

23RD ANNUAL REPORT

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CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Girdhar Gopal Saboo
Director (Executive)

Mr. Atul Kharbanda
Director (Non-Executive)

Mr. Vijay Kumar
Director (Non-Executive)

Mr. Sanjay Sarna
Director (Non-Executive)

Mr. Navrsingh Parmar
Director (Non-Executive)

Mr. Kailash Sharma
Chief Financial Officer

Mr. V.P Gagrani
Compliance Officer

Statutory Auditor

N. Kataria & Associates
Chartered Accountants
710, Paris Point
Collectorate Circle,
Bani Park, Jaipur-302017

Corporate Advisors

Naredi Vinod & Associates
Company Secretaries,
Plot No. 56, Rameshwar Dham,
Near Kedia Place, Murlipura,
Jaipur- 302013 Rajasthan

Registered Office

L-5, B-II, Krishna Marg,
C-Scheme, Jaipur-302001
(Rajasthan)

Bankers

State Bank of India
HDFC Bank Limited

Registrar & Share Transfer Agent

Beetal Financial & Computer Services Pvt. Ltd.
Beetal House, 3rd Floor, 99, Madangir,
Behind Local Shopping Centre
Near Dada Harsukhdas Mandir, New Delhi-62
Tel: 011 2996 1281/82
Fax: 011 2996 1284

Important Communication to members

The ministry of Corporate Affairs has taken a "Green initiative in the Corporate Governance" by allowing paperless compliances by the Companies and has issued circulars stating that service of notice/documents including Annual Report can be sent by e-mail to its members. To support this Green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants, Members who hold shares in Physical form are requested to register their e-mail addresses with the Company.

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NOTICE OF 23RD ANNUAL GENERAL MEETING

Notice is hereby given that 23rd Annual General Meeting of the members of Spectrum Foods Limited, will be held on Thursday, 28th September, 2017 at 3:00 P.M. at L-5, B - II, Krishna Marg, C-Scheme, Jaipur-302001, Rajasthan, to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company as on 31st March, 2017 including any explanatory note annexed to, or forming part of the aforementioned documents, together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint M/s Choudhary Gupta & Co., Chartered Accountants, in place of M/s N. Kataria & Associates, Chartered Accountants, the retiring Auditors of the Company, and to fix their remuneration and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution is an ordinary resolution:

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as may be applicable and pursuant to the recommendations of the Audit Committee, M/s Choudhary Gupta & Co., Chartered Accountants (Firm Registration No. 003165C), be appointed as statutory auditors of the Company, in place of retiring auditors M/s N. Kataria & Associates (ICAI Firm Registration Number: 014941C), Chartered Accountants, to hold office from the conclusion of this 23rd Annual General Meeting for term of consecutive five years till the conclusion of the 28th Annual General Meeting (subject to ratification of the appointment by the members at every Annual General Meeting held after this Annual General Meeting) and that the Board be and is hereby authorised to fix such remuneration as may be determined by the Audit Committee in consultation with the Auditors, in addition to reimbursement of all out of pocket expenses as may be incurred in connection with the audit of the accounts of the Company.”

SPECIAL BUSINESS

3. To increase the remuneration of Mr. Girdhar Gopal Saboo [DIN:00364750], Managing Director:

To consider and if thought fit, to pass with or without modification(s) the following resolutions as Special Resolutions:

“RESOLVED THAT Pursuant to the provisions of Section 197 read with Part I and Section I of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof), applicable clauses of the Articles of Association of the Company and recommendation of Nomination and Remuneration Committee and Audit Committee, approval of the Company be and is hereby accorded for revision in the remuneration of Mr. Girdhar Gopal Saboo [DIN:00364750], Managing Director of the Company, on the terms and conditions including remuneration as mentioned below:

Sr. no.	Particulars
1.	Basic Salary Rs. 1,50,000/- per month w.e.f. October 01, 2017.
2.	Reimbursement of medical expenses incurred in India or abroad including hospitalisation, nursing home and surgical charges for himself and family subject to ceiling of one month salary in a year.

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3.	Reimbursements of actual travelling expenses for proceeding on leave with family to anywhere in India or abroad as per rules of the Company.
4.	Reimbursement of membership fees for a maximum of two clubs.
5.	Personal accidents and Mediclaim Insurance Policy, premium not to exceed Rs. 1,00,000/- per annum.
6.	Car, Telephone, Cell Phone, PC shall be provided and their maintenance and running expenses shall be met by the Company. The use of above at residence for official purpose shall not be treated as perquisites.
7.	Other benefits like Gratuity, Provident Fund, Leave etc. as applicable to the employees of the Company.

“RESOLVED FURTHER THAT Board of Directors be and are hereby authorized to increase the remuneration of Mr. Girdhar Gopal Saboo, Managing Director of the company from time to time subject to the limit Rs. 84 Lakhs p.a. (Rupees Eighty Four Lakhs per annum) as per Part I and Section I of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof), applicable clauses of the Articles of Association of the Company and recommendation of Nomination and Remuneration Committee and Audit Committee.”

BY ORDER OF THE BOARD

Sd/-
(Sanjay Sarna)
Director

Date: 25.08.2017
Place: Jaipur

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NOTES:

A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY AND VOTE ON POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

1. The register of Members and Share Transfer Books of the Company will remain closed from 22nd September, 2017 to 28th September, 2017 (both days inclusive).
2. Non-Resident Indian Shareholders are requested to inform M/s Beetal Financial & Computer Services (P) Ltd., the Registrar and Share Transfer Agent of the Company immediately about:
 - (a) The change in the Residential status on return to India for permanent settlement.
 - (b) The particulars of the Bank Account maintained in India with complete name, branch, account type, account number and address of the Bank, if not furnished earlier.
3. Members requiring information on the accounts are requested to write to the Company at least 7 (Seven) days before the date of the meeting to enable the Company to furnish the information.
4. Members are requested to:
 - I) Intimate change in their Registered Addresses, if any, in respect of Equity Shares held in electronic form (Dematerialized form) to their Depository Participant(s).
 - II) Intimate the Registrar & Share Transfer Agent about any change in their Registered Addresses in respect of equity shares held in physical form.
 - III) Quote the registered folio number / DP-ID and CL-ID in all future correspondence.
 - IV) To address their grievances to the Company Secretary if any, at the Registered Office of the Company.
5. Members are requested to please bring their copies of Annual Report at the meeting.
6. Members and Proxies attending the meeting should bring the attendance slip duly filled in for attending the meeting.
7. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of the Special Business mentioned in the Notice is annexed hereto.
8. Members are informed that in case of Joint holders attending the meeting, only the joint holder higher in the order of the names will be entitled to vote.
9. Corporate members are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting.
10. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 23rd Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL):
- 11. The instructions for members for voting electronically are as under:-**
 - A. The voting period begins on 25th Sept., 2017 at 10:00 A.M and ends on 27th Sept., 2017 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 (record date) of 21st Sept., 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - B. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
 - C. The shareholders should Log on to the e-voting website www.evotingindia.com
 - D. Click on "Shareholders" tab.
 - E. Now, select the "Spectrum Foods Limited" from the drop down menu and click on "SUBMIT"
 - F. Now Enter your User ID
 - G. For CDSL: 16 digits beneficiary ID,
 - H. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - I. Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - J. Next enter the Image Verification as displayed and click on Login.
 - K. 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.
 - L. If you are a first time user follow the steps given below:

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PAN*	For Members holding shares in Demat Form and Physical Form 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 the Company/Depository Participant are requested to use the first two letters of their name in Capital Letter followed by 8 digits sequence no 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)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mention in instruction (vi).

- After entering these details appropriately, click on "SUBMIT" tab.
 - Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
 - Click on the EVSN (Electronic Voting Sequence Number) of "Spectrum Foods Limited" to vote.
 - On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
 - Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolutions.
 - 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.
 - Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
 - You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
 - If Demat account holder has forgotten the changed password then Enter the User ID and Captcha Code (Image Verification Code) and click on Forgot Password & enter the details as prompted by the system.
- (k) Note for Non-Individual Shareholders & 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.
 - They should submit 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 & on approval of the accounts they would be able to cast their vote
 - They should upload 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.

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- (l) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
12. The voting period begins on September 25, 2017 at 10.00 A: M. and ends on September 27, 2017 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 (record date) of September 11, 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
13. The e-voting period ends on September 27, 2017 at 5:00 P.M. In case you have any queries or issues regarding e-voting, please contact helpdesk.evoting@cdslindia.com.
14. The Company has appointed Mr. Vinod Naredi, Company Secretary in whole time practice as Scrutinizer, for conducting the process in a fair and transparent manner.
15. Voting rights will be reckoned on the paid-up value of the shares registered in the name(s) of the public shareholder(s) on the cut-off date i.e. September 21, 2017.
16. 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.
17. The Scrutinizer will submit his report addressed to the Board of Directors of the Company, Mr. Sanjay Sarna, the Chairman appointed by the Company in this regard or to any other person duly authorized in this behalf by the Chairman, after completion of scrutiny of including e-voting in a fair and transparent manner. The results of the will be announced by the Chairman appointed by the Company in this regard or by the Person authorized in this behalf by the Chairman on the date of AGM September 28, 2017 at 3:00 P.M. at the Registered Office of the Company and communicated to the Stock Exchanges where the Company's shares are listed.
18. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (10.00 am to 5.00 pm) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.
19. As per the provision of Listing Regulations, particulars of Directors to be appointed / re- appointed at the 23rd Annual General Meeting are given separately in the notice.
20. Notice of Annual General Meeting will be sent to those shareholders /beneficial owners, whose name will appear in the register of members/list of beneficiaries received from the depositories as on 25th day of August, 2017.
21. The investors may contact the Company Secretary for redressed of their grievances/queries. For this purpose, they may either write to him at the Registered office address or e-mail their grievances/queries to the Company Secretary at the following e-mail address: account@suryasalt.com
22. Queries on account and operations may please be sent to the Company, 7 days in advance of the Annual General Meeting so that the answers may be made available at the meeting.

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF COMPANIES ACT, 2013:

Item no. 2:

The Statutory Auditors, M/s N. Kataria & Associates (ICAI Firm Registration Number: 014941C) , Chartered Accountants, who have completed two consecutive terms of five years ad transitional period of 3 years provided in the second proviso of section 139 (2) of the Companies Act, 2013 and are due to retire at the forthcoming Annual General Meeting and are not eligible for re-appointment as per provisions of the section 139 (2) of the Companies Act, 2013, hence the Board of Directors and audit committee of the company, considered the matter and has recommended appointment of M/s Choudhary Gupta & Co., Chartered Accountants (ICAI Firm Registration Number: 003165C), as the Statutory Auditors in place of the retiring Auditors, M/s N. Kataria & Associates.

The Audit Committee has recommended to the Board of Directors, the appointment of M/s Choudhary Gupta & Co., Chartered Accountants as the Statutory Auditors as their qualifications and experience have been found to be commensurate with the size and requirements of the Company. Written consent of the proposed auditors together with a certificate that the appointment, if made, shall be in accordance with the conditions specified in Rule 4 of the Companies (Audit and Auditors) Rules, 2014 has been received

The Directors recommend the Resolution for the approval of the Members. None of the Directors, Key Managerial Personnel of the Company and their relatives, is in any way concerned or interested in this Resolution.

Your Directors recommend the proposed resolution for your approval.

Item no. 3:

According to the new Act, director's responsibilities have increased. Keeping in view the enhanced role, responsibilities and duties of directors, it is considered appropriate that the remuneration payable to the Directors by the Company should be commensurate with their increased role, responsibilities and duties. In order to fulfil the same the company is adopting Schedule V of the Act which provides for payment of remuneration to the directors in case of inadequacy of profits.

Mr. Girdhar Gopal Saboo is a promoter and Managing Director of the company and experienced in the field of manufacturing products. He holds a degree in Chemical Engineering from Mayo College, Ajmer (Rajasthan). He has a excellent grasp and thorough knowledge and experience of not only engineering and technology but also of General management. His knowledge of various aspects relating to the company's affairs and long business experience, the Board of Directors is of the considered opinion that the remuneration of Mr. Girdhar Gopal Saboo be increased from Rs. 12 Lakhs to Rs. 18 Lakhs.

In the terms of provisions of the Companies Act, 2013 and the Articles of Association of the company, the Nomination and Remuneration Committee and Audit Committee of the company and Board of the Directors have at their meeting held on 11th August, 2017, recommended to revise the remuneration of Mr. Girdhar Gopal Saboo as Rs. 18 Lakhs p.a. (Rupees Eighteen Lakhs per annum) w.e.f 01st October, 2017 in accordance with the provisions of Section 197 read with Schedule V of the Act.

Sr. no.	Particulars
1.	Basic Salary: Rs. 1,50,000 /- per month w.e.f. October 01, 2017
2.	Reimbursement of medical expenses incurred in India or abroad including hospitalization, nursing home and surgical charges for himself and family subject to ceiling of one month salary in a year.
3.	Reimbursements of actual travelling expenses for proceeding on leave with family to anywhere in India or abroad as per rules of the Company.
4.	Reimbursement of membership fees for a maximum of two clubs.
5.	Personal accidents and Mediclaim Insurance Policy, premium not to exceed Rs. 1,00,000/- per annum.

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6.	Car, Telephone, Cell Phone, PC shall be provided and their maintenance and running expenses shall be met by the Company. The use of above at residence for official purpose shall not be treated as perquisites.
7.	Other benefits like Gratuity, Provident Fund, Leave etc. as applicable to the employees of the Company.

The Nomination and Remuneration Committee, Audit Committee of the company and Board of the Directors have at their meeting held on 11th August, 2017, also recommended to revise the remuneration of Mr. Girdhar Gopal Saboo from time to time the Nomination and Remuneration Committee and Audit Committee of the company and Board of the Directors have at their meeting held on 11th August, 2017, recommended to revise the remuneration of Mr. Girdhar Gopal Saboo as per Part I and Section I of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof), applicable clauses of the Articles of Association of the Company.

Your Directors recommend the proposed resolution for your approval.

Except Mr. Girdhar Gopal Saboo, none of the Directors and Key Managerial Personnel of the company and their relatives is concerned or interested in the resolution set out in the item no. 03.

INFORMATION ABOUT THE APPOINTEE:

Background Details	Mr. Girdhar Gopal Saboo is a Graduate in Chemical Engineering, who is a dynamic, ambitious and very aggressive young entrepreneur, is at the helm of affairs of SSCL as its Managing Director, In fact, the Company is his own brain wave.
Past Remuneration.	Rs. 1,00,000/- Per Month
Recognition of Awards	N.A.
Job Profile and his suitability	Mr. Girdhar Gopal Saboo ex-alumni of Mayo College, Ajmer and Chemical Engineering Graduate is a dynamic, ambitious and very aggressive young entrepreneur is at the helm of affairs of SSCL as its CMD.
Pecuniary Relationship Directly/ Indirectly with the Company	N.A.

GENERAL INFORMATION OF THE COMPANY:

Nature of Industry	Salt and Spices Manufacturing Industry FMCG
Year of Commencement of Commercial Production	1994
Financial Performance	Rs. 8,62,59,406
Export Performance	Nil
Foreign Investment	Nil

OTHER INFORMATION:

1) Reasons for Losses:

The sale of Company's Food grade salt has declined during the year under purview hence company has incurred losses.

2) Steps taken or proposed to be taken for improvement:

The company has undertaken stringent cost actions. The management continuous to explore new avenues to increase revenue of the company through judicious investments in capabilities. Your company is planning to add more FMCG products so that it can increase its productivity and profit too.

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3) Expected increase in productivity and profits:

The company is committed to build the business operations within budget and considering that the business operates on a going concern basis, it is believed that the financial position of the company will improve further in near future.

ANNEXURE TO THE NOTICE OF 23rd AGM

Details of Directors seeking appointment/re-appointment in the Annual General Meeting to be held on 28th September, 2017, pursuant to the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India and approved by the Central Government are provided herein below::

Name of Director	Mr. Girdhar Gopal Saboo
Date of Birth	09/12/1967
Date of Appointment	30/09/2016
Designation	Managing Director
Qualifications	Chemical Engineer
Directorship held in other Public Limited Companies	Saboo Sodium Chloro Ltd.
Members/Chairmanship of Committees of other public Companies	Saboo Sodium Chloro Ltd.

BY ORDER OF THE BOARD
Sd/-
(Sanjay Sarna)
Director

Date: 25.08.2017
Place: Jaipur