

The Ravalgaon Sugar Farm Ltd.

83rd Annual Report

2017-2018

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BOARD OF DIRECTORS

Mr. Harshavardhan B. Doshi
Chairman and Managing Director

Mr. Nihal H. Doshi
Executive Director

Mr. Yazdi Dandiwala
Independent Director

Mr. Moorad Fazalbhoy
Independent Director

Mr. Hukumchand P. Gandhi
Director

Mrs. Ramola Mahajani
Independent Director

AUDITORS

M/s. N. P. Patwa & 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 – 422 007
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 – 400 005
Tel No: (022) 22184291 / 22186479
Fax No: (022) 22184294

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Notice

Notice is hereby given that the 83rd Annual General Meeting of the members of The Ravalgaon Sugar Farm Ltd. will be held on Monday, 17th September 2018 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 2018 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, appointment of M/s N. P. Patwa & Co., Chartered Accountants (Registration No. FRN 107845W), as the Statutory Auditors of the Company be and is hereby 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.”

3. To appoint director in place of Mr. H. P. Gandhi (DIN: 07090817), Director, who retires by rotation and being eligible offers himself for re-appointment.

“RESOLVED THAT in accordance with the provisions contained in Section 152 of the Companies Act, 2013, Mr. H. P. Gandhi, Director, liable to retire by rotation at the 83rd Annual General Meeting of the Company and being eligible, is recommended to the shareholders for re-appointment as Director of the Company.”

By Order of The Board of Directors

H. B. Doshi

Chairman and Managing Director

Date : 15th May 2018

Regd. 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 - 180730007.
3. The Register of Members and Share Transfer Books of the Company will remain closed from Monday 10th September 2018 to Monday 17th September 2018 (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 2009-2010 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 unpaid and unclaimed amounts lying with the Company as on 21st September 2017 (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.
7. Details of Director seeking reappointment at the forthcoming Annual General Meeting in pursuance of Clause 49 of the Listing Agreement.

Sr No	Particulars	Details
1	Name of the Director	Mr. H. P. Gandhi
2	Date of Birth	02/10/1945
3	Experience in Specific functional area and position held	Over 47 years of experience with 9 Sugar factories.
4	Qualification	B.E.(Mech) and Diploma in Electrical Engineering.
5	Directorship in other companies (excluding foreign companies)	NIL
6	Shareholding	NIL

By Order of The Board of Directors

H. B. Doshi

Chairman and Managing Director

Date : 15th May 2018
 Regd. 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:

1. The voting period begins on 13th September 2018 on 9:00 hours and ends on 15th September 2018 at 18:00 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 7th September 2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
2. The shareholders should log on to the e-voting website www.evotingindia.com.
3. Click on Shareholders.
4. 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.
5. Next enter the Image Verification as displayed and Click on Login.
6. 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.
7. If you are a first time user, follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	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	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	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 (4)

8. After entering these details appropriately, click on "SUBMIT" tab.
9. 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 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.
10. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

11. Click on the EVSN for the The Ravalgaon Sugar Farm Ltd..
12. 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.
13. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
14. After selecting the resolution you have decided to vote on, click on “SUBMIT” tab. 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.
15. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
16. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
17. 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.
18. 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.
 - A 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.
 - 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.

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 83rd Annual Report together with the Audited Financial Statement of the Company for the financial year ended 31st March 2018.

1. Financial Results:

(₹ in lacs)

Particulars	Year ended 31 st March 2018	Year ended 31 st March 2017
Net Profit / (Loss) after providing for :	(371.95)	(760.90)
i) Depreciation (including additional depreciation as per Companies Act, 2013)	171.53	184.77
ii) Prior Period Items	(10.83)	-
iii) Provisions for Taxation (including Deferred Tax)	(47.63)	(3.91)
Surplus brought forward	(2863.15)	(2,102.25)
Amount available for appropriation	(3235.10)	(2,863.15)
Appropriation:		
Proposed Dividend	-	-
Tax on Proposed Dividend	-	-
Transfer to General Reserve	-	-
Balance carried to Balance Sheet	(3235.10)	(2,863.15)

2. Operations:

SUGAR:

Due to commercial reasons, the company did not run the mill for the sugar seasons 2013-14 to 2017-18 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 958.17 MT during the year under review as compared to 845 MT during the previous period. 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 2018

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:

- In the preparation of Annual Accounts, the applicable Accounting Standards have been followed along with proper explanation relating to material departures.
- 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.
- 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.
- 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 2018 was ₹16.68 lacs. There are no overdue deposits except unclaimed deposits amounting to Rs. 16.68 lacs, which is included in the aforesaid total amount of Fixed Deposits. The Company is thankful to the Fixed Deposit holders for their continued support. The company has not accepted any fixed deposits from 1st April, 2014.

7. Extract of Annual Report

The extract of Annual Return of the Company is annexed herewith as Annexure 1 to 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 with 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 following class of companies, i.e. companies having paid up equity share capital not exceeding ₹10 crore and Net Worth not exceeding ₹25 crores, as on the last day of the previous financial year". Since the Company's equity share capital and net worth are below the threshold limit, the Corporate Governance report is not prepared.

11. Particulars Regarding Directors, Key Managerial personnel and Remuneration paid to Director 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.

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	Mrs Ramola Mahajani	09/02/2015	07/09/2015

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 4 to the Report. Your Directors draw attention of the members to Note No. 28 to the financial statement, which sets out related party disclosures.

14. Board Meetings:

4 meetings of the Board of Directors were held during the year. Details are as under:

Sr. No	Date of the Meeting	Directors Present	Directors to whom Leave of Absence was granted.
1	16/05/2017	Mr. H. B. Doshi Mr. Nihal Doshi Mr. Y. P. Dandiwala Mr. Moorad Fazalbhoy Mr. H. P. Gandhi Mrs Ramola Mahajani	-
2	12/09/2017	Mr. H. B. Doshi Mr. Nihal Doshi Mr. Moorad Fazalbhoy Mr. H. P. Gandhi Mrs Ramola Mahajani	Mr. Y. P. Dandiwala
3	07/12/2017	Mr. H. B. Doshi Mr. Nihal Doshi Mr. Moorad Fazalbhoy Mr. H. P. Gandhi Mrs Ramola Mahajani	Mr. Y. P. Dandiwala
4	07/02/2018	Mr. H. B. Doshi Mr. Nihal Doshi Mr. Y. P. Dandiwala Mr. Moorad Fazalbhoy Mrs Ramola Mahajani	Mr. H. P. Gandhi

15. Auditors and Audit Report:

M/s N. P. Patwa & 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.

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. The Cost Auditors have reviewed the books of account maintained by the company pursuant to Rule 5(1) of the Companies (Cost Records and Audit) Rules, 2014.

17. Secretarial Auditor:

The Board has appointed Shri Lakshiminarayanan 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 2017-2018. The Secretarial Audit Report 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 inability to get qualified and experienced candidates given the company's size of operations.

- 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.