



To,

Dated: 18th October, 2018

National Stock Exchange of India Ltd.,
Exchange Plaza, Plot no. C/1, G Block,
Bandra-Kurla Complex, Bandra (E)
Mumbai - 400 051.

SUB: SUBMISSION OF "ANNUAL REPORT FOR THE FINANCIAL YEAR 2017-18."

REF: SYMBOL: MKPL ISIN: INE964W01013

Dear Sir/ Ma'am,

In consonance with the provisions of Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, kindly find enclosed h/w the Annual Report of the Company for the Financial Year 2017-18, which has been approved and adopted in the 6th Annual General Meeting of the company.

This is for the intimation of Exchange and members thereof.

You are requested to take the same on record.

Thanking You

Yours Sincerely

For, M.K. Proteins Limited


Vinod Kumar

DIN: 00150507

(Managing Director)

Encl: a/a.

M. K. Proteins Ltd.

Naraingarh Road, Village Garnala, Ambala City(Haryana), India - 134003



M.K. PROTEINS

6th	ANNUAL REPORT 2017-18
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M. K. PROTEINS LIMITED

REG. OFFICE:

***VILLAGE GARNALA, NARAINGARH ROAD, AMBALA CITY
DISTT. AMBALA- 134003 (HARYANA)***

WORKS AT:

***VILLAGE GARNALA, NARAINGARH ROAD, AMBALA CITY
DISTT. AMBALA- 134003 (HARYANA)***

M. K. PROTEINS LIMITED

BOARD OF DIRECTORS

SH. VINOD KUMAR, (MANAGING DIRECTOR)
SH. RAJ KUMAR (WHOLETIME DIRECTOR)
SH. PARVIND KUMAR (NON-EXECUTIVE DIRECTOR)
SH. PARMOD KUMAR (NON-EXECUTIVE DIRECTOR)
SH. CHATTER SINGH (NON-EXECUTIVE INDEPENDENT DIRECTOR)
SH. RAMAN KUMAR SAH (NON-EXECUTIVE INDEPENDENT DIRECTOR)
SH. ABHAY KUMAR (NON-EXECUTIVE INDEPENDENT DIRECTOR)
SH. DINESH SINGH MALIK (NON-EXECUTIVE INDEPENDENT DIRECTOR)
MS. LAXMI MANDAL (NON-EXECUTIVE INDEPENDENT DIRECTOR)

AUDITORS

JAYANT BANSAL & CO.
CHARTERED ACCOUNTANTS,
320- MAHESH NAGAR,
AMBALA CANTT. -133001
PHONE: - 0171-2642401, 2661320

REGISTRAR & TRANSFER AGENT

Bigshare Services Private Limited
E2 Ansa Industrial Estate, Sakivihar Road,
Sakinaka Andheri East, Mumbai – 400072
Tel. No.: +91 022 40430200

REGISTERED OFFICE

VILLAGE GARNALA, NARAINGARH ROAD
AMBALA CITY, DISTT. AMBALA - 134003
(HARYANA)

WORKS

VILLAGE GARNALA, NARAINGARH ROAD
AMBALA CITY, DISTT. AMBALA - 134003
(HARYANA)

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M. K. Proteins Limited

Regd. Office: Naraingarh Road, Village Garnala, Ambala City (Haryana), India - 134003

T: 0171-2679358 | W: www.mkproteins.in | E: info@mkproteins.in

TIN: 06291043467 CIN: L15500HR2012PLC046239

Notice: Convening 6th Annual General Meeting

Notice is hereby given that 6th Annual General Meeting of the members of the Company **M. K. Proteins Limited** will be held on **Friday 28th day of September 2018 at 11:00 A.M.** at the registered office of the Company, address, given above to transact the following business with or without modification.

Ordinary Business: Ordinary Resolutions:

1. To receive, consider and adopt the Financial Statements including Audited Balance Sheet of the Company as at 31st March, 2018, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date together with reports of the Board of Directors and the Auditors thereon.
2. To re-appoint Sh. Parvind Kumar, Director who retires by rotation at this meeting and, being eligible, offered himself for re-appointment.
3. To ratify and approve appointment of Auditors for the year ended 31st March 2019 and fix their remuneration. M/s Jayant Bansal & Co., Chartered Accountants, Ambala Cantt, who were appointed as Statutory Auditors for a period of 4 years from 31st March, 2016 to 31st March 2019 being eligible for ratification and approval of their appointment at this Annual General Meeting have agreed to act Statutory Auditors to the Company for the financial year ending 31st March, 2019.

Special Business: Special Resolutions

4. **To ratify the remuneration of the Cost Auditors for the financial year 2017-18** and in this regard, to consider and if thought fit, to pass with or without modification(s) the following Resolution as an **Ordinary Resolution**

“**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the total consolidated remuneration payable during the year 2017-18 to **M/s K. K. Sinha & Associates, Cost Accountants, #3396, Sector - 46C, Chandigarh- 160047** (Firm Regn. No. 100279) appointed by the Board of Directors to conduct the audit of cost records of the Company for the financial year 2017-18, on a remuneration to be agreed between CMA and Managing Director and Fees for Cost EXBL Filing of Cost Compliance on completion of the assignment be and is hereby ratified and confirmed.”

5. **Approval for Material Transactions with Related Parties:**

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

“**RESOLVED THAT** pursuant to the provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’), the Companies (Meetings of Board and its Powers) Rules, 2014 and Clause 49 of the Listing Agreement/Regulation 23 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, governing the Related Party Transactions and such other rules as may be applicable and amended from time to time, consent of the shareholders be and is hereby accorded for the following arrangements/transactions (including transfer of resource, service or obligation) hitherto entered or to be entered into by the Company for the financial year commencing on April 1, 2018 and for every financial year thereafter:

Value of Related Party Transactions/ Arrangements per financial year

						Rs. In Lacs
Sr. No.	Related Party Transactions u/s 188 (1) of the Companies Act, 2013/ As per Listing Agreement	SHIVALIK STEELS & ALLOYS PVT. LTD.	SHREE GANESH FATS PVT. LTD.	KAMLA OLEO PVT. LTD.	KAMLA OIL & FATS PVT. LTD.	SHIB CHARAN DASS INDUSTRIES PVT. LTD.
	Nature of Relationship	Associate Concern	Associate Concern	Associate Concern	Associate Concern	Associate Concern
	Name of interested Director(s)/KMP(s)	Sh. Parvind Kumar Sh. Parmod Kumar	Sh. Parvind Kumar Sh. Parmod Kumar	Sh. Parvind Kumar Sh. Parmod Kumar	Sh. Parvind Kumar Sh. Parmod Kumar	Sh. Parvind Kumar Sh. Parmod Kumar

		Sh. Raj Kumar Sh. Vinod Kumar	Sh. Raj Kumar Sh. Vinod Kumar	Sh. Raj Kumar Sh. Vinod Kumar	Sh. Raj Kumar Sh. Vinod Kumar	Sh. Raj Kumar Sh. Vinod Kumar
1.	Sales Purchase of goods or material “*”					
	Sale of Goods by M K Proteins Limited	2500.00	2500.00	2500.00	00.00	1000.00
	Purchase of Goods by M K Proteins Ltd.	0.00	2000.00	0.00	4500.00	500.00
2.	Lease Rent Paid	0.00	0.00	0.00	0.00	9.00
3.	Commission and Brokerage Paid	20.00	0.00	0.00	0.00	0.00
	Total	2520.00	4500.00	2500.00	4500.00	1509.00

Terms and conditions “*”

- At market value for each such transaction on an arm’s length basis and in compliance with applicable laws including Domestic Transfer Pricing Guidelines;
- All the above Said transactions are in the ordinary course of business

AND to do all such acts, deeds, matters and things, etc. as may be necessary or desirable including any negotiation/ re-negotiation/ modification/ amendments to or termination thereof, of the subsisting arrangements/ transactions or any future arrangements/ transactions and to make or receive/ pay monies in terms of such arrangements/ transactions.

RESOLVED FURTHER THAT the consent of the Company be and is hereby accorded to the Board of Directors of the Company and/or a Committee thereof, to severally do or cause to be done all such acts, matters, deeds and things and to settle any queries, difficulties, doubts that may arise with regard to any transaction with the related parties and severally execute such agreements, documents and writings and to make such filings, as may be necessary or desirable for the purpose of giving full effect to this resolution, in the best interest of the Company.”

NOTES:

- The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) in respect of the business under item Nos. 4 of the Notice, is annexed hereto. The relevant details as required under SEBI (Listing obligation and Disclosure Requirements) Regulations, 2015, of persons seeking appointment/re-appointment as Directors under items No. 2 of the Notice, is also annexed.
- A member entitled to attend and vote at this meeting is also entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the Company. The Proxy, in order to be effective, must be received at the Company’s Registered Office not less than 48 (Forty-Eight) hours before the meeting. Proxies submitted on behalf of Companies/Societies etc., must be supported by appropriate resolutions/authority, as applicable. The proxy form and attendance slip are enclosed herewith.
- The Register of Members and Transfer books of the Company shall remain closed from Thursday, September 21, 2018 to Thursday 28, 2018, both days inclusive.
- Members are requested to register their e-mail id with the Company or its Registrar or their depository participant to enable the company to send the notices and other reports through email.
- The Notice of the AGM along with the Annual Report 2017-18 is being sent by electronic mode to those members whose e-mail addresses are registered with the Company/ Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
- If, any of the members is unable to send their assent or dissent in writing in respect of the resolutions as set out in this Notice, the Company is enclosing a Ballot Form with the Notice. Instructions for Ballot Form are given at the back of the said form. Resolution(s) passed by Members through Ballot Forms is deemed to have been passed as if they have been passed at the AGM.
- The facility for voting, either through ballot or polling paper shall also be made available at the meeting and Members attending the meeting who have not already cast their vote by ballot form shall be able to exercise their right at the meeting.
- The Members who have cast their vote by ballot form prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
- All documents referred to in this meeting, notice and the accompanying statements are open for inspection at the Registered Office of the company on all working days (except Saturdays and holidays) between 10.30 A.M. to 12.30 P.M. up to the date of Annual General Meeting.
- Members are requested to notify to the company immediately the changes in their registered address, if any.
- Members having any queries relating to the Annual Report are requested to write to the company at least 10 days before the date of Annual General Meeting so as to enable the Management to keep the information ready.

12. Members are requested to bring their copies of Annual report to the meeting.
13. The members/proxies should bring attendance slip sent herewith duly filled and stamped for attending the meeting.
14. Corporate Members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.

By Order of the Board of Directors

Place: AMBALA
Dated: 28-08-2018

(VINOD KUMAR)
Managing Director
DIN: 00150507

M. K. Proteins Limited

Regd. Office: Naraingarh Road, Village Garnala, Ambala City (Haryana), India - 134003

T: 0171-2679358 | W: www.mkproteins.in | E: info@mkproteins.in

TIN: 06291043467 CIN: U15500HR2012PLC046239

**DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING AS
REQUIRED IN TERMS OF CLAUSE 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE
REQUIREMENTS) REGULATIONS, 2015**

PARTICULARS	PARVIND KUMAR
Date of Birth	12/10/1960
DIN	00126933
Date of Appointment	15/06/2012 (Appointed as Non-Executive Director)
Qualification	Graduate in Commerce
Experience	36 years experience in Edible Oil Industry
Address	3056, Sector 28D, Chandigarh – 160009
Directorships held in other Public Companies/Foreign Companies	NIL
Directorships held in other Private Limited Companies	M/s Shreeom Commercial Realestate Private Limited M/s Shivalik Steels & Alloys Private Limited M/s Shree Ganesh Fats Private Limited M/s SGF Industries Private Limited
Number of Shares held in the Company as on 31st March 2018	212800

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Explanatory Statement **(Pursuant to Section 102 of the Companies Act, 2013)**

As required by Section 102 of the Companies Act, 2013, the following explanatory statement sets out all material facts relating to the business mentioned under item no. 4 and 5 of the accompanying Notice dated August 28, 2018:

Items No. 4

The Board of Directors of the Company on the recommendation of the Audit Committee approved the appointment and remuneration of **M/s K. K. Sinha & Associates, Cost Accountants, 3396, Sector - 46C, Chandigarh- 160047** (Firm Regn. No. 100279) appointed by the Board of Directors to conduct the audit of cost records of the Company for the financial year 2017-18, on a remuneration to be agreed between CMA and Managing Director and Fees for Cost EXBL Filing of Cost Compliance on completion of the assignment, subject to ratification by shareholders.

In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14(a) (ii) of The Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is to be ratified by the Members of the Company. Accordingly, the Members are requested to ratify the remuneration payable to the Cost Auditors during the year 2017-18 as set out in the Resolution for the aforesaid services to be rendered by them.

None of the directors or KMP or their relatives are concerned or interested in the aforesaid resolution and your board recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the shareholders in the interest of the Company.

Items No. 5

Pursuant to provisions of Section 188(1) of the Companies Act, 2013, the Companies (Meeting of Board and its Powers) Rules, 2014, the Related Party Transactions as mentioned in clause (a) to (g) of the said Section require a Company to obtain prior approval of the Board of Directors and subsequently the Shareholders of the Company by way of Special Resolution in case the value of the Related Party Transactions exceeds the stipulated thresholds limit prescribed in Rule 15(3) of the said Rules. Further as required under Clause 49 of the Listing Agreement/Regulation 23 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, all material related party transactions (other than as specified under Clause 49 (VII)(E) of the Equity Listing Agreement) shall require approval of the shareholders through special resolution. Accordingly, the approval of the shareholders by way of Special Resolution is sought under Section 188 of the Companies Act, 2013, the Companies (Meeting of Board and its Powers) Rules, 2014 and Clause 49 of the Equity Listing Agreement, to enable the Company to enter into related Party Transactions in one or more trenches. The particulars of the Related Party Transactions, which are required to be stated in the Explanatory Statement, as per Rule 15(3) of the Companies (Meetings of Board and its Powers) Rules, 2014 are as follows:

Value of Related Party Transactions/ Arrangements per financial year

						Rs. In Lacs
Sr. No.	Related Party Transactions u/s 188 (1) of the Companies Act, 2013/ As per Listing Agreement	SHIVALIK STEELS & ALLOYS PVT. LTD.	SHREE GANESH FATS PVT. LTD.	KAMLA OLEO PVT. LTD.	KAMLA OIL & FATS PVT. LTD.	SHIB CHARAN DASS INDUSTRIES PVT. LTD.
	Nature of Relationship	Associate Concern	Associate Concern	Associate Concern	Associate Concern	Associate Concern
	Name of interested Director(s)/KMP(s)	Sh. Parvind Kumar Sh. Parmod Kumar Sh. Raj Kumar Sh. Vinod Kumar	Sh. Parvind Kumar Sh. Parmod Kumar Sh. Raj Kumar Sh. Vinod Kumar	Sh. Parvind Kumar Sh. Parmod Kumar Sh. Raj Kumar Sh. Vinod Kumar	Sh. Parvind Kumar Sh. Parmod Kumar Sh. Raj Kumar Sh. Vinod Kumar	Sh. Parvind Kumar Sh. Parmod Kumar Sh. Raj Kumar Sh. Vinod Kumar
1.	Sales Purchase of goods or material “*”					
	Sale of Goods by M K Proteins Limited	2500.00	2500.00	2500.00	00.00	1000.00
	Purchase of Goods by M K	0.00	2000.00	0.00	4500.00	500.00

	Proteins Ltd.					
2.	Lease Rent Paid	0.00	0.00	0.00	0.00	9.00
3.	Commission and Brokerage Paid	20.00	0.00	0.00	0.00	0.00
	Total	2520.00	4500.00	2500.00	4500.00	1509.00

Terms and conditions “*”:

- At market value for each such transaction on an arm’s length basis and in compliance with applicable laws including Domestic Transfer Pricing Guidelines;
- All the above Said transactions are in the ordinary course of business

All entities falling under definition of related party shall abstain from voting irrespective of whether the entity is party to the particular transaction or not.

The Board of Directors recommends the resolution set forth in item No. 5 for approval of the Shareholders as a Special Resolution. Except for the Director(s) and Key Managerial Personnel whose names are mentioned hereinabove and their relatives (to the extent of their shareholding interest in the Company), none of the other Directors and/or any Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise, in this resolution. Your approval is sought by voting through Postal Ballot or through e-voting as the case may be, pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 for passing the resolutions under Item No. 5 as set in this Notice.

By Order of the Board of Directors

Place: AMBALA

Dated: 28-08-2018

(VINOD KUMAR)
Managing Director
DIN: 00150507

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Directors' Report

To The Members,

Your directors have pleasure in presenting the 6th Annual Report together with the Audited Statements of Accounts of the Company for the financial year ended 31st March, 2018:

1. Financial Highlights:

	(In Lacs)	
	2017-18	2016-17
Revenue from Operations	17164.36	16453.49
Operating Expenditure	16612.86	15966.03
Other Income (Net)	5.59	5.46
Earning before interest tax, depreciation and amortization (EBITDA)	557.09	492.92
Finance Costs	214.32	220.42
Depreciation and amortization expenses	122.42	121.18
Profit before exceptional item and tax	220.35	151.32
Exceptional item	0.00	0.00
Profit Before Tax (PBT)	220.35	151.32
Tax Expenses	77.69	52.71
Profit After Tax (PAT)	142.66	98.61
Add: Balance Brought forward from previous year	154.76	259.31
Less: Amount Utilized/Capitalized for issuance of fully paid-up Bonus Equity Shares	0.00	203.16
Less: Income Tax for earlier years adjusted	(0.04)	0
Amount of Surplus available for appropriation	297.46	154.76

2. Operations, State of Company's affairs and Future Outlook:

Our Company is a manufacturing and trading organization having its production/refining plant of Edible Oils. Our manufacturing process involves refining of Crude Oils to obtain Refined Rice Bran Oil, Canola Oil, Soya Bean Oil, Sunflower Oil and Rice Bran Bleached Oil. During the refining process certain by-products are also manufactured such as Rice Bran Fatty Acid Oil, Rice Bran Wax, Gums and Spent Earth which are also saleable. Further, it also imports crude oils, process them and sell the finished product and trade in both edible and non-edible oils. In the current year 2017-18, the Company has earned the total revenue from operation Rs.17164.36 Lacs against the previous year Rs.16453.49, which reflects the growth of 4.32%. The overall growth of the Company is encouraging and same will further improve in the ensuing years, the product of the Company has demand since, its nature of human consumption in the ensuing financial year and years to come. The net profit after tax of the company is Rs.72.22 Lacs, Rs.98.61 Lacs and Rs.142.66 Lacs in the year 2015-16, 2016-17 and 2017-18 respectively. We further inform that there is no change in the business activities of the company in the current financial year.

3. Dividend:

No dividend has been recommended by the Directors this year and consequently no amounts have been transferred to general reserves.

4. Transfer to Reserves:

The board of the Company has decided not to transfer any fund to general reserve out of the amount available for appropriation and an amount of surplus Rs.297.46 Lacs to be retained in the profit and loss account.

5. **Change in Share Capital, if any**

In the Share Capital of the Company following changes took place during the financial year 2017-18:

Initial Public offer and Listing of shares:

Pursuant to Initial Public Offering (IPO), 1462000 Equity Shares of face value of Rs.10/- per share allotted on dated April 12, 2017 at a premium of Rs.60/- per share aggregating to Rs.1023.40 Lacs. Out of which 74000 Equity Shares reserved for subscription by Market Maker to the issue and balance 1388000 shares offered to the Public. The Company has incurred expenses of Rs.4182639.00 (net of service tax) relating to fresh issue of equity shares which has been adjusted to securities premium in terms of Section 52 of the Companies Act, 2013. After public issue the changed paid up share capital of the Company has been Rs.41708000.00 (i.e. 4170800 Equity Shares of Rs.10/- each fully paid-up). The equity shares have been listed on the Emerge SME Platform of the National Stock Exchange of India Limited w.e.f. 18 April, 2017.

6. **Initial Public Offering and Deployment of Funds:**

Your Directors are pleased to inform you that the Initial Public Offering (IPO) of the Company was opened on dated March 31, 2017 and closed on April 07, 2017 and same was successfully completed. The company entered the capital market with its maiden initial public offering (IPO) of 1462000 equity shares of face value of Rs.10/- each fully paid up for cash at a price of Rs.70/- each (Including share premium of Rs.60/- per equity share) aggregating Rs.1023.40 Lacs. Out of which 74000 Equity Shares reserved for subscription by Market Maker to the issue and balance 1388000 shares offered to the Public. The equity shares have been listed on the Emerge SME Platform of the National Stock Exchange of India Limited w.e.f. 18 April, 2017.

Details of utilization of IPO Proceeds are as under:

(Rs. In Lacs)				
Sr. No.	Category wise Utilization	As Stated in Prospectus	Actual Utilization	Deviation
1.	Working Capital Requirement	973.40	981.57	(8.17)
2.	IPO Expenses	50.00	41.83	8.17

The IPO proceeds of Rs.1023.40 Lacs were fully utilized as per terms of prospectus. The deviations in utilization of proceeds were adjusted among various heads internally.

7. **Listing of Shares**

The shares of the Company were listed on the Emerge SME Platform of the National Stock Exchange of India Limited w.e.f. 18 April, 2017. Applicable listing fees have been paid up to date. The shares of the Company have not been suspended from trading at any time during the year by the concerned Stock Exchange.

8. **Deposits:**

The company has not accepted any deposits from the public during the year and as such, no amount on account of principal or interest on deposits from public was outstanding as on the date of the balance sheet.

9. **Directors:**

As per the provisions of Section 152 of the Companies Act, 2013, Sh. Parvind Kumar, Director of the Company retires by rotation at the forthcoming Annual General Meeting and being eligible, offered himself for re-appointment. The Board recommends his re-appointment.

The notice convening the Annual General Meeting includes the proposal for appointment of Director.

Further, your Company has also received declarations from all the Independent Directors of the Company confirming that they meet with the criteria of Independence as prescribed under the Act and as per Listing Agreement with the Stock Exchanges.

10. Board Evaluation:

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the valuation of the working of its various committees as per the criteria of evaluation provided in the Nomination, Remuneration and Evaluation Policy adopted by the Company. The performance evaluation of Independent Directors was carried out by the entire Board and the performance evaluation of the Chairman and the Board as a whole was carried out by the Independent Directors.

11. Meetings of the Board:

The Board of Directors of your company met **8** times during **2017-18**. The meetings were held on **12/04/2017, 23/05/2017, 10/07/2017, 24/08/2017, 28/09/2017, 14/11/2017, 23/01/2018 and 24/03/2018**. The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013.

12. Particulars of Loan given, Investment made, Guarantee given and Securities provided:

No loans were given, investment made, guarantee given and securities provided by the Company under Section 186 of the Companies Act, 2013 during the year under review except short term loan given to M/s Saatvik Green Energy Private Limited in which one of the Director Sh. Parmod Kumar was interested as director and same has duly been repaid with interest within short duration. The maximum amount involved during the year was Rs.7700000.00 and the year end balance of loans granted to such parties was Nil (Previous year Nil).

13. Extract of Annual Return:

As provided under Section 92(3) of the Act, the extract of annual return is given in **Annexure I** in the prescribed Form **MGT-9**, which forms part of this report.

14. Subsidiary, Joint Ventures and Associate Concerns:

The Company does not have any Subsidiary, Joint Ventures or Associate Concerns as on 31st March, 2018.

15. Corporate Governance:

Pursuant to SEBI (Listing obligation and Disclosure Requirements) Regulations, 2015, as applicable, with regard to Corporate Governance, the company has implemented the code of Corporate Governance during the year. The reports on Corporate Governance together with Compliance Certificate on the same are attached to this report.

16. Management's Discussion and Analysis Report

Management's Discussion and Analysis Report for the year under review, as stipulated under SEBI (Listing obligation and Disclosure Requirements) Regulations, 2015, as applicable, is presented in a separate section forming part of the Annual Report.

17. Directors' Responsibility Statement:

In accordance with the provisions of Section 134(5) of the Companies Act, 2013, the directors hereby confirm that:

- i) in the preparation of the annual accounts for the financial year ended 31st March, 2018, the applicable accounting standard have been followed and there are no material departures;
- ii) they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of

affairs of the Company as at 31st March 2018 and of the profit of the Company for the period from 1st April 2017 to 31st March 2018;

- iii) 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;
- iv) they have prepared the annual accounts on a going concern basis;
- v) they have laid down internal financial controls to be followed by the Company and such internal financial controls are adequate and operating effectively; and
- vi) they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

18. Contract and arrangements with Related Parties:

The Company's policy on dealing with related party transactions has been formulated and amended from time to time. All contracts/arrangements/ transactions entered by the Company during the financial year with related parties were in the ordinary course of business and on the arm's length basis. There are no materially significant related party transactions made by the company with promoters, directors, key managerial personnel or other designated persons, which may have a potential conflict with the interest of the company at large. Your Directors draw attention of the members to Note 29(g) to the financial statements which set out related party disclosures pursuant to listing agreement. Information on transactions with related parties pursuant to Section 134(3)(h) of the Act read with rule 8(2) of the Companies (Accounts) Rules, 2014 are given in **Annexure II** in Form **AOC-2** and the same forms part of this report.

19. Auditor and Auditors' Report:

M/s Jayant Bansal & Co., Chartered Accountants, Ambala Cantt, Statutory Auditors of the company, holds office till the conclusion of the ensuing Annual General Meeting and are eligible for ratification and approval of their appointment for the financial year ending 31st March, 2019.

M/s Jayant Bansal & Co., Chartered Accountants, Ambala Cantt, who were appointed as Statutory Auditors for a period of 4 years from 31st March, 2016 to 31st March 2019 being eligible for ratification and approval of their appointment at this Annual General Meeting have agreed to act Statutory Auditors to the Company for the financial year ending 31st March, 2019.

As required under the provisions of section – 139(1) of the Companies Act, 2013, the company has received a written consent from M/s Jayant Bansal & Co., Chartered Accountant to their appointment and a certificate, to the effect that their re-appointment, if made, would be in accordance with the Act and the Rules framed there under and that they satisfy the criteria provided in section- 141 of Companies Act, 2013. The Board recommends their appointment for the financial year 2018-19.

The report of Statutory Auditors (appearing elsewhere in this Annual Report) is self-explanatory having no adverse comments. There were no instances of fraud reported by the Statutory Auditors to the Central Government or to the Audit Committee of the Company as indicated under the provisions of Section 143(12) of the Companies Act 2013.

Further auditor's report for the financial year ended 31st March, 2018 is given as an annexure which forms part of this report.

20. Secretarial Auditors:

Pursuant to provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, the Company has appointed M/s J. P. Jagdev & Co., Ambala City, a firm of Company Secretaries in practice to conduct Secretarial Audit for the financial year 2017-18. The Secretarial Audit Report for the financial year ended 31st March, 2018 is annexed herewith as **Annexure III** to this Report. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

21. Corporate Social Responsibility (CSR):

The Company is not required to constitute a Corporate Social Responsibility Committee as it does not fall within purview of Section 135(1) of the Companies Act, 2013 and hence it is not required to formulate policy on corporate social responsibility.

22. **Risk Management:**

The board of the Company has formed a risk management committee, to frame, implement and monitor the risk management plan for the Company. The Committee is responsible for reviewing the risk management plan and ensuring its effectiveness. The audit committee has additional oversight in the area of financial risks and controls. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis.

23. **Internal Control System and their adequacy:**

The Company's internal controls are commensurate with the size of the company and the nature of its business. These have been designed to provide reasonable assurance with regard to recording and providing reliable financial and operational information, complying with applicable statutes, safeguarding assets from unauthorized use, executing transactions with proper authorization and ensuring compliance of corporate policies. The company has an audit committee, the details of which are provided in the Corporate Governance Report. The audit committee reviews the internal control system and follows up on the implementation of corrective actions, if required. The committee also meets the company's statutory auditors to ascertain, inter alia their views on the adequacy of internal control system in the Company and keeps the Board of Directors informed of its major observations from time to time. The management also regularly reviews the utilization of fiscal resource, compliance with law, efficiencies, so as to ensure optimum utilization of resources and achieve better efficiencies. Based on its evaluation (as defined in section 177 of Companies Act 2013), our audit committee has concluded that, as of March 31, 2018, our internal financial controls were adequate and operating effectively.

24. **Vigil Mechanism Policy:**

The Company has a vigil mechanism policy which also incorporates a whistle blower policy in line with the provisions of the Section 177(9) and (10) of the Companies Act, 2013 and regulation 22 of the Listing Regulations, which deals with the genuine concerns about unethical behaviour, actual or suspected fraud and violation of the Company's Code of Conduct and ethics.

25. **Committees of Board:**

The Board of Directors of your Company had already constituted various committees in compliance with the provisions of the Companies Act, 2013 and Listing Agreement viz. Audit Committee, Nomination and Remuneration Committee, Shareholder's/Investor's Relationship Committee, Risk Management Committee. All decisions pertaining to the constitution of committees, appointment of members and fixing the terms of reference / role of the Committees are taken by the Board of Directors. Detail of the role and composition of Committees, including the number of meetings held during the financial year and attendance at meetings, are provided in the Corporate Governance Report section of the Annual Report, which forms part of this report.

26. **Conservation of Energy, Technology absorption and foreign exchange earning and outgo:**

Information required under Section 134(3) (m) of Companies Act, 2013 read with Companies (Accounts) Rules, 2014 is given as under:

(A) Conservation of energy:

- (i) The steps taken or impact on conservation of energy: **The Company is using Government supply of electricity and own generation by its generators.**
- (ii) The steps taken by the company for utilizing alternate sources of energy: **There are no alternate sources of energy with the Company.**
- (iii) The capital investment on energy conservation equipments: Investment on energy conservation equipments is made wherever it is possible mostly it is **NIL**.

(B) Technology absorption:

- (i) The efforts made towards technology absorption: **Plant and machinery are indigenous and no machinery and technology has been imported by the Company**
- (ii) The benefits derived like product improvement, cost reduction, product development or import substitution: **Indigenous machinery is state of Art and the company derives benefits on cost reduction of production.**
- (iii) In case of imported technology (imported during the last three years reckoned from the beginning of the financial year)- : **No technology has been imported by the Company.**
- (iv) The expenditure incurred on Research and Development: No specific expenditure is incurred on Research and Development.

(C) Foreign exchange earnings and Outgo:

The Company's main line of business is processing of vegetable edible oils. The Company has achieved Export Turnover of **Rs. Nil** during the year under report **2017-18**, as compared to **Rs. Nil** in the previous year **2016-17**. However, the Company has incurred expenditure in foreign currency for import of material. The details of the same are given below: -

(Rs. in Lacs)		
Particulars	2017-18	2016-17
Total Foreign Exchange Received (F.O.B. Value of Export)	NIL	NIL
Total Foreign Exchange used:		
i) Raw Materials & Consumable Stores	60066006.48	379947640.89
ii) Capital Goods	NIL	NIL
iii) Foreign Travels	NIL	NIL
iv) Others (Traded Goods)	NIL	51559100.00

27. Nomination, Remuneration and Evaluation Policy:

The Nomination, Remuneration and Evaluation Policy recommended by the Nomination and Remuneration Committee is duly approved by the Board of Directors of the Company and the same are provided in the Corporate Governance Report section of the Annual Report, which forms part of this report.

28. Human Resources:

Your Company treats its "human resources" as one of its most important assets and has taken continuous efforts to set up and maintain an efficient work force. The company is continuously taken steps towards maintaining a low attrition rate which it believes shall be achieved by investing in learning and development programmes for employees, competitive compensation, creating a compelling work environment, empowering employees at all levels as well as a well-structured reward and recognition mechanism.

29. Particulars of Employees:

- I) The information required under Section 197 of the Act read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given below:

a. The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year:

	Executive Director	Ratio to median Remuneration
1	Sh. Vinod Kumar (Managing Director)	0.20:1
2.	Sh. Raj Kumar (Whole Time Executive Director)	0.20:1

Note: The Company has not given any remuneration/benefits to non-executive/independent directors of the company during the year 2017-18 except directors' sitting fee Rs.250000.000 to Non-executive Independent directors.

- b. **The percentage increase in remuneration of each director, chief executive officer, chief financial officer, company secretary in the financial year:**

	Directors, Company Secretary and Financial Officer	% increase in remuneration in the financial year
1	Sh. Vinod Kumar (Managing Director)	NIL
2.	Sh. Raj Kumar (Whole Time Executive Director)	NIL
3.	Ms. Shipra Anand (Company Secretary)	NIL
4.	Sh. Nipun Garg (Financial Officer)	NIL

- c. **The percentage increase in the median remuneration of employees in the financial year:**
3%
- d. **The number of permanent employees on the rolls of Company:** 32 Employees as on 31st March, 2018.
- e. **The explanation on the relationship between average increase in remuneration and Company performance:** The performance of the Company for the current financial year is better than the previous year. The Company has minor increase in remuneration to Executive Director/key managerial personnel. However, at Middle & Junior level management, the proper increment was given in accordance with the inflation rate and at workmen and staff level.
- f. **Comparison of the remuneration of the key managerial personnel against the performance of the Company:** Remuneration to Managing and Whole Time directors were paid as per the scale approved by the members of the company. The head (Corporate Finance) was promoted to the position of Financial Officer, hence he was given an increase as a part of promotion and salary adjustment.
- g. **Variations in the market capitalization of the Company, price earnings ratio as at the closing date of the current financial year and previous financial year:**

Particulars	March 31, 2018	March 31, 2017	% Change
Market Capitalization (Rs. In Lacs)	3330.38	NIL	-
Note: The equity shares have been listed on the Emerge SME Platform of the National Stock Exchange of India Limited w.e.f. 18 April, 2017, hence figure of market capitalization as at March 31, 2017 is not available.			

- h. **Percentage increase over decrease in the market quotations of the shares of the Company in comparison to the rate at which the Company came out with the Last public offer:**

Particulars	March 31, 2018	At the time of Last Public offer	% Change
Market Price (NSE)	79.85 (Average Price)	70.00	14.07%

- i. **Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:** Proper increments at both managerial and staff/worker level has been given in financial year 2017-18.
- j. **Comparison of each remuneration of the key managerial personnel against the performance of the Company:** The head (Corporate Finance) was promoted to the position of Financial Officer, hence he was given an increase as a part of promotion and salary adjustment.
- k. **The key parameters for any variable component of remuneration availed by the directors:**
No such variable component is included in the remuneration paid to directors.

- l. **The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year:** Sh. Raj Kumar (Whole Time Director): 0.20:1
 - m. **Affirmation that the remuneration is as per the remuneration policy of the Company:** The Company affirms remuneration is as per the remuneration policy of the Company.
 - II. There was no employee on the roll of the company who drew remuneration in excess of the limits prescribed by the provisions of Section 197(12) of the Companies Act, 2013 read with Rules 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, hence this relevant information is not applicable to the Company.
30. **Disclosure under sexual harassment of women at workplace (Prevention, Prohibition & Redressal) Act, 2013:**

In order to prevent sexual harassment of women at work place a new act The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 has been notified on 9th December, 2013. Under the said Act every company is required to set up an Internal Complaints Committee to look into complaints relating to sexual harassment at work place of any women employee. Company has adopted a policy for prevention of Sexual Harassment of Women at workplace and has set up Committee for implementation of said policy. During the year Company has not received any complaint of harassment.

31. **Other Disclosures:**

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

- i) No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.
 - ii) No Material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which these financial statements relate and the date of this Report.
2. The provisions of Section 125(2) of the Companies Act, 2013 related with transfer of unclaimed dividend to Investor Education and Protection Fund do not apply to the Company as there was no dividend declared and paid in previous years and there is no unclaimed dividend.
3. **Equity Shares:**
- No issue of equity shares with differential rights as to dividend, voting or otherwise during the year under review.
 - The Company has not bought back any of its securities during the year under review.
 - No issue of shares (including sweat equity shares) to employees of the Company under Stock option Scheme during the year under review.
 - No Shares outstanding under the head Shares Suspense Account/Unclaimed Suspense Account at the beginning and end of the year under review.

32. **Acknowledgements:**

Your directors wish to place on record their gratitude for the valued support and assistance extended to the Company by the Shareholders, Banks and Government Authorities and look forward to their continued support. Your directors also express their appreciation for the dedicated and sincere services rendered by the Executives, Officers and Employees of the Company.

By Order of the Board of Directors

**Place: Ambala
Dated: 28-08-2018**

**(VINOD KUMAR)
Managing Director
DIN: 00150507**

Form No. MGT-9
EXTRACT OF ANNUAL RETURN AS ON THE FINANCIAL YEAR ENDED ON
31/03/2018

[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:

i.	CIN	U15500HR2012PLC046239
ii.	Registration Date	15/06/2012
iii.	Name of the Company	M. K. Proteins Limited (formerly known as M. K. Proteins Private Limited)
iv.	Category/Sub-Category of the Company	Company Limited by Shares/Indian Non-Government Company
v.	Address of the Registered office and contact details	Naraingarh Road, Village Garnala, Ambala City – 134003 (Haryana) E-Mail ID: mkproteins1@gmail.com (PH) 0171-2679358
vi.	Whether listed company	Yes
vii.	Name, Address and Contact details of Registrar and Transfer Agent, if any	Bigshare Services Private Limited E-2/3 Ansa Industrial Estate, Sakivihar Road, Saki Naka Andheri East, Mumbai – 400072 Tel. No.: +91 022 40430200 Email: info@bigshareonline.com Website: www.bigshareonline.com

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:-

S. No.	Name and Description of main products/ services	NIC Code of the Product/ service	% to total turnover of the company
1	Edible Oils	1514	87.67
2	Wholesale Trade Services	9961	12.33

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name And Address Of The Company	CIN/GLN	Holding/ Subsidiary /Associate	% of shares held	Applicable Section
			NOT APPLICABLE		

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

(i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during The year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
Promoter Indian Individual/ HUF	2708800	0	2708800	100.00	2708800	0	2708800	64.95%	(35.95)
Central Govt	0	0	0	0.00	0	0	0	0.00	0.00
State Govt(s)	0	0	0	0.00	0	0	0	0.00	0.00
Bodies Corp	0	0	0	0.00	0	0	0	0.00	0.00

Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
Any Other	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total(A)(1):-	2708800	0	2708800	100.00	2708800	0	2708800	64.95	(35.05)
Foreign									
NRIs-Individuals	0	0	0	0.00	0	0	0	0.00	0.00
Other-Individuals	0	0	0	0.00	0	0	0	0.00	0.00
Bodies Corp.	0	0	0	0.00	0	0	0	0.00	0.00
Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
Any Other....	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total(A)(2):-	0	0	0	0.00	0	0	0	0.00	0.00
Public Shareholding									
Institutions	0	0	0	0.00	0	0	0	0.00	0.00
Mutual Funds	0	0	0	0.00	0	0	0	0.00	0.00
Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
Central Govt	0	0	0	0.00	0	0	0	0.00	0.00
State Govt(s)	0	0	0	0.00	0	0	0	0.00	0.00
Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00
FIs	0	0	0	0.00	0	0	0	0.00	0.00
Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
Others (specify)	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total(B)(1)	0	0	0	0.00	0	0	0	0.00	0.00
2. Non Institutions				0.00					
Bodies Corp.	0	0	0	0.00	344000	0	344000	8.25	8.25
(i) Indian									
(ii) Overseas	0	0	0	0.00	0	0	0	0.00	0.00
Individuals									
(i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	0	0	0	0.00	288000	0	288000	6.91	6.91
(ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	0	0	0	0.00	648000	0	648000	15.54	15.54
Others(Specify)									
Market Maker	0	0	0	0.00	88000	0	88000	2.10	2.10
Clearing Member	0	0	0	0.00	94000	0	94000	2.25	2.25
Sub-total(B)(2)	0	0	0	0.00	1462000	0	1462000	35.05	35.05
Total Public Shareholding (B)=(B)(1)+ (B)(2)	0	0	0	0.00	1462000	0	1462000	35.05	35.05
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0.00	0	0	0	0.00	0.00
Grand Total (A+B+C)	2708800	0	2708800	100.00	4170800	0	4170800	100.00	0.00

Note:

Pursuant to Initial Public Offering (IPO), 1462000 Equity Shares of face value of Rs.10/- per share allotted on dated April 12, 2017 at a premium of Rs.60/- per share aggregating to Rs.1023.40 Lacs. Out of which 74000 Equity Shares reserved for subscription by Market Maker to the issue and balance 1388000 shares offered to the Public. The Company has incurred expenses of Rs.4182639.00 (net of service tax) relating to fresh issue of equity shares which has been adjusted to securities premium in terms of Section 52 of the Companies Act, 2013. The equity shares have been listed on the Emerge SME platform of the National Stock Exchange of India Limited w.e.f. 18 April, 2017.

(ii) Share holding of Promoters

S. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of 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	% change in share holding during the year
1	Parvind Kumar	212800	7.85	0	212800	5.10	0	(2.75)
2	Raj Kumar	290000	10.70	0	290000	6.95	0	(3.75)
3	Vinod Kumar (HUF)	260000	9.60	0	260000	6.23	0	(3.37)
4	Parmod Kumar (HUF)	264000	9.75	0	264000	6.33	0	(3.42)
5	Pargun Garg	264000	9.75	0	264000	6.33	0	(3.42)

6	Neelesh Garg	120000	4.43	0	120000	2.88	0	(1.55)
7	Shivani Garg	254800	9.41	0	254800	6.11	0	(3.30)
8	Sunila Garg	238000	8.79	0	238000	5.71	0	(3.08)
9	Vinod Kumar	180000	6.64	0	180000	4.32	0	(2.32)
10	Parvind Kumar (HUF)	80000	2.95	0	80000	1.92	0	(1.03)
11	Teena Garg	120000	4.43	0	120000	2.88	0	(1.55)
12	Manik Garg	56000	2.07	0	56000	1.34	0	(0.73)
13	Raj Kumar (HUF)	194000	7.16	0	194000	4.65	0	(2.51)
14	Sheel Garg	175200	6.47	0	175200	4.20	0	(2.27)
	TOTAL	2708800	100.00	0	2708800	64.95	0	(35.05)

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

S. No		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Parvind Kumar	212800	7.85	212800	5.10
2	Raj Kumar	290000	10.70	290000	6.95
3	Vinod Kumar (HUF)	260000	9.60	260000	6.23
4	Parmod Kumar (HUF)	264000	9.75	264000	6.33
5	Pargun Garg	264000	9.75	264000	6.33
6	Neelesh Garg	120000	4.43	120000	2.88
7	Shivani Garg	254800	9.41	254800	6.11
8	Sunila Garg	238000	8.79	238000	5.71
9	Vinod Kumar	180000	6.64	180000	4.32
10	Parvind Kumar (HUF)	80000	2.95	80000	1.92
11	Teena Garg	120000	4.43	120000	2.88
12	Manik Garg	56000	2.07	56000	1.34
13	Raj Kumar (HUF)	194000	7.16	194000	4.65
14	Sheel Garg	175200	6.47	175200	4.20
	At the End of the year	2708800	100%	2708800	64.95%

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

S. No		Shareholding at the end of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
Date					
1	Share India Securities Limited	0.00	0.00	0.00	0.00
12-Apr-17	Purchase	56000			
21-Apr-17	Purchase	46000			
28-Apr-17	Purchase	10000			
5-May-17	Purchase	2000			
23-Jun-17	Purchase	4000			
28-Jul-17	Purchase	4000			
18-Aug-17	Transfer	-8000			
8-Sep-17	Purchase	28000			
15-Sep-17	Purchase	8000			
22-Sep-17	Purchase	4000			
13-Oct-17	Transfer	-14000			
20-Oct-17	Transfer	-80000			
27-Oct-17	Transfer	-4000			
3-Nov-17	Purchase	32000			
10-Nov-17	Transfer	-2000			
17-Nov-17	Purchase	70000			
24-Nov-17	Transfer	-14000			
22-Dec-17	Transfer	-10000			
19-Jan-18	Transfer	-14000			
23-Feb-18	Transfer	-16000			
16-Mar-18	Purchase	4000			
23-Mar-18	Purchase	12000			
30-Mar-18	Transfer	-6000			
	Total Purchase/Transfer	112000	2.69	112000	2.69

2	Anant Kumar Jain	0.00	0.00	0.00	0.00
12-Apr-17	Purchase	58000			
9-Jun-17	Transfer	-4000			
3-Nov-17	Purchase	4000			
5-Jan-18	Transfer	-2000			
26-Jan-18	Purchase	4000			
	Total Purchase/Transfer	60000	1.44	60000	1.44
3	Capital Trade Link Limited	0.00	0.00	0.00	0.00
12-Apr-17	Purchase	114000			
22-Dec-17	Transfer	-6000			
29-Dec-17	Transfer	-36000			
9-Mar-18	Transfer	-6000			
23-Mar-18	Transfer	-16000			
	Total Purchase/Transfer	50000	1.20	50000	1.20
4	Rajinder Kumar Jain	0.00	0.00	0.00	0.00
23-Mar-18	Purchase	44000			
	Total Purchase/Transfer	44000	1.06	44000	1.06
5	Subhash Aggarwal	0.00	0.00	0.00	0.00
12-Apr-17	Purchases	12000			
16-Jun-17	Purchases	28000			
30-Jun-17	Purchases	8000			
5-Jan-18	Purchases	4000			
	Total Purchase/Transfer	52000	1.25	52000	1.25
6	Bharti Katyal				
12-Apr-17	Purchases	28000			
21-Apr-17	Purchases	6000			
	Total Purchase/Transfer	34000	0.82	34000	0.82
7	Mufin Finance Private Limited	0.00	0.00	0.00	0.00
12-Apr-17	Purchases	12000			
9-Jun-17	Transfer	-4000			
16-Jun-17	Transfer	-4000			
23-Jun-17	Transfer	-4000			
30-Mar-18	Purchases	34000			
	Total Purchase/Transfer	34000	0.82	34000	0.82
8	Dinesh Kumar Burnwal	0.00	0.00	0.00	0.00
30-Mar-18	Purchases	32000			
	Total Purchase/Transfer	32000	0.77	32000	0.77
9	Shivani Realty & Infrastructure Private Limited	0.00	0.00	0.00	0.00
12-Apr-17	Purchases	32000			
	Total Purchase/Transfer	32000	0.77	32000	0.77
10	Exotika Intratech Private Limited	0.00	0.00	0.00	0.00
12-Apr-17	Purchases	32000			
	Total Purchase/Transfer	32000	0.77	32000	0.77
11	SMC Global Securities Limited	0.00	0.00	0.00	0.00
15-Dec-17	Purchases	16000			
22-Dec-17	Transfer	-4715			
29-Dec-17	Transfer	-5285			
5-Jan-18	Purchases	8000			
12-Jan-18	Transfer	-14000			
19-Jan-18	Purchases	4000			
2-Feb-18	Transfer	-2000			
16-Feb-18	Transfer	-2000			
23-Mar-18	Purchases	16000			
30-Mar-18	Purchases	32000			
	Total Purchase/Transfer	48000	1.15	48000	1.15

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

S. No	Shareholder's Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Vinod Kumar (Managing Director)				
	At the beginning of the year	180000	4.32	180000	4.32
	At the end of the year			180000	4.32
2	Raj Kumar (Whole time Director)				

	At the beginning of the year	290000	6.95	290000	6.95
	At the end of the year			290000	6.95
3	Parvind Kumar (Non-Executive Director)				
	At the beginning of the year	212800	5.10	212800	5.10
	At the end of the year			212800	5.10

V. INDEBTEDNESS

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	196899227.07	110778801.00	0.00	307678028.07
ii) Interest due but not paid	0.00	0.00	0.00	0.00
iii) Interest accrued but not due	0.00	0.00	0.00	0.00
Total(i+ii+iii)	196899227.07	110778801.00	0.00	307678028.07
Change in Indebtedness during the financial year				
- Addition	315822.38	21830000.00	0.00	22145822.38
- Reduction	0.00	0.00	0.00	0.00
Net Change	315822.38	21830000.00	0.00	22145822.38
Indebtedness at the end of the financial year			0	
i) Principal Amount	197215049.45	132608801.00	0.00	329823850.45
ii) Interest due but not paid	0.00	0.00	0.00	0.00
iii) Interest accrued but not due	0.00	0.00	0.00	0.00
Total (i+ii+iii)	197215049.45	132608801.00	0.00	329823850.45

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount
		Raj Kumar (WTD)	Vinod Kumar (MD)	
	Gross salary			
	(a)Salary as per provisions contained insection17(1) of the Income-tax Act, 1961	600000.00	600000.00	1200000.00
	(b)Value of perquisites u/s 17(2)Income-tax Act, 1961	0.00	0.00	0.00
	(c)Profits in lieu of salary undersection17(3)Income- taxAct,1961	0.00	0.00	0.00
	Stock Option	0.00	0.00	0.00
	Sweat Equity	0.00	0.00	0.00
	Commission			
	- as % of profit	0.00	0.00	0.00
	- Others, specify...	0.00	0.00	0.00
	Others, please specify	0.00	0.00	0.00
	Total(A)	600000.00	600000.00	1200000.00
	Ceiling as per the Act			

B. Remuneration to other directors:

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount
	Independent Directors			
	·Fee for attending board committee meetings	0.00	0.00	0.00
	·Commission	0.00	0.00	0.00
	·Others, please specify	0.00	0.00	0.00
	Total(1)	0.00	0.00	0.00

	Other Non-Executive Directors			
	·Fee for attending board committee meetings	0.00	0.00	0.00
	·Commission	0.00	0.00	0.00
	·Others ,please specify	0.00	0.00	0.00
	Total(2)	0.00	0.00	0.00
	Total(B)=(1+2)	0.00	0.00	0.00
	Total Managerial Remuneration	0.00	0.00	1200000.00
	Overall Ceiling as per the Act			

C. Remuneration to Key Managerial Personnel Other Than MD/Manager/WTD

Sl. no.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
	Gross salary				
	(a)Salary as per provisions contained in section17(1) of the Income-tax Act,1961	0.00	0.00	0.00	0.00
	(b)Value of perquisites u/s 17(2)Income-tax Act,1961	0.00	0.00	0.00	0.00
	(c)Profits in lieu of salary under section 17(3)Income-tax Act,1961	0.00	0.00	0.00	0.00
	Stock Option	0.00	0.00	0.00	0.00
	Sweat Equity	0.00	0.00	0.00	0.00
	Commission				
	- as% of profit	0.00	0.00	0.00	0.00
	-others, specify...	0.00	0.00	0.00	0.00
	Others, please specify	0.00	0.00	0.00	0.00
	Total	0.00	0.00	0.00	0.00

VII. PENALTIES/PUNISHMENT/COMPOUNDINGOFFENCES:

There were no penalties, punishment or compounding of fences during the year ended 31st March, 2018.

By Order of the Board of Directors

Place: Ambala
Dated: 28-08-2018

(VINOD KUMAR)
Managing Director
DIN: 00150507

FORM NO. AOC -2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arms length transaction under third proviso thereto.

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

M. K. Proteins Limited has not entered into any contract or arrangement or transaction with its related parties which is not at arm's length during the financial year 2017-18

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	NIL
b)	Nature of contracts/arrangements/transaction	NIL
c)	Duration of the contracts/arrangements/transaction	NIL
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	NIL
e)	Justification for entering into such contracts or arrangements or transactions'	NIL
f)	Date of approval by the Board	NIL
g)	Amount paid as advances, if any	NIL
h)	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	NIL

2. Details of contracts or arrangements or transactions at Arm's length basis.

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	Shree Ganesh Fats (P) Limited, Barotiwala
b)	Nature of contracts/arrangements/transaction	Purchase of Goods by M K Proteins Limited Sale of Goods to Shree Ganesh Fats (P) Limited
c)	Duration of the contracts / arrangements /transaction	Regular Contract on ongoing basis
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	On general commercial terms
e)	Date of approval by the Board	On going contract was entered into in the ordinary course of business and on arm's length basis.
f)	Amount paid as advances, if any	NIL

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	Kamla Oil and Fats (P) Limited, Village Saha, Distt. Ambala
b)	Nature of contracts/arrangements/transaction	Purchase of Goods by M K Proteins Limited
c)	Duration of the contracts/arrangements/transaction	Regular Contract on ongoing basis
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	On general commercial terms
e)	Date of approval by the Board	On going contract was entered into in the ordinary course of business and on arm's length basis.
f)	Amount paid as advances, if any	NIL

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	Shivalik Steels and Alloys (P) Limited, Barotiwala
b)	Nature of contracts/arrangements/transaction	Sale of Goods by M k Proteins Limited
c)	Duration of the contracts / arrangements / transaction	Regular Contract on ongoing basis
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	On general commercial terms

e)	Date of approval by the Board	On going contract was entered into in the ordinary course of business and on arm's length basis.
f)	Amount paid as advances, if any	NIL

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	Kamla Oleo (P) Limited, Barotiwala
b)	Nature of contracts/arrangements/transaction	Sale of Goods by M k Proteins Limited
c)	Duration of the contracts/arrangements/transaction	Regular Contract on ongoing basis
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	On general commercial terms
e)	Date of approval by the Board	On going contract was entered into in the ordinary course of business and on arm's length basis.
f)	Amount paid as advances, if any	NIL

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	Shib Charan Dass Industries (P) Limited
b)	Nature of contracts/arrangements/transaction	Sale of Goods by M k Proteins Limited
c)	Duration of the contracts/arrangements/transaction	Regular Contract on ongoing basis
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	On general commercial terms
e)	Date of approval by the Board	On going contract was entered into in the ordinary course of business and on arm's length basis.
f)	Amount paid as advances, if any	NIL

By Order of the Board of Directors

Place: Ambala
Dated: 28-08-2018

(VINOD KUMAR)
Managing Director
DIN: 00150507

M. K. Proteins Limited

Regd. Office: Naraingarh Road, Village Garnala, Ambala City (Haryana), India - 134003

T: 0171-2679358 | W: www.mkproteins.in | E: info@mkproteins.in

TIN: 06291043467 CIN: U15500HR2012PLC046239

REPORT ON CORPORATE GOVERNANCE (2017-18)

1 Company's Philosophy on code of Corporate Governance:

The foundations of Corporate Governance are transparency, accountability and fairness across operations. **M. K. Proteins Limited** believes that the code of corporate governance is a necessary discipline and a means of achieving and attaining the goals and objectives of the company and only proper governance, implemented in the true spirit would lead to effectiveness and transparency in the functioning of a corporate and achieve maximization of wealth of its stakeholders on sustainable basis. The Board of Directors supports the broad principles of corporate governance. In addition to the basic governance issues, the Board lays strong emphasis on transparency, accountability and integrity. The Company is in compliance with the requirements of the applicable regulations, including the SEBI (Listing obligation and Disclosure Requirements) Regulations, 2015, as applicable, with regard to Corporate Governance.

2 Board of Directors:

We have a Board constituted in compliance with the Companies Act, 2013 and as per the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 in accordance with best practices in corporate governance. The Board functions either as a full Board or through various committees constituted to oversee specific operational areas. Our executive management provides the Board detailed reports on its performance periodically.

As on March 31, 2018, the Company has nine Directors. Of the nine Directors, Seven (7) (i.e. 77.78%) are Non-Executive Directors out of which (5) (i.e. 71.43%) are independent Directors. The Composition of the Board is in conformity with the requirements of Companies Act, 2013 and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015. None of the Non-Executive Directors are responsible for the day to day affairs of the Company. Composition and category of directors is as follows:

<u>Category</u>	<u>Name of the Director</u>
1. Executive directors	Sh. Vinod Kumar (Managing Director)
• Promoters	Sh. Raj Kumar (Whole time Director)
2. Non-Executive director	Sh. Parvind Kumar (Non-Executive Director)
	Sh. Parmod Kumar (Non-Executive Director)
3. Non-Executive Independent directors	Sh. Chatter Singh (Additional Non-Executive Independent Director)
	Sh. Raman Kumar Sah (Additional Non-Executive Independent Director)
	Sh. Abhay Kumar (Additional Non-Executive Independent Director)
	Sh. Dinesh Singh Malik (Additional Non-Executive Independent Director)
	Ms. Laxmi Mandal (Additional Non-Executive Independent Director)

The following table gives the requisite details of Directors, their Directorships in other public companies, Chairmanships/ Memberships in Board Committees of other public companies and their attendance at the Board of Directors Meetings and the last Annual General Meeting are as under:

Name of the Director and Designation	Number of Board Meetings during the year 2017-18		Whether attended Last AGM	Directorships and Chairmanships / Memberships of Board and Board Committees in Other Companies “#”		
	Held	Attended		Director	Member	Chairman
Sh. Vinod Kumar (Managing Director) DIN 00150507	8	8	YES	NIL	NIL	NIL
Sh. Raj Kumar (Whole time Director) DIN 00126983	8	8	YES	NIL	NIL	NIL
Sh. Parvind Kumar (Non-Executive Director) DIN 00126933	8	8	YES	NIL	NIL	NIL
Sh. Parmod Kumar (Non-Executive Director) DIN 00126933	8	8	YES	NIL	NIL	NIL
Sh. Chatter Singh (Non-Executive Independent Director) DIN 07749000	8	8	YES	NIL	NIL	NIL

Sh. Raman Kumar Sah (Non-Executive Independent Director) DIN 07750890	8	8	YES	1	NIL	NIL
Sh. Abhay Kumar (Non-Executive Independent Director) DIN 07506524	8	8	YES	1	NIL	NIL
Sh. Dinesh Singh Malik (Non-Executive Independent Director) DIN 07749708	8	8	YES	NIL	NIL	NIL
Ms. Laxmi Mandal (Non-Executive Independent women Director) DIN 05287716	8	8	YES	NIL	NIL	NIL

Note:

“#”Excluding directorship in private limited companies, foreign companies and Companies incorporated under Section 25 of the Companies Act, 1956.

Independent Directors are non-executive directors as defined under Regulation 16(1)(b) of the SEBI Listing regulations read with Section 149(6) of the Act. The maximum tenure of independent directors is in compliance with the Act. All the Independent Directors have confirmed that they meet the criteria of independence as mentioned under Regulation 16(1)(b) of the SEBI Listing Regulations read with Section 149(6) of the Act.

Number of Board Meetings held and the dates on which held:

During the year the company has held eight (8) Board of Director meetings. The dates on which the meetings were held are given below:

12/04/2017, 23/05/2017, 10/07/2017, 24/08/2017, 28/09/2017, 14/11/2017, 23/01/2018 and 24/03/2018.

The necessary quorum was present for all the meetings.

3 Code of Conduct

The Board of Directors has an important role in ensuring good Corporate Governance and has laid down the Code of Conduct for Directors and Senior Management of the Company. The Code has also been posted on the website of the Company. All Directors and Senior Management personnel have affirmed the compliance thereof for the year ended March 31, 2018.

Declaration

As provided under SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 with regard to Corporate Governance, we affirm that the Company has adopted a Code of Conduct for its employees including Managing Director and Executive Directors. In addition, the Company has adopted a Code of Conduct for its Non-Executive Directors and Independent Directors also. These Codes are available on the Company's website. I further confirm that the Company has in respect of year ended March 31, 2018, received from Board Members and Senior Management personnel of the Company a declaration of compliance with the Code of Conduct as applicable to them.

Ambala
28th August, 2018

VINOD KUMAR
(Managing Director)

4 Audit Committee:

Our Company has constituted an **Audit Committee**, as per the provisions of Section 177 of the Companies Act, 2013 and Regulation 18 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015. The terms of reference of Audit Committee complies with the requirements of Companies Act, 2013 and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015. The committee presently comprises the following 3 (Three) directors and details of the same are given below:

Composition of Audit Committee:

Name of the Director	Status	Nature of Directorship
Sh. Raman Kumar Sah	Chairman	Non-Executive & Independent Director
Sh. Abhay Kumar	Member	Non-Executive & Independent Director
Sh. Vinod Kumar	Member	Managing Director

Note: Mr. Raman Kumar Sah is the Chairman of the Audit Committee. The Company Secretary of the Company acts as the Secretary to the Audit committee.

The objective of the Audit Committee is to keep a vigil and oversight on the Management's financial reporting process with a view to ensure timely and transparent disclosures in the financial statements.

The audit committee meets the requirements of both Section 177 of the Companies Act, 2013 and Regulation 18 of SEBI (Listing Obligation and Disclosure Requirements) Regulations. The committee has all the powers, duties and obligations conferred upon and vested in it in terms of Section 177 of the Companies Act, 2013 as amended from time to time and also such additional powers, functions/features, duties, obligations, discretions and /or any other powers, duties and obligations that may be assigned from time to time by the Board of Directors and the said committee shall submit its reports, recommendations etc., to the Board of Directors on all matters.

The Audit Committee met six (6) times during the year on 12/04/2017, 10/07/2017, 24/08/2017, 28/09/2017, 14/11/2017 and 24/03/2018. The Attendance of the members at the meetings was as follows: -

Name	Status	No. of Meeting held during the year	No. of Meeting Attended
Sh. Raman Kumar Sah (Non-Executive Independent Director)	Chairman	6	6
Sh. Abhay Kumar (Non-Executive Independent Director)	Member	6	6
Sh. Vinod Kumar	Member	6	6

5

Nomination and Remuneration Committee:

i) The brief terms of reference of the Nomination and Remuneration Committee are as follows:

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
2. Formulation of criteria for evaluation of Independent Directors and the Board;
3. Devising a policy on Board diversity;
4. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria lay down and recommended to the Board for their appointment and removal.
5. Whether to extend or continue the term of appointment of the Independent Director, on the basis of the report of performance evaluation of Independent Directors.
6. Such other matters as may from time to time be required by any statutory, contractual or other regulatory requirements to be attended to by such committee.

ii) **Constitution and composition**

Our Company has constituted a *Nomination and Remuneration Committee*. The constitution of the Nomination and Remuneration Committee as per the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of SEBI (Listing Obligation and Disclosure Requirements) Regulations. It comprises of three (3) Non-Executive Directors and all the three are independent Directors. The member of the committee are as given below:

Composition of Nomination and Remuneration Committee

Name of the Director	Status	Nature of Directorship
Sh. Chatter Singh	Chairman	Non-Executive & Independent Director
Sh. Dinesh Singh Malik	Member	Non-Executive & Independent Director
Sh. Abhay Kumar	Member	Non-Executive & Independent Director

iii) **Meeting and attendance**

During the financial year 2017-18, the Nomination and Remuneration Committee met on 10-07-2017, 24-08-2017 and 24-03-2018. The Attendance of the members at the meetings was as follows: -

Name	Status	No. of Meeting held during the year	No. of Meeting Attended
Sh. Chatter Singh (Non-Executive Director)	Chairman	3	3
Sh. Dinesh Singh Malik (Non-Executive Director)	Member	3	3
Sh. Abhay Kumar (Non-Executive Director)	Member	3	3

iv) The Company does not have any employee stock option scheme.

v) **Performance Evaluation Criteria for Independent Directors:**

The performance evaluation criteria for independent directors are determined by the Nomination and Remuneration Committee. An indicative list of factors that were evaluated include participation and contribution by a director, commitment, effective deployment of knowledge and expertise, effective management of relationship with stakeholders, integrity and maintenance of confidentiality and independence of behavior and judgment.

v) **Remuneration Policy:**

According to the volume of work of the company, the Company has increased its work force gradually. Being a small size of company, the Remuneration Policy is designed to create a high performance culture. It enables the company to attract retains and motivates employees to achieve better results. Our business model promotes customers centricity and requires employee's mobility as per project needs. The remuneration policy supports such mobility through pay models that are compliant to local regulations. Presently, the Company has decided to pay remuneration to Executive Directors by way of salary and perquisites. However, the management of the company has decided not to give any remuneration to the non-executive directors of the company in the current year. In compliance with provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the remuneration policy is decided and recommended by the NRC and approved by the Board of directors and Shareholders accordingly. The Details of Remuneration paid/payable to Executive Directors for the year ended 31st March 2018 are given below: -

-Executive Directors:

Name	Salary	Amount Paid / Payable during the year 2017-18
Sh. Raj Kumar (Whole Time Director)	Rs.50000.00 per month	600000.00
Sh. Vinod Kumar (Managing Director)	Rs.50000.00 per month	600000.00

-Key Managerial Personnel (KMP): The Company has not given any remuneration/benefits to any other KMP other than Executive Directors of the Company.

vi) **Non-Executive Directors:** The Company has not given any remuneration/benefits to non-executive directors of the company during the year 2017-18. In respect of Non-Executive Independent Directors, the company has given directors' Setting fee of Rs.50000.00 each for attending Audit Committee meeting during the year 2017-18.

vii) Details of Equity Shares of the Company held by the directors as on 31st March, 2018 are given below: -

Name	Number of Equity Shares Held
-Sh. Vinod Kumar (Managing Director)	180000
-Sh. Raj Kumar (Whole Time Director)	290000
-Sh. Parvind Kumar (Non-Executive Director)	212800

Note: The Company has not issued any convertible debentures.

6 **Policy on Disclosures and Internal Procedure for Prevention of Insider Trading**

We will comply with the provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015 after listing of our Company's shares on the Stock Exchange.

Ms. Shipra Anand, Company Secretary and Compliance Officer, was responsible for setting forth policies, procedures, monitoring and adhering to the rules for the prevention of dissemination of price sensitive information and the implementation of the code of conduct under the overall supervision of the Board. After resignation of her, the managing director of the company is responsible for the same.

6 **Stakeholders/Investors Relationship Committee:**

Our Company has constituted a *Stakeholders/Investors Relationship Committee* to redress the complaints of the shareholders. The Stakeholders Relationship Committee was constituted as per the provisions of Section 178(5) of the Companies Act, 2013 and Regulation 20 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015. The Committee comprises 3 (Three) directors and details of the same are given below:

Composition of Stakeholders Relationship Committee

Name of the Director	Status	Nature of Directorship
Sh. Dinesh Singh Malik	Chairman	Non-Executive & Independent Director
Sh. Raj Kumar	Member	Whole-Time Director
Sh. Parvind Kumar	Member	Non-Executive Director

The Stakeholders Relationship Committee shall oversee all matters pertaining to investors of our Company. The terms of reference of the Stakeholders Relationship Committee include the following:

1. Redressal of shareholders'/investors' complaints.
2. Reviewing on a periodic basis the approval of transfer or transmission of shares, debentures or any other securities made by the Registrar and Share Transfer Agent;
3. Issue of duplicate certificates and new certificates on split/consolidation/renewal.
4. Non-receipt of declared dividends, balance sheets of the Company.
5. Carrying out any other function as prescribed under the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

Name & Designation of Compliance Officer: Ms. Shipra Anand.

Tel: +91 1712679157, 2679358

Email: shipra@mkproteins.in

Note: After resignation of Ms. Shipra Anand, the managing director Sh. Vinod Kumar is responsible to act as Compliance Officer of the Company

Details of investor complaints received and redressed during the year 2017-18 are as follows:

Opening Balance	Received during the year	Resolved during the year	Closing Balance
NIL	NIL	NIL	NIL

7	<u>General Body Meetings:</u>				
	Location and time, where last three Annual General Meetings were held:				
	Year	Type of Meeting	Venue	Date	Time
	2014-15	AGM	Village Garnala, Naraingarh Road, Ambala City – 134003 (Haryana)	30-09-2015	9.30 A.M.
	2015-16	AGM	Village Garnala, Naraingarh Road, Ambala City – 134003 (Haryana)	30-09-2016	9.30 A.M.
	2016-17	AGM	Village Garnala, Naraingarh Road, Ambala City – 134203 (Haryana)	29-09-2017	11.00 A.M.
		EOGM	Village Garnala, Naraingarh Road, Ambala City – 134003 (Haryana)	02-04-2016	11.00 A.M.
		EOGM	Village Garnala, Naraingarh Road, Ambala City – 134003 (Haryana)	17-12-2016	11.00 A.M.

		EOGM	Village Garnala, Naraingarh Road, Ambala City – 134003 (Haryana)	20-01-2017	11.00 A.M.
		EOGM	Village Garnala, Naraingarh Road, Ambala City – 134003 (Haryana)	16-02-2017	11.00 A.M.
	<ul style="list-style-type: none"> Annual General Meeting: No postal ballots were used/invited for voting at the last annual general meeting/extra ordinary general meeting in respect of special resolution passed (if any). There are no special resolutions, which are proposed to be passed through postal ballot for the year under review. The particulars of ordinary/special resolutions passed there at are as under:- <u>3rd AGM held on 30th September 2015 at 9.30 A.M.</u> -No Special resolution passed at this meeting. <u>4th AGM held on 30th September 2016 at 9.30 A.M.</u> -No Special resolution passed at this meeting. <u>5th AGM held on 28th September 2017 at 11.00 A.M.</u> Special Business: -To appoint Ms. Laxmi Mandal, Sh. Abhay Kumar, Sh. Chatter Singh, Sh. Dinesh Singh Malik and Raman Kumar Sah -To approve Material Transaction with related parties. <u>Extra-ordinary General Meeting held on 2nd April 2016 at 11.30 A.M.</u> Special Resolution: -To appoint General Manager Ms. Kritika Garg, Smt. Saumya Garg and Smt. Sunila Garg and fix their remuneration. -To appoint and fix remuneration of Sh. Raj Kumar (Whole Time Director) <u>Extra-ordinary General Meeting held on 17th December 2016 at 11.30 A.M.</u> Special Resolution: -To sub-division of shares of the Company -To Alteration of Memorandum of Association of the Company <u>Extra-ordinary General Meeting held on 20th January 2017 at 11.30 A.M.</u> Special Resolution: -To appoint Sh. Vinod Kumar as Managing Director of the Company -To Re-appoint Sh. Raj Kumar as a Whole time Director of the Company -To Increase authorized share capital of the company -To convert private limited company into a public limited company. -To alteration of capital clause of memorandum of association -To adoption of article of association of the Company. -To increase borrowing power of the company. <u>Extra-ordinary General Meeting held on 16th February 2017 at 11.30 A.M.</u> Special Resolution: -To approve initial public offer of the company. Extraordinary General Meeting: No Extraordinary general meeting of the members was held during the year 2017-18 				
8	Disclosures:				
	<p>a) Disclosures on materially significant, related party transactions, that may have potential conflict with the interests of the company at large: During the year ended 31-03-2018, there were no materially significant related party transactions that may have potential conflict with the interest of the company at large. Other related party transactions have been reported at SI. No. 29 (g) of Notes to Accounts of financial statement forming part of the Annual Report.</p> <p>Transactions with Non-executive Directors: During the year, there are no transactions with non-executive directors.</p> <p>b) Details of non-compliance by the company: There were neither instances of non-compliance by the company nor penalties, strictures imposed on the company by any statutory authority.</p>				

	<p>c) Whistle Blower Policy: The Company promotes ethical behaviour and has in place mechanism for reporting and redressal of illegal and unethical behaviour. The Company has a vigil mechanism and Whistle Blower Policy for due protection of whistle blowers. It is hereby confirmed that no personnel has been denied access to the Audit Committee.</p> <p>d) Risk Management Policy: The board of the Company has formed a risk management committee to frame, implement and monitor the risk management plan for the Company. The Committee is responsible for reviewing the risk management plan and ensuring its effectiveness. The audit committee has additional oversight in the area of financial risks and controls. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis.</p> <p>e) Corporate Social Responsibility (CSR): Provision of Section 135 of the Companies Act, 2013 regarding Corporate Social Responsibility is not applicable to the company hence no Corporate Social Responsibility Committee has been formed during the year and other information related to CSR are not applicable to company.</p> <p>f) Related Party Policy: All material transactions entered into with related parties as defined under the Act and listing agreement during the financial year were in the ordinary course of business and on Arm's Length price. The Company's policy on dealing with related party transactions has been formulated and amended from time to time.</p>
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9	<u>Means of Communication:</u>	
	a) Half-yearly results will be regularly prepared and submitted to the respective authorities well in time.	
	b) Management Discussion and Analysis Report forms part of the Company's Annual Report.	
10	<u>General Shareholder Information:</u>	
	Annual General Meeting	6 th Annual General Meeting
	Day and Date	Friday, 28 th September 2018
	Time	11.00 A.M.
	Venue	Village Garnala, Naraingarh Road, Ambala City – 134 003 (Haryana)
	Financial Calendar	
	Financial Year	April 1, 2018 to March 31, 2019
	Un-audited Financial Results -Half yearly (30-09-2018)	Second week of November, 2018
	Audited Financial Results -Fourth Quarter (31-03-2019)	Last week of May, 2019
	Day of book Closure -Physical mode	21-09-2018 to 28-09-2018 (Both day inclusive)
	Dividend	No dividend has been recommended by the Directors.
	Listing on Stock Exchange	The shares of the Company are listed on the Emerge SME Platform of the National Stock Exchange of India Limited w.e.f. 18 April, 2017
	Market Maker	Choice Equity Broking Private Limited Choice House, Shree Shakambhari Corporate Park, 156-158, J.B. Nagar, Andheri (E), Mumbai – 400099, Maharashtra Tel: +91 22 67079853 Fax: +91 22 67079898 E-mail: sme@choiceindia.com Contact Person: Mr. Premkumar Harikrishnan

	Registrar and Share Transfer Agents and Share Transfer System	Bigshare Services Private Limited E2 Ansa Industrial Estate, Sakivihar Road, Sakinaka Andheri East, Mumbai – 400072 Tel. No.: +91 022 40430200 has been appointed by the company as agency for Dematerialization of shares and as Share Transfer Agent.
	Share Transfer System	Shares lodged in physical form with the Company/its Registrars & Share Transfer Agent are processed and generally returned, duly transferred within 15 days, except in cases where litigation is involved. In respect of shares held in dematerialized mode, the transfer takes place instantaneously between the transferor and transferee at the depository participant(s) through which electronic debit / Credit of the accounts is involved.
	Market Price date-High/Low during each month of the year 2017-18	High, Low (based on daily closing prices) and number of equity shares traded during each month in the year 2017-18 on Emerge SME Platform of the NSE:

	Month	High	Low	Total number of equity shares traded
	April	72.00	70.15	332000
	May	73.70	70.00	94000
	June	72.10	71.90	50000
	July	76.25	72.00	32000
	August	76.45	72.60	52000
	September	79.00	73.50	110000
	October	80.00	69.00	214000
	November	76.90	73.05	130000
	December	81.75	74.90	256000
	January	89.60	75.05	272000
	February	76.85	73.00	260000
	March	80.50	55.00	482000

Dematerialization of Shares and Liquidity

The Company's shares are available for trading in the depository systems of NSDL/ CDSL. As on March 31, 2018, 4170800 equity shares of the Company were dematerialized.

Stock Codes/Symbol (NSE)
ISIN No. for NSDL & CDSL

MKPL
INE964W01013

Distribution of Shareholding as on 31-03-2018

No. of Shares		No. of Shareholders		Shareholdings	
Form	To	Nos.	% to Total	Nos.	% to Total
1001	3000	41	27.89	82000	1.97
3001	5000	24	16.32	96000	2.30
5001	10000	20	13.61	148000	3.55
10001	Above	62	42.18	3844800	92.18
		147	100.00	4170800	100.00

Shareholding Pattern as on 31st March 2018

Category	Number of Equity Shares held	Percentage of Holding
a) Promoters		
Indian	2708800	64.95.00
Foreign	0	0.00
Sub Total (a)	2708800	64.95
b) Public		
Financial Institution/Bank	0	0
Non Institution – Body Corporate	344000	8.25
Individual (Indian Public)	936000	22.45
Foreign Ins	0	0
Others		
Market Maker	88000	2.10
Clearing Member	94000	2.25
Sub Total (b)	1462000	35.05
Grand Total (a + b)	4170800	100.00

Factory Location Village Garnala, Naraingarh Road, Ambala City -134003
(Haryana)

Registered Office Village Garnala, Naraingarh Road, Ambala City -134003
(Haryana)

11. **Certificates by Managing Director (CEO) & CFO- Corporate Accounts**

The Managing Director and CFO of the Company have given the “annual certification on the financial reporting and internal controls to the Board of Directors in accordance with the Listing Regulations. The Annual Certificate given by the Managing Director and CFO of the Company is published in this report.

12. **Report on Corporate Governance**

This chapter, read together with the information given in the chapter entitled as Management discussion and Analysis Report’ constitutes a detailed compliance report on Corporate Governance during 2017-18 in terms of Listing Regulations.

13. **Certificate on Corporate Governance**

The Company has obtained the certificate from the Company Secretary regarding compliance with the provisions relating to Corporate Governance laid down under Listing Regulations, 2015. This certificate will be sent to Stock Exchanges, along with the annual report to be filed by the Company.

By Order of the Board of Directors

Place: Ambala
Dated: 28-08-2018

(Vinod Kumar)
Managing Director
DIN: 00150507

M. K. Proteins Limited

Regd. Office: Naraingarh Road, Village Garnala, Ambala City (Haryana), India - 134003

T: 0171-2679358 | W: www.mkproteins.in | E: info@mkproteins.in

TIN: 06291043467 CIN: U15500HR2012PLC046239

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

1. INDUSTRY STRUCTURE AND DEVELOPMENTS

Our Company is a manufacturing and trading organization having its production/refining plant of Edible Oils. Our manufacturing process involves refining of Crude Oils to obtain Refined Rice Bran Oil, Canola Oil, Soya Bean Oil, Sunflower Oil and Rice Bran Bleached Oil. During the refining process certain by-products are also manufactured such as Rice Bran Fatty Acid Oil, Rice Bran Wax, Gums and Spent Earth which are also saleable. Further, we also import crude oils, process them and sell the finished product. We also trade in both edible and non-edible oils.

Overview of Edible oil Industry: Oilseeds and edible oils are two of the most sensitive essential commodities. India is one of the largest producers of oilseeds in the world and this sector occupies an important position in the agricultural economy, accounting for production of 27.51 million tons of nine cultivated oil seeds during the year 2014-15 (November-October) as per Final Estimates released by the Ministry of Agriculture on 09.05.2016. India contributes about 6-7% of the world oilseeds production. Export of Edible oils was 38317.56 tons in the financial year 2014-15 valued at Rs. 46040.37 Lacs.

Types of Oils commonly in use in India: India is fortunate in having a wide range of oilseeds crops grown in its different agro climatic zones. Groundnut, mustard/rapeseed, sesame, safflower, linseed, niger seed/castor are the major traditionally cultivated oilseeds. Soyabean and sunflower have also assumed importance in recent years. Coconut is most important amongst the plantation crops. Efforts are being made to grow oil palm in Andhra Pradesh, Karnataka, Tamil Nadu and North- Eastern parts of the country in addition to Kerala and Andaman & Nicobar Islands. Among the non-conventional oils, rice bran oil and cottonseed oil are the most important. In addition, oilseeds of tree and forest origin, which grow mostly in tribal inhabited areas, are also a significant source of oils.

Consumption Pattern of Edible Oils in India: India is a vast country and inhabitants of several of its regions have developed specific preference for certain oils largely depending upon the oils available in the region. For example, people in the South and West prefer groundnut oil while those in the East and North use mustard/rapeseed oil. Likewise several pockets in the South have a preference for coconut and sesame oil. Inhabitants of northern plain are basically consumers of fats and therefore prefer Vanaspati, a term used to denote a partially hydrogenated edible oil mixture of oils like soyabean, sunflower, rice bran and cottonseed and oils. Many new oils from oilseeds of tree and forest origin have found their way to the edible pool largely through vanaspati route. Of late, things have changed. Through modern technological means such as physical refining, bleaching and deodorization, all oils have been rendered practically colorless, odorless and tasteless and, therefore, have become easily interchangeable in the kitchen. Oils such as soyabean cottonseed, sunflower, rice bran, palm oil and its liquid fraction- palmolein which were earlier not known have now entered the kitchen. The share of raw oil, refined oil and vanaspati in the total edible oil market is estimated roughly at 35%, 55% and 10% respectively. About 50% of domestic demand of edible oils is met through imports out of which palm oil/palmolein constitutes about 80%. The consumption of refined palmolein (RBD palmolein) as well as its blending with other oils has increased substantially over the years and is used extensively in hotels, restaurants and in preparation of wide varieties of food products.

Major Features of Edible Oil Economy: There are two major features, which have significantly contributed to the development of this sector. One was the setting up of the Technology Mission on Oilseeds in 1986 which has been converted into a National Mission on Oilseeds and Oil Palm (NMOOP) in 2014. This gave a thrust to Government's efforts for augmenting the production of oilseeds. This is evident by the very impressive increase in the production of oilseeds from about 11.3 million tonnes in 1986-87 to 26.68 million tons in 2014-15. Most of the oilseeds are cultivated on marginal land and are dependent on rainfall and other climatic conditions. The other dominant feature which has had significant impact on the present status of edible oilseeds/oil industry has been the program of liberalization under which the Government's economic policy allowing greater freedom to the open market and encourages healthy competition and self regulation rather than protection and control. Controls and regulations have been relaxed resulting in a highly competitive market dominated by both domestic and multinational players.

Overview of Company

Our Company was incorporated as M K Proteins Private Limited under the provisions of the Companies Act, 2013 vide certificate of incorporation dated June 15, 2012 in Ambala, Haryana. Subsequently, the name of our Company was changed to M K Proteins Limited pursuant to shareholder's resolution dated January 20, 2017 and vide fresh certificate of incorporation dated February 08, 2017. Our Company is a manufacturing and trading organization having its production/refining plant of Edible Oils. Our manufacturing process involves refining of Crude Oils to obtain Refined

Rice Bran Oil, Canola Oil, Soya Bean Oil, Sunflower Oil and Rice Bran Bleached Oil. During the refining process certain by-products are also manufactured such as Rice Bran Fatty Acid Oil, Rice Bran Wax, Gums and Spent Earth which are also saleable. Further, we also import crude oils, process them and sell the finished product. We also trade in both edible and non-edible oils. The initial installed capacity of the Plant for manufacturing/refining of Vegetable Refined Oil was 120 TPD, which had further expanded to 250 TPD in the year 2014-15. Our company is focused at production of highest quality of edible oil. Our refinery is completely mechanized and today we produce rice bran oil, sunflower oil etc with protein content, with controlled fiber free from oil residue, ash and sand & silica. This is possible only through sustained levels of cleaning, storage and monitoring arrangements. Our Company based on its extensive experience of its promoters and its standards, conforms to major specifications and customer requirements. We firmly believe in benchmark product quality, customer centric approach, people focus, ethical business practices and good corporate citizenship.

2. BUSINESS STRATEGY

Our Company intends to focus on adhering to the quality standards of our products. Our driving force has always been the quality of our products, as it would enable us to have long term standing relationship with our customers. Since, our products are used for human consumption, we have to ensure that the same meets the standards prescribed by law. Further, our Company has got license to act as manufacturer of Edible Oils and Blended Edible Oils under Food Safety and Standards Act, 2006.

We believe in transparency and commitment in our work with our clients. We have an experienced team for taking care of our manufacturing process and our day to day operations. We also consult with external agencies on a case to case basis on technical and financial aspects of our business. We will consistently put efforts among its group of experienced employees to transform them into an outstanding team of empowered professionals which helps in further accelerating the wheels of development of the Organization.

We intend to cater to the increasing demand of our existing clients and also to increase our existing clientele by enhancing the distribution reach of our products in different parts of the country. Our Company operates from Haryana. We propose to increase our marketing and sales team which can focus on different regions and also maintain cordial relationship with our clients. Enhancing our presence in additional region will enable us to reach out to a larger population. Further our Company believes in maintain long term relationship with our clients in terms of increased sales. We aim to achieve this by adding value to our clients through quality assurance and timely delivery of our products.

3. OPPORTUNITIES, THREATS, RISKS AND CONCERN:

Strengths

We believe that the following strengths have contributed to success and will be competitive advantages for us, supporting our strategy and contribution to improvements in financial performance:

-Our promoters have vast experience in the Edible Oil industry and have always believed in maintaining the best quality in our products. Our Company is dedicated towards quality of our products which has helped us to maintain long term relations with our customers and has also facilitated us to entrench with new customers.

-Along with experienced promoters, our company has a team of employees and workers who assist the top management, having knowledge and expertise of core aspects of Edible Oil industry and marketing. We believe that our experience, knowledge and human resources will enable us to drive the business in a successful and profitable manner.

-Our product portfolio consists of wide range of products which differentiate us from other companies. We have product portfolio ranging from Rice Bran Oil, Sunflower Oil, Canola Oil, Soyabean Oil etc,

Threats and Weakness

Price Volatility: Your Company is exposed to commodity price fluctuations in its business. All major raw materials as well as finished goods being agro-based are subject to market price variations. Prices of these commodities continue to be linked to both domestic and international prices, which in turn are dependent on various Macro/ Micro factors. Prices of the Raw materials and finished products manufactured by your Company fluctuate widely due to a host of local and international factors. Your Company continues to place a strong emphasis on the risk management and has successfully introduced and adopted various measures for controlling the price fluctuations in order to minimize its impact on profitability.

Government Policies: The policies announced by the Government have been progressive and are expected to remain likewise in future, and have generally taken an equitable view towards various stake holders, including domestic farmers, industry, consumers etc.

Growing competition in the Edible oil Industry and Threat of cheap import

Un-established Brand Name, Low advertising and visibility and huge requirement of working capital

Opportunities:

Since its establishment of the company, the customer base has been increased gradually due to its quality product. Now, the final product of the company has duly been accepted in the market and the management are hopeful to achieve better results in the ensuing year.

4. **MARKETING STRATEGY**

We have developed a marketing network across northern states in the country. Our marketing team is led by our Directors who are responsible for the overall marketing strategies. Our success lies in the strength of our relationship with our customers who have been associated with us for a long period. Our Sales & Marketing team is headed by our management which keeps itself updated on the customer preference and changes in their requirements from time to time. Our marketing team is also assisted by a technical team. Our promoters Mr. Vinod Kumar and Mr. Raj Kumar, through their vast experience and good rapport with customers play an instrumental role in quality maintenance and timely delivery of products.

We compete with other manufacturers on the basis of product quality and product price including factors, based on reputation, regional needs and customer convenience. While these factors are key parameters in client's decision matrix in purchasing goods; product quality and product price is often the deciding factor in most deals. Due to industry's fragmented nature, there is no authentic data available to our Company on total industry size and market share of our Company vis-a-vis the competitors. We believe that the principal factors affecting competition in our business include client relationships, reputation, the abilities of employees, market focus and the relative quality and price of the products.

5. **OUTLOOK**

As per the industry sources, the food consumption in India was \$ 135 billion in year 2000. This is expected to be \$ 895 billion by 2020. Coupled with this is the fact that over 60% of population is under the age of 30, who are developing, leading and changing consumption behavior. In the coming year, India's economic indicators such as GDP growth rate, infrastructure focus, good monsoon, Banking reforms, Inflation control, Goods and Service Tax, growing consumerism and disposable income reflects very positive outlook for foods business. International low commodity prices have resulted in increasing demand and imports to bridge the demand-supply gap. This is expected to expand the capacity utilization of all refining facilities.

Considering the global economic scenario and encouraging business conditions in domestic markets, the industry hopes that the Government of India would set (and review from time to time, as may be required) tariff policy so as to stimulate the domestic industry on a consistent basis and harmonize the interest of domestic farmers, processors and consumers through appropriate differential import duties between import of crude and refined edible oils. The industry further hopes that the Government would proactively respond to global factors and genuine requests of the industry on a regular basis so as to foster domestic manufacturing growth and to prop up investments in the domestic manufacturing sector, given the vast potential of edible oil consumption in India.

To bridge the gap between demand and supply, it is, essential to increase the availability of vegetable oils from domestic resources by encouraging diversification of land from good grains to oil seeds, increasing productivity of oil seeds, encourage oil palm cultivation, place oil palm cultivation under plantation crops and fullest exploitation of non traditional domestic sources. This will improve capacity utilization, increase production and productivity thereby bring the industry to be competitive in the international market. The biggest beneficiaries would be the marginal farmers whose entire livelihood depends on the meager earnings that they get from small piece of land.

The Indian economy is showing signs of strength, backed by improvement in overall business sentiments. Given the growth in the overall edible oil consumption, keeping in view the discerning and value conscious need of the growing consumer base, the growth in packed segment has been growing almost twice of the overall edible oil growth in the recent past. The trend is expected to continue due to low base and vast potential.

6. **SEGMENT WISE OR PRODUCT-WISE PERFORMANCE**

The Company is engaged in single activity (i.e. Manufacturing of Vegetable Refined Oil) and there is no separate reportable segment as per AS-17

7. **INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY**

The Company has aligned its current systems of internal financial control with the requirement of Companies Act 2013. The Internal Control is intended to increase transparency and accountability in an organization's process if designing and implementing a system of internal control. The framework requires a company to identify and analyse risks and manage appropriate responses. The Company has successfully laid down the framework and ensured its effectiveness.

The Company's internal controls are commensurate with the size of the company and the nature of its business. These have been designed to provide reasonable assurance with regard to recording and providing reliable financial and

operational information, complying with applicable statutes, safeguarding assets from unauthorized use, executing transactions with proper authorization and ensuring compliance of corporate policies. The company has an audit committee, the details of which are provided in the Corporate Governance Report. The audit committee reviews the internal control system and follows up on the implementation of corrective actions, if required. The committee also meets the company's statutory auditors to ascertain, inter alia their views on the adequacy of internal control system in the Company and keeps the Board of Directors informed of its major observations from time to time. The management also regularly reviews the utilization of fiscal resource, compliance with law, efficiencies, so as to ensure optimum utilization of resources and achieve better efficiencies.

Based on its evaluation (as defined in section 177 of Companies Act 2013), our audit committee has concluded that, as of March 31, 2018, our internal financial controls were adequate and operating effectively.

8. **MATERIAL DEVELOPMENT IN HUMAN RESOURCES/INDUSTRIAL RELATIONS FRONT, INCLUDING NUMBER OF PEOPLE EMPLOYED**

According to the volume of work of the company, the Company has increased its work force gradually. Being a small size of company, the Remuneration Policy is designed to create a high performance culture. It enables the company to attract retains and motivates employees to achieve better results. The company has taken efforts to set up and maintain an efficient work force. The company is taking steps towards maintaining a low attrition rate which it believes shall be achieved by investing in learning and development programmes for employees, competitive compensation, creating a compelling work environment, empowering employees at all levels as well as a well-structured reward and recognition mechanism.

9. **ANALYSIS OF FINANCIALS**

The financial performance of the Company for the last three years are given below:

	(Rs. In Lacs)	
	2017-18	2016-17
Total Revenue	17164.36	16453.49
Total Expenditure	16612.86	15966.03
Other Income	5.59	5.46
EBIDTA	557.09	492.92
Depreciation, amortization and impairment expenses (net)	122.42	121.18
Finance Cost	214.32	220.42
Exceptional item	0.00	0.00
Profit/(Loss) before tax	220.35	151.32
Tax Expense	77.69	52.71
Profit/(Loss) after tax	142.66	98.61

Revenue and Profits: The Company has earned the total revenue of Rs.14475.34 Lacs, Rs.16453.49 Lacs and Rs.17164.36 Lacs in the year 2015-16, 2016-17 and 2017-18 respectively. It reflects the increasing trend in the revenue since its inception. The Company has recorded a Profit/(Loss) after tax of Rs.72.22 Lacs, Rs.98.61 Lacs and Rs.142.66 Lacs in the year 2015-16, 2016-17 and 2017-18 respectively.

10. **CAUTIONARY STATEMENT**

Statements in the management discussion and analysis may be "forward looking" statements within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to your Company's operations include economic conditions affecting demand/supply and price conditions in the domestic and international markets, changes in the Government regulations, tax laws, other statutes and other incidental factors.

By Order of the Board of Directors

Place: Ambala

Dated: 28-08-2018

(Vinod Kumar)
Managing Director
DIN: 00150507

CERTIFICATE OF COMPLIANCE WITH THE CORPORATE GOVERNANCE

To

**The Member of
M. K. Proteins Limited
(Formerly Known as M. K. Proteins Private Limited),**

We have examined the compliance of conditions of Corporate Governance by **M. K. PROTEINS LIMITED (FORMERLY KNOWN AS M. K. PROTEINS PRIVATE LIMITED)**, for the year ended on 31st March, 2018, as stipulated in regulation 17 to 27, clauses (b) to (i) of regulation 46(2) and paragraphs C, D and E of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') pursuant to the Listing Agreement of the Company with stock exchanges.

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

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

We state that in respect of investor grievances received during the year ended 31st March, 2018 no investor grievances are pending against the Company for a period exceeding one month as per the records maintained by the company which are presented to the Shareholders/Investors Grievance Committee.

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

Place: Ambala City

Date: 28-08-2018

**for J. P. Jagdev & Co.,
Company Secretaries,**

**(J. P. Jagdev)
Prop.
C. P. No. 2056**

CHIEF EXECUTIVE OFFICER (CEO)/CHIEF FINANCIAL OFFICER (CFO) CERTIFICATION

To,

**The Board of Directors of M. K. Proteins Limited
Ambala**

Sub: CEO/CFO Certificate

Dear Sir,

We, Vinod Kumar (Chief Executive Officer & Managing Director) and Nipun Garg (Chief Financial Officer) of the company **M. K. Proteins Limited**, to the best of our knowledge and belief, certify that:

1. We have reviewed Balance Sheet, Statement of Profit and Loss and the cash flow statement and all the notes on accounts and Director's Report for the year and that to the best of my knowledge and belief: -
 - (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (ii) these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. There are, to the best of their knowledge and belief, no transactions entered into by the company during the year that are fraudulent, illegal or violation of the company's code of conduct and ethics.
3. We accept responsibility for establishing and maintaining internal controls for financial reporting and that have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
4. We have indicated to the Auditors and the Audit Committee: -
 - (i) significant changes in internal control over financial reporting during the year;
 - (ii) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - (iii) instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.
5. We further declare that all Board members and senior managerial personnel have affirmed compliance with the Code of Conduct and ethics for the current year.

Yours sincerely,

**(VINOD KUMAR)
CEO & MD**

**(NIPUN GARG)
CFO**

**Place: Ambala
Date: 28-08-2018**

INDEPENDENT AUDITORS' REPORT ON FINANCIAL STATEMENTS

To,

The Members of,
M. K. PROTEINS LIMITED
(FORMELY KNOWN AS M. K. PROTEINS PRIVATE LIMITED),

Report on the Financial Statements

We have audited the accompanying financial statements of **M. K. PROTEINS LIMITED, AMBALA** ('the Company'), which comprise the Balance Sheet as at March 31, 2018 and the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the 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 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 the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of these financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

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

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

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

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

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) In the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2018;
- (b) In the case of the Statement of Profit and Loss, of the profit for the year ended on that date;
- (c) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ('the Order') issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure "A", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - (e) On the basis of the written representations received from the Directors as on March 31, 2018, taken on record by the Board of Directors, none of the Directors is disqualified as on March 31, 2018 from being appointed as a Director in terms of Section 164 (2) of the Act.
 - (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in Annexure "B".

- (g) With respect to the other matters to be included in the Auditors' 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 statement as of March 31, 2018;
 - ii) The Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses on long term contracts;
 - iii) There were no amounts which required to be transferred by the Company to the Investor Education and Protection Fund.

Place: Ambala Cantt

Date: 30th May 2018

**For Jayant Bansal & Co.,
Chartered Accountants
Firm Registration No. 004694N**

**JAYANT BANSAL
(PARTNER)
Membership No.: 086478**

ANNEXURE “A” REFERRED TO IN PARAGRAPH 1 UNDER THE HEADING OF “REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS” OF INDEPENDENT AUDITORS’ REPORT OF EVEN DATE OF M. K. PROTEINS LIMITED FOR THE YEAR ENDED MARCH 31, 2018

- (i) In respect of the fixed assets of the Company:
 - (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
 - (b) As explained to us, the fixed assets have been physically verified by the management during the year in accordance with a regular programme of verification adopted by the management which, in our opinion, provides for physical verification of all the fixed assets at reasonable intervals. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
 - (c) According to the information and explanations given to us and the records examined by us, the Company is not having any freehold immovable properties (i.e. land and building) in the name of the Company as at the balance sheet date except land and building, which has been taken on lease agreement renewable every year.
- (ii) As explained to us that, the inventory, except goods-in-transit, has been physically verified during the year by the Management at reasonable intervals and no material discrepancies were noticed on physical verification. In respect of stocks lying with third parties (if any) at the year-end, written confirmations have been obtained by the Management.
- (iii) According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the Register maintained under Section 189 of the Companies Act, 2013 except short term loan given to M/s Saatvik Green Energy Private Limited in which Director Sh. Parmod Kumar was interested as director and same has duly been repaid with interest within short duration.
- (iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Section 185 and 186 of the Act in respect of grant of loans, making investments and providing guarantees and securities, as applicable, except short term loan given to M/s Saatvik Green Energy Private Limited in which one of the Director Sh. Parmod Kumar was interested as director and same has duly been repaid with interest within short duration. The maximum amount involved during the year was Rs.7700000.00 and the year end balance of loans granted to such parties was Nil (Previous year Nil).
- (v) In our opinion and according to the information and explanations given to us, the Company has not accepted deposits from public during the year. Therefore, the provisions of the clause 3 (v) of the Order are not applicable to the Company.
- (vi) We have broadly reviewed the cost records maintained by the Company pursuant to the Rules made by the Central Government under Section 148(1) of the Companies Act, 2013 in respect of its products, and are of the opinion that prima facie the prescribed cost records have been made and maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.
- (vii)
 - (a) According to the records of the company and as per information and explanations given to us, the company has generally been regular in depositing undisputed statutory dues, including Provident Fund, Employee’s State Insurance Fund, Income Tax, Sales Tax, Service Tax, Duty of Customs, Duty of Excise, Value added tax, Cess, Good and Service Tax and other material statutory dues applicable to it with appropriate authorities.
 - (b) According to information and explanations given to us, no undisputed amounts payable in respect of Provident Fund, Employee’s State Insurance Fund, Income Tax, Sales Tax, Service Tax, Duty of Customs, Duty of Excise, Value added tax, Good and Service Tax, Cess and other material statutory dues, applicable to it, were in arrears as at 31st March, 2018 for a period of more than six months from the date they become payable.
 - (c) According to the information and explanation given to us, there are no dues of Income Tax, Sales Tax, Value added Tax, Good and Service Tax, Service Tax, Duty of Custom and, Duty of Excise, applicable to it, which have not been deposited on account of any dispute as on 31-03-2018.
- (viii) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of loans or borrowings to banks/Non-Banking Financial Institution. The Company does not have any loans or borrowings from government and has not issued any debentures.

- (ix) According to the information and explanations given to us, the Company has raised Rs.1023.40 Lacs by way of Indian Public Offering (IPO) and money raised by IPO was applied for the purpose for which the same was raised. The Company has not raised any fresh term loan during the year. However, in respect of old term loans the same have been applied for the purposes for which they were obtained.
- (x) According to the information and explanations given to us, no material fraud by the Company and no fraud on the Company by its officers or employees has been noticed or reported during year.
- (xi) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has paid/provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly paragraph 3 (xii) of the Order is not applicable.
- (xiii) According to the information and explanation given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with Sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statement as required by the applicable accounting standards.
- (xiv) According to the information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year and hence reporting under clause 3 (xiv) of the Order is not applicable to the Company.
- (xv) According to the information and explanations given to us, the Company has not entered into non-cash transaction with directors or persons connected with him and hence reporting under clause 3 (xv) of the Order is not applicable to the Company.
- (xvi) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.

Place: Ambala Cantt

Date: 30th May 2018

**For Jayant Bansal & Co.,
Chartered Accountants
Firm Registration No. 004694N**

**JAYANT BANSAL
(PARTNER)
Membership No.: 086478**

ANNEXURE “B” TO THE INDEPENDENT AUDITOR’S REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS OF M. K. PROTEINS LIMITED

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of **M. K. Proteins Limited**, (“the Company”) as of March 31, 2018 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion considering nature of business, size of operation and organizational structure of the entity, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

Place: Ambala Cantt

Date: 30th May 2018

**For Jayant Bansal & Co.,
Chartered Accountants
Firm Registration No. 004694N**

**JAYANT BANSAL
(PARTNER)
Membership No.: 086478**

M. K. PROTEINS LIMITED, VILLAGE GARNALA, AMBALA
NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2018

[1A] General Information

M. K. Proteins Limited ('the Company') is a public limited company. The registered office of the Company is situated at Village Garnala, Naraingarh Road, Tehsil and Distt. Ambala (Haryana) – 134003. The Company is engaged in manufacturing of Vegetable Refined Oil and by-products (i.e. Rice Bran Fatty, Wax, Gums and Spent Earth) etc. The manufacturing plant is situated at Village Garnala, Naraingarh Road, Tehsil and Distt. Ambala (Haryana). The Company is also engaged in trading of various products (i.e. Rice Bran Oil and other items etc.). The equity shares of the Company have been listed on the Emerge SME Platform of the National Stock Exchange of India Limited w.e.f. 18 April, 2017.

[1B] Summary of Significant Accounting Policies

i) Basis of Preparation of Financial Statement

These financial statements have been prepared in accordance with the generally accepted accounting principles in India under the historical cost convention on accrual basis. These financial statements have been prepared to comply in all material aspects with the accounting standards specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and other relevant provisions of the Companies Act, 2013.

All assets and liabilities have been classified as current or non-current, wherever applicable as per the operating cycle of the Company as per the guidance as set out in the Schedule III to the Companies Act, 2013.

ii) Presentation of Financial Statements

The Balance Sheet and the Statement of Profit and Loss are prepared and presented in the format prescribed in the Schedule III to the Companies Act, 2013 ("the Act"). The Cash Flow Statement has been prepared and presented as per the requirements of Accounting Standard (AS) 3 "Cash Flow Statement". The disclosure requirements with respect to items in the Balance Sheet and Statement of Profit and Loss, as prescribed in the Schedule III to the Act, are presented by way of notes forming part of accounts along with the other notes required to be disclosed under the notified Accounting Standards and the Listing Agreement.

iii) Use of Estimates

The preparation of financial statements requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which the results are known/ materialized.

iv) Tangible Fixed Assets:

i) Fixed Assets have been stated at historical cost less accumulated depreciation and cumulative impairment. Expenses directly related to the construction or acquisition of the fixed assets have been capitalized and added to the particular assets. Pre-operative expenses incurred till the date of capitalization have been apportioned on pro-rata basis. Items of fixed assets not capitalized and other pre-operative expenses to the extent not apportioned are shown under the head "Capital work in progress".

ii) Depreciation/Amortization:

In respect of fixed assets (other than freehold land and capital work-in-progress) acquired during the year, depreciation/amortization is charged on Straight Line method so as to write off the cost of the assets over the useful life and for the assets acquired prior to April 1, 2014, the carrying amount as on April 1, 2014 is depreciated over the remaining useful life of assets as prescribed in Schedule II to the Companies Act, 2013. Depreciation in respect of addition/deduction to fixed assets during the year has been charged on pro-rata basis.

v) Impairment of Assets

At each Balance Sheet date, the management reviews the carrying amounts of its assets to determine whether there is any indication that those assets were impaired. If any such indication exists, the recoverable amount of the assets is estimated in order to determine the extent of impairment loss. Recoverable amount is the higher of an asset's net selling price and value in use. In assessing value in use, the estimated future cash flows expected from the continuing use of the assets and from its disposal and discounted to their present value using a pre-tax discounted rate that reflects the current market assessments of time value of money and risks specific to the asset.

Reversal of impairment loss is recognized immediately as income in the Statement of Profit and loss.

- vi) **Revenue Recognition**
- Revenue from the sale of goods is recognized upon delivery, which is when title passes to the customer. Sales are stated net of trade discounts and sales taxes.
 - Other items of income are accounted as and when the right to receive arises.
 - The expenses and income considered payable and receivable respectively are accounted for on accrual basis.
- vii) **Retirement Benefits**
- The Company's contribution to the recognized Provident/Family Pension Fund and Employees State Insurance Fund (Defined Contribution Scheme) schemes whether in pursuance of any law or otherwise is accounted on accrual basis and charged to the Statement of Profit and Loss of the year.
 - Gratuity Fund: The retirement gratuity benefit to employees is accounted for on accruing basis for the employees', based on their last drawn salary, completed years of services, instead of ascertaining actuarial impact.
 - Leave encashment benefit is considered and provided, based on actual as at the end of the financial year.
- viii) **Valuation of Inventories**
- Inventories are valued as under: -
- | | |
|---|---|
| -Raw Material, packing material, chemicals and fuel | At cost or net realizable value whichever is less |
| -Finished/Semi-finished goods (including by-products) | At cost or net realizable value whichever is less |
| -Stores and spares | At cost or net realizable value whichever is less |
| -Stock-in-Trade | At cost or net realizable value whichever is less |
- Note:**
- Cost for the purpose of valuation of finished/semi-finished goods (including by-products) is determined by considering material, labour and other related overheads.
- Cost of trading items includes cost of purchase & other costs of acquisition attributable thereto.
- Excise duty on finished goods manufactured is accounted for on clearance of goods from factory premises.
- ix) **Borrowing Cost**
- Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalized as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. All other borrowing costs are recognized as an expense in the period in which they are incurred.
- x) **Taxes on income**
- Provision for current tax is made on the basis of taxable income and tax credits computed in accordance with the provisions of Income Tax Act, 1961.
 - Deferred tax expenses or benefit is recognized on timing differences being the difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date.
- xi) **Miscellaneous Expenditure**
- Preliminary expenses are being written off over a period of 10 years.
- xii) **Provisions, Contingent Liabilities and Contingent Assets**
- Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognized but are disclosed in the notes. Contingent Assets are neither recognized nor disclosed in the financial statements.
- xiii) **Foreign currency transactions and foreign operations**
- The reporting currency of the Company is Indian rupee.
 - Foreign currency transactions are recorded on initial recognition in the reporting currency, using the exchange rate at the date of the transaction. At each balance sheet date, foreign currency monetary items are reported using the closing rate. Non-monetary items, carried at historical cost denominated in a foreign currency, are reported using the exchange rate at the date of the transaction.
 - Any income or expense on account of exchange difference either on settlement or on translation is recognized in the Statement of Profit and Loss, except in case of long term liabilities, where they relate to acquisition of fixed assets, in which case they are adjusted to the carrying cost of such assets.

xiv) **Cash and Cash Equivalents**

The Company considers all highly liquid financial instruments, which are readily convertible into cash and have original maturities of three months or less from the date of purchase, to be cash equivalents.

xv) **Cash Flow Statement**

Cash flows are reported using the indirect method, whereby profit before tax is adjusted from the effect of transactions of non cash nature, any deferrals or accruals of past or future operating cash receipts or payments and items of income or expenses associated with investing or financing cash flows. The cash flow from operating, investing and financing activities is segregated.

xvi) **Extraordinary and exceptional items**

Income or expenses that arise from events or transactions that are clearly distinct from the ordinary activities of the Company are classified as extraordinary items. Specific disclosures of such events/transactions are made in the financial statements. Similarly, any external event beyond the control of the Company significantly impacting income or expense is also treated as extraordinary item and disclosed as such.

On certain occasions, the size, type or incidence of an item of income or expenses, pertaining to the ordinary activities of the Company is such that its disclosure improves an understanding of the performance of the Company. Such income or expenses is classified as an exceptional item and accordingly disclosed in the notes to accounts.

xvii) **Lease Accounting:**

As a Lessor: The Company has given assets on an operating lease basis. Lease rentals are accounted on accrual basis in accordance with the respective lease agreements.

As a Lessee: Operating lease payments are recognized as expenditure in the Statement of Profit and Loss as per the terms of the respective lease agreements.

xviii) **Earning Per Share**

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

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

[29] OTHER NOTES FORMING PART OF THE ACCOUNTS

- a) The Balance Sheet as on March 31, 2018 and the Statement of Profit and Loss for the year ended March 31, 2018 are drawn and presented as per the new format prescribed under Schedule III to the Companies Act, 2013.
- b) Previous year figures have been re-grouped/re-classified where ever necessary to confirm to the current presentation.
- c) Contingent Liabilities and Commitments (To the extent not provided for)

	2017-18 (Rs. in Lacs)	2016-17 (Rs. in Lacs)
-Contingent Liabilities (if any)	NIL	NIL
-Commitments	NIL	NIL

- d) Management has periodically reviewed the value in use/net realizable value of all its assets and ascertained that the value in use/net realizable value of all its assets at the end of the year is more than the book value after depreciation (amortization), hence no provision for impairment has been made during the year.
- e) In respect of provision for retirement gratuity benefits to employees, the company has decided to give the benefit out of its own funds and creates the provision of Rs.104422.00 by charging to statement of profit and loss as accruing liability during the year. Due to few persons being employed in the company, the accruing liability has been calculated as per method on the assumption that such benefits are payable to all the employees at the end of the accounting year, reviewable every year. The total accumulated provision for retirement gratuity benefits to employees as on March 31, 2018 amounts to Rs.311538.00 (Previous year Rs.207116.00).
- f) Pursuant to Initial Public Offering (IPO), 1462000 Equity Shares of face value of Rs.10/- per share allotted on dated April 12, 2017 at a premium of Rs.60/- per share aggregating to Rs.1023.40 Lacs. Out of which 74000 Equity Shares reserved for subscription by Market Maker to the issue and balance 1388000 shares offered to the Public. The Company has incurred expenses of Rs.4182639.00 (net of service tax) relating to fresh issue of equity shares which has been adjusted to securities premium in terms of Section 52 of the Companies Act, 2013. The equity shares have been listed on the Emerge SME Platform of the National Stock Exchange of India Limited w.e.f. 18 April, 2017.

Details of utilization of IPO Proceeds are as under:

Sr. No.	Category wise Utilization	As Stated in Prospectus	Actual Utilization	(Rs. In Lacs) Deviation
1.	Working Capital Requirement	973.40	981.57	(8.17)
2.	IPO Expenses	50.00	41.83	8.17

The IPO proceeds of Rs.1023.40 Lacs were fully utilized as per terms of prospectus. The deviations in utilization of proceeds were adjusted among various heads internally.

g) RELATED PARTY DISCLOSURES :

During the year, the company has carried out some transactions with the following persons, firms (in which the directors of the company are interested) related to expenditure and other transactions. The details of the same are as under: -

A. Related parties and their relationship

1. Key Management Personnel

- Sh. Vinod Kumar (Managing Director)
- Sh. Raj Kumar (Whole time Director)
- Sh. Parvind Kumar (Director)
- Sh. Parmod Kumar (Non-Executive Director)
- Sh. Nipun Garg (Chief Financial Officer)

2. Relatives of Key Personnel

- Sh. Madan Lal, Smt. Kamla Rani, Smt. Teena Garg, Smt. Shivani Garg, Smt. Sunila Garg, Smt. Sheel Garg, Smt. Saumya Garg Sh. Pragun Garg, Sh. Neelash Garg, Miss Eshika Garg and Miss Kritika Garg etc.

3. Enterprises owned or significantly influenced by key management personnel or their relatives

- M/s Shivalik Steels & Alloys (P) Ltd., Barotiwala (H.P.)
- M/s Kamla Oleo (P) Ltd., Barotiwala (H.P.)
- M/s Shree Ganesh Fats Private Limited, Barotiwala (H.P.)
- M/s Kamla Oils and Fats Private Limited, Village Saha, Distt. Ambala (Haryana)
- M/s Shib Charan Dass Industries Private Limited, Ambala
- M/s Saatvik Green Energy Private Limited, Ambala

B. Transactions with related parties for the year ended 31st March 2018					
					(Rs. In Lacs)
	Particulars	Key Management Personnel	Relative of Key Management Personnel	Enterprises owned or significantly influenced by key management personnel or their relatives	Total
1	<u>Purchases</u>				
	-Goods and Material	0.00	0.00	3662.98	3662.98
		(0.00)	(0.00)	(4183.92)	(4183.92)
2	<u>Sales</u>				
	-Goods and Material	0.00	0.00	1742.30	1742.30
		(0.00)	(0.00)	(528.26)	(528.26)
	-Consignment Sales	0.00	0.00	824.68	824.68
		(0.00)	(0.00)	(2381.22)	(2381.22)
3	<u>Expenses</u>				
	-Directors' Remuneration	12.00	0.00	0.00	12.00
		(32.50)	(0.00)	(0.00)	(32.50)
	-Directors' Sitting Fee	2.50	0.00	0.00	2.50
		(0.00)	(0.00)	(0.00)	(0.00)
	-Salary to Staff	0.00	90.00	0.00	90.00
		(0.00)	(90.00)	(0.00)	(90.00)
	-Interest paid to other	0.00	0.00	96.93	96.93
		(0.00)	(0.00)	(80.07)	(80.07)
	-Lease Rent Paid	0.00	0.00	9.00	9.00
		(0.00)	(0.00)	(9.00)	(9.00)
	-Commission and Brokerage Paid	0.00	0.00	4.12	4.12
		(0.00)	(0.00)	(11.91)	(11.91)
4	<u>Income</u>				
	-Cash Discount Received	0.00	0.00	35.68	35.68
		(0.00)	(0.00)	(21.57)	(21.57)
	-Interest Received on other advances	0.00	0.00	1.94	1.94
		(0.00)	(0.00)	(0.86)	(0.86)

B.	Balance with related Parties as at 31st March 2018				
1	-Loan and Advance taken	0.00	0.00	807.79	807.79
		(0.00)	(0.00)	(807.79)	(807.79)
2	-Trade Receivables	0.00	0.00	1641.80	1641.80
		(0.00)	(0.00)	(368.13)	(368.13)
3	-Trade Payables	0.00	0.00	283.07	283.07
		(0.00)	(0.00)	(619.78)	(619.78)
4	-Other Creditors	0.00	0.00	0.00	0.00
		0.00	0.00	(0.62)	(0.62)
5	-Interest accrued and due on Deposits / Borrowings	0.00	0.00	0.00	0.00
		0.00	0.00	(53.14)	(53.14)
6	-Interest accrued and due on Deposits/Advances	0.00	0.00	0.00	0.00
		0.00	0.00	(0.77)	(0.77)
	<i>Note: Figures given in bracket represent previous year</i>				

D. Disclosure of material transactions/balances with related parties

		2017-18	2016-17
1	<u>Purchases</u>		
	-M/s Shree Ganesh Fats (P) Limited, Barotiwala	25000000.00	213463820.00
	-M/s Kamla Oil and Fats (P) Limited, Saha	341298183.00	204928325.00
2	<u>Sales</u>		
	-M/s Shree Ganesh Fats (P) Limited, Barotiwala	80758718.00	0.00
	-M/s Shivalik Steels & Alloys Private Limited	81955706.00	7979760.00
	-M/s Kamla Oleo (P) Limited, Barotiwala	1002499.00	44846543.00
	-M/s Shib Charan Dass Industries (P) Limited	10512750.00	0.00
3	<u>Consignment Sales</u>		
	-M/s Shivalik Steels & Alloys Private Limited	82468498.00	238122212.00
4	<u>Directors' Remuneration</u>		
	-Sh. Raj Kumar	600000.00	3100000.00
	-Sh. Vinod Kumar	600000.00	150000.00
5	<u>Directors' Sitting Fee</u>		
	-Sh. Laxmi Mandal	50000.00	0.00
	-Sh. Abhay Kumar	50000.00	0.00
	-Sh. Chatter Singh	50000.00	0.00
	-Sh. Dinesh Singh Malik	50000.00	0.00
	-Sh. Raman Kumar Sah	50000.00	0.00
6	<u>Salary to Staff</u>		
	-Smt. Sunila Garg	3000000.00	3000000.00
	-Smt. Soumya Garg	3000000.00	3000000.00
	-Ms. Kritika Garg	3000000.00	3000000.00
7	<u>Interest Paid to Others</u>		
	-Key Management (Directors)	0.00	0.00
	-Relative of Key Management	0.00	0.00
	-Associate/sister concern	9693456.00	8006523.00
8	<u>Lease Rent Paid</u>		
	-M/s Shib Charan Dass Industries (P) Limited	900000.00	900000.00

9	<u>Commission & Brokerage Paid</u>		
	-M/s Shivalik Steels & Alloys Private Limited	412344.00	1190608.00
10	<u>Cash Discount Received</u>		
	-M/s Kamla Oil and Fats (P) Limited, Saha	3568221.00	2156872.00
11	<u>Interest Received on other Advances</u>		
	-Associate/sister concern	194250.00	85972.00
12	<u>Loan and Advance Taken</u>		
	-Associate/sister concern	80778801.00	80778801.00
13	<u>Trade Receivables</u>		
	-M/s Shivalik Steels and Alloys Private Limited	68915956.00	0.00
	-M/s Kamla Oleo (P) Limited, Barotiwala	0.00	36813300.00
	M/s Shib Charan Dass Industries (P) Ltd	11038386.00	0.00
	-M/s Shree Ganesh Fats Private limited	84225239.00	0.00
14	<u>Trade Payables</u>		
	-M/s Kamla Oil & Fats (P) Limited, Saha	28306563.00	29954288.00
	M/s Shib Charan Dass Industries (P) Ltd	0.00	20840186.01
	-M/s Shree Ganesh Fats Private limited	0.00	11183483.00
15	<u>Other Creditors</u>		
	M/s Shib Charan Dass Industries (P) Ltd	0.00	62000.00
16	<u>Interest accrued and due on Deposits/Borrowings</u>		
	-Associate/sister concern	0.00	5313557.00
17	<u>Interest accrued and due on Deposits/Advances</u>		
	-Associate/sister concern	0.00	77375.00

h) The Company is engaged in single activity (i.e. Manufacturing of Vegetable Refined Oil) and there is no separate reportable segment as per AS-17

i) **Disclosure Under Clause 34(3) of the SEBI (Listing obligations and disclosure Requirements) Regulations, 2015**

	2017-18		2016-17	
	As At March 31, 2018	Maximum Balance during March 31, 2018	As At March 31, 2017	Maximum Balance during March 31, 2017
-Loan and Advances in the nature of Loan to Subsidiaries	NIL	NIL	NIL	NIL
-Loan and Advances in the nature of Loan to Associate Concerns	NIL	NIL	NIL	NIL
-Loans or Advances in the nature of loans to Firms/Companies in which directors are interested.				
M/s Saatvik Green Energy Private Limited	0.00	77.00	0.00	95.00
-Investment by the loanee in the shares of the company, when the company has made a loan or advance in the nature of loan	NIL	NIL	NIL	NIL

j) **Additional Information:**

1) Details of Raw Materials, Purchase of stock-in-trade, Sales and Inventories are broadly given in respective note no. 21, 22, 19 and 14.

2)	Auditors' Remuneration and expenses (Including service tax/GST) charged to the accounts:	2017-18	2016-17
	-Statutory Audit fee	265500.00	143750.00
	-Tax Audit Fee	29500.00	28750.00
	Total	295000.00	172500.00
	-Cost Auditors' Remuneration	35000.00	35000.00
3)	Value of imports (on C.I.F. basis) by the company during the financial year in respect of	2017-18	2016-17
	-Raw Materials and Chemicals	60066006.48	379947640.89
	-Traded Goods	NIL	51559100.00
	-Components and spare parts	NIL	NIL
	-Capital Goods	NIL	NIL
4)	Expenditure in foreign Currency during the financial year on account of	2017-18	2016-17
	-Royalty and technical know how fee	NIL	NIL
	- Professional consultation fee	NIL	NIL
	-Interest and other matters	NIL	NIL
5)	Value of imported and indigenous raw material and consumable stores and spares consumed are broadly given in respective note no. 21 and 25.		
6)	Dividends remitted in foreign currency:	2017-18	2016-17
	-Dividends remitted in foreign currency	NIL	NIL
7)	Earnings in foreign exchange:	2017-18	2016-17
	-Export of goods on F.O.B. basis	NIL	NIL
	-Royalty, know how and professional consultation fee.	NIL	NIL
	-Interest and dividend etc.	NIL	NIL
	-Other receipts	NIL	NIL

(VINOD KUMAR)
[DIN 00150507]
Managing Director

NIPUN GARG
CHIEF FINANCIAL OFFICE

(RAJ KUMAR)
[00126983]
Whole time Director

Place: Ambala Cantt

For Jayant Bansal & Co.,
Chartered Accountants
Firm Registration No. 004694N

Date: 30th May 2018

JAYANT BANSAL
(PARTNER)
M. No. 086478

M/S M. K. PROTEINS LIMITED, VILLAGE GARNALA, AMBALA**BALANCE SHEET AS AT 31ST MARCH 2018**

PARTICULARS		NOTE NO.	AS AT 31-03-2018 (RS.)	AS AT 31-03-2017 (RS.)
I EQUITY AND LIABILITIES				
<u>SHARE HOLDERS' FUND</u>				
-Share Capital	2	41708000.00		27088000
-Reserves and Surplus	3	113282736.33	154990736.33	15475754
				42563754
SHARE APPLICATION MONEY PENDING ALLOTMENT				
			0.00	0
<u>NON-CURRENT LIABILITIES</u>				
-Long Term Borrowings	4	116197152.49		121202057
-Deferred Tax Liabilities (Net)	5	1132573.00		2021957
-Other Long Term Liabilities		0.00		0
-Long Term Provisions	6	311538.00		207116
			117641263.49	123431130
<u>CURRENT LIABILITIES</u>				
-Short Term Borrowings	7	208674925.19		181046072
-Trade Payables	8	52334140.00		93491334
-Other Current Liabilities	9	18702887.02		19567575
-Short Term Provisions	10	8658290.00		5603236
			288370242.21	299708217
Total Rs.			561002242.03	465703101
II ASSETS				
<u>NON-CURRENT ASSETS</u>				
-Fixed Assets				
Tangible Assets	11	57546522.00		69788790
Intangible Assets		0.00		0
Capital Work-in-Progress		0.00		0
Intangible Assets Under Development		0.0		0
		57546522.00		69788790
-Deferred Tax Assets (Net)	5	0.00		0
-Long Term Loans and Advances	12	4785804.00		4234804
-Other Non-Current Assets	13	52260.00		2400648
			62384586.00	76424242
<u>CURRENT ASSETS</u>				
-Inventories	14	300241785.08		333155179
-Trade Receivables	15	185189172.00		45880873
-Cash and Bank Balances	16	2034398.95		350353
-Short Term Loan and Advances	17	11134880.00		9797660
-Other Current Assets	18	17420.00		94795
			498617656.03	389278859
Total Rs.			561002242.03	465703101
			0.00	0

SIGNIFICANT ACCOUNTING POLICIES**1****OTHER NOTES FORMING PART OF THE ACCOUNTS****29**

As per our report on even dated attached

For Jayant Bansal & Co.,

Chartered Accountants

(JAYANT BANSAL)

PARTNER

M.No. 086478

Place: Ambala Cantt

Dated: 30-05-2018

For and on behalf of the Board

(VINOD KUMAR) [DIN 00150507]

MANAGING DIRECTOR

(RAJ KUMAR) [00126983]

(WHOLE TIME DIRECTOR)

NIPUN GARG

(CHIEF FINANCIAL OFFICER)

M/S M. K. PROTEINS LIMITED, VILLAGE GARNALA, AMBALA
STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2018

PARTICULARS	NOTE NO.	FOR THE PERIOD ENDED 31-03-2018 (RS.)	FOR THE YEAR ENDED 31-03-2017 (RS.)
REVENUE			
-Revenue from Operations (Gross)	19	1718194782.00	1650066866
Less: Excise Duty		<u>1758717.00</u>	<u>4717818</u>
Revenue from Operations (Net)		1716436065.00	1645349048
-Other Income	20	558903.00	545786
Total Revenue Rs.		1716994968.00	1645894834
EXPENSES			
-Cost of Material Consumed	21	1358504239.10	1390802560
-Purchase of Stock-in-Trade	22	247875707.00	254649976
-Changes in inventories of Finished/Semi-Finished and Stock-in-trade	23	(27051204.65)	(182383315)
-Employees Benefit Expenses	24	16789145.00	17728031
-Manufacturing, Operation and Other Expenses	25	65168288.60	115805618
-Finance Costs	26	21431732.04	22042232
-Depreciation and Amortization Expenses	11	12242268.00	12118210
Total Expenses Rs.		1694960175.09	1630763313
PROFIT BEFORE EXCEPTIONALAND EXTRAORDINARY ITEMS AND TAX		22034792.91	15131521
EXCEPTIONAL ITEMS		0.00	0
NET PROFIT BEFORE EXTRAORDINARY ITEMS AND TAX		22034792.91	15131521
EXTRAORDINARY ITEMS		0.00	0
NET PROFIT BEFORE TAX		22034792.91	15131521
TAX EXPENSES	27		
-Provision for Current Taxation		8658290.00	5603236
-Deferred Tax Liability/(Adjustment)		(889384.00)	(332442)
NET PROFIT FOR THE YEAR AFTER TAX		14265886.91	9860727
EARNING PER SHARES:	28		
-Basic Earning Per Share		3.42	4
-Diluted Earning Per Share		3.42	4
SIGNIFICANT ACCOUNTING POLICIES	1		
OTHER NOTES FORMING PART OF THE ACCOUNTS	29		
As per our report on even dated attached For Jayant Bansal & Co., Chartered Accountants		For and on behalf of the Board (VINOD KUMAR) [DIN 00150507] MANAGING DIRECTOR (RAJ KUMAR) [00126983] (WHOLE TIME DIRECTOR) NIPUN GARG (CHIEF FINANCIAL OFFICER)	
(JAYANT BANSAL) PARTNER M.No. 086478 Place: Ambala Cantt Dated: 30-05-2018			

M/S M. K. PROTEINS LIMITED, VILLAGE GARNALA, AMBALA
CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2018

PARTICULARS	2017-18 (Rs.)	2016-17 (Rs.)
<u>A. CASH INFLOW/(OUTFLOW) FROM OPERATING ACTIVITIES</u>		
Net Profit/(Loss) before tax	22034792.91	15131521
<u>Adjustment for: -</u>		
-Depreciation	12242268.00	12118210
-Interest paid	21431732.04	22042232
-Provision for Retirement Gratuity Benefit to Employees	104422.00	27981
-Preliminary Expenses Written off	17420.00	17420
-Interest Income	(232903.00)	0
-(Profit)/Loss on Sale of Assets	0.00	0
	<u>33562939.04</u>	<u>34205843</u>
Operating profit before working capital changes	55597731.95	49337364
<u>Adjustment for changes in working capital: -</u>		
-Increase/(decrease) in Trade and other Payables	(41043755.01)	16176559
-(Increase)/decrease in Trade Receivables	(139308299.00)	60749459
-(Increase)/decrease in Inventories	32913393.45	(131735664)
-(Increase)/decrease in Loans and Advances	523233.72	(4478834)
	<u>(146915426.84)</u>	<u>(59288480)</u>
Cash generated from operations	<u>(91317694.89)</u>	<u>(9951116)</u>
(i) Income Tax paid	(7459956.00)	(3836266)
(ii) Interest paid	(21431732.04)	(22042232)
(iii) Dividend paid	0.00	0
	<u>(28891688.04)</u>	<u>(25878498)</u>
Net Cash inflow/(outflow) from operating activities (A)	<u>(120209382.93)</u>	<u>(35829614)</u>
<u>B. CASH INFLOW/(OUTFLOW) FROM INVESTING ACTIVITIES</u>		
-Sale Proceeds of fixed assets	0.00	0
-Increase in Tangible and Intangible Assets (Including Capital work-in-progress)	0.00	(10235338)
-Sundry Creditors for Capital goods	(500000.00)	842000
-Interest Income	232903.00	
-(Increase)/decrease in Long Term Advances & Other Non Current Assets	(473625.00)	(4184345)
	<u>(740722.00)</u>	<u>(13577683)</u>
Net Cash Inflow/(Outflow) from investing activities (B)	<u>(740722.00)</u>	<u>(13577683)</u>
<u>C. CASH INFLOW/(OUTFLOW) FROM FINANCING ACTIVITIES</u>		
-Increase/(decrease) in short term bank borrowings (i.e. cash credit and overdraft facilities)	5798853.34	2594734
-Increase/(Proceeds from long/short term bank and other Long term funds)	21830000.00	86688000
-Repayment of Long Term Fund (Tem Loans and other Unsecured Loans)	(5483030.96)	(43511949)
-Proceeds from issue of share capital (Including Share Premium under Public issue and net of issue expenditure incurred)	100488329.00	0
	<u>122634151.38</u>	<u>45770785</u>
Net Cash inflow/(outflow) from financing activities (C)	<u>122634151.38</u>	<u>45770785</u>

Net Cash flow during the year (A+B+C)	1684046.45	(3636512)
Cash and Cash Equivalent (Opening Balance) [Note no. 16]	350352.50	3986865
Cash and Cash Equivalent (Closing Balance) [Note no. 16]	2034398.95	350353
Earmarked Short-term Bank Deposits	0.00	0
Cash and Bank Balances at the end of the year [Note no. 16]	2034398.95	350353
SIGNIFICANT ACCOUNTING POLICIES	1	
OTHER NOTES FORMING PART OF THE ACCOUNTS	29	

As per our report on even dated attached
For Jayant Bansal & Co.,
Chartered Accountants

(JAYANT BANSAL)
PARTNER
M.No. 086478
Place: Ambala Cantt
Dated: 30-05-2018

For and on behalf of the Board

(VINOD KUMAR) [DIN 00150507]
MANAGING DIRECTOR

(RAJ KUMAR) [00126983]
(WHOLE TIME DIRECTOR)

NIPUN GARG
(CHIEF FINANCIAL OFFICER)

[2]

SHARE CAPITAL

The authorized, issued, subscribed and paid-up share capital comprises of equity shares having at par value of Rs.10/- each as follows:

PARTICULARS	AS AT 31-03-2018 (Rs.)	AS AT 31-03-2017 (Rs.)
Authorised Share Capital		
5000000 [Previous year 5000000] Equity Shares of Rs.10/- each	50000000.00	50000000
Issued, Subscribed and Paid-up Share Capital		
4170800 [Previous year 2708800] Equity Shares of Rs.10/- each fully paid-up	41708000.00	27088000
TOTAL RS.	41708000.00	27088000

Notes:a) **RECONCILIATION STATEMENT OF THE NUMBER OF EQUITY SHARES OUTSTANDING:**

PARTICULARS	AS AT 31-03-2018		AS AT 31-03-2017	
	NUMBER OF SHARES	AMOUNT (Rs.)	NUMBER OF SHARES	AMOUNT (Rs.)
EQUITY SHARES				
Equity Shares at the beginning of the year	2708800	27088000.00	677200	6772000
Add: No. of fully paid-up Bonus Equity Shares issued	0	0.00	2031600	20316000
Add: No. of fully paid-up Equity Shares issued through Public Issue during the year	1462000	14620000.00	0	0
Less: No. of Share forfeited/buy-back during the year	0	0.00	0	0
Equity Shares at the End of the year	4170800	41708000.00	2708800	27088000

Note: "a":

Pursuant to Initial Public Offering (IPO), 1462000 Equity Shares of face value of Rs.10/- per share allotted on dated April 12, 2017 at a premium of Rs.60/- per share aggregating to Rs.1023.40 Lacs. Out of which 74000 Equity Shares reserved for subscription by Market Maker to the issue and balance 1388000 shares offered to the Public. The Company (i.e. Equity Shares) were listed on Emerge SME Platform of the National Stock Exchange of India Limited w.e.f. 18 April, 2017. The Company has incurred expenses of Rs.4182639.00 (net of service tax) relating to fresh issue of equity shares which has been adjusted to securities premium in terms of Section 52 of the Companies Act, 2013.

b) **DETAILS OF EQUITY SHARES HELD BY SHAREHOLDERS HOLDING MORE THAN 5% OF THE AGGREGATE SHARES IN THE COMPANY**

NAME OF THE SHAREHOLDER	AS AT 31-03-2018		AS AT 31-03-2017	
	NO. OF SHARES	% HELD	NO. OF SHARES	% HELD
Sh. Parvind Kumar S/o Sh. Madan Lal	212800	5.10%	212800	7.86%
Sh. Raj Kumar S/o Sh. Madan Lal	290000	6.95%	290000	10.71%
Sh. Vinod Kumar (HUF)	260000	6.23%	260000	9.60%
Sh. Parmod Kumar (HUF)	264000	6.33%	264000	9.75%
Sh. Pragun Garg S/o Sh. Parvind Kumar	264000	6.33%	264000	9.75%
Smt. Shivani Garg W/o Sh. Raj Kumar Garg	254800	6.11%	254800	9.41%
Smt. Sunila Garg W/o Sh. Parmod Kumar	238000	5.71%	238000	8.79%
Sh. Raj Kumar(HUF)	194000	4.65%	194000	7.16%
Sh. Vinod Kumar S/o Sh. Madan Lal	180000	4.32%	180000	6.65%
-Smt. Sheel Garg W/o Sh. Vinod Kumar	175200	4.20%	175200	6.47%
TOTAL EQUITY SHARES	2332800	55.93%	2332800	86.12%

c) **Terms/rights attached to equity shares:**

The Company has only one class of share capital, i.e. equity shares having face value of Rs.10/- per share. Each holder of fully paid equity Share is entitled to one vote per share. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company in proportion of their shareholding.

d) The aggregate number of equity shares allotted as fully paid up by way of bonus shares in immediately preceding five years ended March 31, 2018 are 2031600 (Previous period of five years ended March 31, 2017: 2031600 Shares)

e) The Initial Authorized Capital of Rs.10000000.00 (Rupees One Crore only) consisting of 100000 Equity Shares of face value of Rs.100/- each was sub-divided into Rs.10000000.00 (Rupees One Crore only) consisting of 1000000 Equity Shares of face value of Rs.10/- each pursuant to a resolution of shareholders dated December 17, 2016. Consequently each Equity Shares of face value of Rs.100/- each has been split into 10 Equity Shares having face value of Rs.10/-.

f) The Authorized Share Capital of the Company was increased from Rs. 100.00 Lacs to Rs. 500.00 Lacs by creation of 4000000 Equity Shares of Rs.10/- each pursuant to a Shareholder's resolution passed in the Extra Ordinary General Meeting held on January 20, 2017.

g) The Company has declared 2031600 fully-paid-up equity Shares of Rs. 10/- each as Bonus shares in the ratio 3 : 1 pursuant to a Shareholder's resolution passed in the Extra Ordinary General Meeting held on January 20, 2017 and allotted to the eligible shareholders on February 15, 2017.

h) Lock in Restrictions: Promoter's Equity Shares 946800 and 1762000 are subject to lock in restriction for the period of 3 and 1 year respectively.

i) The Company is neither a subsidiary nor a holding company of any other body corporate. Disclosures as regards the shareholdings in or by such body-corporate, accordingly, are not applicable on the company.

j) The company did not have outstanding calls unpaid by directors and officers of the company (Previous year NIL) and also did not have any amount of forfeited shares (Previous year NIL).

[3]

RESERVE AND SURPLUS

Reserves and Surplus consists of the following reserves:

PARTICULARS	AS AT		AS AT
	31-03-2018	31-03-2017	
	(Rs.)	(Rs.)	
<u>Securities Premium Account</u>			
Balance as per Last Balance Sheet	0.00	0	
Add: Amount of share premium received during the year	87720000.00	0	
	87720000.00	0	
Less: Public issue expenses written off [Refer Note No. 2(a)]	4182639.00	0	
Balance as at the end of the year	83537361.00	0	
<u>Surplus of Statement of Profit and Loss</u>			
Balance as per last Balance Sheet	15475754.42	25931027	
Add: Net Profit after tax transferred from statement of Profit and Loss	14265886.91	9860727	
Amount available for appropriation	29741641.33	35791754	
Less: Appropriation			
-Amount utilized/Capitalized for issuance of fully paid up Bonus Equity Shares	0.00	20316000	
-Income Tax earlier years	(3734.00)	0	
Balance as at the end of the year	29745375.33	15475754	
TOTAL RS.	113282736.33	15475754	

[4]

LONG TERM BORROWINGS

Long-term borrowings consist of following:

PARTICULARS	AS AT 31-03-2018		AS AT 31-03-2017	
	NON CURRENT LIABILITIES	CURRENT LIABILITIES	NON CURRENT LIABILITIES	CURRENT LIABILITIES
A. <u>Term Loan from Bank (Secured)</u>				
-HDFC Bank Limited, Ambala Cantt (Car Loan)				
[Refer Note No. 4(A)(i) below]	0.00	0.00	0	1015357
-HDFC Bank Limited, Ambala Cantt (Term Loan)				
[Refer Note No. 4(A)(ii) below]	4372762.20	2488840.81	6914734	2171672
-HDFC Bank Limited, Ambala Cantt (Car Loan)				
[Refer Note No. 4(A)(iii) below]	858339.02	325776.48	1184116	295904
-HDFC Bank Limited, Ambala Cantt (Car Loan)				
[Refer Note No. 4(A)(iv) below]	187250.27	2137155.48	2324406	1946967
Sub Total Rs.	5418351.49	4951772.77	10423256	5429900
B. <u>UNSECURED</u>				
<u>TERM LOAN FROM OTHERS</u>				
-M/s Sarvottam Securities Private Limited, New Delhi [Unsecured Loan]				
[Refer Note No. 4(B)(v) below]	30000000.00	0.00	30000000	0
<u>Loan and Advances from Related Parties (Unsecured)</u>				
-From Directors	0.00	0.00	0	0
-From Directors' Relative, Shareholders and Associate Concern				
[Refer Note No. 4(B)(vi) below]	80778801.00	0.00	80778801	0
Sub Total Rs.	110778801.00	0.00	110778801	0
TOTAL RS.	116197152.49	4951772.77	121202057	5429900

Notes :

4(A)(i) Term Loan (Car) from HDFC Bank Limited, Ambala Cantt amounting to Rs.NIL [Previous year Rs.1015357.42]

-Nature of Security: Secured against hypothecation of car and personal guarantee given by the directos Sh. Raj Kumar

-Repayment Profile: Repayable in 60 monthly installment commencing from Feb' 2013 to Jan' 2018 of sanctioned amount of Rs.50.00 Lacs.

- 4(A)(ii) Term Loan (Machinery) from HDFC Bank Limited, Ambala Cantt amounting to Rs.6861603.01 [Previous year Rs.9086405.97]
 -Nature of Security: Secured against hypothecation of machinery (present and future) and personal guarantee given by the directors
 -Repayment Profile: Repayable in 60 monthly installment commencing from Nov' 2015 to Oct' 2020 of sanctioned amount of Rs.115.75 Lacs.
 -The loan carries floating interest and presently the rate of interest is 10.35% p.a. (at the time of sanction) payable monthly.
- 4(A)(iii) Term Loan (Car) from HDFC Bank Limited, Ambala Cantt amounting to Rs.1184115.50 [Previous year Rs.1480019.00]
 -Nature of Security: Secured against hypothecation of car and personal guarantee given by the director Sh. Raj Kumar
 -Repayment Profile: Repayable in 60 monthly installment commencing from July' 2016 to June' 2021 of sanctioned amount of Rs.16.84 Lacs.
- 4(A)(iv) Term Loan (Car) from HDFC Bank Limited, Ambala Cantt amounting to Rs.2324405.75 [Previous year Rs.4271372.83]
 -Nature of Security: Secured against hypothecation of car and personal guarantee given by the director Sh. Raj Kumar
 -Repayment Profile: Repayable in 36 monthly installment commencing from May' 2016 to April' 2019 of sanctioned amount of Rs.59.04 Lacs.
- 4(B)(v) Unsecured Term Loan from M/s Sarvottam Securities Private Limited, New Delhi amounting to Rs.30000000.00 (Previous year Rs.30000000.00)
 -Nature of Security: Unsecured Loan Rs.300.00 Lacs given to company without any stipulated condition for repayment. However, the interest @9% p.a. paid annually to the lender.
- 4(B)(vi) -Unsecured Long term loan and advances in the nature of loan has been accepted by the company from associate companies in pursuance of stipulation imposed by the Bank for providing credit facility to the company. The said loans are raised without any stipulated terms for repayment of principal and interest accrued thereupon and falls under the definition of exempt deposits as per Companies (Acceptance Deposits) Rules, 2014.

[5] DEFERRED TAX LIABILITIES (NET)

Major components of deferred tax liabilities and deferred tax assets: Pursuant to Accounting Standard (AS 22) "Accounting for Taxes on Income"

PARTICULARS	AS AT 31-03-2018 (Rs.)	AS AT 31-03-2017 (Rs.)
a) <u>DEFERRED TAX LIABILITIES (NET)</u>		
-Related to Depreciation and amortisation	1228838.00	2085956
b) <u>DEFERRED TAX ASSETS (NET)</u>		
-Provision for Retirement Gratuity Benefits to Employees debited to Statement of Profit and Loss	96265.00	63999
TOTAL RS.	1132573.00	2021957

The break-up of the deferred tax liability up to the year ended March, 2018 is as under: -

Liability/(Assets) on account of

PARTICULARS	DEFERRED TAX LIABILITIES/ (ASSETS) AS AT 31-03-2017 (Rs.)	CHARGE/ CREDIT TO STATEMENT OF PROFIT AND LOSS (Rs.)	DEFERRED TAX LIABILITIES/ (ASSETS) AS AT 31-03-2018 (Rs.)
a) <u>DEFERRED TAX LIABILITIES (NET)</u>			
-Related to Depreciation and amortisation	2085956.00	(857118.00)	1228838.00
TOTAL RS.	2085956.00	(857118.00)	1228838.00
b) <u>DEFERRED TAX ASSETS (NET)</u>			
-Provision for Retirement Gratuity Benefits to Employees debited to Statement of Profit and Loss	63999.00	32266.00	96265.00
TOTAL RS.	63999.00	32266.00	96265.00
NET DEFERRED TAX LIABILITIES/(ASSETS) {a - b}	2021957.00	(889384.00)	1132573.00

Note: In accordance with the Accounting Standard 22 "Accounting for Taxes on Income" the deferred tax liabilities (net) Rs.889384.00 has been adjusted by crediting to Statement of Profit and Loss during the current year and the total accumulated deferred tax liability (net) as on 31st March 2018 amounts to Rs.1132573.00 [Previous year Rs.2021957.00]

[6] **LONG TERM PROVISIONS**

Long-term provision consist of the following:

PARTICULARS	AS AT 31-03-2018 (Rs.)	AS AT 31-03-2017 (Rs.)
-Provision for Retirement Gratuity Benefit to Employees [Refer to Note No. 29 (e)]	311538.00	207116
TOTAL RS.	311538.00	207116

[7] **SHORT TERM BORROWINGS**

Short-term borrowings consist of the following:

PARTICULARS	AS AT 31-03-2018 (Rs.)	AS AT 31-03-2017 (Rs.)
A. <u>SECURED LOANS</u>		
<u>LOANS REPAYABLE ON DEMAND</u>		
<u>Working Capital Loan from Bank</u>		
-HDFC Bank Limited, Ambala Cantt (Cash Credit Facility) [Refer Note No. 7(A)(i) below]	186844925.19	181046072
B. <u>UNSECURED LOANS</u>		
<u>Loan and Advances from Related Parties (Unsecured)</u>		
-From Directors	8900000.00	0
-From Directors' Relative and Associate Concern		
[Refer Note No. 7(B)(ii) below]	12930000.00	0
	21830000.00	0
TOTAL RS.	208674925.19	181046072

Notes :

- 7(A)(i) Working Capital Loans from HDFC Bank Limited, Ambala Cantt amounting to Rs.186844925.19 [Previous Year Rs.181046071.85]
-Nature of Security: Secured by way of hypothecation on entire stocks of Raw Materials, Stock-in-Process, Finished Goods, Consumable Stores and Spares, Book Debts and all other Current assets of the Company wherever they are located and other current assets of the Company.
-Term of Repayment: Sanctioned facility Rs.1800.00 Lacs repayable on demand during the facility tenure of 12 months.
-Interest rates are linked to respective banks base rates and present rate of interest is 10.35% p.a. (At the time of sanction) payable monthly.
- 7(B)(ii) Unsecured Short term loan and advances in the nature of loan has been accepted by the company from Directors and their relatives without any stipulated terms for repayment of principal and interest thereupon, which is exempt deposit as per Companies (Acceptance Deposits) Rules, 2014.

[8] **TRADE PAYABLES**

Trade payables consist of the following:

PARTICULARS	AS AT 31-03-2018 (Rs.)	AS AT 31-03-2017 (Rs.)
<u>Trade Paybles</u>		
Due to related parties:		
-Associate Companies	28306563.00	61977957
Due to others	24027577.00	31513377
TOTAL RS.	52334140.00	93491334

Note:

The amount outstanding to Micro, Small & Medium Enterprises has not been given separately, because, the identification of the Micro, Small & Medium Enterprises in terms of The Micro, Small & Medium Enterprises Development Act, 2006, could not be made as the company has not received any information from the creditors/suppliers regarding there status of being a Micro, Small and Medium Enterprises.

[9] **OTHER CURRENT LIABILITIES**

Other current liabilities consist of the following:

PARTICULARS		AS AT 31-03-2018 (Rs.)	AS AT 31-03-2017 (Rs.)
A.	Interest accrued and due on other Deposits/Borrowings	3240001.00	5313557
B.	<u>Other Payables</u>		
	-Current Maturities of Term Loans from Bank (Refer to Note No. 4)	4951772.77	5429900
	-Others Creditors	2095899.25	1770926
	-Advance Received from Customers	2552130.00	931543
	-Creditors' for Capital Goods/Expenditure	342000.00	842000
	-Expenses Payables	4403428.00	3977108
	-Income Tax Deducted at Source Payable	1117656.00	1302541
		15462886.02	14254018
TOTAL RS.		18702887.02	19567575

[10] **SHORT TERM PROVISIONS**

Short-term provisions consist of the following:

PARTICULARS		AS AT 31-03-2018 (Rs.)	AS AT 31-03-2017 (Rs.)
	Provision for Current Taxation	8658290.00	5603236
TOTAL RS.		8658290.00	5603236

M/S M.K. PROTEINS LIMITED, VILLAGE, GARNALAA, AMBALA

NOTE ON INTANGIBLE ASSETS

PARTICULARS	GROSS BLOCK (AT COST)				DEPRECIATION			NET BLOCK				
	AS ON 01/04/2017	ADDITIONS DURING THE YEAR	PRE OPERATIVE EXPENSES	CAPITALIZED	DEDUC- TIONS/AD- JUSTMENTS	TOTAL AS ON 31-03-2018	UP TO 31-03-2017	FOR THE YEAR	DEDUC- TIONS/AD- JUSTMENTS	TOTAL UP TO 31-03-2018	W.D.V. AS ON 31-03-2018	W.D.V. AS ON 31-03-2017
Furniture & Fixtures	35600.00	0.00	0.00	0.00	0.00	35600.00	14663.00	3612.00	0.00	18275.00	17325.00	20937
Electric equipment and accessories	320000.00	0.00	0.00	0.00	0.00	320000.00	127035.00	33572.00	0.00	160607.00	159393.00	192965
Plant, Machinery & Equipments	80226484.75	0.00	0.00	0.00	0.00	80226484.75	27092350.75	9632943.00	0.00	36725293.75	43501191.00	53134134
Boiler	3802925.00	0.00	0.00	0.00	0.00	3802925.00	1505343.00	457719.00	0.00	1963062.00	1839863.00	2297582
Generator Set	2563000.00	0.00	0.00	0.00	0.00	2563000.00	623700.00	165693.00	0.00	789393.00	1773607.00	1939300
Pollution Control Equipments	42000.00	0.00	0.00	0.00	0.00	42000.00	11692.00	2746.00	0.00	14438.00	27562.00	30308
Storage Tanks	500000.00	0.00	0.00	0.00	0.00	500000.00	139202.00	32693.00	0.00	171895.00	328105.00	360798
Weigh Bridge	438500.00	0.00	0.00	0.00	0.00	438500.00	117743.00	28560.00	0.00	146303.00	292197.00	320757
Laboratory Equipments	42000.00	0.00	0.00	0.00	0.00	42000.00	11692.00	2746.00	0.00	14438.00	27562.00	30308
Notes Counting Machine	32000.00	0.00	0.00	0.00	0.00	32000.00	28470.00	1930.00	0.00	30400.00	1600.00	3530
Scooter	49500.00	0.00	0.00	0.00	0.00	49500.00	22374.00	4701.00	0.00	27075.00	22425.00	27126
Car	15305787.00	0.00	0.00	0.00	0.00	15305787.00	3953261.00	1842865.00	0.00	5796126.00	9509661.00	11352526
Computer & Printers	144684.00	0.00	0.00	0.00	0.00	144684.00	66165.00	32488.00	0.00	98653.00	46031.00	78519
Total Rs.	103502480.75	0.00	0.00	0.00	0.00	103502480.75	33713690.75	12242268.00	0.00	45955958.75	57546522.00	69788790
Previous year figures	93267143	10235338	0	0	0	103502481	21595481	12118210	0	33713691	69788790	

Note:

-The Company has acquired the Land and Building Structure constructed thereupon on lease from M/s Shib Charan Dass Industries (P) Limited, Ambala with cancellable and renewable clause for further period on mutually agreeable terms and also include escalation clauses.

[12] **LONG TERM LOANS AND ADVANCES**

Long term loans and advances consist of the following:

PARTICULARS	AS AT 31-03-2018 (Rs.)	AS AT 31-03-2017 (Rs.)
Unsecured, considered good [unless otherwise stated]:		
-Capital Advances against capital Expenditure	551000.00	0
-Securities Deposits	4234804.00	4234804
TOTAL RS.	4785804.00	4234804

[13] **OTHER NON-CURRENT ASSETS**

Other non-current assets consist of the following:

PARTICULARS	AS AT 31-03-2018 (Rs.)	AS AT 31-03-2017 (Rs.)
Others		
Unamortised Expenses		
-Miscellaneous Expenditure (i.e. Preliminary Expenses)	52260.00	69680
-Deferred Revenue Expenditure on Issue of Equity Shares	0.00	2330968
TOTAL RS.	52260.00	2400648

Note: Unamortised Expenses (i.e Miscellaneous Expenditure) reflect the amount which will not be amortized in the next 12 months or thereafter.

[14] **INVENTORIES**

Inventories consist of the following:

PARTICULARS	AS AT 31-03-2018 (Rs.)	AS AT 31-03-2017 (Rs.)
-Inventories		
(As taken, valued and certified by the Management)		
a) Raw Material, Chemicals, Boiler Fuel and Packing Material		
-Goods in Transit	0.00	0
-Others	42305989.00	103186735
	42305989.00	103186735
b) Finished/Semi-finished Goods (Including Realisable By-products)		
[Refer Note No. 14(b)(i) below]	113374245.33	129522739
c) Consumables, Stores & Spares and Other Miscellaneous items etc.	3247929.00	2331781
d) Traded goods [Refer Note No. 14(d)(ii) below]	141313621.75	98113923
TOTAL RS.	300241785.08	333155179

Note: Inventories are carried at the lower of cost and net realisable value

Details of Inventory

PARTICULARS	AS AT 31-03-2018 (Rs.)	AS AT 31-03-2017 (Rs.)
14(b)(i) Finished/Semi-finished Goods (Including Realisable By-products)		
Finished Goods		
-Rice Bran Refined Oil	98175668.83	46011114
-Rice Bran Bleached Oil	132166.50	12922472
-Refined Canola Oil	0.00	54167325
-Refined Sunflower Oil	1630667.50	0
By-Products		
Rice Bran Fatty Acid Oil	7144666.00	12211320
Rice Bran Wax	6193300.50	4187211
Gums	12420.00	10295
Spent Earth	85356.00	13002
	13435742.50	16421828

TOTAL RS.	113374245.33	129522739
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14(d)(ii) **Traded Goods**

-Rice Bran Non-Edible Oil	143336.00	#REF!
-Rice Bran Non-Edible Oil (Low Grade)	0.00	#REF!
-Refined Cotton Seed Oil	33358734.50	0.00
-Crude Palm Oil	31572461.25	0.00
-Refined Palm Oil	58425698.25	0.00
-Refined Soyabean Oil	5762231.75	0.00
-Refined Sunflower Oil	9117060.00	0.00
-RBD Palmolein Oil	2934100.00	0.00

TOTAL RS.	141313621.75	#REF!
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[15] **TRADE RECEIVABLES**

Trade Receivables consist of the following:

PARTICULARS	AS AT 31-03-2018 (Rs.)	AS AT 31-03-2017 (Rs.)
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TRADE RECEIVABLES (Unsecured)

a)	Debts outstanding for a period exceeding six months		
	-Considered good	85889347.00	1461664
b)	Other Debts		
	-Considered good ""	99299825.00	44419209

TOTAL RS.	185189172.00	45880873
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Note: ""

-Trade Receivables (Other Debts) includes due from companies/Associate Concerns where directors and their relatives are interested	164179581.00	36813300
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[16] **CASH AND BANK BALANCES**

Cash and bank balances consist of the following:

PARTICULARS	AS AT 31-03-2018 (Rs.)	AS AT 31-03-2017 (Rs.)
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a)	<u>Cash and Cash Equivalents</u>		
	-Cash-in-Hand	880753.90	308102
	-Balance with Bank in Current Accounts	<u>1153645.05</u>	<u>42251</u>
		2034398.95	350353
b)	Other Bank Balances	0.00	0

TOTAL RS.	2034398.95	350353
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[17] SHORT TERM LOANS AND ADVANCES

Short term loans and advances consist of the following:

PARTICULARS		AS AT 31-03-2018 (Rs.)	AS AT 31-03-2017 (Rs.)
a)	<u>Loans and Advances to related parties</u> (Unsecured , considered good)	0.00	0
b)	<u>Other Loans and Advances</u> (Unsecured, considered goods unless other wise stated)		
	-Prepaid Expenses	295820.00	337334
	-Haryana Vat Tax Recoverable from Sales Tax Department	0.00	5531031
	-Good and Service Tax Recoverble from the Department	5014500.00	0
	-Advance Income Tax	5500000.00	3650000
	-Income Tax Deducted at Source Recoverable	23290.00	12836
	-Excess Deposit Amount of TDS Recoverable from Department	210000.00	210000
	-Advances recoverable in cash or in kind or for value to be received [Refer Note No. 17(b)(i) below]	91270.00	56459
		11134880.00	9797660
TOTAL RS.		11134880.00	9797660

Note: ""*

17(b)(i)	Advances recoverable in cash or in kind or for value to be received includes due from companies/Associate Concerns where directors and their relatives are interested	0.00	0
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[18] OTHER CURRENT ASSETS

Other Current Assets consist of the following:

PARTICULARS		AS AT 31-03-2018 (Rs.)	AS AT 31-03-2017 (Rs.)
A.	(Unsecured, considered goods unless other wise stated)		
	-Interest accrued and due on Deposits/Advances	0.00	77375
B.	(Unsecured, considered goods unless other wise stated)		
	<u>Unamortised Expenses</u> [Refer Note No. 18(B)(i) below]		
	-Miscellaneous Expenditure (i.e. Preliminary Expenses)	17420.00	17420
TOTAL RS.		17420.00	94795

18(B)(i) Note: Unamortised Expenses (i.e Miscellaneous Expenditure) reflect the amount which will be amortized in the next 12 months.

[19] REVENUE FROM OPERATIONS

Revenue from operations consist of revenue from:

PARTICULARS		FOR THE YEAR ENDED 31-03-2018 (Rs.)	FOR THE YEAR ENDED 31-03-2017 (Rs.)
a)	<u>Sale of Manufactured Goods (Net of Return)</u> [Refer Note No. 19(a)(i) below]	1495662895.00	1486869527
	Less: Excise Duty	1758717.00	4717818
		1493904178.00	1482151709
b)	Sales of Traded Goods [Refer Note No. 19(b)(ii) below]	210130044.00	157854121
c)	<u>Other Operating Revenue</u>		
	-Cash Discount Received	12401843.00	5343218
TOTAL RS.		1716436065.00	1645349048

Note:

PARTICULARS		FOR THE YEAR ENDED 31-03-2018 (Rs.)	FOR THE YEAR ENDED 31-03-2017 (Rs.)
19(a)(i)	<u>Details of Sales of Products</u>		
	<u>Finished Goods</u>		
	-Refined Rice Bran Oil	1210109860.00	921557034
	-Refined Canola Oil	56905821.00	297551787
	-Refined Soya Bean Oil	65268836.00	78821355
	-Refined Sunflower Oil	33670900.00	0
	-Rice Bran Bleached Oil	48548094.00	137896006
		1414503511.00	1435826182
	<u>By-Products</u>		
	-Rice Bran Fatty Acid Oil	55831365.00	36599595
	Less: Excise Duty	1245320.00	4066634
		54586045.00	32532961
	-Rice Bran Wax	10980167.00	5860627
	Less: Excise Duty	513397.00	651184
		10466770.00	5209443
	-Gums	1420163.00	658125
	-Rice Bran Sludge Oil	0.00	624558
	-Spent Earth	12927689.00	7300440
		79400667.00	46325527
	TOTAL RS.	1493904178.00	1482151709
19(b)(ii)	<u>Details of Traded Goods</u>		
	-Refined Rice Bran Oil	45461631.00	52636410
	-Rice Bran Oil	0.00	33693708
	-Rapeseed Refined Oil (Canola)	0.00	9164902
	-Rice Bran Non Edible Oil	95809603.00	0
	-Rice Bran Non-Edible Oil (Low Grade)	13573493.00	2160885
	-Refined Cotton Seed Oil	10512750.00	0
	-Crude Palm Oil	4366240.00	0
	-Refined Palm Oil	14096566.00	0
	-Refined Soya Bean Oil	26309761.00	0
	-Refined Sunflower Oil	0.00	8639970
	-Imported Canola Oil	0.00	51558246
	TOTAL RS.	210130044.00	157854121

[20] OTHER INCOME

Other income (net) consist of the following:

PARTICULARS	FOR THE YEAR ENDED 31-03-2018 (Rs.)	FOR THE YEAR ENDED 31-03-2017 (Rs.)
-Interest Received on Security	38653.00	42394
-Interest Received from Others on Deposits/Advances	194250.00	85972
-Net Gain/ (Loss) on foreign currency transaction/translation	0.00	417420
-Miscellaneous Receipts	326000.00	0
TOTAL RS.	558903.00	545786

[21] **COST OF MATERIAL CONSUMED**

Cost of Material consumed consist of the followings:

PARTICULARS	FOR THE YEAR ENDED 31-03-2018 (Rs.)	FOR THE YEAR ENDED 31-03-2017 (Rs.)
<u>Raw Materials Consumed</u> [Referred Note No. 21(i) below]		
-Opening Stock	102298000.10	153968320
Add : Purchases during the year	1297147413.00	1339132241
	1399445413.10	1493100561
Less : Closing Stock	40941174.00	102298000
	1358504239.10	1390802560
TOTAL RS.	1358504239.10	1390802560

Note:

PARTICULARS	FOR THE YEAR ENDED 31-03-2018 (Rs.)	FOR THE YEAR ENDED 31-03-2017 (Rs.)
<u>Details of Raw Material Consumed</u>		
<u>Indigenous Material</u>		
-Rice Bran Oil/Sunflower Oil	1254188017.60	1008916491
-Chemicals	19600679.00	22259837
	1273788696.60	1031176328
<u>Imported Material</u>		
-Canola/Soyabean Oil/Sunflower Oil	84715542.50	359626233
	84715542.50	359626233
TOTAL RS.	1358504239.10	1390802560

Value of imported and indigenous raw material consumed & percentage thereof to total consumption

PARTICULARS	2017-18		2016-17	
	Value (Rs.)	% age	Value (Rs.)	% age
-Imported	84715542.50	6%	359626233	26%
-Indigenous	1273788696.60	94%	1031176328	74%
	1358504239.10	100%	1390802560	100%

[22] **PURCHASE OF STOCK-IN-TRADE**

Purchase of Stock-in-trade consist of the following:

PARTICULARS	FOR THE YEAR ENDED 31-03-2018 (Rs.)	FOR THE YEAR ENDED 31-03-2017 (Rs.)
<u>Purchase of Stock-in-Trade</u>		
-Refined Rice Bran Oil	44603609.00	51776161
-Rice Bran Oil	0.00	33386428
-Rapeseed Refined Oil (Canola)	0.00	8941198
-Rice Bran Non-Edible Oil	8626686.00	85626231
-Rice Bran Non-Edible Oil (Low Grade)	0.00	14780840
-Refined Cotton Seed Oil	43946921.00	0
-Crude Palm Oil	35770893.00	0
-Refined Palm Oil	71751878.00	0
-Refined Soya Bean Oil	31124560.00	0
-Refined Sunflower Oil	9117060.00	8580018
-RBD Palmolein Oil	2934100.00	0
-Imported Canola Oil	0.00	51559100
TOTAL RS.	247875707.00	254649976

[23] CHANGE IN INVENTORIES OF FINISHED/SEMI-FINISHED GOODS AND TRADED GOODS

Change in inventories of Finished/Semi-finished goods and Traded goods consist of the followings:

PARTICULARS		FOR THE YEAR ENDED 31-03-2018 (Rs.)	FOR THE YEAR ENDED 31-03-2017 (Rs.)
a)	<u>Finished/Semi-finished Goods</u> (Including Realizable By-products)		
	-Opening Stock	129522739.08	45253348
	-Closing Stock	<u>113374245.33</u>	<u>129522739</u>
		16148493.75	(84269391)
b)	<u>Traded Goods</u>		
	-Opening Stock	98113923.35	0
	-Closing Stock	<u>141313621.75</u>	<u>98113923</u>
		(43199698.40)	(98113923)
TOTAL RS.		(27051204.65)	(182383315)

Note: For breakup of inventories under broad heads refer Note No. 14

[24] EMPLOYEE BENEFIT EXPENSES

Employee Benefit expenses consist of the following:

PARTICULARS		FOR THE YEAR ENDED 31-03-2018 (Rs.)	FOR THE YEAR ENDED 31-03-2017 (Rs.)
a)	<u>Salary and wages</u>		
	-Directors' Remuneration	1200000.00	3250000
	-Wages to Workers	1656000.00	1627097
	-Salary to Staff	<u>12672000.00</u>	<u>11897000</u>
		15528000.00	16774097
b)	<u>Employers Contribution Towards:</u>		
	-Provident/Family Pension Fund, Insurance Fund and Administrative Charges	217708.00	175509
	-Employees State Insurance Fund	41686.00	0
	-Labour Welfare Fund	<u>0.00</u>	<u>0</u>
		259394.00	175509
c)	Bonus to Staff and Workers	138000.00	96500
d)	Leave with Wages to Staff and Workers	84462.00	74612
e)	Retirement Gratuity Benefits to Employees	104422.00	51181
f)	Employees Food and Beverage Expenses	260007.00	260311
g)	Staff and Labour Welfare Expenses	414860.00	295821
TOTAL RS.		16789145.00	17728031

[25] MANUFACTURING, OPERATION AND OTHER EXPENSES

Manufacturing, Operation and other expenses consist of the following:

PARTICULARS		FOR THE YEAR ENDED 31-03-2018 (Rs.)	FOR THE YEAR ENDED 31-03-2017 (Rs.)
a)	<u>Manufacturing and Operation Expenses</u>		
	-Power and Fuel	36653217.00	31980288
	-Purchases Expenses (Including freight & Cartage etc.)	3344719.00	19699768
	-Consumable Store and Spares Consumed		
	[Referred Note No. 25(a)(i) below]	524115.00	958380
	-Custom Duty on Imported Material	6698746.48	42232511
	-Transit Insurance Charges	0.00	21886
	-Factory Insurance Charges	237404.00	277658
	-Net Gain/(Loss) on Foreign Currency Transaction and Translation	(314158.64)	773000
	-Machinery Repair and Maintenance	7317953.00	7893262
		54461995.84	103836753
b)	<u>Other Expenses</u>		
	-Travelling & Conveyance Expenses (Others)	151261.00	150400
	-Printing and Stationery	110382.00	107589
	-Postage and Courier Charges	91370.00	70640
	-Telephone and Mobile Charges	172460.00	218468
	-Legal and Professional Charges	186059.00	165250
	-License Fee	6750.00	2250
	-Lease Rent Paid [Referred Note No. 25(b)(ii) below]	900000.00	900000
	-Auditors' Remuneration	250000.00	172500
	-Cost Auditors' Remuneration	35000.00	35000
	-Miscellaneous expenses	90267.00	75715
	-Building Repair and Maintenance	1081450.00	328353
	-Computer Repair and Maintenance	7456.00	54312
	-Car Running and Maintenance	885362.70	636081
	-Scooter Running and Maintenance	69849.00	52379
	-Advertisement and Publicity	24475.00	9000
	-Sales Expenses (Including Freight & Cartage etc.)	2918312.00	3885863
	-Brokerage and Commission Paid	2815878.00	3377072
	-Haryana Pollution Board Consent Fee	53851.00	63196
	-Director's Sitting Fee	250000.00	0
	-Donation	22000.00	0
	-Food Safety and Standard Authority Licence Fee	0.00	7500
	-National/Central Securities Depository Limited Fee	37149.00	0
	-Subscription and Membership fee	0.00	2000
	-Testing Charges	0.00	2300
	-Electricity Expenses	1833.00	5893
	-Security Expenses	162270.00	96427
	-Short and Excess Recoveries	(176791.61)	(56104)
	-Shortage and Quality Cut	0.00	795795
	-Bank Charges (Including Foreign Letter Credit Charges Rs.58605.16 [Previous year Rs.553660.54])	542229.67	793567
	-Preliminary Expenses Written off	17420.00	17420
		10706292.76	11968865
TOTAL RS.		65168288.60	115805618

Note:

25(a)(i) Details of Consumable Store and Spares Consumed

PARTICULARS	2017-18		2016-17	
	Value (Rs.)	% age	Value (Rs.)	% age
-Imported	0.00	0%	0	0%
-Indigenous	524115.00	100%	958380	100%
	524115.00	100%	958380	100%

25(b)(ii) Operating Lease (As a Lessee):

The Company has obtained Land, Building structure constructed thereupon and Tubewell on operating lease basis. This lease arrangement range for a shorter period and include cancellable clause and the same are also renewable for further period on mutually agreeable terms and also include escalation clauses.

2017-18 (Rs.)	2016-17 (Rs.)
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With respect of all operating leases:

Lease payments recognised in the Statement of Profit & Loss during the year

900000.00

900000

[26] FINANCE COSTS

Finance costs consist of the following:

PARTICULARS	FOR THE YEAR ENDED 31-03-2018 (Rs.)	FOR THE YEAR ENDED 31-03-2017 (Rs.)
-Interest Paid to:		
-Bank on Cash Credit	6827954.00	10183268
-Bank on Buyer Credit Facility	0.00	265573
-Bank on Term Loan	815133.04	1027910
-Bank on Car Loan	494756.00	721972
-Others	13293457.00	9843509
-Department on Late Payment of TDS	432.00	0
	21431732.04	22042232
TOTAL RS.	21431732.04	22042232

[27] TAX EXPENSES

Tax Expenses consist of following:

PARTICULARS	FOR THE YEAR ENDED 31-03-2018 (Rs.)	FOR THE YEAR ENDED 31-03-2017 (Rs.)
-Provision for Current Taxation	8658290.00	5603236
-Deferred Tax Liability/(Adjustment)	(889384.00)	(332442)
TOTAL RS.	7768906.00	5270794

Notes:

- a) Provision for taxation on current profit: The Company has made the provision for current income tax liability based on the assessable profit as computed in accordance with the Income Tax Act, 1961.
- b) In accordance with the Accounting Standard 22 "Accounting for Taxes on Income" the deferred tax liabilities (net) Rs.889384.00 has been adjusted by crediting to Statement of Profit and Loss during the current year and the total accumulated deferred tax liability (net) as on 31st March 2018 amounts to Rs.1132573.00 [Previous year Rs.2021957.00]

[28] EARNING PER SHARE (EPS)

The following reflect the profit and share data used in basic and diluted EPS computation

PARTICULARS	FOR THE YEAR ENDED 31-03-2018 (Rs.)	FOR THE YEAR ENDED 31-03-2017 (Rs.)
Basic		
-Profit after tax as per accounts	14265886.91	9860727
-Weighted Average Number of Shares outstanding	4170800	2708800
-Basic EPS (Rs.)	3.42	4
Diluted		
-Profit after tax as per accounts	14265886.91	9860727
-Weighted Average Number of Shares outstanding	4170800	2708800
-Diluted EPS (Rs.)	3.42	4
Face Value per share (Rs.)	10.00	10

Note:

The Company does not have any diluted potential Equity Shares. Consequently the basic and diluted profit/earning per share of the Company remain same.

FORM NO. MGT-11**PROXY FORM**

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

M. K. PROTEINS LIMITED

Regd. Office: Village Garnala, Naraingarh Road,
Ambala City, Distt. Ambala -134003 (Haryana)
CIN : L15500HR2012PLC046239

Name of the Member(s):	
Registered Address:	
E-mail Id:	
Folio No/ Client Id:	
DP ID:	

I/ We being the member(s) of shares, hereby appoint

1. Name: E-mail Id:

Address:

Signature:

or failing him/her

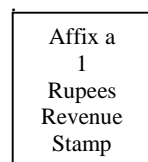
2. Name: E-mail Id:

Address:

Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **Sixth Annual General Meeting** of the Company to be held on Thursday, the 28th September, 2018 and at adjournment thereof:

Signed this _____ day of _____ 2018.



Signature of Shareholder

Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, before the commencement of the Meeting. A member entitled to attend and vote at the meeting is entitled to appoint proxy to attend and vote instead of himself on a poll only. The proxy need not be a member of the Company.

The proxy must be deposited at the Registered Office of the Company not less than 48 hours before time of the meeting.



M. K. PROTEINS LIMITED
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Ambala City, Distt. Ambala -134003 (Haryana)
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ATTENDANCE SHEET
6th Annual General Meeting held on 28th September, 2018

Full Name of Member (Block Letters)	
Full Name of the first Joint - Holder : (To be filled in if first named holder does not attend the meeting)	
Address	
Registered Folio/DP ID & Client ID	
Shareholder/Proxy/Authorized Representative	
Mobile No. & Email Id	

Signature of Shareholder/Proxy/Authorised Representative

*Attendance Sheet is to be handed over at the entrance of the meeting hall

BOOK POST

If undelivered please return to

M. K. PROTEINS LIMITED

REGD. OFFICE:-

**VILLAGE GARNALA, NARAINGARH ROAD
AMBALA CITY, DISTT. AMBALA -134003**