JAYANT AGRO-ORGANICS LIMITED

MANUFACTURERS & EXPORTERS OF CASTOR OIL & ITS PRODUCTS
CIN - L24100MH1992PLC066691

ISO 9001 BUREAU VERITAS Certification
UKAS QUALITY MANAGEMENT 008

REGD. OFFICE 701, TOWER 'A' PENINSULA BUSINESS PARK, SENAPATI BAPAT MARG, LOWER PAREL (W), MUMBAI - 400 013. INDIA.
TEL.: +91 22 4027 1300 • FAX : +91 22 4027 1399 • Email : info@jayantagro.com • Website : www.jayantagro.com
FACTORY UNIT 1 PLOT NO. 602, BEHIND G.A.C.L., P. O. PETROCHEMICALS, DIST. BARODA - 391 346. GUJARAT. INDIA.
FACTORY UNIT 2 PLOT NO. 624, 627, BEHIND G.A.C.L., P. O. PETROCHEMICALS, DIST. BARODA - 391 346. GUJARAT. INDIA.
TEL.: (0265) 613 0000, 223 2112, 223 0350 • FAX : (0265) 223 0958.

August 2, 2018

Corporate Relations Department
BSE Limited,
1st Floor, New Trading Wing
Rotunda Building, P J Towers
Dalal Street, Fort
Mumbai 400 001

Fax Nos : 22723121 / 22722041

The Market Operations Department
National Stock Exchange of India Limited
Exchange Plaza, 5th Floor
Plot No C/1, G Block
Bandra-Kurla Complex
Bandra (E), Mumbai 400 051

Fax Nos : 26598237 / 38

Dear Sir / Madam,

Ref: Jayant Agro-Organics Limited

Sub: Annual Report for Financial Year 2017-18

With reference to the above captioned subject and pursuant to the Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Annual Report for Financial Years 2017-18 as adopted and approved by the Members of the Company at 26th Annual General Meeting of the Company held on July 28, 2018.

Kindly take the same on record.

For Jayant Agro-Organics Limited

JAYANT AGRO-ORGANICS LTD. MUMBAI

Dinesh M. Kapadia
Company Secretary & Compliance Officer
Encl.: As above

Annual Report
2017-18

CASTOR 24 X 7

JAYANT AGRO-ORGANICS LTD.

Leadership through Innovation

WHAT DRIVES US?

VISION

To win a niche for ourselves in the areas in which we operate, by providing products and services of superior quality and value which best satisfy the needs of our customers; and in doing so, to bring about prosperity to our organisation, its people, its shareholders, its investors and the country at large.

VALUES

To create an organisation incorporating the values of integrity and dedication; one which progressively evolves with time to meet the challenges of the future.

PHILOSOPHY

It is our earnest belief that nothing of lasting and enduring value is created overnight. Everything worthwhile today is the result of yesteryears' work and vision and every successful tomorrow requires conceptualisation in the form of ideas and thoughts and crystallisation there of through efforts to be put in today.

"As we sow, so we reap."

CHAIRMAN'S MESSAGE

Dear Shareholders,

The current year saw the Company's turnover touch new highs. The consolidated turnover and EBIDTA for the year was ₹2557.10 crores and ₹150.9 crores, respectively. Both were highest ever in the history of your Company. Given that, the year saw the lowest crop in nearly a decade and the industry had to depend on the carry forward crop of previous years, the performance of the Company can be considered satisfactory.

The year started on a positive note with a stable business environment. The exports for the industry which were at 5,56,778 Metric Tons in 2016-17, were at 6,39,390 Metric Tons in 2017-18, reflecting the buoyant demand for castor oil. It is expected that the overall demand for castor oil will continue to improve steadily in the long run. Your Company has placed its faith in the Indian farmers, particularly in the castor seed growing regions of Gujarat and Rajasthan to increase castor seed availability in a meaningful way. It has been our endeavour to support the efforts of the farmers by providing them a market for their produce. Your Company has strategically focused on the customer, with a robust long-term vision of expanding the market, enhancing its relations to promote sustainable growth in consumption and application of castor oil and its derivatives.

Your Company is a multi-product manufacturer and supplier to various industries and markets with essentially a single raw material, the castor seed. Castor Oil is a wonder material, which is a non-food, non-feed, eco-friendly, biodegradable, natural and versatile product. The journey to discover new products and build a versatile portfolio requires continuous commitment. Your Company has a focused Research & Development Centre, which plays an important role in achieving our overall vision. The versatility provided by its R&D centre not only helps the Company to launch new products, but also enables it to respond dynamically to the changes in the market. It is your Company's vision to cater to all the industries, across geographies. Your Company sells more than 75 different products to over 70 countries across the globe.

With the petroleum prices rising, castor oil based products offer an eco-friendly alternative to many petroleum based products. Many of the castor oil products also complement petroleum products. The demand for these products will depend on the conviction of the market about where the petroleum prices are headed.

Your Company's performance of sebacic acid has been improving continuously. However, there is stiff competition from Chinese manufacturers, which affects the profitability. The Indo-Japanese-Korean joint venture, Vithal Castor Polyols Pvt. Ltd., is sensitive to petroleum prices, due to which it is facing challenges in utilizing its capacity. Your management, along with its joint venture partners, is working towards the product mix to achieve satisfactory capacity utilization. The current trend of firm prices of petroleum products may be beneficial for this joint venture.

Arkema, a global leader in specialty chemicals and advanced materials; BASF, the world's leading chemical company; Jayant Agro-Organics Ltd., a pioneer in castor oil based chemicals in India, and Solidaridad, an international civil society organization, came together for Project 'Pragati' (Hindi word for progress). With this first-of-its-kind initiative globally, the companies are developing a sustainable castor framework titled 'SuCCESS' (Sustainable Castor Caring for Environmental & Social Standards). On May 2nd, 2018, the first 10 producer groups, representing 1,019 castor farmers were formally awarded certificates for their tremendous achievements in improving the sustainability of their farming practices.

In addition to the "Pragati" initiative, your Company is involved in several projects involving the welfare of farmers, including one by The Solvent Extractors Association of India (SEA).

Your management will continue to strive to maintain this rich legacy of performance with incessant effort and dedication by partnering with like-minded organisations and institutions, focusing on innovation by investing in Research & Development for new products, processes and applications. We continue to believe in our Founder's philosophy- "As you sow, so you reap".

With Best Wishes,

Abhay V. Udeshi

CHAIRMAN

CASTOR 24 X 7

Since centuries, castor oil has been known only for its medicinal properties, lubrication in bullock carts and as an oil to light lamps. However, as humans gained more knowledge in chemistry, the true potential of castor oil was discovered. The above picture is an attempt to depict some of the uses of castor oil and its derivatives, and how they touch our everyday lives, 24 x 7.

From the time we get up and reach for our toothbrush (bristles are made of castor-based material), to the toiletries and cosmetics we use (aftershaves, lipsticks, perfumes, deodorants, soaps, shampoos etc.), the clothes we wear (textile chemicals, sports shoes, etc.), the transport we take (seats, coolants, lubricants and engineering plastics used in cars, airplanes, space ships etc.), our daily supplies (such as paper, inks, etc.) our communication through mobiles and electronics (encapsulants, keypads, covers, etc.), the surroundings in which we sit (paints, polishes, chairs and cushions, etc.), the food we eat (fruits and vegetables, chocolates, food packaging, etc.), our healthcare (the medicines we take, medical equipment, etc.) and even in the mattress and pillows we use (foams, memory foams), all contain a castor oil or castor based derivative in them. Castor Oil is truly omnipresent.

At Jayant Agro-Organics Ltd. the Castor chemistry continues to ignite our passion, fascinate our minds and mesmerises us with the myriad possibilities provided by its molecule. We continue to explore its marvels and bring about new castor-based materials, Jagromats, in our journey as "The Castor Company".

Consolidated Performance for the last ten years

(₹ in Lakhs)

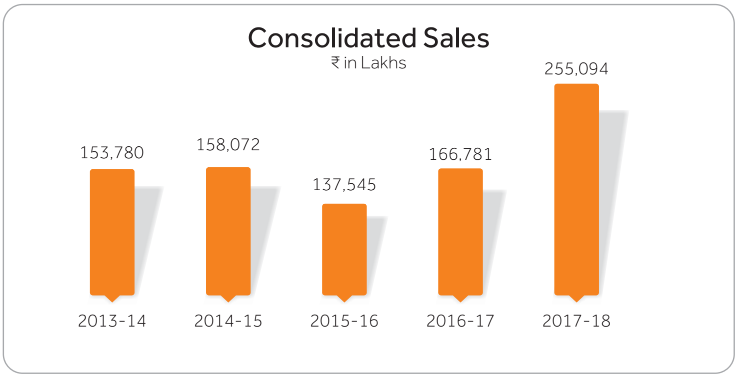
PARTICULARS	2008-09	2009-10	2010-11	2011-12	2012-13	2013-14	2014-15	2015-16	2016-17	2017-18	Total
Equity Capital	*750	750	750	750	750	750	750	750	750	**1500	--
Reserves & Surplus	7,623	8,757	10,915	13,889	16,615	21,266	21,268	23,800	27,420	30,729	--
Borrowings	9,063	23,749	24,036	25,862	30,759	30,864	25,787	27,262	41,429	55,624	--
Gross Block	9,644	12,558	13,664	24,020	27,302	28,636	30,866	31,639	31,996	32,885	–
Net Block	7,585	10,048	10,575	20,118	22,126	22,119	23,079	22,724	22,059	21,889	–
Sales - Castor Oil & Derivatives	87,586	90,455	117,525	183,221	162,100	153,780	158,072	137,547	166,781	255,094	1,512,160
Net Profit	749	1,246	2,491	3,135	3,622	3,976	1,069	2,428	5,493	5,347	29,557
Dividend (%)	25	30	35	40	45	60	20	75	175	40	–
Dividend including dividend Tax	270	259	302	326	338	458	181	677	1,580	723	5,112
Dividend per Share of ₹5/- each Equity (₹)	1	2	2	2	2	3	1	3.75	8.75	2.00	--
Earning per Share (₹)	5	8	17	21	24	27	7	16	37	18	–
Cash Earning Per Share (₹)	8	15	21	32	36	40	14	26	45	22	–

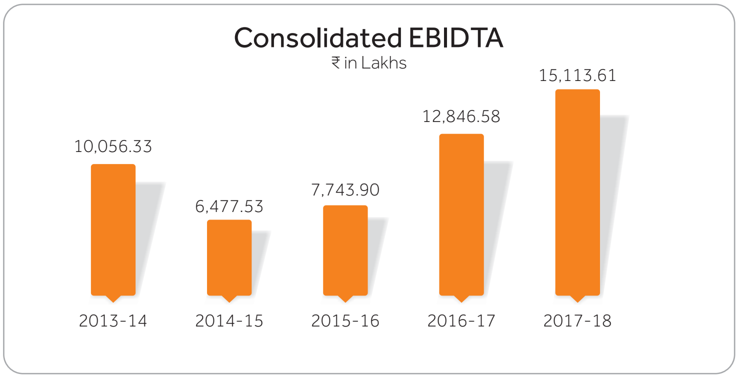
Note:

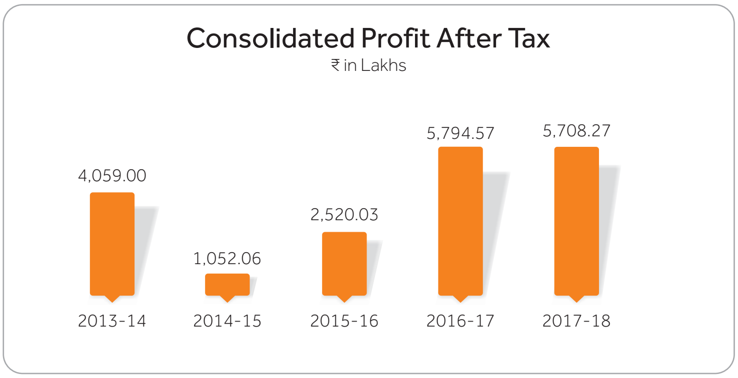
1) *Increase from ₹694.50 lakhs to ₹750.00 lakhs during the year 2008-09 is due to allotment of 1,110,000 Equity Shares of ₹5/- each on Preferential basis.

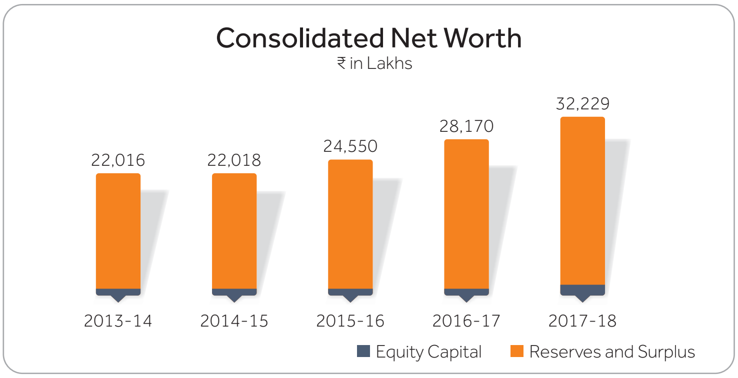
2) **Increase from ₹750.00 lakhs to ₹1500.00 lakhs during the year 2017-18 is due to allotment of Bonus Shares in the ratio of 1 : 1.

5 YEARS AT A GLANCE





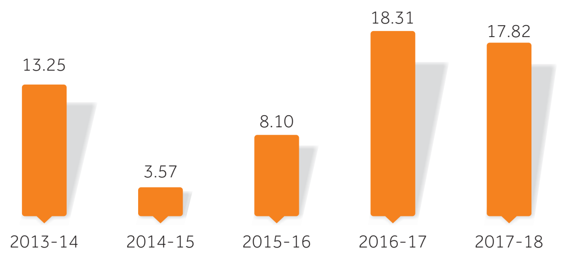




5 YEARS AT A GLANCE

Consolidated EPS (Adjusted)*

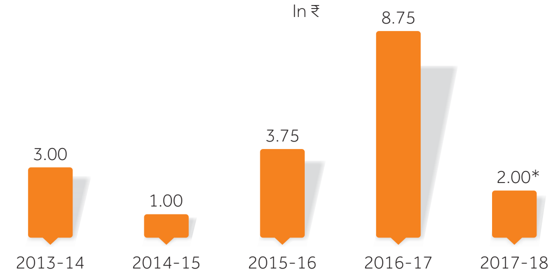
In ₹



*Previous year's figures adjusted on account of issue of bonus shares in 1:1 ratio.

Dividend Paid

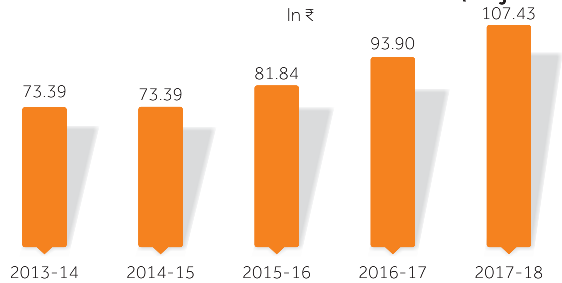
In ₹



*Pursuant to issue of bonus shares during the year in the ratio of 1:1

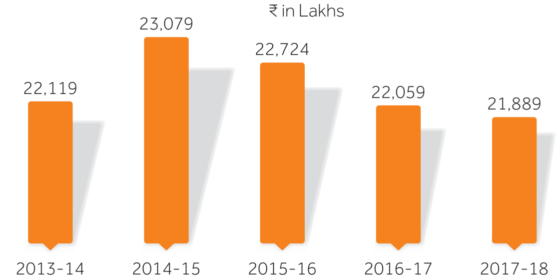
Consolidated Book Value Per Share (Adjusted)

In ₹



Net Block

₹ in Lakhs



AWARDS, ACCOLADES & RECOGNITION

IAPL Award of Excellency 2016-17

JAOL Award of Excellency 2016-17

Highest Processor of Castor seed Oil cake 2016-17

Second Highest Exported of Castor seed Extraction 2016-17

Export Award received from ISCMA

Solvent Extractors Association of India along with the Company initiated, Shri Vithaldas G. Udeshi Castor Innovation Award to recognize contribution made by various stakeholders to the Castor Oil Industry.

OUR CSR INITIATIVE

Group Shot Solidaridad Networks

As you are aware, in May 2016, your Company along with Arkema and BASF as well as NGO Solidaridad initiated a CSR project for sustainability in castor oil under the name "Sustainable Castor Initiative - Pragati" (Hindi for "progress"), which aims to improve the livelihood of castor farmers and contracted workers by supporting them to optimize yield and reduce environmental impact. In the current year, 10 producer groups, representing the 1,019 castor farmers were formally awarded certificates for their tremendous achievements in improving the sustainability of their farming practices. Other major achievements of the project to date are:

- A yield improvement of 55% vs the 2016 baseline
- Safety kits and waste storage drums distributed to all 2,700 participating farmers
- More than 1,000 hours of classroom training
- Completion of soil and water tests across 41 villages
- Health camps set up in 26 villages
- Five demo plots created for better agricultural practices field demonstration
- More than 2,000 hectares of castor farming are now in accordance with the project framework

Since its launch, Project Pragati has led to intensive farmer engagement and adoption of best agricultural practices within the castor community. These results have been audited by independent third party inspection agencies. To date, over 2,700 farmers have been trained by the project.

By educating, and disseminating best agricultural and environmental practices, Project Pragati, enables farmers to access the full benefits of productivity through better practices. In addition, aids in creating awareness and incentivizes them to take responsibility towards health, environment, safety and society.

While the project continues to positively impact the farming community, the founders are now considering opening the project for participation to all interested stakeholders to enhance sustainability for the castor industry within the next 12 months.

Additionally, Your company through, "Kalyan Foundation", a trust with whom your company is associated along with its subsidiary, Ihsedu Agrochem Pvt. Ltd, in conjunction with progressive farmers are continuing with the project of developing model farms for the education and development of the castor industry wherein the farms are able to achieve a yield of over 6 tons per hectare which is more than 3 times the average yields. It is both the vision and the mission of your company to carry this productivity potential developed by agricultural universities to translate productivity for farmers on the field by providing extension services at the ground level. This projects & initiatives will contribute towards fulfilling the vision of our Prime Minister of doubling the farmer's income.

BOARD OF DIRECTORS

Abhay V. Udeshi
CHAIRMAN & WHOLE-TIME DIRECTOR

Hemant V. Udeshi
MANAGING DIRECTOR

Subhash V. Udeshi
WHOLE-TIME DIRECTOR

Varun A. Udeshi
WHOLE-TIME DIRECTOR

Jayasinh V. Mariwala
INDEPENDENT DIRECTOR

Deepak V. Bhimani
INDEPENDENT DIRECTOR

Vijay Kumar Bhandari
INDEPENDENT DIRECTOR

Mukesh C. Khagram
INDEPENDENT DIRECTOR

Sucheta N. Shah
INDEPENDENT DIRECTOR

Vikram V. Udeshi
CHIEF FINANCIAL OFFICER

BOARD OF DIRECTORS

Abhay V. Udeshi	-	Chairman & Whole-time Director
Hemant V. Udeshi	-	Managing Director
Subhash V. Udeshi	-	Whole-time Director
Varun A. Udeshi	-	Whole-time Director
Jayasinh V. Mariwala	-	Independent Director
Vijay Kumar Bhandari	-	Independent Director
Mukesh C. Khagram	-	Independent Director
Deepak V. Bhimani	-	Independent Director
Sucheta N. Shah	-	Independent Director

CHIEF FINANCIAL OFFICER
Vikram V. Udeshi

COMPANY SECRETARY
Dinesh M. Kapadia

BANKERS
Central Bank of India
State Bank of India
Oriental Bank of Commerce
Kotak Mahindra Bank Limited
DBS Bank Ltd.
HDFC Bank Ltd.

AUDITORS
M/s. Vatsaraj & Co.
Chartered Accountants

ADVOCATES & SOLICITORS
M/s J. Sagar Associates
M/s PDS Legal

REGISTRAR & SHARE TRANSFER AGENT
M/s. Link Intime India Pvt. Ltd.
C-101, 247 Park, L.B.S. Marg,
Vikhroli (West), Mumbai – 400 083
Tel: +91 22 49186270
Fax: +91 22 49186060
E-mail: rnt.helpdesk@linkintime.co.in

REGISTERED OFFICE
701, Tower "A", Peninsula Business Park,
Senapati Bapat Marg, Lower Parel (West),
Mumbai 400 013.
Website: www.jayantagro.com
CIN: L24100MH1992PLC066691
Tel.: +91 022 40271300
E-mail: info@jayantagro.com

WORKS
Plot Nos. 601,602,624-627 & 603
Behind G.A.C.L.
Post Petrochemicals
Dist. Vadodara 391 346.Gujarat.

ISCPL Division, Plot No. 296-300,
Near GIPCL & Hettich,
Dhanora, PO: Petrochemicals - 391 346
Dist: Vadodara, Gujarat.

CONTENTS

Date, Time & Place of 26th AGM

Saturday, the July 28, 2018 at 3.00 p.m. at M. C. Ghia Hall, Bhogilal Hargovindas Bldg., 4th floor,18/20, K. Dubash Marg, Mumbai 400 001.

NOTICE

Notice is hereby given that the Twenty Sixth (26th) Annual General Meeting (AGM) of **JAYANT AGRO-ORGANICS LIMITED** ("the Company") will be held on **Saturday, July 28, 2018** at 3.00 p.m. at M. C. Ghia Hall, Bhogilal Hargovindas Bldg., 4th floor, 18/20, K. Dubash Marg, Mumbai 400 001, to transact the following business:

ORDINARY BUSINESS:

1. a) To receive, consider and adopt the standalone audited financial statements of the Company for the financial year ended March 31, 2018 together with Reports of the Board of Directors and Auditors thereon.

   b) To receive, consider and adopt the consolidated audited financial statements of the Company for the financial year ended March 31, 2018 together with Reports of the Board of Directors and Auditors thereon.

2. To confirm the payment of an Interim Dividend of ₹0.65 per equity share of ₹5/- each and to declare Final Dividend on equity shares for the financial year ended March 31, 2018.

3. To appoint Director in place of Dr. Subhash V. Udeshi (DIN00355658) who retires by rotation and being eligible, offers himself for re-appointment.

4. To consider and if thought fit, to pass the following Resolution as an **Ordinary Resolution:**

   "**RESOLVED** that pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, (including any statutory modification(s) or any amendment(s) thereto, or any substitution(s) or re-enactment(s) made thereof, for the time being in force), the appointment of M/s Vatsaraj & Co., Chartered Accountants (Firm's Registration no. 111327W), as Auditors of the Company, by resolution passed at the 25th Annual General Meeting of the Company, to hold office from the conclusion of that Annual General Meeting until the conclusion of the 30th Annual General Meeting to be held in year 2022, be and is hereby ratified for the balance term and accordingly they continue to hold office from the conclusion of the 26th Annual General Meeting until the conclusion of the 30th Annual General Meeting on such remuneration as may be fixed by the Board, apart from reimbursement of out of pocket expenses as may be incurred by them for the purpose of audit."

   "**RESOLVED FURTHER** that the Board of Directors, the Chief Financial Officer or the Company Secretary be and are hereby severally authorised to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution."

SPECIAL BUSINESS:

5. **Ratification of remuneration of Cost Auditor for the Financial Year 2018-2019**

   To consider and if thought fit, to pass the following Resolution as an **Ordinary Resolution:**

   "**RESOLVED** that pursuant to Section 148 and other applicable provisions of the Companies Act, 2013 and Companies (Audit & Auditors) Rules, 2014, ('Rules') including any statutory amendment(s) or modification(s) thereto or enactment or substitution thereof for the time being in force, the aggregate remuneration of ₹2,10,000/- (Rupees two lakh ten thousand) plus applicable taxes and reimbursement of actual travel and out-of-pocket expenses for the Financial Year ending March 31, 2019 as approved by the Board of Directors of the Company, to be paid to M/s. Kishore Bhatia & Associates, Cost Accountants (FRN 00294), for the conduct of audit of the Cost Accounts relating to the organics and speciality chemical products manufactured by the Company for the Financial Year 2018-2019 be and is hereby approved and confirmed."

   "**RESOLVED FURTHER** that the Board of Directors, the Chief Financial Officer or the Company Secretary be and are hereby severally authorised to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution."

6. **Appointment of Mr. Abhay V. Udeshi as Chairman & Whole-time Director of the Company:**

   To consider, and if thought fit, to pass the following Resolution as a **Special Resolution**:

   "**RESOLVED** that, pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Rules made thereunder (including any statutory modification(s) or any amendment(s) thereto, or any substitution(s) or re-enactment(s) made thereof, for the time being in force), and on the recommendation of Nomination and Remuneration Committee and the Board vide its Resolutions dated February 3, 2018, Mr. Abhay V. Udeshi (DIN:00355598), who was appointed by the Board of Directors as an Additional Director of the Company with effect from February 3, 2018, who by virtue of the provisions of Section 161 of the Companies Act, 2013, holds office upto the date of ensuing Annual General Meeting, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying its intention to propose the appointed of Mr. Abhay V. Udeshi (DIN:00355598), as a candidate for the office of Director of the Company, be and is hereby appointed as a Whole-time Director of the Company liable to retire by rotation;

   "**RESOLVED FURTHER** that, pursuant to Section 149, 152, 196, 197, 198, 203 and other applicable sections, if any, read together with Schedule V of the Companies Act, 2013 ("Act"), as amended from time to time and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 or any amendment thereof, the relevant provisions of the Articles of Association of the Company and/or such other approvals, permissions, sanctions as may be required and subject to such conditions and modifications as may be prescribed or imposed by any of the authorities in granting such approvals, sanctions, permissions, and on the recommendation of Nomination and Remuneration Committee and the Board vide its Resolutions dated February 3, 2018, Mr. Abhay V. Udeshi, be and is hereby appointed as Chairman & Whole-time Director of the Company for a period of 5 (five) years commencing from February 3, 2018 on the terms and conditions including remuneration as set out in the Explanatory Statement."

"**RESOLVED FURTHER** that notwithstanding anything contained hereinabove, where, during the term of employment of Whole-time Director, if in any financial year, the Company has no profits or its profits are inadequate, unless otherwise approved by any Statutory Authority, as may be required, the remuneration payable to the Whole-time Director including salary, perquisites and any other allowances shall be governed and be subject to the conditions and ceiling provided under the provisions of Schedule V of the Companies Act, 2013 or such other limits as may be prescribed by the Government from time to time as minimum remuneration."

"**RESOLVED FURTHER** that the Board of Directors, the Chief Financial Officer or the Company Secretary be and are hereby severally authorised to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution."

7. **Re-Appointment of Dr. Subhash V. Udeshi as Whole Time Director of the Company.**

   To consider, and if thought fit, to pass the following Resolution as a **Special Resolution:**

   "**RESOLVED** that, pursuant to Section 196, 197, 198, 203 and other applicable sections, if any, read together with Schedule V of the Companies Act, 2013 ("Act"), and the Rules made thereunder (including any statutory modification(s) or any amendment(s) thereto, or any substitution(s) or re-enactment(s) made thereof, for the time being in force) the relevant provisions of the Articles of Association of the Company and / or such other approvals, permissions, sanctions as may be required and subject to such conditions and modifications as may be prescribed or imposed by any of the authorities in granting such approvals, sanctions, permissions, approval of Company is be and hereby accorded to the re-appointment of Dr. Subhash V. Udeshi as whole time director of the Company for a period of 5 (five) years commencing from June 1, 2018, liable to retire by rotation and on such terms and conditions including remuneration as set out in the Explanatory Statement."

   "**RESOLVED FURTHER** that notwithstanding anything contained hereinabove where during the term of employment of Whole-time Director, if in any financial year, the Company has no profits or its profits are inadequate, unless otherwise approved by any Statutory Authority, as may be required, the remuneration payable to the Whole- time Director including salary, perquisites and any other allowances shall be governed and be subject to the conditions and ceiling provided under the provisions of Schedule V of the Companies Act, 2013 or such other limits as may be prescribed by the Government from time to time as minimum remuneration."

   "**RESOLVED FURTHER** that the Board of Directors, the Chief Financial Officer or the Company Secretary be and are hereby severally authorised to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution."

8. **Further Issue of Equity Shares:**

   To consider, and if thought fit, to pass the following Resolution as a **Special Resolution:**

   "**RESOLVED** that pursuant to the provisions of Sections 23, 41, 42, 62(1)(C) and 71 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or any amendment(s) thereto, or any substitution(s) or re-enactment(s) made thereof, for the time being in force), and applicable provisions, if any of the Companies Act, 1956 (without reference to the provisions thereof that have ceased to have effect upon notification of the Companies Act, 2013 (collectively, the "Companies Act"), the provisions of the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR) and the listing agreements entered into with the stock exchanges and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (the "SEBI-ICDR Regulations"), the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2015, the provisions of the issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipt Mechanism) Scheme, 1993 or the Depository Receipt Scheme, 2014, the provisions of the Foreign Exchange Management Act, 1999, ("FEMA") and rules and regulations framed thereunder as amended from time to time and subject to other applicable rules, regulations and guidelines issued by the Securities and Exchange Board of India ("SEBI"), the Reserve Bank of India ("RBI"), the Government of India ("GoI"), the stock exchanges and / or any other competent governmental or regulatory authorities from time to time to the extent applicable, and subject to such approvals, permissions, consents and sanctions as may be necessary from SEBI, Stock Exchanges, RBI, GoI and any other governmental or regulatory authorities as may be required in this regard and further subject to such terms and conditions or modifications as may be prescribed or imposed by any of them while granting any such approvals, permissions, consents and / or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution), consent of the members be and is hereby accorded to the Board to create, offer, issue and allot (including with provisions for reservation on firm and/or competitive basis, of such part of issue and for such categories of persons as may be permitted), with or without green shoe option, such number of equity shares of the Company of face value of ₹5/- each ("Equity Shares"), Global Depository Receipts ("GDRs"), American Depository Receipts ("ADRs"), Foreign Currency Convertible Bonds ("FCCBs"), fully convertible debentures/partly convertible debentures, preference shares convertible into Equity Shares, and/or any other financial instruments convertible into Equity Shares (including warrants, or otherwise, in registered or bearer form) and/or any security convertible into Equity Shares with or without voting/special rights and/or securities linked to Equity Shares and/or securities with or without detachable warrants with right exercisable by the warrant holders to convert or subscribe to Equity Shares (all of which are hereinafter collectively referred to as "Securities") or any combination of Securities, in one or more tranches, whether Rupee denominated or denominated in foreign currency, in one or more foreign markets and/or domestic market, by way of one or more public and/or private offerings, and/or on preferential allotment basis including Qualified Institutions Placement ("QIP") or any combination thereof, through issue of prospectus and /or placement document/ or other permissible/requisite offer document to any eligible person, including Qualified Institutional Buyers ("QIBs") as defined under the SEBI-ICDR Regulations in accordance with Chapter VIII of the SEBI-ICDR Regulations, or otherwise, foreign/resident investors (whether institutions, incorporated bodies, mutual funds, individuals or otherwise), venture capital funds (foreign or Indian), alternate investment funds, foreign institutional investors, foreign portfolio investors, qualified foreign investors, Indian and/or multilateral financial institutions, mutual funds, insurance companies, non-resident Indians, stabilizing agents, pension funds and/or any other categories of investors, whether they be holders of equity shares of the Company or not (collectively called the "Investors") as may be decided by the Board in its discretion and permitted under applicable laws and regulations, for an aggregate amount not exceeding ₹250 Crores (Rupees Two Hundred and Fifty Crores) or equivalent thereof, in one or more foreign currency and/or Indian rupees, inclusive of such premium as may be fixed on such Securities by offering the Securities through public offer(s) or private placement(s) or a combination thereof at such time or times, at such price or prices, at a discount or premium to market price or prices permitted under applicable laws in such manner and on such terms and conditions including security, rate of interest etc. as may be deemed appropriate by the Board at its absolute discretion including the discretion to determine the categories of Investors to whom the offer, issue and allotment shall be made to the exclusion of other categories of Investors at the time of such offer, issue and allotment considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with lead manager(s) and/ or underwriter(s) and/or other advisor(s) appointed and / or to be appointed by the Company (the "Issue")."

"**RESOLVED FURTHER** that in pursuance of the aforesaid resolutions:

(a) the Securities to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company;

(b) the Equity Shares that may be issued by the Company shall rank paripassu with the existing Equity Shares of the Company in all respects; and

(c) Equity Shares to be issued on conversion of Securities convertible into Equity Shares shall be appropriately adjusted for corporate actions such as bonus issue, rights issue, stock split, consolidation of stock, merger, demerger, transfer of undertaking, sale of division or any such capital or corporate re-organisation or restructuring."

"**RESOLVED FURTHER** that if any issue of Securities is made by way of a QIP in terms of Chapter VIII of the SEBI-ICDR Regulations (hereinafter referred to as "Eligible Securities" within the meaning of the SEBI-ICDR Regulations), the allotment of the Eligible Securities, or any combination of Eligible Securities as may be decided by the Board shall be completed within twelve months from the date of this resolution or such other time as may be allowed under the SEBI-ICDR Regulations from time to time."

"**RESOLVED FURTHER** that any issue of Eligible Securities made by way of a QIP in terms of Chapter VIII of the SEBI-ICDR Regulations shall be at such price which is not less than the price determined in accordance with the pricing formula provided under Chapter VIII of the SEBI-ICDR Regulations (the "QIP Floor Price"). The Company may, however, in accordance with applicable law, also offer a discount of not more than 5% (Five Percentage) or such percentage as permitted under applicable law on the QIP Floor Price."

"**RESOLVED FURTHER** that in the event that Equity Shares are issued to QIBs by way of a QIP in terms of Chapter VIII of the SEBI-ICDR Regulations, the relevant date for the purpose of pricing of the Equity Shares shall be the date of the meeting in which the Board decides to open the proposed issue of Equity Shares as Eligible Securities and in case Eligible Securities are eligible convertible securities, then either the date of the meeting in which the Board decides to open the proposed issue or the date on which holder of Eligible Securities become eligible to apply for Equity Shares, as may be determined by the Board."

"**RESOLVED FURTHER** that in the event the Securities are proposed to be issued as FCCBs, ADRs or GDRs, the relevant date for the purpose of pricing the Securities shall be determined in accordance with the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through the Depository Receipt Mechanism) Scheme, 1993, or the Depository Receipt Scheme, 2014, as the case may be (including any amendments thereto or re-enactment thereof, for the time being in force) or as may be permitted under applicable law."

"**RESOLVED FURTHER** that for the purpose of giving effect to any offer, issue or allotment of Securities or equity shares on conversion of Securities, the Board be and is hereby authorised on behalf of the Company to seek listing of any or all of such Securities or equity shares as the case may be, on one or more Stock Exchanges in India or outside India and the listing of Equity Shares underlying the ADRs and/or GDRs on the Stock Exchanges in India."

"**RESOLVED FURTHER** that the Board be and is hereby authorised to appoint lead manager(s), issue agents, underwriters, depositories, custodians, registrars, bankers, lawyers, advisors, debenture trustees and all such agencies as are or may be required to be appointed, involved or concerned in the Issue and to remunerate them by way of commission, brokerage, fees or the like and also to reimburse them out of pocket expenses incurred by them and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc. with such agencies."

"**RESOLVED FURTHER** that for the purpose of giving effect to the above, the Board be and is hereby authorized on behalf of the Company to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient for the Issue, including the finalization and approval of the draft as well as final offer document(s), determining the form and manner of the Issue, finalization of the dates and timing of the Issue, identification and class of the investors to whom the Securities are to be offered, determining the issue price, face value, premium amount on issue/conversion of the Securities, if any, rate of interest and all other terms and conditions of the Securities, offer and allotment of Securities, execution of various transaction documents, signing of declarations, creation of mortgage/ charge, utilization of the issue proceeds, and to take such steps and to do all such acts, deeds, matters and things as they may deem fit and proper for the purposes of the Issue and resolve and settle all questions or difficulties that may arise in regard to such Issue without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

"**RESOLVED FURTHER** that the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any committee or any director(s) of the Company in such manner as they may deem fit in their absolute discretion with the power to take such steps and to do all such acts, deeds, matters and things as they may deem fit and proper for the purposes of the Issue and settle any questions or difficulties that may arise in this regard to the Issue."

9. **Issue of Debt Securities on Private Placement basis:**
   To consider, and if thought fit, to pass, the following Resolution as a **Special Resolution:**

   "**RESOLVED** that pursuant to the provisions of Sections 42 and 71 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 framed thereunder and all other applicable rules, if any, and other applicable Guidelines and Regulations issued by the Securities and Exchange Board of India (SEBI) or any other law for the time being in force (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force) and in terms of the Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall include any Committee thereof) to offer, issue and allot, secured and / or unsecured, listed and / or unlisted redeemable Non-Convertible Debentures ("NCDs") and / or other debt securities, including Bonds etc., on private placement basis, in one or more series/tranches, aggregating upto ₹500 crores (Rupees Five Hundred Crores) on such terms and conditions and at such times, as the Board may, from time to time determine and consider proper and most beneficial to the Company including as to when the said NCDs and / or other debt securities be issued, the consideration for the issue, utilisation of the issue proceeds and all matters connected with or incidental thereto."

   "**RESOLVED FURTHER** that the period of one year shall commence from the date of approval of the shareholders of the Company."

   "**RESOLVED FURTHER** that the Board of Directors, the Chief Financial Officer or the Company Secretary be and are hereby severally authorised to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution."

10. **Reclassification of Promoter of the Company**
    To consider, and if thought fit, to pass, the following Resolution as a **Special Resolution**:

    "**RESOLVED** that, pursuant to Regulation 31A and other relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the applicable provisions of the Companies Act, 2013 ('Act') read with the Rules framed thereunder ('the Act'), including any statutory modification(s) or re-enactment thereof, for the time being in force and other applicable provisions, and subject to necessary approvals from the Securities Exchange Board of India (SEBI Board / SEBI), Stock Exchanges and other appropriate statutory authorities, as may be necessary, the approval of the Members be and is hereby accorded for re-classification of Mr. Dilipsinh G Udeshi jointly with Mrs. Damyanti D. Udeshi, forming part of the existing Promoters of the Company from Promoter category to Public category.

    "**RESOLVED FURTHER** that the Promoter seeking re-classification will not:

    i. have any special rights through formal or informal arrangement.
    ii. hold more than 10% of the paid-up capital of the Company.
    iii. act as a Key Managerial Person for a period of more than three years from the date of Shareholders approval."

"**RESOLVED FURTHER** that, on approval of the SEBI Board/ Stock Exchange upon application for reclassification of the aforementioned applicants, the Company shall effect such reclassification in the Statement of Shareholding pattern from immediate succeeding quarter under Regulation 31 of SEBI (Listing Obligation & Disclosure Requirements) Regulations 2015 and compliance to Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, and other applicable provisions;"

"**RESOLVED FURTHER** that, any of the Directors of the Company or the Company Secretary or such other person as authorized by the Board, be and are hereby severally authorized to submit application for reclassification to the SEBI Board, Stock Exchanges, wherein the securities of the Company are listed or any other regulatory body, as may be required, and to take such steps expedient or desirable to give effect to this resolution;"

"**RESOLVED FURTHER** that the Board be and is hereby authorised to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors of the Company or to any Director of the Company or the Company Secretary of the Company or any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this Resolution including filing of necessary forms and returns with the Ministry of Corporate Affairs, Stock Exchanges and other concerned authorities."

11. **Approval of Transaction for Sale / Purchase of Goods under section 188 (1) (a) between the Company and Ihsedu Agrochem Private Limited, which may qualify as a related party transaction.**

To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

"**RESOLVED** that, pursuant to provisions of Section 177, 188 1(a) and other applicable provisions,if any, of the Companies Act, 2013 ('the Act'), and pursuant to the Companies (Meetings of Board & its Powers) Rules, 2014 ('the Rules'), including any statutory modification(s) or any amendment(s) thereto or any enactment or any re-enactment thereof for the time being in force and in compliance with the provisions of Listing Regulations and pursuant to the approval of the Audit Committee and the Board of Directors of the Company and subject to such other approvals, consents, permissions and sanctions of any authorities as may be necessary, the approval of the Members be and is hereby accorded to the Board of Directors to enter into a contract with Ihsedu Agrochem Private Limited for sale, purchase or supply of any goods or materials, for an aggregate amount of upto ₹500 Crores (Rupees Five Hundred Crores) per year".

"**RESOLVED FURTHER** that, for the purpose of giving effect to the above, any Directors and/or the Company Secretary of the Company be and are hereby severally authorized to agree, accept and finalize all such terms, condition(s),modification(s) and alteration(s) as they may deem fit and to finalize and execute all agreements,documents and writings and to do all acts, deeds and things in this connection and incidental thereto as the Board in its absolute discretion may deem fit."

12. **Approval of Transaction for availing of Services under section 188 (1) (d) between the Company and Ihsedu Agrochem Private Limited, which may qualify as a related party transaction.**

To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

"**RESOLVED** that, pursuant to provisions of Section 177, 188 1(d) and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), and pursuant to the Companies (Meetings of Board & its Powers) Rules, 2014 ('the Rules'), including any statutory modification(s) or any amendment(s) thereto or any enactment or any re-enactment thereof for the time being in force and in compliance with the provisions of Listing Regulations and pursuant to the approval of the Audit Committee and the Board of Directors of the Company and subject to such other approvals, consents, permissions and sanctions of any authorities as may be necessary, the approval of the Members be and is hereby accorded to the Board of Directors to enter into a contract with Ihsedu Agrochem Private Limited for availing of services for an aggregate amount of upto ₹500 Crores (Rupees Five Hundred Crores) per year".

"**RESOLVED FURTHER** that, for the purpose of giving effect to the above, any Directors and/or the Company Secretary of the Company be and are hereby severally authorized to agree, accept and finalize all such terms, condition(s),modification(s) and alteration(s) as they may deem fit and to finalize and execute all agreements,documents and writings and to do all acts, deeds and things in this connection and incidental thereto as the Board in its absolute discretion may deem fit."

13. **Approve the continuation of Directorship of Mr. Jayasinh V. Mariwala as an Independent Director of the Company.**

To consider, and if thought fit, to pass, the following Resolution as a **Special Resolution**:

"**RESOLVED** that**,** in continuation of the resolution passed by the members at the 22nd Annual General Meeting of the Company held on September 27, 2014 and pursuant to the provisions of Section 149, schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with applicable rules made thereunder, and regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 ('new provision") to be effective from April 1, 2019 duly issued vide SEBI Notification dated May 9, 2018 (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force) and subject to such other laws, Rules, Regulations etc. as may be applicable in this regard, and pursuant to the approval of the Board vide its resolution dated May 30, 2018, the consent of the members be and is hereby accorded to continue with the directorship of Mr. Jayasinh V. Mariwala, as a Non-Executive &Independent Director of the Company from the period beginning from April 1, 2019 or such other date as maybe notified by SEBI from time to time (being the date on which the new provision becomes effective) till the expiry of his tenure as an Independent Director as per the terms of his appointment."

"**RESOLVED FURTHER** that, any Directors and/ or the Company Secretary of the Company be and are hereby authorized severally to take such steps as may be necessary for obtaining necessary approvals - statutory, contractual or otherwise, if any, in relation to the above and to settle all matters arising out of and incidental thereto and to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to the said Resolution."

14. **Approve the continuation of Directorship of Mr. Vijay Kumar Bhandari as an Independent Director of the Company.**

To consider, and if thought fit, to pass, the following Resolution as a **Special Resolution**:

"**RESOLVED** that**,** in continuation of the resolution passed by the members at the 22nd Annual General Meeting of the Company held on September 27, 2014 and pursuant to the provisions of Section 149, schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with applicable rules made there under, and regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 ('new provision") to be effective from April 1, 2019 duly issued vide SEBI Notification dated May 9, 2018 (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force) and subject to such other laws, Rules, Regulations etc. as may be applicable in this regard, and pursuant to the approval of the Board vide its resolution dated May 30, 2018, the consent of the members be and is hereby accorded to continue with the directorship of Mr. Vijay Kumar Bhandari, as a Non-Executive & Independent Director of the Company from the period beginning from April 1, 2019 or such other date as maybe notified by SEBI from time to time (being the date on which the new provision becomes effective) till the expiry of his tenure as an Independent Director as per the terms of his appointment."

"**RESOLVED FURTHER** that, any Directors and/ or the Company Secretary of the Company be and are hereby authorized severally to take such steps as may be necessary for obtaining necessary approvals - statutory, contractual or otherwise, if any, in relation to the above and to settle all matters arising out of and incidental thereto and to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to the said Resolution."

15. **Approve the continuation of Directorship of Mr. Deepak V. Bhimani as an Independent Director of the Company.**

To consider, and if thought fit, to pass, the following Resolution as a **Special Resolution**:

"**RESOLVED** that**,** in continuation of the resolution passed by the members at the 22nd Annual General Meeting of the Company held on September 27, 2014 and pursuant to the provisions of Section 149 schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with applicable rules made thereunder, and regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 ('new provision") to be effective from April 1, 2019 duly issued vide SEBI Notification dated May 9, 2018 (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force) and subject to such other laws, Rules, Regulations etc. as may be applicable in this regard, and pursuant to the approval of the Board vide its resolution dated May 30, 2018, the consent of the members be and is hereby accorded to continue with the directorship of Mr. Deepak V. Bhimani, as a Non-Executive & Independent Director of the Company from the period beginning from April 1, 2019 or such other date as maybe notified by SEBI from time to time (being the date on which the new provision becomes effective) till the expiry of his tenure as an Independent Director as per the terms of his appointment."

"**RESOLVED FURTHER** that, any Directors and/ or the Company Secretary of the Company be and are hereby authorized severally to take such steps as may be necessary for obtaining necessary approvals - statutory, contractual or otherwise, if any, in relation to the above and to settle all matters arising out of and incidental thereto and to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to the said Resolution."

Regd. Office:
701, Tower 'A',
Peninsula Business Park,
Senapati Bapat Marg,
Lower Parel (West)
Mumbai – 400 013.

By Order of the Board
For Jayant Agro-Organics Ltd.

Place: Mumbai.
Date: May 30, 2018

Dinesh M. Kapadia
Company Secretary

NOTES

1. 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 SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.

   A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON PROXY AND SUCH PERSON CANNOT ACT AS A PROXY FOR ANY OTHER SHAREHOLDER OR PERSON.

   THE INSTRUMENT APPOINTING PROXY/PROXIES IN ORDER TO BE EFFECTIVE, SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED AND SIGNED, NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 which sets out details relating to Special Business at the meeting, is annexed hereto.

3. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, June 23, 2018 to Thursday, June 28, 2018 both days inclusive in connection with the Annual General Meeting and for the purpose of payment of dividend, if approved by the member.

4. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (10 a.m. to 5 p.m.) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.

5 The dividend, if declared, at the Annual General Meeting, will be paid on or after Thursday, August 2, 2018, to those persons or their mandates:

   (a) Whose names appear as Beneficial Owners as at the end of the business hours on Friday, June 22, 2018 in the list of Beneficial Owners to be furnished by the National Securities Depository Limited and Central Depository Services (India) Limited in respect of the shares held in electronic form, and

   (b) Whose names appear as Members in the Register of Members of the Company after giving effect to valid share transfers in physical form lodged with the Registrar and Share Transfer Agents on or before June 22, 2018.

6 Members, Proxies and Authorized Representatives are requested to bring to the meeting, the Attendance Slip enclosed herewith, duly completed and signed, mentioning therein details their DP ID and Client ID/ Folio No.

7 Corporate members intending to send their authorised representatives to attend the AGM pursuant to Section 113 of the Companies Act, 2013, are requested to send a duly certified copy of the Board Resolution together with their specimen signatures authorising their representatives to attend and vote at the AGM.

8 The Members are requested to notify the change in address, if any, immediately to the Share Transfer Agents, or the Depository Participants (in case of Shares which have been dematerialized) by quoting their registered Folio Number.

9 The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to Registrar and Share Transfer Agent (R&T Agent / RTA), Link Intime India Pvt Ltd.

10 Pursuant to the provisions of Investors Education and Protection Fund ("IEPF")(uploading of information regarding unpaid and unclaimed amount lying with Companies) Rules, 2014, the Company has uploaded the details of unpaid and unclaimed amount (as referred to in Section 124), lying with the Company as on August 9, 2017 (date of last Annual General Meeting) on the website of the Company viz. www.jayantagro.com as well as on the website of the Ministry of Corporate Affairs viz. www.iepf.gov.in. The concerned members are required to verify the details of their claims, if any, from the said websites and lodge their claims with the Company's R & T Agent before the same is due for transfer to the IEPF.

11 In Accordance with the Investor Education and Protection Fund (IEPF) Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, during the year under review, the Company had transferred 23,970 equity shares of face value of ₹5/- each fully paid up to Investor Education and Protection Fund Account in respect of which dividend remained unclaimed/ unpaid for a period of seven consecutive years.

12 Those members who have not yet encashed their dividend warrants for the financial year ended March 31, 2011 and subsequent years, may claim or approach the Company for payment of unclaimed dividend amount, because the dividend amount remaining unclaimed for a period of seven years will be transferred to the Investor Education and Protection Fund, in terms of Section 125 (C) of the Companies Act, 2013.

13 The members holding shares in physical form and desirous of making a nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Companies Act, 2013 are requested to submit details to the Registrar and Share Transfer Agents of the Company in the prescribed Form SH. 13 for this purpose. Members holding shares in electronic form may obtain the Nomination Form from their respective depository participants.

14 Pursuant to the requirements of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015, ("LODR") and Secretarial Standard -2 ("SS-2") the information about the person seeking appointment / re-appointment as Director and continuity in directorship under item nos. 3, 6, 7, 13, 14 & 15 are given in the Annexure to the Notice.

15 Pursuant to sections 101 and 136 of the Companies Act, 2013 read with the Rules framed thereunder, the Notice calling the Annual General Meeting along with the Annual Report 2017-18 would be sent by electronic mode to those Members whose e-mail addresses are registered with the Depository or the Company's Registrar and Transfer Agents, unless the Members have requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies would be sent by the permitted mode. Those Shareholders who have received the copy of Annual Report via e-mail are entitled to receive the copy of Annual Report in physical form, upon making a request for the same to the Company Secretary or by sending an email at investors@jayantagro.com.

16 Members may also note that the Notice of the 26th AGM and the Annual Report for FY 2017-18 will also be available on the Company's website www.jayantagro.com for their download and also on the website of National Securities Depository Limited viz. https://www.evoting.nsdl.com. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days.

17 Mr. Vidyadhar V. Chakradeo, Practicing Company Secretary (Membership No. FCS 3382) has been appointed as the Scrutinizer to scrutinize the e-voting / and voting at AGM process in a fair and transparent manner.

18 In terms of Section 108 of the Companies Act, 2013 read with The Companies (Management and Administration) Rules, 2014 the company has engaged the services of National Securities Depository Limited (NSDL) for providing e-voting facility to the Members. Details of the e-voting process and other relevant details are being sent to all the Members along with the Notice.

19 All correspondence with respect to shares related activities should be addressed to the RTA of the Company viz. Link Intime India Private Limited, C -101, 247 Park, L.B.S Marg, Vikhroli (West), Mumbai - 400083, Tel: 022-49186000. Email: rnt.helpdesk@linkintime.co.in

20 A route map showing directions to the venue of the 26th AGM is given at the last page of annual report as per the requirement of the SS-2 on "General Meetings".

Regd. Office:
701, Tower 'A',
Peninsula Business Park,
Senapati Bapat Marg,
Lower Parel (West)
Mumbai – 400 013.

By Order of the Board
For Jayant Agro-Organics Ltd.

Place: Mumbai.
Date: May 30, 2018

Dinesh M. Kapadia
Company Secretary

EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 5

In accordance with the provisions of Section 148(2) and 148(3) readwith The Companies (Cost Records and Audit) Rules, 2014, the Company is required to appoint a Cost Auditor for audit of Chemical Products manufactured by the Company. Based on the recommendation of the Audit Committee, the Board of Directors have approved the appointment of M/s. Kishore Bhatia & Associates (FR NO.: 00294), as the Cost Auditor for Cost Audit of organic and speciality chemical products for the Financial Year commencing from April 1, 2018, to March 31, 2019 on a remuneration of ₹2,10,000. subject to approval of Members. Accordingly, this Ordinary Resolution is proposed for ratification by the Member.

The Board of Directors recommend passing of the Ordinary Resolution at Item Number 5 of the Notice.

None of the Directors, Key Managerial Personnel (KMP) or their relatives are in any way concerned or interested, financially or otherwise in the resolution set out at item no. 5 of the Notice.

Item No. 6

Mr. Abhay V. Udeshi, aged 57 years, is B.E. (Chemical Engineering) with 1st Class Distinction from M.S. University, Baroda and has over 3 decades of experience in the industry and leads the marketing and sales of castor oil and castor based products. Mr. Abhay V. Udeshi also serves as Hon. Secretary of The Solvent Extractors Association of India.

The Members are informed that on recommendation of Nomination & Remuneration Committee, Board of directors at its Meeting held on February 3, 2018 approved, subject to the approval of the shareholders, the appointment of Mr. Abhay V. Udeshi as an Additional Director and designated him as the Chairman & Whole-time Director of the Company with effect from February 3, 2018 on the terms and conditions contained in the resolution.

The members are further informed that the Company has received from Mr. Abhay V. Udeshi his consent in Form DIR – 2 to act as Director and intimation in Form DIR 8 to the effect that he is not disqualified to be appointed as a Director in the Company. The Company has received Notice in writing under Section 160 of the Companies Act, 2013, from a Member along with requisite deposit proposing candidature of Mr. Abhay V. Udeshi as a Director of the Company. A brief profile of Mr. Abhay V. Udeshi is separately annexed to the Notice.

The terms & conditions of employment including the remuneration payable to Mr. Abhay V. Udeshi is mentioned hereunder:-

PART A

a) Salary

Name	Period	Salary
Mr. Abhay V. Udeshi Chairman & Whole - time Director	5 Years from February 3, 2018 to February 2, 2023	₹450,000/- per month in the grade of ₹375,000/- to ₹750,000/- with Annual increment as may be recommended by the Nomination & Remuneration Committee and approved by the Board of Directors.

b) **Special Allowance/Performance Bonus**: linked to the achievement of Targets, as may be decided by Board/ Chairman of the Board of Directors

c) **Commission:** As may be recommended and approved by the Board of Directors but not exceeding 1% of the net profit of the Company

PART B

Perquisites

Housing I: The expenditure by the Company on hiring furnished accommodation for the Whole-time Director will be subject to a ceiling of sixty percent of his salary, over and above ten percent payable by him.

Housing II: In case no accommodation is provided by the Company, the Whole-time Director shall be entitled to house rent allowance of sixty percent of his salary, over and above ten percent payable by him.

Explanation: The expenditure incurred by the Company on gas, electricity, water and furnishing shall be valued as per the Income Tax Rules, 1962. This shall however be subject to a ceiling of ten percent of the salary of the Whole-time Director.

Medical Reimbursement: Reimbursement of all Medical Expenses actually incurred for self and family.

Leave Travel Concession: For the Whole-time Director and his family once in a year incurred in accordance with the Rules specified by the Company.

Club Fees: Fees of Clubs subject to a maximum of two clubs. This will not include admission and life membership fee.

Personal Accident Insurance: Premium not to exceed 10,000/- per annum.

"Family" means the spouse / dependent children and dependent parents of the Whole time Director.

(i) Contribution to the Provident, Superannuation or Annuity Fund in accordance with the schemes of the Company. Such contributions will not be included in the computation of ceiling on perquisites to the extent these either singly or put together are not taxable under the Income Tax Act.

(ii) Gratuity not exceeding half a month's salary for each completed year of service.

(iii) Encashment of leave at the end of tenure.

(iv) Provision of car for the use of the Company's business and mobile and / or telephone at residence will not be considered as perquisites. Personal long distance calls and use of car for private purpose shall be billed by the Company to the Whole time Director.

General Conditions:

1. The Company shall reimburse actual entertainment and travelling expenses incurred by the Whole time Director in the course of the Company's business.

2. He will not receive sitting fees for attending the Meetings of the Board or Committee thereof.

3. The Whole time Director will be liable to retire by rotation during his tenure up to February 2, 2023.

4. He shall not divulge the secrets of the Company.

5. The appointment may be terminated by either party by giving six months' notice or by mutual consent.

6. Subject as aforesaid, the Whole-time Director shall be governed by such other Rules as to payment or otherwise as are applicable to the Senior Executives of the Company from time to time

7. The Whole time Director shall not be entitled to supplement his earnings under the Agreement with any buying or selling commission. He shall not also become interested or otherwise concerned directly or through his wife and/or children in any selling agency of the Company without the prior approval of statutory bodies as may be prescribed under the provisions of the Companies Act, 2013.

The Board of Directors recommend passing of the Special Resolution at Item Number 6 of the Notice.

Apart from Mr. Abhay V. Udeshi, Mr. Hemant V. Udeshi, Dr. Subhash V. Udeshi and Mr. Varun A. Udeshi, none of the Directors, Key Managerial Personnel (KMP) or their relatives are in any way concerned or interested, financially or otherwise in the resolution set out at item no. 6 of the Notice.

Item No. 7

Dr. Subhash V. Udeshi, aged 56 years is B.Tech (Chemical Engineering), I.I.T., Mumbai, Ph. D. (Chem. Engg.) Rugters University, New Jersey, USA. He has experience of over three decades in Research and Development of new products and processes for Castor based, Oleo chemicals and developing QC methods for various products.

The Members at their 23rd Annual General Meeting held on September 24, 2015 re-appointed Dr. Subhash V. Udeshi, as a Whole-time Director of the Company with effect from June 1, 2015 for a period of three years from the said date. On the recommendation of the Nomination and Remuneration Committee at its meeting held on May 5, 2018, the Board of Directors at their Meetings, held on same day, subject to the approval of the shareholders, approved the re-appointment of Dr. Subhash V. Udeshi, as Whole-time Director, for a period of five years, commencing from June 1, 2018 to May 31, 2023 on the terms and conditions contained in the Resolutions and also as contained hereunder. A brief profile of Dr. Subhash V. Udeshi is separately annexed to the Notice.

The terms & conditions of employment including the remuneration payable to Dr. Subhash V. Udeshi is mentioned hereunder: -

PART A

a) Salary

Name	Period	Salary
Dr. Subhash V. Udeshi Whole - time Director	5 Years from June 1, 2018 to May 31, 2023	₹450,000/- per month in the grade of ₹375,000/- to ₹750,000/- with Annual increment as may be recommended by the Nomination & Remuneration Committee and approved by the Board of Directors.

b) **Special Allowance/Performance Bonus**: linked to the achievement of Targets, as may be decided by Board/ Chairman of the Board of Directors

c) **Commission:** As may be recommended and approved by the Board of Directors but not exceeding 1% of the net profit of the Company

PART B

Perquisites

Housing I: The expenditure by the Company on hiring furnished accommodation for the Whole-time Director will be subject to a ceiling of sixty percent of his salary, over and above ten percent payable by him.

Housing II: In case no accommodation is provided by the Company, the Whole-time Director shall be entitled to house rent allowance of sixty percent of his salary, over and above ten percent payable by him.

Explanation: The expenditure incurred by the Company on gas, electricity, water and furnishing shall be valued as per the Income Tax Rules, 1962. This shall however be subject to a ceiling of ten percent of the salary of the Whole-time Director.

Medical Reimbursement: Reimbursement of all Medical Expenses actually incurred for self and family.

Leave Travel Concession: For the Whole-time Director and his family once in a year incurred in accordance with the Rules specified by the Company.

Club Fees: Fees of Clubs subject to a maximum of two clubs. This will not include admission and life membership fee.

Personal Accident Insurance: Premium not to exceed 10,000/- per annum.

"Family" means the spouse / dependent children and dependent parents of the Whole time Director.

(i) Contribution to the Provident, Superannuation or Annuity Fund in accordance with the schemes of the Company. Such contributions will not be included in the computation of ceiling on perquisites to the extent these either singly or put together are not taxable under the Income Tax Act.

(ii) Gratuity not exceeding half a month's salary for each completed year of service.

(iii) Encashment of leave at the end of tenure.

(iv) Provision of car for the use of the Company's business and mobile and/or telephone at residence will not be considered as perquisites. Personal long distance calls and use of car for private purpose shall be billed by the Company to the Whole time Director.

General Conditions:

1. The Company shall reimburse actual entertainment and travelling expenses incurred by the Whole time Director in the course of the Company's business.

2. He will not receive sitting fees for attending the Meetings of the Board or Committee thereof.

3. The Whole time Director will be liable to retire by rotation during his tenure up to May 31, 2023.

4. He shall not divulge the secrets of the Company.

5. The appointment may be terminated by either party by giving six months' notice or by mutual consent.

6. Subject as aforesaid, the Whole-time Director shall be governed by such other Rules as to payment or otherwise as are applicable to the Senior Executives of the Company from time to time

7. The Whole time Director shall not be entitled to supplement his earnings under the Agreement with any buying or selling commission. He shall not also become interested or otherwise

concerned directly or through his wife and/or children in any selling agency of the Company without the prior approval of statutory bodies as may be prescribed under the provisions of the Companies Act, 2013.

The Board of Directors recommend passing of the Special Resolution at Item Number 7 of the Notice.

Apart from Dr. Subhash V. Udeshi, Mr. Hemant V. Udeshi and Mr. Abhay V. Udeshi, none of the Directors, Key Managerial Personnel (KMP) or their relatives are in any way concerned or interested, financially or otherwise in the resolution set out at item no. 7 of the Notice.

Item No. 8

This special resolution contained in the Notice relates to a resolution by the Company enabling the Board to create, issue, offer and allot Equity Shares, GDRs, ADRs, Foreign Currency Convertible Bonds or Convertible Debentures and such other securities as stated in the resolution (the "Securities"), including by way of a qualified institutions placement in accordance with Chapter VIII of the SEBI-ICDR Regulations, in one or more tranches, at such price and on such terms and conditions as may be deemed appropriate by the Board (which term shall be deemed to include any committee thereof which the Board may have constituted) at its absolute discretion including the discretion to determine the categories of Investors to whom the issue, offer, and allotment shall be made considering the prevalent market conditions and other relevant factors and wherever necessary, in consultation with lead manager(s) and other agencies that may be appointed by the Board for the purpose of the Issue.

This special resolution enables the Board to issue Securities for an aggregate amount not exceeding ₹250 Crores or its equivalent in any foreign currency. The Board shall issue Securities pursuant to this special resolution and utilize the proceeds for business purposes, including but not limited to meet capital expenditure and working capital requirements of the Company and its subsidiaries, joint ventures and affiliates, including investment in subsidiaries, joint ventures, associates and affiliates, repayment of debt, exploring acquisition opportunities and general corporate purposes. The special resolution seeks to empower the Board to issue securities by way of one or more public and/or private offerings, and/ or on preferential allotment basis including Qualified Institutions Placement ("QIP") or any combination thereof, through issue of prospectus and / or placement document/ or other permissible/requisite offer document to any eligible person, including Qualified Institutional Buyers ("QIBs") as defined under the SEBI-ICDR Regulations in accordance with Chapter VIII of the SEBI-ICDR Regulations, or otherwise, foreign/resident investors (whether institutions, incorporated bodies, mutual funds, individuals or otherwise), venture capital funds (foreign or Indian), alternate investment funds, foreign institutional investors, foreign portfolio investors, qualified foreign investors, Indian and/or multilateral financial institutions, mutual funds, insurance companies, non-resident Indians, stabilizing agents, pension funds and/or any other categories of investors, whether they be holders of equity shares of the Company or not (collectively called the "Investors") as may be decided by the Board.

Further, if any issue of securities is made by way of QIP the Board may also offer a discount of not more than 5% or such other percentage as permitted on the QIP pricing formula provided under SEBI-ICDR Regulations. The "Relevant Date" for this purpose will be the date of the meeting in which the Board decides to open the proposed issue of Equity Shares as Eligible Securities and in case Eligible Securities are eligible convertible securities, then either the date of the meeting in which the Board decides to open the proposed issue or the date on which holder of Eligible Securities become eligible to apply for Equity Shares, asmay be determined by the Board. As the Issue may result in the issue of Equity Shares of the Company to investors who may or may not be members of the Company, consent of the members is being sought pursuant to Section 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, the SEBI-ICDR Regulations and any other law for the time being in force and being applicable and in terms of the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. (Listing Regulation / LODR)

Since the pricing and other terms of the offerings cannot be decided except at a later stage, an enabling resolution is being passed to give adequate flexibility and discretion to the Board to finalize the price and terms of the Issue of Securities. However, the same would be in accordance with the SEBI-ICDR Regulations as amended from time to time or any other guidelines/ regulations / laws as may be applicable.

The Board of Directors recommend passing of the Special Resolution at Item Number 8 of the Notice.

None of the Directors, Key Managerial Personnel (KMP) or their relatives are in any way concerned or interested, financially or otherwise in the resolution set out at item no. 8 of the Notice.

Item No. 9

In terms of section 42 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 (the Rules), a Company shall not make Private Placement of its Securities unless the proposed offer of Securities or invitation to subscribe to Securities has been previously approved by the Members of the Company by a Special Resolution. In case of an offer or invitation for offer of Non-Convertible Debentures, the Company can pass a Special Resolution once a year for all the offers or invitations to be made for such Debentures during the year.

In order to augment resources for, inter alia, the on going capital expenditure, long term working capital/short term working capital and for general corporate purposes, the Board may, at an appropriate time, offer or invite subscription for secured/ unsecured redeemable non-convertible debentures,in one or more series/tranches on private placement, issuable/redeemable at par or premium as the case may be for an amount not exceeding ₹500 Crores. Accordingly, consent of the members is sought for passing the Special Resolution in the Notice. This resolution is an enabling resolution and authorises the Board of Directors of the Company to offer or invite subscription for secured/ unsecured redeemable non-convertible debentures, as may be required by the Company,from time to time for a period of one year from the date of passing this resolution.

The Board of Directors recommend passing of the Special Resolution at Item Number 9 of the Notice.

None of the Directors, Key Managerial Personnel (KMP) or their relatives are in any way concerned or interested, financially or otherwise in the resolution set out at item no. 9 of the Notice.

Item No. 10

The Company was in receipt of an joint application request letter from Mr. Dilipsinh G. Udeshi and Mrs. Damyanti D. Udeshi, Promoters of the Company, to reclassify the shareholding from Promoter category to Public category under Regulation 31A (2) & (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations / LODR'). Based on the said request letter received from the above persons, the matter was discussed by the Board of Directors of the Company at their meeting held on May 5, 2018 and they recommended the same for the approval of the shareholders and the stock exchanges.

Mr. Dilipsinh G. Udeshi along with Mrs. Damyanti D Udeshi hold 1,11,900 equity shares of the Company which is 0.37% of the paid up share capital of the Company. Mr. Dilipsinh G. Udeshi and Mrs. Damyanti D. Udeshi are aged 79 years and 74 years respectively and are leading their lives and occupation independently and are not connected, directly or indirectly nor have any control over the affairs or over activities of the Company. Further, Mr. Dilipsinh G. Udeshi and / or Mrs. Damyanti D. Udeshi have never held any position of Key Managerial Personnel in the Company and does not have any special rights through formal or informal arrangement with the Company and are never privy to any price sensitive information of the Company.

The proposed re-classification of the shareholding of the Promoter Group mentioned above is not pursuant to Regulation 31A (5) or (6) of the Listing Regulations, 2015. However, the said resolution is required as the Board of Directors recommends passing of Special Resolution as set out at Item No. 10 of this Notice.

None of the Directors, Key Managerial Personnel (KMP) or their relatives are in any way concerned or interested, financially or otherwise in the resolution set out at item no. 10 of the Notice.

Item No. 11 & 12

The Company's basic raw material is Castor Oil for the purpose of manufacturing speciality chemicals and castor oil based derivatives. To ensure uninterrupted supply of raw material, the Company incorporated Ihsedu Agrochem Private Limited ("IAPL") as a wholly owned subsidiary as a backward integration company for extraction of oil out of castor seed. Subsequently in Financial Year 2013- 2014, IAPL issued additional shares to Arkema Asie SAS (Arkema) and a Joint Venture agreement was executed between the Company and Arkema Asie SAS. On happening of the above event, IAPL ceased to become the wholly owned subsidiary and the shareholding of your Company reduced to 75.10 % and the balance 24.90 % is held by Arkema.

In terms of the provisions of section 188 of the Companies Act, 2013, read with rules framed thereunder, and relevant circulars and in accordance to the provisions of Listing Regulation , any material related party transaction shall requires the approval of the shareholders of the Company by way of an Ordinary Resolution.

An entity will be a "Related Party" of the Company in terms if it falls within the definition of "related party" under Section 2(76) of the Companies Act, 2013 and as defined in the Accounting Standards.

The threshold limits as provided under the Companies Act, 2013 for transactions to be a material related party transaction are as under;-

- for sale, purchase of any goods and material under section 188 (1) (a) :- 10 % of the turnover or ₹100 Crores, whichever is lower

- for availing or rendering of any services under section 188 (1) (d) :- 10 % of the turnover or ₹50 Crores, whichever is lower

  (Explanation. - (1) The Turnover referred in above shall be computed on the basis of the Audited Financial Statement of the preceding Financial year.)

  And the threshold limits provided under Listing Regulations for transactions to be a material related party transaction is transaction which exceeds ten percent of the annual consolidated turnover of the company as per the last audited financial statements of the company

Details of the related party transactions as required under the Companies Act, 2013 and rules made thereunder:

Sr No.	Particulars	Remarks
a.	Name of the related party	Ihsedu Agrochem Private Limited
b.	Name of the director or key managerial personnel who is related	Mr. Abhay V. Udeshi, Mr. Hemant V. Udeshi, Dr. Subhash V. Udeshi, Mr. Varun A. Udeshi, & Mr. Vikram V. Udeshi,
c.	Nature of relationship	Mr. Abhay V. Udeshi, is common director in both the companies & Mr. Vikram V Udeshi holds position of KMP in both the companies. Mr. Hemant V. Udeshi, Dr. Subhash V. Udeshi and Mr. Varun A. Udeshi, are relatives of Mr. Abhay V. Udeshi & Mr. Sudhir V. Udeshi is relative of Mr. Vikram V. Udeshi
d.	Nature, material terms, monetary value and particulars of the contract or arrangement	- Nature & Material Term: In terms of the Contract, the Company would avail certain assistance from IAPL for procurement of raw material for the Company. - Monetary value: up to ₹500 Crores (Rupees Five Hundred Crores) per year - Particulars of the contract: Purchase / Sale of Castor Oil, availing Job Work for extraction of oil etc.

NOTICE

The Board of Directors recommend passing of the Ordinary Resolution at Item Number 11& 12 of the Notice.

None of the Directors / key managerial personnel's (KMP's) and or their relatives except Mr. Abhay V. Udeshi, on being common director and Mr. Hemant V. Udeshi, Dr. Subhash V. Udeshi, Mr. Varun A. Udeshi, relative of director and Mr. Vikram V. Udeshi being Key Managerial Personnel is deemed to be concerned or interested financially our otherwise in the above mentioned resolutions.

Item No. 13, 14 & 15

Securities and Exchange Board of India (SEBI) on May 9, 2018 notified SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (Amended Listing Regulations) and Amended the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Pursuant to Regulation 17A of the Amended Listing Regulations, with effect from April 1, 2019, listed entity shall not appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five years unless a special resolution is passed.

Brief profile and Justification for the continuity of appointment of Mr. Jayasinh V. Mariwala, Mr. Vijay Kumar Bhandari and Mr. Deepak V. Bhimani.

Mr. Jayasinh V. Mariwala, aged 84, is associated with the Company for a more than decade and has over fifty years of experience in the food ingredients, spices, commodities and consumer products industry. He has played a prominent role in the formation and development of Mariwala family owned companies such as Bombay Oil Industries, Kancor Ingredients Ltd., Vallabhdas Kanji and Auto Hangar. He has also been the Vice- Chairman of the Spices Board and the Chairman of the Extreme Focus Group formed by the Ministry of Commerce. He is a Trustee of Bhatia Hospital and M.K.N. Bhatia School. For the last thirty years, he is actively involved with a Pune NGO "Swa-Roopwardhinee". This organization is engaged in self-development for bright students in slum areas of Pune and villages around Pune. Mr. Mariwala guides the company in formulation of strategies for the business development of the Company.

Mr. Vijay Kumar Bhandari, aged 74, is a B.Com. (Hons.) & Chartered Accountant having vast experience in Banking Industry in various capacities including as Regional Manager/ AGM/DGM/ Zonal Manager at various offices of Central Bank of India for over 31 years. Last position held as General Manager in charge of Credit, Treasury, Merchant Banking Division, and Retired as General Manager on October 31, 2003. Mr. Bhandari guides on the financial aspects of the Company.

Mr. Deepak V. Bhimani aged 79, completed his basic education in Mumbai and graduation and post-graduation in the field of Textile Chemistry from the Lowell Technological Institute at Massachusetts, U.S.A. He is a man of various and divergent hobbies, a Rotarian and a Trustee of various Institutions which run schools and hospital in Gujarat. His hobbies which include astronomy, photography, mountaineering and trekking, chasing total solar eclipses has led him to various parts of the world. Mr. Deepak Bhimani has represented the ISCMA on the Task Force, an Apex Body setup by ONGC, to formulate the policies. He has travelled extensively, representing his company in various exhibitions, symposiums and forums. He has presented papers on flame retardency in textiles in India as well as abroad. His in-depth knowledge in the chemistry helps the company towards R&D and improving QC of the company's products.

The Board of Directors recommend passing of the Special Resolution at Item Number 13, 14 & 15 of the Notice.

Except for Mr. Jayasinh V. Mariwala, Mr. Vijay Kumar Bhandari and Mr. Deepak V. Bhimani, none of the Directors, Key Managerial Personnel (KMP) or their relatives are in any way concerned or interested, financially or otherwise in the resolution set out at item no 13, 14 & 15

Regd. Office:
701, Tower 'A',
Peninsula Business Park,
Senapati Bapat Marg,
Lower Parel (West)
Mumbai – 400 013.

By Order of the Board
For Jayant Agro-Organics Ltd.

Place: Mumbai.
Date: May 30, 2018

Dinesh M. Kapadia
Company Secretary

ANNEXURE TO NOTICE

DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AS REQUIRED UNDER REGULATION 36 (3) OF LODR and SECRETARIAL STANDARDS -2:

Name of Director	Mr. Abhay V. Udeshi (DIN:- 00355598)	Dr. Subhash V. Udeshi (DIN:- 00355658)	Mr. Jayasinh V Mariwala (DIN:- 00182835)	Mr. Vijay Kumar Bhandari (DIN:- 00052716)	Mr. Deepak V. Bhimani (DIN:-00276661)
Date of Birth/Age	18.06.1960 57 years	13.12.1961 56 years	09.07.1933 84 years	14.10.1943 74 years	31.08.1939 79 years
Date of Original appointment on the Board	03.02.2018	01.06.2002	29.06.2002	27.10.2005	27.10.2005
Experience	Around three decades of experience in the industry and leads the marketing and sales of castor oil and castor oil based products.	Research and Development of new products and process for Castor based Oleo chemicals and Develops QC methods for various products	Experience of over fifty years in the food ingredients, spices, commodities and consumer products industry and in the field of Finance & Accountancy.	Experience in Banking Industry in various capacities including as Regional Manager/ AGM/ DGM/ Zonal Manager at various offices of Central Bank of India in the Country for over three decades. Last position held as General Manager in charge of Credit, Treasury,Merchant Banking Division, and Retired as General Manager on October 31, 2003.	Expertise in manufacturing chemicals for textile and allied products since 1964 and has represented the ISCMA on the Task Force, an Apex Body setup by ONGC, to formulate the policies. He has also held the position as the President of ISCMA in past.
Qualifications	B.E. (Chemical Engineering) with 1st Class Distinction from M.S. University, Baroda	B.Tech (Chemical Engineering), I.I.T., Mumbai, Ph. D. (Chem. Engg.) Rugters University, New Jersey, USA.	B. Com., and Chartered Accountant	B. Com., and Chartered Accountant	Graduation and Post-Graduation from Lowell Technological Institute, Lowell, Massachusetts in USA, in the field of Textile Chemistry.
Terms and conditions of appointment	Please refer Explanatory Statement	Please refer Explanatory Statement	Appointment for a period of 5 years as per the terms and conditions provided in the Companies Act, 2013 and LODR / listing regulations	Appointment for a period of 5 years as per the terms and conditions provided in the Companies Act, 2013 and LODR / listing regulations	Appointment for a period of 5 years as per the terms and conditions provided in the Companies Act, 2013 and LODR / listing regulations

Name of Director	Mr. Abhay V. Udeshi (DIN:- 00355598)	Dr. Subhash V. Udeshi (DIN:- 00355658)	Mr. Jayasinh V Mariwala (DIN:- 00182835)	Mr. Vijay Kumar Bhandari (DIN:- 00052716)	Mr. Deepak V. Bhimani (DIN:-00276661)
Directorship in other Companies	1. Enlite Chemical Industries Limited 2. Ihsedu Coreagri Services Private Limited 3. Ihsedu Itoh Green Chemicals Marketing Private Limited 4. Ihsedu Agrochem Private Limited 5. Gokulmani Agircom Limited 6. Vithal Castor Polyols Private Limited 7. The Solvent Extractors Association of India 8. Garware Club House 9. Jayant Finvest Ltd.	1. Enlite Chemical Industries Limited 2. Innovative Micro Systems Private Limited 3. Ihsedu Itoh Green Chemicals Marketing Private Limited	1. Vallabhdas Kanji Limited 2. Auto Hangar (India) Private Limited 3. Mutual Industries Limited 4. Red Peppers Limited 5. Omniactive Health Technologies Limited 6. Center for Digestive and Kidney Diseases (India) Pvt. Ltd. 7. Omni Wellness and Nutrition Limited 8. Sanjwin Consulting Solutions Private Limited 9. Mariwala Marketing Private Limited 10. AHI Insurance Broker Private Limited 11. Omniactive Improving Lives Foundation	1. HSIL Ltd 2. Kopran Ltd 3. Super Smelters Limited 4. Gurunanak Auto Ent. Ltd 5. Midland Microfin Ltd	Navdeep Chemicals Private Limited
Memberships/ Chairmanships of Committees of other Companies.	Member of Audit Committee of Ihsedu Agrochem Private Limited	NIL	NIL	- HSIL Ltd - Chairman of Audit Committee and Member of Stakeholder Relationship Committee - Kopran Ltd - Member Audit Committee - Super Smelters Ltd - Chairman of Audit Committee - Guru Nanak Auto Ent.Ltd - Member of Audit Committee - Midland Microfin Ltd - Chairman of Audit Committee	NIL
Shareholding in the Company	91,300*	85,000*	-	-	-
Relationship with other Directors	Relative of Mr. Hemant V. Udeshi,Dr. Subhash V. Udeshi and Mr. Varun A. Udeshi	Relative of Mr. Hemant V. Udeshi and Mr. Abhay V. Udeshi	-	-	-
No. of meetings of the Board attended during the year	5 out of 5 Meetings	5 out of 5 Meetings	4 out of 5 Meetings	5 out of 5 Meetings	3 out of 5 Meetings

*Includes shares held by their respective HUF

DIRECTORS' REPORT

Dear Shareholders,

Your Directors are pleased to present the Twenty–Sixth Annual Report for the financial year ended March 31, 2018 along with the Audited Financial Statement and the Auditor's Report thereon.

1. **Financial Results:** (₹ in Lakhs)

Particulars	Standalone		Consolidated	
	2017-18	2016-17	2017-18	2016-17
Revenue from operations and other income	78,563.47	66,625.87	255,710.75	167,207.38
Profit before Depreciation & Amortisation Expenses, Finance Costs, Share of Net Profits/(Loss) of Investments and Tax	9,376.28	8,786.53	15,090.19	12,850.82
Less: Depreciation, and Amortisation Expenses	783.25	780.00	1,084.26	1,067.25
Profit before Finance cost, Share of Net Profits/(Loss) of Investments and Tax	8,593.03	8,006.53	14,005.93	11,783.57
Less: Finance Cost	2,240.77	1,248.47	5,424.23	3,180.32
Profit before Share of Net Profit/(Loss) of Investments and Tax	6,352.26	6,758.06	8,581.70	8,603.25
Add: Share of net Profit/(Loss) of Joint Venture	-	-	23.42	(4.24)
Profit Before Tax	6,352.26	6,758.06	8,605.11	8,599.01
Less: Provision for Tax	2,109.58	2,202.18	2,896.85	2,859.65
Add: MAT Credit Entitlement of earlier years	-	43.70	-	55.21
Profit for the year	4,242.68	4,599.58	5,708.27	5,794.57
Add/(Less): Other Comprehensive Income (OCI)	(555.35)	291.44	(917.32)	278.07
Total Comprehensive Income for the year	3,687.33	4,891.01	4,790.95	6,072.64
Less: Total Comprehensive Income for the year attributable to Non-Controlling Interest	-	-	271.50	297.85
Total Comprehensive Income for the year attributable to Owners of the Company	-	-	4,519.45	5,774.79
Add: Profit brought forward from the previous year including OCI	16,821.93	13,925.91	18,954.59	15,334.86
Profit available for appropriation, which is appropriated as follows:	**20,509.26**	**18,816.92**	**23,474.04**	**21,109.65**
Appropriations:				
Interim Dividend	195.00	1,125.00	195.00	1,258.00
Final Dividend	187.50	562.50	187.50	562.50
Dividend Distribution Tax	77.87	307.49	77.87	334.56
Closing Balance including OCI	**20,048.89**	**16,821.93**	**23,013.67**	**18,954.59**
Earnings per share(EPS) (Face Value of shares ₹5/-)	14.14	15.33	17.82	18.31

*After adjusting for bonus issue in ratio of 1:1

Pursuant to the provisions of section 133 of the Companies Act, 2013, the Financial Statements for the current financial year is prepared in accordance with the Indian Accounting Standards (IndAS) and for the sake of comparison, the previous financial year figures have been reinstated as per the IndAS.

2. **Overview of Financial Performance:**
The Annual Report also includes the Consolidated Financial Statements of the Company, which include the results of the Company's subsidiaries; viz. Ihsedu Agrochem Private Limited, Ihsedu Itoh Green Chemicals Marketing Private Limited and Ihsedu Coreagri Services Private Limited and its share in the Associate Company, Vithal Castor Polyols Private Limited. The Standalone Financial results for the year show a Total Income of ₹78,563.47 Lakhs compared to ₹66,625.87 Lakhs and standalone Net Profit after tax of ₹4,242.68 Lakhs as compared to ₹4,599.58 Lakhs in the previous year and the Consolidated Financial results for the year show Total Income of ₹2,55,710.75 Lakhs compared to ₹1,67,207.38 Lakhs and Consolidated Net Profit after tax of ₹5,708.27 Lakhs compared to ₹5,794.57 Lakhs in the previous year.

3. **Dividend & Reserves:**
During the year under review an interim dividend of ₹0.65 (i.e. 13% post bonus), each per share on 30,000,000 equity share of ₹5/- each was paid by the Board of Directors of the Company. The Board of Directors are now pleased to recommend a final dividend of ₹1.35 (i.e. 27%) per share on the paid up equity share capital of the Company, for consideration and approval of the shareholders at the annual

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general meeting. With this, the total dividend for the entire year sums out to ₹2.00 per equity share of ₹. 5/- each i.e. (40%) on enhanced paid-up equity share capital post issue of bonus share in ratio of 1:1. The equity dividend outgo for the Financial Year 2017-18, inclusive of tax on distributed profits would be upto ₹723.00 lakhs.

Your Directors do not propose to transfer any amount to the General Reserve for the financial year ended March 31, 2018

4. **Change in Nature of Business:**
There were no material changes in the nature of business of the Company during the year under review.

5. **Bonus Issue of Shares and Share Capital:**
During the year under review, the shareholders of the Company were rewarded with Bonus Shares in the proportion of 1 (one) new Equity Share of ₹5/- (Rupees five) each fully paid up for every 1 (one) existing Equity Share of ₹5/- (Rupees five) each of the Company held by the members as on August 2, 2017 (i.e. Record Date) which was approved by the members through Postal Ballot. The Bonus shares were allotted on August 3, 2017 and were listed on the stock exchanges w.e.f. August 11, 2017. Subsequent to the issue of Bonus Shares, the Paid up share capital of the Company stands increased to ₹15,00,00,000 dividend into 3,00,00,000 equity share of ₹5/- each fully paid-up There was no change in authorised share capital of company during the year under review.

6. **Credit Rating:**
The Credit Rating of the Company for Long Term Debt and Short Debt is Crisil A-/ Stable and Crisil A2+ respectively, rated by CRISIL Limited.

7. **State of Company's Affair:**
In order to avoid duplication and for the sake of better understanding, the State of Company's Affairs is explained in detail in the section, Management Discussions and Analysis which has been included in this section of the directors report.

8. **Listing of Shares:**
The Company's equity shares are actively traded on BSE Limited (BSE) and the National Stock Exchange of India Limited (NSE). Further, the applicable listing fees for the financial year 2018-19 has been paid to the respective Stock Exchange(s).

9. **Management's Discussion and Analysis:**
(a) **Industry Structure and Developments and impact on the Company and its performance:**
The demand for castor oil products saw a decent growth. India's exports of castor oil reached an all-time high of Approx 6.4 lakhs Mt. Despite of a lower than normal crop the carry forward of the previous year's supply ensured smooth supply of castor oil. The market remained volatile with the first half seeing firm prices in anticipation of shortages expected on account of a lower crop, the carry forward of the previous year ensured continuity of supply throughout the year resulting in subdued prices in the second half of the year.

Although the demand for sebacic acid was better than in 2016-17, the sebacic acid market remained more competitive with renewed participation from the Chinese manufacturers. China continues to dominate the sebacic acid industry. Your company continues to make effort to improve its capacity utilization and gain a foothold in an industry dominated by China.

Your company has invested in an Indo-Japanese-Korean joint venture, Vithal Castor Polyols Pvt. Ltd. (VCP). VCP's products directly compete with petroleum based polyols due to which it is facing challenges in capacity utilization and will result in a longer gestation period for the investment. The current surge in the prices of petroleum products is likely to have a positive impact on the demand for VCP's products. Further, the company is also realigning its product mix to adjust to the market conditions.

The late rainfall in the castor growing region of Gujarat resulted in a surge in the sowing area towards the end of the sowing season. This resulted in boosting the estimates of the crop to over 1.4 million tons against the crop estimates of about 1 million tons for the year 2017. With the estimates of carry forward of 300,000 Mt being lower than the revised estimates of the carry forward stocks of 900,000 Mt the industry will need to keep a close watch on the availability of the seeds as the demand supply equation is likely to be more balanced.

Your company believes that ample availability of castor seeds at stable and competitive prices will be essential for the future growth of the industry. We are confident that like in the past the Indian farmers will rise to the challenges to meet the global requirements for castor seeds.

The demand for castor oil based products continues to see a stable growth across the world with China resuming its growth in consumption. In the current scenario India should be able to satisfy the world demand. Your company will be keeping a close watch on the monsoon and sowing data.

(b) **Opportunities & Threats:**
With more than 80% of your Company's production being exported, the state of the world economy, besides other industrial and scientific developments has an important bearing on its growth.

Your company's products are competing with end products manufactured from crude oil and other vegetable oils. The price behavior of castor oil in relation to them is likely to have a bearing on the growth of the company.

Environment being a major concern, the search for green products is likely to intensify in the future. Castor Oil being a natural, organic, renewable and bio-degradable product is gaining importance as a green product. With improved irrigation, better quality inputs and scientific farming there is a substantial scope to improve yields per hectare of castor seeds. Besides due to its unique chemical structure, it finds myriad applications in virtually every industry be it agriculture, lubricants, paints, inks, surface coatings, pharmaceuticals, food, engineering plastics, cosmetics, perfumeries, electricals, rubber and so on. Your company continues to endeavor to tap these opportunities by focusing on Research & Development and investing in new capacities, new technologies, new applications, and new products.

Castor Seeds continue to be a volatile raw material in terms of its price and is prone to speculation. Being a shallow commodity, speculation could lead to extra-ordinary swing in prices, specially with the wider platform being provided by the listing on National Commodity and Derivatives Exchange (NCDEX). SEBI is keeping an vigilant and watchful eye to ensure an orderly market. Being an agricultural product, it depends on the rainfall and weather conditions prevailing in the area of castor growing States in the country, though it is a sturdy crop. The limited size of the crop makes it susceptible to speculation and wild gyration in prices. To mitigate the effect of uncertain weather, the Company has laid down parameters for inventory management. The Company has proper mechanism in place to immediately respond to any unforeseen eventualities. The Company is also cultivating hybrid seeds to improve the productivity of commercial Castor Seeds.

Your company has through, "Kalyan Foundation", an trust with whom your company is associated along with its subsidiary, Ihsedu Agrochem Pvt. Ltd., in conjunction with progressive farmers developed model farms for the education and development of the castor industry wherein the farms have achieved a yield of over 6 tons and hectare 3 to 4 times the average yields. It is both the vision and the mission of your company to carry this productivity potential developed at our agricultural universities to performance on our field making castor seeds farming sustainable and profitable for the farmers.

(c) Segment:

The Company is organised into three business segments – Castor Oil, Derivatives and Power Generation.

(d) Outlook:

The long term demand outlook for your Company's products remains positive although the near term uncertainties remain due to the low crude oil prices. Emphasis on green eco-friendly products is likely to lead to increase in innovation of new products and uses of castor oil by the chemical industry.

Your Company continues to invest in Research & Development to tap on new growth opportunities. Your Company is also undertaking a backward integration program in order to increase the availability of castor seeds. Barring unforeseen circumstances, your Directors expect satisfactory growth.

(e) Risks and Concerns:

The Company's products are used across geographies in a variety of industries, thereby to a great extent, mitigating the risks associated with demand for its products on a long-term basis. The price behavior of raw material depends on the weather pattern in the castor growing regions, the impact of El Nino on monsoon in these regions, global demand and inventory, and prices of other oils including Crude Oil and therefore can be volatile as well as unpredictable. The Company is closely watching the development of factors affecting the castor seed prices.

The Company restricts its exposure to the price fluctuation of raw materials by limiting its unhedged exposure.

With the business of the Company growing steadily and demand for trained and experienced manpower in excess of the supply, the risk of managing the people is very big. The Company has to retain its existing trained workforce and also attract new talent for its different operations. To improve the performance of the staff at work; various refresher training courses are organized to update their knowledge with the latest technologies and management ideas.

The demand for castor oil and its products is dependent on the overseas markets as more than 80% of the industries production is exported. The threat of new entrants and competition due to aggressive trading policies adopted by them continue to be of concern.

The Company has focused its efforts on marketing and introducing new products thereby mitigating to a certain extent, the effect of recession / slowdown in the industry.

Unrestricted speculation and high volatility due to trading in commodity exchange could have a negative effect on the growth of the industry.

Your Company has been engaged in several legal cases in connection with or incidental to its business operations. These include service, excise and customs cases, etc. filed by and against the Company. These cases are being pursued with due importance and in consultation with legal experts in the respective areas. Your Board believes that the outcome of these cases is unlikely to cause a material adverse effect on the company's profitability or business performance.

Your Company has a contingent liability of ₹402.54 Lakhs as on March 31, 2018. Attention of the shareholders is drawn to the explanations mentioned in note no. 36 of the Notes to Financial statements forming integral part of the balance sheet as on March 31, 2018. In view of the present status and based on legal advice received, your Board of Directors are of the opinion that no provision is required to be made against these contingent liabilities as of now.

Forward Looking Statement:

This report contains forward looking statements that are based on our current expectations, assumptions, *estimates and projections. We have tried, wherever possible to identify such statements by using words such as anticipates, estimates, expects, plans, believes and words of similar substance in connection with any discussion of future performance. Stakeholders are urged to pay careful attention to the risk factors described in this report. One or more of these risks could have an adverse effect on the Company or its group Companies activities, conditions and, financial results. Furthermore, other risks not yet identified or considered as not material by the group could have the same adverse effect. All the forward looking statement included in this report are based on information available to us on the date of issue of this report. The Company do not undertake to update the said statements to reflect the future events or circumstances unless required under the statue.*

Awards and Recognition:

Your Company and its subsidiary Ihsedu Agrochem Private Limited were awarded with the "Award of Excellency" by CHEMEXCIL (Basic Chemicals Pharmaceuticals & Cosmetics Export promotion council) for the outstanding export performance for the year 2016-17. The Company was also awarded with Export Award by Indian Specialty Chemical Manufacturers Association ("ISCMA") for the consistency and growth achieved in exports during the year 2016-17.

10. Material changes and commitments affecting the financial position of the company which have occurred between the end of the financial year of the company to which the financial statements relate and the date of the report:

There has been no material changes occurred subsequent to the close of the financial year of the Company to which the balance sheet relates and the date of the report.

11. Highlights of the Performance/Financial Position of each of subsidiaries/associates/joint venture companies as included in the consolidated financial statements :

The Company (including its subsidiaries and associates) operates in three segments:

1. Consolidated Results :

The consolidated turnover of the Company has been ₹2,55,710.75 Lakhs against ₹1,67,207.38 Lakhs in the previous year. The EBDITA was ₹15,113.60 Lakhs current year and ₹12,846.58 Lakhs for the previous year.

2. Derivatives:

The turnover of the derivatives has been ₹77,157.01 Lakhs against ₹65,037.15 Lakhs in the previous year. The EBDITA has increased to ₹8,898.66 Lakhs to ₹8,354.02 Lakhs.

3. Castor Oil:

The operation of castor oil are mainly carried out in Ihsedu Agrochem Pvt. Ltd and have been discussed thereunder.

4. Power:

The company has installed wind turbines of 2.4 MW and 0.8 MW in Jayant Agro-Organics Ltd and Ihsedu Agrochem Pvt. Ltd. respectively.

The performance of the power segment has been steady with the EBIDTA at ₹199.84 Lakhs

Your directors are pleased to announce that nearly 34% of the electricity at its Ranoli unit and 10% of its power requirement at its crushing plant in Jagana, Palanpur is met by green energy produced from the wind mills.

We would also like to state that more than 95% of its steam requirement is met by using its own product De-oiled Cake, making your company an environment friendly manufacturer of environment friendly products.

Subsidiary Companies:

Ihsedu Agrochem Pvt Ltd (IAPL):

During the year under review, the IAPL a material subsidiary of the Company achieved a turnover of ₹196,456.05 Lakhs as compared to ₹114,872.09 Lakhs in the previous year. The Profit after tax stood at ₹1,434.14 Lakhs as against profit of ₹1,191.45Lakhs in the previous year.

Ihsedu Coreagri Services Pvt Ltd (ICAS):

During the year under review, the ICAS a subsidiary of the Company incurred loss of ₹3.31 Lakhs as against Loss of ₹3.47 Lakhs in the previous year.

Ihsedu Itoh Green Chemicals Marketing Pvt. Ltd (IIGCM):

During the year under review, the IIGCM achieved a total revenue of ₹23.66 Lakhs as compared to ₹24.25 Lakhs in the previous year. The profit after tax was ₹11.34 Lakhs against profit after tax of ₹11.26 Lakhs in the previous year.

Associate Company:

Vithal Castor Polyols Pvt Ltd (VCP):

VCP is an Indo – Japanese - Korean Joint Venture Company, and your company owns 50% equity shares. VCP's products directly compete with petroleum based polyols due to which it is facing challenges in capacity utilization and will result in a longer gestation period for the investment. During the year under review, VCP achieved a turnover of ₹1021 lakhs as compared to ₹797 lakhs in the previous year. The Profit after tax stood at ₹46.83 Lakhs as against loss of ₹8.48 Lakhs in the previous year.

The Policy on material subsidiary is available on https://www.jayantagro.com The audited accounts of the subsidiary companies are placed on the Company's website and the same are open for inspection by any member at the Registered Office of the Company on any working day between 10.00 a.m. to 5.00 p.m.

In accordance with Section 129(3) of the Companies Act, 2013, the Company has prepared consolidated financial statements of the Company and all its subsidiary and associate companies, which forms part of the Annual Report. A statement containing salient features of the financial statements and other necessary information of the subsidiary companies in the format prescribed under Form AOC-1 is included in the Annual Report.

In accordance with third proviso of Section 136(1) of the Companies Act, 2013, the Annual Report of the Company, containing therein its standalone and the consolidated financial statements has been placed on the website of the Company at www.jayantagro.com. Further, as per the fourth proviso of the said Section, Financial Statements of each of the subsidiary companies have also been placed on the website of the Company at www.jayantagro.com. Accordingly, the said documents are not being attached to the Annual Report. Shareholders interested in obtaining a copy of the Audited Annual Financial Statements of the subsidiary companies may write to the Company Secretary and Compliance Officer.

As stipulated in the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulation / LODR), the consolidated financial statements have been prepared by the Company in accordance with the applicable Accounting Standards.

12. **Research and Development (R & D):**

Our R & D, which is recognised by the Department of Scientific & Industrial Research (DSIR), Government of India, continues its focus on Castor Oil based products for use in wide-range of applications viz. Coatings, Polymers, Sealants, Adhesives, Polyurethane foams, Cosmetics, Lubricants, etc. Some of the recent products developed at R & D and successfully introduced into both, foreign and domestic markets, are products for flooring coatings which are water-based or with zero solvents. These products avoid the drawbacks of conventional products which emit solvents into the environment. Also new esters for use as plasticisers in PVC have been developed and successfully introduced in the market. We expect some more products to be introduced in the very near term for applications as mentioned above. The R & D continuously focusses on the improvement of quality of existing products as also improving the existing production processes.

13. **Details in respect of adequacy of internal financial controls with reference to the Financial Statements:**

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. The management monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies at all locations of the Company. Periodical reports on the same are presented to the Audit Committee.

14. **Deposits:**

The Company has not accepted any deposit from the public falling within the ambit of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

15. **Particulars of loans, guarantees or investments under section 186:**

Particulars of loans given, investments made, guarantees given and securities provided by the Company as on March 31, 2018 are given in the note forming part of the financial statement.

16. **Particulars of contracts or arrangements with related parties:**

All Related Party Transactions that were entered into during the financial year were on arm's length basis and in ordinary course of business. There are no materially significant related party transactions made by the Company during the year. All the Related Party Transactions are placed before the Audit Committee and also the Board for approval. A policy on Related Party Transactions is uploaded on the Company's website and can be accessed through the weblink https://www.jayantagro.com.

Prior Omnibus approvals are granted by the Audit Committee for related party transactions which are of repetitive nature, entered in ordinary course of business and are at arm's length basis in accordance with the provisions of the Companies Act, 2013 read with the rules made there under and the Listing Regulations.

The particulars of Contracts and Arrangement with related parties referred to in Section 188(1) of the Companies Act, 2013 as prescribed in Form AOC-2 is not applicable.

17. **Key Managerial Personnel and Directors:**

a) **Changes, in Directors and Key Managerial Personnel ("KMP"):**

On December 20, 2017, Mr. Abhay V. Udeshi, resigned as the Chairman and Whole-time Director and also ceased to act as Member in various committees of the Company. On account of the said resignation, the Board of Directors appointed Mr. Jayasinh V. Mariwala as the Chairman of the Company with effect from December 20, 2017. Subsequently, on the recommendation of the Nominations and Remuneration Committee, the Board of Directors at their meetings held on February 3, 2018 appointed Mr. Abhay V. Udeshi as an Additional director and designated as Chairman & Whole-Time Director and also joined as member of Audit Committee, Stakeholders Relationship Committee and CSR Committees of the Company, effective from February 3, 2018. The Board of Directors expressed its gratitude to Mr. Jayasinh V. Mariwala for being the Chairman of the Company during the said time length. The Board of Directors have further recommended the appointment of Mr. Abhay V. Udeshi as Chairman & Whole-time Director for a period of 5 years commencing from February 3, 2018, subject to the approval of the members at the Annual General Meeting. As required under the provisions of the Companies Act, 2013, the Company has received a Notice along with requisite deposit from the member of the Company proposing the candidature of Mr. Abhay V. Udeshi as the Director of the Company.

In accordance with the provisions of section 203 of the Companies Act, 2013, the following are the Key Managerial Personnel (KMP) of the Company:

Name of KMP's	Designation
Mr. Abhay V. Udeshi	Chairman & Whole – Time Director
Mr. Hemant V. Udeshi	Managing Director
Dr. Subhash V. Udeshi	Whole - Time Director
Mr. Varun A. Udeshi	Whole - Time Director
Mr. Vikram V. Udeshi	Chief Financial Officer
Mr. Dinesh M. Kapadia	Company Secretary

As per the provisions of the Companies Act, 2013, Dr. Subhash V. Udeshi retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment. The Board recommends his re-appointment for consideration of members at the ensuing AGM.

As per the SEBI (Listing Obligation & Disclosure Requirement) Amendment Regulation 2018, a Non-Executive director who has attained the age of seventy five years shall be appointed or his directorship be continued only after passing of special resolution by the Company. In view of the same, the Board of Directors, upon the recommendation of the Nomination and Remuneration Committee meeting held on May 30, 2018, proposes the continuity of directorship of Mr. Jayasinh V. Mariwala, Mr. Deepak V. Bhimani and Mr. Vijay Kumar Bhandari, all being Non-Executive & Independent Directors of the Company.

Necessary resolutions for appointment/ re-appointment & continuity in appointment of the above mentioned Directors have been included in the notice convening the ensuing AGM and requisite details have been provided in the explanatory statement and annexure to the Notice. Your Directors recommend their appointment / re-appointment and continuity in directorship.

b) **Declaration of Independence:**

The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed both under the Companies Act, 2013 and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

c) **Board Evaluation:**

Pursuant to the provisions of the Companies Act, 2013 read with the rules made thereunder, Regulation 17(10) of the Listing Regulations and the Circular issued by SEBI dated January 5, 2017 with respect to Guidance Note on Board Evaluation, the evaluation of the Annual Performance of the Directors/ Board/ Committees were carried out for the Financial year 2017-18.

The details of the evaluation process are set out in the Corporate Governance Report which forms a part of this report.

d) **Policy on Directors' Appointment and Remuneration:**

The Company has devised a Policy for remuneration of Directors, KMPs and other employees. The policy also includes performance evaluation of the Board which includes criteria for performance evaluation of the Independent Directors, Non-Executive Directors and Executive Directors. Policy is also displayed on the Company's website https://www.jayantagro.com The policy is appended as **Annexure I** forming part of this report.

e) **Familiarisation Programme:**

The details of programs for familiarisation of Directors with the Company are put up on the website of the Company https://www.jayantagro.com

f) **Number of meetings of the Board of Directors:**

During the year the Board of Directors met 5 times. The details of the Board Meeting are provided in the Corporate Governance report forming part of this report.

18. Board Committees:

i) **Audit Committee**:

During the year under review, the Audit Committee of the Company was reconstituted on February 3, 2018 as Mr. Abhay V. Udeshi was appointed as the member of the Committee. As on March 31, 2018, the Audit Committee of the Company comprises of 5 Directors, 4 of which are Independent Directors. All members of Audit Committee are financially literate.The members of the Audit Committee as on March 31, 2018 are as under;-

Mr. Jayasinh V. Mariwala	-	Chairman
Mr. Vijaykumar Bhandari	-	Member
Mr. Deepak V. Bhimani	-	Member
Mr. Mukesh C. Khagram	-	Member
Mr. Abhay V. Udeshi	-	Member

All the recommendations made by the Audit Committee were accepted by the Board.

ii) **Stakeholder's Relationship Committee:**

During the year under review, the Stakeholder's Relationship Committee of the Company was reconstituted on February 3, 2018 as Mr. Abhay V. Udeshi was appointed as the member of the CommitteeThe Stakeholder's Relationship Committee of the Company comprises of 4 Directors, namely;

Mrs. Sucheta N Shah	-	Chairperson
Mr. Abhay V. Udeshi	-	Member
Mr. Hemant V. Udeshi	-	Member
Dr. Subhash V. Udeshi	-	Member

iii) **Nomination and Remuneration Committee:**

The Nomination and Remuneration Committee of the Company comprises of 3 Directors, all are Independent Directors.

Mr. Jayasinh V. Mariwala	-	Chairman
Mr. Deepak V. Bhimani	-	Member
Mr. Mukesh C. Khagram	-	Member

A detailed write up of the above committees is mentioned in the Corporate Governance section of this report.

19. Corporate Social Responsibility ("CSR"):

CSR Committee:

During the year under review, The CSR Committee of the Company was reconstituted on February 3, 2018 as Mr. Abhay V. Udeshi was appointed as the member of the Committee. Mr. Deepak V. Bhimani is the Chairman of the Committee and Mr. Abhay V. Udeshi and Mr. Hemant V. Udeshi are the other members of the Committee.

CSR Policy:

The Board of Directors, based on the recommendations of the CSR Committee, formulated a CSR Policy encompassing the Company's philosophy for describing its responsibility as a Corporate citizen, laying down the guidelines and mechanisms for undertaking socially relevant programmes for welfare and sustainable development of the community at large. CSR Policy is available on web link https://www.jayantagro.com

Initiative undertaken during the Financial Year 2017-18:

The amount required to be spent on CSR activities during the year under report in accordance with the provisions of Section 135 of the Act was₹73 Lakhs and the Company had spent ₹73.85 Lakhs during the current financial year. The requisite details on CSR activities pursuant to Section 135 of the Act is as per **Annexure II** appended to this Report.

20. Risk Management Policy:

The Company has a robust Risk Management framework to identify, evaluate business risks and opportunities. This framework seeks to create transparency, minimize adverse impact on the business objectives and enhance the Company's competitive advantage.

21. Auditors:

i) **Statutory Auditors:**

At the 25th Annual General Meeting held on August 9, 2017 M/s. Vatsaraj & Co., Chartered Accountants, Mumbai (Firm's Registration no. 111327W) were appointed as Statutory Auditors of the Company to hold office from the conclusion of the 25th Annual General Meeting until the conclusion of the 30th Annual General Meeting to be held in year 2022, subject to ratification by the Members at every Annual General Meeting on such remuneration as may be fixed by the Board in consultation with the Auditors, apart from reimbursement of out of pocket expenses as may be incurred by them for the purpose of audit.

Auditors Report:

The Report given by M/s. Vatsaraj & Co., Statutory Auditors on the financial statements of the Company for the year 2017-18 is part of the Annual Report. There has been no qualification, reservation or adverse remark or disclaimer in their Report.

ii) **Cost Auditor:**

As per the requirements of Section 148 of the Act, read with The Companies (Cost Records and Audit) Rules, 2014, the Audit of the Cost Accounts relating to Chemical products is being carried out every year. The Board of Directors have, based on the recommendation of the Audit Committee, appointed M/s. Kishore Bhatia & Associates, Cost Accountants, Mumbai (FRN 00294) to audit the cost accounts of the Company for the financial year 2018-19 from April 1, 2018 to March 31, 2019 on a remuneration as may fixed by the Board in consultation with Cost Auditor. As required under the Act, necessary resolution seeking member's ratification for the remuneration payable to M/s. Kishore Bhatia & Associates is included in the Notice convening the 26th Annual General Meeting. The Cost Audit Report for financial year 2016-17 was filed within the due date and report for Financial Year 2017-18 will be filed prescribed timeline.

iii) **Internal Auditor :**

Pursuant to the provisions of section 138 of the Companies Act, 2013 read with the rules made thereunder, M/s. K. C. Mehta & Co. (Chartered Accountant) conducted the Internal Audit of the Company for the financial year 2017-18. The Audit Committee at its meeting held on May 5, 2018 recommended to the Board the appointment of M/s. T. P. Ostwal & Associates LLP (Chartered Accountant) as the Internal Auditor of the Company for financial year 2018-19 in place of M/s. K. C. Mehta & Co. The said proposal for appointment of M/s. T. P. Ostwal & Associates LLP as the Internal Auditor of the Company was approved by the Board of Directors at its meeting held on the same day.

iv) **Secretarial Auditor:**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board had appointed M/s. V V Chakradeo & Co., Company Secretaries (C.P. No. 1705), to conduct Secretarial Audit for the financial year ended March 31, 2018.

The Secretarial Audit Report for the financial year ended March 31, 2018 issued by M/s. V V Chakradeo & Co., Company Secretaries forms part of this report and is appended as **Annexure III**

The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

22. **Reporting of Frauds by Auditors:**
During the year under review, the Statutory Auditor, Cost Auditor and Secretarial Auditor have not reported any instances of frauds committed in the Company by its Officers or Employees to the Audit Committee under section 143(12) of the Companies Act, 2013.

23. **Extract of the Annual Return:**
Pursuant to section 134(3)(a) and section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014, an extract of annual return as on March 31, 2018 in Form No. MGT-9 is appended as **Annexure IV** of this report.

24. **Conservation of energy, technology absorption, foreign exchange earnings and outgo:**
The particulars of the conservation of energy, technology absorption, foreign exchange earnings and outgo, as required to be disclosed under the Act, is appended as **Annexure V** to this Report.

25. **Details of establishment of Vigil Mechanism for directors and employees:**
Pursuant to the provisions of section 177(9) & (10) of the Companies Act, 2013 and as required under Listing Regulations, the Company has established a vigil mechanism for directors and employees to report genuine concerns. The details of the Whistle Blower Policy is available in the Corporate Governance report annexed to this report. The Whistle Blower Policy is also uploaded on the website. (https://www.jayantagro.com).

26. **Particulars of Employees**
The company has 378 employees as on March 31, 2018. In accordance with the provisions of Section 197(12) of the Act read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, a statement containing the disclosures pertaining to remuneration and other details as required under the Act and the above Rules are provided in the Annual Report. The disclosures as specified under Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, have been appended to this Report as **Annexure VI**.
As per the provisions of Section 136(1) of the Act, the reports and accounts are being sent to all the Members of the Company. Details as required pursuant to Rule 5(2) and Rule 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are available for inspection by Members at the registered office of the Company between 10.00 a.m. to 5.00 p.m. on any working day (Monday to Friday), up to the date of the 26th Annual General Meeting. Any Member interested in obtaining such information may write to the Company Secretary and the same will be furnished on such request.

27. **Corporate Governance Certificate:**
As per Regulation 34 (3) read with Schedule V of SEBI (Listing Obligation and Disclosure Requirements), Regulations 2015, a separate section on Corporate Governance practices followed by the Company together with a Certificate from Company's Statutory Auditor, M/s. Vatsaraj & Co., Chartered Accountants, Mumbai confirming compliance forms an integral part of this report.

28. **Directors' Responsibility Statement:**
Based on internal financial control framework put in place by the Company, reviews performed by the management, reports provided by the internal, statutory, cost and secretarial auditors as well as external agencies as and when required, the Board is of the opinion that the Company observed adequate and effective financial controls during the reporting period.
Pursuant to clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013, the Board of Directors, to the best of their knowledge and ability confirm that-

(a) In the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;

(b) The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit of the company for that period;

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

(d) The Directors have prepared the annual accounts on a going concern basis;

(e) The Directors had laid down internal financial controls (as required by explanation to section 134 (5)(e) of the Companies Act, 2013) be followed by the company and that such internal financial controls are adequate and are operating effectively and

(f) The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

29. **Details of significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future:**
There has been no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future

30. Unclaimed Dividend:

The Company is required to transfer the amount of dividend remaining unclaimed for a period of seven years from the date of transfer to the unpaid divided account to the Investor Education and Protection Fund (IEPF). The shareholders are requested to claim the dividend from the Company before transfer to IEPF. The unclaimed dividend amount, as on March 31, 2018 are as under:-

Financial Year	Type	Unclaimed Dividend Amount as on 31-3-2018 (₹ in Lakhs)	Due date for transfer to IEPF
2010-2011	Equity	1.53	4-Dec-18
2011-2012	Equity	1.73	2-Dec-19
2012-2013	Equity	2.14	18-Nov-20
2013-2014	Equity(Interim)	2.90	15-May-21
2013-2014	Equity (Final)	0.54	2-Dec-21
2014-2015	Equity	1.18	29-Nov-22
2015-2016	Equity	5.18	19-Nov-23
2016-2017	Equity (1st Interim)	1.70	28-Sep-23
2016-2017	Equity (2nd Interim)	1.60	24-Dec-23
2016-2017	Equity (3rd Interim)	6.31	11-Apr-24
2016-2017	Equity (Final)	0.00	14-Oct-24
2017-2018	Equity(Interim)	1.92	02-Jan-25

31. Transfer of Unpaid/Unclaimed Dividend Amounts to IEPF:

Pursuant to provision of Section 124 and 125 of the Companies Act, 2013, the unclaimed / unpaid Equity Share Dividend for F Y 2009-10 amounting to ₹1,33,464/- which remained unclaimed for the period of seven years has been transferred by the Company to the Investor Education and Protection Fund (IEPF) established by the Central Government. Details of Investor Education and Protection Fund provided on Company's website https://www.jayantagro.com.

32. Transfer of Shares to Investor Education and Protection Fund:

In Accordance with the Investor Education and Protection Fund (IEPF) Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, during the year under review, the Company had transferred 23,970 equity shares of face value of ₹5 each fully paid up to Investor Education and Protection Fund Account in respect of which dividend remained unclaimed/ unpaid for a period of seven consecutive years or more. Shares which are transferred to the Demat Account of IEPF Authority can be claimed back by the shareholders from IEPF Authority by following the procedure prescribed under the IEPF Rules.

33. Industrial Relations:

The Relations between the Employees and the Management have remained cordial, during the year.

34. Safety and Environment :

Your Company has declared the Safety, Health and Environment Policy and continued their commitments towards safety and environment. The Committee formed for the purpose of safety and environments have continued to educate and motivate the employees on various aspects on safety and environment through training program and seminars

During the year following safety program were held on the dates mentioned therein.

Fire Safety week:	14th – 20th April
Safety week:	4th March – 10th March
Environment Day:	5th June

The Company is a member of Effluent Channel Projects, for disposal of Effluent Water and also of Nandesari Environment Control Ltd., for disposal of solid waste. The Company is continuously monitoring its waste to ensure adherence to pollution control norms. The Factories are BS OHSAS 18001:2007 certified.

35. Insurance:

The properties and insurable interest of your Company like Building, Plant and Machinery, Stocks, etc. are properly insured.

36. Disclosures under Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act 2013:

The Company has in place a Code on Prevention of Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The Company has set up an Internal Complaints Committee to redress complaints received regarding sexual harassment. Your Directors further state that during the year under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

37. Acknowledgement:

Your Directors wish to place on record their sincere appreciation for the whole hearted support extended by the Bankers, Authorities of Government such as Ministry of Commerce and State Government of Gujarat, Gujarat State Electricity Board, Gujarat Pollution Control Board, Gujarat Industrial Development Corporation, Gujarat Alkalies & Chemicals Ltd., and Ranoli Panchayat. Also, we would like to thank our employees for their hard work and shareholders for their continued faith and support.

For and on behalf of the Board of Directors

Place: Mumbai,
Date: May 30, 2018

Abhay V. Udeshi
Chairman

ANNEXURE I

Nomination and Remuneration Policy

The Board vide its resolution passed at their meeting dated 5th July, 2014 re-constituted the Nomination and Remuneration Committee **("Committee")**. The terms of reference for the Committee interalia include the following along with detailed terms of reference as mentioned in this policy:

(i) Recommending to the Board qualifications, positive attributes and criteria for independence of a director;

(ii) Recommending to the Board a policy relating to the remuneration of the Directors, Key Managerial Personnel and Senior Management;

(iii) Formulating a criteria for evaluation of independent Directors and the Board and carrying out evaluation of every Director's performance;

(iv) Devising a policy on Board diversity; and

(v) Identifying persons qualified to become Directors and be appointed as Senior Management in accordance with the criteria laid down, and recommending to the Board their appointment and removal.

Therefore, in furtherance to the aforementioned terms of reference, the Committee has formulated the following Nomination and Remuneration Policy in accordance with Section 178 of the Companies Act.

1. **Effective date:** This Policy shall come into effect immediately.

2. **Definitions:**

"**Board**" or "**Board of Directors**" shall mean the board of Directors of the Company as constituted from time to time.

"**Company**" shall mean Jayant Agro-Organics Limited.

"**Companies Act**" shall mean the Companies Act 2013 as amended, modified or supplemented from time to time, read with the relevant rules, regulations and notifications as may be applicable.

"**Committee**" shall mean the Nomination and Remuneration Committee of the Company.

"**Directors**" shall mean the executive, non-executive and independent directors appointed on the Board of the Company from time to time.

"**Key Managerial Personnel**" shall mean (i) chief executive officer or the managing director or the manager; (ii) company secretary; (iii) whole-time director; (iv) chief financial officer; and (v) such other officer as may be prescribed in the Companies Act.

"Listing Agreement" shall mean agreement entered into by the Company with the stock exchange on which its shares are listed, containing such terms and conditions that are to be complied with for the continuous listing of its shares on the stock exchange, as may be modified or amended from time to time, pursuant to the provisions of the Securities Contract Regulation Act, 1957, as amended from time to time.

"Policy" shall mean this Nomination and Remuneration Policy of the Company.

"Senior Management" shall mean the personnel constituting the core management team for the Company

Other terms used and not defined herein, shall have the same meaning as assigned to these in the Companies Act.

3. **Policy in relation to nomination of Directors, Key Managerial Personnel and Senior management**

3.1 **Guiding Principles**

(a) The nomination procedure adopted by the Company for identifying and appointing Directors, Key Managerial Personnel and Senior Management, shall be driven by meritocracy and will focus on inducting individuals from diverse backgrounds, having appropriate skills, qualifications, knowledge, expertise or experience, in one or more fields such as engineering, finance, management, business administration, sales, marketing, law, accountancy, research, corporate governance, technical operations, education, community service or any other disciplines connected with the business of the Company.

(b) The Company seeks to have a management comprising of like minded personnel, possessing skills which assist the Company in achieving its objectives and aiming for inclusive growth of the Company and the community.

(c) The Company specifically looks for persons with qualities such as: (i) professional integrity and honesty; (ii) respect for and strong willingness to imbibe the Company's core values; (iii) ability to act impartially, exercise sound judgement and discharge the fiduciary duties owed by such individuals to the Company; (iv) strategic capability with business vision; (v) entrepreneurial spirit and track record of achievement: (vi) reasonable financial expertise; (vii) have contacts in the fields of business/corporate world/finance/chambers of commerce and industry; and (viii) capability to effectively review and challenge the performance of the management.

(d) With respect to Independent Directors, the management of the Company shall devise and update, as and when required, programs for familiarizing such directors with the Company, its business, their roles, rights and responsibilities in the Company etc.

(e) The Company seeks to have diversity on the Board by bringing in professional performance in different areas of operations, transparency, corporate governance, financial management, risk assessment and mitigation strategy and human resource management in the Company. The Company will be considerate of succession planning and Board diversity while making appointments of directors on the Board.

3.2 Eligibility criteria

3.2.1 **For all Directors:** An individual being considered for being appointed as a Director must fulfil the following eligibility criterial:

(a) He must be of a sound mind;

(b) He should neither be an undischarged insolvent nor should he have preferred an application for being adjudicated as an insolvent, which application is pending before any court or authority;

(c) He must not have been convicted by a court of any offence that makes him incapable of being appointed as a Director under the Companies Act;

(d) No order disqualifying him from being appointed as a Director of any company should have been passed by a court or tribunal, or in case such an order has been passed, it must not be in force or be effective as prescribed under the Companies Act;

(e) He should have paid calls with respect of any shares held by him in the Company, whether alone or jointly and in case such calls have not been paid, a period of 6 months shall not have lapsed from the date such payment is due;

(f) He should not have been convicted of the offence dealing with related party transactions under section 188 of the Companies Act at any time during the five years, immediately preceding his appointment with the Company and in case such an order has been passed it must not be in effective in accordance with the terms of the Companies Act;

(g) He must have been allotted a director identification number pursuant to the provision of the Companies Act;

(h) He must not have been a Director of a Company which (i) has not filed financial statement or annual returns for any continuous period of three financial years, or (ii) has failed to repay deposits accepted by it or pay interest thereon or to redeem any debentures on the due date or pay interest due thereon or pay any dividend declared and such failure to pay or redeem continues for one year or more, provided that if he has been the Director of such a company, the failure of the Company to undertake these actions must not have occurred within the immediately preceding five years of his being considered for appointment as a Director with the Company.

3.2.2 **For a managing director, whole-time director or manager:** In addition to the criteria specified in clause 3.2.1, an individual being considered for the post of a managing director, whole time director or a manager must fulfil the following eligibility requirements:

(a) He must be a resident of India:

(b) He must have attained the age of 21 years and must not have attained the age of 70 years. However, in case the individual proposed to be appointed has attained the age of 70 years, he may be appointed as the managing director, whole-time director or manager if a special resolution is passed to this effect by the shareholders of the Company;

(c) He must not have been adjudged as an insolvent at any point in time;

(d) He must not have suspended payment to or made a composition with his creditors at any point of time;

(e) He must not have been:

(i) Convicted by a court of an offence and sentenced to imprisonment or fine such that it would disentitle him from being appointed as the Managing Director, whole time director or a Manager in terms of the Companies Act; or

(ii) Detained for any period under the Conservation of Foreign Exchange and Prevention of Smuggling Activities Act, 1974 (52 of 1974).

(f) In case an individual does not meet the eligibility criteria mentioned in clause 3.2.2 of this Policy (expect sub-clause (f)), such an individual may be appointed as the Managing Director, whole time director or a manager with the approval of the Central Government.

3.2.3 **For Independent Directors;** Pursuant to section 149 of the Companies Act and the Listing Regulation, the Company is required to appoint specified number of independent directors. An individual, who is not an executive director or a nominee director, may be considered for being appointed as an independent director if he meets the following criteria:

(a) Possesses appropriate skill, experience and knowledge in one or more fields of finance, law, management, sales, marketing administration, research, corporate governance, technical operations or other disciplines related to the Company's business;

(b) In the opinion of the Board, is a person of integrity and possesses relevant expertise and experience;

(c) Neither is nor was a promoter of the Company or its holding, subsidiary or associate company; or

(d) Is not related to the promoters of the Company, its holding, subsidiary or associate company;

(e) Apart from receiving director's remuneration, he neither has, nor has had a pecuniary relationship with the Company, its holding, subsidiary or associate company, or their promoters, or directors, during the two financial years immediately preceding the year of his appointment or during the current financial year, which would disqualify him from being an independent director under the Companies Act or the Listing Regulation;

(f) None of his relatives have or have had a pecuniary relationship or transaction with the Company, its holding, subsidiary or associate company, or their promoters, or Directors, amounting to two per cent or more of its gross turnover or total income or fifty lakh rupees or such higher amount as may be prescribed under the Companies Act, whichever is lower, during the two financial years immediately preceding the year of his appointment or during the current financial year;

(g) Neither himself nor any of his relatives

i. holds or has held the position of a Key Managerial Personnel in any of the three financial years immediately preceding the year in which he is proposed to be appointed;

ii. Is or has been employee of the company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the year in which he is proposed to be appointed;

iii. Is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed, of

(A) A firm of auditors or company secretaries in practice or cost auditors of the Company or its holding, subsidiary or associate company; or

(B) Any legal or consulting firm that has or had any transaction with the Company, its holding, subsidiary or associate company amounting to 10% (ten per cent) or more of the gross turnover of such firm;

iv. Holds together with his relatives 2% (two per cent) or more of the total voting power of the Company; or

v. Is a chief executive or Director, by whatever name called, of any non-profit organization that receives twenty-five per cent or more of its receipts from the Company, any of its promoters. Directors or its holding, subsidiary or associate company or that holds two per cent or more of the total voting power of the Company; or

vi. Is a material supplier, service provider or customer or a lessor or lessee of the Company;

(h) Undertakes to abide by the code for Independent Directors as prescribed in the Companies Act; and

(i) Possesses such other qualifications as may be prescribed under the Companies Act.

3.2.4 For Key Managerial Personnel and Senior Management: Individuals to be appointed as Key Managerial Personnel (other than Managing Director, Manager and Whole-time Director) and Senior Management shall have such qualifications, experience and expertise as may be determined by the management in consultation with the Committee, provided that a whole-time Key Managerial Personnel of the Company shall not hold office in any other Company at the same time except (i) in its subsidiary; or (ii) as a Director of the other Company, with the permission of the Board.

4. APPOINTMENT, TERM AND RETIREMENT

4.1 Appointment and retirement

(a) All Directors shall be appointed by the Board, based on the recommendations made by the Committee, subject to the prior/post approval of the shareholders of the Company and/or the Central Government, as may be required under the applicable laws.

(b) The Company shall issue formal letters of appointment to the Independent Directors in a manner provided in the Companies Act.

(c) A Whole-time Key Managerial Personnel of a Company shall be appointed only by a resolution of the Board containing the terms and conditions of the appointment, including the remuneration.

4.2 Term of office

(a) No individual shall be appointed as the Managing Director, Whole-time Director or Manager for a term exceeding 5 (five) years at a time and no re-appointment shall be made earlier than one year before the expiry of his term.

(b) An Independent Director shall hold office for a term up to 5 (five) consecutive years and may be re-appointed for another term of 5 (five) consecutive years, by a special resolution of the members of the Company. An individual who has held office as an Independent Director for two consecutive terms, shall be eligible for appointment as an Independent Director of the Company only after expiry of 3 (three) years of him ceasing to hold office as an Independent Director of the Company, if he has not, during the said period of 3 (three) years been associated with the Company in any other capacity, either directly or indirectly.

(c) It is clarified that unless otherwise provided in the Companies Act, the term completed by an Independent Director prior to April 1, 2014 shall not be considered for fulfilling the requirements specified in clause 4.2 (b) above.

5. REMUNERATION POLICY FOR DIRECTORS, KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT

5.1 **Guiding Principles:** This Policy of the Company aims to attract, retain and motivate professionals; in order to enable the Company to achieve its strategic objectives and develop a strong performance based culture and a competitive environment. This Policy and the compensation structure has been devised after taking into account all relevant factors and giving due regard to the interests of shareholders and the financial and commercial health of the Company.

5.2 **Board to determine the remuneration:** The Board while determining the remuneration package of the Directors, Key Managerial Personnel and Senior Management may take into account, all or any of the following:

(a) The requirement of the Company, specifically in terms of the skill sets required, the qualification of the persons being considered and the long term and short term goals of the Company;

(b) Interests of the shareholders and the financial and commercial health of the Company;

(c) Individual performance of the persons being considered;

(d) Performance of the Company;

(e) remuneration packages offered by companies of comparable size in the same business as the Company;

(f) Other relevant factors it deems necessary.

5.3 **Maximum Threshold:** Except as otherwise provided under the Companies Act or with the prior approval of the Central Government, the total managerial remuneration payable by the Company, to its Directors (including Managing Director and Whole-time Director) and its Manager in respect of a financial year shall not exceed 11% (eleven percent) of the net profits of the Company in the relevant financial year, computed in the manner prescribed under the Companies Act. Further, except with the approval of the Company in General Meeting:

(a) The remuneration payable to any one Managing Director; or Whole-time Director or Manager shall not exceed 5% of the net profits of the Company and if there is more than one such Directors, remuneration shall not exceed ten percent. of the net profits to all such Directors and Manager taken together;

(b) The remuneration payable to Directors who are not Managing Directors nor Whole-time Directors shall not exceed 1% (one percent) of the net profits of the Company.

5.4 **Manner of Payment:** Remuneration payable to Key Managerial Personnel and Senior Management may be mix of (i) fixed components such as salary, perquisites and allowances and (ii) variable components including commission, based on the individual performance and the performance of the Company, as determined by the board, provided that the remuneration payable to the Directors shall be subject to the prior/post approval of the shareholders of the Company and/or the Central Government, as may be required under the applicable laws.

5.5 **Perquisites/allowances:** The Company may offer perquisites and allowances such as house rent allowance, leave travel concession, medical reimbursement, club membership, personal accident insurance and such other benefits, facilities and allowances, to Directors, Key Managerial Personnel and Senior Management as determined by the Board from time to time.

5.6 **Stock Options:** The Company may issue stock option to its Directors (other than Independent Directors), Key Managerial Personnel and Senior Management, as it may deem fit.

5.7 **Sitting fee:** Non-executive Directors of the Company may be entitled to a sitting fee, as determined by the Board or the Company in accordance with the provisions of the Companies Act. No executive Director shall be entitled to receive a sitting fee for attending Board meeting of the Company. Sitting fee will not be considered as a part of remuneration for determining the aggregate Managerial Remuneration being paid to Directors in accordance with this Policy.

5.8 **Remuneration to non-executive Directors:** Non-executive Directors may receive remuneration by way of (i) Sitting fee, (ii) reimbursement of expenses for participation in the Board and other meetings; (iii) profit related commission as may be approved by the shareholders and (iv) in such other manner as may be permitted under applicable law. An Independent Director shall not be entitled to any stock option.

5.9 **Fee for professional Services**: It is clarified that, the fee payable to a Director for any professional services rendered by him to the Company shall not be considered as a part of the relevant Director's remuneration. Further, payment of such professional fee shall not require approval of the shareholders, if the Committee is satisfied that the Director possesses the relevant qualifications for practicing the profession. Provided however that in case approval of the shareholders is required pursuant to the related party transactions policy of the Company or under the Companies Act (by virtue of such a transaction being considered as a contract or arrangement for availing any services and/or for appointment of a related party to any office or place of profit in the Company), such approval shall be obtained, in accordance with the provisions of the Companies Act or the Listing Regulation.

5.10 **Professional Indemnity:** The Company may take such professional indemnity and liability insurance policy for its Directors, Key Managerial Persons and Senior Management, as the Board may deem fit and the premium paid on such insurance shall not to be treated as part of the remuneration payable to any such personnel, except as otherwise provided under the Companies Act.

5.11 **Minimum Remuneration:** If a financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Director in accordance with the provisions of Schedule V of the Companies Act, 2013 and if it is not able to comply with such provisions, with the prior approval of the Central Government.

5.12 **Provisions for excess remuneration:** If any Director draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Companies Act or without the prior sanction of the Central Government, where required, he shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive recovery of such sum refundable to it, unless permitted by the Central Government.

6. EVALUATION

The Committee shall review the performance of every Director as per the performance evaluation provided in Schedule A of this policy and submit its report to the Board.

7. MISCELLANEOUS PROVISIONS

7.1 Interpretation

Unless the context of this Policy otherwise requires:

i. words using the singular or plural number also include the plural or singular number, respectively;

ii. words of any gender are deemed to include the other gender;

iii. reference to the word "include" shall be construed without limitation;

iv. the terms "Clause" refers to the specified clause of this Policy;

v. Reference to any legislation or law or to any provision thereof shall include reference to any such legislation or law as it may, after the date hereof, from time to time, be amended, supplemented, re-enacted, replaced or superseded, and any reference to a statutory provision shall include any subordinate legislation made from time to time under that provision; and

vi. The index bold typeface, headings and titles herein are used for convenience of reference only and shall not affect the construction of this Policy.

7.2 **Applicable laws:** In case the provisions of this Policy are in conflict with the provisions of the applicable law (including provisions of the Companies Act or the Listing Agreement) or provisions of the applicable law or any interpretation thereof are more beneficial than the provisions of this Policy, the provisions of the applicable law and the relevant interpretation thereof shall supersede the provisions of this Policy and the Company shall be entitled to act in accordance with such provisions of the applicable laws and any interpretation thereof. All actions taken by the Company in accordance with such applicable laws shall be deemed to be in consonance with the Policy.

For and on behalf of the Board of Directors

Abhay V. Udeshi
Chairman

SCHEDULE A

Performance evaluation of Directors:

Part A: Common for all Directors

Assessment of the following roles/attributes as performed by or observed in the Director whose performance is under evaluation:

Sr. No	Role / Attribute	Remarks (Y/N)
1	Attendance and participation in meetings of the Board of Directors and of the Board committees.	
2	Devoted sufficient time and attention to professional obligations for informed and balanced decision making	
3	Advising in implementation of good Corporate Governance practices	
4	Independent in judgment and actions	
5	Exercised his duties with due and reasonable care, skill and diligence	
6	Acted in good faith and in the best interests of the Company towards promotion of interest of the stakeholders.	
7	Not engaging in conduct which may not be in the interests of the Company	
	Overall Performance	

Part B: Applicable for Executive Directors

Accomplishment of following Company goals during the year under review:

Sr. No	Target	Remarks (Y/N)
1	Achievement of EBIDTA	
2	Compliance of applicable laws / statutory obligations in the functioning of the Company	
3	Brand Equity	
4	New initiative / expansion / innovation	
5	Customer satisfaction	
6	Investor relations	
7	Talent retention	
8	Awards & Recognitions	
	Overall Performance	

For and on behalf of the Board of Directors

Abhay V. Udeshi
Chairman

ANNEXURE II

ANNUAL REPORT ON CSR ACTIVITIES

1. **A brief outline of the Company's CSR Policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs.**

   The CSR Policy of the Company was approved by the Board of Directors at the Meeting held on 5th July, 2014 and has been uploaded on the website of the Company. Broadly the Company has proposed to undertake activities relating to rural development and providing vocational education for the livelihood of the backward class of the society and undertaking such other activities within the purview of the section 135 read with schedule VII of the Companies Act, 2013. The Policy of the Company is available on the website viz. https://www.jayantagro.com. A write up on the CSR activities and endeavors has been mentioned in the Report on Corporate Governance forming a part of the Board Report.

2. **The Composition of the CSR Committee:**

   Mr. Deepak V. Bhimani - Chairman

   Mr. Abhay V. Udeshi - Member

   Mr. Hemant V. Udeshi - Member

3. **Average net profit of the company for last three financial years: ₹3,661 Lakhs.**

4. **Prescribed CSR Expenditure: ₹73 Lakhs**

5. **Details of CSR spent during the financial year:**
   During the year, the Company spent ₹73.85 Lakhs as a part of CSR Program. The said contribution was towards rural development and providing vocational eduction.

   a) **Total amount to be spent for the financial year: ₹73 Lakhs**

   b) **Amount unspent: NIL**

c) **Manner in which the amount spent during the financial year is detailed below:** **(₹ In Lakhs)**

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
Sr. No	CSR project/ Activity/ Beneficiary.	Sector	Location	Amount outlay (budget) project or programs wise	Amount spent on the projects or Programs Subheads: (1)Direct expenditure on projects or programs (2) Overheads:	Cumulative expenditure upto the reporting period	Amount spent: Direct or through implementing agency*
1	Training and Educating Farmers	Rural Development	Gujarat	182.00	73.85	120.00	Implementing Agency
	TOTAL			**182.00**	**73.85**	**120.00**	

***Details of implementing agency:** On May 2, 2016, the companies, Jayant Agro-Organics Limited, Arkema and BASF as well as the NGO Solidaridad signed a contract to foster sustainability in the castor oil. Under the name "Sustainable Castor Initiative – Pragati" (Hindi for "progress"), the four project members aim to improve the livelihood of castor farmers and contracted workers by supporting them to optimize yield and reduce environmental impact.

6. **Reason for shortfall in spending:** NIL

7. The CSR Committee confirms that the implementation and monitoring of the CSR Policy is in compliance with the CSR objectives and policy of the Company.

Deepak V. Bhimani
Chairman of CSR Committee

Abhay V. Udeshi
Chairman &
Whole-Time Director

Place: Mumbai
Date: May 30, 2018

ANNEXURE III

FORM NO MR 3

SECRETARIAL AUDIT REPORT
For the Financial year ended March 31, 2018.

Pursuant to section 204 (1) of the companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration of managerial Personnel rules, 2014)

To,
The Members,
Jayant Agro - Organics Limited,
Mumbai.

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Jayant Agro-Organics Limited. (hereinafter called the Company). Secretarial audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the company its officers, agents and authorised representatives during the conduct of secretarial audit, I hereby report that in my opinion the company had during the audit period covering the financial year ended on 31st March 2018 complied with the statutory provisions listed hereunder and also that the company has proper board-processes and compliance mechanism in place to the extent in the manner and subject to the reporting made hereinafter

I have examined the books papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March 2018 according to the provisions of:

i) The Companies Act, 2013 (Act) and the rules thereunder;

ii) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment.

iii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;

iv) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;

v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

(a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2013;
(b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
(c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009
(d) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

vi) All applicable Labour Laws;

vii) Factory's Act 1948;

viii) Bombay Shop & Establishment Act,1948;

ix) Environment Protection Act, 1986 and other environmental laws;

x) Hazardous Wastes (Management and Handling) Rules, 1989 and Amendment Rules, 2003;

xi) Indian Contract Act,1872;

xii) Income Tax Act,1961 and Indirect Tax Laws;

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

(i) Secretarial Standards issued by The Institute of Company Secretaries of India;

(ii) Listing Agreements entered into by the Company with BSE Ltd. and the National Stock Exchange of India Ltd. and The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

I further report that

a) The board of directors of the company is duly constituted with proper balance of executive directors, non-executive directors and independent directors. The changes in composition of the board of directors that took place during the period under review were carried out in compliance with the provisions of the Act.
b) Adequate notice is given to all directors to schedule the board meeting and agenda and detailed notes on agenda were sent at least seven days in advance and system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for the meaningful participation at the meeting.
c) Majority decision is carried through while the dissenting member's views are captured and recorded as part of the minutes.

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

For V V Chakradeo & Co.

Place: Mumbai
Date: April 14, 2018

V. V. Chakradeo
COP 1705. FCS 3382

To,
The Members,
Jayant Agro - Organics Limited,
Mumbai

My report of even date is to be read along with this letter:

1. Maintenance of secretarial record is responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.

2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about correctness of the contents of the secretarial record. The verification was done on test basis to ensure that the correct facts are reflected in secretarial records. I believe that the practices and processes, I followed provide a reasonable basis for my opinion.

3. I have not verified the correctness and appropriateness of financial records and books of accounts of the Company.

4. Wherever required, I had obtained management representation about the compliance of laws, rules, regulations, norms and standards and happening of events.

5. The compliance of the provisions of the Corporate and other laws, rules, regulations, norms and standards is the responsibility of the management. My examination was limited to the verification of procedure on test basis.

6. The secretarial audit report is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

7. I have reported in my audit report, only those non compliances, especially in respect of filing of applicable forms/ documents, which in my opinion are material and having major bearing on the financials of the Company.

For V. V. Chakradeo & Co.

Place: Mumbai
Date: April 14, 2018

V. V. Chakradeo
COP 1705. FCS 3382

ANNEXURE IV

FORM NO. MGT 9

EXTRACT OF ANNUAL RETURN

As on Financial Year ended on 31st March, 2018
[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies
(Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

Sr No.	Particulars	
i.	CIN	L24100MH1992PLC066691
ii.	Registration Date	07/05/1992
iii.	Name of the Company	**Jayant Agro-Organics Limited**
iv.	Category	Company Limited by Shares
v.	Sub-Category	Indian Non – Government Company
vi.	Address of the Registered office	701, Tower A, Peninsula Business Park, Senapati Bapat Marg, Lower Parel, (W), Mumbai :- 400 013.
vii.	Contact details	Tel .(022) 40271300 Fax :- 022 40271399
viii.	Whether listed company	Yes
ix.	Name, Address and Contact details of Registrar and Transfer Agent	Link Intime India Pvt. Ltd. C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai – 400 083 Tel: +91 22 49186270 Fax: +91 22 49186060 Email: rnt.helpdesk@linkinitme.co.in web: www.linkintime.co.in

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sr No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the Company
1	Organic Chemicals& Inorganic Chemicals Compound	20119	94.59%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

Sr No.	Name and Address of the Company	CIN/GLN	Holding / Subsidiary / Associate	% of shares held	Applicable Section
1	Jayant Finvest Limited	U99999MH1992PLC066277	Holding Company	55.71%	2 (46)
2	Ihsedu Coreagri Services Private Limited	U01407MH2008PTC185147	Subsidiary Company	100%	2 (87)
3.	Ihsedu Agrochem Private Limited	U11200MH2000PTC124048	Subsidiary Company	75.10%	2 (87)
4.	Ihsedu Itoh Green Chemicals Marketing Private Limited	U24100MH2010PTC204838	Subsidiary Company	60%	2 (87)
5.	Vithal Castor Polyols Private Limited	U24296MH2013PTC246697	Associate Company	50%	2(6)

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

i) Category-wise Share Holding

Sr. No.	Category of Shareholders	No. of Share held at the beginning of the year (as on 01/04/2017)				No. of Share held at the end of the year (as on 31/03/2018)*				% Change During the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(A)	Promoter									
[1]	Indian									
(a)	Individuals / Hindu Undivided Family	814370	0	814370	5.43	1629040	0	1629040	5.43	0.00
(b)	Central Government / State Government(s)	0	0	0	0.00	0	0	0	0.00	0.00
(c)	Financial Institutions / Banks	0	0	0	0.00	0	0	0	0.00	0.00
(d)	Any Other (Specify)				0.00				0.00	0.00
	Bodies Corporate	9049850	0	9049850	60.33	18099700	0	18099700	60.33	0.00
	Sub Total (A)(1)	**9864220**	**0**	**9864220**	**65.76**	**19728740**	**0**	**19728740**	**65.76**	**0.00**
[2]	Foreign									
(a)	Individuals (Non-Resident Individuals / Foreign Individuals)	0	0	0	0.00	0	0	0	0.00	0.00
(b)	Government	0	0	0	0.00	0	0	0	0.00	0.00
(c)	Institutions	0	0	0	0.00	0	0	0	0.00	0.00
(d)	Foreign Portfolio Investor	0	0	0	0.00	0	0	0	0.00	0.00
(e)	Any Other (Specify)				0.00					
	Sub Total (A)(2)	**0**	**0**	**0**	**0.00**	**0**	**0**	**0**	**0.00**	**0.00**
	Total Shareholding of Promoter and (A)=(A)(1)+(A)(2)	**9864220**	**0**	**9864220**	**65.76**	**19728740**	**0**	**19728740**	**65.76**	**0.00**
(B)	**Public Shareholding**									
[1]	**Institutions**				0.00					
(a)	Mutual Funds / UTI	0	7200	7200	0.05	0	14400	14400	0.05	0.00
(b)	Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
(c)	Alternate Investment Funds	0	0	0	0.00	430720	0	430720	1.44	1.44
(d)	Foreign Venture Capital Investors	0	0	0	0.00	0	0	0	0.00	0.00
(e)	Foreign Portfolio Investor	1676	0	1676	0.01	117146	0	117146	0.39	0.38
(f)	Financial Institutions / Banks	12544	0	12544	0.08	9832	0	9832	0.03	-0.05
(g)	Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00
(h)	Provident Funds/ Pension Funds	0	0	0	0.00	0	0	0	0.00	0.00
(i)	Any Other (Specify)									
	Sub Total (B)(1)	**14220**	**7200**	**21420**	**0.14**	**557698**	**14400**	**572098**	**1.91**	**1.76**
[2]	Central Government/ State Government(s)/ President of India									
	Central Government / State Government(s)	0	0	0	0.00	23970	0	23970	0.08	0.08
	Sub Total (B)(2)	**0**	**0**	**0**	**0.00**	**23970**	**0**	**23970**	**0.08**	**0.08**

Sr. No.	Category of Shareholders	No. of Share held at the beginning of the year (as on 01/04/2017)				No. of Share held at the end of the year (as on 31/03/2018)*				% Change During the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
[3]	Non-Institutions									
(i)	Individual shareholders holding nominal share capital upto ₹1 lakh.	2168736	284516	2453252	16.36	4185804	371431	4557235	15.19	-1.16
(ii)	Individual shareholders holding nominal share capital in excess of ₹1 lakh	983946	104400	1088346	7.26	1931536	265600	2197136	7.32	0.07
(b)	NBFCs registered with RBI	0	0	0	0.00	0	0	0	0.00	0.00
(c)	Employee Trusts	0	0	0	0.00	0	0	0	0.00	0.00
(d)	Overseas Depositories (holding DRs) (balancing figure)	0	0	0	0.00	0	0	0	0.00	0.00
(e)	Any Other (Specify)									
	Hindu Undivided Family	134342	0	134342	0.90	288261	330	288591	0.96	0.07
	Non Resident Indians (Non Repat)	44347	0	44347	0.30	133355	0	133355	0.44	0.15
	Non Resident Indians (Repat)	62798	0	62798	0.42	234231	100	234331	0.78	0.36
	Overseas Bodies Corporates	0	600000	600000	4.00	0	1200000	1200000	4.00	0.00
	Bodies Corporate	731275	0	731275	4.88	1064544	0	1064544	3.55	-1.33
	Sub Total (B)(3)	**4125444**	**988916**	**5114360**	**34.10**	**7837731**	**1837461**	**9675192**	**32.25**	**-1.85**
	Total Public Shareholding(B)=(B)(1)+(B)(2)+(B)(3)	**4139664**	**996116**	**5135780**	**34.24**	**8419399**	**1851861**	**10271260**	**34.24**	**0.00**
	Total (A)+(B)	**14003884**	**996116**	**15000000**	**100.00**	**28148139**	**1851861**	**30000000**	**100.00**	**0.00**
(C)	Non Promoter - Non Public									
[1]	Custodian/DR Holder	0	0	0	0.00	0	0	0	0.00	0.00
[2]	Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations, 2014)	0	0	0	0.00	0	0	0	0.00	0.00
	Total (A)+(B)+(C)	**14003884**	**996116**	**15000000**	**100.00**	**28148139**	**1851861**	**30000000**	**100.00**	**0.00**

*During the year under review, the Company had issued and allotted bonus shares in the ratio 1:1 and in view the same the paid up shares stands increased from 15000000 equity shares of ₹5/- each to 30000000 equity shares of ₹5/- each. The Shares were allotted on August 3, 2017 and credited in demat account on August 11 2017.

(ii) Shareholding of Promoters

Sr No	Shareholder's Name	Shareholding at the beginning of the year April 1, 2017			Shareholding at the end of the year March 31, 2018*			
		No. of Shares held	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	No. of Shares held	% of total Shares of the company	%of Shares Pledged/ encumbered to total shares	% change in shareholding during the year
1	Jayant Finvest Limited	8356450	55.71	0	16712900	55.71	0	0
2	Gokuldas K Udeshi Investments	270200	1.80	0	540400	1.80	0	0
3	Innovative Micro Systems Pvt Ltd	213200	1.42	0	426400	1.42	0	0
4	Enlite Chemical Industries Ltd	110000	0.73	0	220000	0.73	0	0
5	Jayraj Gokaldas Udeshi	101696	0.68	0	203392	0.68	0	0
6	Jayraj Goculdas Udeshi (on behalf of Udeshi Trust)	100000	0.67	0	200000	0.67	0	0
7	Mulraj Gokuldas Udeshi	56724	0.38	0	113448	0.38	0	0
8	Dilipsinh Goculdas Udeshi	55800	0.37	0	111900	0.37	0	0
9	Hitesh J Udeshi	46200	0.31	0	92400	0.31	0	0
10	Aruna Jayraj Udeshi	46000	0.31	0	92000	0.31	0	0
11	Mulraj Gokuldas Udeshi (HUF)	40000	0.27	0	80000	0.27	0	0
12	Malti M Udeshi	40000	0.27	0	80000	0.27	0	0
13	Vithaldas Gokaldas Udeshi (HUF)	36600	0.24	0	73200	0.24	0	0
14	Bharat M Udeshi	35000	0.23	0	70000	0.23	0	0
15	Abhay Vithaldas Udeshi (HUF)	32800	0.22	0	65600	0.22	0	0
16	Pushpa Vijaysinh Udeshi	32000	0.21	0	64000	0.21	0	0
17	Dhruv V Udeshi	26000	0.17	0	52000	0.17	0	0
18	Sudhir Vijaysinh Udeshi	26000	0.17	0	52000	0.17	0	0
19	Hemant Vithaldas Udeshi (HUF)	25500	0.17	0	51000	0.17	0	0
20	Jayraj Gokuldas Udeshi (HUF)	25400	0.17	0	50800	0.17	0	0
21	Subhash Vithaldas Udeshi (HUF)	25000	0.17	0	50000	0.17	0	0
22	Sudhir Vijaysinh Udeshi (HUF)	22000	0.15	0	44000	0.15	0	0
23	Lajwanti Hemant Udeshi	19500	0.13	0	39000	0.13	0	0
24	Subhash Vithaldas Udeshi	17500	0.12	0	35000	0.12	0	0
25	Dhruti Subhash Udeshi	22900	0.15	0	45800	0.15	0	0
26	Hemant Vithaldas Udeshi	22600	0.15	0	45200	0.15	0	0
27	Abhay Vithaldas Udeshi	12850	0.09	0	25700	0.09	0	0
28	Vikram V Udeshi	12400	0.08	0	24800	0.08	0	0
29	Trupti Abhay Udeshi	17700	0.12	0	35400	0.12	0	0
30	Dhayvat Hemant Udeshi	3800	0.03	0	7600	0.03	0	0
31	Varun Abhay Udeshi	3800	0.03	0	7600	0.03	0	0
32	Neeta V Udeshi	2000	0.01	0	4000	0.01	0	0
33	Yatin V Udeshi	2000	0.01	0	4000	0.01	0	0
34	Sandeep Sudhir Udeshi	700	0.00	0	1400	0.00	0	0
35	Aditi Subhash Udeshi	1300	0.01	0	2600	0.01	0	0
36	Jyotika Abhay Udeshi	1300	0.01	0	2600	0.01	0	0
37	Priyanka Subhash Udeshi	1300	0.01	0	2600	0.01	0	0
	Total	**9864220**	**65.76**	**0**	**19728740**	**65.76**	**0**	**0**

*The Increase in share is pursuant to the allotment of bonus shares in ratio 1:1

(iii) Change in Shareholding of Promoters

Sr No.	Name & Type of Transaction	Shareholding at the beginning of the year April 1, 2017		Transactions during the year		Cumulative Shareholding at the end of the year March 31, 2018	
		No. of Shares Held	% of Total Shares of the Company	Date of Transaction	No. of shares	No of Shares Held	% of Total Shares of the Company
1	Jayant Finvest Limited	8356450	55.71			8356450	55.71
	Bonus Allotment			11 Aug 2017	8356450	16712900	55.71
	at the end of the year					16712900	55.71
2	Gokuldas K Udeshi Investments	270200	1.80			270200	1.80
	Bonus Allotment			11 Aug 2017	270200	540400	1.80
	at the end of the year					540400	1.80
3	Innovative Micro Systems Pvt Ltd.	213200	1.42			213200	1.42
	Bonus Allotment			11 Aug 2017	213200	426400	1.42
	at the end of the year					426400	1.42
4	Enlite Chemical Industries Ltd .	110000	0.73			110000	0.73
	Bonus Allotment			11 Aug 2017	110000	220000	0.73
	at the end of the year					220000	0.73
5	Jayraj Gokaldas Udeshi	101696	0.68			101696	0.68
	Bonus Allotment			11 Aug 2017	101696	203392	0.68
	at the end of the year					203392	0.68
6	Jayraj Goculdas Udeshi (on behalf of Udeshi Trust)	100000	0.67			100000	0.67
	Bonus Allotment			11 Aug 2017	100000	200000	0.67
	at the end of the year					200000	0.67
7	Mulraj Gokuldas Udeshi	56724	0.38			56724	0.38
	Bonus Allotment			11 Aug 2017	56724	113448	0.38
	at the end of the year					113448	0.38
8	Dilipsinh Goculdas Udeshi	55800	0.37			55800	0.37
	Bonus Allotment			11 Aug 2017	55800	111600	0.37
	Market Purchase			09 Feb 2018	300	111900	0.37
	at the end of the year					111900	0.37
9	Hitesh J Udeshi	46200	0.31			46200	0.31
	Bonus Allotment			11 Aug 2017	46200	92400	0.31
	at the end of the year					92400	0.31
10	Aruna Jayraj Udeshi	46000	0.31			46000	0.31
	Bonus Allotment			11 Aug 2017	46000	92000	0.31
	at the end of the year					92000	0.31
11	Mulraj Gokuldas Udeshi (HUF)	40000	0.27			40000	0.27
	Bonus Allotment			11 Aug 2017	40000	80000	0.27
	at the end of the year					80000	0.27
12	Malti M Udeshi	40000	0.27			40000	0.27
	Bonus Allotment			11 Aug 2017	40000	80000	0.27
	at the end of the year					80000	0.27
13	VithaldasGokaldas Udeshi (HUF)	36600	0.24			36600	0.24
	Bonus Allotment			11 Aug 2017	36600	73200	0.24
	at the end of the year					73200	0.24
14	Bharat M Udeshi	35000	0.23			35000	0.23
	Bonus Allotment			11 Aug 2017	35000	70000	0.23
	at the end of the year					70000	0.23
15	Abhay Vithaldas Udeshi (HUF)	32800	0.22			32800	0.22
	Bonus Allotment			11 Aug 2017	32800	65600	0.22
	at the end of the year					65600	0.22

Sr No.	Name & Type of Transaction	Shareholding at the beginning of the year April 1, 2017		Transactions during the year		Cumulative Shareholding at the end of the year March 31, 2018	
		No. of Shares Held	% of Total Shares of the Company	Date of Transaction	No. of shares	No of Shares Held	% of Total Shares of the Company
16	Pushpa Vijaysinh Udeshi	32000	0.21			32000	0.21
	Bonus Allotment			11 Aug 2017	32000	64000	0.21
	at the end of the year					64000	0.21
17	Dhruv V Udeshi	26000	0.17			26000	0.17
	Bonus Allotment			11 Aug 2017	26000	52000	0.17
	at the end of the year					52000	0.17
18	Sudhir Vijaysinh Udeshi	26000	0.17			26000	0.17
	Bonus Allotment			11 Aug 2017	26000	52000	0.17
	at the end of the year					52000	0.17
19	Hemant Vithaldas Udeshi (HUF)	25500	0.17			25500	0.17
	Bonus Allotment			11 Aug 2017	25500	51000	0.17
	at the end of the year					51000	0.17
20	Jayraj Gokuldas Udeshi (HUF)	25400	0.17			25400	0.17
	Bonus Allotment			11 Aug 2017	25400	50800	0.17
	at the end of the year					50800	0.17
21	Subhash Vithaldas Udeshi (HUF)	25000	0.17			25000	0.17
	Bonus Allotment			11 Aug 2017	25000	50000	0.17
	at the end of the year					50000	0.17
22	Dhruti Subhash Udeshi	22900	0.15			22900	0.15
	Bonus Allotment			11 Aug 2017	22900	45800	0.15
	at the end of the year					45800	0.15
23	Hemant Vithaldas Udeshi	22600	0.15			22600	0.15
	Bonus Allotment			11 Aug 2017	22600	45200	0.15
	at the end of the year					45200	0.15
24	Sudhir Vijaysinh Udeshi (HUF)	22000	0.15			22000	0.15
	Bonus Allotment			11 Aug 2017	22000	44000	0.15
	at the end of the year					44000	0.15
25	Lajwanti Hemant Udeshi	19500	0.13			19500	0.13
	Bonus Allotment			11 Aug 2017	19500	39000	0.13
	at the end of the year					39000	0.13
26	Trupti Abhay Udeshi	17700	0.12			17700	0.12
	Bonus Allotment			11 Aug 2017	17700	35400	0.12
	at the end of the year					35400	0.12
27	Subhash Vithaldas Udeshi	17500	0.12			17500	0.12
	Bonus Allotment			11 Aug 2017	17500	35000	0.12
	at the end of the year					35000	0.12
28	Abhay Vithaldas Udeshi	12850	0.09			12850	0.09
	Bonus Allotment			11 Aug 2017	12850	25700	0.09
	at the end of the year					25700	0.09
29	Vikram V Udeshi	12400	0.08			12400	0.08
	Bonus Allotment			11 Aug 2017	12400	24800	0.08
	at the end of the year					24800	0.08
30	Varun Abhay Udeshi	3800	0.03			3800	0.03
	Bonus Allotment			11 Aug 2017	3800	7600	0.03
	at the end of the year					7600	0.03
31	Dhayvat Hemant Udeshi	3800	0.03			3800	0.03
	Bonus Allotment			11 Aug 2017	3800	7600	0.03
	at the end of the year					7600	0.03

Sr No.	Name & Type of Transaction	Shareholding at the beginning of the year April 1, 2017		Transactions during the year		Cumulative Shareholding at the end of the year March 31, 2018	
		No. of Shares Held	% of Total Shares of the Company	Date of Transaction	No. of shares	No of Shares Held	% of Total Shares of the Company
32	Neeta V Udeshi	2000	0.01			2000	0.01
	Bonus Allotment			11 Aug 2017	2000	4000	0.01
	at the end of the year					4000	0.01
33	Yatin V Udeshi	2000	0.01			2000	0.01
	Bonus Allotment			11 Aug 2017	2000	4000	0.01
	at the end of the year					4000	0.01
34	Jyotika Abhay Udeshi	1300	0.01			1300	0.01
	Bonus Allotment			11 Aug 2017	1300	2600	0.01
	at the end of the year					2600	0.01
35	Priyanka Subhash Udeshi	1300	0.01			1300	0.01
	Bonus Allotment			11 Aug 2017	1300	2600	0.01
	at the end of the year					2600	0.01
36	Aditi Subhash Udeshi	1300	0.01			1300	0.01
	Bonus Allotment			11 Aug 2017	1300	2600	0.01
	at the end of the year					2600	0.01
37	Sandeep Sudhir Udeshi	700	0.00			700	0.00
	Bonus Allotment			11 Aug 2017	700	1400	0.00
	at the end of the year					1400	0.00
	Total	**9864220**	**65.76**			**19728740**	**65.76**

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

Sr No.	Name & Type of Transaction	Shareholding at the beginning of the year April 1, 2017		Transactions during the year		Cumulative Shareholding at the end of the year March 31, 2018	
		No. of Shares Held	% of Total Shares of the Company	Date of Transaction	No of shares	No of Shares Held	% of total shares of the company
1	Itoh Oil Chemicals Co Ltd.	600000	4.0000			600000	4.0000
	Bonus Allotment			11 Aug 2017	600000	1200000	4.0000
	at the end of the year					1200000	4.0000
2	IIFL Re Organize India Equity Fund	0	0			0	0
	Market Purchase			05 Jan 2018	25403	25403	0.0847
	Market Purchase			12 Jan 2018	112465	137868	0.4596
	Market Purchase			19 Jan 2018	101490	239358	0.7979
	Market Purchase			26 Jan 2018	18031	257389	0.858
	Market Purchase			02 Feb 2018	44837	302226	1.0074
	Market Purchase			09 Feb 2018	11078	313304	1.0443
	Market Purchase			16 Feb 2018	32000	345304	1.151
	Market Purchase			23 Feb 2018	16007	361311	1.2044
	Market Purchase			09 Mar 2018	5861	367172	1.2239
	Market Purchase			31 Mar 2018	63548	430720	1.4357
	at the end of the year					430720	1.4357

Sr No.	Name & Type of Transaction	Shareholding at the beginning of the year April 1, 2017		Transactions during the year		Cumulative Shareholding at the end of the year March 31, 2018	
		No. of Shares Held	% of Total Shares of the Company	Date of Transaction	No of shares	No of Shares Held	% of total shares of the company
3	Balwan Finance And Leasing Pvt Ltd	193583	1.2906			193583	1.2906
	Market Purchase			14 Apr 2017	6500	200083	1.3339
	Bonus Allotment			11 Aug 2017	200083	400166	1.3339
	at the end of the year					400166	1.3339
4	S.Shyam	170000	1.1333			170000	1.1333
	Market Sell			07 Apr 2017	-8000	162000	1.0800
	Market Sell			21 Apr 2017	-11000	151000	1.0067
	Market Sell			02 Jun 2017	-8903	142097	0.9473
	Bonus Allotment			11 Aug 2017	142097	284194	0.9473
	at the end of the year					284194	0.9473
5	Vijaya S	149413	0.9961			149413	0.9961
	Market Sell			05 May 2017	-5000	144413	0.9628
	Market Sell			12 May 2017	-14422	129991	0.8666
	Market Sell			19 May 2017	-7663	122328	0.8155
	Market Sell			26 May 2017	-2941	119387	0.7959
	Market Sell			02 Jun 2017	-9387	110000	0.7333
	Market Sell			09 Jun 2017	-980	109020	0.7268
	Market Sell			16 Jun 2017	-19020	90000	0.6000
	Bonus Allotment			11 Aug 2017	90000	180000	0.6000
	at the end of the year					180000	0.6000
6	Mira Desai	80000	0.5333			80000	0.5333
	Bonus Allotment			11 Aug 2017	80000	160000	0.5333
	Market Sell			26 Jan 2018	-50	159950	0.5332
	Market Purchase			02 Feb 2018	50	160000	0.5333
	at the end of the year					160000	0.5333

Sr No.	Name & Type of Transaction	Shareholding at the beginning of the year April 1, 2017		Transactions during the year		Cumulative Shareholding at the end of the year March 31, 2018	
		No. of Shares Held	% of Total Shares of the Company	Date of Transaction	No of shares	No of Shares Held	% of total shares of the company
7	Deepak V Ved	83432	0.5562			83432	0.5562
	Market Purchase			07 Apr 2017	70	83502	0.5567
	Market Purchase			14 Apr 2017	1	83503	0.5567
	Market Purchase			21 Apr 2017	19	83522	0.5568
	Market Purchase			28 Apr 2017	86	83608	0.5574
	Market Purchase			12 May 2017	500	84108	0.5607
	Market Sell			09 Jun 2017	-200	83908	0.5594
	Market Purchase			23 Jun 2017	12	83920	0.5595
	Bonus Allotment			11 Aug 2017	83920	167840	0.5595
	Market Sell			25 Aug 2017	-25	167815	0.5594
	Market Sell			08 Sep 2017	-975	166840	0.5561
	Market Sell			15 Sep 2017	-1000	165840	0.5528
	Market Sell			22 Sep 2017	-2504	163336	0.5445
	Market Sell			29 Sep 2017	-500	162836	0.5428
	Market Sell			06 Oct 2017	-1000	161836	0.5395
	Market Sell			13 Oct 2017	-400	161436	0.5381
	Market Sell			03 Nov 2017	-115	161321	0.5377
	Market Sell			01 Dec 2017	-1000	160321	0.5344
	Market Sell			15 Dec 2017	-1000	159321	0.5311
	Market Sell			05 Jan 2018	-1500	157821	0.5261
	Market Sell			12 Jan 2018	-1000	156821	0.5227
	at the end of the year					156821	0.5227
8	Nachiket Narayan Bandekar	33385	0.2226			33385	0.2226
	Market Purchase			26 May 2017	1167	34552	0.2303
	Market Purchase			09 Jun 2017	600	35152	0.2343
	Market Sell			04 Aug 2017	-7000	28152	0.1877
	Bonus Allotment			11 Aug 2017	28152	56304	0.1877
	Market Purchase			18 Aug 2017	7345	63649	0.2122
	Market Purchase			25 Aug 2017	5284	68933	0.2298
	Market Purchase			01 Sep 2017	1581	70514	0.235
	Market Purchase			08 Sep 2017	1150	71664	0.2389
	Market Purchase			22 Sep 2017	5550	77214	0.2574
	Market Purchase			29 Sep 2017	17469	94683	0.3156
	Market Purchase			06 Oct 2017	2250	96933	0.3231
	Market Purchase			20 Oct 2017	700	97633	0.3254
	Market Purchase			03 Nov 2017	3713	101346	0.3378
	Market Purchase			10 Nov 2017	760	102106	0.3404

Sr No.	Name & Type of Transaction	Shareholding at the beginning of the year April 1, 2017		Transactions during the year		Cumulative Shareholding at the end of the year March 31, 2018	
		No. of Shares Held	% of Total Shares of the Company	Date of Transaction	No of shares	No of Shares Held	% of total shares of the company
	Market Purchase			01 Dec 2017	3292	105398	0.3513
	Market Purchase			08 Dec 2017	4935	110333	0.3678
	Market Purchase			22 Dec 2017	65	110398	0.368
	Market Purchase			12 Jan 2018	725	111123	0.3704
	Market Purchase			19 Jan 2018	3000	114123	0.3804
	Market Purchase			26 Jan 2018	8988	123111	0.4104
	Market Purchase			02 Feb 2018	475	123586	0.412
	Market Purchase			09 Feb 2018	6148	129734	0.4324
	Market Purchase			23 Feb 2018	3650	133384	0.4446
	Market Purchase			16 Mar 2018	3957	137341	0.4578
	Market Purchase			23 Mar 2018	11327	148668	0.4956
	Market Purchase			31 Mar 2018	7230	155898	0.5197
	at the end of the year					155898	0.5197
9	Shivasaran Enterprises And Advisory LLP	124502	0.8300			124502	0.8300
	Market Sell			05 May 2017	-19502	105000	0.7000
	Market Sell			12 May 2017	-23000	82000	0.5467
	Market Sell			26 May 2017	-636	81364	0.5424
	Market Sell			02 Jun 2017	-10475	70889	0.4726
	Market Sell			09 Jun 2017	-7212	63677	0.4245
	Bonus Allotment			11 Aug 2017	63677	127354	0.4245
	at the end of the year					127354	0.4245
10	Amita Deepak Ved	50000	0.3333			50000	0.3333
	Market Purchase			23 Jun 2017	225	50225	0.3348
	Bonus Allotment			11 Aug 2017	50225	100450	0.3348
	Market Purchase			24 Nov 2017	300	100750	0.3358
	at the end of the year					100750	0.3358

(v) Shareholding of Directors and Key Managerial Personnel:

Sr. No.	For Each of the Directors and KMP	Shareholding at the beginning of the year (As on 01.04.2017)		Date of Transaction	Increase/ Decrease in shareholding during the year	Cumulative Shareholding at the End of the year (As on 31.03.2018)	
		No. of shares	% of total shares of the company			No. of shares#	% of total shares of the company
1.	Mr. Abhay V. Udeshi*	45650	0.30	11 Aug 2017	45650	91300	0.30
2.	Mr. Hemant V. Udeshi*	48100	0.32	11 Aug 2017	48100	96200	0.32
3.	Dr. Subhash V. Udeshi*	42500	0.28	11 Aug 2017	42500	85000	0.28
4.	Mr. Varun A. Udeshi	3800	0.02	11 Aug 2017	3800	7600	0.02
5.	Mr. Jayasinh V. Mariwala	-	-	-	-	-	-
6.	Mr. Vijay Kumar Bhandari	-	-	-	-	-	-
7.	Mr. Deepak V. Bhimani	-	-	-	-	-	-
8.	Mr. Mukesh C. Khagram	-	-	-	-	-	-
9.	Mrs. Sucheta N Shah	-	-	-	-	-	-
10.	Mr. Vikram V. Udeshi	12400	0.08	11 Aug 2017	12400	24800	0.08
11.	Mr. Dinesh M Kapadia	-	-	-	-	-	-

*No. of Shares, includes shares held by their respective HUFs.
#Increase in number of share is on account of allotment of bonus equity shares in the ratio 1:1

V. INDEBTEDNESS:
Indebtedness of the Company including interest outstanding/accrued but not due for payment

(₹ In Lakhs)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year (as on 01/04/2017)				
i. Principal Amount	17,793.62	-	-	17,793.62
ii. Interest due but not paid	-		-	
iii. Interest accrued but not due	5.35	-	-	5.35
Total (i + ii+ +iii)	17,798.97	-	-	17,798.97
Change in Indebtedness during the financial year				
Addition / (Reduction)	1,418.99	-	-	1,418.99
Indebtedness at the end of the financial year (as on 31/03/2018)				
i. Principal Amount	19,212,61	-	-	19,212,61
ii. Interest due but not paid	-	-	-	-
iii. Interest accrued but not due	113,35	-	-	113,35
Total (i+ii+iii)	**19,325.96**			**19,325.96**

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

A. Remuneration to Managing Director, Whole-time Directors and/or Manager: (₹ In Lakhs)

Sr. No.	Particulars of Remuneration	Name of MD / WTD / Manager				Total Amount
		Mr. Abhay V. Udeshi	Mr. Hemant V. Udeshi	Dr. Subhash V. Udeshi	Mr. Varun A. Udeshi	
1.	Gross salary					
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	50.23	59.35	56.17	52.67	218.42
	(b) Value of perquisites u/s 17(2) Income-tax Act,1961	13.66	0.22	2.66	40.16	56.70
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	-	-
	Total (A)	**63.89**	**59.57**	**58.83**	**92.83**	**275.12**
	Stock Option	-	-		-	-
	Sweat Equity	-	-		-	-
	Commission	2.00	2.00	2.00	-	6.00
	Contribution to Provident Fund	3.64	4.13	4.13	3.75	15.65
	Total (B)	**5.64**	**6.13**	**6.13**	**3.75**	**21.65**
	Total (A+B)	**69.53**	**65.70**	**64.96**	**96.57**	**296.77**
	The Managerial Remuneration paid is within the ceiling limits as specified under the provisions of the Companies Act, 2013					

B. Remuneration to other directors: (₹ In Lakhs)

Sr. No.	Particulars of Remuneration	Name of Directors					Total Amount
		Mr. Jayasinh V Mariwala	Mr. Vijay Kumar Bhandari	Mr. Mukesh C Khagram	Mr. Deepak V. Bhimani	Mrs. Sucheta N. Shah	
	Independent Directors						
	• Fee for attending board committee meetings	1.825	1.950	2.225	1.425	0.675	8.100
	• Commission	-	-	-	-	-	-
	• Others, please specify	-	-	-	-	-	-
	Total	1.825	1.950	2.225	1.425	0.675	8.100

C. Remuneration To Key Managerial Personnel Other Than MD / Manager / WTD: (₹ In Lakhs)

Sr. No.	Particulars of Remuneration	Key Managerial Personnel		
		CFO	Company Secretary	Total
1.	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	59.07	17.48	76.55
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	10.52	-	10.52
	(c) Profits in lieu of salary under section 17(3) Income-tax Act,1961	-	-	-
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission	-	-	-
5.	Contribution to PF	4.13	1.48	5.61
	Total	**73.72**	**18.96**	**92.68**

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty /Punishment/ Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any(give Details)
A. Company					
Penalty			NIL		
Punishment					
Compounding					
B. Directors					
Penalty			NIL		
Punishment					
Compounding					
C. Other Officers In Default					
Penalty			NIL		
Punishment					
Compounding					

For and on behalf of the Board of Directors

Place: Mumbai,
Date: May 30, 2018

Abhay V. Udeshi
Chairman

ANNEXURE V

A. Conservation of Energy

In line with company's commitment towards conservation of energy, all plants continued with their endeavor to make more efficient use of energy through improved operational and maintenance practices.

The steps taken or impact on Conservation of Energy and Utilisation of Alternate Source of Energy and Capital Investment on energy conservation equipment's.

The Company is continuously putting efforts to improve Energy Management by way of monitoring energy related parameters on regular basis. The Company is committed to transform energy conservation into a strategic business goal fully along with the sustainable development of Energy Management System. To achieve the above objectives the following measures are undertaken by the Company:

(i) Energy efficient Chilling Plant is commissioned.

(ii) Separate cooling tower for Vacuum system in Evaporation plant is commissioned.

(iii) In plant & office area - conventional lamps are replaced with LED.

(iv) Motors are replaced with EFF 2 Motors which are highly Efficient Motors

(v) Conventional worm gear replaced with inline Helical gear in reactors

(vi) Compressor Air consumption and generation close monitoring are being operated.

(vii) VFD are installed in Boiler fans.

(viii) VFD are installed in Cooling water Pumps and mixers

(ix) Relocation of Pump & Piping in Tank area for energy saving

(x) Mechanical driven pusher centrifuge are converted in to Hydraulic driven.

(xi) In Hot water system – Auto steam control system is being operated

(xii) Wind mills are efficiently operative to generate clean power. 34% of power is received from wind mill.

(xiii) 94.8% of thermal energy generated by using eco-friendly Castor De-oiled Cake.

(xiv) Optimum use of new high capacity boiler for catering steam from single source.

(xv) 25 No. 38 watts florescent tube light which were installed in panel room are replaced with 18 watts LED tube light hence 10.8 kw/day power saving.

(xvi) 9 No. 250 watts HPSV street light fitting replaced with 90 watts LED street light hence 17.2 kw/day power saving

(xvii) 14 No. 125 watts HPMV street light fitting replaced with 45 watts LED street light hence 13.4 kw/day power saving.

(xviii) Power Generation through 1.4 Mw steam turbine resulting in savings in the power cost.

(xix) New 180 kw/hr Energy saving turbine installation / commissioning job is under progress.

(xx) 10 % feed rate increased in cracker of section 802 after installation of Atomization system.

(xxi) Condensate recovery started from turbine seal steam.

(xxii) Settling tank installed at Sodium sulphate plant resulting in power saving of 30 KW/hr

During the year under review No major capital investment was incurred on energy conservation equipment's.

B. **Technology Absorption, Adoption and Innovation and Research & Development (R&D):**
Research and technology helps create superior value by harnessing internal research and development skills and competencies and creates innovations in emerging technology domains related to the Company's businesses. Research and technology focuses on (i) new products, processes and product development to support existing business, create breakthrough technologies for new businesses,and upgradation of the quality to maintain leadership position in Castor industry.

Benefits derived as a result of the above efforts: -
- New Product introduced for export and local markets
- Cost reduction in existing process.
- Improvements in quality of various products

(iii) Expenditure on R&D: Provided in the notes to accounts

C. **Foreign Exchange Earning and Outgo:**
Details of Foreign Exchange used and earned are provided in Notes on Financial Statements.

For and on behalf of the Board of Directors

Place: Mumbai,
Date: May 30, 2018

Abhay V. Udeshi
Chairman

ANNEXURE VI

Remuneration Details
Disclosure under section 197 (12) and Rule 5 (1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

(i) the ratio of the remuneration of each director* to the median remuneration of the employees of the company for the financial year & the percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager in the financial year;

Sr. No.	Name	Remuneration (₹ In Lakhs)	% Increase	Median Remuneration (₹ In Lakhs)	Ratio
1	Mr. Abhay. V. Udeshi, Chairman & Whole – time Director	69.53	-26	4.18	16.60
2	Mr. Hemant V. Udeshi, Managing Director	65.70	-36	4.18	14.94
3	Dr. Subhash V. Udeshi, Whole-time Director	64.96	-29	4.18	15.51
4	Mr. Varun A. Udeshi, Whole-time Director	96.58	38	4.18	22.84
4	Mr. Vikram V. Udeshi, Chief Financial Officer	73.72	-20		
5	Mr. Dinesh M Kapadia, Company Secretary	18.96	15		

*Since the Independent Directors are not paid remuneration apart from sitting fees for attending the meetings of the Company, details of only executive directors are incorporated.

ii	The percentage increase in the median remuneration of employees in the financial year	8.3%
iii	The number of permanent employees on the rolls of company	378
iv	Average percentile increase made in the salaries of employees other than the managerial personnel in the financial year and comparison with the percentage increase in the managerial remuneration and justification thereof	Average salaries increased of employees in the financial year was 13.5% and average remuneration increase of managerial personnel was -18%.
v	It is hereby affirmed that the remuneration paid during the year is as per the Remuneration Policy of the Company	

For and on behalf of the Board of Directors

Place: Mumbai,
Date: May 30, 2018

Abhay V. Udeshi
Chairman

CORPORATE GOVERNANCE

1. **Company's Philosophy:**
Jayant Agro-Organics Limited's business objective and that of its management and employees is to conduct the business operations in such a way as to create a value that can be sustained over the long term for customers, stakeholders, employees, business partners. The Company is conscious of the fact that the success of an organization is a reflection of professionalism,conduct and ethical values of its management and employees. In addition to compliance with regulatory requirements, the Company endeavors to ensure that high-end standards of ethical and responsible conduct are met throughout organization.

2. **Board of Directors:**
i) The majority of the Directors on the Board are Non-executive & Independent Director. The composition of the Board is in conformity with SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (LODR / Listing Regulations) .

ii) None of the Director on the Board hold directorship in more than ten (10) public companies. Further, none of them is a Member of more than ten (10) Committees or Chairman of more than five (5) Committees, across all the public companies in which he/she is a Director. Necessary disclosures regarding Committee positions and Directorships in other public companies as at March 31, 2018 have been made by the Director.

iii) The names and categories of the Directors on the Board, their attendance at Board Meetings held during the year and the number of Directorships and Committee Chairmanships / Memberships held by them in other companies are given below.

Sr. No	Name of Director	DIN	Category (Executive / Non – Executive / Independent)	No. of Board Meetings attended during the year 2017-2018	Last AGM Attended (Yes/No.)	No. of Directorship (s) held in other Public Companies	Member of Committee in other Public Companies*	
							Chairman	Member
1.	Mr. Abhay V. Udeshi #	00355598	Promoter – Executive Director	5 of 5	Yes	5	--	1
2.	Mr. Hemant V. Udeshi #	00529329	Promoter – Executive Director	5 of 5	Yes	--	--	--
3.	Dr. Subhash V. Udeshi #	00355658	Promoter – Executive Director	5 of 5	Yes	2	--	--
4.	Mr. Varun A. Udeshi##	02210711	Promoter – Executive Director	5 of 5	Yes	--	--	--
5.	Mr. Jayasinh V. Mariwala	00182835	Independent & Non – Executive Director	4 of 5	Yes	5	--	--
6.	Mr. Vijay Kumar Bhandari	00052716	Independent & Non – Executive Director	5 of 5	Yes	5	3	3
7.	Mr. Deepak V. Bhimani	00276661	Independent & Non – Executive Director	3 of 5	No	--	--	--
8.	Mr. Mukesh C. Khagram	00437042	Independent & Non – Executive Director	5 of 5	Yes	2	1	--
9.	Mrs. Sucheta N Shah	00322403	Independent & Non – Executive Director	4 of 5	Yes	3	--	1

Inter-se relationship between Directors

Son of Mr. Abhay V. Udeshi

*The Committees considered are Audit and Stakeholders Relationship Committees.

None of the Non-executive Directors has any material pecuniary relationship or transactions with the Company.

Necessary information as mentioned in LODR, has been from time to time placed before the Board for their consideration.

3. Board Meetings

The information as set out in Regulation 17 read with part A of Schedule II of Listing Regulations was provided to the Board and the Board Committees to the extent it is applicable and relevant.

During the year under review, five (5) Board Meetings were held on May 6, 2017, June 16, 2017, August 9, 2017, October 28, 2017 and February 3, 2018.

4. Familiarization of Director:

The Company through its Nomination and Remuneration Committee has put in place a formal procedure for appointment of Director whereby a letter of appointment is given to the Director to interalia explain the role, duties, functions and responsibilities of the Director so appointed. Additionally as per the provisions of the Companies Act, 2013 ("Act") and LODR, all Directors are familiarized with the business operations, organization structure, functioning of various departments, internal control processes and other relevant information. The detailed familiarization program is posted on the Company's website https://www.jayantagro.com.

5. Committees of the Board

A. Audit Committee:

During the year under review, the Audit Committee of the Company was reconstituted on February 3, 2018 as Mr. Abhay V. Udeshi was appointed as the member of the Committee. The Audit Committee is constituted as per the requirement of Section 177 of the Companies Act, 2013 ("the Act") read with LODR.Mr. Jayasinh V.Mariwala is the Chairman of the Committee. Mr. Abhay V. Udeshi, Mr. Mukesh C.Khagram, Mr. Deepak V.Bhimani and Mr. Vijay Kumar Bhandari are the other members of the Committee.

Five (5) Audit Committee Meetings were held on May 6, 2017, June 16, 2017, August 9, 2017, October 28, 2017 and February 3, 2018. The Composition and the attendance of Audit Committee is as under:-

Sr No.	Name of Director	Designation	No. of Meeting Attended
1.	Mr. Jayasinh V. Mariwala	Chairman	4 of 5
2.	Mr. Abhay V. Udeshi	Member	4 of 4
3.	Mr. Mukesh C. Khagram	Member	5 of 5
4.	Mr. Deepak V. Bhimani	Member	3 of 5
5.	Mr. Vijay Kumar Bhandari	Member	5 of 5

The C.F.O. and Statutory Auditor including Internal Auditor are regular invitees to the meetings of the Audit Committee. The Company Secretary acts as Secretary to the Committee.

The Board of Directors notes the minutes of the Audit Committee Meetings at the Board Meetings.

The terms of reference of the Audit Committee covers all matters as specified under LODR and also as required under Section 177 and other applicable provisions of the Companies Act, 2013. All the Committee members are financially literate. The Chairman of the Audit committee, Mr. Jayasinh V. Mariwala was present at the 25th AGM of the company held on August 9, 2017.

B. Nomination and Remuneration Committee:

The Nomination and Remuneration Committee of the Company is constituted in line with the provisions of Regulation 19 of the LODR, read with Section 178 of the Act. Mr. Jayasinh V Mariwala is the Chairman of the Committee. Mr. Mukesh C. Khagram and Mr. DeepakV. Bhimani are the other members of the Committee. The terms of reference includes the matter specified under LODR and also as required under Section 178 and other applicable provisions of the Companies Act, 2013.

The Committee is, interalia, authorized to identify persons who are qualified to become Directors and who may be appointed in Senior Management, evaluation of Directors performance, formulating criteria for determining qualifications, positive attributes and independence of a director and recommending policy relating to the remuneration for the Directors, Key Managerial Personnel and other employees. During the year, two meetings of the Committee were held on May 6, 2017 and February 3, 2018. The details of attendance of the members of the Nomination and Remuneration Committee are as follows:

Sr. No.	Name of Director	Designation	No. of Meeting Attended
1.	Mr. Jayasinh V. Mariwala	Chairman	2 of 2
2.	Mr. Mukesh C. Khagram	Member	2 of 2
3.	Mr. Deepak V. Bhimani	Member	2 of 2

Remuneration Policy

The remuneration policy of the Company includes appointment of Director, Key Managerial Personnel and Senior Management and review of their remuneration on a timely basis. As required in terms of the said policy, the Board of Directors of the Company carry out performance evaluation on a yearly basis to assess the performance of Executive, Non-Executive and Independent director, its committees and board as a whole.

Details of remuneration to Directors

(I) Details of Remuneration to Executive Director

Sr. No.	Executive Directors	Salary	Perquisites, Commission and Bonus	Company's Contribution to Funds	Total
	Remuneration during 2017-2018				(₹ in Lakhs)
1	Mr. Abhay V. Udeshi Chairman & Whole-Time Director	43.93	21.96*	3.64	**69.53**
2	Mr. Hemant V. Udeshi Managing Director	53.05	8.52	4.13	**65.70**
3	Dr. Subhash V. Udeshi Whole – Time Director	49.87	10.96	4.13	**64.96**
4	Mr. Varun A. Udeshi Whole – Time Director	47.85	44.98*	3.75	**96.58**
Total		194.70	86.42	15.65	296.77

*Includes performance incentives

NOTES:

(a) The appointment is subject to termination by 6 months' notice, in writing, on either side or as agreed mutually. Period is 5 years for Mr. Abhay V. Udeshi,Dr. Subhash V. Udeshi and Mr. Hemant V. Udeshi and 3 years for Mr. Varun A. Udeshi from the date of appointment. No severance fee payable to any Executive Director,including Managing Director.

(b) The Company does not have any Scheme for grant of Stock Options to its Directors or Employees, at present.

(II) Non-Executive Directors were paid Sitting fees of ₹20,000/- (revised w.e.f 06.05.2017) per meeting for attending the meeting of Board / Committee as approved by the Board which was within the limit as prescribed under the Companies Act 2013, the details of which are: -

Sr. No.	Name of the Director	Amount (₹ in Lakhs)
1.	Mr. Jayasinh V. Mariwala	1.825
2.	Mr. Vijay Kumar Bhandari	1.950
3.	Mr. Mukesh C Khagram	2.225
4.	Mr. Deepak V. Bhimani	1.425
5.	Mrs.Sucheta N. Shah	0.675

(III) Disclosure of shareholding of Non-Executive Directors:-

Sr. No.	Name of the Director	Shares held on 31.03.2018 (own or held by / for other persons on beneficial basis)
1.	Mr. Jayasinh V. Mariwala	Nil
2.	Mr. Vijay Kumar Bhandari	Nil
3.	Mr. Mukesh C. Khagram	Nil
4.	Mr. Deepak V. Bhimani	Nil
5.	Mrs. Sucheta N Shah	Nil

Performance Evaluation

The Board of Directors has carried out an annual evaluation of its own performance, board committees, and Executive, Non-Executive and independent director pursuant to the provisions of the Act and the corporate governance requirements as prescribed by the LODR.

The performance of the board was evaluated by seeking inputs from all the directors on the basis of criteria such as the board composition and structure, effectiveness of board processes, information and functioning, etc. as provided by the Guidance Note on Board Evaluation issued by the Securities and Exchange Board of India (SEBI) on January 5, 2017.

The performance of the committees was evaluated by the board after seeking inputs from the committee members on the basis of criteria such as the composition of committees, effectiveness of committee meetings, etc.

The Board and the Nomination and Remuneration Committee reviewed the performance of individual director on the basis of criteria such as the contribution of the individual director to the board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc.

In a separate meeting of independent directors, performance of non-independent directors and the board as a whole was evaluated. 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 for evaluating the performance of the Directors, Board and its Committees.

C. Stakeholders Relationship Committee:

The Stakeholder's Relationship Committee is constituted in line with the provisions of Regulation 20 of LODR read with Section 178 of the Act and rules made thereunder. During the year under review, the Stakeholders Relationship Committee of the Company was reconstituted on February 3, 2018 as Mr. Abhay V. Udeshi was appointed as the member of the Committee. Mrs. Sucheta N Shah is the Chairperson of the Committee. Mr. Abhay V. Udeshi, Mr. Hemant V. Udeshi & Dr. Subhash V. Udeshi are the other members of the Committee. The chairperson of the committee was present at the last AGM held on August 9, 2017.

Mr. Dinesh M Kapadia, Company Secretary, is also the Compliance Officer of the Company

Details of complaints received in 2017-2018 from Shareholders:

(1) Opening balance	NIL
(2) Received during the year	6
(3) Resolved during the year	6
(4) Closing balance	NIL

D. **Corporate Social Responsibility (CSR)**

As a part of the Company's initiative under the "Corporate Social Responsibility" (CSR) drive, the Company has undertaken projects in areas of rural development, promoting health care and education. These projects are in accordance with Schedule VII of The Companies Act, 2013 and the Company's CSR policy.

In view of the above, the Company has constituted a CSR Committee in line with the provisions of Section 135 of the Act. The broad terms of reference of CSR Committee are as follows:-

- Formulate and recommend to the Board, a CSR Policy indicating the activities to be undertaken by the Company as specified in Schedule VII of the Act;
- Recommend the amount of expenditure to be incurred on the activities referred to above;
- Monitor CSR Policy of the Company from time to time.

During the year under review, the CSR Committee of the Company was reconstituted on February 3, 2018 as Mr. Abhay V. Udeshi was appointed as the member of the Committee. The CSR Committee comprises of 3 directors namely, Mr. Deepak V. Bhimani, Mr. Abhay V. Udeshi and Mr. Hemant V. Udeshi. Mr. Deepak V. Bhimani is the Chairman of the Committee. The CSR Committee meeting was held on May 6, 2017. The Committee reviewed and recommended to the Board,the CSR activities undertaken by the Company during the year under review. The details of the CSR initiatives of the Company are available in the CSR Report annexed along with this Report. The CSR Policy has been placed on the website of the Company and can be accessed through the following link: https://www.jayantagro.com A brief of the CSR program is given hereunder.

As you are aware that in May 2016, the Company along with Arkema and BASF as well as NGO Solidaridad initiated a CSR project for sustainability in the castor oil under the name "Sustainable Castor Initiative– Pragati" (Hindi for "progress"), which aims to improve the livelihood of castor farmers and contracted workers by supporting them to optimize yield and reduce environmental impact. In the current year, 10 producer groups, representing 1,019 castor farmers were formally awarded certificates for their tremendous achievements in improving the sustainability of their farming practices. Other major achievements of the project to date are:

- A yield improvement of 55% vs the 2016 baseline
- Safety kits and waste storage drums distributed to all 2,700 participating farmers
- More than 1,000 hours of classroom training
- Completion of soil and water tests across 41 villages
- Health camps set up in 26 villages
- Five demo plots created for better agricultural practices field demonstration
- More than 2,000 hectares of castor farming are now in accordance with the project framework

Since its launch, Project Pragati has led to intensive farmer engagement and adoption of best agricultural practices within the castor community. These results have been audited by independent third party inspection agencies. To date, over 2,700 farmers have been trained by the project.

By educating, and disseminating best agricultural and environmental practices, Project Pragati, enables farmers to access the full benefits of productivity through better practices. In addition, aids in creating awareness and incentivizes them to take responsibility towards health, environment, safety and society.

While the project continues to positively impact the farming community, the founders are now also considering opening the project for participation to all interested stakeholders to enhance sustainability for the castor industry within the next 12 months.

Additionally, the company through, "Kalyan Foundation", a trust with whom the company is associated along with its subsidiary, Ihsedu Agrochem Pvt. Ltd, in conjunction with progressive farmers are continuing with the project of developing model farms for the education and development of the castor industry wherein the farms are able to achieve a yield of over 6 tons per hectare which is more than 3 times the average yields. It is both the vision and the mission of the company to carry this productivity potential developed by agricultural universities to translate productivity for farmers on the field by providing extension services at the ground level. This projects & initiatives will contribute towards fulfilling the vision of our Prime Minister of doubling the farmer's income.

6. **Independent Directors Meeting:**

Schedule IV to the Act and provisions of LODR, inter alia, prescribes that the Independent Directors of the Company shall hold at least one meeting in a year, without the attendance of the Non–Independent Directors and members of the Management.

During the year, a meeting of Independent Directors was held on February 3, 2018. Mr. Jayasinh V. Mariwala chaired the Meeting of the Independent Director. At the meeting,the Independent Directors reviewed the performance of the Non-independent directors (including the chairman of the Board) and the Board as a whole and assessed the quality, quantity and timeliness of flow of information between the Company,Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

7. Details of General Body Meetings for the Last Three Years:

(i) Location and time, where last General Meetings held :

Year	Location	Date / Time	Special Resolutions Passed
2014-2015 AGM	M. C. Ghia Hall, Bhogilal Hargovindas Bldg., 2nd floor,18/20, K Dubash Marg, Mumbai 400 001	24.09.2015 11.A.M	- Re- appointment of Mr. Abhay V. Udeshi as Chairman and Whole-time Director of the Company for a period of 3 years - Re- appointment of Dr. Subhash V. Udeshi as Whole-time Director of the Company for a period of 3 years - Approval of Transaction of sale/ purchase of goods between the Company and Ihsedu Agrochem Private Limited, which may qualify as a related party transaction. - Approval of Transaction for availing of services between the Company and Ihsedu Agrochem Private Limited, which may qualify as a related party transaction.
2015-2016 AGM	M. C. Ghia Hall, Bhogilal Hargovindas Bldg., 2nd floor,18/20, K Dubash Marg, Mumbai 400 001	13.09.2016 11.A.M	- Revision in the Terms & Condition of Employment of Executive Director of the Company - Appointment of Mr. Varun A. Udeshi as Whole-time Director of the Company for a period of 3 years - Shifting of Register of Members
2016-2017 AGM	M. C. Ghia Hall, Bhogilal Hargovindas Bldg., 2nd floor,18/20, K Dubash Marg, Mumbai 400 001	09.08.2017 3.00 P.M.	- Further issue of Equity Shares - Issue of debt securities on private placement basis.

(ii) <u>During the year, Resolution for issue of Bonus Shares was passed through postal ballot details of which are as under</u>

During the year under review, pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the Board of Directors had sought the approval of the members of the Company for issuance of Bonus Shares, through postal ballot. The Postal Ballot Notices along with their Explanatory Statement and the postal ballot forms were sent to all the Shareholders of the Company along with postage prepaid envelops. Mr. Dhrumil M. Shah of M/s. Dhrumil M Shah & Co., Practising Company Secretary was appointed as the Scrutinizer who conducted the postal ballot process in a fair and transparent manner. The procedures prescribed under Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and modifications made thereunder were duly followed for conducting the postal ballot process.

Postal Ballot Notice dated June 16, 2017 was circulated to the members for seeking the approval to allot Bonus shares in the ratio (1:1) for which the summary of results of Postal Ballot and E-Voting are as under

Sr. No.	Particulars	No. of voters	No. of Shares	% of Assent/ Dissent
1.	Total voting received	304	1,12,42,323	-
2.	Less-Invalid voting	1	150	-
3.	Net valid voting	303	1,12,42,173	-
4.	Voting with assent	302	1,12,42,163	99.99
5.	Voting with dissent.	1	10	00.01

8. Disclosures:

(A) Related Party Transactions:-

There are no materially significant related party transactions i.e. transactions of the Company of material nature, with its Promoters, Directors or Management, their subsidiaries or relatives etc., that may have potential conflict with the interest of the Company at large. However, the details of transactions with related parties are made in Notes to the Accounts.

The Company has formulated the Related Party Transaction Policy which is disclosed on its website. (https://www.jayantagro.com)

(B) The Company has complied with all requirements specified under Listing Regulations as well as other guidelines as prescribed by SEBI. There were no strictures/ penalties imposed by any Statutory Authority during last three years.

(C) CEO /CFO Certification: A certification from the CEO and CFO in terms of provisions of LODR was placed before the Board at the Board Meeting held on May 5, 2018 to approve the Audited Annual Accounts for the year ended March 31, 2018.

(D) Subsidiary Companies: The Audit Committee reviews the consolidated financial statements of the Company and the investments made by its unlisted subsidiary companies. The Board is regularly made aware of the developments and the progress of its subsidiary companies.

The Company has three subsidiary Companies out of which one (1) is material unlisted subsidiary company.

The Company has formulated a policy for determining 'material subsidiaries' which is disclosed on its website. (https://www.jayantagro.com)

(E) Whistle Blower Policy:
The Company has formulated Whistle Blower Policy for vigil mechanism as defined under Regulation 22 of SEBI Listing Regulations for directors and employees to report unethical behaviour, fraud or violation of the code of conduct of the Company. The policy provides adequate safeguards against victimization of director(s) /employee(s) who avail the mechanism. During the year under review, no employee was denied access to the Audit Committee. During the year under review, there was no instances of whistle blower reported.

(F) Commodity Price & Risk Hedging Activities:
Since the basic raw material of the Company is Castor Seed and being a commodity, the Company is exposed to the risk of price fluctuation of raw materials as well as finished goods. The Company manages the Commodity risks through forward booking and inventory management. The Company maintains its reputation for quality, product differentiation and service to mitigate the impact of price risk on finished goods.

(G) Foreign Exchange Risks:
As nearly 75% of the produce of the Company as well as its subsidiary is exported, the management of the Company closely monitors the Foreign Exchange fluctuation. The Company has set various parameter in its foreign exchange management policy to averse risk associated with foreign exchange. A report is placed before the Board of Directors on quarterly basis showing the foreign exchange exposure taken by the Company.

(H) The Company has adhered to all mandatory requirements of Corporate Governance as required under LODR and has duly made the disclosure of the Compliance as per the requirement of LODR. The Board of Directors have also adopted some of the Non – mandatory requirements of corporate governance under LODR.

9. **Means of Communication**:
Quarterly / Half Yearly results being put on the Company's Website, and also released in the News Papers, viz: **Business Standard (English), all editions and Sakal (Marathi).**

The Company's Website: **www.jayantagro.com**

10. General Shareholder Information:

(1)	Annual General Meeting Date and Time, Venue	26th Annual General Meeting is scheduled on Saturday, July, 28, 2018 at 3.00 p.m. at M. C. Ghia Hall, Bhogilal Hargovindas Bldg., 4th floor, 18/20, K. Dubash Marg, Mumbai 400 001
(2)	Financial Calendar (Tentative) Financial Year : From April 1, 2018 to March 31, 2019	Financial Reporting for the quarter ended June 30, 2018 – will be in Mid of August, 2018 September 30, 2018 – will be in Mid of November, 2018 December 31, 2018 – will be in Mid of February, 2019 March 31,2019 (Results for year end) - will be in May, 2019 & Annual General Meeting for the year ended March 31, 2019 – On or before September, 2019
(3)	Book Closure date	June 23, 2018 to June 28, 2018
(4)	Dividend payment date	on or after August 2, 2018
(5)	Registered Office and address for correspondence.	701, Tower "A", Peninsula Business Park, Senapati Bapat Marg, Lower Parel (West) Mumbai – 400 013.
(6)	Listing on Stock Exchanges Note: Listing fees and custodian charges for the year 2018-2019 have been paid.	BSE Ltd. Equity Code No. 524330. The National Stock Exchange of India Ltd.(NSE) Equity Code JAYAGROGN EQ.
(7)	Demat ISIN Number in NSDL and CDSL	ISIN No. INE785A01026
(8)	Corporate Identification No (CIN)	L24100MH1992PLC066691

11. Share Transfer System:

All the share related work is being undertaken by our R&T Agent, Link Intime India Pvt Ltd., Mumbai.A Share Transfer Committee approves the share transfer, transmission, split and consolidation, among others, The share transfers are registered and returned within a period of 15 days from the date of receipt if relevant documents are completed in all respects. The Shareholders' / Investors 'Grievances are also taken up by our R&T Agent.

Demat: Trading in shares has been compulsory in dematerialized form by all Investors with effect from July 24, 2000. As on March 31, 2018, 93.83% of Equity share capital of your Company has been dematerialized.

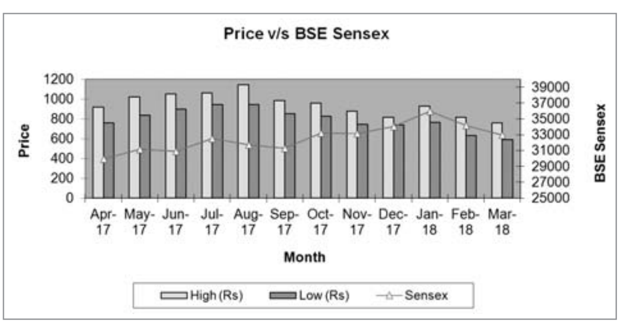
12. Reconciliation of Share Capital Audit Report

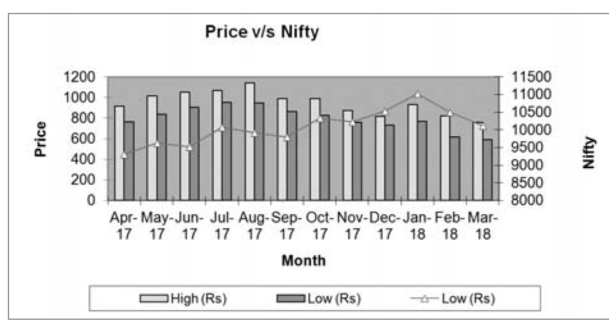
As stipulated by SEBI, Secretarial Audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL)and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital is carried out on quarterly basis. The report thereon is submitted to the Stock Exchanges where the Company's shares are listed. The auditors confirms that thetotal listed and paid up capital is in agreement with the aggregate of the total number of shares in dematerialised form (held with NSDL and CDSL) and total number of shares in physical form.

13. Stock Market Data from April 1, 2017 to March 31, 2018

Month	BSE Limited			The National Stock Exchange of India Limited		
	High (₹)	Low (₹)	Sensex (closing)	High (₹)	Low (₹)	NIFTY (closing)
Apr-17	917.20	760.45	29918.40	916.80	761.10	9304.05
May-17	1019.00	838.05	31145.80	1016.00	835.60	9621.25
Jun-17	1051.00	900.00	30921.61	1053.00	905.20	9520.90
Jul-17	1063.85	942.95	32514.94	1065.00	953.40	10077.10
Aug-17*	571.45	471.40	31730.49	570.00	473.05	9917.90
Sep-17	493.20	425.00	31283.72	493.95	430.00	9788.60
Oct-17	480.85	414.45	33213.13	495.20	412.10	10335.30
Nov-17	439.15	372.50	33149.35	437.40	380.00	10226.55
Dec-17	408.45	370.00	34056.83	407.45	365.00	10530.70
Jan-18	464.00	383.50	35965.02	464.50	383.70	11027.70
Feb-18	407.05	315.50	34184.04	409.00	308.00	10492.85
Mar-18	380.00	296.00	32968.68	379.75	295.00	10113.70

*In August 2017, the Company had issued and allotted Bonus Shares in the ratio of 1:1 which is reflecting the reduction in the share price.





*In August, 2017 the Company had issued and alloted Bonus Shares in the ratio 1:1 and in view of the same the share price was effected to half the pre bonus price. However for comparision of the Stock performance during the year, the Share Price Vs Sensex & Nifty charts are prepared considering the Pre Bonus share price.

14. Distribution of Shareholdings as on March 31, 2018.

Sr. No.	Shares Range	Number of Shareholders	% of Total Shareholders	Total Shares For The Range	% of Issued Capital
1	1 to 500	10731	83.5292	1221461	4.0715
2	501 to 1000	1030	8.0174	802352	2.6745
3	1001 to 2000	502	3.9075	776858	2.5895
4	2001 to 3000	178	1.3855	446122	1.4871
5	3001 to 4000	107	0.8329	385592	1.2853
6	4001 to 5000	50	0.3892	230148	0.7672
7	5001 to 10000	101	0.7862	740276	2.4676
8	10001 to above	148	1.1520	25397191	84.6573
	Total	12847	100.00	30000000	100.00

15. **Share Transfer Agents:**
Link Intime India Pvt Limited
C-101, 247 Park,1st Floor,
L.B.S. Marg, Vikhroli (West),
Mumbai – 400 083
Tel No : +91 22 49186270 Fax: +91 22 49186060
E-mail id: rnt.helpdesk@linkintime.co.in
Website: www.linkintime.co.in

16. As required under clause 5A of the erstwhile listing agreement, the Company has already sent three reminders to the shareholders whose shares were lying unclaimed/undelivered with the Company. The Company has received a number of requests to claim these share certificates which are released after a thorough due diligence. The Company has opened the "Unclaimed Suspense Account" with Edelweiss Broking Limited.

17. Categories of Shareholdings as on March 31, 2018

Category	No. of Shares Held	% of Shares held
Corporate Bodies (Promoter Co)	1,80,99,700	60.33
Mutual Funds / Nationalised Bank	15,300	0.051
Non Resident Indians	3,67,686	1.22
Overseas Corporate Bodies	12,00,000	4.00
Public	1,03,17,314	34.39
TOTAL	3,00,00,000	100.00

18. **Details on use of public funds obtained in the last three years:**
No funds have been raised from public in the last three years.

19. **Outstanding GDRs / ADRs / Warrant etc.:**
The Company did not issue any GDRs / ADRs / warrants during the year

20. **Plant location:**

Plot Nos. 601,602,624-627 & 603, Behind G.A.C.L. Post Petrochemicals Dist. Vadodara 391 346. Gujarat.	ISCPL Division. Plot No. 296 – 300, Near GIPCL & Hettich, Dhanora, PO :- Petrochemicals, Dist. Vadodara, Gujarat – 391 346

21. **Address for Correspondence:** Regd. Office
701, Tower A, Peninsula Business Park, Senapati Bapat Marg, Lower Parel (W), Mumbai: - 400 013.
Tel: - 022 – 40271300; Fax: - 022 - 40271399
Website:- www.jayantagro.com
Email:- investors@jayantagro.com

22. **The details of Commodity price risk or foreign exchange risk and hedging activities are already discussed in this report.**

23. **Disclosure of accounting treatment different from accounting standards:** None

24. **Code of Conduct for Board Members and Senior Management:**
The Board of Directors, has laid down the Code of Conduct for all the Board Members and members of the senior management. The Code is also placed on the Company's website – www.jayantagro.com. A certificate from the Managing Director, affirming compliance of the said Code by all the Board Members and members of the senior management to whom the Code is applicable, is annexed separately to this report. Further, the Directors and the Senior Management of the Company has submitted disclosure to the Board that they do not have any material financial and commercial transactions that may have a potential conflict with the interest of the Company at large.

25 **Auditor's Certificate on Corporate Governance:**
As required by Schedule V of the LODR, the Auditors Certificate on Corporate Governance is annexed to this report.

On behalf of the Board

Place: Mumbai
Date: May 30, 2018

Abhay V. Udeshi
Chairman

COMPLIANCE CERTIFICATE

TO THE MEMBERS OF JAYANT AGRO-ORGANICS LIMITED

1. We have examined the compliance of conditions of Corporate Governance by the Company, for the year ended on 31 March 2018, as stipulated in Regulations 17 to 27 and Clauses (b) to (i) of Regulation 46(2) and para C, D and E of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations).

Managements' Responsibility

2. The compliance of conditions of Corporate Governance is the responsibility of the Management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of the Corporate Governance stipulated in Listing Regulations.

Auditor's Responsibility

3. Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

4. We have examined the books of account and other relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.

5. We have carried out an examination of the relevant records of the Company in accordance with the Guidance Note on Certification of Corporate Governance issued by the Institute of the Chartered Accountants of India (the ICAI), the Standards on Auditing specified under Section 143(10) of the Companies Act 2013, in so far as applicable for the purpose of this certificate and as per the Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.

6. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

7. Based on our examination of the relevant records and according to the information and explanations provided to us and the representations provided by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Regulations 17 to 27 and Clauses (b) to (i) of Regulation 46(2) and para C, D and E of Schedule V of the Listing Regulations during the year ended March 31, 2018.

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

For Vatsaraj & Co.
Chartered Accountants
(FRN: 111327W)

CA Mayur Kisnadwala
(Partner)
Membership No. 033994

Place: Mumbai
Date: May 30, 2018

DECLARATION BY THE MANAGING DIRECTOR (CEO) UNDER SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

To,
The Members of
Jayant Agro-Organics Limited

I Hemant Vithaldas Udeshi, Managing Director of Jayant Agro-Organics Limited declare that to the best of my knowledge and belief, all the Members of the Board and senior management personnel of the Company have affirmed their respective compliance with the applicable Code of Conduct for the year ended 31 March 2018.

Place: Mumbai
Date: May 5, 2018

Hemant V. Udeshi
Managing Director

INDEPENDENT AUDITOR'S REPORT

To the Members of
Jayant Agro-Organics Limited

Report on the Ind AS Financial Statements

We have audited the accompanying Ind AS financial statements of **Jayant Agro-Organics Limited** ('the Company'), which comprise the Balance Sheet as at 31st March 2018, the Statement of Profit and Loss (including other comprehensive income), the Cash Flow Statement and the Statement of Changes in Equity for the year then ended and a summary of the significant accounting policies and other explanatory information (herein after referred to as "Ind AS financial statements"). The financial statements for the year ended March 31, 2017 were audited and reported upon by another firm of Chartered Accountants vide their report issued on May 06, 2017. We have relied upon these financial statements for the purpose of opening balances as at April 01, 2017 which are regrouped or restated where necessary.

Management's Responsibility for the Ind AS 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 Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act read with relevant rules issued thereunder.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Ind AS 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 Ind AS 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 of the Ind AS financial statements in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the Ind AS financial statements are free from material misstatement.

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS 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 including the Ind AS, of the state of affairs of the Company as at 31st March, 2018, and its profit, total comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, we report that:
   (a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
   (b) in our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
   (c) the balance sheet, the statement of profit and loss including other comprehensive income, the cash flow statement and statement of changes in equity dealt with by this Report are in agreement with the relevant books of account;
   (d) in our opinion, the aforesaid Ind AS financial statements comply with the Indian Accounting Standards prescribed under Section 133 of the Act read with relevant rule issued thereunder;
   (e) on the basis of the written representations received from the directors as on 31stMarch 2018 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2018 from being appointed as a director in terms of Section 164 (2) of the Act;
   (f) with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure A"; and
   (g) with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the

Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:

i. The Company has discussedthe impact of pending litigations on its financial position- Refer Note No. 36 to the Ind AS financial statements.

ii. The Company does not have any long term contracts including derivatives contracts for which there were any material foreseeable losses. Refer Note No. 49 to the Ind AS financial statements.

iii. There has been no delay in transferring amount, required to be transferred to the Investor Education and Protection Fund- Refer Note No. 50 to the Ind AS financial statements.

2. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

For Vatsaraj & Co.
Chartered Accountants
(FRN: 111327W)

CA Mayur Kisnadwala
(Partner)
Membership No. 033994

Place: Mumbai
Date: May 5, 2018

ANNEXURE A TO THE INDEPENDENT AUDITORS' REPORT ON THE IND AS FINANCIAL STATEMENTS OF JAYANT AGRO-ORGANICS LIMITED.

(Referred to in paragraph 1 (f) under 'Report on Other Legal and Regulatory Requirements' of our report of even date)

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 Jayant Agro-Organics Limited("the Company") as of 31st March 2018 in conjunction with our audit of the Ind AS 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 (the "Guidance Note") issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

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

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

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

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised 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 31st March 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.

For Vatsaraj & Co.
Chartered Accountants
(FRN: 111327W)

CA Mayur Kisnadwala
(Partner)
Membership No. 033994

Place: Mumbai
Date: May 5, 2018

ANNEXURE B TO THE INDEPENDENT AUDITORS' REPORT ON THE IND AS FINANCIAL STATEMENTS OF JAYANT AGRO-ORGANICS LIMITED.

(Referred to in paragraph 2, under 'Report on Other Legal and Regulatory Requirements' section of our Report of even date)

(i) (a) The Company has generally maintained proper books and records showing full particulars, including quantitative details and situations of fixed assets;

(b) The Company has a regular program of physical verification of its fixed assets by which all fixed assets are physically verified, periodically. In our opinion, periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its business. According to information and explanations given to us, no material discrepancies were noticed on such verification;

(c) The title deeds of immovable properties of the company are held in the name of the company.

(ii) Physical verification of inventory has been conducted at reasonable intervals by the management. There is no material discrepancy noticed by management during the year. The discrepancies noticed have been dealt with in the books of account appropriately.

(iii) The company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register of maintained under Section 189 of the Companies Act 2013.

(iv) In our opinion and according to the explanations given to us, the Company has complied with the provisions of Section 185 and 186 of the Act in respect of grant of loans, making investments and providing guarantees and securities, as applicable.

(v) In our opinion and according to the information and explanations given to us, the company has not accepted any deposit from the public.

(vi) According to the information and explanation given to us, the Central Government vide Companies (Cost records and audit) Rules, 2014 prescribed the maintenance of cost records under sub-section (1) of section 148 of the Companies Act, 2013. The company has maintained the cost records and accounts as required by the Companies (Cost records and audit) Rules, 2014.

(vii) In respect of statutory dues:

(a) According to the information and explanation given to us, and according to the records of the Company as examined by us, undisputed statutory dues including, income tax, custom duty, excise duty, service tax, cess and other statutory dues have been regularly deposited during the year with the appropriate authorities. No undisputed amounts payable were outstanding as at March 31, 2018 for a period of more than six months from the date on which they become payable.

(b) According to the information and explanation given to us and based on the records of the Company examined by us, dues of income tax, VAT and other statutory dues outstanding as on March 31, 2018 which have not been deposited on account of any dispute are tabulated below:-

Name of Statute	Nature of Dues	Amount	Period to which it Relates	Forum where pending
Finance Act,1994	Service Tax	434,123	Apr-08 to Sep-08	Deputy Commissioner
	Service Tax	121,962	Oct-09 to Jan-15	Joint Commissioner
	Service Tax	258,697	Apr-08 to Dec-08	CESTAT
	Service Tax	345,284	Jan-09 to Mar-09	CESTAT
	Service Tax	2,728,999	Oct-09 to Jan-15	Joint Commissioner
	Service Tax	1,078,303	Feb-15 to Jan-16	Joint Commissioner
	Service Tax	19,393	Feb-15 to Jan-16	Commissioner (Appeals-1) Vadodara
	Service Tax	9,553,275	Apr-06 to May-11	Commissioner
	Service Tax	68,869	Apr-11 to Dec-14	CESTAT
	Service Tax	826,224	Aug-11 to May-12	CESTAT
	Service Tax	68,225	Jan-15 to Dec-15	SCN Reply submitted
	Service Tax	52,366	Jan-16 to June-17	SCN Reply submitted
Income Tax Act, 1961	Income Tax	2,458,171	FY 2012 - 2013	Commissioner of Income - Tax (Appeals)
	Income Tax	1,450,889	FY 2013– 2014	Commissioner of Income - Tax (Appeals)

(viii) According to the information and explanations given to us, and based on the verification of records of the company, the company has not defaulted in repayment of loans or other borrowings from financial institutions, banks, Government or due to debenture holders.

(ix) According to the information and explanations provided to us and as per the records of the company examined by us, the Company has not raised funds by way of public issue / follow-on offer (including debt instruments) during the year. According to the information and explanations provided to us, the term loan raised have been applied by the Company during the year for the purpose for which they were raised.

(x) To the best of our knowledge and belief and according to the information and explanation given to us, no fraud by the Company or any fraud on the Company by its officers / employees has been noticed or reported, during the year.

(xi) Managerial remuneration has been paid / provided in accordance with the requisite approvals mandated by the provisions of section 197 read with schedule V to the Companies Act.

(xii) In our opinion and according to information and explanations given to us, Company is not a Nidhi Company.

(xiii) All transactions with the related parties are in compliance with Section 188 and 177 of Companies Act, 2013 where applicable and the details of the same have been disclosed in the Financial Statements in Note No. 43 as required by the Accounting Standards and Companies Act, 2013.

(xiv) During the year under review, the company has not made any preferential allotment / private placement of shares or fully or partly convertible debentures.

(xv) During the year under review, the company has not entered into any non-cash transactions with directors or persons connected with him.

(xvi) The company is not required to be registered under section 45-IA of Reserve Bank of India Act, 1934.

For Vatsaraj & Co.
Chartered Accountants
(FRN: 111327W)

CA Mayur Kisnadwala
(Partner)
Membership No. 033994

Place: Mumbai
Date: May 5, 2018

BALANCE SHEET AS AT MARCH 31, 2018

(Amount in ₹)

Particulars	Note No.	March 31, 2018	March 31, 2017	April 1, 2016
ASSETS				
Non-Current Assets				
Property, plant and equipment	5	1,636,308,006	1,640,314,196	1,704,550,095
Capital work-in-progress		31,525,989	27,169,622	3,945,751
Intangible assets	6	894,855	1,170,195	-
Financial assets				
Investments	7	155,268,000	155,268,000	154,903,000
Loans	8	630,342	812,620	1,464,991
Other financial assets	9	15,170,480	15,311,160	16,027,323
Other non-current assets	10	28,656,999	13,568,776	14,308,365
Current tax assets (net)	11	6,147,023	5,428,874	5,428,874
Current Assets				
Inventories	12	2,122,451,992	1,809,464,325	912,719,731
Financial Assets				
Trade Receivables	13	776,264,952	614,292,201	449,428,121
Cash and Cash Equivalents	14	34,668,604	22,315,927	85,055,179
Other Bank Balances	15	8,266,928	6,792,101	6,288,243
Loans	8	779,784	790,902	1,215,455
Other financial assets	9	35,099	82,997,922	32,493,850
Other Current Assets	10	379,352,198	414,131,630	356,704,236
	TOTAL	**5,196,421,251**	**4,809,828,450**	**3,744,533,213**
EQUITY AND LIABILITIES				
Equity				
Equity Share Capital	16	150,000,000	75,000,000	75,000,000
Other Equity	17	2,552,481,617	2,304,785,054	2,015,157,297
Liabilities				
Non-Current Liabilities				
Financial Liabilities				
Borrowings	18	110,320,352	7,492,691	49,182,989
Deferred Tax Liabilities (net)	19	285,343,041	273,238,763	216,604,309
Current Liabilities				
Financial Liabilities				
Borrowings	18	1,768,633,694	1,730,225,477	895,577,501
Trade Payables	20			
(i) Total Outstanding Dues of Micro Enterprises and Small Enterprises		-	-	-
(ii) Total Outstanding Dues of Creditors other than micro Enterprises and Small Enterprises		186,063,316	253,707,668	223,095,197
Other Financial Liabilities	21	73,557,504	86,320,129	211,202,721
Provisions	22	35,275,998	27,648,738	37,528,566
Other Current Liabilities	23	10,820,371	16,716,311	8,983,573
Current tax liabilities (net)	24	23,925,359	34,693,619	12,201,060
	TOTAL	**5,196,421,251**	**4,809,828,450**	**3,744,533,213**
Significant Accounting Policies				
Notes on Financial Statements	1 to 55			

As per our Report of even date

For Vatsaraj & Co.
Chartered Accountants
(Registration No: 111327W)

CA Mayur Kisnadwala
(Partner)
Membership No. 033994

Place: Mumbai
Date: May 5, 2018

For and on behalf of the Board of Directors

Abhay V. Udeshi
Chairman
(DIN No. 00355598)

Hemant V. Udeshi
Managing Director
(DIN No. 00529329)

Vikram V. Udeshi
Chief Financial Officer

Dinesh M. Kapadia
Company Secretary

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2018

(Amount in ₹)

Particulars	Note No.	March 31, 2018	March 31, 2017
Revenue from Operations	25	7,813,136,818	6,616,261,880
Other Income	26	43,210,276	46,325,350
Total Revenue		**7,856,347,093**	**6,662,587,230**
EXPENSES			
Cost of Materials Consumed	27	5,716,493,700	4,584,735,012
Purchases of Stock-in-Trade		106,421,714	72,643,243
Changes in Inventories of Finished Goods, Work-in-Process and Stock-in-Trade	28	(140,431,052)	13,551,465
Employee Benefits Expense	29	244,474,424	215,921,326
Excise Duty	30	13,153,024	51,984,680
Finance Costs	31	224,076,812	124,846,706
Depreciation and Amortization Expense	5 & 6	78,325,355	78,000,375
Other Expenses	32	978,607,252	845,098,085
Total Expenses		**7,221,121,230**	**5,986,780,892**
Profit Before Tax		**635,225,864**	**675,806,338**
Less: Tax Expense:			
Current Tax		202,500,000	204,500,000
Deferred Tax		8,457,443	15,718,483
Profit After Tax		**424,268,421**	**455,587,855**
Add: Mat Credit Entitlement of earlier years		-	4,370,031
Profit for the Year		**424,268,421**	**459,957,886**
Other Comprehensive Income / (Loss) (OCI)			
A. Items that will not be reclassified to profit or loss			
Remeasurement of the net defined benefit (liability)/asset		10,537,550	(3,013,903)
Income tax relating to items that will not be reclassified to profit or loss		(3,646,835)	1,018,304
B. Items that will be reclassified to profit or loss			
Fair value changes on cash flow hedges		(62,425,637)	31,139,444
Total Other Comprehensive Income / (Loss) (OCI)		**(55,534,922)**	**29,143,845**
Total Comprehensive Income for the Year		**368,733,498**	**489,101,731**
Earnings per Equity Share of Face Value of ₹5/- each			
Basic and Diluted EPS (in ₹)	41	14.14	15.33
Significant Accounting Policies			
Notes on Financial Statements	1 to 55		

As per our Report of even date

For Vatsaraj & Co.
Chartered Accountants
(Registration No: 111327W)

For and on behalf of the Board of Directors

CA Mayur Kisnadwala
(Partner)
Membership No. 033994

Abhay V. Udeshi
Chairman
(DIN No. 00355598)

Hemant V. Udeshi
Managing Director
(DIN No. 00529329)

Place: Mumbai
Date: May 5, 2018

Vikram V. Udeshi
Chief Financial Officer

Dinesh M. Kapadia
Company Secretary

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2018

(Amount in ₹)

Particulars	March 31, 2018	March 31, 2017
A Cash Flow from Operating Activities		
Net Profit Before Tax	635,225,864	675,806,338
Adjustments for :		
Depreciation & Amortisation Expense	78,325,355	78,000,375
Forward Contract Loss/(Gain)	(51,888,087)	28,125,541
Loss/(Profit) on Sale of Assets	(5,093)	(1,130,161)
Interest Received	(34,292,146)	(2,052,364)
Dividend Received	-	(17,710,000)
Interest Paid	224,076,812	124,846,706
Operating Profit before Working Capital Changes	**851,442,705**	**885,886,435**
Adjusted for :		
(Increase)/Decrease In Inventories	(312,987,667)	(896,744,594)
(Increase)/Decrease In Trade Receivables	(161,972,751)	(164,864,081)
(Increase)/Decrease In Current Loan	11,118	424553
(Increase)/Decrease In Non Current Loan	182,278	652,371
(Increase)/Decrease In Other Current Financials Assets	82,962,823	(50,504,072)
(Increase)/Decrease In Other Non Current Financials Assets	140,680	716,163
(Increase)/Decrease In Other Current Assets	34,779,431	(57,427,394)
(Increase)/Decrease In Other Non Current Assets	(15,088,223)	739,589
Increase/(Decrease) In Trade Payables	(67,644,352)	30,612,472
Increase/(Decrease) In Other Financial Liabilities	(12,762,625)	(124,882,593)
Increase/(Decrease) In Current Provision	7,627,260	(9,879,828)
Increase/(Decrease) In Other Current Liabilities	(5,895,940)	7,732,738
Cash Generated from Operation	**(450,647,968)**	**(1,263,424,674)**
Less: Taxes Paid	(213,986,411)	(135,678,389)
Net Cash from Operating Activities	**(664,634,379)**	**(1,399,103,063)**
B Cash Flow from Investing Activities		
Purchase of Fixed Assets	(78,495,476)	(43,208,199)
Sale of Fixed Assets	100,377	6,179,818
Purchase of Investments	-	(365,000)
Dividend Received	-	17,710,000
Interest Received	34,292,146	2,052,365
Net Cash from /(used in) Investing Activities	**(44,102,953)**	**(17,631,016)**
C Cash Flow from Financing Activities		
Borrowings	141,235,878	792,957,679
Dividend Paid	(38,250,000)	(168,750,000)
Tax on Distributed Profits	(7,786,935)	(30,748,723)
Interest Paid	(224,076,812)	(124,846,706)
Net Cash from/(used in) Financing Activities	**(128,877,869)**	**468,612,249**
Net Increase/(Decrease) in Cash Equivalents	**13,827,504**	**(62,235,394)**
Cash & Cash equivalent (including other bank balances)		
At the beginning of the year	29,108,028	91,343,422
At the end of the year	42,935,532	29,108,028

As per our Report of even date

For Vatsaraj & Co.
Chartered Accountants
(Registration No: 111327W)

CA Mayur Kisnadwala
(Partner)
Membership No. 033994

Place: Mumbai
Date: May 5, 2018

For and on behalf of the Board of Directors

Abhay V. Udeshi
Chairman
(DIN No. 00355598)

Hemant V. Udeshi
Managing Director
(DIN No. 00529329)

Vikram V. Udeshi
Chief Financial Officer

Dinesh M. Kapadia
Company Secretary

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2018

(Amount in ₹)

Particulars	Equity Share Capital	Other Equity						Total equity attributable to equity holders of the Company
		Reserves & Surplus					Other Comprehensive income	
		Retained earnings	Capital Reserve	Capital Redemption Reserve	Securities Premium	General Reserve		
Balance as of April 1, 2016	75,000,000	1,367,446,867	62,925,000	30,000,000	228,588,000	301,079,382	25,118,048	2,090,157,297
Changes in equity for the year ended March 31, 2017								
Remeasurement of the net defined benefit liability/asset, net of tax effect	-	-	-	-	-	-	(1,995,599)	(1,995,599)
Fair value changes on cash flow hedges	-	-	-	-	-	-	31,164,192	31,164,192
Dividends (including dividend distribution tax)	-	(199,498,723)	-	-	-	-	-	(199,498,723)
Profit for the year	-	459,957,886	-	-	-	-	-	459,957,886
Balance as of March 31, 2017	**75,000,000**	**1,627,906,030**	**62,925,000**	**30,000,000**	**228,588,000**	**301,079,382**	**54,286,641**	**2,379,785,053**
Issue of Bonus Shares	75,000,000	-	-	-	-	-	-	75,000,000
Utilised for Bonus Shares	-	-	-	(30,000,000)	(45,000,000)	-	-	(75,000,000)
Remeasurement of the net defined benefit liability/asset, net of tax effect	-	-	-	-	-	-	6,890,715	6,890,715
Fair value changes on cash flow hedges	-	-	-	-	-	-	(62,425,637)	(62,425,637)
Dividends (including dividend distribution tax)	-	(46,036,935)	-	-	-	-	-	(46,036,935)
Profit for the year	-	424,268,421	-	-	-	-	-	424,268,421
Balance as of March 31, 2018	**150,000,000**	**2,006,137,516**	**62,925,000**	**-**	**183,588,000**	**301,079,382**	**(1,248,281)**	**2,702,481,617**
Significant Accounting Policies								
Notes on Financial Statements		1 to55						

As per our Report of even date

For Vatsaraj & Co.
Chartered Accountants
(Registration No: 111327W)

CA Mayur Kisnadwala
(Partner)
Membership No. 033994

Place: Mumbai
Date: May 5, 2018

For and on behalf of the Board of Directors

Abhay V. Udeshi
Chairman
(DIN No. 00355598)

Hemant V. Udeshi
Managing Director
(DIN No. 00529329)

Vikram V. Udeshi
Chief Financial Officer

Dinesh M. Kapadia
Company Secretary

NOTES ON STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

1 Corporate Information

Jayant Agro-Organics Limited was incorporated on May 7, 1992 under Companies Act, 1956 having CIN L24100MH1992PLC066691. The Company is mainly engaged in manufacturing and trading of castor oil and its derivatives such as oleo chemicals.

2 Significant Accounting Policies and Key Accounting Estimates and Judgements

2.1 Basis of preparation of Financial Statements

a) Compliance with Ind AS

These financial statements are the separate financial statements of the Company (also called standalone financial statements) prepared in accordance with Indian Accounting Standards ('Ind AS') notified under Section 133 of the Companies Act, 2013, read together with the Companies (Indian Accounting Standards) Rules, 2015.

For all periods up to and including the year ended 31st March, 2016, the Company had prepared its financial statements in accordance with Accounting Standards notified under the Section 133 of the Companies Act, 2013, read together with Rule 7 of the Companies (Accounts) Rules, 2014 ('Previous GAAP'). Detailed explanation on how the transition from previous GAAP to Ind AS has affected the Company's Balance Sheet, financial performance and cash flows is given under Note No. 55.

b) Historical Cost Convention

These financial statements have been prepared and presented under the historical cost convention, on the accrual basis of accounting except for :

- Certain Financial Assets and Liabilities that are measured at fair value
- Defined Benefits Plans - Plan assets measured at fair value

2.2 Current / Non-Current Classification

For the purpose of current/non-current classification of assets and liabilities, the Company has ascertained its normal operating cycle as twelve months and certain criteria set out in the Schedule III to the Act. This is based on the nature of services and the time between the acquisition of assets or inventories for processing and their realization in cash and cash equivalents.

3 Summary of Significant Accounting Policies

3.1 Operating Cycle

An operating cycle is the time between the acquisition of goods for processing and their realisation in cash or cash equivalents. The Company has ascertained the operating cycle as twelve months for the purpose of current or non-current classification of assets and liabilities.

3.2 Functional and Presentation Currency

The Standalone Financial Statements are presented in Indian Rupees (INR), which is also the Company's functional currency. All amounts have been rounded-off to the nearest Rupee, unless otherwise indicated.

3.3 Fair Value Measurement of Financial Instruments

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities.
- Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.
- Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

3.4 Foreign Currency Translation

Initial Recognition:

On initial recognition, transactions in foreign currencies entered into by the Company are recorded in the functional currency (i.e. Indian Rupees), by applying to the foreign currency amount, the spot exchange rate between the functional currency and the foreign currency at the date of the transaction. Exchange differences arising on foreign exchange transactions settled during the year are recognized in the Statement of Profit and Loss.

NOTES ON STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

Measurement of foreign currency items at reporting date:

Foreign currency monetary items of the Company are translated at the closing exchange rates. Non-monetary items that are measured at historical cost in a foreign currency, are translated using the exchange rate at the date of the transaction. Non-monetary items that are measured at fair value in a foreign currency, are translated using the exchange rates at the date when the fair value is measured. When any non-monetary foreign currency item is recognised in Other Comprehensive Income, gain or loss on exchange fluctuation is also recorded in Other Comprehensive Income.

Exchange differences arising out of these translations are recognized in the Statement of Profit and Loss.

3.5 **Property, plant and equipment (PPE)**

On adoption of Ind AS, the Company retained the carrying value for all of its property, plant and equipment as recognised in the financial statements as at the date of transition to Ind AS's, measured as per the previous GAAP and used that as its deemed cost as permitted by Ind AS 101 - 'First-time Adoption of Indian Accounting Standards'.

Measurement and Recognition :

PPE are initially recognised at cost. The initial cost of PPE comprises its purchase price, including non-refundable duties and taxes net of any trade discounts and rebates. The cost of PPE includes interest on borrowings (borrowing cost) directly attributable to acquisition, construction or production of qualifying assets subsequent to initial recognition, PPE are stated at cost less accumulated depreciation (other than freehold land, which are stated at cost) and impairment losses, if any.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

Assets held under finance leases are depreciated over their expected useful lives on the same basis as owned assets. However, when there is no reasonable certainty that ownership will be obtained by the end of the lease term, assets are depreciated over the shorter of the lease term and useful lives.

Depreciation :

Depreciation is recognised so as to write off the cost of assets (other than freehold land and capital work in progress) less their residual values over the useful lives, using the straight- line method ("SLM"). Management believes based on a technical evaluation (which is based on technical advice, taking into account the nature of the asset, the estimated usage of the asset, the operating conditions of the asset, past history of replacement, anticipated technological changes, manufacturers warranties and maintenance support, etc.) that the revised useful lives of the assets reflect the periods over which these assets are expected to be used, which are as follows:

Type / Category of Asset	Useful life
Buildings including factory buildings	10-60 years
General Plant and Machinery	15-43 years
Electrical Installations and Equipments	10 years
Furniture and Fixtures	10 years
Office Equipments	5 years
Vehicles	8 years
Computer and Data Processing Units	3 years
Laboratory Equipments	10 years
Leasehold improvements	shorter of lease period or estimated useful life

The carrying values of property, plant and equipment are reviewed for impairment when events or changes in circumstances indicate that the carrying value may not be recoverable.

The residual values, useful life and depreciation method are reviewed at each financial year-end to ensure that the amount, method and period of depreciation are consistent with previous estimates and the expected pattern of consumption of the future economic benefits embodied in the items of property, plant and equipment.

Derecognition :

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on disposal or retirement of an item of property, plant and equipment is determined as the difference between sales proceeds and the carrying amount of the asset and is recognised in Statement of Profit and Loss. Fully depreciated assets still in use are retained in financial statements.

3.6 **Intangible Assets**

Measurement and Recognition :

Intangible assets are measured on initial recognition at cost and subsequently are carried at cost less accumulated amortisation and accumulated impairment losses, if any.

NOTES ON STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

Amortisation :

The Company amortises intangible assets with a finite useful life using the straight-line method over the following range of useful lives:

Asset	Useful life
Product registrations	4 years
Licenses and commercial rights	4 years
Computer software	3-8 years

The estimated useful life is reviewed annually by the management.

Derecognition :

The carrying amount of an intangible asset is derecognized on disposal or when no future economic benefits are expected from its use or disposal. The gain or loss arising from the Derecognition of an intangible asset is measured as the difference between the net disposal proceeds and the carrying amount of the intangible asset and is recognized in the Statement of Profit or Loss when the asset is derecognized.

3.7 Capital work-in-progress, intangible assets under development and Capital Advances

Capital work-in-progress / intangible assets under development are carried at cost, comprising direct cost, related incidental expenses and attributable borrowing cost. Advances given towards acquisition of Property, Plant and Equipment / Intangible assets outstanding at each Balance Sheet date are disclosed under Other Non-Current Assets.

3.8 Non-derivative financial instruments

i) Financial Assets

A) Initial Recognition and Measurement

Financial assets and liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument. Financial assets and liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value measured on initial recognition of financial asset or financial liability.

Cash and cash equivalents

The Company considers all highly liquid financial instruments, which are readily convertible into known amounts of cash that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase, to be cash equivalents. Cash and cash equivalents consist of balances with banks which are unrestricted for withdrawal and usage.

B) Subsequent Measurement

Financial assets at amortised cost

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

Financial assets at fair value through other comprehensive income (FVTOCI)

Financial assets are measured at fair value through other comprehensive income if these financial assets are held within a business whose objective is achieved by both collecting contractual cash flows that give rise on specified dates to solely payments of principal and interest on the principal amount outstanding and by selling financial assets. The Company has made an irrevocable election to present subsequent changes in the fair value of equity investments not held for trading in Other Comprehensive Income.

Financial assets at fair value through profit or loss (FVTPL)

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

The company has accounted for its investments in subsidiaries, associates and joint ventures at cost.

ii) Financial liabilities

A) Initial Recognition and Measurement

All financial liabilities are recognised at fair value and in case of loans net of directly attributable cost. Fees or recurring nature are directly recognised in statement of Profit & Loss.

B) Subsequent Measurement

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

Equity instruments

An equity instrument is a contract that evidences residual interest in the assets of the Company after deducting all of its liabilities. Equity instruments recognised by the Company are measured at the proceeds received net off direct issue cost.

NOTES ON STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

Derecognition

Financial Assets

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset.

If the Company enters into transactions whereby it transfers assets recognised on its balance sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognised.

Financial Liabilities

The Company derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire.

The Company also derecognises a financial liability when its terms are modified and the cash flows under the modified terms are substantially different. In this case, a new financial liability based on the modified terms is recognised at fair value. The difference between the carrying amount of the financial liability extinguished and the new financial liability with modified terms is recognised in Standalone Statement of Profit and Loss.

Off setting of financial instruments

Financial assets and financial liabilities are off set and the net amount is reported in financial statements if there is a currently enforceable legal right to off set the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

Impairment

The Company recognises loss allowances for expected credit losses on:

— financial assets measured at amortised cost; and

— financial assets measured at FVOCI – debt investments.

At each reporting date, the Company assesses whether financial assets carried at amortised cost are credit impaired. A financial asset is 'creditimpaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

In accordance with Ind AS 109 – Financial Instruments, the Company follows 'simplified approach' for recognition of impairment loss allowance on trade receivables. The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime expected credit loss at each reporting date, right from its initial recognition.

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Company determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Company's procedures for recovery of amounts due.

3.9 **Derivative financial instruments and Hedge Accounting**

The Company enters into derivative financial contracts in the nature of forward currency contracts with external parties to hedge its foreign currency risks relating to foreign currency denominated financial liabilities measured at amortized cost. The Company formally establishes a hedge relationship between such forward currency contracts ('hedging instrument') and recognized financial liabilities ('hedged item') through a formal documentation at the inception of the hedge relationship in line with the Company's Risk Management objective and strategy.

The hedge relationship so designated is accounted for in accordance with the accounting principles prescribed for a fair value hedge under Ind AS 109 - 'Financial Instruments'.

Recognition and measurement of fair value hedge:

Hedging instrument is initially recognized at fair value on the date on which a derivative contract is entered into and is subsequently measured at fair value at each reporting date. Gain or loss arising from changes in the fair value of hedging instrument is recognized in the Statement of Profit and Loss. Hedging instrument is recognized as a financial asset in the Balance Sheet if its fair value as at reporting date is positive as compared to carrying value and as a financial liability if its fair value as at reporting date is negative as compared to carrying value.

Hedged item (recognized financial liability) is initially recognized at fair value on the date of entering into contractual obligation and is subsequently measured at amortized cost. The hedging gain or loss on the hedged item is adjusted to the carrying value of the hedged item as per the effective interest method and the corresponding effect is recognized in the Statement of Profit and Loss.

Derecognition:

On Derecognition of the hedged item, the unamortized fair value of the hedging instrument adjusted to the hedged item, is recognized in the Statement of Profit and Loss.

NOTES ON STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

3.10 Impairment

Assets that have an indefinite useful life, for example goodwill, are not subject to amortization and are tested for impairment annually and whenever there is an indication that the asset may be impaired.

Assets that are subject to depreciation and amortization and assets representing investments in subsidiary and associate companies are reviewed for impairment, whenever events or changes in circumstances indicate that carrying amount may not be recoverable. Such circumstances include, though are not limited to, significant or sustained decline in revenues or earnings and material adverse changes in the economic environment.

An impairment loss is recognized whenever the carrying amount of an asset or its cash generating unit (CGU) exceeds its recoverable amount. The recoverable amount of an asset is the greater of its fair value less cost to sell and value in use. To calculate value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market rates and the risk specific to the asset. For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the CGU to which the asset belongs. Fair value less cost to sell is the best estimate of the amount obtainable from the sale of an asset in an arm's length transaction between knowledgeable, willing parties, less the cost of disposal. Impairment losses, if any, are recognized in the Statement of Profit and Loss and included in depreciation and amortization expense. Impairment losses are reversed in the Statement of Profit and Loss only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined if no impairment loss had previously been recognized.

3.11 Inventories

Raw materials, work-in-progress, finished goods, packing materials, stores, spares, components, consumables and stock-in-trade are carried at the lower of cost and net realizable value, except in case of by-products which are valued at NRV. However, materials and other items held for use in production are not written down below cost if the finished goods in which they will be incorporated are expected to be sold at or above cost. The comparison of cost and net realizable value is made on an item-by item basis.

In determining the cost of raw materials, packing materials, stock-in-trade, stores, spares, components and consumables, weighted average cost method is used. Cost of inventory comprises all costs of purchase, duties, taxes (other than those subsequently recoverable from tax authorities) and all other costs incurred in bringing the inventory to their present location and condition.

Cost of finished goods and work-in-progress includes the cost of raw materials, packing materials, an appropriate share of fixed and variable production overheads, unrecoverable taxes and other costs incurred in bringing the inventories to their present location and condition. Fixed production overheads are allocated on the basis of normal capacity of production facilities.

3.12 Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable. Revenue is reduced for estimated customer returns, rebates and other similar allowances. No element of financing is deemed present as the sales are made with credit terms in line with market practice.

3.13.1 Sale of goods

Revenue from the sale of goods is recognised when the goods are delivered and titles have passed, at which time all the following conditions are satisfied:

- the Company has transferred to the buyer the significant risks and rewards of ownership of the goods;
- the Company retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold;
- the amount of revenue can be measured reliably;
- it is probable that the economic benefits associated with the transaction will flow to the Company; and the costs incurred or to be incurred in respect of the transaction can be measured reliably.

3.13.2 Rendering of services

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

3.13.3 Interest Income

Interest income from financial assets is recognized when it is probable that economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial assets to that asset's net carrying amount on initial recognition.

3.13.4 Dividend

Dividend income from investments is recognised when the shareholder's right to receive payment has been established and it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably.

3.13.5 Insurance claims

Insurance claims are accounted for on the basis of claims admitted / expected to be admitted and to the extent that there is no uncertainty in receiving the claims.

NOTES ON STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

3.13 Research and development expenses

Research expenditure is charged to the Statement of Profit and Loss. Development costs of products are also charged to the Statement of Profit and Loss unless a product's technical feasibility has been established, in which case such expenditure is capitalised. Tangible assets used in research and development are capitalised.

3.14 Leases

Leases are classified as finance leases whenever the terms of lease transfer substantially all the risks and rewards of ownership to the lessee. Leases where a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases.

(i) Operating Lease:

Operating lease payments are recognized as an expense in the Statement of Profit and Loss on a straight-line basis over the lease term except where another systematic basis is more representative of the time pattern in which economic benefits from leased assets are consumed. The aggregate benefit of incentives (excluding inflationary increases where rentals are structured solely to increase in line with the expected general inflation to compensate for the lessor's inflationary cost increases, such increases are recognised in the year in which the benefits accrue) provided by the lessor is recognized as a reduction of rental expense over the lease term on a straight-line basis.

(ii) Finance Lease:

Assets held under finance leases are initially recognized as assets of the Company at their fair value at the inception of the lease or, if lower, at the present value of the minimum lease payments. The corresponding liability to the lessor is included in the Balance Sheet as a finance lease obligation.

Assets held under finance leases are depreciated over their expected useful lives on the same basis as owned assets or, where shorter, the term of the relevant lease. Lease payments are apportioned between finance expenses and reduction of the lease obligation so as to achieve a constant rate of interest on the remaining balance of the liability. Finance expenses are recognized immediately in Statement of Profit and Loss, unless they are directly attributable to qualifying assets, in which case they are capitalized in accordance with the Company's general policy on borrowing costs. Contingent rentals are recognized as expenses in the periods in which they are incurred.

3.15 Non-current assets held for sale

Non-current assets and disposal groups are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use. This condition is regarded as met only when the asset (or disposal group) is available for immediate sale in its present condition subject only to terms that are usual and customary for sales of such asset (or disposal group) and its sale is highly probable. Management must be committed to the sale, which should be expected to qualify for recognition as a completed sale within one year from the date of classification.

When the Company is committed to a sale plan involving disposal of an investment, the investment that will be disposed of is classified as held for sale when the criteria described above are met.

Non-current assets (and disposal groups) classified as held for sale are measured at the lower of their carrying amount and fair value less costs to sell. Non-current assets are not depreciated or amortized.

3.16 Employee Benefit Expenses

Employee benefits consist of contribution to provident fund, superannuation fund, gratuity fund, compensated absences and supplemental pay.

Post-employment benefit plans

Defined Contribution plans

A defined contribution plan is a post-employment benefit plan under which the Company pays specified contributions to a separate entity. The Company makes specified monthly contributions towards Provident Fund, Superannuation Fund and Pension Scheme. The Company's contribution is recognised as an expense in the Statement of Profit and Loss during the period in which the employee renders the related service.

Defined benefit plans

The liability in respect of defined benefit plans and other post-employment benefits is calculated using the Projected Unit Credit Method and spread over the period during which the benefit is expected to be derived from employees' services.

Company has taken a policy from Life Insurance Corporation of India ("LIC") to meet its gratuity obligations and contributes annual premium to the fund maintained by LIC. Company has made appropriate provision for payment of gratuity to those employees which are not covered under the gratuity scheme so managed by LIC.

The present value of the said obligation is determined by discounting the estimated future cash outflows, using market yields of government bonds that have tenure approximating the tenures of the related liability.

The interest income / (expense) are calculated by applying the discount rate to the net defined benefit liability or asset. The net interest income / (expense) on

NOTES ON STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

the net defined benefit liability or asset is recognised in the Statement of Profit and Loss.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the Statement of Changes in Equity and in the Balance Sheet.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in Statement of Profit and Loss as past service cost.

Short term employee benefit

The undiscounted amount of short term employee benefits expected to be paid in exchange for the services rendered by employees are recognised as an expense during the period when the employees render the services.

3.17 Finance cost

Borrowing costs are interest and ancillary costs incurred in connection with the arrangement of borrowings. General and specific borrowing costs attributable to acquisition and construction of any qualifying asset (one that takes a substantial period of time to get ready for its designated use or sale) are capitalised until such time as the assets are substantially ready for their intended use or sale, and included as part of the cost of that asset. Interest income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation. All the other borrowing costs are recognised in the Statement of Profit and Loss within Finance costs of the period in which they are incurred.

3.18 Segment reporting

Operating segments are defined as components of an enterprise for which discrete financial information is available that is evaluated regularly by the chief operating decision maker, in deciding how to allocate resources and assessing performance. The Company's chief operating decision maker is the Managing Director & CEO. Segment revenue, segment expenses, segment assets and segment liabilities have been identified to segments on the basis of their relationship to the operating activities of the segment. Inter segment revenue is accounted on the basis of transactions which are primarily determined based on market / fair value factors. Revenue, expenses, assets and liabilities which relate to the Company as a whole and are not allocable to segments on a reasonable basis have been included under "unallocated revenue / expenses / assets / liabilities".

3.19 Income Tax

Income tax expense comprises current tax expense and the net change in the deferred tax asset or liability during the year. Current and deferred taxes are recognised in Statement of Profit and Loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity, respectively.

Current tax

Current tax is measured at the amount of tax expected to be payable on the taxable income for the year as determined in accordance with the provisions of the Income Tax Act, 1961.

Current tax assets and current tax liabilities are off set when there is a legally enforceable right to set off the recognized amounts and there is an intention to settle the asset and the liability on a net basis.

Deferred tax

Deferred income tax is recognised using the Balance Sheet approach. Deferred income tax assets and liabilities are recognised for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount, except when the deferred income tax arises from the initial recognition of an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profit or loss at the time of the transaction.

Deferred tax assets are recognised only to the extent that it is probable that either future taxable profits or reversal of deferred tax liabilities will be available, against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilised.

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

Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period and are expected to apply when the related deferred tax asset is realised or the deferred tax liability is settled.

Deferred tax assets and liabilities are off set when there is a legally enforceable right to off set current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority.

3.20 Provisions and Contingencies

Provisions are recognized, when there is a present legal or constructive obligation as a result of past

NOTES ON STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

events, where it is probable that there will be outflow of resources to settle the obligation and when a reliable estimate of the amount of the obligation can be made. Where a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows. Where the effect is material, the provision is discounted to net present value using an appropriate current market-based pre-tax discount rate and the unwinding of the discount is included in finance costs.

Contingent liabilities are recognised only when there is a possible obligation arising from past events, due to occurrence or non-occurrence of one or more uncertain future events, not wholly within the control of the Company, or where any present obligation cannot be measured in terms of future outflow of resources, or where a reliable estimate of the obligation cannot be made. Obligations are assessed on an ongoing basis and only those having a largely probable outflow of resources are provided for.

3.21 Earnings Per Share (EPS)

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

3A Critical accounting judgements and key sources of estimation uncertainty

The preparation of the financial statements in conformity with the Ind AS requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities and disclosures as at date of the financial statements and the reported amounts of the revenues and expenses for the years presented. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates under different assumptions and conditions.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Critical Judgements

In the process of applying the Company`s accounting policies, management has made the following judgements, which have the most significant effect on the amounts recognized in the financial statements:

Discount rate used to determine the carrying amount of the Company's defined benefit obligation

In determining the appropriate discount rate for plans operated in India, the management considers the interest rates of government bonds in currencies consistent with the currencies of the post-employment benefit obligation.

Contingencies and commitments

In the normal course of business, contingent liabilities may arise from litigations and other claims against the Company. Where the potential liabilities have a low probability of crystallizing or are very difficult to quantify reliably, we treat them as contingent liabilities. Such liabilities are disclosed in the notes but are not provided for in the financial statements. Although there can be no assurance regarding the final outcome of the legal proceedings, we do not expect them to have a materially adverse impact on our financial position or profitability.

Key sources of estimation uncertainty

The key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below:

Useful lives of property, plant and equipment

As described in Note No. 3, the Company reviews the estimated useful lives and residual values of property, plant and equipment at the end of each reporting period. During the current financial year, the management determined that there were no changes to the useful lives and residual values of the property, plant and equipment.

Allowances for doubtful debts

The Company makes allowances for doubtful debts based on an assessment of the recoverability of trade and other receivables. The identification of doubtful debts requires use of judgement and estimates. Where the expectation is different from the original estimate, such difference will impact the carrying value of the trade and other receivables and doubtful debts expenses in the period in which such estimate has been changed.

Allowances for inventories

Management reviews the inventory age listing on a periodic basis. This review involves comparison of the carrying value of the aged inventory items with the respective net realizable value. The purpose is to ascertain whether an allowance is required to be made in the financial statements for any obsolete and slow-moving items. Management is satisfied that adequate allowance for obsolete and slow-moving inventories has been made in the financial statements.

NOTES ON STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

Liability for sales return

In making judgment for liability for sales return, the management considered the detailed criteria for the recognition of revenue from the sale of goods set out in Ind AS 18 and in particular, whether the Company had transferred to the buyer the significant risk and rewards of ownership of the goods. Following the detailed quantification of the Company's liability towards sales return, the management is satisfied that significant risk and rewards have been transferred and that recognition of the revenue in the current year is appropriate, in conjunction with the recognition of an appropriate liability for sales return.

Accruals for estimated product returns, which are based on historical experience of actual sales returns and adjustment on account of current market scenario is considered by Company to be reliable estimate of future sales returns.

4 First Time adoption of Ind AS

For all periods up to and including the year ended March 31, 2016, the Company had prepared its financial statements in accordance with the accounting standards notified under Section 133 of the Companies Act, 2013, read together with Rule 7 of the Companies (Accounts) Rules, 2014 ('Previous GAAP'). This note explains the principal adjustments made by the Company in restating its financial statements prepared under Previous GAAP for the following :

a) Balance Sheet as at April 1, 2016 (Transition date);
b) Balance Sheet as at March 31, 2017;
c) Statement of Profit and Loss for the year ended March 31, 2017; and
d) Statement of Cash flows for the year ended March 31, 2017.

Exemptions Availed:

Ind AS 101- First-time adoption of Indian Accounting Standards, allows first-time adopters, exemptions from the retrospective application and exemption from application of certain requirements of other Ind AS. The Company has availed the following exemptions as per Ind AS 101:

i) The Company has elected not to apply Ind AS 103- Business Combinations, retrospectively to past business combinations that occurred before April 1, 2016. Consequent to use of this exemption from retrospective application:
   a) the carrying amount of assets and liabilities acquired pursuant to past business combinations are recognised in the financial statements. Also there is no change in classification of such assets and liabilities;prepared under Previous GAAP, are considered to be the deemed cost under Ind AS, on the date of acquisition. After the date of acquisition, measurement of such assets and liabilities is in accordance with respective Ind AS. Also, there is no change in classification of such assets and liabilities;
   b) the company has not recognised assets and liabilities that neither were recognised in the financial statements prepared under Previous GAAP nor qualify for recognition under Ind AS in the Balance Sheet of the acquiree;
   c) the company has excluded from its opening Ind AS Balance Sheet (as at April 1, 2016), those assets and liabilities which were recognised in accordance with Previous GAAP but do not qualify for recognition as an asset or liability under Ind AS; and
   d) use of these exemption from retrospective application of Ind AS 103 - Business Combinations requires that the carrying amount of goodwill as per financial statements prepared under Previous GAAP should be recognised in the opening Ind AS Balance Sheet after adjusting for impairment, if any.

ii) For financial instruments, wherein fair market values are not available (viz. interest free and below market rate security deposits or loans) the Company has elected to adopt fair value recognition prospectively to transactions entered after the date of transition.

iii) The Company has elected to consider the carrying value of all its items of property, plant and equipment and intangible assets recognised in the financial statements prepared under Previous GAAP and use the same as deemed cost in the opening Ind AS Balance Sheet.

iv) The carrying amounts of the Company's investments in its subsidiary and associate companies as per the financial statements of the Company prepared under Previous GAAP, are considered as deemed cost for measuring such investments in the opening Ind AS Balance Sheet.

v) The requirements of Ind AS 20- Accounting for Government Grants and Disclosure of Government Assistance and Ind AS 109- Financial Instruments, in respect of recognition and measurement of interest free loans from government authorities is opted to be applied prospectively to all grants received after the date of transition to Ind AS. Consequently, the carrying amount of such interest free loans as per the financial statements of the Company prepared under Previous GAAP is considered for recognition in the opening Ind AS Balance Sheet.

NOTES ON STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

Note 5: Property, plant and equipment

(Amount in ₹)

Cost or Deemed Cost	Land - Freehold	Land - Leasehold	Building	Plant and Machinery	Office Equipments	Computers	Furniture and Fixtures	Vehicles	Total
Balance as at April 1, 2016	**52,590,552**	**89,847,163**	**469,681,386**	**1,040,001,369**	**12,960,326**	**2,368,522**	**25,816,947**	**11,283,830**	**1,704,550,095**
Additions	-	-	326,304	15,241,595	1,169,139	730,698	331,642	808,250	18,607,628
Disposals / Adjustments	-	-	-	6,135,375	-	70,719	-	256,000	6,462,094
Balance as at March 31, 2017	**52,590,552**	**89,847,163**	**470,007,690**	**1,049,107,589**	**14,129,465**	**3,028,501**	**26,148,589**	**11,836,080**	**1,716,695,629**
Additions	-	-	10,564,030	52,264,290	1,333,997	1,040,917	72,170	8,863,705	74,139,109
Disposals / Adjustments	-	-	-	-	-	-	-	1,905,680	1,905,680
Balance as at March 31, 2018	**52,590,552**	**89,847,163**	**480,571,720**	**1,101,371,879**	**15,463,462**	**4,069,418**	**26,220,759**	**18,794,105**	**1,788,929,058**

(Amount in ₹)

Accumulated Depreciation / Amortisation	Land - Freehold	Land - Leasehold	Building	Plant and Machinery	Office Equipments	Computers	Furniture and Fixtures	Vehicles	Total
Balance as at April 1, 2016*	-	-	-	-	-	-	-	-	-
Depreciation / Amortisation Expense	-	104,742	13,759,085	52,746,703	4,123,071	1,059,566	3,402,535	2,598,168	77,793,870
Eliminated on Disposal of Assets	-	-	-	1,260,417	-	69,450	-	82,570	1,412,437
Balance as at March 31, 2017	-	**104,742**	**13,759,085**	**51,486,286**	**4,123,071**	**990,116**	**3,402,535**	**2,515,598**	**76,381,433**
Depreciation / Amortisation Expense	-	104,742	13,868,842	53,685,070	3,577,688	877,630	3,397,965	2,538,078	78,050,015
Eliminated on Disposal of Assets	-	-	-	-	-	-	-	1,810,396	1,810,396
Balance as at March 31, 2018	-	**209,484**	**27,627,927**	**105,171,356**	**7,700,759**	**1,867,746**	**6,800,500**	**3,243,280**	**152,621,052**

(Amount in ₹)

Carrying Amount	Land - Freehold	Land - Leasehold	Building	Plant and Machinery	Office Equipments	Computers	Furniture and Fixtures	Vehicles	Total
Balance as at April 1, 2016	**52,590,552**	**89,847,163**	**469,681,386**	**1,040,001,369**	**12,960,326**	**2,368,522**	**25,816,947**	**11,283,830**	**1,704,550,095**
Additions	-	-	326,304	15,241,595	1,169,139	730,698	331,642	808,250	18,607,628
Disposals / Adjustments	-	-	-	4,874,958	-	1,269	-	173,430	5,049,657
Depreciation/ Amortisation Expense	-	104,742	13,759,085	52,746,703	4,123,071	1,059,566	3,402,535	2,598,168	77,793,870
Balance as at March 31, 2017	**52,590,552**	**89,742,421**	**456,248,605**	**997,621,303**	**10,006,394**	**2,038,385**	**22,746,054**	**9,320,482**	**1,640,314,196**
Additions	-	-	10,564,030	52,264,290	1,333,997	1,040,917	72,170	8,863,705	74,139,109
Disposals / Adjustments	-	-	-	-	-	-	-	95,284	95,284
Depreciation/ Amortisation Expense	-	104,742	13,868,842	53,685,070	3,577,688	877,630	3,397,965	2,538,078	78,050,015
Balance as at March 31, 2018	**52,590,552**	**89,637,679**	**452,943,793**	**996,200,523**	**7,762,703**	**2,201,672**	**19,420,259**	**15,550,825**	**1,636,308,006**

Notes:

1. Plant and machinery includes general plant and machinery, electrical installations, laboratory equipments and windmill.
   *The Company has elected to consider the carrying value of all its items of property, plant and equipment and intangible assets recognised in the financial statements prepared under Previous GAAP and use the same as deemed cost in the opening Ind AS Balance Sheet. Accordingly, the accumulated depreciation in the opening Ind AS Balance Sheet is Nil.

NOTES ON STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

Note 6: Intangible assets (Amount in ₹)

Cost or Deemed Cost	Amount
Balance as at April 1, 2016	**54,221,563**
Additions	1,376,700
Disposals / Adjustments	-
Balance as at March 31, 2017	**55,598,263**
Additions	-
Disposals / Adjustments	-
Balance as at March 31, 2018	**55,598,263**

Accumulated Amortisation	Amount
Balance as at April 1, 2016	**54,221,563**
Depreciation Expense	206,505
Eliminated on Disposal of Assets	-
Balance as at March 31, 2017	**54,428,068**
Depreciation Expense	-
Eliminated on Disposal of Assets	-
Balance as at March 31, 2018	**54,428,068**

Carrying Amount	Amount
Balance as at April 1, 2016	**-**
Additions	1,376,700
Disposals / Adjustments	-
Depreciation Expense	206,505
Balance as at March 31, 2017	**1,170,195**
Additions	-
Disposals / Adjustments	-
Depreciation Expense	275,340
Balance as at March 31, 2018	**894,855**

Note: Intangible Assets include only Softwares.

NOTES ON STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

Note 7: Investments (Amount in ₹)

Particulars	Face Value	March 31, 2018		March 31, 2017		April 1, 2016	
		No. of shares	Amount	No. of shares	Amount	No. of shares	Amount
Non - Current							
Unquoted (Fully paid)							
Investment carried at cost							
Investment in Subsidiary Companies							
Ihsedu Agrochem Private Limited	10	5,500,000	55,000,000	5,500,000	55,000,000	5,500,000	55,000,000
Ihsedu Coreagri Services Private Limited	10	50,000	500,000	50,000	500,000	50,000	500,000
Ihsedu Itoh Green Chemicals Marketing Private Limited	10	750,000	7,500,000	750,000	7,500,000	750,000	7,500,000
			63,000,000		**63,000,000**		**63,000,000**
Investment in Joint Venture							
Vithal Castor Polyols Private Limited	5	18,000,000	90,000,000	18,000,000	90,000,000	18,000,000	90,000,000
			90,000,000		**90,000,000**		**90,000,000**
Investments carried at Fair Value through Profit and Loss Account (FVTPL)							
Others							
Enviro Infrastructure Company Limited	10	75,000	750,000	75,000	750,000	75,000	750,000
Ahmedabad Commodity Exchange Limited	10	121,600	1,153,000	121,600	1,153,000	121,600	1,153,000
Bombay Commodity Exchange Limited	10	500	5,000	500	5,000	-	-
Narmada Clean Tech Limited	10	36,000	360,000	36,000	360,000	-	-
			2,268,000		**2,268,000**		**1,903,000**
Total Unquoted Investments			**155,268,000**		**155,268,000**		**154,903,000**

NOTES ON STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

Note 8: Loans (Amount in ₹)

Particulars	March 31, 2018	March 31, 2017	April 1, 2016
Non - Current			
(Unsecured, Considered Good)			
Loan to Employees	630,342	812,620	1,464,991
	630,342	**812,620**	**1,464,991**
Current			
(Unsecured, Considered Good)			
Loans and Advances to Related Party (Refer Note 43)	-	-	200,000
Loan to Employees	779,784	790,902	1,015,455
	779,784	**790,902**	**1,215,455**

Note 9: Other financial assets

Particulars	March 31, 2018	March 31, 2017	April 1, 2016
Non - Current			
Security Deposits	15,170,480	15,311,160	16,027,323
	15,170,480	**15,311,160**	**16,027,323**
Current			
Accrued Interest on Fixed Deposit	35,099	34,834	-
Mark to Market Gain on Forward Contracts	-	82,963,088	32,493,850
	35,099	**82,997,922**	**32,493,850**

Note 10: Other assets

Particulars	March 31, 2018	March 31, 2017	April 1, 2016
Non - Current			
(Unsecured, Considered Good)			
Capital Advances	8,729,200	4,672,803	4,326,760
Security Deposits	832,443	1,340,000	1,340,000
Prepaid Expense	1,030,286	2,165,035	3,182,412
Employee benefit fund	18,065,070	5,390,938	5,459,193
	28,656,999	**13,568,776**	**14,308,365**
Current			
(Unsecured, Considered Good)			
Advances other than Capital Advance			
Advance to Suppliers	108,300,538	27,389,147	6,250,064
Advance to Others	8,003	2,098,390	1,749,561
Security Deposits	1,623,832	670,000	670,000
Others			
Export Benefits Receivable	56,011,823	49,988,209	43,960,589
GST, VAT and Other Taxes Recoverable	209,343,264	330,830,736	301,741,014
Prepaid Expenses	4,064,739	3,155,147	2,333,008
	379,352,198	**414,131,630**	**356,704,236**

Note 11: Current tax assets (net)

Particulars	March 31, 2018	March 31, 2017	April 1, 2016
Income Tax	6,147,023	5,428,874	5,428,874
	6,147,023	**5,428,874**	**5,428,874**

NOTES ON STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

Note 12: Inventories (Amount in ₹)

Particulars	March 31, 2018	March 31, 2017	April 1, 2016
Raw Materials	1,668,765,761	1,516,679,421	611,359,065
Chemicals	48,034,946	29,570,582	31,670,197
Work in Process	37,474,308	39,508,088	28,604,800
Finished Goods	332,795,846	190,331,014	214,728,305
Packing Material	14,991,820	15,637,957	11,173,096
Traded Goods	-	-	57,462
Stores and Spares	20,389,311	17,737,263	15,126,806
	2,122,451,992	**1,809,464,325**	**912,719,731**

Note 13: Trade Receivables

Particulars	March 31, 2018	March 31, 2017	April 1, 2016
(Unsecured, Considered Good)			
Trade Receivables	776,264,952	614,292,201	449,428,121
	776,264,952	**614,292,201**	**449,428,121**

Note 14: Cash and Cash Equivalents

Particulars	March 31, 2018	March 31, 2017	April 1, 2016
Cash and Cash Equivalents			
Balance with Banks			
in Current Accounts	34,309,540	21,892,337	84,197,415
Cash on hand	359,064	423,590	857,764
	34,668,604	**22,315,927**	**85,055,179**

Note 15: Other Bank Balances

Particulars	March 31, 2018	March 31, 2017	April 1, 2016
Earmarked Balances with Bank	2,670,001	2,046,894	1,568,928
Fixed Deposit with Banks	5,596,927	4,745,207	4,719,315
	8,266,928	**6,792,101**	**6,288,243**

NOTES ON STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

Note 16: Equity Share Capital

(a) Authorized/Issued/Subscribed and Paid Up (Amount in ₹)

Particulars	March 31, 2018	March 31, 2017	April 1, 2016
Authorized			
79,000,000 Equity Shares of ₹5/- each	395,000,000	395,000,000	395,000,000
6,000,000 Redeemable Preference Shares of ₹5/- each	30,000,000	30,000,000	30,000,000
	425,000,000	**425,000,000**	**425,000,000**
Issued, Subscribed and Paid up			
30,000,000 (P.Y. 15,000,000) Equity Shares of ₹5/- each fully paid up	150,000,000	75,000,000	75,000,000
	150,000,000	**75,000,000**	**75,000,000**

(b) Reconciliation of outstanding number of shares

Particulars	No. of Shares held	Amount
Shares outstanding at the April 1, 2016	15,000,000	75,000,000
Movements	-	-
Shares outstanding at the March 31, 2017	15,000,000	75,000,000
Movements*	15,000,000	75,000,000
Shares outstanding at the March 31, 2018	**30,000,000**	**150,000,000**

*The Company has issued and allotted 15,000,000 equity shares to the eligible holders of equity shares on the record date (i.e., August 2, 2017) as bonus equity shares by capitalizing reserves on August 3, 2017.

(c) Details of shareholders holding more than 5 % shares

Name of Shareholders	No. of Shares held	% of Holding
Jayant Finvest Limited		
As at April 1, 2016	8,281,450	55.21%
As at March 31, 2017	8,356,450	55.71%
As at March 31, 2018	**16,712,900**	**55.71%**

(d) **Rights, preferences and restrictions attached to equity shares**: The company has one class of equity shares having a face value of ₹5/- each per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

(e) Equity Shares held by holding company

Particulars	No. of Shares held	Amount
Jayant Finvest Limited		
As at April 1, 2016	8,281,450	41,407,250
As at March 31, 2017	8,356,450	41,782,250
As at March 31, 2018	**16,712,900**	**83,564,500**

NOTES ON STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

Note 17: Other Equity (Amount in ₹)

Particulars	March 31, 2018	March 31, 2017	April 1, 2016
Capital Reserves (refer Note 17.1)	**62,925,000**	**62,925,000**	**62,925,000**
Capital Redemption Reserve (refer Note 17.2)	30,000,000	30,000,000	30,000,000
Less: Utilised for Bonus Shares	30,000,000	-	-
	-	**30,000,000**	**30,000,000**
Securities Premium Account (refer Note 17.3)	228,588,000	228,588,000	228,588,000
Less: Utilised for Bonus Shares	45,000,000	-	-
	183,588,000	**228,588,000**	**228,588,000**
General Reserve (refer Note 17.4)	**301,079,382**	**301,079,382**	**301,079,382**
Surplus			
Balance as at the beginning of the year	1,627,906,030	1,367,446,867	1,171,534,638
Add: Net Profit for the current year	424,268,421	459,957,886	213,966,229
Less: Final Dividend	18,750,000	56,250,000	15,000,000
Interim Dividend	19,500,000	112,500,000	-
Dividend Distribution Tax	7,786,935	30,748,723	3,054,000
Balance at the end of the year	**2,006,137,516**	**1,627,906,030**	**1,367,446,867**
Reserve for Other Comprehensive Income			
Balance as at the beginning of the year	54,286,641	25,118,048	15,896,088
Add/(Less): During the year	(55,534,922)	29,168,593	9,221,960
Balance at the end of the year	**(1,248,281)**	**54,286,641**	**25,118,048**
	2,552,481,617	**2,304,785,054**	**2,015,157,297**

Note 17.1: Capital Reserve was partially created in FY 2009-10 for for forfeiture of Share warrants and partially in FY 2011-12 on account of a amalgamation of a Company.

Note 17.2: Capital Redemption Reserve is created out of profits on redemption of preference share capital in year 2006-07.

Note 17.3: Amount received on issue of shares in excess of the par value has been classified as security premium account.

Note 17.4: General Reserve is created from time to time by way of transfer of profits from retained earnings for appropriation purpose. General Reserve is created by transfer of one component of equity to another and hence not an item of Other Comprehensive Income.

NOTES ON STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

Note 18: Borrowings (Amount in ₹)

Particulars	March 31, 2018	March 31, 2017	April 1, 2016
Secured			
Non-Current			
Term Loans			
From Banks	108,825,892	5,350,501	46,451,411
From Companies	1,494,460	2,142,190	2,731,578
(Secured against hypothecation of vehicles)			
	110,320,352	**7,492,691**	**49,182,989**
Current			
From Banks *	1,768,633,694	1,730,225,477	895,577,501
	1,768,633,694	**1,730,225,477**	**895,577,501**

*Short term loans are secured in consortium by joint deed of hypothecation, pari passu basis on raw material, work in process, finished goods, spares and receivables and personal guarantee of the directors. Further, collaterally secured by equitable mortgage of all present and future immovable properties comprising inter alia machinery, equipment, plant and spares.

(i) Terms of repayment of Long Term Secured Loans

March 31, 2018

Particulars	Amount Outstanding	Nature of Security	Terms of repayment
Secured Term Loan from Bank	108,825,892	Loan is secured against mortgage of office premises acquired out of sanctioned loan amount.	Repayable in 48 monthly installment starting from 7th July, 2017. Last installment due in June 2021. Rate of interest 9% p.a. as at year end.
Secured Vehicle Loan from Companies	1,494,460	The Loan is secured against hypothecation of Vehicles acquired out of the sanctioned loan amount.	Repayable in 59 monthly installment starting from 1st May, 2016. Last installment due in March 2021. Rate of interest 10.24% p.a. as at year end.

March 31, 2017

Particulars	Amount Outstanding	Nature of Security	Terms of repayment
Secured Term Loan from Bank	5,350,501	Loan is secured against mortgage of office premises acquired out of sanctioned loan amount.	Repayable in 60 monthly installment starting from 7th January, 2013 and 2014. Last installment due in Dec 2019 and Dec 2020. Rate of interest 10.75%.p.a. as at year end.
Secured Vehicle Loan from Companies	2,142,190	The Loan is secured against hypothecation of Vehicles acquired out of the sanctioned loan amount.	Repayable in 59 monthly installment starting from 1st May, 2016. Last installment due in March 2021. Rate of interest 10.24% p.a. as at year end.

NOTES ON STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

Note 18: Borrowings (cond..)

April 1, 2016

Particulars	Amount Outstanding	Nature of Security	Terms of repayment
Secured Term Loan from Bank	46,451,411	Loan is secured against hypothecation of equipments and mortgage of office premises acquired out of sanctioned loan amount and also secured by way of charge on pari passu basis on block of fixed asset (present and future) of the Company excluding the assets which are under first charge of term lenders. Also secured against mortgage of factory premises on pari passu basis in consortium.	Repayable in 60 monthly installment starting from 7th January, 2014. Last installment due in Dec 2019. Rate of interest 11%.p.a. as at year end.
Secured Vehicle Loan from Companies	2,731,578	The Loan is secured against hypothecation of Vehicles acquired out of the sanctioned loan amount.	Repayable in 59 monthly installment starting from 1st May, 2016. Last installment due in March 2021. Rate of interest 10.24% p.a. as at year end.

(ii) Some of the term loans are personally guaranteed by promoter directors and some of the term loans are guaranteed by Chief Financial Officer ("CFO") of the Company along with one of the promoter director as well as individually by CFO.

Note 19: Deferred Tax (Amount in ₹)

Particulars		March 31, 2018	March 31, 2017	April 1, 2016
Deferred Tax Liability				
Difference of net block claimed as per Income Tax Act over net block as per the books of accounts		291,398,112	280,961,066	269,707,683
Difference on account of Fair Valuation of Financial Instruments		765,812	1,176,434	1,488,678
Remeasurement benefit of the defined benefit plans through P&L		2,605,124	1,890,444	871,014
Remeasurement benefit of the defined benefit plans through OCI		3,646,835	-	1,018,304
	(a)	**298,415,883**	**284,027,944**	**273,085,679**
Deferred Tax Assets				
Expenses allowable on actual payment basis		12,208,317	9,568,675	12,987,886
Difference on account of Fair Valuation of Financial Instruments		864,525	1,195,758	1,534,462
Remeasurement benefit of the defined benefit plans through OCI		-	24,748	-
MAT Credit Entitlement		-	-	41,959,021
	(b)	**13,072,842**	**10,789,181**	**56,481,369**
Deferred Tax Liability (Net)	Total (a-b)	**285,343,041**	**273,238,763**	**216,604,309**

NOTES ON STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

Note 20: Trade Payables (Amount in ₹)

Particulars	March 31, 2018	March 31, 2017	April 1, 2016
Total Outstanding Dues of Micro Enterprises and Small Enterprises	-	-	-
Total Outstanding Dues of Creditors other than Micro Enterprises and Small Enterprises	186,063,316	253,707,668	223,095,197
	186,063,316	**253,707,668**	**223,095,197**

Note 21: Other Financial Liabilities

Particulars	March 31, 2018	March 31, 2017	April 1, 2016
Current			
Current Maturities on Long-Term Debt	42,307,268	41,643,792	71,959,474
Interest Accrued but not Due on Borrowings	11,334,796	535,465	1,164,965
Unclaimed Dividend	2,670,001	2,046,894	1,568,928
Creditors for Capital Goods	5,442,600	1,873,360	6,209,213
Forward Contract Payable	10,615,467	-	-
Bills Discounting	-	-	125,989,764
Security Deposit	771,333	686,333	636,333
Bank Account Overdrawn	416,039	39,534,285	3,674,045
	73,557,504	**86,320,129**	**211,202,721**

Note 22: Provisions

Particulars	March 31, 2018	March 31, 2017	April 1, 2016
Current			
Provision for Employee Benefits			
Bonus	8,857,586	7,912,146	6,882,655
Compensated Absences	25,677,100	19,063,762	30,058,032
Gratuity	741,312	672,830	587,879
	35,275,998	**27,648,738**	**37,528,566**

Note 23: Other Liabilities

Particulars	March 31, 2018	March 31, 2017	April 1, 2016
Advances from Customers	1,946,046	6,886,015	3,466,788
Statutory Dues	6,183,938	7,704,189	4,139,870
Others Payable	2,690,386	2,126,107	1,376,915
	10,820,371	**16,716,311**	**8,983,573**

Note 24: Current tax liabilities (net)

Particulars	March 31, 2018	March 31, 2017	April 1, 2016
Income Tax	23,925,359	34,693,619	12,201,060
	23,925,359	**34,693,619**	**12,201,060**

NOTES ON STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

Note 25: Revenue from Operations (Amount in ₹)

Particulars	March 31, 2018	March 31, 2017
Sale of Products		
Finished Goods (including excise duty)	7,483,837,859	6,361,529,946
Power Generation Income	18,398,842	24,464,763
Other Operating Income		
Export Benefits	143,906,465	150,651,295
Gain on Foreign Exchange Fluctuation	166,993,652	79,615,876
	7,813,136,818	**6,616,261,880**

Note 26: Other Income

Particulars	March 31, 2018	March 31, 2017
Interest Income		
Interest Income on Bank Deposit Carried at Amortised Cost	333,615	379,060
Interest Income on Financial Assets carried at Amortised Cost	32,854,196	632,665
Interest Income on Security Deposit carried at Fair Value through Profit or loss	953,832	953,833
Interest Income on Loan to employee carried at Fair Value through Profit or loss	150,503	86,806
Dividend Income		
Dividend received from Subsidiary Company	-	17,710,000
Other Non-Operating Income		
Insurance Claim Received	3,882,503	310,117
Miscellaneous Income	5,030,534	6,995,634
Other Gains and Losses		
Gain on Foreign Exchange Fluctuation	-	18,127,074
Gain on Sale of Fixed Assets	5,093	1,130,161
	43,210,276	**46,325,350**

Note 27: Cost of Materials Consumed

Particulars	March 31, 2018	March 31, 2017
Raw Materials		
Inventory at the beginning of the year	1,522,405,096	612,219,210
Add: Purchases	5,146,959,045	4,940,358,897
	6,669,364,141	5,552,578,107
Less: Inventory at the end of the year	(1,674,445,761)	(1,522,405,096)
Cost of Raw Materials consumed	**4,994,918,380**	**4,030,173,011**
Chemicals		
Inventory at the beginning of the year	28,707,135	30,956,183
Add: Purchases	688,396,883	502,353,548
	717,104,018	533,309,731
Less: Inventory at the end of the year	(46,697,608)	(28,707,135)
Cost of Chemicals consumed	**670,406,410**	**504,602,596**

NOTES ON STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

Note 27: Cost of Materials Consumed (contd..) (Amount in ₹)

Particulars	March 31, 2018	March 31, 2017
Primary Packing Materials		
Inventory at the beginning of the year	8,034,722	8,389,702
Add: Purchases	50,575,789	49,604,425
	58,610,511	57,994,127
Less: Inventory at the end of the year	(7,441,601)	(8,034,722)
Cost of Primary Packing Material consumed	**51,168,910**	**49,959,405**
	5,716,493,700	**4,584,735,012**

Note 28: Changes in Inventories of Finished Goods, Work-in-Process and Stock-in-Trade

Particulars	March 31, 2018	March 31, 2017
Opening Stock		
Work in Process	39,508,088	28,604,800
Traded Goods	-	57,462
Finished Goods	190,331,014	214,728,305
	229,839,102	**243,390,567**
Closing Stock		
Work in Process	37,474,308	39,508,088
Finished Goods	332,795,846	190,331,014
	370,270,154	**229,839,102**
(Increase) / Decrease in Stock	**(140,431,052)**	**13,551,465**

Note 29: Employee Benefits Expense

Particulars	March 31, 2018	March 31, 2017
Salaries and Incentives	214,985,741	191,523,793
Contributions to Provident Fund and Other Funds	20,042,721	15,444,076
Staff Welfare Expenses	9,445,962	8,953,457
	244,474,424	**215,921,326**

Note 30: Excise Duty

Particulars	March 31, 2018	March 31, 2017
Excise Duty Paid	13,153,024	51,984,680
	13,153,024	**51,984,680**

Note 31: Finance Costs

Particulars	March 31, 2018	March 31, 2017
Interest Expense		
To Banks	210,670,946	118,906,565
To Others	347,064	277,641
Other Borrowing Cost		
Processing Fees	13,058,802	5,662,500
	224,076,812	**124,846,706**

NOTES ON STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

Note 32: Other Expenses (Amount in ₹)

Particulars	March 31, 2018	March 31, 2017
Consumption of Stores and Spares	54,297,501	37,964,694
Consumption of Packing Materials	44,807,616	41,396,337
Power and Fuel	196,464,089	166,303,713
Rent, Rates and Taxes	23,390,517	17,320,827
Job Work Charges	135,201,512	138,486,786
Storage Charges	1,595,087	-
Repairs & Maintenance		
Building	3,943,806	4,739,449
Machinery	39,728,052	30,518,904
Others	6,543,923	7,197,129
Insurance	6,395,229	6,900,547
Freight, Coolie and Cartage	254,591,522	241,895,636
Brokerage on Sales	15,447,663	18,086,854
Brokerage on Purchases	2,257,416	2,398,206
Research and Development Expenses	10,008,172	8,242,818
Loss on Foreign Exchange Fluctuation	16,434,536	-
Corporate Social Responsibility Expenses (Refer Note No. 47)	7,385,680	5,180,774
Other Operating Expenses	157,914,930	113,630,411
Auditors Remuneration		
Audit Fees	2,200,000	2,615,000
Taxation Matters	-	1,470,000
Other matters	-	750,000
	978,607,252	**845,098,085**

NOTES ON STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

Note 33: Fair Value Measurement

Financial instruments by category

(Amount in ₹)

Particulars	March 31, 2018			March 31, 2017			April 1, 2016		
	FVTPL	FVOCI	Amortised cost	FVTPL	FVOCI	Amortised cost	FVTPL	FVOCI	Amortised cost
Financial assets									
Investments									
- in Subsidiary	-	-	63,000,000	-	-	63,000,000	-	-	63,000,000
- in Joint Venture	-	-	90,000,000	-	-	90,000,000	-	-	90,000,000
- in Equity Instruments	2,268,000	-	-	2,268,000	-	-	1,903,000	-	-
Trade Receivables	-	-	776,264,952	-	-	614,292,201	-	-	449,428,121
Cash & Cash Equivalents	-	-	34,668,604	-	-	22,315,927	-	-	85,055,179
Other Bank Balances	-	-	8,266,928	-	-	6,792,101	-	-	6,288,243
Loans	1,410,126	-	-	1,603,522	-	-	2,680,446	-	-
Other Financial Assets	15,205,579	-	-	43,975,680	54,333,402	-	25,327,215	23,193,958	-
Total financial assets	**18,883,705**	**-**	**972,200,485**	**47,847,202**	**54,333,402**	**796,400,229**	**29,910,661**	**23,193,958**	**693,771,542**
Financial liabilities									
Borrowings	-	-	1,921,261,314	-	-	1,779,361,960	-	-	1,016,719,964
Trade Payables	-	-	186,063,316	-	-	253,707,668	-	-	223,095,197
Other financial liabilities	-	8,092,219	23,158,017	-	-	44,676,337	-	-	139,243,247
Total financial liabilities	**-**	**8,092,219**	**2,130,482,647**	**-**	**-**	**2,077,745,966**	**-**	**-**	**1,379,058,408**

NOTES ON STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

Note 33: Fair Value Measurement (cond..)

(i) **Fair value hierarchy**

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are measured at amortised cost and for which fair values are disclosed in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the company has classified its financial instruments into the three levels prescribed under the accounting standard. An explanation of each level follows underneath the table.

(Amount in ₹)

Assets and liabilities which are measured at amortised cost for which fair values are disclosed as at March 31, 2018	Level 1	Level 2	Level 3	Total
Financial assets				
Investments				
- in Subsidiary	-	-	63,000,000	63,000,000
- in Joint Venture	-	-	90,000,000	90,000,000
- in Equity Instruments	-	-	2,268,000	2,268,000
Trade Receivables	-	-	776,264,952	776,264,952
Cash & Cash Equivalents	-	-	34,668,604	34,668,604
Other Bank Balances	-	-	8,266,928	8,266,928
Loans	-	-	1,410,126	1,410,126
Other Financial Assets	-	-	15,205,579	15,205,579
Total financial assets	-	-	**991,084,190**	**991,084,190**
Financial liabilities				
Borrowings	-	-	1,921,261,314	1,921,261,314
Trade Payables	-	-	186,063,316	186,063,316
Other financial liabilities	-	-	31,250,236	31,250,236
Total financial liabilities	-	-	**2,138,574,866**	**2,138,574,866**

Assets and liabilities which are measured at amortised cost for which fair values are disclosed as at March 31, 2017	Level 1	Level 2	Level 3	Total
Financial assets				
Investments				
- in Subsidiary	-	-	63,000,000	63,000,000
- in Joint Venture	-	-	90,000,000	90,000,000
- in Equity Instruments	-	-	2,268,000	2,268,000
Trade Receivables	-	-	614,292,201	614,292,201
Cash & Cash Equivalents	-	-	22,315,927	22,315,927
Other Bank Balances	-	-	6,792,101	6,792,101
Loans	-	-	1,603,522	1,603,522
Other Financial Assets	-	-	98,309,082	98,309,082
Total financial assets	-	-	**898,580,833**	**898,580,833**
Financial liabilities				
Borrowings	-	-	1,779,361,960	1,779,361,960
Trade Payables	-	-	253,707,668	253,707,668
Other financial liabilities	-	-	44,676,337	44,676,337
Total financial liabilities	-	-	**2,077,745,965**	**2,077,745,965**

NOTES ON STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

Note 33: Fair Value Measurement (cond..)

(Amount in ₹)

Assets and liabilities which are measured at amortised cost for which fair values are disclosed as at April 1, 2016	Level 1	Level 2	Level 3	Total
Financial assets				
Investments				
- in Subsidiary	-	-	63,000,000	63,000,000
- in Joint Venture	-	-	90,000,000	90,000,000
- in Equity Instruments	-	-	1,903,000	1,903,000
Trade Receivables	-	-	449,428,121	449,428,121
Cash & Cash Equivalents	-	-	85,055,179	85,055,179
Other Bank Balances	-	-	6,288,243	6,288,243
Loans	-	-	2,680,446	2,680,446
Other Financial Assets	-	-	48,521,173	48,521,173
Total financial assets	-	-	**746,876,162**	**746,876,162**
Financial liabilities				
Borrowings	-	-	1,016,719,964	1,016,719,964
Trade Payables	-	-	223,095,197	223,095,197
Other financial liabilities	-	-	139,243,247	139,243,247
Total financial liabilities	-	-	**1,379,058,408**	**1,379,058,408**

The fair value of financial instruments as referred to in note above have been classified into three categories depending on the inputs used in the valuation technique. The hierarchy gives the highest priority to quoted prices in active market for identical assets or liabilities (level 1 measurements) and lowest priority to unobservable inputs (level 3 measurements). The categories used are as follows :

Level 1 : Level 1 hierarchy includes financial instruments measured using quoted prices.

Level 2: The fair value of financial instruments that are not traded in an active market (for example, traded bonds, over-the counter derivatives) is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. Considering that all significant inputs required to fair value such instruments are observable, these are included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

(ii) Valuation technique used to determine fair value

The fair value of financial instrument is determined using discounted cash flow analysis.

For Assets and liabilities not discounted:

The carrying amounts of trade receivables, loans, cash and bank balances,trade payable and other financial liabilities are considered to be the same as their fair values, due to their short-term nature.

For assets and liabilities discounted:

The fair values for Unbilled revenue were calculated based on cash flows discounted using a current lending rate. They are classified as level 3 fair values in the fair value hierarchy due to the inclusion of unobservable inputs including counterparty credit risk.

The fair values of non-current borrowings are based on discounted cash flows using a current borrowing rate. They are classified as level 3 fair values in the fair value hierarchy due to the use of unobservable inputs, including own credit risk.

NOTES ON STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

Note 34: Financial risk management

The Company's business activities expose it to a variety of financial risks, namely liquidity risk, market risks and credit risk. The Company has the overall responsibility for the establishment and oversight of the Company's risk management framework. The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities.

The Risk Management policy of the Company provides assurance that the Company's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives. The Finance department activities are designed to:

- protect the Company's financial results and position from financial risks;
- maintain market risks within acceptable parameters, while optimising returns; and
- protect the Company's financial investments, while maximising returns.

Maturities of financial liabilities

The following table shows the maturity analysis of the Company's financial liabilities based on contractually agreed undiscounted cash flows as at the Balance sheet date:

(Amount in ₹)

March 31, 2018	Less than 1 year	1-3 Years	3-5 Years	Total
Borrowings	1,810,940,962	110,320,352	-	1,921,261,314
Trade payables	186,063,316	-	-	186,063,316
Other liabilities	42,070,606	-	-	42,070,606

March 31, 2017	Less than 1 year	1-3 Years	3-5 Years	Total
Borrowings	1,771,869,269	7,492,691	-	1,779,361,960
Trade payables	253,707,668	-	-	253,707,668
Other liabilities	61,392,648	-	-	61,392,648

April 1, 2016	Less than 1 year	1-3 Years	3-5 Years	Total
Borrowings	967,536,975	49,182,989	-	1,016,719,964
Trade payables	223,095,197	-	-	223,095,197
Other liabilities	148,226,820	-	-	148,226,820

A) Management of market risk

A1-Interest Risk

Company's borrowing is in the form of working capital loans which are linked to MCLR of the lending banks. Any change in the MCLR can have a positive or negative impact on the companies profit to the extent the benefit or cost is not absorbed in the selling price of the products.

A2-Commodity Risk

The prices of agricultural commodities are subject to vide fluctuations due to unpredictable factors such as weather, government policies, change in global demand and farmers sowing pattern.

The castor seed crop is shallow in nature and much smaller crop in size, therefore there is an inherent risk associated with the vide fluctuation in castor seed prices, the main raw material of the company.

The company has in place Risk Management Policy which is reviewed from time to time to cap the potential losses arising from such risks.

NOTES ON STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

Note 34: Financial risk management (cond..)

B) Management of credit risk

Credit risk is the risk of financial loss to the Company if a customer or counter-party fails to meet its contractual obligations.

The group is exposed to credit risk from Loans and Inter corporate deposits, deposits with banks and financial institutions, as well as credit exposure to customers with deferred payment terms.

Trade receivable

Credit risks related to receivables resulting from the sale of inventory property is managed by screening the customer profile and also by sales to high credit rating counterparties therefore, substantially eliminating the Company's credit risk in this respect.

Other financial assets

Credit risk from balances with banks and financial institutions is managed in accordance with the Company's policy. Investments of surplus funds are made only with approved counterparties and within credit limits assigned to each counterparties. Counterparty credit limits are reviewed on periodic basis, and updated the same as and when required as per the credit profile of the customer. The limits are set to minimise the concentration of risks and therefore mitigate financial loss through potential counterparty failure

C) Foreign Currency Risk management

The Company undertakes transactions denominated in foreign currencies; consequently, exposures to exchange rate fluctuations arise. Exchange rate exposures are managed within approved policy parameters utilising forward foreign exchange contracts.

The carrying amounts of the Company's foreign currency dominated monetary assets and monetary liabilities at the end of the reporting period are as follows:

Particulars	Liabilities (Foreign Currency)			Assets (Foreign Currency)		
	March 31, 2018	March 31, 2017	April 1, 2016	March 31, 2018	March 31, 2017	April 1, 2016
In US Dollars (USD)	189,504	306,677	-	10,026,040	7,618,978	7,483,910
In Euro (EUR)	-	-	-	217,212	316,979	132,508

Particulars	Liabilities (Amount in ₹)			Assets (Amount in ₹)		
	March 31, 2018	March 31, 2017	April 1, 2016	March 31, 2018	March 31, 2017	April 1, 2016
In US Dollars (USD)	12,374,616	19,887,990	-	653,477,907	494,090,709	495,734,198
In Euro (EUR)	-	-	-	17,422,336	21,964,295	9,894,376

Foreign Currency Sensitivity Analysis

The Company is mainly exposed to the currency : USD, EUR, JPY.

The following table details the Company's sensitivity to a 5% increase and decrease in the INR against the relevant foreign currencies. 5% is the sensitivity rate used when reporting foreign currency risk internally to key managerial personnel and represents management's assessment of the reasonably possible change in foreign exchange rates. This is mainly attributable to the exposure outstanding on receivables and payables in the Company at the end of the reporting period. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the period end for a 5% charge in foreign currency rate. A positive number below indicates an increase in the profit or equity where the INR strengthens 5% against the relevant currency. For a 5% weakening of the INR against the relevant currency, there would be a comparable impact on the profit or equity, and the balances below would be negative.

Impact on profit or loss and total equity (Amount in ₹)

Particulars	Foreign Currency Impact		
	March 31, 2018	March 31, 2017	April 1, 2016
Increase in exchange rate by 5%	72,264,047	50,107,071	52,727,898
Decrease in exchange rate by 5%	(72,264,047)	(50,107,071)	(52,727,898)

The Company, in accordance with its risk management policies and procedures, enters into foreign currency forward contracts to manage its exposure in foreign exchange rate variations. The counter party is generally a bank. These contracts are for a period between one day and four years. The above sensitivity does not include the impact of foreign currency forward contracts which largely mitigate the risk.

NOTES ON STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

Note 34: Financial risk management (cond..)

Derivative Instruments:

The Company uses foreign currency forward contracts to hedge its risks associated with foreign currency fluctuations relating to accounts receivable, accounts payable and future sales order. The use of foreign currency forward contracts is governed by the Company's strategy approved by the Board of Dire ctors, which provide principles on the use of such forward contracts consistent with the Company's Risk Management Policy. The Company does not use forward contracts for speculative purposes.

The following forward exchange contracts are outstanding as at balance sheet date :

Particulars	Payable			Receivable/Future Sales Order		
	No. of Contracts	Amount in ₹	Foreign Currency in million	No. of Contracts	Amount in ₹	Foreign Currency in million
March 31, 2018	-	-	-	134	2,143,225,152	33.20
March 31, 2017	-	-	-	155	2,286,396,723	35.26
April 1, 2016	-	-	-	100	1,473,171,405	22.24

The line item in the Balance Sheet that includes the above hedging instruments are Other financial assets and other financial liabilities.

Note 34 (a): Capital Management

The Company considers that capital includes net debt and equity attributable to the equity holders.

The primary objective of the Company's capital management is to ensure that it maintains a strong credit rating and healthy credit ratios in order to support its business and maximise shareholders value.

The Company manages its capital structure and makes adjustments to it, in light of changes in economic conditions. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares.

No changes were made in the objectives, policies or processes for managing capital during the years ended March 31, 2018 and March 31, 2017.

The Company monitors capital using a gearing ratio which is total capital divided by Net debt. The Company includes within Net debt, interest bearing loans and borrowings, trade and other payables, less cash and cash equivalents excluding discontinued operations.

The gearing ratios were as follows:

(Amount in ₹)

Particulars	March 31, 2018	March 31, 2017	April 1, 2016
Net debt (net off cash and bank balances)	2,150,002,630	2,099,795,088	1,340,515,367
Total Equity	2,702,481,617	2,379,785,054	2,090,157,297
Net debt to equity ratio	0.80	0.88	0.64

NOTES ON STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

Note 35: Outstanding Forward Contracts

Forward Contracts of ₹2,143,225,152/- (USD 33.20 Million) (PY ₹2,286,396,723/- (USD 35.26 Million)) are outstanding as on March 31, 2018.

Note 36: Contingent Liabilities

(Amount in ₹)

Particulars	March 31, 2018	March 31, 2017
Claims not acknowledged by the company		
Service Tax (net of advances)*	13,678,154	14,568,971
Income Tax Act, 1961	3,909,060	2,458,171
Counter Guarantee given to banks for		
Service Tax	-	7,206,003
APMC License	-	3,000,000
Guarantee on behalf of Associated Concern	81,000,000	81,000,000
Guarantees Given on behalf of its Subsidiaries **	3,940,000,000	2,865,200,000
Other Money for which the Company is Contingently Liable		
Liability in respect of Bills Discounted with Banks	22,667,385	49,705,202

*Liability for service tax shown above is net of ₹1,123,595/- reversed under protest.

**The borrowings of the subsidiary company are primarily secured against the fixed assets of the subsidiary in case of term loan and current assets in case of working capital loans. The company being the holding company has provided corporate guarantee over and above the security provided by the subsidiary.

Note 37: Dividend

Particulars	March 31, 2018	March 31, 2017
Dividend on equity shares paid during the year		
Final dividend for the FY 2016-17 [₹1.25 (Previous year ₹3.75) per equity share of ₹5 each]	18,750,000	56,250,000
Dividend distribution tax on final dividend	3,817,125	11,451,375
Interim dividend for the FY 2017-18 [₹0.65 (Previous year ₹7.50) per equity share of ₹5 each]	19,500,000	112,500,000
Dividend distribution tax on interim dividend	3,969,810	19,297,348
	46,036,935	**199,498,723**

Proposed Dividend

The Board of Directors at its meeting held on 5th May, 2018 have recommended a payment of final dividend of ₹1.35 (Rupees one and paisa thirty five only) per equity share of face value of ₹5 each for the financial year ended 31st March, 2018. The same amounts to ₹4.88 crores including dividend distribution tax of ₹0.83 crores.

The above is subject to approval at the ensuing Annual General Meeting of the Company and hence is not recognised as a liability.

Note 38: Expenditure on Research and Development

Particulars	March 31, 2018	March 31, 2017
Revenue Expenditure	26,614,538	23,077,713
Capital Expenditure other than Building	1,469,550	2,783,970
	28,084,088	25,861,683

Note 39: Capital Commitment

Estimated amount of contracts remaining to be executed on Capital accounts amounted to ₹13,075,000/- (P.Y. ₹7,411,294/-).

Note 40: Disclosure under the Micro, Small and Medium Enterprises Development Act (MSMED), 2006

The Company has no dues towards principal and interest amount to micro, small and medium enterprise at the year end March 31, 2018.

Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the Management. This has been relied upon by the auditors.

NOTES ON STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

Note 41: Earning Per Share

Particulars	March 31, 2018	March 31, 2017
Weighted Average Number of Shares for Earning Per Share computation		
For Basic Earning Per Share of ₹5/- each*	30,000,000	30,000,000
For Diluted Earning Per Share of ₹5/- each	30,000,000	30,000,000
Net Profit Available for Equity Shareholders	424,268,421	459,957,886
Earning Per Share (Weighted Average)		
Basic Earnings Per Share ₹	14.14	15.33
Diluted Earnings Per Share ₹	14.14	15.33

* During the year Company has issued Bonus Shares in 1:1 ratio (refer Note No. 16 (b)) to eligible equity shareholder. The Earning Per Share figures for the year ended March 31, 2017 has been restated to give effect to the allotment of the bonus shares.

Note 42: Employee Benefit Obligation

The Company has recognised, in the Statement of Profit and Loss the following amount as contribution made under defined contribution plans.

(Amount in ₹)

Particulars	March 31, 2018	March 31, 2017
Provident Fund	13,012,332	11,626,323

Gratuity:

The Company operates a gratuity plan covering qualifying employees. The benefit payable is the greater of the amount calculated as per the Payment of Gratuity Act or the Company scheme applicable to the employee. The benefit vests upon completion of the five years of continuous service and once vested is payable to employee on retirement or on termination of employment. The Company makes annual contribution to the gratuity scheme administered by the Life Insurance Corporation of India through its Gratuity Trust Fund.

Changes in Present Value Obligation

Particulars	Gratuity (Funded)	
	March 31, 2018	March 31, 2017
Present Value Obligation at beginning of the period	41,107,385	33,261,751
Interest Cost	2,709,244	2,441,608
Current Service Cost	3,497,468	3,044,092
Past Service Cost	3,081,602	-
Benefits Paid	(1,220,930)	(1,064,835)
Actuarial (Gain)/Loss	(9,902,662)	3,424,769
Present Value Obligation at the end of the period	39,272,107	41,107,385

Fair Value of Plan Assets

Particulars	Gratuity (Funded)	
	March 31, 2018	March 31, 2017
Fair Value of Plan Assets at beginning of year	46,548,323	38,720,944
Expected Return on Plan Assets	3,949,602	3,462,267
Employer Contribution	8,901,497	5,429,947
Benefits Paid	(1,220,930)	(1,064,835)
Fair Value of Plan Assets at year end	57,337,177	46,548,323

NOTES ON STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

Note 42: Employee Benefit Obligation (cond..)

Reconciliation of fair value of Plan Assets and Obligations (Amount in ₹)

Particulars	Gratuity (Funded)	
	March 31, 2018	March 31, 2017
Present Value Obligation at beginning of the period	41,107,385	33,261,751
Fair Value of Plan Assets at beginning of year	46,548,323	38,720,944
Net asset/(liability) recognised in Balance Sheet	(5,440,938)	(5,459,193)

Expenses recognised during the year

Particulars	Gratuity (Funded)	
	March 31, 2018	March 31, 2017
Current Service Cost	3,497,468	3,044,092
Interest Cost	(605,470)	(609,793)
Past Service Cost	3,081,602	-
Actuarial (Gain) / Loss	5,973,600	2,434,299

Amounts to be recognised in Balance Sheet

Particulars	Gratuity (Funded)	
	March 31, 2018	March 31, 2017
Present Value Obligation at the end of the period	39,272,107	41,107,385
Fair Value of Plan Assets at year end	57,337,177	46,548,323
Funded Status	18,065,070	5,440,938
Net Asset/(Liability) recognised in the balance sheet	18,065,070	5,440,938

Other Comprehensive Income (OCI)

Particulars	Gratuity (Funded)	
	March 31, 2018	March 31, 2017
Actuarial (Gain)/Loss recognised for the period	(9,902,662)	3,424,769
Return on plan assets excluding net interest	(634,888)	(410,866)
Total actuarial (Gain)/Loss recognised in OCI	(10,537,550)	3,013,903

Investment Details

Particulars	March 31, 2018	March 31, 2017
Insurer Managed Fund	100%	100%

NOTES ON STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

Note 42: Employee Benefit Obligation (cond..)

Assumptions and definitions:

Particulars	March 31, 2018	March 31, 2017
Discounting rate	7.68%	6.69%
Rate of increase in compensation level	4.00%	5.00%
Expected average remaining service	14.95	9.77
Mortality table	IALM (2006-08) Ult.	IALM (2006-08) Ult.
Attrition rate	PS: 0 to 5: 15%	PS: 0 to 44 :11%
	PS: 5 to 10: 5%	-
	PS: 10 to 44: 0%	-

The estimates of rate of escalation in salary considered in actuarial valuation, take into account inflation, seniority, promotion and other relevant factors including supply and demand in the employment market. The above information is certified by the actuary.

The Expected Rate of Return on Plan Assets is determined considering several applicable factors, mainly the composition of Plan Assets held, assessed risks, historical results of return on Plan Assets and the Company's policy for Plan Assets Management.

The expected contributions for Defined Benefit Plan for the next financial year will be in line with FY 2017-18.

Sensitivity Analysis

Significant Actuarial Assumptions for the determination of the defined benefit obligation are discount trade ,expected salary increase and employee turnover. The sensitivity analysis below, have been determined based on reasonably possible changes of the assumptions occurring at end of the reporting period , while holding all other assumptions constant. The result of Sensitivity analysis is given below:

(Amount in ₹)

Particulars	March 31, 2018		March 31, 2017	
	Decrease	Increase	Decrease	Increase
Change in discounting rate (delta effect of +/- 1%)	43,453,516	35,705,123	16,986,674	14,968,008
Change in rate of salary increase (delta effect of +/- 1%)	35,772,822	43,285,830	15,024,590	16,884,732

FINANCIAL STATEMENTS

NOTES ON STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

Note 43: Related Party disclosures
(As identified by the Management)
Related party disclosures as required by Indian Accounting Standard 24, "Related Parties Disclosures".

I. Related Parties and Nature of their Relationship

Parties where control exists

i. Ultimate Holding Entity
Udeshi Trust

ii Holding Company
Jayant Finvest Limited

iii. Subsidiary companies	Principal Place of Business	Percentage of Shareholding		
		March 31, 2018	March 31, 2017	April 1, 2016
Ihsedu Agrochem Private Limited	India	75.10%	75.10%	75.10%
Ihsedu Coreagri Services Private Limited	India	100%	100%	100%
Ihsedu Itoh Green Chemicals Marketing Private Limited	India	60%	60%	60%

iv. Joint Venture	Principal Place of Business	Percentage of Shareholding		
		March 31, 2018	March 31, 2017	April 1, 2016
Vithal Castor Polyols Private Limited	India	50%	50%	50%

v. Entities Controlled by Directors and Relatives
Enlite Chemical Industries Limited
Gokuldas K. Udeshi Investment
Innovative Micro Systems Private Limited
Gokulmani Agricom Limited
Akhandanand Engineering & Trading Company

vi. Key Management Personnel

Mr. Abhay V. Udeshi	Chairman
Mr. Hemant V. Udeshi	Managing Director
Dr. Subhash V. Udeshi	Whole-time Director
Mr. Varun A. Udeshi	Whole-time Director
Mr. Vikram V. Udeshi	Chief Financial Officer
Mr. Dinesh M. Kapadia	Company Secretary

vii. Relative of Key Management Personnel
Mr. Sudhir V. Udeshi
Mrs. Trupti A. Udeshi
Mr. Dhayvat H. Udeshi

NOTES ON STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

Note 43: Related Party disclosures (cond..)

II. Details of Transactions with Related Parties Referred to in items above (Amount in ₹)

Particulars	Holding company	Subsidiary company	Joint Venture	Controlled by Directors & Relatives	Key Management Person	Others/ Relatives
Purchase of Goods						
Ihsedu Agrochem Private Limited	- (-)	1,759,667,837 (1,215,795,805)	- (-)	- (-)	- (-)	- (-)
Vithal Castor Polyols Private Limited	- (-)	- (-)	4,201,638 (-)	- (-)	- (-)	- (-)
Job Work Charges Paid						
Ihsedu Agrochem Private Limited	- (-)	133,553,181 (137,647,986)	- (-)	- (-)	- (-)	- (-)
Storage Charges Paid						
Gokulmani Agricom Limited	- (-)	- (-)	- (-)	2,070,000 (2,070,000)	- (-)	- (-)
Dividend Paid						
Jayant Finvest Limited	21,308,947 (93,166,313)	- (-)	- (-)	- (-)	- (-)	- (-)
Marketing Fees Paid						
Ihsedu Itoh Green Chemicals Marketing Private Limited	- (-)	1,265,451 (1,304,140)	- (-)	- (-)	- (-)	- (-)
Sale of Goods						
Ihsedu Agrochem Private Limited	- (-)	39,979,705 (66,172,300)	- (-)	- (-)	- (-)	- (-)
Vithal Castor Polyols Private Limited	- (-)	- (-)	9,422,786 (4,937,157)	- (-)	- (-)	- (-)
Remuneration						
Managing Director	- (-)	- (-)	- (-)	- (-)	6,569,767 (10,260,284)	- (-)
Whole-time Director	- (-)	- (-)	- (-)	- (-)	23,106,433 (25,595,581)	- (-)
Key Management Personnel (other than directors)	- (-)	- (-)	- (-)	- (-)	9,264,911 (10,857,348)	- (-)
Relative of Key Management Personnel	- (-)	- (-)	- (-)	- (-)	- (-)	- (1,506,446)
Rent paid						
Relative of Key Management Personnel	- (-)	- (-)	- (-)	- (-)	- (-)	210,000 (420,000)
Akhandanand Engineering & Trading Company	- (-)	- (-)	- (-)	6,336,000 (6,336,000)	- (-)	- (-)
Loan Realised						
Ihsedu Coreagri Services Private Limited	- (-)	- (200,000)	- (-)	- (-)	- (-)	- (-)
Dividend Received						
Ihsedu Agrochem Private Limited	- (-)	- (17,710,000)	- (-)	- (-)	- (-)	- (-)

NOTES ON STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

Note 43: Related Party disclosures (cond..)

II. Details of Transactions with Related Parties Referred to in items above (Amount in ₹)

Particulars	Holding company	Subsidiary company	Joint Venture	Controlled by Directors & Relatives	Key Management Person	Others / Relatives
Reimbursement of expenses (Received)						
Ihsedu Agrochem Private Limited	- (-)	22,970,603 (15,759,982)	- (-)	- (-)	- (-)	- (-)
Ihsedu Itoh Green Chemicals Marketing Private Limited	- (-)	759,695 (722,063)	- (-)	- (-)	- (-)	- (-)
Vithal Castor Polyols Private Limited	- (-)	- (-)	43,794 (-)	- (-)	- (-)	- (-)
Administrative Expenses (Received)						
Vithal Castor Polyols Private Limited	- (-)	- (-)	3,600,000 (3,600,000)	- (-)	- (-)	- (-)
Balance Outstanding at the Year End						
i) Trade Receivable						
Ihsedu Agrochem Private Limited	- (-)	13,335,027 (15,893,305)	- (-)	- (-)	- (-)	- (-)
Vithal Castor Polyols Private Limited	- (-)	- (-)	1,148,939 (-)	- (-)	- (-)	- (-)
ii) Other Receivable						
Vithal Castor Polyols Private Limited	- (-)	- (-)	4,500,000 (-)	- (-)	- (-)	- (-)
iii) Trade Payable						
Akhandanand Engineering & Trading Company	- (-)	- (-)	- (-)	- (3,776,800)	- (-)	- (-)
iv) Deposits						
Akhandanand Engineering & Trading Company	- (-)	- (-)	- (-)	16,100,000 (16,100,000)	- (-)	- (-)

Note: Figures in the bracket are in respect of the previous year.

Terms and conditions of transactions with related parties

a) The sale and purchase from related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year end are unsecured and interest free and settlement occurs in cash and cash equivalents. For the year ended March 31, 2018 the company has not recorded any impairment of receivables relating to amounts owed by related parties. This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.

b) The company has entered into job work agreement with the subsidiary company for crushing of castor seed on the terms equivalent at the arms length price.

c) Compensation of Key Management Personnel

Particulars	March 31, 2018	March 31, 2017
Short - term employee benefit	38,941,111	48,219,659
Post employment gratuity and medical benefits	-	-
Other long term benefits	-	-
Termination benefits	-	-
Share based payment transaction	-	-
	38,941,111	48,219,659

NOTES ON STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

Note 44: Foreign Currency Exposure

Particulars	Foreign Currency	March 31, 2018			March 31, 2017		
		Exchange Rate	Amount in Foreign Currency	Amount in ₹	Exchange Rate	Amount in Foreign Currency	Amount in ₹
I. Assets							
Receivables (trade & other)	USD	65.18	10,026,040	653,477,907	64.85	7,618,978	494,090,709
	EUR	80.21	217,212	17,422,336	69.29	316,979	21,964,295
Total Receivables (A)	USD	65.18	10,026,040	653,477,907	64.85	7,618,978	494,090,709
	EUR	80.21	217,212	17,422,336	69.29	316,979	21,964,295
Hedges by derivative contracts (B)	USD	65.18	10,026,040	653,477,907	64.85	7,618,978	494,090,709
	EUR	-	-	-	-	-	-
Unhedged receivables (C=A-B)	USD	-	-	-	-	-	-
	EUR	80.21	217,212	17,422,336	69.29	316,979	21,964,295
II. Liabilities							
Payables (trade & other)	USD	65.30	189,504	12,374,616	64.85	306,677	19,887,990
Total Payables (D)	USD	65.30	189,504	12,374,616	64.85	306,677	19,887,990
Hedges by derivative contracts (E)		-	-	-	-	-	-
Unhedged Payables (F=D-E)	USD	65.30	189,504	12,374,616	64.85	306,677	19,887,990
III. Contingent Liabilities and Commitments							
Contingent Liabilities		-	-	-	-	-	-
Commitments		-	-	-	-	-	-
Total (G)		-	-	-		-	-
Hedges by derivative contracts (H)		-	-	-	-	-	-
Unhedged Payables (I=G-H)		-	-	-	-	-	-
Total unhedged FC Exposures (J=C+F+I)	USD	65.30	189,504	12,374,616	64.85	306,677	19,887,990
	EUR	80.21	217,212	17,422,336	69.29	316,979	21,964,295

Note 45: Disclosure as per Regulation 53(F) of SEBI (Listing Obligation and Disclosure Requirements) Regulations

There was no loans and advances in the nature of loans given to subsidiaries, associates and firms or companies in which directors are interested.

Note 46: Disclosure as per Section 186 of the Companies Act, 2013

(i) There was no loans and advances in the nature of loans given to subsidiaries, associates and firms or companies in which directors are interested.

(ii) The guarantees issued by the Company in accordance with Section 186 of the Companies Act, 2013 read with rules issued thereunder is given in the below table:

Name of the party	Relationship	March 31, 2018	March 31, 2017
Ihsedu Agrochem Private Limited	Subsidiary Company	3,940,000,000	2,865,200,000

NOTES ON STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

Note 47: Corporate Social Responsibility Expenses

(Amount in ₹)

Particulars	March 31, 2018	March 31, 2017
Gross amount required to be spent by the Company during the year	7,300,000	4,900,000

Amount spent during the year on-

Sr. No.	Particulars	Paid	Yet to be paid	Total
(i)	Construction/acquisition of asset	-	-	-
(ii)	On purpose other than (i) above			
	Rural Development & Promoting Education	7,385,680	-	7,385,680
		7,385,680	**-**	**7,385,680**
	Previous Year	5,180,774	-	5,180,774

Note 48: Subscription to Share Warrant

During the year 2014-15, pursuant to Joint Venture Agreement, the company has subscribed to 36,000,000 share warrants of ₹5 each issued by Vithal Castor Polyols Pvt. Ltd. a joint venture of the company. These warrants entitles company to subscribe 36,000,000 equity shares of ₹5 each fully paid upon payment at any time after the period of 7 years but on or before 20 years from the date of issue of warrants made by the said associated enterprise.

Note 49: Long Term Derivative Contracts

The Company does not have any long term contracts or derivatives contract, which require provision of any foreseeable losses.

Note 50: Investor Education and Protection Fund

The Company has transferred the amount, required to be transferred, of ₹133,464 (P.Y. ₹308,390) to Investor Education and Protection Fund.

Note 51: Interest Income

Interest income include an amount of ₹31,251,526/- (P.Y. ₹Nil) received from Department of Commercial Tax in Gujarat as interest on VAT refunds.

Note 52: Segment Reporting

The company has identified Castor Oil based derivative business as its only primary reportable segment in accordance with the requirement of Ind AS 108, 'Operating Segments'. Accordingly, no separate segment information has been provided.

Note 53: Approval of Financial Statements

The financial statements are approved for issue by the Audit Committee at its meeting held on 5th May, 2018 and by the Board of Directors on May 5, 2018.

Note 54: Previous Year Figures

Previous year figures have been regrouped/reclassified wherever necessary to correspond with the current year's classification.

NOTES ON STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

Note 55: First time adoption of Ind - AS 101 reconciliations

55.1 Reconciliation of Equity as previously reported under IGAAP to Ind AS (Amount in ₹)

Particluars	Note No.	Balance Sheet as at March 31, 2017			Opening Balance Sheet as at April 1, 2016		
		IGAAP	Effects of Transition to Ind - AS	Ind AS	IGAAP	Effects of Transition to Ind - AS	Ind As
ASSETS							
Non-Current Assets							
Property, plant and equipment	5	1,640,314,196	-	1,640,314,196	1,704,550,095	-	1,704,550,095
Capital work-in-progress		27,169,622	-	27,169,622	3,945,751	-	3,945,751
Intangible assets	6	1,170,195	-	1,170,195	-	-	-
Financial assets							
Investments	7	155,268,000	-	155,268,000	154,903,000	-	154,903,000
Loans	8	883,603	(70,983)	812,620	1,523,065	(58,074)	1,464,991
Other financial assets	9	19,314,241	(4,003,081)	15,311,160	20,314,236	(4,286,913)	16,027,323
Other non-current assets	10	5,342,803	8,225,973	13,568,776	5,666,760	8,641,605	14,308,365
Income tax assets (net)	11	-	5,428,874	5,428,874	-	5,428,874	5,428,874
Current Assets							
Inventories	12	1,809,464,325	-	1,809,464,325	912,719,731	-	912,719,731
Financial Assets							
Trade Receivables	13	614,292,201	-	614,292,201	449,428,121	-	449,428,121
Cash and Bank Balances	14	22,315,927	-	22,315,927	85,055,179	-	85,055,179
Other Bank Balances	15	6,792,101	-	6,792,101	6,288,243	-	6,288,243
Loans	8	841,984	(51,082)	790,902	1,304,300	(88,845)	1,215,455
Other financial assets	9	82,997,922	-	82,997,922	63,222,316	(30,728,466)	32,493,850
Other Current Assets	10	413,050,262	1,081,368	414,131,630	397,544,126	(40,839,890)	356,704,236
		4,799,217,381	**10,611,069**	**4,809,828,450**	**3,806,464,922**	**(61,931,709)**	**3,744,533,213**
EQUITY AND LIABILITIES							
Equity							
Equity Share Capital	16	75,000,000	-	75,000,000	75,000,000	-	75,000,000
Other Equity	17	2,301,777,094	3,007,959	2,304,785,054	1,978,574,161	36,583,136	2,015,157,297
Liabilities							
Non-Current Liabilities							
Financial Liabilities							
Borrowings	18	7,492,691	-	7,492,691	49,182,989	-	49,182,989
Deferred Tax Liabilities (net)	19	271,064,528	2,174,235	273,238,763	252,846,654	(36,242,345)	216,604,309
Current Liabilities							
Financial Liabilities							
Borrowings	18	1,730,225,477	-	1,730,225,477	895,577,501	-	895,577,501
Trade Payables	20						
(i) Total Outstanding Dues of Micro Enterprises and Small Enterprises		-	-	-	-	-	-
(ii) Total Outstanding Dues of Creditors other than Micro Enterprises and Small Enterprises		253,707,668	-	253,707,668	223,095,197	-	223,095,197
Other Financial liabilities	21	86,320,129	-	86,320,129	211,202,721	-	211,202,721
Provisions	22	27,648,738	-	27,648,738	105,229,941	(67,701,375)	37,528,566
Other Current Liabilities	23	16,716,311	-	16,716,311	8,983,573	-	8,983,573
Income tax liabilities (net)	24	29,264,745	5,428,874	34,693,619	6,772,186	5,428,874	12,201,060
TOTAL		**4,799,217,381**	**10,611,068**	**4,809,828,450**	**3,806,464,922**	**(61,931,709)**	**3,744,533,213**

Note: Explanations for reconciliation of Balance Sheet as previously reported under IGAAP and Ind - AS.

NOTES ON STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

Note 55: First time adoption of Ind - AS 101 reconciliations (Contd.)

55.2 Reconciliation of Statement of Profit and Loss as previously reported under IGAAP to Ind AS (Amount in ₹)

Particluars	Note No.	Profit or Loss for the year ended March 31, 2017		
		Statement of IGAAP	Effects of Transition to Ind - AS	Ind AS
Revenue from Operations	25	6,564,277,200	51,984,680	6,616,261,880
Other Income	26	43,197,697	3,127,653	46,325,350
Total Revenue		**6,607,474,897**	**55,112,333**	**6,662,587,230**
EXPENSES				
Cost of Materials Consumed	27	4,539,421,137	45,313,875	4,584,735,012
Purchases of Stock-in-Trade		72,643,243	-	72,643,243
Changes in Inventories of Finished Goods, Work-in-Process and Stock-in-Trade	28	13,551,465	-	13,551,465
Employee Benefits Expense	29	218,780,168	(2,858,842)	215,921,326
Excise Duty paid	30	-	51,984,680	51,984,680
Finance Costs	31	124,846,706	-	124,846,706
Depreciation and Amortization Expense	5 & 6	78,000,375	-	78,000,375
Other Expenses	32	889,381,671	(44,283,586)	845,098,085
Total Expenses		**5,936,624,765**	**50,156,127**	**5,986,780,892**
Profit Before Tax		**670,850,132**	**4,956,206**	**675,806,338**
Less: Tax Expense:				
Current Tax		204,500,000	-	204,500,000
Deferred Tax		18,217,874	(2,499,391)	15,718,483
Profit After Tax		**448,132,258**	**7,455,597**	**455,587,855**
Add: Mat Credit Entitlement of earlier years		4,370,031	-	4,370,031
Profit for the year before OCI		**452,502,289**	**7,455,597**	**459,957,886**
A. Items that will not be reclassified to profit or loss				
Remeasurement of the net defined benefit (liability)/ asset		-	(3,013,903)	(3,013,903)
Income tax relating to items that will not be reclassified to profit or loss		-	1,018,304	1,018,304
B. Items that will be reclassified to profit or loss				
Fair value changes on cash flow hedges		-	31,139,444	31,139,444
Total Comprehensive Income for the Year		**452,502,289**	**36,599,442**	**489,101,731**

Note: Expalnations for reconciliation of Statement of Profit and Loss as previously reported under IGAAP to Ind - AS.

For and on behalf of the Board of Directors

Abhay V. Udeshi
Chairman
(DIN No. 00355598)

Hemant V. Udeshi
Managing Director
(DIN No. 00529329)

Place: Mumbai
Date: May 5, 2018

Vikram V. Udeshi
Chief Financial Officer

Dinesh M. Kapadia
Company Secretary

INDEPENDENT AUDITOR'S REPORT

To the Members,
Jayant Agro-Organics Limited

Report on the Consolidated Ind AS Financial Statements

We have audited the accompanying consolidated Ind AS financial statements of **Jayant Agro-Organics Limited**(hereinafter referred to as 'the Holding Company'), and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") and its joint venture, comprising of theConsolidated Balance Sheet as at March 31,2018,the ConsolidatedStatement of Profit and Loss (including other comprehensive income), the ConsolidatedCash Flow Statement and the ConsolidatedStatement of Changes in Equity for the year then ended and a summary of the significant accounting policies and other explanatory information (herein after referred to as "Consolidated Ind AS financial statements"). The Consolidated financial statements for the year ended March 31, 2017 were audited and reported upon by another firm of Chartered Accountants vide their report issued on May 06, 2017. We have relied upon these financial statements for the purpose of opening balances as at April 01, 2017 which are regrouped or restated where necessary.

Management's Responsibility for the Ind AS Financial Statements

The Holding 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 consolidated Ind AS financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and change in equity of the Group including its joint venture in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act read with relevant rules issued thereunder.

The respective Board of Directors of the companies included in the Group and of the joint venture are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group 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 controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated Ind AS financial statements by the Board of Directors of the Holding Company, as aforesaid.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated Ind AS 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 of the consolidated Ind AS financial statements in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated Ind AS financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the Ind AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated 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 Holding Company's Directors, as well as evaluating the overall presentation of the consolidated 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 consolidated Ind AS financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of reports of other auditors, referred to in the Other Matters paragraph below, the aforesaid consolidated Ind AS 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 including the Ind AS, of the consolidated state of affairs of the Group and its joint venture as at 31st March, 2018, and their consolidated profit and their consolidated cash flows and the consolidated changes in equity for the year ended on that date.

Other Matters

We did not audit the financial statements of certain subsidiaries, whose financial statements reflect total assets of ₹203.13 Lakhs as at March 31, 2018, total revenues of ₹24.48 Lakhs and net cash outflow of ₹0.52 Lakhs for the year then ended, as the case may be, on that date and financial statements of the joint venture in which the share of net profit of the Group is ₹23.42 Lakhs. These financial statements have been audited by other auditors whose reports have been furnished to us and our opinion is based solely on the reports of the other auditors.

Our opinion on the consolidated Ind AS financial statements, and our report on Other Legal and Regulatory Requirements below is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, we report that:
   (a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
   (b) in our opinion proper books of account as required by law relating to preparation of the aforesaid consolidated Ind AS financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors;
   (c) the consolidated balance sheet, the consolidated statement of profit and loss(including other comprehensive income), the consolidated cash flow statement and consolidated statement of changes in equity dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of consolidated financial statements;
   (d) in our opinion, the aforesaid consolidated Ind AS financial statements comply with the Indian Accounting Standards prescribed under Section 133 of the Act;
   (e) on the basis of the written representations received from the directors of the Holding Company as on 31st March 2018 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies and joint venture, none of the directors of these entities is disqualified as on 31st March 2018 from being appointed as a director in terms of Section 164 (2) of the Act;
   (f) with respect to the adequacy of the internal financial controls over financial reporting and the operating effectiveness of such controls, refer to our separate report in "Annexure A" which is based on the auditors' reports of the subsidiary companies and joint venture; and
   (g) with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
      i. The Holding Company has discussed the impact of pending litigations on its financial position- Refer Note No. 37 to the consolidated Ind AS financial statements.
      ii. The Group does not have any long term contracts including derivatives contracts for which there were any material foreseeable losses. Refer Note No. 52 to the consolidated Ind AS financial statements.
      iii. There has been no delay in transferring amount, required to be transferred to the Investor Education and Protection Fund- Refer Note No. 53 to the consolidated Ind AS financial statements.

For Vatsaraj & Co.
Chartered Accountants
FRN: 111327W

CA Mayur Kisnadwala
Partner
Membership No.: 033994

Place: Mumbai
Date: 05th May, 2018

ANNEXURE - A TO THE INDEPENDENT AUDITORS' REPORT ON THE CONSOLIDATED IND AS FINANCIAL STATEMENTS OF JAYANT AGRO-ORGANICS LIMITED

(Referred to in paragraph 1 (f) under 'Report on Other Legal and Regulatory Requirements' of our report of even date)

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 Jayant Agro-Organics Limited("the Holding Company") and its subsidiary, (the Holding Company and its subsidiary together referred to as "the Group") as of 31st March 2018 in conjunction with our audit of the consolidated Ind AS financial statements of the Holding Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Holding Company, its subsidiaries and joint venture which are incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by these entities, considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the Guidance Note) issued by the Institute of Chartered Accountants of India. 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 respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

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

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

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised 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 Holding Company, its subsidiary companies and joint venture, which are companies incorporated in India, have, 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 Holding Company, its subsidiaries and joint venture 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.

Other Matters

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting insofar as it relates to 2 subsidiary companies, incorporated in India, is based on the corresponding reports of the auditors of such companies incorporated in India.

For Vatsaraj & Co.
Chartered Accountants
FRN: 111327W

CA Mayur Kisnadwala
Partner
Membership No.: 033994

Place: Mumbai
Date: May 5, 2018

CONSOLIDATED BALANCE SHEET FOR THE YEAR ENDED MARCH 31, 2018

(Amount in ₹)

Particulars	Note No.	March 31, 2018	March 31, 2017	April 1, 2016
ASSETS				
Non-Current Assets				
Property, plant and equipment	6	2,187,989,097	2,204,760,036	2,272,409,874
Capital work-in-progress		38,469,428	28,810,264	3,945,751
Intangible assets	7	894,855	1,170,195	-
Financial assets				
Investments	8	112,347,966	108,907,147	92,236,571
Loans	9	1,509,921	2,180,057	2,596,838
Other financial assets	10	15,441,245	15,581,925	16,697,588
Other non-current assets	11	33,542,530	9,181,791	10,617,355
Current tax assets (net)	12	16,608,593	9,504,933	12,457,393
Current Assets				
Inventories	13	4,478,185,785	3,139,417,765	1,751,331,408
Financial Assets				
Trade Receivables	14	2,451,841,029	1,650,570,347	1,302,207,213
Cash and Cash Equivalents	15	37,531,009	31,577,428	208,064,626
Other Bank Balances	16	9,871,931	8,092,101	7,481,843
Loans	9	1,133,827	1,219,509	1,409,676
Other financial assets	10	47,850	142,204,752	74,007,015
Other Current Assets	11	977,831,522	759,900,941	674,762,798
	TOTAL	**10,363,246,588**	**8,113,079,192**	**6,430,225,949**
EQUITY AND LIABILITIES				
Equity				
Equity Share Capital	17	150,000,000	75,000,000	75,000,000
Other Equity	18	3,072,902,910	2,741,995,741	2,379,997,723
Minority Interest		195,833,136	168,682,643	144,205,563
Liabilities				
Non-Current Liabilities				
Financial Liabilities				
Borrowings	19	110,320,352	7,492,691	64,167,739
Deferred Tax Liabilities (net)	20	397,211,185	380,011,807	297,313,045
Current Liabilities				
Financial Liabilities				
Borrowings	19	5,409,748,897	4,078,728,857	2,560,176,180
Trade Payables	21	708,198,539	392,075,826	456,806,355
Other Financial Liabilities	22	212,911,922	163,057,101	360,566,533
Provisions	23	51,596,995	40,744,223	58,051,203
Other Current Liabilities	24	23,291,523	27,592,493	18,645,256
Current tax liabilities (net)	25	31,231,129	37,697,809	15,296,352
	TOTAL	**10,363,246,588**	**8,113,079,192**	**6,430,225,949**
Significant Accounting Policies				
Notes on Financial Statements	1 to 58			

As per our Report of even date

For Vatsaraj & Co.
Chartered Accountants
(Registration No: 111327W)

For and on behalf of the Board of Directors

CA Mayur Kisnadwala
(Partner)
Membership No. 033994

Abhay V. Udeshi
Chairman
(DIN No. 00355598)

Hemant V. Udeshi
Managing Director
(DIN No. 00529329)

Place: Mumbai
Date: May 5, 2018

Vikram V. Udeshi
Chief Financial Officer

Dinesh M. Kapadia
Company Secretary

CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2018

(Amount in ₹)

Particulars	Note No.	March 31, 2018	March 31, 2017
Revenue from Operations	26	25,509,390,234	16,678,062,634
Other Income	27	61,684,830	42,675,105
Total Revenue		**25,571,075,064**	**16,720,737,739**
EXPENSES			
Cost of Materials Consumed	28	16,803,350,358	10,963,122,848
Purchases of Stock-in-Trade		5,347,601,826	3,046,555,929
Changes in Inventories of Finished Goods, Work-in-Process and Stock-in-Trade	29	(105,331,440)	(287,688,565)
Employee Benefits Expense	30	354,945,538	313,023,955
Excise Duty	31	16,336,458	62,739,923
Finance Costs	32	542,423,258	318,032,344
Depreciation and Amortization Expense	6 & 7	108,426,264	106,725,363
Other Expenses	33	1,645,152,725	1,337,901,660
Total Expenses		**24,712,904,987**	**15,860,413,457**
Profit Before Share of Net Profits/(Loss) of Investment and Tax		**858,170,077**	**860,324,282**
Share of net Profit/(Loss) of Joint Venture as per Equity Method		2,341,585	(423,957)
Profit Before Tax		**860,511,662**	**859,900,325**
Less: Tax Expense:			
Current Tax		278,412,000	260,778,000
Excess Provision of Earlier Years		(155,471)	-
Deferred Tax		11,428,120	25,186,743
Profit After Tax		**570,827,013**	**573,935,582**
Add: Mat Credit Entitlement of earlier years		-	5,521,902
Profit for the Year		**570,827,013**	**579,457,484**
Other Comprehensive Income / (Loss) (OCI)			
A. Items that will not be reclassified to profit or loss			
Remeasurement of the net defined benefit (liability)/asset		16,676,082	(3,440,936)
Income tax relating to items that will not be reclassified to profit or loss		(5,771,258)	1,166,091
B. Items that will be reclassified to profit or loss			
Fair value changes on cash flow hedges		(102,637,240)	30,081,835
Total Other Comprehensive Income / (Loss) (OCI)		**(91,732,416)**	**27,806,990**
Total Comprehensive Income for the Year		**479,094,597**	**607,264,474**
Profit for the year attributable to:			
Owners of the Company		534,663,344	549,339,992
Non-controlling interests		36,163,669	30,117,492
		570,827,013	**579,457,484**
Other comprehensive income/(loss) for the year attributable to (A+B):			
Owners of the Company		(82,719,240)	28,139,867
Non-controlling interests		(9,013,176)	(332,877)
		(91,732,416)	**27,806,990**
Total Comprehensive Income for the year attributable to:			
Owners of the Company		451,944,104	577,479,859
Non-controlling interests		27,150,493	29,784,615
		479,094,597	**607,264,474**
Earnings per Equity Share of Face Value of ₹5/- each			
Basic and Diluted EPS (in ₹)	42	17.82	18.31
Significant Accounting Policies			
Notes on Financial Statements	1 to 58		

As per our Report of even date

For Vatsaraj & Co.
Chartered Accountants
(Registration No: 111327W)

CA Mayur Kisnadwala
(Partner)
Membership No. 033994

Place: Mumbai
Date: May 5, 2018

For and on behalf of the Board of Directors

Abhay V. Udeshi
Chairman
(DIN No. 00355598)

Hemant V. Udeshi
Managing Director
(DIN No. 00529329)

Vikram V. Udeshi
Chief Financial Officer

Dinesh M. Kapadia
Company Secretary

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2018

(Amount in ₹)

Particulars	March 31, 2018	March 31, 2017
A Cash Flow from Operating Activities		
Net Profit Before Tax	860,511,662	859,900,325
Adjustments for :		
Depreciation & Amortisation Expense	108,426,264	106,725,363
Forward Contract Loss/(Gain)	(85,961,158)	26,640,899
Loss/(Profit) on Sale of Assets	692	(1,064,922)
Interest Received	(49,471,723)	(4,474,227)
Dividend Received	-	(17,710,000)
Interest Paid	542,423,258	318,032,344
Operating Profit before Working Capital Changes	**1,375,928,995**	**1,288,049,782**
Adjusted for :		
(Increase)/Decrease In Inventories	(1,338,768,020)	(1,388,086,357)
(Increase)/Decrease In Trade Receivables	(801,270,682)	(348,363,134)
(Increase)/Decrease In Current Loan	85,682	190,167
(Increase)/Decrease In Non Current Loan	670,136	416,781
(Increase)/Decrease In Other Current Financials Assets	142,156,902	(68,197,737)
(Increase)/Decrease In Other Non Current Financials Assets	140,680	1,115,663
(Increase)/Decrease In Other Current Assets	(217,930,581)	(85,138,143)
(Increase)/Decrease In Other Non Current Assets	(24,360,739)	1,435,564
Increase/(Decrease) In Trade Payables	316,122,713	(64,730,528)
Increase/(Decrease) In Other Financial Liabilities	49,854,821	(197,509,432)
Increase/(Decrease) In Current Provision	10,852,772	(17,306,980)
Increase/(Decrease) In Other Current Liabilities	(4,300,970)	8,947,238
Cash Generated from Operation	**(1,866,747,286)**	**(2,157,226,898)**
Less: Taxes Paid	(291,826,870)	(171,199,322)
Net Cash from Operating Activities	**(2,158,574,156)**	**(2,328,426,220)**
B Cash Flow from Investing Activities		
Purchase of Fixed Assets	(101,610,515)	(71,012,543)
Sale of Fixed Assets	570,674	6,967,231
Purchase of Investments	-	17,710,000
Dividend Received	(3,440,819)	(16,670,576)
Interest Received	49,471,723	4,474,227
Net Cash from /(used in) Investing Activities	**(55,008,937)**	**(58,531,661)**
C Cash Flow from Financing Activities		
Borrowings	1,433,847,701	1,461,877,628
Dividend Paid	(38,250,000)	(186,460,000)
Tax on Distributed Profits	(7,786,935)	(34,354,125)
Interest Paid	(542,423,258)	(318,032,344)
Net Cash from/(used in) Financing Activities	**845,387,508**	**923,031,159**
Net Increase/(Decrease) in Cash Equivalents	**7,733,411**	**(175,876,940)**
Cash & Cash equivalent (including other bank balances)		
At the beginning of the year	39,669,529	215,546,469
At the end of the year	47,402,940	39,669,529

As per our Report of even date

For Vatsaraj & Co.
Chartered Accountants
(Registration No: 111327W)

CA Mayur Kisnadwala
(Partner)
Membership No. 033994

Place: Mumbai
Date: May 5, 2018

For and on behalf of the Board of Directors

Abhay V. Udeshi
Chairman
(DIN No. 00355598)

Hemant V. Udeshi
Managing Director
(DIN No. 00529329)

Vikram V. Udeshi
Chief Financial Officer

Dinesh M. Kapadia
Company Secretary

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2018

(Amount in ₹)

Particulars	Equity Share Capital	Other Equity						Total equity attributable to equity holders of the Company
		Reserves & Surplus					Other Comprehensive income	
		Retained earnings	Capital Reserve	Capital Redemption Reserve	Securities Premium	General Reserve		
Balance as of April 1, 2016	75,000,000	1,494,001,887	62,925,000	30,000,000	438,244,919	315,366,703	39,459,215	2,454,997,723
Changes in equity for the year ended March 31, 2017								
Remeasurement of the net defined benefit liability/asset, net of tax effect	-	-	-	-	-	-	(1,917,220)	(1,917,220)
Fair value changes on cash flow hedges	-	-	-	-	-	-	30,081,835	30,081,835
Dividends (including dividend distribution tax)	-	(215,506,590)	-	-	-	-	-	(215,506,590)
Profit for the year	-	549,339,992	-	-	-	-	-	549,339,992
Balance as of March 31, 2017	**75,000,000**	**1,827,835,289**	**62,925,000**	**30,000,000**	**438,244,919**	**315,366,703**	**67,623,830**	**2,816,995,740**
Issue of Bonus Shares	75,000,000	-	-	-	-	-	-	75,000,000
Utilised for Bonus Shares	-	-	-	(30,000,000)	(45,000,000)	-	-	(75,000,000)
Remeasurement of the net defined benefit liability/asset, net of tax effect	-	-	-	-	-	-	19,918,000	19,918,000
Fair value changes on cash flow hedges	-	-	-	-	-	-	(102,637,240)	(102,637,240)
Dividends (including dividend distribution tax)	-	(46,036,935)	-	-	-	-	-	(46,036,935)
Profit for the year	-	534,663,344	-	-	-	-	-	534,663,344
Balance as of March 31, 2018	**150,000,000**	**2,316,461,698**	**62,925,000**	**-**	**393,244,919**	**315,366,703**	**(15,095,411)**	**3,222,902,909**
Significant Accounting Policies								
Notes on Financial Statements		1 to58						

As per our Report of even date

For Vatsaraj & Co.
Chartered Accountants
(Registration No: 111327W)

CA Mayur Kisnadwala
(Partner)
Membership No. 033994

Place: Mumbai
Date: May 5, 2018

For and on behalf of the Board of Directors

Abhay V. Udeshi
Chairman
(DIN No. 00355598)

Hemant V. Udeshi
Managing Director
(DIN No. 00529329)

Vikram V. Udeshi
Chief Financial Officer

Dinesh M. Kapadia
Company Secretary

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

1 Corporate Information

Jayant Agro - Organics Limited was incorporated on May 7, 1992 under Companies Act, 1956 having CIN L24100MH1992PLC066691. The Company is mainly engaged in manufacturing and trading of castor oil and its derivatives such as oleo chemicals.

2 Significant Accounting Policies and Key Accounting Estimates and Judgements

2.1 Basis of preparation and presentation

The consolidated financial statements have been prepared on the historical cost basis except for the following assets and liabilities which have been measured at fair value amount:

- Certain financial assets and liabilities (including derivative instruments)
- Defined benefit plan's - (Plan Assets)

The consolidated financial statements of the Group have been prepared to comply with the Indian Accounting standards ('Ind AS'), including the rules notified under the relevant provisions of the Companies Act, 2013.

Upto the year ended March 31, 2017, the Group has prepared its consolidated financial statements in accordance with the requirement of Indian Generally Accepted Accounting Principles (GAAP), which includes Standards notified under the Companies (Accounting Standards) Rules, 2006 and considered as "Previous GAAP".

These consolidated financial statements are the Group`s first Ind AS consolidated financial statements. The figures for the previous period have been restated, regrouped and reclassified wherever required to comply with the requirement of Ind AS and Schedule III.

The Company's consolidated financial statements are presented in Indian Rupees (INR), which is also the Company's functional currency. All amounts have been rounded-off to the nearest Rupee, unless otherwise indicated.

2.2 Principles of Consolidation

The consolidated financial statements relate to Jayant Agro-Organics Limited. ('the Company') and its subsidiary companies, associates and joint ventures. The consolidated financial statements have been prepared on the following basis:

(a) The financial statements of the Company and its subsidiaries are combined on a line by line basis by adding together like items of assets, liabilities, equity, incomes, expenses and cash flows, after fully eliminating intra-group balances and intra-group transactions.

(b) Profits or losses resulting from intra-group transactions that are recognised in assets, such as inventory and property, plant & equipment, are eliminated in full.

(c) In case of foreign subsidiaries, revenue items are consolidated at the average rate prevailing during the year. All assets and liabilities are converted at rates prevailing at the end of the year. Any exchange difference arising on consolidation is recognised in the Foreign Currency Translation Reserve.

(d) Offset (eliminate) the carrying amount of the parent's investment in each subsidiary and the parent's portion of equity of each subsidiary.

(e) The difference between the proceeds from disposal of investment in subsidiaries and the carrying amount of its assets less liabilities as on the date of disposal is recognised in the Consolidated Statement of Profit and Loss being the profit or loss on disposal of investment in subsidiary.

(f) Non Controlling Interest's share of profit / loss of consolidated subsidiaries for the year is identified and adjusted against the income of the group in order to arrive at the net income attributable to shareholders of the Company.

(g) Non Controlling Interest's share of net assets of consolidated subsidiaries is identified and presented in the Consolidated Balance Sheet separate from liabilities and the equity of the Company's shareholders.

(h) Investment in Associates and Joint Ventures has been accounted under the equity method as per Ind AS 28 - Investments in Associates and Joint Ventures.

(i) The Company accounts for its share of post acquisition changes in net assets of associates and joint ventures, after eliminating unrealised profits and losses resulting from transactions between the Company and its associates to the extent of its share, through its Consolidated Statement of Profit and Loss, to the extent such change is attributable to the associates' Statement of Profit and Loss and through its reserves for the balance based on available information.

3 Other Significant Accounting Policies

3.1 Current / Non-Current Classification

For the purpose of current/non-current classification of assets and liabilities, the Company has ascertained its normal operating cycle as twelve months and certain criteria set out in the Schedule III to the Act. This is based on the nature of services and the time between the acquisition of assets or inventories for processing and their realization in cash and cash equivalents.

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

3.2 Operating Cycle

An operating cycle is the time between the acquisition of goods for processing and their realisation in cash or cash equivalents. The Company has ascertained the operating cycle as twelve months for the purpose of current or non-current classification of assets and liabilities.

3.3 Fair Value Measurement of Financial Instruments

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities.
- Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.
- Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

3.4 Foreign Currency Translation

Initial Recognition:

On initial recognition, transactions in foreign currencies entered into by the Company are recorded in the functional currency (i.e. Indian Rupees), by applying to the foreign currency amount, the spot exchange rate between the functional currency and the foreign currency at the date of the transaction. Exchange differences arising on foreign exchange transactions settled during the year are recognized in the Statement of Profit and Loss.

Measurement of foreign currency items at reporting date:

Foreign currency monetary items of the Company are translated at the closing exchange rates. Non-monetary items that are measured at historical cost in a foreign currency, are translated using the exchange rate at the date of the transaction. Non-monetary items that are measured at fair value in a foreign currency, are translated using the exchange rates at the date when the fair value is measured. When any non-monetary foreign currency item is recognised in Other Comprehensive Income, gain or loss on exchange fluctuation is also recorded in Other Comprehensive Income.

Exchange differences arising out of these translations are recognized in the Statement of Profit and Loss.

3.5 Property, plant and equipment (PPE)

On adoption of Ind AS, the Company retained the carrying value for all of its property, plant and equipment as recognised in the financial statements as at the date of transition to Ind AS's, measured as per the previous GAAP and used that as its deemed cost as permitted by Ind AS 101 - 'First-time Adoption of Indian Accounting Standards'.

Measurement and Recognition:

PPE are initially recognised at cost. The initial cost of PPE comprises its purchase price, including non-refundable duties and taxes net of any trade discounts and rebates. The cost of PPE includes interest on borrowings (borrowing cost) directly attributable to acquisition, construction or production of qualifying assets subsequent to initial recognition, PPE are stated at cost less accumulated depreciation (other than freehold land, which are stated at cost) and impairment losses, if any.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

Assets held under finance leases are depreciated over their expected useful lives on the same basis as owned assets. However, when there is no reasonable certainty that ownership will be obtained by the end of the lease term, assets are depreciated over the shorter of the lease term and useful lives.

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

Depreciation:

Depreciation is recognised so as to write off the cost of assets (other than freehold land and capital work in progress) less their residual values over the useful lives, using the straight- line method ("SLM"). Management believes based on a technical evaluation (which is based on technical advice, taking into account the nature of the asset, the estimated usage of the asset, the operating conditions of the asset, past history of replacement, anticipated technological changes, manufacturers warranties and maintenance support, etc.) that the revised useful lives of the assets reflect the periods over which these assets are expected to be used, which are as follows:

Type / Category of Asset	Useful life
Buildings including factory buildings	10-60 years
General Plant and Machinery	15-43 years
Electrical Installations and Equipments	10 years
Furniture and Fixtures	10 years
Office Equipments	5 years
Vehicles	8 years
Computer and Data Processing Units	3 years
Laboratory Equipments	10 years
Leasehold improvements	shorter of lease period or estimated useful life

The carrying values of property, plant and equipment are reviewed for impairment when events or changes in circumstances indicate that the carrying value may not be recoverable.

The residual values, useful life and depreciation method are reviewed at each financial year-end to ensure that the amount, method and period of depreciation are consistent with previous estimates and the expected pattern of consumption of the future economic benefits embodied in the items of property, plant and equipment.

Derecognition:

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on disposal or retirement of an item of property, plant and equipment is determined as the difference between sales proceeds and the carrying amount of the asset and is recognised in Statement of Profit and Loss. Fully depreciated assets still in use are retained in financial statements.

3.6 **Intangible Assets**

Measurement and Recognition:

Intangible assets are measured on initial recognition at cost and subsequently are carried at cost less accumulated amortisation and accumulated impairment losses, if any.

Amortisation:

The Company amortises intangible assets with a finite useful life using the straight-line method over the following range of useful lives:

Asset	Useful life
Product registrations	4 years
Licenses and commercial rights	4 years
Computer software	3-8 years

The estimated useful life is reviewed annually by the management.

Derecognition:

The carrying amount of an intangible asset is derecognized on disposal or when no future economic benefits are expected from its use or disposal. The gain or loss arising from the Derecognition of an intangible asset is measured as the difference between the net disposal proceeds and the carrying amount of the intangible asset and is recognized in the Statement of Profit or Loss when the asset is derecognized.

3.7 **Capital work-in-progress, intangible assets under development and Capital Advances**

Capital work-in-progress/intangible assets under development are carried at cost, comprising direct cost, related incidental expenses and attributable borrowing cost. Advances given towards acquisition of Property, Plant and Equipment/ Intangible assets outstanding at each Balance Sheet date are disclosed under Other Non-Current Assets.

3.8 **Non-derivative financial instruments**

i) **Financial Assets**

A) **Initial Recognition and Measurement**

Financial assets and liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument. Financial assets and liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value measured on initial recognition of financial asset or financial liability.

Cash and cash equivalents

The Company considers all highly liquid financial instruments, which are readily convertible into known amounts of cash that are subject to an insignificant risk of change in value and having original maturities of

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

three months or less from the date of purchase, to be cash equivalents. Cash and cash equivalents consist of balances with banks which are unrestricted for withdrawal and usage.

B) Subsequent Measurement:

Financial assets at amortised cost

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

Financial assets at fair value through other comprehensive income (FVTOCI)

Financial assets are measured at fair value through other comprehensive income if these financial assets are held within a business whose objective is achieved by both collecting contractual cash flows that give rise on specified dates to solely payments of principal and interest on the principal amount outstanding and by selling financial assets. The Company has made an irrevocable election to present subsequent changes in the fair value of equity investments not held for trading in Other Comprehensive Income.

Financial assets at fair value through profit or loss (FVTPL)

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

The company has accounted for its investments in subsidiaries, associates and joint ventures at cost.

ii) Financial liabilities

A) Initial Recognition and Measurement

All financial liabilities are recognised at fair value and in case of loans net of directly attributable cost. Fees or recurring nature are directly recognised in statement of Profit & Loss.

B) Subsequent Measurement

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

Equity instruments

An equity instrument is a contract that evidences residual interest in the assets of the Company after deducting all of its liabilities. Equity instruments recognised by the Company are measured at the proceeds received net off direct issue cost.

Derecognition

Financial Assets

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset.

If the Company enters into transactions whereby it transfers assets recognised on its balance sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognised.

Financial Liabilities

The Company derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire.

The Company also derecognises a financial liability when its terms are modified and the cash flows under the modified terms are substantially different. In this case, a new financial liability based on the modified terms is recognised at fair value. The difference between the carrying amount of the financial liability extinguished and the new financial liability with modified terms is recognised in Consolidated Statement of Profit and Loss.

Off setting of financial instruments

Financial assets and financial liabilities are off set and the net amount is reported in financial statements if there is a currently enforceable legal right to off set the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

Impairment

The Company recognises loss allowances for expected credit losses on:

- financial assets measured at amortised cost; and
- financial assets measured at FVOCI – debt investments.

At each reporting date, the Company assesses whether financial assets carried at amortised cost are credit-impaired. A financial asset is 'credit impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

In accordance with Ind AS 109 – Financial Instruments, the Company follows 'simplified approach'

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

for recognition of impairment loss allowance on trade receivables. The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime expected credit loss at each reporting date, right from its initial recognition.

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Company determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Company's procedures for recovery of amounts due.

3.9 Derivative financial instruments and Hedge Accounting

The Company enters into derivative financial contracts in the nature of forward currency contracts with external parties to hedge its foreign currency risks relating to foreign currency denominated financial liabilities measured at amortized cost. The Company formally establishes a hedge relationship between such forward currency contracts ('hedging instrument') and recognized financial liabilities ('hedged item') through a formal documentation at the inception of the hedge relationship in line with the Company's Risk Management objective and strategy.

The hedge relationship so designated is accounted for in accordance with the accounting principles prescribed for a fair value hedge under Ind AS 109 - 'Financial Instruments'.

Recognition and measurement of fair value hedge:

Hedging instrument is initially recognized at fair value on the date on which a derivative contract is entered into and is subsequently measured at fair value at each reporting date. Gain or loss arising from changes in the fair value of hedging instrument is recognized in the Statement of Profit and Loss. Hedging instrument is recognized as a financial asset in the Balance Sheet if its fair value as at reporting date is positive as compared to carrying value and as a financial liability if its fair value as at reporting date is negative as compared to carrying value.

Hedged item (recognized financial liability) is initially recognized at fair value on the date of entering into contractual obligation and is subsequently measured at amortized cost. The hedging gain or loss on the hedged item is adjusted to the carrying value of the hedged item as per the effective interest method and the corresponding effect is recognized in the Statement of Profit and Loss.

Derecognition:

On Derecognition of the hedged item, the unamortized fair value of the hedging instrument adjusted to the hedged item, is recognized in the Statement of Profit and Loss.

3.10 Impairment

Assets that have an indefinite useful life, for example goodwill, are not subject to amortization and are tested for impairment annually and whenever there is an indication that the asset may be impaired.

Assets that are subject to depreciation and amortization and assets representing investments in subsidiary and associate companies are reviewed for impairment, whenever events or changes in circumstances indicate that carrying amount may not be recoverable. Such circumstances include, though are not limited to, significant or sustained decline in revenues or earnings and material adverse changes in the economic environment.

An impairment loss is recognized whenever the carrying amount of an asset or its cash generating unit (CGU) exceeds its recoverable amount. The recoverable amount of an asset is the greater of its fair value less cost to sell and value in use. To calculate value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market rates and the risk specific to the asset. For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the CGU to which the asset belongs. Fair value less cost to sell is the best estimate of the amount obtainable from the sale of an asset in an arm's length transaction between knowledgeable, willing parties, less the cost of disposal.

Impairment losses, if any, are recognized in the Statement of Profit and Loss and included in depreciation and amortization expense. Impairment losses are reversed in the Statement of Profit and Loss only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined if no impairment loss had previously been recognized.

3.11 Inventories

Raw materials, work-in-progress, finished goods, packing materials, stores, spares, components, consumables and stock-in-trade are carried at the lower of cost and net realizable value, except in case of by-products which are valued at NRV. However, materials and other items held for use in production are not written down below cost if the finished goods in which they will be incorporated are expected to be sold at or above cost. The comparison of cost and net realizable value is made on an item-by item basis.

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

In determining the cost of raw materials, packing materials, stock-in-trade, stores, spares, components and consumables, weighted average cost method is used. Cost of inventory comprises all costs of purchase, duties, taxes (other than those subsequently recoverable from tax authorities) and all other costs incurred in bringing the inventory to their present location and condition.

Cost of finished goods and work-in-progress includes the cost of raw materials, packing materials, an appropriate share of fixed and variable production overheads, unrecoverable taxes and other costs incurred in bringing the inventories to their present location and condition. Fixed production overheads are allocated on the basis of normal capacity of production facilities.

3.12 Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable. Revenue is reduced for estimated customer returns, rebates and other similar allowances. No element of financing is deemed present as the sales are made with credit terms in line with market practice.

3.12.1 Sale of goods

Revenue from the sale of goods is recognised when the goods are delivered and titles have passed, at which time all the following conditions are satisfied:

- the Company has transferred to the buyer the significant risks and rewards of ownership of the goods;
- the Company retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold;
- the amount of revenue can be measured reliably;
- it is probable that the economic benefit ts associated with the transaction will flow to the Company; and the costs incurred or to be incurred in respect of the transaction can be measured reliably.

3.12.2 Rendering of services

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

3.12.3 Interest Income

Interest income from financial assets is recognized when it is probable that economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial assets to that asset's net carrying amount on initial recognition.

3.12.4 Dividend

Dividend income from investments is recognised when the shareholder's right to receive payment has been established and it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably.

3.12.5 Insurance claims

Insurance claims are accounted for on the basis of claims admitted / expected to be admitted and to the extent that there is no uncertainty in receiving the claims.

3.13 Research and development expenses

Research expenditure is charged to the Statement of Profit and Loss. Development costs of products are also charged to the Statement of Profit and Loss unless a product's technical feasibility has been established, in which case such expenditure is capitalised. Tangible assets used in research and development are capitalised.

3.14 Leases

Leases are classified as finance leases whenever the terms of lease transfer substantially all the risks and rewards of ownership to the lessee. Leases where a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases.

(i) Operating Lease:

Operating lease payments are recognized as an expense in the Statement of Profit and Loss on a straight-line basis over the lease term except where another systematic basis is more representative of the time pattern in which economic benefits from leased assets are consumed. The aggregate benefit of incentives (excluding inflationary increases where rentals are structured solely to increase in line with the expected general inflation to compensate for the lessor's inflationary cost increases, such increases are recognised in the year in which the benefits accrue) provided by the lessor is recognized as a reduction of rental expense over the lease term on a straight-line basis.

(ii) Finance Lease:

Assets held under finance leases are initially recognized as assets of the Company at their fair value at the inception of the lease or, if lower, at the present value of the minimum lease payments. The corresponding liability to the lessor is included in the Balance Sheet as a finance lease obligation.

Assets held under finance leases are depreciated over their expected useful lives on the same basis as owned assets or, where shorter, the term of the relevant lease. Lease payments are apportioned between

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

finance expenses and reduction of the lease obligation so as to achieve a constant rate of interest on the remaining balance of the liability. Finance expenses are recognized immediately in Statement of Profit and Loss, unless they are directly attributable to qualifying assets, in which case they are capitalized in accordance with the Company's general policy on borrowing costs. Contingent rentals are recognized as expenses in the periods in which they are incurred.

3.15 Non-current assets held for sale

Non-current assets and disposal groups are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use. This condition is regarded as met only when the asset (or disposal group) is available for immediate sale in its present condition subject only to terms that are usual and customary for sales of such asset (or disposal group) and its sale is highly probable. Management must be committed to the sale, which should be expected to qualify for recognition as a completed sale within one year from the date of classification.

When the Company is committed to a sale plan involving disposal of an investment, the investment that will be disposed of is classified as held for sale when the criteria described above are met.

Non-current assets (and disposal groups) classified as held for sale are measured at the lower of their carrying amount and fair value less costs to sell. Non-current assets are not depreciated or amortized.

3.16 Employee Benefit Expenses

Employee benefits consist of contribution to provident fund, superannuation fund, gratuity fund, compensated absences and supplemental pay.

Post-employment benefit plans

Defined Contribution plans

A defined contribution plan is a post-employment benefit plan under which the Company pays specified contributions to a separate entity. The Company makes specified monthly contributions towards Provident Fund, Superannuation Fund and Pension Scheme. The Company's contribution is recognised as an expense in the Statement of Profit and Loss during the period in which the employee renders the related service.

Defined benefit plans

The liability in respect of defined benefit plans and other post-employment benefits is calculated using the Projected Unit Credit Method and spread over the period during which the benefit is expected to be derived from employees' services.

Company has taken a policy from Life Insurance Corporation of India ("LIC") to meet its gratuity obligations and contributes annual premium to the fund maintained by LIC. Company has made appropriate provision for payment of gratuity to those employees which are not covered under the gratuity scheme so managed by LIC.

The present value of the said obligation is determined by discounting the estimated future cash outflows, using market yields of government bonds that have tenure approximating the tenures of the related liability.

The interest income / (expense) are calculated by applying the discount rate to the net defined benefit liability or asset. The net interest income / (expense) on the net defined benefit liability or asset is recognised in the Statement of Profit and Loss.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the Statement of Changes in Equity and in the Balance Sheet.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in Statement of Profit and Loss as past service cost.

Short term employee benefit

The undiscounted amount of short term employee benefits expected to be paid in exchange for the services rendered by employees are recognised as an expense during the period when the employees render the services

3.17 Finance cost

Borrowing costs are interest and ancillary costs incurred in connection with the arrangement of borrowings. General and specific borrowing costs attributable to acquisition and construction of any qualifying asset (one that takes a substantial period of time to get ready for its designated use or sale) are capitalised until such time as the assets are substantially ready for their intended use or sale, and included as part of the cost of that asset. Interest income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation. All the other borrowing costs are recognised in the Statement of Profit and Loss within Finance costs of the period in which they are incurred.

3.18 Segment reporting

Operating segments are defined as components of an enterprise for which discrete financial information is available that is evaluated regularly by the chief operating decision maker, in deciding how to allocate resources and assessing performance. The Company's chief operating decision maker is the Managing Director & CEO. Segment revenue, segment expenses, segment assets and segment liabilities have been identified

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

to segments on the basis of their relationship to the operating activities of the segment. Inter segment revenue is accounted on the basis of transactions which are primarily determined based on market / fair value factors. Revenue, expenses, assets and liabilities which relate to the Company as a whole and are not allocable to segments on a reasonable basis have been included under "unallocated revenue / expenses / assets / liabilities".

3.19 Income Tax

Income tax expense comprises current tax expense and the net change in the deferred tax asset or liability during the year. Current and deferred taxes are recognised in Statement of Profit and Loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity, respectively.

Current tax

Current tax is measured at the amount of tax expected to be payable on the taxable income for the year as determined in accordance with the provisions of the Income Tax Act, 1961.

Current tax assets and current tax liabilities are off set when there is a legally enforceable right to set off the recognized amounts and there is an intention to settle the asset and the liability on a net basis.

Deferred tax

Deferred income tax is recognised using the Balance Sheet approach. Deferred income tax assets and liabilities are recognised for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount, except when the deferred income tax arises from the initial recognition of an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profit or loss at the time of the transaction.

Deferred tax assets are recognised only to the extent that it is probable that either future taxable profits or reversal of deferred tax liabilities will be available, against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised.

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

Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period and are expected to apply when the related deferred tax asset is realised or the deferred tax liability is settled.

Deferred tax assets and liabilities are off set when there is a legally enforceable right to off set current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority.

3.20 Provisions and Contingencies

Provisions are recognized, when there is a present legal or constructive obligation as a result of past events, where it is probable that there will be outflow of resources to settle the obligation and when a reliable estimate of the amount of the obligation can be made. Where a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows. Where the effect is material, the provision is discounted to net present value using an appropriate current market-based pre-tax discount rate and the unwinding of the discount is included in finance costs.

Contingent liabilities are recognised only when there is a possible obligation arising from past events, due to occurrence or non-occurrence of one or more uncertain future events, not wholly within the control of the Company, or where any present obligation cannot be measured in terms of future outflow of resources, or where a reliable estimate of the obligation cannot be made. Obligations are assessed on an ongoing basis and only those having a largely probable outflow of resources are provided for.

3.21 Earnings Per Share (EPS)

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

4 Critical accounting judgements and key sources of estimation uncertainty

The preparation of the financial statements in conformity with the Ind AS requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities and disclosures as at date of the financial statements and the reported amounts of the revenues and expenses for the years presented. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates under different assumptions and conditions.

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Critical Judgements

In the process of applying the Company`s accounting policies, management has made the following judgements, which have the most significant effect on the amounts recognized in the financial statements:

Discount rate used to determine the carrying amount of the Company's defined benefit obligation

In determining the appropriate discount rate for plans operated in India, the management considers the interest rates of government bonds in currencies consistent with the currencies of the post-employment benefit obligation.

Contingencies and commitments

In the normal course of business, contingent liabilities may arise from litigations and other claims against the Company. Where the potential liabilities have a low probability of crystallizing or are very difficult to quantify reliably, we treat them as contingent liabilities. Such liabilities are disclosed in the notes but are not provided for in the financial statements. Although there can be no assurance regarding the final outcome of the legal proceedings, we do not expect them to have a materially adverse impact on our financial position or profitability.

Key sources of estimation uncertainty

The key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below:

Useful lives of property, plant and equipment

As described in Note No. 3, the Company reviews the estimated useful lives and residual values of property, plant and equipment at the end of each reporting period. During the current financial year, the management determined that there were no changes to the useful lives and residual values of the property, plant and equipment.

Allowances for doubtful debts

The Company makes allowances for doubtful debts based on an assessment of the recoverability of trade and other receivables. The identification of doubtful debts requires use of judgement and estimates. Where the expectation is different from the original estimate, such difference will impact the carrying value of the trade and other receivables and doubtful debts expenses in the period in which such estimate has been changed.

Allowances for inventories

Management reviews the inventory age listing on a periodic basis. This review involves comparison of the carrying value of the aged inventory items with the respective net realizable value. The purpose is to ascertain whether an allowance is required to be made in the financial statements for any obsolete and slow-moving items. Management is satisfied that adequate allowance for obsolete and slow-moving inventories has been made in the financial statements.

Liability for sales return

In making judgment for liability for sales return, the management considered the detailed criteria for the recognition of revenue from the sale of goods set out in Ind AS 18 and in particular, whether the Company had transferred to the buyer the significant risk and rewards of ownership of the goods. Following the detailed quantification of the Company's liability towards sales return, the management is satisfied that significant risk and rewards have been transferred and that recognition of the revenue in the current year is appropriate, in conjunction with the recognition of an appropriate liability for sales return.

Accruals for estimated product returns, which are based on historical experience of actual sales returns and adjustment on account of current market scenario is considered by Company to be reliable estimate of future sales returns.

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

5 **First Time adoption of Ind AS**

For all periods up to and including the year ended March 31, 2016, the Company had prepared its financial statements in accordance with the accounting standards notified under Section 133 of the Companies Act, 2013, read together with Rule 7 of the Companies (Accounts) Rules, 2014 ('Previous GAAP'). This note explains the principal adjustments made by the Company in restating its financial statements prepared under Previous GAAP for the following:

a) Balance Sheet as at April 1, 2016 (Transition date);

b) Balance Sheet as at March 31, 2017;

c) Statement of Profit and Loss for the year ended March 31, 2017; and

d) Statement of Cash flows for the year ended March 31, 2017.

Exemptions Availed:

Ind AS 101- First-time adoption of Indian Accounting Standards, allows first-time adopters, exemptions from the retrospective application and exemption from application of certain requirements of other Ind AS. The Company has availed the following exemptions as per Ind AS 101:

5.1 The Company has elected not to apply Ind AS 103-Business Combinations, retrospectively to past business combinations that occurred before April 1, 2016. Consequent to use of this exemption from retrospective application:

a) the carrying amount of assets and liabilities acquired pursuant to past business combinations are recognised in the financial statements. Also, there is no change in classification of such assets and liabilities; prepared under Previous GAAP, are considered to be the deemed cost under Ind AS, on the date of acquisition. After the date of acquisition, measurement of such assets and liabilities is in accordance with respective Ind AS. Also, there is no change in classification of such assets and liabilities;

b) the company has not recognised assets and liabilities that neither were recognised in the financial statements prepared under Previous GAAP nor qualify for recognition under Ind AS in the Balance Sheet of the acquiree;

c) the company has excluded from its opening Ind AS Balance Sheet (as at April 1, 2016), those assets and liabilities which were recognised in accordance with Previous GAAP but do not qualify for recognition as an asset or liability under Ind AS; and

d) use of these exemption from retrospective application of Ind AS 103 - Business Combinations requires that the carrying amount of goodwill as per financial statements prepared under Previous GAAP should be recognised in the opening Ind AS Balance Sheet after adjusting for impairment, if any.

5.2 For financial instruments, wherein fair market values are not available (viz. interest free and below market rate security deposits or loans) the Company has elected to adopt fair value recognition prospectively to transactions entered after the date of transition.

5.3 The Company has elected to consider the carrying value of all its items of property, plant and equipment and intangible assets recognised in the financial statements prepared under Previous GAAP and use the same as deemed cost in the opening Ind AS Balance Sheet.

5.4 The carrying amounts of the Company's investments in its subsidiary and associate companies as per the financial statements of the Company prepared under Previous GAAP, are considered as deemed cost for measuring such investments in the opening Ind AS Balance Sheet.

5.5 The requirements of Ind AS 20- Accounting for Government Grants and Disclosure of Government Assistance and Ind AS 109- Financial Instruments, in respect of recognition and measurement of interest free loans from government authorities is opted to be applied prospectively to all grants received after the date of transition to Ind AS. Consequently, the carrying amount of such interest free loans as per the financial statements of the Company prepared under Previous GAAP is considered for recognition in the opening Ind AS Balance Sheet.

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

Note 6: Property, plant and equipment

(Amount in ₹)

Cost or Deemed Cost	Land - Freehold	Land - Leasehold	Building	Plant and Machinery	Office Equipments	Computers	Furniture and Fixtures	Vehicles	Total
Balance as at April 1, 2016	**79,561,287**	**89,847,163**	**566,823,879**	**1,472,314,289**	**14,367,522**	**2,803,012**	**27,512,476**	**19,180,245**	**2,272,409,874**
Additions	-	-	1,879,416	32,753,806	1,608,692	899,971	1,079,782	6,549,663	44,771,330
Disposals / Adjustments	-	-	-	6,135,375	-	70,719	-	4,286,828	10,492,922
Balance as at March 31, 2017	**79,561,287**	**89,847,163**	**568,703,295**	**1,498,932,720**	**15,976,214**	**3,632,264**	**28,592,258**	**21,443,080**	**2,306,688,282**
Additions	-	-	15,706,832	60,571,421	2,873,460	1,231,269	72,170	11,496,199	91,951,351
Disposals / Adjustments	-	-	-	-	-	-	-	3,063,970	3,063,970
Balance as at March 31, 2018	**79,561,287**	**89,847,163**	**584,410,127**	**1,559,504,141**	**18,849,674**	**4,863,533**	**28,664,428**	**29,875,309**	**2,395,575,663**

(Amount in ₹)

Accumulated Depreciation / Amortisation	Land - Freehold	Land - Leasehold	Building	Plant and Machinery	Office Equipments	Computers	Furniture and Fixtures	Vehicles	Total
Balance as at April 1, 2016*	-	-	-	-	-	-	-	-	-
Depreciation / Amortisation Expense	-	104,742	19,504,110	72,675,643	4,486,635	1,294,584	4,034,829	4,418,315	106,518,858
Eliminated on Disposal of Assets	-	-	-	1,260,417	-	69,450	-	3,260,745	4,590,612
Balance as at March 31, 2017	**-**	**104,742**	**19,504,110**	**71,415,226**	**4,486,635**	**1,225,134**	**4,034,829**	**1,157,569**	**101,928,245**
Depreciation / Amortisation Expense	-	104,742	19,654,454	75,012,981	4,014,240	1,079,628	3,923,594	4,361,285	108,150,924
Eliminated on Disposal of Assets	-	-	-	-	-	-	-	2,492,604	2,492,604
Balance as at March 31, 2018	**-**	**209,484**	**39,158,564**	**146,428,207**	**8,500,875**	**2,304,762**	**7,958,423**	**3,026,250**	**207,586,565**

(Amount in ₹)

Carrying Amount	Land - Freehold	Land - Leasehold	Building	Plant and Machinery	Office Equipments	Computers	Furniture and Fixtures	Vehicles	Total
Balance as at April 1, 2016	**79,561,287**	**89,847,163**	**566,823,879**	**1,472,314,289**	**14,367,522**	**2,803,012**	**27,512,476**	**19,180,245**	**2,272,409,874**
Additions	-	-	1,879,416	32,753,806	1,608,692	899,971	1,079,782	6,549,663	44,771,330
Disposals / Adjustments	-	-	-	4,874,958	-	1,269	-	1,026,083	5,902,310
Depreciation / Amortisation Expense	-	104,742	19,504,110	72,675,643	4,486,635	1,294,584	4,034,829	4,418,315	106,518,858
Balance as at March 31, 2017	**79,561,287**	**89,742,421**	**549,199,185**	**1,427,517,494**	**11,489,579**	**2,407,130**	**24,557,429**	**20,285,511**	**2,204,760,036**
Additions	-	-	15,706,832	60,571,421	2,873,460	1,231,269	72,170	11,496,199	91,951,351
Disposals / Adjustments	-	104,742	19,654,454	75,012,981	4,014,240	1,079,628	3,923,594	4,361,285	108,150,924
Depreciation / Amortisation Expense	-	-	-	-	-	-	-	571,366	571,366
Balance as at March 31, 2018	**79,561,287**	**89,637,679**	**545,251,563**	**1,413,075,934**	**10,348,799**	**2,558,771**	**20,706,005**	**26,849,059**	**2,187,989,097**

Notes:

1. Plant and machinery includes general plant and machinery, electrical installations, laboratory equipments and windmill.
   *The Company has elected to consider the carrying value of all its items of property, plant and equipment and intangible assets recognised in the financial statements prepared under Previous GAAP and use the same as deemed cost in the opening Ind AS Balance Sheet. Accordingly, the accumulated depreciation in the opening Ind AS Balance Sheet is Nil.

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

Note 7: Intangible assets (Amount in ₹)

Cost or Deemed Cost	Amount
Balance as at April 1, 2016	**54,221,563**
Additions	1,376,700
Disposals / Adjustments	-
Balance as at March 31, 2017	**55,598,263**
Additions	-
Disposals / Adjustments	-
Balance as at March 31, 2018	**55,598,263**

Accumulated Amortisation	Amount
Balance as at April 1, 2016	**54,221,563**
Depreciation Expense	206,505
Eliminated on Disposal of Assets	-
Balance as at March 31, 2017	**54,428,068**
Depreciation Expense	-
Eliminated on Disposal of Assets	-
Balance as at March 31, 2018	**54,428,068**

Carrying Amount	Amount
Balance as at April 1, 2016	**-**
Additions	1,376,700
Disposals / Adjustments	-
Depreciation Expense	206,505
Balance as at March 31, 2017	**1,170,195**
Additions	-
Disposals / Adjustments	-
Depreciation Expense	275,340
Balance as at March 31, 2018	**894,855**

Note: Intangible Assets include only Softwares.

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

Note 8: Investments

(Amount in ₹)

Particulars	Face Value	March 31, 2018		March 31, 2017		April 1, 2016	
		No. of shares	Amount	No. of shares	Amount	No. of shares	Amount
Non - Current							
Unquoted (Fully paid)							
Investment carried at cost							
Investment in Joint Venture							
Vithal Castor Polyols Private Limited	5	18,000,000	92,245,199	18,000,000	89,903,613	18,000,000	90,327,571
		(A)	**92,245,199**	(A)	**89,903,613**	(A)	**90,327,571**
Investment carried at Fair Value through Profit and Loss Account (FVTPL)							
Others							
Enviro Infrastructure Company Limited	10	75,000	750,000	75,000	750,000	75,000	750,000
Ahmedabad Commodity Exchange Limited	10	121,600	1,153,000	121,600	1,153,000	121,600	1,153,000
Bombay Commodity Exchange Limited	10	500	5,000	500	5,000	-	-
Narmada Clean Tech Limited	10	36,000	360,000	36,000	360,000	-	-
National Savings Certificate	5000	1	5,000	1	5,000	1	5,000
National Savings Certificate	500	2	1,000	2	1,000	2	1,000
		(B)	**2,274,000**	(B)	**2,274,000**	(B)	**1,909,000**
Quoted (Fully paid)							
Others							
HDFC Banking and PSU Debt Fund-Regular Plan-Growth Option	10	870,474	12,237,564	870,474	11,503,232	-	-
HDFC Floating Rate Income Fund-Short Term Plan-Wholesale Option-Regular Plan-Growth	10	184,872	5,591,203	184,872	5,226,302	-	-
		(C)	**17,828,767**	(C)	**16,729,534**	(C)	-
		(A+B+C)	**112,347,966**	(A+B+C)	**108,907,147**	(A+B+C)	**92,236,571**
Total Unquoted Investments		(A+B)	**94,519,199**		**92,177,613**		**92,236,571**
Total Quoted Investments		(C)	**17,828,767**		**16,729,534**		-

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

Note 9: Loans (Amount in ₹)

Particulars	March 31, 2018	March 31, 2017	April 1, 2016
Non - Current			
(Unsecured, Considered Good)			
Loan to Employees	1,509,921	2,180,057	2,596,838
	1,509,921	**2,180,057**	**2,596,838**
Current			
(Unsecured, Considered Good)			
Loan to Employees	1,133,827	1,219,509	1,409,676
	1,133,827	**1,219,509**	**1,409,676**

Note 10: Other financial assets

Particulars	March 31, 2018	March 31, 2017	April 1, 2016
Non - Current			
Security Deposits	15,415,245	15,555,925	16,247,088
Fixed Deposit with Bank	26,000	26,000	-
Margin Money with Bank	-	-	450,500
	15,441,245	**15,581,925**	**16,697,588**
Current			
Accrued Interest on Fixed Deposit	47,850	53,248	521,365
Mark to Market Gain on Forward Contracts	-	142,151,504	73,485,650
	47,850	**142,204,752**	**74,007,015**

Note 11: Other assets

Particulars	March 31, 2018	March 31, 2017	April 1, 2016
Non - Current			
(Unsecured, Considered Good)			
Capital Advances	13,814,700	4,672,803	4,326,760
Security Deposits	832,443	1,340,000	1,340,000
Prepaid Expense	1,077,978	2,252,263	3,314,399
Gratuity Fund (Net of Provisions)	17,817,409	916,725	1,636,196
	33,542,530	**9,181,791**	**10,617,355**
Current			
(Unsecured, Considered Good)			
Advances other than Capital Advance			
Advance to Suppliers	296,049,764	32,414,401	8,932,907
Advance to Others	8,003	2,098,390	1,749,561
Security Deposits	1,623,832	670,000	670,000
Others			
Export Benefits Receivable	64,320,607	71,470,247	63,329,305
GST, VAT and Other Taxes Recoverable	611,726,822	649,149,602	596,678,434
Prepaid Expenses	4,102,494	4,098,300	3,402,590
	977,831,522	**759,900,941**	**674,762,798**

Note 12: Current tax assets (net)

Particulars	March 31, 2018	March 31, 2017	April 1, 2016
Income Tax	16,608,593	9,504,933	12,457,393
	16,608,593	**9,504,933**	**12,457,393**

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

Note 13: Inventories (Amount in ₹)

Particulars	March 31, 2018	March 31, 2017	April 1, 2016
Raw Materials	3,386,464,841	2,167,485,672	1,078,932,747
Chemicals	52,017,991	34,490,859	34,893,071
Work in Process	37,474,308	39,508,088	28,604,800
Finished Goods	944,346,991	449,260,533	560,139,032
Packing Material	23,194,115	30,238,409	17,134,441
Stock-in-trade	-	387,721,238	57,462
Stores and Spares	34,687,539	30,712,966	31,569,855
	4,478,185,785	**3,139,417,765**	**1,751,331,408**

Note 14: Trade Receivables

Particulars	March 31, 2018	March 31, 2017	April 1, 2016
(Unsecured, Considered Good)			
Trade Receivables	2,451,841,029	1,650,570,347	1,302,207,213
	2,451,841,029	**1,650,570,347**	**1,302,207,213**

Note 15: Cash and Cash Equivalents

Particulars	March 31, 2018	March 31, 2017	April 1, 2016
Cash and Cash Equivalents			
Balance with Banks			
in Current Accounts	36,334,917	29,289,795	189,779,774
Cash on hand	396,092	537,633	984,852
Other Bank Balance			
Fixed Deposit with Banks	800,000	1,750,000	17,300,000
	37,531,009	**31,577,428**	**208,064,626**

Note 16: Other Bank Balances

Particulars	March 31, 2018	March 31, 2017	April 1, 2016
Earmarked Balances with Bank	2,670,001	2,046,894	1,568,928
Fixed Deposit with Banks	7,201,930	6,045,207	5,912,915
	9,871,931	**8,092,101**	**7,481,843**

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

Note 17: Equity Share Capital

(a) Authorized/Issued/Subscribed and Paid Up (Amount in ₹)

Particulars	March 31, 2018	March 31, 2017	April 1, 2016
Authorized			
79,000,000 Equity Shares of ₹5/- each	395,000,000	395,000,000	395,000,000
6,000,000 Redeemable Preference Shares of ₹5/- each	30,000,000	30,000,000	30,000,000
	425,000,000	**425,000,000**	**425,000,000**
Issued, Subscribed and Paid up			
30,000,000 (P.Y. 15,000,000) Equity Shares of ₹5/- each fully paid up	150,000,000	75,000,000	75,000,000
	150,000,000	**75,000,000**	**75,000,000**

(b) Reconciliation of outstanding number of shares

Particulars	No. of Shares held	Amount
Shares outstanding at the April 1, 2016	15,000,000	75,000,000
Movements	-	-
Shares outstanding at the March 31, 2017	15,000,000	75,000,000
Movements*	15,000,000	75,000,000
Shares outstanding at the March 31, 2018	**30,000,000**	**150,000,000**

*The Company has issued and allotted 15,000,000 equity shares to the eligible holders of equity shares on the record date (i.e., August 2, 2017) as bonus equity shares by capitalizing reserves on August 3, 2017.

(c) Details of shareholders holding more than 5 % shares

Name of Shareholders	No. of Shares held	% of Holding
Jayant Finvest Limited		
As at April 1, 2016	8,281,450	55.21%
As at March 31, 2017	8,356,450	55.71%
As at March 31, 2018	**16,712,900**	**55.71%**

(d) **Rights, preferences and restrictions attached to equity shares**: The company has one class of equity shares having a face value of ₹5/- each per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

(e) Equity Shares held by holding company

Particulars	No. of Shares held	Amount
Jayant Finvest Limited		
As at April 1, 2016	8,281,450	41,407,250
As at March 31, 2017	8,356,450	41,782,250
As at March 31, 2018	**16,712,900**	**83,564,500**

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

Note 18: Other Equity (Amount in ₹)

Particulars	March 31, 2018	March 31, 2017	April 1, 2016
Capital Reserves (refer Note 18.1)	**62,925,000**	**62,925,000**	**62,925,000**
Capital Redemption Reserve (refer Note 18.2)	30,000,000	30,000,000	30,000,000
Less: Utilised for Bonus Shares	30,000,000	-	-
	-	**30,000,000**	**30,000,000**
Securities Premium Account (refer Note 18.3)	438,244,919	438,244,919	438,244,919
Less: Utilised for Bonus Shares	45,000,000	-	-
	393,244,919	**438,244,919**	**438,244,919**
General Reserve (refer Note 18.4)	**315,366,703**	**315,366,703**	**315,366,703**
Surplus			
Balance as at the beginning of the year	1,827,835,289	1,494,001,887	1,276,501,901
Add: Net Profit for the current year	534,663,344	549,339,992	235,553,986
Less: Final Dividend	18,750,000	56,250,000	15,000,000
Interim Dividend	19,500,000	125,800,210	-
Dividend Distribution Tax	7,786,935	33,456,380	3,054,000
Balance at the end of the year	**2,316,461,698**	**1,827,835,289**	**1,494,001,887**
Reserve for Other Comprehensive Income			
Balance as at the beginning of the year	67,623,830	39,459,215	20,890,268
Add/(Less): During the year	(82,719,240)	28,164,615	18,568,947
Balance at the end of the year	**(15,095,410)**	**67,623,830**	**39,459,215**
	3,072,902,910	**2,741,995,741**	**2,379,997,723**

Note 18.1: Capital Reserve was partially created in FY 2009-10 for forfeiture of Share warrants and partially in FY 2011-12 on account of amalgamation of a Company.

Note 18.2: Capital Redemption reserve is created out of profits on redemption of preference share capital in year 2006-07.

Note 18.3: Amount received on issue of shares in excess of the par value has been classified as security premium account.

Note 18.4: General Reserve is created from time to time by way of transfer of profits from retained earnings for appropriation purpose. General Reserve is created by transfer of one component of equity to another and hence not an item of Other Comprehensive Income.

Note 19: Borrowings (Amount in ₹)

Particulars	March 31, 2018	March 31, 2017	April 1, 2016
Non-Current - Secured			
Term Loans			
From Banks	108,825,892	5,350,501	61,436,161
From Companies	1,494,460	2,142,190	2,731,578
(Secured against hypothecation of vehicles)			
	110,320,352	**7,492,691**	**64,167,739**
Current -Secured			
From Banks *	5,409,748,897	4,032,198,217	2,510,176,180
Unsecured			
From Banks	–	46,530,640	50,000,000
	5,409,748,897	**4,078,728,857**	**2,560,176,180**

*Short term loans are secured in consortium by joint deed of hypothecation, pari passu basis on raw material, work in process, finished goods, spares and receivables and personal guarantee of the directors. Further, collaterally secured by equitable mortgage of all present and future immovable properties comprising inter alia machinery, equipment, plant and spares.

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

Note 19: Borrowings (cond..)

(i) Terms of repayment of Long Term Secured Loans

March 31, 2018

Particulars	Amount Outstanding	Nature of Security	Terms of repayment
Secured Term Loan from Bank	108,825,892	Loan is secured against mortgage of office premises acquired out of sanctioned loan amount.	Repayable in 48 monthly installment starting from 7th July, 2017. Last installment due in June 2021. Rate of interest 9% p.a. as at year end.
Secured Vehicle Loan from Companies	1,494,460	The Loan is secured against hypothecation of Vehicles acquired out of the sanctioned loan amount.	Repayable in 59 monthly installment starting from 1st May, 2016. Last installment due in March 2021. Rate of interest 10.24% p.a. as at year end.

March 31, 2017

Particulars	Amount Outstanding	Nature of Security	Terms of repayment
Secured Term Loan from Bank	5,350,501	Loan is secured against mortgage of office premises acquired out of sanctioned loan amount.	Repayable in 60 monthly installment starting from 7th January, 2013 and 2014. Last installment due in Dec 2019 and Dec 2020. Rate of interest 10.75%.p.a. as at year end.
Secured Vehicle Loan from Companies	2,142,190	The Loan is secured against hypothecation of Vehicles acquired out of the sanctioned loan amount.	Repayable in 59 monthly installment starting from 1st May, 2016. Last installment due in March 2021. Rate of interest 10.24% p.a. as at year end.

April 1, 2016

Particulars	Amount Outstanding	Nature of Security	Terms of repayment
Secured Term Loan from Bank	46,451,411	Loan is secured against hypothecation of equipments and mortgage of office premises acquired out of sanctioned loan amount and also secured by way of charge on pari passu basis on block of fixed asset (present and future) of the Company excluding the assets which are under first charge of term lenders. Also secured against mortgage of factory premises on pari passu basis in consortium.	Repayable in 60 monthly installment starting from 7th January, 2014. Last installment due in Dec 2019. Rate of interest 11%.p.a. as at year end.
Secured Term Loan from Bank	14,984,750	(i) Term loans from a bank are secured by exclusive charge on land and building, factory premises (present and future), hypothecation of plant and machinery and fixed assets of the company including Capital Work-in-Progress. Corporate Guarantee of Holding Company and personal guarantee given by 3 directors. (ii) Some of the term loans are personally guaranteed by promoter directors."	Repayable in 20 quarterly installment starting from 31st December, 2012. Last installment due in Oct 2017. Rate of interest 12.95%.p.a. as at year end.
Secured Vehicle Loan from Companies	2,731,578	The Loan is secured against hypothecation of Vehicles acquired out of the sanctioned loan amount.	Repayable in 59 monthly installment starting from 1st May, 2016. Last installment due in March 2021. Rate of interest 10.24% p.a. as at year end.

(ii) Some of the term loans are personally guaranteed by promoter directors and some of the term loans are guaranteed by Chief Financial Officer ("CFO") of the Company along with one of the promoter director as well as individually by CFO.

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

Note 20: Deferred Tax (Amount in ₹)

Particulars		March 31, 2018	March 31, 2017	April 1, 2016
Deferred Tax Liability				
Difference of net block claimed as per Income Tax Act over net block as per the books of accounts		408,529,431	395,943,594	377,592,019
Difference on account of Fair Valuation of Financial Instrument		765,812	1,181,712	1,525,043
Difference on account of Fair Valuation of Mutual Funds		470,907	225,426	-
Remeasurement benefit of the defined benefit plans through P&L		3,247,041	2,060,250	1,118,405
Remeasurement benefit of the defined benefit plans through OCI		3,646,835	-	1,018,304
	(a)	**416,660,026**	**399,410,982**	**381,253,771**
Less: Deferred Tax Assets				
Expenses allowable on actual payment basis		17,856,689	14,100,760	19,773,285
MAT Credit Entitlement		-	2,359,667	61,062,525
Difference on account of Fair Valuation of Financial Instrument		864,525	1,195,758	1,534,462
Remeasurement benefit of the defined benefit plans through OCI		727,627	1,742,990	1,570,454
	(b)	**19,448,841**	**19,399,175**	**83,940,726**
Deferred Tax Liability (Net)	Total (a-b)	**397,211,185**	**380,011,807**	**297,313,045**

Note 21: Trade Payables

Particulars	March 31, 2018	March 31, 2017	April 1, 2016
Total Outstanding Dues of Micro Enterprises and Small Enterprises	-	-	-
Total Outstanding Dues of Creditors other than Micro Enterprises and Small Enterprises	708,198,539	392,075,826	456,806,355
	708,198,539	**392,075,826**	**456,806,355**

Note 22: Other Financial Liabilities

Particulars	March 31, 2018	March 31, 2017	April 1, 2016
Current			
Current Maturities on Long-Term Debt	42,307,268	56,628,542	101,864,737
Interest Accrued but not Due on Borrowings	31,458,309	1,784,094	1,692,893
Unclaimed Dividend	2,670,001	2,046,894	1,568,928
Creditors for Capital Goods	44,824,896	-	-
Forward Contract Payable	7,474,933	1,873,360	6,209,213
Bills Discounting	-	-	125,989,764
Security Deposit	18,771,333	13,686,333	13,636,333
Bank Account Overdrawn	65,405,182	87,037,878	109,604,666
	212,911,922	**163,057,101**	**360,566,533**

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

Note 23: Provisions (Amount in ₹)

Particulars	March 31, 2018	March 31, 2017	April 1, 2016
Current			
Provision for Employee Benefits			
Bonus	13,047,184	11,622,253	10,280,347
Compensated Absences	32,069,785	23,854,615	43,419,099
Gratuity	6,480,026	5,267,355	4,351,757
	51,596,995	**40,744,223**	**58,051,203**

Note 24: Other Liabilities

Particulars	March 31, 2018	March 31, 2017	April 1, 2016
Advances from Customers	9,407,432	12,727,081	10,321,717
Statutory Dues	10,645,362	13,254,377	7,399,159
Others Payable	3,238,729	1,611,036	924,380
	23,291,523	**27,592,493**	**18,645,256**

Note 25: Current tax liabilities (net)

Particulars	March 31, 2018	March 31, 2017	April 1, 2016
Income Tax	31,231,129	37,697,809	15,296,352
	31,231,129	**37,697,809**	**15,296,352**

Note 26: Revenue from Operations

Particulars	March 31, 2018	March 31, 2017
Sale of Products		
Finished Goods (including excise duty)	24,871,578,412	16,136,714,405
Power Generation Income	26,449,212	30,847,850
Other Opearting Income		
Export Benefits	244,669,223	307,781,639
Gain on Foreign Exchange Fluctuation	366,693,387	202,718,740
	25,509,390,234	**16,678,062,634**

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

Note 27: Other Income (Amount in ₹)

Particulars	March 31, 2018	March 31, 2017
Interest Income		
Interest Income on Bank Deposit Carried at Amortised Cost	510,253	1,022,065
Interest Income on Financial Assets carried at Amortised Cost	47,699,804	2,243,235
Interest Income on Security Deposit carried at Fair Value through Profit or loss	953,832	953,833
Interest on Income Tax Refund	1,480	-
Interest Income on Loan to employee carried at Fair Value through Profit or loss	306,354	255,094
Dividend Income		
Dividend received from Subsidiary Company	-	17,710,000
Other Non-Operating Income		
Insurance Claim Received	3,882,503	310,117
Miscellaneous Income	7,231,371	10,810,171
Income form fair valuation of Mutual Funds	1,099,233	729,534
Other Gains and Losses		
Gain on Foreign Exchange Fluctuation	-	7,576,134
Gain on Sale of Fixed Assets	-	1,064,922
	61,684,830	**42,675,105**

Note 28: Cost of Materials Consumed

Particulars	March 31, 2018	March 31, 2017
Raw Materials		
Inventory at the beginning of the year	2,179,090,507	1,081,550,946
Add: Purchases	17,128,467,288	11,369,790,382
	19,307,557,795	12,451,341,328
Less: Inventory at the end of the year	(3,392,144,841)	(2,179,090,507)
Cost of Raw Materials consumed	**15,915,412,954**	**10,272,250,821**
Chemicals		
Inventory at the beginning of the year	33,627,412	34,179,057
Add: Purchases	773,601,091	571,483,483
	807,228,503	605,662,540
Less: Inventory at the end of the year	(50,680,653)	(33,627,412)
Cost of Chemicals consumed	**756,547,850**	**572,035,128**
Primary Packing Materials		
Inventory at the beginning of the year	16,480,343	12,332,493
Add: Purchases	130,000,459	122,984,749
	146,480,802	135,317,242
Less: Inventory at the end of the year	(15,091,248)	(16,480,343)
Cost of Primary Packing Material consumed	**131,389,554**	**118,836,899**
	16,803,350,358	**10,963,122,848**

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

Note 29: Changes in Inventories of Finished Goods, Work-in-Process and Stock-in-Trade (Amount in ₹)

Particulars	March 31, 2018	March 31, 2017
Opening Stock		
Work in Process	39,508,088	28,604,800
Traded Goods	258,929,519	57,462
Finished Goods	578,052,252	560,139,032
	876,489,859	**588,801,294**
Closing Stock		
Work in Process	37,474,308	39,508,088
Traded Goods	-	258,929,519
Finished Goods	944,346,991	578,052,252
	981,821,299	**876,489,859**
(Increase) / Decrease in Stock	**(105,331,440)**	**(287,688,565)**

Note 30: Employee Benefits Expense

Particulars	March 31, 2018	March 31, 2017
Salaries and Incentives	313,158,535	279,185,835
Contributions to Provident Fund and Other Funds	29,849,463	23,347,445
Staff Welfare Expenses	11,937,540	10,490,675
	354,945,538	**313,023,955**

Note 31: Excise Duty

Particulars	March 31, 2018	March 31, 2017
Excise Duty Paid	16,336,458	62,739,923
	16,336,458	**62,739,923**

Note 32: Finance Costs

Particulars	March 31, 2018	March 31, 2017
Interest Expense		
To Banks	515,456,924	304,963,231
To Others	361,532	281,413
Other Borrowing Cost		
Processing Fees	26,604,802	12,787,700
	542,423,258	**318,032,344**

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

Note 33: Other Expenses (Amount in ₹)

Particulars	March 31, 2018	March 31, 2017
Consumption of Stores and Spares	82,279,699	63,113,229
Consumption of Packing Materials	48,733,928	45,627,060
Power and Fuel	317,563,889	266,033,872
Rent, Rates and Taxes	48,408,186	31,700,648
Job Work Charges	1,648,331	838,798
Repairs & Maintenance		
Building	5,511,132	6,840,159
Machinery	56,910,578	44,529,578
Others	11,657,485	12,034,293
Insurance	12,716,842	12,671,904
Freight, Coolie and Cartage	669,662,154	598,613,629
Storage Charges	51,666,839	37,812,910
Brokerage on Sales	27,094,510	24,307,765
Brokerage on Purchases	13,411,378	10,079,152
Research and Development Expenses	10,008,172	8,242,818
Loss on Foreign Exchange Fluctuation	60,474,120	-
Corporate Social Responsibility Expenses (Refer Note No. 50)	8,609,352	5,782,856
Other Operating Expenses	215,545,438	161,918,463
Loss on Sale of Fixed Asset	692	-
Auditors Remuneration		
Statutory Audit Fees	3,230,000	3,857,000
Income Tax Matters	20,000	2,930,500
Other matters	-	967,025
	1,645,152,725	**1,337,901,660**

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

Note 34: Fair Value Measurement

Financial instruments by category

(Amount in ₹)

Particulars	March 31, 2018			March 31, 2017			April 1, 2016		
	FVTPL	FVOCI	Amortised cost	FVTPL	FVOCI	Amortised cost	FVTPL	FVOCI	Amortised cost
Financial assets									
Investments									
- in Joint Venture	-	-	92,245,199	-	-	89,903,613	-	-	90,327,571
- in Equity Instruments	2,274,000	-	-	2,274,000	-	-	1,909,000	-	-
Trade Receviables	-	-	2,451,841,029	-	-	1,650,570,347	-	-	1,302,207,213
Cash & Cash Equivalents	-	-	37,531,009	-	-	31,577,428	-	-	208,064,626
Other Bank Balances	-	-	9,871,931	-	-	8,092,101	-	-	7,481,843
Loans	2,643,748	-	-	3,399,567	-	-	4,006,514	-	-
Other Financial Assets	15,489,095	-	-	82,447,409	75,339,268	-	56,447,170	34,257,433	-
Total financial assets	**20,406,843**	**-**	**2,591,489,168**	**88,120,976**	**75,339,268**	**1,780,143,489**	**62,362,684**	**34,257,433**	**1,608,081,253**
Financial liabilities									
Borrowings		-	5,562,376,517	-	-	4,142,850,090	-	-	2,726,208,657
Trade Payables	-	-	708,198,539	-	-	392,075,826	-	-	456,806,355
Other financial liabilities		27,297,956	143,306,698	-	-	106,428,559	-	-	258,701,796
Total financial Liabilities	**-**	**27,297,956**	**6,413,881,754**	**-**	**-**	**4,641,354,475**	**-**	**-**	**3,441,716,808**

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

Note 34: Fair Value Measurement (cond..)

(i) Fair value hierarchy

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are measured at amortised cost and for which fair values are disclosed in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the company has classified its financial instruments into the three levels prescribed under the accounting standard. An explanation of each level follows underneath the table.

(Amount in ₹)

Assets and liabilities which are measured at amortised cost for which fair values are disclosed as at March 31, 2018	Level 1	Level 2	Level 3	Total
Financial assets				
Investments				
- in Joint Venture	-	-	92,245,199	92,245,199
- in Equity Instruments	-	-	2,274,000	2,274,000
Trade Receivables	-	-	2,451,841,029	2,451,841,029
Cash & Cash Equivalents	-	-	37,531,009	37,531,009
Other Bank Balances	-	-	9,871,931	9,871,931
Loans	-	-	2,643,748	2,643,748
Other Financial Assets	-	-	15,489,095	15,489,095
Total financial assets	-	-	**2,611,896,011**	**2,611,896,011**
Financial liabilities				
Borrowings	-	-	5,562,376,517	5,562,376,517
Trade Payables	-	-	708,198,539	708,198,539
Other financial liabilities	-	-	143,306,698	143,306,698
Total financial liabilities	-	-	**6,413,881,754**	**6,413,881,754**

Assets and liabilities which are measured at amortised cost for which fair values are disclosed as at March 31, 2017	Level 1	Level 2	Level 3	Total
Financial assets				
Investments				
- in Joint Venture	-	-	89,903,613	89,903,613
- in Equity Instruments	-	-	2,274,000	2,274,000
Trade Receivables	-	-	1,650,570,347	1,650,570,347
Cash & Cash Equivalents	-	-	31,577,428	31,577,428
Other Bank Balances	-	-	8,092,101	8,092,101
Loans	-	-	3,399,567	3,399,567
Other Financial Assets	-	-	157,786,677	157,786,677
Total financial assets	-	-	**1,943,603,733**	**1,943,603,733**
Financial liabilities				
Borrowings	-	-	4,142,850,090	4,142,850,090
Trade Payables	-	-	392,075,826	392,075,826
Other financial liabilities	-	-	106,428,559	106,428,559
Total financial liabilities	-	-	**4,641,354,475**	**4,641,354,475**

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

Note 34: Fair Value Measurement (cond..)

(Amount in ₹)

Assets and liabilities which are measured at amortised cost for which fair values are disclosed as at April 1, 2016	Level 1	Level 2	Level 3	Total
Financial assets				
Investments				
- in Joint Venture	-	-	90,327,571	90,327,571
- in Equity Instruments	-	-	1,909,000	1,909,000
Trade Receviables	-	-	1,302,207,213	1,302,207,213
Cash & Cash Equivalents	-	-	208,064,626	208,064,626
Other Bank Balances	-	-	7,481,843	7,481,843
Loans	-	-	4,006,514	4,006,514
Other Financial Assets	-	-	90,704,603	90,704,603
Total financial assets	-	-	**1,704,701,371**	**1,704,701,371**
Financial liabilities				
Borrowings	-	-	2,726,208,657	2,726,208,657
Trade Payables	-	-	456,806,355	456,806,355
Other financial liabilities	-	-	258,701,796	258,701,796
Total financial liabilities	-	-	**3,441,716,808**	**3,441,716,808**

The fair value of financial instruments as referred to in note above have been classified into three categories depending on the inputs used in the valuation technique. The hierarachy gives the highest priority to quoted prices in active market for identical assets or liabilities (level 1 measurements) and lowest priority to unobservable inputs (level 3 measurements). The categories used are as follows :

Level 1 : Level 1 hierarchy includes financial instruments measured using quoted prices.

Level 2: The fair value of financial instruments that are not traded in an active market (for example, traded bonds, over-thecounter derivatives) is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. Considering that all significant inputs required to fair value such instruments are observable, these are included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

(ii) Valuation technique used to determine fair value

The fair value of financial instrument is determined using discounted cash flow analysis.

For Assets and liabilities not discounted:

The carrying amounts of trade receivables, loans, cash and bank balances,trade payable and other financial liabilites are considered to be the same as their fair values, due to their short-term nature.

For assets and liabilities discounted:

The fair values for Unbilled revenue were calculated based on cash flows discounted using a current lending rate. They are classified as level 3 fair values in the fair value hierarchy due to the inclusion of unobservable inputs including counterparty credit risk.

The fair values of non-current borrowings are based on discounted cash flows using a current borrowing rate. They are classified as level 3 fair values in the fair value hierarchy due to the use of unobservable inputs, including own credit risk.

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

Note 35: Financial risk management

The Company's business activities expose it to a variety of financial risks, namely liquidity risk, market risks and credit risk. The Company has the overall responsibility for the establishment and oversight of the Company's risk management framework. The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities.

The Risk Management policy of the Company provides assurance that the Company's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives. The Finance department activities are designed to:

- protect the Company's financial results and position from financial risks;
- maintain market risks within acceptable parameters, while optimising returns; and
- protect the Company's financial investments, while maximising returns.

Maturities of financial liabilities

The following table shows the maturity analysis of the Company's financial liabilities based on contractually agreed undiscounted cash flows as at the Balance sheet date:

(Amount in ₹)

March 31, 2018	Less than 1 year	1-3 Years	3-5 Years	Total
Borrowings	5,452,056,165	110,320,352	-	5,562,376,517
Trade payables	708,198,539	-	-	708,198,539
Other liabilities	193,896,177	-	-	193,896,177

March 31, 2017	Less than 1 year	1-3 Years	3-5 Years	Total
Borrowings	4,135,357,399	7,492,691	-	4,142,850,090
Trade payables	392,075,826	-	-	392,075,826
Other liabilities	134,021,053	-	-	134,021,053

April 01, 2016	Less than 1 year	1-3 Years	3-5 Years	Total
Borrowings	2,662,040,917	64,167,739	-	2,726,208,657
Trade payables	456,806,355	-	-	456,806,355
Other liabilities	277,347,052	-	-	277,347,052

A) Management of market risk

A1- Interest Risk

Company's borrowing is in the form of working capital loans which are linked to MCLR of the lending banks. Any change in the MCLR can have a positive or negative impact on the companies profit to the extent the benefit or cost is not absorbed in the selling price of the products.

A2- Commodity Risk

The prices of agricultural commodities are subject to vide fluctuations due to unpredictable factors such as weather, government policies, change in global demand and farmers sowing pattern.

The castor seed crop is shallow in nature and much smaller crop in size, therefore there is an inherent risk associated with the vide fluctuation in castor seed prices, the main raw material of the company.

The company has in place Risk Management Policy which is reviewed from time to time to cap the potential losses arising from such risks.

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

B) Management of credit risk

Credit risk is the risk of financial loss to the Company if a customer or counter-party fails to meet its contractual obligations.

The group is exposed to credit risk from Loans and Inter corporate deposits, deposits with banks and financial institutions, as well as credit exposure to customers with deferred payment terms.

Trade receivables

Credit risks related to receivables resulting from the sale of inventory property is managed by screening the customer profile and also by sales to high credit rating counterparties therefore, substantially eliminating the Company's credit risk in this respect.

Other financial assets

Credit risk from balances with banks and financial institutions is managed in accordance with the Company's policy. Investments of surplus funds are made only with approved counterparties and within credit limits assigned to each counterparties. Counterparty credit limits are reviewed on periodic basis, and updated the same as and when required as per the credit profile of the customer. The limits are set to minimise the concentration of risks and therefore mitigate financial loss through potential counterparty failure

C) Foreign Currency Risk management

The Company undertakes transactions denominated in foreign currencies; consequently, exposures to exchange rate fluctuations arise. Exchange rate exposures are managed within approved policy parameters utilising forward foreign exchange contracts.

The carrying amounts of the Company's foreign currency dominated monetary assets and monetary liabilities at the end of the reporting period are as follows:

Particulars	Liabilities (Foreign Currency)			Assets (Foreign Currency)		
	March 31, 2018	March 31, 2017	April 1, 2016	March 31, 2018	March 31, 2017	April 1, 2016
In US Dollars (USD)	1,248,712	857,768	1,198	33,496,805	23,394,669	19,973,714
In Euro (EUR)	-	-	-	217,212	316,979	132,508

Particulars	Liabilities (Amount in ₹)			Assets (Amount in ₹)		
	March 31, 2018	March 31, 2017	April 1, 2016	March 31, 2018	March 31, 2017	April 1, 2016
In US Dollars (USD)	81,537,360	55,626,272	79,342	2,183,175,201	1,517,144,248	1,323,058,818
In Euro (EUR)	-	-	-	17,422,336	21,964,295	9,894,376

Foreign Currency Sensitivity Analysis

The Company is mainly exposed to the currency : USD, EUR, JPY.

The following table details the Company's sensitivity to a 5% increase and decrease in the INR against the relevant foreign currencies. 5% is the sensitivity rate used when reporting foreign currency risk internally to key managerial personnel and represents management's assessment of the reasonably possible change in foreign exchange rates. This is mainly attributable to the exposure outstanding on receivables and payables in the Company at the end of the reporting period. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the period end for a 5% charge in foreign currency rate. A positive number below indicates an increase in the profit or equity where the INR strengthens 5% against the relevant currency. For a 5% weakening of the INR against the relevant currency, there would be a comparable impact on the profit or equity, and the balances below would be negative.

Impact on profit or loss and total equity (Amount in ₹)

Particulars	Foreign Currency Impact		
	March 31, 2018	March 31, 2017	April 1, 2016
Increase in exchange rate by 5%	145,290,775	99,472,834	94,093,162
Decrease in exchange rate by 5%	(145,290,775)	(99,472,834)	(94,093,162)

The Company, in accordance with its risk management policies and procedures, enters into foreign currency forward contracts to manage its exposure in foreign exchange rate variations. The counter party is generally a bank. These contracts are for a period between one day and four years. The above sensitivity does not include the impact of foreign currency forward contracts which largely mitigate the risk.

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

Derivative Instruments:

The Company uses foreign currency forward contracts to hedge its risks associated with foreign currency fluctuations relating to accounts receivable, accounts payable and future sales order. The use of foreign currency forward contracts is governed by the Company's strategy approved by the Board of Directors, which provide principles on the use of such forward contracts consistent with the Company's Risk Management Policy. The Company does not use forward contracts for speculative purposes.

The following forward exchange contracts are outstanding as at balance sheet date :

Particulars	Payable			Receivable/Future Sales Order		
	No. of Contracts	Amount in ₹	Foreign Currency in million	No. of Contracts	Amount in ₹	Foreign Currency in million
March 31, 2018	-	-	-	370	6,149,100,266	95.26
March 31, 2017	-	-	-	312	4,832,126,186	71.52
April 1, 2016	-	-	-	202	3,148,030,782	47.52

The line item in the Balance Sheet that includes the above hedging instruments are Other financial assets and other financial liabilities.

Note 35 (a): Capital Management

The Company considers that capital includes net debt and equity attributable to the equity holders.

The primary objective of the Company's capital management is to ensure that it maintains a strong credit rating and healthy credit ratios in order to support its business and maximise shareholders value.

The Company manages its capital structure and makes adjustments to it, in light of changes in economic conditions. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares.

No changes were made in the objectives, policies or processes for managing capital during the years ended March 31, 2018 and March 31, 2017.

The Company monitors capital using a gearing ratio which is total capital divided by Net debt. The Company includes within Net debt, interest bearing loans and borrowings, trade and other payables, less cash and cash equivalents excluding discontinued operations.

The gearing ratios were as follows:

(Amount in ₹)

Particulars	March 31, 2018	March 31,2017	April 1, 2016
Net debt (net off cash and bank balances)	6,478,537,219	4,678,113,764	3,310,348,640
Total Equity	3,222,902,910	2,816,995,741	2,454,997,723
Net debt to equity ratio	2.01	1.66	1.35

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

Note 36: Outstanding Forward Contracts

Forward Contracts of ₹6,149,100,266/- (USD 95.26 Million) (PY ₹4,832,126,186/- (USD 71.52 Million)) are outstanding as on March 31, 2018.

Note 37: Contingent Liabilities

(Amount in ₹)

Particulars	March 31, 2018	March 31, 2017
Claims not acknowledged by the company		
Service Tax (net of advances)*	13,678,154	14,568,971
Income Tax Act, 1961	9,409,658	7,958,769
Industrial Dispute Act, 1947	388,623	388,623
Gujarat Value Added Tax Act, 2003	16,783,536	16,783,536
Counter Guarantee given to banks for		
Service Tax	-	7,206,003
APMC License	-	3,000,000
Guarantee on behalf of Associated Concern	81,000,000	81,000,000
Guarantees Given on behalf of its Subsidiaries **	3,940,000,000	2,865,200,000
Other Money for which the Company is Contingently Liable		
Liability in respect of Bills Discounted with Banks	50,996,192	50,996,192

*Liability for service tax shown above is net of ₹1,123,595/- reversed under protest.

**The borrowings of the subsidiary company are primarily secured against the fixed assets of the subsidiary in case of term loan and current assets in case of working capital loans. The company being the holding company has provided corporate guarantee over and above the security provided by the subsidiary.

Note 38: Dividend

Particulars	March 31, 2018	March 31, 2017
Dividend on equity shares paid during the year		
Final dividend for the FY 2016-17 [₹1.25 (Previous year ₹3.75) per equity share of ₹5 each]	18,750,000	56,250,000
Dividend distribution tax on final dividend	3,817,125	11,451,375
Interim dividend for the FY 2017-18 [₹0.65 (Previous year ₹7.50) per equity share of ₹5 each]	19,500,000	112,500,000
Interim dividend for the FY 2017-18 [₹Nil (Previous year ₹3.22) per equity share of ₹10 each]	-	13,300,210
Dividend distribution tax on interim dividend	3,969,810	22,005,005
	46,036,935	**215,506,590**

Proposed Dividend

The Board of Directors at its meeting held on 5th May, 2018 have recommended a payment of final dividend of ₹1.35 (Rupees one and paisa thirty five only) per equity share of face value of ₹5 each for the financial year ended 31st March, 2018. The same amounts to ₹4.88 crores including dividend distribution tax of ₹0.83 crores.

The above is subject to approval at the ensuing Annual General Meeting of the Company and hence is not recognised as a liability.

Note 39: Expenditure on Research and Development

Particulars	March 31, 2018	March 31, 2017
Revenue Expenditure	26,614,538	23,077,713
Capital Expenditure other than Building	1,469,550	2,783,970
	28,084,088	**25,861,683**

Note 40: Capital Commitment

Estimated amount of contracts remaining to be executed on capital accounts amounted to ₹24,889,500/- (P.Y. ₹8,190,652/-).

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

Note 41: Disclosure under the Micro, Small and Medium Enterprises Development Act (MSMED), 2006

The Company has no dues towards principal and interest amount to micro, small and medium enterprise at the year end March 31, 2018. Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the Management. This has been relied upon by the auditors.

Note 42: Earning Per Share

Particulars	March 31, 2018	March 31, 2017
Weighted Average Number of Shares for Earning Per Share computation		
For Basic Earning Per Share of ₹5/- each*	30,000,000	30,000,000
For Diluted Earning Per Share of ₹5/- each	30,000,000	30,000,000
Net Profit Available for Equity Shareholders	534,663,344	549,339,992
Earning Per Share (Weighted Average)		
Basic Earnings Per Share ₹	17.82	18.31
Diluted Earnings Per Share ₹	17.82	18.31

* During the year Company has issued Bonus Shares in 1:1 ratio (refer Note No. 17 (b)) to eligible equity shareholder. The Earning Per Share figures for the year ended March 31, 2017 has been restated to give effect to the allotment of the bonus shares.

Note 43: Employee Benefit Obligation

The Company has recognised, in the Statement of Profit and Loss the following amount as contribution made under defined contribution plans.

(Amount in ₹)

Particulars	March 31, 2018	March 31, 2017
Provident Fund	19,113,318	17,012,269

Gratuity:

The Company operates a gratuity plan covering qualifying employees. The benefit payable is the greater of the amount calculated as per the Payment of Gratuity Act or the Company scheme applicable to the employee. The benefit vests upon completion of the five years of continuous service and once vested is payable to employee on retirement or on termination of employment. The Company makes annual contribution to the gratuity scheme administered by the Life Insurance Corporation of India through its Gratuity Trust Fund.

Changes in Present Value Obligation

Particulars	Gratuity (Funded)	
	March 31, 2018	March 31, 2017
Present Value Obligation at beginning of the period	57,007,593	46,500,638
Interest Cost	3,760,338	3,423,716
Current Service Cost	5,106,612	4,370,620
Past Service Cost	3,648,490	-
Benefits Paid	(1,598,513)	(1,212,643)
Acturial (Gain)/Loss	(15,832,100)	3,925,262
Present Value Obligation at the end of the period	52,092,420	57,007,593

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

Note 43: Employee Benefit Obligation (cond..)

Fair Value of Plan Assets (Amount in ₹)

Particulars	Gratuity (Funded)	
	March 31, 2018	March 31, 2017
Fair Value of Plan Assets at beginning of year	57,974,318	48,136,834
Expected Return on Plan Assets	4,927,924	4,282,533
Employer Contribution	9,471,375	6,767,594
Benefits Paid	(1,598,513)	(1,212,643)
Fair Value of Plan Assets at year end	69,909,829	57,974,318

Reconciliation of fair value of Plan Assets and Obligations

Particulars	Gratuity (Funded)	
	March 31, 2018	March 31, 2017
Present Value Obligation at beginning of the period	57,007,593	46,500,638
Fair Value of Plan Assets at beginning of year	57,974,318	48,136,834
Net asset/(liability) recognised in Balance Sheet	(966,725)	(1,636,196)

Expenses recognised during the year

Particulars	Gratuity (Funded)	
	March 31, 2018	March 31, 2017
Current Service Cost	5,106,612	4,370,620
Interest Cost	(323,604)	(374,491)
Past Service Cost	3,648,490	-
Actuarial (Gain) / Loss	8,431,498	3,996,129

Amounts to be recognised in Balance Sheet

Particulars	Gratuity (Funded)	
	March 31, 2018	March 31, 2017
Present Value Obligation at the end of the period	52,092,420	57,007,593
Fair Value of Plan Assets at year end	69,909,829	57,974,318
Funded Status	17,817,409	966,725
Net Asset/(Liability) recognised in the balance sheet	17,817,409	966,725

Other Comprehensive Income (OCI)

Particulars	Gratuity (Funded)	
	March 31, 2018	March 31, 2017
Acturial (Gain)/Loss recognised for the period	(15,832,100)	3,925,262
Return on plan assets excluding net interest	(843,982)	(484,326)
Total acturial (Gain)/Loss recognised in OCI	(16,676,082)	3,440,936

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

Note 43: Employee Benefit Obligation (cond..)

Investment Details

Particulars	March 31, 2018	March 31, 2017
Insurer Managed Fund	100%	100%

Assumptions and definitions:

Particulars	March 31, 2018	March 31, 2017
Discounting rate	7.68%	6.69%
Rate of increase in compensation level	4.00%	5.00%
Expected average remaining service	15.24	9.59
Mortality table	IALM (2006-08) Ult.	IALM (2006-08) Ult.
Attrition rate	PS: 0 to 5: 15%	PS: 0 to 44 :11%
	PS: 5 to 10: 5%	-
	PS: 10 to 44: 0%	-

The estimates of rate of escalation in salary considered in actuarial valuation, take into account inflation, seniority, promotion and other relevant factors including supply and demand in the employment market. The above information is certified by the actuary.

The Expected Rate of Return on Plan Assets is determined considering several applicable factors, mainly the composition of Plan Assets held, assessed risks, historical results of return on Plan Assets and the Company's policy for Plan Assets Management.

The expected contributions for Defined Benefit Plan for the next financial year will be in line with FY 2017-18.

Sensitivity Analysis

Significant Actuarial Assumptions for the determination of the defined benefit obligation are discount trade ,expected salary increase and employee turnover. The sensitivity analysis below, have been determined based on reasonably possible changes of the assumptions occurring at end of the reporting period , while holding all other assumptions constant. The result of Sensitivity analysis is given below:

(Amount in ₹)

Particulars	March 31, 2018		March 31, 2017	
	Decrease	Increase	Decrease	Increase
Change in discounting rate (delta effect of +/- 1%)	57,602,265	47,417,340	33,973,348	29,936,016
Change in rate of salary increase (delta effect of +/- 1%)	47,526,585	57,378,060	30,049,180	33,769,464

Note 44: Joint Venture Disclosure

The Joint Ventures details as on March 31, 2018 and its proportionate share in the Assets, Liabilities, Income and Expenditure with respect to its interest in this jointly controlled entity is:

(Amount in ₹)

Particulars	Country of Incorporation	Percentage of Holding	March 31, 2018	March 31, 2017
Vithal Castor Polyols Private Limited	India	50%		
Share of Company in Joint Venture				
Income			51,096,818	39,864,319
Expenditure			48,755,232	40,288,276
Assets			220,472,576	217,323,715
Liabilities			38,227,378	37,420,102
Contingent Liabilities			22,165,397	17,216,680
Capital Commitments			-	-

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

Note 45: Related Party disclosures
(As identified by the Management)
Related party disclosures as required by Indian Accounting Standard 24, "Related Parties Disclosures".

I. Related Parties and Nature of their Relationship

Parties where control exists

i. Ultimate Holding Entity
Udeshi Trust

ii Holding Company
Jayant Finvest Limited

iii. Joint Venture

Particulars	Principal Place of Business	Percentage of Shareholding		
		March 31, 2018	March 31, 2017	April 1, 2016
Vithal Castor Polyols Private Limited	India	50%	50%	50%

iv. Entities Associated with Subsidiary Company
Arkema Asie SAS
Arkema France
Casda Biomaterials Co. Limited

v. Entities Controlled by Directors and Relatives
Enlite Chemical Industries Limited
Gokuldas K. Udeshi Investment
Innovative Micro Systems Private Limited
Gokulmani Agricom Limited
Akhandanand Engineering & Trading Company

vi. Key Management Personnel

Mr. Abhay V. Udeshi	Chairman
Mr. Hemant V. Udeshi	Managing Director
Dr. Subhash V. Udeshi	Whole-time Director
Mr. Jayraj G. Udeshi	Whole-time Director
Mr. Mulraj G. Udeshi	Whole-time Director
Mr. Bharat M. Udeshi	Whole-time Director
Mr. Varun A. Udeshi	Whole-time Director
Mr. Francois Guillemet	Director
Mr. Suresh Ramchandran	Nominee Director
Mr. Vikram V. Udeshi	Chief Financial Officer
Mr. Dinesh M. Kapadia	Company Secretary
Mr. Krunal G. Veni	Company Secretary

vii. Relative of Key Management Personnel
Mr. Sudhir V. Udeshi
Mrs. Trupti A. Udeshi
Mr. Dhayvat H. Udeshi

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

Note 45: Related Party disclosures (cond..)

II. Details of Transactions with Related Parties Referred to in items above (Amount in ₹)

Particulars	Associate Company	Controlled by Directors & Relatives	Key Management Person	Others / Relatives
Sale of Goods				
Arkema France	3,774,342,906 (3,120,801,881)	- (-)	- (-)	- (-)
Casda Biomaterials Co. Limited	1,629,649,554 (937,587,043)	- (-)	- (-)	- (-)
Purchase of Goods				
Arkema France	253,133,809 (34,235,938)	- (-)	- (-)	- (-)
Storage Charges Paid				
Gokulmani Agricom Limited	- (-)	2,070,000 (2,070,000)	- (-)	- (-)
Remuneration				
Managing Director	- (-)	- (-)	6,569,767 (10,260,284)	- (-)
Whole-time Director	- (-)	- (-)	42,622,554 (53,494,517)	- (-)
Key Management Personnel (other than directors)	- (-)	- (-)	10,331,760 (11,683,029)	- (-)
Relative of Key Management Personnel	- (-)	- (-)	- (-)	- (1,506,446)
Rent paid				
Relative of Key Management Personnel	- (-)	- (-)	- (-)	630,000 (840,000)
Udeshi Trust	- (-)	13,085,083 (12,207,214)	- (-)	- (-)
Akhandanand Engineering & Trading Company	- (-)	6,336,000 (6,336,000)	- (-)	- (-)
Balance Outstanding at the year end				
i) Trade Receivable				
Arkema France	309,380,589 (287,795,644)	- (-)	- (-)	- (-)
Casda Biomaterials Co. Limited	197,712,084 (319,119,933)	- (-)	- (-)	- (-)
Akhandanand Engineering & Trading Company	- (-)	- (3,776,800)	- (-)	- (-)
ii) Deposit				
Akhandanand Engineering & Trading Company	- (-)	16,100,000 (16,100,000)	- (-)	- (-)

Note: Figures in the bracket are in respect of the previous year.

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

Note 45: Related Party disclosures (cond..)

Terms and conditions of transactions with related parties

a) The sale and purchase from related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year end are unsecured and interest free and settlement occurs in cash and cash equivalents. For the year ended March 31, 2018 the company has not recorded any impairment of receivables relating to amounts owed by related parties. This assessment is undertaken each financial year through examining the financial position of the related party and the market in which in which the related party operates.

b) Compensation of Key Management Personnel

Particular	March 31, 2018	March 31, 2017
Short - term employee benefit	59,524,081	75,437,830
Post employment gratuity and medical benefits	-	-
Other long term benefits	-	-
Termination benefits	-	-
Share based payment transaction	-	-
	59,524,081	**75,437,830**

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

Note 46: Segment Information

The business segment has been considered as the primary segment. The Company is organized into three business segments namely Castor Oil, Derivatives and Power Generation. These business segments have been identified considering the customers, the differing Risks and Returns and the Internal Financial Reporting System. Segment revenue, results, assets and liabilities have been accounted for on the basis of their relationship to the operating activities of the segment and the amounts allocated on a reasonable basis. The accounting principles consistently used in the preparation of the financial statements are also consistently applied to record income and expenditure in individual segments. These are as set out in the significant accounting policies. Income and direct expenses in relation to segments are categorized based on items that are individually identifiable to that segment, while the remainders of the costs are categorized in relation to the associated turnover of the segment.

Certain expenses such as depreciation, which form a significant component of total expenses, are not specifically allocable to specific segments as the underlying services are used interchangeably. The Company believes that it is not practical to provide segment disclosures relating to those costs and expenses, and accordingly these expenses are separately disclosed as "unallocated" and directly charged against total income. Fixed assets used in the Company's business or liabilities contracted have been identified to the reportable segments.

(Amount in Lakhs ₹)

Particulars	March 31, 2018					March 31, 2017				
	Castor Oil	Derivatives	Power Generation	Unallocable	Total	Castor Oil	Derivatives	Power Generation	Unallocable	Total
REVENUE										
Net Sales/Income from Operation										
Local	10,162.45	16,181.23	264.49	-	26,608.17	5,837.24	14,211.80	308.48	-	20,357.52
Export	167,509.96	60,975.78	-	-	228,485.74	95,597.76	50,825.35	-	-	146,423.11
Total Revenue	**177,672.41**	**77,157.01**	**264.49**	**-**	**255,093.91**	**101,435.00**	**65,037.15**	**308.48**	**-**	**166,780.63**
RESULT										
Segment Result	**5,496.98**	**8,922.08**	**199.84**	**-**	**14,618.90**	**4,017.36**	**8,357.07**	**250.30**	**177.10**	**12,801.83**
Unallocated Corporate Expenses					-					-
Operating Profit					**14,618.90**					**12,801.83**
Finance Cost					5,424.23					3,180.32
Interest Income					494.71					44.74
Income Tax					2,782.57					2,552.56
Deferred Tax					114.28					251.87
Net Profit after tax and before depreciation					**6,792.53**					**6,861.82**
OTHER INFORMATION										
Segment Assets	51,945.49	47,802.49	878.60	3,005.89	103,632.47	33,411.25	43,701.06	965.97	3,018.85	81,097.13
Total Assets	**51,945.49**	**47,802.49**	**878.60**	**3,005.89**	**103,632.47**	**33,411.25**	**43,701.06**	**965.97**	**3,018.85**	**81,097.13**
Segment Liabilities	44,498.21	23,393.84	-	3,511.39	71,403.44	26,975.32	23,459.25	-	2,492.60	52,927.17
Total Liabilities	**44,498.21**	**23,393.84**	**-**	**3,511.39**	**71,403.44**	**26,975.32**	**23,459.25**	**-**	**2,492.60**	**52,927.17**
Capital Expenditure	178.12	741.39	-	-	919.51	261.64	199.84	-	-	461.48
Total Capital Expenditure	**178.12**	**741.39**	**-**	**-**	**919.51**	**261.64**	**199.84**	**-**	**-**	**461.48**
Depreciation	282.86	732.83	68.57	-	1,084.26	269.09	729.58	68.57	-	1,067.24
Total Depreciation	**282.86**	**732.83**	**68.57**	**-**	**1,084.26**	**269.09**	**729.58**	**68.57**	**-**	**1,067.24**

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

Note 47: Foreign Currency Exposure

Particulars	Foreign Currency	March 31, 2018			March 31, 2017		
		Exchange Rate	Amount in Foreign Currency	Amount in ₹	Exchange Rate	Amount in Foreign Currency	Amount in ₹
I. Assets							
Receivables (trade & other)	USD	65.18	33,496,805	2,183,175,201	64.85	23,396,004	1,517,230,195
	EUR	80.21	217,212	17,422,336	69.29	316,979	21,964,295
Total Receivables (A)	USD	65.18	33,496,805	2,183,175,201	64.85	23,396,004	1,517,230,195
	EUR	80.21	217,212	17,422,336	69.29	316,979	21,964,295
Hedges by derivative contracts (B)	USD	65.18	33,496,805	2,183,175,201	64.85	23,394,669	1,517,144,248
	EUR	-	-	-	-	-	-
Unhedged receivables (C=A-B)	USD	-	-	-	64.38	1,335	85,947
	EUR	-	217,212	17,422,336	69.29	316,979	21,964,295
II. Liabilities							
Payables (trade & other)	USD	65.30	1,248,712	81,537,360	64.85	857,768	55,626,272
	JPY	-	-	-	0.59	232,700	136,502
Total Payables (D)	USD	65.30	1,248,712	81,537,360	64.85	857,768	55,626,272
	JPY	-	-	-	0.59	232,700	136,502
Hedges by derivative contracts (E)		-	-	-	-	-	-
Unhedged Payables (F=D-E)	USD	65.30	1,248,712	81,537,360	64.85	857,768	55,626,272
	JPY	-	-	-	0.59	232,700	136,502
III. Contingent Liabilities and Commitments							
Contingent Liabilities		-	-	-	-	-	-
Commitments		-	-	-	-	-	-
Total (G)		-	-	-		-	-
Hedges by derivative contracts (H)		-	-	-	-	-	-
Unhedged Payables (I=G-H)		-	-	-	-	-	-
Total unhedged FC Exposures (J=C+F+I)	USD	65.30	1,248,712	81,537,360	64.85	859,103	55,712,219
	EUR	80.21	217,212	17,422,336	69.29	316,979	21,964,295
	JPY	-	-	-	0.59	232,700	136,502

Note 48: Disclosure as per Regulation 53(F) of SEBI (Listing Obligation and Disclosure Requirements) Regulations

There was no loans and advances in the nature of loans given to subsidiaries, associates and firms or companies in which directors are interested.

Note 49: Disclosure as per Section 186 of the Companies Act, 2013

(i) There was no loans and advances in the nature of loans given to subsidiaries, associates and firms or companies in which directors are interested.

(ii) The guarantees issued by the Company in accordance with Section 186 of the Companies Act, 2013 read with rules issued thereunder is given in the below table:

Name of the party	Relationship	March 31, 2018	March 31, 2017
Ihsedu Agrochem Private Limited	Subsidiary Company	3,940,000,000	2,865,200,000

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

Note 50: Corporate Social Responsibility Expenses (Amount in ₹)

Particulars	March 31, 2018	March 31, 2017
Gross amount required to be spent by the Company during the year	8,700,000	5,500,000

Amount spent during the year on-

Sr. No.	Particulars	Paid	Yet to be paid	Total
(i)	Construction/acquisition of asset	-	-	-
(ii)	On purpose other than (i) above			
	Rural Development & Promoting Education	8,609,352	-	8,609,352
		8,609,352	**-**	**8,609,352**
	Previous Year	5,782,856		5,782,856

Note 51: Subscription to Share Warrant

During the year 2014-15, pursuant to Joint Venture Agreement, the company has subscribed to 36,000,000 share warrants of ₹5 each issued by Vithal Castor Polyols Pvt. Ltd. a joint venture of the company. These warrants entitles company to subscribe 36,000,000 equity shares of ₹5 each fully paid upon payment at any time after the period of 7 years but on or before 20 years from the date of issue of warrants made by the said associated enterprise.

Note 52: Long Term Derivative Contracts

The Company does not have any long term contracts or derivatives contract, which require provision of any foreseeable losses.

Note 53: Investor Education and Protection Fund

The Company has transferred the amount, required to be transferred, of ₹133,464 (P.Y. ₹308,390) to Investor Education and Protection Fund.

Note 54: Interest Income

Interest income include an amount of ₹45,745,190/- (P.Y. ₹Nil) received from Department of Commercial Tax in Gujarat as interest on VAT refunds.

Note 55: Approval of Financial Statements

The financial statements are approved for issue by the Audit Committee at its meeting held on 5th May, 2018 and by the Board of Directors on May 5, 2018.

Note 56: Previous Year Figures

Previous year figures have been regrouped/reclassified wherever necessary to correspond with the current year's classification.

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

Note 57: Additional information as required by Schedule III of the Companies Act, 2013

Additional information as required under Schedule III to the Companies Act, 2013, of enterprises consolidated as Subsidiaries/ Joint Ventures.

Name of the Entities	March 31, 2018							
	Net Assets i.e. total assets minus total liabilities		Share in profit / (loss)		Share in Other Comprehensive Income		Share in Total Comprehensive Income	
	As % of consolidated net assets	Amount	As % of consolidated profit/(loss)	Amount	As % of consolidated profit/(loss)	Amount	As % of consolidated profit/(loss)	Amount
A. Parent								
Jayant Agro-Organics Limited	83.85	2,702,481,617	79.35	424,268,421	67.14	(55,534,922)	81.59	368,733,499
B. Subsidiaries								
Ihsedu Agrochem Private Limited	15.94	513,865,021	20.14	107,704,057	32.86	(27,184,318)	17.82	80,519,739
Ihsedu Itoh Green Chemicals Marketing Private Limited	0.10	3,332,126	0.13	680,303	0.00	-	0.15	680,303
Ihsedu Coreagri Services Private Limited	0.03	978,948	(0.06)	(331,023)	0.00	-	(0.07)	(331,023)
C. Joint Ventures								
Vithal Castor Polyols Private Limited	0.00	2,245,199	0.00	2,341,585	0.00	-	0.01	2,341,585
	100.00	**3,222,902,910**	**100.00**	**534,663,343**	**100.00**	**(82,719,240)**	**100.00**	**451,944,103**

Name of the Entities	March 31, 2017							
	Net Assets i.e. total assets minus total liabilities		Share in profit / (loss)		Share in Other Comprehensive Income		Share in Total Comprehensive Income	
	As % of consolidated net assets	Amount	As % of consolidated profit/(loss)	Amount	As % of consolidated profit/(loss)	Amount	As % of consolidated profit/(loss)	Amount
A. Parent								
Jayant Agro-Organics Limited	84.48	2,379,785,054	83.73	459,957,886	103.57	29,143,845	84.70	489,101,731
B. Subsidiaries								
Ihsedu Agrochem Private Limited	15.38	433,345,280	16.29	89,478,125	(3.57)	(1,003,978)	15.32	88,474,146
Ihsedu Itoh Green Chemicals Marketing Private Limited	0.09	2,651,822	0.12	675,466	0.00	-	0.12	675,466
Ihsedu Coreagri Services Private Limited	0.05	1,309,971	(0.06)	(347,526)	0.00	-	(0.06)	(347,526)
C. Joint Ventures								
Vithal Castor Polyols Private Limited	(0.00)	(96,387)	(0.08)	(423,957)	0.00	-	(0.07)	(423,957)
	100.00	**2,816,995,741**	**100.00**	**549,339,994**	**100.00**	**28,139,867**	**100.00**	**577,479,859**

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

Note 58: First time adoption of Ind - AS 101 reconciliations

58.1 Reconciliation of Equity as previously reported under IGAAP to Ind AS

Particulars	Note	Balance Sheet as at March 31, 2017			Opening Balance Sheet as at April 1, 2016		
		IGAAP	Effects of Transition to Ind - AS	Ind AS	IGAAP	Effects of Transition to Ind - AS	Ind AS
ASSETS							
Non-Current Assets							
Property, plant and equipment	6	2,290,084,377	(85,324,341)	2,204,760,036	2,281,528,373	(9,118,499)	2,272,409,874
Capital work-in-progress		28,810,264	-	28,810,264	66,381,792	(62,436,041)	3,945,751
Intangible assets	7	1,170,195	-	1,170,195	-	-	-
Pre Operative Expenses		-	-	-	12,835,380	(12,835,380)	-
Financial assets							
Investments	8	18,375,250	90,531,897	108,907,147	1,909,000	90,327,571	92,236,571
Loans	9	2,228,436	(48,379)	2,180,057	2,714,753	(117,915)	2,596,838
Other financial assets	10	20,309,693	(4,727,768)	15,581,925	22,274,189	(19,677,351)	16,697,588
Other non-current assets	11	6,012,803	3,168,988	9,181,791	6,565,487	10,132,101	10,617,355
Income tax assets (net)	12	2,359,667	7,145,266	9,504,933	61,062,526	(50,445,171)	12,457,393
Current Assets							
Inventories	13	3,143,586,321	(4,168,556)	3,139,417,765	1,753,814,408	(2,483,000)	1,751,331,408
Financial Assets							
Trade Receivables	14	1,652,048,781	(1,478,434)	1,650,570,347	1,302,257,257	(50,043)	1,302,207,213
Cash and Bank Balances	15	40,091,084	(8,513,656)	31,577,428	210,858,721	(2,794,095)	208,064,626
Other Bank Balances	16	8,092,101	-	8,092,101	7,481,843	-	7,481,843
Loans	9	1,427,628	(208,119)	1,219,509	1,630,245	(220,569)	1,409,676
Other financial assets	10	142,266,810	(62,058)	142,204,752	134,795,055	(60,788,039)	74,007,015
Other Current Assets	11	764,216,629	(4,315,688)	759,900,941	678,322,404	(3,559,606)	674,762,798
		8,121,080,039	**(8,000,847)**	**8,113,079,192**	**6,544,431,432**	**(114,205,482)**	**6,430,225,949**
EQUITY AND LIABILITIES							
Equity							
Equity Share Capital	17	75,000,000	-	75,000,000	75,000,000	-	75,000,000
Other Equity	18	2,740,864,340	1,131,400	2,741,995,741	2,378,518,888	1,478,835	2,379,997,723
Minority Interest		169,330,745	(648,102)	168,682,643	141,391,288	2,814,275	144,205,563
Liabilities							
Non-Current Liabilities							
Financial Liabilities							
Borrowings	19	19,492,691	(12,000,000)	7,492,691	64,182,989	(15,250)	64,167,739
Deferred Tax Liabilities (Net)	20	381,327,698	(1,315,891)	380,011,807	353,970,250	(56,657,205)	297,313,045
Current Liabilities							
Financial Liabilities							
Borrowings	19	4,078,728,857	-	4,078,728,857	2,560,176,180	-	2,560,176,180
Trade Payables	21	392,594,706	(518,880)	392,075,826	457,586,736	(780,381)	456,806,355
Other Financial liabilities	22	166,514,253	(3,457,152)	163,057,101	365,987,710	(5,421,177)	360,566,533
Provisions	23	41,204,551	(460,328)	40,744,223	114,301,203	(56,250,000)	58,051,203
Other Current Liabilities	24	27,847,520	(255,026)	27,592,493	18,743,167	(97,911)	18,645,256
Income tax liabilities	25	28,174,679	9,523,130	37,697,809	14,573,021	723,332	15,296,352
TOTAL		**8,121,080,039**	**(8,000,847)**	**8,113,079,192**	**6,544,431,432**	**(114,205,482)**	**6,430,225,949**

Explanations for reconciliation of Balance Sheet as previously reported under IGAAP and Ind - AS.

The reconciliation pertains to Fair Valuation of Financial Instruments.

The reconciliation is on account of difference in the method prescribed for consolidation of Joint Ventures under IGAAP (line - by - line consolidation) and Ind-AS (share of profit method)

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

Note 58: First time adoption of Ind - AS 101 reconciliations (Contd.)

58.2 Reconciliation of Statement of Profit and Loss as previously reported under IGAAP to Ind AS

Particulars	Note	Profit or Loss for the year ended March 31, 2017		
		IGAAP	Effects of Transition to Ind - AS	Ind AS
Revenue from Operations	22	16,625,426,581	52,636,053	16,678,062,634
Other Income	23	38,118,309	4,556,796	42,675,105
Total Revenue		**16,663,544,890**	**57,192,849**	**16,720,737,739**
EXPENSES				
Cost of Materials Consumed	24	10,853,662,281	109,460,567	10,963,122,848
Purchases of Stock-in-Trade		3,046,555,929	-	3,046,555,929
Changes in Inventories of Finished Goods, Work-in-Process and Stock-in-Trade	25	(289,581,992)	1,893,427	(287,688,565)
Employee Benefits Expense	26	320,450,008	(7,426,052)	313,023,955
Excise Duty paid	27	-	62,739,923	62,739,923
Finance Costs	28	319,384,569	(1,352,225)	318,032,344
Depreciation and Amortization Expense	4&5	113,782,255	(7,056,892)	106,725,363
Other Expenses	29	1,453,028,372	(115,126,712)	1,337,901,660
Total Expenses		**15,817,281,422**	**43,132,035**	**15,860,413,457**
Profit Before Share of Net Profits/(Loss) of Investment and Tax		**846,263,468**	**14,060,814**	**860,324,282**
Share of net Profit/(Loss) of Joint Venture as per Equity Method		-	(423,957)	(423,957)
Profit Before Tax		**846,263,468**	**13,636,857**	**859,900,325**
Less: Tax Expense:				
Current Tax		260,778,000	-	260,778,000
Deferred Tax		27,357,448	(2,170,705)	25,186,743
Profit After Tax		**558,128,020**	**15,807,562**	**573,935,582**
Add: Mat Credit Entitlement of earlier years		5,521,902	-	5,521,902
Profit for the year before OCI		**563,649,922**	**15,807,562**	**579,457,484**
Other Comprehensive Income				
A. Items that will not be reclassified to profit or loss				
Remeasurement of the net defined benefit liability/asset		-	(3,440,936)	(3,440,936)
Income tax relating to items that will not be reclassified to profit or loss		-	1,166,091	1,166,091
B. Items that will be reclassified to profit or loss				
Fair value changes on cash flow hedges		-	30,081,835	30,081,835
Total Comprehensive Income for the Year		**563,649,922**	**43,614,552**	**607,264,474**

Explanations for reconciliation of Statement of Profit and Loss as previously reported under IGAAP to Ind - AS.

The reconciliation pertains to Fair Valuation of Financial Instruments

The reconciliation is on account of difference in the method prescribed for consolidation of Joint Ventures under IGAAP (line - by - line consolidation) and Ind-AS (share of profit method).

For and on behalf of the Board of Directors

Abhay V. Udeshi
Chairman
(DIN No. 00355598)

Hemant V. Udeshi
Managing Director
(DIN No. 00529329)

Place: Mumbai
Date: May 5, 2018

Vikram V. Udeshi
Chief Financial Officer

Dinesh M. Kapadia
Company Secretary

AOC – 1

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

Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures Part "A": Subsidiaries

(₹ in Lakhs)

Sr. No.	Name of the Subsidiary Company	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign Subsidiaries.	Share capital	Reserves & surplus	Total Assets	Total Liabilities	Investments	Turnover	Profit before taxation	Provision for taxation	Profit after taxation	Proposed Dividend	% of shareholding
1.	Ihsedu Agrochem Private Limited (IAPL)	-	-	732.35	6842.41	52208.50	44633.73	0.06	196456.06	2217.39	783.25	1434.14	Nil	75.10
2.	Ihsedu Itoh Green Chemicals Marketing Private Limited (IIGCM)	-	-	125.00	55.53	188.03	7.50	178.29	23.66	15.36	4.02	11.34	Nil	60
3.	Ihsedu Coreagri Services Private Limited (ICAS)	-	-	5.00	9.79	15.09	0.30	-	0.82	(3.31)	-	(3.31)	NIL	100

1. Names of subsidiaries which are yet to commence operations: Nil
2. Names of subsidiaries which have been liquidated or sold during the year: Nil

Part "B": Associates and Joint Ventures

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

(₹ in Lakhs)

Sr. No.	Name of the Associate Company	Latest audited Balance Sheet Date	Shares of Associate/Joint Ventures held by the company on the year end			Description of how there is significant influence Investments	Reason why the associate/joint venture is not consolidated Profit before taxation	Networth attributable to Shareholding as per latest audited Balance Sheet	Profit / (Loss) for the year % of shareholding	
			No.	Amount of Investment	% of Holding				Considered in Consolidation	Not Considered in Consolidation
1.	Vithal Castor Polyols Private Limited (VCPPL)	31.03.2018	18000000	900.00	50	The Company holds 50% of the Voting rights in VCPPL	-	1822.45	23.42	23.42

1. Names of associates or joint ventures which are yet to commence operations. Nil
2. Names of associates or joint ventures which have been liquidated or sold during the year. Nil

For and on behalf of the Board of Directors
Abhay V. Udeshi
Chairman

Place: Mumbai
Date: May 30, 2018

JAYANT AGRO-ORGANICS LTD.

(CIN L24100MH1992PLC066691)
Regd. Office: 701, Tower "A", Peninsula Business Park,
Senapati Bapat Marg, Lower Parel (West), Mumbai 400 013.
Email: investors@jayantagro.com, **Website:** www.jayantagro.com
Phone: 022- 40271300, **Fax:** 022-40271399

PROXY FORM

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

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

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

1) Name:.. address: ....
Email Id: .... Signature:......................................or failing him;

2) Name:.. address: ....
Email Id: .... Signature:......................................or failing him;

3) Name:.. address: ....
Email Id: .... Signature:...;

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 26th Annual General Meeting of the Company, to be held on Saturday, July 28, 2018 at 3.00 p.m. at M. C. Ghia Hall, Bhogilal Hargovindas Bldg., 4th floor, 18/20, K. Dubash Marg, Mumbai 400 001 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	RESOLUTIONS	Optional*	
Ordinary Business		For	Against
1.	Adoption of Financial Statements for year ended March 31, 2018.		
2.	Confirmation of an Interim Dividend and Approval of Final Equity Dividend for the year ended March 31, 2018.		
3.	Reappointment of Dr. Subhash V. Udeshi, who retires by rotation		
4.	Ratify the appointment of M/s. Vatsaraj & Co., as Statutory Auditors and fixing their remuneration.		
Special Business			
5.	Ratification of Remuneration to be payable Cost Accountant of the Company (M/s. Kishore Bhatia & Associates) for the Financial Year 2018-19		
6.	Appointment of Mr. Abhay V. Udeshi as Chairman and whole-time director		
7.	Reappointment of Dr. Subhash V. Udeshi, as whole-time director of the company		
8.	Further Issue of Equity Shares		
9.	Issue of Debt Securities on Private Placement basis		
10.	Reclassification of Promoters of the Company		
11.	Approval of related party transaction under sec. 188 (1) (a)		
12.	Approval of related party transaction under sec. 188 (1) (d)		
13.	Approval of continuity in directorship of Mr. Jayasinh V. Mariwala		
14.	Approval of continuity in directorship of Mr. Vijay Kumar Bhandari		
15.	Approval of continuity in directorship of Mr. Deepak V. Bhimani		

Signed this .... day of 2018

Signature of shareholder ....

Signature of Proxy holder(s)...

Affix Revenue Stamp

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 26th Annual General Meeting.
3. *It is optional to a "X" in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.
4. Please complete all details including details of member(s) in above box before submission.

NOTES

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ATTENDANCE SLIP

I / We hereby record my/our presence at the 26th Annual General Meeting of the Company at M. C. Ghia Hall, Bhogilal Hargovindas Bldg., 4th floor, 18/20, K. Dubash Marg, Mumbai 400 001 on Saturday, July 28, 2018 at 3.00 p.m.

Folio No.	DP ID. No.	Client Id No.

Name of the Member .... Signature ....

Name of the Proxyholder .... Signature ....

Notes:

1. Please complete the Folio / DP ID – Client ID No., name and sign this Attendance Slip and hand it over at the Attendance Verification Counter at the ENTRANCE OF THE MEEITNG HALL.
2. Electronic copy of the Annual Report for F.Y. 2017-18 and Notice of the Annual General Meeting (AGM) along with Attendance Slip and Proxy Form is being sent to all the members whose email address are registered with the Company / Depository Participant unless any member has requested for a hard copy of the same. Members receiving electronic copy and attending the AGM can print copy of this Attendance Slip.
3. Physical copy of the Annual Report for F.Y. 2017-18 and Notice of the Annual General Meeting alongwith Attendance Slip and Proxy Form is sent in the permitted mode(s) to all members whose email is not registered or have requested for hard copy.

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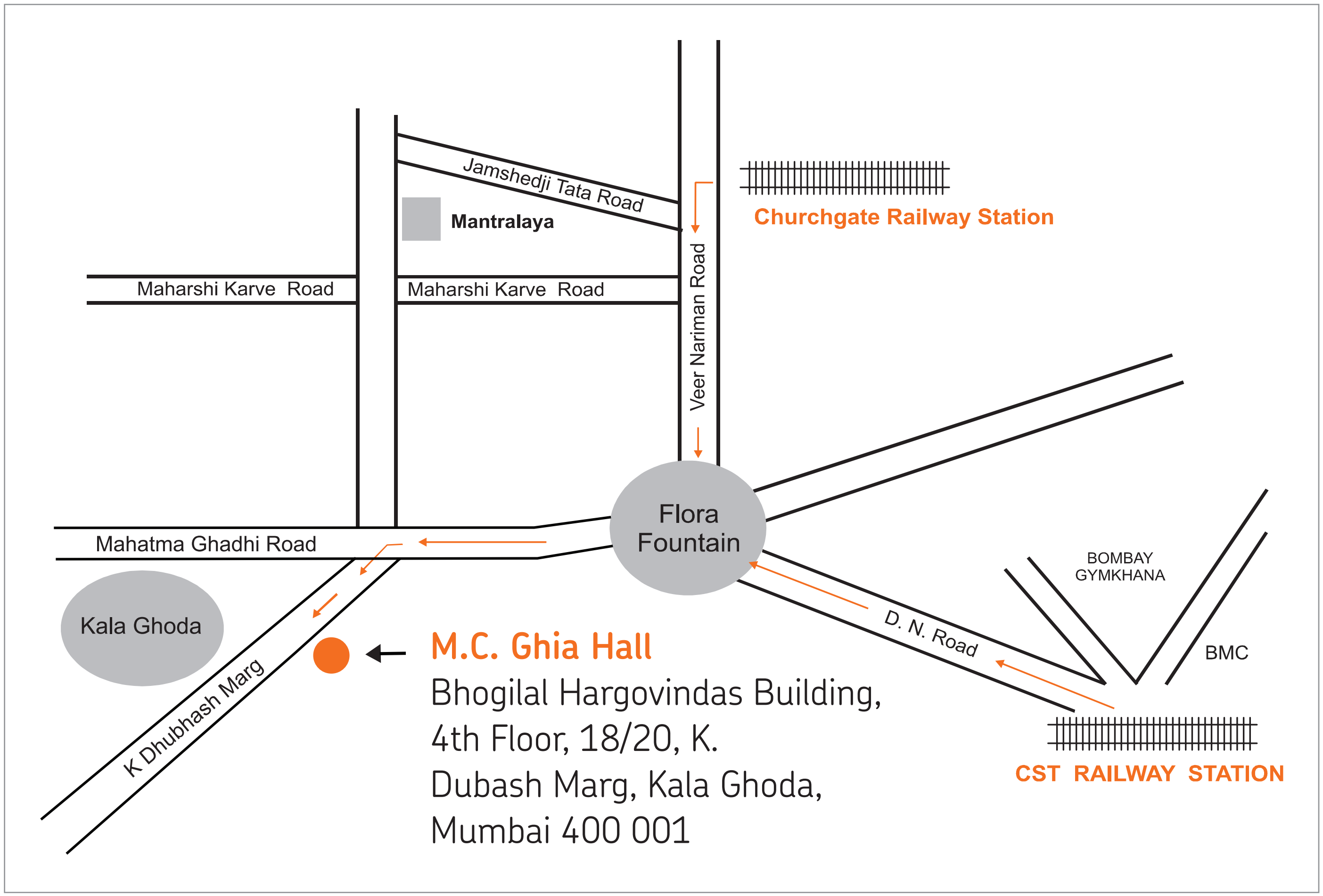
Route Map for AGM Venue.



Average Castor Seed - Market Yard Price - April 2003 to March 2018

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Leadership through Innovation

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