

BOARD OF DIRECTORS :

SHRI ADIL BYRAM KHUMBATTA - Director

SHRI MANISH GIRISH SHAH - Director

SHRI MOHAN RADHA PERINCHERY - Director

SHRI SHILPA GIRISHKUMAR SHAH - Director

SHRI GIRISH SHAH - Director

AUDITORS :

S. D. Chauhan & Co.

17/196-D, Cavel Cross Lane - 7,
Vigas Street, Chira Bazar,
Mumbai - 400 002.

SECRETARIAL AUDITOR :

M/S. GIRISH MURARKA & CO.

Company Secretaries
Mumbai

REGISTERED OFFICE :

Plot No. 45, First Floor,
Ganpati Bhavan, M. G. Road,
Goregaon (W), Mumbai - 400 062.

NOTICE

NOTICE is hereby given that an 24th Annual General Meeting of the Members of REVATI ORGANICS LIMITED will be held on Thursday, the 28th September, 2017 at 2.00 pm. at the Registered Office of the Company situated at Plot No. 45, First floor, Ganapati Bhavan, M. G. Road, Goregaon (West), Mumbai 400 062 to transact the following business.

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statement for the year ended 31st March, 2017 along with Report of Directors and Auditors thereon.
2. To appoint Director in place of Mr. Manish Shah (DIN 00434171) who liable to retire by rotation and being eligible offer himself for re-appointment
3. To declare Dividend, if recommended by Board.
4. To pass the following resolution, with or without modification, as a ORDINARY RESOLUTION for appointment of Statutory Auditors and fixing their remuneration

RESOLVED THAT pursuant to section 139, 142 and other applicable provisions if any, of the Companies Act, 2013 and the rules made there under, pursuant to recommendation of Board of Directors, M/s B. R. Dalal & Co., Chartered Accountants, be and is hereby appointed as the Statutory Auditor from the conclusion of this 24th Annual General Meeting till the conclusion of 25th Annual General Meeting and the Board of Directors be and is here by authorized to fix their remuneration in consultation with them.

**By Order of the Board
For REVATI ORGANICS LIMITED**

**Sd/-
Manish Shah
Executive Director
(DIN:00434171)**

Date :16th August, 2017
Place : Mumbai

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. A PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in aggregate not more than 10% (ten percent) of the total share capital of the Company. However, a member holding more than 10% (ten percent) of the total share capital of the Company may appoint a single person as proxy and such person shall not act as proxy for any other member.
2. A proxy form is sent herewith. In case a member wants to appoint a proxy, duly completed and stamped proxy form, must reach the Registered Office of the Company not later than 48 hours before the time for holding the aforesaid meeting.
3. Corporate Members intending to send their authorised representatives are requested to send a duly certified copy of the Board Resolution authorizing the representatives to attend and vote at the Extra-ordinary General Meeting.
4. Shareholders are requested to notify immediately any change in their address, to their DP in respect of their Demat Accounts and to the Registrar in respect of their physical shares, as the case may be. To support 'Green Initiative' shareholders holding share in physical mode are requested to register their email ids with the Company/ Registrar.
5. Members/Proxies attending the meeting are requested to bring the Attendance Slip (duly completed) to the Meeting.
6. Members, who have registered their email addresses for receipt of documents in electronic mode under the Green Initiative of Ministry of Corporate Affairs, are being sent Notice of 24th AGM by email and others are being sent by permitted mode.
7. The Register of Members and Share Transfer Register of the Company will remain closed from Thursday, 21st September, 2017 to Thursday, 28th September, 2017, (both days inclusive) for the purpose of AGM.
8. Electronic copy of the notice of the 24th Annual General Meeting along with annexure, proxy form and attendance slip are being sent to all the shareholders whose name appears in the prelist furnished by CDSL as Beneficial Owner as on 19th September, 2016 (record date) and whose email ids are registered with the Company/DP for communication purposes unless any such shareholder has requested for a hard copy of the same. For those shareholders whose name stand registered in the Register of Members as on 21st September, 2017 and who have not registered their email address, physical copies of the Notice of this general meeting is being sent in the permitted mode.
9. The Company has appointed Mr. Girish Murarka, Practicing Company Secretary, Mumbai as 'scrutinizer' (the "Scrutinizer"), for conducting the e-voting process for the Extra-ordinary General Meeting in a fair and transparent manner.
10. Details of Director seeking re-appointment at the Annual General Meeting

Name	Mr. Manish Shah
DIN	00434171
Qualification	MBA, CWA, MMS, DMTC, AMIE GRAD
Expertise in functional area	Acquisition and distribution of film rights
Terms and Conditions of appointment or re-appointment	Eligible for appointment and hence seeking re-appointment
Remuneration	Nil
Chairman / Member of Committee of the Board	Universal Arts Limited
Shareholding in the Company	9010
No. of Board Meeting attended	4

**By Order of the Board
For REVATI ORGANICS LIMITED**

**Sd/-
Manish Shah
Executive Director
(DIN:00434171)**

Date :16th August, 2017
Place : Mumbai

CIN : L24110MH1993PLC072194

To,
The Members

DIRECTORS' REPORT**REVATI ORGANICS LIMITED**

Your Directors are pleased to present the Twenty Fourth Annual Report together with the audited financial statements for the year ended on 31st March, 2017.

1. FINANCIAL RESULTS**(Amount in Rs.)**

Particulars	31-03-2017	31-03-2016
Total Income	45,500	38,500
Total Expenditure	78,636	44,112
Profit / (Loss) before Interest, Depreciation, Amortization, Exceptional item	(33,136)	(5,612)
Less : Interest	Nil	Nil
Depreciation	Nil	Nil
Profit / (Loss) before Exceptional item & tax	(33,136)	(5,612)
Add : Exceptional items	Nil	Nil
Profit / (Loss) Before Tax	(33,136)	(5,612)
Less: Provisions for Taxation	Nil	Nil
Profit / (Loss) After Tax	(33,136)	(5,612)

DIVIDEND:

In view of the accumulated losses, the Board of Directors of your Company regret their inability to recommend any dividend for the year ended on 31st March, 2017

RESERVE:

In view of the accumulated losses, the Board of Directors of your Company do not proposes to carry any amount to reserve.

OPERATION REVIEW:

The factory has been taken over by MSFC against the failure to repay the Long Term secured loan which has been noted in the Fixed Assets schedule. However other income for the year under review is Rs. 45,500/- as against Rs. 38,500/- during the previous year. The Loss during the year under review is Rs. 33,136/- as against Rs. 5,612/-

MANAGEMENT'S DISCUSSION AND ANALYSIS:

A detailed review of operations, performance and future outlook of the Company is covered under a Separate Annexure forms part to this report.

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OUTLOOK:

At present, the Management is focusing and developing the business of buying the negative rights of feature films and distribution of the same. And hence in future, the Management will carry on the same and any other incidental business which will be less capital and labour incentive which will save the operational cost

SUBSIDIARY AND ASSOCIATE COMPANIES:

There is no subsidiary company.

FIXED DEPOSITS:

The company has not accepted any deposits from the public to which the directives issued by the Reserve Bank of India and the provisions of Section 73 to 76 of the Companies Act, 2013 and other relevant provisions of the Companies Act, 2013 and the rules framed there under apply.

DIRECTORS:

In the forthcoming Annual General Meeting, Mr. Manish Shah, will retire by rotation and being eligible offer himself for re-appointment. A brief resume / particulars relating to him is given separately in the Notice convening this Annual General Meeting

KEY MANAGERIAL PERSONNEL:

Mr. Manish G. Shah, Managing Director and Mr. Shilpa Shah, Non-Executive Director and Mr. Girish Shah, Promoter Director, Non-Executive Director, Mr. P. R. Mohan and Mr. Adil Khambatta and Non-Executive Independent Directorate the Key Managerial Personnel of the Company as on 31st March 2017

INDEPENDENT DIRECTORS' MEETING:

Pursuant to Part VII of Schedule IV of the Companies Act, 2013 and provisions of Regulation of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Independent Directors had separate meeting without attendance of Non-Independent Directors during the year and have reviewed the performance of Non-Independent Directors and the Board of Directors as a whole. The Independent Directors assessed the quality, quantity and timeliness of information between the Company and the management and the Board

ANNUAL EVALUATION BY THE BOARD OF ITS OWN PERFORMANCE AND THAT OF ITS COMMITTEE AND INDIVIDUAL DIRECTOR

As per Rule 8(4) of the Companies (Accounts) Rules, 2014, the Board has also made the formal evaluation of its own performance as well as the evaluation of working of Audit Committee and Nomination & Remuneration Committee. The Board has also evaluated performance of Independent Directors.

DECLARATION OF INDEPENDENCE

The Company has received Declarations of Independence as stipulated under Section 149(7) of the Companies Act, 2013 from each of the Independent Directors confirming that he/she is not disqualified from appointing/continuing as an Independent Director.

CORPORATE SOCIAL RESPONSIBILITY

The provisions of section 135 of the Companies Act, 2013 with respect to Corporate Social Responsibility are not applicable to the Company.

BOARD MEETINGS

During the year under review, Four meetings of the Board of Directors of the Company were held i.e on 24th May 2016, 10th August 2016, 8th November 2016 and 7th February 2017

The Audit Committee consisting of Mr. P. R. Mohan – Chairman, Mr. Manish Shah – Executive Director and Mr. Adil Khambatta held their meeting on 24th May 2016, 10th August 2016, 8th November 2016 and 7th February 2017.

The intervening gap between the Board Meeting was within the period prescribed under the provisions of the Companies Act, 2013.

ANNUAL RETURN:

The Extract of Annual Return is annexed to the Directors' Report.

WHISTLE BLOWER POLICY:

The Company believes in the conduct of the affairs of its constituents in a fair and transparent manner by adopting the highest standards of professionalism, honesty, integrity and ethical conduct. The Company has a Whistle Blower policy under which employees are free to report violations of the applicable laws and regulations and the code of conduct. The Whistle Blower Policy is available on the website of the Company at www.revatiorganics.in

NOMINATION AND REMUNERATION COMMITTEE:

The Board of Directors of the Company has constituted on 10th November, 2014 Nomination and Remuneration Committee consisting of the following Members:

- a) Mr. P. R. Mohan
- b) Mr. Adil Khumbatta
- c) Mr. Manish Shah

The Board of Directors of the Company has approved the Nomination and Remuneration Policy which inter-alia contain the appointment criteria, qualifications, positive attributes and independence of Directors, removal, retirement and remuneration of Directors, Key Managerial Personnel (KMP) and Senior Management Personnel of the Company.

DIRECTORS' RESPONSIBILITY STATEMENT:

To the best of their knowledge and belief and according to the information and explanation obtained from them, your Directors make the following statements in terms of section 134(3) (c) of the Companies Act, 2013

- a) In the preparation of annual account, the applicable accounting standard have been followed along with proper explanation relating to material departures.
- b) Accounting Policies are listed in Notes to the financial statement have been selected and applied consistently. Reasonable and prudent judgment as well as estimates have been made so far as to give a true and fair view of the state of affairs of the Company as on 31st March, 2017 and of the Loss of the Company for that period.
- c) Proper and sufficient care for maintenance of adequate accounting records has been taken in accordance with the provisions of the Companies Act, 2013 so as to safeguard the assets of the Company and to detect and prevent fraud and other irregularities.
- d) The Annual Accounts have been prepared on a going concern basis
- e) Internal financial controls system is in place and the same has been followed by the Company. Further such Internal Financial controls are adequate and were operating effectively.
- f) Proper system to ensure Compliance with the provisions of all applicable law and such systems were adequate and operating effectively.

PERSONNEL:

There were no employees covered u/s 197 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rule 2014

ENERGY, TECHNOLOGY AND FOREIGN EXCHANGE:

The Company is not engaged in the manufacturing activity; as such particulars relating to conservation of energy and technology absorption are not applicable. However, in the editing facilities, offices etc adequate measures are being taken to conserve energy as far as possible.

As far as foreign exchange earnings and outgo is concerned, the Company has neither earned nor used any foreign exchange during the period under review.

AUDITORS:

The Existing Auditor M/s S. D. Chauhan & Co, Chartered Accountants, Mumbai was appointed at Annual General Meeting 25.09.2014 for the Audit of financial year ended 31st March, 2017. The Board recommended M/s B. R. Dalal & Co., having FRN 102024W and Membership No. 31052 as Statutory Auditor to be appointed for the financial year 2017-18 and will hold office upto Annual General Meeting adopting Audited Accounts for the financial year ending 31.03.2018. The Auditor have given their consent in writing and have furnished a certificate to the effect that their re-appointment, if made, would be in accordance with the provisions of Section 139(1) of the Act and that they meet with the criteria prescribed under section 141 of the Act.

AUDITORS' REPORT:

The Comments in the Auditors Report are self-explanatory and suitably explained in the Notes to the Accounts.

SECRETARIAL AUDIT:

Pursuant to section 204 of the Companies Act, 2013 the Secretarial Auditor Mr. Girish Murarka & Co., Practicing Company Secretary, has issued Secretarial Audit Report for the year ending on 31st March, 2017 is annexed to Directors' Report.

PARTICULARS OF LOANS, INVESTMENTS AND GUARANTEES:

The Details of Investment made and loan advanced by the Company have been given in note no. 6, and 7 to the Financial Statement.

The Company has not given any guarantee pursuant to the provisions of section 186 of Companies Act, 2013

INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY:

The Company has an internal control system commensurate with the size, scale and complexity of its operations. The Internal Audit Department monitor and evaluate the efficacy and adequacy of internal control system in the Company, its compliance with the operating system, accounting policies and procedures of the Company. These are routinely tested and certified by Statutory as well as Internal Auditors. The Significant audit observations and the follow up action are reported to the Audit Committee.

RELATED PARTY TRANSACTIONS:

All related party transactions that were entered into during the financial year were on arm's length basis and were in ordinary course of business. There are no materially significant related party transaction made by the Company with Promoter, Director, Key Managerial Personnel or other designated person which have a potential conflict with the interest of the Company at large.

CORPORATE GOVERNANCE:

Corporate Governance provisions under SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 specified in regulations from 17 to 27 and clause (b) to (i) of sub-regulation (2) of regulation 46 and para C,D,E of Schedule V are not applicable to the Company as neither the paid up equity share capital of the Company exceed Rs. 10.00 Cr nor net worth of the Company exceed Rs. 25.00 Cr as on 31st March, 2015

PREVENTION OF INSIDER TRADING:

The Company has adopted a code of conduct for Prevention of Insider Trading with a view to regulate trading in securities by Directors and designated employees of the Company. The Code of conduct require pre-disclosure for dealing in the Company's Shares and prohibit the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when trading windows is closed. The Board is responsible for implementation of the Code. All Board Directors and the designated employees have confirmed the compliance of the Code

HUMAN RESOURCES DEVELOPMENT:

Many initiatives have been taken to support business through organizational efficiently, process change support and various employee engagement program which has helped the Organization to achieve higher productivity level. A significant efforts has also been undertaken to develop leadership as well as technical / functional capacities in order to meet future talent requirement.

The Company's HR process such as hiring and on-boarding, fair transparent on line performance evaluation and talent management process, state-of-the-art workmen development process and market assigned policies have been seen as benchmark practice in the Industry. The Employees are encouraged to express their views and are empowered to work independently. The Employees are given the opportunity to learn through various small project which make them look at initiatives from different perspectives and thus provide them with the platform to become result oriented. The Management of the Company enjoy cordial relation with its employees at all levels. The Board of Directors wish to place its highest appreciation for the contribution made by all the employees in achieving growth of the Company.

GENERAL BODY MEETINGS:

Date & Time	Venue	Special Resolution
25th September, 2014 At 2.00 pm	Plot No. 45, Ganapati Bhavan, M. G. Road, Goregaon West, Mumbai 400 062	No
28th September, 2015 At 2.00 pm	Plot No. 45, Ganapati Bhavan, M. G. Road, Goregaon West, Mumbai 400 062	No
28th September, 2016 At 2.00 pm	Plot No. 45, Ganapati Bhavan, M. G. Road, Goregaon West, Mumbai 400 062	No

DISCLOSURES:

The related party transactions are reported in the notes to the Accounts of this Annual Report.

MEANS OF COMMUNICATION:

Quarterly results have been communicated to Bombay Stock Exchange limited where the shares of the Company's is listed and the same has been published in Two Newspaper-Free Press Journal(in English) and Nav Shakti(in Marathi) in terms of the requirement of Listing Agreement .annual Reports are dispatched to all the shareholders.

SHAREHOLDER INFORMATION :

1. Year ended (AGM) : 1st April, 2016 to 31st March, 2017. (AGM- 28th September, 2017)
2. Dividend Payment Date : NIL
3. Venue : Plot No. 45, Ganapati Bhavan, M. G. Road,
: Goregaon (West), Mumbai – 400062
4. Stock Exchanges : BSE Limited
5. Dematerialization of Shares : As per the directive of the Stock Exchange, the
: Company's Shares are dematerialized.
6. Registered Office : Plot No. 45, Ganapati Bhavan, 1st Floor,
: M.G. Road, Goregaon (W), Mumbai - 400062
8. Share Transfer Agent : MCS Share transfer Agent Ltd.
: 002, Ground Floor, Kashiram Jamnadas Building,
5, P D Mello Road, Newar Ghadial Godi,
Masjid (East), Mumbai - 400 009.
9. ISIN : INE270D1015
10. BSE Stock Code : 524504

ENHANCING SHAREHOLDERS VALUE:

Your Company believes that its members are among its most important stakeholders. Accordingly your Company's operations are committed to the pursuit of achieving high level of operating performance and cost competitiveness, consolidating and building for growth, enhancing the productive assets and resource base and nurturing overall corporate reputation

CASH FLOW STATEMENT:

In conformity with the clause 32 of the Listing Agreement, the Cash Flow Statement for the year ended 31st March, 2017 annexed hereto.

COST AUDIT

The provisions of Cost Audit as prescribed under Section 148 of the Companies Act, 2013 are not applicable to the Company.