



**K.C.P. SUGAR AND INDUSTRIES
CORPORATION LIMITED**

Twenty Third Annual Report
2017 - 2018

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BOARD OF DIRECTORS

WHOLETIME DIRECTORS:

	DIN	
Shri.Vinod R. Sethi	00106598	Executive Chairman
Smt.Irmgard Velagapudi M. Rao	00091370	Managing Director
Smt.V.Kiran Rao	00091466	Executive Director

NON-WHOLETIME DIRECTORS:

Shri.Ranvir R.Shah	00041398	Independent Director
Dr.Vithal Rajan	00021571	Independent Director
Shri.M.S.V.M.Rao	00432640	Independent Director
Shri.Prathap K. Moturi	00020630	Independent Director
Shri K.R.Adivarahan	00019844	Independent Director

Board Committees

Audit Committee	Nomination & Remuneration Committee	Stakeholders Relationship Committee	C S R Committee
Chairman Shri.M.S.V.M.Rao Members Shri. Vinod R. Sethi Dr.Vithal Rajan Shri. Ranvir R.Shah Shri.Prathap K.Moturi Shri K.R.Adivarahan	Chairman Dr. Vithal Rajan Members Shri. Vinod R. Sethi Shri. Ranvir R.Shah Shri.K.R.Adivarahan	Chairman Shri.K.R.Adivarahan Members Smt.Irmgard Velagapudi M.Rao, Smt.V.Kiran Rao,	Chairperson Smt.Irmgard Velagapudi M.Rao Members Shri.Vinod R.Sethi Shri.M.S.V.M.Rao Shri.K.R.Adivarahan

Chief Financial Officer

Shri.R. Ganesan

Company Secretary & Compliance Officer

Shri.S.Chidambaram, B.Sc.,ACMA, ACS,

Auditors

M/s. Suri & Siva (FRN. 004284S)
Chartered Accountants

C-8, 3rd Floor, Shanti Apartments, New No.18,
1st Cross Street, TTK Road
Alwarpet, Chennai 600018

Cost Auditor

M/s. SRR & Associates, (Reg. No. 000992)
Cost Accountants,
No.20, Valluvar Street, 2nd Floor,
Thiru Nagar, Jafferkhanpet, Chennai 600083.

Secretarial Auditors

M/s. V.Mahesh & Associates - CP No. 2473
Company Secretaries
No.39/19, III floor, Aspen Court , 6th Main Road,
R.A. Puram - Chennai 600028

Internal Auditor

Mr.S.Manisekaran
Chartered Accountant,
'Venkatesam', No.20/22, Ramanujam Street,
Nungambakkam, Chennai 600034.

Bankers

State Bank of India
ICICI Bank Ltd
Axis Bank Ltd

Registered & Corporate Office

"Ramakrishna Buildings"
239, Anna Salai, Chennai - 600 006.
Telephone: 044-28555171-76 / E-mail: kcpsugar@vsnl.com
Website: www.kcpsugar.com

Plant Locations:

- Vuyyuru, Krishna Dist, Andhra Pradesh 521 165**
Sugar, Industrial Chemicals, Incidental Co-generation Power,
Biotech, CO₂, Calcium Lactate Divisions.
- Lakshmipuram, Krishna Dist, Andhra Pradesh 521 131**
Sugar, Incidental Co-generation Power.

Registrars to Deposits

Being handled In-House at the Registered Office of the Company.

Registrars & Share Transfer Agent & Depository Registrars

M/s Integrated Registry Management Services Private Limited
2nd Floor, "Kences Towers", No.1,Ramakrishna Street,
North Usman Road, T.Nagar, Chennai - 600 017.
Ph: 28140801 to 28140803 Fax: 28142479
Email : corpserv@integratedindia.in
Website: www.integratedindia.in

FINANCIAL HIGHLIGHTS

Rs. in Lakhs – except Ratios

Particulars	Year Ended									
	31.03.2018	31.03.2017	31.03.2016	31.03.2015	31.03.2014	31.03.2013	31.03.2012	31.03.2011	31.03.2010	31.03.2009
Share Capital	1,133.85	1,133.85	1,133.85	1,133.85	1,133.85	1,133.85	1,133.85	1,133.85	1,133.85	1,133.85
Reserves and Surplus	24,372.21	24,769.55	20,818.26	20,283.62	22,427.96	20,789.08	18,239.51	16,519.46	15,925.95	14,546.49
Net Worth	25,506.06	25,903.40	21,952.11	21,417.47	23,561.81	21,922.93	19,373.36	17,653.31	17,059.80	15,680.34
Fixed Assets (Net)	9,384.20	10,135.12	9,879.55	10,713.37	11,318.80	11,713.94	12,243.89	13,102.44	13,698.22	13,959.19
Gross Income	38,771.27	46,290.34	39,917.43	41,645.59	35,716.56	43,460.93	34,760.85	22,109.35	26,306.43	19,954.65
Gross Profit / (Loss)	1,600.03	9,035.27	2,587.97	(1,301.80)	4,892.66	7,215.30	4,892.15	2,924.04	4,813.10	3,270.26
Depreciation	894.06	918.32	1,025.50	1,031.07	1,109.40	1,087.40	1,082.87	1,095.44	1,062.54	1,085.35
Finance Cost	1,440.73	1,128.40	684.45	421.38	455.47	567.58	*634.16	*500.57	319.62	360.18
Profit / (Loss) before Tax	(734.76)	6,988.55	878.02	(2,754.25)	3,327.79	5,560.32	3,175.12	1,328.03	3,430.94	1,824.73
Profit / (Loss) after Tax	836.53	5,488.75	875.81	(1617.00)	2,766.45	3,876.13	2,642.50	1,183.23	2,374.37	1,132.88
Other Comprehensive Income	(5.66)	(1.72)	Indian Accounting Standards (Ind As) was adopted for the first time from the F.Y.2017-18.							
Total Comprehensive Income	830.87	5,487.03								
Earnings per Share (Rs.)	0.73	4.84	0.77	(1.43)	2.44	3.42	2.33	1.04	2.09	0.999
Cash Earnings per Share (Rs.)	1.52	5.65	1.68	(0.52)	3.42	4.38	3.29	2.01	3.03	1.96
Book Value per Share (Rs.)	22.50	22.85	19.36	19.01	20.78	19.33	17.09	15.57	15.05	13.83
Dividends on Equity %	10.00	90.00	25.00	10.00	85.00	100.00	70.00	45.00	75.00	70.00
Long term Debt Equity Ratio (excluding working capital borrowings)	0.16	0.19	0.21	0.26	0.21	0.09	0.26	0.26	0.25	0.25

* Finance cost from Financial Year 2010-11 onwards consists of Interest and other borrowing costs as per Revised Sch.VI. Rest of the Financial Years, it represents only Interest.

SEASON WISE CANE CRUSHED, SUGAR BAGGED AND RECOVERY

SEASON	2017-18	2016-17	2015-16	2014-15	2013-14	2012-13	2011-12	2010-11	2009-10	2008-09
SUGAR UNIT, VUYYURU										
Cane Crushed in MTS	7,19,878	5,06,541	8,98,654	8,33,277	8,03,318	7,69,209	8,71,574	7,86,393	4,89,522	5,38,686
Sugar bagged in QTLS	6,89,152	4,73,740	8,53,870	7,90,620	8,21,468	7,78,220	8,59,940	8,05,960	4,64,110	5,64,150
Recovery (%)	9.60	9.38	9.49	9.49	10.24	10.10	9.88	10.25	9.50	10.45
SUGAR UNIT, LAKSHMIPURAM										
Cane Crushed in MTS	1,71,572	1,40,649	2,84,686	2,70,236	2,85,464	2,27,531	2,81,847	2,75,222	1,50,759	1,35,957
Sugar bagged in QTLS	1,55,121	1,14,241	2,53,263	2,34,100	2,74,470	2,06,768	2,41,447	2,50,160	1,29,206	1,22,686
Recovery (%)	9.06	8.12	8.90	8.67	9.62	9.11	8.87	9.09	8.58	9.05

K.C.P. SUGAR AND INDUSTRIES CORPORATION LIMITED

Investorservices@kcpsugar.com
www.kcpsugar.com

CIN: L15421TN1995PLC033198
"Ramakrishna Buildings"
No.239, Anna Salai
Chennai 600 006.
T: 91 44 28555171 – 176
F: 91 44 28546617

May 25, 2018

Dear Member,

You are cordially invited to attend the 23rd Annual General Meeting of the members of K.C.P.Sugar and Industries Corporation Limited ("the Company") to be held on 14th day of September 2018 at 10.00 AM at "Sathguru Gnanananda Hall" Narada Gana Sabha, 314, T.T.K.Road, Alwarpet, Chennai 600018.

The Notice of the meeting, containing the business to be transacted, is attached. As per section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and in pursuance of Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company is pleased to provide its members the facility to cast their vote by electronic means on all resolutions set forth in the Notice. The instructions for e-voting are attached.

Very truly yours,

VINOD R. SETHI
EXECUTIVE CHAIRMAN

Enclosures:

11. Notice to the 23rd Annual General Meeting
2. Instruction for e-voting
3. Proxy form
4. Attendance slip.

NOTICE is hereby given that the Twenty third Annual General Meeting of the Members of the Company will be held at "Sathguru Gnanananda Hall" Narada Gana Sabha, 314, T.T.K.Road, Alwarpet, Chennai 600018, on Friday, September 14, 2018 at 10.00 a.m. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statements including audited consolidated financial statements of the Company for the financial year ended March 31, 2018 together with the Reports of the Board of Directors and Auditors thereon.
2. To declare dividend on Equity Shares.
3. To appoint a Director in place of Shri. Vinod R.Sethi (DIN: 00106598), who retires by rotation, and being eligible, offers himself for reappointment.

SPECIAL BUSINESS:

4. Remuneration to Cost Auditor:

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

"RESOLVED that the Company do hereby confirm and ratify in terms of section 148 and other applicable provisions of the Companies Act, 2013 and Rule 14 of the Companies (Audit & Auditors) Rules, 2014 (including any statutory modifications) or re-enactment thereof, the remuneration of Rs.2,25,000/- (Rupees Two lakhs and twenty five thousand only) plus GST as applicable and reimbursement of travel and out of pocket expenses, approved by the Board of Directors on the recommendations of the Audit Committee, to SRR Associates, Cost Accountants, Chennai (FRN 000992) for conducting the audit of cost records of the Company for the financial year ending 31st March 2019."

// BY ORDER OF THE BOARD //

Place : Chennai

VINOD R. SETHI

Date : 25.05.2018

EXECUTIVE CHAIRMAN

NOTES:

- a. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

The **proxy form**, in order to be effective must be duly completed, stamped and lodged with the Registered Office of the Company not less than forty eight hours before the commencement of the meeting. As per section 105 of the Companies Act, 2013, read with Rule 19 of the Companies (Management and Administration) Rules, 2014, a person appointed as proxy can act on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company. A member holding more than 10% of the total share capital carrying voting rights, may appoint a single person as proxy and such person shall not act as proxy for any other member.

- b.** During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the company, provided that not less than 3 days of notice in writing is given to the company.
- c.** Members / Proxies / authorized representatives are requested to hand over the duly filled in Attendance Slip attached with this notice at the registration counter. Members holding shares in dematerialized form are requested to furnish their client ID / DP ID numbers for identification.
- d.** The Register of Directors and key-management personnel and their shareholding maintained under section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
- e.** A statement pursuant to section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the AGM is annexed hereto.

Relevant documents referred to in the accompanying Notice and the statement pursuant to section 102(1)

of the Companies Act, 2013, are available for inspection at the Registered Office of the Company during business hours on all days, except Saturdays, Sundays and Public Holidays, upto the date of the Annual General Meeting.

- f. The Register of Contracts or Agreements in which the directors are interested, maintained under section 189 of the Companies Act, 2013 will be available for inspection by the members at the AGM.
- g. **The Register of Members, Register of Beneficial Owners and Share Transfer Books** of the Company will remain closed from 6th day of September 2018 to 14th day of September 2018, both days inclusive, for the purpose of payment of dividend for the financial year ended March 31, 2018 and the AGM.
- h. **Dividend on equity shares**, recommended by the Board, if approved by the shareholders at the AGM, will be paid on or after 14.09.2018 but within the stipulated time of 30 days from the date of declaration:
 - i. to those Members whose names appear on the Register of Members of the Company as on 14th September 2018 or to their Mandates; and
 - ii. in respect of **shares held in electronic form**, the dividend will be paid to the beneficial owners of shares as on that date as per the details furnished by the National Securities Depository Ltd (NSDL) and the Central Depository Services (India) Ltd. (CDSL) for the purpose.
- i. **M/s. Integrated Registry Management Services Pvt. Ltd**, Kences Towers, II Floor, No.1 Ramakrishna Street, T.Nagar, Chennai 600 017 are the Registrar and Transfer Agents and Depository Participants of the Company for physical / electronic shares and all correspondences with regard to transfer of shares etc may be addressed to them directly.
- j. Securities and Exchange Board of India has made **trading** in the shares of the company **compulsory in dematerialized form** for all investors. Members are requested to open a Beneficiary owner account with a Depository Participant, if not done so far.
- k. In order to provide protection against fraudulent encashment of dividend warrants, members who hold shares in physical form are requested to intimate the Company's Registrars and Transfer Agents, M/s. Integrated Registry Management Pvt. Ltd, Chennai, under the signature of the sole / first joint holder, the following information to be incorporated on dividend warrants:
 - i. Name of the Sole / First joint holder and the Folio Number.
 - ii. Particulars of Bank Account, viz, Name of the Bank, Name of the Branch, and Complete address of the Bank with PIN code, Account type and the Bank Account Number.
 - iii. Dividend warrants for physical payment will be issued by the Company payable at par at the designated branches of the bank, with a validity period of 3 months. Hence, members are advised to encash the warrants within the validity period.
 - iv. Dividend, on approval by the shareholders at the AGM, will be paid without deduction of tax, to shareholders. Taxability of dividend in the hands of recipients is as per the extant tax law.
- l. **Members holding shares in dematerialized form**, may please note that while opening a depository account with participants they might have given **their bank account details**, which will be printed on their dividend warrants. However, if Members want to change/correct the Bank details, they should send the same immediately to the concerned Depository Participant. Members are also requested to give MICR code of their bank to their Depository Participant. **The Company will not entertain any direct request from Members for addition/deletion/change in bank account details furnished by Depository Participants to the Company.**
- m. **Electronic Clearing System (ECS)** credit has been moved completely to the National Electronic Clearing System (NECS) platform through core banking system, effective from 01.10.2009. Accordingly, dividend will be credited to the shareholders bank account through NECS where complete core banking details are available with the Company. In the event any branch of a bank has not migrated to core banking system, or where core banking account is not furnished by the shareholders to the Depository / Company, as the case may be, the Company will print details available in its records on the Dividend Warrants to be issued to such shareholders. This service provides instantaneous credit to the shareholders and also protects against fraudulent interception and encashment of dividend warrants, besides eliminating dependence on the postal system, loss or damage of dividend warrants in transit and correspondence relating revalidation / issue of duplicate warrants.

- n. Members who are holding shares in identical order of names in more than one folio are requested to send to the Registrar the details of all such folios together with the Share Certificates for **consolidation of their holdings into a single folio**.
- o. Pursuant to Section 72 of the Companies Act, 2013, Members are entitled to make a nomination in respect of shares held by them. Members desirous of making a nomination are requested to send their request in Form No. SH-13 pursuant to Rule 19(1) of the Companies (Share Capital & Debentures) Rules, 2014. Members holding shares in physical form can submit Form SH-13 to the Company's Registrar & Transfer Agents, M/s. Integrated Registry Management Services Private Limited, and the members holding shares in electronic form can submit the Form SH-13 to their respective Depository Participants.
- p. Shareholders who have **not lodged their old share certificates of "The K.C.P.Ltd"** for exchange of new share certificates of both the Companies in terms of the approved Scheme of Arrangement are requested to surrender the same to The K.C.P.Ltd, No.2, Dr.P.V.Churian Crescent, Chennai – 600 008 at the earliest with a copy marked to the Registrar. New share certificates of this Company will be despatched after receipt of confirmation from The K.C.P.Ltd.
- q. Members are requested to **bring their copy of the Annual Report to the Meeting**, as copies will not be distributed at the Meeting Hall, as a measure of austerity. Corporate Members are requested to send to the Company's Registrar and Transfer Agents, a duly certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the AGM.
- r. **Members desirous of obtaining any information** concerning the accounts and operations of the Company are requested to **address their queries in writing** to the Secretarial Division **at least two weeks before the Meeting** so that the information may be made available at the Meeting.
- s. The members are requested to register their e-mail address / any change in the already registered e-mail address, to the Company / Registrar and Transfer Agents to enable service of documents through electronic mode, in line with the Green Initiatives in Corporate Governance taken by the Ministry of Corporate Affairs, allowing paperless compliance by the Companies.
- t. The soft copy of full Annual Report is being sent by electronic mode to all the members whose e-mail address is registered with the Company / Depository Participant. If a member opts for the hard copy of the Annual Report, the same will be sent to such member. For members who have not registered their e-mail address, hard copies of the full Annual Report are being sent by the permitted mode.
- u. **Remote E-voting:** Pursuant to section 108 of the Companies Act, 2013 read with Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended on 19.03.2015, the Company provides facility for its members to exercise their voting right by electronic means, and the business set out in the Notice may be transacted through such e-voting. Cut off date for remote e-voting is 7th September, 2018. Detailed instructions for e-voting is given in the Annexure.
- v. **Voting at AGM:** The Company also provides facility for voting through polling paper at the venue of the Annual General Meeting in pursuance of Rule 20 of Companies (Management & Administration) Rules, 2015 read with clause 7 of Secretarial Standard 2 on General Meetings. Members who have availed the facility of remote e-voting cannot avail this facility but can attend the meeting.
- w. Distribution of Gift, Gift Coupons or cash in lieu of gifts to members at or in connection with the General Meeting, is not permitted as per clause 14 of Secretarial Standard 2 on General Meetings., issued by the Institute of Company Secretaries of India.
- x. Details of Director seeking reappointment at the forthcoming Annual General Meeting [in pursuance of Regulation 36(3) of SEBI (LODR) Regulations, 2015] (*Item 3 of this Notice*) :

<i>Name of Director</i>	<i>Shri. Vinod R. Sethi</i>
<i>Date of Birth</i>	<i>22.05.1962</i>
<i>Nationality</i>	<i>Indian</i>
<i>Date of appointment on the Board</i>	<i>26.10.2005</i>

K.C.P. SUGAR AND INDUSTRIES CORPORATION LIMITED

Qualifications	B.Tech.(Chem.Engg.); MBA (Finance); Beta Gamma Sigma Graduate from New York University.
Expertise in specific functional area	An alumnus of IIT, Mumbai, MBA (Finance) and Beta Gamma Sigma Graduate from New York University. Has rich experience in investment banking for more than a decade, heading the Indian business of Morgan Stanley Investment Management Inc, New York.
No. of shares held in the Company	93010
List of Directorships held in other Companies	United Phosphorus Ltd – Director Advanta Ltd - Director
Chairman / Member in the Committees of the Boards of Companies in which she / he is a director.	Member, Audit Committee – Advanta Ltd.
Directorships relate to Directorship in other Indian public companies and Committee memberships relate to Audit Committee and Stakeholders Relationship Committee of Public Limited companies (whether listed or not).	

aa. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013:**i. Item 4 – Remuneration to Cost Auditor:**

The Board of Directors, on the recommendations of Audit Committee, has approved the reappointment and remuneration of M/s. SRR & Associates, Cost Accountants, Chennai (FRN 000992) as Cost Auditors to conduct the audit the cost records of the Company for the financial year ending 31.03.2019. The Firm has confirmed that its appointment is within the limits of section 148 of the Companies Act, 2013 and has also certified that the Firm is free from any disqualification specified under section 148 of the Companies Act, 2013. The Audit Committee has also received a Certificate from the said Firm certifying its independence and arms length relationship with the Company. The remuneration of Rs.2,25,000/- plus GST as applicable and reimbursement of out of pocket expenses, as determined by the Board based on the recommendations of the Audit Committee, is now placed for ratification by the shareholders at this AGM in pursuance of section 148(3) of the Companies Act, 2013, read with rule 14 of the Companies (Audit & Auditors) Rules, 2014:

Product	Factory
Sugar	Vuyyuru and Lakshmipuram (both in Krishna Dist., A.P.).
Electricity	Vuyyuru and Lakshmipuram (both in Krishna Dist., A.P.).
Industrial Alcohol	Vuyyuru at Krishna Dist., A.P.
Bio-fertilizers	Vuyyuru at Krishna Dist., A.P.
Calcium Lactate	Vuyyuru at Krishna Dist., A.P.
Carbon Dioxide	Vuyyuru at Krishna Dist., A.P.

Copies of the relevant resolutions of the Audit Committee and the Board are available for inspection by members on any working day between 11.00 AM and 1.00 PM.

Memorandum of Interest

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise in the resolutions.

// BY ORDER OF THE BOARD //

Place : Chennai

Date : 25.05.2018

VINOD R. SETHI

EXECUTIVE CHAIRMAN

DIRECTORS' REPORT

Your Directors have pleasure in presenting the 23rd Annual Report and the audited financial statements for the year ended 31st March 2018.

1. FINANCIAL RESULTS:

	For the Year ended 31.03.2018	For the Year ended 31.03.2017
Physical Performance		
Cane crushed – in Tonnes	868552	740826
Sugar bagged – In Quintals	819141	683988
Financial Performance – Rs. Crores		
Turnover	425.27	519.29
Other Income	57.76	33.88
Profit Before Tax	(7.35)	69.89
Profit After Tax	8.37	54.89
Earnings per share	0.73	4.84

2. PERFORMANCE:

During the financial year under review your Company recorded a Turnover of Rs. 425.27 crores (Prev. Year: Rs. 519.29 cr.) including Excise Duty of Rs. 4.84 crores (Prev. Year: Rs. 22.33 cr.) and Inter-divisional transfers of Rs. 95.32 crores (Prev. year: Rs. 90.27 cr.). The profit before finance cost and depreciation is Rs. 16.00 crores. Loss before tax is Rs. 7.35 crores and after adjustments relating to Deferred Tax, the Profit after tax is Rs. 8.36 crores.

3. DIVIDEND:

The Board of Directors recommends a dividend of Re. 0.10 per equity share of face value of Re. 1/- each on the Paid-up Equity Capital for the year ended 31.03.2018 as against Re. 0.90 per equity share, approved for the previous year ended 31.03.2017. The dividend recommended by your Directors, if approved at the ensuing Annual General Meeting by the Shareholders would be paid within the stipulated time.

4. SHARE CAPITAL AND RESERVES:

The share capital of the Company is Rs. 11.33 crores. Other equity as at 01.04.2017 was Rs. 247.70 Crores. After transferring profit for the financial year 2017-18 i.e. Rs. 8.36 Crores and after adjusting provision for dividend and tax thereon Rs. 12.28 Crores and other comprehensive income less tax of (Rs. 0.06 Crores) other equity as at 31 March, 2018 stood at Rs. 243.72 Crores.

5. SUBSIDIARY COMPANIES:

Your Company has two wholly-owned Subsidiaries, viz, The Eimco-K.C.P. Limited and KCP Sugars Agricultural Research Farms Limited. Both the wholly-owned subsidiaries are unlisted companies and do not fall under the category 'Material Subsidiary' in terms of Regulations 16 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. There are no Associated Companies within the meaning of section 2(6) of the Companies Act, 2013 and there has been no material change in the nature of business of the subsidiaries. A statement containing salient features of the financial statement of subsidiaries in Form AOC-1, forms part of the Board's Report - Annexure X to Board's Report.

6. MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

A comprehensive discussion and analysis report on the industry's structure as well as on the financial and operational performance of the Company is contained in the Management Discussion and Analysis Report, which forms an integral part of the Board's Report (Annexure I).

7. CORPORATE GOVERNANCE REPORT:

Pursuant to Regulation 34 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, Corporate Governance Report together with the Certificate from the Company's Statutory Auditors