The background of the cover is a photograph of a sugarcane field, showing green stalks and leaves. Overlaid on the top half of the image are several thick, wavy, yellow lines that create a sense of movement and flow.

# *Parvati Sweetners & Power Limited*

**ANNUAL REPORT 2017-18**





# **PARVATI SWEETNERS AND POWER LIMITED**

CIN: U15421MP2011PLC027287



## ***7th ANNUAL REPORT 2017-18***





## **FORWARD LOOKING STATEMENT**

In this Annual Report, we have disclosed forward looking information to enable investors to comprehend our prospects and take investment decisions. This report and other statements – written and oral – that we periodically make contain forward looking statements that set out anticipated results based on the management's plans and assumptions. We have tried wherever possible to identify such statements by using words such as 'anticipate', 'estimate', 'expects', 'projects', 'intends', 'plans', 'believes', and words of similar substance in connection with any discussion of future performance. We cannot guarantee that these forward looking statements will be realized, although we believe we have been prudent in our assumptions. The achievements of results are subject to risks, uncertainties and even inaccurate assumptions. Should known or unknown risks or uncertainties materialize, or should underlying assumptions prove inaccurate, actual results could vary materially from those anticipated, estimated or projected. Readers should bear this in mind. We undertake no obligation to publicly update any forward looking statement, whether as a result of new information, future events or otherwise.





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The Company was incorporated on the **13<sup>th</sup> day of December, 2011** as “Parvati Sweetners and Power Private Limited”. The name of the Company has been changed from Parvati Sweetners and Power Private Limited to "Parvati Sweetners and Power Limited" vide fresh certificate of incorporation dated 24<sup>th</sup> January, 2012.

The company is a leading manufacturer of Sugar, and it's by products. The company has its registered office in Indore, Madhya Pradesh. The company has a Sugar plant of 2500TCD installed capacity, and it's by products manufacturing plant in Village Sankhini, Tehsil Bitarwar , Dist: Gwalior.

**STATUTORY AUDITORS :**

M/s Khare Pamecha & Co., Chartered Accountants, Bhopal

**SECRETARIAL AUDITORS :**

Piyush Bindal & Associates , Company Secretaries, Bhopal

**REGISTERED OFFICE :**

19/1, Naroli Arcade, First Floor, Manormaganj, Near Palasia Square, Indore. (MP) 452001

**Tel:** 0731-2495505,

**E-mail:** info@parvatisweetners.com,

**Website:** www.parvatisweetners.com

**REGISTRARS & SHARE TRANSFER AGENTS :** Link Intime India Pvt. Limited.

C-101, 247 Park, L. B. S. Marg, Vikhroli (West), Mumbai 400 083.

Tel No. : 91-22-49186000;

Fax: 91-22-49186060

Email- rnt.helpdesk@linkintime.co.in

CIN: U67190MH1999PTC118368

**FACTORY :**

Village Sankhini, Tehsil Bitarwar , Dist: Gwalior

**BANKERS :**

State Bank of India

Canara Bank

**SHARES LISTED AT :**

BSE Limited



## **CHAIRMAN'S MESSAGE**

**Parvati Sweeteners & Power Limited is in the business of making quality sugar we are one of leading producers of high quality sugar – consistently, maintaining a reputation for quality, integrity and professionalism in our organization and through strong relationships. Our organizational culture has a deep rooted understanding, that in order to improve the value for our stakeholders, we must strive for improvement, focus to grow and continue to grow, diversify, stay competitive and produce quality products.**

**Our patrons come first; identifying their needs and wants is the driving force that pulls us towards our eagerness to deliver, by continuously following on our company's vision "to be a leading producer and supplier of the highest quality sugar ". Keeping in line with our vision, we continue to improve operational efficiency, through technology and innovation, in anticipation of challenges that we may face in the years ahead.**

**Hand in hand we continue our journey forward in this competitive environment as we pave the way towards creating value for all our stakeholders and keeping our vision, mission and core values in place.**

**I take this opportunity to thank our shareholders, employees, financial institutions and all other stakeholders for their continued support and contribution.**

**Mehmood Khan  
Chairman**





## DETAIL OF BOARD OF DIRECTORS

### **Anis Khan,**

Additional Director

**Qualification:** B.E. Graduate

**Experience:** Mr. Anis Khan has wide knowledge in Production of Sugar industry.

### **Anupam Chouksey,**

Non-Executive Director

**Qualification:** B.E., M. Tech., M.B.A., Ph.D.

**Experience:** Mr. Anupam Chouksey has wide experience in Business Industry and also in leading the Educational Institutions imparting technical Knowledge. He has done his M.Tech and his technical proficiency in the Industry is unmatched. He has an extensive background in the field of setting up and running the LNCT Group of Colleges. Presently, he is also acting as a Secretary of the Group. He is the man of strong academic background and possesses sharp business acumen.

Mr. Anupam Chouksey has been on the Board of our Company since December 15, 2011 and efficiently handles the management/operations of our Company with his technical & managerial experience.

### **Ashok Kumar Rai,**

Independent Director

**Qualification:** B.E. , MBA, PH.D

**Experience:** Dr. Ashok Kumar Rai has a wide Experience and knowledge in running the Educational Institutions imparting technical knowledge. Presently, he is acting as O.S.D of LNCT Group of Colleges. Under his supervision, the group has seen the tremendous growth over the last few years. Dr. Rai has published various research papers on various diverse subjects named as- 'SWOT & Need Analysis of Tourism Industry in India- International Journal on Business Management & Research'.

He is also associated with 'Parvati Sweetners & Power Limited' in the capacity of 'Independent Director' and providing his professional leadership in streamlining business activities and outlining best governance practices.

### **Poonam Chouksey,**

Non-Executive Director

**Qualification:** B.Com, B.ED, MBA

**Experience:** Ms. Poonam Chouksey has an extensive background in the field of business and possesses rich experience in leading the Educational Institution imparting technical knowledge. Presently, She is acting as Chairperson of:

- H.K. Education Society
- Jai Narayan Shiksha Samiti
- L.N.C.T. Group of Colleges

She has been on the Board of our Company since February 24, 2012. She is a Visionary and her profound knowledge has played significant contribution in achieving success of our Company.



### **Mehmood Khan,**

Chairman Cum Executive Director

**Qualification:** B.SC

**Experience:** Shri Mehmood Khan had got wide experience of Business of about 37 years. Shri Mehmood Khan has an extensive background in the field of business and having wide experience. He possesses sharp business acumen. Under his stewardship, company has grown manifold. He is a man of wide and diversified experience and it is due to his efforts that the company has reached to this height.

He has developed good contacts with Government as well as private sector over a period of time. He is involved in RS/ENA//Ethanol and sugar business for last about 26 years. He has been managed the show successfully. Mr. Khan was set up a distillery in Gulbarga KARNATKA. One distillery on lease at Goa then company took a sugar plant in Nanded district. Now company is in process to set up a integrated sugar project in M.P.

### **Radhakrishna Deshraj,**

Additional cum Independent Director

**Qualification:** B.E. Graduate, LLB, MBA

**Experience:** Mr. Radhakrishna Deshraj has worked at MP State Electricity Board for 15 years and Adani Exports Ltd, Ahmedabad is now giving consultancy in entire Energy Management encompassing a circle of experienced persons and youngsters for the mix up the activities with enthusiasm. His major achievements are as follows:

1. Advisory role for setting up Power Exchange in India - He played a vital role in setting up first power exchange
2. Instrumental in first Co Gen power trade under Open Access regime - He ceaselessly worked with vishwanath Sugars Ltd., Bangalore to trade the power through Tata Power Trading Ltd. after resolving all regulatory issues. It was path breaking.
3. Instrumental of First CPP power-As per National Electricity Power policy - he is assimilating education to number of CPPs to harness surplus power.
4. Filing of petitions for tariff revision - He prepared all documents to sugar/ Bio Mass associations for many states on a commercial basis. He is presently working for Renewable power including solar.



**Ruchi Sogani,**

Independent Director

**Qualification:** Master of Business Administration, Bachelor of Business Administration

**Experience:** She had been associated with in the business development field as well as handling new project in companies like Dadhichi Consultants Pvt. Ltd. & Shriram HR Management Services.

**Vijai Singh Bharaktiya,**

Additional cum Independent Director

**Qualification:** B.Com

**Experience:** For 2007- 2017 :- Became Professional Director on the board of Sai Kripa Sugar Mills Pvt. Ltd. and Director of Sudama Technology Pvt. Ltd., Indore, Also working as CEO (agricultural division), M/s Great Galleon Pvt. Ltd., Indore. As Professional Director of Sai Kripa Sugar Mills Pvt. Ltd., Indore signed MOU for setting the sugar Prepared feasibility report and acquired all necessary licenses and santions from the Govt., contacted the consultants for preparing DPR and submission of set up of the production unit. Become the Director of Sudama Technology Pvt. Ltd., Indore and CEO (agricultural division) M/S. Great Galleon Pvt. Ltd., Indore, and Chalked out the ambitios project on Biodiesel and applied for 50000 hectare of non-forest wasteland in Indore division, M.P. and signed MOU with Govt. of M.P. in Global Investors.









# MANAGEMENT DISCUSSION & ANALYSIS

## **INDUSTRY STRUCTURE AND DEVELOPMENT**

### **Indian Sugar Industry Overview:**

The Indian sugar industry plays a leading role in the global sugar market, the world's second largest producer after Brazil and producing nearly 15% and 25% of global sugar and sugarcane respectively. The sugar industry encompasses 550 operating sugar mills, 309 distilleries and 180 cogeneration plants as well as numerous downstream pulp, paper and chemical making units supported by four leading sugarcane research institutions, 22 state sugarcane research stations, world-class sugar machinery manufacturers, suppliers and technical experts.

The Indian sugar industry is the second largest agro-based industry in India and contributes significantly to the socio-economic development of rural population. It supports 50 million farmers and their families, providing direct employment to over 0.5 million skilled and semi-skilled persons in sugar mills and integrated industries.

India's sugar production rose to 31.05 million tonnes till 30<sup>th</sup> April, 2018 in the current sugar season following higher cane yield, acreage, monsoons and water levels compared to the last year. The sugar output for the current season is being pegged at 32 million tonnes as against 20.3 million tonnes in the previous season.

### **Production and consumption trends India:**

Production levels are forecast to rebound 60% to reach 32.0 million tonnes following increased sowing area and higher yields in Maharashtra, Uttar Pradesh and Karnataka. Stocks are expected to be more than sufficient to meet more than India's three-month consumption requirement prior to the start of the next season's harvest.

### **Government initiatives**

During the year for the sugar industry

**FRP :** The FRP for 2017-18 was fixed at B255 per quintal linked to a basic recovery of 9.5% subject to a premium of B2.68 per quintal for every 0.1 percentage point increase above that level.

**Import duty:** The Central Government doubled the import duty on sugar to 100% to protect the domestic market from cheap imports.



**Stockholding limit:** The Government imposed a reverse stock holding limit on producers of sugar for February and March 2018.

**Export incentive:** The Government fully withdrew the customs duty on export of sugar to encourage the country's sugar industry to start explore export possibilities.

**MIEQ Scheme:** In view of the inventory with the sugar industry and to facilitate the achievement of financial liquidity, announced a mill-wise Minimum Indicative Export Quotas (MIEQ) totaling 2 million tonnes, for the sugar season 2017-18.

**DFIA Scheme:** To facilitate and incentivize export of surplus sugar by India's sugar mills, the government allowed a Duty Free Import Authorisation (DFIA) Scheme with respect to sugar.

**Financial assistance:** In order to help sugar mills clear farmer cane dues, the Government has decided to provide financial assistance @ INR 5.50 per quintal of cane crushed in sugar season 2017-18 to sugar mills to offset their cost of cane. The assistance shall be paid directly to farmers on behalf of the mills and be adjusted against the cane price payable due to farmers against a Fair and Remunerative Price (FRP), including arrears, relating to the previous years, if any.





## SEGMENT-WISE PERFORMANCE

### Overview

Parvati Sweeteners And Power Limited is the leading sugar manufacturing company in India. The company has a Sugar plant of 2500 TCD installed capacity, and its by-products manufacturing plant in Village Sankhini, Tehsil Bitarwar, Dist: Gwalior.

### Road ahead

The Company will continue to optimize energy use and enhance process efficiencies.

## SCOT ANALYSIS

### STRENGTHS

- The Indian sugar industry is the world's second largest producer after Brazil and India the largest sugar consumer.
- The Indian sugar industry provides employment to a large farmer base and supports downstream industries.
- The sector sustains the livelihood of over 6 million agricultural and 0.5 million skilled and semi-skilled industrial worker families.
- The sector covers more than 5 million hectares of gross cultivable land area in the country.
- The sector is the focal point of rural socio-economic development Challenges.

### CHALLENGES

- The cost of the principal raw material i.e. sugarcane is controlled by the government.
- Most sugar factories are 40+ years old with low installed capacities.
- Most small capacity/standalone sugar factories in India struggle to pay farmers for cane on time.
- Most sugar factories suffer from technological obsolescence.

### OPPORTUNITIES

- The by-products of the sugar industry enjoy attractive realizations.
- Technology upgradation and advanced technologies are available for effective by-products utilization.
- The widening use of new cane varieties should lend a boost to the industry.
- Lower per capita sugar consumption leaves adequate headroom for the industry to grow sustainably.



## THREATS

- There is declining ground water availability for irrigation
- Weakening soil quality through prolonged fertilizer and pesticide use is a threat
- High input costs make the industry uncompetitive
- Unstable long term government policies at centre and state level

## INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The internal controls are commensurate with the size and the nature of the operations of the Company. These controls have been designed to provide a reasonable assurance with regard to maintaining proper accounting controls, monitoring of operations, safeguarding of resources and utilising them to the maximum, promoting operational efficiency, compliances with applicable regulations and ensuring reliability of financial reporting. In addition, there is an internal audit process that reviews the in-system checks and regularly covers significant operational areas.

The Audit Reports, submitted by the Internal Auditors, are reviewed by the Audit committee. Any suggestion for improvements submitted to the Committee are considered and the implementation of corrective actions, wherever required, is followed up. Statutory and Internal Auditors are also invited to the Audit Committee meetings to ascertain their views on the adequacy of internal control systems. Periodically, the Board of Directors is informed of the same.

## HUMAN RESOURCES

The focal point of the Company's human resource policy was continuous learning; the policy was progressively geared to meet the aspirations of employees. To enhance efficiency, competence and motivation, the Company organized training programmes. This resulted in the effective retention of employees and enhanced loyalty. To attract and retain the best available talent, the Company was committed to provide equal employment opportunities and the best working conditions.



## **NOTICE**

**NOTICE is hereby given that the 7<sup>th</sup> Annual General Meeting of the Members of Parvati Sweetners and Power Limited will be held on Saturday the , 29<sup>th</sup> day of September, 2018 at 12:30 P.M. at Lord Krishna College of Technology Rau-Pithampur By-pass road Opp.STI (I) Ltd. Indore (MP) - 452003**

### **ORDINARY BUSINESS**

1. To receive, consider and adopt the audited financial statements of the Company and the Reports of the Board of Directors and Auditors of the Company for the financial year ended March 31, 2018;
2. To appoint a Director in place of Mr. Anupam Chouksey, who retires by rotation and is eligible for re-appointment;
3. To ratify the appointment of M/s. Khare Pamecha & Co. as Statutory Auditors and fix their remuneration and for that purpose to pass with or without modification(s), the following as an

#### **ORDINARY RESOLUTION:**

**“RESOLVED THAT** pursuant to the provisions of Section 139 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, M/s Khare Pamecha & Co. Chartered Accountants, (ICAI Firm Registration No. 06067c), on the recommendation of Audit Committee and the Board, the Company hereby appointed M/s. Khare Pamecha & Co, Chartered Accountants, (ICAI Firm Registration No. 06067c) as auditors of the Company, to hold office from the conclusion of the 7<sup>th</sup> Annual General Meeting till the conclusion of 12<sup>th</sup> AGM of the Company to be held in the year 2023 for examining and auditing the accounts of the Company at a remuneration as may be decided by the Board of Directors.

### **SPECIAL BUSINESS**

4. **REGULARIZATION OF ADDITIONAL DIRECTOR, MR. ANIS KHAN, BY APPOINTING HIM AS DIRECTOR OF THE COMPANY.**

To consider and, if thought fit, to pass with or without modification(s), the following as an **ORDINARY RESOLUTION:**

**“RESOLVED THAT** pursuant to the provisions of Section 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any





statutory modification(s) or re-enactment thereof for the time being in force), Mr. Anis Khan (DIN 02308572), who was appointed as an Additional Director of the Company by the Board of Directors as per Section 161(1) of the Companies Act, 2013 and who holds office only upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director; be and is hereby appointed as Non-Executive Director of the Company, whose office is liable to retire by rotation.”

**RESOLVED FURTHER THAT** Mrs. Poonam Chouksey, Director of the company be and is hereby authorized to file necessary Form DIR-12 and other documents with the Registrar of Companies and further to do all such acts, deeds and things and execute such other documents as may be necessary for the purpose of giving effect to this resolution.”

**5. REGULARISATION OF ADDITIONAL DIRECTOR, MR. VIJAI SINGH BHARAKTIYA, BY APPOINTING HIM AS DIRECTOR OF THE COMPANY.**

To consider and, if thought fit, to pass with or without modification(s), the following as an **ORDINARY RESOLUTION:**

“**RESOLVED THAT** Mr. Vijai Singh Bharaktiya (DIN: 00017285), who was appointed as an Additional Director (in the category of Independent director) of the Company by the Board of Directors with effect from 22.01.2018, in terms of Section 161(1) of the Companies Act, 2013 and whose term of office expires at this Annual General Meeting of the Company, is eligible for reappointment and having furnished a declaration under Section 149(7) and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director; be and is hereby appointed as an Independent Director of the Company for the period of 5 (five) years with effect from the conclusion of ensuing Annual General Meeting, and during such period, shall not be liable to retire by rotation.”

**RESOLVED FURTHER THAT** Ms. Poonam Chouksey, Director of the company be and is hereby authorized to file necessary Form DIR-12 and other documents with the Registrar of Companies and further to do all such acts, deeds and things and execute such other documents as may be necessary for the purpose of giving effect to this resolution.”

**6. REGULARISATION OF ADDITIONAL DIRECTOR, MR. RADHAKRISHNA DESHRAJU, BY APPOINTING HIM AS DIRECTOR OF THE COMPANY.**

To consider and, if thought fit, to pass with or without modification(s), the following as an **ORDINARY RESOLUTION:**



**“RESOLVED THAT** Mr. Radhakrishna Deshraj (DIN: 02786533), who was appointed as an Additional Director (in the category of Independent director) of the Company by the Board of Directors with effect from 22.01.2018, in terms of Section 161(1) of the Companies Act, 2013 and whose term of office expires at this Annual General Meeting of the Company, is eligible for reappointment and having furnished a declaration under Section 149(7) and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for the period of 5 (five) years from the conclusion of ensuing Annual General Meeting and during such period, shall not be liable to retire by rotation.”

**RESOLVED FURTHER THAT** Mrs. Poonam Chouksey, Director of the company be and is hereby authorized to file necessary Form DIR-12 and other documents with the Registrar of Companies and further to do all such acts, deeds and things and execute such other documents as may be necessary for the purpose of giving effect to this resolution.”

**7. TO CONSIDER & APPROVE CHARGING OF FEES FROM MEMBERS ON SERVING OF ANY DOCUMENTS.**

To consider and if thought fit, to pass with or without modification, the following as an **ORDINARY RESOLUTION.**

**“RESOLVED THAT** pursuant to the provisions of Section 20 of the Companies Act, 2013 and relevant rules framed there under and other applicable provisions, if any, a document may be served on any member by the Company by sending it to him/her by post, by registered post, by speed post, by electronic mode, or any other modes as may be prescribed, and the consent of the members be and is hereby accorded to charge from the member such fees in advance, equivalent to estimated actual expenses of delivery of the documents delivered through registered post or speed post or by courier service or such other mode of delivery of documents pursuant to any request by the shareholder for delivery of documents, through a particular mode of service mentioned above, provided that such request along with requisite fees has been duly received by the Company at least 10 days in advance for/of the dispatch of documents by the Company to the shareholder;

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution the Board of Directors or Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary, proper or desirable to give effect to the resolution.”

**8. TO CONSIDER & APPROVE THE APPOINTMENT OF & PAYMENT OF REMUNERATION TO MS. POONAM CHOUKSEY (DIN: 02110270) AS THE MANAGING DIRECTOR OF THE COMPANY.**

To consider and if thought fit, to pass with or without modification, the following as an **ORDINARY RESOLUTION:**



**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the relevant provisions of the Articles of Association of the Company and all applicable guidelines and subject to such other approvals, as may be necessary, consent of the Members be and is hereby accorded to the appointment of Ms. Poonam Chouksey (**DIN: 02110270**) as the Managing Director of the Company for a period of 5 years and upon the following terms and conditions including remuneration with further liberty to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee constituted / to be constituted by the Board) from time to time to alter the said terms and conditions of appointment and remuneration (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year) to Ms. Poonam Chouksey in the best interests and in accordance with the policy of the company and as may be permissible at law.

**FURTHER RESOLVED THAT** the approval of the members of the Company be and is hereby accorded for payment to Ms. Poonam Chouksey (**DIN: 02110270**), Managing Director, such remuneration as permitted under Section II of Schedule V to the Companies Act, 2013 (as set out below and reproduced in the Explanatory Statement), as remuneration i.e. 84 Lakhs in case the Company has no profits or the profits of the Company are inadequate.

(1)	(2)
Where the effective capital is	Limit of yearly remuneration payable shall not exceed (Rupees)
i. Negative or Less than 5 Crores	60 Lakhs
ii. 5 Crore & above but less than 100 Crores	84 Lakhs
iii. 100 Crores & above but less than 250 Crores	120 Lakhs
iv. 250 Crores & above	120 Lakhs plus 0.01% of the effective capital in excess of 250 Crores.

**RESOLVED FURTHER THAT** any Director of the Company be and is hereby authorised to take such steps as may be necessary in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and to do all such acts, deeds, matters and things as may be deemed necessary, proper, expedient or incidental for giving effect to this resolution.”

**9. TO CONSIDER & APPROVE SHIFTING OF REGISTERED OFFICE OF COMPANY WITHIN SAME STATE FROM CITY OF INDORE (MP) TO CITY OF BHOPAL (MP).**

To consider and if thought fit, to pass with or without modification, the following as an **SPECIAL RESOLUTION**





**“RESOLVED THAT** Pursuant to Provisions of section 12 and any other provisions of the Companies Act, 2013 or any other regulations, if any, the Registered office of the company be and is hereby shifted from its present location at 19/1, Naroli Arcade, First Floor, Manorama Ganj Near Palasia Square Indore. (MP) 452001 to New location at Hall No. 2, Gomantika Parisar, Shopping Complex, Jawahar Chowk, Bhopal-462003.”

**“RESOLVED FURTHER THAT** Ms. Poonam Chouksey, Director of the Company, be and is hereby authorized to sign, execute any deeds, documents and file with the Registrar of Companies, the required e-forms, and any other statutory body or if required verification of the situation of the registered office of the company.”

**10. TO CONSIDER & APPROVE CHANGE IN DESIGNATION OF MR. ANUPAM CHOUKSEY FROM NON-EXECUTIVE DIRECTOR TO EXECUTIVE DIRECTOR OF THE COMPANY.**

To consider and if thought fit, to pass with or without modification, the following as an **SPECIAL RESOLUTION**

**“RESOLVED THAT** pursuant to the provisions of Articles of Association of the Company read with Section 152, 196 & 197 of the Companies Act 2013 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and rules & regulations made there under, approval of the members of the company be and is hereby accorded to the change in designation of Mr. Anupam Chouksey from Non-Executive Director to Executive Director of the company and shall be liable to retire by rotation of Directors.

**RESOLVED FURTHER THAT** the consent of the members be and is hereby accorded for payment of remuneration to Mr. Anupam Chouksey as may be decided by the Board of Directors.

**RESOLVED FURTHER THAT** Ms. Poonam Chouksey, Director of the company be and is hereby authorized to file necessary Form DIR-12 and other documents with the Registrar of Companies and further to do all such acts, deeds and things and execute such other documents as may be necessary for the purpose of giving effect to this resolution.”

**Date: August 13, 2018**  
**Place: Indore**

**By order of the Board**  
**For Parvati Sweetners & Power Limited**

**Sd/-**  
**Poonam Chouksey**  
**Director**  
**DIN-02110270**



**NOTES:**

- a. A member entitled to attend and vote at the meeting is entitled to appoint a proxy, to attend and vote instead of himself/herself and that a proxy need not be a member of the company. A person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the company carrying voting rights, then, such proxy shall not act as a proxy for any other person or shareholder. Proxies, in order to be effective must be received at the Company's Registered Office at 19/1, Naroli Arcade, First Floor, Manormaganj, Near Palasia Square, Indore-452001 (MP) not less than 48 hours before the commencement of the AGM
- b. The information required to be provided under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings, regarding the Directors whose appointment/re- appointment/variation in the terms of appointment are proposed and the relevant information in respect of the business as set out below are annexed hereto.
- c. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send a certified copy of the Board Resolution to the Company authorising their representative to attend and vote on their behalf at the Meeting.
- d. Members/proxies are requested to bring their attendance slip duly completed along with their copy of the Annual Report to the Meeting.
- e. In case of Joint Shareholders attending the Meeting, only such joint shareholder who is higher in the order of names, will be entitled to vote at the meeting.
- f. Members are requested to furnish bank details, Email address, change of address etc. to Link Intime India Pvt. Ltd, at C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai -400083, who is the Company's Registrar and Share Transfer Agent in order to take note of the same. In respect of members holding shares in electronic mode, the details to be furnished by the Depositories as at the close of the aforesaid date will be considered by the Company. Hence, Members holding shares in demat mode should update their records at the earliest.
- g. In order to receive copies of Annual Reports and other communication through e-mail, Members are requested to register their e-mail addresses with the Company by sending an e-mail to [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)
- h. Pursuant to Section 125 of the Companies Act, 2013, the Company does not have any unclaimed or unpaid dividends liable to be transferred to the Investors Education and Protection Fund.
- i. Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of Companies Act, 2013 and Register of Contracts or Arrangements



in which directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.

- j. All documents referred to in the accompanying Notice and the Explanatory Statement are open for inspection at the Registered office of the Company on all working days between 11.00 A.M. and 01.00 P.M. up to the date of the Annual General Meeting.
- k. Investor Grievance Redressal: The Company has designated an exclusive e-mail ID viz. info@parvatisweetners.com enable the Investors to register their complaints, if any.
- l. 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 their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Registrar and Transfer Agent/Company.
- m. The relevant Statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of the special business under item nos. 5 to 13 of the accompanying notice is annexed hereto. Explanatory Statement is also furnished voluntarily as annexure to this notice.
- n. A route map showing directions to reach the venue of the AGM is given at the end of this Notice as per the requirement of the Secretarial Standards-2 on "General Meetings".
- o. The procedure and instructions for voting through electronic means are as follows:**
  - I. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - ii. Click on Shareholders.
  - iii. Click on Shareholders.
    - For CDSL: 16 digits beneficiary ID,
    - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    - Members holding shares in Physical Form should enter Folio Number registered with the Company
  - iv. Next enter the Image verification as displayed and Click on Login.
  - v. If you are holding shares in De-mat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
  - vi. If you are a first time user follow the steps given below:





## **For Members holding shares in Demat Form and Physical Form**

### **PAN**

Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both Demat shareholders as well as physical shareholders)

Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field.

In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters.

Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.

### **Dividend Bank Details or Date of Birth (DOB)DOB**

Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.

If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (ii)

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



- xiii. After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote
- xiv. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xv. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- xvi. If Demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xvii. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile

**xviii. Note for Non - Individual Shareholders and Custodians.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporate.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.



## **SECTION B - OTHER INSTRUCTIONS RELATED TO REMOTE E-VOTING :-**

- i. In Compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and pursuant to the provisions of Section 108 of the Act, read with rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide e-voting facility to all its members, to enable them to cast their votes electronically. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) for the purpose of providing e-voting facility to all its members.
- ii. Members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right to vote at the time of annual general meeting, either through electronic voting system or polling paper, as may be decided by Chairman of the meeting. The members who have cast their vote through remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
- iii. The e-voting period commences on September 26, 2018 (09:00 AM). IST) and ends on September 28, 2018 (05:00 PM). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. September 21, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, he / she shall not be allowed to change it subsequently or cast their vote again.
- iv. The voting rights of shareholders shall be in proportion to the shares held by them in the paid up equity share capital of the Company as on the cut-off date (i.e. 21<sup>st</sup> September, 2018). As per Explanation (ii) of Rule 20 of the Companies (Management and Administration) Rules, 2014, '**cut-off date**' means a date not earlier than 7 days before the date of general meeting.
- v. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and is holding shares as on the cut-off date, may follow the procedures and instruction mentioned above for remote e-voting. However, if the members are already registered with CDSL for remote e-voting then they can use their existing user ID and password for casting their vote. In case members have any queries or issues regarding e-Voting, they may refer to the Frequently Asked Questions ("FAQs") and e-Voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
- vi. CS Piyush Bindal, Practising Company Secretary, Proprietor of M/s Piyush Bindal & Associates (M. No.: FCS 6749; CP No: 7442) S-12, 2<sup>nd</sup> Floor, Gurukripa Plaza, Zone -II, M.P. Nagar, Bhopal - 462011 ) has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.





- vii. The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, first count the votes casted at the meeting, thereafter unblock the votes c a s t e d through remote e-voting in the presence of at least two witnesses who are not in employment of the Company and make a consolidated scrutinizer's report of the total votes cast in favour or against, if any to the Chairman or a person authorized by him in writing who shall countersign the same. The results declared along with the Scrutinizer's Report shall be placed on the Company's website and on website of CDSL e-Voting [www.evotingindia.com](http://www.evotingindia.com) within forty eight hours of the conclusion of the Annual General Meeting of the Company and will also be communicated to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.
- viii. You can also update your mobile number and e-mail ID in the user profile details of the folio which may be used for sending communication(s) regarding CDSL e-Voting system in future. The same may be used in case the Member forgets the password and the same needs to be reset.
10. Electronic copy of the Annual Report 2017-18 is being sent to all the members whose email-addresses are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a physical copy of the same. For members who have not registered their email addresses, physical copies of the Annual Report 2017-18 is being sent in the permitted mode. Members may also note that the notice of the 7<sup>TH</sup> Annual General Meeting and Annual Report for 2017-18 will also be available on the company's website for their download. The physical copies of the aforesaid documents will also be available at the registered office of the company on all working days between 11.00 a.m. to 1.00 p.m.
11. **Transfer of Unclaimed/Unpaid amounts to the Investor Education and Protection Fund (IEPF):** The provisions of Section 125(2) of the Act do not apply as there was no dividend available for transfer to the Investor Education and Protection Fund (IEPF).



## **(Explanatory Statement pursuant to section 102(1) of the Companies Act, 2013)**

### **Item No. 4**

In accordance with the provisions of Section 152 of the Companies Act, 2013, appointment of Director requires approval of members. Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors have proposed that Mr. Anis Khan (DIN: 02308572) be appointed as Non-Executive Director on the Board, whose office is liable to retire by rotation.

The appointment of Mr. Anis Khan (DIN: 02308572) shall be effective upon approval by the members in the Meeting.

The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. Anis Khan (DIN: 02308572) for the office of Director of the Company. **Mr. Anis Khan (DIN: 02308572)** is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

### **Item No. 5**

On the recommendation of the Nomination & Remuneration Committee, Mr. Vijai Singh Bharaktiya (DIN: 00017285) was appointed as an Additional Director (in the category of Independent Director) of the Company with effect from January 22, 2018. In terms of Section 161(1) of the Companies Act, 2013, Mr. Vijai Singh Bharaktiya (DIN: 00017285) holds office as Additional Director up to the date of this Annual General Meeting. The Company has received a notice in writing from the Director along with deposit of requisite amount under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director of the Company. In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Mr. Vijai Singh Bharaktiya (DIN: 00017285) is proposed to be appointed as an Independent Director up to January 23, 2023, for a period of 5 years from the date of his appointment. Pursuant to the provisions of the Companies Act, 2013 and Reg. 25(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR Regulations), he is eligible for re-appointment after January 23, 2023.

In the opinion of the Board, Mr. Vijai Singh Bharaktiya (DIN: 00017285) fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder and SEBI (LODR) Regulations, 2015 for his appointment as an Independent Director of the Company and is independent of the management. The copy of the letter of appointment of Mr. Vijai Singh Bharaktiya (DIN: 00017285) as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company on all working days between 11.00 a.m. and 1.00 p.m. up to the date of the Annual General Meeting.

The Board consider that his association would be of immense benefit to the Company and it is desirable to avail services of Mr. Vijai Singh Bharaktiya (DIN: 00017285) as an Independent Director. Accordingly the Board recommends the resolution in relation to appointment of Mr. Vijai Singh Bharaktiya (DIN: 00017285) as an Independent Director, for the approval by the shareholders of the Company.



Except Mr. Vijai Singh Bharaktiya (DIN: 00017285), being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, in the resolution set out at Item No. 5 as an ordinary resolution.

**Item No.: 6**

On the recommendation of the Nomination & Remuneration Committee, Radhakrishna Deshraj (DIN: 02786533) was appointed as an Additional Director (in the category of Independent Director) of the Company with effect from January 22, 2018. In terms of Section 161(1) of the Companies Act, 2013, Radhakrishna Deshraj (DIN: 02786533) holds office as Additional Director up to the date of this Annual General Meeting. The Company has received a notice in writing from the Director along with deposit of requisite amount under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director of the Company. In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Mr. Radhakrishna Deshraj (DIN: 02786533) is proposed to be appointed as an Independent Director up to January 23, 2023, for a period of 5 years from the date of his appointment. Pursuant to the provisions of the Companies Act, 2013 and Reg. 25(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR Regulations), he is eligible for re-appointment after January 23, 2023.

In the opinion of the Board, Radhakrishna Deshraj (DIN: 02786533) fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder and SEBI (LODR) Regulations, 2015 for his appointment as an Independent Director of the Company and is independent of the management. The copy of the letter of appointment of Radhakrishna Deshraj (DIN: 02786533) as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company on all working days between 11.00 a.m. and 1.00 p.m. up to the date of the Annual General Meeting.

The Board consider that his association would be of immense benefit to the Company and it is desirable to avail services of Mr. Radhakrishna Deshraj (DIN: 02786533) as an Independent Director. Accordingly the Board recommends the resolution in relation to appointment of Mr. Radhakrishna Deshraj (DIN: 02786533) as an Independent Director, for the approval by the shareholders of the Company.

Except Mr. Radhakrishna Deshraj (DIN: 02786533), being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, in the resolution set out at Item No. 6 as an ordinary resolution.

**Item No. 7**

As per the provisions of Section 20 of the Companies Act, 2013 a document may be served on any member by sending it to him by Post or by Registered post or by Speed post or by Courier or by delivering at his office address or by such electronic or other mode as may be prescribed. It further provides that a member can request for delivery of any document to him through a particular mode for which he shall pay such fees as may be determined by the Company in its General Meeting.

Therefore, to enable the members to avail this facility, it is necessary for the Company to determine





the fees to be charged for delivery of a document in a particular mode, as mentioned in the resolution.

Since the Companies Act, 2013 requires the fees to be determined in the General Meeting, the Directors accordingly commend the Ordinary Resolution at item no.7 of the accompanying notice, for the approval of the members of the Company.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 7

### **Item No. 8**

The members are apprised that Mrs. Poonam Chouksey who was appointed as Director of the Company w.e.f. 24th February, 2012. Now based on the recommendation of the Nomination and Remuneration Committee, Mrs. Poonam is proposed to be appointed as the Managing Director of the Company. Mrs. Poonam Chouksey has a rich experience in the Business Management, Sugar Industry & its operational aspects.

Further, the financial performance of the Company in the financial year ended 31 March, 2018 did not meet expectations and it is possible that the Company will also have inadequate profits in the financial year 2018-19

Under Section 197 of the Companies Act, 2013, if in any financial year a company has no profits or its profits are inadequate, payment of remuneration to its directors including any managing or whole time director (exclusive of sitting fees payable to directors) may be made only in accordance with the provisions of Schedule V. Section II of Schedule V to the Companies Act, 2013 provides that where in any financial year during the currency of tenure of a managerial person, a company has no profits or its profits are inadequate, it may without Central Government approval, pay remuneration to the managerial person not exceeding the limits set out below:

(1)	(2)
Where the effective capital is	Limit of yearly remuneration payable shall not exceed (Rupees)
i. Negative or Less than 5 Crores	60 Lakhs
ii. 5 Crore & above but less than 100 Crores	84 Lakhs
iii. 100 Crores & above but less than 250 Crores	120 Lakhs
iv. 250 Crores & above	120 Lakhs plus 0.01% of the effective capital in excess of 250 Crores.

Hence, consent of members is sought for payment of remuneration to Ms. Poonam Chouksey as may be decided by Board of Directors but not exceeding 84 Lakhs in case of no profits or its profits are inadequate.

The management of the Company believes that the remuneration proposed for payment to Ms. Poonam Chouksey is justified in terms of her role and contribution within the Company.



Accordingly, the Board recommends the resolution set forth in item no. 8, for the approval by the members of the Company by way of Ordinary Resolution.

None of the Directors, Key Managerial Personnel and their relatives other than Mrs. Poonam Chouksey and her relatives are, in any way, concerned or interested in the said resolutions.

#### **Item No. 9**

As per Provision of section 12 of the Companies Act, 2013 relating to be procedure to be followed for, shifting of registered office of Company outside the local limits of any city or town requires approval of the members by Special Resolution.

The Registered office of the Company is presently situated in at 19/1, Naroli Arcade, First Floor, Manorama Ganj Near Palasia Square Indore. (MP) 452001, Now the Board of Directors of the company has decided that the registered office of the Company is to be shifted to Hall No. 2, Gomantika Parisar, Shopping Complex, Jawahar Chowk, Bhopal-462003, a place outside the local limits of the town where the company's registered office is presently situated but which is situated within the same State, with a view to improve operational efficiency, the Board of Directors Considered and subject to approval of members, approved the proposal of shifting registered office to Hall No. 2, Gomantika Parisar, Shopping Complex, Jawahar Chowk, Bhopal-462003."

The Board recommends the proposed special resolution to the members of the Company for their consideration and approval.

None of the Directors and the Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution of item No. 9

#### **Item No. 10**

The members are apprised that Mr. Anupam Chouksey who was appointed as Non-Executive Director of the Company w.e.f. 15th December, 2011 has shown his willingness to act as Executive Director of the company. After considering vast experience of Mr. Anupam Chouksey in the field of Sugar Industry, general management and operational aspects of the company, has decided to avail the expertise of Mr. Anupam Chouksey on regular basis. Hence, the committee & the Board has proposed to appoint him as Executive Director on such other terms and conditions as deemed fit by the Board. The approval of the Shareholders of the company by way of Special Resolution passed in the General Meeting as per provisions of section 152, 196, 197 and other applicable provisions, if any, of the Companies Act, 2013. Based on the recommendation of the Nomination & Remuneration Committee & the Board, the matter is recommended to the shareholders for their approval for change in designation of Mr. Anupam Chouksey from Non-Executive Director to Executive Director of the company on such other terms and conditions as deems fit by the Board.

None of the Directors and/or Key Managerial personnel of the company and their relatives, except Mr. Anupam Chouksey and their relatives, are in any way concerned or interested in the proposed appointment of Mr. Anupam Chouksey as Executive Director of the company. The Directors recommend the aforesaid resolution for the approval by the members as Special Resolution



**PARVATI SWEETNERS AND POWER LIMITED**

**CIN: U15421MP2011PLC027287**

**Registered Office: 19/1, Naroli Arcade, First Floor, Manorama Ganj Near Palasia Square  
Indore (MP)**

**Website: www.parvatisweetners.com E-mail: info@parvatisweetners.com**

**Attendance Slip  
(To be presented at the entrance)**

**Shareholders 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 hall.**

**I hereby record my presence at the SEVENTH ANNUAL GENERAL MEETING of the Company at Lord Krishna College of Technology Rau-Pithampur By-pass road Opp. STI (I) Ltd. Indore (MP) - 452003, at 12:30 P.M. on Saturday, the September 29, 2018.**

.....  
**Full name of the Shareholder  
(In block capitals)**

.....  
**Signature**

**Folio No. .... /DP ID No.\* .....& Client ID No.\***

.....  
**\* Applicable for members holding shares in electronic form.**

.....  
**Full name of Proxy  
(In block capitals)**

.....  
**Signature**

**NOTE: Shareholder/Proxy holder desiring to attend the meeting should bring his copy of the Annual Report for reference at the meeting**







**PARVATI SWEETNERS AND POWER LIMITED**

**CIN: U15421MP2011PLC027287**

**Registered Office: 19/1, Naroli Arcade, First Floor, Manorama Ganj Near Palasia Square  
Indore (MP)**

**Website: www.parvatisweetners.com E-mail: info@parvatisweetners.com**

**PROXY FORM**

**[Pursuant to Section 105(6) of the Companies Act, 2013 read along with Rule 19(3) of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]**

**Name of the Member(s): .....**

**Registered address: .....**

**E-mail Id: .....**

**Folio No.: .....DP Id No.\* ..... Client Id No.\* .....**

**\* Applicable for investors holding shares in electronic form.**

**I / We, being the Member(s) holding ..... Shares of Parvati  
Sweetners & Power Limited, hereby appoint:**

**1. Name: .....E-mail Id: .....  
Address: .....  
Signature: .....or failing him/her**

**2. Name: .....E-mail Id: .....  
Address: .....  
Signature: .....or failing him/her**

**3. Name: .....E-mail Id: .....  
Address: .....  
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 SEVENTH Annual General Meeting of the Company to be held Lord Krishna College of Technology Rau-Pithampur By-pass road Opp. STI (I) Ltd. Indore (MP) - 452003, at 12:30 PM. on Saturday, the September 29, 2018 and at any adjournment thereof in respect of such resolutions as are indicated hereinafter:

Description of Resolution	Type of Resolution	For	Against
1. To receive, consider and adopt the audited financial statements of the Company and the Reports of the Board of Directors and Auditors of the Company for the financial year ended March 31, 2018	Ordinary		
2. To appoint a Director in place of Mr. Anupam Chouksey, who retires by rotation and is eligible for re-appointment	Ordinary		
3. To ratify the appointment of M/s. Khare Pamecha & Co. as Statutory Auditors and fix their remuneration and for that purpose to pass with or without modification(s)	Ordinary		
4. Regularization Of Additional Director, Mr. Anis Khan, by appointing him as director of the Company.	Ordinary		
5. Regularization Of Additional Director, Mr. Vijai Singh Bharaktiya, by appointing him as director of the Company.	Ordinary		
6. Regularization of Mr. Radhakrishna Deshraj as Director of the Company.	Ordinary		
7. To consider & approve charging of Fees from Members on serving of any documents.	Ordinary		
8. To consider & approve the appointment of & payment of remuneration to Mrs. Poonam Chouksey (DIN: 02110270) as the Managing Director of the Company.	Ordinary		
9. To consider & approve Shifting of Registered Office of Company within same State from city of Indore (MP) to city of Bhopal (MP).	Special		
10. To consider & approve change in Designation of Mr. Anupam Chouksey from Non-Executive Director to Executive Director of the Company.	Special		





Affix  
Revenue  
Stamp

Signed this ..... day of ..... 2018

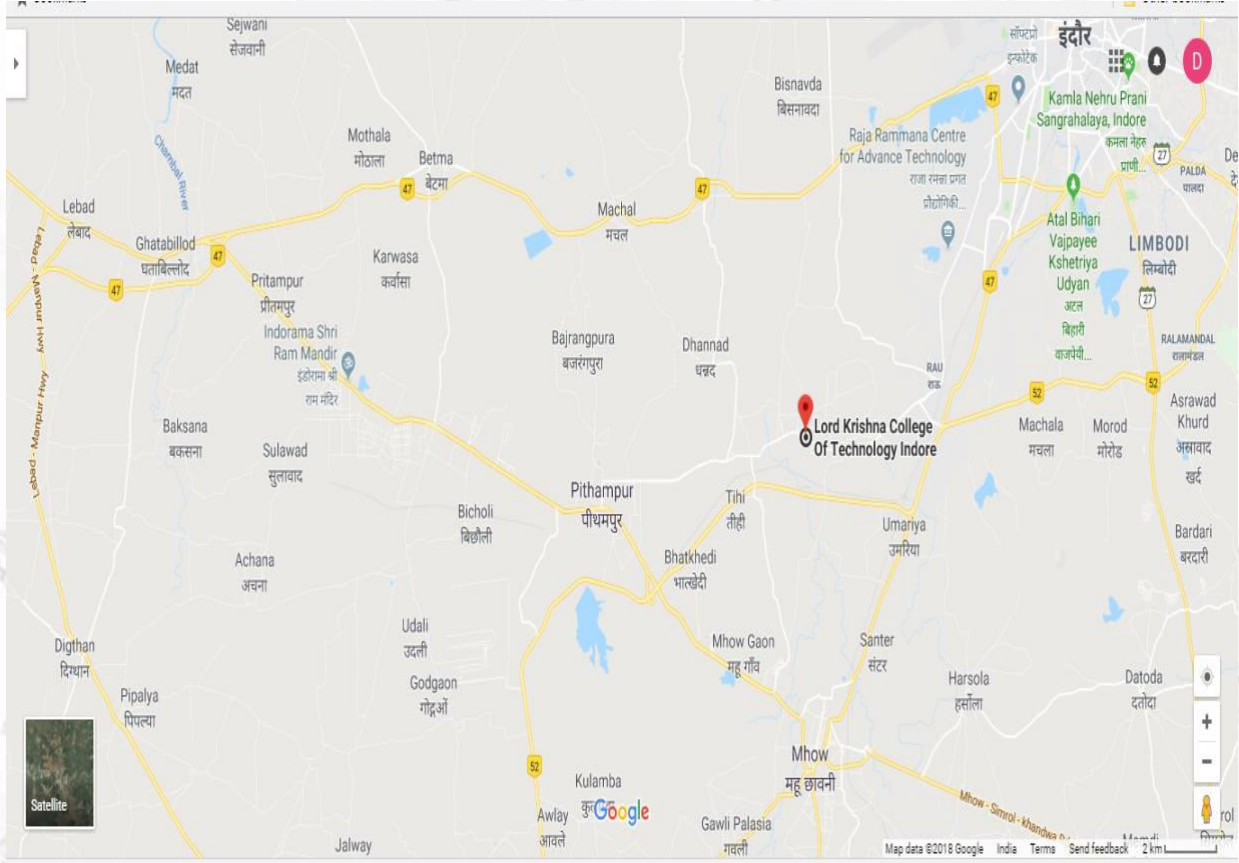
Signature of Member: ..... Signature of Proxy holder .....

**NOTES:**

1. A Member may vote 'For' or 'Against' each resolution. Please put a  $\sqrt{\quad}$  in the Box in the appropriate column either 'For' or 'Against' the respective resolutions. If you leave the 'For' or 'Against' column blank in respect of any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
2. 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.
3. This Form in order to be effective should be duly completed and deposited at the Registered Office of the Company at 19/1, Naroli Arcade, First Floor, Manormaganj, Near Palasia Square, Indore (MP), not less than 48 hours before the commencement of the Meeting.
4. Those Members who have multiple folios with different joint holders may use copies of this Proxy Form.



## ROUTE MAP TO AGM VENUE



Lord Krishna College of Technology Rau-Pithampur By-pass road Opp. STI (I) Ltd. Indore  
(MP) - 452003

**NOTE: "NO GIFTS COUPONS WILL BE DISTRIBUTED AT THE ANNUAL GENERAL MEETING"**



## Board Report

### PARVATI SWEETNERS AND POWER LIMITED

To,  
The Members,  
Parvati Sweetners and Power Limited  
Indore (MP)

Your Directors have pleasure in presenting their 07<sup>th</sup> Annual Report on the business and operations of the Company and the accounts for the Financial Year ended March 31, 2018.

#### 1. Financial Results

The Standalone performance for the Financial Year ended March 31, 2018 is as under:  
(Rs. In INR)

Particulars	Year ended 31 March, 2018	Year ended 31 March, 2017
Revenue from operations	53,40,17,013	50,77,40,505
Other income (net)	6,45,59,489	53,57,253
<b>Total Income</b>	<b>59,85,76,502</b>	<b>51,30,97,758</b>
<u>Expenses</u>		
Cost of material consumed	52,37,81,989	41,14,43,116
Changes in inventories of raw materials and work-in-progress	-10,45,76,451	-8,24,03,476
Employee benefits expense	3,14,48,479	3,26,94,235
Finance costs	3,22,82,583	2,52,74,965
Depreciation and amortization expense	4,07,13,599	3,73,81,632
Other expenses	6,37,88,760	6,69,63,576
<b>Total expenses</b>	<b>58,74,38,959</b>	<b>49,13,54,048</b>
Profit/(loss)before exceptional items and tax	1,11,37,543	2,17,43,710
Exceptional items Preliminary Expenses	<b>2,87,960</b>	5,99,933
<b>Profit / (loss) before tax</b>	<b>1,08,49,583</b>	<b>2,11,43,777</b>
<u>Tax expense</u>		
Current tax	20,07,173	47,85,001
Deferred tax	- 56,75,254	74,42,036
<b>Profit (Loss) for the year from continuing operations</b>	<b>1,45,17,665</b>	<b>89,16,740</b>
<b>Earnings per equity share (for continuing operations)</b>		
(1) Basic	0.20	0.52
(2) Diluted	0.20	0.52





## 2. SCHEME OF ARRANGEMENT

During the period under review, the company was amalgamated with Dollex Industries Limited, was primarily engaged in manufacture and sale of Sugar and its Byproducts (Molasses and Bagasse), Spirits including Ethanol and Power, pursuant to Section 391 to 394 and other relevant provisions of the Companies Act, 1956 for the time being in force and to the extent notified provisions of the Companies Act, 2013 on a going concern basis the manner provided for in the Scheme.

As per the Composite Scheme of Arrangement (“the scheme”), appointed date as approved by the National Company Law Tribunal is 19<sup>th</sup> January 2018 and effective date is 9<sup>th</sup> February 2018 being the date on which the certified copy of the order sanctioning the said scheme is filed with the Registrar of Companies, Gwalior in accordance with applicable provisions of Companies Act, 2013.

The equity share holders of Dollex Industries Limited are issued one equity share of Parvati Sweetners & Power Limited of Rs. 5/- each fully paid up, for every 0.97 share in Dollex Industries Limited. Any fractional entitlement arising herein above is to be rounded off to the next integer.

For this purpose the shares of the Company which were of face value Rs. 10 each are converted in to two shares of Rs. 5/- each fully paid up and the share capital is increased.

All the employees in Dollex Industries Limited are now employees of Parvati Sweetners & Power Limited.

## 3. STATE OF COMPANY'S AFFAIRS & FUTURE OUTLOOK:

The revenue from operations of the Company for year ended March 31, 2018 was Rs. 59,85,76,502 /-. Profit after Tax was Rs. 1,45,17,665/- as against Rs. 89,16,740/- in the previous year.

The financial year 2017-18 has been important year for the Company. The company wishes to continue with its new strategies along with new and improved vision so as to generate adequate revenue in the long run.

## 4. DIVIDEND:

The Board of Directors has not recommended any dividend for the financial year 2017-18.

## 5. AMOUNTS TRANSFERRED TO RESERVES

The Company has not transferred any amount to the reserves during the current financial year.

## 6. DETAILS OF SUBSIDIARY/JOINT VENTURES/ASSOCIATE COMPANIES

As on March 31, 2018, the Company does not have any Subsidiary/Joint Venture/Associate Companies.

## 7. CHANGE IN THE NATURE OF BUSINESS:

There is no change in the nature of the business of the company during the year.



## 8. MATERIAL CHANGES AND COMMITMENTS:

After closing of financial year and as on date of signing of this report, 70853917 equity share of Rs. 5.00/- each aggregating to Rs. 354,269,585.00 of the Company are listed on the Bombay Stock Exchange (BSE) effective from May 24, 2018 affecting the financial position of the Company.

## 9. EXTRACT OF ANNUAL RETURN

The Extract of Annual Return as required under section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014, in Form MGT-9 is annexed herewith for your kind perusal and information. **(Annexure: 1)**

## 10. DEPOSITS

Your Directors state that no disclosure or reporting is required in respect of Details relating to deposits covered under Chapter V of the Act, because there were no transactions on these items during the year under review.

## 11. DIRECTORS:

### A) Changes in Directors and Key Managerial Personnel

**During the period under review following changes took place in the board of directors:**

- Change in designation of Mr. Mehmood Khan from Managing Director to Director w.e.f. 01.09.2017.
- Mr. Radha Krishna Deshraj, Mr. Anis Khan and Mr. Vijai Singh Bharaktiya was appointed as Additional Directors of the company w.e.f 22.01.2018.
- In Accordance with the provision of Sec. 152(6)(c) of the companies Act 2013, and the article of association of the Company, Mr. Anupam Chouksey Directors of the Company who retire by rotation and being eligible, offer themselves for re-appointment at the ensuing Annual General Meeting. Necessary resolutions for reappointment have been included in the Notice convening Annual General Meeting.

### B) Declaration by an Independent Director(s)

The Company has received necessary declaration from all the Four Independent Directors to the effect that they meet the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 and Regulation 16 (b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In the opinion of the Board, they fulfill the conditions specified in the Act and the Rules made there under for the appointment as Independent Directors and are independent of the management.



## 12. NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS

The Company prepares the schedule of the Board Meeting in advance to assist the Directors in scheduling their program. The agenda of the meeting is circulated to the members of the Board well in advance along with necessary papers, reports, recommendations and supporting documents so that each Board member can actively participate on agenda items during the meeting. The Board met 4 times during the financial year 2017-18. The maximum interval between any two meetings did not exceed 120 days.

S. No.	Date	Board Strength	No. of Directors Present
1.	05.05.2017	5	5
2.	27.08.2017	5	5
3.	02.12.2017	5	3
4.	22.01.2018	5	5

### COMMITTEES OF THE BOARD

The Board of Directors have constituted Board Committees to deal with specific areas and activities which concern the Company and requires a closer review. The Board Committees are formed with approval of the Board and function under their respective Charters. These Committees play an important role in the overall management of day-to-day affairs and governance of the Company. The Board Committees meet at regular intervals and take necessary steps to perform its duties entrusted by the Board. The Minutes of the Committee Meetings are placed before the Board for noting. The Board currently has the following Committees:

#### AUDIT COMMITTEE

The Audit Committee was constituted by our Board in accordance with Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The composition, quorum, terms of reference, functions, powers, roles and scope are in accordance with Section 177 of the Companies Act, 2013 and the provisions of Regulation 18 of the Listing Regulations, 2015, the committee consist of the following members:

Name of Member	Category	Status
Ms. Radhakrishna Deshraj	Independent Director	Chairman
Mr. Vijai Singh Bharaktiya	Independent Director	Member
Mr. Mehmood Khan	Director	Member

#### STAKEHOLDER'S RELATIONSHIP COMMITTEE

Pursuant to the provisions of Section 178 of the Companies Act 2013 and rules made there and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Committee consists of the following members:

Name of Member	Category	Status
Ms. Ruchi Sogani	Independent Director	Chairman
Mr. Radhakrishna Deshraj	Independent Director	Member
Mr. Mehmood Khan	Executive Director	Member





## NOMINATION AND REMUNERATION COMMITTEE

Pursuant to the provisions of Section 178 of the Companies Act 2013 and rules made there and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Committee consists of the following members:

<b>Name of Member</b>	<b>Category</b>	<b>Status</b>
Mr. Vijai Singh Bharaktiya	Independent Director	Chairman
Mr. Radhakrishna Deshraj	Independent Director	Member
Ms. Ruchi Sogani	Director	Member

### 13. CORPORATE SOCIAL RESPONSIBILITY

Company ceases to be a company covered under 135(1) of Companies Act 2013 for three consecutive financial years hence provisions of Corporate Social Responsibility does not apply to the company.

### 14. LOANS, GUARANTEES AND INVESTMENTS

As on 31st March 2018, Company has following Loans under section 186 of the Companies Act, 2013:

<b>Name of entity</b>	<b>Particular / Purpose / Nature of Transaction</b>	<b>Amount of Transaction</b>
Marium Leasing & Investment Pvt Ltd	Advance Granted	23,76,15,000.00

### 15. RELATED PARTY TRANSACTIONS

The Board of Directors of the Company have adopted various policies like Related Party Transactions Policy.

During the financial year 2017-18, the Company entered into transactions with related parties, all of which were in the ordinary course of business and on arm's length basis and in accordance with the provisions of the Companies Act, 2013 read with the Rules issued there under and the Listing Regulations.

There are transactions that are required to be reported in Form AOC-2 and form part of the Report.

Suitable disclosures have been made in the financial statements as prescribed in accounting standards.



## 16. TRANSFER TO INVESTOR EDUCATION AND PROTECTION FUND

During the period under review, there is no amount of unpaid/unclaimed dividend which is required to be transferred in IEPF (Investor Education and Protection Fund) as per the provisions of the Companies Act, 2013.

## 17. RISK MANAGEMENT

Risk management is embedded in your Company's operating framework. Your Company believes that managing risks helps in maximizing returns. The risk management framework is reviewed annually by the Risk Management Committee. Some of the risks that may arise to the Company are explained here:

### **Financial risks**

The Company's senior management have expertise to actively manage its liquidity and financial risks within the framework laid down by the Company. The Company has adopted a prudent and conservative risk mitigation strategy to minimize financial and interest cost risks.

### **Regulatory risks**

The Company is exposed to risks attached to various statutes, laws and regulations. The Company is mitigating these risks through regular review of legal compliances carried out through internal control and audits.

### **Human resource risks**

Retaining the existing talent pool and attracting new talent are major risks. The Company has initiated various measures including training and integration of learning and development activities. The Company has formulated various schemes in the interest of the employees.

## 18. AUDITORS AND AUDITOR'S REPORT

M/s Khare Pamecha & Co. , Chartered Accountants, Bhopal were appointed as the Statutory Auditors of the Company in the Board Meeting held on 05<sup>th</sup> May 2018 till the conclusion of the ensuing Annual General Meeting of the Company at remuneration as may be fixed by the Board of Directors of the Company.

The auditor's report on the accounts for the period ended on 31<sup>st</sup> March 2018 is self explanatory; therefore it does not require any further explanation/clarification.

The Auditors Report for the year under review does not contain any reservations, qualifications or adverse remarks.



## 19. REGISTRAR & TRANSFER AGENT OF THE COMPANY

The RTA activity in relation to the Company has been taken services from Link In time India Pvt. Ltd. The Board of Directors of your Company has approved the appointment of Link In time India Pvt. Ltd. (LI) as the Registrar & Transfer Agent.

## CORPORATE GOVERNANCE

A separate report on the Corporate Governance is attached as a part of the annual report.

## 20. SHARE CAPITAL

### A) Issue of equity shares with differential rights

As per rule 4(4) of Companies (Share Capital and Debentures) Rules, 2014, during the period under review, your Company has not issued equity shares with differential rights.

### B) Issue of sweat equity shares

As per rule 8(13) of Companies (Share Capital and Debentures) Rules, 2014, during the period under review, your Company has not issued Sweat equity shares.

### C) Issue of employee stock options

As per rule 12(9) of Companies (Share Capital and Debentures) Rules, 2014, during the period under review, your Company has not issued equity shares under the scheme of employee stock option.

### D) Provision of money by company for purchase of its own shares by employees or by trustees for the benefit of employees

As per rule 16(4) of Companies (Share Capital and Debentures) Rules, 2014 there are no voting rights exercised directly or indirectly by the employees in respect of shares held by them.

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

The particulars as required to furnish for the year 2017-18 are under:

S.No.	Particulars	Comments
(A)	Conservation of energy	





S.No.	Particulars	Comments
<b>(A)</b>	<b>Conservation of energy</b>	

(i)	the steps taken or impact on conservation of energy;	In view of business activities no substantial steps are required to be taken by the Company.
(ii)	the steps taken by the company for utilizing alternate sources of energy;	As above
(iii)	the capital investment on energy conservation equipment's	Nil

<b>(B)</b>	<b>Technology absorption</b>	
(i)	the efforts made towards technology absorption	No applicable as the traditional technology being used.
(ii)	the benefits derived like product improvement, cost reduction, product development or import substitution;	Nil
(iii)	in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)-	
	(a) the details of technology imported	Nil
	(b) the year of import	N.A.
	(c) whether the technology been fully absorbed	N.A.
	(d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof; and	N.A.
(iv)	the expenditure incurred on Research and Development	Nil

<b>(C)</b>	<b>Foreign exchange earnings and Outgo</b>	<b>Inflow</b>	<b>Out Flow (In Lakhs)</b>
	The Foreign Exchange earned in terms of actual inflows during the year and the Foreign Exchange outgo during the year in terms of actual outflows	NIL	NIL



## **22. DETAILS OF SIGNIFICANT & MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNAL**

In the reporting period, the Company is merged with Dollex Industries Limited (amalgamated company) as per the approved order from National Company Law Tribunal (NCLT), Ahmedabad bench on 19<sup>th</sup> January, 2018.

## **23. CODE OF CONDUCT:**

Regulation 17(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 requires listed companies to lay down a Code of Conduct for its directors and senior management, incorporating duties of directors as laid down in the Companies Act, 2013. As required the said code has been posted on the website of the Company (<http://www.parvatisweetners.com/investor-relation>). All the Board members and Senior Management personnel have affirmed compliance with the code for the year ended 31<sup>ST</sup> March 2018.

## **24. TRAINING TO INDEPENDENT DIRECTORS:**

With a view to familiarize the independent directors with the Company's operations, as required under regulation 25(7) of the SEBI Listing Regulations, 2015, the Company conduct various familiarization programmes for the independent directors as and when required.

## **25. DETAILS OF FRAUDS REPORTABLE U/S 143(12):**

There is no fraud being or has been committed against the company by officers or employees of the company, which are reportable by the Auditors to the Central Government under sub-section (12) of Section 143 and which need to be disclosed in the Board report during the year under review.

## **26. DIRECTORS' RESPONSIBILITY STATEMENT**

Pursuant to the requirement under clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013, with respect to the Directors' Responsibility Statement the Directors confirm 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 of the company for that period;
- c) that the directors had prepared the annual accounts for the Financial Year ended March 31, 2018 on a going concern basis;
- d) that 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, and



- e) that 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.

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;

#### **ACKNOWLEDGEMENT**

Your Directors wish to express their grateful appreciation to the continued co-operation received from the Banks, Government Authorities, Customers, Vendors and Shareholders during the year under review. Your Directors also wish to place on record their deep sense of appreciation for the committed service of the Executives, staff and Workers of the Company.

**Date: 13.08.2018**

**Place: Indore**

**Sd/-  
Poonam Chouksey  
(Director)**

**Sd/-  
Anupam Chouksey  
(Director)**



**Annexure: 1****FORM NO. MGT 9  
EXTRACT OF ANNUAL RETURN**

As on the year ended on 31.03.2018

Pursuant to Section 92 (3) of the Companies Act, 2013 and Rule 12(1) of the Company (Management &amp; Administration) Rules, 2014.

**I. REGISTRATION & OTHER DETAILS:**

1.	CIN	U15421MP2011PLC027287
2.	Registration Date	13.12.2011
3.	Name of the Company	PARVATI SWEETNERS AND POWER LIMITED
4.	Category/Sub-category of the Company	Public Limited Company
5.	Address of the Registered office & contact details	19/1, Naroli Arcade, First Floor, Manorama Ganj Near Palasia Square Indore 452010 (MP)
6.	Whether listed company	Applied for Listing Approval as on 31.03.2018
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Link In time India Pvt. Ltd. (LI)

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

S. No.	Main Activity group Code	Description of main Activity Group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	C1	Food, Beverages & Tobacco products	99.88

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

Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year[As on 01-April-2017]				No. of Shares held at the end of the year[As on 31- March-2018]			
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares
<b>A. Promotes</b>								
(1) Indian								
a) Individual/HUF	--	475300	475300	27.96	546014	950600	1496614	21.12

b) Central Govt	--	--	--	--	--	--	--	--
c) State Govt(s)	--	--	--	--	--	--	--	--
d) Bodies Corp.	--	12,242,000	12,242,000	72.03	--	244840	244840	34.56
e) Banks / FI	--	--	--	--	--	--	--	--
f) Any other	--	--	--	--	--	--	--	--
<b>Total shareholding of Promoter (A)</b>	--	<b>16995000</b>	<b>16995000</b>	<b>100</b>	<b>5460114</b>	<b>33990000</b>	<b>39450114</b>	<b>55.68</b>
<b>B. Public Shareholding</b>								
<b>1. Institutions</b>	--	--	--	--	--	--	--	--
a) Mutual Funds	--	--	--	--	--	--	--	--
b) Banks / FI	--	--	--	--	--	--	--	--
c) Central Govt	--	--	--	--	31234	--	31234	0.04
d) State Govt(s)	--	--	--	--	--	--	--	--
e) Venture Capital Funds	--	--	--	--	--	--	--	--
f) Insurance Companies	--	--	--	--	--	--	--	--
g) FIs	--	--	--	--	--	--	--	--
h) Foreign Venture Capital Funds	--	--	--	--	--	--	--	--
i) Others	--	--	--	--	--	--	--	--
<b>Sub-total (B)(1):-</b>	--	--	--	--	--	--	--	--
<b>2. Non-Institutions</b>								
a) Bodies Corp.	--	--	--	--	--	--	--	--
i) Indian	--	--	--	--	--	--	--	--
ii) Overseas	--	--	--	--	--	--	--	--
b) Individuals	--	--	--	--	--	--	--	--



i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	--	--	--	--	534949 7	198340	55478 37	7.83
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	--	--	--	--	--	--	--	--
c) Others	--	--	--	--	--	--	--	--
Non Resident Indians	--	--	--	--	--	--	--	--
Overseas Corporate Bodies	--	--	--	--	--	--	--	--
Foreign Nationals	--	--	--	--	--	--	--	--
Clearing Members	--	--	--	--	--	--	--	--
Trusts	--	--	--	--	--	--	--	--
Foreign Bodies	--	--	--	--	--	--	--	--
Sub-total (B)(2):-	--	--	--	--	--	--	--	--
<b>Total Public Shareholding (B)=(B)(1)+ (B)(2)</b>	--	--	--	--	311741 26	198443	31372 569	44.28
C. Shares held by Custodian for GDRs & ADRs	--	--	--	--	--	--	--	--
<b>Grand Total (A+B+C)</b>	--	<b>169950 00</b>	<b>1699 5000</b>	<b>100</b>	<b>36665 474</b>	<b>341884 43</b>	<b>3137 2569</b>	<b>100</b>

**IV. INDEBTEDNESS** -Indebtedness of the Company including interest outstanding/accrued but not due for payment.





	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>	299,537,025.00	252,670,000.00	--	552,207,025.00
i) Principal Amount	--	--	--	--
ii) Interest due but not paid	--	--	--	--
iii) Interest accrued but not due	--	--	--	--
<b>Total (i+ii+iii)</b>	<b>299,537,025.00</b>	<b>252,670,000.00</b>	<b>--</b>	<b>552,207,025.00</b>
<b>Change in Indebtedness during the financial year</b>				
* Addition	28,852,725.00	59,643,516.00	--	88,496,241.00
* Reduction	---	--	--	--
<b>Net Change</b>	<b>28,852,725.00</b>	<b>145,938,147.00</b>	<b>--</b>	<b>174,790,872.00</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	328,389,750.00	312,313,516.00	--	640,703,266.00
ii) Interest due but not paid	--	--	--	--
iii) Interest accrued but not due	--	--	--	--
<b>Total (i+ii+iii)</b>	<b>328,389,750.00</b>	<b>312,313,516.00</b>	<b>--</b>	<b>640,703,266.00</b>

**V. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-**

**A. Remuneration to other directors**

S. No.	Name of the director	Gross salary (INR)	Commission	Sweat equity shares/stock option	Others	Total (INR)
1.	Shri Mehmood Khan	35,00,000.00	----	----	---	35,00,000.00

**PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES (UNDER COMPANIES ACT, 2013):**

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made
<b>A. COMPANY</b>					
NA					
Penalty					
Punishment					
Compounding					
<b>B. DIRECTORS</b>					
NA					
Penalty					
Punishment					



<b>Compounding</b>					
<b>C. OTHER OFFICERS IN DEFAULT</b>			<b>NA</b>		
<b>Penalty</b>					
<b>Punishment</b>					
<b>Compounding</b>					

Sd/-  
Poonam Chouksey  
(Director)

Sd/-  
Anupam Chouksey  
(Director)

**FORM NO. AOC -2**

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

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

**1. Details of contracts or arrangements or transactions at Arm's length basis:**

<b>S. No.</b>	<b>Name (s) of the related party &amp; nature of relationship</b>	<b>Nature of contracts/arrangements/transaction</b>	<b>Duration of the contracts/arrangements/transactions</b>	<b>Salient terms of the contracts or arrangements or transaction including the value</b>
1.	Marium Leasing & Investment Pvt Ltd	Advance Granted	More Than 01 Year	Advance Granted INR 23,76,15,000.00/-

Sd/-  
Poonam Chouksey  
(Director)

Sd/-  
Anupam Chouksey  
(Director)





## CORPORATE GOVERNANCE REPORT FOR THE YEAR 2017-2018

### I. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Parvati Sweetners & Power Limited is dedicated in conducting its business consistent with the highest standards of business ethics and values. We have an obligation towards our stakeholders including shareholders, employees, customers, suppliers and communities to be honest, fair and forthright in our business activities.

As the company was not a 'listed Company' within the meaning of Companies Act, 2013 & SEBI (LODR) Regulations, 2015 as on 31<sup>st</sup> March, 2018. Hence, the requirements stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 was not applicable.

### II. BOARD OF DIRECTORS

The Company is fully compliant with the Corporate Governance norms in terms of constitution of the Board of Directors (The Board). The Board of the Company is composed of executive and Non-Executive Directors. As on 31st March 2018, the strength of the Board was Eight Directors comprising of one executive and seven non-executive directors (including woman directors).

The details of the Board of Directors as on 31st March 2018, are given below:

S. No	Name of the Directors/DIN	Designation	Category	Date of Appointment	No. of Board Meetings attended During the year 2017-18	No. of other Directorships in other public companies	No. of Committee Positions held in other Public Companies	
							Memberships	Chairmanship
1.	Anupam Chouksey (DIN: 02110273)	Director	Non-Executive	15/12/2011	4/4	3	Nil	Nil

2.	Poonam Chouksey (DIN: 02110270 )	Director	Non-Executive	24/02/2012	4/4	1	Nil	Nil
3.	Mehmood Khan (DIN: 00069224)	Director	Executive	06/06/2014	4/4	1	Nil	Nil
4.	Anis Khan (DIN: 02308572)	Additional Director	Non-executive	22/01/2018	4/4	Nil	Nil	Nil
5.	Vijai Singh Bharaktiya (DIN: 00017285)	Additional Director	Independent Non-executive	22/01/2018	4/4	6	Nil	Nil
6.	Radhakrishna Deshraju (DIN: 02786533)	Additional Director	Independent Non-executive	22/01/2018	4/4	2	Nil	Nil
7.	Ruchi Sogani (DIN: 02805170)	Director	Independent Non-executive	29/08/2014	3/4	5	Nil	Nil
8.	Ashok Kumar Rai (DIN: 06954192)	Director	Independent Non-executive	29/08/2014	3/4	Nil	Nil	Nil

For the purpose of considering the limit of the committees on which a director can serve, all public limited companies, whether listed or not, have been included and all other companies including private limited companies, foreign companies and companies under section 8 of the Companies Act, 2013 have been excluded. Only audit committee and



stakeholder's relationship committee are considered for the purpose of reckoning committee positions.

None of the Directors on the Board hold directorships in more than ten public companies. Further none of them is a member of more than ten committees or chairman of more than five committees across all the public companies in which he is a Director.

During the Financial year 2017-18, The Board of the Company met FOUR (4) times with maximum time gap of less than one hundred and twenty days between any two meetings. All the members of the Board were provided requisite information as required as per Schedule II Part A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 well before the Board Meeting. Dates of Board meetings were 05.05.2017, 27.08.2017, 02.12.2017, 22.01.2018.

The maximum tenure of independent directors is in compliance with the Act and Rules made there under. All the Independent Directors have confirmed that they meet the criteria as mentioned under Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Section 149(6) of the Act.

The Company issues a formal letter of appointment to independent directors in the manner as provided in the Companies Act, 2013. As per regulation 46(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

The Board periodically reviews the compliance reports of all laws applicable to the Company, prepared by the Company.

The Board of the Company has satisfied itself that plans are in place for orderly succession for appointments to the Board and to Senior Management.

The Board has recommended the fees paid to the non Executive directors, including Independent directors. The sitting fees is within the limits prescribed under the Act and hence does not require shareholders approval.

### **III. AUDIT COMMITTEE**

The terms of reference of the Audit Committee include those specified under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as well as under Section 177 of the Companies Act, 2013 which include:

1. Oversight of the listed entity's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommend the appointment, remuneration and terms of appointment of auditors of the Company;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;





4. Reviewing, with the management, the annual financial statements and auditors' report thereon before submission to the board for approval, with particular reference to:
5. Matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section 3 of section 134 of the Act
6. Changes, if any, in accounting policies and practices and reasons for the same.
7. Major accounting entries involving estimates based on the exercise of judgment by management
8. Significant adjustments made in the financial statements arising out of audit findings
9. Compliance with listing and other legal requirements relating to financial statements
10. Disclosure of any related party transactions
11. Qualifications in the draft audit report
12. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
13. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilised for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;
14. Review and monitor the auditors' independence and performance, and effectiveness of audit process;
15. Approval or any subsequent modification of transactions of the Company with related parties;
16. Scrutiny of inter-corporate loans and investments;
17. Valuation of undertakings or assets of the Company, wherever it is necessary;
18. Evaluation of internal financial controls and risk management systems;
19. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
20. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
21. Discussion with internal auditors of any significant findings and follow up there on;
22. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
23. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
24. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
25. Establish a vigil mechanism for directors and employees to report genuine concerns in such manner as may be prescribed;
26. To review the functioning of whistle blower mechanism.
27. Approval of appointment of CFO after assessing the qualifications, experience and background etc of the candidate
28. To review the following information:
29. Management discussion and analysis of financial condition and results of operations;



30. Statement of significant related party transactions (as defined by the audit committee), submitted by management;
31. Management letters / letters of internal control weaknesses issued by the statutory auditors
32. Internal audit reports relating to internal control weaknesses
33. Appointment, removal and terms of remuneration of Chief Internal auditor.
34. Statement of deviations.

The Audit Committee of the Company consists of three Directors out of which two are Independent Directors. The Chairman of the Audit Committee is an Independent Director. All the members of Audit Committee are financially literate. The composition of the Audit Committee and the details of meetings attended by its members are given below

<b>Name of Member</b>	<b>Category</b>	<b>Status</b>	<b>Number of meetings attended during the financial year 2017-18</b>
Mr. Radhakrishna Deshraj	Non-executive Independent Director	Chairperson	1/1
Mr. Vijai Singh Bharaktiya	Non-executive Independent Director	Member	1/1
Mr. Mehmood Khan	Executive Director	Member	1/1

The necessary quorum was present for all the meetings

The Company Secretary acts as the Secretary to the Audit Committee

#### **IV. NOMINATION AND REMUNERATION COMMITTEE**

The terms of reference of the Nomination and Remuneration Committee include those specified under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as well as under Section 178 of the Companies Act, 2013 which include:

1. formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
2. formulation of criteria for evaluation of performance of independent directors and the board of directors;
3. devising a policy on diversity of board of directors;



4. identifying persons who are qualified to become directors 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.
5. whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.

The Committee consists of four directors out of which three are non executive Independent Directors. The composition of the Nomination and Remuneration Committee and the details of meetings attended by its members are given below:

<b>Name of Member</b>	<b>Category</b>	<b>Status</b>	<b>Number of meetings attended during the financial year 2017 -18</b>
Mr. Vijai Singh Bharaktiya	Non-executive Independent Director	Chairperson	1/1
Mr. Radhakrishna Deshraj	Non-executive Independent Director	Member	1/1
Ms. Ruchi Sogani	Non-executive Independent Director	Member	1/1

#### **PERFORMANCE EVALUATION CRITERIA FOR INDEPENDENT DIRECTORS**

The performance evaluation criterion for independent directors is determined by the Nomination and Remuneration committee. An indicative list of factors that may be evaluated include Attendance & presence in meetings, Openness to ideas, perspectives and opinions and ability to challenge old practices and throwing up new ideas for discussion Capacity to effectively examine financial and other information on operations of the Company and the ability to make positive contribution thereon, Complying with legislations and regulations in letter and spirit. The outcome of the evaluation exercise was discussed and deliberated at the respective meetings of the Board of Directors and Committees of the Board. The Board of Directors also expressed their satisfaction towards the process followed by the Company.





## **REMUNERATION OF DIRECTORS**

### **Remuneration Policy:**

Pursuant to Section 178 and other applicable provisions of the Companies Act 2013 and SEBI Listing Regulations, 2015, the Nomination & Remuneration Committee has laid down the Remuneration policy, which states as under:

The objective of the policy is directed towards having a compensation philosophy and structure that will reward and retain talent.

Remuneration for the directors, key managerial personnel and other employees will be ascertained as per Section 196, 197, 198 and rules made thereunder and Schedule V of the Companies Act 2013 and listing agreement/regulation.

Further, The Remuneration shall take into account the Company's overall performance, contribution for the same & trends in the industry in general, in a manner which will ensure and support a high performance culture.

The Remuneration to others will be such as to ensure that the relationship of remuneration to performance is clear and meets appropriate performance benchmarks.

Remuneration will involve a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals.

Non Executive Directors are eligible for fixed amount of sitting fees plus out of pocket expenses for attending meeting of the Board of Directors. The Independent Directors are not eligible for Stock Options.

Criteria for determining qualifications, positive attributes & independence of Director

Pursuant to Section 178 and other applicable provisions of the Companies Act 2013 and Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015 the Nomination & Remuneration Committee established the following:

### **Qualifications of Independent Director:**

An Independent director shall possess appropriate skills, experience and knowledge in one or more fields of finance, law, management, sales, marketing, administration, research, corporate governance, operations or other disciplines related to the company's business.

### **Positive attributes of Independent Directors:**

An independent director shall be a person of integrity, who possesses relevant expertise and experience and who shall uphold ethical standards of integrity and probity; act objectively and constructively; exercise his responsibilities in a bona-fide manner in the interest of the company; devote sufficient time and attention to his professional obligations for informed and balanced decision making; and assist the company in implementing the best corporate governance practices.



### Independence of Independent Directors:

An Independent director should meet the requirements of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015 concerning independence of directors."

Details of remuneration paid to the Executive Director during the year ended 31st March, 2018 are given below:-

<b>Executive Director</b>	<b>Salary* (INR)</b>	<b>Pen sion</b>	<b>Perqui site</b>	<b>Bon us</b>	<b>Stock Optio ns</b>	<b>Performa nce incentive</b>	<b>Com missi on</b>	<b>Total (INR)</b>
Shri Mehmood Khan	35,00,000/-	-	-	-	-	-	-	35,00,000 /-

### **V. STAKEHOLDERS' RELATIONSHIP COMMITTEE**

Pursuant to the provisions of Section 178 of the Companies Act 2013 and rules made there under and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 Committee's terms of reference include the following:

To consider and resolve the grievances of the security holders of the company including complaints related to transfer of shares, non-receipt of annual report, non-receipt of declared dividends.

The Committee consists of three directors out of which two are non executive Independent Directors. The composition of the Stakeholder Relationship Committee is given below:

<b>Name of Member</b>	<b>Category</b>	<b>Status</b>
Ms. Ruchi Sogani	Non-Executive Independent Director	Chairperson
Mr. Radhakrishna Deshraj	Non-Executive Independent Director	Member
Mr. Mehmood Khan	Executive Director	Member

### **VI. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE**

However, Company ceases to be a company covered under 135(1) of Companies Act 2013 for three consecutive financial years hence provisions of Corporate Social Responsibility does not apply to the company.

### **VII. RECONSTRUCTION COMMITTEE**

For the purpose of allotment of shares, the company has duly constituted the 'Reconstruction Committee'. The Committees term of reference was the allotment of shares to the allottees in the meeting held on 12<sup>th</sup> February, 2018.

The Committee consists of 02 directors out of which one is executive director and other in Non Executive Independent Director.



<b>Name of Member</b>	<b>Category</b>	<b>Status</b>
Ms. Ruchi Sogani	Executive Director	Chairperson
Mr. Mehmood Khan	Executive Director	Member

#### **VIII. GENERAL BODY MEETINGS**

The last three Annual General Meetings were held as under:-

<b>YEAR</b>	<b>DATE</b>	<b>LOCATION</b>
2014-2015	29th August, 2015.	At the Registered Office at 19/1, Naroli Arcade, First Floor, Manorama Ganj Near Palasia Square Indore (MP) 452010
2015-16	28th September, 2016	At the Registered Office at 19/1, Naroli Arcade, First Floor, Manorama Ganj Near Palasia Square Indore (MP) 452010
2016-17	29th September 2017	At the Registered Office at 19/1, Naroli Arcade, First Floor, Manorama Ganj Near Palasia Square Indore (MP) 452010

#### **IX. Postal Ballot held during the financial year 2017-18**

During the year under review, no resolutions were passed through the postal ballot

#### **X. Extra ordinary General Meeting**

During the year under review, no Extra ordinary General Meeting was held.

#### **XI. DISCLOSURES**

##### Related Party Transactions

The Related party contracts / arrangements / transactions entered into by the Company do not fall under the ambit of Section 188(1) of the Companies Act 2013 and all related party transaction during the financial year were at arm's length and in ordinary course of business.





During the Fiscal 2017-18, there have been no materially significant related party transactions between the Company and Directors, management, subsidiaries or relatives, as defined under Section 188 of the Act and Regulations 23 the SEBI Listing regulations 2015.

The transactions that are required to be reported in Form AOC-2 has been formed part of the Board Report.

Suitable disclosures have been made in the financial statements as prescribed in accounting standards.

#### *Whistle Blower Policy*

As per Section 177(9) and (10) of the Companies Act, 2013, and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 the company has established Vigil Mechanism for directors and employees to report genuine concerns and made provisions for direct access to the chairperson of the Audit Committee. Company has formulated the present policy for establishing the vigil mechanism/ Whistle Blower Policy to safeguard the interest of its stakeholders, Directors and employees, to freely communicate and address to the Company their genuine concerns in relation to any illegal or unethical practice being carried out in the Company. No personnel of the Company were denied access to the Audit Committee.



## **Independent Auditor's Report**

To the Members of  
**Parvati Sweeteners & Power Limited**

### **Report On the Financial Statements**

We have audited the accompanying financial statements of Parvati Sweeteners & Power Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2018, the Statement of Profit, and Loss and Cash Flow Statement for the year the ended, and a summary of significant accounting policies and other explanatory information.

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

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the Companies (Accounting Standards) Amendment Rules, 2016.

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 the design, implementation and maintenance of adequate internal financial control that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### **Auditor's Responsibility**

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

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

We conducted our audit in accordance with the Standards on Auditing, issued by the Institute of Chartered Accountants of India, as specified under Section 143(10) of the

Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the standalone Ind AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone Ind AS financial statements, whether due to fraud or error.



In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the standalone Ind AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the standalone Ind AS financial statements.

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

### **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the state of affairs of the Company as at March 31, 2018, of its profit, and its cash flows for the year ended on that date.

### **Emphasis of matter**

We draw attention of the users to Note No. 8 to the financial Statements where large number of aged advances are given to suppliers but invoices for the same are not obtained and resulted in non booking of expenses however we have not qualified the opinion since the amount involved does not affect true and fair view of the financial statements considering the size and nature of the Company.

### **Report On Other Legal And Regulatory Requirements**

1. As required by the Companies (Auditor's report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure 1 statement on the matters specified in paragraphs 3 and 4 of the Order.

2. As required by section 143 (3) of the Act, we report that:

- I. 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;
- ii. 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;
- iii. The Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
- iv. In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the Companies (Accounting Standards) Amendment Rules, 2016;





- i. On the basis of written representations received from the directors as on March 31, 2018, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2018, from being appointed as a director in terms of section 164 (2) of the Act;
- ii. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in “Annexure 2” to this report;
- iii. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - a) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - b) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company

**For Khare Pamecha & Company**  
**Chartered Accountants**  
**ICAI Firm Registration Number: 06067C**

**Sd/-**  
**Sumit Shastri**  
**Partner**  
**Membership Number: 161894**  
**Place: Indore**  
**Date: May 30, 2018**



**Annexure 1 to the Independent Auditors' Report (referred to in our report of even date to the members of Parvati Sweeteners & Power Limited as at and for the year ended 31st March, 2018)**

- (I) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) Fixed assets were physically verified by the management during the year in accordance with a planned programme of verifying all of them once in three years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.
- (c) According to information and explanations given by the management, the title deeds of immovable properties included in Property, Plant & Equipment which are transferred to Company pursuant to Scheme of arrangement (Refer Note 2 (ii) to the Financial Statements) are not held in the name of the Company. As explained to us, steps are being taken to complete the name transfer formalities.
- (ii) The inventories have been physically verified during the year by the management at reasonable intervals and no material discrepancies were noticed on such physical verification
- (iii) According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Accordingly, the provisions of clause 3(iii)(a), (b) and (c) of the Order are not applicable to the Company
- (iv) In our opinion and according to the information and explanations given to us, there are no guarantees and securities granted in respect of which provisions of section 185 and 186 of the Companies Act, 2013 are applicable. Based on our audit procedures performed and according to information and explanations given by the management, the Company has complied with provisions of section 186 of the Act in respect of loans granted and investments
- (v) 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 section 148(1) of the Companies Act, 2013 related to manufacture of its products and are of the opinion that prima facie, the specified accounts and records have been made and maintained. We have not, however, done a detailed examination of such records.



(vii) (a) Undisputed statutory dues including provident fund, employees' state insurance, income-tax, GST, sales-tax, service tax, duty of custom, duty of excise, value added tax, cess and other material statutory dues have generally been regularly deposited with the appropriate authorities though there has been delay this year due to change in management in some cases.

(b) According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees' state insurance, service tax, sales-tax, duty of custom, duty of excise, value added tax is payable at the year end. However the amount GST and TDS were unpaid but none of the above are due for more than six months.

(viii) In our opinion and according to information and explanations given by the management, the Company has not defaulted in repayment of dues to bank or government. The Company did not have any outstanding dues in respect of financial institutions or debenture holders during the year.

(ix) In our opinion and according to the information and explanations given by the management, term loans were applied for the purpose for which the loans were obtained. The Company has not raised any money by way of initial public offer / further public offer / debt instruments during the year.

(x) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, we report that no fraud by the Company or no material fraud on the Company by the officers and employees of the Company has been noticed or reported during the year.

(xi) Read with note 31(h) to the financial statements and according to the information and explanations given by the management, the managerial remuneration has not been paid / provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act, 2013. However the such excess remuneration has been written off and the amount is shown as recoverable under schedule 9 annexed to the financial statements

(xii) In our opinion, the Company is not a Nidhi company. Therefore, the provisions of clause 3(xii) of the order are not applicable to the Company and hence not commented upon.

(xiii) According to the information and explanations given by the management, transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the notes to the financial statements, as required by the applicable accounting standards.





- (xiv) According to the information and explanations given to us and on an overall examination of the balance sheet, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review and hence not commented upon.
- (xv) According to the information and explanations given by the management, the Company has not entered into any non-cash transactions with directors or persons connected with him as referred to in section 192 of Companies Act, 2013.
- (xvi) According to the information and explanations given to us, the provisions of section 45-IA of the Reserve Bank of India Act, 1934 are not applicable to the Company.

**For Khare Pamecha & Company**  
**Chartered Accountants**  
**ICAI Firm Registration Number: 06067C**

**Sd/-**  
**CA Sumit Shastri**  
**Partner**  
**Membership Number: 161894**  
**Place: Indore**  
**Date: May 30, 2018**



## **Annexure 2 to the Independent Auditor's Report of Even Date on the Financial Statements of Parvati Sweeteners & Power Limited**

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

We have audited the internal financial controls over financial reporting of Parvati Sweeteners & Power Limited ("the Company") as of March 31, 2018 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

#### **Management's responsibility for internal financial controls**

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

#### **Auditor's Responsibility**

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting.



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

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

- (1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
- (3) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

## **Inherent Limitations of Internal Financial Controls over Financial Reporting**

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

## **Opinion**

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

**For Khare Pamecha & Company**  
**Chartered Accountants**  
**ICAI Firm Registration Number: 06067C**

**Sd/-**  
**Sumit Shastri**  
**Partner**  
**Membership Number: 161894**  
**Place: Indore**  
**Date: May 30, 2018**





**PARVATI SWEETNERS AND POWER LIMITED**  
CIN U15421MP2011PLC027287  
Balance Sheet

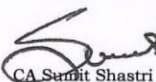
Particulars	Note	As at March 31, 2018	As at March 31, 2017
<b>Amounts in Rs.</b>			
<b>I. ASSETS</b>			
<b>1 Non- Current Assets</b>			
a) Property Plant and Equipment	4(i)	590,356,385	586,239,369
b) Capital Work - in - Progress	4(ii)	1,987,890	2,886,979
c) Goodwill	-	-	-
d) Other Intangible Assets	-	-	-
e) Intangible Assets under Development	-	-	-
f) Investments in Subsidiaries, Associates & Joint Ventures	-	-	-
g) Financial Assets			
(i) Investments	5(i)	260,250	260,000
(ii) Loans & Advances	5(ii)	1,301,565	901,565
(iii) Other Financial Assets	-	-	-
h) Non Current Tax Assets (Net)	-	-	-
i) Other Non Current Assets	6	17,381,799	1,757,073
		611,287,889	592,044,986
<b>2 Current Assets</b>			
a) Inventories	7	372,732,976	210,652,683
b) Investments in Subsidiaries, JVs & Associates	-	-	-
c) Financial Assets			
(i) Investments	-	-	-
(ii) Trade Receivables	8(i)	53,392,455	133,385
(iii) Cash & Cash Equivalents	8(ii)	55,650,549	5,976,261
(iv) Loans & Advances	8(iii)	409,017,909	97,908,779
(v) Other Financial Assets	-	-	-
d) Current Tax Asset (Net)	-	-	-
e) Other Current Assets	9	1,845,720	9,718,473
		892,639,609	324,389,581
<b>Total Assets</b>		1,503,927,497	916,434,567
<b>II. EQUITY AND LIABILITIES</b>			
<b>EQUITY</b>			
a) Equity Share Capital	10	354,269,585	169,950,000
b) Other Equity	11	213,176,787	21,259,381
		567,446,372	191,209,381
<b>LIABILITIES</b>			
<b>1 Non- Current Liabilities</b>			
a) Financial Liabilities			
(i) Borrowings	12(i)	188,822,775	133,161,656
(ii) Other Financial Liabilities	12(ii)	312,313,516	252,670,000
b) Provisions	-	-	-
c) Deferred Tax Liabilities (Net)	13	10,630,076	16,842,876
d) Other Non Current Liabilities	-	-	-
		511,766,367	402,674,532
<b>2 Current Liabilities</b>			
a) Financial Liabilities			
(i) Borrowings	14(i)	139,566,975	166,375,369
(ii) Trade Payables	14(ii)	159,326,264	27,292,368
(iii) Acceptances	-	-	-
(iv) Other Financial Liabilities	-	-	-
b) Provisions	15	10,741,938	6,033,253
c) Current Tax Liabilities (Net)	-	-	-
d) Other Current Liabilities	16	115,079,581	122,849,664
		424,714,757	322,550,654
		1,503,927,497	916,434,567

See the accompanying notes to financial statements

In terms of our report attached.

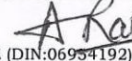
For Khare Pamecha & Co. (FRN 06067c)


Chartered Accountants

  
CA Sumit Shastri  
Partner  
M.No. 161894  
Indore



For and On behalf of the Board

  
Ashok Rai (DIN:06934192)  
Director

  
Poonam Chouksey (DIN:02110270)  
Director



**PARVATI SWEETNERS AND POWER LIMITED**  
CIN U15421MP2011PLC027287  
Statement of Profit and Loss

Particulars	Note	Amounts in Rs.	
		For the year ended March 31,2018	For the year ended March 31,2017
I. Income from operations	17	534,017,013	507,740,505
II. Other income	18	64,559,489	5,357,253
<b>Total Income</b>	<b>A</b>	<b>598,576,502</b>	<b>513,097,758</b>
III. Expenses			
Cost of material consumed	19	523,781,989	411,443,116
Changes in inventories	20	-104,576,451	-82,403,476
Employee benefit expenses	21	31,448,479	32,694,235
Finance costs	22	32,282,583	25,274,965
Depreciation and amortization expense	4	40,713,599	37,381,632
Other expenses	23	63,788,760	66,963,576
<b>Total Expenses</b>	<b>B</b>	<b>587,438,959</b>	<b>491,354,048</b>
IV. Profit before exceptional and extraordinary items and tax	<b>A-B</b>	11,137,543	21,743,710
V. Exceptional items	24	287,960	599,933
VI. Profit before extraordinary items and tax	<b>A-24</b>	10,849,583	21,143,777
VII Extraordinary items		-	-
VIII Profit before tax		<b>10,849,583</b>	<b>21,143,777</b>
IX. Tax expense:	25		
(1) Current tax		2,007,173	4,785,001
(2) Deferred tax - liability / (asset)		-5,675,254	7,442,036
(3) Earlier year taxes			
X. Total Comprehensive Income/ (Loss) for the year		<b>14,517,665</b>	<b>8,916,740</b>
XI. Earning per equity share (EPS) :			
(1) Basic		0.20	0.52
(2) Diluted		0.20	0.52

**See the accompanying notes to financial statements**

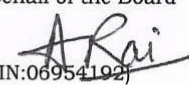
*In terms of our report attached.*


For Khare Pamecha & Co.(FRN 06067c)  
Chartered Accountants

  
CA Sumit Shastri  
Partner  
M.No. 161894  
Indore



For and On behalf of the Board

  
**Ashok Rai** (DIN:06954192)  
Director

  
**Poonam Chouksey** (DIN:02110270)  
Director





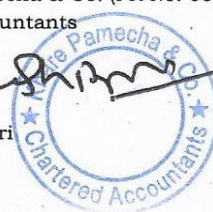
**PARVATI SWEETNERS AND POWER LIMITED**  
**CIN U15421MP2011PLC027287**  
**CASH FLOW STATEMENT**

<b>Particulars</b>	<b>FY 2017-18</b>
<b>A Cash flow from Operating Activities</b>	
Net Profit Before Tax	10,849,583
Adjustments for:	
Depreciation	40,713,599
Interest Expense	32,282,583
Less: Interest, Rent & Other Income	64,559,489
Operating Profit Before Working Capital Changes	19,286,276
Adjustments for:	
Trade & Other Receivables	-356,495,447
Inventories	-162,080,293
Trade & Other Payables	128,972,498
Cash Generated from Operations	-370,316,966
Less: Direct Taxes Paid (Net)	-3,668,082
Extraordinary Items	
<b>Net Cash from Operating Activities (A)</b>	<b>-366,648,884</b>
<b>B Cashflow from Investing Activities</b>	
Purchase of Fixed Assets	-44,830,616
Capital WIP, Capital Advances	899,089
Other Long Term Assets	-16,024,726
Investments	-250
Interest & Other Income	64,559,489
<b>Net Cash from in Investing Activities (B)</b>	<b>4,602,987</b>
<b>C Cashflow from Financing Activities</b>	
Capital	184,319,585
Other Equity	177,399,743
Capital Subsidy Received	
Infusion / Decrease of Long Term Loans	55,661,119
Increase / Decrease in Working Capital Borrowings (Net)	-26,808,394
Loan from Related Parties	59,643,516
Interest Paid	-32,282,583
Deferred Tax	-6,212,800
Dividend Paid Including Taxes	
<b>Net Cash from / Used in Financing Activities (C)</b>	<b>411,720,186</b>
<b>Net Changes in cash &amp; cash equivalents (A+B+C)</b>	<b>49,674,288</b>
Cash & cash equivalents as the begining of the Year	5,976,261
<b>Cash &amp; cash equivalents as the end of the Year</b>	<b>55,650,549</b>

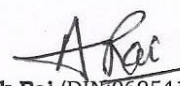
We have checked the above cash flow statement of Parvati Sweetners And Power Limited, derived from the audited annual financial statement for the year ended 31st March 2018. The Cash flow is verified with the books and records maintained by the company and produced before us in the ordinary course of business and found the same to be in accordance therewith subject to the Bank Reconciliation Statements.

In terms of our report attached.  
For Khare Pamecha & Co. (FR No. 06067c)  
Chartered Accountants

CA Sumit Shastri  
Partner  
M.No. 161894  
Indore



For and On behalf of the Board

  
**Ashok Rai** (DIN:06954192)  
Director

  
**Poonam Chouksey** (DIN:02110270)  
Director





**PARVATI SWEETNERS AND POWER LIMITED**  
**CIN U15421MP2011PLC027287**

**Notes forming part of Financial Statements of  
Parvati Sweetners & Power Limited**

**1. Corporate Information**

Parvati Sweetners & Power Limited (the Company) was incorporated as Parvati Sweetners & Power Private Limited on 13th December, 2011 and later converted into a Public Limited Company on 24th January 2012.

**Parvati Sweetners And Power Limited** is a manufacturer of Sugar, and its by-products. The company has its registered office in Indore, Madhya Pradesh. The company has a Sugar, its by-products manufacturing plant at Village Sankhini, Tehsil Bitarwar, Dist: Gwalior.

In the reporting period, the Company is merged with Dollex Industries Limited (amalgamating company) as per the approved order from NCLT, Ahmedabad bench.

Dollex Industries Limited was incorporated on August 24, 1994 in the state of Maharashtra. The company registered office is Mumbai, Maharashtra. Earlier it was engaged in manufacturing, as well as trading activity but at the time of amalgamation no manufacturing activities were taken over by the amalgamating company. Its products include sugar, extra neutral alcohol (ENA), ethanol and it's by products.

Consequent to a scheme of Amalgamation approved by the National Company Law Tribunal (NCLT) on 19th January, 2018, and its filing with the Registrar of Companies, Gwalior on 9th February 2018, and the Company merged its business with Dollex Industries Limited. All the assets & Liabilities of Dollex Industries Limited have been accounted for in the books of the Company from the appointed date i.e. 19th January 2018 at their respective book values.

**2. Basis of Preparation**

i) The financial statements of the Company have been prepared in accordance with generally accepted accounting principles in India (Indian GAAP). The Company has prepared the financial statements to comply in all material respects with the Accounting Standards notified under Section 133 of the Companies Act, 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 and the Companies (Accounting Standards) Amendment Rules, 2016 on an accrual basis under the historical cost convention except for impact of Scheme of Arrangement taken at fair value as detailed in Note 2(ii) below. The accounting policies adopted in the preparation of financial statements are consistent with those of previous year. In accordance with the scheme of arrangement, all the assets and liabilities of the transferred sugar business undertakings of Dollex Industries Limited as mentioned above have been acquired and accounted for at their respective book values as per the audited Balance Sheet as on the appointed date i.e. 19th January 2018.

**ii) Scheme of Arrangement**

- a) Dollex Industries Limited was primarily engaged in manufacture and sale of Sugar and its Byproducts (Molasses and Bagasse), Spirits including Ethanol and Power. The Amalgamation has been accounted for under amalgamation in the nature of merger as prescribed by Accounting Standard (AS-14) Accounting for Amalgamations issued by the Institute of Chartered Accountants of India. As per the Composite Scheme of Arrangement ("the scheme"), appointed date as approved by the National Company Law Tribunal is 19th January 2018 and effective date is 9th February 2018 being the date on which the certified copy of the order sanctioning the said scheme is filed with the Registrar of Companies, Gwalior in accordance with applicable provisions of Companies Act, 2013.
- b) The Intercompany balances stand cancelled.

For Parvati Sweetners and Power Ltd.

Direct





**PARVATI SWEETNERS AND POWER LIMITED**  
**CIN U15421MP2011PLC027287**

- c) The equity shareholders of Dollex Industries Limited are issued one equity share of Parvati Sweetner & Power Limited of Rs. 5 each fully paid up, for every 0.97 share in Dollex Industries Limited. Any fractional entitlement arising herein above is to be rounded off to the next integer.
- d) For this purpose the shares of the Company which were of face value Rs. 10 each are converted in to two shares of Rs. 5 each fully paid up and the share capital is increased.
- e) All the employees in Dollex Industries Limited are now employees of Parvati Sweetner & Power Limited.

**3. Summary of Significant Accounting Policies**

**a) Change in Accounting Policy**

There are no significant changes in accounting policies having material impact on the financial statements for the current year.

**b) Use of Estimates**

The preparation of financial statements in conformity with Indian GAAP requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period and the results from operations during the reporting period.

Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

**c) Property, plant and equipment**

Property, plant and equipment are stated at cost less accumulated depreciation and impairment losses determined, if any. The cost comprises the purchase price inclusive of duties, taxes, incidental expenses, erection / commissioning expenses and borrowing costs if capitalization criteria are met and directly attributable cost of bringing the assets to its working condition for the intended use. This applies mainly to components for machinery.

Subsequent expenditure related to an item of property, plant and equipment is added to its book value only if it increases the future benefits from the existing assets beyond its previously assessed standard of performance.

All other expenses on an existing Property, Plant and Equipment, including day-to-day repair and maintenance expenditure and cost of replacing parts, are charged to the statement of profit and loss for the period during which such expenses are incurred. Gains or losses arising from de-recognition of property, plant and equipment are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is de-recognized.

**d) Depreciation on Property, plant and equipments**

Depreciation on Property, Plant and Equipment is provided under Straight Line basis using the rates arrived at based on the useful lives as per the Companies' Act 2013.

Depreciation on Property, Plant and Equipment added / disposed off during the year is provided on pro-rata basis with reference to the date of addition / disposal.

Leasehold properties are depreciated over the primary period of lease or their respective useful lives, whichever is shorter.

For Parvati Sweetners and Power Ltd.

Director







**PARVATI SWEETNERS AND POWER LIMITED**  
**CIN U15421MP2011PLC027287**

**e) Borrowing Costs**

Borrowing cost includes interest and amortisation of ancillary costs incurred in connection with the arrangement of borrowings. Borrowing costs directly attributable to the acquisition or construction of an asset that necessarily takes a substantial period of time to get ready for its intended use are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur.

**f) Investments**

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

On initial recognition, all investments are measured at cost. The cost comprises purchase price and directly attributable acquisition charges such as brokerage, fees and duties. Current investments are carried in the financial statements at lower of cost and fair value determined on an individual investment basis

Long-term investments are carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary in the value of the investments.

**g) Inventories**

Raw Materials, stores and spares are valued at lower of cost and net realizable value. However, these items are considered to be realizable at cost if the finished products, in which they will be used, are expected to be sold at or above cost.

Cost of raw materials and stores and spares is determined on annual weighted average method / moving average method. Goods under process, Finished goods (including Power banked), Traded goods and Standing crop are valued at lower of cost and net realizable value. Goods under process and Finished goods include cost of conversion and other costs incurred in bringing the inventories to their present location and condition based on normal operating capacity.

Cost is determined on weighted average basis.

By products, Country crop and Saleable scraps, whose cost is not identifiable, are valued at estimated net realizable value.

Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

**h) Revenue Recognition**

Revenue is recognised to the extent it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Revenue from sale of goods is recognized when all the significant risks and rewards of ownership of the goods have been passed to the buyer, which usually coincides with delivery of the goods.

The Company collects Sales Tax(s), Value Added Taxes (VAT) and Goods & Service Tax (GST) on behalf of the government and, therefore, these not being economic benefits flowing to the Company, they are excluded from revenue. Excise duty, GST and Cess deducted from revenue (gross) is the amount that is included in the revenue (gross) and not the entire amount of liability arising during the period. Interest income is recognized on a time proportion basis taking into account the amount outstanding and the applicable interest rate. Interest income is included under the head "other income" in the statement of profit and loss.

Income from Insurance and other claims, Interest on doubtful loans and advances to cane growers due to uncertainty in realisation, are accounted for on acceptance basis.



For Parvati Sweetners and Power Ltd.

Director





**PARVATI SWEETNERS AND POWER LIMITED**  
**CIN U15421MP2011PLC027287**

**i) Retirement and other Employee Benefits**

Retirement benefits in the form of Provident and Pension Funds are defined contribution schemes and are charged to the statement of profit and loss of the period when the contributions to the respective funds are due. The Company has no obligation other than contributions to the respective funds. The Company recognises contribution payable to the provident fund scheme as an expenditure, when an employee renders the selected service.

**j) Income taxes**

Tax expense comprises of current and deferred tax. Current income tax is measured at the amount expected to be paid to tax authorities in accordance with Income Tax Act, 1961 enacted in India. Deferred income tax reflects the impact of current year timing differences between taxable income and accounting income for the period and reversal of timing differences of earlier years.

The deferred tax for timing differences between the book and tax profit for the period is accounted for using the tax rates and laws that have been enacted or substantively enacted as of the reporting date. Deferred tax asset is recognized only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax asset can be realized.

If the company has carry forward unabsorbed depreciation and tax losses, deferred tax asset is recognized only to the extent that there is virtual certainty supported by convincing evidence that sufficient taxable income will be available in future against which such deferred tax asset can be realized.

The carrying amount of deferred tax assets is reviewed at each reporting date. The Company writes-down the carrying amount of deferred tax asset to the extent that it is no longer reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which deferred tax asset can be realised. Any such write-down is reversed to the extent that it becomes reasonably certain or virtually certain, as the case may be, that sufficient taxable income will be available in future. At each reporting date, the Company reassesses unrecognized deferred tax assets. It recognizes unrecognized deferred tax assets to the extent that it has become reasonably certain or virtually certain, as the case may be that sufficient future taxable income will be available against which such deferred tax assets can be realized.

Minimum Alternative Tax (MAT) credit is recognised as an asset only when and to the extent that there is convincing evidence that the Company will pay normal income tax during the specified period i.e. the period for which MAT credit is allowed to be carried forward. In the period in which the MAT credit becomes eligible to be recognized as an asset in accordance with the recommendations contained in the guidance Note issued by the Institute of Chartered Accountants of India, the said asset is created by way of a credit to the statement of profit and loss and shown as MAT Credit Entitlement. The Company reviews the same at each reporting date and writes down the carrying amount of MAT Credit Entitlement to the extent there is no longer convincing evidence that the Company will pay normal Income Tax during the specified period.

**k) Segment Reporting**

**Segment accounting policies**

The Company prepares its segment information in conformity with the accounting policies adopted for preparing and presenting the financial statements of the Company as a whole. Till merger there were no reportable segments. Post merger, since there are no transactions in the merged segment, hence disclosure under AS 17.

**l) Earnings Per Share**

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

For Parvati Sweetners and Power Ltd.

Director





**PARVATI SWEETNERS AND POWER LIMITED**  
**CIN U15421MP2011PLC027287**

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

**m) Cash and Cash Equivalents**

Cash and cash equivalents in the cash flow statement comprise of cash at bank and on hand and short-term deposits with an original maturity of three months or less.

**n) Excise Duty/ GST**

Excise duty is accounted for at the point of removal of goods and accordingly, is considered for valuation of inventory of finished goods & by products as on the reporting date.

However, GST is accounted for at the time of supply of goods and hence is not considered in valuation of inventory or finished goods.

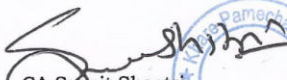
**o) Provisions**


A provision is recognized when the Company has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions made in terms of Accounting Standard 29 are not discounted to its present value and are determined based on the best estimate required to settle the obligation, at the reporting date. These are reviewed at each reporting date and adjusted to reflect the current management estimates.

**p) Contingent Liabilities**


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


For Khare Pamecha & Co. (FRN 06067c)  
Chartered Accountants

  
CA Summit Shastri  
Partner  
M.No. 161894  
Indore



For and On behalf of the Board

  
Ashok Rai (DIN:06954192)  
Director

  
Poonam Chouksey (DIN:02110270)  
Director



**PARVATI SWEETNERS AND POWER LIMITED**  
CIN U15421MP2011PLC027287

**Note No. 4 : Property Plant and Equipment**

Description	Gross Block (At cost)		Depreciation For the Year	Written back		Net Block	
	As on 01.04.2017	Addition		Disposal/ Rec'd	Subsidy	As on 01.04.2017	As on 31.03.2018
Freehold Land	32,252,954	-	-	-	-	32,252,954	32,252,954
Building	113,422,534	4,132,730	-	-	3,637,097	102,872,818	103,482,133
Plant & Machinery	530,227,957	60,669,087	-	-	34,808,127	448,611,506	440,976,407
Tractor & Farm Equipment	3,705,500	-	-	-	440,213	1,976,900	2,166,913
Computer	2,560,607	903,458	-	-	824,953	2,935,228	1,239,387
Furniture & Fixture	2,765,280	216,799	-	-	268,469	1,813,753	1,982,084
Vehicle	6,790,361	-	1,200,000	-	667,883	1,832,303	3,700,186
Air conditioner & Electronics	440,562	345,664	-	-	59,057	183,359	316,259
Laboratory Equipments	123,226	-	-	-	7,800	113,246	121,046
<b>Total</b>	<b>692,288,982</b>	<b>66,267,738</b>	<b>1,200,000</b>	<b>-</b>	<b>40,713,599</b>	<b>590,356,385</b>	<b>586,239,369</b>
<b>Add :</b>	<b>647,616,844</b>	<b>44,672,138</b>	<b>-</b>	<b>-</b>	<b>37,381,632</b>	<b>106,049,612</b>	<b>-</b>
<b>Capital Work in progress</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1,987,890</b>	<b>2,886,979</b>
<b>Capital Advances (Unsecured, considered good)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>4,406,092</b>	<b>1,469,113</b>
						<b>596,750,367</b>	<b>590,595,461</b>

Description	Capital Work in progress		Capital Advances	
	2018	2017	2016	2015
<b>Capital Advances</b>	<b>2,886,979</b>	<b>1,469,113</b>	<b>1,369,113</b>	<b>-</b>
<b>Capital Work in progress</b>	<b>1,987,890</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total</b>	<b>4,874,869</b>	<b>1,469,113</b>	<b>1,369,113</b>	<b>-</b>

For Parvati Sweetners and Power Ltd.



Director







PARVATI SWEETNERS AND POWER LIMITED  
CIN U15421MP2011PLC027287

	2018	2017
<b>Note No. 5 : Financial Assets</b>		
(i) Investments		
Investments in Equity instruments	250	-
Investments in Gold Bonds	260,000	260,000
	260,250	260,000
(ii) Loans and Advances		
Security deposits	1,301,565	901,565
	<b>1,561,815</b>	<b>1,161,565</b>
<b>Note No. 6 : Other Non Current Assets</b>		
(i) Capital Advances	17,381,799	1,469,113
(ii) Preliminary Exp.:		
Opening balance	287,960	575,920
Less: Write off during the year	287,960	287,960
	<b>17,381,799</b>	<b>1,757,073</b>
<b>Note No. 7 : Inventories</b>		
Finished goods	226,829,317	139,355,052
By Products	62,872,058	42,292,667
Raw Materials	11,528,300	-
Stores and Spares	69,383,301	17,089,601
Excise Duty on Closing Stock	-	11,915,363
Other Stocks	2,120,000	-
	<b>372,732,976</b>	<b>210,652,683</b>
<b>Note No. 8 : Financial Assets</b>		
(i) Trade Receivables		
(Unsecured & considered good)		
Outstanding for more than 6 months	35,006,800	133,385
Others	18,385,655	-
	<b>53,392,455</b>	<b>133,385</b>
(ii) Cash and Cash Equivalents		
Cash in hand	6,275,367	5,653,245
Balance with Banks :		
(1) On Current accounts	49,264,770	249,823
(2) On Deposit accounts	105,000	50,000
(3) Interest accrued on FDR	5,412	23,193
	<b>55,650,549</b>	<b>5,976,261</b>
Note : Fixed deposits are pledged with bank/Financial Institution/government department for bank guarantee/security deposit		
(iii) Loans and Advances		
(Unsecured, considered good)		
Advances (Recoverable in cash or kind or for value to be received)	315,392,051	88,520,669
Advance to suppliers	30,680,676	8,670,547
Advances for expenses	4,596,920	625,127
Cane seed Advance	58,348,262	92,436
	<b>409,017,909</b>	<b>97,908,779</b>
	<b>518,060,913</b>	<b>104,018,425</b>
<b>Note No 9 : Other Current Assets</b>		
Duties & Taxes	1,662,849	9,534,722
Income tax refund (including TDS)	182,871	183,751
	<b>1,845,720</b>	<b>9,718,473</b>



For Parvati Sweetners and Power Ltd.

Director



**PARVATI SWEETNERS AND POWER LIMITED**  
CIN U15421MP2011PLC027287

**Note No. 10 : Equity Share Capital**

<b>(a) Authorised</b>		
8,00,00,000 Equity share of Rs 5 each (Previous year 2,00,00,000 Equity Shares of Rs. 10/- each)	400,000,000	200,000,000
	<b>400,000,000</b>	<b>200,000,000</b>
<b>(b) Issued, Subscribed and Paid-up</b>		
7,08,53,917 Equity Shaes of Rs. 5/- each fully paid-up in cash (Previous year 1,69,95,000 Equity Shaes of Rs. 10/- each)	354,269,585	169,950,000
	<b>354,269,585</b>	<b>169,950,000</b>
<b>(c) Reconciliation of opening and closing shares outstanding as on 31.03.2018 and 31.03.2017</b>		
No. of shares at the beginning of the year	16,995,000	16,995,000
Add: Shares issued during the year	53,858,917	-
<b>No. of shares at the end of the year</b>	<b>70,853,917</b>	<b>16,995,000</b>

**(d) Shareholders holding more than 5% Shares**

Name of the shareholder	No. of shares held	% of shareholding
Kalchuri Contractors Ltd.	11,514,000	16.25
Yamini Vyapar Pvt Ltd	6,960,000	9.82
Ananjay Constructions and Contractors Pvt Ltd.	6,000,000	8.47
Munni Bee	7,011,200	9.90
Mehmood Khan	3,911,376	5.52
<b>Total</b>	<b>35,396,576</b>	<b>50</b>

-As compared to previous year there has been no change in the list of shareholders holding more than 5% of Shares.

**Note No. 11 : Other Equity**

<b>Surplus :</b>		
Balance B/F	21,259,381	12,342,641
Add/Less : Profit / (loss) during the year	14,517,663	8,916,740
Less: Reduction in reserve due to merger	5,529,585	-
Security Premium	156,717,500	-
General Reserve	26,211,828	-
	<b>213,176,787</b>	<b>21,259,381</b>

**Note No. 12 : Financial Liabilities**

<b>(i) Long Term Borrowings</b>		
<u>Secured loans</u>		
Term loan	187,813,945	132,282,082
Vehicle loan	1,008,830	879,574
	<b>188,822,775</b>	<b>133,161,656</b>
<b>(ii) Other Financial Liabilities</b>		
<u>Unsecured loans (interest free)</u>		
Directors	48,345,000	-
Inter corporate deposits	263,968,516	226,870,000
Others	-	25,800,000
	<b>312,313,516</b>	<b>252,670,000</b>
<b>Total</b>	<b>(A+B) 501,136,291</b>	<b>385,831,656</b>

-Term Loans are secured by way of mortgage of factory land and building, hypothecation of plant & machinery and personal guarantee as well as collateral security of promoters of the company.

-Vehicle loan is secured by way of hypothecation of the Vehicle funded and personal guarantee of some of the directors of the company.

For Parvati Sweetners and Power Ltd.  
*[Signature]*  
Director





PARVATI SWEETNERS AND POWER LIMITED  
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**Note No. 13 Deferred Tax**

Deferred Tax Liability/(Asset)		
DTL PSPL	11,073,240	16,842,876
Less: DTA Dollex Industries Ltd	443,164	-
Closing DTL	<b>10,630,076</b>	<b>16,842,876</b>

**Note No. 14 : Financial Liabilities**

(i) Short Term Borrowings		
PNB warehouse loan	139,566,975	166,375,369

-The warehouse loan is secured by way of pledging warehouse receipts covering storage of sugar duly endorsed in bank's favour and issued by any one of the approved collateral managers in respect of paid for goods stock stored therein.

(ii) Trade Payables ( Sundry Creditors)	159,326,264	27,292,368
	<b>298,893,239</b>	<b>193,667,737</b>

**Note No. 15 : Provisions**

Provision for Income tax	2,007,173	4,785,001
Less: TDS	(25,598)	(21,083)
Provision for employee expenses	1,981,575	4,763,918
Provision for expenses	4,161,742	197,790
	4,598,621	1,071,545
	<b>10,741,938</b>	<b>6,033,253</b>

**Note No. 16 : Other Current Liabilities**

Current maturities of long term debt	77,687,510	37,698,942
Statutory liabilities	15,880,053	2,048,622
Other creditors	9,222,686	19,946,541
Advances from customers	3,377,190	496,554
Other current liabilities	8,912,142	50,743,642
Excise duty payable on closing stock	-	11,915,363
	<b>115,079,581</b>	<b>122,849,664</b>



For Parvati Sweetners and Power Ltd.

Director





**PARVATI SWEETNERS AND POWER LIMITED**  
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**Note No. 17 : Income from Operations**

Sale of :		
Sugar	486,067,874	472,349,764
By- Products	47,949,139	35,390,741
	<b>534,017,013</b>	<b>507,740,505</b>

**Note No. 18 : Other Income**

Interest income	238,573	53,109
Agriculture income	63,571,323	799,639
Insurance Claim	-	2,466,054
Miscellaneous income	749,593	2,038,451
	<b>64,559,489</b>	<b>5,357,253</b>

**Note No. 19 : Cost of Material Consumed**

(a) Raw material consumption		
Opening Stock	-	-
Add : Purchases	536,348,509	411,443,116
	536,348,509	411,443,116
Less : Closing Stock	12,566,520	-
	<b>523,781,989</b>	<b>411,443,116</b>

**Note No. 20 : Changes in Inventories**

<b>Opening Stock :</b>		
Finished Goods	139,355,052	52,942,645
By-Product	42,292,667	46,301,598
	181,647,719	99,244,243
<b>Closing Stock :</b>		
Finished Goods	223,560,587	139,355,052
By-Product	62,663,583	42,292,667
	286,224,170	181,647,719
	<b>(104,576,451)</b>	<b>(82,403,476)</b>

**Note No. 21 : Employee Benefit Expenses**

Salary & Wages	23,449,736	23,675,856
Staff welfare	6,130,265	7,473,268
Contribution to labour welfare fund	1,868,479	1,545,111
	<b>31,448,479</b>	<b>32,694,235</b>

**Note No. 22 : Finance Costs**

Interest to Bank/ Financial Institution	30,667,829	24,644,851
Bank charges	1,614,755	630,114
	<b>32,282,583</b>	<b>25,274,965</b>

**Note No. 23 : Other Expenses**

Agriculture expenses	952,254	-
Repair and maintenance of Plant & Machinery	10,876,035	10,357,566
Power & Fuel	2,937,849	4,885,520
Freight, Cartage etc.	579,719	5,455,193
Other manufacturing expenses	1,576,383	7,124,202
Vehicle hire charges	6,644,506	2,745,148
Rent	948,620	1,389,211
Legal & Professional charges	2,975,837	1,821,292
Security expenses	3,744,485	3,727,317
Repair to others	3,159,005	447,685
Travelling expenses	681,721	914,419
Electricity charges	3,763,880	3,720,838
Communication Expenses	1,438,837	1,095,963
Insurance charges	578,970	563,100
Conveyance	138,498	306,654
Printing & stationery	249,522	300,707
Office Expenses	979,892	1,847,739
Miscellaneous expenses	2,768,663	5,571,694
Cane seed development expense	3,791,956	-
Packing, forwarding & freight	4,858,387	3,687,471
	<b>53,645,019</b>	<b>55,961,719</b>



For Parvati Sweetners and Power Ltd.



PARVATI SWEETNERS AND POWER LIMITED  
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**Note 23a : Audit Expenses**

Auditors' Remuneration:		
Audit fee	650,000	200,000
Tax audit	75,000	50,000
Other services	25,000	25,000
Interest on late payment of statutory dues	1,787,289	762,726
Directors' remuneration .	4,200,000	8,400,000
Directors' travelling and other expenses	1,918,302	1,564,131
Stamp duty for merger	1,488,150	-
	<u>10,143,741</u>	<u>11,001,857</u>
	<b>63,788,760</b>	<b>66,963,576</b>

**Note No. 24 : Exceptional Items**

Preliminary expense w/o	287,960	287,960
Duties and taxes	-	311,973
	<u>287,960</u>	<u>599,933</u>

**Note No. 25 : Tax Expenses**

Income tax	2,007,173	4,785,001
Deferred tax	(5,675,254)	7,442,036
Earlier year tax	-	-
	<u>(3,668,082)</u>	<u>12,227,037</u>



*[Signature]*  
For Parvati Sweetners and Power Ltd.

Director



PARVATI SWEETNERS AND POWER LIMITED  
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**Note No. 26: Related Party Disclosures**

Name of Related Party	Relation Description	Nature of Transactions	Amounts/ Balances
J N Chouksey	Relative to Director	Unsecured Loan	94,652,240
Mehmood Khan	Director	Advance to Director	377,345
		Remuneration	3,500,000
Munni Bee	Share Holder	Loan Repayment	7,171,060
Dollex Agrotech Pvt Ltd	Related to MD	Unsecured Loan	23,039,386
Marium Leasing & Investment Pvt Ltd	Share Holder	Advance Granted	237,615,000
Kalchuri Contractor Ltd	Common Director	Unsecured Loan	89,310,000
Yamini Vyapar Pvt Ltd	Share Holder	Unsecured Loan	5,000,000
AnanJay Constructions & Contractors Pvt Ltd	Share Holder	Unsecured Loan	152,693,190

For Khare Pamecha & Co.( FRN 06067c)  
Chartered Accountants

CA Sumit Shastri  
Partner  
M.No. 161894  
Indore



For and On behalf of the Board

Ashok Rai (DIN:06954192)  
Director

Poonam Chouksey (DIN:02110270)  
Director







