

# Kothari Industrial Corporation Limited



## BOARD OF DIRECTORS

<b>Mr. Pradip D. Kothari</b>	DIN 01315682	<b>Chairman</b>
<b>Mr.J.Rafiq Ahmed</b>	DIN 02861341	<b>Vice Chairman &amp; Managing Director</b>
Mr. Dilip Machado	DIN 06895289	Independent Director
Mr. D.Gunasekaran	DIN 07326495	Independent Director
Mrs. Surekha P Kothari	DIN 05131936	Non-Independent Director (Resigned w.e.f.28.08.2017)
Mrs. T.A. Rajalaxmi	DIN 08148628	Independent Director (Appointed w.e.f.11.06.2018)

## COMPANY SECRETARY

Mr. Anil Kumar Padhiali      Company Secretary (Appointed w.e.f.19.03.2018)

## CHIEF FINANCIAL OFFICER

Mr. V. Singaravel      Chief Financial Officer (Appointed w.e.f.01.08.2017)

## STATUTORY AUDITORS

M/s. Arockiasamy & Raj (Regn. No. 006850S)  
Chartered Accountants  
New No.2, Old No. 33, 1st Floor,  
2nd Cross Street, C.I.T. Nagar West,  
Chennai - 600 035.

## REGISTERED OFFICE:

"Kothari Buildings"  
114, Mahathma Gandhi Salai,  
Chennai – 600034.  
Tel.No.+91 044-28334565  
CIN No. L24110TN1970PLC005865  
Email: enquiries@kotharis.in  
Website: www.kotharis.in

## INTERNAL AUDITORS

M/s. N. Ganesan Associates  
Chartered Accountants  
Chennai - 600 034.

## FACTORY:

Super Phosphate Factory,  
(under lease arrangement with  
Gemini Fertilizers)  
Ennore, Chennai-600057.

## SECRETARIAL AUDITOR

Mr. R. Srinivasan  
Practicing Company Secretary,  
A-2, Sri Vijayam - Ceebros Apartments,  
9, Vijayaraghava Road, T. Nagar,  
Chennai 600 017.

## REGISTRARS:

### **M/s. Integrated Registry Management Services Private Limited**

CIN No.U74900TN2015PTC101466  
II Floor, "Kences Towers",  
1, Ramakrishna Street, off North Usman Road,  
T. Nagar, Chennai 600 017.

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## NOTICE TO MEMBERS

**NOTICE** is hereby given that the **48<sup>th</sup>** Annual General Meeting of the Company will be held at **11.00 a.m. on Wednesday the 26<sup>th</sup> September 2018** at company's Super Phosphate Factory situated at Kathivakkam Village, Ennore, Chennai 600057, 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, 2018 and the Reports of Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Pradip D. Kothari (DIN 01315682), who retires by rotation and being eligible offers himself for re-appointment.
3. To re-appoint Auditors of the Company for a period of five years and to fix their remuneration accordingly pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013, read with rules made there under, M/s.Arockiasamy& Raj., Chartered Accountants, (FRN No.006850S), retiring auditor of the Company be and are hereby re-appointed as Statutory Auditors of the Company for a term of five consecutive years to hold office from the conclusion of Forty Eight (48<sup>th</sup>) Annual General Meeting until the conclusion of the Fifty Third(53<sup>rd</sup>) Annual General Meeting of the Company, at such remuneration plus GST, out-of-pocket and travelling expenses, as may be mutually agreed between the Board of Directors of the Company and the Auditors".

### SPECIAL BUSINESS:

4. **Appointment of Mrs. Thoopjlamudu Arulpathy Rajalaxmi (DIN: 08148628) as an Independent Director of the Company**

To consider and if though fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the Sections 149,150, 152 and any other applicable provisions of the

Companies Act, 2013 and the rules made there under (including any statutory modifications or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, and Regulation 17 of SEBI (Listing Obligation and Disclosures Requirements) Regulations, 2015 and as recommended by the Nomination and Remuneration Committee and the Board of the Directors of the Company, Mrs.Thoopjlamudu Arulpathy Rajalaxmi (DIN: **08148628**), who was appointed as an Additional Director (Independent) of the Company by the Board of Directors with effect from 11<sup>th</sup> June, 2018 and who holds office until the date of the AGM in terms of section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act 2013, from a member proposing her candidature for the office of the Director be and is hereby appointed as an independent director at the company to hold office for a term of 5 (five) consecutive years commencing from 11<sup>th</sup> June, 2018, who is not liable to retire by rotation".

5. **Approval of Material Related party Transactions:**

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 188 and all other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and in terms of Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, consent of the members be and is hereby accorded for approval of material related party transactions entered into by the Company with related parties as mentioned below:

(Rs. In Lakhs)

Name of the Related Party with nature of transactions	Transactions during the Financial Year 2017-18	Proposed transactions to be entered during the year 2018-19
Gemini Fertilizers:		
Purchase of Raw Materials & finished goods	151.72	11750.00
Royalty Income	22.10	50.31
Rentals/Lease Rental Income	12.00	12.00
Gemini Legal Consultants Private Limited :		
Rentals/Lease Rental Income	4.54	7.26
Top Guard International Security Force Private Limited :		
Rentals/Lease Rental Income	0.86	1.38
Gemini Karma International Services Private Limited :		
Rentals/Lease Rental Income	NIL	54.00
<b>TOTAL</b>	<b>191.22</b>	<b>11874.95</b>

**RESOLVED FURTHER THAT** the Board of Directors and/ or a Committee thereof, be and is hereby, authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

(By Order of the Board of Directors)

**For KOTHARI INDUSTRIAL CORPORATION LIMITED**

**Place: Chennai**

**PRADIP D KOTHARI**

**Date : 26.07.2018**

**CHAIRMAN**

**Important Notes:-**

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of resolution Item No. 4 set out is annexed hereto.

2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF, SUCH A PROXY/PROXIES NEED NOT BE A MEMBER OF THE COMPANY.**

A person can act as proxy on behalf of members not exceed fifty(50) and holding in the aggregate not more than ten percent of the total share capital of the Company. Member holding more than 10% of the total share capital of the Company is entitled to appoint a single proxy, who cannot be proxy of any other member. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board resolution to the Company, authorizing their representative to attend and vote on their behalf at the meeting.

The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed, stamped and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.

During the period beginning 24 hours before the time fixed of 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 three days of the notice in writing is given to the Company.

3. Under Section 125(1) of the Companies Act, 2013, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund (IEPF), constituted by the Central Government. Since the Company has not declared any dividend from the year 1995 onwards, the necessity of transferring the unpaid or unclaimed dividend to IEPF does not arise.
4. The Register of Members and the Share Transfer books of the Company will remain closed from 20.09.2018 to 26.09.2018 (both days inclusive), for the purpose of Annual General Meeting.
5. The Register of Contracts or Arrangements 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.
6. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any

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change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.

7. The Securities and Exchange of India (SEBI) has mandated the submission of Permanent Account Number(PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the RTA.
8. Additional information, pursuant to SEBI (Listing Obligations And Disclosure Requirement) Regulations, 2015 in respect of the Directors seeking re appointment (Retirement by rotation) at the Annual General Meeting are attached herewith.
9. Electronic copy of the Full Version of the Annual Report for the year 2017-18 and the notice of the 48<sup>th</sup> AGM are being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for the year is being sent in the permitted mode. These members are requested to register their e-mail ids with the DP/RTA/Company.
10. Full version of the Report and the Notice of the AGM are available in the Company's website viz., [www.kotharis.in](http://www.kotharis.in). Members desirous of receiving the complete annual report may send a request in writing to the Registrar or Company and send the same by post/courier or email with a scanned copy of the request.
11. No dividend has been proposed by the Board of Directors for the year ended 31<sup>st</sup> March, 2018

### 12. Electronic Voting(e-Voting)

In compliance with provision of section 108 of the companies Act, 2013 and Rules 20 of the companies (Management and Administration) Rules, 2014 and the provision of regulation 44 of SEBI (LODR) regulations 2015 the company will provide its members facility to exercise their right to vote in the 48<sup>th</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through remote e voting Services provided by Central Depository Services (India) Limited (CDSL). Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

### The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 23<sup>rd</sup> September **2018 at 09.00 a.m. and ends on 25<sup>th</sup> September 2018 at 05.00 p.m.** During this period shareholders 'of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **19<sup>th</sup> September 2018** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:
- (viii)

PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Address / Postal Ballot / Attendance Slip indicated in the PAN field.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the dematholders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant Company Name "KOTHARI INDUSTRIAL CORPORATION LIMITED" on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/ NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xx) **Note for Non – Individual Shareholders and Custodians**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call 18002005533.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Deputy Manager, (CDSL, ) Central Depository Services (India) Limited, 16<sup>th</sup> Floor, Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai-400001, or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call 18002005533.
13. Mr.R.Srinivasan, Practicing Company Secretary, (C.P.No.7779) Email id:[momu18@gmail.com](mailto:momu18@gmail.com) Mobile no.9840158156 has been appointed as the Scrutinizer to scrutinize the e-voting as well as physical ballot process in a fair and transparent manner.
14. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, count the votes cast at the AGM and thereafter unblock the votes cast through remote e voting in the presence of at least two witnesses not in employment of the Company. The Scrutinizer shall submit a consolidated Scrutinizer's Report of the total votes cast in favour of or against, if any, not later than 48 hours from the conclusion of the AGM to the Chairman of the Annual General Meeting. The Chairman, or any other person authorized by the

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Chairman, shall declare the result of the voting forthwith.

15. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9.30 a.m. to 5.30 p.m.) Monday to Friday, except Holidays, upto and including the date of the Annual General Meeting of the Company.
16. Members are also hereby informed that the equity shares of the Company are available for dematerialization/rematerialisation under the Depository System.
17. M/s.Integrated Enterprises (India) Limited, Chennai-600 017 are the Registrars & Share Transfer Agents for dealing with electronic form of equity shares of the Company. The ISIN Code allotted to the Company is INE972A01020.
18. Members with identical order of names who are holding shares in multiple folios are requested to write to the Company enclosing their Share Certificates to enable the Company to consolidate their holdings into one folio.
19. Shareholders/Proxies/Authorised Representatives are requested to affix their signatures at the space provided on the Attendance Slip and surrender the same at the AGM venue.
20. Members/Proxies/Authorised Representatives are requested to bring the copy of the Annual Report for the AGM.

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### **Explanatory Statement pursuant to the provisions of Sec.102 (1) of the Companies Act, 2013:**

#### **Item No.4**

#### **Appointment of Mrs. Thoopjlamudu Arulpathy Rajalaxmi (DIN: 08148628) as an Independent Director**

The Board at its meeting held on 11<sup>th</sup> June, 2018 appointed Mrs. Thoopjlamudu Arulpathy Rajalaxmi (DIN-08148628) as an Additional Director under the category of Independent Director with effect from such Board meeting dates pursuant to Section 161 of the Companies Act, 2013. She will hold office up to the date of the ensuing annual General Meeting. The Company has received consent in writing to act as director in Form DIR 2 and intimation in Form DIR8 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that she is not disqualified under sub- section (2) of section 164 of the Companies Act, 2013. The Board considers that her induction into the board would be of immense benefit to the Company. Brief profile of Mrs.Rajalaxmi is appended. The Board accordingly recommends the resolution set out in Item No.4 of the Notice for approval of the members.

A notice has been received from a member proposing the above candidate for the post of Independent Director of the company and has also deposited Rupees one lakh with the company as required under section 160 of the Companies Act, 2013.

Excluding Ms. Thoopjlamudu Arulpathy Rajalaxmi, none of the Directors or Key Managerial Personnel of the Company or their relatives is related or concerned or interested, financially or otherwise, in the resolution.

#### **Item No.5**

#### **Approval for Material Related Party Transactions**

During the Financial Year 2017-18, your Company has entered into certain business transactions with "Related Parties" as defined under Section 2 (76) of the Companies Act, 2013. The Company is also proposed to increase business transactions with Gemini Fertilizers, Gemini Legal Consultants Private Limited, Top Guard International Security Force Private Limited, Gemini Karma International Services Private Limited during Financial Year 2018-19.

Current and future transactions with all related parties will be deemed to be material in nature as defined in Regulation 23 of SEBI (LODR) Regulations, 2015, as they may exceed 10% of the Annual Turnover of last Audited Financial Statement of the company. Thus in terms of Sec., 188 of Companies Act, 2013 and Regulation 23 of SEBI (LODR) Regulations 2015 these transactions would require the approval of the members by way of Ordinary Resolution.

In respect of voting on such resolution(s), the said related parties shall abstain from voting.

Particulars of the contracts/arrangements/transactions

Name of the Related Party with nature of transactions	Nature of Relationship/ Name of the Director/ KMP	Transactions during the Financial Year 2017-18	Proposed transactions to be entered during the year 2018-19	Period of Transactions
Gemini Fertilizers	The Proprietor of Gemini Fertilizers is Mr.J.Rafiq Ahmed who is also Managing Director/KMP in Kothari Industrial Corporation Limited			From 30.5.2018 to the AGM to be held in the calendar year 2019
Purchase of Raw Materials & finished goods		151.72	11750.00	-do-
Royalty Income		22.10	50.31	-do-
Rentals/Lease Rental Income		12.00	12.00	-do-
Gemini Legal Consultants Private Limited	Mr.J.Rafiq Ahmed who is a Director in Gemini Legal Consultants Private Limited and Top Guard International Security Force Private Limited is also Managing Director/KMP in Kothari Industrial Corporation Limited			-do-
Rentals/Lease Rental Income		4.54	7.26	-do-
Top Guard International Security Force Private Limited				-do-
Rentals/Lease Rental Income		0.86	1.38	-do-
Gemini Karma International Services Private Limited	The spouse of Mr.J.Rafiq Ahmed is a Director in Gemini Karma International Services Private Limited			-do-
Rentals/Lease Rental Income		NIL	54.00	-do-
TOTAL		191.22	11874.95	

The monetary value of the transactions proposed is estimated on the basis of the Company's current transactions and future business. The transactions would be at arm's length and at prices which would be competitive and not prejudicial to the interest of the company.

Except Mr. J Rafiq Ahmed, Vice Chairman and Managing Director & KMP and his relative, none of the Directors or KMP or their relatives are interested in the resolution set out in item no.5.

(By Order of the Board of Directors)

**For KOTHARI INDUSTRIAL CORPORATION LIMITED**

**Place: Chennai**

**PRADIP D KOTHARI**

**Date : 26.07.2018**

**CHAIRMAN**



## Kothari Industrial Corporation Limited

### ANNEXURE TO THE NOTICE

**Particulars of the Director seeking Reappointment/Appointment in the forthcoming Annual General Meeting pursuant to Reg. 36(3) of SEBI (Listing Obligations And Disclosure Requirement) Regulations, 2015**

#### I.

Name of the Director	Mr.Pradip D Kothari
Date of Birth	08.12.1947
Date of Appointment	28.04.1972
Qualification	B.A.
Expertise	Industrialist
Directorship in Listed Entities	Nil
Membership / Chairman in other companies	Nil
Committee Membership	Nil
Shareholding in Kothari Industrial Corporation Limited	3266288

#### II.

Name of the Director	Mrs. Thoopjlamudu Arulpathy Rajalaxmi
Date of Birth	18.11.1961
Date of Appointment	11.06.2018
Qualification	M.A
Expertise	General Management
Directorship in Listed Entities	Nil
Membership / Chairman in other companies	Nil
Committee Membership	Nil
Shareholding in Kothari Industrial Corporation Limited	Nil

## REPORT OF THE DIRECTORS

Your Directors hereby present their 48th Annual Report on the business and operations together with the Audited Accounts of the Company for the year ended March 31, 2018.

### Summary of Financial Results :

	<b>(Rupees in Lakhs)</b>	
	<b><u>2017-18</u></b>	<b><u>2016-17</u></b>
Total Revenue	1,845.75	3,440.25
Total Expenses	1,933.62	3,281.81
(Loss) before Depreciation, Interest, Exceptional Item and Tax	(87.87)	158.44
Depreciation	48.20	411.23
Interest	6.54	317.15
(Loss) before Exceptional Item and Tax	(142.61)	(569.94)
Exceptional Items (net)	(110.85)	
(Loss) before Tax	(253.46)	(569.94)
Tax Expenses	-	-
(Loss) for the year	(253.46)	(569.94)
Other Comprehensive Income	0.83	
Loss carried to Balance Sheet	(252.63)	(569.94)
Earnings per share	(1.32)	(2.98)

In the preparation of the accounts the company has mandatorily adopted "Ind AS" with effect from 1<sup>st</sup> April 2017 and the comparative figures for the previous year have been modified accordingly. The significant accounting policies have also been redrafted to make them "IndAS" compliant.

### DIVIDEND

In view of the continued losses, your Directors are unable to recommend any dividend for the year ended 31<sup>st</sup> March, 2018.

### OPERATIONS:

The significant reduction in the turnover during the year under review had been largely due to stoppage of

production of mixtures during the year due to Government policy. It is expected that based on representation, the State Government would likely to revise its policy thereby facilitating resumption of production of NPK Mixtures, in line with other neighbouring states.

The company is well poised to augment sales of Water Soluble Fertilizers, various Agro Products, Micro Bio Products etc., through its vast network of dealers.

### ACTION PLAN :

With a view to expanding the operations of the company, the Vice Chairman and Managing Director has undertaken the following initiatives:

- A senior retired executive of a leading fertilizer company has joined the organization during the year and he has been assigned to revamp the dealers network more particularly in the states of Andhra Pradesh & Karnataka. Further, his expertise would be utilized for manufacture of various new inputs for agro farming. His joining the organization would ensure significant expansion of the company's operations.
- With an objective of creating Pan-India image of the company, the Managing Director has established a business association with the Government of Qatar and its ruler, following which there is a distinct possibility of company being able to import significant quantities of Urea particularly for industrial use for which credit facilities are being lined up. This development augurs well for the growth strategy of the company. The Managing Director has also visited other countries including the United Kingdom and the United States to explore possibilities of overseas collaboration; the benefit of which will be reflected in the years going forward. The above strategic planning, thanks to the strenuous efforts of the Managing Director, would