ASIAN VEGPRO INDUSTRIES LIMITED

Registered Office:

Todi Chamber,
2 Lal Bazar Street,
3rd Floor,Suit 315,
Kolkata-700001.

Board of Directors:

Mr. Rajendra Jaganprasad Agrawal
Mr. Shiv Ratan Agarwal
Mr. Shyam Sunder Agarwal
Mr. Subhash Rameshchandra Mittal

Bankers:

Bank Of India

Contents:

1. Notice
2. Director's Report
3. Corporate Governance Report
4. Independent Auditor's Report
5. Balance Sheet
6. Statement of Profit and Loss
7. Cash Flow Statement
8. Notes to Balance Sheet

Auditors:

G. R. MODI & CO.
CHARTERED ACCOUNTANTS
12, Laxminarayan Shopping Centre,
1st Floor, Poddar Road, Malad (E)
Mumbai-400086

NOTICE

NOTICE is hereby given that the Twenty Third Annual General Meeting of the Members of the Company will be held at Todi Chambers, 2 Lal Bazar Street, 3rd Floor, Suite 315, Kolkata-700001 on Saturday, 29th September, 2017 at 11.00 a.m to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2017, together with the Reports of the Board of Directors and Auditor's thereon.

2. To appoint a Director in place of Mr. Shiv Ratan Agrawal (DIN 00696617), who retires by rotation and being eligible offers himself for re-appointment

3. To appoint a director in place of Mr. Shyam Sunder Agrawal (DIN 00696712), who retires by rotation and being eligible offers himself for re-appointment.

4. Ratification of appointment of Statutory Auditors of the Company and to fix their remuneration.
   To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

   "RESOLVED THAT pursuant to the provisions of Section 139 and all other applicable provisions, if any, of the Companies Act, 2013 and the rules framed there under, as ammended from time to time, the Company hereby ratifies the appointment of G.R. Modi & Co. Chartered Accountants, (FRN 112617W), as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company to be held in the year 2018 to examine and audit the accounts of the Company for the financial year 2017-18, at such remunerations plus GST, out of pocket, travelling

For and on behalf of Asian vegpro Industries Limited
THE BOARD OF THE DIRECTORS

Subhash Mittal
DIRECTOR (DIN 01953701)

Place: - Mumbai
Date: - 26th August, 2017

ASIAN VEGPERO INDUSTRIES LIMITED

CIN L01404WB1994PLC061722

DIRECTORS' REPORT

TO THE MEMBERS

The Directors have pleasure in presenting the Twenty- Third Annual Report of the Company together with its Audited Statement of Profit and Loss for the year ended 31st March, 2017 and the Balance Sheet as on that date:

FINANCIAL RESULTS

	---- RUPEES ----	
	2016-17 Rs.	**2015-16** Rs.
Gross Receipts	79,38,855	81,53,726
Less: Administration and other Expenses	43,86,658	41,64,718
Profit before Depreciation and taxation	35,52,197	39,89,008
Depreciation	18,33,762	20,09,880
Profit after Depreciation and before taxation	17,18,435	19,79,128
Less: Prior Period Items	(87,746)	11,98,152
Less: Provision for taxation	3,00,000	
	15,06,181	7,80,976
Add: Balance brought forward from earlier year	(6,13,76,719)	(6,21,57,695)
Balance carried to Balance Sheet	(5,98,70,538)	(6,13,76,719)

BUSINESS PERFORMANCE REVIEW

During the year, your Company has taken a conscious decision of keeping the business activities production and distribution on a low key in the light of global recession, which continues to hamper the world even though impact on our economy is not significant.

As a result of lack of operation of business your Company has made profits out of the other Income being Rs. 15,06,181. However, the Director's are exploring avenues to achieve sustainable and profitable growth of your Company.

SHARE CAPITAL

The paid up Equity Share Capital as at March 31, 2017 stood at Rs.108,635,150 During the year under review, the company had not issued share with differential voting right nor has granted any stock option or sweat equity.

INCOME

Total Income for the year ended 31st March, 2017 earned by your Company is Rs. 79,38,855 against Rs. 81,53,726 for the year ended 31st March, 2016.

ADMINISTRATION, FINANCE AND OTHER EXPENSES

Administration and other expenses were incurred in the normal course of business for the year ended 31st March, 2017 at Rs.43,86,658 as against Rs. 41,64,718 for the year ended 31st March, 2016. Finance costs included above for the period 2016-17 is Rs.235 as against Rs. 2,25,541 for the period 2015-16.

DEPRECIATION

Depreciation was charged at normal rates for the year end at Rs.18,33,762 as compared to Rs. 20,09,880.

PROFIT BEFORE TAXATION & PRIOR PERIOD ITEMS

Profit before Tax & Prior Period Items at Rs. 17,18,435 was Lower than the previous year of Rs. 19,79,128.

PROFIT/ (LOSS)

The Profit after Tax for the year was Rs. 15,06,181 as compared to the previous year's Profit of Rs. 7,80,976.

DIVIDEND

The Board has not recommended any dividend for the financial year under review. During the year under review no amount from profit was transferred to General reserve.

LONG TERM BORROWINGS

Long Term Borrowings were NIL like last year.

PUBLIC DEPOSITS

Your Company has not accepted any public deposit during the year under review.

CURRENT LIABILITIES

The Current Liabilities for the year under review includes Advance from Related Party NIL, Trade Payable NIL, Provisions made for the expenses at Rs. 1,27,448, Income Tax TDS payable Rs. 44,699 & Deposit from VIP Industries Ltd of Rs. 15 Lakhs, details of which are given in the notes to the Financial Statements.

CAPITAL EXPENDITURE ON FIXED ASSETS

During the year under review, the Company has not incurred any amount towards Capital expenditure.

NON-CURRENT INVESTMENTS

The Non-Current Investments are made in Mutual Funds which stand at Rs. 67,79,958/- for the year ended 31st March, 2017 (3,85,700 units fully paid) as against Rs. 82,94,216/-for the year ended 31st March, 2016 (10,06,468 units fully paid).

LONG TERM LOANS AND ADVANCES

Advance given to Systematic Steel Industries Ltd of last year has been converted into advance given to it due to excess repayment of Rs. 21,38,428 (P Y 24,669).

CURRENT ASSETS

For the year under review the Company has no Inventory.

The Trade Receivables are (all unsecured but considered good) stand at Rs. 12,82,923 as against Rs. 11,55,312 since credits have been given during the year.

The Short term Loans and Advances stand at Rs. 2,61,100 for the year ended 31st March, 2017 as well as for the year ended 31st March, 2016.

The Company's TDS has been deducted on Rental Income and Bank Fixed Deposit Interest and Provision for Taxation made for the year under review. The amount varies due to government policies and increase in rates of taxes.

CORPORATE SOCIAL RESPOSIBILITY

The Company believes in its sense of social responsibility towards the community and environment and monitors the business to ensure its active compliance. The detailed policy followed by the Company is available at the Registered office.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has an Internal Control System, Commensurate with the size, scale and complexity of its operations. The scope and authority of the Internal Audit Function is well defined in the organization. To maintain its objectivity and independence, the Internal Audit Function reports to the Board of Directors.

VIGIL MECHANISM / WHISTLE BLOWER POLICY

The Company has adopted a whistle blower policy to provide a mechanism for the Directors and employees to report genuine concern about any unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct.

EXTRACT OF ANNUAL RETURN

The details forming part of the Extract of the Annual Return in Form MGT-9 has not been attached but filed with the Registrar.

AUDIT COMMITTEE

The Company has not formed any such Committee.

RELATED PARTY TRANSACTION

All related party transactions that were entered into during the financial year were on an arms length basis and in the ordinary course of business. There were no materiality significant transactions with related parties entered into by the Company during the year under review.

RISK MANAGEMENT

The Company has not constituted any such committee since, not mandatory.

SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

There were no Subsidiaries, Joint ventures or Associates of the Company for the year under review.

RIGHT ISSUE

The Company has not made any right issues during the year.

DEBENTURES

The Company has not issued any kind of Debentures during the year.

RECENT INITIATIVES AND FUTURE PROSPECTS:-

The Company closed the production and the factory premise has been given on rent. If the Market stabilized and if the opportunities come, the Management of the Company will restart business operations.

DIRECTORS

In accordance of the Act and the Article of Association of the Company Mr. Shiv Ratan Agrawal and Mr.Shyam Sunder Agrawal, Directors of the Company will retire by rotation in the Annual General Meeting and are eligible to offer themselves for re-appointment.

RETIREMENT / RESIGNATION

No retirements / resignations of Directors took place during the year under review.

BOARD MEETINGS

During the year under review, 5 Board Meetings were held and the intervening gap between the meetings did not exceed the period prescribed under the Act. The details of which are given in the Corporate Governance Report.

BOARD EFFECTIVENESS

The Company has adopted the governance guidelines which, inter alia, cover aspects related to composition and role of the board, chairman and directors, board diversity, definition of independence, director's term, retirement age and committees of the board. it also covers aspects relating to nomination, appointment, induction and development of directors, director's remuneration, subsidiary oversight, code of conduct, board effectiveness review and mandates of board committees.

a) Board Evaluation

The Board of Directors has carried out an annual evaluation of its performance, board committee and individual directors pursuant to the provision of the act and the corporate governance requirementas prescribed by SEBI as per clause 49 of the listing agreement.

The performance of the Board was evaluated by the Board after seeking inputs from the Directors on the basis of the criteria such as the Board Composition and structures, effectiveness of board processes, information and functioning, etc.

b) Appointment of Directors and criteria for determining qualification, positive attributes, independence of a Director

A transparent Board nomination process is in place that encourages diversity of thought, experience, knowledge, perspective, age and gender. It is ensured that the mix of members with different educational qualifications and experience related to the Company's business.

The Directors do not have any pecuniary relationship with the Company.

The Directors maintain an arms length relationship between themselves and the employees of the Company.

The Directors do not have any subject of proved allegations of illegal or unethical behaviour, in their private or professional life.

c) Remuneration Policy

The Company has adopted a Remuneration policy for the Directors, KMP's and other employees pursuant to the provision of the Act and Clause 49 of the listing agreement.

The Key principles are:

The Directors may be paid sitting fees for attending the meetings of the board and of committees of which they may be members, and receive commission within regulatory limits.

Overall remuneration should be reasonable and sufficient to attract, retain and motivate Directors aligned to the requirements of the Company.

Remuneration paid should be reflective of the size of the Company, complexity of the sector / industry / Company's operations and Company's capacity to pay the remuneration and be consistent with recognised with best practices.

The remuneration payable to the Directors shall be inclusive of any remuneration payable for services rendered in any other capacity unless the services rendered are of a professional nature.

No remuneration was paid to the Directors during the year.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS

During the year under review, no significant material orders were passed by the Regulators or Courts or Tribunals impacting the going concern status and Company operations.

STATUTORY AUDITORS

At the Annual General Meeting the members will be requested to ratify the reappointment of G. R. Modi and Co. (FRN 112617W) Chartered Accountants, Mumbai, as Statutory Auditors of the Company for the current yearand authorise the Board of Directors to fix their remuneration.

The report of the Statutory Auditor along with the notes to schedules is enclosed to this report and does not contain any qualification, reservation, adverse remark or disclaimer.

SECRETARIAL AUDIT REPORT

Secretarial audit has been attached alongwith the Annual Report.

FOREIGN EXCHANGE EARNINGS AND OUTGO

No Foreign Exchange earnings or Outgo during the year under review.

CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION

The Company has no activity relating to Conservation of Energy, Technology Absorption.

PARTICULARS OF EMPLOYEES HUMAN RESOURCES

Since the Company did not employ persons drawing remuneration in excess of Rs. 5,00,000 per month or Rs. 60,00,000 per annum, the particulars of employees as per requirements of section 197(12) read with Rule 5(1) of the Companies (Appointment and Remuneration of Management Personnel) Rules 2014, are not applicable.

Disclosure as per Sexual Harassment of Women at Work Place (Prevention, Prohibition and Redressal) Act 2013

The Company has zero tolerance for Sexual Harassment at its work place and has adopted a policy on prevention, prohibition and redressal of sexual harassment at the work place in line with the provisions of The Sexual Harassment of Women at Work Place (Prevention, Prohibition and Redressal) Act 2013 and the Rules there under for prevention and redressal of complaints of sexual harassment at work place. During the year under review the Company has received NIL complaints on Sexual Harassment.

DIRECTORS' RESPONSIBILITY STATEMENT.

Based on the existing system of internal financial controls and compliance systems established and maintained by the Company, work performed by the auditors and representation made by the management to the relevant board committees, including the audit committee the board is of the opinion that the Company's internal financial controls were adequate and effective during the financial year 16-17.

Pursuant to the requirement under Section 134(5) of the Companies Act, 2013, with respect to Directors' Responsibility Statement, it is hereby confirmed to the best of the Director's knowledge and ability that:

(1) In the preparation of the accounts for the financial year ended 31st March, 2017 the applicable accounting standards have been followed and there were no material departures.

(2) That the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for the year under review

(3) That the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.

(4) That the Directors have prepared the accounts for the financial year ended 31st March, 2017 on a 'going concern' basis.

(5) That the Directors have laid down internal Financial controls for the Company which are adequate and are operating effectively.

(6) The Directors have devised proper systems to ensure compliance with the provisions of all the applicable laws and such systems are adequate and are operating effectively.

CORPORATE GOVERNANCE

As required by Clause 49 of the Listing Agreement with the Stock Exchange, the report on Management Discussion and Analysis, Corporate Governance as well as the Auditor's certificate regarding compliance of conditions of Corporate Governance, forms part of the Annual Report.

ACKNOWLEDGEMENT:

Your Directors wish to place on record their deep sense of gratitude to the contribution made by the employees to the significant improvement in the operations of the Company.

The Directors also thank all their members, customers, lenders, our Bankers and the Government of India for their continual support and co-operation.

On behalf of The Board Of The Directors of

Asian Vegpro Industries Limited

Rajendra. J. Agrawal

Director (DIN 00644448)

Subhash Mittal

Director (DIN 01953701)

Place: Mumbai

Date:

Registered Office:

Todi Chambers,

2 Lal Bazar Street,

3rd Floor, Suit 315,

Kolkata - 7000001