

**ZERO WASTE AGRO ORGANICS LIMITED**

**4th ANNUAL REPORT**

**2014-15**

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**ZERO WASTE AGRO ORGANICS LIMITED**  
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**CORPORATE IDENTITY NO.** U01400PN2011PLC141307

**BOARD OF DIRECTORS** Mr. V. Shankar  
Mr. K. R. Venkatadri  
Mr. D. K. Sundar  
Mr. Sanjay Thobde  
Mrs. Meena Thobde

**BANKERS** HDFC Bank Ltd.

**AUDITORS** M/s. Shilpa Baldota & Associates

**REGISTERED OFFICE** Kapil Towers, First Floor  
S. No. 40-1/B, Near Sagam Bridge  
Dr. Ambedkar Road  
Pune – 411 001701  
Tel No. 020 2605 8601  
Fax No. 020 2605 8150  
Email ID: mdzerowaste@gmail.com

**ZERO WASTE AGRO ORGANICS LIMITED**  
(CIN: U01400PN2011PLC141307)

**NOTICE OF MEETING**

NOTICE is hereby given that the 4th Annual General Meeting of the Members of ZERO WASTE AGRO ORGANICS LIMITED will be held on Thursday, 18th June, 2015 at 12.00 noon at Kapil Towers, First Floor, S No. 40-1/B, Near Sagam Bridge, Dr. Ambedkar Road, Pune – 411 001 to transact the following business:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31st March, 2015 together with the Report of the Directors' and that of the Auditors thereon.
2. To appoint a Director in place of Mrs. Meena Thobde (DIN No. 00013957), who retires by rotation and being eligible, offers herself for re-appointment.
3. To appoint Auditors and fix their remuneration.

*Notes:*

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIM AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.** Proxies, in order to be effective, must be received at the registered office of the not less than forty eight hours before the meeting. Members are requested to note that a person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

By order of the Board of Directors

MR. V. SHANKAR  
Chairman

Dated: 15th April, 2015

*Registered Office:*

Zero Waste Agro Organics Limited  
Kapil Towers, First Floor,  
S No. 40-1/B, Near Sagam Bridge,  
Dr. Ambedkar Road,  
Pune – 411 001  
Corporate Identity No. U01400PN2011PLC141307  
Tel No. 020 2605 8601  
Fax No. 020 2605 8150  
E-mail address: mdzerowaste@gmail.com

## DIRECTORS' REPORT

To,  
The Members,  
ZERO WASTE AGRO-ORGANICS LIMITED

The Directors hereby present their 4th Annual Report on the business and operations of the Company and the financial accounts for the year ended 31st March, 2015.

### FINANCIAL RESULTS

|  | <i>(Rs. Lakhs)</i> |                 |
|--|--------------------|-----------------|
|  | <b>2014-15</b>     | <b>2013-14</b>  |
| Sales  | <b>1,134.98</b>    | <b>808.92</b>   |
| Profit / (Loss) before depreciation & interest | <b>(96.91)</b>     | <b>(277.18)</b> |
| Finance Cost                                   | -                  | -               |
| Depreciation and write-offs                    | <b>33.84</b>       | <b>24.64</b>    |
| Profit / (Loss) before tax                     | <b>(130.75)</b>    | <b>(301.82)</b> |
| Provision for Tax                              | <b>(38.55)</b>     | <b>(94.98)</b>  |
| Profit / (Loss) after Tax                      | <b>(92.90)</b>     | <b>(206.84)</b> |

On account of the losses incurred, there is no transfer of funds to the General Reserves.

### DIVIDEND

In view of the losses incurred, the Board has not recommended any dividend for the Financial Year 2014-15.

### SHARE CAPITAL

The paid up Equity Share Capital as on 31st March, 2015 was Rs.7.36 lakhs. During the year under review, the Company has not issued any shares. The Company has not issued shares with differential voting rights. It has neither issued employee stock

options nor sweat equity shares and does not have any scheme to fund its employees to purchase the shares of the Company.

As on 31st March, 2015, Mr. Sanjay Thobde, Executive Director and Mrs. Meena Thobde, Director of the Company held 7,866 (10.68%) shares and 726 (0.99%) shares respectively, of the Company.

## **OPERATIONAL HIGHLIGHTS**

The Company has successfully established its organic compost product under the brand name GeoGreen. GeoGreen is scientifically manufactured organic compost derived out of wastes from sugar industry which helps in improving deteriorating soil health and drive agriculture productivity. The technology supports sustainable agriculture and helps farmers in addressing the challenge of food security. The sales are to the Parent Company, who has introduced the product on key Cash crops such as grapes, banana, vegetables, pomegranates, arecanut, ginger, potato, apple including commercial crops like sugarcane and cotton. The product has been introduced in many States and has been well accepted by the farmers.

During the year, the Company ventured into a business for use of microbes for odour control in slaughter houses and factories. Successful trials were conducted at various locations for use of microbes for odour control in slaughter houses and in factories. The Company has tied up with a few slaughter houses and is also initiating trials with new slaughter houses and industrial customers.

The Company is also exploring the use of herbal probiotics as chicken feed in poultry farms for the healthy growth of chickens. Trials are being conducted under the auspices of the Tamil Nadu University of Veterinarian Sciences.

In the coming year, the focus shall be on establishing of new business of use of microbes for odour control and scaling up the GeoGreen business by achieving operational efficiency and reducing costs.

## **SHARE SUBSCRIPTION AND SHARE PURCHASE AGREEMENT AND SHAREHOLDERS AGREEMENT**

To enable the Company to raise funds and expand its business, the Company had, on 23rd April, 2012, entered into a Share Subscription and Share Purchase Agreement and Shareholders Agreement with Rallis India Limited (Rallis), a Tata Enterprise and a leading player in the Indian crop protection industry. The said agreement contains provisions for allotment of shares to Rallis in tranches.

Pursuant to this Agreement, Rallis had, during the year ended 31st March, 2013, acquired/ subscribed to shares comprising 22.81% of the equity shares of the Company. Rallis made a further acquisition/subscription to shares constituting the second and third tranches, during the year ended 31st March, 2014, and its

shareholding in the Company as on 31st March, 2014 stood at 51.02% of the total share capital of the Company.

Pursuant Clause 10.1(a) to the said Shareholders Agreement, Rallis is vested with an irrevocable and unconditional right to purchase and acquire the shares of promoters and/or minority shareholders, in order to increase its equity shareholding in the Company to 74% of the share capital of the Company. During the year ended 31st March, 2015 Rallis exercised the right to increase its shareholding to 74% in the Company. Rallis' shareholding in the Company as on 31st March, 2015 stands at 73.59% of the total share capital of the Company.

## **FIXED DEPOSITS**

Your Company has not accepted any deposits in terms of Section 73 of the Companies Act, 2013 read with Companies (Acceptance of Deposit) Rules, 2014.

## **PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS**

During the period under review the Company did not give any loans, guarantees or make any investments in terms of Section 186 of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014.

## **RELATED PARTY TRANSACTIONS**

All Related Party Transactions that were entered into during the financial year were on an arm's length basis, in the ordinary course of business and were in compliance with the applicable provisions of the Companies Act, 2013. All Related Party Transactions are placed before the Board for approval. Master Agreements for the transactions which were on arms length basis and in ordinary course of business were entered into with the holding Company, Rallis India Limited.

Form AOC-2 pursuant to section 134(3)(h) of the Companies Act, 2013 is annexed as "Annexure A".

## **BOARD OF DIRECTORS**

No Director has been appointed or resigned during the year under review. The term of Mr. Sanjay Thobde as an Executive Director of the Company ended on 30th September, 2014. Members at their Extra-Ordinary General Meeting held on 26th December, 2014, reappointed Mr. Thobde as an Executive Director of the Company for a period of one year commencing from October 1, 2014 to September 30, 2015.

The Company is not required to appoint any Key Managerial Personnel.

Pursuant to Clause 4.9 of the Articles of Association of the Company and Section 152 of the Companies Act, 2013 read with the Rules made there under, Mrs. Meena Thobde retires by rotation and is eligible for re-appointment.

## **COMPOSITION**

The Composition of the Board is in lines with the Shareholders Agreement (“SHA”) and the provisions of the Companies Act, 2013 (“the Act”). The Board of Directors comprise of 5 Directors, of which 4 are Non-Executive Directors. The Company has a Non-Executive Chairman. All Directors possess relevant qualifications and experience in general corporate management, finance, banking and other allied fields which enable them to effectively contribute to the Company in their capacity as Directors.

None of the Directors hold office in more than 20 companies and is not a Director in more than 10 public companies.

## **ATTENDANCE AND MEETINGS OF THE BOARD**

The names of Directors, their attendance at the Board Meetings held during the year and at the last Annual General Meeting are given below:

| <b>Director</b>              | <b>No. of Board Meetings attended during 2014-15</b> | <b>Attendance at AGM held on 16th May, 2014</b> |
|------------------------------|--|---|
| Mr. V. Shankar<br>(Chairman) | 4  | -   |
| Mr. D. K. Sundar             | 2  | -   |
| Mr. K. R. Venkatadri         | 3  | Yes   |
| Mr. Sanjay Thobde            | 4  | Yes   |
| Mrs. Meena Thobde            | 2  | -   |

The annual calendar of Board Meetings is agreed upon at the beginning of the year and circulated in advance to the Directors. The Company held 4 Board Meetings during 2014-15 and the gap between two meetings did not exceed one hundred and twenty days. The dates on which the Board Meetings were held were: 15th April, 2014; 10th July, 2014; 10th October, 2014 and 9th January, 2015.

## **DIRECTORS’ RESPONSIBILITY STATEMENT**

Pursuant to Section 134 (3) (c) and 134(5) of the Companies Act, 2013, the Board of Directors, to the best of their knowledge and ability, confirm that:

- a. in the preparation of the annual accounts, the applicable accounting standards have been followed and that there are no material departures;

- b. they have, in the selection of the accounting policies, consulted the Statutory Auditors and have applied them consistently, and made judgements 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 the end of the financial year and of the loss of the Company for that period;
- c. they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. they have prepared the annual accounts on a going concern basis;
- e. they have devised proper systems to ensure compliance with the provisions of all applicable laws and such systems are adequate and operating effectively.

## **AUDIT COMMITTEE**

The formation of an Audit Committee is not mandated for the Company in terms of Section 177 of the Companies Act, 2013 ('the Act') and the Shareholders Agreement. However, the Board at its meeting held on 15th April, 2013 had constituted an Audit Committee for reviewing the financial results of the Company before presenting the same to the Board. The Committee comprises of Mr. D. K. Sundar as the Chairman and Mr. K. R. Venkatadri as the Member of the Committee.

## **CORPORATE SOCIAL RESPONSIBILITY**

The provisions of Section 135 of the Companies Act, 2013 regarding constitution of the Corporate Social Responsibility Committee and formulation of Corporate Social Responsibility Policy are not applicable to the Company.

## **INTERNAL FINANCIAL CONTROLS SYSTEMS AND ADEQUACY**

The Corporate Audit Department of the holding Company has an overview over the financial control systems of the Company.

## **SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS**

There are no significant material orders passed by the Regulators or Courts or Tribunals which would impact the going concern status of the Company and its future operations.

## **STATUTORY AUDITORS**

Shilpa Baldota & Associates are the statutory auditors of the Company and hold office till the conclusion of the forthcoming Annual General Meeting (AGM). Shilpa Baldota & Associates have furnished a certificate, confirming that if re-appointed, their re-appointment will be in accordance with Section 139 read with Section 141 of the Companies Act, 2013 ('the Act'). Pursuant to the provisions of the Act and the Rules made there under, it is proposed to re-appoint Shilpa Baldota & Associates as the statutory auditors of the Company from the conclusion of the forthcoming AGM till the conclusion of the 5th AGM to be held in the year 2016. Members are requested to consider the re-appointment of Shilpa Baldota & Associates and authorize the Board of Directors to fix their remuneration.

The Auditors Report attached to the Financial Accounts for the year ended 31st March, 2015 does not contain any qualification, reservation, adverse remark or disclaimer.

## **CORPORATE GOVERNANCE**

Pursuant to Clause IV of Section II of Schedule V of the Companies Act, 2013, it is hereby specified that:

- a) no sitting fees are paid to any of the Director;
- b) no remuneration package including salary, benefits, bonuses, stock options, pensions, etc. are paid to any Director except Mr. Sanjay Thobde, the details of which are given below;
- c) no fixed component and performance linked incentives are paid to any of the Non-Executive Directors;
- d) no stock options are issued during the year under review.

The Members at their Extra-ordinary General Meeting held on 26th December, 2014 re-appointed Mr. Sanjay Thobde as an Executive Director of the Company for a period of one year commencing from 1st October, 2014 to 30th September, 2015 at a remuneration of Rs.1,25,000/- per month.

## **DISCLOSURE OF REMUNERATION**

None of the Directors of the Company, who may be a Managing or Whole-time Director of the Company's holding Company, have received any remuneration, including commission from the Company during the year.

## **SUBSIDIARY COMPANIES AND CONSOLIDATED FINANCIAL STATEMENTS**

The Company does not have any subsidiaries or associate companies; the Financial Statements are therefore prepared on a standalone basis. The Company is a non material subsidiary of Rallis India Ltd.

## **PARTICULARS OF EMPLOYEES AND REMUNERATION**

None of the employees, during the year under review or part thereof, has drawn salary above the limits specified under Rule 5(2) of the Companies (Management and Administration) Rules, 2014.

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

Considering the nature of the activities carried out by the Company, the particulars specified in Section 134(3) of the Companies Act, 2013, read with the Companies (Accounts) Rules, 2014, are not applicable for the year under the review.

During the year under review, the total foreign exchange outgo of the Company amounted to Rs.15.65 lakhs for the purchase of raw materials. The Company has no foreign exchange earnings during the year under review.

## **EXTRACT OF ANNUAL RETURN**

Pursuant to section 92(3) of the Companies Act, 2013 ('the Act') and Rule 12(1) of the Companies (Management and Administration) Rules, 2014, the extract of Annual return in form MGT - 9 is annexed as "Annexure B".

## **ACKNOWLEDGEMENT**

Your Directors acknowledge the co-operation and support received by the Company during the year from its employees, business partners and all the stakeholders.

On behalf of the Board of Directors

V. SHANKAR  
Chairman

Mumbai, 15th April, 2015

**ANNEXURE 'A' TO THE DIRECTORS' REPORT  
FORM NO. AOC-2**

**[Pursuant to clause (h) of sub-section (3) of Section 134 of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014]**

1. Details of contracts or arrangements or transactions not at arm's length basis:

Name of Related Party and nature of relationship : N.A.

Nature of contracts /arrangements /transactions : N.A

Duration of the contracts / arrangements / transactions : N.A

Salient terms of contracts / arrangements / transactions including the value, if any : N.A

Justification for entering into such contracts / arrangements / transactions : N.A

Date of approval by the Board : N.A

Amount paid as advances, if any : N.A

Date on which the special resolution was passed in general meeting as required under first proviso to section 186 : N.A

2. Details of material contracts or arrangement or transaction at arm's length basis

**a) Sales Agreement for Microbes**

Name of Related Party and nature of relationship : Rallis India Ltd.  
Holding Company

Nature of contracts /arrangements /transactions : Sales Agreement for Microbes

Duration of the contracts / : 01.04.2014 to 31.03.2015

arrangements / transactions

Salient terms of contracts / arrangements / transactions including the value, if any : a) The prices shall be mutually agreed in writing between the Parties from time to time subject to a variation of 10% either ways. The prices of the Products shall be mutually reviewed by the Parties on a half yearly basis.

b) Payment within 7 days from date of invoice/dispatch.

c) Maximum value of transaction Rs. 357 lakhs

Date of approval by the Board, if any : 08.01.2015

Amount paid as advances, if any : N.A

#### **b) Sales Agreement for Poultry Solution**

Name of Related Party and nature of relationship : Rallis India Ltd.  
Holding Company

Nature of contracts /arrangements /transactions : Sales Agreement for Poultry Solution

Duration of the contracts / arrangements / transactions : 01.04.2014 to 31.03.2015

Salient terms of contracts / arrangements / transactions including the value, if any : a) The prices shall be mutually agreed in writing between the Parties from time to time subject to a variation of 10% either ways.

b) Payment within 7 days from date of invoice/dispatch.

c) The value of the purchase transaction between the Parties during the term of this Agreement shall not exceed Rs.298 Lakhs

Date of approval by the Board, if any : 08.01.2015

Amount paid as advances, if any : N.A

**c) Distribution Agreement for GeoGreen**

Name of Related Party and nature of relationship : Rallis India Ltd.  
Holding Company

Nature of contracts /arrangements /transactions : Distribution Agreement for GeoGreen

Duration of the contracts / arrangements / transactions : 01.04.2014 to 31.03.2015

Salient terms of contracts / arrangements / transactions including the value, if any : a) The prices shall be mutually agreed in writing between the Parties from time to time subject to a variation of 10% either ways.

b) Payment within 30 days from date of invoice/dispatch

c) The value of the purchase transaction between the Parties during the term of this Agreement shall not exceed Rs.4,830 Lakhs

Date of approval by the Board, if any : 08.01.2015

Amount paid as advances, if any : N.A

**d) Sales Agreement for Compost**

Name of Related Party and nature of relationship : Rallis India Ltd.  
Holding Company

Nature of contracts /arrangements /transactions : Sales Agreement for Compost

Duration of the contracts / arrangements / transactions : 01.04.2014 to 31.03.2015

Salient terms of contracts / arrangements / transactions including : a) The prices shall be mutually agreed in writing between the

the value, if any

Parties from time to time subject to a variation of 10% either ways.

b) Payment within 30 days from date of invoice/dispatch

c) The value of the purchase transaction between the Parties during the term of this Agreement shall not exceed Rs.390 Lakhs

Date of approval by the Board, if any : 08.01.2015

Amount paid as advances, if any : N.A

On behalf of the Board of Directors

Mr. V SHANKAR  
Chairman

Mumbai, 15th April, 2015

**ANNEXURE 'B' TO THE DIRECTORS' REPORT**  
**FORM NO. MGT-9**  
**EXTRACT OF ANNUAL RETURN**  
as on the financial year ended on 31<sup>st</sup> March, 2015  
**[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:**

|  |  |
|--|--|
| CIN  | U01400PN2011PLC141307  |
| Registration Date  | 9th November, 2011   |
| Name of the Company  | Zero Waste Agro Organics Limited   |
| Category / Sub-Category of the Company   | Public Company/ Limited by Shares  |
| Address of the Registered Office and contact details                           | Kapil Towers, First Floor<br>S. No. 40-1/B<br>Near Sagam Bridge<br>Dr. Ambedkar Road<br>Pune 411 001<br>Tel: 020 26058601,<br>(F): 020 26058150<br>Email ID: mdzerowaste@gmail.com |
| Whether listed company   | No   |
| Name, address and contact details of Registrar & Transfer Agents (RTA), if any | N.A.   |

**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.      | Organic Manure / Compost                         | HSN code 3101 00 99              | 99%                                |

### 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.    | Rallis India Limited<br>156/ 157, 15th Floor,<br>Nariman Bhavan, 227,<br>Nariman Point, Mumbai<br>400 021 | L36992MH1948PLC014083 | Holding Company                | 73.59%           | 2(46)              |

### VI. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

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

| Category of Shareholders                                   | 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 Share |                          |
| <b>A. Promoters</b>  |  |               |               |                   |   |               |               |                  |                          |
| <b>(1) Indian</b>  |  |               |               |                   |   |               |               |                  |                          |
| a) Individual / HUF  | -  | 15,243        | 15,243        | 20.70             | -   | 12,099        | 12,099        | 16.43            | -4.27                    |
| b) Central Govt.   | -  | -             | -             | -                 | -   | -             | -             | -                | -                        |
| c) State Govt.(s)  | -  | -             | -             | -                 | -   | -             | -             | -                | -                        |
| d) Bodies Corporate  | -  | -             | -             | -                 | -   | -             | -             | -                | -                        |
| e) Banks / FI  | -  | -             | -             | -                 | -   | -             | -             | -                | -                        |
| f) Any Other....   | -  | -             | -             | -                 | -   | -             | -             | -                | -                        |
| <b>Sub-Total (A)(1):</b>                                   | -  | <b>15,243</b> | <b>15,243</b> | <b>20.70</b>      | -   | <b>12,099</b> | <b>12,099</b> | <b>16.43</b>     | <b>-4.27</b>             |
| <b>(2) Foreign</b>   |  |               |               |                   |   |               |               |                  |                          |
| a) NRIs – Individuals                                      | -  | 12,163        | 12,163        | 16.52             | -   | 7,049         | 7,049         | 9.57             | -6.95                    |
| b) Other – Individuals                                     | -  | -             | -             | -                 | -   | -             | -             | -                | -                        |
| c) Bodies Corporate  | -  | 8,343         | 8,343         | 11.33             | -   | -             | -             | -                | -11.33                   |
| d) Banks / FI  | -  | -             | -             | -                 | -   | -             | -             | -                | -                        |
| e) Any Other....   | -  | -             | -             | -                 | -   | -             | -             | -                | -                        |
| <b>Sub-Total (A)(2):</b>                                   | -  | <b>20,506</b> | <b>20,506</b> | <b>27.84</b>      | -   | <b>7,049</b>  | <b>7,049</b>  | <b>9.57</b>      | <b>-18.27</b>            |
| <b>Total Shareholding of Promoters (A) = (A)(1)+(A)(2)</b> | -  | <b>35,749</b> | <b>35,749</b> | <b>48.54</b>      | -   | <b>19,148</b> | <b>19,148</b> | <b>26.00</b>     | <b>-22.54</b>            |

| 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 Share |                          |
| <b>B. Public Shareholding</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) FIs   | -   | -             | -             | -                 | -   | -             | -             | -                | -                        |
| h) Foreign Venture Capital Funds   | -   | -             | -             | -                 | -   | -             | -             | -                | -                        |
| i) Others (specify)  | -   | -             | -             | -                 | -   | -             | -             | -                | -                        |
| <b>Sub-Total (B)(1):</b>   | -   | -             | -             | -                 | -   | -             | -             | -                | -                        |
| <b>(2) Non-Institutions</b>  |   |               |               |                   |   |               |               |                  |                          |
| <b>a) Bodies Corporate</b>   |   |               |               |                   |   |               |               |                  |                          |
| i) Indian  | -   | 37,571        | 37,571        | 51.02             | -   | 54,198        | 54,198        | 73.59            | 22.57                    |
| ii) Overseas   | -   | -             | -             | -                 | -   | -             | -             | -                | -                        |
| <b>b) Individuals</b>  |   |               |               |                   |   |               |               |                  |                          |
| i) Individual Shareholders holding nominal share capital upto Rs.1 lakh          | -   | 325           | 325           | 0.44              | -   | 299           | 299           | 0.41             | -0.03                    |
| ii) Individual Shareholders holding nominal share capital in excess of Rs.1 lakh | -   | -             | -             | -                 | -   | -             | -             | -                | -                        |
| <b>c) Others (specify)</b>   | -   | -             | -             | -                 | -   | -             | -             | -                | -                        |
| <b>Sub-Total (B)(2):</b>   | -   | 37,896        | 37,896        | 51.46             | -   | 54,497        | 54,497        | 74.00            | 22.54                    |
| <b>Total Public Shareholding (B)=(B)(1)+(B)(2)</b>                               | -   | <b>37,896</b> | <b>37,896</b> | <b>51.46</b>      | -   | <b>54,497</b> | <b>54,497</b> | <b>74.00</b>     | <b>22.54</b>             |
| <b>C. Shares held by Custodian for GDRs &amp; ADRs</b>                           | -   | -             | -             | -                 | -   | -             | -             | -                | -                        |
| <b>Grand Total (A+B+C)</b>   | -   | <b>73,645</b> | <b>73,645</b> | <b>100.00</b>     | -   | <b>73,645</b> | <b>73,645</b> | <b>100.0</b>     | -                        |

**(ii) Shareholding of Promoters**

| SI No. | Shareholder's Name     | Shareholding at the beginning of the year |                                  |  | Share holding 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.     | Mr. Benjamin James     | 11,985                                    | 16.27                            | N.A.   | 7,049                                | 9.57                             | N.A.   | -6.70                                     |
| 2.     | Austincha Pty. Ltd.    | 3,993                                     | 5.42                             | N.A.   | 0                                    | 0                                | N.A.   | -5.42                                     |
| 3.     | Blue Heritage Pty. Ltd | 3,993                                     | 5.42                             | N.A.   | 0                                    | 0                                | N.A.   | -5.42                                     |
| 4.     | Aquamax (qld) Pty. Ltd | 357                                       | 0.48                             | N.A.   | 0                                    | 0                                | N.A.   | -0.48                                     |
| 5.     | Mrs. Paula Lea James   | 89  | 0.12                             | N.A.   | 0                                    | 0                                | N.A.   | -0.12                                     |
| 6.     | Mr. Stephen Marshall   | 89  | 0.12                             | N.A.   | 0                                    | 0                                | N.A.   | -0.12                                     |
| 7.     | Mr. Sanjay Thobde      | 7,866                                     | 10.68                            | N.A.   | 7,866                                | 10.68                            | N.A.   | 0.00                                      |
| 8.     | Mrs. Meena Thobde      | 726                                       | 0.99                             | N.A.   | 726                                  | 0.99                             | N.A.   | 0.00                                      |
| 9.     | Ms. Madhuri Hatte      | 786                                       | 1.07                             | N.A.   | 0                                    | 0                                | N.A.   | -1.07                                     |
| 10.    | Mr. Kamlesh Dembani    | 786                                       | 1.07                             | N.A.   | 0                                    | 0                                | N.A.   | -1.07                                     |
| 11.    | Ms. Meenakshi Paranje  | 786                                       | 1.07                             | N.A.   | 0                                    | 0                                | N.A.   | -1.07                                     |
| 12.    | Mr. Mahendra Shah      | 3,507                                     | 4.76                             | N.A.   | 3,507                                | 4.76                             | N.A.   | 0.00                                      |
| 13.    | Ms. Shilpa Kulkarni    | 786                                       | 1.07                             | N.A.   | 0                                    | 0                                | N.A.   | -1.07                                     |

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

| Sl. No. | For each of the Promoter | Shareholding at the beginning of the year |                                  | Date       | Reason                                    | Increase / Decrease in shareholding |                                  | Cumulative Shareholding during the year |                                  |
|---------|--------------------------|---|----------------------------------|------------|---|-------------------------------------|----------------------------------|---|----------------------------------|
|         |                          | No. of shares                             | % of total shares of the company |            |   | No. of shares                       | % of total shares of the company | No. of shares                           | % of total shares of the company |
| 1.      | Mr. Benjamin James       | 11,985                                    | 16.27                            | 01.04.2014 | -   | -                                   | -                                | 11,985                                  | 16.27                            |
|         |                          |   |                                  | 20.03.2015 | Transfer                                  | 4,936                               | 6.70                             | 7,049                                   | 9.57                             |
|         |                          |   |                                  | 31.03.2015 | At the end of the year                    | -                                   | -                                | 7,049                                   | 9.57                             |
| 2.      | Austincha Pty. Ltd.      | 3,993                                     | 5.42                             | 01.04.2014 | -   | -                                   | -                                | 3,993                                   | 5.42                             |
|         |                          |   |                                  | 20.03.2015 | Transfer                                  | 3,993                               | 5.42                             | 0                                       | 0.00                             |
|         |                          |   |                                  | 31.03.2015 | At the end of the year                    | -                                   | -                                | 0                                       | 0.00                             |
| 3.      | Blue Heritage Pty. Ltd.  | 3,993                                     | 5.42                             | 01.04.2014 | -   | -                                   | -                                | 3,993                                   | 5.42                             |
|         |                          |   |                                  | 20.03.2015 | Transfer                                  | 3,993                               | 5.42                             | 0                                       | 0.00                             |
|         |                          |   |                                  | 31.03.2015 | At the end of the year                    | -                                   | -                                | 0                                       | 0.00                             |
| 4.      | Aquamax (qld) Pty. Ltd.  | 357                                       | 0.48                             | 01.04.2014 | -   | -                                   | -                                | 357                                     | 0.48                             |
|         |                          |   |                                  | 20.03.2015 | Transfer                                  | 357                                 | 0.48                             | 0                                       | 0.00                             |
|         |                          |   |                                  | 31.03.2015 | At the end of the year                    | -                                   | -                                | 0                                       | 0.00                             |
| 5.      | Mrs. Paula Lea James     | 89  | 0.12                             | 01.04.2014 | -   | -                                   | -                                | 89                                      | 0.12                             |
|         |                          |   |                                  | 20.03.2015 | Transfer                                  | 89                                  | 0.12                             | 0                                       | 0.00                             |
|         |                          |   |                                  | 31.03.2015 | At the end of the year                    | -                                   | -                                | 0                                       | 0.00                             |
| 6.      | Mr. Stephen Marshall     | 89  | 0.12                             | 01.04.2014 | -   | -                                   | -                                | 89                                      | 0.12                             |
|         |                          |   |                                  | 20.03.2015 | Transfer                                  | 89                                  | 0.12                             | 0                                       | 0.00                             |
|         |                          |   |                                  | 31.03.2015 | At the end of the year                    | -                                   | -                                | 0                                       | 0.00                             |
| 7.      | Mr. Sanjay Thobde        | 7,866                                     | 10.68                            | 01.04.2014 | -   | -                                   | -                                | 7,866                                   | 10.68                            |
|         |                          |   |                                  | -          | No change in the holdings during the year | N.A.                                | N.A.                             | N.A.                                    | N.A.                             |
|         |                          |   |                                  | 31.03.2015 | At the end of the year                    | -                                   | -                                | 7,866                                   | 10.68                            |

| Sl. No. | For each of the Promoter | Shareholding at the beginning of the year |                                  | Date       | Reason                                    | Increase / Decrease in shareholding |                                  | Cumulative Shareholding during the year |                                  |
|---------|--------------------------|---|----------------------------------|------------|---|-------------------------------------|----------------------------------|---|----------------------------------|
|         |                          | No. of shares                             | % of total shares of the company |            |   | No. of shares                       | % of total shares of the company | No. of shares                           | % of total shares of the company |
| 8.      | Mrs. Meena Thobde        | 726                                       | 0.99                             | 01.04.2014 | -   | -                                   | -                                | 726                                     | 0.99                             |
|         |                          |   |                                  | -          | No change in the holdings during the year | N.A.                                | N.A.                             | N.A.                                    | N.A.                             |
|         |                          |   |                                  | 31.03.2015 | At the end of the year                    | -                                   | -                                | 726                                     | 0.99                             |
| 9.      | Ms. Madhuri Hatte        | 786                                       | 1.07                             | 01.04.2014 | -   | -                                   | -                                | 786                                     | 1.07                             |
|         |                          |   |                                  | 20.03.2015 | Transfer                                  | 786                                 | 1.07                             | 0                                       | 0.00                             |
|         |                          |   |                                  | 31.03.2015 | At the end of the year                    | -                                   | -                                | 0                                       | 0.00                             |
| 10.     | Mr. Kamlesh Dembani      | 786                                       | 1.07                             | 01.04.2014 | -   | -                                   | -                                | 786                                     | 1.07                             |
|         |                          |   |                                  | 20.03.2015 | Transfer                                  | 786                                 | 1.07                             | 0                                       | 0.00                             |
|         |                          |   |                                  | 31.03.2015 | At the end of the year                    | -                                   | -                                | 0                                       | 0.00                             |
| 11.     | Ms. Meenakshi Paranje    | 786                                       | 1.07                             | 01.04.2014 | -   | -                                   | -                                | 786                                     | 1.07                             |
|         |                          |   |                                  | 20.03.2015 | Transfer                                  | 786                                 | 1.07                             | 0                                       | 0.00                             |
|         |                          |   |                                  | 31.03.2015 | At the end of the year                    | -                                   | -                                | 0                                       | 0.00                             |
| 12.     | Mr. Mahendra Shah        | 3,507                                     | 4.76                             | 01.04.2014 | -   | -                                   | -                                | 3,507                                   | 4.76                             |
|         |                          |   |                                  | N.A.       | No change in holding during the year      | N.A.                                | N.A.                             | N.A.                                    | N.A.                             |
|         |                          |   |                                  | 31.03.2015 | At the end of the year                    | -                                   | -                                | 3,507                                   | 4.76                             |
| 13.     | Ms. Shilpa Kulkarni      | 786                                       | 1.07                             | 01.04.2014 | -   | -                                   | -                                | 786                                     | 1.07                             |
|         |                          |   |                                  | 20.03.2015 | Transfer                                  | 786                                 | 1.07                             | 0                                       | 0.00                             |
|         |                          |   |                                  | 31.03.2015 | At the end of the year                    | -                                   | -                                | 0                                       | 0.00                             |

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

| Sl. No. | For Each of the Top 10 Shareholders | Shareholding at the beginning of the year |                                  | Date       | Reason                 | Increase/ Decrease in shareholding |                                  | Cumulative shareholding during the year |                                  |
|---------|-------------------------------------|---|----------------------------------|------------|------------------------|------------------------------------|----------------------------------|---|----------------------------------|
|         |                                     | No. of shares                             | % of total shares of the company |            |                        | No. of shares                      | % of total shares of the company | No. of shares                           | % of total shares of the company |
| 1.      | Rallis India Ltd.                   | 37,571                                    | 51.02                            | 01.04.2014 | -                      | -                                  | -                                | 37,571                                  | 51.02                            |
|         |                                     |   |                                  | 20.03.2015 | Purchase of shares     | 16,627                             | 22.58                            | 54,198                                  | 73.59                            |
|         |                                     |   |                                  | 31.03.2015 | At the end of the year | -                                  | -                                | 54,198                                  | 73.59                            |
| 2.      | Mr. Kush Verma                      | 39  | 0.05                             | 01.04.2014 | -                      | -                                  | -                                | 39                                      | 0.05                             |
|         |                                     |   |                                  | 31.03.2015 | At the end of the year | -                                  | -                                | 39                                      | 0.05                             |
| 3.      | Mr. Adil Patrawala                  | 39  | 0.05                             | 01.04.2014 | -                      | -                                  | -                                | 39                                      | 0.05                             |
|         |                                     |   |                                  | 31.03.2015 | At the end of the year | -                                  | -                                | 39                                      | 0.05                             |
| 4.      | Mr. Girish Sareen                   | 39  | 0.05                             | 01.04.2014 | -                      | -                                  | -                                | 39                                      | 0.05                             |
|         |                                     |   |                                  | 31.03.2015 | At the end of the year | -                                  | -                                | 39                                      | 0.05                             |
| 5.      | Mr. Sandeep Tandon                  | 39  | 0.05                             | 01.04.2014 | -                      | -                                  | -                                | 39                                      | 0.05                             |
|         |                                     |   |                                  | 31.03.2015 | At the end of the year | -                                  | -                                | 39                                      | 0.05                             |
| 6.      | Mr. Lavneesh Mohan                  | 39  | 0.05                             | 01.04.2014 | -                      | -                                  | -                                | 39                                      | 0.05                             |
|         |                                     |   |                                  | 31.03.2015 | At the end of the year | -                                  | -                                | 39                                      | 0.05                             |
| 7.      | Ms. Monica Mehrothra                | 39  | 0.05                             | 01.04.2014 | -                      | -                                  | -                                | 39                                      | 0.05                             |
|         |                                     |   |                                  | 31.03.2015 | At the end of the year | -                                  | -                                | 39                                      | 0.05                             |
| 8.      | Mr. P. Krishnamurthy                | 39  | 0.05                             | 01.04.2014 | -                      | -                                  | -                                | 39                                      | 0.05                             |
|         |                                     |   |                                  | 31.03.2015 | At the end of the year | -                                  | -                                | 39                                      | 0.05                             |
| 9.      | Mr. Sameer Rajpal                   | 26  | 0.04                             | 01.04.2014 | -                      | -                                  | -                                | 26                                      | 0.04                             |
|         |                                     |   |                                  | 20.03.2015 | Sale of shares         | 26                                 | 0.04                             | 0                                       | 0.00                             |
|         |                                     |   |                                  | 31.03.2015 | At the end of the year | -                                  | -                                | 0                                       | 0.00                             |
| 10.     | Ms. Deepti Dassani                  | 26  | 0.04                             | 01.04.2014 | -                      | -                                  | -                                | 26                                      | 0.04                             |
|         |                                     |   |                                  | 31.03.2015 | At the end of the year | -                                  | -                                | 26                                      | 0.04                             |

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

| <b>*For Each of the Directors</b>  | <b>Shareholding at the beginning of the year</b> |   | <b>Cumulative Shareholding during the year</b> |   |
|--|--|---|--|---|
|  | <b>No. of shares</b>                             | <b>% of total shares of the company</b> | <b>No. of shares</b>                           | <b>% of total shares of the company</b> |
| <b>Name of Director</b>  | <b>Mr. Sanjay Thobde, Executive Director</b>     |   |  |   |
| At the beginning of the year   | 7,866  | 10.68                                   | 7,866  | 10.68                                   |
| Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc): | Nil  | Nil                                     | Nil  | Nil                                     |
| At the end of the year   | 7,866  | 10.68                                   | 7,866  | 10.68                                   |

| <b>*For Each of the Directors</b>  | <b>Shareholding at the beginning of the year</b> |   | <b>Cumulative Shareholding during the year</b> |   |
|--|--|---|--|---|
|  | <b>No. of shares</b>                             | <b>% of total shares of the company</b> | <b>No. of shares</b>                           | <b>% of total shares of the company</b> |
| <b>Name of Director</b>  | <b>Mrs. Meena Thobde, Director</b>               |   |  |   |
| At the beginning of the year   | 726  | 0.99                                    | 726  | 0.99                                    |
| Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc): | Nil  | Nil                                     | Nil  | Nil                                     |
| At the end of the year   | 726  | 0.99                                    | 726  | 0.99                                    |

*(\*the Company has no Key Managerial Personnel)*

## V. INDEBTEDNESS

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

|  | 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>Nil</b>                       | <b>Nil</b>      | <b>Nil</b> | <b>Nil</b>         |
| <b>Change in Indebtedness during the financial year</b>    |                                  |                 |            |                    |
| Addition   | -                                | -               | -          | -                  |
| Reduction  | -                                | -               | -          | -                  |
| <b>Net Change</b>  | <b>Nil</b>                       | <b>Nil</b>      | <b>Nil</b> | <b>Nil</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>                                    | <b>Nil</b>                       | <b>Nil</b>      | <b>Nil</b> | <b>Nil</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   | Mr. Sanjay Thobde<br>Executive Director |
|---------|---|---|
| 1       | Gross Salary  | 15,00,000/-                             |
|         | (a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961 | -                                       |
|         | (b) Value of perquisites under Section 17(2) Income Tax Act, 1961                   | -                                       |
|         | (c) Profits in lieu of salary under Section 17(3) Income Tax Act, 1961              | -                                       |
| 2       | Stock Options   | -                                       |
| 3       | Sweat Equity  | -                                       |
| 4       | Commission  | -                                       |
|         | - as % of profit  | -                                       |
|         | - others, specify....   | -                                       |
| 5.      | Others, please specify  | -                                       |
|         | <b>Total (A)</b>  | 15,00,000/-                             |

## B. Remuneration to other directors: Not Applicable

### 1. Independent Directors

| Sl. No.           | Particulars of Remuneration                 | Name of Director |   |   |   |   | Total Amount |
|-------------------|---|------------------|---|---|---|---|--------------|
|                   |   |                  |   |   |   |   |              |
| 1                 | -Fee for attending Board/Committee Meetings | -                | - | - | - | - | -            |
| 2                 | -Commission                                 | -                | - | - | - | - | -            |
| 3                 | - Others, please specify                    | -                | - | - | - | - | -            |
| <b>Total (B1)</b> |   |                  |   |   |   |   | -            |

### 2. Other Non Executive Directors

| Sl. No.   | Particulars of Remuneration                 | Name of Director |   |   |   |   | Total Amount |
|---|---|------------------|---|---|---|---|--------------|
|   |   |                  |   |   |   |   |              |
| 1   | -Fee for attending Board/Committee Meetings | -                | - | - | - | - | -            |
| 2   | -Commission                                 | -                | - | - | - | - | -            |
| 3   | - Others, please specify                    | -                | - | - | - | - | -            |
| <b>Total (B2)</b>                                     |   |                  |   |   |   |   | -            |
| <b>Total (B)= (B1)+ (B2)</b>                          |   |                  |   |   |   |   | -            |
| <b>Total Managerial Remuneration= Total (A) + (B)</b> |   |                  |   |   |   |   | -            |
| Overall Ceiling as per the Act                        |   |                  |   |   |   |   | -            |

## C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD / MANAGER/WTD: Not Applicable

| Sl. No.          | Particulars of Remuneration   | Key Managerial Personnel | Total |
|------------------|---|--------------------------|-------|
| 1                | Gross Salary  | None                     |       |
|                  | (a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961 |                          |       |
|                  | (b) Value of perquisites under Section 17(2) Income Tax Act, 1961                   |                          |       |
|                  | (c) Profits in lieu of salary under Section 17(3) Income Tax Act, 1961              |                          |       |
| 2                | Stock Options   | None                     |       |
| 3                | Sweat Equity  |                          |       |
| 4                | Commission  | None                     |       |
|                  | - as % of profit  |                          |       |
|                  | - others, specify....   |                          |       |
| 5.               | Others, please specify  | None                     |       |
| <b>Total (A)</b> |   | None                     |       |

**VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: Not Applicable**

| Type                                | Section of the Companies Act | Brief Description | Details of Penalty / Punishment/ Compounding fees imposed | Authority [RD/ NCLT/ COURT] | Appeal made, if any (give Details) |
|-------------------------------------|------------------------------|-------------------|---|-----------------------------|------------------------------------|
| <b>A.COMPANY</b>                    |                              |                   |   |                             |                                    |
| Penalty                             | None                         |                   |   |                             |                                    |
| Punishment                          |                              |                   |   |                             |                                    |
| Compounding                         |                              |                   |   |                             |                                    |
| <b>B. DIRECTORS</b>                 |                              |                   |   |                             |                                    |
| Penalty                             | None                         |                   |   |                             |                                    |
| Punishment                          |                              |                   |   |                             |                                    |
| Compounding                         |                              |                   |   |                             |                                    |
| <b>C. OTHER OFFICERS IN DEFAULT</b> |                              |                   |   |                             |                                    |
| Penalty                             | None                         |                   |   |                             |                                    |
| Punishment                          |                              |                   |   |                             |                                    |
| Compounding                         |                              |                   |   |                             |                                    |



**SHILPA BALDOTA & ASSOCIATES**  
**Chartered Accountants**

Flat No.1, Gangotri Complex, 927 Synagogue Street, Camp, Pune - 411001  
Tel. : 020-30423537 E-mail : baldotaoffice@gmail.com

**INDEPENDENT AUDITOR'S REPORT**

**To the Members of ZERO WASTE AGRO ORGANICS LIMITED**

**Report on the Standalone Financial Statements**

We have audited the accompanying standalone financial statements of **ZERO WASTE AGRO ORGANICS LIMITED** ("the Company"), which comprise the Balance Sheet as at 31 March, 2015, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended and a summary of 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 and ensuring their operating effectiveness and the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone 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 there under.

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 standalone financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the standalone financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the standalone 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



**SHILPA BALDOTA & ASSOCIATES**  
**Chartered Accountants**

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standalone financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting 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 Company's Directors, as well as evaluating the overall presentation of the standalone financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion/qualified audit opinion/adverse 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 gives 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 March 31, 2015, its loss and its cash flows for the year ended on that date.

**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
- d. 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.
- 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;
- g. On the basis of written representations received from the directors as on March 31, 2015, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2015 from being appointed as a director in terms of Section 164 (2) of the Act;
- i. 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 did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;



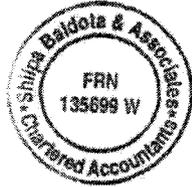
**SHILPA BALDOTA & ASSOCIATES**  
**Chartered Accountants**

Flat No.1, Gangotri Complex, 927 Synagogue Street, Camp, Pune - 411001.  
Tel. : 020-30423537 E-mail : baldotaoffice@gmail.com

(iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

*Shilpa Baldota & Associates*  
*FRN: 135699W*  
*Chartered Accountants*

*Shilpa*  
**Shilpa Baldota**  
**Proprietor**  
**M No. 127112**  
**Date:**  
**Place: Pune**



Zero Waste Agro Organics Ltd  
BALANCE SHEET AS AT 31ST MARCH, 2015

lacs

|  | Note No. | As at<br>31st March, 2015 | As at<br>31st March, 2014 |
|--|----------|---------------------------|---------------------------|
| <b>EQUITY AND LIABILITIES</b>              |          |                           |                           |
| <b>Shareholders' funds</b>                 |          |                           |                           |
| Share capital                              | 2        | 7.36                      | 7.36                      |
| Reserves and surplus                       | 3        | 1,387.61                  | 1,479.81                  |
|  |          | <b>1,394.97</b>           | <b>1,487.17</b>           |
| Trade payables                             |          | 205.09                    | 124.65                    |
| Other current liabilities                  | 4        | 1.41                      | 3.08                      |
|  |          | <b>206.50</b>             | <b>127.73</b>             |
| <b>Total</b>                               |          | <b>1,601.47</b>           | <b>1,614.90</b>           |
| <b>ASSETS</b>                              |          |                           |                           |
| <b>Non-current assets</b>                  |          |                           |                           |
| <b>Fixed assets</b>                        |          |                           |                           |
| Tangible assets                            | 5        | 164.41                    | 195.97                    |
| Capital work-in-progress                   |          | -                         | 1.34                      |
| Deferred tax assets (net)                  | 20       | 185.37                    | 146.81                    |
| Long-term loans and advances               | 6        | 58.89                     | 66.16                     |
|  |          | <b>408.67</b>             | <b>410.28</b>             |
| <b>Current assets</b>                      |          |                           |                           |
| Current investments                        | 7        | 550.00                    | 642.12                    |
| Inventories                                | 8        | 267.84                    | 318.98                    |
| Trade receivables                          |          | 286.83                    | 116.46                    |
| Cash and cash equivalents                  | 10       | 2.32                      | 4.95                      |
| Short-term loans and advances              | 11       | 85.81                     | 122.11                    |
|  |          | <b>1,192.80</b>           | <b>1,204.62</b>           |
| <b>Total</b>                               |          | <b>1,601.47</b>           | <b>1,614.90</b>           |
| Summary of significant accounting policies | 1        |                           |                           |

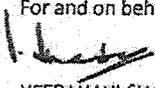
Notes referred to above form an integral part of the Balance Sheet and should be read in conjunction therewith.

In terms of our report attached  
For Shilpa Baldota and Associates  
FRN: 135699W  
Chartered Accountants

  
Shilpa Baldota  
Proprietor  
M.No. 127112  
Date:  
Place: Pune



For and on behalf of directors,

  
VEERAMANI SHANKAR  
DIN: 01385240

MRS MEENA SANJAY THOBDE  
DIN: 00013957

  
SANJAY BHIMASHANKAR THOBDE  
DIN: 00013559

  
Krishnasamy Sundar Desamanick,  
DIN: 02621560

  
VENKATADRI KARUPPAMPALAYAM RANGANATHAN  
DIN: 03409857

Zero Waste Agro Organics Ltd

Statement of Profit and Loss for the year ended 31st March, 2015

lacs

|  | Note No. | For the year ended<br>31st March, 2015 | For the year ended<br>31st March, 2014 |
|--|----------|--|--|
| Revenue from operations  | 12       | 1,134.98                               | 808.92                                 |
| Less : Excise Duty   |          | -                                      | -                                      |
| <b>Net Revenue from Operations</b>   |          | <b>1,134.98</b>                        | <b>808.92</b>                          |
| Other income   | 13       | 62.70                                  | 2.21                                   |
| <b>Total Revenue (I)</b>   |          | <b>1,197.68</b>                        | <b>811.13</b>                          |
| <b>Expenses:</b>   |          |  |  |
| Cost of materials consumed   | 14       | 648.72                                 | 539.73                                 |
| Changes in inventories of finished goods work-in-progress and Stock-in-Trade | 15       | 133.13                                 | 28.23                                  |
| Employee benefits expense  | 16       | 140.93                                 | 54.00                                  |
| Other expenses   | 17       | 371.81                                 | 466.36                                 |
| <b>Total expenses (II)</b>   |          | <b>1,294.59</b>                        | <b>1,088.32</b>                        |
| <b>Earnings before interest, depreciation, tax and amortization (I-II)</b>   |          | <b>(96.91)</b>                         | <b>(277.19)</b>                        |
| Depreciation and amortization expense  | 5        | 33.84                                  | 24.64                                  |
| <b>Profit before tax</b>   |          | <b>(130.75)</b>                        | <b>(301.83)</b>                        |
| <b>Tax expense:</b>  |          |  |  |
| a. Current tax   |          | -                                      | -                                      |
| b. Deferred tax - Charge (net)   |          | (38.55)                                | (94.98)                                |
| <b>Profit for the year</b>   |          | <b>(92.20)</b>                         | <b>(206.85)</b>                        |
| <b>Earnings per equity share (*) :</b>                                       | 21       |  |  |
| (1) Basic  |          | (125.20)                               | (280.86)                               |
| (2) Diluted  |          | (125.20)                               | (280.86)                               |
| Summary of significant accounting policies                                   | 1        |  |  |

Notes referred to above form an integral part of the Statement of Profit and Loss and should be read in conjunction therewith.

In terms of our report attached  
For Shilpa Baldota and Associates  
FRN: 135699W  
Chartered Accountants

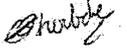
  
Shilpa Baldota  
Proprietor  
M.No. 127112  
Date:  
Place: Pune



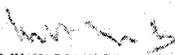
For and on behalf of directors,

  
VEERAMANI SHANKAR  
DIN: 01385240

MRS MEENA SANJAY THOBDE  
DIN: 00013957

  
SANJAY BHIMASHANKAR THOBDE  
DIN: 00013559

  
Krishnasamy Sundar Desamanickam  
DIN: 02621560

  
VENKATADRI KARUPPAMPALAYAM RANGANATHAN  
DIN: 03409857

Zero Waste Agro Organics Pvt Ltd

Statement of Profit and Loss for the year ended 31st March, 2015

|  | For the Quarter<br>ended<br>31st Dec , 2014 | For the Quarter<br>ended<br>31st March 2014 | For the Quarter<br>ended<br>31st March 2015 | For the year<br>ended<br>31st March 2015 | For the year<br>ended<br>31st Mar, 2014 |
|--|---|---|---|--|---|
| Revenue from operations  | 313.60                                      | 221.45                                      | 261.39                                      | 1,134.98                                 | 809.00                                  |
| Less : Excise Duty   |   |   |   |  | -                                       |
| Net Revenue from Operations  | 313.60                                      | 221.45                                      | 261.39                                      | 1,134.98                                 | 809.00                                  |
| Other income   | -   | (0.70)                                      | 56.77                                       | 62.70                                    | 2.21                                    |
| <b>Total Revenue (I)</b>   | <b>313.60</b>                               | <b>220.75</b>                               | <b>318.16</b>                               | <b>1,197.68</b>                          | <b>811.21</b>                           |
| <b>Expenses:</b>   |   |   |   |  |   |
| Cost of materials consumed   | 187.14                                      | 184.99                                      | 118.84                                      | 648.72                                   | 539.00                                  |
| Purchases of Traded Goods  |   | -   |   |  | -                                       |
| Changes in inventories of finished goods work-in-progress and Stock-in-Trade | 52.41                                       | (24.20)                                     | 63.65                                       | 133.13                                   | 28.00                                   |
| Employee benefits expense  | 36.46                                       | 16.53                                       | 39.71                                       | 140.93                                   | 54.00                                   |
| Other expenses   | 84.94                                       | 119.51                                      | 55.50                                       | 371.81                                   | 466.00                                  |
| <b>Total expenses (II)</b>   | <b>360.95</b>                               | <b>296.83</b>                               | <b>280.70</b>                               | <b>1,294.59</b>                          | <b>1,087.00</b>                         |
| Earnings before interest, depreciation, tax and amortization (I-II)          | (47.35)                                     | (76.08)                                     | 37.46                                       | (96.91)                                  | (275.79)                                |
| Finance costs  |   | -   |   | -  | -                                       |
| Depreciation and amortization expense  | 8.40  | 8.98  | 8.37  | 33.84                                    | 25.00                                   |
| <b>Profit before exceptional items</b>                                       | <b>(55.75)</b>                              | <b>(85.06)</b>                              | <b>29.09</b>                                | <b>(130.75)</b>                          | <b>(300.79)</b>                         |
| Exceptional items  |   |   |   |  |   |
| <b>Profit before extraordinary items and tax</b>                             | <b>(55.75)</b>                              | <b>(85.06)</b>                              | <b>29.09</b>                                | <b>(130.75)</b>                          | <b>(300.79)</b>                         |
| Extraordinary items  |   |   |   |  |   |
| <b>Profit before tax</b>   | <b>(55.75)</b>                              | <b>(85.06)</b>                              | <b>29.09</b>                                | <b>(130.75)</b>                          | <b>(300.79)</b>                         |
| Tax expense:   |   | (94.00)                                     | (38.55)                                     | (38.55)                                  | (94.12)                                 |
| <b>Profit for the year</b>   | <b>(55.75)</b>                              | <b>8.94</b>                                 | <b>67.64</b>                                | <b>(92.20)</b>                           | <b>(206.67)</b>                         |
| <b>Earnings per equity share (₹):</b>  |   |   |   |  |   |
| (1) Basic  | -   | -   | -   | (125.20)                                 | (280.86)                                |
| (2) Diluted  | -   | -   | -   | (125.20)                                 | (280.86)                                |

In terms of our report attached

For Shilpa Baldota & Associates

FRN : 135699 W

Chartered Accountants

Shilpa Baldota  
Proprietor

M. No. 127112

Place : Pune

Date:



For and on behalf of Board of Directors

VEERAMANI SHANKAR  
DIN: 01385240

SANJAY BHIMASHANKAR THOBDE  
DIN: 00013559

VENKATADRI KARUPPALAYAM RANGANATHAN  
DIN: 03409857

MRS MEENA SANJAY THOBDE  
DIN: 00013957

KRISHNASAMY SUNDAR DESAMANICKAM  
DIN: 02621560

Zero Waste Agro Organics Ltd

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

lacs

|   | For the year ended<br>31st March, 2015 | For the year ended<br>31st March, 2014 |
|---|--|--|
| <b>CASH FLOW FROM OPERATING ACTIVITIES:</b>                                 |  |  |
| Net Profit before Taxation  | (130.75)                               | (301.82)                               |
| Adjustments for :   |  |  |
| Depreciation and amortisation expense                                       | 33.84                                  | 24.64                                  |
| Interest income   | (62.70)                                | (2.21)                                 |
| Operating Profit before Working Capital Changes                             | (159.61)                               | (279.39)                               |
| Adjustments for :   |  |  |
| Trade payables and other current liabilities                                | 78.77                                  | (72.49)                                |
| Trade receivables   | (170.37)                               | (116.46)                               |
|   | 51.14                                  | 12.25                                  |
| Long term loans and advances  | 11.78                                  | (0.03)                                 |
| Short term loans and advances   | 36.30                                  | (94.72)                                |
| <b>CASH GENERATED FROM OPERATIONS</b>                                       | <b>(151.99)</b>                        | <b>(550.84)</b>                        |
| Taxes paid (Net of Refund and interest on refund received)                  | (4.52)                                 | -                                      |
| <b>NET CASH FROM/(USED IN) OPERATING ACTIVITIES (A)</b>                     | <b>(156.51)</b>                        | <b>(550.84)</b>                        |
| <b>CASH FLOW FROM INVESTING ACTIVITIES:</b>                                 |  |  |
| Purchase of fixed assets (including CWIP)                                   | (0.94)                                 | (120.14)                               |
| Proceeds from redemption of Investments                                     | 92.12                                  | (642.12)                               |
| Interest/Dividend received  | 62.70                                  | 2.21                                   |
| <b>NET CASH FROM/(USED IN) INVESTING ACTIVITIES (B)</b>                     | <b>153.88</b>                          | <b>(760.05)</b>                        |
| <b>CASH FLOW FROM FINANCING ACTIVITIES:</b>                                 |  |  |
| Proceeds from Issue of equity shares  | -                                      | 1,300.03                               |
| <b>NET CASH FROM/(USED IN) FINANCING ACTIVITIES (C)</b>                     | <b>-</b>                               | <b>1,300.03</b>                        |
| <b>NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS (A) + (B) + (C)</b> | <b>(2.63)</b>                          | <b>(10.85)</b>                         |
| <b>CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR</b>               |  |  |
| Cash in Hand  | -                                      | -                                      |
| Balances with Scheduled Banks on Current Account                            | 4.95                                   | 15.80                                  |
|   | 4.95                                   | 15.80                                  |
| <b>CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR</b>                     |  |  |
| Cash in Hand  | -                                      | -                                      |
| Balances with Scheduled Banks on Current Account                            | 2.32                                   | 4.95                                   |
|   | 2.32                                   | 4.95                                   |
| <b>Footnotes:</b>   |  |  |
| Cash and Cash Equivalents as above  | 2.32                                   | 4.95                                   |
| <b>CASH AND BANK BALANCES AS PER NOTE 16</b>                                | <b>2.32</b>                            | <b>4.95</b>                            |

Notes referred to above form an integral part of the Cash Flow Statement and should be read in conjunction therewith.

In terms of our report attached

For Shilpa Baldota and Associates

FRN: 135699W

Chartered Accountants

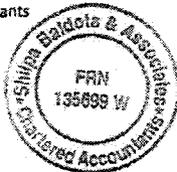
Shilpa Baldota

Proprietor

M.No. 127112

Date:

Place: Pune



For and on behalf of Directors,

*Handwritten signature*

VEERAMANI SHANKAR

DIN: 01385240

*Handwritten signature*

SANJAY BHIMASHANKAR THOBDE

DIN: 00013559

*Handwritten signature*

VENKATADRI KARUPPALAYAM RANGANATHAN

DIN: 03409857

MRS MEENA SANJAY THOBDE

DIN: 00013957

*Handwritten signature*

KRISHNABAMY SUNDAR DESAMANICKAM

DIN: 02621560

## Zero Waste Agro Organics Ltd

PART I

## STATEMENT OF AUDITED FINANCIAL RESULTS FOR THE QUARTER AND FOR THE PERIOD ENDED 31ST MARCH 2015

| Particulars   | Quarter ended 31st March 2015 | Quarter ended 30th Dec 2014 | Quarter ended 31st March 2014 | Period ended 31st March 2015 | Period ended 31st Mar 2014 |
|---|-------------------------------|-----------------------------|-------------------------------|------------------------------|----------------------------|
|   | Audited                       | Unaudited                   | Audited                       | Audited                      | Audited                    |
| Gross Sales/Income from operations  | 261                           | 314                         | 221                           | 1,134                        | 809                        |
| Less: Excise duty   |                               |                             |                               |                              |                            |
| 1 Income from operations  |                               |                             |                               |                              |                            |
| a) Net sales/income from operations (Net of excise duty)  | 261                           | 314                         | 221                           | 1,134                        | 809                        |
| b) Other operating income   | -                             | 0                           | -                             | 1                            | -                          |
| Total income from operations (net)  | 261                           | 314                         | 221                           | 1,135                        | 809                        |
| 2 Expenses  |                               |                             |                               |                              |                            |
| a) Cost of materials consumed   | 118                           | 188                         | 185                           | 649                          | 539                        |
| c) Changes in inventories of finished goods, work-in-progress and stock-in-trade                    | 64                            | 52                          | (24)                          | 133                          | 28                         |
| c) Consumption of packing materials   |                               |                             |                               |                              |                            |
| d) Employee benefits expense  | 40                            | 36                          | 17                            | 141                          | 34                         |
| e) Depreciation and amortisation expense  | 9                             | 8                           | 9                             | 34                           | 25                         |
| f) Other expenses   | 58                            | 86                          | 120                           | 372                          | 466                        |
| Total expenses  | 289                           | 370                         | 306                           | 1,329                        | 1,113                      |
| 3 Profit / (Loss) from operations before other income, finance costs and exceptional items (1-2)    | (28)                          | (56)                        | (85)                          | (194)                        | (304)                      |
| 4a. Other Income  | 57                            | -                           | (1)                           | 63                           | 2                          |
| 5 Profit / (Loss) from ordinary activities before finance costs and exceptional items (3 + 4a+4b)   | 29                            | (56)                        | (86)                          | (131)                        | (302)                      |
| 6 Finance costs   | -                             | -                           | -                             | -                            | -                          |
| 7 Profit / (Loss) from ordinary activities after finance costs but before exceptional items (5 - 6) | 29                            | (56)                        | (86)                          | (131)                        | (302)                      |
| 8 Exceptional Items   | -                             | -                           | -                             | -                            | -                          |
| 9 Profit / (Loss) from ordinary activities before tax (7 - 8)                                       | 29                            | (56)                        | (86)                          | (131)                        | (302)                      |
| 10 Deferred Tax   | (39)                          | -                           | (95)                          | (39)                         | (95)                       |
| 11 Net Profit / (Loss) for the period (9 - 10)  | 68                            | (56)                        | 9                             | (92)                         | (207)                      |

For Shilpa Baldota & Associates  
FRN - 135699W  
Chartered Accountants

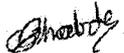
  
Shilpa Baldota  
Proprietor  
Membership Number 227112  
Pune:  
Date:



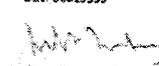
For and on behalf of Board of Directors

VEERAKSHI SHANKAR  
DIN: 01385240

MRS MEENA SANJAY THORDE  
DIN: 00013957

  
SANJAY BHIMASHANKAR THORDE  
DIN: 00013559

KRISHNASHY SUNDAR PESAMANICKAM  
DIN: 02671560

  
VENKATESH KARUPPALAYAM RANGANATHAN  
DIN: 03409857

## Note 1

### Notes to Financial Statements for the year ended 31st March, 2015

#### 1. Significant Accounting Policies: -

##### (a) Basis of Accounting

The financial statements are prepared as per historical cost convention and in accordance with the generally accepted accounting principles in India, the provisions of the Companies Act, 2013, and the applicable Accounting Standards referred to in section 133 of the Companies Act, 2013. All income and expenditure having material bearing on the financial statements are recognised on accrual basis.

##### (b) Use of Estimates

The presentation of the financial statements in conformity with the generally accepted accounting principles requires the management to make estimates and assumptions that affect the reported amount of assets and liabilities, revenues and expenses and disclosure of contingent liabilities. Such estimates and assumptions are based on management's evaluation of relevant facts and circumstances as on the date of financial statements. The actual outcome may diverge from these estimates.

##### (c) Fixed Assets and Depreciation / Amortisation

###### (i) Tangible fixed assets and depreciation

Tangible fixed assets acquired by the Company are reported at acquisition cost, with deductions for accumulated depreciation and impairment losses, if any.

The acquisition cost includes the purchase price (excluding refundable taxes) and expenses directly attributable to bring the asset to the location and condition for its intended use. Examples of directly attributable expenses included in the acquisition cost are delivery and handling costs, installation, legal services and consultancy services.

Where the construction or development of any such asset requiring a substantial period of time to set up for its intended use, is funded by borrowings, the corresponding borrowing costs are capitalised up to the date when the asset is ready for its intended use.

Depreciation is provided on a straight line basis at rates and in the manner specified in Schedule II to the Companies Act, 2013, unless the use of a higher rate or an accelerated charge is justified through technical estimates. Extra shift depreciation is applied to applicable items of plant and machinery for days additional shifts are worked. Freehold land is not depreciated since it is deemed to have an indefinite economic life. The premium paid for acquiring leasehold land is amortised over the period of lease on a straight line basis.

###### (ii) Intangible assets and amortisation

Intangible assets other than goodwill are valued at cost less amortisation. These generally comprise of costs incurred to acquire computer software licences and implement the software for internal use (including software coding, installation, testing and certain data conversion) as well as costs paid to acquire studies for obtaining approvals from registration authorities of products having proven technical feasibility.

Research costs are charged to earnings as they arise.

Costs incurred for applying research results or other knowledge to develop new products, are capitalised to the extent that these products or registrations are expected to generate future financial benefits. Other development costs are expensed as and when they arise.

Goodwill comprises the portion of purchase price for an acquisition that exceeds the market value of the identifiable assets, with deductions for liabilities, calculated on the date of acquisition, on the share in the acquired company's assets acquired by the Company.

Intangible assets are reported at acquisition value with deductions for accumulated amortisation and any impairment losses.

Amortisation is provided on a straight line basis over the asset's anticipated life. The useful life is determined based on the period of the underlying contract and the period of time over which the intangible asset is expected to be used and generally does not exceed 10 years.

An impairment test of intangible assets is conducted annually or more often if there is an indication of a decrease in value. The impairment loss, if any, is reported in the Statement of Profit and Loss.

##### (d) Impairment of assets

The carrying values of assets of the Company's cash-generating units are reviewed for impairment annually or more often if there is an indication of decline in value. If any indication of such impairment exists, the recoverable amounts of those assets are estimated and impairment loss is recognised, if the carrying amount of those assets exceeds their recoverable amount. The recoverable amount is the greater of the net selling price and their value in use. Value in use is arrived at by discounting the estimated future cash flows to their present value based on an appropriate discount factor.

##### (e) Investments

Long term investments are valued at cost, less provision for other than temporary diminution in value, if any. Current investments are valued at the lower of cost and fair value.

##### (f) Inventory

Inventories are valued at the lower of cost and net realisable value.

In case of raw materials, packing materials, stores and spare parts and traded finished goods, costs are determined in accordance with continuous moving weighted average principle. Costs include purchase price, non-refundable taxes and delivery and handling costs.

Cost of finished goods and work-in-progress are determined using the absorption costing principles. Cost includes cost of materials consumed, labour and a systematic allocation of variable and fixed production overheads. Excise duties at the applicable rates are also included in the cost of finished goods.

Net realisable value is estimated at the expected selling price less estimated completion and selling costs.



#### **(g) Revenue Recognition**

Sales include products and services, net of trade discounts and exclude sales tax, state value added tax and service tax.

With regard to sale of products, income is reported when practically all obligations connected with the transfer of risks and rewards to the buyer have been fulfilled. This usually occurs upon dispatch, after the price has been determined and collection of the receivable is reasonably certain.

Income recognition for services takes place as and when the services are performed.

Amounts received from customers specifically towards setting up / expansion of manufacturing facilities, linked to a contractual arrangement for supply of specified quantities of product manufactured from the said facilities at pre-determined prices, are treated as current liabilities and recognized as revenue in the Statement of Profit and Loss over the contracted period of supply in proportion to the quantities dispatched.

#### **(h) Financial Income and Borrowing Cost**

Financial income and borrowing cost include interest income on bank deposits and interest expense on loans.

Interest from interest-bearing assets is recognised on an accrual basis over the life of the asset based on the constant effective yield. The effective interest is determined on the basis of the terms of the cash flows under the contract including related fees, premiums, discounts or debt issuance costs, if any.

Borrowing costs are recognised in the period to which they relate, regardless of how the funds have been utilised, except where it relates to financing of construction or development of assets requiring a substantial period of time to prepare for their intended future use when interest is capitalised up to the date when the asset is ready for its intended use. The amount of interest capitalised (gross of tax) for the period is determined by applying the interest rate applicable to appropriate borrowings outstanding during the period to the average amount of accumulated expenditure for the assets during the period.

#### **(i) Foreign Currency Transactions**

Transactions in foreign currencies are translated to the reporting currency based on the exchange rate on the date of the transaction. Exchange differences arising on settlement thereof during the year are recognised as income or expenses in the Statement of Profit and Loss.

Cash and bank balances, receivables and liabilities (monetary items) in foreign currencies as at the year end are valued at year end rates, and unrealised translation differences are included in the Statement of Profit and Loss.

Investments in foreign currency (non monetary items) are reported using the exchange rate at the date of the transaction.

The Company's forward exchange contracts are not held for trading or speculation. The premium/discount arising on entering into such contract is amortised over the life of such contracts and exchange differences arising on such contracts are recognised in the Statement of Profit and Loss.

#### **Hedge Accounting**

The Company uses currency option contracts to hedge its risks associated with foreign currency fluctuations relating to highly probable forecasted transactions. The Company designates such currency option contracts in a cash flow hedging relationship by applying the hedge accounting principles set out in Accounting Standard 30 Financial Instruments: Recognition and Measurement.

These contracts are stated at fair value at each reporting date. Changes in the intrinsic value of these contracts that are designated and effective as hedges of future cash flows are recognised directly in Hedging Reserve Account under Reserves and Surplus, net of applicable deferred income taxes. The ineffective portion and the time value is recognised immediately in the Statement of Profit and Loss.

Amounts accumulated in Hedging Reserve Account are reclassified to the Statement of Profit and Loss in the same periods during which the forecasted transaction affects the Statement of Profit and Loss.

Hedge accounting is discontinued when the hedging instrument expires or is sold, terminated, exercised or no longer qualifies for hedge accounting. For forecasted transactions, any cumulative gain or loss on the hedging instrument recognised in Hedging Reserve Account is retained there until the forecasted transaction occurs.

If the forecasted transaction is no longer expected to occur, the net cumulative gain or loss recognised in Hedging Reserve Account is immediately transferred to the Statement of Profit and Loss for the period.

#### **(j) Employee Benefits**

(i) Short-term employee benefits are recognised as an expense at the undiscounted amount in the Profit and Loss Account of the year in which the related service is rendered.

(ii) Post employment benefits are recognised as an expense in the Profit and Loss Account for the year in which the employee has rendered services. The expense is recognised at the present value of the amount payable towards contributions. The present value is determined using the market yields of government bonds, at the balance sheet date, as the discounting rate.

(iii) Other long-term employee benefits are recognised as an expense in the Profit and Loss Account for the period in which the employee has rendered services. Estimated liability on account of long-term benefits is discounted to the current value, using the market yield on government bonds, as on the date of balance sheet, as the discounting rate.

(iv) Actuarial gains and losses in respect of post employment and other long-term benefits are charged to the Profit and Loss Account.



**(k) Taxes on Income**

The Company's income taxes include taxes on the Company's taxable profits, adjustment attributable to earlier periods and changes in deferred taxes. Valuation of all tax liabilities / receivables is conducted at nominal amounts and in accordance with enacted tax regulations and tax rates or in the case of deferred taxes, those that have been enacted or substantially enacted.

Deferred tax is calculated to correspond to the tax effect arising when final tax is determined. Deferred tax corresponds to the net effect of tax on all timing differences which occur as a result of items being allowed for income tax purposes during a period different from when they were recognised in the financial statements.

Deferred tax assets are recognised with regard to all deductible timing differences to the extent that it is probable that taxable profit will be available against which deductible timing differences can be utilised. When the Company carries forward unused tax losses and unabsorbed depreciation, deferred tax assets are recognised only to the extent there is virtual certainty backed by convincing evidence that sufficient future taxable income will be available against which deferred tax assets can be realised.

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or a part of the aggregate deferred tax asset to be utilised.

**(l) Lease Accounting**

**(i) Operating Leases**

Lease of an asset whereby the lessor essentially remains the owner of the asset is classified as operating lease. The payments made by the Company as lessee in accordance with operational leasing contracts or rental agreements are expensed proportionally during the lease or rental period respectively. Any compensation, according to agreement, that the lessee is obliged to pay to the lessor if the leasing contract is terminated prematurely is expensed during the period in which the contract is terminated.

**(ii) Finance Leases**

Assets taken on finance lease after 1<sup>st</sup> April, 2001, are capitalised at fair value or net present value of the minimum lease payments, whichever is lower.

Depreciation on the assets taken on lease is charged at the rate applicable to similar type of fixed assets as per the Company's accounting policy on depreciation as stated above. If the leased assets are returnable to the lessor on the expiry of the lease period, depreciation is charged in accordance with the Company's depreciation policy as stated above or in a straight line basis over the lease period, which ever is shorter.

Lease payments made are apportioned between the finance charges and reduction of the outstanding liability in respect of assets taken on lease.

**(m) Segment Reporting**

Not applicable

**(n) Provisions and Contingencies**

A provision is recognised when the Company has a present obligation as a result of a past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions (excluding retirement benefits) are not discounted to their present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates. Contingent liabilities are not recognised but are disclosed in the notes to the financial statements unless the possibility of an outflow of resources embodying economic benefit is remote. A contingent asset is neither recognised nor disclosed.

**(o) Cash Flow Statements**

Cash-flow statements are prepared in accordance with the "Indirect Method" as explained in the Accounting Standard (AS) 3 - Cash Flow Statements as prescribed under section 133 of the Companies Act, 2013.

**(p) Cash and Cash Equivalents**

Cash and bank balances and current investments that have insignificant risk of change in value, which have durations up to three months, are included in the Company's cash and cash equivalents in the Cash Flow Statement.

**(q) Earnings per Share**

Basic Earnings per Share is calculated by dividing the net profit after tax for the year attributable to equity shareholders of the Company by the weighted average number of equity shares outstanding during the year.



**2 Share Capital:**

**Authorised**

Equity Shares of 10 each

**Issued, Subscribed and Fully Paid up**

Equity Shares of 10 each fully paid-up

Total

| As at 31st March, 2015 |      | As at 31st March 2014 |      |
|------------------------|------|-----------------------|------|
| Number                 | lacs | Number                | lacs |
| 75,000                 | 7.50 | 75,000                | 7.50 |
| 73,645                 | 7.36 | 73,645                | 7.36 |
| 73,645                 | 7.36 | 73,645                | 7.36 |

**a. Reconciliation of shares outstanding at the beginning and at the end of the reporting period:**

At the beginning of the year

Fresh issue during the year

Outstanding at the end of the period

| As at 31st March, 2015 |      | As at 31st March 2014 |      |
|------------------------|------|-----------------------|------|
| Number                 | lacs | Number                | lacs |
| 73,645                 | 7.36 | 50,325                | 5.03 |
| -                      | -    | 23,320                | 2.33 |
| 73,645                 | 7.36 | 73,645                | 7.36 |

**b.** The Equity Shares of the Company have voting rights and are subject to the preferential rights as prescribed under law or those of the preference shareholders, if any. The Equity Shares are also subject to restrictions as prescribed under the Companies Act, 2013.

**c. Shares held by Holding /Ultimate Holding Company and /or its subsidiaries /associates:**

Out of total equity shares issued by the Company, shares held by its holding company, ultimate holding company and its subsidiaries/associates are as below:

**Name of the Promoter**

Rallis India Limited \* (Holding/ Ultimate Holding Company)

| As at 31st March, 2015 |      | As at 31st March 2014 |      |
|------------------------|------|-----------------------|------|
| Number                 | lacs | Number                | lacs |
| 54,198                 | 0.54 | 37,571                | 3.76 |

**d. Details of shareholders holding more than 5% shares in the Company:**

**Name of Shareholder**

Rallis India Limited

Sanjay Thobde

Benjamin James

Austincha Pty. Ltd

Blue Heritage Pty. Ltd

| As at 31st March, 2015 |           | As at 31st March 2014 |           |
|------------------------|-----------|-----------------------|-----------|
| No. of Shares          | % Holding | No. of Shares         | % Holding |
| 54,198                 | 73.59%    | 37,571                | 51.02%    |
| 7,866                  | 10.68%    | 7,866                 | 10.68%    |
| 7,049                  | 9.57%     | 11,985                | 16.27%    |
| -                      | -         | 3,993                 | 5.42%     |
| -                      | -         | 3,993                 | 5.42%     |

**e.** As per records of the company, no calls remain unpaid by the directors and officers of the Company as on 31st March, 2015.

3 Reserves and Surplus

|  | As at<br>1st April, 2014 | Additions | Deductions | As at<br>31st March, 2015 | As at<br>1st April, 2013 | Additions | Deductions | As at<br>31st March, 2014 |
|--|--------------------------|-----------|------------|---------------------------|--------------------------|-----------|------------|---------------------------|
| Securities Premium Account                             | 1,797.74                 | -         | -          | 1,797.74                  | 499.39                   | 1,298.35  | -          | 1,797.74                  |
|  | 1,797.74                 | -         | -          | 1,797.74                  | 499.39                   | 1,298.35  | -          | 1,797.74                  |
| <b>Surplus in the Statement of Profit and Loss</b>     |                          |           |            |                           |                          |           |            |                           |
| Balance as per last financial statements               | (317.93)                 | -         | -          | (317.93)                  | (111.09)                 | -         | -          | (111.09)                  |
| Net Profit For the current year                        |                          | (92.20)   | -          | (92.20)                   | -                        | (206.84)  | -          | (206.84)                  |
| <b>Net Surplus in the Statement of Profit and Loss</b> |                          |           |            |                           |                          |           |            |                           |
|  | (317.93)                 | (92.20)   | -          | (410.13)                  | (111.09)                 | (206.84)  | -          | (317.93)                  |
|  | 1,479.81                 | (92.20)   | -          | 1,387.61                  | 388.30                   | 1091.51   | -          | 1479.81                   |

lacs



5 Fixed Assets

lacs

|                           | Gross Block (At Cost)        |             |             | Accumulated Depreciation/Amortisation |                              |                                  | Net Block    |                        |                               |
|---------------------------|------------------------------|-------------|-------------|---------------------------------------|------------------------------|----------------------------------|--------------|------------------------|-------------------------------|
|                           | Balance as at 1st April 2014 | Additions   | Disposals   | As at 31st March, 2015                | Balance as at 1st April 2014 | Depreciation charge for the year | On disposals | As at 31st March, 2015 | Balance as at 31st March 2014 |
| <b>a</b>                  |                              |             |             |                                       |                              |                                  |              |                        |                               |
| Plant and Equipment       | 228.80                       | 2.09        | -           | 230.89                                | 34.17                        | 33.10                            | -            | 67.27                  | 194.63                        |
| Furniture and Fixtures    | 1.80                         | 0.18        | -           | 1.98                                  | 0.46                         | 0.73                             | -            | 1.19                   | 1.34                          |
| Vehicles                  | -                            | -           | -           | -                                     | -                            | -                                | -            | -                      | -                             |
| Office Equipment          | -                            | -           | -           | -                                     | -                            | -                                | -            | -                      | -                             |
| <b>Total</b>              | <b>230.60</b>                | <b>2.27</b> | <b>-</b>    | <b>232.87</b>                         | <b>34.63</b>                 | <b>33.83</b>                     | <b>-</b>     | <b>68.46</b>           | <b>195.97</b>                 |
| <b>c</b>                  |                              |             |             |                                       |                              |                                  |              |                        |                               |
| Capital Work in Progress  | 1.34                         | -           | 1.34        | -                                     | -                            | -                                | -            | -                      | 1.34                          |
| <b>Total</b>              | <b>1.34</b>                  | <b>-</b>    | <b>1.34</b> | <b>-</b>                              | <b>-</b>                     | <b>-</b>                         | <b>-</b>     | <b>-</b>               | <b>1.34</b>                   |
| <b>Total Fixed Assets</b> | <b>231.94</b>                | <b>2.27</b> | <b>1.34</b> | <b>232.87</b>                         | <b>34.63</b>                 | <b>33.83</b>                     | <b>-</b>     | <b>68.46</b>           | <b>197.31</b>                 |

a Tangible Assets

Plant and Equipment  
Furniture and Fixtures  
Vehicles  
Office Equipment

Total

c Capital Work in Progress

Total

Total Fixed Assets

6 Long-term loans and advances:

(Unsecured, considered good unless otherwise stated)

'Rs lacs

|  | As at<br>31st March,<br>2015 | As at<br>31st March 2014 |
|--|------------------------------|--------------------------|
| Capital Advances                       | -                            | -                        |
| Security Deposits                      | 54.38                        | 66.16                    |
| Other Loans and Advances               | -                            | -                        |
| Advance Income Tax (net of provisions) | 4.51                         | -                        |
| <b>Total</b>                           | <b>58.89</b>                 | <b>66.16</b>             |

No amount due by Directors / officers of the company as on date (Previous Year Nil)

7 Current investments

| Particulars   | As at<br>31st March,<br>2015 | As at<br>31st March 2014 |
|---|------------------------------|--------------------------|
|   | Lacs                         | Lacs                     |
| a. Investments in Debentures or Bonds                       |                              | -                        |
| b. Investments in Mutual Funds                              | 550.00                       | 642.12                   |
| <b>Total (A)</b>  | <b>550.00</b>                | <b>642.12</b>            |
| Less : Provision for diminution in the value of Investments |                              | -                        |
| <b>Total</b>  | <b>550.00</b>                | <b>642.12</b>            |

**8 Inventories:**

(Valued at the lower of cost and net realisable value)

lacs

- a. Raw Materials and components
- b. Work-in-progress
- c. Finished goods
- d. Packing Materials
- Total**

| As at<br>31st March, 2015 | As at<br>31st March 2014 |
|---------------------------|--------------------------|
| 62.79                     | 32.69                    |
| 14.75                     | 18.36                    |
| 86.54                     | 216.06                   |
| 103.76                    | 51.87                    |
| <b>267.84</b>             | <b>318.98</b>            |

**9 Trade Receivables:**

lacs

**Trade receivables outstanding for a period less than six months**

- Secured, considered good
- Unsecured, considered good

| As at<br>31st March, 2015 | As at 31st March 2014 |
|---------------------------|-----------------------|
| 286.83                    | 116.46                |
| -                         | -                     |
| <b>286.83</b>             | <b>116.46</b>         |

**Trade receivables outstanding for a period exceeding six months**

- Secured, considered good
- Unsecured, considered good
- Doubtful
- Less: Provision for doubtful debts

|               |               |
|---------------|---------------|
| -             | -             |
| -             | -             |
| -             | -             |
| -             | -             |
| -             | -             |
| <b>286.83</b> | <b>116.46</b> |

**Total**

**10 Cash and cash equivalents:**  
(including other Bank Balances)

₹ lacs

Cash and Cash equivalents  
a. Balances with banks :  
on Current accounts  
**Total**

| As at<br>31st March, 2015 | As at<br>31st March 2014 |
|---------------------------|--------------------------|
|                           |                          |
| 2.32                      | 4.95                     |
| <b>2.32</b>               | <b>4.95</b>              |

**11 Short-term loans and advances:**  
(Unsecured, considered good unless otherwise stated)

₹ lacs

a. Advances Recoverable in Cash or in Kind  
b. Balances with Government Authorities  
  
**Total**

| As at<br>31st March, 2015 | As at 31st March<br>2014 |
|---------------------------|--------------------------|
| 62.86                     | 105.35                   |
| 22.95                     | 16.78                    |
| <b>22.95</b>              | <b>16.78</b>             |
| <b>85.81</b>              | <b>122.13</b>            |

12 Revenue from Operations:

Rs. lacs

Sale of products (Refer Note No. 33)

Own Manufactured Goods

Other operating revenues

Scrap and Sundry Sales

Less : Excise duty

Total

| For the year ended<br>31st March, 2015 | For the year ended<br>31st March 2014 |
|--|---------------------------------------|
| 1,133.97                               | 808.92                                |
| 1.01                                   | -                                     |
| 1,134.98                               | 808.92                                |
| -                                      | -                                     |
| 1,134.98                               | 808.92                                |

13 Other Income:

lacs

Interest Income

On term and fixed deposits

Income from Investments

On long term investments

Sundry Income

Cash Discounts & Other Sundry

Total

| For the year ended<br>31st March, 2015 | For the year ended<br>31st March 2014 |
|--|---------------------------------------|
| -                                      | 2.21                                  |
| 62.70                                  | -                                     |
| -                                      | -                                     |
| -                                      | -                                     |
| 62.70                                  | 2.21                                  |

14 Cost of materials consumed:

₹ lacs

**Raw Materials Consumed**  
 Opening Stock  
 Add : Purchases  
 Less : Closing Stock

**Packing Materials Consumed**  
**Total**

| For the year ended<br>31st March, 2015 | For the year ended 31st<br>March 2014 |
|--|---------------------------------------|
| 32.69                                  | 33.45                                 |
| 512.24                                 | 464.79                                |
| 62.79                                  | 32.69                                 |
| 482.14                                 | 465.55                                |
| 166.58                                 | 112.10                                |
| 648.72                                 | 577.65                                |

15 Changes in inventories of finished goods work-in-progress and Stock-in-Trade:

₹ lacs

**Opening Stock**  
 Finished Goods - Own Manufactured  
 Work in progress

**Closing Stock**  
 Finished Goods - Own Manufactured  
 Finished Goods - Traded  
 Work in progress

**Total**

| For the year ended<br>31st March, 2015 | For the year ended 31st<br>March 2014 |
|--|---------------------------------------|
| 216.06                                 | 254.69                                |
| 18.36                                  | 7.96                                  |
| 234.42                                 | 262.65                                |
| 86.54                                  | 216.06                                |
| -                                      | 0.00                                  |
| 14.75                                  | 18.36                                 |
| 101.29                                 | 234.42                                |
| 133.13                                 | 28.23                                 |

**Total Consumption - Derived**

|        |        |
|--------|--------|
| 781.85 | 605.88 |
|--------|--------|

16 Employee benefits expense:

₹ lacs

(a) Salaries and Wages  
 (d) Staff welfare  
**Total**

| For the year ended<br>31st March, 2015 | For the year ended 31st<br>March 2014 |
|--|---------------------------------------|
| 139.91                                 | 53.89                                 |
| 1.02                                   | 0.11                                  |
| 140.93                                 | 54.00                                 |

17 Other expenses:

lacs

|                                 | For the year ended<br>31st March, 2015 | For the year ended 31st<br>March 2014 |
|---------------------------------|--|---------------------------------------|
| Freight, Handling and Packing   | 198.92                                 | 230.90                                |
| Travelling                      | 13.43                                  | 28.32                                 |
| Power and Fuel                  | 3.39                                   | 4.17                                  |
| Repairs :                       |  |                                       |
| Others                          | 3.11                                   | 3.70                                  |
| Stores and Spares Consumed      | 13.55                                  | 9.86                                  |
| Rates and Taxes                 | 11.77                                  | 24.56                                 |
| Cash Discount                   | 0.05                                   | 0.18                                  |
| Insurance                       | 3.13                                   | 1.58                                  |
| Rent                            | 65.86                                  | 73.35                                 |
| Selling Expenses                | -                                      | 0.88                                  |
| Legal and Professional Expenses | 53.81                                  | 82.76                                 |
| Communication                   | 0.99                                   | 1.14                                  |
| Printing & Stationery           | 0.36                                   | 0.46                                  |
| Advertisement - Products        | -                                      | -                                     |
| Commission & Brokerage          | 0.15                                   | 0.45                                  |
| Misc Expenses                   | (0.09)                                 | 0.52                                  |
| Security Arrangement            | 1.96                                   | 1.97                                  |
| ETP/SHE Exps                    | 0.08                                   | -                                     |
| Auditors Remuneration           | 1.36                                   | 1.56                                  |
| <b>Total</b>                    | <b>371.83</b>                          | <b>466.36</b>                         |

18 Other Expenses include Auditors' Remuneration as under:

lacs

| Particulars | 2014-15 | 2013-14 |
|-------------|---------|---------|
| Audit Fees  | 0.84    | 0.84    |
| Tax Audit   | 0.21    | 0.21    |

19 Expenditure in Foreign Currency

| Particulars              | 2014-15 | 2013-14 |
|--------------------------|---------|---------|
| Purchase on raw material | 15.65   | 17.95   |

20 Deferred tax assets and liabilities: -

(a) The components of deferred tax assets and liabilities are as under:

| Particulars  | ` lacs         |                |
|--|----------------|----------------|
|  | 2014-15        | 2013-14        |
| <b>Deferred Tax Assets</b>                             |                |                |
| On Provision against debts and advances                | -              | 0.00           |
| On other items   | 146.81         | 51.83          |
| <b>Total</b>   | <b>146.81</b>  | <b>51.83</b>   |
| <b>Deferred Tax Liabilities</b>                        |                |                |
| On fiscal allowance on fixed assets                    | -              | 0.00           |
| On other items   | (38.55)        | (94.98)        |
| <b>Total</b>   | <b>(38.55)</b> | <b>(94.98)</b> |
| <b>Net Deferred Tax Asset / (Liability) Recognised</b> | <b>185.36</b>  | <b>146.81</b>  |

(b) Deferred tax charge for the year:

| Particulars                              | ` lacs  |         |
|--|---------|---------|
|  | 2014-15 | 2013-14 |
| Opening Net Deferred Tax Asset           | 146.81  | 51.83   |
| Less: Closing Net Deferred Tax Liability | 185.36  | 146.81  |
| Deferred Tax charge for the year         | (38.55) | (94.98) |

**21 Earnings per Share: -**

| Particulars  | ` lacs   |          |
|--|----------|----------|
|  | 2014-15  | 2013-14  |
| Net Profit After Tax   | (92.20)  | (206.85) |
| Weighted average No. of Equity Shares for Basic / Diluted<br>EPS (Nos) | 73,645   | 73,645   |
| Nominal Value of Equity Per Share (in `)                               | 10.00    | 10.00    |
| Basic / Diluted Earning Per Share (in `)                               | (125.20) | (280.87) |

**22** Estimated amounts of contracts remaining to be executed in capital account is Nil

**23** Trade Payable includes amount payable to Micro, Small & Medium Enterprises as follows  
The total amount of principal outstanding in respect of the above at the Balance Sheet date is  
Rs 39.64 Lacs in respect of 3 parties

**24 Employee Benefit Obligations:**

**Defined-Benefits Plans:**

The Company offers its employees defined-benefit plans in the form of a gratuity scheme (a lump sum amount). The gratuity scheme covers substantially all regular employees. Commitments are actuarially determined at year-end. The actuarial valuation is done based on "Projected Unit Credit" method. Gains and losses of changed actuarial assumptions are charged to the Statement of profit and loss.

The net value of the defined-benefit obligation (DBO) is detailed below:

| Particulars               |                           |                                  |       | ₹ lacs                    |                                  |       |
|---------------------------|---------------------------|----------------------------------|-------|---------------------------|----------------------------------|-------|
|                           | Gratuity (Funded Plan)    | Supplemental Pay (Unfunded Plan) | Total | Gratuity (Funded Plan)    | Supplemental Pay (Unfunded Plan) | Total |
|                           | As At<br>31st March, 2015 |                                  |       | As at<br>31st March, 2014 |                                  |       |
| Present Value of DBO      | 1.54                      |                                  |       |                           |                                  |       |
| Fair Value of Plan Assets | -                         |                                  |       |                           |                                  |       |
| Net liability             | 1.54                      | -                                | -     |                           |                                  |       |

Changes in Defined Benefit Obligation during the year :

| Particulars                                      |                        |                                  |       | ₹ lacs                 |                                  |       |
|--|------------------------|----------------------------------|-------|------------------------|----------------------------------|-------|
|  | Gratuity (Funded Plan) | Supplemental Pay (Unfunded Plan) | Total | Gratuity (Funded Plan) | Supplemental Pay (Unfunded Plan) | Total |
|  | As At 31st March, 2015 |                                  |       | As at 31st March, 2014 |                                  |       |
| Present value of DBO as at 1 <sup>st</sup> April | -                      | -                                | -     |                        |                                  |       |
| Current Service Cost                             | -                      |                                  |       |                        |                                  |       |
| Interest cost                                    | -                      |                                  |       |                        |                                  |       |
| Benefits paid                                    | -                      |                                  |       |                        |                                  |       |
| Actuarial (gain) / loss                          | -                      |                                  |       |                        |                                  |       |
| Present value of DBO as at 31st March            | 1.54                   | -                                | -     |                        |                                  |       |

Changes in fair value of Plan assets during the year: Gratuity :

| Particulars                                  | ₹ lacs                    |                           |
|--|---------------------------|---------------------------|
|  | As At 31st<br>March, 2015 | As at 31st<br>March, 2014 |
| Opening balance as at 1 <sup>st</sup> April  | -                         | -                         |
| Expected return on plan assets               | -                         | -                         |
| Contributions by the Company                 | -                         | -                         |
| Benefits paid                                | -                         | -                         |
| Actuarial gain / (loss)                      | -                         | -                         |
| Closing balance as at 31 <sup>st</sup> March | 1.54                      | -                         |

Details of plan assets is as follows:

| Particulars   | ₹ lacs                 |                        |
|---|------------------------|------------------------|
|   | As At 31st March, 2015 | As at 31st March, 2014 |
| Debentures  | -                      | -                      |
| Government Securities   | -                      | -                      |
| Deposits, Money market Securities & Other Assets  | -                      | -                      |
| Other – Fund managed by other insurer whose pattern of investment is not available with the Company | -                      | -                      |
| Others  | -                      | -                      |
| <b>Total Asset</b>  | <b>0.00</b>            |                        |

Actual return on plan assets: - Gratuity

| Particulars                         | ₹ lacs                              |                                     |
|-------------------------------------|-------------------------------------|-------------------------------------|
|                                     | For the year ended 31st March, 2015 | For the year ended 31st March, 2014 |
| Expected return on plan assets      | 0.00                                | 0.00                                |
| Actuarial gain / (loss)             | 0.00                                | 0.00                                |
| <b>Actual return on plan assets</b> | <b>0.00</b>                         | <b>0.00</b>                         |

Component of employer's expense:

| Particulars  | ₹ lacs                              |                                  |       | Gratuity (Funded Plan)              | Supplemental Pay (Unfunded Plan) | Total |
|--|-------------------------------------|----------------------------------|-------|-------------------------------------|----------------------------------|-------|
|  | Gratuity (Unfunded Plan)            | Supplemental Pay (Unfunded Plan) | Total |                                     |                                  |       |
|  | For the year ended 31st March, 2015 |                                  |       | For the year ended 31st March, 2014 |                                  |       |
| Current service costs                                | -                                   | -                                | -     |                                     |                                  |       |
| Interest cost  | -                                   | -                                | -     |                                     |                                  |       |
| Expected return on plan assets                       | -                                   | -                                | -     |                                     |                                  |       |
| Net actuarial (gain) / loss                          | -                                   | -                                | -     |                                     |                                  |       |
| Expenses charged to the statement of profit and loss | 1.54                                | -                                | 1.54  |                                     |                                  |       |

Actuarial assumptions:

The actuarial calculations used to estimate defined benefit commitments and expenses are based on the following assumptions which if changed, would affect the defined benefit commitment's size, funding requirements and pension expense.

| Particulars                      | As At 31st March, 2015  | As at 31st March, 2014 |
|----------------------------------|---|------------------------|
| Rate for discounting liabilities | 7.97% p.a.  |                        |
| Expected salary increase rate    | 8.00% p.a.  |                        |
| Expected return on plan assets   | 0   |                        |
| Retirement Age (in years)        | 60  |                        |
| Attritration Rate                | - For Services 4 years and below - 15%<br>- For Services 5 years and below - 2% |                        |
| Mortality rates                  | Indian Assured Lives Mortality (2006-08) Ultimate                               |                        |

The estimates of future salary increases, considered in the actuarial valuation, take into account inflation, seniority, promotions and other relevant factors such as supply and demand in the employment market.

The discount rate is based on the prevailing market yields of Government of India securities as at the balance sheet date for the estimated term of the obligations.

Experience adjustment:

(a) Gratuity:

₹ lacs

| Particulars  | 2014-15 | 2013-14 | 2012-13 | 2011-12 | 2010-11 |
|--|---------|---------|---------|---------|---------|
| Present value of DBO                                   | 1.54    |         |         |         |         |
| Fair value of plan asset                               |         |         |         |         |         |
| Fund status Surplus/(Deficit)                          | (1.54)  |         |         |         |         |
| Experience adjustment on plan assets gain/(loss)       |         |         |         |         |         |
| Experience adjustment on plan liabilities (gain)/ loss |         |         |         |         |         |

The contributions expected to be made by the Company during the financial year 2014-15 amount to ₹ 1.54 lacs (Previous year ₹ NIL lacs).

(b) Supplemental Pay:

₹ lacs

| Particulars  | 2014-15 | 2013-14 | 2012-13 | 2011-12 | 2010-11 |
|--|---------|---------|---------|---------|---------|
| Present value of DBO                                   |         |         |         |         |         |
| Fair value of plan asset                               |         |         |         |         |         |
| Surplus/(Deficit)                                      |         |         |         |         |         |
| Experience adjustment on plan assets gain/(loss)       |         |         |         |         |         |
| Experience adjustment on plan liabilities (gain)/ loss |         |         |         |         |         |

\*The figures in respect of previous one period is not available.

| Particulars                                    | As At 31st March, 2015 | As at 31st March, 2014 |
|--|------------------------|------------------------|
| Actuarial assumptions for compensated absences |                        |                        |
| Rate for discounting liabilities               |                        |                        |
| Expected salary increase rate                  |                        |                        |
| Retirement Age (in years)                      |                        |                        |
| Attritration Rate                              |                        |                        |
| Mortality rates                                |                        |                        |

**Defined-Contribution Plans:**

Amount recognised as expense and included in the Note 24 — "Contribution to Provident and Other Funds" — ₹4.49 lacs (Previous Year ₹ NIL lacs).

**ZERO WASTE AGRO ORGANICS LIMITED**

**Corporate Identity No. U01400PN2011PLC141307**

Registered Office KAPIL TOWERS FIRST FLOOR S.NO. 40-1/B NEAR SAGAM BRIDGE  
DR. AMBEDKAR ROAD PUNE 411 001

Tel. No.: 020 2605 8601 Fax No.: 020 2605 8150 E-mail address: mdzerowaste@gmail.com

**ATTENDANCE SLIP**

**4TH ANNUAL GENERAL MEETING ON THURSDAY, 18TH JUNE, 2015 AT 12.00 NOON**

at Kapil Towers, First Floor, S.No. 40-1/B, Near Sagam Bridge, Dr. Ambedkar Road, Pune 411 001

|                                      |  |
|--------------------------------------|--|
| Registered Folio:                    |  |
| Name and Address of the Shareholder: |  |

I hereby record my presence at the FOURTH ANNUAL GENERAL MEETING of the Company at Kapil Towers, First Floor, S. No. 40-1/B, Near Sagam Bridge, Dr. Ambedkar Road, Pune – 411 001, on Thursday, the 18th June, 2015 at 12.00 noon.

.....  
Member's Folio No.

.....  
Member's/ Proxy's name in Block Letters

.....  
Member's/Proxy's Signature

- NOTES:**
1. Only Member / Proxyholder can attend the Meeting
  2. Member/ Proxyholder wishing to attend the meeting must bring this Attendance Slip to the meeting and hand it over at the entrance duly signed.
  3. Member/ Proxyholder desiring to attend the meeting should bring his/ her copy of the Annual Report for reference at the meeting.

**ZERO WASTE AGRO ORGANICS LIMITED**

**Corporate Identity No. U01400PN2011PLC141307**

Registered Office KAPIL TOWERS FIRST FLOOR S.NO. 40-1/B NEAR SAGAM BRIDGE

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Tel. No.: 020 2605 8601 Fax No.: 020 2605 8150 E-mail address: mdzerowaste@gmail.com

**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.              |

I/ We, being the member(s) of ..... shares of the above named Company, hereby appoint:

- (1) Name: ..... Address: .....  
E-mail Id: ..... Signature: ..... or failing him;
- (2) Name: ..... Address: .....  
E-mail Id: ..... Signature: ..... or failing him;
- (3) Name: ..... Address: .....  
E-mail Id: ..... Signature: .....

as my/ our Proxy to attend and vote (on a poll) for me/ us and on my/ our behalf at the Fourth Annual General Meeting of the Company, to be held on Thursday, the 18th June, 2015 at 12.00 noon at Kapil Towers, First Floor, S. No. 40-1/B, Near Sagam Bridge, Dr. Ambedkar Road, Pune – 411 001 and at any adjournment thereof in respect of such resolutions as are indicated below:

| Resolution No.    | Resolution  |
|-------------------|---|
| Ordinary Business |   |
| 1.                | Adoption of Financial Statements, Directors' and Auditors' Report for the year ended 31st March, 2015 |
| 2.                | Re-appointment of Mrs. Meena Thobde, who retires by rotation  |
| 3.                | Appoint Auditors and fix their remuneration   |

Signed this ..... day of ..... 2015

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, at Kapil Towers, First Floor, S. No. 40-1/B, Near Sagam Bridge, Dr. Ambedkar Road, Pune – 411 001, not less than FORTY-EIGHT HOURS (48) before the commencement of the Meeting.
- 2. A Proxy need not be a Member of the Company.



**Zero Waste Agro Organics Limited**

Kapil Towers, First Floor, S No. 40-1/B, Near Sagam Bridge,  
Dr. Ambedkar Road, Pune 411 001