
27th
Annual
Report
2017-18



SARDA PROTEINS LIMITED

BOARD OF DIRECTORS

Shri Damodar Prasad Sarda	-	Whole-time Director & CFO
Shri Siddharth Sarda	-	Whole-time Director
Shri Kailash Kumar Dhoot	-	Director (Independent)
Smt Krishna Devi Sarda	-	Director
Shri Sanwar Mal Pareek	-	Director (Independent)

COMPLIANCE OFFICER

Mr. Varun Motwani - Company Secretary

PRINCIPAL BANKERS

SBI, HDFC

AUDITORS

M/s. Khetawat Agarwal & Company,
Chartered Accountants,
Alwar

REGISTERED OFFICE & WORKS

G 1 - 177 (A), Matsya Industrial Area,
Alwar 301030, Rajasthan India
Tel: 0144-2881392
E-mail : sardaproteins@yahoo.com
Website : www.sardaproteins.com
CIN : L15142RJ1991PLC006353

CORRESPONDENCE OFFICE

G 1 - 177 (A), Matsya Industrial Area,
Alwar 301030, Rajasthan India
Tel: 0144-2881392
e-mail : sardaproteins@yahoo.com

REGISTRAR & TRANSFER AGENT

Link Intime India Pvt. Ltd,
44 Community Center, 2nd Floor,
Naraina Industrial Area, Phase I,
Near PVR, Naraina, New Delhi - 110028
Tel : 011 - 4141 0592/93/94
Email : delhi@linkintime.co.in

LISTED AT

CDSL & NSDL
ISIN: INE995U01011

CORPORATE ADVISOR

V. M. & Associates,
Company Secretaries,
Jaipur

VENUE

G 1 - 177 (A), Matsya Industrial Area,
Alwar 301 030 (Raj.)
Dated: Monday, 06th August 2018
at 2:00 P.M.

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NOTICE OF 27th ANNUAL GENERAL MEETING

NOTICE is hereby given that the 27th Annual General Meeting (AGM) of the members of Sarda Proteins Limited will be held on Monday, 06th Day of August, 2018 at 02:00 P.M. at the Registered Office of the Company situated at G-1-177 (A), Matsya Industrial Area, Alwar 301030 (Rajasthan) to transact the following business:

ORDINARY BUSINESS**Item No. 1: Adoption of Financial Statements**

To consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2018 together with the Reports of the Board of Directors and Auditors thereon.

Item No. 2: Appointment of Mr. Siddharth Sarda as a director liable to retire by rotation

To appoint a Director in place of Mr. Siddharth Sarda (DIN: 00763412), who retires by rotation and, being eligible, seeks re-appointment.

SPECIAL BUSINESS:**Item No. 3: Increase in borrowing powers of the Board of Directors of the Company**

To consider and, if thought fit, to pass the following resolutions as a special resolution:

"RESOLVED THAT pursuant to the provision of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and as per the Articles of Association of the Company, and all other applicable rules, laws and acts (if any) and subject to all other requisite approvals, permissions and sanctions and subject to such conditions as may be prescribed by any of the concerned authorities (if any), approval of members of the company be and is hereby accorded to authorize the Board of Directors of the Company (hereinafter referred to as the "the Board" which term shall be deemed to include any Committee thereof, which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution and with the power to delegate such authority to any person or persons) to raise or borrow any sum or sums of money in one or more tranches from time to time at their discretion, which together with the money already borrowed by the Company (apart from temporary loans, overdrafts obtained or to be obtained from the Company's Bankers in the ordinary course of business), may at any time, exceed the aggregate of its paid-up share capital, free reserves and securities premium, provided that the total amount so borrowed shall not at any time exceed Rs. 100 Crores (Rupees One Hundred Crores Only)

RESOLVED FURTHER THAT the Board be and is hereby authorized to do or cause to be done all such acts, matters, deeds and other things and to settle any queries, difficulties, doubts that may arise in respect of the borrowings and further to execute documents and writings, as may be necessary or desirable for giving effect to the aforesaid resolution."

Item No. 4: Authority to create charge and/or mortgages on the assets of the Company under section 180(1)(a) of the Companies Act, 2013

To consider and if thought fit, to pass the following resolutions as a special resolution:

"RESOLVED THAT pursuant to the provision of section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules 2014, (including any statutory modification(s) or re-enactment(s)

thereof for the time being in force) and as per the Articles of Association of the Company, and all other applicable rules, laws and acts (if any) and subject to all other requisite approvals, permissions and sanctions and subject to such conditions as may be prescribed by any of the concerned authorities (if any), approval of members of the company be and is hereby accorded to authorize the Board of Directors of the Company (hereinafter referred to as the "the Board" which term shall be deemed to include any Committee thereof, which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution and with the power to delegate such authority to any person or persons) to create mortgages/hypothecation and/or charge in addition to the existing mortgages/ hypothecations created/to be created by the Company in such form and manner and with such ranking and on such terms as the Board may determine on all or any of the movable and/or immovable properties, both present and future or substantially the whole of the undertaking(s) or the undertaking(s) of the Company for securing any loan/credit facility obtained or as may be obtained from any Bank or any Consortium of Banks or Financial Institutions or funds or any person or body(ies) from time to time together with interest, costs, charges, expenses and any other money payable by the Company or to create charge to secure any loan taken by other entities/bodies corporate, on such terms and conditions as the Board may deem fit in the interest of the Company provided that the total amount at any point of time shall not exceed the limit of Rs. 100 Crores (Rupees One Hundred Crores Only).

RESOLVED FURTHER THAT the Board be and is hereby authorized to do or cause to be done all such acts, matters, deeds and other things and to settle any queries, difficulties, doubts that may arise in respect to create charge and/ or mortgages on the assets of the Company and further to execute documents and writings, as may be necessary or desirable for giving effect to the aforesaid resolution."

Item No. 5: Approval of limits for the Loans, Guarantees and Investment by the Company as per Section 186 of the Companies Act, 2013

"RESOLVED THAT pursuant to the provisions of section 186 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the provisions of Articles of Association of the Company, consent of the members of the Company be and is hereby accorded to authorize the Board of Directors of the Company (hereinafter referred to as the "the Board" which term shall be deemed to include any Committee thereof, which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution and with the power to delegate such authority to any person or persons) to give loan to any person or other body corporate or to give guarantee or provide security in connection with a loan to any person or other body corporate; and to acquire by way of subscription, purchase or otherwise securities of any company/body corporate on such terms and conditions as the Board, may, in its absolute discretion deem fit, notwithstanding the fact that the aggregate of the investments, so far made, or securities so far provided, loan / guarantee so far given by the Company along with the proposed investments exceed 60% of the paid up capital and free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is higher, provided that the maximum amount of investment made or loan/guarantee given / security provided by the Company at any point of time shall not exceed Rs. 100 Crores (Rupees One Hundred Crores Only).

RESOLVED FURTHER THAT the Board is hereby authorized to decide, from time to time, the amounts to be invested, loans / guarantees to be given and securities to be provided to any person and / or bodies corporate within the above mentioned limits, finalize terms and conditions, execute necessary documents, delegate all or any of these powers to any committee of Directors and/ or Directors and/or officers of the Company, settle any question, difficulty or doubt that may arise in this regard and do all acts, deeds and things which it considers proper for giving effect to this resolution."

Date: July 04, 2018

Place: Alwar

**By Order of the Board of Directors
For Sarda Proteins Limited**

**Sd/-
Damodar Prasad Sarda
Whole-Time Director
DIN: 00763377**

NOTES:

1. A member entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and vote on poll in the meeting instead of himself/herself, and the proxy need not be a member of the company (a copy of the proxy form is attached). 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 paid up share capital of the Company carrying voting rights. A member holding more than ten percent of the total Paid up 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.

The instrument appointing a proxy in order to be effective should be duly stamped, filled, signed and must be deposited at the registered office of the company not later than 48 hours before the commencement of the AGM.

2. Members/Proxies and authorized representatives attending the meeting are requested to bring their copy of Annual Report and the attendance slip duly filled to attend the Meeting, as the copies of the report will not be circulated at the meeting. Members who hold shares in dematerialized form are requested to bring their Depository ID Number and Client ID Number for easier identification of attendance at the AGM.
3. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the business under Item No. 3 to 5 of the Notice, is annexed hereto.
4. Corporate members intending to send their authorized representatives to attend the AGM, pursuant to section 113 of the Act are requested to send a certified copy of the Board Resolution or Power of Attorney authorizing their representatives to attend and vote at the AGM on their behalf.
5. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of the names will be entitled to vote.
6. In terms of Articles of Association of the Company, read with Section 152 (6) of the Act, Mr. Siddharth Sarda (DIN: 00763412) Whole-Time-Director of the Company, retires by rotation at the ensuing AGM and being eligible, offers himself for re-appointment. The Nomination and Remuneration Committee and Board of Directors of the Company recommend his re-appointment.

The relevant details as required under Regulation 36(3) of Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India,

("Secretarial Standards") of the person seeking re-appointment as Director liable to retire by rotation under Item No. 2 of the Notice, is also annexed.

7. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, July 31, 2018 to Monday, August 06, 2018 (both days inclusive) for the purpose of AGM.
8. The annual report 2017-18 and the notice of AGM are available at the website of the Company at www.sardaproteins.com and also on the website of Link Intime India Pvt. Ltd i.e. <https://instavote.linkintime.co.in>
9. The physical copy of Notice of Annual General Meeting along with the Annual Report 2017-18 is being sent to the members by the permitted mode.
10. Members are requested to:
 - a) notify the change in address if any, with Pin code numbers immediately to the Company (in case of shares held in physical mode)
 - b) quote their Registered Folio Number/ DP and Client ID Nos. in all their correspondence with the Company or its RTA.
11. Members of the Company had approved the appointment of M/s. Khetawat Agarwal & Co., Chartered Accountants, Alwar (FRN: 003960C) as the Statutory Auditor at the Twenty Third AGM of the Company held on September 30, 2014 to hold office till the conclusion of Twenty Eighth AGM to be held in the calendar year 2019. In accordance with the Companies Amendment Act, 2017, enforced on 7th May, 2018 by Ministry of Corporate Affairs, now the appointment of Statutory Auditor is not required to be ratified at every AGM.
12. The Members who have not registered their email address so far, with the Company are requested to register their e-mail address with M/s Link Intime India Pvt. Ltd., the Registrars & Share Transfer Agents ("RTA") of the Company and Members holding shares in de-mat mode are requested to register their e-mail ID's with their respective Depository Participants (DPs) in case the same is still not registered, so as to enable the company to send the Annual Report and Accounts, Notices, Circular and other documents through permitted mode. Members of the Company who have registered their email address are also entitled to receive such communication in physical form, upon request.
13. The Register of Directors and Key Managerial Personnel (KMP) and their shareholding and Register of Contracts or arrangements in which the Directors are interested maintained under section 170 and 189 of the Act respectively will be available for inspection by the members at the AGM.
14. Relevant documents referred to in the Notice will be available for inspection by the members at the Registered Office of the Company on all working days (i.e. except Saturdays, Sundays and Public Holidays) during business hours up to the date of the AGM.
15. 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 the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/ Registrars and Transfer Agents.
16. Members who hold shares in the physical form in the multiple folios in identical names or joint holdings in the same order of names are requested to send the Share Certificate to RTA, for consolidation into single folio.

17. In compliance with Section 108 of the Companies Act, 2013 read with Rule 20 of The Companies (Management and Administration) Rules, 2014 (as amended) & Regulation 44 of Listing Regulations, the Company is offering remote e-voting facility to the members to enable them to cast their votes electronically from a place other than the venue of the AGM ('remote e-voting') provided by Link Intime India Private Limited (LIPL). Please note that remote e-voting is optional and not mandatory. The facility for voting through polling paper shall be made available at the AGM & members who have not already cast their vote by remote e-voting shall be able to exercise their right at the AGM.
18. A person who has acquired shares & become a member of the company after the dispatch of notice of AGM & holding shares as of cut-off date, may obtain the login ID & password by sending a request at insta.vote@linkintime.co.in. However, if the person is already registered with the LIPL for remote e-voting then the existing user ID & password can be used for casting vote.
19. The voting rights of shareholders shall be in proportion to their equity shares held by them in the paid up equity share capital of the Company as on Monday, July 30, 2018 (cut-off date).
20. CS Manoj Maheshwari, FCS 3355, Practising Company Secretary has been appointed as the Scrutinizer to scrutinize the remote e-voting and poll process to be carried out at the AGM in a fair and transparent manner.
21. Members are requested to address all their correspondence including demat/remat applications, request for share transfers, intimation of change of address and other correspondence to the Company's Registrar and Transfer Agent (RTA):-

Link Intime India Pvt. Ltd.,
(Registrars & Share Transfer Agents),
44 Community Center, 2nd Floor Naraina Industrial Area Phase 1, New Delhi-110028
E-mail: helpdesk@linkintime.co.in
22. Non-Resident Indian Members are requested to inform RTA of the Company any change in their residential status on return to India for permanent settlement, particulars of their bank account maintained in India with complete name, branch account type, account number and address of the bank with pin code number, if not furnished earlier.
23. Members desirous of getting any information about the accounts and/or operation of the Company are requested to write to the Company at least seven days before the date of meeting to enable us to keep the information ready at the meeting.
24. The final results including the poll and remote e-voting results of the AGM of the Company shall be declared on Wednesday, August 08, 2018. The final results along with the scrutinizer's report shall be placed on the Company's website www.sardaproteins.com immediately after the result is declared by the Chairman & also on the website of LIPL at <https://instavote.linkintime.co.in> and shall be communicated to the concerned stock exchange.
25. The route map showing the direction to reach the venue of AGM is attached at the end.

THE PROCEDURE AND INSTRUCTIONS FOR E-VOTING FOR THE 27th ANNUAL GENERAL MEETING ARE PRODUCED HERE UNDER FOR REFERENCE:

- (i) The voting period begins on Thursday, August 02, 2018 at 09:00 A.M. and ends on Sunday, August 05, 2018 at 05:00 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 of Monday, July 30, 2018 may cast their vote electronically. The e-voting module shall be disabled by LIPL 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 **remote** e-voting website <https://instavote.linkintime.co.in>.
- (iv) Click on "Login" tab, available under 'Shareholders' section.
- (v) Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on "SUBMIT".
- (vi) Your User ID details are given below:
 1. Shareholders holding shares in demat account with NSDL: Your User ID is 8 Character DP ID followed by 8 Digit Client ID
 2. Shareholders holding shares in demat account with CDSL: Your User ID is 16 Digit Beneficiary ID
 3. Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

- (vii) Your Password details are given below:

If you are using e-Voting system of LIPL: <https://instavote.linkintime.co.in> for the first time or if you are holding shares in physical form, you need to follow the steps given below:

Click on "Sign Up" tab available under 'Shareholders' section register your details and set the password of your choice and confirm (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter).

	For Shareholders holding shares in Demat Form or 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). <ul style="list-style-type: none"> Members who have not updated their PAN with depository Participant or in the company record are requested to use the sequence number which is printed on Ballot Form / Attendance Slip indicated in the PAN Field.
DOB/ DO	Enter the DOB (Date of Birth)/ DOI as recorded with depository participant or in the company record for the said demat account or folio number 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 number. <ul style="list-style-type: none"> Please enter the DOB/ DOI or Dividend Bank Details in order to register. If the above mentioned details are not recorded with the depository participants or company, please enter Folio number in the Dividend Bank Details field as mentioned in instruction (iv).

If you are holding shares in demat form and had registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier voting of any company then you can use your existing password to login.

If Shareholders holding shares in Demat Form or Physical Form have forgotten password:

Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

Incase shareholder is having valid email address, Password will be sent to the shareholders registered e-mail address. Else, shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/ DOI, Dividend Bank Details etc. and confirm. (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter)

NOTE: The password is to be used by demat shareholders for voting on the resolutions placed by the company in which they are a shareholder and eligible to vote, provided that the company opts for e-voting platform of LIPL.

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

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (viii) After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/ View "Event No" of the company, you choose to vote.
- (ix) On the voting page, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting. Cast your vote by selecting appropriate option i.e. Favour/Against as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'. You may also choose the option 'Abstain' and the shares held will not be counted under 'Favour/Against'.
- (x) If you wish to view the entire Resolution details, click on the 'View Resolutions' File Link.
- (xi) After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "YES", else to change your vote, click on "NO" and accordingly modify your vote.
- (xii) Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.
- (xiii) You can also take the printout of the votes cast by you by clicking on "Print" option on the Voting page.
- (xiv) General Guidelines for shareholders:
 - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting system of LIPL: <https://instavote.linkintime.co.in> and register themselves as 'Custodian / Mutual Fund / Corporate Body'
 - They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the 'Custodian / Mutual Fund / Corporate Body' login for the Scrutinizer to verify the same.
 - During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular "Event".
 - Shareholders holding multiple folios/demat account shall

choose the voting process separately for each of the folios/demat account.

- In case the shareholders have any queries or issues regarding e-voting, please [click here](#) or you may refer the Frequently Asked Questions ("FAQs") and Instavote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or write an email to insta.vote@linkintime.co.in or Call us :- Tel : 022 - 49186000.

- 26 Members who have received the Notice by email and who wish to receive the Notice in physical form are requested to submit the requests to the Company.

Date: July 04, 2018
Place: Alwar

By Order of the Board of Directors
For Sarda Proteins Limited

Sd/-
Damodar Prasad Sarda
Whole-Time Director
DIN: 00763377

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

The following statements sets out all the material facts relating to the Special Business mentioned in the accompanying Notice.

Item No. 3: To increase the borrowing limits of the Company under section 180(1)(c) of the Companies Act, 2013:

Pursuant to the provisions of section 180(1)(c) of the Companies Act, 2013 the Company requires consent of the Members to be obtained by passing special resolution to enable the Board of Directors of the Company to borrow moneys, apart from temporary loans obtained from the Company's Bankers in the ordinary course of business, in excess of the aggregate of the paid-up share capital, free reserves and securities premium of the Company.

Keeping in view the existing business operations and future growth plans of the Company, it is proposed to increase the borrowing limits of the Board of Directors of the Company to Rs. 100Crores (Rupees One Hundred Crore only).

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way concerned or interested, financially or otherwise, in the resolution set out at item number 3 of the Notice.

The Board recommends the Special Resolution set out at item number 3 of the Notice for approval by the Members.

Item No.4: To increase the limit for the mortgage / charge on the assets of the Company under section 180(1)(a) of the Companies Act, 2013

Pursuant to the provisions of section 180(1)(a) of the Companies Act, 2013 the Company requires consent of the Members to be obtained by passing special resolution for authorising the Board of Directors of the Company to create mortgage and/or charge on all or any of the movable and/or immovable properties and assets of the Company both present and future or substantially the whole of the undertaking(s) or the undertaking(s) of the company for securing any loan obtained or as may be obtained from any financial institution, banks or person or persons or entities or together with interests, costs, charges and any other money payable.

Accordingly, the approval of the members of the Company by way of Special Resolution is sought to authorise the Board of Directors to create mortgage/ hypothecation and/or charge (in addition to the

existing mortgages/ charges/ hypothecations created by the Company) on all or any of the movable and/or immovable properties, both present and future or substantially the whole of the undertaking(s) or the undertaking(s) of the Company as set out in Item No.4 of the Notice.

None of the Directors and Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 4.

The Board recommends the Resolution at Item No.4 of the accompanying Notice for approval by the Members of the Company as a Special Resolution.

Item No.5: Approval of limits for the Loans, Guarantees and Investment by the Company as per Section 186 of the Companies Act, 2013

Pursuant to the provisions of section 186 of the Companies Act, 2013, the Board of Directors shall not except with the approval of the Members in general meeting directly or indirectly:

- give any loan to any person or other body corporate;

- give any guarantee or provide security in connection with a loan to any other body corporate or person; and
- acquire by way of subscription, purchase or otherwise, the securities of any other body corporate,

exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is more.

By this proposal, it is proposed to pass enabling resolution authorizing board of directors or any of its committee of the company to make investment or give loan, guarantee or provide security upto Rs. 100 Crores (Rupees One Hundred Crore only) at any point of time.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way concerned or interested, financially or otherwise, in the resolution set out at item number 5 of the Notice.

The Board recommends the Special Resolution set out at item number 5 of the Notice for approval by the Members.

INFORMATION/PROFILE OF THE DIRECTOR SEEKING REAPPOINTMENT AT THE 27th AGM AS PER REGULATION 36(3) OF THE LISTING REGULATIONS:

PARTICULARS	DETAILS
Name of Director	Mr. Siddharth Sarda
DIN	00763412
Date of Birth	13.04.1986
Age	32
Date of Appointment	28.08.2006
Qualification(s)	Bachelor of Engineering
Relationship between the Directors inter-se Sarda and Mrs. Krishna Devi Sarda	Mr. Siddharth Sarda is son of Mr. Damodar Prasad
Nature of expertise in specific functional areas related products	10 years of experience in marketing of edible oil and
Name of companies in which directorship held as on 31.03.2018	Sarda Agro Products Private Limited
Member of the Committee of Board of other Companies	NIL
Remuneration	45,000 per month
Terms and Condition	Pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Siddharth Sarda is liable to retire by rotation and being eligible, seeks re-appointment.
No. of shares held in the company	61000
No. of Board Meetings attended during the year	4

Date: July 04, 2018
Place: Alwar

By Order of the Board of Directors
For Sarda Proteins Limited

Sd/-
Damodar Prasad Sarda
Whole-Time Director
DIN: 00763377

To
The Members,

BOARD'S REPORT

Your directors are pleased to present the 27th Annual Report together with the audited annual financial statements along with Auditor's Report thereon for the financial year ended March 31, 2018.

1. FINANCIAL HIGHLIGHTS

The Company's Financial Highlights for the Financial Year ended on March 31, 2018 is summarized below:

Amount in Rs.lakhs

Particulars	F.Y. 2017-18	F.Y. 2016-17
SALES	563.19	610.61
Other Income	2.03	7.42
Expenses	600.92	635.71
Profit/(Loss) before Depreciation and Extra Ordinary Income	(35.74)	(17.68)
Depreciation	1.11	1.45
Extra Ordinary Income	-	-
Profit/(Loss) before Taxes	(36.81)	(19.14)
Provision for Taxes	(3.73)	(5.93)
Net Profit/(Loss)	(33.08)	(13.21)

2. FINANCIAL PERFORMANCE

The Company is engaged in distribution of edible oils. The net receipts from operations during the year under review were Rs. 563.19 Lakhs as against Rs. 610.61 Lakhs in the previous year, and expenditure incurred is Rs. 600.92 Lakhs as against Rs. 635.71 Lakhs in the previous year. The Loss after tax is Rs. 33.08 Lakhs as against loss of Rs. 13.21 Lakhs in the previous year. Due to adverse market scenario the company could not achieve the expected results, however your directors expects that the company will achieve new heights in the ensuing year.

3. DIVIDEND

Considering the losses incurred by the Company, your Directors regret their inability to recommend any dividend for the financial year 2017-18.

4. CAPITAL STRUCTURE

During the Financial Year 2017-18, there was no change in capital structure of the Company and paid up Share capital of the Company stands at Rs. 1,72,59,000/- (Rupees One Crore Seventy Two Lakhs Fifty Nine Thousand) and a balance of Rs.77,86,000.00 in Share Forfeiture Account on account of forfeiture of 15,57,200 Equity Shares in earlier years.

5. TRANSFER TO RESERVES

No amount is proposed to be transferred to the reserves of the Company for financial year 2017-18.

6. LOANS, GUARANTEES AND INVESTMENTS IN SECURITIES BY THE COMPANY

Particulars of Loans given and investment made by the company during the year are provided in Notes to the Financial Statements under note no. 9 and 10.

Further, the company has not given guarantee to any company, body corporate and person(s) during the year under review.

7. RELATED PARTY TRANSACTIONS

As per the requirement under Section 188 of the Companies Act, 2013 and Regulation 23(8) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, there were no materially significant related party transactions made by the Company.

Accordingly, the disclosure of Related Party Transactions as required under Section 134(3) (h) of the Companies Act, 2013, in Form AOC-2 is not applicable.

8. FIXED DEPOSITS

During the year under review, the Company has neither invited, nor accepted or renewed any fixed deposit within the meaning of Section 73 and 76 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014.

9. DETAILS OF SUBSIDIARY/ JOINT VENTURES/ ASSOCIATE COMPANIES AND THEIR PERFORMANCE

Your company has no Subsidiary/Joint Ventures/ Associate Companies.

10. LISTING OF SECURITIES

At present the Equity shares of the company are listed and traded with Scrip Code: 519242 at BSE Limited and the listing fee for the year 2018-19 has been duly paid. The company had applied for delisting to Calcutta Stock Exchange Association Limited on 02.09.2003 and has not paid any listing fees since then and neither received any communication from the said exchange in this matter.

11. NUMBER OF MEETINGS OF BOARD OF DIRECTORS

During the year under review, 4 (Four) Board Meetings were held on 27.05.2017, 10.08.2017, 11.11.2017 and 05.02.2018.

The frequency of board meetings and quorum at such meetings were in accordance with the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and compliances of Secretarial Standards-1 on Meeting of the Board of Directors issued by ICSI. The intervening gap between any two meetings was within the period prescribed by the Companies Act, 2013 and the Listing Regulations.

12. DECLARATION OF INDEPENDENCE BY DIRECTORS

The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of Independence as prescribed under section 149(7) of the Companies Act, 2013 in respect of their position as an "Independent Director" of the Company.

13. DIRECTORS AND KEYMANAGERIAL PERSONNEL

(A) DIRECTORS

♦ Re-Appointment of Whole-Time Director Mr. Damodar Prasad Sarda

During the year under review, Mr. Damodar Prasad Sarda (DIN: 00763377), was re-appointed as Whole-Time-Director by the Board of Directors in their meeting held on 28th January, 2017 for a period of three (3) years w.e.f. 01st February, 2017 to 31st January, 2020, and subsequently his reappointment was approved by the shareholders in 26th AGM of the Company held on 16.09.2017.

♦ Retirement of Director by rotation.

Pursuant to the provisions of Section 152 of the Companies Act, 2013, Mrs. Krishna Devi Sarda (DIN:07100074), Non-executive Director of the Company, who was retired and being eligible, was re-appointed with the approval of members at the Annual General Meeting held on 16.09.2017.

Further, in accordance with the provisions of the Companies Act, 2013 and the Articles of Association of the Company, Mr. Siddharth Sarda (DIN:07100074), Whole-Time-Director of the Company shall retire by rotation at the ensuing Annual General Meeting of the Company and being eligible, has offered himself for re-appointment.

(B) KEY MANAGERIAL PERSONNEL:

During the year under review, there was no change in the KMP. However, Mrs. Priya Gupta, Company Secretary cum Compliance Officer of the company has ceased to be associated with the company w.e.f. 30.06.2018.

Further, Mr. Varun Motwani was appointed as the Company Secretary cum Compliance Officer of the company w.e.f. 04.07.2018 fulfilling the requirements of Section 203 of the Companies Act, 2013 and rules made there under and Regulation 6 of Listing Regulations.

14. AUDITORS AND AUDITOR'S REPORT

➤ Statutory Auditors

M/s. Khetawat Agarwal & Co., Chartered Accountants (Firm

Registration No. 003960C), Alwar were appointed as Statutory Auditors of the Company, for a term of five years from the conclusion of the 23rd AGM held on 30.09.2014 till the conclusion of 28th AGM to be held in the year 2019, subject to a yearly ratification of such appointment by shareholders at every AGM

In accordance with the Companies Amendment Act, 2017, enforced on 7th May, 2018 by the Ministry of Corporate Affairs, the appointment of Statutory Auditors is not required to be ratified at every Annual General Meeting.

The Report given by the Auditors on the financial statement of the Company is part of this Report. There has been no qualification, reservation, adverse remark or disclaimer given by the Auditors in their Report.

➤ **Secretarial Auditor**

Pursuant to the provisions of section 204 of Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (as amended), every Listed Company is required to appoint Secretarial Auditor to carry out Secretarial Audit of the Company.

In consonance with the requirements of Section 204 of the Companies Act, 2013 and rules made there under, the Board of Directors had appointed M/s V. M. & Associates, Company Secretaries (FRN: P1984RJ039200) to conduct the secretarial audit of the Company for the financial year 2017-18.

A Secretarial Audit Report in Form MR-3 issued by M/s V. M. & Associates, Company Secretaries in Practice, in respect of the secretarial audit of the Company for the financial year ended March 31, 2018 is given in Annexure "I" to this Report and it carries the following qualifications:

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. except non fulfillment of certain listing compliances as per the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Management Response:

Non-Compliance observed occurred inadvertently and will be taken due care in future and information referred in Auditor's Report are self-explanatory and do not call for any further comments.

On the recommendation of the Audit Committee, The Board has re-appointed M/s V. M. & Associates, Company Secretaries as Secretarial Auditor of the Company to carry out secretarial audit for the financial year 2018-19.

➤ **Internal Auditor**

Pursuant to the provision of Section 138 of Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, every Listed Company is required to appoint an Internal Auditor or a firm of Internal Auditors to carry out internal audit of the Company.

In consonance with the aforementioned, M/s Amit M Agarwal & Co., Chartered Accountants, Alwar (FRN:019025C) was appointed to conduct the Internal Audit of the Company for the financial year 2017-18.

The Board has re-appointed M/s Amit M Agarwal & Co., Chartered Accountants, Alwar as the Internal Auditor of the Company for the financial year 2018-19.

15. **CODE OF CONDUCT**

The Board has laid down a Code of Conduct for all Board members and senior management personnel of the Company, which is available on the website of the company i.e. <http://www.sardaproteins.com/contact>. All the Board members and the senior management personnel have affirmed compliance with the Code of Conduct during the year ended on March 31, 2018.

RISK MANAGEMENT

The Company has developed and implemented a risk management policy which encompasses practices relating to identification, assessment monitoring and mitigation of various risks to key business objectives. The Risk management framework of the Company seeks to minimize adverse impact of risks on our key business objectives and enables the Company to leverage market opportunities effectively.

The Company has executed various contracts of materials/stock which are hedged at NCDEX. Your directors keep continuous watch on movements of the market as it involves risk of value of materials/stock.

16. **VIGIL MECHANISM**

The Board adopted and implemented the vigil mechanism/whistle-blower policy that adopts global best practices. We have established a vigil mechanism for Directors and employees to report concerns and unethical behavior, actual or suspected fraud or violation of our code of conduct and ethics. It also provides for adequate safeguards against the victimization of persons who use such mechanism and make provision for direct access to the chairperson of the Audit Committee in exceptional cases.

The functioning of the vigil mechanism is reviewed by the Audit Committee from time to time. Further no personnel have been denied access to the audit committee as per the Listing Regulations.

The vigil mechanism policy has been uploaded on the website of the Company i.e. http://www.sardaproteins.com/files/documents/VIGIL-MECHANISM_Sarda.pdf. and also confirm that no whistle blower event was reported during the year and mechanism is functioning well.

17. **AUDIT COMMITTEE**

The committee comprises of 2 (two) Non-executive & Independent Directors and 1 (one) Whole Time Director as on March 31, 2018 and the details of the Committee members are set out below in the following table:

Name Of Member	Category	Capacity
Mr. Kailash Kumar Dhoot; DIN: 00168546	Non-Executive & Independent Director	Chairman & Member
Mr. Sanwar Mal Pareek; DIN: 07434553	Non-Executive & Independent Director	Member
Mr. Damodar Prasad Sarda; DIN: 00763377	Whole Time Director	Member

TERMS OF REFERENCE OF AUDIT COMMITTEE:

The terms of reference of the Audit Committee inter alia include the following:

- ♦ the recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
- ♦ review and monitor the auditor's independence and performance, and effectiveness of audit process;
- ♦ examination of the financial statement and the auditor's report
- ♦ approval or any subsequent modification of transactions of the Company with related parties;
- ♦ scrutiny of inter-corporate loans and investments;
- ♦ valuation of undertakings or assets of the Company, wherever it is necessary;
- ♦ evaluation of internal financial controls and risk management systems;
- ♦ monitoring the end use of funds raised through public offers and related matters.

18. **NOMINATION AND REMUNERATION POLICY**

This Nomination and Remuneration Policy (the "Policy") applies to the Board of Directors (the "Board"), Key Managerial Personnel (the "KMP") and the Senior Management Personnel of Sarda Proteins Limited (the "Company").

This Policy is in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and applicable Listing Regulations and includes formal evaluation framework of the Board. The company's Nomination & Remuneration policy which includes director's appointment and remuneration & criteria for determining qualifications, positive attributes, independence of Director is also available on the website of Company at http://www.sardaproteins.com/files/documents/NOMINATION-AND-REMUNERATION-POLICY_Sarda.pdf.

19. FORMAL ANNUAL EVALUATION OF BOARD/ COMMITTEES/ KMP/INDIVIDUAL DIRECTORS

The evaluation / assessment of the Board and its Committee and KMPs of the Company are to be conducted on an annual basis to satisfy the requirements of the Companies Act, 2013 and Listing Regulations.

The evaluation/assessment was led by the Chairman of company and nomination and remuneration committee with specific focus on the performance and effective functioning of the Board. The Board evaluation framework has been designed in compliance with the requirements under the Companies Act, 2013 and the Listing Regulations, and in consonance with Guidance Note on Board Evaluation issued by SEBI recently.

Evaluation of the Board was based on criteria such as composition and role of the Board, Board communication and relationships, functioning of Board Committees, review of performance and compensation to Executive Directors, succession planning, strategic planning, etc. Evaluation of Directors was based on criteria such as participation and contribution in Board and Committee meetings, representations of shareholders interest and enhancing shareholders value, experience and expertise to provide feedback and guidance to top management on business strategy, governance and risk, understanding of the organization's strategy, risk and environment, etc.

The outcomes of the Board evaluation for financial year 2017-18 was discussed by the Board governance, Nomination and Remuneration committee and the board in their meeting. The Board has received consistent rating on its overall effectiveness and has been rated comparatively higher this year for composition of Directors and their skills, attributes and experience. The Board has also noted areas requiring more focus in the future.

20. INTERNAL FINANCIAL CONTROL SYSTEMS

The Company has put in place an adequate system of internal control commensurate with its size and nature of business. These systems provide a reasonable assurance in respect of providing financial and operational information, complying with applicable statutes, safeguarding of assets of the Company and ensuring compliance with corporate policies. The Audit Committee reviews adherence to internal control systems and internal audit reports.

21. CORPORATE GOVERNANCE REPORT

As per Regulation 15(2) of the Listing Regulation, the compliance with the Corporate Governance provisions shall not apply in respect of the following class of companies:

- Listed Entity having paid up equity share capital not exceeding Rs.10 crore and Net Worth not exceeding Rs.25 crore, as on the last day of the previous financial year;
- Listed Entity which has listed its specified securities on the SME Exchange.

Since, our Company falls in the ambit of aforesaid exemption (a); hence compliance with the provisions of Corporate Governance shall not apply to the Company and it also does not form part of the Annual Report. However, the Company has due corporate governance norms for the financial year 2017-18.

22. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

Your Company has always believed in providing a safe and harassment free workplace for every women working in its premises through various interventions and practices. The Company always endeavours to create and provide an environment that is free from discrimination and harassment including sexual harassment.

The Company has in place an Anti-Sexual Harassment Policy in line with the requirements of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. All employees (permanent, contractual, temporary, trainees) are covered under this policy.

The following is a summary of sexual harassment complaints received and disposed off during the year 2017-18:-

- Number of complaints received: NIL

- Number of complaints disposed off: NIL

23. MANAGEMENT DISCUSSION & ANALYSIS REPORT

Management's Discussion and Analysis Report for the year under review, as stipulated under Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, forms part of the Annual Report for the Financial Year 2017-18, which is presented as under:

a) INDUSTRY STRUCTURE AND DEVELOPMENTS

The Indian economy is striving on a relatively strong path. However, there was a strong competition in edible oil market due to imports and lower taxation to new MSME units. The market was hit due to demonetization, which affected the sales for around two months.

Your Company's vision and business strategy remain strongly in sync with the proposed growth areas.

b) OUTLOOK ON OPPORTUNITIES

The company is mainly dealing in Edible oils and other Agro products viz. oil seed, cereals etc. The current year after initial good going, took a steep fall which is very rarely seen in the first quarter due to fall in sales for no body stocking the goods due to imposition of GST. Earlier performance of the company was also affected due to benefit of taxation to MSME But with the advent of Goods and Services Tax from 1st July 2017, there is going to be level playing field for all the players in the industry from the taxation point of view. The management now hopes this will help your company to regain market share in the edible oil market.

The Board of Directors is hopeful to deliver better results in the current financial year after the advent of Goods and Services Tax.

c) OUTLOOK ON THREATS, RISKS AND CONCERNS

Government policies, political situation and global speculative trends in the commodities company is dealing pose some risk to the operations of the Company.

Risk management techniques have been deployed at every level to ensure the competitiveness of the company without making itself vulnerable to the macro as well as micro risks. All the risks are dealt in the best possible manner safeguarding an efficient working environment throughout the organization culture. In event of unforeseen risks the company would rely on the experience and dedication of its board to tackle any issue that may affect its performance.

d) PRODUCT-WISE PERFORMANCE

The edible oil business continues to account substantial part of company's turnover. Your company mainly deals in mustard oil, refined oil and other edible products backed up with strong distribution network. The Market environment continues to be very competitive and the Company faces intense competition with regional players in edible oil segment.

Amount in Rs.lakhs

Revenue from product	2017-18	2016-17
Mustard Oil	4,44,30,968	1,94,75,785
Refined Oil	1,11,40,963	2,88,20,906
Husk	Nil	10,68,582
Barley Cut and Thin	Nil	5,26,092
Mustard Seed	Nil	15,17,410
Wheat	5,63,775	50,62,700
Seasame Seed	Nil	44,47,241

The overall revenue from its products has declined as compared to previous years however the Company is hopeful that there would be healthy market growth in the forthcoming years.

e) INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

The Company has established its internal control system commensurate with the requirement of its size. In the company is well staffed with experienced and qualified personnel who will play an important role in implementing and monitoring the internal control environment and compliance with statutory requirements.