



USHER[®]
AGRO LIMITED



Regd Office : 422, Laxmi Plaza, Laxmi Ind. Estate, New Link Road, Andheri(W), Mumbai - 400053 Phone 022 39381100 Fax . 022 39381123

20th October, 2018

To,

Bombay Stock Exchange Limited
Dept. of Corporate Services
Floor 25, P.J. Towers
Dalal Street,
Mumbai 400001
Script Code: 532765

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

Dear Sir / Madam

Sub: Submission of Annual report for the FY 2017-18

Pursuant to requirement of Regulation 34 of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, please find enclosed herewith a copy of Annual report for the FY 2017-18.

Please acknowledge the receipt of the same.

Thanking you,

Yours faithfully

For Usher Agro Limited

(Company under Corporate Insolvency Resolution Process)


Krishna Chamadia

Resolution Professional

IP Registration No. IBBI/INSA/001/IP/00694/2017-18/11220



Visit us at : www.usheragro.cqm | Email: usher@usheragro.com

CIN. L01100MH1996PLC100380

Chatta I : 158, Gohari, Delhi-Agra Highway (NH-2), Chatta, District : Mathura (U.P.) Tel: 05662 - 242101, 326888 Fax: 05662 - 242043
Chatta II : 632-634, Village Dautana, (NH-2) Delhi-Agra Highway, Teshil Chhata, District : Mathura - 281401 (UP) Tel: 08859888500
Mathura : 239, Maholi, Krishna Nagar, Off Delhi-Agra Highway (NH-2), Mathura - 281004. U.P. Tel: 08859008233, Fax: 565 - 2461068
Buxar : Plot No. 1898, Chaubeji Ki Chavani, Sikrol, Jalilpur, Thana Rajpur, District : Buxar (Bihar) - 801104 Tel: 06183 - 225846
Delhi : 405, Pearl Best Height - II, Netaji Subhash Place, Pritampura, New Delhi - 110034. Tel: 011 - 47253336 / 27356093



22nd Annual Report 2017-2018



USHER AGRO LIMITED

(Company under Corporate Insolvency Resolution Process w.e.f. 21st March, 2018)

CORPORATE INFORMATION

BOARD OF DIRECTORS

Promoter & Executive Directors

Dr. Vinod Kumar Chaturvedi :

Managing Director & CFO

Non Executive Independent Directors

Mr. Ajay Prakash Arora

Mrs. Shikha Sethia Bhura

(Resigned w.e.f. 28.10.2017)

Mr. Vijay Ranchan

(Resigned w.e.f. 11.07.2017)

Mr. Shriprakash Arora

(Resigned w.e.f. 25.04.2017)

Mr. Prem Chand Tiwari

(Resigned w.e.f. 25.04.2017)

Mr. Ajay Sharma, Nominee Director

(IDBI Bank withdrawn his nomination
w.e.f. 22.08.2017)

STATUTORY AUDITORS

M/s Jayesh Sanghrajka & Co. LLP

Chartered Accountants

RESOLUTION PROFESSIONAL

Krishna Chamadia

IP Reg.No. IBBI/IPA-001/IP-P00694/2017-18/11220

DEBENTURE TRUSTEE

IDBI Trusteeship Services Ltd.

Asian Building, Ground Floor,

17, R. Kamani Marg, Ballard Estate,

Mumbai - 400 001.

SHARE LISTED AT

National Stock Exchange of India Limited (NSE)

PLANT LOCATIONS

Uttar Pradesh:

Chhata -

Unit 1 - 158, Gohari, Delhi-Agra Highway, (N-H II)

Chhata, Dist: Mathura,
(Uttar Pradesh) - 281 401

Unit 2 - 632-634, Duatana, Delhi-Agra Highway, (N-H II)

Chhata, Dist: Mathura
(Uttar Pradesh) - 281 401

REGISTRAR & SHARE TRANSFER AGENTS

Bigshare Services Pvt. Ltd.

1st floor, Bharat Tin Works Building, Opp. Vasant Oasis,

Makwana Road, Marol, Andheri (E), Mumbai – 400 059

Tel: +91-022-62638204

Fax: +91-022-28475207

Email: info@bigshareonline.com

Website: www.bigshareonline.com

BANKERS/FINANCIAL INSTITUTION

Allahabad Bank

Axis Bank Limited

Bank of Baroda

Bank of Maharashtra

Dena Bank

Export-Import Bank of India

ICICI Bank Limited

IDBI Bank Limited

Kotak Mahindra Bank

Rabobank International (India)

Rabobank International (Singapore)

United Bank of India

Karur Vysya Bank Limited

Tamilnad Mercantile Bank Limited

State Bank of India

L & T Finance Limited

REGISTERED OFFICE.

212, Laxmi Plaza, Laxmi Industrial Estate,

New Link Road Andheri (West)

Mumbai - 400 053

Tel: 022-40144202

Fax: 022-39381123

Email: cs.mumbai@usheragro.com

Website: www.usheragro.com

Mathura:

239, Maholi, Krishna Nagar

Off Delhi-Agra Highway, (N-H II)

Mathura, (Uttar Pradesh) - 281 004

Bihar:

Buxar - Plot no. 1898, Chaubeji ki Chhavani,

Jalilpur Thana, Rajpur, Dist -Buxar, (Bihar) - 802 114

NOTICE OF 22nd ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE TWENTY SECOND ANNUAL GENERAL MEETING OF THE MEMBERS OF USHER AGRO LIMITED WILL BE HELD ON SATURDAY, THE 29TH DAY OF SEPTEMBER, 2018 AT 12:00 NOON AT ANMOL BANQUETS HALL, 2ND FLOOR, HARMONY MALL AT CARNIVAL CINEMAS, OPPOSITE ROYAL ENFIELD SHOWROOM, LINK ROAD, GOREGAON WEST, MUMBAI-400 104 TO TRANSACT THE FOLLOWING BUSINESS:

Usher Agro Limited is under Corporate Insolvency Resolution Process under Insolvency and Bankruptcy Code 2016 (IBC) in terms of order passed by the Hon'ble National Company Law Tribunal, Mumbai Bench with effect from 21.03.2018. As per section 17 of the IBC, 2016, the powers of the Board of Directors stands suspended and such powers shall be vested with Krishna Chamadia (IBBI registration number IBBI/IPA-001/IP-P00694/2017-18/11220) appointed as the IRP with respect to the Company and continued as Resolution Professional by the Committee of Creditors in its first meeting held on April 18, 2018 under provisions of the code.

ORDINARY BUSINESS:

1. To consider and adopt the audited Balance Sheet as at 31st March, 2018 and the Statement of Profit and Loss account for the year ended 31st March, 2018 and the Directors' and Auditors' Reports thereon.
2. To appoint Statutory Auditor and to fix their remuneration and in this connection, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 139(8) and all other applicable provisions, if any, of the Companies Act, 2013 read with Company (Audit and Auditors) Rules, 2014 framed there under, as amended from time to time or any other law for the time being in force, M/s. Jayesh Sanghrajka & Co. LLP, (Firm Registration No.104184W/W100075), Chartered Accountants, be and are hereby appointed as Statutory Auditors of the Company to hold the office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting, and in this regard the Resolution Professional on directions of the Committee of Creditors ("CoC") be and are hereby authorized to decide and finalize the terms and conditions of their appointment and to fix their remuneration".

For Usher Agro Limited

(Company under Corporate Insolvency Resolution Process)

KRISHNA CHAMADIA RESOLUTION PROFESSIONAL

IP Registration No. IBBI/IPA-001/IP-P00694/2017-18/11220

Place: Mumbai

Date : 30.05.2018

Notes:

1. **A member entitled to attend and vote at the Annual General Meeting (the "Meeting") is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting.**
A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
2. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
3. A Statement pursuant to Section 102(1) of the Companies Act, 2013, is not annexed as there being no special business.
4. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
5. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. Relevant documents referred to in the accompanying Notice and the Statement is open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.
7. The Register of Members and Share Transfer Books of the Company will remain closed from 26th September, 2018 to 29th September, 2018 (both days inclusive).
8. Under Section 205A of the erstwhile Companies Act, 1956, read with Rule 3 of the Investor Education and Protection fund (Uploading of information regarding unpaid and unclaimed amounts lying with the companies) Rules, 2012 the amount of unpaid or unclaimed amounts for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund (IEPF), constituted by the Central Government. The Company had, accordingly, transferred Rs. 144,210/- unclaimed share application money pertaining to the IPO made in October, 2006 to the Investor Education and Protection Fund of the Central Government.
9. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Big Share, for consolidation into a single folio.
10. **Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.**

11. As per the provisions of the Companies Act, 2013 facility for making nomination is available for the Members in respect of the shares held by them. Nomination forms can be obtained from the Company's Share Registrars and Transfer Agents by Members holding shares in physical form. Members holding shares in electronic form may obtain Nomination forms from their respective Depository Participant.
12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or Bigshare Services Pvt. Ltd.
13. In terms of section 101 and 136 of the Companies Act, 2013 read together with the Rules made there under, the listed companies may send the notice of annual general meeting and the annual report, including Financial statements, Board Report, etc. by electronic mode. The Company is accordingly forwarding soft copies of the above referred documents to all those members who have registered their email ids with their respective depository participants or with the share transfer agent of the Company.
14. The company has designated an exclusive email ID viz. cs.mumbai@usheragro.com to enable investors to register their complaints/grievances, if any.
15. In compliance with provisions of the Companies Act 2013, the company is also offering the e-VOTING FACILITY to the members to enable them to cast their votes electronically. E-voting facility would remain open only from 26.09.2018 to 28.09.2018 (both days inclusive).

M/s SANDEEP DUBEY & ASSOCIATES, Practicing Company Secretary (M.No. 47940) B 204, Rajni Park, S V Road, Bhayander (East), Thane- 401105 (COP No. 17902) has been appointed as Scrutinizer for scrutinizing e-voting system in a fair and transparent manner and to give her report thereon.

E-VOTING INSTRUCTIONS

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 26.09.2018 at 10.00 A.M. and ends on 28.09.2018 at 05.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 22.09.2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

| | For Members holding shares in Demat Form and Physical Form |
|--|--|
| PAN | Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field. |
| Dividend Bank Details OR Date of Birth (DOB) | Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv). |

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) If a demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) **Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xix) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xv) above to cast vote.
- (B) The voting period begins on 26.09.2018 at 10.00 A.M. and ends on 28.09.2018 at 05.00 P.M. During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 22.09.2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

For Usher Agro Limited

(Company under Corporate Insolvency Resolution Process)

KRISHNA CHAMADIA

RESOLUTION PROFESSIONAL

IP Registration No. IBBI/IPA-001/IP-P00694/2017-18/11220

Place: Mumbai

Date : 30.05.2018

IMPORTANT COMMUNICATION TO MEMBERS

The Ministry of Corporate Affairs has taken a “Green Initiative in the Corporate Governance” by allowing paperless compliances by the companies and has issued circulars stating that service of notice / documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to register the same with the Company’s Share Transfer Agent, Bigshare Services Pvt. Ltd. Email: shubhangi@bigshareonline.com

DIRECTORS' REPORT

To The Members of
Usher Agro Ltd.

Usher Agro Limited is undergoing Corporate Insolvency Resolution Process under the Insolvency and Bankruptcy Code, 2016 (IBC, 2016) pursuant to the order passed by the Hon'ble National Company Law Tribunal, Mumbai Bench with effect from 21st March 2018. The true and certified copy of the order was received by the Resolution Professional on 28th March 2018

Pursuant to NCLT Order dated. 21.03.2018, Mr. Krishna Chamadia has been appointed as IRP and continued as Resolution Professional by the Committee of Creditors in its first meeting held on April 18, 2018 under provisions of the code. Under Section 17 of IBC Code, 2016, the power of Board of Directors stand suspended and shall be vested with Resolution Professional w.e.f. 21.03.2018.

Presentation on 22nd Annual Report on the business and operations of the Company and the financial accounts for the Year ended 31st March, 2018 is hereby submitted:

Financial Results

The financial performance of the Company, for the Financial Year ended 31st March, 2018 is summarised below:

(₹ in Lakhs)

| Particulars | Figures as at the end of current reporting period 31/03/2018 | Figures as at the end of previous year 31/03/2017 |
|---|---|--|
| Sales & Other Income | 8,080.64 | 43,727.18 |
| Profit before Financial Charges & Depreciation | (79,274.87) | (35,244.78) |
| Less : Financial Charges | 27,230.83 | 3,044.84 |
| Cash Profit for the year | (1,06,505.70) | (38,289.62) |
| Less : Depreciation | 3,323.01 | 3,457.33 |
| Profit before Tax | (1,09,828.71) | (41,746.95) |
| Less : Provision for Tax including Fringe Benefit Tax | - | - |
| Less : Provision for Deferred tax | (988.59) | - |
| Less: Short Provision for tax of earlier years. | - | - |
| Profit after Tax | (1,08,840.12) | (41,746.95) |
| Balance brought forward from Previous Year | (41,746.95) | (14,281.06) |
| Balance available for Appropriation | (1,50,587.07) | (56,028.01) |
| Appropriations : | - | - |
| Proposed Dividend | - | - |
| Corporate Dividend Tax | - | - |
| Transferred to General Reserve | - | - |
| Debt Redemption Reserve | - | - |
| Debenture Redemption Reserve | - | - |
| Earning per Share (EPS) | (140.13) | - |
| Balance carried to Balance Sheet | (1,50,587.07) | (56,028.01) |

Business operations & Results

During the year under review, the sales and other income of your Company have decreased to ₹ 8,080.64 lakh within the period of as compare to ₹ 43,727.15 lakh in the previous financial year. There is the loss in the financial year 2017-18. The loss after tax is ₹ 1,09,828.71 lakh against loss of ₹ 41,746.95 lakh in previous year.

Dividend

In view of the loss incurred by the Company during the year, the Directors have not recommended any dividend for the financial year ended March 31, 2018.

Transfer to Reserves

The Company has not transferred any amounts in the General Reserves during the financial year under review in pursuance to the provisions of Companies Act, 2013.

SHARE CAPITAL

During the year under review, no changes were made in the Authorized Share Capital and Paid up Capital of the Company.

Issue of Debentures

The Company had issued 50,325 Rated, Listed, Redeemable, Subordinated Non-Convertible Debentures ("Debentures" Or "NCDs") of a Face Value of INR 10,000 each for Cash Aggregating to INR 503,250,000 (The Rupee Equivalent Of \$ 7,500,000) on 23rd December, 2015 to Nederlandse Financierings-Maatschappij Voor Ontwikkelingslanden N.V.(FMO), The Hague, The Netherlands. The Debenture Trustee is IDBI Trusteeship Services Limited, Asian Building, Ground Floor, 17, R. Kamani Marg, Ballard Estate, Mumbai – 400001.

Debenture redemption Reserve

The Debenture redemption Reserve created for the FY 2017-18 is nil.

Consolidated Financial Statements

The Company is currently undergoing corporate insolvency resolution process under the provisions of Insolvency and Bankruptcy Code, 2016 (IBC) by an order of National Company Law Tribunal with effect from 21st March, 2018. As per section 17 of the IBC, 2016, the powers of the Board of Directors stands suspended, and such powers shall be vested with Mr. Krishna Chamadia (IP Registration no. IBBI/IPA-001/IP-P00694/2017-18/11220) appointed as the IRP with respect to the Company. Further, the subsidiary data is yet to be received by the RP from the subsidiary companies and hence, the Company has not prepared the Consolidated Financial statement of the Company.

Subsidiary Companies

The Company has adopted a Policy for determining Material Subsidiaries in terms of Regulation 16 (c) of SEBI (LODR) Regulations, 2015 of the Listing Agreement. The Policy, as approved by the Board, is uploaded on the Company's website at www.usheragro.com. The Company has two subsidiary i.e. Usher Eco Power Limited and one wholly owned subsidiary i.e. Usher Worldwide FZE.

Performance of the Subsidiaries**a) USHER ECO POWER LIMITED**

Usher Eco Power Limited is into biomass-based power generation activity. The Company had commissioned the 16MW Rice husk based Co-generation Eco friendly power plant at Chhata Dist- Mathura, U.P. which used Rice husk as fuel. The Resolution Professional is yet to receive the statement of accounts for the subsidiary and is hence unable to comment on performance of the Company.

b) USHER WORLDWIDE FZE

Usher Worldwide FZE which is registered in a Free Zone Establishment (FZE) in the Sharjah Airport International Free Zone (SAIF Zone), United Arab Emirates. The Resolution Professional is yet to receive the statement of accounts for the subsidiary and is hence unable to comment on performance of the Company.

During the year under review, no Company has become or ceased to be a subsidiary of the Company. A statement containing the salient features of the financial position of the subsidiary companies in Form AOC.1 is annexed as **Annexure 2**.

BUSINESS EXPANSION

The company is currently undergoing CIRP under the provisions of the Insolvency and Bankruptcy Code, 2016, wherein a resolution plan can be submitted by a resolution applicant within the 180 day (or 270 day) period. Considering the above, the Company has no immediate plans for expansion.

DEPOSITS

The Company has not accepted any deposit from the public under section 73 and 74 of the Companies Act, 2013.

BOARD OF DIRECTORS

Prior to the appointment of the IRP pursuant to the NCLT order dated 21st March 2018, the composition of the Board of Directors had fallen below the minimum requirement as stipulated under the SEBI (LODR) Regulations, 2015 and the Companies Act, 2013. As on the date of the said financial year end, the Company had Two (2) Directors consisting of One (1) Managing Director and One (1) Independent Director on its Board.

During the year under review, Mrs. Shikha Bhura was appointed as Non Executive Independent Director (Woman Director) on the Board w.e.f. 30.05.2017

During the year under review, the following directors has resigned from the Board of Directors

1. Mr. Shri Prakash Arora w.e.f. 25.04.2017
2. Mr. Vijay Ranchan w.e.f. 11.07.2017
3. Mr. Prem Chand Tiwari w.e.f. 25.04.2017
4. Mr. Ajay Sharma (Nominee Director) w.e.f. 22.08.2017
5. Mrs. Shikha Bhura w.e.f. 28.10.2017

The company is currently undergoing corporate insolvency resolution process under the provisions of Insolvency and Bankruptcy Code, 2016 (IBC) by an order of National Company Law Tribunal with effect from 21st March, 2018. As per section 17 of the IBC, 2016, the powers of the Board of Directors stands suspended, and such powers shall be vested with Mr. Krishna Chamadia (IP Registration no. IBBI/IPA-001/IP-P00694/2017-18/11220) appointed as the IRP with respect to the Company. The IRP further continued as Resolution

Professional by the Committee of Creditors in its first meeting of Committee of Creditors held on April 18, 2018 under provisions of the code.

Woman Director

In terms of the provisions of Section 149 of the Companies Act, 2013 and Reg.17 (1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a company shall have at least one Woman Director on the Board of the company. Your Company had Ms. Baljinder Kaur Mandal as Woman Director (Nominee Director IDBI Bank) on the Board of the Company since 29th June, 2013. IDBI Bank Limited had withdrawn her nomination w.e.f. 28.11.2016. Consequently, the Company appointed Mrs. Shikha Sethia Bhura as Independent Non Executive Woman Director w.e.f. 30.05.2017 in order to comply with the provisions of section 149 of the Companies Act, 2013. However, it is to be noted that Mrs. Shikha Bhura has resigned from the Board w.e.f. 28.10.2017 and since then there is no Woman Director on the Board of the Company.

Declaration by Independent Director under sub-section (6) of section 149

The Company has received Declaration that the Independent Director meets the criteria of Independence laid down in sub-section (6) of section 149 of the Companies Act 2013. The declaration in respect of the same is received at the first Board meeting of the Financial Year.

Annual Evaluation

The Company has devised a Policy for performance evaluation of the Board, Committees and other individual Directors (including Independent Directors) which includes criteria for performance evaluation of the Non-executive Directors and Executive Directors. The evaluation process inter alia considers attendance of Directors at Board and committee meetings, acquaintance with business, communicating inter se board members, effective participation, domain knowledge, compliance with code of conduct, vision and strategy, benchmarks established by global peers, etc, which is in compliance with applicable laws, regulations and guidelines. The Board carried out annual performance evaluation of the Board, Board Committees and Individual Directors and Chairperson. The Chairman of the respective Board Committees shared the report on evaluation with the respective Committee members. The performance of each Committee was evaluated by the Board, based on report on evaluation received from respective Board Committees. The reports on performance evaluation of the Individual Directors were reviewed by the Chairman of the Board.

Procedure for Nomination and Appointment of Directors:

The Nomination and Remuneration Committee is responsible for developing competency requirements for the Board based on the industry and strategy of the Company. Board composition analysis reflects in-depth understanding of the Company, including its strategies, environment, operations, and financial condition and compliance requirements. The Committee is also responsible for reviewing and vetting the CVs of potential candidate's vis-à-vis the required competencies and meeting potential candidates, prior to making recommendations of their nomination to the Board. At the time of appointment, specific requirements for the position, including expert knowledge expected, is communicated to the appointee.

Directors Retiring by Rotation

None of the Directors are retiring by rotation

Number of Meetings of the Board

Four meetings were held viz. 30th May, 2017, 13th September, 2017, 14th December, 2017 and 14th February, 2018. Detailed information on the meetings of the Board is included in the report on Corporate Governance, which forms part of this Annual Report.

CORPORATE SOCIAL RESPONSIBILITY

In compliance with Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules 2014, the company has established Corporate Social Responsibility (CSR) Committee and statutory disclosures with respect to the CSR Committee and an Annual Report on CSR Activities forms part of this Report at **ANNEXURE – 3**

Policy on Prevention, Prohibition and Redressal of Sexual Harassment at Workplace

The Company has zero tolerance for sexual harassment at workplace and has adopted a Policy on Prevention, Prohibition and Redressal of Sexual Harassment at the Workplace, in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules there under. The Policy aims to provide protection to employees at the workplace and prevent and redress complaints of sexual harassment and for matters connected or incidental thereto, with the objective of providing a safe working environment, where employees feel secure. The Company has also constituted an Internal Complaints Committee, known as the Prevention of Sexual Harassment (POSH) Committee, to inquire into complaints of sexual harassment and recommend appropriate action.

The Company has not received any complaint of sexual harassment during the financial year 2017-18.

Corporate Governance

The Company is committed to achieve the highest standards of Corporate Governance and adheres to the Corporate Governance requirements set by the Regulators/applicable laws. Accordingly, the Board functions as trustees of the shareholders and seeks to ensure that the long term economic value for its shareholders is achieved while balancing the interest of all the stakeholders. A separate section on Corporate Governance as stipulated under Regulation of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchanges is enclosed as an Annexure to this report. The report on Corporate Governance also contains certain disclosures required under the Companies Act, 2013.

Management Discussion and Analysis

The Management Discussion and Analysis Report for the year under review as stipulated under SEBI (LODR) Regulations, 2015 is presented in a separate section forming part of this Annual Report.

Vigil Mechanism/ Whistle Blower Policy

The Company has implemented a Whistle Blower Policy pursuant to which Whistle Blowers can raise concerns such as breach of Code of Conduct, fraud, bribery, corruption, employee misconduct, etc. Further, the mechanism adopted by the Company encourages the Whistle Blower to report genuine concerns or grievances and provides for adequate safeguards against victimization of Whistle Blower who avail of such mechanism and also provides for direct access to the Chairman of the Audit Committee, in exceptional cases. The functioning of the Vigil mechanism is reviewed by the Audit Committee from time to time. The details of the Whistle Blower Policy are explained in the Report on Corporate Governance and also available on the website of the Company (www.usheragro.com).

Board diversity

The Company recognizes and embraces the importance of a diverse board in its success. The Board has adopted the Board Diversity Policy which sets out the approach to diversity of the Board of Directors. The Board Diversity Policy is available on our website, www.usheragro.com.

Pursuant to the appointment of Resolution Professional, the powers of the Board of Directors stood suspended w.e.f. 21.03.2018.

Loans, Guarantees or Investments in Securities

There have been no loans / guarantees given or securities provided during the financial year 2017-18 under the provisions of Section 185 / 186 of the Companies Act, 2013. The details of investments covered under the provisions of Section 186 of the Act are given in notes to financial statements provided in this Annual Report.

Significant and Material Orders Passed By the Regulators or Courts or Tribunals and; Material Changes & Commitment Affecting the Financial Position of the Company

Usher Agro Limited is under Corporate Insolvency Resolution Process of the Insolvency and Bankruptcy Code 2016 in terms of order passed by the Hon'ble National Company Law Tribunal, Mumbai Bench with effect from 21.03.2018.

Pursuant to the appointment of Resolution Professional, the powers of the Board of Directors stood suspended w.e.f. 21.03.2018. The Moratorium Period as stipulated under Section 14 of the IBC Code, 2016 is in force.

Remuneration Policy

The Company has in place a Nomination, Remuneration and Evaluation Policy for the Directors, Key Managerial Personnel and other employees, pursuant to the provisions of the Act and SEBI (LODR) Regulations, 2015 same is uploaded on the website of the Company www.usheragro.com

Contracts or Arrangements with Related Parties

All transactions entered with related parties, if any, during the financial year 2017-18 were on arm's length basis and in ordinary course of business. Further, there were no material related party transactions during the year with the Promoters, Directors or Key Managerial Personnel. The Company has adopted a Related Party policy and procedure, which is available at company's website.

Internal Financial Control Systems and their Adequacy

The Company has laid down set of standard, process structures which enables to implement internal financial control across the organisation and ensure that the same are adequate and operating effectively.

AUDITORS AND AUDITORS' REPORT**Statutory Auditors**

M/s. Jayesh Sanghrajka & Co.LLP, Chartered Accountants, Mumbai (Firm Registration No104184W/W100075) were the Statutory Auditors for the FY 2017-18. They have audited the Financial Statements for the Financial Year 2017-18 and submitted their report which forms part of this report. Notes to the Accounts referred to in the Auditors Report are self-explanatory and therefore do not call for any further comments. There are qualification in the Auditors Report on the Financial Statements of the company.

With reference to the Auditors' qualified opinion, matter of emphasis and observations in the Auditors' Report, the explanation/comments are set out in **Annexure '1'** to this Report.

Secretarial Auditor

Pursuant to section 204 of the companies act, 2013 Company engaged Mr. Sandeep Dubey, Practising Company secretary, for conducting Secretarial Audit for the Financial Year 2017-18. M/s. Sandeep Dubey & Associates has issued Secretarial Audit Report. The report of the Secretarial Auditor for the FY 2017-18 in the prescribed form MR-3 is annexed to this report as **Annexure 4**

Cost audit/auditor

Pursuant to the provisions of section 148 of the Companies Act, 2013 and Companies (Cost Records and Audit) Rules, 2014, the products manufactured by the Company were not covered for maintenance of cost records and therefore, the Company discontinued the cost audit and consequently, the Company has not appointed cost auditor for the financial year 2017-18.

Employee Remuneration

In view of the losses incurred by the Company, the Company has not paid remuneration to any Director of the Company and there was no increase in the managerial remuneration of Directors, KMP and Employees under Section 197 of the Companies Act, 2013. The percentage increase in the salaries of employees and so also of managerial personnel and KMP in the previous financial year and so also in the FY 2017-18 is Nil. There is no increment in the previous financial year and also in FY 2017-18. The number of permanent employees on the rolls of company – 70. The Company has in place remuneration policy and if any remuneration will be paid it will be as per the remuneration policy of the company.

Statutory Disclosures

The disclosures to be made under sub-section (3) (m) of Section 134 of the Companies Act 2013 read with Rule (8)(3) of the Companies (Accounts) Rules, 2014 by your Company are explained as under:

(A) Conservation of Energy**(i) the steps taken or impact on conservation of energy;**

The Company is aware about energy consumption and environmental issues related with it and continuously making sincere efforts towards conservation of energy. The maintenance of the Boiler and Electrical Equipment is carried out regularly with optimum care with the help of the technical professionals and modern equipment. The Company is in fact engaged in the continuous process of further energy conservation through improved operational and maintenance practices. Your Company is having a rice husk fired 1 MW co-generation captive power plant at Mathura, which helped to save the cost of power consumption and also generating power in eco friendly manner by supporting environment.

(ii) the steps taken by the Company for utilizing alternate sources of energy

The company has already commissioned 1MW co-generation captive power plant at Mathura to use its rice husk which is waste product during the production of rice, the company has also installed 16MW biomass power plant in its subsidiary company M/s Usher Eco Power Ltd to generate the energy through renewal sources of energy.

(iii) the capital investment on energy conservation equipments - NIL**(B) Technology Absorption**

- i. The Company is using latest technology in rice and wheat milling which is well established the world over. The Company has installed new equipment with latest technology for the purpose of rice processing. The Company has carried out R&D in house so as to improve the quality of the Rice Bran, one of the bye-products of rice milling process (8% of the total output). The Company has evolved the process to reduce the content of Nakku (Broken Rice) in the Rice Bran.
- ii. The Benefit derived like product improvement, cost reduction, product development or import substitution.
- iii. In case of imported technology (The Company has not imported any technology during the last three financial years.)
- iv. Expenditure on research & development – the company has actively participated in research & development of new technology of Silica extraction with IISc Bangalore and has incurred around Rs. 36 Crore till now in establishing & commissioning its small plant at Chhata, Mathura

(C) Foreign Exchange Earnings and Outgo

During the year under review, the foreign exchange outgo was NIL (Prev. Yr. Rs. 195.17 lakh) and the foreign exchange earnings on exports on FOB Basis were NIL (Prev. Yr. Rs. 5.17 lakh).

Extracts of Annual Return

As per the amendments carried out by the Companies (Amendment) Act, 2017 in section 92(3), every company shall place a copy of the annual return on the website of the company, if any, and the web-link of such annual return shall be disclosed in the Board's report. A copy of Annual Return of the Company is available on the website of the Company.

Directors' Responsibility Statement

In accordance with Section 134(5) of the Companies Act, 2013, your Board of Directors confirms that:

- a) in the preparation of the annual accounts, the applicable Accounting Standards have been followed and that there is no material departure;

- b) the directors had selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for the year;
- c) proper and sufficient care has been taken for maintenance of adequate accounting records as provided in the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities;
- d) The annual accounts of the Company have been prepared on a “going concern” basis;
- e) the directors had laid down internal financial controls to be followed by the Company and that such controls are adequate and were operating effectively; and
- f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively

Pursuant to the appointment of Resolution Professional, the powers of the Board of Directors stood suspended w.e.f. 21.03.2018.

Acknowledgement

The Directors wish to convey their appreciation to all of the Company’s employees for their enormous personal efforts as well as their collective contribution to the Company’s performance. The Directors would also like to thank the shareholders, customers, dealers, suppliers, bankers, Government and all the other business associates for the continuous support given by them to the Company and their confidence in its management.

Vinod Kumar Chaturvedi
Managing Director
Din No. 00325197

Place: Mumbai
Date: 30.05.2018