



# RAGHUVANSH AGROFARMS LIMITED

Corp. Office: 16/19A, Civil Lines, Kanpur - 208 001, Uttar Pradesh

Tel. : 0512-3071470, 3071471

Email : [raghuvanshagro@gmail.com](mailto:raghuvanshagro@gmail.com), [rafl666@rediffmail.com](mailto:rafl666@rediffmail.com)

Website : [www.raghuvanshagro.com](http://www.raghuvanshagro.com)

CIN : U40300DL1996PLC258176

Ref.: RAFL/BSE/2015-16/RAR-AGM/16

**12<sup>th</sup> October, 2015**

To,  
The Secretary  
BOMBAY STOCK EXCHANGE LIMITED,  
P J Towers, Dalal Street,  
Mumbai-400001,

**Sub: Intimation about printing error in Annual Report and rectification thereof**

Dear Sir/Madam,

It is hereby informed that inadvertent printing errors have occurred in the consolidated Financial Statements of the Company M/s. Raghuvansh Agrofarms Limited for the Financial Year ended 31<sup>st</sup> March, 2015 due to shifting of Note No. 17 to the next page whereas in the Excel file sent for printing Note Nos. 12 to 17 were on a single sheet. The shifting of Note No. 17 resulted in mismatch of data with the original data and consequently there has been mismatch in the figures as shown in the printed Annual Report sent to the Members with the actual figures as shown in the Balance Sheet as at 31<sup>st</sup> March, 2015 and Statement of Profit & Loss Account for the year ended as on that date which was adopted by the Members at the Annual General Meeting held on that date.

The Company has uploaded the actual Consolidated Financial Statement as adopted by the members of the Company at the Annual General Meeting held on 25<sup>th</sup> September, 2015 on its website [www.raghuvanshagro.com](http://www.raghuvanshagro.com) .

Corrigendum regarding aforesaid matter is published in The Financial Express & JanSatta of Delhi, dated 12.10.2015

The inconvenience caused is highly regretted.

Please take it on your record and oblige us.

Thanking you.

For Raghuvansh Agrofarms Ltd.

  
(Rajit Verma)  
Company Secretary & Compliance Officer

**Encl.: 1. Annual Report for 2014-15;  
2. Copy of published Corrigendum**

MONDAY, OCTOBER 12, 2015

# Remember Emergency to fortify democracy: PM

New Delhi, Oct 11: Prime Minister Narendra Modi on Sunday termed the Emergency imposed in 1975 as the biggest blow to democracy, and said its memories should be kept alive to draw lessons to further fortify the democratic framework and values in the country.

"Emergency was the biggest blow to democracy. The kind of exists that hit the country during that period had tempered the Indian democracy which came out stronger. I am grateful to those who struggled and fought against it."

"Emergency should be remembered not to baffle over what had happened then, but to strengthen our resolve to fortify and further strengthen the democratic values and framework in our country," Modi said at the programme, "Loktantra Ke Pratish."

Paying tributes to Jayaprakash Narayan on his 119th birth anniversary celebrations in New Delhi on Sunday



Prime Minister Narendra Modi paying tributes to Jayaprakash Narayan on his 119th birth anniversary celebrations in New Delhi on Sunday

"a new political generation was born during the Emergency that was fully dedicated to democratic values, inspired by JP."

## Policy decision on combat role for women soon: Parrikar

Mumbai, Oct 11: Close on the heels of the Indian Air Force mootting a proposal to induct women as fighter aircraft pilots, defence minister Manohar Parrikar on Sunday said his ministry was looking at combat role for women in the armed forces.

"My ministry is working out (how) to assign combat role for women in the armed forces, and a policy decision will soon be made," Parrikar said, addressing a gathering of retired Army officers at the Wellington Institute of Management here.

Air Chief Marshal Arup Raha had recently said the IAF had moved a proposal to induct women as fighter aircraft pilots. "We have women pilots fly-

ing transport aircraft and helicopters. We are now planning to induct women as fighter aircraft pilots, defence minister Manohar Parrikar on Sunday said his ministry was looking at combat role for women in the armed forces.

Parrikar said, "It is extremely unfortunate that our prime minister's initiatives such as 'Beti Bachao Beti Padhao' and 'Sewi With Daughter' are not being taken seriously by a few people, especially so-called secular-minded people."

"When our PM emphasises 'Sewi With Daughter', it does not only address the issue of gender equality but also the disorder of gender insensitivity prevailing in the current form of society in a larger context," he said. PTTI

PM urged to take up fishermen arrests with Sri Lanka

Chennai, Oct 11: Tamil Nadu chief minister Jayalalithaa on Sunday urged the prime minister to take up arrests of the state's fishermen at the political level with Sri Lanka, and sought immediate release of 54 fishermen and their 31 boats.

"It is time the issue is taken up not only through the normal diplomatic channels, but at an appropriately high political level..." the chief minister said.

PTTI

BUSINESS  
For Corporate & Financial & Loans  
against shares. Contact:  
naj@jemfiscal.com or  
www.jemfiscal.com  
0703997001

Advertisement No.: DMRC/8/2015

## DELHI METRO RAIL PROJECT NOTICE INVITING TENDER

(INT No.: DMRC / D&M / E&M / UG / NTS / 2015)

Name of Work: "Comprehensive maintenance of the existing 21 stations of Line-2, which are compatible with O5-wind O5-2000 server and SCADA application of Extension-210 PKS in Line-2 Phase-1 underground stations from VV-to-CST and BKRK and MDHS stations of Line-3." Tender is on sale from 12.10.2015 to 02.11.2015, through e-tendering on www.tenderwiz.com/DMRC. Further details, any corrigendum, addendum etc. issue can be seen on above link.

Advertisement No.: DMRC/8/2015

DELHI METRO RAIL CORPORATION LTD.  
(A Joint Venture of Govt. of India & Govt. of NCT Delhi)

For the 119th birth anniversary of Jayaprakash Narayan, Prime Minister Narendra Modi paid tributes to him on Sunday.

Modi said the country should remember the lessons of the Emergency to fortify democracy.

Parrikar said the ministry was looking at combat role for women in the armed forces.

Parrikar said the ministry was working out a proposal to induct women as fighter aircraft pilots.

Parrikar said the ministry was looking at combat role for women in the armed forces.

Parrikar said the ministry was looking at combat role for women in the armed forces.

Parrikar said the ministry was looking at combat role for women in the armed forces.

Parrikar said the ministry was looking at combat role for women in the armed forces.

Parrikar said the ministry was looking at combat role for women in the armed forces.

Parrikar said the ministry was looking at combat role for women in the armed forces.

Parrikar said the ministry was looking at combat role for women in the armed forces.

Parrikar said the ministry was looking at combat role for women in the armed forces.

Parrikar said the ministry was looking at combat role for women in the armed forces.

Parrikar said the ministry was looking at combat role for women in the armed forces.

Parrikar said the ministry was looking at combat role for women in the armed forces.

Parrikar said the ministry was looking at combat role for women in the armed forces.

Parrikar said the ministry was looking at combat role for women in the armed forces.

Parrikar said the ministry was looking at combat role for women in the armed forces.

Parrikar said the ministry was looking at combat role for women in the armed forces.

Parrikar said the ministry was looking at combat role for women in the armed forces.

Parrikar said the ministry was looking at combat role for women in the armed forces.

Parrikar said the ministry was looking at combat role for women in the armed forces.

Parrikar said the ministry was looking at combat role for women in the armed forces.

Parrikar said the ministry was looking at combat role for women in the armed forces.

Parrikar said the ministry was looking at combat role for women in the armed forces.

Parrikar said the ministry was looking at combat role for women in the armed forces.

Parrikar said the ministry was looking at combat role for women in the armed forces.

Parrikar said the ministry was looking at combat role for women in the armed forces.

Parrikar said the ministry was looking at combat role for women in the armed forces.

Parrikar said the ministry was looking at combat role for women in the armed forces.

Parrikar said the ministry was looking at combat role for women in the armed forces.

Parrikar said the ministry was looking at combat role for women in the armed forces.

Parrikar said the ministry was looking at combat role for women in the armed forces.

Parrikar said the ministry was looking at combat role for women in the armed forces.

Parrikar said the ministry was looking at combat role for women in the armed forces.

Parrikar said the ministry was looking at combat role for women in the armed forces.

Parrikar said the ministry was looking at combat role for women in the armed forces.

Parrikar said the ministry was looking at combat role for women in the armed forces.

Parrikar said the ministry was looking at combat role for women in the armed forces.

Parrikar said the ministry was looking at combat role for women in the armed forces.

Parrikar said the ministry was looking at combat role for women in the armed forces.

Parrikar said the ministry was looking at combat role for women in the armed forces.

Parrikar said the ministry was looking at combat role for women in the armed forces.

Parrikar said the ministry was looking at combat role for women in the armed forces.

Parrikar said the ministry was looking at combat role for women in the armed forces.

Parrikar said the ministry was looking at combat role for women in the armed forces.

Parrikar said the ministry was looking at combat role for women in the armed forces.

Parrikar said the ministry was looking at combat role for women in the armed forces.

Parrikar said the ministry was looking at combat role for women in the armed forces.

Parrikar said the ministry was looking at combat role for women in the armed forces.

Parrikar said the ministry was looking at combat role for women in the armed forces.

Parrikar said the ministry was looking at combat role for women in the armed forces.

Parrikar said the ministry was looking at combat role for women in the armed forces.

Parrikar said the ministry was looking at combat role for women in the armed forces.

Parrikar said the ministry was looking at combat role for women in the armed forces.

Parrikar said the ministry was looking at combat role for women in the armed forces.

Parrikar said the ministry was looking at combat role for women in the armed forces.

Parrikar said the ministry was looking at combat role for women in the armed forces.

Parrikar said the ministry was looking at combat role for women in the armed forces.

Parrikar said the ministry was looking at combat role for women in the armed forces.

Parrikar said the ministry was looking at combat role for women in the armed forces.

Parrikar said the ministry was looking at combat role for women in the armed forces.

Parrikar said the ministry was looking at combat role for women in the armed forces.

Parrikar said the ministry was looking at combat role for women in the armed forces.

Parrikar said the ministry was looking at combat role for women in the armed forces.

Parrikar said the ministry was looking at combat role for women in the armed forces.

Parrikar said the ministry was looking at combat role for women in the armed forces.

Parrikar said the ministry was looking at combat role for women in the armed forces.

Parrikar said the ministry was looking at combat role for women in the armed forces.

Parrikar said the ministry was looking at combat role for women in the armed forces.

Parrikar said the ministry was looking at combat role for women in the armed forces.

Parrikar said the ministry was looking at combat role for women in the armed forces.

Parrikar said the ministry was looking at combat role for women in the armed forces.

Parrikar said the ministry was looking at combat role for women in the armed forces.

Parrikar said the ministry was looking at combat role for women in the armed forces.

Parrikar said the ministry was looking at combat role for women in the armed forces.

Parrikar said the ministry was looking at combat role for women in the armed forces.

Parrikar said the ministry was looking at combat role for women in the armed forces.

Parrikar said the ministry was looking at combat role for women in the armed forces.

Parrikar said the ministry was looking at combat role for women in the armed forces.

Parrikar said the ministry was looking at combat role for women in the armed forces.

Parrikar said the ministry was looking at combat role for women in the armed forces.

Parrikar said the ministry was looking at combat role for women in the armed forces.

Parrikar said the ministry was looking at combat role for women in the armed forces.

Parrikar said the ministry was looking at combat role for women in the armed forces.

Parrikar said the ministry was looking at combat role for women in the armed forces.

Parrikar said the ministry was looking at combat role for women in the armed forces.

Parrikar said the ministry was looking at combat role for women in the armed forces.

Parrikar said the ministry was looking at combat role for women in the armed forces.

Parrikar said the ministry was looking at combat role for women in the armed forces.

Parrikar said the ministry was looking at combat role for women in the armed forces.

Parrikar said the ministry was looking at combat role for women in the armed forces.

Parrikar said the ministry was looking at combat role for women in the armed forces.

Parrikar said the ministry was looking at combat role for women in the armed forces.

Parrikar said the ministry was looking at combat role for women in the armed forces.

Parrikar said the ministry was looking at combat role for women in the armed forces.

Parrikar said the ministry was looking at combat role for women in the armed forces.

Parrikar said the ministry was looking at combat role for women in the armed forces.

Parrikar said the ministry was looking at combat role for women in the armed forces.

Parrikar said the ministry was looking at combat role for women in the armed forces.

Parrikar said the ministry was looking at combat role for women in the armed forces.

Parrikar said the ministry was looking at combat role for women in the armed forces.

Parrikar said the ministry was looking at combat role for women in the armed forces.

Parrikar said the ministry was looking at combat role for women in the armed forces.

Parrikar said the ministry was looking at combat role for women in the armed forces.

Parrikar said the ministry was looking at combat role for women in the armed forces.

Parrikar said the ministry was looking at combat role for women in the armed forces.

Parrikar said the ministry was looking at combat role for women in the armed forces.

Parrikar said the ministry was looking at combat role for women in the armed forces.

Parrikar said the ministry was looking at combat role for women in the armed forces.

Parrikar said the ministry was looking at combat role for women in the armed forces.

Parrikar said the ministry was looking at combat role for women in the armed forces.

Parrikar said the ministry was looking at combat role for women in the armed forces.

Parrikar said the ministry was looking at combat role for women in the armed forces.

Parrikar said the ministry was looking at combat role for women in the armed forces.

Parrikar said the ministry was looking at combat role for women in the armed forces.

Parrikar said the ministry was looking at combat role for women in the armed forces.

Parrikar said the ministry was looking at combat role for women in the armed forces.

Parrikar said the ministry was looking at combat role for women in the armed forces.

Parrikar said the ministry was looking at combat role for women in the armed forces.

Parrikar said the ministry was looking at combat role for women in the armed forces.

Parrikar said the ministry was looking at combat role for women in the armed forces.

Parrikar said the ministry was looking at combat role for women in the armed forces.

Parrikar said the ministry was looking at combat role for women in the armed forces.

Parrikar said the ministry was looking at combat role for women in the armed forces.

Parrikar said the ministry was looking at combat role for women in the armed forces.

Parrikar said the ministry was looking at combat role for women in the armed forces.

Parrikar said the ministry was looking at combat role for women in the armed forces.

Parrikar said the ministry was looking at combat role for women in the armed forces.

Parrikar said the ministry was looking at combat role for women in the armed forces.

Parrikar said the ministry was looking at combat role for women in the armed forces.

Parrikar said the ministry was looking at combat role for women in the armed forces.

Parrikar said the ministry was looking at combat role for women in the armed forces.

Parrikar said the ministry was looking at combat role for women in the armed forces.

Parrikar said the ministry was looking at combat role for women in the armed forces.

Parrikar said the ministry was looking at combat role for women in the armed forces.

Parrikar said the ministry was looking at combat role for women in the armed forces.

Parrikar said the ministry was looking at combat role for women in the armed forces.

Parrikar said the ministry was looking at combat role for women in the armed forces.

Parrikar said the ministry was looking at combat role for women in the armed forces.

Parrikar said the ministry was looking at combat role for women in the armed forces.

Parrikar said the ministry was looking at combat role for women in the armed forces.

Parrikar said the ministry was looking at combat role for women in the armed forces.

Parrikar said the ministry was looking at combat role for women in the armed forces.

Parrikar said the ministry was looking at combat role for women in the armed forces.

Parrikar said the ministry was looking at combat role for women in the armed forces.

Parrikar said the ministry was looking at combat role for women in the armed forces.

Parrikar said the ministry was looking at combat role for women in the armed forces.

Parrikar said the ministry was looking at combat role for women in the armed forces.

Parrikar said the ministry was looking at combat role for women in the armed forces.

Parrikar said the ministry was looking at combat role for women in the armed forces.

Parrikar said the ministry was looking at combat role for women in the armed forces.

Parrikar said the ministry was looking at combat role for women in the armed forces.

Parrikar said the ministry was looking at combat role for women in the armed forces.

Parrikar said the ministry was looking at combat role for women in the armed forces.

Parrikar said the ministry was looking at combat role for women in the armed forces.

Parrikar said the ministry was looking at combat role for women in the armed forces.

Parrikar said the ministry was looking at combat role for women in the armed forces.

Parrikar said the ministry was looking at combat role for women in the armed forces.

Parrikar said the ministry was looking at combat role for women in the armed forces.

Parrikar said the ministry was looking at combat role for women in the armed forces.

Parrikar said the ministry was looking at combat role for women in the armed forces.

Parrikar said the ministry was looking at combat role for women in the armed forces.

Parrikar said the ministry was looking at combat role for women in the armed forces.

Parrikar said the ministry was looking at combat role for women in the armed forces.

Parrikar said the ministry was looking at combat role for women in the armed forces.

Parrikar said the ministry was looking at combat role for women in the armed forces.

Parrikar said the ministry was looking at combat role for women in the armed forces.

Parrikar said the ministry was looking at combat role for women in the armed forces.

Parrikar said the ministry was looking at combat role for women in the armed forces.

Parrikar said the ministry was looking at combat role for women in the armed forces.

Parrikar said the ministry was looking at combat role for women in the armed forces.

Parrikar said the ministry was looking at combat role for women in the armed forces.

Parrikar said the ministry was looking at combat role for women in the armed forces.

Parrikar said the ministry was looking at combat role for women in the armed forces.

Parrikar said the ministry was looking at combat role for women in the armed forces.

Parrikar said the ministry was looking at combat role for women in the armed forces.

Parrikar said the ministry was looking at combat role for women in the armed forces.

Parrikar said the ministry was looking at combat role for women in the armed forces.

Parrikar said the ministry was looking at combat role for women in the armed forces.

Parrikar said the ministry was looking at combat role for women in the armed forces.

Parrikar said the ministry was looking at combat role for women in the armed forces.

Parrikar said the



# **RAGHUVANSH AGROFARMS LIMITED**

**ANNUAL REPORT 2014-15**

## **LETTER TO THE SHAREHOLDERRS**

Dear Shareholders,

With great pleasure we share with you the performance of your Company and present the Annual Report for the financial year 2014-15.

As it is a known fact that India is an agricultural country and agriculture is a traditional business which is being advanced with the use of scientific techniques, tools, equipments and machineries. The agriculture produce is consumed in native places as well as exported to other countries. The agriculture and allied sectors contributed approximately 13.9% of India's GDP (at constant 2004-05 prices) during 2014-15.

During the financial year your company has come up with Initial Public Offer and got listed on SME Platform of BSE Limited with effect from January 28<sup>th</sup> 2015 with the object of its expansion and growth.

There is always demand of agricultural products, dairy products and organic manures. Apart from that there is always incremental demand of power. So Company's existing business is assured to be on demand whether there are agricultural products, dairy products, organic manure or power generation through biogas power plant. Company is consistently stepping up for its expansion in its respective business sectors as determined.

Your Company is progressively getting ahead in establishing Radiation plant and power generation through bio organic waste having immense opportunities for commercial growth and development. In addition to this Your Company also plans to generate power through waste management which would be favorable to company as well as nation as it would provide the alternate source of energy and simultaneously decrease the pollution from the environment.

We would like to assure that we will continuously seek the opportunities and make our best efforts to contribute towards the growth and success of the organization.

With these words I would like to express my gratitude to the shareholders, customers, regulatory bodies, bankers, contractors and employees for the continued support have been extended to your Company.

With warm regards,  
Yours sincerely,

Subodh Agarwal  
(Managing Director)  
**Raghuvansh Agrofarms Limited**

## **CONTENTS:**

➤ Corporate Information.....	01
➤ Directors' Report & Management Discussion and Analysis Report.....	02-21
➤ Corporate Governance Report.....	22-28
➤ Notice.....	29-32
➤ Explanatory Statement pursuant to section 102 of the Companies Act 2013.....	33-34
➤ Standalone Financial Statements.....	35-58
➤ Consolidated Financial Statements.....	59-86
➤ Proxy Form & Attendance Slip.....	87-88

## **CORPORATE INFORMATION**

### **BOARD OF DIRECTORS**

Mr. Vishal Maheshwari - **Chairman (Independent Director)**  
Mr. Subodh Agarwal - **Managing Director**  
Mrs. Renu Agarwal- **Executive Director**  
Mr. Subhash Ghosh- **Non Executive & Non Independent Director**  
Mr. Rajesh Kumar- **Non Executive & Independent Director**

### **CHIEF FINANCIAL OFFICER**

Mr. Devendra Pratap Singh

### **COMPANY SECRETARY**

Mr. Rajit Verma

### **BANKERS**

Union Bank of India  
Axis Bank Limited

### **AUDITORS**

M/s Naval Kapur & Co., Chartered Accountants  
10/49, Civil Lines, Mc Roberts' Ganj,  
Kanpur-208001

### **REGISTRAR/SHARE TRANSFER AGENT**

Skyline Financial Services Pvt. Ltd.  
D-1 53 A, 1<sup>st</sup> Floor, Okhla Industrial Area,  
Phase-1, New Delhi-110020,

### **REGISTERED OFFICE**

201-202, Namdhari Chambers,  
Karol Bagh, New Delhi-110005

### **CORPORATE OFFICE**

16/19-A, Civil Lines  
Kanpur-07, Uttar Pradesh

**Email id:** [raghuvanshagro@gmail.com](mailto:raghuvanshagro@gmail.com)  
**Website:** [www.raghuvanshagro.com](http://www.raghuvanshagro.com)

**Tele. No.:** 0512-3071470-71

## **DIRECTOR'S REPORT TO SHARE HOLDERS**

The Board of Directors has pleasure in presenting the Nineteenth Annual Report along with the Audited Accounts for the year ended on 31st March, 2015

### **FINANCIAL RESULTS (STANDALONE & CONSOLIDATED)**

During the year under review, performance of your company as under:

Particulars	Year ended 31st March 2015	Year ended 31st March 2014
Turnover	17925287	11634795
Profit/(Loss) before taxation	2766445	537021
Less : Tax Expense	250000	250820
Less : Deferred Tax	(1072245)	(176738)
Profit/(Loss) after tax	3588690	462939

The consolidated performance of the group as per consolidated financial statements is as under:

Particulars	Year ended 31st March 2015	Year ended 31st March 2014
Turnover	35770789	19688936
Profit/(Loss) before taxation	3965348	683519
Less : Tax Expense	414946	335810
Less : Deferred Tax	(1176869)	(235733)
Profit/(Loss) after tax	4727271	583442

### **STATE OF COMPANY'S AFFAIRS AND FUTURE OUTLOOK**

Since its inception, the Company is engaged in agriculture operations. The Company is broadly engaged in cultivation of Organic Vegetables, Organic Grains and Cereals. We have an integrated facility for cultivation, processing and distribution of agricultural produce. Apart from the above, the Company is also engaged in dairy farming and production and distribution of dairy products.

Recently the Company has ventured into the field of renewable energy. The Company has been successfully running a Bio Gas Power Plant on pilot basis at its Kapli Farms. The said plant has been operational for a period of more than 1 year. Apart from that, the Company is in process of commissioning a 1000 M3 capacity Bio Gas Plant for Power Generation at the factory premises of its subsidiary, M/s Sanjeevani Fertilizers and Chemicals Private Limited.

The Company is also planning to set up a 3 MCi commercial radiation processing facility for approved low and medium dose items such wheat, atta, Soya bean and spices such as Coriander, Chilies etc. in Pitampura Industrial Area on Agra- Mumbai, Road, Indore, Madhya Pradesh and has entered into a Memorandum of Understanding ("MOU") with President of India acting through and represented by Board of Radiation and Isotope Technology ("BRIT").

## **DIVIDEND**

However with the view to conserve the resources of company the directors are not recommending any dividend.

## **INCREASE IN ISSUED, SUBSCRIBED AND PAID UP EQUITY SHARE CAPITAL**

During the year, the Company issued and allotted 36,00,000 equity shares of the Company through initial public offer by listing on BSE SME platform. Consequently, the issued, subscribed and paid-up capital of the Company increased from Rs. 8,31,75,500/- divided into 83,17,550 equity shares of Rs. 10 each to Rs. 11,91,75,500/- divided into 1,19,17,550 equity shares of Re. 10 each.

## **EXTRACT OF ANNUAL RETURN**

The extract of Annual Return, in format MGT -9, for the Financial Year 2014-15 has been enclosed with this report as an annexure- 3.

## **NUMBER OF MEETINGS OF THE BOARD**

The details of number of meeting of the Board held during the financial year 2014-15 forms part of the Corporate Governance Report.

## **PARTICULARS OF LOAN, GUARANTEES AND INVESTMENTS UNDER SECTION 186**

Details of Loans and Investments covered under provision of section 186 of the Companies Act, 2013 are stated in the notes of financial statements.

## **RELATED PARTY TRANSACTION**

In terms of the Accounting Standard-18 "Related Party Disclosures", as notified under the Companies (Accounting Standards) Rules, 2006, the Company has identified the related parties covered therein and details of transactions with such related parties have been disclosed in Notes to the Accounts forming part of this Annual Report.

Transactions with related parties entered into by the Company are in the normal course of business on arm's length basis and do not have potential conflicts with the Company. Further, these transactions are also placed in the Audit Committee Meeting(s).

## **COMMITTEES OF THE BOARD**

During the year, in accordance with the Companies Act, 2013, the Board re-constituted some of its Committees. There were four committees one of them, IPO committee which got dissolved as the objective of the committee was achieved so presently there are three Committees of the Board, as follows:

- Audit Committee
- Nomination and Remuneration Committee
- Stakeholders' Relationship Committee

Details of all the Committees along with their charters, composition and meetings held during the year, are provided in the "Report on Corporate Governance", a part of this Annual Report.

## **SUBSIDIARY**

There are two subsidiaries of Raghuvansh Agrofarms Limited:

### **1. Sanjeevani Fertilizers and Chemicals Private Limited**

Sanjeevani Fertilizers and Chemicals Pvt. Ltd. is unlisted material subsidiary of the Raghuvansh Agrofarms Limite. It holds 51.00% of the total equity share capital of the company; SFCPL is primarily engaged in cultivation of fruits. Sanjeevani has orchards of Pomegranate, Guava and Banana etc. The Orchards of SFCPL span across 1.888 hectares of farm land located at Village Gaur Pathak, Thesil Pokhrayan, District Ramabai Nagar (Old Kanpur Dehat). The said farm land is owned by SFCPL. The gross revenue of the company stood at Rs. 1,17,93,141/- (previous year Rs. 80,54,142/-). Profit after Tax stood Rs. 6,29,547/- (Previous year Rs. 94,484/-).

### **2. Kanpur Organics Private Limited**

Kanpur Organics Private Limited is unlisted subsidiary of the Raghuvansh Agrofarms Limited as it holds 94.78% of total equity Shares of the Company. The gross revenue of the company stood at Rs.60,52,361/- [Previous year Rs. 1,22,501/- (from other income)]. Profit after Tax Rs. 5,09,035/- (Previous year Rs. 26,019/-).

The details of financial performance of Subsidiaries are furnished in annexure-4 and attached to this report.

## **RISK MANAGEMENT**

Adverse weather conditions, future climate changes, Increases in labor, personnel and benefits costs, may adversely affect our business operations, as well as our operating results.

To mitigate such risk the management is always vigilant to overcome the aforesaid problem by applying appropriate technology, employing deserving executives, proper reporting and recording of data, timely evaluation and best decisions making.

## **DIRECTORS AND KEY MANAGERIAL PERSONNEL**

In accordance with the provisions of the Act and the Articles of Association of the Company, Mrs. Renu Agarwal, Director of the Company, retires by rotation at the ensuing Annual General Meeting and being eligible has offered herself for reappointment.

During the financial year under review the members approved the appointment of Mrs. Renu Agarwal (DIN: 01767959) Non-executive Non Independent Director, Mr. Subhash Ghosh (DIN: 02195056) Non-executive Non Independent Director who are liable to retire by rotation, Mr. Vishal Maheshwari (DIN: 06766258) Independent Director and Mr. Rajesh Kumar (DIN: 06703566) Independent Director who are not liable to retire by rotation. And Mr. Devendra Pratap Singh and Mr. Vinod Kumar Maheshwari have resigned from the office of directorship on 01.07.2014.

The following employees were designated as whole time Key Managerial Personnel by the Board of Directors during the period under review.

Mr. Subodh Agarwal – Managing Director

Mr. Devendra Pratap Singh – Chief Financial Officer (appointed on 01.08.2014).

Mr. Rajit Verma- Company Secretary and Compliance Officer (appointed on 01.09.2014).

## **INTERNAL FINANCIAL CONTROLS**

The Company has in place adequate internal financial controls with reference to financial statements. During the Year, such controls were tested and no reportable material weaknesses in the design or operation were observed.

## **PUBLIC DEPOSITS**

As on March 31, 2015, there are no public deposits. There are no deposits that remain unclaimed. The company has not renewed/ accepted fixed deposits.

## **BOARD INDEPENDENCE**

Our definition of 'Independence' of Directors is derived from Section 149(6) of the Companies Act, 2013 and Clause 52 of the Listing Agreement with Stock Exchanges. Based on the confirmation / disclosures received from the Directors and on evaluation of the relationships disclosed, the following Non-Executive Directors are Independent in terms of Clause 52 of the Listing Agreement and Section 149(6) of the Companies Act, 2013 :-

- Mr. Vishal Maheshwari
- Mr. Rajesh Kumar

## **SECRETARIAL AUDITOR**

The Board has appointed M/s. JCA & CO. , Practicing Company Secretaries, to conduct Secretarial Audit for the financial year 2014-15. The Secretarial Audit Report for the financial year ended March 31, 2015 is annexed herewith marked as annexure-1 to this Report. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

## **AUDIT COMMITTEE**

The Audit Committee comprises of Mr. Vishal Maheshwari (Chairman), Mr. Subodh Agarwal (Member), Mr. Rajesh Kumar (Member). All the recommendations made by audit committee were accepted by Board.

## **BOARD EVALUATION**

Pursuant to the provisions of the Companies Act, 2013 and Clause 52 of the Listing Agreement, the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Committees. A structured questionnaire was prepared after taking into consideration inputs received from the Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance. A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board, who were evaluated on parameters such as level of engagement and contribution, independence of judgment, safeguarding the interest of the Company and its minority

shareholders etc. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non Independent Directors was carried out by the Independent Directors who also reviewed the performance of the Secretarial Department. The Directors expressed their satisfaction with the evaluation process.

### **COMPANY'S POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION**

The Policy of the Company on Directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a Director and other matters provided under sub-section (3) of section 178, is explained in the Corporate Governance Report.

### **VIGIL MECHANISM**

The Company has formulated a Whistle Blower Policy to establish a vigil mechanism for Directors and employees of the Company to report concerns about unethical behavior, actual or suspected fraud or violation of the company's code of conduct or ethics policy. The Whistle Blower Policy is available on the website of the Company.

### **CORPORATE GOVERNANCE**

The Company has complied with the Corporate Governance practices as stipulated under listing agreement with the Stock Exchange and rules set out by SEBI. A separate section on Corporate Governance under the Listing Agreement forms the part of this Annual Report. And the certificate from the Practicing Company Secretary, confirming the Compliances, is annexed as an annexure-2.

### **EMPLOYEES**

The particulars as required to Section 197 read with rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are furnished as none of the employee is drawing remuneration of Rs.5,00,000/- or more per month if employed for a part of the year or Rs.60,00,000/-if employed throughout the period.

### **STATUTORY AUDITORS**

M/s Naval Kapur & Co., Chartered Accountants (Firm Registration No. [005851C], the Statutory Auditors of the Company who is to hold office from the conclusion of the 18<sup>th</sup> Annual General Meeting until the conclusion of the 23<sup>rd</sup> Annual General Meeting of the Company subject to ratification in every Annual General Meeting, be and is hereby ratified.

### **AUDITORS' REPORT**

The Notes on financial statement referred to in the Auditors' Report are self-explanatory and do not call for any further comments. The Auditors' Report does not contain any qualification, reservation or adverse remark which is annexed hereto and forms part of the Annual Report.

## **CONSOLIDATED FINANCIAL STATEMENTS**

In accordance with the Accounting Standard AS-21 on Consolidated Financial Statements read with Clause 34 of the Listing Agreement, the Consolidated Audited Financial Statements and Consolidated Cash Flow Statement for the year ended March 31, 2015 are provided in the Annual Report.

## **CONSERVATION OF ENERGY, TECHNOLOGY, ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO**

The Company has ventured into the field of renewable energy. The Company has been successfully running a Bio Gas Power Plant on pilot basis at its Kapli Farms. The said plant has been operational for a period of more than 1 year. Apart from that, the Company is in process of commissioning a 1000 M3 capacity Bio Gas Plant for Power Generation at the factory premises of its subsidiary, M/s Sanjeevani Fertilizers and Chemicals Private Limited and has entered into Memorandum of Understanding.

The Company is also planning to set up a 3 Mci commercial radiation processing facility for approved low and medium dose items such wheat, atta, Soya bean and spices such as Coriander, Chilies etc. in Pitampura Industrial Area on Agra- Mumbai, Road, Indore, Madhya Pradesh and has entered into a Memorandum of Understanding dated August 23, 2014 ("MOU") with President of India acting through and represented by Board of Radiation and Isotope Technology ("BRIT").

There was no foreign exchange inflow or Outflow during the year under review.

## **DIRECTORS' RESPONSIBILITY STATEMENT**

Your Directors hereby confirm that:

- i. In the preparation of the annual accounts for financial year ended on March 31, 2015, the applicable accounting standards have been followed.
- ii. The Directors 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, 2015 and of the profit of the Company for the year ended on that date.
- iii. The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- iv. The Directors have prepared the annual accounts for financial year ended on March 31, 2015 on a 'going concern' basis.
- v. The directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- vi. The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

## **ACKNOWLEDGEMENT**

We thank our customers, business associates, bankers and government authorities for their continued support during the last year.

We wish to convey our deep appreciation to the suppliers/vendors for their valuable support. We also place on record our sincere appreciation for the enthusiasm and commitment of Company's employees for the growth of the Company and look forward to their continued involvement and support.

Place: Kanpur  
Date: 18.08.2015

By order of the Board of Directors  
For Raghuvansh Agrofarms Limited

-Sd-  
(Subodh Agarwal)  
Managing Director  
DIN: 00122844

-Sd-  
(Renu Agarwal)  
Director  
DIN: 01767959

## **MANAGEMENT DISCUSSION & ANALYSIS REPORT**

### **INTRODUCTION**

Since its inception, the Company is engaged in agriculture operations. The Company is broadly engaged in cultivation of Organic Vegetables, Organic Grains and Cereals. We have an integrated facility for cultivation, processing and distribution of agricultural produce. Apart from the above, the Company is also engaged in dairy farming, production, distribution of dairy products and manufacturing of organic manure.

### **INDUSTRY STRUCTURE AND DEVELOPMENT**

As per the land use statistics 2010-11, the total geographical area of the country is 328.7 million hectares, of which 141.6 million hectares is the net sown area. The gross cropped area is 198.9 million hectares with a cropping intensity of 140.5%. The net irrigated area is 63.6 million hectares.

The agriculture and allied sectors contributed approximately 13.9% of India's GDP (at constant 2004-05 prices) during 2014-15.

In India, agriculture is a traditional business which is being advanced with the use of scientific techniques, tools, equipments and machineries. The agriculture produce consumed in native place as well as exported to other countries.

Biomass has always been an important energy source for the country considering the benefits it offers. It is renewable, widely available, carbon-neutral and has the potential to provide significant employment in the rural areas. Biomass is also capable of providing firm energy. About 32% of the total primary energy use in the country is still derived from biomass and more than 70% of the country's population depends upon it for its energy needs.

The current availability of biomass in India is estimated at about 500 million metric tons per year. Studies sponsored by the Ministry have estimated surplus biomass availability at about 120 – 150 million metric tons per annum covering agricultural and forestry residues corresponding to a potential of about 18,000 MW. This apart, about 5000 MW additional power could be generated through bagasse based cogeneration in the country's 550 Sugar mills, if these sugar mills were to adopt technically and economically optimal levels of cogeneration for extracting power from the bagasse produced by them.

## **OPPORTUNITIES AND THREATS**

There is always demand of agricultural products, dairy products and organic manures. Apart from that there is always incremental demand of power. So Company's existing business is assured to be on demand whether there are agricultural, dairy products, organic manure or power generated through biogas power plant. Company is getting ahead for its expansion in its respective business sector as determined by its board.

The Company is also in process to set up a 3 Mci commercial radiation processing facility for approved low and medium dose items such wheat, atta, Soya bean and spices such as Coriander, Chilies etc.

Though company is operating in profit making sectors still its growth dependent on climate, government policies, availability of labors, and other factors.

## **SEGMENTWISE PERFORMANCE**

Company's business activity primarily falls within a single business and geographical segment, during the year under review agro and related products worth Rs. 1,79,25,287/- were sold.

## **OUTLOOK**

The Company expects that the situation will ameliorate due to favorable changes in climatic condition and government policies. The market of agricultural and dairy product is expected to grow and would be on demand.

Company is making constant efforts to improve operational efficiency to increase the earnings and making value addition in their operational activities.

## **RISKS & CONCERNS THE MANAGEMENT PERCEIVE**

Unfavorable climactic condition and uncertainty in economic growth which are not favorable presently in agricultural related activity is expected to impact the growth rate in India and consequently the Company's operations.

The growth in the industrial sector depends on government policies, better infrastructure, favorable climate, availability of labor, open market and growth in agricultural sector.

## **INTERNAL CONTROL SYSTEM & THEIR ADEQUACY**

Internal Control Systems are implemented:-

- To safeguard the Company's assets from loss or damage.
- To keep constant check on cost structure.
- To provide adequate financial and accounting controls and implement accounting standards.

The system is improved and modified continuously to meet with changes in business condition, statutory and accounting requirements. Internal controls are adequately supported by Internal Audit and periodic review by the management.

The Audit Committee meets periodically to review –

- Financial statements, with the management and statutory auditors;
- Adequacy/scope of internal audit function, significant findings and follow up thereon of any abnormal nature, with the internal auditors.

### **DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL EFFICIENCY**

The details of the financial performance of the Company appear in the Balance Sheet, Statement of Profit and Loss and other financial statements appearing separately. Please refer the Directors' Report for highlights.

### **MATERIAL DEVELOPMENTS IN HUMAN RESOURCES, INDUSTRIAL RELATIONS**

The human resources received consistent attention during the year considering the growth of the organization and the need arising there from. The relation at all levels was cordial throughout the year and the Company has initiated many programs on enhancing the skills of its men power.

As an ongoing exercise, the Company has continued to look at, identify, create and execute seamlessly, initiatives which enhance productivity and efficiency.

The Company continues to invest in people, required machines and equipments which enable the work force to meet the production requirements and challenges related thereto and to infuse positive enthusiasm towards the organization.

There are 08 employees on roll in an organization as on 31<sup>st</sup> March, 2015

### **CAUTION**

This report is based on the experience and information available to the Company in the agricultural, dairy business, manufacturing of manures and assumption in regard to domestic and global economic conditions, government and regulation policies etc.

The performance of the Company is dependent on these factors. It may be materially influenced by the changes therein beyond the Company's control, affecting the views expressed in or perceived from this report.

On behalf of the Board of Directors

-Sd-  
**(Subodh Agarwal)**  
Managing Director  
DIN: 00122844

**Annexure-1**

**Form No. MR-3**  
**SECRETARIAL AUDIT REPORT**

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

**SECRETARIAL AUDIT REPORT**  
FOR THE FINANCIAL YEAR ENDED ON 31<sup>ST</sup> MARCH, 2015

To,  
The Members,  
**M/s. Raghuvansh Agrofarms Limited**  
201-202, Namdhari Chambers, New Delhi-110005

Dear Sirs/Madam,

I/We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Raghuvansh Agrofarms Limited (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me/us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my Opinion thereon.

Based on our verification of the Raghuvansh Agrofarms Limited's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2015 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

we have examined the books, papers, minute books, forms and returns filed and other records maintained by Raghuvansh Agrofarms Limited ("the Company") as given in for the financial year ended on 31<sup>st</sup> March, 2015 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; (**Not Applicable to Company during the Audit Period**)
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - I. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;

II. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;

III. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

(vi) Provisions of the following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') were not applicable to the Company under the financial year under report:-

(a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

(b) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;

(c) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

(d) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and

(e) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

We have also examined compliance with the applicable clauses of the following:

(i) Secretarial Standards issued by The Institute of Company Secretaries of India.

(ii) The Listing Agreements entered into by the Company with **BSE Limited** Stock Exchange.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

**We further report that**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

**We further report that** there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**We further report that**

During the audit period the company has come with Public Issue of 36,00,000 Equity Shares of face value of Rs. 10 each for cash at a price of Rs. 11 per Equity Share(including a Share Premium of Rs. 1/- per Equity Share), aggregating to Rs. 3,96,00,000/- in pursuance of the above referred laws, rules, regulations, guidelines, standard etc.

under section62(1)(c ) of the Companies Act, 2013 and under Chapter X-B of SEBI(Issue of Capital and Disclosure Requirements) Regulations, 2009 and got listed on BSE SME Platform on 28.01.2015

Date: 02.07.2015

Place: Jaipur

FOR JCA & CO.  
COMPANY SECRETARIES

-Sd-  
AMIT DEEDWANIA  
Partner  
ACS No. : A36549  
C.P. No.:13588

**Annexure-2**

**CERTIFICATE OF CORPORATE GOVERNANCE**

To,  
The Members,  
Raghuvansh Agrofarms Limited  
201-202, Namdhari Chambers,  
Karol Bagh, New Delhi-110005

We have examined the compliance of conditions of Corporate Governance by Raghuvansh Agrofarms Limited for the financial years ended March 31, 2015 as stipulated in clause 52 of the Listing Agreement of the said Company with the Stock Exchange.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion, and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the abovementioned Listing Agreement.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Date: 02.07.2015

Place: Jaipur

For JCA & CO.

-Sd-  
(Amit Deedwania)  
Partner  
Mem. No.: A36549  
C.P. No.:13588

**Annexure-3****Form No.MGT-9**

**EXTRACT OF ANNUAL RETURN**  
**As on the financial year ended on 31/03/2015**  
**Of**  
**RAGHUVANSH AGROFARMS LIMITED**

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

**I. REGISTRATION AND OTHER DETAILS:**

1.	CIN	U40300DL1996PLC258176
2.	Registration Date	19.12.1996
3.	Name of the Company	Raghuvansh Agrofarms Limited
4.	Category/Sub-Category of the Company	Listed Public Company
5.	Address of the registered office and contact details	201-202, Namdhari Chambers, Karol Bagh, New Delhi, 110005. Tel.: +91-11-23634461
6.	Whether listed company	Yes
7.	Name, Address and Contact details of Registrar and Transfer Agent, if any	SKYLINE FINANCIAL SERVICES PVT. LTD D-1 53 A, 1 <sup>st</sup> Floor, Okhla Industrial Area, Phase-1, New Delhi-110020 Tele.: 011-26812682-83

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

All the business activities contributing 10% or more of the total turnover of the company shall be stated:-

Sl. No	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	Agricultural Product	0111/0112/0113/0119/0122/0123/0125/0130	31.32
2	Dairy Products	01412	52.30
3	Organic Manure	20121	16.13

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES-**

S. No.	Name and address of the Company	CIN/GLN	Holding/ Subsidiary/Associate	% of Shares Held	Applicable Section
1	Sanjeevani Fertilizers and Chemicals Pvt. Ltd.	U74120UP2010PTC041812	Subsidiary	51.00	2(87)
2	Kanpur Organics Pvt. Ltd.	U24110UP2007PTC032815	Subsidiary	94.78	2(87)

#### IV. SHAREHOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

##### i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A.</b>									
<b>(1) Indian</b>									
a) Individual/ HUF	615300	-	615300	7.40	1015300	-	1015300	8.52	(1.12)
b) Central Govt.	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	1500000		1500000	18.03	1500000		1500000	12.59	5.44
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any Other	-	-	-	-	-	-	-	-	-
<b>Sub-total (A) (1):-</b>	2115300		2115300	25.43	2515300		2515300	21.11	4.32
<b>(2) Foreign</b>	-	-	-	-	-	-	-	-	-
a) NRIs - Individuals	-	-	-	-	-	-	-	-	-
b) Other – Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Other....	-	-	-	-	-	-	-	-	-
<b>Sub-total (A) (2):-</b>	-	-	-	-	-	-	-	-	-
<b>Total shareholding of Promoter (A) = (A)(1)+(A)(2)</b>	2115300	-	2115300	25.43	2515300	-	2515300	21.11	4.32
<b>B. Public</b>									
<b>1. Institutions</b>									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-

c) Central Govt.	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (Specify)	-	-	-	-	-	-	-	-	-
<b>Sub-total (B)(1):-</b>	-	-	-	-	-	-	-	-	-
<b>2. Non-Institutions</b>									
a) Bodies Corp.	47500	24100	71600	0.86	160000	24100	184100	1.54	(0.68)
i) Indian	-	-	-	-	-	-	-	-	-
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals	-	-	-	-	-	-	-	-	-
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	357600	224300	581900	7.00	2277600	224300	2501900	20.99	(13.99)
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	4283000	105000	4388000	52.76	5130500	105000	5235500	43.93	8.83
c) Others (HUF)	1103250	57500	1160750	13.96	1445750	35000	1480750	12.42	1.54
<b>Sub-total (B)(2):-</b>	5791350	410900	6202250	74.57	9013850	388400	9402250	78.89	(4.32)
<b>Total Public Shareholding (B)=(B)(1)+(B)(2)</b>	5791350	410900	6202250	74.57	9013850	388400	9402250	78.89	(4.32)

<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	-	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	<b>7906650</b>	<b>410900</b>	<b>8317550</b>	<b>100</b>	<b>11529150</b>	388400	<b>11917550</b>	<b>100</b>	-

**(ii) Shareholding of Promoters**

Sl No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged/encumbered to total shares	
1.	Subodh Agarwal HUF	33750	0.41	0	33750	0.28	0	0.13
2.	Subodh Agarwal	581550	7.00	0	981550	8.24	0	(1.24)
3.	Litmus Investments Limited	500000	6.01	0	500000	4.20	0	1.81
4.	Model Kings Safetywear Ltd	1000000	12.02	0	1000000	8.39	0	3.63
	<b>Total</b>	<b>2115300</b>	<b>25.44</b>	<b>0</b>	<b>2515300</b>	<b>21.11</b>	<b>0</b>	<b>4.33</b>

**(iii) Change in Promoters' Shareholding (please specify, if there is no change)**

Sl. No .	Shareholder's Name	Share holding at the beginning of the year		Change in Shareholding			Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of Shares	Increase	Date	No. of shares	% of total shares of the company
01	Subodh Agarwal	581550	7.00	4,00,000	Allotment of Equity Shares	08/01/2015	981550	8.24
02	Litmus Investments Ltd.	500000	6.01	--	**	--	500000	4.20
03	Model Kings Safetywear Ltd.	1000000	12.02	--	**	--	1000000	8.39
04	Subodh Agarwal HUF	33750	0.41	--	**	--	33750	0.28

\*There is allotment of 4,00,000 equity shares to Mr. Subodh Agarwal.

\*\* There is no change in shareholding to these promoters.

**(iv) Shareholding Pattern of top ten Shareholders other than Directors, Promoters and Holders of GDRs and ADRs):**

Sr. No.	Top Ten Shareholders	Shareholding at the beginning of the year		Transaction Details			Cumulative Shareholding during the year		Reason
		No. of shares	%of total shares of the company	Sale	Purchase	Date	No. of shares	%of total shares of the company	
1	Parth Agarwal	200000	2.40	0	0	31.03.15	200000	1.68	--
2	Rajendra Raj Singh HUF	115000	1.38	0	0	31.03.15	115000	0.96	--
3	Santosh Kumar Agrawal	100000	1.20	0	0	31.03.15	100000	0.84	--
4	Abhishek Agrawal	100000	1.20	0	0	31.03.15	100000	0.84	--
5	Anurag Agrawal	100000	1.20	0	0	31.03.15	100000	0.84	--
6	Manish Agarwal	100000	1.20	0	0	31.03.15	100000	0.84	--
7	Ketan Chandulal Thakkar	100000	1.20	0	0	31.03.15	100000	0.84	--
8	Adit Nitin kumar Thakkar	100000	1.20	0	0	31.03.15	100000	0.84	--
9	Ravi Patodia	-	-	0	80000	22.01.15	80000	0.67	Equity allotment
10	Ajit Kumar Gupta	-	-	0	0	31.03.15	75000	0.63	--

**(v) Shareholding of Directors and Key Managerial Personnel:**

Sl. No.	For Each of the Directors and KMP	Designation	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
			No. of shares	% of total shares of the	No. of shares	%of total shares of the
1.	Mr. Subodh Agarwal	Managing Director	581550	7.00	981550	8.24
2.	Mrs. Renu Agarwal	Director	0	0	0	0
3.	Mr. Vishal Maheshwari	Director	0	0	0	0
4.	Mr. Subhash Ghosh	Director	0	0	0	0
5.	Mr. Rajesh Kumar	Director	0	0	0	0
6.	Mr. Devendra Pratap Singh	CFO	0	0	0	0
7.	Mr. Rajit Verma	CS	0	0	0	0

## V.INDEBTEDNESS

### Indebtedness of the Company including interest outstanding/accrued but not due for payment

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total( i+ ii + iii )</b>	-	-	-	-
<b>Change in Indebtedness during the financial year</b>				
· Addition	-	-	-	-
· Reduction	-	-	-	-
<b>Net Change</b>	-	-	-	-
<b>Indebtedness at the end of the financial year</b>	-	-	-	-
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total(i+ii+iii)</b>	-	-	-	-

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

### A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sl. no.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
		Mr. Subodh Agarwal	
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	3,60,000	3,60,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-
2	Stock Option	-	-
3	Sweat Equity	-	-
4	Commission	-	-
	- as % of profit	-	-
	- others, specify	-	-
5	Others, please specify	-	-
	<b>Total (A)</b>	<b>3,60,000</b>	

B .Remuneration to other directors:

Sl. no.	Particulars of Remuneration	Name of Directors				Total Amount
	3. Independent Directors	-	-	--	-	-
	· Fee for attending board committee meetings	-	-	-	-	-
	· Commission	-	-	-	-	-
	· Others, please specify	-	-	-	-	-
	Total (1)	-	-	-	-	-
	4. Other Non-Executive Directors	-	-	-	-	-
	· Fee for attending board committee meetings	-	-	-	-	-
	· Commission	-	-	-	-	-
	· Others, please specify	-	-	-	-	-
	Total (2)	-	-	-	-	-
	Total (B)=(1+2)	-	-	-	-	-
	Total Managerial Remuneration	-	-	-	-	-
	Overall Ceiling as per the Act	-	-	-	-	-

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

Sl. no.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	140000	120000	260000
	(b) Value of perquisites u/s17(2) Income-tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission	-	-	-	-
	- as % of profit	-	-	-	-
	- Others, specify...	-	-	-	-
5	Others, please specify	-	-	-	-
	Total	-	140000	120000	260000

VII. PENALTIES/PUNISHMENT/COMPOUNDINGOFOFFENCES: NONE

**Distribution of Shareholding as At 31<sup>ST</sup> MARCH, 2015**

<b>No. of Equity Share Holdings</b>	<b>No. of Shareholders</b>	<b>Percentage %</b>	<b>No. of Shares</b>	<b>Percentage %</b>
1-5000	46	08.83	207300	01.74
5001-10000	279	53.55	2760000	23.15
10001-20000	70	13.44	1239250	10.40
20001-30000	52	09.98	1428200	11.98
30001-40000	35	06.72	1343750	11.28
40001-50000	21	04.03	1042500	08.75
50001-100000	13	02.50	1100000	09.23
100001-500000	03	00.57	815000	06.84
500001-1000000	02	00.38	1981550	16.63
<b>TOTAL</b>	<b>521</b>	<b>100.00</b>	<b>11917550</b>	<b>100.00</b>

**Annexure-4**

**Form AOC-1**

Statement containing salient features of the financial statement of Subsidiaries/associate companies/joint ventures

[Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014]

Part "A": Subsidiaries

<b>S. No.</b>	<b>Particulars</b>	<b>Sl. No.- 01</b>	<b>Sl.No.- 02</b>
01	Name	Sanjeevani Fertilizers and Chemicals Pvt. Ltd.	Kanpur Organics Pvt. Ltd.
02	Reporting Period	01.04.2014-31.03.2015	01.04.2014-31.03.2015
03	Reporting Currency	Rupees	Rupees
04	Share Capital	22,00,000	19,15,000
05	Reserves & Surplus	5,37,88,448	61,89,276
06	Total Assets	8,30,20,760	3,45,21,428
07	Total Liabilities	2,70,32,312	2,64,17,152
08	Investments	7,50,000	Nil
09	Turnover	1,17,93,141	60,52,361
10	Profit before Taxation	4,61,935	7,36,969
11	Provision for Taxation	49184	1,64,946
12	Profit after Taxation	6,29,547	5,09,035
13	Proposed Dividend	Nil	Nil
14	% of Shareholding	51.00 %	94.78 %

## REPORT ON CORPORATE GOVERNANCE

This Corporate Governance Report relating to the year ended on 31<sup>st</sup> March, 2015 has been issued in compliance of Clause 52 of Listing Agreement with the Stock Exchange (BSE SME Platform) and forms part of the Report of the Board of Director's to the Members of the Company.

### 1. Company's Philosophy of Corporate Governance

The Company aims at conducting its business efficiently, by following professionally acknowledged good governance policies, thus meeting its obligations to all stakeholders in a balanced and accountable manner.

### 2. Board of Directors

#### (a) Composition

- The Board of Directors Comprises of five directors, one of them is Managing Director.
- The office of Managing Director is held by the Mr. Subodh Agarwal one of the Promoter of the company.

#### (b) Attendance of each director at the Board meetings and the last AGM.

Name	DIN	Category of Directorship	No. of Board Meeting Attended	Attendance at last AGM
Mr. Subodh Agarwal	00122844	Managing Director- ED	16	Yes
Mrs. Renu Agarwal	01767959	ED	13	Yes
Mr. Vishal Maheshwari	06766258	NED-I	16	Yes
Mr. Subhash Ghosh	02195056	NED	13	Yes
Mr. Rajesh Kumar	06703566	NED-I	13	Yes

**ED** – Executive Director

**NED** – **I** – Non-Executive – Independent Director

Note 1: The Company has disclosed to the Stock Exchanges in the "Quarterly Compliance Report on Corporate Governance" on compliance in regard to composition of Board of Directors.

Note 2: Designation of Mrs. Renu Agarwal has been changed from Non- Executive Director to Executive Director by the Board of Directors in a board meeting held on 21.03.2015 (Subject to the approval of Shareholders in ensuing general meeting).

#### (c) Number of other Companies or Committees the Director of the Company is a Director/ Member/Chairman: -

Name of Director	No. of Directorships in other Boards	No. of Memberships in other Board Committees	No. of Chairmanships in other Board Committees
Mr. Subodh Agarwal	04	02	Nil
Mrs. Renu Agarwal	Nil	Nil	Nil
Mr. Vishal Maheshwari	Nil	01	02
Mr. Subhash Ghosh	03	01	Nil
Mr. Rajesh Kumar	02	02	01

(d) Details of Board Meeting held during the period under review:

<b>Sr. No.</b>	<b>Date</b>
<b>01</b>	<b>15/06/2014</b>
<b>02</b>	<b>01/07/2014</b>
<b>03</b>	<b>08/07/2014</b>
<b>04</b>	<b>01/08/2014</b>
<b>05</b>	<b>25/08/2014</b>
<b>06</b>	<b>01/09/2014</b>
<b>07</b>	<b>10/09/2014</b>
<b>08</b>	<b>27/09/2014</b>
<b>09</b>	<b>10/11/2014</b>
<b>10</b>	<b>16/12/2014</b>
<b>11</b>	<b>29/12/2014</b>
<b>12</b>	<b>08/01/2015</b>
<b>13</b>	<b>22/01/2015</b>
<b>14</b>	<b>04/02/2015</b>
<b>15</b>	<b>16/02/2015</b>
<b>16</b>	<b>21/03/2015</b>

### **3. AUDIT COMMITTEE**

i. Terms of Reference

The terms of reference of this Committee are wide enough covering the matters specified under the Listing Agreement of BSE Limited (SME Platform) and the Companies Act, 2013.

ii. Composition, Name of Members and Chairperson

<b>Name</b>	<b>Designation</b>	<b>No. of Meetings Attended</b>
Mr. Vishal Maheshwari	Chairman	04
Mr. Subodh Agarwal	Member	04
Mr. Rajesh Kumar	Member	04

iii. Details of Audit Committee Meetings held during the year under review:

<b>Sr. No.</b>	<b>Date</b>
1.	08.07.2014
2.	25.10.2014
3.	10.02.2015
4.	21.03.2015

Note: The Company Secretary of the Company acts as the Secretary to the Committee.

### **4. Nomination and Remuneration Committee**

i. Terms of Reference:

The terms of reference of this Committee are wide enough covering the matters specified under the Listing Agreement of BSE Limited (SME Platform) and the Companies Act, 2013.

ii. Composition, Name of Members and Chairperson

<b>Name</b>	<b>Designation</b>	<b>No. of Meetings Attended</b>
Mr. Rajesh Kumar	Chairman	03
Mr. Subhash Ghosh	Member	03
Mr. Vishal Maheshwari	Member	03

iii. Remuneration Policy

Remuneration policy of the Company aims at recommending and reviewing the remuneration to Managing Director, Non-executive Directors, Executive Directors and Key Managerial Personnel of the Company based on evaluation criteria such as industry benchmarks, company's annual performance & its strategy, expertise, talent and meritocracy.

Directors express their satisfaction with the evaluation process.

**Details of remuneration paid to Managing Director for the year under review:**

Name of the Director	Salary	Commission	Performance linked bonus	Perquisites and Contribution to Provident Fund	Terms of appointment
Mr. Subodh Agarwal	3,60,000	-	-	-	05 Years, (From 01/04/2014 To 31/03/2019)

**5. Stakeholders Relationship Committee**

i. Terms of Reference

The terms of reference of this Committee are wide enough covering the matters specified under the Listing Agreement of BSE Limited (SME Platform) and the Companies Act, 2013.

ii. Composition, Name of Members and Chairperson

<b>Name</b>	<b>Designation</b>	<b>No. of Meetings Attended</b>
Mr. Vishal Maheshwari (Non-Executive Director)	Chairman	01
Mr. Subodh Agarwal	Member	01
Mr. Rajesh Kumar	Member	01

The meeting of the Committee was held on 04.01.2015 which was attended by all the members.

Note-1: The Company Secretary of the Company acts as the Secretary to the Committee.

Note-2: There was no complaint received from the shareholder during the period under review as per the report provided by the Registrar and Transfer Agent, hence there is no pending Complaints.

## **6. General Body Meetings**

(i) Location and time where last three Annual General Meetings were held:

<b>Financial Year</b>	<b>Date</b>	<b>Time</b>	<b>Venue</b>
2011-12	29.09.2012	02.00 PM	16/19-A, Civil Lines, Kanpur-208001, Uttar Pradesh
2012-13	28.09.2013	11.00 AM	201-202, Namdhari Chambers Karol Bagh, New Delhi - 05
2013-14	04.08.2014	11.00 AM	201-202, Namdhari Chambers Karol Bagh, New Delhi - 05

(ii) Special Resolution passed in the previous three Annual General Meetings

<b>Financial Year</b>	<b>Special Resolution</b>	<b>Details</b>
2011-12	No	None
2012-13	Yes	1. For preferential allotment of Equity Shares
2013-14	Yes	1. Issue of Equity Shares; 2. For Borrowing of Money; 3. For creation of Mortgage/Charge/Hypothecation; 4. Alteration Memorandum of Association.

## **7. DISCLOSURE**

**I.** Related Party Transaction: Details of transaction with Related Party have been reported in the Notes to Accounts. All the transactions with the related party are at arm's length basis and there are no materially significant related party transactions which may have potential conflict with the company at large.

**II.** Compliances: There was no instance of non compliance by Companies or penalties or strictures imposed on the company by the stock exchange or SEBI or any statutory authority on any matter related to capital markets during the last three years.

**III.** Whistle Blower Policy: The Company has in place an employee concern (Whistle Blower) which is available on the website of the Company. No personnel have been denied access to the Audit Committee to lodge their grievance.

**IV.** The Company has complied with the mandatory requirements of Clause 52 of the Listing Agreement.

## **8. MEANS OF COMMUNICATION**

Shareholding Patterns, Corporate Governance Report and Financial results are electronically transmitted to the stock Exchange and are also uploaded on the website "**www.raghuvanshagro.com**" of the company.

The Company's news releases are displayed on the Company's website as per the requirement of listing agreement of SME.

## 9. GENERAL SHAREHOLDER INFORMATION

AGM : Date, Time & Venue	On 25th September, 2015 at 01:30 PM, At Reg. Office: 201-202, Namdhari Chambers, Karol Bagh, New Delhi-110005
Financial year	The Financial year under the review covers the following period from 01.04.2014 to 31.03.2015
Date of Book Closure	19.09.2015 to 25.09.2015
Dividend Payment Date	NIL
Listing on Stock Exchange	BSE Limited
Stock Code	BSE : 538921 ISIN: INE865P01016
Market Price Date: High, Low during each month of last Financial Year	Please see Annexure -5
Registrar and Transfer Agent	Skyline Financial Services Pvt. Ltd.
Share Transfer System	All the transfers received are processed by the Registrar and Transfer Agent.
Distribution of Shareholding and Shareholding Pattern as on 31.03.2015	Please see Annexure-3
Dematerialization of Shares and Liquidity	96.74 % of the paid capital are dematerialized as on March 31, 2015
Outstanding GDRs/ADRs/ Warrants or any Convertible instruments conversion date and likely impact on equity	Not Issued
Plant Locations	1. Gram Kapli, Tehsil Kanpur, Zila Kanpur Nagar 2. Village Gaur Pathak, Thesil Pokhrayan, District Ramabai Nagar (Old Kanpur Dehat).
Address for correspondence	Corp. Office: 16/19-A, Civil Lines, Kanpur-208001, Uttar Pradesh Email Id. : raghuvanshagro@gmail.com Tele. : 0512-3071470-71

## B. NON-MANDATORY REQUIREMENTS

### a. THE BOARD – Re: Non-executive Chairman–Maintenance of office at Company's expense

The Company does not maintain a separate office for the non – executive Chairman.

### b. SHAREHOLDERS RIGHTS – Re: half yearly results

A half-yearly declaration of financial performance including summary of the significant events in last six-months is uploaded on the website of the Company.

### c. AUDIT QUALIFICATIONS

The financial statements of the Company are unqualified.

#### **d. EVALUATION OF THE BOARD'S PERFORMANCE**

The details of the evaluation of the Board's Performance forms part of the Director's Report.

#### **e. WHISTLE BLOWER POLICY**

The Company has formulated a Whistle Blower Policy to establish a vigil mechanism for Directors and employees of the Company to report concerns about unethical behavior, actual or suspected fraud or violation of the company's code of conduct or ethics policy. The Whistle Blower Policy is available on the website of the Company.

On behalf of the Board of Directors

-Sd-  
**(Subodh Agarwal)**  
**Managing Director**

#### **Annexure-5**

#### **SHARE PRICE DATA**

<b>Month</b>	<b>High (Rs.)</b>	<b>Low(Rs.)</b>	<b>Volume (Nos.)</b>
Jan, 2015	12.12	11.55	20,000
Feb, 2015	21.09	14.54	60,000
March, 2015	31.05	21.15	1,20,000

**Note:** Company got listed on BSE SME Platform on January 28, 2015.

#### **DECLARATION REGARDING CODE OF CONDUCT**

In accordance with sub clause I (D) of clause 52 of listing agreement with stock exchange, I hereby declare that all the Directors and Senior Management Personnel have confirmed compliance with the Code of Conduct as adopted by the Company.

**For Raghuvansh Agrofarms Limited**

Date: 27.05.2015

Place: Kanpur

-Sd-  
**(Subodh Agarwal)**  
**Managing Director**

## **CEO/CFO CERTIFICATION**

To,  
The Board of Directors,  
Raghuvansh Agrofarms Limited

We have reviewed the financial statements and the cash flow statement of Raghuvansh Agrofarms Limited for the year ended 31<sup>ST</sup> March, 2015 and that to the best of our knowledge and belief, we state that;

- (a) (i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that may be misleading;
- (ii) These statements present a true and fair view of the Company's affairs and are in compliance with current accounting standards, applicable laws and regulations.
- (b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or in violation of the Company's code of conduct.
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting. We have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and steps taken or proposed to be taken for rectifying these deficiencies.
- (d) We have indicated to the Auditors and the Audit Committee:
  - (i) Significant changes, if any, in the internal control over financial reporting during the year.
  - (ii) Significant changes, if any, in accounting policies made during the year and that the same have been disclosed in the notes to the financial statements; and
  - (iii) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Place: Kanpur  
Date: 27.05.2015

-Sd-  
(Devendra Pratap Singh)  
**Chief Financial Officer**

-Sd-  
(Subodh Agarwal)  
**Managing Director**

## **NOTICE OF ANNUAL GENERAL MEETING**

---

Notice is hereby given that Nineteenth Annual General Meeting of Members of Raghuvansh Agrofarms Limited will be held on Friday the 25<sup>th</sup> September, 2015 at 01:30 P.M. at the Registered office of the Company at 201-202, Namdhari Chambers, Karol Bagh, New Delhi - 110005 to transact the following businesses.

### **ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited financial statements (including consolidated Audited Financial Statements) of the Company for the year ended on 31st March 2015 including the Reports of the Directors and Auditors thereon.
2. To appoint a director in place of Mrs. Renu Agarwal who retires by rotation and being eligible, offers herself for reappointment.
3. To ratify the appointment of Auditors of the Company and if thought fit, to pass, with or without modification/s, the following resolution as on ordinary resolution.

**"RESOLVED THAT**, pursuant to the first proviso to Section 139(1) of the Companies Act, 2013, read with the first proviso to Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, M/s Naval Kapur & Co., Chartered Accountants (Firm Registration No. 005851C), who was appointed as the auditors of the Company from the conclusion of the 18th Annual General Meeting until the conclusion of the 23rd Annual General Meeting of the Company and whose office was subject to ratification at this annual general meeting be and is hereby ratified by the shareholders of the Company."

### **SPECIAL BUSINESS**

4. To consider and if thought fit, to pass, with or without modification/s, the following resolution as on ordinary resolution

**"RESOLVED THAT** in supersession to the resolution passed by the Board of Directors at their meeting held on 21.03.2015 for changing the designation of Mrs. Renu Agarwal (DIN: 01767959) from Non-executive director to Executive Director (based on the recommendation of Nomination and Remuneration committee), consent of the Members be and is hereby given in changing the designation of Mrs. Renu Agarwal (DIN: 01767959) from non executive Director to Executive Director of the Company.

**"RESOLVED FURTHER THAT** Mr. Rajit Verma, Company Secretary of the Company be and is hereby authorized to take all actions and steps expedient or desirable to give effect to this aforesaid resolution."

5. To consider and if thought fit, to pass, with or without modification/s, the following resolution as on ordinary resolution

**"RESOLVED THAT** pursuant to provision of Section 197 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification/s) from time to time or any re-enactment thereof for the time being in force) read with Schedule V to the said Act, and applicable provisions of Sections, consent of the members of the Company be and are hereby accorded for payment of a monthly

remuneration of Rs. 30,000 (Thirty thousand only) per month all inclusive to Mrs. Renu Agarwal (DIN: 01767959) Director of the Company.”

**“RESOLVED FURTHER THAT** the Board of Directors (on the recommendations of the Nomination and Remuneration Committee) be and are hereby authorized to revise, amend, alter and vary the remuneration and other terms and conditions of the appointment of the Director in such manner as may be permissible in accordance with the provisions of the Companies Act, 2013 and Schedule V as may be agreed to by and between the Board of Directors, without any further reference to the shareholders in general meeting.

**“RESOLVED FURTHER THAT** in the event of loss or inadequacy of profits during the tenure of service of Mrs. Renu Agarwal as Director of the Company, the payment of salary, shall be governed by the limits prescribed under Section II of Part II of Schedule V of the Companies Act, 2013.”

**“RESOLVED FURTHER THAT** Mr. Rajit Verma, Company Secretary of the Company be and is hereby authorized to take all actions and steps expedient or desirable to give effect to this aforesaid resolution.”

**6.** To consider and if thought fit, to pass, with or without modification/s, the following resolution as on ordinary resolution

**“RESOLVED THAT** pursuant to provisions of Sections , 197(1), and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) from time to time or any re-enactment thereof for the time being in force) read with Schedule V to the said Act, and applicable provisions of Sections, consent of the members of the Company be and is hereby accorded for payment of a monthly remuneration of Rs. 50,000 (Fifty thousand only) per month all inclusive.

**“RESOLVED FURTHER THAT** the Board of Directors (on the recommendations of the Nomination and Remuneration Committee) be and are hereby authorized to revise, amend, alter and vary the remuneration and other terms and conditions of the appointment of the Managing Director in such manner as may be permissible in accordance with the provisions of the Companies Act, 2013 and Schedule V as may be agreed to by and between the Board of Directors and Mr. Subodh Agarwal, without any further reference to the shareholders in general meeting .

**“RESOLVED FURTHER THAT** in the event of loss or inadequacy of profits during the tenure of service of Mr. Subodh Agarwal as Managing Director of the Company, the payment of salary, shall be governed by the limits prescribed under Section II of Part II of Schedule V of the Companies Act, 2013.”

**“RESOLVED FURTHER THAT** Mr. Subodh Agarwal as the Managing Director shall apart from his salary be entitled to travelling allowance as per the rules prescribed by the Company in this regard.”

**“RESOLVED FURTHER THAT** as the Managing Director of the Company, Mr. Subodh Agarwal shall, subject to the supervision, control and directions of the Board of Directors of the Company, exercise substantial powers of management and manage the business and affairs of the Company.”

**"RESOLVED FURTHER THAT** Mr. Rajit Verma, Company Secretary of the Company be and is hereby authorized to take all actions and steps expedient or desirable to give effect to this aforesaid resolution."

**Date:** 18.08.2015

**Place:** Kanpur

By the order of the Board  
For Raghuvansh Agrofarms Limited

-Sd-  
**Rajit Verma**  
**(Company Secretary)**

**Notes:**

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member. Proxies in order to be valid must be received by the company not less than 48 hours before the meeting.  
  
A person can act as proxy for only 50 members and holding in aggregate not more than 10 percent of the total share capital of the company carrying voting rights. Member holding more than 10 percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other member.
2. Corporate Members intending to send their authorized representatives to attend the AGM are requested to send a duly certified copy of their Board Resolution authorizing their representatives to attend and vote at the AGM.
3. 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.
4. Members / Proxies / Authorized Representatives should bring the enclosed Attendance Slip, duly filled in, for attending the Meeting. Copies of the Annual Report or Attendance Slips will not be distributed at the Meeting.
5. The Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 ("the Act"), concerning the Special Business in the Notice is annexed hereto and forms part of this Notice
6. Pursuant to the provisions of Section of 91 of The Companies Act, 2013 and listing agreement, The Register of Members and Share Transfer Book will remain closed from 19.09.2015 to 25.09.2015 (both days inclusive).
7. SEBI & the Ministry of Corporate Affairs encourage paperless communication as a contribution to greener environment.

Members holding shares in physical mode are requested to register their e-mail ID's with the Skyline Financial Services Pvt. Ltd., the Registrars & Share Transfer Agents of the Company and Members holding shares in demat mode are requested to register their e-mail ID's with their respective Depository Participants (DPs) in case the same is still not registered.

If there is any change in the e-mail ID already registered with the Company, members are requested to immediately notify such change to the Registrars & Share Transfer Agents of the Company in respect of shares held in physical form and to DPs in respect of shares held in electronic form.

8. In terms of Section 101 and 136 of the Companies Act, 2013 read together with the Rules made there under the copy of the Annual Report including Financial statements, Board's report etc. and this Notice are being sent by electronic mode, to those members who have registered their email ids with their respective depository participants or with the share transfer agent of the Company, unless any member has requested for a physical copy of the same. In case you wish to get a physical copy of the Annual Report, you may send your request to [raghuvanshagro@gmail.com](mailto:raghuvanshagro@gmail.com) mentioning your Folio/DP ID & Client ID.
9. The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their PAN details to M/s. Skyline Financial Services Pvt. Ltd.
10. Members desiring any information relating to the accounts are requested to write to the Company well in advance so as to enable the management to keep the information ready.
11. Pursuant to Section 72 of the Companies Act, 2013, shareholders holding shares in physical form may file nomination in the prescribed form SH-13 with the Company's Registrar and Transfer Agent. In respect of shares held in demat / electronic form, the nomination form may be filed with the respective Depository Participant.
12. All documents referred to in the Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during office hours on all working days except Saturdays between 11.00 a.m. to 1.00 p.m. up to the date of the 19<sup>th</sup> Annual General Meeting of the Company.
13. With reference to Rule 20 of the Companies (Management and Administration) Amendment Rules 2015, your company is listed on SME of Platform of BSE under the regulation of chapter XB of the SEBI( Issue of Capital and Disclosure Requirement) Regulations, 2009, is not required to provide the e-voting process for the consideration of resolutions, proposed at the General Meeting.

#### **EXPLANATORY STATEMENT**

The following Explanatory Statements, as required under Section 102 of the Companies Act, 2013, set out all material facts relating to the business under Item Nos. 4, 5 and 6 of the accompanying Notice dated 18.08.2015.

**Item – 4**

The Board of Directors has at its meeting held on 21.03.2015 has changed the designation of Mrs. Renu Agarwal from Non-Executive Director to Executive Director w.e.f. 21.03.2015.

The Board of Directors (based on the recommendation of Nomination and Remuneration committee) changed the designation of Mrs. Renu Agarwal from Non-executive director to Executive Director with effect from 1<sup>st</sup> April, 2015, through the power granted by the Article No. 103,107 of the Articles of the Association of the Company, subject to the approval of the shareholders, which is properly intimated to BSE Ltd. as well, for the purpose of shouldering extended responsibility of the company.

Considering her increasing involvement in the business operation as well as corporate affairs of the Company, the above proposal is in the interest of the Company and the Directors recommend the Resolution in Item No. 4 of the Notice for approval by the members by way of ordinary resolution.

In reference to that Mrs. Renu Agarwal has been allotted the designation of Director Operations and given responsibility to have supervision of operations of the company.

Except Mr. Subodh Agarwal and Mrs. Renu Agarwal, none of the other Directors and other Key Managerial Personnel or their respective relatives is concerned or interested financially or otherwise in this Resolution.

**Item – 5**

The total managerial remuneration payable by a public company to its directors, including managing director and whole-time director, and its manager in respect of any financial year shall not exceed eleven per cent of the net profits of that company for that financial year. Further it is provided that except with the approval of the company in general meeting, the remuneration payable to any one managing director; or whole-time director or manager shall not exceed five percent of the net profits of the company and if there is more than one such director remuneration shall not exceed ten percent of the net profits to all such directors and manager taken together.

Therefore, the above resolution is placed before the shareholders in order to take their approval for payment of Remuneration to Mrs. Renu Agarwal above the Limit of 5 percent of the net profits of the Company as provided in the act.

All other terms and conditions of appointment apart from remuneration of Mrs. Renu Agarwal as Executive Director of the Company will remain unchanged and other information as required by secretarial standard-2 has been stated in Board's Report and Corporate Governance Report.

Except Mr. Subodh Agarwal and Ms. Renu Agarwal, none of the other Directors and other Key Managerial Personnel or their respective relatives is concerned or interested financially or otherwise in this Resolution.

## **Item – 6**

The total managerial remuneration payable by a public company, to its directors, including managing director and whole-time director, and its manager in respect of any financial year shall not exceed eleven per cent of the net profits of that company for that financial year. Further, it is provided that except with the approval of the company in general meeting, the remuneration payable to any one managing director; or whole-time director or manager shall not exceed five per cent. of the net profits of the company and if there is more than one such director remuneration shall not exceed ten percent of the net profits to all such directors and manager taken together.

Therefore the above resolution is placed before the shareholders in order to take their approval for payment of Remuneration to Mr. Subodh Agarwal above the Limit of 5 percent of the net profits of the Company as provided in the act.

All other terms and conditions of appointment apart from remuneration of Mr. Subodh Agarwal as Executive Director of the Company will remain unchanged and other information as required by secretarial standard-2 has been stated in Board's Report and Corporate Governance Report.

Except Mr. Subodh Agarwal and Ms. Renu Agarwal, none of the other Directors and other Key Managerial Personnel or their respective relatives is concerned or interested financially or otherwise in this Resolution.

Date: Kanpur  
Place:18.08.2015

By the order of the Board  
For Raghuvansh Agrofarms Limited

-Sd-  
Rajit Verma  
(Company Secretary)

### **Annexure to the Item No.-2 of the Notice**

Details of Directors seeking appointment and reappointment at the forthcoming Annual General Meeting. In pursuance of clause 52 of Listing Agreement of SME:

<b>Name of the Director</b>	<b>Mrs. Renu Agarwal</b>
Date of Birth	04/12/1976
Nationality	Indian
Date of appointment on the Board	01/07/2014
Qualifications	Under Graduate
Expertise	In Business
No. of Shares held in the company	Nil
List of the directorship held in other Company	Nil
Chairman/Member in the committees of the board of other companies in which he/she is director	<b>Chairman-Nil</b> <b>Member-Nil</b>
Relationship, if any, between director's inter se	Wife of Mr. Subodh Agarwal

\* Directorships includes Directorship of other Indian Public Companies and Committee memberships includes only Audit Committee and Stake holders' Relationship Committee of Public Limited Company (whether Listed or not);  
\* Other required details are stated in Corporate Governance Report.

## **INDEPENDENT AUDITOR'S REPORT**

TO THE MEMBERS OF **RAGHUVANSH AGROFARMS LIMITED**

### **Report on the Standalone Financial Statements**

We have audited the accompanying standalone financial statements of **RAGHUVANSH AGROFARMS LIMITED** ("the Company"), which comprise the Balance Sheet as at 31st March, 2015, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information,

### **Management's Responsibility for the Standalone Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### **Auditor's Responsibility**

Our responsibility is to express an opinion on these standalone financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

### **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2015, and its profit/loss and its cash flows for the year ended on that date.

### **Emphasis of Matters**

We draw attention to the following matters in the Notes to the financial statements:

- i) Para No. 5 pertaining to Related Party Disclosure. And
- ii) Para No. 7 pertaining to Disclosure in Two Subsidiary Companies.

Our opinion is not modified in respect of these matters.

### **Other Matter**

#### **NIL**

Our opinion is not modified in respect of this matter.

### **Report on Other Legal and Regulatory Requirements**

As required by Section 143 (3) of the Act, we report that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account [and with the returns received from the branches not visited by us].
- (e) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014..
- (f) On the basis of the written representations received from the directors as on 31st March, 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
- (g) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A".
- (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - (i) The Company does not have any pending litigations which would impact its financial position.

- ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts for which there were any material foreseeable losses.
- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company

**For Naval Kapur & Co.**  
Chartered Accountants  
(FRN:05851C)

**CA Naval Kapur**  
(Partner)  
(Membership No.074587)

**Place:** Kanpur  
**Date:** 27/05/2015

**Report under Companies (Auditors' Report) Order, 2015**  
**RAGHUVANSH AGROFARMS LIMITED**  
**CIN :U40300DL1996PLC258176**

**Annexure to the Auditors' Report**

The Annexure referred to in our report to the members of **RAGHUVANSH AGROFARMS LIMITED** for the year ended on March 31, 2015.

**We report that:**

**Clause (i):**

**(a)** Whether the company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets?

**Auditors' Remarks:**

**Yes. Proper records have been maintained by the company showing full particulars including quantitative details of Fixed Assets.**

**(b)** Whether these fixed assets have been physically verified by the management at reasonable intervals; whether any material discrepancies were noticed on such verification and if so, whether the same have been properly dealt with in the books of account?

**Auditors' Remarks:**

**Yes. The management has been verifying the fixed assets physically at reasonable intervals and no discrepancies were noticed on such verifications.**

**Clause (ii):**

**(a)** Whether physical verification of inventory has been conducted at reasonable intervals by the management?

**Auditors' Remarks:**

**Yes. The management has conducted physical verification of inventories at reasonable intervals and no discrepancies were noticed on such verifications.**

**(b)** Are the procedures of physical verification of inventory followed by the management reasonable and adequate in relation to the size of the company and the nature of its business? If not, the inadequacies in such procedures should be reported.

**Auditors' Remarks:**

**Yes. In our opinion the procedures of physical verification of inventory followed by the management reasonable and adequate in relation to the size of the company.**

**(c)** Whether the company is maintaining proper records of inventory and whether any material discrepancies were noticed on physical verification and if so, whether the same have been properly dealt with in the books of account;

**Auditors' Remarks:**

**Yes. Proper records of inventory have been maintained by the company and no material discrepancies have been noticed on its physical verification.**

**Clause (iii):** Whether the company has granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act. If so,

(a) Whether receipt of the principal amount and interest accrued also regular; and

**Auditors' Remarks:**

**Yes. The company is in regular receipt of principle amount and interest accrued on all the loans granted both secured and unsecured.**

(b) If overdue amount is more than rupees one lakh, whether reasonable steps have been taken by the company for recovery of the principal and interest;

**Auditors' Remarks:**

**There are no overdue amounts in respect of both principal and interest.**

**Clause (IV):** Is there an adequate internal control system commensurate with the size of the company and the nature of its business, for the purchase of inventory and fixed assets and for the sale of goods and services. Whether there is a continuing failure to correct major weaknesses in internal control system?

**Auditors' Remarks:**

**Yes. There does exist an adequate internal control commensurate with the size and nature of the business, for the purchase of inventory and fixed assets and for the sale of goods and services. No major weaknesses in internal control system have been observed.**

**Clause (V):** In case the company has accepted deposits, whether the directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act and the rules framed there under, where applicable, have been complied with? If not, the nature of contraventions should be stated; If an order has been passed by Company Law Board or National Company Law Tribunal or Reserve Bank of India or any court or any other tribunal, whether the same has been complied with or not?

**Auditors' Remarks:**

**Company has not accepted any deposit from the public during the year.**

**Clause (VI):** Where maintenance of cost records has been specified by the Central Government under subsection(1) of section 148 of the Companies Act, whether such accounts and records have been made and maintained?

**Auditors' Remarks:**

**Maintenance of cost records has not been specified Central Government under subsection(1) of section 148 of the Companies Act.**

**Clause (VII):**

(a) is the company regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues with the appropriate authorities and if not, the extent of the arrears of outstanding statutory dues as at the last day of the financial year concerned for a period of more than six months from the date they became payable, shall be indicated by the auditor.

**Auditors' Remarks:**

**Yes. The company is regular in depositing all such undisputed statutory dues with the appropriate authorities.**

(b) in case dues of income tax or sales tax or wealth tax or service tax or duty of customs or duty of excise or value added tax or cess have not been deposited on account of any

dispute, then the amounts involved and the forum where dispute is pending shall be mentioned. (A mere representation to the concerned Department shall not constitute a dispute).

**Auditors' Remarks:**

**There are no such undeposited dues.**

(c) Whether the amount required to be transferred to investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made thereunder has been transferred to such fund within time.

**Auditors' Remarks:**

**There are no amounts required to be transferred in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956)**

**Clause (VIII):** whether in case of a company which has been registered for a period not less than five years, its accumulated losses at the end of the financial year are not less than fifty per cent of its net worth and whether it has incurred cash losses in such financial year and in the immediately preceding financial year?

**Auditors' Remarks:**

**Company does not have any accumulated losses.**

**Clause (IX):** Whether the company has defaulted in repayment of dues to a financial institution or bank or debenture holders? If yes, the period and amount of default to be reported;

**Auditors' Remarks:**

**No. The company has not defaulted in repayment of dues to a financial institution or bank or debenture holders.**

**Clause (X):** Whether the company has given any guarantee for loans taken by others from bank or financial institutions, the terms and conditions whereof is prejudicial to the interest of the company;

**Auditors' Remarks:**

**No. The company has not given any guarantee for loans taken by others from bank or financial institutions, the terms and conditions whereof is prejudicial to the interest of the company.**

**Clause (XI):** Whether term loans were applied for the purpose for which the loans were obtained?

**Auditors' Remarks:**

**The company has not taken any Term Loans.**

**Clause (XII):** whether any fraud on or by the company has been noticed or reported during the year; If yes, the nature and the amount involved is to be indicated.

**Auditors' Remarks:**

**No fraud has been noticed or reported, neither on nor by the company.**

**For Naval Kapur & Co.  
Chartered Accountants  
FRN:005851C**

**CA Naval Kapur  
Chartered Accountant  
Membership No.:074587**

**Place:Kanpur  
Date:27.05.2015**

**RAGHUVANSH AGROFARMS LIMITED**  
**BALANCE SHEET AS ON 31.03.2015**

Particulars	Note No	Amount (Rs.)	
		2014-15	2013-14
<b>EQUITY &amp; LIABILITIES</b>			
<b>(1) Shareholder's Funds</b>			
(a) Share Capital	1	119175500	83175500
(b) Reserve & Surplus	2	91944098	84944631
(c) Money Received against share warrants		0	0
(d) Minority Interest		0	0
<b>(2) Share application money pending allotment</b>		0	0
<b>(3) Non- Current Liabilities</b>			
(a) Long Term borrowings	3	0	259651
(b) Deffered tax liabilities		0	0
(c) Other long term liabilities	3	0	0
(d) Long term provisions	4	18000	21000
<b>(4) Current liabilities</b>			
(a) Short term borrowings	3	55357	0
(b) Trade payable	3	342161	69747
(c) Other current Liabilities	3	190000	0
(d) Short Term provisions	4	579066	283070
	<b>TOTAL</b>	<b>212304182</b>	<b>168753599</b>
<b>II. ASSETS</b>			
<b>(1) Non Current Assets</b>			
<b>(a) Fixed Assets</b>			
(i) Tangible assets	5	30710296	14749699
(ii) Intangible assets	5	0	0
(iii) Capital work in progress	5	18452167	5159559
(iv) Intangible assets under development		0	0
(b) Non- current investments	6	75340026	57088026
(c) Deffered Tax Assets (net)	0	1278941	206696
(d) Long term loans & advances	11	0	0
(e) Other non-current assets	10,11	51454383	49094677
<b>(2). Current assets</b>			
(a) Current investment	7	0	0
(b) Inventories	8	2735138	2950415
(c) Trade Receivables	10	2041327	0
(d) Cash & cash equivalents	9	23712939	23165825
(e) Short term loans and advances	11	6578965	16338702
(f) Other current assets	11	0	0
	<b>TOTAL</b>	<b>212304182</b>	<b>168753599</b>

**Notes to Accounts - 18**

Figures have been rounded off to the nearest rupee

"As per our report of even date attached".

**For M/S Naval Kapur & Co.**

Chartered Accountants,

**For Raghuvansh Agrofarms Limited**

(CA. Naval Kapur)

Partner

M.N.- 074587.

FRN-005851C

Subodh Agarwal

(Managing Director)

Renu Agarwal

(Director)

Place: Kanpur

Date : 27.05.2015

Devendra Pratap Singh

(Chief Financial Officer)

Rajit Verma

(Company Secretary)

**RAGHUVANSH AGROFARMS LIMITED**  
**Profit and Loss statement for the year ended 31st March 2015**

Particulars	Note No.	2014-15	2013-14	Amount(Rs.)
I. Revenue from operations	12	17925287	11634795	
II. Other Income	13	211111	444658	
<b>III. Total Revenue(I+II)</b>		<b>18136398</b>	<b>12079453</b>	
<b>IV. EXPENSES:</b>				
Cost of material consumed	14	3282836	6396721	
Purchase of Stock- in-Trade		0	150000	
Changes in inventories of finished goods, work in progress and stock-in- Trade		-297857	730202	
Employee benefit expense	15	1112742	1051380	
Financial Cost	16	28342	194124	
Depreciation and amortization expense	5	1717927	364538	
Other Expenses	17	9525963	2655467	
<b>IV. Total Expenses</b>		<b>15369953</b>	<b>11542432</b>	
V. Profit before exceptional and extraordianry items and tax	(III-IV)	2766445	537021	
VI. Exceptional Items		0	0	
VII. Profit before extraordinary items and tax	(V-VI)	2766445	537021	
VIII. Extraordinary Items		0	0	
IX. Profit before tax	(VII-VIII)	<b>2766445</b>	<b>537021</b>	
X. Tax Expense:				
(1) Current Tax		250000	250820	
(2) Deffered Tax		-1072245	-176738	
XI. Profit(Loss) from the period continuing operations	(IX-X)	3588690	462939	
XII. Profit/(Loss) from discontinuing operations		0	0	
XIII. Tax expense of disconting operations		0	0	
XIV. Profit/(Loss) from discontinuing operations	(XII-XIII)	0	0	
XV. Profit/(loss) for the period	(XI+ XIV)	3588690	462939	
XVI. Share of results of Associates		0	0	
XVII. Minority Interest		0	0	
XVIII. Profit/(loss) for the period	(XV+XVI+XVII)	<b>3588690</b>	<b>462939</b>	
XIX. Earning per equity share:				
(1) Basic		0.43	0.29	
(2) Adjusted		0.40	0.21	
(3) Dilluted		0.43	0.29	

**Notes to Accounts - 18**

Figures have been rounded of to the nearest rupee

"As per our report of even date attached".

**For M/S Naval Kapur & Co.**

Chartered Accountants,

**For Raghuvansh Agrofarms Limited**

(CA. Naval Kapur)  
 Partner  
 M.N.- 074587.  
 FRN-005851C

Subodh Agarwal  
 (Managing Director)

Renu Agarwal  
 ( Director)

Place: Kanpur  
 Date : 27.05.2015

Devendra Pratap Singh  
 (Chief Financial Officer)

Rajit Verma  
 (Company Secretary)

**RAGHUVANSH AGROFARMS LIMITED**

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015**

	<b>Particulars</b>		<b>As at 31st March, 2015</b>	<b>As at 31st March, 2014</b>
<b>A.</b>	<b>CASH FLOW FROM OPERATING ACTIVITIES</b>			
	Net Profit Before Tax		2,766,445	537,021
	<b>Add/(Less) Adjustment for :</b>			
	Depreciation		1,717,927	364,538
	Provision for Standard assets		-	-
	<b>Operating Profit Before Working Capital Changes</b>		<b>4,484,372</b>	<b>901,559</b>
	<b>Add/(Less): Adjustments for Working Capital changes :</b>			
	Trade and other Receivables		(2,041,327)	4,707,892
	loan and advances		9,759,737	(15,317,496)
	Inventories		215,277	107,068
	Other Current Liabilities		-	-
	Trade Payable & Other Liabilities		755,410	32,091
	Other Current Assets		-	-
	Cash generated Form Operations		13,173,469	(9,568,886)
	Tax Paid (Net)		(393,946)	(270,162)
	<b>Net Cash Flow From Operating Activities</b>	<b>A</b>	<b>12,779,523</b>	<b>(9,839,048)</b>
<b>B.</b>	<b>CASH FLOW FROM INVESTING ACTIVITIES</b>			
	Purchase of Fixed Assets		(31,016,409)	(17,822,632)
	Loan Refund Received		(2,359,706)	(29,341,678)
	Issue of shares		36,000,000	79,373,500
	Investment in Shares and Chit Funds		(18,252,000)	(54,287,026)
	<b>Net Cash Flow from Investing Activities</b>	<b>B</b>	<b>(15,628,115)</b>	<b>(22,077,836)</b>
<b>C.</b>	<b>CASH FLOW FROM FINANCING ACTIVITIES</b>			
	Increase/(Decrease) in Secured Loans		(204,294)	(12,915,634)
	Securities Premium		3,600,000	67,761,500
	Increase/(Decrease) in Unsecured Loans		-	-
	<b>Net Cash Flow from Financing Activities</b>	<b>C</b>	<b>3,395,706</b>	<b>54,845,866</b>
	Net Increase/(Decrease) in Cash & Cash Equivalent (A+B+C)		547,114	22,928,982
	<b>Opening Cash &amp; Cash Equivalent:</b>		23,165,825	236,843
	<b>Closing Cash &amp; Cash Equivalent:</b>		<b>23,712,939</b>	<b>23,165,825</b>

For M/S Naval Kapur & Co.  
Chartered Accountants,

For Raghuvansh Agrofarms Limited

(CA. Naval Kapur)  
Partner  
M.N.- 074587.  
FRN-005851C

Subodh Agarwal  
(Managing Director)

Renu Agarwal  
(Director)

Place: Kanpur  
Date : 27.05.2015

Devendra Pratap Singh  
(Chief Financial Officer)

Rajit Verma  
(Company Secretary)

**Notes Forming Part of the Financial Statement**

**NOTE-1**

**Share Capital**

PARTICULAR	2014-15	2013-14
<b>Authorised Capital</b> 12300000 Shares @ Rs.10/- each (Previous Year 10300000 shares of Rs.10/-each)	<b>12,30,00,000</b>	<b>103000000</b>
<b>Issued, Subscribed &amp; fully paid up Capital</b> 11917550 shares of Rs.10/-each (Previous Year 8317550 shares of Rs.10/-each)	119175500	83175500
	119175500	83175500

**Share Capital Schedule (No. of shares Outstanding)**

Particulars	31-Mar-15		31-Mar-14	
	Nos.	Amount	Nos.	Amount
Opening number of Shares Outstanding	8317550	83175500	220200	2202000
Add: Allotment during the year	3600000	36000000	8097350	80973500
Less: buyback/cancellation of shares	0	0	0	0
<b>Outstanding shares at the end of the period</b>	<b>11917550</b>	<b>119175500</b>	<b>8317550</b>	<b>83175500</b>

**Detail of Shareholders Holding more than 5 percent Shares**

Name of the Shareholders	No.of shares	% Shareholding
Subodh Agarwal	981550	8.24
Model kings Safetywear Ltd.	1000000	8.39

	Note 2:- Reserve & surplus	2014-15	2013-14
(A)	<b>Securities Premium</b> As per last Balance sheet Add: Received During the year less: utilised during the year	82535500 3600000 0	14774000 74367500 6606000
		<b>86135500</b>	<b>82535500</b>
(b)	<b>General Reserve</b> As per last Balance Sheet Add: Profit/(loss) for the year less: Income tax paid adjusted	2409075 0 143890	1965534 462939 19342
		<b>2265185</b>	<b>2409131</b>
(c)	Foreign Currency Transalation Reserve	0	0
(d)	<b>Surplus in the statement of Profit &amp; Loss Account</b> As per last Balance Sheet Add: Profit for the year Less: Appropriations less:Assets w/o Proposed Dividend Tax on dividened Transfer to general reserve <b>Net surplus in the statement of profit and loss account</b>	0 3588690 0 45277 0 0 0 <b>3543413</b>	0 462939 0 0 0 0 462939 <b>0</b>
	<b>Total Resesrve &amp; Surplus</b>	<b>91944098</b>	<b>84944631</b>

**Note 3**

Liabilities	Current		Non-Current	
	2014-15	2013-14	2014-15	2013-14
<b>a) Borrowings</b>				
<b>Secured</b>				
i. Loans				
-From banks;	55357	0	0	0
-From other parties	0	0	0	0
ii. Loans and advances from related Parties	0	0	0	0
iii. Deposits	0	0	0	0
iv. Other Loans and advances	0	0	0	259651
	<b>55357</b>	<b>0</b>	<b>0</b>	<b>259651</b>
<b>b) Trade payables</b>	342161	69747	0	0
<b>c) Other Liabilities</b>				
Unpaid Dividends	0	0	0	0
Other Payables	190000	0	0	0
	<b>190000</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Note 4</b>				
<b>Provisions</b>				
Tds payable	165017	20250		
Audit Fees payable	29214	12000	18000	21000
Income tax payable	384835	250820	0	0
	<b>579066</b>	<b>283070</b>	<b>18000</b>	<b>21000</b>

**RAGHUVANSH AGROFARMS LTD**  
**DEPRECIATION CHART 2014-15**

Note 5

**TANGIBLE AND INTANGIBLE ASSETS:**

Particulars	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	01.04.14	ADDITION	DELETION/ADJ.	Total	01.04.14	During Yr.	ADJ.	Total	31.03.15	31.03.14
<b>A) Intangibles:</b>										
Goodwill	0	0	0	0	0	0	0	0	0	0
Software	0	0	0	0	0	0	0	0	0	0
Trademark	0	0	0	0	0	0	0	0	0	0
<b>B) Tangibles</b>										
<b>CAPITAL WORK IN PROGRESS</b>										
Bio gas plant	2574735.00	0	2574735.00	0	0	0	0	0	0	2574735
Bio gas plant (Bhognipur)	0.00	8224979	0	8224979	0	0	0	0	8224979	0
Iron & Iron structure	6552264	0	6552264	0	0	0	0	0	6552264	0
shed construction	2584823.80	1090100		3674924	0	0	0	0	3674924	2584824
<b>TOTAL (A)</b>	<b>5159559</b>	<b>15867343</b>	<b>2574735</b>	<b>18452167</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>18452167</b>	<b>5159559</b>
Agriculture Implement	132041	0	0	132041	70940	12826	0	83766	48275	61101
Air Conditioner	244813	0	0	244813	129719	102853	0	232572	12241	115094
Bio gas plant	0	2574735	0	2574735	0	466027	0	466027	2108708	0
car	2152018	1000000	0	3152018	247568	953446	0	1201014	1951004	1904450
Computer	10220	98687	10220	98687	10117	62330	10117	62330	36357	103
Cycle	2700	0	2700	0	1899	0	1899	0	0	801
Diesel Engine	40250	0	0	40250	21238	3826	0	25064	15186	19012
Fax Machine	10627	0	10627	0	7866	0	7866	0	0	2761
Furniture & Fixtures	38603	121980	0	160583	32203	29574	0	61777	98806	6400
Generator	10507	0	10507	0	7778	0	7778	0	0	2729
Live Stock (Cattle)	12305000	3031000	0	15336000	0	0	0	0	15336000	12305000
Loader	187000	0	0	187000	170998	1585	0	172583	14417	16002
Motorcycle	45555	0	0	45555	10922	11063	0	21985	23570	34633
Office Equipment	126878	0	126878	0	87995	0	87995	0	0	38883
Plant & Machinery	241906	5370	0	247276	74207	41623	0	115830	131446	167699
Property (MP)	0	10841880	0	10841880	0	0	0	0	10841880	0
Pump Set	35494	50150	0	85644	19522	12357	0	31879	53765	15972
Tractor	428100	0	0	428100	369041	20418	0	389459	38641	59059
<b>TOTAL (B)</b>	<b>16011712</b>	<b>17723802</b>	<b>160932</b>	<b>33574582</b>	<b>1262013</b>	<b>1717927</b>	<b>115655</b>	<b>2864286</b>	<b>30710296</b>	<b>14749699</b>
<b>Grand Total (A+B)</b>	<b>21171271</b>	<b>33591145</b>	<b>2735667</b>	<b>52026749</b>	<b>1262013</b>	<b>1717927</b>	<b>115655</b>	<b>2864286</b>	<b>49162463</b>	<b>19909257</b>
Previous Year	3348639	17822632	0	21171271	897475	364538	0	1262013	19909257	2451164

**Note 6**

<b>Non Current Investments</b>	<b>2014-15</b>	<b>2013-14</b>
a) Investment Property	0	0
b) Investments in Equity Instruments	0	0
Quoted Investments		
Other unquoted investments	75340026	57088026
	<b>75340026</b>	<b>57088026</b>

Aggregate amount of quoted investment(Market Value)	0	0
Aggregate amount of Unquoted investment	75340026	57088026
Value of Investment Property	0	0

**Note 7**

<b>Current Investments</b>	<b>2014-15</b>	<b>2013-14</b>
a) Investment Property	0	0
b) Investments in Equity Instruments	0	0
<b>Quoted Investments</b>	0	0
<b>other unquoted investments</b>	0	0
	<b>0</b>	<b>0</b>

Aggregate amount of quoted investment(Market Value)	0.00	0.00
Aggregate amount of Unquoted investment	0.00	0.00

**Note 8**

<b>Inventories</b>	<b>Current</b>		<b>Non- Current</b>	
	<b>2014-15</b>	<b>2013-14</b>	<b>2014-15</b>	<b>2013-14</b>
a) Raw Materials	0	623134	0	0
b) Work- in progress	0	0	0	0
c) Finished goods	0	0	0	0
d) Stock in trade	2735138	2327281	0	0
e) Stores & Spares	0	0	0	0
f) Loose Tools	0	0	0	0
<b>TOTAL</b>	<b>2735138</b>	<b>2950415</b>	<b>0</b>	<b>0</b>

**Note 9**

<b>Cash &amp; Cash Equivalents</b>	<b>Current</b>		<b>Non- Current</b>	
	<b>2014-15</b>	<b>2013-14</b>	<b>2014-15</b>	<b>2013-14</b>
<b>a) Balances with Banks</b>				
On current accounts	21197362	1547287	0	0
On Margin Money	0	0	0	0
On unpaid dividend account	0	0	0	0
Deposits with banks maturity less than 12 months	0	0	0	0
	<b>21197362</b>	<b>1547287</b>	<b>0</b>	<b>0</b>
<b>b) Cheques, drafts on hands</b>				
	0	20000000	0	0
<b>c) Cash on Hand</b>				
	2515577	1618538	0	0
	<b>23712939</b>	<b>23165825</b>	<b>0</b>	<b>0</b>

**Note 10**

<b>Trade Receivable</b>	<b>Current</b>		<b>Non- Current</b>	
	<b>2014-15</b>	<b>2013-14</b>	<b>2014-15</b>	<b>2013-14</b>
Unsecured considered good	2041327	0	0	954
Outstanding exceeding six months				
Others	0	0	0	0
	2041327	0	0	954
Less: Provision for doubtful debts	0	0	0	0
<b>TOTAL</b>	<b>2041327</b>	<b>0</b>	<b>0</b>	<b>954</b>

**Note 11**

<b>Loans &amp; Advances</b>	<b>Current</b>		<b>Non-current</b>	
	<b>2014-15</b>	<b>2013-14</b>	<b>2014-15</b>	<b>2013-14</b>
<b>a) Loans &amp; Advances to Related parties</b>	0	0	0	38797500
<b>b) Other Advances</b>				
Loans	0	0	0	0
Advances, secured considered good	0	0	0	0
Advances, unsecured considered good	6554342	16247685	50812946	10229467
Less: Provision for doubtful advance	0	0	0	0
Advance income tax	24623	44437	44437	61756
Advance Indirect Taxes	0	0	0	0
<b>Other Receivables</b>				
Unsecured considered good	0	46580	0	5000
Outstanding exceeding six months				
Other Non Current Assets	0	0	0	0
Capital Advances	0	0	0	0
Deposits secured, considered good	0	0	0	0
Deposits unsecured, considered good	0	0	597000	0
<b>TOTAL</b>	<b>6578965</b>	<b>16338702</b>	<b>51454383</b>	<b>49093723</b>

**NOTE-12**  
**Revenue From Operations**

<b>Particulars</b>	<b>2014-15</b>	<b>2013-14</b>
Sale	17925287	11634795
Less :-Taxes	0	0
	<b>17925287</b>	<b>11634795</b>

**NOTE-13**  
**Other Income**

<b>Particulars</b>	<b>2014-15</b>	<b>2013-14</b>
Interest Income	210888	444373
Dividend	0	0
Balances Written Back	223	285
	<b>211111</b>	<b>444658</b>

**NOTE-14**  
**Cost Of Material Consumed**

<b>Particulars</b>	<b>2014-15</b>	<b>2013-14</b>
Opening Stock	623134	0
Add- Purchase During the Year	2769702	7019855
Less:-Closing Stock	110000	623134
	<b>3282836</b>	<b>6396721</b>

**NOTE-15**  
**Employee Benefit Exp**

<b>Particulars</b>	<b>2014-15</b>	<b>2013-14</b>
Salary & Wages	1112742	1051380
Staff welfare	0	0
	<b>1112742</b>	<b>1051380</b>

**NOTE-16**  
**Finance Cost**

<b>Particulars</b>	<b>2014-15</b>	<b>2013-14</b>
Bank Charges	9402	4514
Interest Exp	18940	189610
	<b>28342</b>	<b>194124</b>

**NOTE-17**  
**Other Expenses**

<b>Particulars</b>	<b>2014-15</b>	<b>2013-14</b>
Advertiesment Exp	25000	19513
Audit Fee	29214	12000
Business Promotion Exp	54434	81800
Conveyance Exp	26122	276354
Demat Charges	0	1420
Depository Charges	22472	46073
Director Salary	360000	240000
Donation	5295	10200
Electricity Exp	26715	92297
Insurance Exp	73960	7075
Misc.Exp	3630989	91292
Power & Fuel	180149	446640
Patent and trademarks exp	28000	0
Printing & Stationery	90391	0
Professional Exp	46000	30714
Rent & Taxes	544063	457500
ROC Filing fees	190148	0
Repair and maintenance	43324	0
Radiation (BRIT)	100000	0
Share Issue Exp	3495062	755000
Telephone Exp	38343	19455
TDS Interest	5410	0
Travelling Expenses	352000	0
Vehicle Running & Maintenance	158872	68134
	<b>9525963</b>	<b>2655467</b>

**RAGHUVANSH AGROFARMS LIMITED**  
**ACCOUNTING POLICIES AND NOTES TO ACCOUNTS**

**Corporate Information**

Raghuvansh Agrofarms Limited is a Limited Company in India and incorporated under the provisions of the Companies Act, 1956. It came into existence on 19.12.1996. The company is primarily engaged in manufacturing and trading of agro products.

**SIGNIFICANT ACCOUNTING POLICIES**

**1. Basis of Preparation**

The Financial Statements of the Company have been prepared in accordance with generally accepted accounting principles in India (Indian GAAP). The Company has prepared these Financial Statements to comply in all material aspects, with the Accounting Standards notified under the Companies relevant provisions of the Companies Act, 2013. The Financial Statements have been prepared on an accrual basis and under the historical cost convention.

The accounting policies adopted in the preparation of financial statements are consistent with those of previous year except for the change in accounting policy, if any.

**2. Uses of Estimates**

The preparation of the Financial Statements in conformity with Indian GAAP requires Management to make Judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosures relating to contingent assets and liabilities at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in material or immaterial adjustments to the carrying amounts of assets or liabilities in future periods.

**3. Revenue Recognition**

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured.

Income is accounted for on accrual basis in accordance with the Accounting Standards (AS) 9- "Revenue Recognition".

Insurance and other claims are recognized in accounts on lodgment to the extent these are measurable with reasonable certainty of acceptance. Excess/ shortfall is adjusted in the year of receipt.

Interest is recognized on a time proportion basis taking into account the amount outstanding and the applicable interest rate.

**4. Inventories**

Inventories are valued at cost, computed on a First-in-First-out (FIFO) basis, and estimated net realizable value whichever is lower. In respect of finished goods and work in process, appropriate overheads are loaded.

## **5. Tangible Fixed Assets**

Fixed Assets are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. The cost comprises purchase price, borrowing costs, if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use. Any subsidy/ reimbursement/ contribution received for installation and acquisition of any fixed assets is shown as deduction in the year of receipt. Capital work- in- progress is stated at cost.

## **6. Depreciation**

Depreciation on assets is provided on the rates arrived at, based on the useful life estimated by the management/prescribed under the Schedule II of the Companies Act, 2013.

Depreciation on fixed assets added/disposed off during the year/period is provided on pro-rata basis with reference to the date of addition/disposal.

## **7. Intangible Assets**

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less accumulated amortization and accumulated impairment losses, if any. Internally generated intangible assets are not capitalized and expensed off in the Statement of Profit and Loss in the year in which the expenditure is incurred.

Intangible assets are amortized on a straight line basis over the estimated useful economic life.

The amortization period and the amortization method are reviewed at least at each financial year end. If the expected useful life of the asset is significantly different from previous estimates, the amortization period is changed accordingly.

## **8. Borrowing Cost**

Borrowing cost includes interest. Such costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur.

## **9. Taxes on Income**

Tax expense comprises current and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income Tax Act, 1961 enacted in India. The tax rates and tax Laws used to compute the amounts are those that are enacted, at the reporting date.

Deferred Taxes reflect the impact of timing differences between taxable income and accounting income originating during the current year and reversal of timing differences for the earlier years. Deferred tax is measured using the tax rates and the tax laws enacted at the reporting date.

Deferred tax liabilities are recognized for all taxable timing differences. Deferred tax assets including the unrecognized deferred tax assets, if any, at each reporting date, are recognized for deductible timing differences only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which deferred tax assets can be realized.

The carrying amount of deferred tax assets are reviewed at each reporting date and are adjusted for its appropriateness.

Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current tax liabilities and deferred tax assets and deferred taxes relate to the same taxable entity and the same taxation authority.

Minimum Alternate Tax (MAT) paid in a year is charged to the Statement of Profit and Loss as current tax. The company recognizes MAT credit available as an asset only to the extent there is convincing evidence that the company will pay normal income tax during the specified period, i.e., the period for which MAT Credit is allowed to be carried forward. In the year in which the Company recognizes MAT Credit as an asset in accordance with the *Guidance Note on Accounting for Credit Available in respect of Minimum Alternate Tax under the Income Tax Act, 1961*, the said asset is created by way of credit to the statement of Profit and Loss and shown as "MAT Credit Entitlement." The Company reviews the "MAT Credit Entitlement" asset at each reporting date and writes down the asset to the extent the company does not have convincing evidence that it will pay normal tax during the sufficient period.

## **10. Employee Benefits**

Short-term employee benefits are recognized as an expense at the undiscounted amount in the profit and loss account of the year in which the related service is rendered.

**Defined contribution plan:** Company's contribution towards provident fund is recognized in the profit and loss account.

## **11. Investment**

Investments, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as long term investments.

On initial recognition, all investments are measured at cost. The cost comprises purchase price and directly attributable acquisition charges such as brokerage, fees and duties.

Current investments are carried in the financial statements at lower of cost and fair value determined on an individual investment basis. Long term investments are carried at cost. However, provision for diminution in values is made to recognize a decline other than temporary in the value of the investments.

On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss.

## **12. Earnings Per Share**

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all diluting potential equity shares.

## **13. Impairment of Assets**

The carrying amounts of assets are reviewed at each Balance Sheet date. If there is any indication of impairment based on internal/external factors, an impairment loss is recognized wherever the carrying amount of an asset exceed its recoverable amount. The recoverable amount is the greater of the assets net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value at the weighted average cost of capital.

After impairment, depreciation is provided on the revised carrying amount of the assets over its remaining useful life.

A previously recognized impairment loss is increased or reversed depending on changes in circumstances. However, the carrying value after reversal is not increased beyond the carrying value that would have prevailed by charging usual depreciation if there was no impairment.

## **14. Provisions, Liabilities & Contingent Assets**

### **a. Provisions**

A provision is recognized when the company has present obligations as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligations and reliable estimate can be made of amount of the obligation. Provisions are not discounted at their present value and are determined based on the best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

### **b. Contingent Liabilities**

A Contingent liability is a possible obligation that arises from the past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is liability that cannot be recognized because it cannot be measured reliably. The company does not recognize a contingent liability but discloses its existence in the financial statements.

## **15. Leases**

### **Where the company is Lessee**

Assets taken on lease, under which the lessor effectively retains all the risks and rewards of ownership, are classified as operating lease. Operating lease payments are recognized as expense in the statement of profit and loss account.

Assets acquired under leases where all the risks and rewards of ownership are substantially transferred to company are classified as finance leases. Such leases are capitalized at the inception of the lease at the lower of fair value or the present value of minimum lease payments and liability is created for an equivalent amount. Each lease rental paid is allocated between the liability and interest cost so as to obtain a constant periodic rate of interest on the outstanding liability for each period.

### **Where the company is Lessor**

Leases in which the company transfers substantially all the risks and benefits of ownership of the asset are classified as finance leases. Assets given under finance lease are recognized as a receivable at an amount equal to the net investment in the lease. After initial recognition, the company apportions lease rentals between the principal repayment and interest income so as to achieve a constant periodic rate of return on the net investment outstanding in respect of the finance lease. The interest income is recognized in the statement of profit and loss. Initial direct costs such as legal costs, brokerage costs, etc. are recognized immediately in the statement of profit and loss.

Leases in which the company does not transfer substantially all the risks and benefits of ownership of the asset are classified as operating leases. Assets subject to operating leases are included in fixed assets. Lease income on an operating lease is recognized in the statement of profit and Loss as revenue from operation. Costs, including depreciation, are recognized as an expense in the statement of profit and loss. Initial direct costs such as legal costs, brokerage costs, etc. are recognized immediately in the statement of profit and loss.

## **NOTES TO ACCOUNTS AS AT 31.03.2015**

### **1. TERMS/ RIGHT ATTACHED TO EQUITY SHARES**

The Company has only one class of equity shares having a par value of Rs.10/- per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

2. Capital Commitment (net of advances) Rs. nil (Previous year Rs. nil).
3. As per the Micro, Small and Medium Enterprises Development Act, 2006, the Company is required to identify the Micro, Small and Medium Enterprises and pay them interest on amounts overdue beyond the specified period irrespective of the terms agreed with them.

<b>S. N o.</b>	<b>Particulars</b>	<b>As at 31.03.2011</b>	<b>As at 31.03.2012</b>	<b>As at 31.03.2013</b>	<b>As at 31.03.2014</b>	<b>As at 3103.2015</b>
A	Principal amount remaining unpaid	NIL	NIL	NIL	NIL	NIL
B	Interest due thereon	NIL	NIL	NIL	NIL	NIL
C	Interest paid by the Company in term of Section 16	NIL	NIL	NIL	NIL	NIL
D	Interest due and payable for the period of delay in payment	NIL	NIL	NIL	NIL	NIL
E	Interest accrued and remaining unpaid	NIL	NIL	NIL	NIL	NIL
F	Interest remaining due and payable even in succeeding years	NIL	NIL	NIL	NIL	NIL

4. The balances of creditors/Trade payables and debtors/ Trade receivables appearing in the balance sheet are subject to balance confirmation/ reconciliation at the year end. The management is in the process of obtaining the respective confirmations in the due course. However, the reconciliation of these balances is not expected to result in any material adjustments in the stated balances.

**5. Related Party Disclosures for the period ended 31<sup>st</sup> March, 2015 (Standalone) in accordance with AS - 18 issued by The ICAI**

<b>a)</b>	<b>List of related parties &amp; relationships, where control exists.</b>						
<b>Sr. No.</b>	<b>Nature of Relationship</b>			<b>Name of Parties</b>			
1	Holding Company			Nil			
2	Subsidiary Company			Kanpur Organics Pvt.Ltd. Sanjeevani Fertilizers and Chemicals Pvt.Ltd.			
3	Associates			Nil			
4	Key Management Personnel			Mr. Subodh Agarwal (Managing Director) Mr. Rajit Verma (Company Secretary) Mr. Devendra Pratap Singh (Chief Financial Officer)			
5	Relatives of Key Management Personnel			Nil			
6	Enterprises where Significant Influence exist by Key Management Personnel			Nil			
<b>b)</b>	<b>Transactions with Related Parties</b>						<b>(Amount in Rs.)</b>
<b>Sr. No.</b>	<b>Transactions</b>	<b>Holding Company</b>	<b>Subsidiary Company</b>	<b>Associates</b>	<b>Key Management Personnel / Individuals</b>	<b>Relatives of Key Management Personnel</b>	<b>Enterprises where Significant Influence exist by Key Management Personnel</b>
<b>1</b>	Remuneration	Nil (Nil)	Nil (Nil)	Nil (Nil)	3,60,000 (2,40,000)	Nil (Nil)	Nil (Nil)
<b>2</b>	Purchase of Finished Material	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)
<b>3</b>	Purchase of Raw Material	Nil (Nil)	Nil (Nil)	Nil (Nil)	1,00,000 (1,01,794)	Nil (Nil)	Nil (Nil)
<b>4</b>	Purchase of Capital Items	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)
<b>5</b>	Purchase of Shares	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)
<b>6</b>	Repairing & Machining	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)
<b>7</b>	Rent	Nil (Nil)	50,000 (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)
<b>8</b>	Revenue (Travelling exp.)	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (53,557)	Nil (Nil)	Nil (Nil)
<b>9</b>	Sale	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)
<b>10</b>	Share Capital	Nil (Nil)	Nil (1,47,15,000)	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)
<b>11</b>	Loan	Nil (Nil)	54,86,000 (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)
<b>12</b>	<b>Outstanding as on 31.03.2015</b>						
	a) Amount Receivable	Nil (Nil)	4,42,83,500 (3,87,97,500)	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)
	b) Amount Payable	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)
	c) Share Application Money	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)
	d) Guarantee given	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)
	e) Guarantee taken	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)

**Note:**

- a) Figures in bracket represent previous year/Period amounts.
- b) No amount have been written off/provided for or written back during the year in respect of amount receivable from or payable to the related parties.

## **6. Taxation**

Provision for taxation is ascertained on the basis of assessable profits computed in accordance with provisions of the Income tax Act, 1961.

- 7.** During the Period, company has maintained 94.78% shareholding in 'Kanpur Organics Private Limited' which is engaged in manufacturing of Organic Fertilizers and Crude Wax from Sugarcane Press Mud and The company also holds 51% shares in 'Sanjeevani Fertilizers and Chemicals Private Limited' which will start the manufacturing of Refined Wax from Crude Wax from the next financial year.

## **8. Remuneration to Auditors**

<b>Particulars</b>	<b>Amount in (Rs.)</b>				
	<b>2010-11</b>	<b>2011-12</b>	<b>2012-13</b>	<b>2013-14</b>	<b>2014-15</b>
Audit Fee	12,000	12,000	12,000	12,000	29,214
Other Matters	Nil	Nil	Nil	Nil	Nil

## **9. Segment Reporting**

As the Company's business activity primarily falls within a single business and geographical segment, there are no additional disclosures to be provided in terms of Accounting Standard – 17 Segment Reporting.

**For Naval Kapur& Co  
Chartered Accountants  
FRN 005851C**

**For Raghuvansh Agrofarms Ltd.**

**(Naval Kapur)  
Partner  
Membership No. 074587  
Date: 27-05- 2015  
Place: Kanpur**

**(Managing Director) (Director)**

## **AUDITOR'S REPORT**

**To,**  
**The Members,**  
**RAGHUVANSH AGROFARMS LIMITED**  
**Kanpur**

### **Report on the consolidated financial statements**

1. We have audited the accompanying Consolidated Financial Statements of **RAGHUVANSH AGROFARMS LIMITED** ( hereinafter referred to as the Holding Company ) and its subsidiaries ( the Holding Company and its Subsidiaries together referred to as The Group ) **SANJEEVANI FERTILIZERS AND CHEMICALS PVT. LTD.** and **KANPUR ORGANIC PVT. LTD.** comprising of Consolidated balance sheet as at 31st March, 2015, the Consolidated statement of Profit and Loss Account and also the Consolidated Cash Flow Statement for the year then ended, and the summary of significant accounting policies and other explanatory information prepared based on the relevant records ( herein after referred to as the Consolidated Financial Statement ) .

### **Management's responsibility for the consolidated financial statements.**

2. The holding company's board of directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the companies act, 2013 that give a true and fair view of the consolidated financial statements, consolidated financial performance and consolidated cash flows of the group in accordance with accounting principles generally accepted in India including the accounting standards specified under section 133 of the Act read with the Rule 7 of the companies (accounts) Rules, 2014. The holding company's board of directors is also responsible for ensuring accuracy of records including financial information considered necessary for the preparation of consolidated financial statements. The respective board of directors of the companies included in the group are responsible for maintenance of adequate accounting records in accordance with the provisions of the act for safeguarding the assets of the group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design , implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records , relevant to the preparation and presentation of financial statements that give a true and fair view and are free from material misstatement, whether due to fraud and error, which has been used for the purpose of preparation of the consolidated financial statements by the directors of the holding company, as aforesaid

### **Auditors Responsibility**

3. Our responsibility is to express an opinion on these consolidated financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the act and the rules made thereunder including the accounting standards and matters which are required to be included in the audit report.
4. We conducted our audit in accordance with the standards on auditing specified under section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountant of India. Those Standards and pronouncements require that we comply the ethical requirement and plan and perform the audit to obtain the reasonable assurance about whether the consolidated financial statements are free from material misstatements.

5. An audit involves performing procedure to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedure selected depend on the auditors judgments, including the assessment of the risk of the material statements of the consolidated financial statement, whether due to fraud and error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of consolidated financial statements that give a true and fair view, in order to design audit procedure that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Holding Company has an adequate internal financial controls system over financial reporting in place and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors,, as well as evaluating the overall presentation of consolidated financial statements.
6. We believe that the audit evidence obtained by us and the audit evidence obtained by other auditors in terms of their reports referred to in sub-paragraph 8 of the Other Matter paragraph below is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

**Opinion.**

7. In our opinion and to the best of our information and according to the explanation given to us ,the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a fair view in conformity with accounting principles generally accepted in India of the consolidated state of affairs of the group as at March 31 2015, and their Consolidated Profit and their Consolidated Cash Flows for the year ended on that date.

**Other matter**

8. We did not audit the financial statement / financial information of two subsidiaries whose financial information's reflect total assets of **Rs. 91463526.00** and net assets of **Rs. 85246655.00** as at 31<sup>st</sup> March 2015. Total revenue of **Rs. 19361342.00** net profit of **Rs.1138582.00** and net cash flows amounting to **Rs.4033579.00** for the year ended on that date, as considered in the consolidated financial statements. These financial statement / financial information have been audited by other auditors whose reports have been furnished to us by the management, and our opinion on the consolidated financial statements insofar as it relates to the amounts and disclosure included in respect of these subsidiaries and our report in terms of sub sections 3 and 11 of section 143 of that insofar as it relate to the aforesaid subsidiary is based solely on the reports of the other auditors our opinion on the consolidated financial statements and our report on other legal and regulatory requirements below, is not modified in the above matters with respect to our reliance on the work done and report of the auditors.

**Report on other legal and regulatory requirements**

9. As required by the Companies (Auditors) Repot Order, 2015 ( the order ) , issued by the Central Government of India in terms of sub section (11) of section 143 of the Act, based on the comments in the auditor's reports of the Holding Company , we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order to the extent applicable.

10. As required by section 143(3) of the Act, we report ,to the extent applicable , that ;
- a) We have sought and obtained all the information and explanations which to the best of our knowledge and believe were necessary for the purpose of our audit of the aforesaid consolidated financial statements.
  - b) In our opinions, proper books of account as required by law maintained by the Holding Company, including relevant records relating to the preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and records of the Holding Company.
  - c) The Consolidated Balance Sheet, the Consolidated Profit and Loss Statement, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with relevant books of account maintained by the Holding Company including relevant records relating to the preparation of the consolidated financial statements.
  - d) In our opinion aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (accounts) Rules 2014.
  - e) On the basis of the written representations received from the directors of the Holding Company as on March 31<sup>st</sup> 2015 taken on record by the Board of Directors of the Holding Company, none of the directors of the Holding Company is disqualified as on March 31 2015 from being appointed as a director in terms of section 164(2) of the Act.
  - f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanation given to us.
    - (i) The consolidated financial statements disclose the impact, if any, of pending litigation as at March 31, 2015 on the consolidated financial position of the Group.
    - (ii) The Group did not have any material foreseeable losses on long-term contacts including derivate contracts as at 31<sup>st</sup> March 2015.
    - (iii) There has been no delay in transferring accounts, required to be transferred, to the Investor's Education and Protection Fund by the Holding Company during the ended 31st march 2015.

**For Naval Kapur & Co.**

Chartered Accountants

FRN: 05851C

**CA Naval Kapur**

[Partner]

[Mem. No.-074587]

**Place: Kanpur**

**Date: 27/05/2015**

**Consolidated Report under Companies (Auditors' Report) Order, 2015**

**RAGHUVANSH AGROFARMS LIMITED**

**(Holding Company- CIN: U40300DL1996PLC258176)**

**SANJEEVANI FERTILIZERS AND CHEMICALS PVT. LTD.**

**(Subsidiary Company – CIN: U74120UP2010PTC041812)**

**KANPUR ORGANICS PVT. LTD.**

**(Subsidiary Company – CIN: U24110UP2007PTC032815)**

**Annexure to the Consolidated Auditors' Report**

The Annexure referred to in our report to the members of **RAGHUVANSH AGROFARMS LIMITED, SANJEEVANI FERTILIZERS AND CHEMICALS PVT. LTD., KANPUR ORGANICS PVT. LTD.**(collectively referred as **GROUP COMPANIES**) for the year ended on March 31, 2015.

**We report that:**

**Clause (i):**

**(a) Whether the GROUP COMPANIES are maintaining proper records showing full particulars, including quantitative details and situation of fixed assets?**

**Auditors' Remarks:**

**Yes. Proper records have been maintained by the Group Companies showing full particulars including quantitative details of Fixed Assets.**

**(b) Whether these fixed assets have been physically verified by the management of the Group Companies at reasonable intervals; whether any material discrepancies were noticed on such verification and if so, whether the same have been properly dealt with in the books of account?**

**Auditors' Remarks:**

**Yes. The management of Group Companies has been verifying the fixed assets physically at reasonable intervals and no discrepancies were noticed on such verifications.**

**Clause (ii):**

**(a) Whether physical verification of inventory has been conducted at reasonable intervals by the management of the Group Companies?**

**Auditors' Remarks:**

**Yes. The management of the Group Companies has conducted physical verification of inventories at reasonable intervals and no discrepancies were noticed on such verifications.**

**(b) Are the procedures of physical verification of inventory followed by the management of the Group Companies reasonable and adequate in relation to the size of the GROUP COMPANIES and the nature of its business? If not, the inadequacies in such procedures should be reported.**

**Auditors' Remarks:**

**Yes. In our opinion the procedures of physical verification of inventory followed by the management of the Group Companies are reasonable and adequate in relation to the size of the Group Companies**

**(c)** Whether the GROUP COMPANIES are maintaining proper records of inventory and whether any material discrepancies were noticed on physical verification and if so, whether the same have been properly dealt with in the books of account;

**Auditors' Remarks:**

**Yes. Proper records of inventory have been maintained by the Group Companies and no material discrepancies have been noticed on its physical verification.**

**Clause (iii):** Whether the GROUP COMPANIES have granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act. If so,

(a) Whether receipt of the principal amount and interest accrued also regular; and

**Auditors' Remarks:**

**Holding Company: Yes. The company is in regular receipt of principle amount and interest accrued on all the loans granted both secured and unsecured.**

**Sanjeevani Fertilizers and chemicals Pvt. Ltd.: The Company has neither granted nor taken any loans, secured or unsecured to/from companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013.**

**Kanpur Organics Pvt. Ltd: The Company has neither granted nor taken any loans, secured or unsecured to/from companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013.**

(b) If overdue amount is more than rupees one lakh, whether reasonable steps have been taken by the company for recovery of the principal and interest;

**Auditors' Remarks:**

**Holding Company: There are no overdue amounts in respect of both principal and interest.**

**Sanjeevani Fertilizers and chemicals Pvt. Ltd: No loans have either been granted not taken by the Company**

**Kanpur Organics Pvt. Ltd: No loans have either been granted not taken by the Company**

**Clause (IV):** Is there an adequate internal control system commensurate with the size of the GROUP COMPANIES and the nature of its business, for the purchase of inventory and fixed assets and for the sale of goods and services. Whether there is a continuing failure to correct major weaknesses in internal control system?

**Auditors' Remarks:**

**Yes. There does exist an adequate internal control commensurate with the size and nature of the business, for the purchase of inventory and fixed assets and for the sale of goods and services. No major weaknesses in internal control system have been observed.**

**Clause (V):** In case the GROUP COMPANIES have accepted deposits, whether the directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act and the rules framed there under, where applicable, have been complied with? If not, the nature of contraventions should be stated;

If an order has been passed by Company Law Board or National Company Law Tribunal or Reserve Bank of India or any court or any other tribunal, whether the same has been complied with or not?

**Auditors' Remarks:**

**Group Companies have not accepted any deposit from the public during the year.**

**Clause (VI):** Where maintenance of cost records has been specified by the Central Government under subsection(1) of section 148 of the Companies Act, whether such accounts and records have been made and maintained?

**Auditors' Remarks:**

**Maintenance of cost records has not been specified by Central Government under subsection (1) of section 148 of the Companies Act.**

**Clause (VII):**

(a) are the GROUP COMPANIES regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues with the appropriate authorities and if not, the extent of the arrears of outstanding statutory dues as at the last day of the financial year concerned for a period of more than six months from the date they became payable, shall be indicated by the auditor.

**Auditors' Remarks:**

**Yes. The Group Companies are regular in depositing all such undisputed statutory dues with the appropriate authorities.**

(b) in case dues of income tax or sales tax or wealth tax or service tax or duty of customs or duty of excise or value added tax or cess have not been deposited on account of any dispute, then the amounts involved and the forum where dispute is pending shall be mentioned. (A mere representation to the concerned Department shall not constitute a dispute).

**Auditors' Remarks:**

**There are no such undeposited dues in the Group Companies.**

(c) Whether the amount required to be transferred to investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made thereunder has been transferred to such fund within time.

**Auditors' Remarks:**

**There are no amounts required to be transferred by the Group Companies , in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956)**

**Clause (VIII):** whether in case of GROUP COMPANIES which have been registered for a period not less than five years, its accumulated losses at the end of the financial year are not less than fifty per cent of its net worth and whether it has incurred cash losses in such financial year and in the immediately preceding financial year?

**Auditors' Remarks:**

**Group Companies do not have any accumulated losses.**

**Clause (IX):** Whether the GROUP COMPANIES have defaulted in repayment of dues to a financial institution or bank or debenture holders? If yes, the period and amount of default to be reported;

**Auditors' Remarks:**

**No. The group companies have not defaulted in repayment of dues to a financial institution or bank or debenture holders.**

**Clause (X):** Whether the GROUP COMPANIES have given any guarantee for loans taken by others from bank or financial institutions, the terms and conditions whereof is prejudicial to the interest of the Group companies;

**Auditors' Remarks:**

**No. The group companies have not given any guarantee for loans taken by others from bank or financial institutions, the terms and conditions whereof is prejudicial to the interest of the group companies.**

**Clause (XI):** Whether term loans were applied for the purpose for which the loans were obtained?

**Auditors' Remarks:**

**Holding Company: The company has not taken any Term Loans.**

**Sanjeevani Fertilizers and chemicals Pvt. Ltd: According to the information and explanations given to us, during the year company has accepted secured term loan of Rs. 125 lacs from central bank of India, narsinghpur branch, Madhya Pradesh for 5 years term period, out of which Rs. 60 lacs has been availed by the company up to 31.03.2015.the loan is secured by pledging of Rs. 65 lacs FDR deposited with the central bank of India. There is no any default in repayment of this term loan during the period under audit.**

**Kanpur Organics Pvt. Ltd: According to the information and explanations given to us, during the year company has not accepted any secured loans.**

**Clause (XII):** whether any fraud on or by the Group Companies has been noticed or reported during the year; If yes, the nature and the amount involved is to be indicated.

**Auditors' Remarks:**

**No fraud has been noticed or reported, neither on nor by the group companies.**

**For Naval Kapur & Co.  
Chartered Accountants  
FRN:005851C**

**CA Naval Kapur  
Chartered Accountant  
Membership No.:074587**

**Place: Kanpur  
Date: 27.05.2015**

**RAGHUVANSH AGROFARMS LIMITED**  
**Consolidated BALANCE SHEET AS ON 31.03.2015**

Particulars	Note No	Amount (Rs.)	
		2014-15	2013-14
<b>EQUITY &amp; LIABILITIES</b>			
<b>(1) Shareholder's Funds</b>			
(a) Share Capital	1	119175500	83175500
(b) Reserve & Surplus	2	92778186	84982268
(c) Money Received against share warrants		0	0
(d) Minority Interest		27857544	27522761
<b>(2) Share application money pending allotment</b>		0	0
<b>(3) Non- Current Liabilities</b>			
(a) Long Term borrowings	3	5040000	6683299
(b) Deffered tax liabilities		0	0
(c) Other long term liabilities	3	24000	934840
(d) Long term provisions	4	18000	33000
<b>(4) Current liabilities</b>			
(a) Short term borrowings	3	1957526	0
(b) Trade payable	3	2259501	10942845
(c) Other current Liabilities	3	190000	259276
(d) Short Term provisions	4	812696	392060
	<b>TOTAL</b>	<b>250112953</b>	<b>214925849</b>
<b>II. ASSETS</b>			
<b>(1) Non Current Assets</b>			
<b>(a) Fixed Assets</b>			
(i) Tangible assets	5	105405958	69219126
(ii) Intangible assets	5	1120909	1120909
(iii) Capital work in progress	5	29003160	35167228
(iv) Intangible assets under development		0	0
(b) Non- current investments	6	45939386	27096626
(c) Deffered Tax Assets (net)		1560893	384025
(d) Long term loans & advances	11	0	0
(e) Other non-current assets	10,11	7217694	11634778
<b>(2). Current assets</b>			
(a) Current investment	7	750000	750000
(b) Inventories	8	8475238	10239849
(c) Trade Receivables	10	5196957	6926346
(d) Cash & cash equivalents	9	28605054	24310520
(e) Short term loans and advances	11	16837704	28076442
(f) Other current assets	11	0	0
	<b>TOTAL</b>	<b>250112953</b>	<b>214925849</b>

**Notes to Accounts - 18**

Figures have been rounded of to the nearest rupee

"As per our report of even date attached".

**For M/S Naval Kapur & Co.**

Chartered Accountants,

**For Raghuvansh Agrofarms Limited**

(CA. Naval Kapur)  
 Partner  
 M.N.- 074587.  
 FRN-005851C

Subodh Agarwal  
 (Managing Director)

Renu Agarwal  
 (Director)

Place: Kanpur  
 Date : 27.05.2015

Devendra Pratap Singh  
 (Chief Financial Officer)

Rajit Verma  
 (Company Secretary)

**RAGHUVANSH AGROFARMS LIMITED**  
**Consolidated Profit and Loss statement for the year ended 31st March 2015**

Particulars	Note No.	2014-15	Amount(Rs.) 2013-14
<b>I. Revenue from operations</b>	12	35770789	<b>19688936</b>
II. Other Income	13	1676951	1623423
		<b>37447740</b>	<b>21312359</b>
<b>IV. EXPENSES:</b>			
Cost of material consumed	14	3635836	6844691
Purchase of Stock- in-Trade		9418671	10916382
Changes in inventories of finished goods, work in progress and stock-in- Trade		1251477	-3252547
Employee benefit expense	15	2352042	1676280
Financial Cost	16	866410	240635
Depreciation and amortization expense	5	5646344	1067641
Other Expenses	17	10311612	3133407
		<b>33482392</b>	<b>20626489</b>
V. Profit before exceptional and extraordianry items and tax	(III-IV)	3965348	685870
VI.Exceptional Items		0	2351
VII. Profit before extraordianry items and tax	(V-VI)	3965348	683519
VIII. Extraordianry Items		0	0
IX. Profit before tax	(VII-VIII)	<b>3965348</b>	<b>683519</b>
X. Tax Expense:			
(1) Current Tax		414946	335810
(2) Deffered Tax		-1176869	-235733
XI. Profit(Loss) from the period continuing operations	(IX-X)	4727271	583442
XII. Profit/(Loss) from discontinuing operations		0	0
XIII. Tax expense of disconting operations		0	0
XIV. Profit/(Loss) from discontinuing operations	(XII-XIII)	0	0
XV. Profit/(loss) for the period	(XI+ XIV)	4727271	583442
XVI. Share of results of Associates		0	0
XVII. Minority Interest		0	0
XVIII. Profit/(loss) for the period	(XV+XVI+XVII)	<b>4727271</b>	<b>583442</b>
XIX. Earning per equity share:			
(1) Basic		2.96	0.36
(2) Adjusted		2.09	0.26
(3) Dilluted		2.96	0.36

**Notes to Accounts - 18**

Figures have been rounded of to the nearest rupee

"As per our report of even date attached".

**For M/S Naval Kapur & Co.**

Chartered Accountants,

**For Raghuvansh Agrofarms Limited**

(CA. Naval Kapur)  
 Partner  
 M.N.- 074587.  
 FRN-005851C

Subodh Agarwal  
 (Managing Director)

Renu Agarwal  
 ( Director)

Place: Kanpur  
 Date : 27.05.2015

Devendra Pratap Singh  
 (Chief Financial Officer)

Rajit Verma  
 (Company Secretary)

**RAGHUVANSH AGROFARMS LIMITED**

**CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015**

	<b>Particulars</b>	<b>As at 31st March, 2015</b>	<b>As at 31st March, 2014</b>
<b>A.</b>	<b>CASH FLOW FROM OPERATING ACTIVITIES</b>		
	Net Profit Before Tax	3,965,348	683,519
	<b>Add/(Less) Adjustment for :</b>		
	Depreciation	5,646,344	1,067,641
	<b>Operating Profit Before Working Capital Changes</b>	<b>9,611,692</b>	<b>1,751,160</b>
	<b>Add/(Less): Adjustments for Working Capital changes :</b>		
	Trade and other Receivables	1,729,389	5,545,700
	Inventories	1,764,611	(7,182,366)
	Loan and Advances	11,238,738	(27,055,236)
	Trade Payable & Other Liabilities	(9,257,824)	12,220,295
	Other Current Assets	-	-
	Cash generated Form Operations	15,086,606	(14,720,447)
	Tax Paid (Net)	(611,515)	(119,419)
	<b>Net Cash Flow From Operating Activities</b>	<b>A 14,475,091</b>	<b>(14,839,866)</b>
	<b>CASH FLOW FROM INVESTING ACTIVITIES</b>		
<b>B.</b>	Purchase of Fixed Assets	(35,669,108)	(104,123,740)
	Loan Refund Received	4,417,084	-
	Issue of shares	36,000,000	79,373,500
	own shares in subsidiary	-	(32,464,091)
	Investment in minority	-	1,128,986
	Investment in Shares and Chit Funds	(18,842,760)	(25,045,626)
	<b>Net Cash Flow from Investing Activities</b>	<b>B (14,094,784)</b>	<b>(81,130,971)</b>
	<b>CASH FLOW FROM FINANCING ACTIVITIES</b>		
<b>C.</b>	Securites Premium	3,600,000	126,536,500
	Increase/(Decrease) in Secured Loans	314,227	(6,491,986)
	Increase/(Decrease) in Unsecured Loans	-	-
	<b>Net Cash Flow from Financing Activities</b>	<b>C 3,914,227</b>	<b>120,044,514</b>
	Net Increase/(Decrease) in Cash & Cash Equivalent (A+B+C)	4,294,534	24,073,677
	<b>Opening Cash &amp; Cash Equivalent:</b>	24,310,520	236,843
	<b>Closing Cash &amp; Cash Equivalent:</b>	<b>28,605,054</b>	<b>24,310,520</b>

For M/S Naval Kapur & Co.  
Chartered Accountants,

For Raghuvansh Agrofarms Limited

**(CA. Naval Kapur)**  
Partner  
M.N.- 074587.  
FRN-005851C

Place: Kanpur  
Date : 27.05.2015

Subodh Agarwal  
(Managing Director)

Renu Agarwal  
(Director)

Devendra Pratap Singh  
(Chief Financial Officer)

Rajit Verma  
(Company Secretary)

**Notes Forming Part of the Financial Statement**

**NOTE-1**

**Share Capital**

<b>PARTICULAR</b>	<b>2014-15</b>	<b>2013-14</b>
<b>Authorised Capital</b> 12300000 Shares @ Rs.10/- each (Previous Year 10300000 shares of Rs.10/-each)	<b>12,30,00,000</b>	<b>103000000</b>
<b>Issued, Subscribed &amp; fully paid up Capital</b> 11917550 shares of Rs.10/-each (Previous Year 8317550 shares of Rs.10/-each)	119175500	83175500
	<b>119175500</b>	<b>83175500</b>

**Share Capital Schedule (No. of shares Outstanding)**

<b>Particulars</b>	<b>31-Mar-15</b>		<b>31-Mar-14</b>	
	<b>Nos.</b>	<b>Amount</b>	<b>Nos.</b>	<b>Amount</b>
Opening number of Shares Outstanding	8317550	83175500	220200	2202000
Add: Allotment during the year	3600000	36000000	8097350	80973500
Less: buyback/cancellation of shares	0	0	0	0
<b>Outstanding shares at the end of the period</b>	<b>11917550</b>	<b>119175500</b>	<b>8317550</b>	<b>83175500</b>

	Note 2:- Reserve & surplus	2014-15	2013-14
(A)	<b>Securities Premium</b> As per last Balance sheet Add: Received During the year less: utilised during the year	141310500 3600000 0	60682600 87233900 6606000
		<b>144910500</b>	<b>141310500</b>
(b)	<b>General Reserve</b> As per last Balance Sheet Add: Profit/(loss) for the year less: Income tax paid adjusted	2480564 0 151474	1916520 583442 19342
		<b>2329090</b>	<b>2480620</b>
(c)	Foreign Currency Transalation Reserve	0	0
(d)	<b>Surplus in the statement of Profit &amp; Loss A/C</b> As per last Balance Sheet Add: Profit for the year Less: Appropriations Proposed Dividend Tax on dividened Transfer to general reserve <b>Net surplus in the statement of profit and loss account</b>	0 4727271 45040 0 0 0 <b>4682231</b>	0 583442 0 0 0 <b>583442</b> 0
less:-	own share in Kanpur Organics Pvt Ltd. (capital part) Minority interest in Kanpur Organics own share in Sanjeevani. (capital part) Minority interest in Sanjeevani	(5353172) (323204) (27110919) (26356340)	(5353172) (297015) (27110919) (26047746) 0
	<b>Total Resesrve &amp; Surplus</b>	<b>92778186</b>	<b>84982268</b>

**Note- 2A**  
**Minority Interest**

Sanjeevani Fertilizers and Chemicals Pvt Ltd. Capital Reserve & Surplus	Holding	2014-15	Minority Interest	2013-14	Minority Interest
		2014-15	2013-14	2013-14	2013-14
Capital	49%	2200000	1078000	2200000	1078000
Reserve & Surplus	49%	53788448	26356340	53158665	26047746
<b>Kanpur Organics Private Ltd.</b>					
Capital	5.22%	1915000	100000	1915000	100000
Reserve & Surplus	5.22%	6189276	323204	5687824	297,015
	<b>Total</b>	<b>64092724</b>	<b>27857544</b>	<b>62961489</b>	<b>27522761</b>

Note 3 Liabilities	Current		Non-Current	
	2014-15	2013-14	2014-15	2013-14
<b>a) Borrowings</b>				
<b>Secured</b>				
i. Loans				
-From banks;	1957526	0	5040000	6423648
-From other parties	0	0	0	0
ii. Loans and advances from related Parties	0	0	0	38797500
Loans and advances from related Parties				(38797500)
iii. Deposits	0	0	0	0
iv. Other Loans and advances	0	0	0	259651
	<b>1957526</b>	<b>0</b>	<b>5040000</b>	<b>6683299</b>
<b>b) Trade payables</b>	2259501	<b>10942845</b>	0	<b>934840</b>
<b>c) Other Liabilities</b>				
Unpaid Dividends	0	0	0	0
Other Payables	190000	259276	24000	0
	<b>190000</b>	<b>259276</b>	<b>24000</b>	<b>0</b>
<b>Note 4</b>				
<b>Provisions</b>				
Tds payable	165017	20250		
Legal Fess Payable		4500		
Audit Fees payable	48714	31500	18000	33000
Income tax payable	598965	335810	0	0
	<b>812696</b>	<b>392060</b>	<b>18000</b>	<b>33000</b>

**RAGHUVANSH AGROFARMS LTD**

Note 5

**DEPRECIATION CHART 2014-15**

**TANGIBLE AND INTANGIBLE ASSETS:**

Particulars	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	01.04.14	ADDITION	DELETION/ADJ.	Total	01.04.14	During Yr.	ADJ.	Total	31.03.15	31.03.14
<b>A) Intangibles:</b>										
Goodwill	0	0	0	0	0	0	0	0	0	0
Software	0	0	0	0	0	0	0	0	0	0
Trademark	0	0	0	0	0	0	0	0	0	0
<b>B) Tangibles</b>										
<b>CAPITAL WORK IN PROGRESS</b>										
Bio gas plant	2574735.00	0	2574735.00	0	0	0	0	0	0	2574735
Bio gas plant (Bhognipur)	0.00	8224979	0	8224979	0	0	0	0	8224979	0
Iron & Iron structure	6552264	0	6552264	0	0	0	0	0	6552264	0
shed construction	2584823.80	1090100		3674924	0	0	0	0	3674924	2584824
<b>TOTAL (A)</b>	<b>5159559</b>	<b>15867343</b>	<b>2574735</b>	<b>18452167</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>18452167</b>	<b>5159559</b>
Agriculture Implement	132041	0	0	132041	70940	12826	0	83766	48275	61101
Air Conditioner	244813	0	0	244813	129719	102853	0	232572	12241	115094
Bio gas plant	0	2574735.00	0	2574735	0	466027	0	466027	2108708	0
car	2152018	1000000	0	3152018	247568	953446	0	1201014	1951004	1904450
Computer	10220	98687	10220	98687	10117	62330	10117	62330	36357	103
Cycle	2700	0	2700	0	1899	0	1899	0	0	801
Diesel Engine	40250	0	0	40250	21238	3826	0	25064	15186	19012
Fax Machine	10627	0	10627	0	7866	0	7866	0	0	2761
Furniture & Fixtures	38603	121980	0	160583	32203	29574	0	61777	98806	6400
Generator	10507	0	10507	0	7778	0	7778	0	0	2729
Live Stock (Cattle)	12305000	3031000	0	15336000	0	0	0	0	15336000	12305000
Loader	187000	0	0	187000	170998	1585	0	172583	14417	16002
Motorcycle	45555	0	0	45555	10922	11063	0	21985	23570	34633
Office Equipment	126878	0	126878	0	87995	0	87995	0	0	38883
Plant & Machinery	241906	5370	0	247276	74207	41623	0	115830	131446	167699
Property (MP)	0	10841880	0	10841880	0	0	0	0	10841880	0
Pump Set	35494	50150	0	85644	19522	12357	0	31879	53765	15972
Tractor	428100	0	0	428100	369041	20418	0	389459	38641	59059
<b>TOTAL (B)</b>	<b>16011712</b>	<b>17723802</b>	<b>160932</b>	<b>33574582</b>	<b>1262013</b>	<b>1717928</b>	<b>115655</b>	<b>2864286</b>	<b>30710296</b>	<b>14749699</b>
<b>Grand Total (A+B)</b>	<b>21171271</b>	<b>33591145</b>	<b>2735667</b>	<b>52026749</b>	<b>1262013</b>	<b>1717928</b>	<b>115655</b>	<b>2864286</b>	<b>49162463</b>	<b>19909257</b>
Previous Year	3348639	17822632	0	21171271	897475	364538	0	1262013	19909257	2451164

**Note 6**

<b>Non Current Investments</b>		<b>2014-15</b>	<b>2013-14</b>
a) Investment Property		0	0
b) Investments in Equity Instruments		0	0
Quoted Investments		0	
<i><b>unquoted investments</b></i>		75340026	57088026
less-    Investment in Susidiary (SFCL)		(28942000)	(28942000)
Investment in Susidiary (KOPL)		(7580000)	(7580000)
C) FDR with bank		7121360	6530600
		45939386	27096626

Aggregate amount of quoted investment(Market Value)	0	0
Aggregate amount of Unquoted investment	111862026	28146026
Value of Investment Property	7121360	6530600

**Note 7**

<b>Current Investments</b>		<b>2014-15</b>	<b>2013-14</b>
a) Investment Property		0	0
b) Investments in Equity Instruments		0	0
<i><b>Quoted Investments</b></i>		0	0
<i><b>other unquoted investments</b></i>		750000	750000
		750000	750000

Aggregate amount of quoted investment(Market Value)	0	0
Aggregate amount of Unquoted investment	750000	750000

**Note 8**

Inventories	Current		Non- Current	
	2014-15	2013-14	2014-15	2013-14
a) Raw Materials	0	0	0	0
b) Work- in progress	0	0	0	0
c) Finished goods	0	0	0	0
d) Stock in trade	8475238	10239849	0	0
e) Stores & Spares	0	0	0	0
f) Loose Tools	0	0	0	0
<b>TOTAL</b>	<b>8475238</b>	<b>10239849</b>	<b>0</b>	<b>0</b>

**Note 9**

Cash & Cash Equivalents	Current		Non- Current	
	2014-15	2013-14	2014-15	2013-14
a) Balances with Banks				
On current accounts	21660085	1600900	0	0
On Margin Money	0	0	0	0
On unpaid dividend account	0	0	0	0
Deposits with banks maturity less than 12 months	0	0	0	0
	<b>21660085</b>	<b>1600900</b>	<b>0</b>	<b>0</b>
b) Cheques, drafts on hands	0	20000000	0	0
c) Cash on Hand	6944969	2709620	0	0
	<b>28605054</b>	<b>24310520</b>	<b>0</b>	<b>0</b>

**Note 10**

Trade Receivable	Current		Non- Current	
	2014-15	2013-14	2014-15	2013-14
Unsecured considered good Outstanding exceeding six months Others	5196957	6926346	0	948161
	0	0	0	0
	5196957	6926346	0	948161
	0	0	0	0
<b>TOTAL</b>	<b>5196957</b>	<b>6926346</b>	<b>0</b>	<b>948161</b>

**Note 11**

Loans & Advances	Current		Non-current	
	2014-15	2013-14	2014-15	2013-14
<b>a) Loans &amp; Advances to Related parties</b>				
SFCL	0	0	44283500	38797500
KOPL			(26710000)	(26560000)
			(17573500)	(12237500)
<b>b) Other Advances</b>				
Loans	0	0	0	0
Advances, secured considered good	0	0	0	0
Advances, usecured considered good	15818466	26774226	6529446	10229467
Less: Provision for doubtful advance	0	0	0	0
Advance income tax	57613	67304	44437	106778
Advance Indirect Taxes	583204	621411	46811	345372
<b>Other Receivables</b>				
Unsecured considered good	0	259881	0	5000
Outstanding exceeding six months				
Other Non Current Assets	0	88500	0	0
Capital Advances	378421	100000	0	0
Deposits secured, considered good	0	0	0	0
Deposits unsecured, considered good	0	165120	597000	0
<b>TOTAL</b>	<b>16837704</b>	<b>28076442</b>	<b>7217694</b>	<b>10686617</b>

**NOTE-12**  
**Revenue From Operations**

Particulars	2014-15	2013-14
Sale	17925287	11634794
other operating revenue	17845502	8054142
	<b>35770789</b>	<b>19688936</b>

**NOTE-13**  
**Other Income**

Particulars	2014-15	2013-14
Interest Income	801648	478374
Commission	0	88500
Rent	0	190770
Balances Written Back	303	779
Misc.Income	875000	865000
	<b>1676951</b>	<b>1623423</b>

**NOTE-14**  
**Cost Of Material Consumed**

Particulars	2014-15	2013-14
Opening.Stock	623134	311250
Add- Purchase During the Year	3122702	7801825
Less:-Closing Stock	110000	1268384
	<b>3635836</b>	<b>6844691</b>

**NOTE-15**  
**Employee Benefit Exp**

Particulars	2014-15	2013-14
Salary & Wages	2332342	1676280
Staff welfare	19700	0
	<b>2352042</b>	<b>1676280</b>

**NOTE-16**  
**Finance Cost**

Particulars	2014-15	2013-14
Bank Charges	64331	30057
Interest Exp	802079	210578
	<b>866410</b>	<b>240635</b>

**NOTE-17**  
**Other Expenses**

Particulars	2014-15	2013-14
Advertisment Exp	25000	19513
Audit Fee	53714	31500
Business Promotion Exp	54434	81800
Conveyance Exp	48357	307204
Demat Charges	0	1420
Depository Charges	22472	46073
Director Salary	360000	240000
Donation	5295	10200
Electricity Exp	26715	92297
Freight & Cartage	13990	0
Insurance Exp	73960	7075
Misc.Exp	3673109	111970
Power & Fuel	698865	601020
Patent and trademarks exp	28000	0
Printing & Stationery	119181	14412
Professional Exp	54700	40214
Rent & Taxes	529480	457500
ROC Filing fees	190148	0
Repair and maintenance	104215	81107
Radiation (BRIT)	100000	0
Share Issue Exp	3495062	862103
Telephone Exp	61723	33100
TDS Interest	5410	0
Travelling Expenses	352000	0
Vehicle Running & Maintenance	215782	94900
	<b>10311612</b>	<b>3133407</b>

**Auditors Remuneration is as Under:**

Particulars	2014-15	2013-14
Audit fees	53714	20000
Tax Audit fees	0	11500
Certificate & Tax Services	0	0
Reimbursement of Exp	0	0
<b>Total</b>	<b>53714</b>	<b>31500</b>

**RAGHUVANSH AGROFARMS LIMITED AND ITS SUBSIDIARIES (KANPUR ORGANICS PRIVATE LIMITED & SANJEEVANI FERTILIZERS AND CHEMICALS PRIVATE LIMITED)**

**CONSOLIDATED ACCOUNTING POLICIES AND NOTES TO ACCOUNTS**

**Corporate Information**

Raghuvansh Agrofarms Limited is a Limited Company in India and incorporated under the provisions of the Companies Act, 1956. It came into existence on 19.12.1996. The company is primarily engaged in manufacturing and trading of agro products.

**SIGNIFICANT ACCOUNTING POLICIES**

**1. Basis of Preparation**

The Consolidated Financial Statements of the Raghuvansh Agrofarms Limited and its Subsidiaries (Kanpur Organics Private Limited & Sanjeevani Fertilizers and Chemicals Private Limited) have been prepared in accordance with generally accepted accounting principles in India (Indian GAAP). The Company has prepared these Consolidated Financial Statements to comply in all material aspects, with the Accounting Standards notified under the Companies relevant provisions of the Companies Act, 2013. The Financial Statements have been prepared on an accrual basis and under the historical cost convention.

The accounting policies adopted in the preparation of Consolidated Financial Statements are consistent with those of previous year except for the change in accounting policy, if any.

**2. Principal of Consolidation**

The financial statements of the holding company and subsidiary companies have been consolidated on a line-by-line basis by adding together the book value of like items of assets, liabilities, income and expenses after fully eliminating intra- group balances, intra- group transactions and the unrealized profits.

The financial statements of the holding company and the subsidiary companies have been consolidated using uniform accounting policies for like transactions and other events in similar circumstances except where otherwise stated.

**3. Uses of Estimates**

The preparation of the Consolidated Financial Statements in conformity with Indian GAAP requires Management to make Judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosures relating to contingent assets and liabilities at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in material or immaterial adjustments to the carrying amounts of assets or liabilities in future periods.

**4. Revenue Recognition**

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured. Income is accounted for on accrual basis in accordance with the Accounting Standards (AS) 9- "Revenue Recognition".

Insurance and other claims are recognized in accounts on lodgment to the extent these are measurable with reasonable certainty of acceptance. Excess/ shortfall is adjusted in the year of receipt.

Interest is recognized on a time proportion basis taking into account the amount outstanding and the applicable interest rate.

## **5. Inventories**

Inventories are valued at cost, computed on a First-in-First-out (FIFO) basis, and estimated net realizable value whichever is lower. In respect of finished goods and work in process, appropriate overheads are loaded.

## **6. Tangible Fixed Assets**

Fixed Assets are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. The cost comprises purchase price, borrowing costs, if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use. Any subsidy/ reimbursement/ contribution received for installation and acquisition of any fixed assets is shown as deduction in the year of receipt. Capital work- in- progress is stated at cost.

## **7. Depreciation**

Depreciation on assets is provided on the rates arrived at, based on the useful life estimated by the management/prescribed under the Schedule II of the Companies Act, 2013.

Depreciation on fixed assets added/disposed off during the year/period is provided on pro-rata basis with reference to the date of addition/disposal.

## **8. Intangible Assets**

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less accumulated amortization and accumulated impairment losses, if any. Internally generated intangible assets are not capitalized and expensed off in the Statement of Profit and Loss in the year in which the expenditure is incurred.

Intangible assets are amortized on a straight line basis over the estimated useful economic life.

The amortization period and the amortization method are reviewed at least at each financial year end. If the expected useful life of the asset is significantly different from previous estimates, the amortization period is changed accordingly.

## **9. Borrowing Cost**

Borrowing cost includes interest. Such costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur.

## **10. Taxes on Income**

Tax expense comprises current and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income Tax Act, 1961 enacted in India. The tax rates and tax Laws used to compute the amounts are those that are enacted, at the reporting date.

Deferred Taxes reflect the impact of timing differences between taxable income and accounting income originating during the current year and reversal of timing differences for the earlier years. Deferred tax is measured using the tax rates and the tax laws enacted at the reporting date.

Deferred tax liabilities are recognized for all taxable timing differences. Deferred tax assets including the unrecognized deferred tax assets, if any, at each reporting date, are recognized for deductible timing differences only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which deferred tax assets can be realized.

The carrying amount of deferred tax assets are reviewed at each reporting date and are adjusted for its appropriateness.

Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current tax liabilities and deferred tax assets and deferred taxes relate to the same taxable entity and the same taxation authority.

Minimum Alternate Tax (MAT) paid in a year is charged to the Statement of Profit and Loss as current tax. The company recognizes MAT credit available as an asset only to the extent there is convincing evidence that the company will pay normal income tax during the specified period, i.e., the period for which MAT Credit is allowed to be carried forward. In the year in which the Company recognizes MAT Credit as an asset in accordance with the *Guidance Note on Accounting for Credit Available in respect of Minimum Alternate Tax under the Income Tax Act, 1961*, the said asset is created by way of credit to the statement of Profit and Loss and shown as "MAT Credit Entitlement." The Company reviews the "MAT Credit Entitlement" asset at each reporting date and writes down the asset to the extent the company does not have convincing evidence that it will pay normal tax during the sufficient period.

## **11. Employee Benefits**

Short-term employee benefits are recognized as an expense at the undiscounted amount in the profit and loss account of the year in which the related service is rendered.

**Defined contribution plan:** Company's contribution towards provident fund is recognized in the profit and loss account.

## **12. Investment**

Investments, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as long term investments.

On initial recognition, all investments are measured at cost. The cost comprises purchase price and directly attributable acquisition charges such as brokerage, fees and duties.

Current investments are carried in the financial statements at lower of cost and fair value determined on an individual investment basis. Long term investments are carried at cost. However, provision for diminution in values is made to recognize a decline other than temporary in the value of the investments.

On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss.

## **13. Earning Per Share**

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all diluting potential equity shares.

#### **14. Impairment of Assets**

The carrying amounts of assets are reviewed at each Balance Sheet date. If there is any indication of impairment based on internal/external factors, an impairment loss is recognized wherever the carrying amount of an asset exceed its recoverable amount. The recoverable amount is the greater of the assets net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value at the weighted average cost of capital.

After impairment, depreciation is provided on the revised carrying amount of the assets over its remaining useful life.

A previously recognized impairment loss is increased or reversed depending on changes in circumstances. However, the carrying value after reversal is not increased beyond the carrying value that would have prevailed by charging usual depreciation if there was no impairment.

#### **15. Provisions, Liabilities & Contingent Assets**

##### **a. Provisions**

A provision is recognized when the company has present obligations as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligations and reliable estimate can be made of amount of the obligation. Provisions are not discounted at their present value and are determined based on the best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

##### **b. Contingent Liabilities**

A Contingent liability is a possible obligation that arises from the past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is liability that cannot be recognized because it cannot be measured reliably. The company does not recognize a contingent liability but discloses its existence in the financial statements.

#### **16. Leases**

##### **Where the company is Lessee**

Assets taken on lease, under which the lessor effectively retains all the risks and rewards of ownership, are classified as operating lease. Operating lease payments are recognized as expense in the statement of profit and loss account.

Assets acquired under leases where all the risks and rewards of ownership are substantially transferred to company are classified as finance leases. Such leases are capitalized at the inception of the lease at the lower of fair value or the present value of minimum lease payments and liability is created for an equivalent amount. Each lease rental paid is allocated between the liability and interest cost so as to obtain a constant periodic rate of interest on the outstanding liability for each period.

### **Where the company is Lessor**

Leases in which the company transfers substantially all the risks and benefits of ownership of the asset are classified as finance leases. Assets given under finance lease are recognized as a receivable at an amount equal to the net investment in the lease. After initial recognition, the company apportions lease rentals between the principal repayment and interest income so as to achieve a constant periodic rate of return on the net investment outstanding in respect of the finance lease. The interest income is recognized in the statement of profit and loss. Initial direct costs such as legal costs, brokerage costs, etc. are recognized immediately in the statement of profit and loss.

Leases in which the company does not transfer substantially all the risks and benefits of ownership of the asset are classified as operating leases. Assets subject to operating leases are included in fixed assets. Lease income on an operating lease is recognized in the statement of profit and Loss as revenue from operation. Costs, including depreciation, are recognized as an expense in the statement of profit and loss. Initial direct costs such as legal costs, brokerage costs, etc. are recognized immediately in the statement of profit and loss.

## **NOTES TO ACCOUNTS AS ON 31.03.2015**

### **1. TERMS/ RIGHT ATTACHED TO EQUITY SHARES**

The Company has only one class of equity shares having a par value of Rs.10/- per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

- 2. Capital Commitment (net of advances) Rs. nil.**
- 3. As per the Micro, Small and Medium Enterprises Development Act, 2006, the Company is required to identify the Micro, Small and Medium Enterprises and pay them interest on amounts overdue beyond the specified period irrespective of the terms agreed with them.**

<b>S. No.</b>	<b>Particulars</b>	<b>As at 31.03.2014</b>	<b>As at 31.03.2015</b>
a.	Principal amount remaining unpaid	NIL	NIL
b.	Interest due thereon	NIL	NIL
c.	Interest paid by the Company in term of Section 16	NIL	NIL
d.	Interest due and payable for the period of delay in payment	NIL	NIL
e.	Interest accrued and remaining unpaid	NIL	NIL
f.	Interest remaining due and payable even in succeeding years	NIL	NIL

- 4. The balances of creditors/Trade payables and debtors/ Trade receivables appearing in the balance sheet are subject to balance confirmation/ reconciliation at the year end. The management is in the process of obtaining the respective confirmations in the due course. However, the reconciliation of these balances is not expected to result in any material adjustments in the stated balances.**

**5 .Related Party Disclosures for the period ended 31<sup>st</sup> March,2015 (Consolidated) in accordance with AS - 18 issued by The ICAI**

<b>a)</b>	<b>List of related parties &amp; relationships, where control exists.</b>						
<b>Sr. No.</b>	<b>Nature of Relationship</b>			<b>Name of Parties</b>			
1	Holding Company			N.A			
2	Subsidiary Company			Kanpur organics Pvt. Ltd. Sanjeevani Fertilizers and Chemicals Pvt. Ltd.			
3	Associates			Nil			
4	Key Management Personnel during the year			Mr. Subodh Agarwal (Managing Director) Mr. Devendra Pratap Singh (Chief Financial Officer) Mr. Rajit Verma (Company Secretary)			
5	Relatives of Key Management Personnel			N.A			
6	Enterprises where Significant Influence exist by Key Management Personnel			N.A			
<b>b)</b>	<b>Transactions with Related Parties</b> <span style="float: right;">(Amount in `)</span>						
<b>Sr. No.</b>	<b>Transactions</b>	<b>Holding Company</b>	<b>Subsidiary Company</b>	<b>Associates</b>	<b>Key Management Personnel / Individuals</b>	<b>Relatives of Key Management Personnel</b>	<b>Enterprises where Significant Influence exist by Key Management Personnel</b>
1	Remuneration	NIL (NIL)	NIL (NIL)	NIL (NIL)	3,60,000 (2,40,000)	NIL (NIL)	NIL (NIL)
2	Purchase of Finished Material	NIL (NIL)	NIL (NIL)	NIL (NIL)	NIL (NIL)	NIL (NIL)	NIL (NIL)
3	Purchase of Raw Material	NIL (NIL)	NIL (NIL)	NIL (NIL)	1,00,000 (1,01,794)	NIL (NIL)	NIL (NIL)
4	Purchase of Capital Items	NIL (NIL)	NIL (NIL)	NIL (NIL)	NIL (NIL)	NIL (NIL)	NIL (NIL)
5	Purchase of Consumables	NIL (NIL)	NIL (NIL)	NIL (NIL)	NIL (NIL)	NIL (NIL)	NIL (NIL)
6	Purchase of shares	NIL (NIL)	NIL (NIL)	NIL (NIL)	NIL (NIL)	NIL (NIL)	NIL (NIL)
7	Repairing & Machining	NIL (NIL)	NIL (NIL)	NIL (NIL)	NIL (NIL)	NIL (NIL)	NIL (NIL)
8	Rent	NIL (NIL)	50,000	NIL (NIL)	NIL (NIL)	NIL (NIL)	NIL (NIL)
9	Revenue (Travelling exp)	NIL (NIL)	NIL (NIL)	NIL (NIL)	NIL (53,557)	NIL (NIL)	NIL (NIL)
10	Share Capital	NIL (NIL)	NIL (1,47,15,000)	NIL (NIL)	NIL (NIL)	NIL (NIL)	NIL (NIL)
11.	Loan given	NIL (NIL)	54,86,000	NIL (NIL)	NIL (NIL)	NIL (NIL)	NIL (NIL)
<b>12</b>	<b><u>Outstanding as on 31.03.2015</u></b>						
	a) Amount Receivable	NIL (NIL)	4,42,83,500 (3,87,97,500)	NIL (NIL)	NIL (NIL)	NIL (NIL)	NIL (NIL)
	b) Amount Payable	NIL (NIL)	NIL (NIL)	NIL (NIL)	NIL (NIL)	NIL (NIL)	NIL (NIL)
	c) Share Application Money	NIL (NIL)	NIL (NIL)	NIL (NIL)	NIL (NIL)	NIL (NIL)	NIL (NIL)

	d) Guarantee given	NIL (NIL)	NIL (NIL)	NIL (NIL)	NIL (NIL)	NIL (NIL)	NIL (NIL)
	e) Guarantee taken	NIL (NIL)	NIL (NIL)	NIL (NIL)	NIL (NIL)	NIL (NIL)	NIL (NIL)

**Note:**

- a) No amount have been written off/provided for or written back during the year in respect of amount receivable from or payable to the related parties.
- b) Figures in bracket represent previous year /period amounts.

**6. Taxation**

Provision for taxation is ascertained on the basis of assessable profits computed in accordance with provisions of the Income tax act, 1961.

**7. Remuneration to Auditors Amount in (Rs.)**

Particulars	2013-14	2014-15
Audit Fee	20,000	53,714
Tax Audit Fee	11,500	Nil
Other Matters	Nil	Nil

**8. Segment Reporting**

As the Company's business activity primarily falls within a single business and geographical segment, there are no additional disclosures to be provided in terms of Accounting Standard – 17 Segment Reporting.

- 9.** The financial statements of the holding company and subsidiary companies have been consolidated on a line-by-line basis by adding together the book value of like items of assets, liabilities, income and expenses after fully eliminating intra- group balances, intra- group transactions and the unrealized profits. The financial statements of the holding company and the subsidiary companies have been consolidated using uniform accounting policies for like transactions and other events in similar circumstances except where otherwise stated.

**10. The details of subsidiaries are given below:**

- a. Name of the Subsidiary- Kanpur Organics Pvt. Ltd.  
Country of Incorporation- India  
Percentage of ownership as at 31.03.2015- 94.78%  
Business carried on by the subsidiary- Organic Manure Manufacturing  
Date of Becoming subsidiary- 06.01.2014  
Period of consolidation from 31.03.2014
- b. Name of the Subsidiary- Sanjeevani Fertilizers & Chemicals Pvt. Ltd.  
Country of Incorporation- India  
Percentage of ownership as at 31.03.2015- 51%  
Business carried on by the subsidiary- Trading  
Date of Becoming subsidiary- 31.03.2014  
Period of consolidation from 31.03.2014

**For Naval Kapur& Co.  
Chartered Accountants  
FRN 005851C**

**(Naval Kapur)  
Partner  
Membership No. 074587  
Date: 27-05-2015  
Place: Kanpur**

**For Raghuvansh Agrofarms Ltd.**

**(Managing Director) (Director)**

**RAGHUVANSH AGROFARMS LIMITED****CIN:** U40300DL1996PLC258176**Reg. Office:** 201-202, Namdhari Chambers, Karol Bagh, New Delhi-110005**Corp. Office:** 16/19-A, Civil Lines, Kanpur -208001, Uttar Pradesh

Tel. : 0512-3071470, 3071471

**Email:** raghuvanshagro@gmail.com, raf1666@rediffmail.com**Website:** www.raghuvanshagro.com**Form No. MGT-11****PROXY FORM**

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Name of the Member(s)		
Registered Address		
E-mail Id	Folio No /Client ID	DP ID
I/We, being the member(s) of _____ shares of the above named company. Hereby appoint		
Name :		E-mail Id:
Address:		
Signature: , or failing him		

Name :	E-mail Id:
Address:	
Signature:	, or failing him
Name :	E-mail Id:
Address:	
Signature:	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company to be held on Friday, the 25th September, 2015 at 01:30 P.M. at the registered office of the Company at 201-202, Namdhari Chambers, Karol Bagh, New Delhi-110005 and at any adjournment thereof in respect of such resolutions as are indicated below:

**Resolution No.**

<b>Sl. No.</b>	<b>Resolution(s)</b>	<b>Vote</b>	
		<b>For</b>	<b>Against</b>
1.	Adoption of statement of Profit & Loss, Balance Sheet, report of Director's and Auditor's for the financial year 31st March, 2015		
2.	Re-appointment of Mrs. Renu Agarwal as director, retiring by rotation		
3.	Ratification of Appointment of Auditor		
4.	Change in designation of Mrs. Renu Agarwal		
5.	Increment in remuneration of Mrs. Renu Agarwal		
6.	Increment in remuneration of Managing Director		

Signed this.....day of.....2015

Signature of the shareholder  
across Revenue Stamp

Signature of Shareholder.....Signature of Proxy holder.....

Note:

- 1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
  - 2) The proxy need not be a member of the company.
- 

**RAGHUVANSH AGROFARMS LIMITED**  
**CIN:** U40300DL1996PLC258176

**Reg. Office:** 201-202, Namdhari Chambers, Karol Bagh, New Delhi-110005

**Corp. Office:** 16/19-A, Civil Lines, Kanpur -208001, Uttar Pradesh

Tel.: 0512-3071470, 3071471

**Email:** [raghuvanshagro@gmail.com](mailto:raghuvanshagro@gmail.com), [rafl666@rediffmail.com](mailto:rafl666@rediffmail.com)

**Website:** [www.raghuvanshagro.com](http://www.raghuvanshagro.com)

**ATTENDANCE SLIP**  
(To be presented at the entrance)

Reg. Folio No.	DP id.	Client id.	No. of Shares held

Name of the Reg. Shareholder-----

I, being the registered shareholder/Proxy for the registered shareholder of the company hereby record my presence at the 19<sup>th</sup>Annual General Meeting of the Company held on Friday, the 25<sup>th</sup> September, 2015 at 01:30 P.M. at the registered office of the Company at 201-202, Namdhari Chambers, Karol Bagh, New Delhi-110005.

---

Member's/Proxy's name in Block Letters

---

Member's/Proxy's Signature

**NOTE:** Please fill up this attendance slip and hand it over at the entrance of the venue for the meeting. Members/Proxy Holders are requested to bring their copies of the Annual Report to the meeting.