The Ravalgaon Sugar Farm Ltd.

80th Annual Report

2014-15

The Ravalgaon Sugar Farm Ltd.

80th Annual Report

BOARD OF DIRECTORS	Mr. Harshavardhan B. Doshi	Chairman and Managing Director
	Mr. Nihal H. Doshi	Executive Director
	Mr. Yazdi P. Dandiwala	Independent Director
	Mr. Moorad Y. Fazalbhoy	Independent Director
	Mr. Ashok S. Ashtekar (expired on 25th December 2014)	Director
	Mr. Hukumchand P. Gandhi (appointed on 9th February 2015)	Director
	Mrs. Ramola S. Mahajani (appointed on 9th February 2015)	Independent Director
AUDITORS	M/s. V. Sankar Aiyar & Co. Chartered Accountants	
SOLICITORS	M/s Mulla & Mulla & Craigie Blunt & Caroe	
BANKERS	DENA BANK BANK OF BARODA	
REGISTRAR & SHARE TRANSFER AGENT	Freedom Registry Ltd. Plot No. 101/102, 19th Street, MIDC Industrial Area, Satpur, Nashik – 422007 Tel No: (0253) 2354032 Fax No: (0253) 2351126	
FACTORY & REGISTERED OFFICE	Ravalgaon – 423108, Taluka Malegaon, District – Nashik, Maharashtra Tel No: (02554) 270274 / 270238 Fax No: (02554) 270284	
CORPORATE OFFICE	52, 5th Floor, Maker Tower 'F', Cuffe Parade, Mumbai – 400005 Tel No: (022) 22184291 / 22186479 Fax No: (022) 22184294	

Notice

Notice is hereby given that the Eightieth Annual General Meeting of the members of The Ravalgaon Sugar Farm Ltd. will be held on Monday, 7th September 2015 at 4:00 p.m. at Krida Mandal Hall, Ravalgaon – 423108, Taluka Malegaon, District Nashik, Maharashtra, to transact the following business:

Ordinary Business

1 To consider and adopt the audited financial statements of the Company for the financial year ended 31st March 2015 along with the reports of the Board of Directors and Auditors thereon.

2 To approve annual ratification of appointment of Auditors and pass with or without modifications(s), the following as an Ordinary Resolution:

"**RESOLVED THAT** pursuant to provisions of Sections 139, 142 and other applicable provisions, if any of the Companies Act, 2013, the appointment of M/s V. Sankar Aiyar and Co., Chartered Accountants (Registration No. 109208W), as the Statutory Auditors of the Company be and is hearby ratified by the shareholders , to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company at such remuneration as shall be fixed by the Board of Directors of the Company."

Special Business

1 To appoint Mr. H. P. Gandhi (DIN: 07090817) as Director and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to provisions of Sections 149, 152 and other applicablet provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactments(s) thereof, for the time being in force) and Clause 49 of the Listing Agreement, Mr. H. P. Gandhi (DIN: 07090817), who qualifies for being appointed as Director and who was appointed as an Additional Director by the Board of Directors of the Company pursuant to the provisions of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting, be and is hereby appointed as Director of the Company, liable to retire by rotation."

2 To appoint Mr. H. P. Gandhi as an Occupier and in this regard, to consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"**RESOLVED THAT** pursuant to the provisions of the Companies Act, 2013, the Company hereby accords its consent to Mr. H. P. Gandhi, a Director of the Company, holding or continuing to hold office or place of profit under the Company and being nominated as an Occupier under the Factories Act, 1948 effective from 9th February 2015 till such time as the Board of Directors in its absolute discretion deem fit and proper and that Mr. H. P. Gandhi will, in his capacity as an Occupier, in relation to the factory of the Company, take all such steps and perform all such duties as are required under the applicable provisions of the law including the Factories Act."

3 To appoint Mrs. Ramola Mahajani (DIN: 00613428) as an Independent Director and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Section 149 and 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactments(s) thereof, for the time being in force) and Clause 49 of the Listing Agreement, Mrs. Ramola Mahajani, who qualifies for being appointed as an Independent Director and being appointed as an Additional Director by the Board of Directors of the Company pursuant to the provisions of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for 5 (five) consecutive years for a term up to February 8, 2020."

4 To approve making a reference to BIFR as required in accordance with the provisions of SICA, 1985, and the rules framed thereunder and other applicable Acts, if any, to consider and if thought fit, to pass the following resolution as a **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to provisions of the Sick Industrial Companies (Special Provisions) Act, 1985, and the rules framed thereunder and other applicable Acts, if any, the Company, within sixty days from the date of adoption of the duly audited accounts of the financial year at the Annual General Meeting, in view of the erosion of Net Worth in terms of the accumulated losses at the end of the financial year having exceeded the entire Net Worth as on 31st March 2015, do make a reference to the Board for Industrial and Financial Reconstruction (BIFR) for determination of the measures which shall be adopted with respect to the company.

RESOLVED FURTHER THAT the Board of Directors, acting through Mr. H. B. Doshi, Chairman and Managing Director, and / or Mr. Nihal Doshi, Executive Director, be authorized to do all acts and deeds required for making a reference to BIFR".

By order of The Board of Directors

H. B. Doshi
Chairman and Managing Director

28th May 2015

Registered Office:
Ravalgaon – 423108, Taluka Malegaon,
District – Nashik, Maharashtra, India

CIN: L01110MH1933PLC001930

Notes:

1 A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote instead of himself and such proxy need not be a member of the company. Proxies in order to be effective must be received by the Company at its Registered office not less than 48 hours before the commencement of the meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the 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.

2 The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given on Page No. 4. **EVSN 150727008**

3 The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, 1st September 2015 to Monday, 7th September 2015 (both days inclusive).

4 Members holding shares in physical form are requested to notify immediately details of any change / correction in their address, bank particulars, etc. to the Company's Registrars and Share Transfer Agents. Members holding shares in demat account (electronic form) may notify any change to the Depository Participant.

5 The Company has transferred the unpaid or unclaimed dividends declared upto financial years 2005-2006 (No dividend was declared for the year 2006-2007), from time to time on due dates, to the Investor Education and Protection Fund (IEPF) established by the Central Government. Pursuant to provisions of IEPF (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of upaid and unclaimed amounts lying with the Company as on 19th June 2014 (date of last Annual General Meeting), on the website of the Ministry of Corporate Affairs. The shareholders are requested to note that no claim shall lie against the Company or the said IEPF after the transfer of unclaimed dividend to the fund.

6 The Securities and Exchange Board 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 their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to Company or Freedom Registry Ltd.

Explanatory Statement Pursuant To Section 102 of The Companies Act, 2013

The following Explanatory Statement sets out all material facts relating to the Special Business mentioned in the accompanying notice:

Item No: 1

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of Mr. H. P. Gandhi, Director, requires approval of members.

The Board of Directors has proposed that Mr. H. P. Gandhi be appointed as a Director of the Company. Mr. H. P. Gandhi is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director. The Company has received a declaration from Mr. H. P. Gandhi that he meets the criteria as required under the Companies Act and Listing Agreement. Mr. H. P. Gandhi is independent of the management and possesses appropriate skills, experience and knowledge.

Mr. H. P. Gandhi is B.E. (Mech) and Diploma in Electrical Engineering. He has around 46 years of experience with 9 Sugar Factories. Keeping in view his vast experience and knowledge, it is in interest of the company to appoint Mr. H. P. Gandhi as a Director of the Company. He does not hold any shares of the Company in his name. The Board recommends the Ordinary Resolution set out at Item No. 1 of the Notice under Special Business for approval of the members.

Item No: 2

Appointment of Mr. H. P. Gandhi as an Occupier, required under the Factories Act.

Mr. H. P. Gandhi has been associated with the Company for many years. He retired from the Company in the year 1997 as General Manager Technical. Mr. Gandhi is an experienced and qualified Engineer. He has agreed to act as an Occupier as required under the Factories Act, in relation to the factory of the Company situated at Ravalgaon. None of the Directors other than Mr. H. P. Gandhi is directly or indirectly interested in this resolution. The Board recommends the Special Resolution set out at Item No. 2 of the Notice under Special Business for approval of the members.

Item No: 3

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of Mrs. Ramola Mahajani, Independent Director, requires approval of members.

The Board of Directors has proposed Mrs. Ramola Mahajani be appointed as an Independent Director of the Company. Mrs. Ramola Mahajani is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given her consent to act as a Director. The Company has received a declaration from Mrs. Ramola Mahajani that she meets the criteria of Independence as prescribed both under Section 149 of the Act and under Clause 49 of the Listing Agreement. Mrs. Ramola Mahajani is independent of the management and possesses appropriate skills, experience and knowledge.

Mrs Ramola Mahajani has done Master of Arts in Applied Psychology, University of Bombay and Master of Science with Advanced Applied Psychology, University of Aston in Birmingham, UK. Her areas of expertise include application of the principles of Occupational Psychology in Employee Selection, Training, Management Development and HR Planning. She has over 25 years of experience in Human Resources Development and is a Management Professional. Keeping in view her vast experience and knowledge, it is in interest of the company to appoint Mrs. Ramola Mahajani as an Independent Director of the Company. She does not hold any shares of the Company in her name. The Board recommends the Ordinary Resolution set out at Item No. 3 of the Notice under Special Business for approval of the members.

Item No: 4

Making a reference to Board for Industrial and Financial Reconstruction (BIFR).

The Company has been going through a difficult phase for the last 4 years in view of the adverse business scenario in the Sugar industry, in India as a whole and particularly in the state of Maharshtra, where the Company's manufacturing operations are located. Given the cost of manufactured sugar, comprising of sugarcane cost, coupled with harvesting cost, transportation cost and conversion cost, the prevailing market-driven prices of finished sugar, which are quite depressed since last couple of years, have been responsible mainly for the losses incurred by the Company. The Confectionery business of the Company is also facing challenges in view of the stiff competition from organized and unorganized sectors.

As a result, as on 31st March 2015, the Company has accumulated losses of Rs 2594.68 lakhs, which have exceeded the Net Worth (Total of Paid-up Capital and Free Reserves) of Rs. 2278.76 lakhs for the financial year ended 31st March 2015, thus rendering the Company a sick industrial company as per the provisions of the Sick Industrial Companies (Special Provisions) Act, 1985.

In accordance with the provisions of the SICA, 1985, the Company shall, within sixty days of adoption of the audited accounts for the financial year as at the end of which the Company has become a sick industrial company, make a reference to BIFR for determination of the measures which shall be adopted with respect to the Company.

The Audit Committee has examined the issue and accordingly the Board of Directors recommends to the members to approve the said resolution as an Ordinary Resolution to enable the Board to take the necessary action for making reference to BIFR.

None of the Directors is interested in the aforesaid resolution.

By Order of the Board of Directors

H. B. Doshi
Chairman and Managing Director

28th May 2015

Registered Office:
Ravalgaon – 423108, Taluka Malegaon,
District – Nashik, Maharashtra, India
CIN: L01110MH1933PLC001930

Information and other Instructions Relating to E-Voting

The instructions for shareholders voting electronically are as under:

The voting period begins on 3rd September 2015 on 10:00 hours and ends on 6th September 2015 at 17:00 hours. 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 31st August 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

The shareholders should log on to the e-voting website www.evotingindia.com.

1 Click on Shareholders.

2 Now Enter your User ID

* For CDSL: 16 digits beneficiary ID,
* For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
* Members holding shares in Physical Form should enter Folio Number registered with the Company.

3 Next enter the Image Verification as displayed and Click on Login.

* If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
* If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	1. Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department * Applicable for both demat shareholders as well as physical shareholders Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	2. Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	3. Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.
Note	Please enter the DOB or Dividend Bank Details in order to login. If 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 (2)

4 After entering these details appropriately, click on [SUBMIT] Tab.

Members holding shares in physical form will then directly reach the Company selection screen.

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 demat holders 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.

For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

5 Click on the [EVSN] for the The Ravalgaon Sugar Farm Ltd.

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.

Click on the [RESOLUTIONS FILE LINK] if you wish to view the entire Resolution details.

6 After selecting the resolution you have decided to vote on, click on [SUBMIT].

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.

Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

You can also take out print of the voting done by you by clicking on [Click here to print] option on the Voting page.

If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

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 and register themselves as Corporates.

Scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

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.

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, under help section or write an email to helpdesk.evoting@cdslindia.com.

Directors' Report

Dear Members,

Your Directors present the 80th Annual Report together with the Audited Financial Statement of the Company for the financial year ended 31st March 2015.

1. Financial Results :

Rs In Lacs

PARTICULARS	Year ended 31st March 2015	18 months period ended 31st March 2014
Net Profit / (Loss) after providing for :	(1307.48)	(1538.42)
i) Depreciation (including additional depreciation as per Companies Act, 2013)	245.57	311.86
ii) Prior Period Items	-	-
iii) Provisions for Taxation (including Deferred Tax)	(8.85)	14.24
Surplus brought forward	(1287.20)	251.22
Amount available for appropriation	(2594.68)	(1287.20)
Appropriation:		
Proposed Dividend	-	-
Tax on Proposed Dividend	-	-
Transfer to General Reserve	-	-
Balance carried to Balance Sheet	(2594.68)	(1287.20)

2. Operations :

SUGAR: Due to commercial reasons the company did not run the mill for the sugar season 2013-14 and 2014-15 as the same would have had more adverse effect on the financial position of the company. However, in order to be able to run subsequent seasons without any constraints, the company had to maintain the infrastructure, which has added to losses for the year.

CANDY SUGAR: The unhealthy competition from unorganized sector poses problems for candy sugar business and hence company is not undertaking manufacture of candy sugar.

CONFECTIONERY: Production of confectionery was 1522 MT during the year under review as compared to 2940 MT during the previous period of 18 months. The company concentrated on brands such as Pan Pasand, Mango Mood, Coffee Break, etc.

3. Dividend :

Your Directors do not recommend any dividend on the equity shares for the year ended 31st March 2015.

4. Transfer To Reserves :

The Company has proposed not to transfer any amount to the General Reserve.

5. Directors' Responsibility Statement :

Pursuant to Section 134 (3)(c) of the Companies Act, 2013, the Directors' confirm that:

a) In the preparation of Annual Accounts, the applicable Accounting Standards have been followed along with proper explanation relating to material departures.

b) The directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss account of the Company for that year.

c) Proper and sufficient care has been taken for maintaining 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.

d) The Annual Accounts have been prepared on a going concern basis.

e) The company has followed a proper internal financial control and that such internal financial controls are adequate and were operating effectively.

f) A system has been devised to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

6. Fixed Deposits :

The total amount of fixed deposit as at 31st March 2015 was Rs. 579.78 lacs. There are no overdue deposits except unclaimed deposits amounting to Rs. 15.78 lacs, which is included in the aforesaid total amount of Fixed Deposits. The Company had made an application under section 74(2) of the Companies Act 2013 seeking extension of time for making repayment of the dues payable by it to the Fixed Deposit Holders. The Company has received an Order dated 9th April 2015 from the Hon'ble Company Law Board, Mumbai Bench, under Section 74(2) of the Companies Act, 2013 allowing the said application by extending the date of repayment of Fixed Deposits to the date of maturity of the respective FDRs. The Company is thankful to the Fixed Deposit holders for their continued support. The Company has not accepted any fixed deposit form 1st April, 2014.

7. Extract of Annual Return :

The extract of Annual Return of the Company is annexed herewith as Annexure 1 of this Report.

8. Conservation of Energy, Technology Absorption :

The particulars relating to conservation of energy, technology absorption, foreign exchange earnings and outgo, as required to be disclosed under the Act, are provided in Annexure 2 to this Report.

9. Management Discussion and Analysis :

The details regarding management discussion and analysis is provided in Annexure 3 to this Report.

10. Corporate Governance :

As per the requirements of SEBI regarding Listing Agreement and further in reference to Circular dated September 2014 stating amendment that, "The Clause 49 of the Listing Agreement shall be applicable to all companies whose equity shares are listed on a recognized stock exchange. However, compliance with the provisions of Clause 49 shall not be mandatory, for the time being, in respect of the followig class of companies, i.e. companies having paid up equity share capital not exceeding Rs. 10 crore and Net Worth not exceeding Rs. 25 crores, as on the last day of the previous financial year". We wish to inform that as per the amendment, the Clause 49 is not mandatory for the company but keeping in view the importance of the same, best corporate governance practices are maintained by the company. A report on Corporate Governance under the Listing Agreement, along with a certificate from the Practicing Company Secretary, confirming the compliance is provided in Annexure 4 to the Report.

11. Particulars Regarding Directors, Key Managaerial Personnel And Remuneration Paid To Dirctor And Key Managerial Personnel :

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Act read with Rules forms part of the Report. None of the employees of the Company is drawing remuneration in excess of the limits prescribed under the Act and Rules forming part thereof. The further details with regard to payment of remuneration to Director and Key Managerial Personnel are provided in Extract of Annual Return as Annexure 1 of the Report. Details regarding appointment of Directors and formation and process of different Committees are mentioned under the report on Corporate Governance.

12. Statement on Declaration Given by the Independent Directors :

Pursuant to Section 149 (4) of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 the Central Government has prescribed that your Company shall have minimum two Independent Directors.

Your company has following Independent Directors:

Sr. No	Name of the Independent Director	Date of appointment / reappointment	Date of passing of Special resolution, if any
1	Mr. Y. P. Dandiwala	19/06/2014	19/06/2014
2	Mr. Moorad Fazalbhoy	19/06/2014	19/06/2014
3	Mr. Ashok Ashtekar *	19/06/2014	19/06/2014
4	Mrs Ramola Mahajani	09/02/2015	In the present Annual General Meeting.

* Mr. Ashok Ashtekar expired on 25th December 2014.

All the above Independent Directors meet the criteria of 'independence' prescribed under section 149(6) and have submitted declaration to the effect that they meet with the criteria of independence as required under section 149 (7) of the Companies Act, 2013.

13. Related Party Transactions :

The company has entered into transactions with related parties in accordance with the provisions of the Companies Act, 2013 and the particulars of the contracts or arrangements with related parties referred to in Section 188 (1), as prescribed in Form AOC-2 of the rules prescribed under Chapter IX relating to Accounts of Companies under the Companies Act, 2013 is appended as Annexure 5 of the Report. Your Directors draw attention of the members to Note 34 to the financial statements, which sets out related party disclosures.

14. Meetings of Board :

Five meetings of the Board of Directors were held during the year. Further details are provided in the report on Corporate Governance.

15. Auditors and Audit Report :

M/s V. Sankar Aiyar and Co., Chartered Accountants, Statutory Auditors of your company, retires at the ensuing Annual General Meeting and is eligible for reappointment. The Auditors have confirmed their eligibility to the effect that their re-appointment, if made, would be within the prescribed limits under the Act and that they are not disqualified for re-appointment.

Further Auditors in their report have made the following observations:

No provision has been made for the present value of the accrued Gratuity liability (net of funds lying with LIC of India) and valued actuarially by a independent actuary as at March 31, 2015 amounting to Rs. 319.33 Lacs (previous year Rs 540.53 lacs) which constitutes a departure from the Accounting Standards on Employee Benefits (AS-15) referred to in section 133 of the Act (Refer Note no.32 of financial statements). Therefore the loss for the period is under stated by Rs. 17.89 lacs (previous year Rs 73.20 lacs) and the Reserves and Surplus of the company as at March 31, 2015 are higher by Rs. 319.33 lacs (previous year Rs 540.53 lacs).

Suitable explanation has been provided by way of note 32 forming part of Financial Statement. Shareholders should consider this note as explanation as part of this report.

16. Cost Auditors :

The Board has appointed Bhavesh Marolia & Associates with reference to the Companies (Cost Records and Audit) Rules 2014, as prescribed by the Central Government in sub-sections (1) and (2) of Section 469 and Section 148 of the Companies Act, 2013 (18 of 2013).

The Company is covered under amended rules of the Companies (Cost Records and Audit) Rules, 2014, Rule 3(ii) for application of Cost records w.e.f. financial year 2014-15. We have broadly reviewed the books of account maintained by the companys pursuant to rule 5(1) of the Companies (Cost Records and Audit) Rules, 2014.

17. Secretarial Auditor :

The Board has appointed M/s. Bipin Raje and Associates as the Secretarial Auditor of the Company, according to the provisions of Section 204 of the Companies Act 2013 for conducting Secretarial Audit of the Company for the financial Year 2014-2015. The Secretarial Audit Report for the financial year ended 31st March 2015 is annexed herewith.

Further Auditors in their report have made the following observations:

a) "The Company has not complied with provisions of Section 203 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014".

The Board has taken note of the same. However it expresses it's in ability to get qualified and experieced candidates given the company's size of operations. Therefore, at present, Mr. Snehal Shah, Group CFO, has been looking after the finance functions of the Company. Similarly Ms. Neha Oza has been looking after the secretarial functions of the Company.

b) "With the coming into force of the Companies Act, 2013, several regulations of the Articles of Association of the Company require alterations or deletions as they are based on the Companies Act, 1956, or contain specific reference thereto. The Company has, so far, not carried out such modifications / deletions or adoption of new set of Articles".

The Board has taken note of the observation.

18. Risk Management :

The Company has set in motion a system for management of risk associated with the orderly functioning of the Company. The Audit Committee has been mandated the accountability for integration of risk management practices into day to day activities.

19. Internal Financial Controls :

The Company has in place adequate internal financial controls with reference to financial statements. During the year, such controls were tested and no reportable material weakness in the design or operations was observed.

20. Vigil Mechanism :

Your company believes in promoting a fair, transparent, ethical and professional work environment. The Board of Directors of the Company has established a Whistle Blower Policy under Vigil Mechanism in accordance with the provisions of the Companies Act, 2013 and the Listing Agreement for reporting the genuine concerns or grievances or concerns of actual or suspected fraud or violation of the Company's Code of Conduct.

21. Disclosure under the Sexual Harassment of Women at Workplace (Prevention, Prohibition And Redressal) Act, 2013

No case of sexual harassment was reported during the year.

22. Particulars of Loans Given, Investments Made, Guarantees Given And Securities Provided :

Particulars of loans given, Investments made and Guarantees given and Securities provided are given in the financial statements and notes to accounts.

Your Director take this opportunity to place on record their sincere appreciation for the timely assistance and cooperation extended by Financial Institutions, Company's Bankers and various Government Agencies / Bodies and look forward to receive their continued support. Your Directors also wish to place on record their appreciation for the cooperation extended / services rendered by the workmen, staff, executives, dealers, customers and all others concerned. Your Directors also express thanks to the shareholders for their support to and confidence reposed in the Company.

For The Ravalgaon Sugar Farm Ltd.

H. B. Doshi
Chairman & Managing Director

28th May 2015

Registered Office:
Ravalgaon – 423108, Taluka Malegaon,
District – Nashik, Maharashtra, India

CIN: L01110MH1933PLC001930

Annexure 1 to Directors Report

Form No. M G T-9

Extract of Annual Return for the financial year ended on 31st March 2015 [Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

1. Registration and other Details :

	Particulars	Details
i)	CIN	L01110MH1933PLC001930
ii)	Registration Date	08/02/1933
iii)	Name of the Company	The Ravalgaon Sugar Farm Ltd.
iv)	Category / Sub-Category of the Company	Indian Non-Government Company limited by shares
v)	Address of the Registered office and contact details	Ravalgaon-423108, Taluka Malegaon, District Nashik, Maharashtra, India. Tel No: 02554 270-274/238/335
vi)	Whether listed company	Yes
vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	Freedom Registry Ltd., Plot No. 101/102, 19th Street, MIDC Industrial Area, Satpur, Nashik

2. Principal Business Activities of The Company :

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

Sr. No	Name & Description of main products / services	NIC Code of the product / service	% to total turnover of the Company
i)	Sugar Manufacturing	2321011	55.36%
ii)	Sugar Confectionery	2367000	44.64%

3. Particulars of Holding, Subsidiary and Associate Companies :

Sr. No	Name and Address of the Company	CIN/GLN	Holding / Subsidiary/Associate	% of shares held	Applicable Section
i)	Lanica Financial Services Pvt. Ltd.	U67120MH1996PTC101374	Associate	41.71	2 (6)