

Annual Report 2018-19



Shiva Global Agro Industries Ltd.

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COMPANY INFORMATION

Registered Office & Works

Shri Hanuman Nagar,
Osman Nagar Road,
Village - Dhakni,
Nanded 431708,
Maharashtra.

Auditors

M/s. Aditya Falor & Associates
Chartered Accountants
270, Vatsalya Nagar,
HUDCO,
Nanded 431603,
Maharashtra.

Bankers

Union Bank of India,
Santkripa Market,
G. G. Road,
Nanded 431601,
Maharashtra.

Registrar & Share Transfer Agent

Aarthi Consultants Pvt. Ltd.
1-2-285, Domalguda,
Hyderabad 500 029,
Andhra Pradesh.



NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the **27th Annual General Meeting** of the Members of Shiva Global Agro Industries Limited will be held on **Saturday, September 28, 2019 at 1.00 P.M.** at the registered office of the company to transact the following business.

A) ORDINARY BUSINESS

- 1) To receive, consider and adopt:
 - a. the Audited Financial Statements of the Company for the financial year ended March 31, 2019, the Report of the Board of Directors and the Report of the Auditors thereon; and
 - b. the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2019 and the Report of the Auditors thereon.
- 2) To appoint a Director in place of Mr. Omprakash Gilda (DIN 01655503), who retires by rotation and, being eligible, offers himself for re-appointment and in this connection to consider and if deemed fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution**:
“**RESOLVED THAT** Mr. Omprakash Gilda, having DIN 01655503, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation”.
- 3) To ratify the appointment of M/s. Aditya Falor & Associates, Chartered Accountants, as Auditors for the period from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and in this connection, to consider and if deemed fit, to pass the following Resolution as an **Ordinary Resolution**:
“**RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other Rules framed thereunder, as amended from time to time, the appointment of M/s. Aditya Falor & Associates, Chartered Accountants (Firm Registration No.127273W) as Auditors of the Company for a period of 5 consecutive years, made at the Twenty Fourth Annual General Meeting (AGM) held on September 29, 2016, be and is

hereby ratified to hold office for the period from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting on a remuneration of Rs.4,00,000/- (Rupees Four Lacs Only) plus reimbursement of out of pocket expenses and applicable taxes and the Board of Directors of the Company be and is hereby authorised to pay such increased audit fee as they may deem fit.”

B) SPECIAL BUSINESS

- 4) To re-appoint Mrs. Sandhya Satish Maheshwari (DIN: 06956895), as an independent director of the Company to hold office for a period of 5 (five) years, not liable to retire by rotation and to consider and, if thought fit, to pass, with or without modification(s), the following resolution as **SPECIAL RESOLUTION**:
“**RESOLVED THAT** pursuant to Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with Schedule IV to the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), Mrs. Sandhya Satish Maheshwari (DIN: 06956895), Independent Director, whose period of office expires on September 29, 2019, who has submitted a declaration that she meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment for the next term of five consecutive years under the Companies Act, 2013 and the Listing Regulations and in respect of whom the Company has received a notice in writing from a member proposing his re-appointment to the office of Independent Director, be and is hereby re-appointed as an Independent Director of the Company, not subject to retirement by rotation, for a term of 5 (Five) consecutive years effective from September 30, 2019.
- 5) To ratify the remuneration of the Cost Auditors for the financial year ending March 31, 2020 and in this regard

to consider and if thought fit, with or without modification(s), 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, Mr. Jayant B. Galande (Membership No.5255), Cost Accountant in Whole-Time Practice, Aurangabad, who was appointed as the Cost Auditor of the Company by the Board of Directors, for conducting the audit of the cost accounting records of the Company for the financial year ending March 31, 2020, at a remuneration of Rs.25,000/- (Rupees Twenty Five Thousand Only) excluding taxes, travelling and other out of pocket expenses incurred by him in connection with the aforesaid audit be and is hereby ratified and confirmed.

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) To consider and, if thought fit, to pass the following resolution for increasing the Authorized Share Capital as an **Ordinary Resolution**:

RESOLVED THAT pursuant to the provisions of Section 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed there under, the Authorized Share Capital of the Company be and is hereby increased from Rs.10,00,00,000 (Rupees Ten crores) divided into 1,00,00,000 (One Crore) Equity Shares of Rs.10/- each to Rs.15,00,00,000 (Rupees Fifteen Crores) divided into 1,50,00,000 (One Crore Fifty Lacs) Equity Shares of Rs.10/- each by creation of additional 50,00,000 (Fifty lacs) Equity Shares of Rs.10/- each ranking pari passu in all respect with the existing Equity Shares.

RESOLVED FURTHER THAT, Mr. Deepak Maliwal, Director of the Company be and is hereby authorized to take all necessary steps for giving effect to the above resolution and file relevant forms with the Registrar of Companies, as required under the provisions of the Companies Act, 2013.

- 7) To consider and, if thought fit, to pass the following resolution as a **Special Resolution** for Alteration of Capital Clause contained in the Memorandum of Association:

RESOLVED THAT pursuant to the provisions of Section 13 and 61 and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed thereunder the consent of the Members be and is hereby accorded for substituting Clause V of the Memorandum of Association of the Company with the following clause. V “The Authorized Share Capital of the Company is Rs. 15,00,00,000/- (Rupees Fifteen crores only) divided into 1,50,00,000 (One Crore Fifty Lacs) Equity Shares of face value of Rs.10/- (Rupees Ten) each.”

RESOLVED FURTHER THAT, Mr. Deepak Maliwal, Director of the Company be and is hereby authorized to take all necessary steps for giving effect to the above resolution and file relevant forms with the Registrar of Companies, as required under the provisions of the Companies Act, 2013.

By Order of the Board
For Shiva Global Agro Industries Ltd.

Place: Nanded
Dated: May 30, 2019

Omprakash Gilda
Managing Director

Notes:

1. **A member entitled to attend and vote at the Annual General Meeting (“the meeting”) is entitled to appoint a proxy to attend and vote in the meeting and the proxy need not be a member of the company.**

The instrument appointing the proxy must be deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting. Proxies submitted on behalf of companies, societies, etc. must be supported by an appropriate resolution/ authority, as applicable.

2. Members/proxies should bring duly filled Attendance Slips enclosed with the Annual Report and handover the same at the entrance of the meeting hall, duly signed.
3. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Business to be transacted at the Meeting is annexed hereto.
4. The Register of Members and Share Transfer Books of the Company will remain closed from September 21, 2019 to September 28, 2019 (both days inclusive)
5. Details of unpaid/unclaimed dividends lying with the Company as on the last Annual General Meeting of the Company is available on the website of the Company at www.shivaagro.org. Members are requested to address all correspondence, including unpaid or unclaimed dividend matters, to the Registrar and Share Transfer Agents, Aarthi Consultants Pvt. Ltd., 1-2-285, Domalguda, Hyderabad – 500 029.
6. As per Section 124 of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2017 and amendments made thereto, all shares in respect of which dividend remains unpaid or unclaimed for seven years or more, are required to be transferred to the Investor Education and Protection Fund Authority (IEPF) In compliance with the said Rules and accordingly the Company has transferred the underlying shares in respect of which dividends remained unclaimed for a consecutive period of 7 years.
7. Members holding shares in physical form are

requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease in portfolio management. Members can contact the Company or Aarthi Consultants Private Limited, for assistance in this regard.

8. Members desiring any information concerning accounts are requested to send their queries at least seven days before the date of meeting to the company so that information required may be made available at the meeting.
9. Members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
10. 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 the Company or Aarthi Consultants Pvt. Ltd.
11. Voting through electronic means:
 - A. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 27th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services.

Necessary arrangements have been made by the Company with Central Depository Services (India) Limited (CDSL) to facilitate e-voting. E-voting is optional and members shall have the option to vote either through e-voting or in person at the 27th Annual General Meeting. The process and instructions for e-voting are as under:

- i. The remote e-voting period begins on September 25, 2019 at 9.00 A.M. and ends on September 27, 2019 at 5.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date September 20, 2019, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. The shareholders should log on to the e-voting website www.evotingindia.com.
- iv. Click on Shareholders/Members.
- v. 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.
- vi. Next enter the Image Verification as displayed and Click on Login.
- vii. 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.
- viii. If you are a first time user follow the steps given below:

FOR MEMBERS HOLDING SHARES IN DEMAT FORM AND PHYSICAL FORM

PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • 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.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> • 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 (v) above.

- ix. After entering these details appropriately, click on "SUBMIT" tab.
 - x. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for remote e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - xi. For Members holding shares in physical form, the details can be used only for remote evoting on the resolutions contained in this Notice.
 - xii. Click on the EVSN for the relevant <Company Name> (SHIVA GLOBAL AGRO INDUSTRIES LIMITED) on which you choose to vote.
 - xiii. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
 - xiv. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
 - xv. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
 - xvi. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
 - xvii. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
 - xviii. 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.
 - xix. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
 - xx. Note for Non – Individual Shareholders and Custodians:
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com 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.
 - xxi. In case you have any queries or issues regarding remote 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
- B. Mr. Yash Agrawal, Chartered Accountant in practice (Membership No.177593) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
 - C. The Scrutinizer shall within a period not exceeding three(3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two(2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
 - D. The results shall be declared at or after the Annual General Meeting of the Company. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.shivaagro.org and on the website of CDSL within two(2) days of passing of the resolutions at the Annual General Meeting of the Company and communicated to the BSE Limited.
12. Details as per Regulation 36(3) of the Listing Regulations in respect of the Director seeking appointment/re-appointment at the 27th Annual General Meeting, forms integral part of the notice. The Director has furnished the requisite declaration for his appointment/re-appointment.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item no.4

Mrs. Sandhya Satish Maheshwari (DIN: 06956895) is a director of the Company since September 30, 2014. In terms of Section 149 of the Companies Act, 2013, the members have at the Twenty Second Annual General Meeting held on September 30, 2014 appointed Mrs. Sandhya Satish Maheshwari as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years with effect from September 30, 2014. Accordingly, the current term of Mrs. Sandhya Satish Maheshwari expires on September 29, 2019. In terms of Section 149 of the Companies Act, 2013, Mrs. Sandhya Satish Maheshwari is eligible for being appointed as an Independent Director for another term of 5 consecutive years effective September 30, 2019. The Company has received a notice in writing from a member proposing his re-appointment as an Independent Director of the Company for another term of five consecutive years effective September 30, 2019. Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors

of the Company at its meeting held on May 30, 2019, approved, subject to the approval of the members at the ensuing Annual General Meeting, re-appointment of Mrs. Sandhya Satish Maheshwari as an Independent Director for another term of five consecutive years commencing from September 30, 2019 and consequent amendments to the extant letter of appointment dated September 30, 2014. Mrs. Sandhya Satish Maheshwari will not be liable to retire by rotation.

Mrs. Sandhya Satish Maheshwari is an eminent personality in her field. Considering her vast experience and knowledge, the Board considers her continued association to be of immense benefit to the Company. The details on remuneration paid to the aforesaid Independent Director are given in the Corporate Governance Report forming part of the Annual Report 2019.

The re-appointment is recommended based on knowledge, skills, experience and performance evaluation of Mrs. Sandhya Satish Maheshwari. She has attended all the Board Meetings and the meetings of the Committees of which she is a Member except Three meetings of the Board during her tenure as an Independent Director. Her performance evaluation has been considered annually by the Nomination and Remuneration Committee and the Board. Mrs. Sandhya Satish Maheshwari has been evaluated on parameters including proactive discussions, understanding of the Company's business, engagement with the Company's management, exercising of Independence of behavior and judgement in her decisions, and if she strives to bring in the best practices regarding governance, disclosures and operations.

Mrs. Sandhya Satish Maheshwari 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 also received a declaration that she met the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013. In the opinion of the Board, Mrs. Sandhya Satish Maheshwari fulfills the conditions specified in the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for re-appointment as an Independent Director.

Copy of draft letter of re-appointment of Mrs. Sandhya Satish Maheshwari setting out the terms and conditions of appointment will be available for inspection of the members during business hours on all working days at the registered office and at the Corporate office of the Company up to the date of the Annual General Meeting and shall also be available for inspection by the members at the venue of Annual General Meeting.

Mrs. Sandhya Satish Maheshwari is interested in the resolution. None of the Directors/Key Managerial Personnel of the Company/their relatives is, in any way,

concerned or interested, financially or otherwise, in the above resolution. The Board, therefore, recommends the resolution as set out in Item No. 4 of the Notice for approval of members by means of a Special Resolution.

Item no.5

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of the Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending March 31, 2020, in their meeting held on May 30, 2019. Pursuant to provisions of Section 148 of the Companies Act, 2013 and Rules made thereunder, it was proposed to re-appoint Mr. Jayant B. Galande, Cost Accountant, as Cost Auditor of the Company. Mr. Jayant B. Galande has submitted a letter regarding their eligibility for appointment of Cost Auditors, which will be available for inspection at the Registered Office of the Company during 9.00 am to 5.00 pm on all working days except Saturday, upto and including the date of the 27th Annual General Meeting of the Company.

In accordance with the provisions of Section 148 of the Act read with Rule 14 (a) of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors approved by the Board has to be ratified by the shareholders of the Company.

Accordingly, consent of the shareholders is being sought for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2020.

None of the Directors/Key Managerial Personnel of the Company/their relatives is, in any way, concerned or interested, financially or otherwise, in the above resolution. The Board recommends the Ordinary Resolution set out at Item No. 5 for approval by shareholders.

Item Nos. 6 and 7

The Company, in order to meet its growth objectives and to strengthen its financial position, is required to generate long term resources by issuing securities. In order to accommodate future issues of Shares which shall among other things provide the Company with greater flexibility to raise funds by allotting and issuing Shares in the future as and when necessary, the Board proposed the Increase in Authorized Share Capital. It is therefore deemed appropriate to increase the Authorized Share Capital of the Company from Rs.10,00,00,000 to Rs.15,00,00,000 and for that purpose, the Memorandum of Association of the Company are proposed to be suitably altered as set out at item Nos. 6 and 7 of the accompanying Notice.

Increase in authorized capital require approval of the shareholders pursuant to Section 61 and other applicable provisions of the Companies Act, 2013. Consequently, it is proposed to make appropriate

alterations in the Memorandum of Association of the Company to reflect the changes in the Authorized Share Capital of the Company.

None of the Directors/Key Managerial Personnel of the Company / their relatives is in any way, financially or otherwise, concerned or interested, in the said

resolutions.

The proposed resolutions are in the interest of the Company and the Board commends the Special Resolutions set out at item Nos. 6 and 7 for approval by the Shareholders.

ANNEXURE TO NOTICE

Details of the directors seeking appointment/ re-appointment, pursuant to regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2:

Name of the Director	Mr. Omprakash Gilda	Mrs. Sandhya Satish Maheshwari
DIN	01655503	06956895
Date of Birth	02/01/1953	06/05/1966
Qualifications	Commerce Graduate	Commerce Graduate
Date of Appointment	01/11/1994	30/09/2014
Expertise	40 years of Business Experience	20 years of Experience in administration, strategic planning & organizational development
Chairman/ Member of the committees of Board of the Company	Chairman of the Board of the Company	Member of the Audit Committee
Chairman/ Member of the committees of Board of the other Company	Nil*	Nil*
Shareholding	11,05,000 Equity Shares	-
Brief Profile	Mr. Omprakash Gilda (67) is the Chairman of Shiva Global Agro Industries. A visionary who founded Shiva Global Agro Industries with the aim of improving agricultural practices, first in Maharashtra and then across the country, Mr. Gilda is a commerce graduate. Mr. Gilda has over 40 years experience in the agro-product space. He is also on the Board of Kirtiman Agrogenetics Ltd. & Shrinivasa Agro Food Private Ltd. His emphasis on research and commitment to quality has put Shiva Global Agro Industries on a high growth path.	Mrs. Sandhya Maheshwari (53) is an independent director at Shiva global Agro Industries Limited. She is a commerce graduate having 20 years of experience in administration, strategic planning and organizational development. Mrs. Sandhya Maheshwari is an eminent personality in her field. Considering her vast experience and knowledge, her continued association with the company is of immense benefit to the Company.

Notes:

1. *Directorships in unlisted entities and membership in governing councils, chambers and other bodies are not included.
2. There is no inter-se relationship amongst the Directors and Key Managerial Personnel.
3. The details of the number of Board and Committee meetings attended during the year are given in the Annual Report 2019.



DIRECTORS' REPORT

Your Directors are pleased to present before you the Twenty Seventh Annual Report and the Audited Accounts of the company for the year ended March 31, 2019.

PERFORMANCE OF THE COMPANY

Your company's financial results are summarized hereunder:

(Amount in Rs. Lacs)

Particulars	Consolidated		Standalone	
	2018-19	2017-18	2018-19	2017-18
Income :				
From Operations	49961.83	44427.14	11329.5	7650.62
Other	86.07	170.39	27.78	36.85
Total	50047.90	44600.64	11357.28	7687.47
Profit :				
Profit Before Interest, Depreciation and Taxation	2522.86	2498.83	916.33	856.54
Less: Interest	816.47	1154.84	281.45	344.42
Depreciation	238.08	292.34	97.77	96.79
Profit Before Exceptional item & Tax	1468.11	1051.65	537.11	415.32
Less: Item of Exceptional Nature	379.83	0.00	379.83	0.00
Profit Before Tax	1088.28	1051.65	157.28	415.32
Less: Provision for Tax	409.14	308.35	152.25	121.27
(Including Deferred Tax and MAT Credit Entitlement)				
Profit After Tax	679.15	743.31	5.03	294.05

REVIEW OF OPERATIONS

Monsoon has direct impact on fertilizer industry too. During the year India received below normal south west monsoon and this certainly has impact on our business as well. Moreover, introduction of Direct Benefit Transfer (DBT) by government has also affected the operations in past years. Nevertheless, your company has managed to increase the revenue from operations in the last year. The rise in trading of agricultural products, during the year, has helped your company to add more value to the revenue from operations.

Your Company's Revenue from Operations for the year increased from Rs.7651 Lacs to Rs.11330 Lacs last year. Recording an increase of 48.09%. The profit before interest, depreciation and tax grew to Rs.916.33 Lacs from Rs.856.54

Lacs in the previous financial year. The net profit before exceptional item and tax for the year grew to Rs.537.11 Lacs from Rs.415.32 Lacs in the previous financial year i.e. an increase of 29.32%.

However, Profit after tax recorded fall due to item of exceptional nature, which stood at Rs.379.83 Lacs, affecting Earnings per share for the year. Excluding such exceptional item, the EPS of your company for the financial year ended March 31, 2019 was Rs.3.85 as compared to Rs.2.94 for the previous financial year. The Earnings per share (EPS), after exceptional item, for the year stood at Rs.0.05 per share as compared to Rs. 2.94 per share in previous year.

The company could achieve a consolidated turnover of

Rs.49962 Lacs as compared to previous year's Rs. 44430 Lacs and Net Profit Before Tax of Rs.1088 Lacs for the year under review as against the previous year's consolidated Net Profit Before Tax of Rs.1052 Lacs.

Your company proposes to transfer an amount of Rs.2.02 Lacs to General Reserve.

DIVIDEND

The Board of Directors of your company, after considering holistically the relevant circumstances and keeping in view the company's dividend distribution policy, has decided that it would be prudent, not to recommend any Dividend for the year under review.s

CONSOLIDATED FINANCIAL RESULTS:

Consolidated Financial Statements incorporating the operations of the Company and its subsidiaries is appended.

As required under the provisions of the Act, a statement showing the salient features of the financial statements of the subsidiaries is enclosed as an Annexure A to this Report.

However, the Accounts of the Subsidiary Companies and the related information will be made available to the Members of Shiva Global Agro Industries Limited and its Subsidiary Companies on request and will also be kept for inspection at the Registered Office of the Company.

SUBSIDIARY COMPANIES:

i) Shiva-Parvati Poultry Feed Private Limited:

The Company (a 51% subsidiary) achieved a total turnover of Rs.16938.69 Lacs and earned Rs.199.11 Lacs of Profits After Tax.

ii) Ghatprabha Fertilizers Private Limited

The Company (a 61.53% subsidiary) achieved a total turnover of Rs.4135.38 Lacs and earned Rs.68.53 Lacs of Profits After Tax.

iii) Shrinivasa Agro Foods Private Limited

The Company (a 51.01% subsidiary) achieved a total turnover of Rs.18258.22 Lacs and earned Rs.365.75 Lacs of Profits After Tax.

ASSOCIATE COMPANY:

i) Kirtiman Agrogenetics Limited

The Company (a 26.97% associate) achieved a total turnover of Rs.1917.50 Lacs and earned Rs.-696.72 Lacs of Loss After Tax.

During the year the Company has sold 37.53% shares in Kirtiman Agrogenetics Limited. The Company has incurred a loss of Rs.379.83 Lacs on transfer of shares & fair valuation of the balance shares held for sale, which has been reflected as Exceptional item in the Statement of Profit & Loss. The investment in this company is disclosed in accordance with provisions of Ind AS 105 Non-current Assets held for sale and Discontinued Operations.

Consequent to the transfer of shares as mentioned above, investment in Kirtiman Agrogenetics Limited shown as subsidiary in the previous year, has not been considered for consolidation as at the year end.

RISK MANAGEMENT POLICY

The Company has constituted a Risk Management Committee. Details of constitution of the Committee and its terms of reference are set out in the Report on Corporate Governance. The Company has formulated a Risk Management Policy, under which various risks associated with the business operations are identified and the mitigation process are being taken up.

INTERNAL FINANCIAL CONTROL SYSTEMS

The Company has adequate Internal Financial Controls commensurate with the nature, size, and complexity of the businesses and operations. These are routinely tested and certified by Statutory as well as Internal Auditors. 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 the ordinary course of business. There were no material significant related party transactions made by the Company with the Promoters, Directors, Key Managerial Personnel or the Senior Management which may have a potential conflict with the interest of the Company at large.

All related party transactions were placed before the Audit Committee / Board for approval. Prior approval of the Audit Committee was obtained for the transactions which are foreseen and are in repetitive in nature. The related party transactions entered into are reviewed by an independent audit firm to confirm that they were in the ordinary course of business and at arm's length basis. The Company has formulated a policy for Related Party Transactions which has been approved by the Board and is placed on the website of the Company at www.shivaagro.org.

None of the Directors had any pecuniary relationship or transactions with the Company, except the payments made to them in the form of remuneration, sitting fee and commission.

AUDITORS

M/s Aditya Falor & Associates, Chartered Accountants, were appointed as Auditors of the Company for a period of five years from the conclusion of the Annual General Meeting held on September 29, 2016. As required under the provisions of Section 139 of the Act, a resolution for the yearly ratification of their appointment is being placed before the shareholders for their approval.

The Auditor's Report given by M/s Aditya Falor & Associates, Statutory Auditor's, on the financial statements of the Company for the year ended March 31, 2019 is part of the Annual Report. The Auditor's Report does not contain any