



A Govt. Recognised Trading House

# SANWARIA CONSUMER LIMITED

(Formerly known as Sanwaria Agro Oils Limited)



**SANWARIA GROUP**  
Serving society through Industry

CIN - L15143MP1991PLC006395

**New Office Address:-**  
Hall No.-1, 1st Floor,  
Metro Walk  
Bittan Market, Bhopal

Date: 03.12.2019

<b>Bombay Stock Exchange Ltd.</b> Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400001. <b>BSE Scrip Code: 519260</b>	<b>National Stock Exchange of India Ltd.</b> Exchange Plaza, 5th Floor Plot No. C/1,G Block Bandra - Kurla Complex Bandra (E) Mumbai-400051. <b>NSE Scrip Symbol: SANWARIA</b>
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**Subject: Submission of Annual Report of the Company for the Financial year 2018-19 containing inter alia, the Notice Convening 28<sup>th</sup> Annual General Meeting ("AGM") of the Members of the Company.**

Dear Sir,

Pursuant to Regulation 30 and 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Annual Report for the Financial year 2018-19 containing inter alia, the Notice of the 28<sup>th</sup> Annual General Meeting (AGM) of the members of the Company, scheduled to be held on **Thursday, December 26, 2019 at 10.00 AM Hrs.** (IST) at the "*Kwality's Motel Shiraz*", Service Rd, Board Office Square, No 6 Locality, Shivaji Nagar, Bhopal, Madhya Pradesh-462042.

The abovementioned details are also available on the website of the Company at <https://www.sanwariaconsumer.com/admin/upload/pdf/19-12-02-annual-report-2018-19.pdf>

This is for your information and record .

Thanking you,  
Yours faithfully,

**By order of Board of Directors  
For Sanwaria Consumer Limited**

Authorised Signatory





**“GROWTH IN ORDER TO BE MEANINGFUL AND IMPACTFUL  
NEEDS TO BE SUSTAINABLE.**

**“** For SCL, sustainable growth is the result of the momentum that we have built over the years and which keeps the organisation continually on the path of growth. It is the cumulative outcome of the successful establishment of our brands and in the Indian and International markets, founded on **28 years of growing trust and excellence.**





## *Stepping in the new era ....*

*.....for bringing more to the table.*

Over the years, **SCL's** multiple drivers of growth have been carefully crafted to match internal competencies with the emerging opportunities of a growing Indian market. A robust portfolio of businesses leverage SCL's unique enterprise strengths in terms of its deep consumer insight, intimate rural linkages, superior agri-sourcing, cutting-edge Research & Development, world-class manufacturing, brand building skills, innovative consumer packaging, focus on digital technologies and an extensive trade marketing, distribution and logistics network. These unique enterprise strengths enable SCL to create multiple drivers of growth across all the three sectors – agriculture, manufacturing and services, whilst making a significant and holistic contribution to society, environment and the economy.

Consumers are influenced by convenience, weight management, quickness, easy storage and serving. What, where, and how much they eat are all getting redefined. SCL has the experience and is poised to tap the opportunities arising out of this. It has a nationwide distribution chain in place. It has many known and accepted food brands in various markets. It is acknowledged for its standards in hygiene, product quality and wholesomeness.

SCL's commitment towards a paradigm of growth that is sustainable and inclusive will continue to shape a better and secure future for its stakeholders and the nation.



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# CORPORATE INFORMATION

## BOARD OF DIRECTORS

### Executive Directors

**Mr. Gulab Chand Agrawal**  
(DIN: 000256621)  
Executive Chairman

**Mr. Satish Agrawal**  
(DIN: 00256583)  
Whole Time Director

**Mr. Ashok Kumar Agrawal**  
(DIN: 001199530)  
Whole Time Director

### Non-Executive Director

**Mr. Anil Agrawal**  
(DIN: 00256539)  
Professional Director/Principal Advisor/Mentor

### Chief Financial Officer

Mr. Anil Kumar Vishwakarma

### Bankers

Punjab National Bank (Lead Banker)  
State Bank of India

Central Bank of India  
Bank of India  
Oriental Bank of Commerce  
Bank of Baroda  
IDBI Bank Limited  
Vijaya Bank  
Andhra Bank  
Canara Bank

### Non-Executive Independent Directors

**Mr. Shailesh Baluapuri**  
(DIN: 08259101)  
*\*(Resigned w.e.f. 11.10.2018)*

**Mr. Amitendra Shrivastava**  
(DIN: 08284331)  
*\*(Resigned w.e.f.31.10.2018)*

**Mr. Surendra Kumar Jain**  
(DIN: 02197169)

**Mrs. Shivani Jhariya**  
(DIN: 07262839)  
*\*(Resigned w.e.f. 11.06.2019)*

**Mr. Hari Krishna Agrawal**  
(DIN: 00564223)  
*(Term expired on 30.03.2019)*

**Mr. Shyam Babu Agrawal**  
(DIN: 00888301)  
*(Term expired on 30.03.2019)*

**Mr. Hans Kumar Verma**  
(DIN: 02197207)  
*(Term expired on 30.03.2019)*

**Mr. Santosh Kumar Tiwari**  
(DIN: 02197207)  
*(Term expired on 30.03.2019)*

### Company Secretary

Ms. Komal Madhyani  
*\*(Resigned w.e.f. 30.04.2019)*

Ms. Pragya Raghuvanshi  
*\*( Appointed on 15.05.2019)*  
*\*(Resigned on 01.10.2019)*



## Registrar And Share Transfer Agents

### Sanwaria Consumer Limited (In House)

Office Hall No. 1, 1<sup>st</sup> Floor, Metro walk,  
Bittan Market,, Bhopal M.P. – 462016.  
Telephone: +91-755-4294878  
Fax: +91-755-4295038  
Email-id: [rta@sanwariaconsumer.com](mailto:rta@sanwariaconsumer.com)  
ICAI Firm Registration No. 116884W

## Stock Exchange

### Bombay Stock Exchange Limited (BSE)

BSE Code: 519260  
Floor 25, PJ Towers, Dalal Street,  
Mumbai – 400001

### Registered Office

Office Hall No. 1, 1<sup>st</sup> Floor, Metro walk,  
Bittan Market, Bhopal, M.P. – 462016)  
Website: [www.sanwariaconsumer.com](http://www.sanwariaconsumer.com)  
Email-id: [compliance@sanwariaconsumer.com](mailto:compliance@sanwariaconsumer.com)

## Plant Locations

### Soya Oil Division

- ❖ Unit-I & Unit-II, 53A, 53B, Sec A, Industrial Area, Mandideep (M.P.)
- ❖ 19-30, Industrial Area, Kheda, Itarsi (M.P.)
- ❖ Kosmi Industrial Area. Betul (M.P.)

### Soya Bari (Chunks) Division

- ❖ 53A, 53B, Sec-A, Industrial Area Mandideep (M.P.)

## Staturory Auditos

M/s SPJV & Co.

Chartered Accountants  
ICAI Firm Registration No. 116884W  
Priyadarshini Prabha, Top Floor, SBI Colony  
M.P Nagar, Zone-11, Bhopal- 4620111  
*(Resigned w.e.f. 24.09.2019)*

### National Stock Exchange of India Limited (NSE)

NSE Symbol: SANWARIA  
Exchange Plaza, Bandra Kurla Complex,  
Bandra (East)  
Mumbai- 400051

### Soya Flour Division

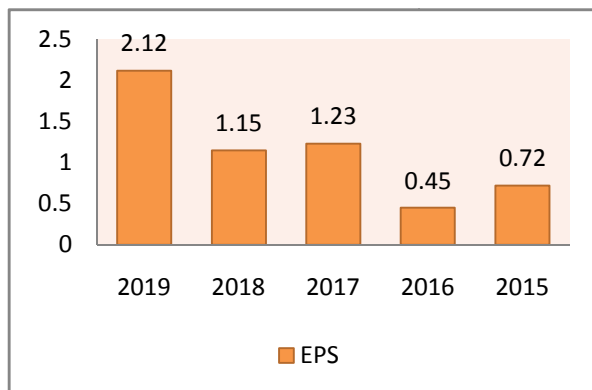
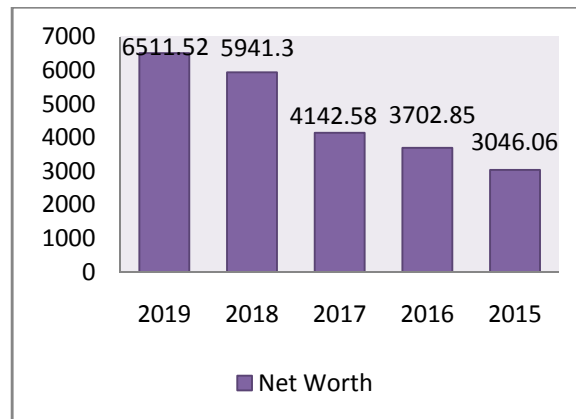
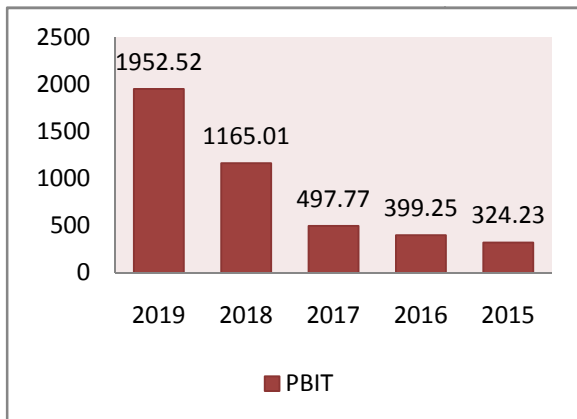
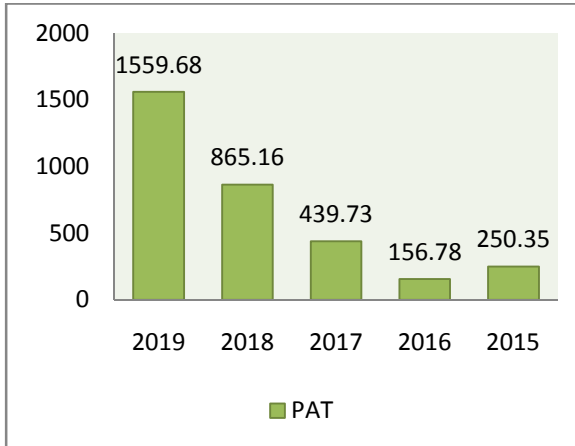
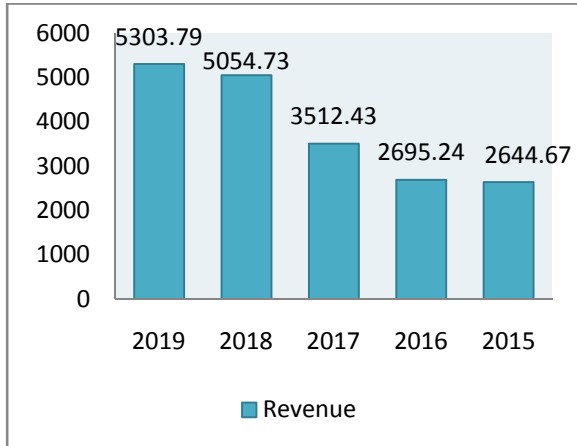
- ❖ 53A, 53B, Sec-A, Industrial Area, Mandideep (M.P.)

### Rice Division

- ❖ Unit-I, 55, Sec A Industrial Area, Mandideep (M.P.)
- ❖ Unit-II, Vill. Kiratpur, Teh. Itarsi (M.P.)



## Performance Overview

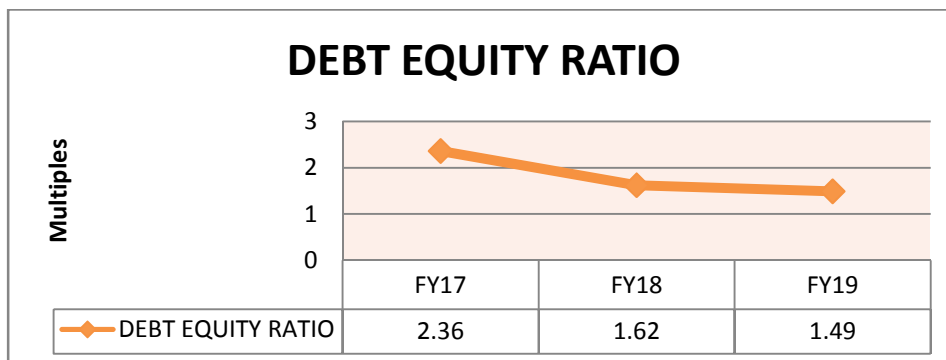
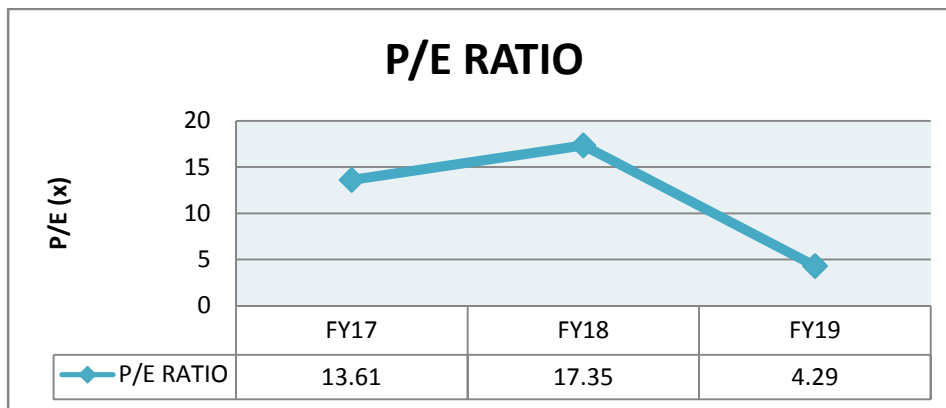


THE OVER-ARCHING STORY IN INDIA DURING THE FY 18-19 WAS LARGELY THE SAME. DROUGHT PESSIMISM GUARDED SPENDING. AND YET, SANWARIA CONSUMER LIMITED REPORTED 4.96 PER CENT GROWTH IN TOP LINE & 80.27 PER CENT GROWTH IN BOTTOM LINE.

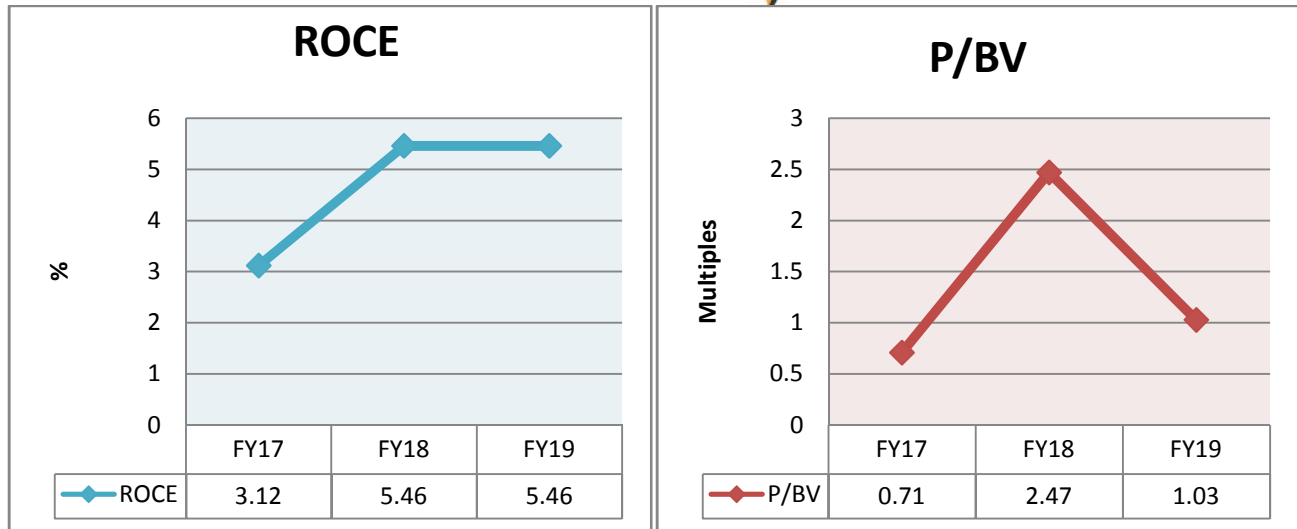


## Ratio Analysis

Particulars	FY17	FY18	FY19
EPS (Rs.)	1.23	1.15	2.12
EBITDA Margin (%)	3.53	3.94	5.39
PBT Margin (%)	1.42	2.30	3.68
PAT Margin (%)	1.25	1.71	2.94
P/E Ratio (x)	13.61	17.35	4.29
ROE (%)	10.62	14.56	23.95
ROCE (%)	3.12	30.79	37.96
Debt Equity Ratio (%)	2.36	1.62	1.49
Book value (Rs.)	11.26	8.07	8.85
P/BV	0.71	2.47	1.03







(In Lakhs)

Particulars	2014-15	2015-16	2016-17	2017-18	2018-19
Share Capital	3480.50	3480.50	3680.50	7361.00	7361.00
Reserves & Surplus	26980.17	28548.03	37523.90	52052.04	57754.21
Shareholders Fund	30460.67	37028.53	41204.40	59413.04	65115.21
Borrowings	74536.05	84118.74	90373.92	97215.18	91156.18



## CHAIRMAN'S MESSAGE



**Dear Shareholders,**

I write this letter with a sense of pride about how well your Company performed in this year i.e. 2018-19, not just in financial terms, but also in terms what we have accomplished for customers, employees & shareholders across the world. We have successfully completed 28 years of establishment. The fiscal year gone by has been an eventful year. We continued to build trust with customers & communities by being responsible, transparent & our focus on building long term relationship. The year gone by has been both thrilling and significant for the company. Along with growing our sales and net revenue substantially, we also made significant increase in the net worth of the Company. The Company also created wealth for its shareowners and it consistently achieved high margins and reported robust year-on-year growth.

### **Strengthening Consumer Engagement to Drive Growth:**

Customers have always been at the heart of our initiatives. SCL is committed to deliver superior & differentiated products that create value for the Indian consumers. Our deep understanding of consumers, a strong portfolio of brands & products have enabled us to deliver broad based superior performance across all the divisions. We are focused more than ever on strengthening consumer engagement to drive growth. We strive to make our brand relatable & valuable to our consumer's lives. Some of the differentiated products undergo over various tests to conform to the best international standards offering consumers and future generations a safer and better product.

### **Business Overview**

The first step in setting up a business is the most difficult ones. There can be many ideas but converting them to business needs painstaking execution. The first seed of venturing into the Soya based manufacturing business was sown by ex-Chairman of the Company; Late Shri Ram Narayan Agrawal; in the early 90's due to the presence of rich soya belt in Madhya Pradesh and yet not potentially explored sector till then where soya having high nutritional content. It was a move to eradicate the ongoing predicament of malnutrition among the people of central India. The idea was well germinated and through his relentless efforts; he successfully built the business empire in the soya segment which has been steered into the FMCG Sector by the relentless efforts of second and third generation. Today, we are evolving swiftly from being an established branded soya company to an emerging global Food Company, with new strategic advancements and product developments underway.



Setting this long voyage; presently the Solvent Extraction capacity of your Company is 2500 ton per day and rice division with 600 ton per day capacity.

It has been an enriching experience to engage with & witness the evolution of Company as it traversed many a trial & tribulation to emerge as a vibrant & valuable multi business conglomerate.

### **Financial Overview:**

It was a challenging year for the industry with market volatility & economic uncertainty. In this challenging business environment, your Company delivered a strong performance. Our 'Connected 4 Growth' initiatives have made us more agile, customer centric and responsive to the diverse and rapidly evolving marketplace. Our 4G model of growth - consistent, competitive, profitable and responsible, continues to serve us well and 2018-19 was the twenty eight consecutive year of both top line growth and margin improvement.

We hereby share that your Company's Profit after Tax grew remarkably at the growth rate of 80.28% at Rs. 15596.84 Lakhs against Rs. 8,651.61 in the previous year and The total revenue of the SCL increased to Rs. 531779.77 Lakhs from Rs. 506657.78 Lakhs in the previous year, at a growth rate of 4.93 %. Net Worth of the Company increased by 9.59% to Rs. 65115.21 Lakhs as against Rs. 59,413.04 Lakhs in the PY 2017-18. The financial for half year ended 30<sup>th</sup> September, 2019 were not satisfactory as the Revenue of the Company stood Rs. 223943.03 Lakhs as against Rs. 249092.22 in the previous half year ended 30<sup>th</sup> September, 2018. Also the networth was Rs. 31942.67 as against Rs. 56938.98 in the previous half year ended 30<sup>th</sup> September, 2018. Also the Company suffered a loss of Rs. 38472 Lakhs due to below par/low level of activity or business operations due to unforeseen circumstances, one time provision for bad & doubtful debt.

### **Industry Overview**

The FMCG sector continues to be one of the largest sector contributing to the Indian economy. The overall outlook for the FMCG industry continues to remain positive. We are witnessing trends like increased disposal income, increased rural consumption which will fuel the growth of the FMCG sector in the upcoming years. With this changing consumption pattern, we are emerging as a Global Food Company. We are now pursuing strategies that involve greater differentiation and allow us to create sustainable value for all our stakeholders. To capitalize on the growing market opportunities, we embarked on diversifying our business, adding value through synergistic staples and foods business. At the same time, we aim to diversify into value added products to maximize shareholders value.



ॐ  
“We don’t grow when things  
are easy; we grown when we  
face challenges.”  
ॐ

## Support System

Our world-class supply chain maintained its relentless focus on driving quality, customer service and cost effectiveness across the value chain. Our sales and distribution system, with an unrivalled national presence across traditional and modern trade channels, remains a key competitive advantage. We continued to expand our direct coverage and leverage technology and intelligent analytics to significantly enhance our customer service and on-shelf availability. The Company also continued to make significant investments in building capabilities to win in channels of the future and substantial progress is being made particularly in the fast-growing e-commerce channel.

We exercised our resources more productively, including infrastructure, brand, distribution and the people. We have been successful in creating a strong overall talent pipeline to ensure highest commitment of performance. Furthermore we are working on expanding our distribution reach, not only in India, but globally as well.

Our strategic objective is to build a sustainable organization that remains relevant to the agenda of our clients, while generating profitable growth for our investors. In order to do this, we will apply the priorities of renew and new to our own Business and cascade it to everything we do. Supported by strong systems and strategies, we are geared to keep ourselves ahead of the challenges that we continue to face. We are assertive onwards meeting our goals and relentlessly work towards enhancing value for all our stakeholders.

## Acknowledgement

On behalf of Board of Directors of Sanwaria Consumer Limited, I would like to express sincere appreciation for the assistance and co-operation received from the financial institutions, banks, Government authorities, customers, vendors, Company’s executives, staff and workers, for their continued support in our journey to deliver value to all our stakeholders since past 28 years.

Most importantly, I would like to thank you, our shareholders, for your overwhelming trust, support & confidence in Sanwaria Consumer Limited.

**Warm Regards**  
**Gulab Chand Agrawal**  
**Chairman**



**To,  
The Members,  
Sanwaria Consumer Limited  
(Formerly known as Sanwaria Agro Oils Limited)**

The Board of Directors hereby submits the report of the business and operations of your Company ('the Company' or 'SCL'), along with the audited financial statements, for the financial year ended March 31, 2019.

### RESULTS OF OUR OPERATIONS

Your Company's financial performance for the year under review has been encouraging. Key aspects of Standalone Financial Performance of SCL for the current financial year 2018-19 along with the previous financial year 2017-18 are tabulated below

Rs in Lakhs

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
Total Income	531779.77	5,06,657.78
Profit Before Depreciation, Interest and Tax	28594.05	19892.60
<b>Less: Depreciation &amp; Amortization expenses</b>	748.58	802.76
<b>Less: Finance cost</b>	8320.27	7,439.67
Profit before Taxation and Exceptional Items	19525.20	11,650.17
<b>Less: Extraordinary and Exceptional Item</b>		-
Profit before Taxation	19525.20	11,650.17
<b>Less: Provision for Tax for Current Year</b>	4027.13	3,361.04
<b>Less: Provision for deferred Tax</b>	(105.32)	(100.97)
Profit for the period	15605.67	8,390.1
Other Comprehensive Income(net)	(8.82)	183.05
Profit After Tax	15596.84	8,651.61
<b>Dividend</b>	0%	0%
<b>Transferred to Reserves</b>	15596.84	8651.61
<b>Shareholders' Fund</b>	65115.22	59,413.04
<b>Earnings Per Share (EPS)<sup>(1) &amp; (2)</sup></b>		
<b>i) Basic</b>	2.12	1.15
<b>ii) Diluted</b>	2.12	1.14

Notes:1) Equity shares are at par value of Rs. 1.00 per share.

### FINANCIAL REVIEW

During the year under review, there has been substantial improvement in the overall performance of the Company.

- ❖ The total income of the SCL increased to Rs.531779.77 Lakhs from Rs. 5,06,657.78 Lakhs in the previous year, at a growth rate of 4.93 %



- ❖ PAT of the SCL was Rs. 15596.84 Lakhs against Rs. 8,651.61 Lakhs in the previous year which increased substantially at the growth rate of 80.27%
- ❖ Net Worth of the Company increased by 9.59% Rs. 65115.22 Lakhs as against Rs. 59,413.04 Lakhs in the PY 2017-18.
- ❖ Earnings per Share of the Company increased to Rs. 2.12 per shares as against Rs. 1.15 in the previous year, at the growth rate of Rs. 87.27%.
- ❖ The financial for half year ended 30<sup>th</sup> September, 2019 were not satisfactory as the Revenue of the Company stood Rs. 223943.03 Lakhs as against Rs. 249092.22 in the previous half year ended 30<sup>th</sup> September, 2018.
- ❖ The networth was Rs. 31942.67 as against Rs. 56938.98 in the previous half year ended 30<sup>th</sup> September, 2018.
- ❖ Also the Company suffered a loss of Rs. 38472 Lakhs for half year ended 30<sup>th</sup> September, 2019.

Increase in overall performance of the SCL can be attributed to increase in sales, economy of scale and aggressive in marketing strategy. Last year, the Company had launched new range of Rice under the brand name of “Silk” which got a great response from the customers and expanded the product portfolio to 25 products taking a step ahead to the FMCG Sector and establishing the brand name among other competitors. Besides India, we are constantly working on strengthening our brands in the overseas market.

## **PERFORMANCE OF BUSINESSES**

Your Company delivered yet another year of resilient performance, aided by healthy marketing and trade investments, exciting innovations, stepped up market development and sharper in-market execution. Your Company continued to leverage and benefit from the inputs received across various aspects of the business, including technology, innovation, services and marketing mix that enabled your Company to launch several new offerings to serve the needs of consumers. The year began with a sharp upturn in the commodity cycle with crude and vegetable oil prices rising significantly whilst the market continued to remain volatile. Your Company had proactively passed on the benefits of lower commodity costs to the consumers when the commodity prices were deflationary last year. During the year, your Company had to take calibrated price increases as commodity prices increased sharply. To fuel growth, your Company continued to deploy effective cost saving programmes. These savings not only aid in deploying investments to build brands and capabilities but also help the Company in delivering its profit objective. During the year, an extensive review of the business under the ‘Zero Based Budgeting’ project was conducted and your Company has crafted some well-considered plans to further drive operating efficiencies in the coming years.

## **DIVIDEND**

The Board of Directors had decided to deploy the funds in the growth, expansion and reducing the debt burden of the Company which will continue to shape a better and secure future for its stakeholders, investors and shareholders of the Company. As such, the amount retained will be utilised for securing the long-term growth objectives of the business. With this in mind, the Company shall strive to declare a steady stream of dividends to the shareholders that is in their best long-term interest.



## RESERVES

The Board has recommended transferring of Rs. 157.02 Crores to Surplus in statement of Profit & Loss.

## SHARE CAPITAL

The Authorised Capital of the Company is Rs. 78,00,00,000 consisting of 76,00,00,000 Equity Shares of face value of Rs. 1.00 each and 20,00,000 Preference Shares of Face value of Rs. 10 each and the Paid up capital was increased to Rs. 73,61,00,000 consisting of 73,61,00,000 Equity shares of face value of Rs. 1.00 each.

## MATERIAL CHANGES AND COMMITMENTS, IF ANY

After the end of Financial Year, the Company's Financial Position has declined due to below par/low level of activity or business operations due to unforeseen conditions & onetime provision for bad & doubtful debt.

## CHANGE IN THE NATURE OF BUSINESS, IF ANY

The Company has widened up the scope of its business from the Commodity based to FMCG Sector due to change in the revenue mix of the Company. Erstwhile, the Company was engaged in the production and selling of Soya Meal, Refined Oil and Crude Oil. Now the SCL revenue from operations include basmati rice, pulses, poha, sugar, soya chunks, wheat flour and other food grains products including soya meal and edible oil.

## PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

The Company has not given any loans, guarantees or investments covered under the provisions of Section 186 of the Companies Act, 2013 during the financial year 2018-19.

## DEPOSITS

Your Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

## QUALITY & BRANDING

The "SANWARIA" brand is a key intangible asset of the Company. In addition the Company owns other brand names including "SULABH", "SANWARIA SETH" and "NARMADA". While sustaining existing brand names; SCL has added "NASHIRA" as its new brand name for basmati rice to reach put the customers in the gulf countries and mark the presence in the international market. The existing and future brands of SCL can be leveraged to enter new markets or to resist economic downturn successfully.

SCL thrusts upon the quality of products. The Company is ISO 9001 14001, 22000, Halal Certified, " Good Manufacturing Practice" (GMP) as per the norms laid down by WHO and has been certified by U.K. Certification and Inspection Limited, and Government Recognized Trading House by DGFT & now the company is aiming at the Star Trading House status.

## BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

### Directors

As on March 31, 2019, the Composition of Board of Directors of the Company included total of 12 (Twelve) directors comprising of 8 (Eight) Non-Executive Independent Directors, 1 (One) Non-Executive Non Independent Directors and 3 (Three) Executive Directors including the Chairman.



## Re-appointment

Mr. Anil Agrawal, Non-Executive Director of the Company, retire by rotation at the forthcoming Annual General Meeting and being eligible, offers himself for reappointment. The detail of the Directors being eligible to be reappointed is set out in the in the explanatory statement to the notice of the ensuing Annual General Meeting.

## Key Managerial Personals

The Key Managerial Personals (KMPs) of the Company in accordance with the provisions of Section 2(51) and Section 203 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) for the time being in force) are as follows:

S.No.	Name of KMP's	Designation
1.	<b>Gulab Chand Agrawal</b>	Chairman & Whole Time Director
2.	<b>Ashok Agrawal</b>	Whole Time Director
3.	<b>Satish Agrawal</b>	Whole Time Director
4.	<b>Anil Kumar Vishwakarma</b>	Chief Financial Officer
5.	<b>*Komal Madhyani</b>	Company Secretary

\*Resigned as Company Secretary on April 30, 2019.

## DECLARATION BY INDEPENDENT DIRECTORS

All Independent Directors have submitted their disclosures to the Board that they fulfill all the requirements as stipulated in Section 149(6) of the Companies Act, 2013 and SEBI Listing Regulations.

## PERFORMANCE EVALUATION OF THE BOARD, ITS COMMITTEES AND INDIVIDUAL DIRECTORS

As the ultimate responsibility for sound governance and prudential management of a company lies with its Board, it is imperative that the Board remains continually energized, proactive and effective. An important way to achieve this is through an objective stock taking by the Board of its own performance.

The Board evaluated the effectiveness of its functioning and that of the Committees and of individual directors by seeking their inputs on various aspects of Board/Committee Governance. The aspects covered in the evaluation included the contribution to and monitoring of corporate governance practices, participation in the long-term strategic planning and the fulfillment of Directors' obligations and fiduciary responsibilities, including but not limited to, active participation at the Board and Committee meetings.

The Companies Act, 2013 not only mandates board and directors evaluation, but also requires the evaluation to be formal, regular and transparent. Subsequently, SEBI Listing Regulations has also contained the provisions regarding requirement of performance evaluation of independent directors by the entire board of directors.

The Independent Directors of the Company met separately without the presence of Non-Independent Directors and the members of management and reviewed, inter-alia, the performance of Non Independent Directors and Board as a whole and the performance of the Chairman of the Company after taking into consideration the views of Executive and Non-Executive Directors





In compliance with the provisions of SEBI Listing Regulations, the Board of Directors has also carried out evaluation of every independent director's performance during the year. Board members had submitted to Nomination and Remuneration Committee, their response on a scale from 5 (Excellent) to 1 (Performance Needs Improvement) for evaluating the entire Board, respective Committees of which they are members and of their peer Board members, including Chairman of the Board.

## **MEETINGS**

A calendar of Meetings is prepared and circulated in advance to the Directors. During the year, Nineteen Board Meetings and Four Audit Committee Meetings were convened and held; the details of which are given in the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

## **COMMITTEES OF THE BOARD**

As on March 31, 2019; the Board has five committees:

- ❖ Audit Committee
- ❖ Nomination & Remuneration Committee
- ❖ Risk Management Committee
- ❖ Stakeholders relationship Committee
- ❖ Corporate Social Responsibility Committee

The details of all the Committees of the Board along with their charters, composition and meetings held during the year, are provided in the Corporate Governance Report which forms part of this Annual Report.

## **POLICY ON REMUNERATION OF DIRECTORS, KMPs, SENIOR MANAGEMENT PERSONNEL AND OTHER EMPLOYEES**

The remuneration paid to the Directors is in accordance with the Nomination and Remuneration Policy of SCL formulated in accordance with Section 134(3)(e) and Section 178(3) of the Companies Act, 2013 read with Regulation 19 of SEBI Listing Regulations (including any statutory modification(s) or re-enactment(s) for the time being in force). The salient aspects covered in the Nomination and Remuneration Policy is outlined below:

- ❖ To identify the persons who are qualified to become director and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal.
- ❖ To formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration of Directors, key managerial personnel and other employees of SCL.
- ❖ To formulate the criteria for evaluation of Independent Director and the Board.
- ❖ To evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation of the Board and to determining 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.



- ❖ To recommend to the Board on Remuneration payable to the Directors, Key Managerial Personnel and Senior Management.
- ❖ To provide to Key Managerial Personnel and Senior Management reward linked directly to their effort, performance, dedication and achievement relating to the Company's operations.
- ❖ To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.
- ❖ To develop a succession plan for the Board and to regularly review the plan.
- ❖ To assist the Board in fulfilling responsibilities.
- ❖ To implement and monitor policies and processes regarding principles of corporate governance.

### **PARTICULARS OF REMUNERATION OF DIRECTORS AND KMP'S**

A statement containing the details of the Remuneration of Directors and KMP's as required under Section 197(12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is attached as 'Annexure 2' which forms part of this Annual Report. However, the Company has not paid any Managerial Remuneration for the financial year 2018-19 to any of its Whole-Time Directors and Non-Executive Director.

### **DETAILS OF SUBSIDIARY/JOINT VENTURES/ASSOCIATE COMPANIES**

#### **SCL has two wholly owned Subsidiary Companies:**

- Sanwaria Singapore Private Limited (Singapore);
- Sanwaria Energy Limited

During the year, there has been no business activity by Sanwaria Singapore Private Limited (Singapore), foreign subsidiary of the Company. The Board has reviewed the affairs of the subsidiary. In accordance with Section 129(3) of the Companies Act, 2013 and in accordance with the Accounting Standard AS-21 issued by the Institute of Chartered Accountants of India, Consolidated Financial Statements presented by the Company in this Annual Report include the financial information of its subsidiary.

Further, in accordance to the Section 136 of the Companies Act, 2013; the Annual Accounts and related documents of the subsidiary company shall be kept open for inspection till the date of AGM during the business hours at the Registered Office of the Company. The Company will also make available copy thereof upon specific request by any Member of the Company interested in obtaining the same.

The statement containing the salient features relating to Subsidiary Company in the prescribed format in AOC-1 is appended as an annexure to this Report.

### **STATUTORY AUDITOR**

**M/s. SPJV & Co.;** Chartered Accountants (Firm Registration No. 116884W Priyadarshini Parabha, Top Floor, R-01, SBI Colony, M.P Nagar, Bhopal (M.P.) were appointed as the statutory auditors of the Company to hold office for a period of five consecutive years from the conclusion of the 27<sup>th</sup> Annual General Meeting held on September 29, 2018 of the Company till the conclusion of 32<sup>st</sup> Annual General Meeting to be held in the year



2022. Further M/s SPJV & Co.; Chartered Accountants resigned as the statutory auditors of the Company on 24.09.2019.

To fill up a casual vacancy in the office of statutory Auditor, the board sorted out various proposals from the chartered accountants to conduct the statutory audit of the company. After the due analysis, board found appropriate to appoint M/s. Pramod K. Sharma & Co., Chartered Accountant, Bhopal (ICAI Registration No. FRN 007857C). So, Board has appointed the said firm to be statutory Auditor of the Company for Financial year 2019-20, subject to the approval of the shareholders.

The Notes on financial statement referred to in the Auditors' Report are self-explanatory and do not call for any further comments. The Report given by the Auditors on the financial statements of the Company is part of the Annual Report. There has been no qualification, reservation, adverse remark or disclaimer given by the Auditors in their Report.

### **COST AUDITOR**

As per the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, the Company is required to have the audit of its cost records conducted by a Cost Accountant in Practice. In this connection, the Audit Committee of SCL has recommended to the Board of Directors and the Board of Directors has approved the appointment of M/s MP Turakhia & Associates, Cost Accountants (Firm Registration no. 00417) having their office at 404, Shalimar Corporate Centre, South Tukoganj, Indore, M.P., as Cost Auditors, of the Company to conduct the Cost Audit Functions for the financial year 2018-19. As required under the provisions of Companies Act, 2013, a resolution seeking members approval for the remuneration payable to the Cost Auditors forms part of the Notice convening the Annual General Meeting of the Company.

### **SECRETARIAL AUDITOR**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed Heena Agrawal, Practicing Company Secretaries, having their office at 73/12, Nanda Nagar Patnipura Square, Agrawal Bhawan, Main Road Indore, M.P. to undertake the Secretarial Audit functions of the Company.

The Secretarial Audit Report submitted by Heena Agrawal in the prescribed form MR- 3 is attached as an 'Annexure' which forms part of this Annual Report.

### **INTERNAL FINANCIAL CONTROL SYSTEM**

According to Section 134(5)(e) of the Companies Act, 2013, the term Internal Financial Control (IFC) means the policies and procedures adopted by the company for ensuring the orderly and efficient conduct of its business, including adherence to 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.

The Company has a well-placed, proper and adequate internal financial control system which ensures that all assets are safeguarded and protected and that the transactions are authorized recorded and reported correctly.

Your Company has appointed **M/s Agrawal and Dhoot** as the Internal Auditors of the Company to focus on



review of business processes and suggest improvements as applicable. Independence of the audit and compliance is ensured by direct reporting of Internal Audit Team to the Audit Committee of the Board.

## **ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS**

In addition; the Companies Act, 2013 re-emphasizes the need for an effective Internal Financial Control system in the Company. The system should be designed and operated effectively. Rule 8(5)(viii) of Companies (Accounts) Rules, 2014 requires the information regarding adequacy of Internal Financial Controls with reference to the financial statements to be disclosed in the Board's report.

To ensure effective Internal Financial Controls the Company has laid down the following measures:

- ❖ All operations are executed through Standard Operating Procedures in all functional activities for which key manuals have been put in place. The manuals are updated and validated periodically.
- ❖ The Company has a comprehensive risk management framework.
- ❖ The Company has in place a well-defined Vigil Mechanism (Whistle Blower Policy).
- ❖ Compliance of secretarial functions is ensured by way of secretarial audit.
- ❖ Compliance relating to cost records of the company is ensured by way of cost audit.

## **PREVENTION OF INSIDER TRADING**

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Board is responsible for implementation of the Code. All Board Directors and the designated employees have confirmed compliance with the Code.

## **DISCLOSURE ON VIGIL MECHANISM (WHISTLE BLOWER POLICY)**

Pursuant to Regulation 22 of SEBI Listing Regulations, your Company has established a mechanism called 'Vigil Mechanism (Whistle Blower Policy)' for directors and employees to report to the appropriate authorities of unethical behaviour, actual or suspected, fraud or violation of the Company's code of conduct or ethics policy and provides safeguards against victimization of employees who avail the mechanism. The policy permits all the directors and employees to report their concerns directly to the Chairman of the Audit Committee of the Company.

## **RISK MANAGEMENT**

The Company has an elaborate Risk Management procedure, which is based on three pillars: Business Risk Assessment, Operational Controls Assessment and Policy Compliance processes. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis. Pursuant to section 134 (3) (n) of the Companies Act, 2013 and the Listing Agreement, 2015, the Company has a Risk Management Committee to monitor the risks and their mitigating actions and the key risks are also discussed at the Committee. The details of the committee and its terms of reference are set out in the



Corporate Governance Report forming part of the Board Report. At present the company has not identified any element of risk which may threaten the existence of the company. Some of the risks identified by the Risk Management Committee relate to competitive intensity and cost volatility.

## **SIGNIFICANT AND MATERIAL ORDER**

During the Financial Year 2018-19, there had been no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and the Company's operations in future.

## **INDIAN ACCOUNTING STANDARDS (INDAS) – IFRS CONVERGED STANDARDS**

The Ministry of Corporate Affairs vide its notification dated 16th February, 2015 has notified the Companies (Indian Accounting Standard) Rules, 2015. Companies having a net worth of Rs. 500 Crores or more (as per the standalone financial statements as on 31st March, 2014) are required to comply with Ind AS (Accounting standards converged with the International Financial Reporting Standards - IFRS) in the preparation of their financial statements for accounting periods beginning on or after 1st April, 2016, with the comparatives for the periods ending 31st March, 2015, or thereafter. In pursuance of the above notification, the Company, its subsidiaries and joint venture has adopted Ind AS with effect from 1st April, 2017. The impact of the change on adoption of Ind AS on Company's reported reserves and surplus and on the net profit for the relevant periods shall be accordingly assessed.

Previous year figures are re-grouped or re-arrange wherever necessary after the adoption of Ind AS with effect from 1st April, 2017.

## **RATINGS**

The Company received various ratings, which are as follows:

- ❖ **Brickwork Credit Ratings:** In January 2019, "BRICKWORK" has assigned BBB+ (pronounced as BBB plus) rating for Term Loan Facilities & Fund Based facilities and A2 (pronounced as A Two) for Non Fund Based Facilities. Further on 20<sup>th</sup> November, 2019 the rating was assigned as "D".

## **PERSONNEL**

During the year under review, no employees, whether employed for the whole or part of the year, was drawing remuneration exceeding the limits as laid down u/s Section 197(12) of the Companies Act, 2013 read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. Hence the details required under Section 197(12) are not required to be given.

## **CORPORATE GOVERNANCE**

Corporate Governance is about maximizing shareholders value legally, ethically and sustainably. At SCL, the goal of Corporate Governance is to ensure fairness of every stakeholder. We believe sound corporate governance is critical to enhancing and retaining investor trust. We always seek to ensure that our performance is driven by integrity.

The Company has adopted the policies in line with new governance requirements including the

- ❖ Policy on Related Party Transactions
- ❖ Policy on Preservation of Documents of SCL.



- ❖ Policy on Determining Material Subsidiaries
- ❖ Policy for Determination of Materiality.
- ❖ Remuneration Policy
- ❖ Corporate Social Responsibility Policy
- ❖ Whistle Blower Policy (Vigil Mechanism)
- ❖ Code of Fair Disclosure
- ❖ Code of Conduct to Regulate, Monitor and Report Trading by Insiders.
- ❖ Code of Business Conduct and Ethics for the Board of Directors, Senior Management Personnel and Other Employees.

A separate report on Corporate Governance is provided together with a Certificate from the Statutory Auditors of the Company regarding compliance of conditions of Corporate Governance as stipulated under Listing Regulations. A Certificate of the CEO/CFO of the Company in terms of Listing Regulations, inter alia, confirming the correctness of the financial statements and cash flow statements, adequacy of the internal control measures and reporting of matters to the Audit Committee, is also annexed.

### **EXTRACT OF ANNUAL RETURN**

The extract of annual return in Form MGT-9 as required under Section 92(3) and Rule 12 of the Companies (Management and Administration) Rules, 2014 is appended as an Annexure to this Report.

### **RELATED PARTY TRANSACTIONS**

In line with the requirements of the Companies Act, 2013 and Listing Regulations, your Company has formulated a Policy on Related Party Transactions. The Policy intends to ensure that proper reporting; approval and disclosure processes are in place for all transactions between the Company and Related Parties.

All Related Party Transactions are placed before the Audit Committee for review and approval. Prior omnibus approval is obtained for Related Party Transactions on a quarterly basis for transactions which are of repetitive nature and / or entered in the Ordinary Course of Business and are at Arm's Length. All Related Party Transactions are subjected to independent review to establish compliance with the requirements of Related Party Transactions under the Companies Act, 2013 and Listing Regulations.

All Related Party Transactions entered during the year were in Ordinary Course of the Business and on Arm's Length basis. No Material Related Party Transactions, i.e. transactions exceeding ten percent of the annual consolidated turnover as per the last audited financial statements, were entered during the year by the Company. All Related Party Transactions as entered by the Company during the Year is disclosed in Form AOC-2 as annexed along with this Report.

### **OPERATIONS, PERFORMANCE AND FUTURE OUTLOOK OF THE COMPANY**

A detailed review of operations and performance and future outlook of the Company is given separately under the head 'Management Discussion & Analysis' pursuant to Regulation 34 read with Part B of Schedule V of SEBI Listing Regulations, is annexed and forms part of this Annual Report.

### **PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE**

The Company is committed to provide a protective environment at workplace for all its women employees. To ensure that every woman employee is treated with dignity and respect and as mandated under "The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013", the Company has constituted Internal Complaints Committee (ICC) to prevent, prohibit and redress the cases of sexual



harassment of any women at workplace. The Company has designated an external Independent member as a Chairperson of the Committee. The Company has not received any Complaints on Sexual Harassment during the year.

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

Pursuant to provisions of Section 134 of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014, the details of activities in the nature of Energy Conservation, Research and Development, Technology Absorption and Foreign Exchange Earnings and Outgo is set out hereunder:

### **1. ENVIRONMENT, SAFETY, HEALTH AND ENERGY CONSERVATION**

Your Company is committed to continuously reduce energy consumption at its various units. The Company works on the principal of “Zero Injury” and integrates Safety as a non-negotiable value through a combination of training and hardware up-gradation leveraging, core technology concepts and safety standards. This has led the Company targeting change in behavior patterns and elimination of unsafe acts from the workplace. Besides sustaining previous year initiatives, new measures were implemented during the year. Your Company has been striving to ensure environment friendly initiatives when implementing various projects on energy saving at its units. List of initiatives taken in this regard are as under:

- ❖ Synchronization of air compressor for optimum use of this resource
- ❖ Installation of temperature transmitter on the condenser’s inlet water temperature for optimum running of cooling tower fan.
- ❖ Reuse of Treated effluent
- ❖ By the recirculation of Boiler Bank’s and APH ash into the furnace which reduces the problem of un-burnt fuel and increasing the boiler efficiency.
- ❖ Use of energy efficient CFL and LED lamps in all plants.
- ❖ Recycling the Vacuum Pump cooling water.
- ❖ Usage of Natural Gas replacing Light Diesel Oil in Boiler
- ❖ Online monitoring of Boiler Efficiency.
- ❖ Re-circulation of cooling tower water.
- ❖ Installation of higher efficiency DG sets for uninterrupted power supply.
- ❖ The Company has installed variable frequency drive. The Company has made efforts to conserve and optimize the use of energy.
- ❖ Utilization of UPS and high voltage control stabilizers.
- ❖ Use of high efficiency motors, variable frequency drives and screw compressors instead of reciprocating compressors; roof mounted self driven ventilators and maximized use of natural illumination.

#### **Benefits of above measures:**

- ❖ Cost reduction due to decline in overall energy consumption.
- ❖ Sustained un-interrupted power supply facilitated in achieving production lean time.
- ❖ Curtailed wastage at each production stage.
- ❖ Enhanced operating margin through cost reduction.
- ❖ Overall contributed towards environment and restrained wastage of water and food commodity used as raw material in production.
- ❖ Company has been able to achieve the least possible consumption of energy in comparison to the industry average.



Contents	Company's Consumption
Electricity Consumption	
➤ Soya Unit	79.71 Units
➤ Rice Unit	53.57 Units
Coal Consumption	
➤ Soya Unit	110.07 Kgs
Rice Husk Consumption	
➤ Rice Unit	178.30 Kgs

The required data with regard to conservation of energy is furnished below: Power and Fuel Consumption

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
<b>Electricity</b>		
a) Purchased Unit (KWH)	13329468	9892765
Total amount (in Rs.)	124719892	86055658
Rate / Unit (KWH per unit)	9.35	8.70
b) Owned Generation Unit (KWH)	61964	50376
Total Amount (in Rs.)	1915709	929697
Rate / Unit (KWH)	30.91	18.45
<b>c) Coal 'C' &amp; 'D' Grade for Steam Generation</b>		
Quantity (MT)	21139	12214
Total Cost (In Rs)	161710593	72600673
Rate / MT	7649.86	5944
<b>d) Rice Husk</b>		
Quantity (MT)	9782	11264
Total Cost (In Rs)	2376414	18639480
Rate / MT	2184	1655
d) Furnace Oil	--	--
e) Other / Internal Generators	--	--
<b>Consumption – Production per unit</b>		
Electricity- KWH /MT		
Soya Units-*	79.71	51.49
Rice Units-**	53.57	69.93
Furnace Oil –Litre		
Coal (specify)- MT	110.07	115.11





Rice Husk	178.30	177.83
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- \* **Electric Unit Consumption increased in Soya Division due to lesser production in comparison to last year**
- \*\* **Electric Unit Consumption increased in Rice Division due to production of Parboiled Rice.**

## 2. RESEARCH AND DEVELOPMENT:

Your Company continues to pursue innovation and applied research as means to sustain its global leadership in a competitive environment. Following are the areas in which the R&D is being carried out by the Company in the Financial Year 2018-19:

- Development, testing and specification setting of packaging materials.
- Formulation and evaluation of Agricultural inputs to enhance farm productivity, crop quality and for other such applications.

### Benefits Derived as a result of above:

- ❖ Quality evaluation of finished products and raw materials
- ❖ Entering new market segments.
- ❖ Increased Productivity
- ❖ strategic resource management
- ❖ Product improvement
- ❖ Improved Quality
- ❖ Cost reduction
- ❖ Reduced Steam Consumption
- ❖ Safe Working Condition
- ❖ Healthy environment
- ❖ Manufacturing and Packaging Quality Enhanced

### Future plan of action

Your Company's creative & innovation team will continue to work on energy efficient process like

- ❖ Reducing packaging weight / volume.
- ❖ Roll out of new range of differentiated products of international quality.
- ❖ Improvement of process and resource use efficiencies.
- ❖ Enlarge the scope of Agri-inputs options.

## 3. TECHNOLOGY ABSORPTION, ADAPTION AND INNOVATION

Technologies were successfully absorbed, resulting in a high production and new product development to meet existing and new customer requirements. Technology innovations were successfully implemented to increase production and reduce the consumption of raw material, energy and utilities

The Company has well co-ordinated the management programme that includes setting out governing guidelines pertaining to identifying areas of research, agreeing timelines, resource requirements etc.; scientific research based on hypothesis, testing and experimentation which leads to new / improved / alternative technologies; support the development to launch ready product formulation based on research and implementation of the launch ready product formulations in specific markets. Your Company is



committed to ensure that the support in terms of new products, innovations, technologies and services is commensurate with the needs of Company and enables it to win in the marketplace.

#### 4. FOREIGN EXCHANGE EARNINGS AND OUTGO

The Company has continued to maintain focus and avail of export opportunities based on economics considerations.

Contents	(In US \$)	
	For the year ended March 31, 2019	For the year ended March 31, 2018
Foreign Exchange earned	US\$ 4.53 Million	US\$ 03.43 Million
Foreign Exchange used	US\$ 13.12 Million	US\$ 16.26 Million
Net Foreign Exchange Earned	US\$ (8.59) Million	US\$ (12.83) Million

#### CORPORATE SOCIAL RESPONSIBILITY (CSR)

SCL believes sustained growth of business lies on triple bottom line that is growth of people around our operation, protection of environment where we operate and profit from our business. We understand wellbeing of the community around our business helps in growth of business and hence we value people around our operational locations and promote inclusive growth.

Pursuant to Section 135 of the Companies Act, 2013, and the relevant rules, the Company is having in place the Corporate Social Responsibility (CSR) Committee under the chairmanship of Mr. Hari Krishan Agrawal, Chairman. The other members of the Committee are Mr. Hans Kumar Verma and Mr. Santosh Kumar Tiwari. The Company has not spend on CSR activity for the financial year 2018-19. The Company is exploring the probable areas so that the benefits of such an initiative can reach directly to the downtrodden and deprived people.

#### SECRETARIAL STANDARDS

The Directors state that applicable Secretarial Standards, i.e. SS-1 and SS-2, relating to 'Meetings of the Board of Directors' and 'General Meetings', respectively, have been duly followed by the Company.

#### DIRECTORS' RESPONSIBILITY STATEMENT

The Directors' Responsibility Statement referred to in clause (c) of sub-section (3) of Section 134 of the Companies, 2013, shall state that—

- (a) In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) The directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;



(c) The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;

(d) The directors had prepared the annual accounts on a going concern basis; and

(e) The directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.

(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.

### **APPRECIATION**

It is our strong belief that caring for our business constituents has ensured our success in the past and will do so in future. The Board acknowledges with gratitude the co-operation and assistance provided to your company by its bankers, financial institutions, and Government as well as Non-Government agencies. The Board wishes to place on record its appreciation to the contribution made by employees of the company during the year under review. The Company has achieved impressive growth through the competence, hard work, solidarity, cooperation and support of employees at all levels. Your Directors thanks the customers, clients, vendors and other business associates for their continued support in the Company's growth. The Board also takes this opportunity to express its deep gratitude for the continued co-operation and support received from its valued shareholders.

**For and on behalf of the Board of Directors**

**Sd/-**

**Gulab Chand Agrawal**

**DIN: 00256621**

**December 03, 2019**

**Bhopal**



## Annexure to Directors' Report - I

Form AOC-2

### RELATED PARTY TRANSACTION

As on Financial Year ended 31.03.2019

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

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.

Particulars	Details
Name(s) of the related party & nature of relationship	
Nature of contracts/arrangements/transaction	Not
Duration of the contracts/arrangements/transaction	Applicable
Salient terms of the contracts or arrangements or transaction including the value, if any	
Justification for entering into such contracts or arrangements or transactions'	
Date of approval by the Board	
Amount paid as advances, if any	
Date on which the special resolution was passed in General meeting as required under 1 <sup>st</sup> proviso to Sec 188	

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

S.N	Nature of Contracts /Arrangement/ Transaction	Category	Salient Terms including the value, if any	Tenure	Amount paid as advance, if any
1	Sale	Associates& Subsidiary	Sale amounting to Rs. 2343.19 Lakhs	-	-
2	Purchase of Materials	Associates& Subsidiary	Purchase of materials amounting to Rs. 2006.34 Lakhs	-	-
3	Rent Paid	Associates& Subsidiary	Rent paid amounting to Rs. 17.44 Lakhs to Associate & Subsidiary	-	-
4	Salary	Key Management Personnel	Salary amounting to Rs. 111 Lakhs	-	-
5	Interest Paid	Associates & Subsidiary	Interest paid amounting to Rs. 98.40 Lakhs to Associate & Subsidiary	-	-



		Key Management Personnel	Interest paid amounting to Rs. 10.79 Lakhs to Key Management Personnel Interest paid amounting to Rs. 0.81 Lakhs to Relatives		
6.	Interest Received	Associates & Subsidiary	Interest amounting to Rs. 3.68 lakhs received from Associate & Subsidiary		
7.	Loan	Associates & Subsidiary  Key Management Personnel  Relatives	Loan taken amounting to Rs. 19083.87 Lakhs from Associates & Subsidiary.  Loan repaid amounting to Rs. 16774.09 Lakhs to Associates & Subsidiary.  Loan taken amounting to Rs. 43.90 Lakhs from Key Management Personnel.  Loan repaid amounting to Rs. 10106.97 Lakhs to Key Management Personnel.  Loan taken amounting to Rs. 476.00 Lakhs from Relatives.  Loan repaid amounting to Rs. 95.71 Lakhs to Relatives.  Closing Balance amounting to Rs. 898.05 Lakhs, Rs. 123.68 Lakhs and Rs. 1040.89 Lakhs to Associates & Subsidiary, Key Management Personnel and Relatives respectively	-	-
8.	Advances	Associates & Subsidiary	During the Year 2018-19, advances amounting to Rs. 204.90 Lakhs were given to Associates & Subsidiaries.  The advance amounting to Rs. 4578.82 Lakhs was repaid back by Associates & Relatives leaving a closing balance at the end of the year at Rs. 442.79 Lakhs.	-	-

**Note:**

- All the transactions are as per the policy laid down by the Audit Committee and approval of the Audit Committee is sought at every meeting of the Audit Committee, as required under the provision of the Companies Act.

**Associates:**

- N.S. Agrawal Trading Corporation
- Sanwaria Globfin Pvt. Ltd.
- Sanwaria Infrastructures Ltd.



- Sanwaria Warehousing & Logistic Ltd.
- Sanwaria Foods Limited
- Seth Shree Narayan Agrawal Charitable Trust
- Surya Trading Corporation
- Shreenathji Solvex Limited

#### **Key Management Personnel**

- Gulab Chand Agrawal, Chairman
- Satish Kumar Agrawal, Director
- Ashok Kumar Agrawal, Director

#### **Relatives**

- Geeta Devi Agrawal
- Anil Kumar Agrawal HUF
- Ashok Kumar Agrawal HUF
- Gulab Chand Agrawal HUF
- Satish Kumar Agrawal HUF

- R.N. Agrawal HUF
- Anil Agrawal
- Anju Devi Agrawal
- Sadhna Devi Agrawal
- Bobby Agrawal
- Rita Devi Agrawal
- Ashutosh Agrawal
- Abhishek Agrawal
- Rajul Agrawal

#### **Subsidiary Company**

- Sanwaria Singapore Private Ltd
- Sanwaria Energy Ltd.

Place: Bhopal  
Date: December 03, 2019

**For and on behalf of the Board of Directors**  
**Sd/-**  
**Gulab Chand Agrawal**  
**Chairman**  
**DIN: 00256621**



Annexure to Directors' Report - II

FORM NO. AOC -1

**FINANCIAL SUMMARY OF SUBSIDIARY COMPANIES**

(As on Financial Year ended March 31, 2019)

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

Name of Subsidiary Company	Sanwaria Energy Limited (In Rs.)	Sanwaria Singapore Pte. Ltd (In US \$)
Issued & Subscribed Capital	311249100	1
Reserves	19924008	0
Total Assets	342127707	0
Total Liabilities	342127707	0
Investments	0	0
Turnover	47932996	0
Profit/(Loss)before Tax	25312818	0
Provision for Tax	6973681	0
Profit/(Loss) After Tax	18339137	0
Proposed Dividend	-	0
Cash Profit	38767347	0

Place: Bhopal  
May 31, 2019

For and on behalf of the Board of Directors

Sd/-

Gulab Chand Agrawal

Chairman

DIN: 00256621



## Annexure to Directors' Report -III

FORM NO. MR-3

# SECRETARIAL AUDIT REPORT

(FOR THE FINANCIAL YEAR ENDED MARCH 31, 2019)

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule no. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,  
**The Members,**  
**Sanwaria Consumer Limited,**  
**Formerly known as Sanwaria Agro Oils Limited)**  
**E-1/1, Arera Colony,**  
**BHOPAL – 462016**

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Sanwaria Consumer Limited**, (hereinafter called the "Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2019, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2019 according to the provisions of:

1. The Companies Act, 2013 ('the Act') and the rules made there under;
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
4. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;





- c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999.
  - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008
  - f) The Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client.
  - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations 2009
  - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998
- 6) Other Laws applicable to the Company;
- a) The Hazardous Wastes (Management and Handling) Rules 1989;
  - b) The Insecticide Act, 1968;
  - c) Factories Act, 1948 and Rules made there under
  - d) Payment of Bonus Act, 1965, & Rules, 1965
  - e) Maternity Benefit Act, 1961 & Rules
  - f) Employees Compensation Act, 1923 & Rules.
  - g) Minimum Wages Act, 1948, M.W(C) Rules, 1950
  - h) Child Labour (P&R) Act 1986 & Rules.
  - i) Air (Prevention and Control of Pollution) Act 1981
  - j) Water (Prevention and Control of Pollution) Act 1974
  - k) The Chemical Accidents (Emergency Planning, Preparedness and Response) Rules 1996
  - l) Payment of Wages Act 1936
  - m) Employees State Insurance Act 1948
  - n) Employees PF & Miscellaneous Provisions Act 1952
  - o) Contract Labour (Regulation & Abolition) Act 1970
  - p) Bureau of Indian Standards Act.
  - q) Industrial Disputes Act, 1947
  - r) Indian Contract Act, 1872
  - s) Environment Protection Act, 1986 and other environmental laws
  - t) Payment of Gratuity Act, 1972
  - u) Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited and then applicable SEBI Listing Regulations, 2015.

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

**We further report that,**

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



- Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes. All the decisions have been taken unanimously and no dissent recorded.

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

We further report that during the audit period, there are no specific events / actions having a major bearing on the Company's affairs in pursuance of the laws, rules, regulations, guidelines, standards, etc, referred to above.

**Place: Indore**  
**Date: August 30<sup>th</sup>, 2019**

**Heena Agrawal**  
**Practicing Company Secretary**  
**ACS 42736 CP No. 16496**



## Annexure to Directors' Report -IV

Form MGT-9

# EXTRACT OF ANNUAL RETURN

As on Financial Year ended 31.03.2019

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

### I. REGISTRATION & OTHER DETAILS:

<b>CIN</b>	L15143MP1991PLC006395
<b>Registration Date</b>	22 <sup>nd</sup> April, 1991
<b>Name of the Company</b>	Sanwaria Consumer Limited (Formerly known as Sanwaria Agro Oils Limited)
<b>Category/Sub-category of the Company</b>	Public Company Limited by Shares
<b>Address of the Registered office &amp; contact details</b>	Office Hall No. 1, First Floor Metro Walk, Bittan Market, Bhopal-462016 Telephone: 0755-4294878 Email: <a href="mailto:compliance@sanwariaconsumer.com">compliance@sanwariaconsumer.com</a>
<b>Whether listed company</b>	Yes
<b>Name, Address &amp; contact details of the Registrar &amp; Transfer Agent, if any.</b>	Sanwaria Consumer Limited (In House) Office Hall No. 1, First Floor Metro Walk, Bittan Market, Bhopal-462016 Telephone: 0755-4294878 Email-id: rta@sanwariaconsumer.com

### II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

(All 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	Production of Basmati Rice	10612	48.8
2	Production of food grains & Others	1061	23.5
3.	Production of Soya Meal	2304	27.7



### III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

S. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of Shares held	Applicable Section
1.	<b>Sanwaria Energy Limited</b> E-1/1, Arera Colony, Bhopal- 462016 (M.P.)	U04010MP2005PLC018218	Subsidiary	100.00	2(87)(ii)
2.	<b>Sanwaria Singapore Pte Ltd.</b> 8-2, One Raffles Place Singapore- 048616	Foreign Subsidiary	Subsidiary	100.00	2(87)(ii)

### 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[As on 31-March-2018]				No. of Shares held at the end of the year[As on 31-March-2019]				% of Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total shares	
<b>A. Promoters</b>									
1. Indian									
- Individual	294757696	-	29475769	40.043	285066953	-	285066953	38.726	(1.317)
- Body Corporate	186393520	-	18639352	25.322	186393520	-	186393520	25.322	-
2. Foreign	-	-	-	-	-	-	-	-	-
<b>Total Promoter Shareholding(A)</b>	<b>481151216</b>		<b>481151216</b>	<b>65.365</b>	<b>471460473</b>		<b>471460473</b>	<b>64.048</b>	<b>(1.317)</b>
<b>B. Public Shareholding</b>									
1. Institutions									
- Banks/FI's	808101	-	808101	0.109	1742694	-	1742694	0.236	(0.127)
2. Non-Institution									
-Body Corporate	21837396	2617200	48009396	6.522	2189747	26172000	48070747	6.530	-
-Individual holding Shares upto Rs. 2lac	160786649	0	16123804	21.90	174997730	-	174997730	23.773	1.873
-Individual holding Shares above Rs.2lac	21119160	-	21119160	2.869	21872346	-	21872346	2.971	0.102
- Others									
Trusts	66000	-	66000	0.009	-	-	-	-	-
NRI	16401202	-	16401202	2.23	14275448	-	14275448	1.939	(1.93)
Clearing Member	2436143	-	2436143	0.33	1059616	-	1059616	0.1440	(0.186)



HUF	4870740	-	4870740	0.66	2620946	-	2620946	0.3561	)
		-							(0.303)
<b>Total Public Shareholding (B)</b>	<b>227517290</b>	<b>26623393</b>	<b>254140683</b>	<b>34.52</b>	<b>238467527</b>	<b>26172000</b>	<b>264639527</b>	<b>35.9491</b>	<b>1.429</b>
<b>C. Shares held by Custodian for ADR/GDR</b>									
<b>Grand Total (A+B+C)</b>	<b>709476607</b>	<b>26623393</b>	<b>736100000</b>	<b>100.00</b>	<b>709928000</b>	<b>26172000</b>	<b>736100000</b>	<b>100.00</b>	<b>-</b>

## B) Shareholding of Promoter-

Shareholder's Name	Shareholding at the beginning of the year [As on 31-March-2018]			Shareholding at the end of the year [As on 31-March-2019]			% change in shareholding during the year
	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
<b>Body Corporate</b>							
Sanwaria Globfin Private Ltd	181593520	24.670	9.94	181593520	24.670	9.94	Nil
NS Agrawal Trading Corporation Ltd	4800000	0.65	Nil	4800000	0.65	Nil	Nil
<b>Individuals</b>							
Gulab Chand Agrawal	57718972	7.84	Nil	57742972	7.84	Nil	0
Satish Kumar Agrawal	49260300	6.69	Nil	49260300	6.69	Nil	0
Anil Kumar Agrawal	57999324	7.87	Nil	57999324	7.88	Nil	0
Ashok Kumar Agrawal	54033100	7.34	Nil	54033100	7.34	Nil	0
Rita Devi Agrawal	21480000	2.92	Nil	21480000	2.92	Nil	0
Bobby Agrawal	16080000	2.18	Nil	16080000	2.18	Nil	0
Anju Devi Agrawal	10260000	1.39	Nil	10260000	1.39	Nil	0
Geeta Devi Agrawal	131200	0.02	Nil	131200	0.02	Nil	0



Beenu Agrawal	9240000	1.25	Nil	0	0	Nil	(1.25)
Sadhna Devi Agrawal	5604000	0.76	Nil	5604000	0.76	Nil	0
Rajul Agrawal	3398000	0.46	Nil	3398000	0.46	Nil	0
Ashutosh Agrawal	2820000	0.38	Nil	2820000	0.38	Nil	0
Abhishek Agrawal	2356800	0.32	Nil	2356800	0.32	Nil	0
Vasu Agrawal	1640000	0.22	Nil	1640000	0.22	Nil	0
Chanda Agrawal	1560000	0.21	Nil	1560000	0.21	Nil	0
Dagdoolal Goyal	701257	0.16	Nil	701257	0.16	Nil	0
<b>Total</b>	<b>481151216</b>	<b>65.365</b>	<b>9.94</b>	<b>471460473</b>	<b>64.048</b>	<b>9.94</b>	<b>(1.25)</b>

#### C) Change in Promoters' Shareholding:

Particulars	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
<b>At the beginning of the year</b>	481151216	65.365	481151216	65.365
<b>Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):</b>	<b>Less: Equity Share sold during the year 9240000</b>			
<b>At the end of the year</b>	471460473	64.048	471460473	64.048



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

S.No.	Name	Shares	% of Shares
1	CRB Corporation Limited	26172000	3.55
2	Manikkathuparambil J Davis	1880000	0.25
3	Sreenivasan Ganeshanath	1094540	0.14
4	Manirathinam Chadrusekar	1028050	0.13
5	The Emerging Markets Small Cap Series of the	853445	0.11
6	Aditya Vikram Agarwalla	619290	0.08
7	Mayur Pranjivan Balsara	588000	0.07
8	Ramesh Chandra Dhiren	567591	0.07
9	Sonal Bhaskar Dabral	551000	0.07
10	Hitesh Muljibhai Shah	500233	0.06

**E) Shareholding of Directors and Key Managerial Personnel:**

SN	Shareholding of each Directors and each Key Managerial Personnel	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
<b>1.</b>	<b>Mr. Gulab Chand Agrawal- Executive Chairman</b>				
	At the beginning of the year	57718972	7.844	57718972	
	Sale/Purchase during the year			24000	
	At the end of the year			57742972	7.84
<b>2.</b>	<b>Mr. Satish Agrawal- Executive Director</b>				
	At the beginning of the year	49236300	6.689	49236300	
	At the end of the year			49260300	6.689
<b>3.</b>	<b>Mr. Ashok Kumar Agrawal- Executive Director</b>				
	At the beginning of the year	54033100	7.34	54033100	
	At the end of the year			54033100	7.34
<b>4</b>	<b>Mr. Anil Agrawal- Non-Executive Director</b>				



	At the beginning of the year	57999324	7.88		
	At the end of the year			57999324	7.88
<b>5.</b>	<b>Mr. Hari Kishan Agrawal- Independent Director</b>				
	At the beginning of the year	-		-	-
	At the end of the year			-	
<b>6.</b>	<b>Mr. Shyam Babu Agrawal- Independent Director</b>				
	At the beginning of the year	-		-	-
	At the end of the year			-	
<b>7.</b>	<b>Mr. Shailesh Baluapuri- Independent Director</b>				
	At the beginning of the year	-	-	-	-
	At the end of the year	-	-	-	-
<b>8.</b>	<b>Mr. Amitendra Shrivastava- Independent Director</b>				
	At the beginning of the year	-	-	-	-
	At the end of the year	-	-	-	-
<b>9.</b>	<b>Mr. Hans Kumar Verma - Independent Director</b>				
	At the beginning of the year	-	-	-	-
	At the end of the year	-	-	-	-
<b>10</b>	<b>Mr. Surendra Kumar Jain - Independent Director</b>				
	At the beginning of the year	-	-	-	-
	At the end of the year	-	-	-	-
<b>10.</b>	<b>Mrs. Shivani Jhariya - Independent Director</b>				
	At the beginning of the year	-	-	-	-
	At the end of the year	-	-	-	-
<b>11.</b>	<b>Mr. Santosh Kumar Tiwari - Independent Director</b>				
	At the beginning of the year	-	-	-	-
	At the end of the year	-	-	-	-





<b>12.</b>	<b>Ms. Komal Madhyani – Company Secretary</b>				
	At the beginning of the year	–	–	–	–
	At the end of the year	–	–	–	–
<b>13.</b>	<b>Mr. Anil Kumar Vishwakarma – Chief Financial Officer</b>				
	At the beginning of the year	–	–	–	–
	At the end of the year	–	–	–	–

## V. INDEBTEDNESS

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

(Rs. In lakhs)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	97215.18	1869.23	-	99084.41
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	<b>97215.18</b>	<b>1869.23</b>	-	<b>99084.41</b>
<b>Change in Indebtedness during the financial year</b>				
* Addition	--	4808.76	-	4808.76
* Reduction	6059	-	-	6059
<b>Net Change Indebtedness</b>	<b>6059</b>	<b>4808.76</b>	-	<b>1250.24</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	91156.18	6677.99	-	<b>97834.17</b>
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	<b>91156.18</b>	<b>6677.99</b>	-	<b>97834.17</b>



## VI. REMUNERATION OF PROMOTER /DIRECTOR AND KEY MANAGERIAL PERSONNEL-

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

S N.	Particulars of Remuneration	Executive Directors			Non- Executive Directors	Total Amount
		Ashok Kumar Agrawal	Gulab Chand Agrawal	Satish Agrawal	Anil Agrawal	
1	Gross salary					
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	18.00	18.00	18.00	18.00	72.00
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	Nil	Nil	Nil	Nil	Nil
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	Nil	Nil	Nil	Nil	Nil
2	Stock Option	Nil	Nil	Nil	Nil	Nil
3	Sweat Equity	Nil	Nil	Nil	Nil	Nil
4	Commission - as % of profit - others, specify...	Nil	Nil	Nil	Nil	Nil
5	Others, please specify	Nil	Nil	Nil	Nil	Nil
	<b>Total (A)</b>	<b>18.00</b>	<b>18.00</b>	<b>18.00</b>	<b>18.00</b>	<b>72.00</b>
	Ceiling as per the Act	<b>Within the overall limits of 10% of net profits of the Company</b>				

### B. REMUNERATION TO OTHER DIRECTORS

Remuneration of Rs. 72.00 lakhs is paid to Directors



**C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD (Rs. In Lakhs):**

S. No.	Particulars of Remuneration	Key Managerial Personnel		
		CFO	CS	Total
1.	Gross Salary			
	(a) Salary as per provisions contained in Section 17 (1) of the Income tax Act, 1961	7.19	4.21	11.40
	(b) Value of perquisites u/s 17 (20 Income tax Act, 1961	-	-	-
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission	-	-	-
	- as % of profit	-	-	-
5.	Others, please specify	-	-	-
	<b>Total</b>	<b>7.19</b>	<b>4.21</b>	<b>11.40</b>

**VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:**

There were no penalties/ punishments/compounding of offences for the year ending March 31, 2019.

For and on behalf of the Board of Directors

Sd/-

Gulab Chand Agrawal  
Chairman

Place: Bhopal

Date: December 03, 2019



## Annexure to Directors' Report - V

# CORPORATE SOCIAL RESPONSIBILITY (CSR)

[Pursuant to Section 135 of the Companies Act, 2013 and the Companies (Corporate Social Responsibility Policy) Rules, 2014]

### 1. Company's Policy on CSR — An Overview

Every organization has the right to exist in a society. With the right, there comes a duty to give back the society a portion of what it receives from it. As a corporate citizen we receive various benefits out of society and it is our co-extensive responsibility to pay back in return to the society. SCL believes that creation and maximization of value to stakeholders is paramount, and it generates profit in long term. The Company is committed to improve the quality of life of the workforce and their families as well as of the local community and society at large. With the Companies Act, 2013 mandating the corporate to contribute for social development and welfare, SAOL would fulfil this mandate and supplement the government's efforts.

### 2. Composition of the CSR Committee:

Name of Committee Member	Designation	Category
Mr. Hari Krishan Agrawal	Chairman	Independent Director
Mr. Hans Kumar Verma	Member	Independent Director
Mr. Santosh Kumar Tiwari	Member	Independent Director

### 3. Average Net Profit

Average net profit of the Company for last three financial years: Rs. 9548.60 Lakhs

4. Required CSR Expenditure: Rs. 190.97 Lakhs

### 5. Details of CSR spend for the financial year:

Amount spent for the financial year: Nil; Amount unspent: Rs. 190.97 Lakhs;

### 6. Justification for unspent money out of 2% of the average net profit of the last three financial years.

The Companies Act, 2013 was implemented in various stages during the year 2014-2015. The provisions with regard to CSR activity came into force on April 1, 2014. The Company in pursuance of the requirements of the Companies Act, 2013 had constituted the CSR Committee and is in the process of identifying feasible projects/ programmes wherein it can deploy the CSR expenditure amount. As per Section 135 of the Companies Act, 2013, the Company had to spend Rs. 97.45 Lakhs on activities under Corporate Social Responsibility in the year ended March 31, 2019 which the company was unable to spend. The Committee is working in the probable areas where the society can be best served and take up a CSR Policy and work on it in the upcoming years



We strongly believe that your Company plays a very significant role in improving the quality of the society within which it operates and the Company can flourish only if it operates in a society that is healthy, orderly, just and which grants freedom and scope to individuals and their lawful enterprises. Your Company is committed to spend recommended amount over a period of time as it scales up its initiatives and the supporting infrastructure. Your Company will spend its resources very judiciously soon once the probable areas are explored by the CSR Committee.

**For and on behalf of the Board of Directors**

**Sd/-**  
**Hari Krishan Agrawal**  
**Chairman of CSR Committee**  
**DIN: 00564223**

**Sd/-**  
**Gulab Chand Agrawal**  
**Chairman**  
**DIN: 00256621**

**Bhopal**  
**December 03, 2019**



## ECONOMIC OVERVIEW

With a population of over one billion, India is one of the largest economies in the world in terms of purchasing power and consumer spending. The International Monetary Fund has projected that India's GDP will grow by 7.4% during 2016–17, making it the world's fastest-growing large economy. After consecutive sub-optimal monsoons, this year the monsoon has been decent and this will stimulate demand in the rural markets once again. On top of it, very recently, government accepted the recommendation of 7th Pay Commission with increase in salary of 14 percent. This is very good news for the FMCG sector. The passing of the Goods & Services Tax (GST) Bill has united the Indian market. And this will multiply the opportunities of FMCG players manifold now.

## INDIAN FOOD PROCESSING INDUSTRY OVERVIEW

The fast-moving consumer goods (FMCG) sector is an important contributor to India's GDP growth. The sector includes food & dairy products, packaged food products, household products, drinks and others. FMCG is the fourth largest sector in Indian economy and provides employment to around 3 million people accounting for approximately 5% of the total factory employment in India. The sector is characterized by strong presence of leading multinational companies, competition between organized and unorganized players, well established distribution network, and low operational cost.

Growth in the country's FMCG sector is being fuelled by improving scenario in both demand as well as supply side. Major demand side drivers include growing affluence and appetite for consumption of the Indian consumer, growing youth population, rise in per capita expenditure, and increasing brand consciousness. On the other hand, easier import of materials and technology, reduced barriers to entry of foreign players, and new product development, rapid real estate infrastructure development and improvement in supply chain efficiency are the major supply side drivers for the sector. The growth of the FMCG sector, which primarily includes Food & beverages, personal care and household care has been driven in both the rural and urban segments. Rural consumption growth has outpaced urban consumption with the increase in percentage in monthly per capita expenditure in rural markets surpassing its urban counterparts over the past five years. Several government measures such as GST Bill, Food Security Bill and FDI in retail sector are expected to have a significant positive impact on the country's FMCG sector in the coming years.

## MARKET SIZE

Fast-moving consumer goods (FMCG) can be defined as packaged goods that are consumed or sold at regular and small intervals. The prices of the FMCG are low and profits earned are more dependent upon the volume sales of the products. The FMCG market can be broadly categorised as Personal Care, Household care, Food & Beverages and Others.

The Indian FMCG sector is the fourth largest sector in the economy with a total market size of USD49 billion in 2016. The sector is projected to grow at a CAGR of 20.6% to reach USD103.7 billion by 2020. The FMCG industry in India, has grown rapidly over the last decade,



predominantly on account of increasing income levels and changing lifestyle of Indian consumers.

## **GOVERNMENT INITIATIVES**

Some of the major initiatives taken by the Government of India to improve the food processing sector in India are as follows:

### **Goods and Service Tax (GST)**

GST, upon being implemented shall replace the multiple indirect taxes levied on FMCG sector with a uniform, simplified and single-point taxation system. A swift move to the proposed GST may reduce prices, bolstering consumption of FMCG products.

### **Food Security Bill**

The Food Security Bill has been passed recently by the Union Cabinet. As per the bill, 5Kg of food grains per person per month will be provided at subsidized prices by the State Governments under the targeted public distribution system. This is expected to result in higher inflow of investments into the agriculture sector in the coming years.

### **Excise Duty**

Excise duty on other beverages and lemonade would be decreased to reduce retail sale price by 35%. Excise duty on various tobacco products other than beedi would be increased, resulting in retail price of tobacco products going up by 10-15%.

### **Relaxation of License Rules**

Industrial license is not required for almost all food and agro-processing industries, barring certain items such as alcoholic beverages, cane sugar, and hydrogenated & animal fats as well as items reserved for exclusive manufacture in the small-scale sector

### **FDI in Organised Retail**

The government approved 100% FDI in selling of food products through E-commerce in 2016. This is expected to boost the online food market in the country in the coming years. It also allowed 100% FDI in the cash and carry segment and in single-brand retail.

Other government initiatives such as Pradhan Mantri Jan Dhan Yojana through which wage seekers are encouraged to open up bank accounts under Mahatma Gandhi National Rural Employee Guarantee Act.

Under the Make in India initiative, the Government plans to stimulate growth in the Food Processing sector through the creation of a strong infrastructure, reduction of food wastage



and promotion of Ease of Doing Business (EODB) measures. The upcoming 'Scheme For Agro-Marine produce Processing and Development of Agro-clusters' (SAMPADA) will provide a renewed thrust to the sector with the budget allocation of USD 923 Million.

The Electronic National Agriculture Market (E-NAM) has integrated 417 markets from 13 states for efficient sale and distribution of food products and raw materials. The service aims to create a unified national market for agricultural produce with 585 regulated mandis to be integrated with the portal by March 2018.

The Ease of Doing Business (EODB) measures implemented by the government such as the launch of a single window clearance for customs, single window investor facilitation cell, simplification of application forms, along with online system of food licensing and registration are landmark moves.

Additionally, the Ministry of Food Processing is also organising events such as World Food India (WFI) to facilitate partnerships between Indian and international business units and investors. WFI, to be held in New Delhi from November 3-5, 2017, is said to be the largest gathering of investors, manufacturers, producers and policy makers from the global food ecosystem. The event will showcase the government's new initiatives on the policy, regulatory and projects fronts. Further, there would be opportunities to conduct Business – to – Government (B2G) and Business to Business (B2B) meetings with key government stakeholders and potential business partners.

### **Indian FMCG Market in Comparison with Global FMCG Market**

Currently India accounts for a share of just 0.68% of the Global FMCG market, this share is expected to increase significantly over the next 5 years mainly due to the macro-economic factors such as improving demographics, rising disposable income, expansion of organised retail in tier II & III cities in India, changing consumer preferences etc. Major FMCG markets include USA, China, European Union, Japan etc. Globally, the FMCG sector is expected to grow at a CAGR of 4.4%, which when compared to India is a lot slower. Many foreign FMCG multinationals have established themselves in India.

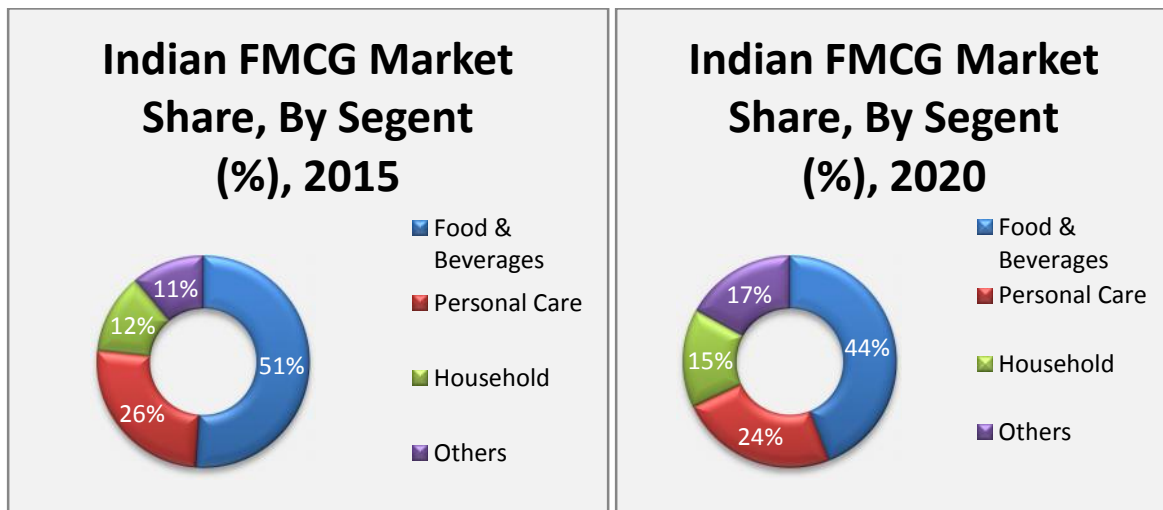
Globally, the FMCG companies have now shifted their focus on E-commerce due to the increasing mobile internet penetration. Globally, the share of online sales of FMCG products accounted for around 5% in 2015, which is relatively higher than India where online FMCG sales accounted for a share of just 1-2% of the overall FMCG market in 2015. The global economic growth has been decelerating as several large economies face decreasing economic growth, primarily China and the Eurozone, as well as a few key emerging markets like Brazil and Russia. This offers an advantage to India which has a significantly better economic condition. According to The World Bank, India's per capita income is expected to cross INR100,000 (USD 1,505.4) in FY 2017 from INR93,231 (USD 1,403.5) in FY 2016. Technology





adoption, urbanisation and other structural reforms are the other major drivers resulting in better market.

Growing share of the organised retail sector in India has been one of the major drivers for India's FMCG market. Though the share of organised retailing in India is still very low compared to the other countries, it is among the fastest growing retail markets, globally. The urban segment is the biggest contributor to the sector, accounting for two-third of total FMCG sector revenue. However, with the emergence of new consumption hubs in India, and economic growth in smaller cities the share of semi urban and rural FMCG markets is anticipated to grow significantly during the forecast period. Over the last decade, India has witnessed a demographic shift, with rapid adoption of internet and growing digital media, and has significantly altered the purchase decision of Indian consumers.



\*Source: TechSci Research

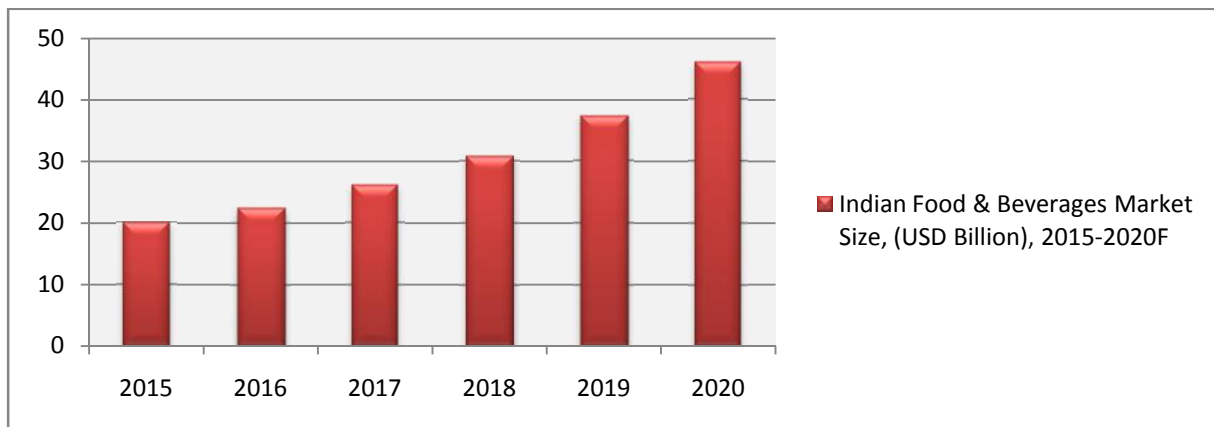
## FOOD & BEVERAGES:

Food & beverages sector accounted for the largest share in India's FMCG market. The changing preferences of the upward middle class families from the urban areas gave importance to food & beverages sector and thus, fuelled the growth in the last few years. India is the world's second largest producer of food, next only to China, and has the potential of being the largest player in food and agricultural sector. The food processing industry is one of the largest industries in India and is ranked fifth in terms of production, consumption, export, and expected growth.

Growing food services sector that includes both Indian and foreign food services restaurants boosted growth of organised food services sector in India. Furthermore, various policies undertaken by the government such as allowing 100% FDI in food services sector in 2012 catalysed growth in Indian food services market.



In the food and beverages industry, emerging presence of private labelling has altered the buying habits of consumers. Many companies in food and beverages segment are now focusing on innovation to offer various categories across various price points in order to penetrate majority of buyers across each income group. Some common trends which are being witnessed in this segment are growing affordability among increasing income groups in urban India, greater consumer acceptability of newer products due to the factors such as younger population, faster urbanization, more working women and smaller families, easier availability due to better distribution by FMCG players coupled with growth in organized retail and creating product understanding amongst consumers. Food & beverages segment has one of the smallest share in Indian E-commerce market; however, due to change in consumer shopping habits, significant growth has been witnessed in purchase of food and beverages through online channels.



**Trade:**

India exports \$1.4 billion worth of high value hand-picked-select (HPS) peanuts, soybean, sesame, niger seed, cottonseed, safflower seed, rapeseed, and mustard seed. The Agricultural Produce and Export Development Authority (APEDA) issued guidelines for export of peanut and peanut products. Post expects that oilseed exports in the forecast year will rise by two percent to 1.26 MMT, including 1.0 MMT of peanut, 200,000 MT of non-GM soybeans and 60,000 MT of other oilseeds.

Trade in soyabeans is smaller in volume terms, but future growth will be consistent. Per the latest trade data from the Global Trade Atlas (GTA), soybean imports and exports in MY 2016/17 were valued at \$28 million and \$90 million, respectively. Soybean export potential is estimated at \$130 million. In recent years, India imported soybeans from Ethiopia, Benin, Ukraine, the United States, Nigeria, and Djibouti. Imports were mostly for food use and as also partly for seed. India also exported soybeans (non-GM) to the United States, Canada, Belgium, France, and Spain. Annual sales in volume terms average about 190,000 MT.



## COMPANY OVERVIEW

The Company's vision is to become a Global Food Company. Our aim is to be admired for our wide range of quality products. Over the years, it has evolved from being a soya trader, Today, SCL has a diversified geographical presence, backed by an established marketing network.

It is presently one of the top names in the industry having its presence in various growing sectors like Renewal Energy, Infrastructure, Hospitality, Warehousing, and more prominently FMCG food processing. Currently the Company is having capacity of 2500 TPD of Solvent Extraction Plant, Soya Refinery of 225 TPD and 500 TPD of Paddy processing Plant. SCL has adopted strategy to convert its conventional commodity and agro based business into an FMCG Business.

## STRENGTHS OF THE BUSINESS

### Strong Management team:

While promoters remain closely involved, preserving the heritage and culture of the organisation, the business is strongly steered and navigated by a highly experienced and professional management team. In addition, its strong advisory team is also helping the organisation to drive its strategic agendas for future growth of the Company.

### Enduring relationships:

The Company is involved in the food business for more than 25 years and has built a very strong sourcing capabilities by direct procurement of agricultural produce. This has led to significant cost economies in procurement.

### Presence in a large and fast growing segment:

- ❖ The Company is amongst food producers of soya/Paddy/Wheat products in India.
- ❖ The Group has sustained exposure in trading of food grains and pulses apart from soyabean products, wheat products, rice, oils and other food products.

### Location Advantage:

- ❖ The company's operations in the heartland of the soya & Paddy & wheat belt of India gives it a major Locational advantage reducing the logistics costs substantially.
- ❖ The plants are located in Madhya Pradesh which is a power surplus state and hence the Company has access to cheap and uninterrupted power supply.
- ❖ The region has good access to skilled and semi skilled labour.

### Strong procurement capabilities:

- ❖ The Promoters of the Company have been in the business for over 45 years, enabling it to establish a very strong and efficient procurement system.
- ❖ It has strong relationship with farmers with 80 direct procurement centers across Madhya Pradesh wherein the farmers bring their crop and the company purchases directly from farmers.
- ❖ The Company also procures goods from international markets to meet its requirements of soya oil.



## Consistent Quality

SCL is committed to provide safe and superior quality products to its valued customers. By way of stringent quality assurance norms, and state of-the-art technology with a high degree of automation, the Company ensures robust quality control. Critical tests are performed at each stage of manufacturing, and are supplemented by rigorous QC programs, to ensure the consistent high quality of the final product. The Company's unwavering focus on quality and innovation, backed by deep consumer insights, world-class R&D, and an efficient and responsive supply chain, will further strengthen its leadership position.

**Food Safety:** SCL adheres to its stringent practices towards food safety. Strict quality protocol and procedural guidelines are followed across its manufacturing facilities.

## People

To achieve successful growth and profitability, the Company relies on its greatest assets - its intellectual capital. The Company's human resource practice revolves around LET: Learning, Empowerment and Togetherness. SCL values its employees and invests towards capability building with a long-term orientation. The Company has been building its skill-sets by adding new competences through hiring, grooming of internal talent and functional capability building. The Company's learning and development initiatives are geared towards building leadership pipeline and to enhance organisational proficiency to compete in the market place. The learning and development initiatives offered during FY 2017 were aligned to this objective. The on-going core programs were fortified to address the emerging capability requirements. In addition, customised programs were undertaken to meet the needs of businesses, aimed at building specific capabilities at various levels of the organisation. Furthermore, the Company's development plans continued its focus on 3E development model of Experience, Exposure and Education. **Core Values** The Company's value-system guides its actions and behaviour in everyday business, which creates a unique culture at Sanwaria Consumer Limited. These values are the DNA of the organisation, which are ingrained in every member across hierarchies and geographies.

## Information Technology

The Company is enhancing the use of Information Technology tools and applications in their business processes to become more competitive, efficient and effective. Its robust IT infrastructure acts as a growth enabler and helps achieve cost leadership, process orientation and higher productivity. SCL is increasingly using IT as part of its strategic planning process and tactical execution of their business strategies. Its goal is to use Information Technology to create the most efficient and effective link between suppliers and consumers. Better IT applications are helping us reach target market segments more cost effectively, track data, improve productivity levels and maximise our returns on investment. The Company has made investments towards various modules in line with Goods and Service tax (GST).

## Research and Development

Sanwaria Consumer Limited has a formidable track record in developing new products. The Company's research and development programme are central to expanding value to its products, and to keeping aligned to new global flavour trends and technologies. The R&D team is dedicated towards deepening the Company's pipeline of products focused on consumers looking for health and convenient options.



The Company believes that delivering the consumers' needs of tomorrow, today, will keep Sanwaria Consumer on track of delivering sustainable value creation.

### Financial Performance Overview

- ❖ Revenue for the FY19 has increased by 4.93% to Rs. 530379.11 lakhs from Rs. 505473.02 lakhs in FY18.
- ❖ In the FY19 the Company marked the Net Profit of Rs. 15596.84 lakhs against Rs. 8651.62 lakhs in the FY19 reflecting growth of 80.27 %.
- ❖ In the FY19, EBIDTA stood at Rs.28582.96 as against Rs. 20154.11 Lakhs in FY18.
- ❖ In the FY19, PBT stood at Rs.19525.20 as against Rs. 11650.17 Lakhs in FY18.
- ❖ EPS of the Company stood at Rs. 2.12 in FY19 against Rs. 1.15 in FY18.
- ❖ The Company suffered a loss of Rs. 38472 Lakhs for half year ended 30th September, 2019.

### Opportunities

#### ❖ Presence of the company in processed foods:-

The use of processed food is becoming popular due to various socio-economic factors such as economic liberalization changes in taste, high cost of household-labor, increase in the number of working women, improvement in the living standard of people etc. Today the urban based Indian family prefers to dine out every now and then in restaurants and dhabas rather than at home. Free income or higher disposable income available among the urbanities has made them go to for various processed foods like jams, aata, fortifies aata, double refined oils, butter and cheese, ready to eat crispy potato chips etc. Extensive advertisements of MNCs and Indian companies involved in the food processing industry are also responsible for burgeoning the demand for processed food.

#### ❖ Presence of the company into Soya industry:-

Soyabean is the only veg food that contains all eight essential amino acids required for human beings. Soyabeans are processed into various soy products namely soy flour, soy milk, cottage cheese like tofu, fermented product like tempeh and miso. Increasing awareness towards health & hygiene to boost demand for packaged food products.

### Risk Management

A corporate is exposed to multiple risks owing to various business transactions it undertakes. The risks are classified broadly into two categories – external and internal risks. External risks can be attributed to the various macroeconomic risks faced by the Company like the slowdown of economic activity, unfavourable exchange rate fluctuations, a change in the regulatory framework, as well as climatic risks

### Internal Audit Control System

The Company has a well-established system of internal controls and procedures, which commensurate with the size and nature of its operations. A regular Internal Audit of operations, establishments and stockyards are conducted by leading Internal Audit Firms, in order to ensure that the set processes are properly adhered to. The Audit Committee reviews the reports of the Internal Auditors and monitors



the effectiveness and operational efficiency of these internal control systems. The Audit Committee gives valuable suggestions for the improvement of the Company's business processes, systems, and internal controls. The annual internal audit plans are prepared by Internal Auditors in consultation with the Audit Committee.

### **Cautionary Statement**

This document contains statements about expected future events, as well as the financial and operating results of Sanwaria Consumer Limited (SCL), which are forward looking. By their nature, forward-looking statements require the Company to make assumptions and are subject to inherent risks and uncertainties. They face the risk that the assumptions, predictions, and other forward-looking statements will not prove to be accurate. Readers are cautioned not to place undue reliance on forward-looking statements as a number of factors could cause the assumptions and actual future results or events to differ from those expressed. Accordingly, this document is subject to the disclaimer and qualified in its entirety by the assumptions, qualifications and risk factors referred to in the management's discussion and analysis report of Sanwaria Consumer Limited's Annual Report, 2018-19.

## **1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE**

Sanwaria Consumer Limited ('SCL' or 'the Company') believes that good corporate governance is about ensuring that companies are managed as efficiently as possible in the interests of the shareholders. Efficient corporate governance requires a clear understanding of the respective roles of the Board and of senior management and their relationships with others in the corporate structure. The relationships of the Board and management shall be characterized by sincerity, their relationships with employees shall be characterized by fairness, their relationships with the communities in which they operate shall be characterized by good citizenship, and their relationships with government shall be characterized by a commitment to compliance.

SCL considers the transparency and accountability as the two basic tenets of Corporate Governance. Responsible corporate conduct is integral to the way we do our business. Our actions are governed by our values and principles, which are reinforced at all levels within the Company. At SCL, we are committed in doing things the right way which means taking business decisions and acting in a way that is ethical and is in compliance with applicable legislation. We acknowledge our individuals and collective responsibilities to manage our business activities with integrity. To succeed, we believe, requires highest standards of corporate behaviour towards everyone we work with, the communities we touch and the environment on which we have an impact. This is our road to consistent, competitive, profitable and responsible growth and creating long term value for our shareholders, our people and our business partners. The above principles have been the guiding force for whatever we do and shall continue to be so in the years to come.

In SCL, Corporate Governance philosophy stems from our belief that corporate governance is an integral element in improving efficiency and growth as well as enhancing investor confidence level. The Board of Directors has the important role of overseeing management performance on behalf of Stakeholders. Stakeholders necessarily have little voice in the day to day management of corporate operations, but have the right to elect representatives (Directors) to look out for their interests and to receive the information they need to make investment and voting decisions.



Over the last few years, the Board of Directors of your Company has from time to time developed corporate governance practices to enable the Directors to effectively and efficiently discharge their responsibilities individually and collectively to the shareholders of the Company in the areas of; - fiduciary duties - oversight of the Management - evaluation of the Management performance – support and guidance in shaping company policies and business strategies.

SCL Corporate Governance has been a high priority both in letter as well as in spirit. The Company's Board of Directors represents the Stakeholders interest in perpetuating a successful business and optimizing long term financial returns in a manner consistent with applicable legal requirements and ethical considerations. The Board is responsible for identifying and taking reasonable actions to help and assure that the Company is managed in a way designed to achieve this result.

## **2. BOARD OF DIRECTORS**

### **Introduction**

The Board plays a pivotal role in ensuring good governance. The Board of Directors is the apex body that governs the overall functioning of the Company. The Board of Directors is entrusted with the ultimate responsibility of the management, general affairs, direction and performance of the Company and has been vested with requisite powers, authorities and duties. The Board provides and evaluates the strategic direction of the Company, management policies and their effectiveness and ensures that the long-term interests of the shareholders are being served.

The Board reviews its strength and composition from time to time to ensure that it remains aligned with the statutory as well as business requirements. All the Board of Directors are entrusted with the ultimate responsibility of the management, general affairs, direction and performance of the Company and has been vested with the requisite powers, authorities and duties.

### **Composition**

The Company's policy is to maintain an optimum combination of Executive and Non-Executive Directors. As on March 31, 2019, the Board consists of 12 (Twelve) directors, out of whom 3(three) are Executive Directors, 8 (Eight) are Non- Executive Independent Directors and 1 (One) is Non-Executive Director non-Independent Directors. The Chairman of the Board is an Executive Director.

All Independent Directors of the Company adhere to the criteria defined under Regulation 16 of SEBI Listing Regulations read with the provisions of Section 152 of the Companies Act, 2013.

In compliance with Regulation 25 of the SEBI Listing Regulations; the Directors on the Board of the Company does not serve as Independent Directors in more than 7 (Seven) Listed Companies or in case he/she is serving as a Whole Time Director in any Listed Company, does not hold such position in more than 3 Listed Companies.

As mandated by Regulation 26 of the SEBI Listing Regulations, none of the directors of the Company are members of more than 10 (ten) mandatory committees and do not act as chairman of more than 5 (five) mandatory committees among all companies in which they are directors.

### **Appointment and Tenure**

The Directors of the Company are appointed by Members at the General Meetings. The Executive Directors on the Board serve in accordance with the terms of their contract of service with the



Company. As regards the appointment and tenure of Independent Directors, following is the policy adopted by the Board:

- ❖ The Company has adopted the provisions with respect to appointment and tenure of Independent Directors which are consistent with the Companies Act, 2013 and Listing Regulations.
- ❖ The Independent Directors will serve a maximum of two terms of five years each.
- ❖ The Company would not have any upper age limit of retirement of Independent Directors from the Board and their appointment and tenure will be governed as per the provisions of the Companies Act, 2013.

### Rotation of Directors

In accordance with the provisions of Section 152 of the Companies Act, 2013, and as per amended Articles of Association of the Company, Mr. Anil Agrawal (DIN: 00256539), retiring by rotation at the ensuing Annual General Meeting and is eligible for re-appointment. This shall not constitute a break in office of Mr. Anil Agrawal as Non Executive director in the Company.

### Board Meetings

Company's Corporate Governance Policy requires the Board to meet at least four times in a year. The maximum gap between two board meetings is not more than 120 (One hundred and twenty) days as prescribed under Regulation 17 of the SEBI Listing Regulations. Additional board meetings are convened to address the specific needs of the Company. In case of business exigencies or matters of urgency, the board also approves resolution by circulation as permitted by the Companies Act, 2013.

All the necessary documents and information pertaining to the matters to be considered at each Board and Committee meetings, is made available to enable the Board and Committee members to discharge their responsibilities effectively. The notice of Board meeting usually is given well in advance to all the Directors. The Agenda of the Board / Committee meetings is set by the Company Secretary in consultation with the Chairman of the Company.

During the financial year 2018-19, the Board has met 19 (Nineteen) times. In terms of Regulation 17 of the SEBI Listing Regulations; the gap between any of two meetings did not exceeded 120 (One Hundred and Twenty) days.

1. 11.04.2018	5. 30.05.2018	9. 05.09.2018	13. 21.11.2018	17. 21.01.2019
2. 26.04.2018	6. 19.06.2019	10. 06.09.2018	14.23.11.2018	18. 28.01.2019
3. 07.05.2018	7. 16.07.2018	11. 03.10.2018	15. 04.01.2019	19. 30.03.2019
4. 23.05.2018	8. 20.07.2018	12. 31.10.2018	16. 17.01.2019	

### Roles and Responsibilities of the Board

The primary role of the Board is that of trusteeship i.e. to protect and enhance shareholder value through strategic direction to the company. As trustee, the Board of Directors has fiduciary responsibility to ensure that the company has clear goals aligned to shareholder value and its growth. The Board exercises its duties with care, skill and diligence and exercises independent judgment. The





Board sets strategic goals and seeks accountability for their fulfillment. The Board also directs and exercises appropriate control to ensure that the Company is managed in a manner that fulfills stakeholders' aspirations and societal expectations.

The normal business of the Board includes:

- ❖ framing and overseeing progress of the Company's annual plan and operating framework;
- ❖ framing strategies for shaping of portfolio and direction of the Company and for corporate resource allocation;
- ❖ reviewing financial plans of the Company;
- ❖ reviewing quarterly and annual business performance of the Company;
- ❖ reviewing the Annual Report and accounts for adoption by the Members;
- ❖ reviewing the progress of various functions and businesses of the Company;
- ❖ reviewing the functioning of the Board and its Committees;
- ❖ reviewing the functioning of the subsidiary companies;
- ❖ board monitors the effectiveness of the Company's governance practices and making changes as needed
- ❖ considering and approving declaration / recommendation of dividend;
- ❖ reviewing and resolving fatal or serious accidents or dangerous occurrences, any materially significant effluent or pollution problems or significant labour issues, if any;
- ❖ reviewing the details of significant development in human resources and industrial relations front;
- ❖ reviewing details of foreign exchange exposure and steps taken by the management to limit the risks of adverse exchange rate movement;
- ❖ reviewing compliance with all relevant legislations and regulations and litigation status as well as steps taken by the Company to rectify instances of non-compliance, including materially important show cause, demand, prosecution and penalty notices, if any;
- ❖ reviewing Board Remuneration Policy and individual remuneration packages of Directors;
- ❖ advising on corporate restructuring such as merger, acquisition, joint venture or disposals, if any;
- ❖ appointing Directors on the Board and Members of Management Committee;
- ❖ reviewing and approving the Corporate Social Responsibility Policy of the Company and monitoring implementation thereof;
- ❖ reviewing details of risk evaluation and internal controls;
- ❖ reviewing reports on progress made on the ongoing projects;
- ❖ monitoring and reviewing Board Evaluation framework.
- ❖ The Board and Senior Management facilitate the Independent Directors to perform their role effectively as a Board member and also a member of a committee.

### **Board Evaluation**

In terms of the requirements of the Act and Listing Regulations, the Board carried out the annual performance evaluation of the Board as a whole, Board Committees and the Directors. During the year, in terms of the requirements of the Act and Listing Regulations, Board Evaluation cycle was completed by the Company internally which included the Evaluation of the Board as a whole, Board Committees and Directors. The exercise was led by the Non-Executive Chairman along with a Senior Independent



Director of the Company. The Evaluation process focused on various aspects of the functioning of the Board and Committees such as composition of the Board and Committees, experience and competencies, performance of specific duties and obligations, governance issues etc. Separate exercise was carried out to evaluate the performance of individual Directors on parameters such as attendance, contribution and independent judgement. The results of the Evaluation were shared with the Board, Chairman of respective Committees and individual Directors.

Based on the outcome of the Evaluation, the Board and Committees have agreed on an action to further improve the effectiveness and functioning of the Board and Committees. The Chairman of respective Board Committees also shared the results of evaluation with the respective Committee Members.

### Attendance, Directorships and Committee Positions

The names and categories of the directors on the Board, their attendance record, the number of directorships and committee positions as on March 31, 2019, are noted below:

Name of the Director	No. of Board Meetings held during their tenure	No. of Board Meetings attended	AGM Attended	Other Directorship	Particulars of Committee Membership/ Chairmanship	
					Committee Membership	Committee Chairmanship
Mr. Gulab Chand Agrawal	19	19	Yes	3	0	0
Mr. Satish Agrawal	19	19	Yes	2	0	0
Mr. Ashok Kumar Agrawal	19	19	Yes	2	0	0
Mr. Anil Agrawal	19	19	Yes	3	0	0
Mr. Sailesh Baluapuri	7	0	Yes	0	0	0
Mr. Amitendra Shrivastava	5	0	Yes	0	0	0
Mr. Surendra Kumar Jain	19	0	Yes	0	2	1
Mr. Hari Krishan Agrawal	19	0	Yes	0	2	1
Mr. Shyam Babu Agrawal	19	0	Yes	0	3	1
Mr. Hans Kumar Verma	19	0	Yes	0	4	1
Mr. Santosh Kumar Tiwari	19	0	Yes	0	3	1
Mrs. Shivani Jhariya	9	0	Yes	1	0	0

#### Notes:

- i. While considering the total number of directorships; directorships of Indian public and private Limited Company other than Sanwaria Consumer Limited have not been taken into account.
- ii. In terms Listing Regulations, it is hereby disclosed that Mr. Anil Agrawal, Mr. Satish Agrawal, Mr. Gulab Chand Agrawal and Mr. Ashok Kumar Agrawal are brothers. Except for the above mentioned relationship, there is no other inter-se relationship amongst other directors.



## Shareholding of Directors

Name	No. of Shares held	% of Total Equity
Gulab Chand Agrawal	57742972	7.841
Satish Agrawal	49260300	6.692
Anil Agrawal	57999324	7.879
Ashok Agrawal	54033100	7.340

## Separate Meetings of the Independent Directors

During the reporting Financial Year, a separate Meeting of the Independent Directors of the Company was held on January 22, 2019, at the Registered Office of the Company at E-1/1, Arera Colony, Bhopal 462016, Madhya Pradesh, where the following items as enumerated under Schedule IV of the Companies Act, 2013, read with Regulation 25 of the SEBI Listing Regulations were discussed:

- ❖ Review of Performance of Non-Independent Directors and Board as a whole.
- ❖ Review of Performance of the Chairman of the Company after taking into consideration the views of Executive and Non- Executive Directors.
- ❖ Assessment of the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

## Familiarization Programme for Independent Directors

In compliance with the provisions of Regulation 25 of the SEBI Listing Regulations, All Independent directors are familiarized about the company, through various programmes from time to time, including the following:

- ❖ nature of the industry in which the company operates;
- ❖ business model of the company;
- ❖ roles, rights, responsibilities of independent directors; and
- ❖ any other relevant information

## Role of Independent Directors

Independent Directors have emerged as the cornerstones of the worldwide Corporate Governance movement. Their increased presence in the boardroom has been hailed as an effective deterrent to fraud and mismanagement, inefficient use of resources, inequality and unaccountability of decisions and as a harbinger for striking the right balance between individual, economic and social interests.

Independent Directors play a key role in the decision-making process of the Board. The Independent Directors are committed to act in what they believe to be in the best interest of the Company and its Shareholders. Their wide knowledge in their respective fields of expertise and best-in-class boardroom practices helps foster varied, unbiased, independent and experienced perspective.



### 3. COMMITTEES OF BOARD

The Board Committees play a crucial role in the governance structure of the Company and have been constituted to deal with specific areas /activities which concern the Company and need a closer review. The Board Committees are set up under the formal approval of the Board to carry out clearly defined roles which are considered to be performed by members of the Board, as a part of good governance practice. The Board supervises the execution of its responsibilities by the Committees. The Chairman of the respective Committees informs the Board about the summary of the discussions held in the Committee Meetings. The minutes of the meetings of all Committees are placed before the Board for review. The Board Committees can request special invitees to join the meeting, as appropriate. The Board has currently the following statutory and non-statutory Committees.

#### I. Audit Committee

The Audit Committee of the Board has been constituted as per the requirements of Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI Listing Regulations, 2015.

#### Composition

As on March 31, 2019 and till the date of report, the Audit Committee of SCL comprises of following Members:

Name	Designation	Category
Mr. Hans Kumar Verma	Chairman	Non-Executive Independent director
Mr. Surendra Kumar Jain	Member	Non-Executive Independent director
Mr. Shyam Babu Agrawal	Member	Non-Executive Independent director

No changes occurred during the year in the composition of Audit Committee. The Statutory Auditors and Internal Auditor attend the meeting of the Committee on invitation of Chairman.

The Composition of the Audit Committee is in compliance with the requirements of Section 177 of the Companies Act, 2013 read with provisions of Regulation 18 of SEBI Listing Regulations.

#### Terms of Reference

The roles, powers and functions of the Audit Committee of SCL are in accordance with the provisions of Section 177 of the Companies Act, 2013, read with Regulation 18 and Part-C of Schedule II of the SEBI Listing Regulations. The Audit Committee of the Company is entrusted with the responsibility to supervise the Company's internal controls and financial reporting process and, inter alia, performs the following functions:

- ❖ Overseeing the Company's financial reporting process and disclosure of financial information to ensure that the financial statements are correct, sufficient and credible;
- ❖ Reviewing and examining with management the quarterly financial results before submission to the Board;
- ❖ Reviewing and examining with management the annual financial statements before submission to the Board and the auditors' report thereon.
- ❖ Scrutiny of inter-corporate loans and investments, if any, made by the Company;
- ❖ Reviewing with management the annual financial statements as well as investments made by the unlisted subsidiary companies;



- ❖ Reviewing, approving or subsequently modifying any Related Party Transactions in accordance with the Related Party Transaction Policy of the Company;
- ❖ Approving the appointment of Chief Financial Officer after assessing the qualifications, experience and background, etc. of the candidate;
- ❖ Recommending the appointment, remuneration and terms of appointment of Statutory Auditors of the Company and approval for payment of any other services;
- ❖ Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- ❖ Reviewing management letters / letters of internal control weaknesses issued by the Statutory Auditors;
- ❖ Discussing with Statutory Auditors, before the commencement of audit, on the nature and scope of audit as well as having post-audit discussion to ascertain area of concern, if any;
- ❖ Reviewing with management, Statutory Auditors and Internal Auditor, the adequacy of internal control systems;
- ❖ Review management discussion and analysis of financial condition and results of operations;
- ❖ Recommending appointment, remuneration and terms of appointment of Internal Auditor of the Company;
- ❖ Reviewing the adequacy of internal audit function and discussing with Internal Auditor any significant finding and reviewing the progress of corrective actions on such issues;
- ❖ Evaluating internal financial controls and risk management systems;
- ❖ Valuating undertaking or assets of the Company, wherever it is necessary;
- ❖ Reviewing the functioning of the Whistle Blowing mechanism;
- ❖ Valuation of undertakings or assets of the Company, wherever it is necessary.
- ❖ Carrying out any other function as is mentioned in the Terms of Reference of the Audit Committee.

The Audit Committee ensures that it has reviewed each area that it is required to review under its terms of reference and under applicable legislation or by way of good practice. This periodic review ensures that all areas within the scope of the Committee are reviewed.

### Meetings and Attendance

During the financial year 2018-19, the Audit Committee met five times on 10.04.2018, 29.05.2018, 14.07.2018, 30.10.2018 and 25.01.2019. The gap between any two Audit Committee meetings did not exceed four months. The attendance of the members for the year ended March 31, 2019 is noted below:

Name of the Member	Chairman/Member	Meetings held	Meetings attended
Hans Kumar Verma (DIN: 02197207)	Chairman	5	5
Surendra Kumar Jain (DIN: 02197169)	Member	5	5
Shyam Babu Agrawal (DIN: 00888301)	Member	5	5

### II. Stakeholder's Relationship Committee

The Stakeholders Relationship Committee has been constituted as per the requirements of Section 178(5) of the Companies Act, 2013 and Regulation 20 of the SEBI Listing Regulations, 2015



## Composition

The composition of Company's Stakeholders Relationship Committee is in compliance with Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 comprising of two Non-Executive Independent Director including the Chairman. As on March 31, 2019 and till the date of this report, the Nomination and Remuneration Committee of SCL comprises of following members in its Stakeholders' Relationship Committee:

Name	Designation	Category
Mr. Surendra Kumar Jain	Chairman	Non-Executive Independent director
Mr. Hari Krishan Agrawal	Member	Non-Executive Independent director
Mr. Shyam Babu Agrawal	Member	Non-Executive Independent director

No changes occurred during the year in the composition of Audit Committee. No changes occurred during the year in the composition of Stakeholders' Relationship Committee.

## Terms of Reference

The terms of reference and the ambit of powers of Stakeholders Relationship Committee are as per Regulation 20 and Part-D of Schedule II of SEBI Listing Regulations read with Section 178 of the Companies Act, 2013, and allied rules as may be notified from time to time.

The broad terms of reference of Stakeholder's Relationship Committee includes the following:

- ❖ Redressal of grievances of shareholders, debenture-holders, deposit-holders and any other security holders including but not limiting to transfer of shares and issue of duplicate share certificates, non-receipt of balance sheet, non-receipt of declared dividends, non-receipt of Annual Reports; and any other related grievances;
- ❖ Monitoring transfers, transmissions, dematerialisation, rematerialisation, splitting and consolidation of shares issued by the Company;
- ❖ Evaluate performance and service standards of the Registrar and Share Transfer Agent of the Company;
- ❖ Provide guidance and make recommendations to improve investor service levels for the investors.
- ❖ And such other acts, deeds, matters and things as may be stipulated in terms of the Companies Act, 2013 and the Listing Agreement with the Stock Exchanges and / or such other regulatory provisions as also as the Board of Directors may consider think fit for effective and efficient redressal of grievances of the security holders of the Company.

## Meetings and Attendance

During the financial year 2018-19, the Stakeholder Relationship Committee met twice on 29.05.2018 and 14.07.2018 to consider and resolve the grievances of shareholders and other related matters .The attendance of the members for the year ended March 31, 2019 is noted below:

Name of the member	Chairman/ Member	No. of meetings held during their tenure	No. of meetings attended
Surendra Kumar Jain (DIN: 02197169)	Chairman	2	2
Shyam Babu Agrawal (DIN: 00888301)	Member	2	2
Hari Krishan Agrawal (DIN: 00564223)	Member	2	2



### Investors Grievance Redressal

Pursuant to the Regulation 13 of SEBI Listing Regulations, SCL has duly filed with the recognized stock exchange(s) on a quarterly basis, within twenty one days from the end of each quarter, a statement giving the number of investor complaints pending at the beginning of the quarter, those received during the quarter, disposed off during the quarter and those remaining unresolved at the end of the quarter.

The total number of complaints received by the Company and redressed to the satisfaction of Shareholders during the year under review was 1 (One). 1 complaint was outstanding as on March 31, 2019. The Sanwaria Consumer Limited (In House RTA) attend all grievances of the Shareholders and Investors received directly through SEBI, Stock Exchanges, Ministry of Corporate Affairs, Registrar of Companies, etc. The Company maintains continuous interaction with the RTA and takes proactive steps and actions for resolving complaints/queries of the shareholder's/ Investors and also takes initiatives for solving critical issues. Shareholders are requested to furnish their telephone numbers and / or e-mail addresses to facilitate prompt action.

### Separate email-id for the Redressal of Investors Complaints

As per the Listing Regulations, 2015, the Company has designated a separate email [compliance@sanwariaconsumer.com](mailto:compliance@sanwariaconsumer.com) for the redressal of investor's complaints.

### III. Nomination and Remuneration Committee

The Nomination and Remuneration Committee of the Board has been constituted as per the requirements of Section 178(1) of the Companies Act, 2013 and as per the Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

#### Composition

According to Section 178(1) of the Companies Act, 2013 and Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Nomination and Remuneration Committee should comprise of at least three directors; all of whom should be Non-Executive Directors. At least half of the Committee members should be Independent with an Independent Director acting as the Chairman of the Committee. Company's Nomination and Remuneration Committee comprises of three Non-Executive Independent Director including the Chairman. As on March 31, 2019 and till the date of this report, the Nomination and Remuneration Committee of SCL comprises of following 3 (three) Members, all three are Independent Non-Executive Directors:

Name	Designation	Category
Mr. Shyam Babu Agrawal	Chairman	Non-Executive Independent director
Mr. Hans Kumar Verma	Member	Non-Executive Independent director
Mr. Santosh Kumar Tiwari	Member	Non-Executive Independent director

No changes occurred during the year in the composition of Nomination and Remuneration Committee. The purpose of the committee is to screen and to review individuals qualified to serve as executive directors, non-executive directors and independent directors, consistent with criteria approved by the Board.



## Terms of Reference

The role of the Nomination and Remuneration Committee of SCL covers such functions and scope as prescribed under Section 178 of the Companies Act, 2013 read with allied Rules framed there under and Regulation 19 and Part-D of Schedule II of the SEBI Listing Regulations.

The role of the Nomination and Remuneration Committee of SCL includes the following:

- ❖ Determine/ recommend the criteria for appointment of Executive, Non-Executive and Independent Directors to the Board;
- ❖ Determine/ recommend the criteria for qualifications, positive attributes and independence of Director;
- ❖ Identify candidates who are qualified to become Directors and who may be appointed in the Management Committee and recommend to the Board their appointment and removal;
- ❖ Review and determine all elements of remuneration package of all the Executive Directors, i.e. salary, benefits, bonuses, stock options, pension etc;
- ❖ Review and determine fixed component and performance linked incentives for Directors, along with the performance criteria;
- ❖ Determine policy on service contracts, notice period, severance fees for Directors and Senior Management;
- ❖ Formulate criteria and carry out evaluation of each Director's performance and performance of the Board as a whole;
- ❖ To recommend to the Board on Remuneration payable to the Directors, Key Managerial Personnel and Senior Management.
- ❖ To provide to Key Managerial Personnel and Senior Management reward linked directly to their effort, performance, dedication and achievement relating to the Company's operations.

## Meetings and Attendance

During the financial year 2018-19, the Nomination and Remuneration Committee met thrice on 29.05.2018, 14.07.2018 and 30.10.2018. The attendance of the members for the year ending March 31, 2019 is noted below:

Name of the Member	Chairman/Member	No. of meetings held during their tenure	No. of meetings attended
Shyam Babu Agrawal (DIN: 00888301)	Chairman	3	3
Santosh Kumar Tiwari (DIN: 00564086)	Member	3	3
Hans Kumar Verma (DIN: 02197207)	Member	3	3

## Remuneration of Directors

During the year; no remuneration/sitting fees was given to any executive and non executive/independent directors.

## Mechanism for evaluating Board members

The Board of Directors are collectively responsible for selection of a member on the Board. The Nomination and Remuneration Committee of the Company follows defined criteria for identifying, screening, recruiting and recommending candidates for election as a Director on the Board. The criteria for appointment to the Board include:





- ❖ Composition of the Board, which is commensurate with the size of the Company, its portfolio, geographical spread and its status as a listed Company;
- ❖ Desired age and diversity on the Board;
- ❖ Size of the Board with optimal balance of skills and experience and balance of Executive and Non-Executive Directors consistent with the requirements of law;
- ❖ Professional qualifications, expertise and experience in specific area of business;
- ❖ Balance of skills and expertise in view of the objectives and activities of the Company;
- ❖ Avoidance of any present or potential conflict of interest;
- ❖ Availability of time and other commitments for proper performance of duties;
- ❖ Personal characteristics being in line with the Company's values, such as integrity, honesty, transparency, pioneering mindset.

## **Nomination and Remuneration Policy**

The Company adopted a differential "Nomination and Remuneration Policy" to set the common guidelines for the working of the Committee. The Broad framework of the Policy is laid down for the Members' reference:

### **I. Introduction**

Pursuant to Section 178 of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board of Directors of every listed Company shall constitute the Nomination and Remuneration Committee. The Company already constituted Remuneration Committee comprising of three non-executive Independent Directors as required under Listing Agreement. In order to align with the provisions of the Companies Act, 2013 and the amended Listing Agreement from time to time, the Board changed the nomenclature of the "Remuneration Committee" as "Nomination and Remuneration Committee" and reconstituted the Committee with three non-executive Independent Directors. The chairman of the Committee is an Independent Director

This Committee and the Policy is formulated in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and Clause 49 of the Listing Agreement.

### **II. Objectives**

The objective of this policy is to lay down a framework in relation to remuneration of directors, KMP, senior management personnel and other employees. The Key Objectives of the Committee would be:

- ❖ To guide the Board in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management.
- ❖ Formulate the criteria for determining qualifications, positive attributes and independence of a director and Recommend to the Board a policy relating to the remuneration of Directors, key managerial personnel and other employees.
- ❖ Formulation of criteria for evaluation of Independent Director and the Board.
- ❖ To evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation of the Board.
- ❖ To recommend to the Board on Remuneration payable to the Directors, Key Managerial Personnel and Senior Management.
- ❖ To provide to Key Managerial Personnel and Senior Management reward linked directly to their effort, performance, dedication and achievement relating to the Company's operations.
- ❖ To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.



- ❖ To develop a succession plan for the Board and to regularly review the plan.
- ❖ To assist the Board in fulfilling responsibilities.
- ❖ To Implement and monitor policies and processes regarding principles of corporate governance.

### III. Applicability

- ❖ Directors (Executive and Non-Executive);
- ❖ Key Managerial Personnel;
- ❖ Senior Management Personnel

### IV. Definitions

- ❖ **“Act”** means the Companies Act, 2013 and Rules framed there under, as amended from time to time.
- ❖ **“Company”** means “Sanwaria Consumer Limited.”
- ❖ **“Board”** means Board of Directors of the Company.
- ❖ **“Directors”** mean Directors of the Company.
- ❖ **“Key Managerial Personnel”** means:
  - Managing Director, Chief Executive Officer or Manager and in their absence, a Whole-time Director;
  - Chief Financial Officer;
  - Company Secretary; and such other officer as may be prescribed.
- ❖ **“Senior Management”** means Senior Management means the personnel of the company who are members of its core management team excluding Board of Directors comprising all members of management one level below the executive directors, including the functional heads.

Unless the context otherwise requires, words and expressions used in this policy and not defined herein but defined in the Companies Act, 2013 as may be amended from time to time shall have the meaning respectively assigned to them therein.
- ❖ **“Policy”** means, “Nomination and Remuneration Policy.”
- ❖ **“Employees’ Stock Option”** means the option given to the directors, officers or employees of a company or of its holding company or subsidiary company or companies, if any, which gives such directors, officers or employees, the benefit or right to purchase, or to subscribe for, the shares of the company at a future date at a pre-determined price.
- ❖ **“Remuneration”** means any money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income-tax Act, 1961.

### V. Constitution of Committees

The Board of Directors of the Company (the Board) constituted the committee to be known as the Nomination and Remuneration/Compensation Committee consisting of three non-executive Independent directors. The Chairman of the Committee is an Independent Director. There shall be minimum two members required to constitute Quorum.

However, the chairperson of the company (whether executive or nonexecutive) may be appointed as a member of the Nomination and Remuneration Committee but shall not chair such Committee. The meeting of the Committee shall be held at such intervals as may be required. The matters arising for determination at Committee meetings shall be decided by the majority of votes of



Members present and voting and any such decision shall for all purposes be deemed a decision of the Committee and in case of equality of votes, the Chairman of the meeting will have a casting vote.

## **VI. Appointment and Removal of Directors, KMP and Senior Management Personnel**

### **Appointment Criteria and Qualifications**

- ❖ The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his / her appointment.
- ❖ A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person are sufficient / satisfactory for the concerned position.
- ❖ The Company shall not appoint or continue the employment of any person as Whole-time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.

### **Term / Tenure**

#### ❖ **Managing Director/Whole-time Director:**

The Company shall appoint or re-appoint any person as its Executive Chairman, Managing Director or Executive Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

#### ❖ **Independent Director:**

An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

No Independent Director shall hold office for more than two consecutive terms of upto maximum of 5 years each, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director.

Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company or such other number as may be prescribed under the Act.

### **Evaluation**

The Committee shall carry out evaluation of performance of every Director, KMP and Senior Management Personnel at regular interval (yearly).



### **Removal**

Due to reasons for any disqualification mentioned in the Act or under any other applicable Act, rules and regulations there under, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said Act, rules and regulations.

### **Retirement**

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

## **VII. Remuneration to Directors, KMP and Senior Management Personnel**

### **❖ Remuneration to Managing/ Whole-time / Executive / Managing Director, KMP and Senior Management Personnel**

The Remuneration/ Compensation/ Commission etc. to be paid to Director /Managing Director etc. shall be governed as per provisions of the Companies Act, 2013 and rules made there under or any other enactment for the time being in force.

### **❖ Remuneration to Non- Executive / Independent Director:**

The Non-Executive Independent Director may receive remuneration / compensation /commission as per the provisions of Companies Act, 2013. The amount of sitting fees shall be subject to ceiling/ limits as provided under Companies Act, 2013 and rules made there under or any other enactment for the time being in force.

## **VIII. Duties in Relation to Nomination Matters**

The duties of the Committee in relation to nomination matters include:

- ❖ Ensuring that there is an appropriate induction in place for new Directors and members of Senior Management and reviewing its effectiveness;
- ❖ Ensuring that on appointment to the Board, Non-Executive Directors receive a formal letter of appointment in accordance with the Guidelines provided under the Act;
- ❖ Identifying and recommending Directors who are to be put forward for retirement by rotation;
- ❖ Determining the appropriate size, diversity and composition of the Board;
- ❖ Developing a succession plan for the Board and Senior Management and regularly reviewing the plan;
- ❖ Evaluating the performance of the Board members and Senior Management in the context of the Company's performance from business and compliance perspective;
- ❖ Making recommendations to the Board concerning any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of an Executive Director as an employee of the Company subject to the provision of the law and their service contract.
- ❖ Delegating any of its powers to one or more of its members or the Secretary of the Committee;
- ❖ Recommend any necessary changes to the Board;
- ❖ Considering any other matters, as may be requested by the Board.



#### IX. Duties in Relation to Remuneration matters

The duties of the Committee in relation to remuneration matters include:

- ❖ Considering and determining the Remuneration Policy, based on the performance and also bearing in mind that the remuneration is reasonable and sufficient to attract retain and motivate members of the Board and such other factors as the Committee shall deem appropriate all elements of the remuneration of the members of the Board.
- ❖ Approving the remuneration of the Senior Management including key managerial personnel of the Company maintaining a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company.
- ❖ Delegating any of its powers to one or more of its members or the Secretary of the Committee.
- ❖ Considering any other matters as may be requested by the Board.

#### X. Review and Amendment

- ❖ The NRC or the Board may review the Policy as and when it deems necessary.
- ❖ The NRC may issue the guidelines, procedures, formats, reporting mechanism and manual in supplement and better implementation to this Policy, if it thinks necessary.
- ❖ This Policy may be amended or substituted by the NRC or by the Board as and when required and also by the Compliance Officer where there is any statutory changes necessitating the change in the policy.

#### IV. Corporate Social Responsibility Committee

The Corporate Social Responsibility Committee has been constituted as per the requirements of Section 135 of the Companies Act, 2013.

##### Composition

According to Section 135 (1) of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014; the Company is required to have a Corporate Social Responsibility Committee of the Board consisting of three or more directors, out of which at least one director should be an Independent Director.

The Company's Corporate Social Responsibility Committee comprises of three Non-Executive Independent Director including the Chairman. As on March 31, 2019 and till the date of this Report, the Committee is headed by Mr. Hari Krishan Agrawal and has Mr. Hans Kumar Verma and Mr. Santosh Kumar Tiwari as its members. No changes occurred during the year in the composition of Audit Committee.

Name	Designation	Category
Mr. Hari Krishan Agrawal	Chairman	Non-Executive Independent director
Mr. Hans Kumar Verma	Member	Non-Executive Independent director
Mr. Santosh Kumar Tiwari	Member	Non-Executive Independent director

##### Terms of Reference

The broad terms of reference of Corporate Social Responsibility Committee of the company includes the following:



- ❖ Formulating and recommending to the Board the CSR Policy and activities to be undertaken by the Company;
- ❖ Recommending the amount of expenditure to be incurred on CSR activities of the Company;
- ❖ Reviewing the performance of Company in the area of CSR;
- ❖ Providing external and independent oversight and guidance on the environmental and social impact of how the Company conducts its business;
- ❖ Monitoring CSR Policy of the Company from time to time;
- ❖ Monitoring the implementation of the CSR projects or programs or activities undertaken by the Company.
- ❖ Prepare Transparent monitoring mechanism for ensuring implementation of the projects, programmes, activities proposed to be undertaken by the SCL.

### Meetings and Attendance

During the financial year 2018-19, the Corporate Social Responsibility Committee met once as on May 29, 2018 to explore the possible areas where the Company can contribute to the society as a Corporate Social Responsibility. The attendance of the members as on March 31, 2019 is noted below:

Name of the member	Chairman/Member	No. of meetings held	No. of meetings attended
Hari Krishan Agrawal (DIN: 00564223)	Chairman	1	1
Hans Kumar Verma(DIN: 02197207)	Member	1	1
Santosh Kumar Tiwari(DIN: 00564086)	Member	1	1

### V. Risk Management Committee

The Risk Management Committee manages the integrated risk and intimates the Board about the progress made in the progressive risk management system, risk management policy and strategy evaluation of the policy.

The Risk Management Committee of the Board has been constituted as per the requirements of the Companies Act, 2013 and as per the Regulation 21of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

#### Composition

The Company's Risk Management Committee comprises of three Non-Executive Independent Director including the Chairman. As on March 31, 2019 and till the date of this Report; the Risk Management Committee has the following members:

Name	Designation	Category
Mr. Santosh Kumar Tiwari	Chairman	Non-Executive Independent director
Mr. Hans Kumar Verma	Member	Non-Executive Independent director
Mr. Surendra Kumar Jain	Member	Non-Executive Independent director

No changes occur during the year in the constitution of the committee.



### Meetings and Attendance

During the financial year 2018-19, the Risk Management Committee met once on 29.05.2019. The attendance of the members as on March 31, 2019 is noted as below:

Name of the Member	Chairman/Member	No. of meetings held	No. of meetings attended
Santosh Kumar Tiwari (DIN: 0564086)	Chairman	1	1
Surendra Kumar Jain (DIN: 02197169)	Member	1	1
Hans Kumar Verma (DIN: 02197207)	Member	1	1

### Terms of Reference

The broad terms of reference of Risk Management Committee includes the following:

- ❖ To review the risk identification and management process developed by management to confirm it is consistent with the Corporation's strategy and business plan;
- ❖ To review management's assessment of risk at least annually and provide an update to the Board in this regard;
- ❖ To inquire of management and the independent auditor about significant business, political, financial and control risks or exposure to such risk;
- ❖ To oversee and monitor management's documentation of the material risks that the Corporation faces and update as events change and risks shift;
- ❖ To assess the steps that the management has implemented to manage and mitigate identifiable risk, including the use of hedging and insurance;
- ❖ To oversee and monitor management's review, at least annually, and more frequently if necessary, of the Corporation's policies for risk assessment and risk management (the identification, monitoring, and mitigation of risks); and
- ❖ To review the following with management, with the objective of obtaining reasonable assurance that financial risk is being effectively managed and controlled:
  - Management's tolerance for financial risks;
  - Management's assessment of significant financial risks facing the Corporation;
  - The Corporation's policies, plans, processes and any proposed changes to those policies for controlling significant financial risks; and
  - To review with the Corporation's counsel, legal matters which could have a material impact on the Corporation's public disclosure, including financial statements.

### Risk Management Policy

The Company adopted a differential "Risk Management Policy" to set the common guidelines for the working of the Committee. The Broad framework of the Policy is laid down for the Members' reference:

#### Introduction

Risk Management is a key aspect of the "Corporate Governance Principles and Code of Conduct" which aims to improvise the governance practices across the Company's activities. Risk management policy



and processes will enable the Company to proactively manage uncertainty and changes in the internal and external environment to limit negative impacts and capitalize on opportunities.

The Company is prone to inherent business risks. This document is intended to formalize a risk management policy, the objective of which shall be identification, evaluation, monitoring and minimization of identifiable risks.

The Board of Directors of the Company and the Audit Committee shall periodically review and evaluate the risk management system of the Company so that the management controls the risks through properly defined network.

Head of Departments shall be responsible for implementation of the risk management system as may be applicable to their respective areas of functioning and report to the Board and Audit Committee.

### **Objectives**

The objective of this Policy is to set out:

- ❖ To ensure that all the current and future material risk exposures of the company are identified, assessed, quantified, appropriately mitigated, minimized and managed i.e. to ensure adequate systems for risk management.
- ❖ To establish a framework for the company's risk management process and to ensure its implementation.
- ❖ To enable compliance with appropriate regulations, wherever applicable, through the adoption of best practices.
- ❖ To assure business growth with financial stability

### **Disclosure in the Board Report**

Board of Directors shall include a statement indicating development and implementation of a risk management policy for the company including identification therein of elements of risk, if any, which in the opinion of the Board may threaten the existence of the company.

### **Applicability**

This policy applies to all areas of the Company's operations.

### **Constitution of Risk Management Committee**

Risk Management Committee shall be constituted by the company consisting of such number of directors (executive or non-executive) as the Company thinks fit.

The Board shall define the roles & responsibilities of the Risk Management Committee & may delegate monitoring & reviewing of the risk management plan to the Committee & such other functions as it may deem fit.

### **Role of the Board**

The Board will undertake the following actions to ensure risk is managed appropriately:

- ❖ The Board shall be responsible for framing, implementing and monitoring the risk management plan for the company.





- ❖ The Board shall define the roles and responsibilities of the Risk Management Committee and may delegate monitoring and reviewing of the risk management plan to the Committee and such other functions as it may deem fit.
- ❖ Ensure that the appropriate systems for risk management are in place.
- ❖ The independent directors shall help in bringing an independent judgment to bear on the Board's deliberations on issues of risk management and satisfy themselves that the systems of risk management are robust and defensible;
- ❖ Participate in major decisions affecting the organization's risk profile.
- ❖ Have an awareness of and continually monitor the management of strategic risks;
- ❖ Be satisfied that processes and controls are in place for managing less significant risks;
- ❖ Be satisfied that an appropriate accountability framework is working whereby any delegation of risk is documented and performance can be monitored accordingly;
- ❖ Ensure risk management is integrated into board reporting and annual reporting mechanisms;
- ❖ Convene any board-committees that are deemed necessary to ensure risk is adequately managed and resolved where possible.

#### Review

This policy shall be reviewed at a minimum at least every year to ensure it meets the requirements of legislation & the needs of organization.

### SUBSIDIARY COMPANIES – MONITORING FRAMEWORK

SCL does not have any material subsidiary as defined under Regulation 16(1)(c) of the SEBI Listing Regulations. Material Subsidiary means a Subsidiary Company whose income or net worth (i.e. paid-up capital and free reserves) exceeds 20% of the consolidated income or net worth respectively, of the listed holding Company and its subsidiaries in the immediately preceding accounting year. The Company's Audit Committee reviews the Consolidated Financial Statements of the Company as well as the Financial Statements of the subsidiaries, including the investments made by the subsidiaries. The minutes of the Board Meetings, along with a report of the significant transactions and arrangements of the unlisted subsidiaries of the Company are periodically placed before the Board of Directors of the Company. The Company has formulated a policy for determining its Material Subsidiaries.

### DISCLOSURES

**i.) Subsidiary Companies:** The requirements with respect to subsidiaries in terms of Regulation 24 of the Listing Regulations have been complied with. The Audit Committee of the Board of Directors of the Company has approved the 'Policy on Material Subsidiary.'

**ii.) Disclosure of Related Party Transactions** – Related party transactions as required by the Accounting Standard AS-18 on "Related Party Disclosures" issued by the Institute of Chartered Accountants of India (ICAI) disclosed in Notes to the Annual Accounts. Members may refer to the notes to accounts for details of Related Party Transactions. However these are not having potential conflict with the interest of the Company at large.

The Company has formulated a Policy on Related Party Transactions and on dealing with Related Party Transactions, in accordance with relevant provisions of the Companies Act, 2013 read with the provisions of Regulation 23 of the SEBI Listing Regulations.



**iii.) Details of non-compliance by the Company, penalties, and strictures imposed on the Company by the Stock Exchange(s) or SEBI or any statutory authority, on any matter related to capital markets, during the last three years** - No penalty, or stricture was imposed by the Stock Exchanges or SEBI or any other authority, during the last 3 (three) years, since all applicable requirements were fully complied with.

**iii.) Accounting treatment in preparation of Financial Statements** -The guidelines/ accounting standards laid down by the Institute of Chartered Accountants of India (ICAI) and prescribed under Section 133 of the Companies Act, 2013 have been followed in preparation of the financial statements of the Company in all material respects.

**iv.) Corporate Social Responsibility:** The detailed Annual Report on Corporate Social Responsibility has been disclosed as an annexure appended to the Directors' Report.

**v.) Code of Conduct**

Your Company has laid down a Code of Conduct ("Code") for all the Board Members and Senior Management Personnel of the Company. All Directors and Senior Management Personnel of the Company have affirmed compliance with the Company's Code of Conduct for the financial year ended March 31, 2019. A declaration signed by the Chairman to this effect forms part of the Annual Report.

**vi.) Risk management** -The risk assessment and minimization procedures are in place and the Audit Committee of the Board is regularly informed about the business risks and the steps taken to mitigate the same. The Board of Directors, though not mandatorily required, has constituted a Risk Management Committee and also approved Risk Management Policy in accordance with the provisions of Regulation 21 of the Listing Regulations.

**vii.) Management Discussion and Analysis Report** - The Management Discussion and Analysis Report on the operations and financial position of the Company has been provided in a separate section which forms part of this Annual Report.

**viii.) Profile of directors seeking appointment / re-appointment** -Profile of the directors seeking appointment / re-appointment as required to be given in terms of Listing Regulations, 2015 forms part of the Notice convening the ensuing Annual General Meeting of the Company.

**ix.) Certification from CEO/CFO** -The requisite certification from the Chief Financial Officer for the financial year 2018-19 as required in terms of the Listing Regulation was placed before the Board of Directors of the Company at its meeting held on December 03 , 2019 and taken in records

**x.) Payment of fees to stock exchanges / depositories** -The Company has paid listing fees to the stock exchanges and annual custodial fees to the depositories for the financial year 2017-18 and 2018-19 in terms of Listing Regulations, 2015.

**xi.) Details of compliance with mandatory requirements and adoption of non-mandatory requirements of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015** - A certificate from the statutory auditors of the Company to this effect has been included in this report.

**xii.) Whistle Blower Policy – In terms of Regulation 22 of the Listing Regulations and the Companies Act, 2013, the Company has** adopted a whistle blower policy. The employees, vendors and customers



are free to express their concerns through e-mail, telephone, fax or any other method to the persons as mentioned in the policy.

**xiii.) Reconciliation of Share Capital Audit** -The 'Reconciliation of Share Capital Audit' was undertaken on a quarterly basis and the audit covers the reconciliation of the total admitted capital with NSDL and CDSL and the total issued and listed capital.

The audit has also confirmed that the aggregate of the total issued/ paid-up-capital is in agreement with the total number of shares in physical form, shares allotted & advised for demat credit but pending execution and the total number of dematerialized shares held with NSDL and CDSL.

**xiv.) Means of Communication -**

- a) **Quarterly / Annual Results** -The quarterly / annual results as required under the Listing Agreement are normally published in the 'The Financial Express' and also sent immediately to all the Stock Exchanges on which the Company is listed i.e. BSE Limited and National Stock Exchange of India Limited.
- b) **Posting of information on the website of the Company:** The annual / quarterly results of the Company, Balance Sheet, Profit and Loss Account, Directors' Report, Cash Flow Statements, Corporate Governance Report, Management Discussion and Analysis Report, Shareholding Pattern, the official news releases, notifications to the stock exchanges, the presentations made by the Company to analysts and institutional investors, etc. are regularly posted on the website of the Company [www.sanwariaconsumer.com](http://www.sanwariaconsumer.com).

## SHAREHOLDERS INFORMATION:

### General Body Meetings

Details of General Meetings held in last three Financial Year of the Company

#### ❖ Financial Year: 2016-17

**Type of General Meeting:** 26<sup>th</sup> Annual General Meeting

**Venue:** E-1/1, Arera Colony, Bhopal- 462016

**Day, date and venue:** Friday, September 29, 2017 at 9.00 AM

**Special Resolutions:**

- Preferential Issue of Equity Shares to promoter and promoter group.
- To ratify remuneration of Cost Auditor for the FY 2017-18  
To ratify and confirm that no managerial remuneration shall be paid to the Whole time Directors, on-Executive /Independent Directors of the Company during the FY 2016-17

#### ❖ Financial Year: 2017-18

**Type of General Meeting:** 27<sup>th</sup> Annual General Meeting

**Venue:** E-1/1, Arera Colony, Bhopal- 462016

**Day, date and venue:** Saturday, September 29, 2018 at 9.00 AM

**Special Resolutions:**

- To confirm the appointment of Ms. Shivani Jhariya as women Independent Director.
- To ratify remuneration of Cost Auditor for the FY 2018-19.
- To ratify the non-payment of managerial remuneration to the Whole time Directors.
- To ratify the non-payment of remuneration/ sitting fees to Non-Executive/ Independent Directors.



- To issue securities through Qualified Institutional Placement (QIP) on a private placement basis to Qualified Institutional Buyers (QIBS) to the extent of upto Rs. 500,00,00,000 (Five hundred Crores only)

### Annual General Meeting for the financial year 2018-19

Date	December 26, 2019
Venue	“Kwality’s Motel Shiraz” Service Road, Board Office Square, No.6 Locality, Shivaji Nagar, Bhopal, Madhya Pradesh 462042 (M.P.)
Time	10.00 A.M.
Book Closure Dates	December 20, 2019 to December 26, 2019
Last date for receipt of Proxy Forms	December 24, 2019 till 10.00 A.M.
Final Dividend	----

### Financial Reporting

The Company follows April-March as the financial year. The meetings of Board of Directors for approval of quarterly financial results during the financial year ended 31st March, 2019 were held on the following dates:

First Quarter Unaudited Results	July 20, 2018
Second Quarter and Half yearly Unaudited Results	October 31, 2018
Third Quarter Unaudited Results	January 28, 2019
Fourth Quarter Unaudited Results	April 30, 2019
Fourth Quarter and Audited Annual Results	May 30, 2019

### Tentative Calendar for financial year ending 31st March, 2020

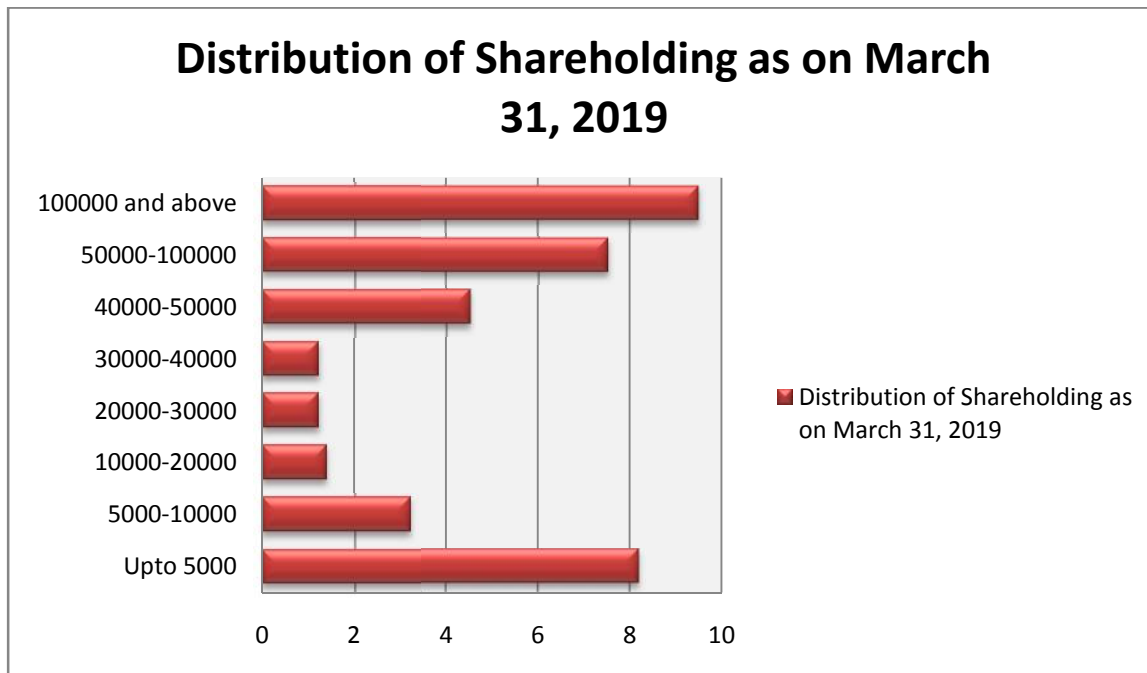
The tentative dates of meeting of Board of Directors for consideration of quarterly financial results for the financial year ending 31st March, 2020 are as follows:

First Quarter Results	within 45 days from the close of quarter or such extended time as permitted by the Regulator
Second Quarter and Half yearly Results	within 45 days from the close of quarter or such extended time as permitted by the Regulator
Third Quarter Results	within 45 days from the close of quarter or such extended time as permitted by the Regulator
Fourth Quarter and Annual Results	within 60 days from the close of quarter
Annual General Meeting for FY 2019-20	In accordance with Section 96 of Companies Act, 2013.



### Distribution of Shareholding as on March 31, 2019

Holding	No. of Share Holders	% of Total Holders	No. of Shares	% of Shares
Upto 5000	70584	90.34174	66308916	9
5000-10000	3767	4.821451	28252859	3.84
10000-20000	1928	2.467682	28070021	3.82
20000-30000	713	0.912582	17784913	2.42
30000-40000	322	0.412134	11358103	1.54
40000-50000	218	0.279022	10084698	1.37
50000-100000	350	0.447971	24445513	3.32
100000 And Above	248	0.31742	523622977	74.69
<b>Grand Total</b>	<b>78130</b>	<b>100</b>	<b>736100000</b>	<b>100</b>

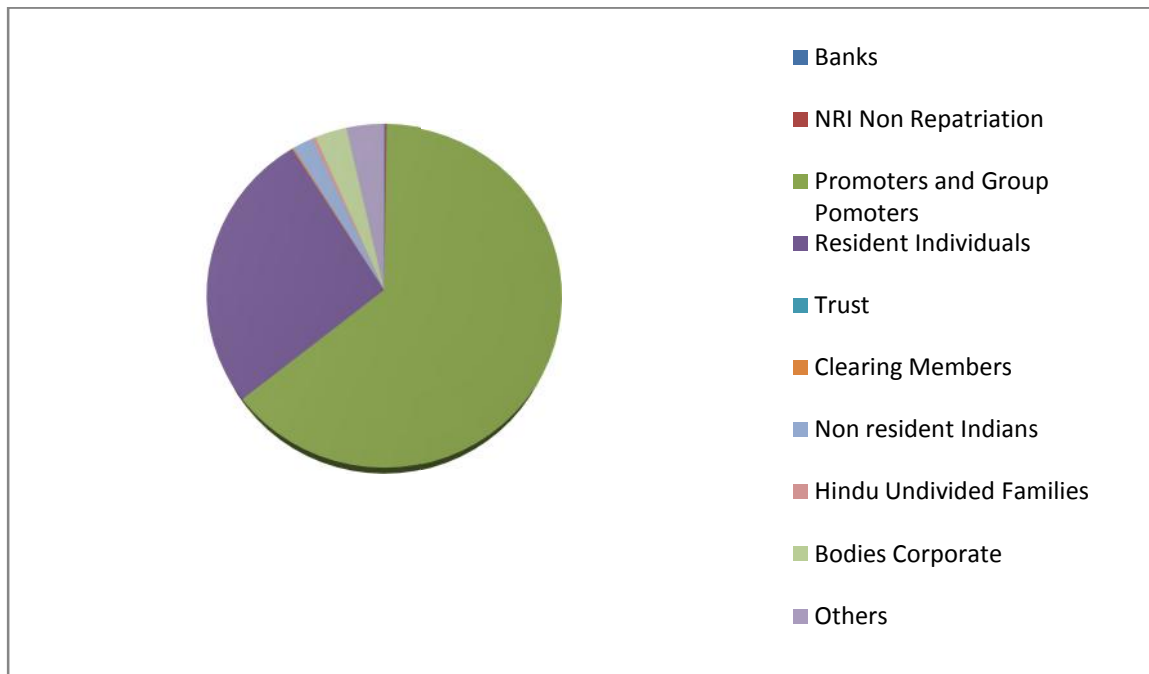


### Shareholding Pattern as on March 31, 2019

Category of Shareholders	No. of Folios	No. of Shares	Percentage
Banks	4	673416	0.09
Foreign Institutional Investor	3	1069278	0.15
Promoters and Group Promoters	17	471460473	64.05



Resident Individuals	75956	196870076	26.75
Trust	0	0	0
Clearing Members	36	1059616	0.15
Non resident Indians	1221	14275448	1.94
Hindu Undivided Families	539	2620946	0.35
Bodies Corporate	353	21898747	2.97
Others	1	26172000	3.55
	<b>78130</b>	<b>762272000</b>	<b>100</b>



### Dematerialization of Shares and Liquidity

Pursuant to the provisions of Regulation 31 of SEBI Listing Regulations, the equity shares of the Company are compulsorily traded in dematerialized form and are available for trading under National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). The International Security Identification Number (ISIN) of the Company under Depository System is INE890C01046. The Annual Custodial Fees for the Financial Year 2018-19 has been paid to both the depositories.



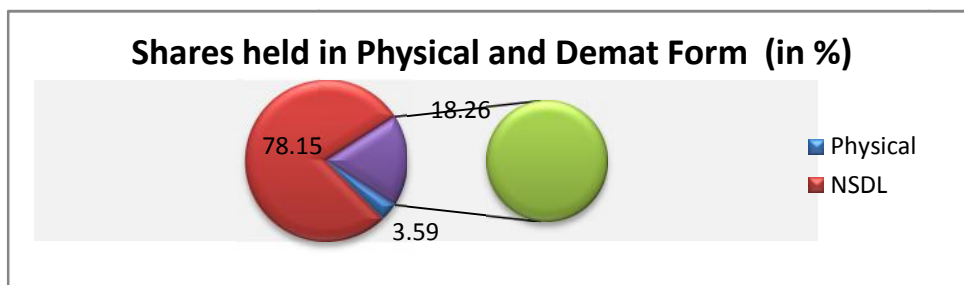
For guidance on depository services, shareholders may write to the Company or to the respective depositories:

National Securities Depository Limited (NSDL)	Central Depository Services (India) Limited (CDSL)
Trade World, 4th Floor Kamala Mills Compound Senapati Bapat Marg, Lower Parel Mumbai – 400 013 Telephone: (022) 24994200 Facsimile: (022) 24972933 E-mail: investor@nsdl.co.in Website: <a href="http://www.nsdl.co.in">www.nsdl.co.in</a>	Phiroze Jeejeebhoy Towers 28th Floor, Dalal Street Mumbai - 400 023 Telephone: (022) 22723333 Facsimile: (022) 22723199 E-mail: info@cdslindia.com Website: www.cdslindia.com

Number of shares held in dematerialized and physical mode as on March 31, 2019 are noted below:

Particulars	No. of Folio	No. of Shares	%
<b>Shares held in Physical form</b>	50	26350193	3.57
<b>Shares held in dematerialized form with NSDL</b>	36044	575289420	78.15
<b>Shares held in dematerialized form with CDSL</b>	42036	134460387	18.26
<b>Total</b>	<b>78130</b>	<b>736100000</b>	<b>100.00</b>

The Company has not issued any GDRs/ADR/Warrants or any convertible instruments till March 31, 2019 till date of this report



### Mergers and Demergers

Your Company has not made any mergers and demergers during the year 2018-19.

### Plant Locations:

Plant Division	Address
Soya Oil Division I	Unit-I & Unit-II, 53 A, 53 B, Sec-A, Industrial Area- Mandideep (M.P.)
Soya Oil Division II	19-30, Industrial Area, Kheda, Itarsi (M.P.)
Soya Oil Division III	Kosmi Industrial Area, Betul (M.P.)



Soya Flour Division	Unit –I, 53A, 53B, Sec-A, Industrial Area, Mandideep (M.P.)
Soya Chunks (Soya Bari) Division	Unit –I, 53A, 53B, Sec-A, Industrial Area, Mandideep (M.P.)
Rice Division I	Plot No. 55, Sec- A, Industrial Area- Mandideep (M.P.)
Rice Division II	Vill. Kiratpur, Teh. Itarsi Distt. Hoshangabad

### Listing Details

Securities	Name and Address of the Stock Exchanges on which listed	Stock Codes
Equity	<b>National Stock Exchange of India Limited (NSE),</b> Exchange Plaza, BandraKurla Complex, Bandra East, Mumbai -400 051	SANWARIA
	<b>BSE Limited</b> Floor 25,P.J. Towers, Dalal Street, Mumbai- 400 051	519260
	<b>ISIN</b>	INE890C01046

The listing fee for the financial year 2019-20 has been paid to the above Stock Exchange

**Corporate Identification Number:** L15143MP1991PLC006395

### Market Price Data:

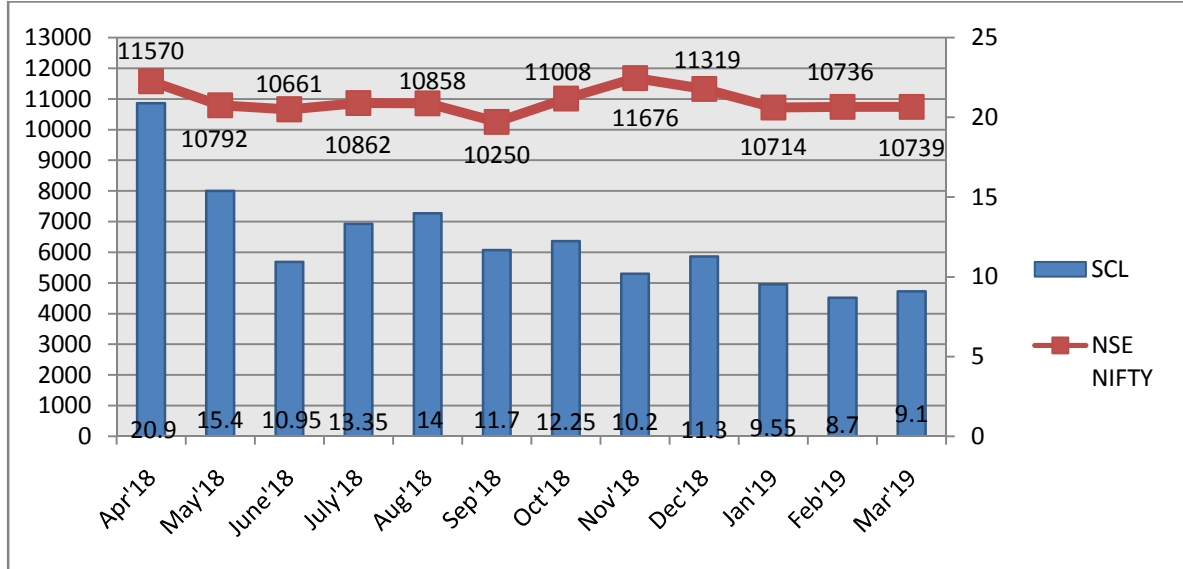
Monthly high and low prices of the Company's equity shares at BSE Limited and National Stock Exchange of India Limited during the financial year 2018-19 at BSE and NSE are noted below:

Stock Exchange	BSE Limited				National Stock Exchange of India Limited			
	High (Rs.)	Low (Rs.)	No.of Shares Traded	Total Turnover (in lakhs)	High(Rs.)	Low (Rs.)	No.of Shares Traded	Total Turnover (in lakhs)
Month								
Apr-18	24.3	18.05	33156592	6856.07	24.2	18	158365725	32747.02
May-18	19.1	12.95	22661625	3581.38	19.2	13.6	100498216	15958.86
Jun-18	15.1	10.65	9650707	1263.32	15.2	10.75	46570948	6071.9
Jul-18	15.98	10.5	14565630	1964.43	15.85	10.45	69415068	9304.76
Aug-18	16.7	12.9	19033543	2865.33	16.65	12.9	96996073	14526.98
Sep-18	15.64	11.25	7610884	993.22	14.55	10.9	48633359	6312.09
Oct-18	12.77	10.1	7985880	898.2	12.55	10	47322833	5338.19
Nov-18	12.79	10.1	4973613	550.08	12.75	10.1	30643163	3399.89
Dec-18	11.6	8.55	5619230	564.37	11.45	8.5	31505137	3172.48
Jan-19	11.48	9.25	4420458	450.5	11.35	9.05	27252365	2771.71
Feb-19	9.85	8.01	3705021	323.52	9.75	8	24140941	2112.74
Mar-19	10.6	7.8	5789097	559.96	10.55	8.9	35690064	3464.26

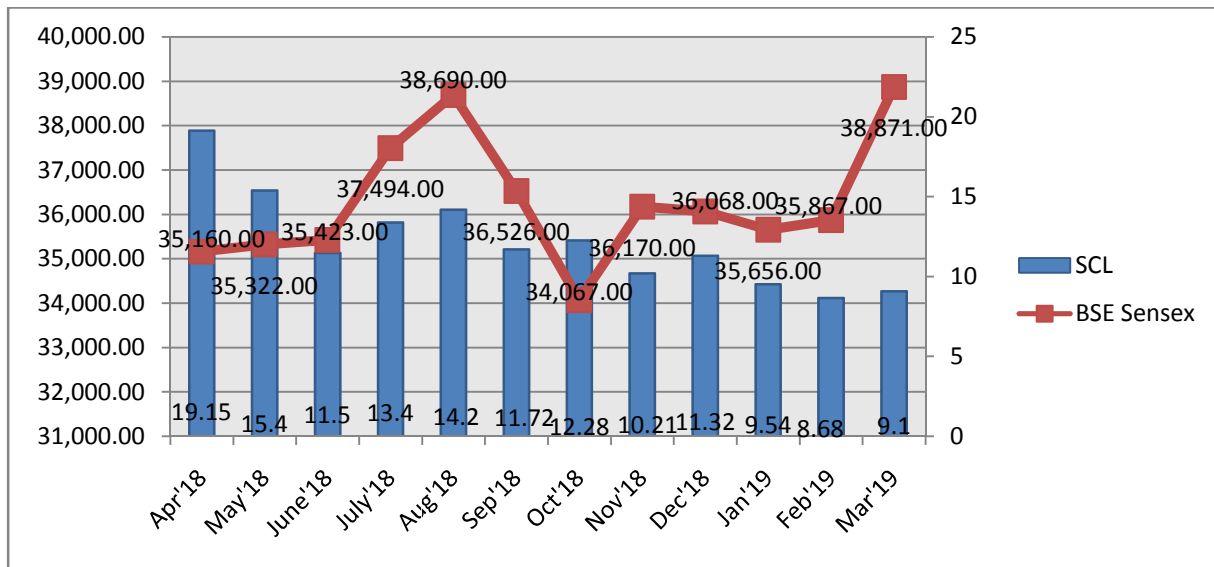




**NSE NIFTY Vs SCL SHARE PRICE (INDEXED)**



**BSE SENSEX Vs SCL SHARE PRICE (INDEXED)**



**Registrar and Share Transfer Agents:**

**Sanwaria Consumer Limited (In House)**

Office Hall No. 1, 1<sup>st</sup> Floor, Metro Walk, Bittan Market, Bhopal M.P. – 462016.

Telephone: +91-755-4294878

Fax: +91-755-4295038

Email-id: rta@sanwariaconsumer.com



### **Share Transfer System**

The share transfer requests received in physical form are registered within the statutory time limit. The requests for dematerialization (demat) received from the Shareholders are affected within statutory time limit. The Shareholders/Investor Grievance Committee takes care of the fact that all the transfers are processed within the Statutory Time Limit. The applications for transfer, transmission and transposition of shares are received by the Company at its registered Office or at the Office of its Registrars and Share Transfer Agents

All communications regarding change of address (if the shares are held in physical form), transfer of shares and change of mandate (if the shares are held in physical form) can be addressed to Sanwaria Consumer Limited (In House RTA), Registrar & Share Transfer Agent.

### **Registered Office and Address for Correspondence**

Office Hall No. 1, 1<sup>st</sup> Floor, Metro Walk, Bittan Market Bhopal-462016;  
Tel.:0755-4294878;  
Fax: 0755-4295038  
Email: [compliance@sanwariaconsumer.com](mailto:compliance@sanwariaconsumer.com);  
Website: [www.sanwariaconsumer.com](http://www.sanwariaconsumer.com)

**For and on behalf of the Board of Directors**

**Place: Bhopal**  
**Date: December 03, 2019**

**Sd/-**  
**Gulab Chand Agrawal**  
**Chairman**  
**DIN: 00256621**



## **DECLARATION REGARDING COMPLIANCE WITH THE CODE OF CONDUCT**

To,  
The Board of Directors  
Sanwaria Consumer Limited  
**(Formerly known as Sanwaria Agro Oils Limited)**  
Office Hall No. 1, 1<sup>st</sup> Floor, Metro Walk,  
Bittan Market, **Bhopal- 462016 (M.P.)**

I, Gulab Chand Agrawal, Executive Chairman of Sanwaria Consumer Limited (Formerly known as Sanwaria Agro Oils Limited), hereby declare that all the Board Members and Senior Management Personnel have affirmed compliance with the Code of Conduct and Ethics for Directors and Senior Management personnel for the financial year 2018-19.

**Bhopal**  
**December 03, 2019**

**Sd/-**  
**Gulab Chand Agrawal,**  
**Chairman**  
**DIN: 00256621**



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

To,  
The Board of Directors  
Sanwaria Consumer Limited  
**(Formerly known as Sanwaria Agro Oils Limited)**  
**Office Hall No. 1, 1st Floor, Metro Walk,  
Bittan Market, Bhopal- 462016 (M.P.)**

We, Gulab Chand Agrawal, Executive Chairman and Anil Kumar Vishwakarma, Chief Financial Officer, of Sanwaria Consumer Limited [“SCL” or “the Company”]; to the best of our knowledge and belief certify that:

1. We have reviewed the financial statements and the Cash Flow statements of the Company for the year ended March 31, 2019 and to the best of my knowledge and belief state that:
  - (i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that may be misleading.
  - (ii) These statements present a true and fair view of the Company's affairs and are in compliance with the existing accounting standards, applicable laws and regulations.
2. We further state that to the best of our knowledge and belief that there are no transactions entered into by the Company during the year which are fraudulent, illegal or violate the Company's Code of Conduct.
3. We hereby declare that all the members of the Board of Directors have confirmed compliance with the Code of Conduct as adopted by the Company.
4. We accept responsibility for establishing and maintaining internal controls and for evaluating the effectiveness of the same over the financial reporting of the Company and have disclosed to the Auditors' and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
5. We have indicated, on the basis of most recent evaluation, wherever applicable, to the Auditors and the Audit Committee that:
  - (i) Significant changes in internal controls over financial reporting during the year 2018-19.
  - (ii) Significant changes in accounting policies during the year 2018-19 and the same has been disclosed in the notes to the financial statements; and
  - (iii) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

**Place: Bhopal  
December 03, 2019**

**Sd/-  
Gulab Chand Agrawal  
Executive Chairman**

**Sd/-  
Anil Kumar Vishwakarma  
Chief Financial Officer**



## AUDITORS' CERTIFICATION OF COMPLIANCE WITH THE CORPORATE GOVERNANCE

To the Members of Sanwaria Consumer Limited

1. This certificate is issued in accordance with the terms of our engagement letter dated 26.10.2018.
2. We have examined the compliance of conditions of corporate governance by Sanwaria Consumer Limited ('the Company') for the year ended on 31 March 2019, as stipulated in Regulations 17 to 27, clauses (b) to (i) of Regulation 46(2), and paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

### **Management's Responsibility**

3. The compliance of conditions of corporate governance is the responsibility of the management. This responsibility includes the designing, implementing and maintaining operating effectiveness of internal control to ensure compliance with the conditions of corporate governance as stipulated in the Listing Regulations.

### **Auditor's Responsibility**

4. Pursuant to the requirements of the Listing Regulations, our responsibility is to express a reasonable assurance in the form of an opinion as to whether the Company has complied with the conditions of corporate governance as stated in paragraph 2 above. Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring the compliance with the conditions of corporate governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
5. We have examined the relevant records of the Company in accordance with the applicable Generally Accepted Auditing Standards in India, the Guidance Note on Certification of Corporate Governance issued by the Institute of Chartered Accountants of India ('ICAI'), and Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
6. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.



### **Opinion**

7. Based on the procedures performed by us and to the best of our information and according to the explanations provided to us, in our opinion, the Company has complied, in all material respects, with the conditions of corporate governance as stipulated in the Listing Regulations during the year ended 31 March 2019.

We 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.

### **Restriction on use**

8. This certificate is issued solely for the purpose of complying with the aforesaid regulations and may not be suitable for any other purpose.

FOR SPJV & Co.

Chartered Accountants  
FRN: 116884W

CA Manoj Jain  
Partner  
M.no. 409062

# Financial Statements

Independent Auditor's Report  
Balance Sheet  
Statement of Profit & Loss  
Notes to Financial Statements  
Cash Flow Statement



**Mandideep Plant**



## INDEPENDENT AUDITOR'S REPORT

To  
THE MEMBERS OF SANWARIA CONSUMER LIMITED

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### Report on the Audit of the standalone financial statements

#### Opinion

1. We have audited the accompanying standalone financial statements of Sanwaria Consumer Limited (the 'Company'), which comprise the Balance Sheet as at 31<sup>st</sup> March 2019, the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and a summary of the significant accounting policies and other explanatory information.
2. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 (the 'Act') in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including Indian Accounting Standards ('Ind AS') specified under Section 133 of the Act, of the state of affairs (financial position) of the Company as at 31 March 2019, and its profit (financial performance including other comprehensive income), its cash flows and the changes in equity for the year ended on that date.

#### Basis for opinion

3. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ('ICAI') together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.





### **Key Audit Matters**

4. Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.
5. We have determined that there are no key audit matters to be communicated in our report.

### **Information other than the Financial Statement and Auditor's Report thereon**

6. The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual Report, but does not include the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon. In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

### **Responsibilities of Management and Those Charged with Governance for the standalone financial statements**

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



8. In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.
9. Board of Directors is also responsible for overseeing the Company's financial reporting process.

### **Auditor's Responsibilities for the Audit of the financial statements**

10. Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.
11. As part of an audit in accordance with Standards on Auditing, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:
  - a. Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
  - b. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3) (i) of the Act, we are also responsible for explaining our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
  - c. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
  - d. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material



uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- e. Evaluate the overall presentation, structure and content of the financial statements including the disclosures and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
  
12. We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.
  
13. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.
  
14. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

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

15. As required by Section 197(16) of the Act, we report that the Company has paid remuneration to its directors during the year in accordance with the provisions of and limits laid down under Section 197 read with Schedule V to the Act.
  
16. As required by the Companies (Auditor's Report) Order, 2016 (the 'Order') issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the **Annexure A**, a statement on the matters specified in paragraphs 3 and 4 of the Order.
  
17. Further to our comments in **Annexure A**, 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 purpose 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 standalone financial statements dealt with by this report are in agreement with the books of account;
- d) in our opinion, the aforesaid standalone financial statements comply with Ind AS specified under Section 133 of the Act;
- e) on the basis of the written representations received from the directors and taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2019 from being appointed as a director in terms of Section 164(2) of the Act;
- f) we have also audited the internal financial controls over financial reporting (IFCoFR) of the Company as on 31<sup>st</sup> March, 2019 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date and our report as per **Annexure B** expressed an unmodified opinion;
- g) with respect to the other matters to be included in the Auditor's Report in accordance with rule 11 of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion and to the best of our information and according to the explanations given to us:
  - i. the Company has disclosed the impact of pending litigations on its financial position in the standalone financial statements;
  - ii. the Company has made provision, as required under the applicable law or Ind AS, for material foreseeable losses, if any, on long-term contracts including derivative contracts;
  - iii. there has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company during the year ended 31 March 2019;
  - iv. The disclosure requirements relating to holdings as well as dealings in specified bank notes were applicable for the period from 8 November 2016 to 30 December 2016, which are not relevant to these standalone financial statements. Hence, reporting under this clause is not applicable.

FOR SPJV & Co.  
Chartered Accountants  
FRN: 116884W

CA Manoj Jain  
Partner  
M.no. 409062



### **“Annexure A” to the Independent Auditors’ Report**

Based on the audit procedures performed for the purpose of reporting a true and fair view on the standalone financial statements of the Company and taking into consideration the information and explanations given to us and the books of account and other records examined by us in the normal course of audit, and to the best of our knowledge and belief, we report that:

- i. (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment.  
  
(b) As per the information and explanation given to us, the Company has a regular program of physical verification of its property, plant and equipment under which property, plant and equipment are verified annually, which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. In accordance with this program, property, plant and equipment were verified during the year and no material discrepancies were noticed on such verification.  
  
(c) As per the information and explanation given to us, the title deeds of all the immovable properties are held in the name of the Company.
- ii. In our opinion, and according to the information and explanations given to us, the Company is maintaining proper record of inventory. The discrepancies noticed on verification between physical stocks and the book records were not material and have properly dealt with in the books of accounts. No material discrepancies were noticed on the aforesaid verification.
- iii. The Company has granted secured or unsecured loans to companies, firms and others parties covered in the register maintained under Section 189 of the Act; and with respect to the same:
  - a. In our opinion the terms and conditions of grant of such loans are not, prima facie, prejudicial to the Company’s interest;
  - b. The schedule of repayment of principal and payment of interest has been stipulated and the repayment/ receipts of the principal amount and the interest are regular;
- iv. In our opinion, the Company has complied with the provisions of Sections 185 and 186 of the Act in respect of loans, investments, guarantees and security.
- v. In our opinion, the Company has not accepted any deposits within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014



(as amended). Accordingly, the provisions of clause 3(v) of the Order are not applicable.

- vi. We have broadly reviewed the books of account maintained by the Company pursuant to the Rules made by the Central Government for the maintenance of cost records under sub-section (1) of Section 148 of the Act in respect of Company's products and services and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. However, we have not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.
- vii. (a) The Company is regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, goods and services tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues, as applicable, with the appropriate authorities though there has been slight delay in few cases. Further, no undisputed amounts payable in respect thereof were outstanding at the year-end for a period of more than six months from the date they became payable.

(b) The dues outstanding in respect of income-tax, sales tax, duty of customs, duty of excise and value added tax on account of any dispute, are as follows:

**Statement of Disputed Dues**

<b>Name of the statute</b>	<b>Nature of dues</b>	<b>Amount ('Rs. in Lakhs)</b>	<b>Period to which the amount relates</b>	<b>Forum where dispute is pending</b>	<b>Status</b>
Income Tax Act	Disputed	2759.36	Various Years	CIT(A)/Tribunal	Demand Stayed by department
Central Sale Tax Act	Disputed	71.89	Various Years	Commercial tax tribunal	Demand stayed by high court, demand pending for grant of exemption and their effect.
Madhya Pradesh Entry Tax Act	Disputed	918.28	Various Years	Commercial Tax tribunal, Commissioner Appeal and Appeal with High Court	Demand stayed by high court, demand pending for grant of exemption and their effect.
Madhya	Disputed	2180.54	Various Years	Commercial Tax	Demand stayed by



Pradesh VAT Act				tribunal, Commissioner Appeal and Appeal with High Court	high court, demand pending for grant of exemption and their effect.
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- viii. The Company has not defaulted in repayment of loans or borrowings to any financial institution or a bank during the year.
- ix. The Company did not raise moneys by way of initial public offer or further public offer (including debt instruments). In our opinion, the term loans were applied for the purposes for which the loans were obtained.
- x. As per information and explanation given to us by the management, we report that we have neither come across any instances of fraud by the company or on the Company by its officers or employees, noticed or reported during the year nor have we been informed of any such case by the management.
- xi. Managerial remuneration has been paid and provided by the Company in accordance with the requisite approvals mandated by the provisions of Section 197 of the Act read with Schedule V to the Act.
- xii. In our opinion, the Company is not a Nidhi Company. Accordingly, provisions of clause 3(xii) of the Order are not applicable.
- xiii. In our opinion all transactions with the related parties are in compliance with Sections 177 and 188 of Act, where applicable, and the requisite details have been disclosed in the financial statements etc., as required by the applicable Ind AS.
- xiv. During the year, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures. Accordingly, provisions of clause 3(xiv) of the Order are not applicable.
- xv. In our opinion, the Company has not entered into any non cash transactions with the directors or persons connected with them covered under Section 192 of the Act.
- xvi. The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934

**FOR SPJV & Co.**

**Chartered Accountants**

**FRN: 116884W**

**CA Manoj Jain**

**Partner**

**M.no. 409062**



## **“Annexure B” to the Independent Auditor’s Report**

### **Independent Auditor’s report on the Internal Financial Controls under Clause (i) of sub-section 3 of Section 143 of the Companies Act, 2013 (the “Act”)**

1. In conjunction with our audit of the standalone financial statements of Sanwaria Consumer Limited (the “Company”) as at and for the year ended 31 March 2019, we have audited the internal financial controls over financial reporting of the Company as of that date.

### **Management’s Responsibility for Internal Financial Controls**

2. The Company’s Board of Directors 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 (the “Guidance Note”) issued by the Institute of Chartered Accountants of India (ICAI). 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 the Company’s business, including adherence to

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 Act.

### **Auditors’ Responsibility**

3. 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 Standards on Auditing, issued by the ICAI and deemed to be prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls over financial reporting and the Guidance Note issued by the ICAI. 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 were established and maintained and if such controls operated effectively in all material respects.
4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls 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 judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

5. 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 over financial reporting.

### **Meaning of Internal Financial Controls over Financial Reporting**

6. A Company's internal financial controls 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 controls 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**

7. 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 internal financial controls 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**

8. In our opinion, the Company has, in all material respects, adequate internal financial controls over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March, 2019, 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 issued by the ICAI.

**FOR SPJV & Co  
Chartered Accountants  
FRN: 116884W**

**CA Manoj Jain  
Partner  
M.no. 409062**



## **SANWARIA CONSUMER LIMITED (Formerly Known as Sanwaria Agro Oils Limited)**

### **Significant accounting policies and notes to the accounts**

**For financial year ended 31<sup>st</sup> March 2019**

**(Rupees in INR, unless otherwise stated)**

#### **1. Corporate Information**

Sanwaria Consumer Limited. (the company) (Formerly known as Sanwaria Agro Oils Limited) is a public company incorporated in India. having its Registered and Corporate office at E-1/1 Arera Colony, Bhopal - 462016. The company is engaged in the manufacturing and trading of Soya, Rice Bran and their products, De-oiled Cake, Crude/refined Edible Oil, Manufacturing of Basmati Rice, and Other Foods Grains and Food Products and Retailing of various Products. The Equity shares of the company are listed on the Bombay stock exchange (BSE) and National Stock Exchange (NSE).

#### **2 Significant Accounting Policies**

##### **2.1 Basis of Preparation**

"These financial statements have been prepared to comply in all material aspects with Indian Accounting Standards ("Ind AS") notified under the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016 notified under Section 133 of the Companies Act, 2013 ('the Act') and other relevant provisions of the Act. Company's financial statements are presented in Indian Rupees (₹), which is also its functional currency."

The financial statements are prepared on a historical cost basis, except for certain financial assets and liabilities that are measured at fair value.

##### **2.2 Property, Plant and Equipment**

"Property, plant and equipment are stated at original cost net of tax/duty credit availed, less accumulated depreciation and accumulated impairment losses, if any. When significant parts of property, plant and equipment are required to be replaced at intervals, the Company de-recognizes the replaced part, and recognises the new part with its own associated useful life and it is depreciated accordingly. All repair and maintenance costs are recognised in the statement of profit and loss as incurred.

Property, plant and equipment are eliminated from financial statements, either on disposal or when retired from active use. Losses arising in the case of retirement of property, plant and equipment and gains or losses arising from disposal of property, plant and equipment are recognised in the statement of profit and loss in the year of occurrence.

Depreciation on assets has been provided on a straight line basis at the useful lives specified in the Schedule II of the Companies Act, 2013. Depreciation on additions/ deductions is calculated pro-rata from/ to the period of additions/ deductions.



The assets' residual values, useful lives and methods of depreciation are reviewed at each financial year end and adjusted prospectively, if appropriate. Currently the residual life is considered as 5% of the value of property plant and equipment.

### **2.3 Impairment of Non-Financial Assets - Property, Plant and Equipment**

"The Company assesses at each reporting date as to whether there is any indication that any property, plant and equipment and intangible assets or group of assets, called cash generating units (CGU) may be impaired. If any such indication exists the recoverable amount of an asset or CGU is estimated to determine the extent of impairment, if any. When it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the CGU to which the asset belongs.

An impairment loss is recognised in the Statement of Profit and Loss to the extent, asset's carrying amount exceeds its recoverable amount. The recoverable amount is higher of an asset's fair value less cost of disposal and value in use. Value in use is based on the estimated future cash flows, discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and risk specific to the assets.

The impairment loss recognised in prior accounting period is reversed if there has been a change in the estimate of recoverable amount."

### **2.4 Finance Cost**

"Borrowing costs include exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost. Borrowing costs that are directly attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. Interest income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

All other borrowing costs are charged to the Statement of Profit and Loss for the period for which they are incurred.

### **2.5 Inventories**

"Inventories are valued as under :-

- i. Raw material, Stores & Spares are valued at lower of cost (on FIFO basis) or net realisable value whichever is lower.
- ii. Work in Process at cost including related overheads.
- iii. Finished Goods & Stock In Trade are valued at cost or estimated realisable value whichever is lower. Cost comprises material, labour and applicable overhead expenses.

Cost of inventories comprises of cost of purchase, cost of conversion and other costs including manufacturing overheads in bringing them to their respective present location and condition. "



## 2.6 Foreign Exchange Transactions

"The Company's financial statements are presented in INR, which is also the Company's functional currency.

Foreign currency transactions are recorded on initial recognition in the functional 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 exchange rate. Exchange differences that arise on settlement of monetary items or on reporting at each balance sheet date of the Company's monetary items at the closing rate are recognised as income or expenses in the period in which they arise. Non-monetary items which are carried at historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on translation of non-monetary items is recognised in line with the gain or loss of the item that gave rise to the translation difference (i.e. translation differences on items whose gain or loss is recognised in other comprehensive income or the statement of profit and loss is also recognised in other comprehensive income or the statement of profit and loss respectively)."

## 2.7 Revenue Recognition

### "Sale of Goods

Revenue from sale of goods is recognised when the significant risks and rewards of ownership have been transferred to the buyer, recovery of the consideration is probable, the associated cost can be estimated reliably, there is no continuing effective control or managerial involvement with the goods, and the amount of revenue can be measured reliably."

### "Interest Income

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

### Other Income

Other Income is recognised when right to receive is established."

## 2.7 Employee Benefits

### (i) Short Term Employee Benefits

All employee benefits falling due wholly within twelve months of rendering the service are classified as short term employee benefits. The benefits like salaries, wages, short term compensated absences etc. and the expected cost of bonus, ex-gratia are recognized in the period in which the employee renders the related service.

### (ii) Post-Employment Benefits

**a) Defined Contribution Plans:** The obligation to employee's provident fund is a defined contribution plan. The contribution paid/payable is recognized in the period in which the employee renders the related service. The company has defined contribution plans where the company pays pre-defined amounts and does not have any legal or constructive obligation to pay additional sums for post-



employment benefits.

**b) Defined Benefit Plans:** The obligation towards gratuity is a defined benefit plan

The present value of the obligation under such Defined Benefit Plans is determined based on actuarial valuation using the Projected Unit Credit Method, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation as per IND- AS 19, i.e., "Employee Benefits".

The obligation is measured at the present value of the estimated future cash flows. The discount rates used for determining the present value of the obligation under defined benefit plans, is based on the market yields on Government securities as at the Balance sheet date, having maturity periods approximating to the terms of related obligations.

Remeasurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through other comprehensive income in the period in which they occur. Re-measurements are not reclassified to the statement of profit and loss in subsequent periods.

## **2.9 Accounting for Taxes on Income**

"Tax on income for the current period is determined on the basis of taxable income and tax credits computed in accordance with the provisions of the Income Tax Act, 1961, and based on expected outcome of assessments / appeals.

Deferred tax is provided using the balance sheet approach on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside the statement of profit and loss is recognised outside the statement of profit and loss. Deferred tax items are recognised in correlation to the underlying transaction either in other comprehensive income or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to

set off current tax assets against current income tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority."



## **2.10 Financial instruments**

### **2.10.1 Financial Assets**

#### **A. "Initial recognition and measurement**

All financial assets and liabilities are initially recognized at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities, which are not at fair value through profit or loss, are adjusted to the fair value on initial recognition. Purchase and sale of financial assets are recognised using trade date accounting."

#### **B. "Subsequent measurement**

##### **I. Financial assets carried at amortised cost (AC)**

A financial asset is measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

##### **II. Financial assets at fair value through other comprehensive income (FVTOCI)**

A financial asset is measured at FVTOCI if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

##### **III. Financial assets at fair value through profit or loss (FVTPL)**

A financial asset which is not classified in any of the above categories are measured at FVTPL."

#### **C. "Investment in subsidiaries, Associates and Joint Ventures**

A subsidiary is an entity that is controlled by the Company. The Company accounts for the investments in equity shares of subsidiaries at cost in accordance with Ind AS 27- Separate Financial Statements

#### **D. "Other Equity Investments**

All other equity investments are measured at fair value, with value changes recognised in Statement of Profit and Loss, except for those equity investments for which the Company has elected to present the value changes in 'Other Comprehensive Income'."

#### **E. "Impairment of financial assets**

In accordance with Ind AS 109, the Company uses 'Expected Credit Loss' (ECL) model, for evaluating impairment of financial assets other than those measured at fair value through profit and loss (FVTPL). Expected credit losses are measured through a loss allowance at an amount equal to:

- The 12-months expected credit losses (expected credit losses that result from those default events on the financial instrument that are possible within 12 months after the reporting date); or
- Full lifetime expected credit losses (expected credit losses that result from all possible default events over the life of the financial instrument)



For trade receivables Company applies 'simplified approach' which requires expected lifetime losses to be recognised from initial recognition of the receivables. The Company uses historical default rates to determine impairment loss on the portfolio of trade receivables. At every reporting date these historical default rates are reviewed and changes in the forward looking estimates are analysed.

For other assets, the Company uses 12 month ECL to provide for impairment loss where there is no significant increase in credit risk. If there is significant increase in credit risk full lifetime ECL is used"

## **2.10.2 Financial liabilities**

### **A. Initial recognition and measurement**

All financial liabilities are recognized at fair value and in case of loans, net of directly attributable cost. Fees of recurring nature are directly recognised in the Statement of Profit and Loss as finance cost.

### **B. Subsequent measurement**

Financial liabilities are carried at amortized cost using the effective interest method. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

### **2.10.3 Derivative financial instruments**

"The Company uses various derivative financial instruments such as interest rate swaps, currency swaps, forwards & options and commodity contracts to mitigate the risk of changes in interest rates, exchange rates and commodity prices. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are also subsequently measured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

Any gains or losses arising from changes in the fair value of derivatives are taken directly to Statement of Profit and Loss, except for the effective portion of cash flow hedges which is recognised in Other Comprehensive Income and later to Statement of Profit and Loss when the hedged item affects profit or loss or treated as basis adjustment if a hedged forecast transaction subsequently results in the recognition of a non-financial assets or non-financial liability."

### **2.10.4 Derecognition of financial instruments**

The Company derecognizes a financial assets when the contractual rights to the cash flows from the financial assets expire to it transfers the financial assets and the transfer qualifies for derecognition under IND-AS 109. A financial liability is derecognized from the Company's Balance Sheet when the obligation specified in the contract is discharged or cancelled or expires.

#### **2.11 Provisions, Contingent Liabilities and Contingent Assets**

"a) Provisions are recognized for liabilities that can be measured only by using a substantial degree of estimation, if

- (i) the Company has a present obligation as a result of a past event.
- (ii) a probable outflow of resources is expected to settle the obligation, and
- (iii) the amount of the obligation can be reliably estimated.





If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

b) Reimbursement expected in respect of expenditure required to settle a provision is recognized only when it is virtually certain that the reimbursement will be received.

c) Contingent Liability is disclosed in the case of

(i) a present obligation arising from past events, when it is not probable that an outflow of resources will be required to settle the obligation.

(ii) a present obligation when no reliable estimate is possible, and

(iii) a possible obligation arising from past events where the probability of outflow of resources is not remote.

d) Contingent Assets are disclosed, where an inflow of economic benefits is probable.

e) Provisions, Contingent Liabilities and Contingent Assets are reviewed at each Balance Sheet date.

f) Dividend to equity shareholders is recognised as a liability and deducted from shareholders' Equity, in the period in which the dividends are approved by the equity shareholders in the general meeting.

g) Basic EPS is computed by dividing the Profit or loss attributable to the equity shareholders of the Company by the weighted average number of Ordinary shares outstanding during the year. Diluted EPS is computed by adjusting the profit or loss attributable to the ordinary equity shareholders and the weighted average number of ordinary equity shares, for the effects of all dilutive potential Ordinary shares.

### **2.13 Segment Reporting -Identification of Segments**

"An operating segment is a component of the Company that engages in business activities from which it may earn revenues and incur expenses, whose operating results are regularly reviewed by the company's Chief Operating Decision Maker ("CODM") to make decisions for which discrete financial information is available. Based on the management approach as defined in Ind AS 108, the CODM evaluates the Company's performance and allocates resources based on an analysis of various performance indicators by business segments and geographic segments.

### **2.14 Use of estimates and judgement**

"The preparation of financial statements in conformity with Ind AS requires that management of the Company makes estimates and assumptions that affect the reported amounts of income and expenses of the period, the reported balances of assets and liabilities and the disclosures relating to contingent liabilities as of the date of the financial statements.

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustments to the carrying amounts of assets and liabilities within the next financial year are described below. The company has based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising beyond control of the management.



**'SANWARIA CONSUMER LIMITED (Formerly Known as Sanwaria Agro Oils Limited)**  
**CIN No. L15143MP1991PLC006395**  
**"BALANCE SHEET AS AT 31ST MARCH, 2019**

	Particulars	Note No.	Mar-19	Mar-18
	<b>ASSETS :</b>			
<b>(1) Non-current Assets</b>				
(a)	Property, Plant & Equipment	3	919,100,075	989,319,869
(b)	Financial Assets			
(i)	Investments	4	361,996,185	362,971,160
(ii)	Loans	5	15,217,867	16,811,714
(c)	Other Non current Assets	6	180,804,534	158,139,886
	<b>Total Non-Current Assets</b>		<b>1,477,118,660</b>	<b>1,527,242,628</b>
<b>(2) Current Assets</b>				
(a)	Inventories	7	4,422,809,988	5,249,097,407
(b)	Financial Assets			
(i)	Trade Receivables	8	11,768,063,496	9,160,345,709
(ii)	Cash & Bank Balance	9	83,087,297	89,681,102
(iii)	Bank Balance other than above (ii)		22,450,452	202,929,382
(iv)	Loans	10	159,652,940	1,024,319,183
(v)	Other Financial Assets	11	-	29,948,381
(c)	Other Current Assets	12	16,619,788	33,395,587
	<b>Total Current Assets</b>		<b>16,472,683,960</b>	<b>15,789,716,750</b>
	<b>TOTAL ASSETS</b>		<b>17,949,802,620</b>	<b>17,316,959,378</b>
	<b>EQUITY AND LIABILITIES:</b>			
<b>(1) Equity</b>				
(a)	Equity Share capital	13	736,100,000	736,100,000
(b)	Other Equity	14	5,775,421,693	5,205,204,287
	<b>Total Equity</b>		<b>6,511,521,693</b>	<b>5,941,304,287</b>
	<b>Liabilities</b>			
<b>(2) Non-current Liabilities :</b>				
(a)	Financial Liabilities			
(i)	Borrowings	15	667,799,813	186,922,538
(b)	Provisions	16	11,595,722	4,544,263
(c)	Deferred Tax Liabilities (Net)	17	142,258,076	152,791,069
	<b>Total Non-current Liabilities</b>		<b>821,653,611</b>	<b>344,257,870</b>
<b>(3) Current Liabilities</b>				
(a)	Financial Liabilities			
(i)	Borrowings	18	9,115,618,417	9,721,517,572
(ii)	Trade Payables	19	501,184,112	665,460,815
(iii)	Other financial liabilities	20	135,861,680	158,954,061
(b)	Current Tax Liabilities (net)	21	862,282,952	476,646,063
(c)	Other current liabilities	22	934,634	7,073,188
(d)	Provisions	23	745,522	1,745,522
	<b>Total Current Liabilities</b>		<b>10,616,627,317</b>	<b>11,031,397,221</b>
	<b>TOTAL EQUITY AND LIABILITIES</b>		<b>17,949,802,620</b>	<b>17,316,959,378</b>

Significant Accounting Policies and Notes to Financial Statements

The accompanying notes are an integral part of the financial statements.

As per our report of even date

For SPJV & CO.

Chartered Accountants

(CA Manoj Jain )

Partner

M. No. 409062

FRN No: 116884W

Date : 30-May-2019

Place : Bhopal

For and on behalf of the Board of Directors

Director

Director

Anil Vishwakarma  
Chief Financial Officer

Pragya Rahuwansi  
Company Secretary  
A-52982



**SANWARIA CONSUMER LIMITED (Formerly Known as Sanwaria Agro Oils Limited)**  
**CIN No. L15143MP1991PLC006395**  
**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31st MARCH, 2019**

S.No	Particulars	Note No.	2018-19	2017-18
I	Revenue From Operations	24	53,037,911,068	50,547,302,440
II	Other Income	25	140,066,748	118,475,714
III	<b>Total Income (I+II)</b>		<b>53,177,977,816</b>	<b>50,665,778,154</b>
IV	<b>Expenses</b>			
	Cost of Material Consumed	26	6,985,173,455	4,569,514,020
	Purchase of Stock in Trade		42,378,575,972	43,224,720,509
	Change in Inventories of Finished Goods, Work in progress and stock in trade	27	(104,373,706)	(150,708,289)
	Employee benefits expense	28	54,261,907	44,911,587
	Other expenses	29	1,004,933,084	988,078,430
	Finance costs	30	832,027,758	743,967,778
	Depreciation and amortization expense	3	74,858,926	80,276,557
	<b>Total expenses (IV)</b>		<b>51,225,457,396</b>	<b>49,500,760,592</b>
V	<b>Profit/(loss) before exceptional items and tax (III-IV)</b>		<b>1,952,520,420</b>	<b>1,165,017,562</b>
VI	<b>Exceptional Items</b>		-	-
VII	<b>Profit/(loss) before tax (V-VI)</b>		<b>1,952,520,420</b>	<b>1,165,017,562</b>
VIII	<b>Tax Expense:</b>			
	(1) Current tax		402,486,147	328,258,552
	(2) Deferred tax		(10,532,993)	(10,097,788)
IX	<b>Profit (Loss) for the period</b>		<b>1,560,567,266</b>	<b>846,856,798</b>
X	<b>Other Comprehensive Income</b>			
A(i)	Items that will be reclassified to profit or loss	25.1	(1,110,507)	26,150,000
A(ii)	Income tax relating to items that will be reclassified to profit or loss		227,654	(7,845,000)
B(i)	Items that will not be reclassified to profit or loss		(882,853)	18,305,000
B(ii)	Income tax relating to items that will not be reclassified to profit or loss			
XI	<b>Total Comprehensive Income for the period (IX+X) Comprising Profit(Loss) and Other Comprehensive Income for the period)</b>		<b>1,559,684,413</b>	<b>865,161,798</b>
XII	<b>Earnings per equity share</b>	32		
	(1) Basic		2.12	1.15
	(2) Diluted		2.12	1.15

Significant Accounting Policies and Notes to Financial Statements

The accompanying notes are an integral part of the financial statements.

As per our report of even date

**For SPJV & CO.**  
**Chartered Accountants**  
**(CA Manoj Jain )**  
**Partner**  
**M. No. 409062**  
**FRN No: 116884W**

**For and on behalf of the Board of Directors**

-  
**Director** - **Director**  
 -

**Anil Vishwakarma**  
**Chief Financial Officer**

**Pragya Rahuwanshi**  
**Company Secretary**  
**A-52982**

Date : 30-May-2019  
 Place : Bhopal



**SANWARIA CONSUMER LIMITED (Formerly Known as Sanwaria Agro Oils Limited)**  
**CIN No. L15143MP1991PLC006395**  
**Cash Flow Statement for the Year Ending 31st March, 2019**  
**(Rupees in INR , unless otherwise stated)**

Particulars	31-Mar-19		31-Mar-18	
	(Rs.)	(Rs.)	(Rs.)	(Rs.)
<b>A. CASH FLOW FROM OPERATING ACTIVITIES :</b>				
<b>Net Profit Before Tax and Extraordinary Items</b>	1,571,327,914		1,165,017,562	
Adjustment : for Depreciation	74,858,926		80,276,557	
: for Other Comprehensive Income	(1,110,507)		26,150,000	
: for Interest on FDR	(120,508,956)		(10,932,879)	
: for Misc. Balance W/o	-		-	
: for Finance cost	739,229,694		634,494,533	
<b>Operating Profit Before Working Capital Changes</b>		<b>2,263,797,070</b>		<b>1,895,005,773</b>
<b>Adjustments for changes in working capital</b>				
(Increase) / Decrease in Other Non Current Assets	(20,095,826)		(4,290,211)	
(Increase) / Decrease in Inventories	826,287,419		(196,433,647)	
(Increase) / Decrease in Financial Assets	(1,713,103,163)		(2,147,534,789)	
(Increase) / Decrease in Other Current Assets	16,775,799		196,007,094	
Increase / (Decrease) in Financial Liabilities	(187,369,083)		97,091,716	
Increase / (Decrease) in Other Current Liabilities	381,113,115		6,182,428	
(Increase) / Decrease in Loans and Advances				
		<b>(696,391,740)</b>		<b>(2,048,977,407)</b>
<b>Cash generated from Operations</b>		<b>1,567,405,330</b>		<b>(153,971,634)</b>
Income Taxes refund / (paid) during the year		(6,096,315)	-	(3,945,099)
<b>Net Cash flow from / (used in) Operating Activities</b>		<b>1,561,309,014</b>		<b>(157,916,732)</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES :</b>				
(Addition) / Release of Fixed Deposit	180,478,930		(151,608,045)	
(Addition) / Deduction of Fixed Assets	(4,639,132)			
Interest Received on FDR	120,508,956		10,932,879	
<b>Net Cash flow from/ (used in) Investing Activities</b>		<b>296,348,755</b>		<b>(140,675,167)</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES :</b>				
Share Application Money	(1,000,000,000)		<b>1,000,000,000</b>	
Proceeds of Long Term Borrowings	3,180,921,000		275,629,313	
Repayment of Long Term Borrowings	(2,700,043,725)		(182,490,334)	
Proceeds / (Repayment) of Short Term Borrowings (Net)	(605,899,155)		(118,930,921)	
Dividend Paid	-		(66,446,643)	
Interest paid	(739,229,694)		(634,494,533)	
<b>Net Cash flow from / (used in) Financing Activities</b>		<b>(1,864,251,574)</b>		<b>273,266,882</b>
<b>Net Increase/ (decrease) in Cash &amp; Cash Equivalents</b>		<b>(6,593,804)</b>		<b>(25,325,017)</b>
Cash and Cash Equivalents at the beginning of the period		89,681,102		115,006,119
<b>Cash and Cash Equivalents at the end of the period</b>		<b>83,087,297</b>		<b>89,681,102</b>

Note : The Cash Flow is prepared using In-direct method

As per our report of even date  
For SPJV & CO.  
Chartered Accountants  
(CA Manoj Jain )  
Partner  
M. No. 409062  
FRN No: 116884W  
Date : 30-May-2019  
Place : Bhopal

For and on behalf of the Board of Directors

Director  
-  
Anil Vishwakarma  
Chief Financial Officer

Director  
-  
Pragya Rahuvanshi  
Company Secretary  
A-52982



'SANWARIA CONSUMER LIMITED (Formerly Known as Sanwaria Agro Oils Limited)

Significant accounting policies and notes to the accounts

For financial year ended 31 March 2019

(Rupees in INR , unless otherwise stated)

Note 3: Property, Plant and Equipment									
Particulars	Gross Block			Depreciation/Amortisation			Net Block		
	As at 1st April, 2018	Additions during the period	Disposals/ Deductions during	As at 31st March, 2019	As at 1st April, 2018	For the period	As at 31st March, 2019	As at 31st March, 2019	As at 31st March, 2018
	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.
A. Land	352,583,682	8,515	-	352,592,197	-	-	-	352,592,197	352,583,682
<b>B. Buildings</b>									
i. Site Development	71,313,253	1,978,616	-	73,291,869	18,380,385	2,389,821	20,770,206	52,521,663	52,932,868
ii. Factory Building	77,392,089	712,756	-	78,104,845	25,174,275	2,498,976	27,673,251	50,431,594	52,217,814
iii. Admn. & Godown Building	64,384,425	300,102	-	64,684,527	17,028,173	2,672,068	19,700,241	44,984,286	47,356,252
<b>C. Plant &amp; Equipment</b>	<b>1,000,544,828</b>	<b>2,375,244</b>	<b>800,000</b>	<b>1,002,120,072</b>	<b>528,343,491</b>	<b>62,659,018</b>	<b>591,002,509</b>	<b>411,117,563</b>	<b>472,201,337</b>
<b>D. Furniture and Fixtures</b>	<b>8,466,826</b>	<b>-</b>	<b>-</b>	<b>8,466,826</b>	<b>5,333,545</b>	<b>566,491</b>	<b>5,900,036</b>	<b>2,566,790</b>	<b>3,133,281</b>
<b>E. Vehicles</b>	<b>36,973,920</b>	<b>-</b>	<b>-</b>	<b>36,973,920</b>	<b>28,658,261</b>	<b>3,718,396</b>	<b>32,376,657</b>	<b>4,597,263</b>	<b>8,315,659</b>
<b>F. Office Equipments</b>									
i. Computers	3,580,709	63,899	-	3,644,608	3,467,857	15,477	3,483,334	161,274	112,852
ii. Other Office Equipments	8,391,090	-	-	8,391,090	7,924,965	338,680	8,263,645	127,445	466,125
<b>Sub - total (A)</b>	<b>1,623,630,822</b>	<b>5,439,132</b>	<b>800,000</b>	<b>1,628,269,954</b>	<b>634,310,953</b>	<b>74,858,926</b>	<b>709,169,879</b>	<b>919,100,075</b>	<b>989,319,869</b>
Particulars	Gross Block			Depreciation/Amortisation			Net Block		
	As at 1st April, 2017	Additions during the period	Disposals /Deductions during	As at 31st March, 2018	As at 1st April, 2017	For the period	As at 31st March, 2018	As at 31st March, 2018	As at 31st March, 2017
	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.
A. Land	352,583,682	-	-	352,583,682	-	-	-	352,583,682	352,583,682
<b>B. Buildings</b>									
i. Site Development	71,313,253	-	-	71,313,253	16,055,293	2,325,092	18,380,385	52,932,868	55,257,961
ii. Factory Building	77,392,089	-	-	77,392,089	22,682,436	2,491,839	25,174,275	52,217,814	54,709,653
iii. Admn. & Godown Building	64,384,425	-	-	64,384,425	14,326,632	2,701,541	17,028,173	47,356,252	50,057,793
<b>C. Plant &amp; Equipment</b>	<b>1,000,544,828</b>	<b>-</b>	<b>-</b>	<b>1,000,544,828</b>	<b>459,802,266</b>	<b>68,541,225</b>	<b>528,343,491</b>	<b>472,201,337</b>	<b>540,742,562</b>
<b>D. Furniture and Fixtures</b>	<b>8,466,826</b>	<b>-</b>	<b>-</b>	<b>8,466,826</b>	<b>4,596,365</b>	<b>737,180</b>	<b>5,333,545</b>	<b>3,133,281</b>	<b>3,870,461</b>
<b>E. Vehicles</b>	<b>36,973,920</b>	<b>-</b>	<b>-</b>	<b>36,973,920</b>	<b>25,918,451</b>	<b>2,739,811</b>	<b>28,658,261</b>	<b>8,315,659</b>	<b>11,055,469</b>
<b>F. Office Equipments</b>									
i. Computers	3,580,709	-	-	3,580,709	3,422,352	45,506	3,467,857	112,852	158,357
ii. Other Office Equipments	8,391,090	-	-	8,391,090	7,230,602	694,363	7,924,965	466,125	1,160,488
<b>Total (3)</b>	<b>1,623,630,822</b>	<b>-</b>	<b>-</b>	<b>1,623,630,822</b>	<b>554,034,397</b>	<b>80,276,557</b>	<b>634,310,953</b>	<b>989,319,869</b>	<b>1,069,596,426</b>



<b>'SANWARIA CONSUMER LIMITED (Formerly Known as Sanwaria Agro Oils Limited)</b>			
<b>Significant accounting policies and notes to the accounts</b>			
<b>For financial year ended 31 March 2019</b>			
<b>Not e</b>	<b>Particulars</b>	<b>31-Mar-19</b>	<b>31-Mar-18</b>
<b>4</b>	<b>Non- Current Investments</b>		
(a)	Investment measured at cost		
	<b>Equity Shares of Subsidiary Companies</b>		
	<b>Unquoted Fully Paid-up</b>		
	Sanwaria Energy Limited 3,11,75,410 Shares of Rs.10/- each.	311,754,100	311,754,100
	Sanwaria Singapore Pte Limited	45	954,429
		<b>311,754,145</b>	<b>312,708,529</b>
	<b>Equity Shares of Associates Companies</b>		
	<b>Unquoted Fully Paid-up</b>		
	Shreenathji Solvex Limited 47,60,000 Shares of Rs.10/- each.	47,600,000	47,600,000
	<b>Total Unquoted Non-Current Investment</b>	<b>47,600,000</b>	<b>47,600,000</b>
	<b>Preference Shares of Associates Companies</b>		
	<b>Unquoted Fully Paid-up</b>		
	Sanwaria Globfin Private Limited 2,55,000 Shares of Rs.10/- each.	2,550,000	2,550,000
	<b>Total Unquoted Non-Current Investment</b>	<b>2,550,000</b>	<b>2,550,000</b>
(b)	Investment measured at fair value through Profit and Loss Account		
	<b>Quoted Fully Paid-up</b>		
	Punjab National Bank 1180 Equity Share of face value of Rs. 2- each	92,040	112,631
	<b>Total Quoted Non-Current Investment</b>	<b>92,040</b>	<b>112,631</b>
	<b>Total Non-Current Investment</b>	<b>361,996,185</b>	<b>362,971,160</b>
	<b>Category-Wise Non-Current Investment</b>	<b>31-Mar-19</b>	<b>31-Mar-18</b>
	Financial Assets Carried at Cost	361,904,145	362,858,529
	Financial Assets measured at Fair Value through Profit & Loss	92,040	112,631
	<b>Total Non-Current Investment</b>	<b>361,996,185</b>	<b>362,971,160</b>



<b>'SANWARIA CONSUMER LIMITED (Formerly Known as Sanwaria Agro Oils Limited)</b>			
<b>Significant accounting policies and notes to the accounts</b>			
<b>For financial year ended 31 March 2019</b>			
<b>Note</b>	<b>Particulars</b>	<b>31-Mar-19</b>	<b>31-Mar-18</b>
<b>5</b>	<b>NON-CURRENT FINANCIAL ASSETS :</b>		
	<b>Loans (Un-Secured and Considered Good)</b>		
(a)	Deposits	15,217,867	16,811,714
	<b>Total Loans</b>	<b>15,217,867</b>	<b>16,811,714</b>
	<i>Deposits includes mainly deposit with the Electricity Department and Other Governmental Department, which are in perpetual nature.</i>		
<b>6</b>	<b>Other non-current asset (Un-Secured and Considered Good)</b>		
(a)	Balances with Government Authorities	179,850,150	158,139,886
(b)	Others	954,384	-
	<b>Total Other Non-Current Assets</b>	<b>180,804,534</b>	<b>158,139,886</b>

<b>'SANWARIA CONSUMER LIMITED (Formerly Known as Sanwaria Agro Oils Limited)</b>			
<b>Significant accounting policies and notes to the accounts</b>			
<b>For financial year ended 31 March 2019</b>			
<b>Note</b>	<b>Particulars</b>	<b>31-Mar-19</b>	<b>31-Mar-18</b>
<b>9</b>	<b>Cash and Bank Balance</b>		
	a. Cash on hand	13,421,001	13,124,457
	b. Balances with banks		
	- In current accounts #	1,437,453	8,327,802
	- In deposit accounts ##	68,228,843	68,228,843
	<b>Cash and cash equivalents</b>	<b>83,087,297</b>	<b>89,681,102</b>
	b. Balances with banks		
	- In deposit accounts ##	22,450,452	202,929,382
	<b>Total Cash and Bank Balance</b>	<b>105,537,749</b>	<b>292,610,484</b>
	<i>## 'Deposit with Bank includes Fixed Deposit pledged as collateral securities and margin money against bank guarantee and LC's. .</i>		
<b>10</b>	<b>Loans - (Unsecured and Considered Good)</b>		
	Loans and Advances - Related Parties	8,691,178	353,500,727
	Loans and Advances - Others	150,961,762	670,818,456
	<b>Total Loans</b>	<b>159,652,940</b>	<b>1,024,319,183</b>



**'SANWARIA CONSUMER LIMITED (Formerly Known as Sanwaria Agro Oils Limited)**  
**Significant accounting policies and notes to the accounts**  
**For financial year ended 31 March 2019**

<b>Note</b>	<b>Particulars</b>	<b>31-Mar-19</b>	<b>31-Mar-18</b>
<b>11</b>	<b>Other Financial Assets</b>		
	Other #	-	29,948,381
	<b>Total Loans</b>	-	<b>29,948,381</b>
	<i># Includes fair valuation of derivatives.</i>		
<b>12</b>	<b>Other current assets</b>		
	a. Balances with Government Authorities	3,781,198	24,290,270
	b. Others #	12,838,590	9,105,317
	<b>Total Other Current Assets</b>	<b>16,619,788</b>	<b>33,395,587</b>
	<i># Includes Pre-paid Expenses and Claim Receivables.</i>		





**'SANWARIA CONSUMER LIMITED (Formerly Known as Sanwaria Agro Oils Limited)**

**Significant accounting policies and notes to the accounts**

**For financial year ended 31 March 2019**

**(Rupees in INR , unless otherwise stated)**

Note	Particulars	31-Mar-19		31-Mar-18	
		No of shares	Rs. In INR	No of shares	Rs. In INR
<b>13</b>	<b>Share capital</b>				
<b>A</b>	<b>Authorised</b>				
	Equity Shares at par face value of Rs. 1/- each	780,000,000	780,000,000	780,000,000	780,000,000
	Preference Share at par face value of Rs. 10/- each	2,000,000	20,000,000	2,000,000	20,000,000
	<b>Issued, Subscribed and fully paid up</b>				
	Equity Shares at par face value of Rs. 1/- each	736,100,000	736,100,000	736,100,000	736,100,000
		736,100,000	736,100,000	736,100,000	736,100,000

**B Reconciliation of the number of equity shares outstanding at the beginning and at the end of the reporting period are as given below:**

	31-Mar-19		31-Mar-18	
	No of shares	Rs. In INR	No of shares	Rs. In INR
Number of shares outstanding at the beginning of the period	736,100,000	736,100,000	368,050,000	368,050,000
Add: Bonus Share Issued during the previous year in 1:1 Ratio on allotment date 05.07.2017	-	-	368,050,000	368,050,000
	-	-	-	-
Number of shares outstanding at the end of the period	736,100,000	736,100,000	736,100,000	736,100,000

**C Terms/rights attached to equity shares**

- The company has only one class of equity shares having par value of Rs. 1/- per share. Each holder of equity shares is entitled to one vote per share.
- In the event of liquidation of the company, the holders of Equity Shares will be entitled to receive remaining assets of the Company. The distribution will be in proportion to the number of Equity Shares held by the shareholders.
- Each Shareholder has the right to receive the dividend as proposed by the Board of Directors is subject to the approval of the Shareholders in the ensuing Annual General Meeting.

**D Details of shareholders holding more than 5% shares in the Company**

Name of the shareholder	31-Mar-19		31-Mar-18	
	No of shares	%	No of shares	%
Sanwaria Globfin Pvt Ltd	181,593,520	24.67%	181,593,520	24.67%
Gulab Chand Agrawal	57,742,972	7.84%	57,718,972	7.84%
Satish Kumar Agrawal	49,260,300	6.69%	49,236,300	6.69%
Anil Kumar Agrawal	57,999,324	7.88%	57,999,324	7.88%
Ashok Agrawal	54,033,100	7.34%	54,033,100	7.34%
CRB Trustee Limited A/c CRB Mutual Fund	26,172,000	3.56%	26,172,000	3.56%
Other	309,298,784	42.02%	309,346,784	42.03%



SANWARIA CONSUMER LIMITED (Formerly Known as Sanwaria Agro Oils Limited)

Statement of Changes in Equity as at March 31, 2019

a Equity Share Capital

Particulars	As at 1 April 2018	Changes in equity share capital during the	As at 31 March 2019
Equity Share class A	736,100,000	-	736,100,000
	736,100,000	-	736,100,000

b Other Equity

Reserves and Surplus

Particulars	Share Application Money pending for allotments	Capital Reserve	General Reserve	Revaluation Reserve	Preference Share Redemption Reserve	Securities Premium	Retained Earning	Other Comprehensive Income (OCI)	Total
Balance at the beginning of the reporting period as at April 1, 2017	-	500,000	211,278,400	373,917,021	20,000,000	480,000,000	2,685,899,965	2,943,745	3,774,539,131
Amount Received / Share Allotted during the year	1,000,000,000								1,000,000,000
Total Comprehensive Income for the year							865,161,798		865,161,798
Ind AS Adjustments							(18,305,000)	18,305,000	-
Dividends							(66,446,643)	-	(66,446,643)
Transfer				(7,265,261)			7,265,261	-	-
Bonus Shares Issued in 1:1					(20,000,000)	(348,050,000)		-	(368,050,000)
Changes in accounting policy/prior period errors		-						-	-
Restated balance at the beginning of the reporting period as at April 1, 2018	1,000,000,000	500,000	211,278,400	366,651,760	-	131,950,000	3,473,575,381	21,248,745	5,205,204,287
Amount Received / Share Allotted during the year	(1,000,000,000)								(1,000,000,000)
Total Comprehensive Income for the year							1,570,217,406		1,570,217,406
Ind AS Adjustments							-	-	-
Dividends							-	-	-
Transfer				-			-	-	-
Bonus Shares Issued in 1:1					-	-		-	-
Balance at the end of the reporting period as at March 31, 2018	-	500,000	211,278,400	366,651,760	-	131,950,000	5,043,792,788	21,248,745	5,775,421,693



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<b>Note</b>	<b>Particulars</b>	<b>31-Mar-19</b>	<b>31-Mar-18</b>
<b>14</b>	<b>Other Equity</b>		
(a)	<b>Retained Earnings</b>		
	Surplus at the beginning of the year	3,473,575,381	2,685,899,965
	Add : Profit/loss during the year	1,570,217,406	846,856,798
	Add : Transition date adjustment	-	-
	Add / Less : Transfer to Revaluation Reserve	-	7,265,261
	Add / Less : Transfer to General Revaluation Reserve	-	-
	Less: Dividend on Equity Shares	-	(55,207,500)
	Less: Tax on Dividend	-	(11,239,143)
	<b>Total</b>	<b>5,043,792,788</b>	<b>3,473,575,381</b>
(b)	Capital Reserve	500,000	500,000
	Add / Less : Transferred from retained earning / Appropriation during the year	-	-
	Capital Reserve - Closing Balance	500,000	500,000
(c)	General Reserve	211,278,400	211,278,400
	Add / Less : Transferred from retained earning / Appropriation during the year	21,248,745	-
	General Reserve - Closing Balance	232,527,145	211,278,400
(d)	Revaluation Reserve	366,651,760	373,917,021
	Add / Less : Transferred from retained earning / Appropriation during the year	-	(7,265,261)
	Revaluation Reserve - Closing Balance	366,651,760	366,651,760
(e)	Preference Share Redemption Reserve	-	20,000,000
	Add / Less : Transferred from retained earning / Appropriation during the year	-	(20,000,000)
	Preference Share Redemption Reserve - Closing Balance	-	-
(e)	Securities Premium	131,950,000	480,000,000
	Add : Issuance of share at premium	-	-
	Less : Bonus Share issued during the year	-	(348,050,000)
	Securities Premium - Closing Balance	131,950,000	131,950,000
(f)	Other Comprehensive Income (OCI) - Opening Balance	21,248,745	2,943,745
	Add / Less : Movement in OCI during the year	(21,248,745)	18,305,000
	Other Comprehensive Income - Closing Balance	0	21,248,745
(g)	Share Application Money	-	1,000,000,000
	Add / Less : Money received during the year	-	-
	Share Application Money - Closing Balance	-	1,000,000,000
	Note : The Company is in the process of preferential allotment of equity shares to promoters and share application money is received in the promoters un-secured loan account. The Equity Shares to be allotted to promoters as per the procedure laid down in the Companies Act 2013		
	<b>Total Other Equity</b>	<b>5,775,421,693</b>	<b>5,205,204,287</b>



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Note	Particulars	31-Mar-19	31-Mar-18
15	<b>Non- Current Financial Liabilities : Borrowing (Unsecured)</b>		
	- Loans - Directors & Shareholders	116,456,597	64,327,791
	- Inter Corporate Deposit - Related Parties	551,343,216	122,594,747
	<b>Total Borrowings</b>	<b>667,799,813</b>	<b>186,922,538</b>
16	<b>Non Current Provisions :</b>		
	Provision for Employee Benefits	11,595,722	4,544,263
	<b>Total Provision</b>	<b>11,595,722</b>	<b>4,544,263</b>
17	<b>Deferred Tax Liabilities (Net)</b>		
	At the beginning of the year Charged / (Credit) to Statement of Profit and Loss	152,791,069 (10,532,993)	162,888,857 (10,097,788)
	<b>Total Deferred Tax Liabilities (Net)</b>	<b>142,258,076</b>	<b>152,791,069</b>
	<b>Component of Deferred Tax Liabilities /(Assets) in relation to :</b>	<b>As at 31-Mar- 2018</b>	<b>Charge/ (Credit) to Profit and Loss Account</b>
	Deferred Tax Liabilities / (Assets) in relation to :		
	- Property Plant & Equipment's	105,414,906	10,532,993
	- Provision	(2,176,769)	0
	- Other Non-Current Assets	49,552,932	(0)
	<b>Total</b>	<b>152,791,069</b>	<b>10,532,993</b>



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**(Rupees in INR , unless otherwise stated)**

Note	Particulars	31-Mar-19	31-Mar-18
<b>18</b> (a)	<b>Borrowings</b>		
	<b>Secured Loan from Bank</b>		
	- Loans repayable on demand -Working Capital Loan - Note 1	8,885,684,175	8,512,117,238
	- Loans repayable on demand -Working Capital Loan - Note 2	221,095,064	591,242,958
	- Short Term Loan - Note 1	8,839,178	618,157,376
	- Export Packing Credit: PCFC - Note 1	-	-
	<b>Total Borrowing</b>	<b>9,115,618,417</b>	<b>9,721,517,572</b>
	<p>Note -1 Working Capital Loans are secured by Paari Passu charge on the Fixed Assets and Present &amp; Future Current Assets along with Personal Guarantee of Directors and by pledge of fully paid up Equity Shares of Subsidiary Company .</p> <p>Note -2 Working Capital Loans secured by pledge of warehouse receipt / storage receipt with lien, along with Personal Guarantee of Directors</p>		
<b>19</b>	<b>Trade payables</b>		
	Micro, Small and Medium Enterprises	-	-
	Others	501,184,112	665,460,815
	<b>Total Trade Payables</b>	<b>501,184,112</b>	<b>665,460,815</b>
	<b>Dues to Micro, Small and Medium Enterprises</b>		
	<p>The Company has not received any memorandum from Suppliers' (as required to be filed by the 'Suppliers' with the notified authority under the Micro, Small and Medium Enterprises Development Act, 2006) claiming their status as on 31st March, 2019 as micro, small or medium enterprises. Consequently, the interest paid/ payable by the company to such Suppliers, during the year is Nil (Previous year: Nil).</p>		



<b>'SANWARIA CONSUMER LIMITED (Formerly Known as Sanwaria Agro Oils Limited)</b> <b>Significant accounting policies and notes to the accounts</b> <b>For financial year ended 31 March 2019</b> <b>(Rupees in INR , unless otherwise stated)</b>			
Note	Particulars	31-Mar-19	31-Mar-18
20	<b>Other Financial Liabilities</b>		
	Advances and Sundry Deposits	120,752,566	148,960,757
	Others Payable	15,109,114	9,993,304
	<b>Total Other Financial Liabilities</b>	<b>135,861,680</b>	<b>158,954,061</b>
21	<b>Current Tax Liabilities (Net)</b>		
	Provision for Income Tax	868,379,268	480,670,994
	Less : Advance Tax / TDS	(6,096,315)	(4,024,931)
	<b>Current Tax Liabilities (Net)</b>	<b>862,282,952</b>	<b>476,646,063</b>
	<b>Reconciliation of Income Tax Expenses</b>		<b>31-Mar-19</b>
	Profit Before Tax		1,952,520,420
	Applicable Tax Slab		34.940%
	Computed Tax Expenses		682,210,635
	Tax Effect of :		
	Depreciation		(10,634,038)
	Provision		(6,786,110)
	Others		(262,531,994)
	<b>Current Tax Provision - A</b>		<b>402,258,493</b>
	Decrement in Deferred Tax Liability for Property Plant & Equipment's		10,532,993
	Increment in Deferred Tax Assets for Provision		0
	Increment in Deferred Tax Liability for Other Non-Current Assets		(0)
	<b>Deferred Tax Provision - B</b>		<b>10,532,993</b>
	<b>Tax Expenses Recognised in Statement of Profit and Loss Account</b>		<b>412,791,486</b>

<b>'SANWARIA CONSUMER LIMITED (Formerly Known as Sanwaria Agro Oils Limited)</b> <b>Significant accounting policies and notes to the accounts</b> <b>For financial year ended 31 March 2019</b> <b>(Rupees in INR , unless otherwise stated)</b>			
Note	Particulars	31-Mar-19	31-Mar-18
22	<b>Other Current Liabilities</b>		
	Other Statutory Dues	934,634	7,073,188
	<b>Total Other Current Liabilities</b>	<b>934,634</b>	<b>7,073,188</b>
23 (a)	<b>Provisions</b>		
	Provision for gratuity & bonus	745,522	1,745,522
	<b>Total Provision</b>	<b>745,522</b>	<b>1,745,522</b>



**'SANWARIA CONSUMER LIMITED (Formerly Known as Sanwaria Agro Oils Limited)**  
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Note	Particulars	2018-19	2017-18
<b>24</b>	<b>Revenue from operations</b>		
	<b>Sale of Products -</b>		
	Refined Oil	1,839,369,054	779,160,301
	Crude Oil	484,021,211	172,480,957
	Soya Meal	12,440,177,626	6,520,108,168
	Basmati Rice	25,923,951,907	25,482,065,693
	Food Grains & Others	12,281,331,426	17,581,266,202
	Others	69,059,844	12,221,119
		-	-
	<b>Total</b>	<b>53,037,911,068</b>	<b>50,547,302,440</b>
<b>25</b>	<b>Other income</b>		
	Interest Income	120,508,956	10,932,879
	Others	19,557,791	107,542,836
	<b>Total</b>	<b>140,066,748</b>	<b>118,475,714</b>
<b>25.1</b>	<b>Other Comprehensive income</b>		
	<u>Gain on Financial Assets</u>		
	Unrealised Gain	-	26,150,000
	Exchange Fluctuation Gain/(loss)	(1,110,507)	
	<b>Total</b>	<b>(1,110,507)</b>	<b>26,150,000</b>



**'SANWARIA CONSUMER LIMITED (Formerly Known as Sanwaria Agro Oils Limited)**  
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**(Rupees in INR , unless otherwise stated)**

Note	Particulars	2018-19	2017-18
<b>26</b>	<b>Cost of Material Consumed &amp; Other Trading Stock Purchases</b>		
	Raw Material Consumed and Purchase of Stock in Trade	6,851,225,513	4,510,267,613
	Trading Stock Purchases	42,378,575,972	43,224,720,509
	Store & Spares Items Consumed	92,777,045	30,063,325
	Packing Material Consumed	41,170,897	29,183,081
		<b>49,363,749,427</b>	<b>47,794,234,528</b>
<b>27</b>	<b>(Increase)/ Decrease in Inventories of Finished Goods, Work In Progress and Stock In Trade</b>		
	Opening Stock at the beginning of years		
	-- Finished Goods	1,514,654,466	1,482,394,600
	-- Work In Progress	27,389,081	26,963,086
	-- Stock In Trade	357,038,418	630,853,220
		1,899,081,965	2,140,210,906
	Closing Stock at the closing of years		
	-- Finished Goods	1,772,092,804	1,514,654,466
	-- Work In Progress	24,234,521	27,389,081
	-- Stock In Trade	207,128,345	357,038,418
	-- Transferred to Other Expenses	-	391,837,230
		2,003,455,670	2,290,919,195
		<b>(104,373,706)</b>	<b>(150,708,289)</b>

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**(Rupees in INR , unless otherwise stated)**

Note	Particulars	2018-19	2017-18
<b>28</b>	<b>Employee benefit expenses</b>		
	Salaries and wages	39,533,314	33,744,474
	Directors Remunerations	7,200,000	4,800,000
	Gratuity & Bonus	6,051,459	3,688,961
	Contributions to Provident Fund & Others	511,015	493,509
	Staff welfare expenses	966,119	2,184,643
	<b>Total</b>	<b>54,261,907</b>	<b>44,911,587</b>





<b>'SANWARIA CONSUMER LIMITED (Formerly Known as Sanwaria Agro Oils Limited)</b> <b>Significant accounting policies and notes to the accounts</b> <b>For financial year ended 31 March 2019</b> <b>(Rupees in INR , unless otherwise stated)</b>			
Note	Particulars	2018-19	2017-18
<b>29</b>	<b>Other expenses</b>		
	Power & Fuel Charges	124,719,893	84,834,779
	Repairs & Maintenance	6,418,609	2,667,340
	Manufacturing General Expenses	42,723,268	35,748,393
	Printing , Stationery & Communication Expenses	1,419,828	1,869,723
	General Expenses	28,369,627	9,083,410
	Warehousing Charges	35,450,360	6,608,366
	Insurance Charges	1,536,861	4,993,786
	Advertisement Expenses	3,245,796	3,228,726
	Legal & Professional Fees	19,779,069	19,813,674
	Security Expenses	5,524,476	5,355,461
	Product Selling Expenses	486,842,578	359,143,121
	Shortage & Quality Rebate	236,159,643	26,705,636
	Prior Period Expenses	403,445	50,562
	Travelling Expenses	8,351,900	9,583,898
	Sales Tax / VAT	-	16,045,672
	Lease Rent, Rates & Taxes	2,737,731	9,258,654
	Loss by Fire Refer Note-38	-	391,837,230
	Auditor's Remuneration		
	- Statutory Audit Fees	1,000,000	1,000,000
	- Tax Audit Fees	250,000	250,000
	<b>Total</b>	<b>1,004,933,084</b>	<b>988,078,430</b>
<b>30</b>	<b>Finance Costs</b>		
	Interest Expenses	739,229,694	634,494,533
	Foreign Currency Transaction and Translation Loss	-	17,697,917
	Other Borrowing costs	92,798,064	91,775,328
	<b>Total</b>	<b>832,027,758</b>	<b>743,967,778</b>



<b>'SANWARIA CONSUMER LIMITED (Formerly Known as Sanwaria Agro Oils Limited)</b>				
<b>Significant accounting policies and notes to the accounts</b>				
<b>For financial year ended 31 March 2019</b>				
<b>(Rupees in INR , unless otherwise stated)</b>				
<b>Note</b>	<b>Particulars</b>	<b>Amount</b>	<b>Years</b>	<b>31-Mar-19</b>
<b>31</b>	<b>Contingent Liabilities:</b>			
	a. Bank Guarantee	INR In Lakhs		101.88
	b. Outstanding Forward Contract	USD In Lakhs		-
	c. The company has not deposited following statutory dues on account of dispute and for which preferred an appeal			
	Income Tax Act	INR In Lakhs	Various Years	2,759.37
	Central Sales Tax Act	INR In Lakhs	Various Years	71.89
	Madhya Pradesh Entry Tax Act	INR In Lakhs	Various Years	918.28
	Madhya Pradesh VAT Act	INR In Lakhs	Various Years	2,180.54
<b>32</b>	<b>Earning Per Share (EPS)</b>		<b>2018-19</b>	<b>2017-18</b>
	Profit after tax attributable to Equity Shareholders		1,560,567,266	846,856,798
	Weighted average number of Equity Shares (In nos.) - Basic		736,100,000	736,100,000
	Weighted average number of Equity Shares (In nos.) - Diluted		736,100,000	736,100,000
	Nominal Value of Equity per share (In Rs.)		1.00	1.00
	Basic Earnings per share (In Rs.)		2.12	1.15
	Diluted Earnings per share (In Rs.)		2.12	1.15
<b>33</b>	<b>Corporate Social Responsibility (CSR)</b>			
	<p>A. CSR amount required to be spent as per section 135 of the Companies Act read with Schedule VII thereof by the company during the year is Rs. 190.97 Lakhs (Previous Year Rs.97.45 Lakhs )</p> <p>B. Expenditure related to Corporate Social Responsibility is Rs. Nil (Previous Year Rs. Nil)</p>			



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34	<b>Related Party Disclosures</b>	
<b>A</b>	<b>Names of Related Parties</b>	
	<b>Associates and Group Companies:</b> NS Agrawal Trading Corporation Limited Sanwaria Globfin Private Limited Sanwaria Infrastructure Limited Sanwaria Warehousing & Logistic Limited Sanwaria Foods Limited Shreenathji Solvex Limited Surya Trading Corporation Seth Shree Narayan Agrawal Charitable Trust	<b>Subsidiary Company</b> Sanwaria Singapore Pte Limited Sanwaria Energy Limited
<b>B</b>	<b>Key Management Personnel:</b>	
	Gulab Chand Agrawal - Chairman & Director Satish Agrawal - Director Ashok Kumar Agrawal - Director Anil Agrawal - Professional Director	<b>Chief Financial Officer</b> Anil Kumar Vishwakarma <b>Company Secretary:</b> Pragya Raghuvanshi
<b>C</b>	<b>Relatives:</b>	
	Geeta Devi Agrawal Anil Kumar Agrawal HUF Ashok Kumar Agrawal HUF Gulab Chand Agrawal HUF Satish Kumar Agrawal HUF R.N. Agrawal HUF	Anju Devi Agrawal Sadhana Devi Agrawal Reeta Devi Agrawal Bobby Devi Agrawal Ashutosh Agrawal

(Amount in INR Lakhs)

Sr. No.	Details of Related Party transactions and year end outstanding	Associates & Subsidiary	Key Management Personnel	Relatives
		2018-19 / 2017-18	2018-19 / 2017-18	2018-19 / 2017-18
1	Sales	2,343.19 4,075.26	-	-
2	Purchase of Materials	2,006.34 2,364.55	-	-
3	Rent Paid	17.44 40.32	-	-
4	Loan Taken	19,083.87 2,530.46	43.90 10,176.59	476.00 49.50
5	Loan Repayment	16,774.09 1,382.59	10,106.97 10,124.76	95.71 4.90
6	Closing Balance	898.05 1,023.90	123.68 79.06	1,040.89 564.21
7	Advance Given	204.90 473.44		
8	Repayment	4,578.82 1,857.46		
9	Closing Balance	442.79 3,533.46		
10	Interest Paid	98.40 3.26	10.79 15.68	0.82
11	Interest Received	-		
		3.68		
12	Salary		111.00 48.00	-
13	Share Application Money Received		(10,000.00)	
			10,000.00	



<b>'SANWARIA CONSUMER LIMITED (Formerly Known as Sanwaria Agro Oils Limited)</b> <b>Significant accounting policies and notes to the accounts</b> <b>For financial year ended 31 March 2019</b> <b>(Rupees in INR , unless otherwise stated)</b>			
<b>35</b>	<b>Segment Information -Amt in Cr.</b>		
	The company has exclusively dealing in agriculture based business i.e. Solvent Extraction, Refining, Rice Mill, Food Grains & Other Oils including other Food Products FMCG retail / bulk and thus operates in a single business segment. for compliance of Ind AS -108 we have broadly bifurcate the following for reporting purpose		
	Geographic wise	Export (incl.Indirect)	Domestic
		257.29	5046.50
	Product wise	Rice Milling	Solvent Extraction
		2592.39	1483.26
	Market Wise	Bulk	Retail
		4361.19	942.61
<b>36</b>	In the opinion of the board of directors of the company, the current financial assets i.e. Trade Receivable, Loans and Others have the value on realisation in the ordinary course of the business at least equal to the amount at which they are stated and that the provisions for all the known liabilities are adequate and not in excess of the amount reasonably necessary.		
	Balances with Trade Payable, Trade Receivable and Loans & Advances are subject to confirmation/ reconciliation, although balance confirmation letters has been send to those parties.		
<b>37</b>	The company has to comply with the Indian Accounting Standard - 19 on "Employee Benefits" . The retirement benefit costs (Gratuity Provision) as per actuarial Valuation Report for March 2019 of company of Rs. 60.51 lakhs as Gratuity Expenses charged top statement of profit and loss during the year 2018-19.		
<b>38</b>	The company has an Current Tax liability shown under the head in note no 21 to financial statement however company requested to the tax authorities to adjust the said liability demand against the old pending refunds.		



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**Note 39: CAPITAL MANAGEMENT**

The Company's main objectives when managing capital are to:

- ensure sufficient liquidity is available (either through cash and cash equivalents, investments or committed credit facilities) to meet the needs of the business;
- ensure compliance with covenants related to its credit facilities and unsecured loans and
- minimize finance costs while taking into consideration current and future industry, market and economic risks and conditions.
- safeguard its ability to continue as a going concern
- to maintain an efficient mix of debt and equity funding thus achieving an optimal capital structure and cost of capital.

The Board of Directors has the primary responsibility to maintain a strong capital base and reduce the cost of capital through prudent management of deployed funds and leveraging opportunities in domestic and international financial markets so as to maintain investor, creditor and market confidence and to sustain future development of the business.

For the purpose of Company's capital management, capital includes issued capital and all other equity reserves. The Company manages its capital structure in light of changes in the economic and regulatory environment and the requirements of the financial covenants.

The Company manages its capital on the basis of net debt to equity ratio which is net debt (total borrowings net of cash and cash equivalents) divided by total equity .

	31-Mar-19	31-Mar-18
Total liabilities*	9,783,418,230	9,908,440,110
Less : Cash and cash equivalent	83,087,297	89,681,102
Less : Other Bank Baalnce	22,450,452	202,929,382
<b>Net debt</b>	<b>9,677,880,481</b>	<b>9,615,829,626</b>
Total equity^	6,511,521,693	5,941,304,287
<b>Net debt to equity ratio</b>	<b>1.49</b>	<b>1.62</b>

The Company has complied with the covenants as per the terms of the major borrowing facilities throughout the reporting period.

\* *Liabilities : Consists of Secured Loans from Banks and Unsecured loans from directors/ relative and other entities*

\* *Cash and Cash Equivalent : Consists of Cash and Cash Equivalent less balance with dividends accounts.*

^*Equity : Equity Share Capital + Other Equity*



**\*SANWARIA CONSUMER LIMITED (Formerly Known as Sanwaria Agro Oils Limited)**

**Significant accounting policies and notes to the accounts**

**For financial year ended 31 March 2019**

**(Rupees in INR , unless otherwise stated)**

**Note 40: Financial instruments**

**A. Accounting classification and fair values**

March 31, 2019	Carrying amount				Fair value			
	FVTPL	FVTOCI	Amortized Cost*	Total	Level 1	Level 2	Level 3	Total
<b>Financial assets</b>								
Investments		92,040	361,996,185	362,088,225	92,040		361,996,185	362,088,225
Cash and Bank Balance			105,537,749	105,537,749			105,537,749	105,537,749
Trade Receivables			11,768,063,496	11,768,063,496			11,768,063,496	11,768,063,496
Loans			174,870,807	174,870,807			174,870,807	174,870,807
Other financial assets		-	-	-	-		-	-
	-	92,040	12,410,468,237	12,410,560,277	92,040	-	12,410,468,237	12,410,560,277
<b>Financial liabilities</b>								
Borrowings			9,783,418,230	9,783,418,230			9,783,418,230	9,783,418,230
Trade payables			501,184,112	501,184,112			501,184,112	501,184,112
Other financial liabilities			135,861,680	135,861,680			135,861,680	135,861,680
	-	-	10,420,464,022	10,420,464,022	-	-	10,420,464,022	10,420,464,022

\* The carrying amount of financial instruments carried at amortized cost are a reasonable approximation of fair value.

March 31, 2018	Carrying amount				Fair value			
	FVTPL	FVTOCI	Amortized Cost*	Total	Level 1	Level 2	Level 3	Total
<b>Financial assets</b>								
Investments		112,631	362,971,160	363,083,791	112,631		362,971,160	363,083,791
Cash and Bank Balance			292,610,484	292,610,484			292,610,484	292,610,484
Trade Receivables			9,160,345,709	9,160,345,709			9,160,345,709	9,160,345,709
Loans & Advance			1,041,130,897	1,041,130,897			1,041,130,897	1,041,130,897
Other financial assets		29,948,381		29,948,381	29,948,381		-	29,948,381
	-	30,061,012	10,857,058,250	10,887,119,262	30,061,012	-	10,857,058,250	10,887,119,262
<b>Financial liabilities</b>								
Borrowings			9,908,440,110	9,908,440,110			9,908,440,110	9,908,440,110
Trade payables			665,460,815	665,460,815			665,460,815	665,460,815
Other financial liabilities			158,954,061	158,954,061			158,954,061	158,954,061
	-	-	10,732,854,986	10,732,854,986	-	-	10,732,854,986	10,732,854,986

\* The carrying amount of financial instruments carried at amortized cost are a reasonable approximation of fair value.

\* The carrying amount of financial instruments carried at amortized cost are a reasonable approximation of fair value.

**B. Measurement of fair values**

The table shown below analyses financial instruments carried at fair value, by valuation method. The different levels have been defined below:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities
- Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices)
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs)

**C. Valuation techniques**

The following methods and assumptions were used to estimate the fair values

1) Fair value of the cash and short term deposits, current loans and advances and other current financial liabilities and other similar items approximate their carrying value largely due to short term maturities of these instruments.

2) Long-term borrowings are evaluated by the Company based on parameters such as interest rates, specific country risk factors and the risk characteristics of the financed project.



**SANWARIA CONSUMER LIMITED (Formerly Known as Sanwaria Agro Oils Limited)**  
**Significant accounting policies and notes to the accounts**  
**For financial year ended 31 March 2019**  
**(Rupees in INR , unless otherwise stated)**

**Note 41: FINANCIAL RISK MANAGEMENT OBJECTIVE AND POLICIES**

The Company's activities expose it to a variety of financial risks, including Credit risk, Commodity Price Risk, and liquidity risk. The Company's primary risk management focus is to minimize potential adverse effects of market risk on its financial performance. The Company's risk management assessment and policies and processes are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls, and to monitor such risks and compliance with the same. Risk assessment and management policies and processes are reviewed regularly to reflect changes in market conditions and the Company's activities.

The Company's board of directors has overall responsibility for the establishment and oversight of the Company's risk management framework. This note presents information about the risks associated with its financial instruments, the Company's objectives, policies and processes for measuring and managing risk, and the Company's management of capital.

**1. Credit Risk**

The Company is exposed to credit risk as a result of the risk of counterparties defaulting on their obligations. The Company's exposure to credit risk primarily relates to accounts receivable and cash and cash equivalents including deposit with banks.

The Company has a prudent and conservative process of managing its credit risk arising in the course of its business. All the trade receivables are reviewed and assessed for default on routine basis. Our historical experience of collecting receivables, supported by the level of default, is that credit risk is low.

The Company maintains exposure in cash and cash equivalents, term deposit with bank and derivative financial instruments. The Company's maximum exposure to credit risk as at 31-March-2019, 31-March-2018 is the carrying value of each class of financial assets.

**2. Commodity Price Risk**

Commodity price risk arises due to fluctuation in prices of Soya Seed, Dhan Paddy, Soya Oils, Soya DOC, Rice and other Food Grain Products. The company has a risk management framework aimed at prudently managing the risk arising from the volatility in commodity prices and freight on a continuous basis.

**3. Liquidity risk**

The Company is exposed to liquidity risk related to its ability to fund its obligations as they become due. The Company monitors and manages its liquidity risk to ensure access to sufficient funds to meet operational and financial requirements. The Company has access to credit facilities and debt capital markets and monitors cash balances daily. In relation to the Company's liquidity risk, the Company's policy is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions as they fall due while minimizing finance costs, without incurring unacceptable losses or risk of damage to the Company's reputation.



#### Maturities of financial liabilities

The contractual undiscounted cash flows of financial liabilities are as follows:

As at 31 March 2019	Less than 1 year	1-5 years	> 5 years	Total
Borrowings	9,115,618,417		667,799,813	9,783,418,230
Trade payables	501,184,112			501,184,112
Other financial liabilities	135,861,680			135,861,680
	9,752,664,209	-	667,799,813	10,420,464,022

As at 31 March 2018	Less than 1 year	1-5 years	> 5 years	Total
Borrowings	9,721,517,572		186,922,538	9,908,440,110
Trade payables	665,460,815			665,460,815
Other financial liabilities	158,954,061			158,954,061
	10,545,932,448	-	186,922,538	10,732,854,986

As at 1st April 2017	Less than 1 year	1-5 years	> 5 years	Total
Borrowings	9,840,448,493		93,783,559	9,934,232,052
Trade payables	454,575,945			454,575,945
Other financial liabilities	272,747,215			272,747,215
	10,567,771,653	-	93,783,559	10,661,555,212

#### 4. Interest rate risk

Interest rate risk is the risk that an upward movement in the interest rate would adversely effect the borrowing cost of the company. The Company is exposed to long term and short-term borrowings. The Company manages interest rate risk by monitoring its mix of fixed and floating rate instruments, and taking action as necessary to maintain an appropriate balance.

The exposure of the Company's borrowings to interest rate changes at the end of the reporting period are as follows:

##### a) Interest rate risk exposure

	31-Mar-19	31-Mar-18
Variable rate borrowings	9,115,618,417	9,721,517,572
Fixed rate borrowings	-	-

##### b) Sensitivity analysis

The company's fixed rate borrowings are carried at amortised cost. They are therefore not subject to interest rate risk as defined in IND AS 107, since neither the carrying amount nor the future cash flow will fluctuate because of a change in market interest rates. Hence sensitivity has been considered only on variable rate borrowing. Profit or loss estimate to higher/lower interest rate expense from borrowings as a result of changes in interest rates.

	Impact on profit after tax	
	31-Mar-19	31-Mar-18
Interest rates - increase by 50 basis points	(45,578,092)	(48,607,588)
Interest rates - decrease by 50 basis points	45,578,092	48,607,588





## 5. Foreign Currency Risk

The company's business objective includes safe-guarding its export earnings against adverse price movements of in foreign exchange and interest rates. The Company has adopted a structured risk management policy to hedge all these risks within an acceptable risk limit and an approved hedge accounting framework which allows for Fair Value and Cash Flow hedges. Hedging instruments include forward currency contract to achieve this objective.

### a) Foreign Currency risk exposure

	USD converted in INR (in Lakhs)	
	31-Mar-19	31-Mar-18
Loans, Trade & Other Payables	6,118.26	8,058.06
Trade and Other Receivable	(1,746.94)	(1,766.48)
Derivatives - Forwards and Futures	(2,616.04)	(2,354.44)

### b) Sensitivity analysis

Sensitivity Analysis of 1% change in exchange rate at the end of Reporting period net of Hedges

	Impact on profit after tax USD In	
	31-Mar-19	31-Mar-18
Interest rates - increase by 50 basis points	8.78	19.69
Interest rates - decrease by 50 basis points	(8.78)	(19.69)



## Provisional Un-Audited Standalone & Consolidated Financial Results for the Half Year Ended 30th September, 2019

PROVISIONAL UN-AUDITED FINANCIAL RESULTS FOR PERIOD ENDED ON 30TH SEPTEMBER 2019								
Particulars	Standalone						Consolidated	
	Quarter Ended			Six Months		Year Ended	Quart. Ended	Year Ended
	30.09.2019	30.06.2019	30.09.2018	30.09.2019	30.09.2018	31.03.2019	30.09.2019	31.03.2019
	Un-audited	Un-audited	Un-audited	Un-audited	Un-audited	Audited	Un-audited	Audited
<b>1. Income from Operations</b>								
(a) Revenue from operations	96520.24	127422.79	129278.45	223943.03	249092.22	530379.11	223943.03	530379.11
(b) Other Operating Income	2851.68	377.47	295.05	3229.15	496.18	1400.67	3229.15	1400.67
<b>Total Income (net)</b>	<b>99371.92</b>	<b>127800.26</b>	<b>129573.50</b>	<b>227172.18</b>	<b>249588.40</b>	<b>531779.78</b>	<b>227172.18</b>	<b>531779.78</b>
<b>2. Expenditure</b>								
(a) Cost of Materials consumed and Purchase of stock-in-trade	102545.70	117793.90	128287.84	220339.60	238157.07	493637.49	220339.60	493637.49
(b) Changes in inventories of finished goods, work-in-progress and stock-in-trade	12102.23	574.09	-9054.32	12676.32	-7233.18	-1043.74	12676.32	-1043.74
(c) Employee benefits expense	97.53	101.41	183.50	198.94	293.56	542.62	198.94	542.62
(d) Depreciation and amortisation expense	187.42	187.43	163.05	374.85	363.74	748.59	374.85	883.13
(e) Finance Cost	1679.80	2036.26	2050.06	3716.06	3868.63	8320.28	3716.06	8320.28
(f) Other expenses	21231.83	1798.42	2648.63	23030.25	4847.29	10049.33	22956.01	9661.66
<b>Total Expenses</b>	<b>137844.51</b>	<b>122491.51</b>	<b>124278.76</b>	<b>260336.02</b>	<b>240297.11</b>	<b>512254.57</b>	<b>260261.78</b>	<b>512001.44</b>
<b>3. Profit / (Loss) Before Exceptional items (1-2)</b>	<b>-38472.60</b>	<b>5308.75</b>	<b>5294.74</b>	<b>-33163.85</b>	<b>9291.29</b>	<b>19525.21</b>	<b>-33089.61</b>	<b>19778.34</b>
<b>4 Exceptional Items</b>								
<b>5. Profit/(Loss) Before Tax (3-4)</b>	<b>-38472.60</b>	<b>5308.75</b>	<b>5294.74</b>	<b>-33163.85</b>	<b>9291.29</b>	<b>19525.21</b>	<b>-33089.61</b>	<b>19778.34</b>
<b>6. Tax Expenses</b>								
Current Tax (incl Deferred Tax)	0.00	1016.53	986.02	0.00	1765.34	3919.58	0.00	3989.27
<b>7 Net Profit/(Loss) from ordinary activities after tax (5-6)</b>	<b>-38472.60</b>	<b>4292.22</b>	<b>4308.72</b>	<b>-33163.85</b>	<b>7525.95</b>	<b>15605.63</b>	<b>-33089.61</b>	<b>15789.07</b>
<b>8. Other Comprehensive Income</b>								
(i) Items that will not be reclassified to profit or loss	0.00	0.00	0.00	0.00	0.00	-11.11	0.00	-11.11
(ii) Income tax relating to items that will not be reclassified to profit or loss	0.00	0.00	0.00	0.00	0.00	2.28	0.00	2.28
<b>Total other Comprehensive Income</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>-8.83</b>	<b>0.00</b>	<b>-8.83</b>
<b>9. Net Profit / (Loss) for the period (7 + 8)</b>	<b>-38472.60</b>	<b>4292.22</b>	<b>4308.72</b>	<b>-33163.85</b>	<b>7525.95</b>	<b>15596.80</b>	<b>-33089.61</b>	<b>15780.24</b>
10. Paid-up equity share capital (Face Value of Rs. 1 Each)	<b>7361.00</b>	<b>7361.00</b>	<b>7361.00</b>	<b>7361.00</b>	<b>7361.00</b>	<b>7361.00</b>	<b>7361.00</b>	<b>7361.00</b>
<b>11. Earnings Per Share (after extraordinary items)</b>								
(a) Basic	-	0.58	0.59	-	1.02	2.12	-	2.14
(b) Diluted	-	0.58	0.59	-	1.02	2.12	-	2.14

**Notes:**

1. The Above Un-Audited Results were reviewed by Audit Committee (headed by Independent Director) and taken on records by the Board of Directors at their meeting held on 15.11.2019.
2. Figures are re-arranged and re-grouped wherever found necessary.
3. The Company is engaged in FMCG Sector hence reporting its results in single segment.
4. The Un-Audited Provisional Financial Results of the Company have been prepared in accordance with the Indian Accounting Standard (Ind-AS) as prescribed under section 133 of the Companies Act, 2013
5. The Results for quarter has been affected adversely because of (i) Below par / low level of activity or business operations due to unforeseen circumstances. (ii) One time provision for bad and doubtful debts.

Place: Bhopal

Date: 15.11.2019



**PROVISIONAL BALANCE SHEET AS AT 30TH SEPTEMBER 2019**

	Particulars	Stasndalone		Consolidated	
		30-09-2019 (Un-Audited)	31-03-2019 (Audited)	30-09-2019 (Un-Audited)	31-03-2019 (Audited)
	<b>ASSETS :</b>				
<b>(1)</b>	<b>Non-current Assets</b>				
(a)	Property, Plant & Equipment	8,787.44	9,191.00	10,268.87	10,672.43
(b)	Investment Properties	3,118.46	3,619.96	0.92	502.42
(c)	Other Non current Assets	1,946.72	1,960.22	1,946.72	1,960.22
	<b>Total Non-Current Assets</b>	<b>13,852.62</b>	<b>14,771.18</b>	<b>12,216.51</b>	<b>13,135.07</b>
<b>(2)</b>	<b>Current Assets</b>				
(a)	Financial Assets	121,648.56	162,964.11	122,307.01	164,700.47
(b)	Other Current Assets	2,511.09	1,762.73	2,511.09	189.77
	<b>Total Current Assets</b>	<b>124,159.65</b>	<b>164,726.84</b>	<b>124,818.09</b>	<b>164,890.24</b>
	<b>TOTAL ASSETS</b>	<b>138,012.27</b>	<b>179,498.02</b>	<b>137,034.60</b>	<b>178,025.31</b>
	<b>EQUITY AND LIABILITIES:</b>				
<b>(1)</b>	<b>Equity</b>				
(a)	Equity Share capital	7,361.00	7,361.00	7,361.00	7,361.00
(b)	Other Equity	24,581.67	57,648.89	24,834.70	57,953.46
	<b>Total Equity</b>	<b>31,942.67</b>	<b>65,009.89</b>	<b>32,195.70</b>	<b>65,314.46</b>
	<b>Liabilities</b>				
<b>(2)</b>	<b>Non-current Liabilities :</b>				
(a)	Financial Liabilities				
(i)	Borrowings (unsecured)	2,586.76	6,678.00	2,586.76	4,901.56
(b)	Other Non- Current Liabilities	1,441.91	1,643.87	1,441.91	1,538.53
	<b>Total Non-current Liabilities</b>	<b>4,028.66</b>	<b>8,321.87</b>	<b>4,028.66</b>	<b>6,440.09</b>
<b>(3)</b>	<b>Current Liabilities</b>				
(a)	Financial Liabilities				
(i)	Borrowings (Secured)	89,818.70	91,156.18	89,818.70	91,156.18
(b)	Other current liabilities & Povisions	12,222.23	15,010.09	10,991.54	15,114.58
	<b>Total Current Liabilities</b>	<b>102,040.93</b>	<b>106,166.27</b>	<b>100,810.24</b>	<b>106,270.76</b>
	<b>TOTAL EQUITY AND LIABILITIES</b>	<b>138,012.27</b>	<b>179,498.02</b>	<b>137,034.60</b>	<b>178,025.31</b>
		<b>0</b>	<b>0</b>	<b>(0)</b>	<b>-</b>



**Independent Auditor's Limited Review Report on the Quarterly and Year to Date Unaudited Standalone Financial Results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended**

To the Board of Directors.

**SANW ARIA CONSUMERS LIMITED.**

1. We have reviewed the accompanying Statement of Standalone Unaudited Financial Results of SANWARIA COSUMERS LIMITED ("the Company"). for the quarter and six months ended 30th September, 2019 ("the statement"). being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. as amended. including relevant circulars issued by the SEBI from time to time.

2. This Statement, which is the responsibility of the Company's Management and approved by the Company's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in the Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34"). prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued there under and other accounting principles generally accepted in India. Our responsibility is to express a conclusion on the Statement based on our review.

3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410 'Review of Interim Financial Information Performed by the Independent Auditor of the Entity', issued by the Institute of Chartered Accountants of India (ICAI). A review of interim financial information consists of making inquiries, primarily of the Company's personnel responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing specified under section 143(10) of the Companies Act, 2013 and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, We do not express an audit opinion.

4. Based on our review conducted as stated in paragraph 3 above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in the aforesaid Indian Accounting Standard and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, including the manner in which it is to be disclosed, or that it contains any material misstatement.

For **PRAMOD K SHARMA & CO.**  
Chartered Accountants

CA Pramod Sharma  
(Partner)  
M.No.: 076883; FRN: .007857C

Place: Bhopal  
Date: 15/11/2019



Independent Auditor's Limited Review Report on the Quarterly and Year to Date Unaudited Consolidated Financial Results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended

To the Board of Directors,  
SANWARIA CONSUMERS LIMITED.

1. We have reviewed the accompanying Statement of Consolidated Unaudited Financial Results of SA WARIA CONSUMERS LIMITED ("the Parent") and its subsidiary (the Parent Company and its subsidiary together referred as "the Group") for the quarter and six months ended 30th September, 2019 ("the Statement"), being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended including relevant circulars issued by the SEBI from time to time.

2. This Statement, which is the responsibility of the Parent Company's Management and approved by the Company's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in the Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34"), prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued there under and other accounting principles generally accepted in India. Our responsibility is to express a conclusion on the Statement based on our review.

3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410 'Review of Interim Financial Information Performed by the Independent Auditor of the Entity', issued by the Institute of Chartered Accountants of India (ICAI). A review of interim financial information consists of making inquiries, primarily of the Company's personnel responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing specified under section 143(10) of the Companies Act, 2013 and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion

4. Based on our review conducted as stated in paragraph 3 above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in the aforesaid Indian Accounting Standard and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, including the manner in which it is to be disclosed, or that it contains any material misstatement.

For **PRAMOD K SHARMA & CO.**  
Chartered Accountants

CA Pramod Sharma  
(Partner)  
M.No.: 076883; FRN: .007857C

Place: Bhopal  
Date: 15/11/2019



# SANWARIA CONSUMER LIMITED

(Formerly known as Sanwaria Agro Oils Limited)

CIN: L15143MP1991PLC00256539

Registered Office: Office Hall No.1, 1st Floor, Metro Walk, Bittan Market Bhopal (M.P.) -462016

Website: [www.sanwariaconsumer.com](http://www.sanwariaconsumer.com), Email Id: [compliance@sanwariaconsumer.com](mailto:compliance@sanwariaconsumer.com)

Telephone: +91-755-4294878 Fax: +91-755-4295038

## NOTICE of 28<sup>th</sup> ANNUAL GENERAL MEETING

**NOTICE** is hereby given that the **Twenty Eight Annual General Meeting** of the Members of **Sanwaria Consumer Limited (Formerly known as Sanwaria Agro Oils Limited)** will be held on **Thursday, December 26, 2019 at 10.00 AM Hrs. (IST)** at the "**Kwality's Motel Shiraz**", Service Rd, Board Office Square, No 6 Locality, Shivaji Nagar, Bhopal, Madhya Pradesh-462042 to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the financial statements of the Company for the year ended on March 31, 2019, including the audited Balance Sheet as at March 31, 2019, Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Shri. Anil Agrawal (DIN: 00256539), who retires by rotation and, being eligible, offers himself for re-appointment.

**"RESOLVED THAT, pursuant** to the provisions of Section 152 of the Companies Act, 2013, Shri Anil Agrawal (DIN: 00256539), who retires by rotation at this meeting be and is hereby appointed as a Director of the Company, liable to retire by rotation."

### SPECIAL BUSINESS:

3. **To confirm the appointment of Statutory Auditor of the Company:**

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 139(8) and other applicable provisions, if any, of the Companies Act, 2013 and Rules made there under (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), M/s. Pramod K. Sharma & Co., Chartered Accountant, Bhopal (ICAI Registration No. FRN 007857C), who has given his consent letter along with required certificate under Section 141 to the effect that their appointment, if made, would be within the limits specified under Section 139 of the Companies Act, 2013 and certificate issued by the Peer Review Board of ICAI, be and are hereby appointed as Statutory Auditors of the Company."



“FURTHER RESOLVED THAT, M/s. Pramod K. Sharma & Co., Chartered Accountant, Bhopal (ICAI Registration No. FRN FRN 007857C) be and are hereby appointed as Statutory Auditors of the Company from the conclusion of Annual General Meeting and that they shall hold the office until the conclusion of the 33<sup>rd</sup> Annual General Meeting on such remuneration and out of pocket expenses and on such other terms and conditions as may be agreed by the Chairman & Managing Director in consultation with them.”

**December 3, 2019  
Bhopal**

**By the order of the Board,  
For Sanwaria Consumer Limited**

**Sd/-  
GULAB CHAND AGRAWAL  
Chairman**



#### NOTES:

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the special business as set out in the notice is annexed.
2. A member of the company entitled to attend and vote at the meeting is entitled to appoint another person as his/her proxy to attend and vote instead of himself/herself and such proxy need not be a member of the company.
3. The instrument appointing proxy, duly completed, stamped and signed must be deposited at the Company's Registered Office not later than 48 hours before the commencement of the Meeting. The Proxy form is enclosed herewith.
4. During the period beginning 24 hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during business hours of the Company.
5. Members/proxies should bring the duly filled Attendance Slip enclosed herewith to attend the Meeting.
6. Pursuant to the provisions of Section 105 of the Companies Act, 2013 and the Rules framed there under, a person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A Member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such proxy shall not act as a proxy for any other person or Member.
7. Corporate Members are requested to send a board resolution duly certified, authorizing their representative to attend and vote on their behalf at the Extra Ordinary General Meeting.
8. The proxy form should be signed by the appointer or his/her attorney duly authorized in writing or, if the appointer is a body corporate, the proxy form should be signed by an officer of the Company under his/her official seal or an attorney duly authorized by him/her.
9. 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
10. The Register of Members and Share Transfer Books of the Company will remain closed from **Friday, December 20, 2019 to Thursday, December 26, 2019** (both days inclusive) in terms of the provision of Section 91 of the Companies Act, 2013 for the purpose of Annual General Meeting.
11. Shri. Anil Agrawal, Director of the Company, retire by rotation and being eligible, offer himself for re-appointment at the forthcoming Annual General Meeting. The relevant details of director seeking re-appointment under Item no. 2 in this notice is annexed hereto.
12. Members holding shares in physical form are requested to intimate any change in address, change of name, bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations, e-mail address, contact numbers, etc., to the Company's Registrar & Transfer Agents, Sanwaria Consumer Limited (In house RTA), at Office Hall No.1, 1st Floor, Metro Walk, Bittan Market Bhopal, M.P.-





462016 (Phone No. 0755-4294878, Email: [rta@sanwariaconsumer.com](mailto:rta@sanwariaconsumer.com)) for providing efficient and better services. Members holding shares in dematerialized form are requested to intimate such changes to their respective depository participants..

13. With the aim of curbing fraud and manipulation risk in physical transfer of securities, SEBI has notified the SEBI (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018 on June 8, 2018 to permit transfer of listed securities only in the dematerialized form with a depository. In view of the above and the inherent benefits of holding shares in electronic form, we urge the shareholders holding shares in physical form to opt for dematerialization.

14. Members can avail the facility of nomination in respect of securities held by them in physical form pursuant to the provision of Section 72 of the Companies Act, 2013. Members desiring to avail this facility may send their nomination in the prescribed form duly filled-in to RTA. Members holding shares in electronic mode may contact their respective Depository Participant (DP) for availing this facility.

15. TRANSFER OF UNCLAIMED/UNPAID DIVIDENDS TO INVESTORS EDUCATION and PROTECTION FUND (IEPF): Pursuant to Section 124 of the Companies Act, 2013 read with the relevant Rules, all unclaimed / unpaid dividend remaining unclaimed / unpaid with the Company on the expiry of 7 (seven) years from the date of its transfer to the unclaimed / unpaid account, will be transferred to the Investors Education and Protection Fund set up by the Central Government. Members are requested to write to the Company and/or Share Transfer Agents, if any dividend warrants are not encashed so that fresh / re-validated warrants could be issued by the Company.

16. The Company has adopted the “**GO GREEN**” initiative in line of which the Annual Report containing the Balance Sheet, the Statement of Profit and Loss, the Cash Flow Statement etc. will be sent to the shareholders in soft copy. The Shareholders whose mail id is not registered shall be sending in hard copies. However the shareholders’ continues to retain the right to request the Company for a hard copy of the Report. The cut-off date for sending the Annual Report and Notice of AGM to the shareholders is **Tuesday, December 03, 2019**.

17. To ensure that shareholders' queries are answered in full, shareholders are requested to write to the Company at the e-mail ID: [\*\*compliance@sanwariaconsumer.com\*\*](mailto:compliance@sanwariaconsumer.com).

18. Relevant documents referred to in the accompanying Notice and the explanatory statement, the Statutory Registers, the Audited Financial Statements, the Directors’ Report and the Auditor’s Report, will remain open for inspection at the Registered Office of the Company on all working days between 09:00 am to 5:00 pm. excluding Saturdays, Sundays and public holidays up to the date of the AGM. The Audited Financial Statements, the Directors’ Report and the Auditor’s Report will be placed on the Company’s website on [www.sanwariaconsumer.com](http://www.sanwariaconsumer.com).

19. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number ("PAN") by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit 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.





## 20. Voting through electronic means:

In compliance of the provisions of section 108 of the Companies Act, 2013 and rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide its members the facility to exercise their right to vote at the 28<sup>th</sup> Annual General Meeting (AGM) by electronic means and the items of business as detailed in this Notice may be transacted through e-voting services provided by Central Depositories Services (India) Limited ("CDSL").

The voting period begins on **Monday, December 23, 2019 at 09.00 A.M. and ends on Wednesday; December 25, 2019 at 5.00 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 of Thursday; December 19, 2019** may cast their vote electronically. The e-voting module shall be disabled by **Central Depositories Services (India) Limited ("CDSL")** for voting thereafter.

The instructions for shareholders voting electronically are as under:

### **1. A. In case a Member receives an email from CDSL [for Members whose email IDs are registered with the Company / Depository Participants]:**

- i. Launch internet browser & open CDSL E-VOTING PORTAL
- ii. Enter the login **credentials (i.e. User ID and password mentioned overleaf). Your Folio No./DP ID-Client ID will be your User ID. However, if you are already registered with CDSL for e-voting, you can use your existing User ID and password for casting your vote.**
- iii. After entering these details appropriately, click on "LOGIN".
- iv. You will now reach password change menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character ( @, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the E-Voting Event Number for Sanwaria Consumer Limited.
- vii. On the voting page enter the number of shares (which represents the number of votes) as on the cut-off date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed your total shareholding as mentioned overleaf. You may also choose the option "ABSTAIN" and the shares held will not be counted under either head.
- viii. Members holding multiple folios / demat accounts shall choose the voting process separately for each of the folios demat accounts.
- ix. Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
- x. You may then cast your vote by selecting an appropriate option and click on "Submit".
- xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).



- xii. Corporate Institutional Members (i.e. other than Individuals, HUF, NRI. etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution, Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID: praveenrai6313@gmail.com. They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format "Corporate Name EVENT NO."

**2. In case a Member receives physical copy of the Annual General Meeting Notice by Post [for Members whose email IDs are not registered with the Company / Depository Participants]:**

- i. User ID and initial password are provided overleaf.
- ii. Please follow all steps from Sr. No. (i) to (xii) as mentioned in (A) above, to cast your vote.

Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently. Further, the Members who have cast their vote electronically shall not be allowed to vote again at the Meeting. In case of any query pertaining to e-voting, please visit Help & FAQ's section available at [www.evotingindia.com](http://www.evotingindia.com).

The voting rights of the Members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on the cut-off date for e-voting, being Thursday; December 19, 2019.

The Board of Directors has appointed **Mr. P.K. Rai, Practicing Company Secretary as a Scrutinizer** to scrutinize the e-voting process in a fair and transparent manner.

The Scrutinizer shall within a period not exceeding three (3) working days hours from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and will make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the meeting.

The Results on resolutions shall be declared at or after the Annual General Meeting of the Company and the resolutions will be deemed to be passed on the Annual General Meeting date subject to receipt of the requisite number of votes in favour of the Resolutions.

The Results declared along with the Scrutinizer's Report(s) shall be communicated to BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) within 48 hours of conclusion of its General Meeting and will be available on the website of the Company, [www.sanwariaconsumer.com](http://www.sanwariaconsumer.com) and on exchange website.

II. Please note that the Members who have exercised their right to vote by electronic means shall not be eligible to vote by way of poll at the Meeting. If a Member casts vote by both the modes, then votes cast through e-voting shall prevail and voting at the Meeting will be treated invalid. The voting rights of the Members shall be in proportion to their shares of the paid-up Equity Share Capital of the Company as on the Cut-off date of December 19, 2019.

III. The poll process shall be conducted and report thereon will be prepared in accordance with Section 109 of the Companies Act, 2013 read with the relevant Rules. In such an event, votes cast under Poll taken together with the votes cast through e-voting shall be counted for the purpose of passing of resolution(s).





**ANNEXURE TO THE NOTICE OF ANNUAL GENERAL MEETING  
EXPLANATORY STATEMENT AS REQUIRED BY SECTION 102 OF THE COMPANIES ACT, 2013**

**Item No. 2**

Disclosure relating to a Director retiring by rotation pursuant to the provisions of the Act and Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations'):

Name	<b>Anil Agrawal</b>
Date of Birth	August 08, 1966
Date of Appointment	September 15, 2006
Qualifications	Post Graduate, CA
Experience in specific functional area	Finance, Taxation
Directorship held in other Companies	3 Companies
Particulars of Committees Chairmanship/ Membership in other Companies	NIL
No. of equity shares held in the Company	57999324
Disclosure of relationships between directors inter se	Brother of Directors i.e. Mr. Gulab Chand Agrawal, Mr. Ashok Agrawal & Mr. Satish Agrawal

All the Directors except for the Independent Directors are concerned or interested in the aforesaid resolution, financially or otherwise.

The Board Recommends the ordinary Resolution set out at Item No. 2 of the Notice for approval by the members of the Company.

**Item No. 3 To confirm the appointment of Statutory Auditor of the Company:**

To fill up a casual vacancy in the office of statutory Auditor, the board sorted out various proposals from the chartered accountants to conduct the statutory audit of the company. After the due analysis, board found appropriate to appoint M/s. Pramod K. Sharma & Co., Chartered Accountant, Bhopal (ICAI Registration No. FRN 007857C). So, Board has appointed the said firm to be statutory Auditor of the Company for Financial year 2019-20. However, pursuant to Section 139(8)(i) read with Companies (Audit and Auditors) Rules, 2014 casual vacancy in office of auditor due to resignation of the existing auditor shall be approved by the company within 3 months of the appointment of the Board at general meeting and the said auditor shall continue to hold office till the conclusion of the next Annual General Meeting at remuneration to be fixed by the Board of Directors of the Company. Therefore, to transact the business of appointment of statutory auditor of the Company and to fill up casual vacancy requires the approval of members by way of passing Ordinary Resolution.



A copy of Resignation letter by the existing Auditor as well as Eligibility letter from new Auditor are available for inspection of members

Board of Directors therefore, recommends the Special Resolution for approval of the members as set out in Item No.03 of this notice for the approval of members.

By order of the Board,  
**For Sanwaria Consumer Limited**  
**(Formerly known as Sanwaria Agro Oils Limited)**  
CIN: L15143MP1991PLC006395

Sd/-  
**Gulab Chand Agrawal**  
Chairman

**Registered Office:**  
Office Hall No.1, 1st Floor, Metro Walk, Bittan Market Bhopal-462016 (M.P.)

December 03, 2019.  
Bhopal (M.P.)





# Sanwaria Consumer Limited

(Formerly known as Sanwaria Agro Oils Limited)

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Phone: 0755-4294878; Fax: 0755-4295038;

Email: [compliance@sanwariaconsumer.com](mailto:compliance@sanwariaconsumer.com);

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

CIN: L15143MP1991PLC006395

## Attendance Slip

Members attending the Meeting in person or by Proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting venue.

Name of the Member(s) (In block letters).....

Name of the Proxy, if any (In block letters) .....

Folio No.	
No. of Shares	

I hereby record my presence at the 28<sup>th</sup> Annual General Meeting of the Company at Office Hall No.1, 1st Floor, Metro Walk, Bittan Market Bhopal-462016 (M.P.) on Thursday, 26<sup>th</sup> December, 2019 at 10.00 A.M.

Signature of the Shareholder or Proxy.....

- 1) Only members or the Proxy holder can attend the meeting.
- 2) Member/Proxy Holder should bring his/ her copy of Annual Report for reference at the meeting.



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## Form MGT-11

### Proxy form

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

Name of the member(s): .....
Registered address: .....
E-mail Id:.....Folio No/ Client Id: .....

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

1. Name:.....

Address:.....

Email Id:.....Signature:.....,.....or failing him/her.

2. Name:.....

Address:.....

Email Id:.....Signature:.....,.....or failing him/her.

as my/our proxy to attend and vote (on a poll) for me / us and on my/ our behalf at the 28<sup>th</sup> Annual General Meeting of the Company to be held at the Registered Office of the Company at Office Hall No.1, 1st Floor, Metro Walk, Bittan Market Bhopal-462016 (M.P.), on Thursday, 26<sup>th</sup> December, 2019 at 10.00 A.M. and at any adjournment thereof in respect of such resolutions as are indicated below:





	Description	For*	Abstain	Against*
1.	To adopt Financial Statements, etc. for the financial year ended 18-19.			
2.	To re-appoint Shri. Anil Agrawal as Director			
3.	<b>Special Resolution:</b> To confirm appoint of M/s. Pramod K. Sharma & Co., Chartered Accountant as the Statutory Auditors of the Company.			

Signed this ..... day of ..... 2019

Signature of Shareholder.....

Signature of Proxy.....

Affix
Revenue
Stamp

**Notes:**

- \*Please put a 'tick' in the Box in the appropriate column against the respective resolutions. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- A Proxy need not be a Member of the Company. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as proxy on behalf of not more than fifty Members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as proxy for any other Member.
- This form of Proxy, to be effective, should be deposited at the Registered Office of the Company at Office Hall No.1, 1st Floor, Metro Walk, Bittan Market Bhopal (M.P.)-462016 not later than FORTY-EIGHT HOURS before the commencement of the aforesaid meeting.





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## Registration of email address for future communication

Name of the Shareholder (s) (In Block Letters) -----  
-----

Registered Address -----  
-----

E-mail Id -----

Registered Folio No. -----

Signature -----





## AGM ROUTE MAP

**“KWALITY’S MOTEL SHIRAZ” - Service Rd, Board Office Square, No 6 Locality, Shivaji Nagar, Bhopal, Madhya Pradesh-462042**

