

27<sup>TH</sup>  
ANNUAL  
REPORT | 2018-19



**Vimal Oil & Foods Ltd.**  
ISO 22000:2005, Agmark Certified Co.



## 27<sup>th</sup> Annual Report 2018-19

<b>Board of Directors*</b>	: Shri Jayesh C. Patel Shri Mukesh N. Patel Shri Ditin N. Patel Smt. Mona J. Acharya	Chairman & Managing Director Independent Director Independent Director Woman Director
<b>Key Managerial Personnel</b>	: Shri Jitendra M. Patel Shri Ashish G. Patel	Chief Financial Officer Company Secretary
<b>Audit Committee</b>	: Shri Mukesh N. Patel Shri Ditin N. Patel Shri Jayesh C. Patel	Chairman
<b>Stakeholders Relationship Committee</b>	: Shri Mukesh N. Patel Shri Jayesh C. Patel Shri Ditin N. Patel	Chairman
<b>Nomination and Remuneration Committee</b>	: Shri Mukesh N. Patel Shri Ditin N. Patel Smt. Mona J. Acharya	Chairman
<b>Auditors</b>	: M/s. S. D. Mehta & Co., Chartered Accountants (Statutory Auditors) Shri Bharat Prajapati, Practicing Company Secretary (Secretarial Auditors) M/s. J. R. Patel & Associates, Cost Auditor (Cost Auditors)	
<b>Bankers/ Financial Institutions</b>	: Bank of India Bank of Baroda Dena Bank IDBI Bank Andhra Bank Punjab National Bank Syndicate Bank Union Bank of India Indian Overseas Bank CFM Asset Securitisation & Reconstruction Pvt. Ltd. Invent Assets Securitisation & Reconstruction Pvt. Ltd.	
<b>Registered Office</b>	: At: Village Hanumant Heduva, Nr. Palavasna Railway Crossing, Highway, Mehsana – 384 002	
<b>Factory</b>	: At: Village Hanumant Heduva, Nr. Palavasna Railway Crossing, Highway, Mehsana – 384 002	
<b>Registrar &amp; Share Transfer Agent</b>	: <b>M/s. Link Intime India Private Limited</b> 5 <sup>th</sup> Floor, 506 to 508, Amarnath Business Center – I (ABC-I), Beside Gala Business Center, Nr. ST. Xavier's College Corner, Off C. G. Road, Navrangpura, Ahmedabad – 380 009	

\* **Note:** The Hon'ble National Company Law Tribunal (NCLT), Ahmedabad bench vide order dated December 19, 2017 has admitted the reference for initiation of Corporate Insolvency Resolution Process (CIRP) under of the Insolvency and Bankruptcy Code, 2016 (IBC). According to the said order, Mr. Abhay Manudhane has taken charge as IRP on December 23, 2017. And thereafter on January 22, 2018, Mr. Abhay Manudhane, IRP appointed as Resolution Professional (RP) by Committee of Creditors. The Company is currently under the control of Resolution Professional deputed by the Hon'ble NCLT with effect from December 19, 2017 for a period of 6 Months. On application made to the Hon'ble NCLT on June 16, 2018, the Company has been granted a further extension period of 90 Days in the CIRP by the Hon'ble NCLT.



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#### **IMPORTANT COMMUNICATION TO MEMBERS**

The Ministry of Corporate Affairs, Government of India, 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 (shareholders communication) can be sent by e-mail to its Members. As a support this "Green Initiative" of the Government, Shareholders who have not yet registered their e-mail ids / addresses, are requested to kindly 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 kindly send the e-Communication Registration Form as attached with this Annual Report to Registrar and Share Transfer Agent of the Company (M/s. Link Intime India Private Limited).



## NOTICE

**NOTICE** is hereby given that the **Twenty Seventh Annual General Meeting** of the Members of **Vimal Oil & Foods Limited** (CIN - L15400GJ1992PLC017626) will be held on **Monday, September 30, 2019 at 11:00 A.M.** at the Registered Office of the Company at Village – Hanumant Heduva, Near Palavasna Railway Crossing, Highway, Mehsana – 384002, Gujarat - INDIA to transact the following business:

**Note:** The Hon'ble National Company Law Tribunal (NCLT), Ahmedabad bench vide order December 19, 2017 has admitted the reference for initiation of Corporate Insolvency Resolution Process (CIRP) under of the Insolvency and Bankruptcy Code, 2016 (IBC). According to the said order, Mr. Abhay Manudhane, has taken charge as Interim Resolution Professional (IRP) on December 23, 2017. Thereafter, on January 22, 2018, Mr. Abhay Manudhane, IRP appointed as Resolution Professional (RP) by Committee of Creditors. As per section 17 of the IBC, the powers of the Board of Directors stands suspended and such powers have vested with the RP appointed as said. The Company is currently under the control of Resolution Professional deputed by the Hon'ble NCLT with effect from December 19, 2017 for a period of 6 (Six) Months. On application made to the Hon'ble NCLT on June 16, 2018, the Company has been granted a further extension period of 90 Days in the CIRP by the Hon'ble NCLT. Thereafter, The Resolution plans received were put up to the Committee of Creditors in their meeting held on September 10, 2018. Since the Resolution Plans were not approved in the e-voting held after meeting, the Resolution Professional has filed application for liquidation as per provisions of section 33 of insolvency and Bankruptcy Code, 2016. The application is pending before Hon'ble NCLT, Ahmedabad for direction.

### ORDINARY BUSINESS:

- To consider and adopt:
  - the audited financial statement (standalone) of the Company for the financial year ended March 31, 2019, the Reports of the Board of Directors and Auditors thereon; and
  - the audited consolidated financial statement of the Company for the financial year ended March 31, 2019.
- To appoint a Director in place of Shri Jayesh C. Patel (DIN 00027767) who retires by rotation at this Annual General meeting and being eligible, offers himself for re-appointment.

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013, Shri Jayesh C. Patel (DIN 00027767) who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby reappointed as a Director of the Company, liable to retire by rotation.”

For, **Vimal Oil & Foods Limited**  
(Company under Corporate Insolvency Resolution Process)

**Date: August 31, 2019**

### Registered Office:

At. Village – Hanumant Heduva,  
Nr. Palavasna Railway Crossing,  
Highway, Mehsana – 384 002  
Gujarat-INDIA

**Jitendrakumar M. Patel**  
**CFO & Authorise Signatory**

### NOTES:

- A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ALSO ENTITLED TO APPOINT PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN FORTY EIGHT (48) HOURS BEFORE THE COMMENCEMENT OF THE MEETING.** Pursuant to the provisions of the Companies Act, 2013 and the underlying rules viz. Companies (Management and Administration Rules) 2014, a person can act as a proxy on behalf of not exceeding fifty (50) members and holding in aggregate not more than ten (10) percent of the total share capital of the Company.
- Corporate Members intending to send their Authorized Representative(s) to attend the Meeting are required to send the Company a certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, authorizing their representative(s) to attend and vote at the Meeting on their behalf.
- In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- The Explanatory statement pursuant to section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.



5. Members are requested to affix their signature at the space provided on the attendance slip annexed to the proxy form and to hand over the slip at the entrance of the Meeting.
6. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
7. Members holding shares in physical form are requested to notify change of address, bank mandates, if any, to the Registrar and Share Transfer Agent, M/s. Link Intime India Private Limited at 5th Floor, 506 to 508, Amarnath Business Center – I (ABC-I), Beside Gala Business Center, Nr. ST. Xavier's College Corner, off C. G. Road, Navrangpura, Ahmedabad – 380 009 or to their respective depository participants if the shares are held in electronic form.
8. Pursuant to Section 125 of the Companies Act, 2013, the amount of the dividend for the financial year ended March 31, 2012, which remains unpaid or unclaimed, will be due for transfer to the Investor Education and Protection Fund established by the Central Government (IEPF). Members, who have not encased their Dividend Warrant(s) for the Financial Year ended on March 31, 2012 or any subsequent financial year, are requested to approach the Company for revalidation / duplicate dividend warrants. Members are advised that once the unclaimed dividend is transferred to IEPF, no claim shall lie in respect thereof.
9. Pursuant to section 124 of the Companies Act, 2013, unclaimed dividend, for the financial year 2010-11, has been transferred to the IEPF and no claim shall lie with the Company.
10. Members desirous of getting any information about the accounts and / or operations of the Company are requested to write to the Company at least seven days before the date of the Meeting to enable the Company to keep the information ready at the Meeting.
11. 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 / RTA.
12. Members who hold shares in the form of physical share certificate and wish to make/change nominations in respect of their shareholdings in the Company, as permitted under section 72 of the Companies Act, 2013, may send "**Form No. SH - 14**" as prescribed under the Companies (Share Capital and Debentures) Rules 2014, as amended from time to time, to **M/s. Link Intime India Private Limited**, the Registrar and Share Transfer Agent of the Company, at 5th Floor, 506 to 508, Amarnath Business Center – I (ABC-I), Beside Gala Business Center, Nr. St. Xavier's College Corner, off C. G. Road, Navrangpura, Ahmedabad – 380 009.
13. The Share Transfer Books and Register of Members of the Company will remain closed from Tuesday, the 24th September, 2019 to Monday, the 30th September, 2019, both days inclusive.
14. Electronic copy of the Annual Report and Notice of the 27th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 27th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
15. Members may also note that the Notice of the 27th Annual General Meeting and the Annual Report for 2018-19 will also be available on the Company's website [www.vimaloil.com](http://www.vimaloil.com) for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same.
16. Process and manner for members opting for voting through Electronic means:
  - The Company is pleased to offer e-voting facility for all its members to enable them to cast their vote electronically in terms of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, Standard 8 of the Secretarial Standards on General Meeting and in compliance with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification or re-enactment thereof for the time being in force). Accordingly, a member may exercise his/her vote by electronic means and the Company may pass any resolution by electronic voting system in accordance with the above provisions.
  - Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date of September 23, 2019, shall be entitled to avail the facility of remote e-voting as well as voting at the AGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
  - A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the AGM and prior to the Cut-off date i.e. September 23, 2019, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or through the Poll Paper at the AGM by following the procedure mentioned in a notice which is placed on company website i.e. [www.vimaloil.com](http://www.vimaloil.com) as well as CDSL web site i.e. [www.cdslindia.com](http://www.cdslindia.com).
  - The remote e-voting will commence on Friday, September 27, 2019 at 09.00 a.m. and will end on Sunday, September 29, 2019 at 5.00 p.m. During this period, the members of the Company holding shares either the in Physical form or in Demat form as on the Cut-off date i.e. September 23, 2019, may cast their vote electronically. The members will not be able to



cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be disabled for voting by CDSL thereafter.

- Once the vote on a resolution is casted by the member, he/she shall not be allowed to change it subsequently or cast the vote again.
- The facility for voting through Poll Paper would be made available at the AGM and the members attending the meeting who have not already casted their votes by remote e-voting shall be able to exercise their right at the meeting through Poll Paper. The members who have already casted their vote by remote e-voting prior to the meeting, may also attend the Meeting, but shall not be entitled to cast their vote again.
- The voting rights of the members shall be in proportion to their share in the paid up equity share capital of the Company as on the Cut-off date of September 23, 2019.
- The Company has appointed Mr. Keyur Shah, Practicing Company Secretary, to act as the Scrutinizer for conducting the remote e-voting process as well as the voting through Poll Paper at the AGM, in a fair and transparent manner.
- The instructions for shareholders voting electronically are as under:
  - (i) The voting period begins on **Friday, September 27, 2019 at 09:00 a.m.** and ends on **Sunday, September 29, 2019 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 September 23, 2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting beyond the said date & time.
  - (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](http://www.evotingindia.com).
  - (iv) Click on Shareholders.
  - (v) Now Enter your User ID
    - a. For CDSL: 16 digits beneficiary ID
    - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID
    - c. 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](http://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	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"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Attendance Slip indicated in the PAN field.</li> </ul>
DOB	Enter the Date of Birth as recorded in your Demat account or in the company records for the said Demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your Demat account or in the company records for the said Demat account or folio. <ul style="list-style-type: none"> <li>• Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li> </ul>

- (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 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 e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <VIMAL OIL & FOODS 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](http://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](mailto: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 linked in the login should be emailed to [helpdesk.evoting@cdslindia.com](mailto: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) The results declared along with the Scrutinizer’s Report shall be placed on the Company’s website [www.vimaloil.com](http://www.vimaloil.com) and on the website of CDSL [www.cdslindia.com](http://www.cdslindia.com) within 48 hours of the conclusion of the 27<sup>th</sup> Annual General Meeting of the Company and shall also be communicated to Stock Exchanges where the shares of the Company are listed.
- (xxii) 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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
17. Details of Director seeking re-appointment at the ensuing Annual General Meeting fixed on Monday, September 30, 2019 as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Para 1.2.5 of Secretarial Standard on General Meeting (“S. S. – 2”) are given hereunder:

<b>Name of Director</b>	<b>Shri Jayesh C. Patel</b>
<b>Date of Birth</b>	04th June, 1969
<b>Date of Appointment</b>	15th May, 1992
<b>Qualification</b>	B. E. in Computer Engineering
<b>Experience &amp; Expertise in specific functional areas</b>	In the field of Manufacturing and Marketing of edible oil, de-oiled cake and other food products.
<b>List of Listed Entity in which Directorship held</b>	NIL
<b>List of Listed Entity in which membership held</b>	NIL
<b>Relationships between directors inter-se</b>	NIL

18. Route Map showing directions to reach to the venue of the 27<sup>th</sup> AGM is attached to the Annual Report as per the requirement of the Secretarial Standard – 2 on “General Meeting”.



## BOARDS' REPORT

To  
The Members

Vimal Oil & Foods Ltd.

The Twenty Seventh Annual Report with the Audited Financial Statement for the financial year ended March 31, 2019 is as under.

### FINANCIAL SUMMARY:

(₹ in Lakhs)

Particulars	Standalone		Consolidated	
	31/03/2019	31/03/2018	31/03/2019	31/03/2018
Sales Including Other Income	2054.49	42268.94	2114.06	47177.58
Profit Before Interest, Depreciation & Taxation	333.06	(13750.71)	334.89	(13733.40)
Interest & Financial charges	122.60	767.73	122.85	768.21
Depreciation	456.45	653.06	456.93	653.39
<b>Profit before Taxation &amp; Extra-Ordinary Items</b>	<b>(246.00)</b>	<b>(15171.50)</b>	<b>(244.89)</b>	<b>(15155.00)</b>
Exceptional Item	1069.80	4328.02	1069.80	4328.02
<b>Profit before Taxation</b>	<b>(1315.80)</b>	<b>(19499.52)</b>	<b>(1314.69)</b>	<b>(19483.03)</b>
Provision For Taxation including Deferred Tax	98.76	150.83	98.40	149.76
<b>Profit After Tax</b>	<b>(1217.04)</b>	<b>(19348.69)</b>	<b>(1216.29)</b>	<b>(19333.27)</b>
Less: Adjustment Related to Fixed Assets	0.00	0.00	3.05	0.00
Adding Thereto: Balance B/F From Previous Year	(77196.38)	(57847.69)	(77189.18)	(57856.12)
<b>Amounts Available For Appropriation</b>	<b>(78413.42)</b>	<b>(77196.38)</b>	<b>(78408.52)</b>	<b>(77189.39)</b>
<b>Addition:</b>				
Dividend & Dividend Tax (P.Y. Reversal)	0.00	0.00	0.00	0.00
Short provision for Income Tax	0.00	0.00	0.00	0.21
<b>(Appropriations):</b>				
Dividend & Dividend Tax	0.00	0.00	0.00	0.00
General Reserve	1148.58	1148.58	1148.58	1148.58
Security Premium Reserve	6308.10	6308.10	6308.10	6308.10
Preference Share Equity Component	89.15	89.15	94.64	94.64
<b>Balance carried Forward</b>	<b>(70867.59)</b>	<b>(69650.56)</b>	<b>(70857.19)</b>	<b>(69637.86)</b>

### Corporate Insolvency Resolution Process (CIRP)

The Hon'ble National Company Law Tribunal (NCLT), Ahmedabad bench vide order December 19, 2017 has admitted the reference for initiation of Corporate Insolvency Resolution Process (CIRP) under of the Insolvency and Bankruptcy Code, 2016 (IBC). According to the said order, Mr. Abhay Manudhane, has taken charge as Interim Resolution Professional (IRP) on December 23, 2017. Thereafter, on January 22, 2018, Mr. Abhay Manudhane, IRP appointed as Resolution Professional (RP) by Committee of Creditors. As per section 17 of the IBC, the powers of the Board of Directors stands suspended and such powers have vested with the RP appointed as said. The Company is currently under the control of Resolution Professional deputed by the Hon'ble NCLT with effect from December 19, 2017 for a period of 6 (Six) Months. On application made to the Hon'ble NCLT on June 16, 2018, the Company has been granted a further extension period of 90 Days in the CIRP by the Hon'ble NCLT. Thereafter, The Resolution plans received were put up to the Committee of Creditors in their meeting held on September 10, 2018. Since the Resolution Plans were not approved in the e-voting held after meeting, the Resolution Professional has filed application for liquidation as per provisions of section 33 of insolvency and Bankruptcy Code, 2016. The application is pending before Hon'ble NCLT, Ahmedabad for direction.

### TRANSFER TO RESERVE

In view of losses incurred by the Company during the financial year, no amount has been transferred to the General Reserve.

### SHARE CAPITAL

The paid up Equity Share Capital as on March 31, 2019 was 3002 Lakhs. During the year under review, the Company has not issued any shares. The Company has not issued shares with differential voting rights. It has neither issued employee stock options nor sweat equity shares and does not have any scheme to fund its employees to purchase the shares of the Company.

### DIVIDEND

In view of losses incurred by the Company during the financial year 2018-19, the Company does not recommend any dividend on Equity Shares and on Preference Shares for the year ended on March 31, 2019.





## FIXED DEPOSIT

The Company neither accepted nor invited any deposit from the public, within the meaning of Section 73 of the Companies Act, 2013 and the rules made thereunder as amended from time to time.

## NATURE OF BUSINESS

The Company is engaged in the business of manufacturing, trading & job work of refining edible oils, with a strong focus on quality. Vimal Oil & Foods Limited is always committed to quality and integrity, and that's what is reflected in its products that never fail to delight its customers. Further, during the year 2018-19, there was no change in the nature of business of the Company.

## LISTING

- i. The Company's Shares are listed on the BSE Limited, Mumbai (BSE) and the National Stock Exchange of India Limited, Mumbai (NSE).
- ii. For the year 2018-19, the Company has paid annual listing fee to BSE and NSE.

## SUBSIDIARIES

M/s. Brinda Exports Limited continues to remain subsidiary of the Company. During the financial year 2018-19, the Company reviewed the affairs of the subsidiary. In accordance with Section 129 of the Companies Act, 2013, the Company has prepared Consolidated Financial Statement of the Company as on March 31, 2019, which forms part of this Annual Report.

Further, a statement containing the salient features of the Financial Statement of our subsidiary in the prescribed format AOC-1 is set out in an annexure as 'Annexure 1' to this Boards' Report. The statement also provides the details of performance, financial positions of the subsidiaries.

In accordance with the Section 136 of the Companies Act, 2013, the Audited Financial Statement, including the Consolidated Financial Statement as on March 31, 2019 and related information of the Company and Audited Financial Statement of the Subsidiary, are available on the website of the Company i.e. [www.vimaloil.com](http://www.vimaloil.com). These documents will also be available for inspection during business hours at the registered office of the Company.

## CONSOLIDATED FINANCIAL STATEMENT

The Consolidated Financial Statement of the Company have been prepared in accordance with the provisions of the Companies Act, 2013, as per Regulation 34(2)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as per Ind AS 110 – Consolidated Financial Statement, as prescribed by the Institute of Chartered Accountants of India and has been included as part of this Annual Report.

## EXTRACT OF ANNUAL RETURN

Pursuant to the provisions of Section 134(3)(a) of the Companies Act, 2013 read with the Notification no. S.O. 3838(E) dated 31.07.2018 issued by the Ministry of Corporate Affairs, the extract of the Annual Return for the financial year ended March 31, 2019 made under the provisions of Section 92(3) of the Companies Act, 2013, as amended from time to time, is available on the website of the Company i.e. <http://vimaloil.com/wp-content/uploads/2019/10/Annual-Return-31.03.2019.pdf>.

## BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

### ➤ BOARD OF DIRECTORS\*

In accordance with the provisions of Section 152(6) of the Companies Act, 2013 and in terms of the Articles of Association of the Company, Shri Jayesh C. Patel (DIN: 00027767), Director of the Company retires by rotation at the ensuing Annual General Meeting and is eligible for re-appointment.

Shri Ditin N. Patel has resigned as Independent Director of the Company with effect from 30/07/2019. The Board placed on record its appreciation for the valuable services rendered by Shri Ditin N. Patel during his tenure.

Presently, the Board of Directors of the Company comprise of Three Directors, Shri Jayeshbhai C. Patel (Managing Director), Shri Mukeshbhai N. Patel (Independent Director) and Smt. Mona J. Acharya (Non Executive Woman Director).

The information of Director(s) seeking appointment / re-appointment, details pertaining to brief and expertise in functional area is furnished in the notes.

### ➤ DECLARATION BY INDEPENDENT DIRECTORS\*

Pursuant to the requirement of Section 149(7) of the Companies Act, 2013, the Independent Directors have submitted their declaration to the Board that they meet the criteria of independence as stipulated in Section 149(6) of the Companies Act, 2013.

- \* **Note:** The Hon'ble National Company Law Tribunal (NCLT), Ahmedabad bench vide order December 19, 2017 has admitted the reference for initiation of Corporate Insolvency Resolution Process (CIRP) under of the Insolvency and Bankruptcy Code, 2016 (IBC). According to the said order, Mr. Abhay Manudhane, has taken charge as Interim Resolution Professional (IRP) on December 23, 2017. And thereafter on January 22, 2018, Mr. Abhay Manudhane, IRP appointed as Resolution Professional (RP) by Committee of Creditors. The Company is currently under the control of Resolution Professional deputed by the Hon'ble NCLT with effect from December 19, 2017 for a period of 6 Months. On application made to the Hon'ble NCLT on June 16, 2018, the Company has been granted a further extension period of 90 Days in the CIRP by the Hon'ble NCLT. Thereafter, the Resolution plans received were put up to the Committee of Creditors in their meeting held on September 10, 2018. Since the Resolution Plans were not approved in the e-voting held after meeting, the Resolution Professional has filed application for liquidation as per provisions of section 33 of insolvency and Bankruptcy Code, 2016. The application is pending before Hon'ble NCLT, Ahmedabad for direction.



## ➤ KEY MANAGERIAL PERSONNEL

Shri Jitendra M. Patel is the Chief Financial Officer of the Company.

Shri Ashishkumar Gautambhai Patel, Company Secretary (KMP) and Compliance Officer of the Company have resigned with effect from 31/05/2019. The Board placed on record its appreciation for the valuable services rendered by Shri Ashishkumar Gautambhai Patel during his tenure.

## ANNUAL PERFORMANCE EVALUATION

In compliance with the provision of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has carried out the annual performance evaluation of the Directors individually as well as the evaluation of its committees and reported under the Report on Corporate Governance as annex hereto.

## MEETINGS OF BOARD

The Company is under the Insolvency Resolution proceedings in accordance with the IBC, 2016 since 19/12/2017 (Ref. NCLT, Ahmedabad Order dated 19/12/2017). As per section 17 of the IBC, the powers of the Board of Directors stands suspended and such powers have vested with the Resolution Professional (i.e. Mr. Abhay N. Manudhane). The Company is currently under the control of Resolution Professional deputed by the Hon'ble NCLT with effect from December 19, 2017 for a period of 6 (Six) Months. Further, on application made to the Hon'ble NCLT on June 16, 2018, the Company has been granted a further extension period of 90 Days in the CIRP by the Hon'ble NCLT.

Thereafter, The Resolution plans received were put up to the Committee of Creditors in their meeting held on September 10, 2018. Since the Resolution Plans were not approved in the e-voting held after meeting, the Resolution Professional has filed application for liquidation as per provisions of section 33 of insolvency and Bankruptcy Code, 2016. The application is pending before Hon'ble NCLT, Ahmedabad for direction.

## BOARD COMMITTEE

The Board of Directors of your Company had already constituted various Committees in compliance with the provisions of the Companies Act, 2013 and/or Listing Regulations viz. Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee, Corporate Social Responsibility Committee. The said committees are re-constituted as and when required. All decisions pertaining to the constitution of Committees, appointment of members and fixing of terms of reference / role of the Committee are taken by the Board of Directors.

Details of the role and composition of these Committees, including the number of meetings held during the financial year and attendance at meetings, are provided under section "Report on Corporate Governance" of Annual Report.

**Note:** The Company is under the Insolvency Resolution proceedings in accordance with the IBC, 2016 since 19/12/2017 (Ref. NCLT, Ahmedabad Order dated 19/12/2017). As per section 17 of the IBC, the powers of the Board of Directors stands suspended and such powers have vested with the Resolution Professional (i.e. Mr. Abhay N. Manudhane). The Company is currently under the control of Resolution Professional deputed by the Hon'ble NCLT with effect from December 19, 2017 for a period of 6 (Six) Months. Thus, the Meeting of the Committees is not held in the last quarter of the financial year 2017-18. Further, on application made to the Hon'ble NCLT on June 16, 2018, the Company has been granted a further extension period of 90 Days in the CIRP by the Hon'ble NCLT. Thereafter, The Resolution plans received were put up to the Committee of Creditors in their meeting held on September 10, 2018. Since the Resolution Plans were not approved in the e-voting held after meeting, the Resolution Professional has filed application for liquidation as per provisions of section 33 of insolvency and Bankruptcy Code, 2016. The application is pending before Hon'ble NCLT, Ahmedabad for direction.

## DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to clause (c) of sub section (3) Section 134 of the Companies Act, 2013:

- that in the preparation of the annual accounts for the year ended March 31, 2019, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- that we have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at March 31, 2019 and of the profits of the company for the year ended March 31, 2019;
- that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- that the annual accounts have been prepared on a going concern basis;
- that proper internal financial controls were laid down and that such internal financial controls are adequate and were operating effectively; and
- that proper systems to ensure compliance with the provisions of all applicable laws were in place and that such systems were adequate and operating effectively.

## AUDITORS AND AUDIT

### ➤ Statutory Auditors

M/s. S. D. Mehta & Co., Chartered Accountants, Ahmedabad (Firm Registration No. 137193W), was appointed as Statutory Auditors of the Company at the 23rd Annual General Meeting held on 30th September, 2015, to hold office till the conclusion of the 28th Annual General Meeting of the Company, for a term of five (5) consecutive years.