

42nd ANNUAL REPORT
2015-2016



Corporate Information

Board of Directors

Mr. Anil Modi
Chairman and Managing Director

Mr. Akshay Modi
Executive Director

Mr. S. S. Halwasiya
Director

Mr. Alok Garg
Director

Mr. Sulabh Singal
Director

Ms. Aditi Gupta
Director

Mr. Pradeep Kapoor
CFO

Mr. Ankit Agarwal
Company Secretary

Auditors

K. K. Jain & Co.
Chartered Accountants

Bankers

HDFC Bank
Yes Bank

Registered Office

Modi Naturals Limited
405, Deepali Building,
92, Nehru Place,
New Delhi-110019
Tel : 011-41889999 Fax : 011-46597994
Website : www.modinaturals.com

Works

Bisalpur Road, Pilibhit - 262001
Uttar Pradesh

Registrar and Transfer Agents

Skyline Financial Services Pvt. Ltd.
D-153A, Okhla Industrial Area
Phase-I, New Delhi-110020

Contents

Message to Shareholders	2	Report on Corporate Governance	27	Cash Flow Statement	44
Notice	3	Auditors' Report	37	Notes to Financial Statements	45
Directors' Report	9	Balance Sheet	42	Proxy Form	59
Management Discussion and Analysis	25	Statement of Profit and Loss	43	Attendance Slip	60

Message to Shareholders

It gives me great pleasure to write to you as your company witnesses tremendous growth in the branded segment.

It is a matter of pride for us that our clientele continues to grow strongly across the entire national geography.

The year 2015-16 had been a demanding, but also a tremendously rewarding, one. Whilst India enters a faster growth period from three years of stunted growth, the transition period is marked by global uncertainty and volatility in financial markets. Despite this, your company has fared well in the segments it operates in. We are fast emerging as leaders within sub-categories of the branded edible oil segment. This has been achieved by innovative and thoughtful product strategy, followed by focused brand promotion activities.

Your Company's brand building efforts have helped create leadership in some categories with strong consumer franchises that yield healthy margins. The Company continues on its journey towards building a higher value added and a higher margin portfolio of brands. While we maintain confidence in the quality of our products, we try to do everything we can to ensure that Modi Naturals' emerges as an even stronger, trusted and respected Company. We want to continue to drive growth in the categories where we are leaders and have a competitive advantage, by providing our consumers with superior quality products. We are also focused on developing innovative products and brands to leverage our growing distribution network.

In spite of the evolutionary changes, our Company has undertaken over the years to respond to those challenges, the one thing that has remained constant, since our inception, is our commitment to stewarding our Company in the best interests of our shareholders. We see this as a source of competitive advantage for the business now and in the years ahead. I, thank you, dear shareholders for placing your faith in the Company. I also thank the very committed members of the Modi Naturals' team and the Company's business associates for their continued support. My team and I look forward to the challenges of delivering sustainable profitable growth in the years ahead with confidence.

I look forward to greater success for Modi Naturals' in the years to come.

Sincerely,
sd/-
Akshay Modi
Executive Director

NOTICE TO SHAREHOLDERS

Notice is hereby given that the 42nd Annual General Meeting (AGM) of the Shareholders of Modi Naturals Limited will be held on Thursday, 29th September, 2016 at 3.00 PM at Hotel Chirag Residency, B-18, Chirag Enclave, Nehru Place, Opp. Devika Tower, New Delhi-110019 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements as at 31st March, 2016 and the Directors' and Auditors' Report thereon.
2. To appoint a Director in place of Shri Anil Modi (DIN: 00187078), Director, who retires by rotation and being eligible, offers himself for re-appointment.
3. **Ratification of Appointment of Auditors**

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

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, pursuant to the recommendations of the Audit Committee of the Board of Directors and pursuant to the resolution passed by the members at the AGM held on August 19, 2014, the Company hereby ratifies the appointment of Messrs. K. K. Jain & Co. (Firm Registration No. 002465N), Chartered Accountants, New Delhi as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the next AGM of the Company on such remuneration, as may mutually be agreed between the Auditors and the Board of Directors of the Company."

SPECIAL BUSINESS

4. **Re-appointment of Shri Akshay Modi as Whole Time Director (Executive Director) of the Company**

To consider and if thought fit, to pass the following resolution as **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V of the said Act, including any statutory modification or re-enactment thereof, for time being in force, and subject to such approvals as may be necessary, approval of the shareholders be and is hereby accorded for re-appointment of Shri Akshay Modi as Whole Time Director of the Company (designated as Executive Director) for a period of three years with effect from December 15, 2016 commencing immediately after the expiry of his tenure on December 14, 2016, liable to retire by rotation, on the terms and conditions as recommended by the Nomination and Remuneration Committee of the Board of Directors of the Company and as set out in the Explanatory Statement which shall be deemed part thereof.

RESOLVED FURTHER THAT in the event of there being any loss or inadequacy of profit for any financial year, the aforesaid remuneration payable to Shri Akshay Modi as Whole Time Director shall be the minimum payable to him in terms of the provisions of Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to alter, vary and/or revise the terms and conditions of the said appointment and/or remuneration of Shri Akshay Modi, Executive Director so as to not to exceed the limits specified in Schedule V of the Companies Act, 2013, or any statutory modification thereof, from time to time and to settle any question or difficulty in connection therewith or incidental thereto."

5. **Ratification of Payment of Remuneration of Cost Auditors**

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

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to the approval of Central Government as may be required, the Company hereby approves and ratifies the remuneration of Rs. 60,000/- (Rupees Sixty Thousand only) plus Service Tax and out of pocket expenses, if any, payable to Messrs. Manisha & Associates (Firm Registration No.: 000321), Cost Accountants, appointed as Cost Auditors of the Company for the Financial Year 2016-17.

RESOLVED FURTHER THAT the Board of Directors of the Company 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."

6. **Invitation and acceptance of deposits from the shareholders of the Company**

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

"RESOLVED THAT pursuant to Section 73 and any other applicable provisions of the Companies Act, 2013 read with Companies (Acceptance of Deposit) Rules, 2014 (including any statutory modification or re-enactment thereof) and subject to fulfillment of such conditions, approvals, permissions as may be necessary under the Act or otherwise, consent of the members be and is hereby accorded to the Board of Directors of the Company to invite/accept/renew/receive money by way of unsecured deposits from the members through a circular or advertisement or through any other permissible mode upto

the permissible limits prescribed under the Act and rules made thereunder and the overall borrowing limits of the Company, as approved by the Members, from time to time.

RESOLVED FURTHER THAT the Board of Directors or a Committee thereof be and is hereby authorized to finalise the scheme for invitation and acceptance of fixed deposits from the Members and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do and perform all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution."

Registered Office:

405, Deepali Building,
92, Nehru Place,
New Delhi-110019
CIN: L15142DL1974PLC007349

By order of the Board

Sd/-

(Akshay Modi)

Executive Director

DIN No.03341142

New Delhi, August 8, 2016

NOTES:

1. The Statement pursuant to Section 102(1) of the Companies Act, 2013 with respect of the Special Business set out at Item Nos. 4 to 6 of the accompanying Notice is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF (ONLY ON A POLL) AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY, DULY COMPLETED, MUST BE DEPOSITED AT THE COMPANY'S REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM FOR THE AGM IS ENCLOSED.**
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. Members / Proxies should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
5. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts and arrangements in which directors are interested maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the Members at the AGM.
6. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 24 September, 2016 to Thursday, 29 September, 2016 (both days inclusive) for the purpose of AGM.
7. Members are requested to intimate immediately the change of address or demise of any Member, if any, to the Company's Registrar and Transfer Agents or Depository Participant, as the case may be to prevent frauds.
8. Members holding shares in dematerialised form are requested to intimate all changes pertaining to their change of address, change of name, e-mail address, contact numbers, etc. to their Depository Participant (DP). Members holding shares in physical form are requested to intimate such changes to the Company or the Registrar and Transfer Agent of the Company.
9. In case of joint holders attending the meeting, only such joint holder whose name is mentioned in the first place in the order of names will be entitled to vote.
10. Corporate members intending to send their Authorized Representative are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting.
11. The Company is concerned about the environment and utilizes natural resources in a sustainable way. We request you to update your email address with your Depository Participant to enable us to send you the communications via email.
12. The Annual Report 2015-16, the Notice of 42nd AGM and Instructions of e-voting, along with Attendance Slip and Proxy Form are being sent by electronic mode to all members whose email addresses are registered with the Company / Depository Participant(s) for communication purposes unless any member has requested for hard copy of the same. For members who have not registered their email addresses, physical copies of the documents are being sent by the permitted mode.
13. Members may also note that the Notice of the 42nd AGM and the Annual Report 2016 will be available on the Company's

website, www.modinaturals.com. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Members who require communication in physical form in addition to e-communication, or have any other queries, may write to us at: investors@modinaturals.com.

14. Additional Information pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Directors seeking appointment / re-appointment at the AGM are furnished and forms part of the Notice. The Directors have furnished the requisite consents / declarations for their appointment / re-appointment.
15. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form shall submit their PAN details to the Company.
16. All documents referred to in the notice will be available for inspection at the Company's registered office during normal business hours on working days up to the date of the AGM.
17. Annual Listing Fee for the year 2016-17 has been paid to the BSE Ltd on which shares of the Company are listed.
18. **NO GIFT(S) SHALL BE DISTRIBUTED AT THE ENSUING 42nd ANNUAL GENERAL MEETING OF YOUR COMPANY.**

Voting through Electronic Means - Remote E-Voting

- I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015, (including any statutory modification(s) or re-enactment thereof, for the time being in force) and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company is pleased to provide the Members with a facility to exercise their right to vote for the 42nd AGM by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the Members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through Poll 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 Poll Paper.
- III. Members who have cast their vote by remote e-voting prior to the AGM may also attend AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on Sunday, 25th September 2016 (9:00 am) and ends on Wednesday, 28th September, 2016 (5:00 pm). During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 23rd September, 2016, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Members, the Member shall not be allowed to change it subsequently.
- V. Any person who acquires shares of the Company and becomes Member of the Company after dispatch of the Notice of AGM and holding shares as of the cut-off date i.e. 23rd September, 2016 can obtain the login ID and password by sending a request at evoting@nsdl.co.in or investors@modinaturals.com. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/ Password" option available on www.evoting.nsdl.com.
- VI. Members whose name appears in the Register of Members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e. 23rd September, 2016 only shall be entitled to avail the facility of remote e-voting and vote at the AGM through Poll Paper.

VII. The instructions for remote e-voting are as under:

- A Members whose shareholding is in the dematerialization form and whose e-mail address are registered with the Company/ Depository Participants will receive an E-mail from NSDL informing user ID and Password:
 1. Open E-mail and open PDF file attached therein with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 2. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 3. Click on Shareholder - Login
 4. Put user ID and password as initial password/PIN noted in step (1) above. Click Login.
 5. Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

6. Home page of e-voting opens. Click on remote e-voting: Active Voting Cycles.
 7. Select "EVEN" of Modi Naturals Limited.
 8. Now you are ready for e-voting as Cast Vote page opens.
 9. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 10. Upon confirmation, the message "Vote cast successfully" will be displayed.
 11. Once you have voted on the resolution, you will not be allowed to modify your vote.
 12. Institutional Members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to deepakbansal.fcs@gmail.com with a copy marked to evoting@nsdl.co.in.
- B. For members whose email IDs are not registered with the Company/ Depository Participants(s) or requesting physical copy may also vote electronically through the following procedure:
1. Initial password will be provided separately.
 2. Please follow the instructions from 1 to 12 as mentioned in S. No. VII.A above, to cast your vote.
- VIII. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the Downloads section of <https://www.evoting.nsdl.com> or contact NSDL at the following toll free no.: 1800-222-990.
- IX. Login to the remote e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot Password" option available on the site to reset the password.
- X. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com.
- XI. 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).
- XII. 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 i.e. 23rd September, 2016.
- XIII. Mr. Deepak Bansal, Company Secretary in Practice (CP No. 7433) has been appointed as the Scrutinizer to scrutinize the remote e-voting and poll process in a fair and transparent manner.
- XIV. The Chairman shall, at the AGM, 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 poll paper for all those Members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XV. The Scrutinizer shall immediately after the conclusion of voting at the AGM will count the votes casted at the Meeting and thereafter unblock the votes casted through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and make not later than 48 hours of conclusion of AGM, a consolidated Scrutinizer's Report of the total votes casted in favour or against, if any, forthwith to the Chairman or a person authorized by him in writing who shall countersign the same and declare the results of the voting forthwith.
- XVI. The Results declared along with the report of the Scrutinizer shall be placed on the Company's website: www.modinaturals.com and on the website of NSDL immediately after the declaration of results by the Chairman or a person authorized by him in writing. The Results shall also be simultaneously forwarded to the concerned Stock Exchanges.

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

As required by Section 102 of the Companies Act, 1956, the following Explanatory Statement sets out all material facts relating to the business mentioned under Item Nos. 4 to 6 of the accompanying Notice:

Item No. 4: Shri Akshay Modi was appointed as Executive Director of the Company for a period of three years commencing from December 15, 2013 to December 14, 2016. In view of valuable contributions of Shri Akshay Modi towards the growth of the Company, the Board of Directors at their meeting held on 08th August, 2016 on the recommendation of the Nomination and Remuneration Committee has decided to re-appoint him as Whole Time Director (designated as Executive Director) for a further period of 3 (three) years from December 15, 2016 commencing immediately after the expiry of his current tenure on December 14, 2016, on terms and conditions as mentioned below:

I. Term: December 15, 2016 to December 14, 2019

II. Remuneration:-

Salary: Rs. 1,65,000/- p.m. (in the time scale of 1,65,000-20,000-2,05,000)

Allowance: House Rent Allowance or Actual Rent, whichever is lower, shall be allowed to the extent of remuneration as per the maximum permissible limits as laid down under Sections 197, 198 and all other applicable provisions, if any, of the Act, read with Schedule V of the Act as amended from time to time.

III. Perquisites: Gratuity shall be paid at a rate not exceeding half month's salary for each completed year of service and this would not be considered as remuneration or perquisite for the purpose of computing commission or minimum remuneration.

In the event of loss or inadequacy of profits of the Company in any financial year, Shri Akshay Modi shall be entitled during his tenure, to receive the total remuneration not exceeding the limits specified under Part II of Schedule V to the Companies Act, 2013.

To satisfy the requirements of the provisions of the Companies Act, 2013, Shri Akshay Modi, shall be subject to retirement by rotation during his tenure as Whole Time Director.

Pursuant to the provisions of Section 197 read with Schedule V of the Companies Act, 2013, any appointment including reappointment of any Managerial Personnel and remuneration payable shall be subject to approval of shareholders of the Company.

None of the Directors, Key Managerial Personnel or their relatives, except Mr. Akshay Modi and Mr. Anil Modi and their relatives is interested or concerned financially or otherwise in the Resolution.

The Board recommends the Special Resolution at Item No. 4 for approval of the Members.

Item No. 5: The Board of Directors of the Company at their meeting held on 08th August, 2016 has, on recommendation by the Audit Committee, appointed M/s. Manisha & Associates (Firm Registration number: 000321), Cost Accountants as the Cost Auditors for the Financial Year 2016-17 at a remuneration of INR 60,000/- (Rupees Sixty Thousand only) plus Service Tax and out of pocket expenses. As per Section 148 of Companies Act, 2013 and applicable rules thereunder, the remuneration payable to the Cost Auditor is required to be ratified by the Members of the Company.

The Board considers the remuneration payable to the Cost Auditors is fair and recommends the resolution contained at Item no.5 for approval of the Members.

None of the Directors, Key Managerial Persons or the relatives of Directors or KMPs are interested or concerned in the said resolution except to the extent of their shareholding, if any, in the company.

Item No. 6: The Board of Directors, on 08th August 2016, have in-principal approved and recommended the invitation and acceptance of deposits from shareholders pursuant to section 73 to 74 of the Companies Act, 2013 ("Act") and Companies (Acceptance of Deposits) Rules, 2014 ("Rules") as one of the modes to meet the on-going fund requirements of the Company.

The members are hereby apprised that in compliance with the provisions of Section 73 to 74 of the Act, read with the Companies (Acceptance of Deposits) Rules, 2014, approval of shareholders is required for inviting/accepting/renewing deposit and subject to fulfillment of such conditions including filing circular or circular in the form of advertisement, providing insurance etc. Further acceptance of deposits shall be subject such other provisions and within overall limits prescribed under the Companies Act, 2013.

Further the resolution is proposed for enabling the Board to do the necessary compliances including fulfillment of conditions for accepting of deposits from shareholders in terms of sections 73 to 74 of the Companies Act, 2013.

Further the Company may accept deposit without deposit insurance till March 31, 2017 or till the availability of deposit insurance product in market, whichever is earlier pursuant to the Companies (Acceptance of Deposits) Amendment Rules, 2016 notified on 29.06.2016. The proposed fixed deposit schemes are unsecured deposits.

None of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, in the said resolution, except to the extent of any Fixed Deposits that may be placed with company by them, their relatives or by the Companies/Body Corporates in which they are directors and/or shareholding in the Company.

The Board recommends the Ordinary Resolution as set out at Item No. 6 of the Notice for approval by the Members.

Registered Office:

405, Deepali Building,
92, Nehru Place,
New Delhi-110019
CIN: L15142DL1974PLC007349

By order of the Board

Sd/-
(Akshay Modi)

Executive Director
DIN No.03341142

New Delhi, August 8, 2016

DETAILS OF THE DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING PURSUANT TO REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Shri Anil Modi - Chairman and Managing Director

Shri Anil Modi, 59, is one of the founding members of Modi Naturals Limited and is the guiding force behind Modi Naturals. He possesses over three decades of invaluable experience in the business; experience that strengthens decision making process of the Company and its future plans. He holds 4545922 equity shares in the company.

He is a member of your Company's Audit Committee and Stakeholders Relationship Committee.

He is also on the Board of Halwasiya Properties Private Limited, The Solvent Extractors Association of India and Modi Infratech Private Limited.

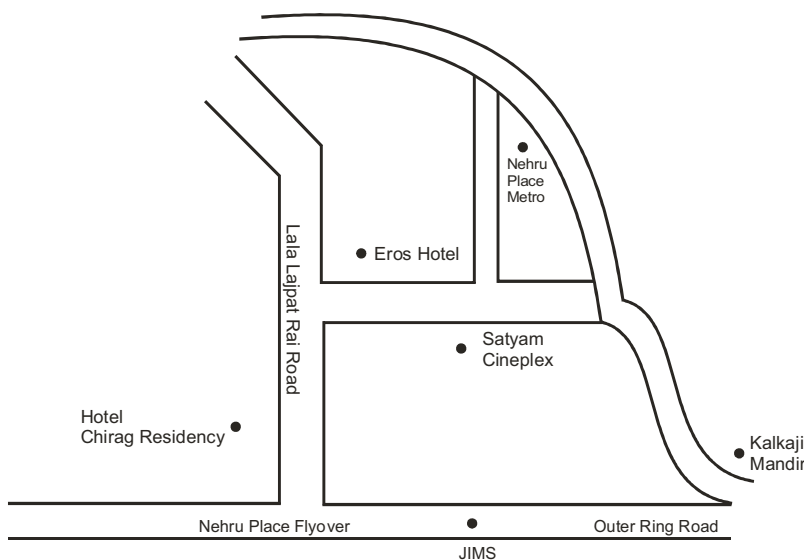
To satisfy the requirements of the provisions of the Companies Act, 2013, Shri Anil Modi, Chairman & Managing Director of the Company is made liable to retire by rotation and if re-appointed, his existing terms and conditions of employment with the Company shall remain unchanged.

Shri Akshay Modi - Executive and Non Independent Director

Shri Akshay Modi, 30, is an Engineer from the University of Leeds, U.K. He is a visionary entrepreneur who has conceptualized the launch of Edible Oils in consumer packs under 'Oleev', 'Tarai', 'Rizolo', 'Miller' and 'Olivana wellness'. He holds 455236 equity shares in the company.

He is also on the Board of Modi Infratech Private Limited and member of Indian Olive Association.

The route map of the venue of the AGM is given herein below. The prominent landmark near the venue is Eros Hotel.



DIRECTORS' REPORT

To the Members,

Your Directors are pleased to present the 42nd Annual Report and Audited Accounts of the Company for the financial year ended March 31, 2016.

1. Financial highlights

The summarised financial results for the year ended March 31, 2016 and for the previous year ended March 31, 2015 are as follows: -

(in lakh)

Particulars	2015-16	2014-15
Revenue from Operations / Net Sales	26930.35	23194.87
Other Income	243.09	199.81
Profit before interest, depreciation and tax	886.24	421.64
Profit before exceptional item and tax	419.23	14.52
Profit before tax	419.23	14.52
Tax expense		
-Current Tax	94.00	7.58
-Deferred Tax	128.34	(8.84)
Profit after tax	196.88	15.78
EPS (face value of Rs.10/- each)		
-Basic & Diluted	1.77	0.14

The Company achieved gross turnover including other income of Rs 27,173.44 Lacs and posted net profit of Rs.196.88 Lacs for the financial year ended on 31st March, 2016 as against gross turnover including other income of Rs. 23,394.68 Lacs and net profit of Rs. 15.78 Lacs in the previous financial year.

2. State of company affairs and future outlook

In the current financial year, the company continues to focus on growth of its branded business and is confident that the consumer business will continue its steady growth, which is in line with our medium to long term strategy. The flagship brand where the company is seeing a growing leadership position is:

Oleev - olive oils and healthy oils

Other than that we have developed the following value added products:

Rizolo - India's Finest - Rice Bran Oil

Miller - Canola Oil with low absorption technology

Olivana Wellness - massage oils.

Whilst Rizolo and Miller have a direct fit in the edible oil stable, Olivana Wellness is the company's foray into the personal care segment of FMCG. With the launch of the new brands of packaged edible oils, the focus is slowly tilting more towards enhancing value through well branded consumer focused products. The Company is also creating niche brands in edible oils and blended oils which have various health benefits and thereby commanding a premium in the marketplace.

By increasing its foothold across all major distribution platforms like wholesale, modern retail, ecommerce etc., the Company is poised to strengthen its brand presence across the country. The Company has launched its largest advertisement campaign until now to strengthen its brand presence and improving brand recall.

In the years to come, Modi Naturals visualizes itself as a major contributor to the Indian FMCG sector and primarily the branded edible oil industry.

3. Change in nature of business

The Company is engaged in the business of manufacturing and marketing of Edible oil and De-oiled cake. There was no change in the nature of business of your company during the year.

4. Dividend

No dividend is proposed for the financial year ended March 31, 2016.

5. Transfer to reserves

No amount is proposed to be transferred to reserves.