Sh. Vinod Kumar	600000.00	600000.00
		<u>1200000.00</u>	<u>1200000.00</u>
7	<u>Directors' Sitting Fee</u>		
	-Sh. Laxmi Mandal	50000.00	50000.00
	-Sh. Abhay Kumar	50000.00	50000.00
	-Sh. Chatter Singh	50000.00	50000.00
	-Sh. Dinesh Singh Malik	50000.00	50000.00
	-Sh. Raman Kumar Sah	50000.00	50000.00
		<u>250000.00</u>	<u>250000.00</u>

8	<u>Salary to Staff</u>		
	-Smt. Sunila Garg	3000000.00	3000000.00
	-Smt. Soumya Garg	3000000.00	3000000.00
	-Ms. Kritika Garg	1250000.00	3000000.00
		<u>7250000.00</u>	<u>9000000.00</u>
9	<u>Interest Paid to Others</u>		
	-Key Management (Directors)	0.00	0.00
	-Relative of Key Management	0.00	0.00
	-Associate/sister concern	550027.00	3666215.00
		<u>550027.00</u>	<u>3666215.00</u>
10	<u>Lease Rent Paid</u>		
	-M/s Shib Charan Dass Industries (P) Limited	900000.00	900000.00
12	<u>Cash Discount Received</u>		
	-M/s Kamla Oil and Fats (P) Limited, Saha	48847.00	1985356.00
14	<u>Loan and Advance Taken</u>		
	-Associate/sister concern	35000000.00	0.00
		<u>35000000.00</u>	<u>0.00</u>
15	<u>Trade Receivables</u>		
	-M/s Kamla Organics (P) Limited, Barotiwala	67656057.00	63915956.00
	-M/s Kamla Organics (P) Limited, Katch	427230.00	1904400.00
	-M/s Kamla Oleo (P) Limited, Barotiwala	0.00	4408592.00
	M/s Saatvik Green Energy (P) Limited, Ambala	1573819.00	0.00
	-M/s Shree Ganesh Fats (P) Limited, Barotiwala	0.00	5675353.00
		<u>69657106.00</u>	<u>75904301.00</u>
16	<u>Trade Payables</u>		
	-M/s Shree Ganesh Fats (P) Limited, Barotiwala	745626.00	0.00
	-M/s Kamla Oil & Fats (P) Limited, Saha	27306558.00	17306558.00
		<u>28052184.00</u>	<u>17306558.00</u>
17	<u>Advance Received from Supplier</u>		
	M/s Shib Charan Dass Industries (P) Ltd, Ambala	19961141.00	2659794.00
		<u>19961141.00</u>	<u>2659794.00</u>
18	<u>Other Creditors</u>		
	M/s Shib Charan Dass Industries (P) Ltd, Ambala	661500.00	0.00
		<u>661500.00</u>	<u>0.00</u>
19	<u>Other Payables</u>		
	-Director's Sitting Fee	225000.00	225000.00
	<u>Directors' Remuneration</u>		
	Sh. Raj Kumar (Whole time Director)	50000.00	0.00
	Sh. Vinod Kumar (Managing Director)	50000.00	0.00
		<u>325000.00</u>	<u>225000.00</u>

- i) The Company is engaged in single activity (i.e. Manufacturing of Vegetable Refined Oil) and there is no separate reportable segment as per AS-17

j) **Disclosure Under Clause 34(3) of the SEBI (Listing obligations and disclosure Requirements) Regulations, 2015**

	(Rs. In Lacs)			
	2019-20		2018-19	
	As At March 31, 2020	Maximum Balance during March 31, 2020	As At March 31, 2019	Maximum Balance during March 31, 2019
-Loan and Advances in the nature of Loan to Subsidiaries	NIL	NIL	NIL	NIL
-Loan and Advances in the nature of Loan to Associate Concerns	NIL	NIL	NIL	NIL
-Loans or Advances in the nature of loans to Firms/Companies in which directors are interested.				
M/s Saatvik Green Energy Private Limited	NIL	NIL	NIL	NIL
-Investment by the loanee in the shares of the company, when the company has made a loan or advance in the nature of loan	NIL	NIL	NIL	NIL

k) **Additional Information:**

1) Details of Raw Materials, Purchase of stock-in-trade, Sales and Inventories are broadly given in respective note no. 21, 22, 19 and 14.

2) Auditors' Remuneration and expenses (Including GST) charged to the accounts:

	2019-20	2018-19
-Statutory Audit fee	265500.00	265500.00
-Tax Audit Fee	29500.00	29500.00
-Other Certification Fee	20060.00	0.00
Total	315060.00	295000.00
-Cost Auditors' Remuneration	40000.00	40000.00

3) Value of imports (on C.I.F. basis) by the company during the financial year in respect of

	2019-20	2018-19
-Raw Materials and Chemicals	NIL	NIL
-Traded Goods	NIL	NIL
-Components and spare parts	NIL	NIL
-Capital Goods	NIL	NIL

4) Expenditure in foreign Currency during the financial year on account of

	2019-20	2018-19
-Royalty and technical know how fee	NIL	NIL
- Professional consultation fee	NIL	NIL
-Interest and other matters	NIL	NIL

5) Value of imported and indigenous raw material and consumable stores and spares consumed are broadly given in respective note no. 21 and 25.

6)	Dividends remitted in foreign currency:	2019-20	2018-19
	-Dividends remitted in foreign currency	NIL	NIL
7)	Earnings in foreign exchange:	2019-20	2018-19
	-Export of goods on F.O.B. basis	NIL	NIL
	-Royalty, know how and professional consultation fee.	NIL	NIL
	-Interest and dividend etc.	NIL	NIL
	-Other receipts	NIL	NIL

Sd/-
(VINOD KUMAR)
[DIN 00150507]
Managing Director

Sd/-
NIPUN GARG
CHIEF FINANCIAL OFFICE

Place: Ambala Cantt

Date: 31st July 2020

Sd/-
(RAJ KUMAR)
[00126983]
Whole time Director

For Jayant Bansal & Co.,
Chartered Accountants
Firm Registration No. 004694N

Sd/-
JAYANT BANSAL
(PARTNER)
M. No. 086478
UDIN: 20086478AAAABM2089