



**BANGALORE FORT FARMS LIMITED**

**ANNUAL REPORT 2016-2017**

**Registered Office:** Kanaka Nivas, 558 MVJ International School Road,  
1<sup>st</sup> Cross Marathalli Colony, Bangalore, Karnataka-560037.  
**Corporate Office:** "Anandlok"227,A.J.C.Bose Road, Block-A, 2nd Floor,  
Room No. 207, Kolkata-700020. Tel:(033)22895101  
E-mail: [info@bangalorefortfarms.com](mailto:info@bangalorefortfarms.com) Website: [www.bangalorefortfarms.com](http://www.bangalorefortfarms.com)

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**Board of Director:**

Mrs. Bhavya Ram Iyengar, Managing Director  
Mr Srinivasan Ramakrishna Iyengar, Director  
Mr. S.V.Ramani, Independent Director  
Mrs. Santa Ghosh, Independent Director

**Company Secretary & Compliance Officer:**

Miss Sana Sultan

**Statutory Auditors:**

M/s Ajay K Mishra & Company  
Chartered Accountant  
105, Mahatma Gandhi Road,,  
Kolkata-700007

**Registrar and Share Transfer Agent:**

Cameo Corporate Services Limited  
"Subramanian Building"  
#1, Club House Road Chennai 600002-India  
Ph :91-44-28460390  
Fax : 91-44-28460129  
Email:cameo@cameoindia.com

**Audit Committee**

Mr. S.V.Ramani Chairman  
Mrs. Santa Ghosh Member  
Mr. Srinivasan Ramakrishna Iyengar Member

**Chief Financial Officer**

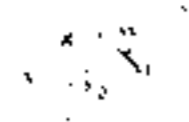
Mr. Subir Kumar Dasgupta

**Banker:**

Canara Bank  
Kolkata Branch  
Lower Circular Road kolkata-700020

**Registered Office**

Kanaka Nivas, 558 MVJ International School Road,  
1<sup>st</sup> Cross Marathalli Colony ,Bangalore,  
Karnataka - 560004  
Tel: 080-26770004



**BANGALORE FORT FARMS LIMITED**

CIN: L51101KA1968PLC001643

Registered Office: Kanaka Nivas 558 MVJ International School Road, 1<sup>st</sup> Cross Marathalli Colony, Bangalore, Karnataka - 560004.  
Tel: 0833-22893101, E-mail: [info@bangalorefortfarms.com](mailto:info@bangalorefortfarms.com) Website: [www.bangalorefortfarms.com](http://www.bangalorefortfarms.com)



CIN: L51101KA1966PLC001643

**Registered Office:** Kanaka Nivas, 558 MVJ International School Road, 1<sup>st</sup> Cross Marathalli Colony, Bangalore, Karnataka-560037.

**Corporate Office:** "Anandlok" 227, A.J.C. Bose Road, Block-A, 2nd Floor, Room No. 207, Kolkata-700020.

Tel: 033122895101

E-mail: [info@bangalorefortfarms.com](mailto:info@bangalorefortfarms.com) Website: [www.bangalorefortfarms.com](http://www.bangalorefortfarms.com)

#### NOTICE

**NOTICE IS HEREBY** given that the 50th Annual General Meeting of **BANGALORE FORT FARMS LIMITED** will be held on **Monday, 25<sup>th</sup> September, 2017** at **11:30 A.M.** at the Board Room of Vasavi Convention Centre, Vani Vilas Road, V V Puram, Bangalore - 560 004 to transact the following business:-

#### **Ordinary Business:**

- 1) To receive, consider and adopt the Audited Financial Statement for the Financial year ended March 31, 2017 and the Reports of the Auditors and Directors thereon.
- 2) To appoint a Director in the place of Mr. S. Ramakrishna Iyengar (DIN-05255039), who retires by rotation and being eligible, offers himself for re-appointment.
- 3) To re-appoint Auditors of the Company and fix their remuneration and to pass, the following resolution, as an Ordinary Resolution:

**"RESOLVED THAT** Pursuant to the provisions of section 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder, pursuant to the recommendation of Audit Committee, the Company hereby reappoint M/S Ajay K Mishra & Company, Chartered Accountants (Firm Registration No. 327472E) as the Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the Fifty Fourth Annual General Meeting of the Company to be held in the year 2021, (the firm has been appointed as Statutory Auditor on 21<sup>st</sup> December, 2016 for the Financial Year 2016-2017, on sudden demise of earlier Auditor of the Company) subject to ratification as to the said re-appointment by the Members at every Annual General Meeting, at such remuneration plus applicable taxes and out of pocket expenses as shall be fixed by the Board of Directors in consultation with the Auditors."

**"RESOLVED FURTHER THAT** the Board of the Company be and is hereby authorized to determine the remuneration payable to the Auditors from time to time."

#### **Special Business:**

#### **4) Appointment of Mr. S.V Ramani as an Independent Director.**

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

**"RESOLVED THAT,** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, **Mr. S.V Ramani (DIN: 00490771)** who has been appointed as an Additional Director of the Company by the Board of Directors with effect from 2<sup>nd</sup> December, 2016 in terms of Section 161(1) of the Companies Act, 2013 and whose term of office expires at this Annual General Meeting and in respect of whom the Company has received a consent letter and a declaration from him that he meets the criteria of independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 years i.e till 30 September, 2022 ."

**"RESOLVED FURTHER THAT** Mr. Srinivasan Ramakrishna Iyengar, Director of the Company be and is hereby authorized to do all such acts, deeds and things as may be expedient, necessary and desirable for the purpose of giving effect to this resolution."

#### **5) Appointment of Mrs. Santa Ghosh as an Independent Director.**

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

**"RESOLVED THAT,** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors)



Rules, (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, **Mrs. Santa Ghosh (DIN: 076623937)** who has been appointed as an Additional Director of the Company by the Board of Directors with effect from 2<sup>nd</sup> December, 2016 in terms of Section 161(1) of the Companies Act, 2013 and whose term of office expires at this Annual General Meeting and in respect of whom the Company has received a consent letter, and a declaration from her that she meets the criteria of independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 years i.e. upto 30<sup>th</sup> September, 2022."

**"RESOLVED FURTHER THAT** any of the Director of the Company be and is hereby authorized to do all such acts, deeds and things as may be expedient, necessary and desirable for the purpose of giving effect to this resolution."

**6) ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS:**

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

**"RESOLVED THAT** pursuant to the provision of Sections 42 & 62 and all other applicable provisions, if any, of the Companies Act, 2013 and Rule 13 of Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any statutory modification thereto or re-enactment thereof for the time being in force) and in accordance with the Foreign Exchange Management Act, 1999 (including any amendment, modification, variation or re-enactment thereof, and pursuant to the applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (the **"SEBI (ICDR) Regulations, 2009"**) as in force, and subject to the Regulations/Guidelines, if any, issued by the Government of India, Securities and Exchange Board of India (**"SEBI"**), the Stock Exchanges where the shares of the company are listed and any other applicable laws, rules and regulations (including any amendment thereto or re-enactment thereof for the time being in force) and the relevant provisions of the Memorandum and Articles of Association of the Company and LODR Agreement entered into by the Company with the Stock Exchanges where the shares of the Company are listed, and subject to such approvals, consents, permissions and sanctions as may be required from the Government of India, Reserve Bank of India, Securities and Exchange Board of India, Stock Exchange and any other relevant statutory, governmental authorities or departments, institutions or bodies (**"Concerned Authorities"**) in this regard consent of the members be and is hereby accorded to issue and allot, for cash, upto 23,90,000 (Twenty Three Lakhs Ninety Thousand) equity shares of Rs. 10/- (Rupees Ten Only) each at a premium of Rs. 1.75/- (Rupee One and Paise Seventy Five Only) as per Valuation Report issued by Independent Chartered Accountants, as per provisions of Regulation 76A of Chapter VII of SEBI (ICDR) Regulations, 2009 for Preferential Issue on such terms and conditions and in such manner as the Board may in its absolute discretion deem fit to the following entities as mentioned below:

Sl. No.	Name of the proposed allottee	Quantity	Allotment to: OIR / MF / PE / FPI / Bank / Other
1.	SharbantiSingha Roy	250,000	Others
2.	Prabhat Singh	50,000	Others
3.	Parmeshwar Singh	100,000	Others
4.	Rajesh Kumar Srivastava	50,000	Others
5.	KasinJameelZaidi	150,000	Others
6.	Ashutosh Kumar	100,000	Others
7.	Ajay Kumar Singh	50,000	Others
9.	Md. MaqsoodAlam	200,000	Others
10.	Vinay Kumar Singh	100,000	Others
11.	ROS Insurance Advisors Private Limited	444,400	Others
12.	Jagsakti Merchandise Private Limited	800,000	Others
13.	Revati Holdings Private Limited	95,600	Promoter



TOTAL	23,90,000	
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**"RESOLVED FURTHER THAT** the Equity Shares shall be issued and allotted by the Company to the above-mentioned Strategic Investors, inter alia, subject to the following:

- the equity shares to be issued and allotted pursuant to the preferential allotment, shall be in dematerialized form only.
- the equity shares to be issued and allotted shall be subject to the Memorandum and Article of Association of the Company and shall be listed and traded on the Stock Exchanges and shall rank paripassu in all respects with the existing equity shares of the Company.
- the new equity shares to be allotted to the allottee shall be subject to a lock-in period in accordance with regulation 78 of the SEBI (ICDR) Regulations, 2009.
- the Board be and is hereby authorized to decide and approve the other terms and conditions of the issue of equity shares, and also shall be entitled to vary, modify or alter any of the terms and conditions, including the issue price on a higher side than mentioned above, as it may deem expedient, without being required to seek any further consent or approval of the Company in a General Meeting."

**"RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things and resolve any doubts, difficulties or questions that may arise in regard to offer, issue and allotment of Equity Shares and to effect any modification to the foregoing (including any modification of terms of the said issue) and to execute all such writings, documents and instruments as the Board may at its absolute discretion deem fit, necessary, expedient or desirable."

**"RESOLVED FURTHER THAT** the Board be and is hereby Authorized to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) of the Company and to generally do all such acts, deeds and things as may be necessary or incidental to give effect to the aforesaid resolutions."

**"RESOLVED FURTHER THAT** the Board be and is hereby Authorized to accept any amendments, modifications, variations and alterations as the SEBI or any other regulatory authority may stipulate in that behalf."

**"RESOLVED FURTHER THAT** any of the Directors of the Company be and hereby severally Authorized to do all such acts, deeds and take such steps as may be required to give effect to the above resolutions."

**By Order of the Board  
For BANGALORE FORT FARMS LIMITED**

**Srinivasan Ramakrishna Iyengar  
Director  
DIN: 05255039**

**Place: Kolkata  
Date: 12<sup>th</sup> August, 2017**

**NOTES:**

- 1) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** The proxy form duly completed and signed, should be deposited with the company, at the registered office at least 48 hours before the time of the meeting. Proxies submitted on behalf of the Companies, societies, etc., must be supported by an appropriate resolution/authority as applicable. A proxy form for the Annual General Meeting is enclosed.

A person can act as a proxy on behalf of the members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or members

As per Secretarial Standard on General Meeting (SS-2), the Proxy-holders are requested to bring valid identity proofs (viz., PAN Card, Voter ID, Passport, Aadhar Card, Driving License, Bank Pass Book with attested customer photograph and signature etc.) at the venue of the meeting for identification.

- 2) Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their



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representative to attend and vote on their behalf in the meeting.

- 3) The Explanatory Statement setting out material facts, pursuant to Section 102 of the Companies Act, 2013, in respect to the Special Businesses under Item No. 4, 5 and 6 of the accompanying Notice is annexed hereto.
- 4) A brief resume of each of the director proposed to be reappointed, nature of his expertise in specific functional areas, names of companies in which he holds directorship and membership / chairmanship of Board Committees, shareholding and relationships between directors inter se as stipulated under Regulation 36 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standard on General Meeting (SS-2), are provided in Details of Director seeking reappointment at the Annual General Meeting annexed hereto.
- 5) Pursuant to Section 91 of the Companies Act, 2013 read with Rules framed thereunder and Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR), the Register of Members and the Share Transfer Books of the Company will remain closed from Tuesday, September 19, 2017 to Monday, September 25, 2017 (both days inclusive).
- 6) The notice of Annual General Meeting will be sent to the members, whose names appear in the register of members/ depositories as at closing hours of business, on or before 18<sup>th</sup> August, 2017.
- 7) Members are requested to bring their copy of Annual Report at the Meeting and produce the enclosed attendance slip at the entrance to the place of the meeting.
- 8) All documents referred to in the accompanying Notice shall be open for inspection at the Registered Office of the Company on weekdays (3:00 p.m. to 5:00 p.m.) up to and including the date of the Annual General Meeting of the Company.
- 9) The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
- 10) The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
- 11) Members holding shares in physical form are requested to intimate immediately change of address, bank account etc. if any, quoting their Folio number to the Company's Registrars and Share Transfer Agents viz., Cameo Corporate Services Limited, Subramanian Building #1, Club House Road, Chennai - 600 002 (Tel No. 044-28461989 / 64555841, Website: [www.cameoindia.com](http://www.cameoindia.com)).
- 12) Copies of the Annual Report 2016-2017, the Notice of the 50<sup>th</sup> Annual General Meeting, instructions for e-voting, Attendance Slip and Proxy Form, are being sent by electronic mode only to all the members whose email addresses are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the Annual Report 2016-2017, the Notice of the 50<sup>th</sup> Annual General Meeting, instructions for e-voting, Attendance Slip and Proxy Form are being sent by the permitted mode. Members may register their email address by visiting Website namely [www.cameosys@cameoindia.com](http://www.cameosys@cameoindia.com) of our Registrar and Share Transfer Agent.
- 13) Members may also note that the Notice of the Annual General Meeting and the Annual Report for 2016-2017 will also be available on the Company's website [www.info@bangalorefortfarms.com](http://www.info@bangalorefortfarms.com) for their download. 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. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the members may also send requests to the email id: [www.cameosys@cameoindia.com](mailto:www.cameosys@cameoindia.com)
- 14) Members seeking any information with regard to Accounts may write to the Company 7 (seven) days before the date of the Annual General Meeting.
- 15) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN to the Company or its Registrar and Share Transfer Agent.
- 16) Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The nomination form can be downloaded from the Company's website.



- 17) Members are requested to furnish or update their e-mail IDs with the Registrar for sending the soft copies of the Annual Report of the Company as required vide circular no.17/2011 dated April 21, 2011 and circular no.18/2011 dated April 29, 2011 issued by the Ministry of Corporate Affairs and to avail remote e-voting facility in respect of the resolutions which would be passed at the General Meetings of the Company.
- 18) Pursuant to prohibition imposed vide Secretarial Standard on General Meeting (SS-2) issued by The Institute of Company Secretaries of India and The Ministry of Corporate Affairs circular, no gifts/coupons shall be distributed at the Meeting.

**I. Voting through electronic means:**

- a. Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, as amended from time to time, the Company is pleased to provide its members facility of 'remote e-voting' (e-voting from a place other than venue of the AGM) to exercise their right to vote at the 50<sup>th</sup> Annual General Meeting. The business may be transacted through e-voting Services provided by Central Depository Services (India) Limited (CDSL).
- b. The facility for voting either through ballot/polling papers shall also be made available at the venue of the 50<sup>th</sup> Annual General Meeting. The members attending the meeting, who have not cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. The members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM.
- c. B. Nair & Company, Practicing Company Secretary, (Membership No. 5546) (Address: L-73/1S.S.Township Phase-1, Kolkata - 700061) has been appointed as the Scrutinizer for conducting the remote e-voting and voting process at the AGM in a fair and transparent manner.
- d. The e-Voting procedure to be followed by the shareholders to cast their votes:

**In case of Members who receive the Notice in electronic mode:**

- (i) The voting period begins 21<sup>st</sup> September, 2017 (10:00 am) and ends on 23<sup>rd</sup> September, 2017 (5.00 pm). During this period the shareholders' of the company, holding shares in dematerialized form, as on the cut-off date i.e. 18<sup>th</sup> September, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after 5.00 pm on 23<sup>rd</sup> September, 2017.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (iv) Click on "Shareholders" tab.
- (v) Now Enter your User ID
  - a. For **CDSL**: 16 digits beneficiary ID,
  - b. For **NSDL**: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in Demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

Particulars	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>



Dividend Bank Details	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.
OR Date of Birth (DOB)	If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <BANGALOERE FORT FARMS LIMITED>.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the votes cast by you by clicking on "Click here to print" option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Note for Institutional Shareholders and Custodians
- Non-Individual shareholders - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details, a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**B. In case of Members who receive the Notice by post:**

- (i) User ID and initial password will be provided with the Notice for the AGM.
- (ii) Please follow the steps from Sl. Nos. (iii) to (xx) mentioned in (A) above, to cast your vote.

**C. Members already registered with CDSL for remote e-voting can use their existing user ID and password for Login. Thereafter please follow the steps from Sl. Nos. (xii) to (xx) mentioned in (A) above, to cast your vote.**

**General Information**

- (a) Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e. 18<sup>th</sup> September, 2017, may obtain the USER ID and



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password by sending an e-mail request to [camcosys.cameoindia.com/contact](mailto:camcosys.cameoindia.com/contact) at [info@bangalorefortfarms.com](mailto:info@bangalorefortfarms.com)

- (b) There will be one vote for every Client ID No. / Registered Folio No. irrespective of the number of joint holders.
- (c) The Results of voting will be declared within 48 hours from the conclusion of the AGM and the Resolutions will be deemed to be passed on the date of the AGM, subject to receipt of requisite number of votes. The declared Results, alongwith the Scrutinizer's Report, will be available forthwith on the Company's corporate website [www.bangalorefortfarms.com](http://www.bangalorefortfarms.com) and on the website of CDSL; such Results will also be forwarded to The Calcutta Stock Exchange Limited and The Bombay Stock Exchange Limited.

**EXPLANATORY STATEMENT as required under Section 102 of the Companies Act, 2013****Item No. 4.**

Mr. S.V.Ramani (DIN: 00490771) has been an Additional Director of the Company on and after 2<sup>nd</sup> December, 2016 is considered as an Independent Director under SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. Mr. S.V. is a qualified Chartered Accountant from the Institute of Chartered Accountants of India. He is a member of Indian Council of Arbitration, New Delhi. He is an associate member of The Institute of Chartered Accountants of India and The Institute of Company Secretaries of India. He joined Ontrack Systems Limited in June 1998 as Financial Consultant and since January 2000 as Director (Legal) and Company Secretary. Prior to Ontrack Systems Limited, he held responsibilities in Shraichi Securities Limited (3 years) as Senior Vice President (F) & Secretary and in M/s. Steel Authority of India Limited & Maharashtra Elektros melt Ltd (17 years) as Company Secretary & Legal Advisor. He has 22 years of experience in various areas of Finance and Company Law.

As per the provisions of Section 149 of the Act, which has come into force with effect from 1<sup>st</sup> April, 2014, an independent director shall hold office for a term up to five consecutive years on the Board of a company and is not liable to retire by rotation. Mr. S.V.Ramani has given a declaration to the Board that he meets the criteria of independence as provided under Section 149 (6) of the Act.

The matter regarding appointment of Mr. S.V.Ramani as Independent Director was placed before the Nomination & Remuneration Committee, which recommends his appointment as an Independent Director up to 30<sup>th</sup> September, 2022.

In the opinion of the Board, Mr. S.V.Ramani fulfills the conditions specified in the Act and the Rules made thereunder for appointment as Independent Director and he is independent of the management.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mr. S.V.Ramani as Independent Director is now being placed before the Members in general meeting for their approval.

The terms and conditions of appointment of Independent Directors shall be open for inspection by the Members at the Registered Office during normal business hours on any working day of the Company.

Mr. S.V.Ramani is interested and concerned in the Resolution mentioned at Item No.4 of the Notice. Other than Mr. S.V.Ramani, no other Director, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolution mentioned at Item No. 4 of the Notice.

**Item No. 5.**

Mrs. Santa Ghosh (DIN: 07623937) has been an Additional Director of the Company on and after 2<sup>nd</sup> December, 2016 is considered as an Independent Director under SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. Mrs. Santa Ghosh is Masters in Public Administration. Three years of experience in a NGO (Socio Economic Study) as a Team Leader. Currently associated with Kotak Mahindra in Life Insurance as a Self Manager.

As per the provisions of Section 149 of the Act, which has come into force with effect from 1<sup>st</sup> April, 2014, an independent director shall hold office for a term up to five consecutive years on the Board of a company and is not liable to retire by rotation. Mrs. Santa Ghosh has given a declaration to the Board that she meets the criteria of independence as provided under Section 149 (6) of the Act.

The matter regarding appointment of Mrs. Santa Ghosh as Independent Director was placed before the Nomination & Remuneration Committee, which recommends her appointment as an Independent Director up to 30<sup>th</sup> September, 2022.

In the opinion of the Board, Mrs. Santa Ghosh fulfills the conditions specified in the Act and the Rules made thereunder for appointment as Independent Director and she is independent of the management.

**Annual Report – 2016-17**

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mrs. Santa Ghosh as Independent Director is now being placed before the Members in general meeting for their approval.

The terms and conditions of appointment of Independent Directors shall be open for inspection by the Members at the Registered Office during normal business hours on any working day of the Company.

Mrs. Santa Ghosh is interested and concerned in the Resolution mentioned at Item No.5 of the Notice. Other than Mrs. Santa Ghosh, no other Director, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolution mentioned at Item No. 5 of the Notice.

**Item No.6:**

To meet the business requirements of the Company, the Board of Directors propose to issue further shares to infuse long term funds into the Company by issue of 2,390,000 Equity Shares of the Face Value of Rs. 10/- each on preferential allotment basis in terms of the provisions of Section 42 and Section 62 of the Companies Act, 2013.

**The necessary information and disclosures pertaining to the proposed Preferential Allotment in terms of the Regulation 73 of SEBI (ICDR) Regulations, 2009 are set out as below:**

- a) **Object of the Issue:** The main object of the issue of equity shares pursuant to the Resolution set out in the accompanying Notice shall be to augment resources for meeting its business requirements, expansion plans and also to meet working capital requirements of the Company and other general corporate purpose.
- b) **Total number of shares to be issued:** The Company intends to issue 23,90,000 Equity Shares of the face value of Rs.10/- each.
- c) **Price at which the allotment is proposed:**  
The issue price is in accordance with Regulation 76A of the SEBI (Issue of Capital and Disclosure Requirements) Regulations 2009. The valuation is Rs. 11.75/- (Rupees Eleven and Paise Seventy Five Only) as per Regulation 76A of the ICDR Regulations, 2009. Presently the shares of the Company fall into the infrequently traded category.
- d) **Class or classes of persons to whom the allotment is proposed to be made:** A Promoter and Non-promoters of the Company.
- e) **The Intention of the Promoters/Promoter Group/Directors/Key Management Persons to subscribe to this Offer:** The Promoter is interested to the limited extent of equity shares 95600 being equity shares issued to them on Preferential Basis.
- f) **Proposed time within which the allotment shall be completed:** The Board proposes to allot the Equity Shares within a period of 15 (fifteen) days from the date of passing of the resolution by the Shareholders in the General Meeting, provided that when the allotment on preferential basis is pending on account of pendency of any approval or permission for such allotment by any Regulatory Authority or the Central Government, the period of 15 (fifteen) days shall be counted from the date of such approval or permission.
- g) **Number of persons to whom allotment on preferential basis already been made during the year, in terms of number of securities as well as price:** None

**h) Shareholding Pattern before and after the Offer:**

PARTICULARS	PRE PREFERENTIAL ISSUE		POST PREFERENTIAL ISSUE (Assuming full allotment of 23,90,000 Equity Shares)	
	No. of Shares	% of share capital	No. of Shares	% of share capital
A. Promoters & Promoter Group				
a. Indian Promoters	1595693	61.26%	1691293	33.86%
b. Foreign Promoter				
Total for Promoter Group				
B. Public Shareholdings				
I Institutional				
Financial institutions/ bank	310	0.01%	310	0.01%



ii Non Institutional				
- Bodies Corporate	51673	1.98%	1296073	25.95%
- Individuals				
Individual shareholders holding nominal share capital up to Rs.2 Lakh	501771	19.26%	1301771	26.06%
Individual shareholders holding nominal share capital excess of Rs.2 Lakh	254120	9.75%	504120	10.00%
- NRIs/ OCBs	200000	7.68%	200000	4.00%
- Clearing Members				
- HUF	1433	0.06%	1433	0.03%
- Others				
Total Public Shareholdings				
<b>GRAND TOTAL (A) + (B)</b>	<b>2605000</b>	<b>100.00%</b>	<b>4995000</b>	<b>100.00%</b>

- i) **Particulars of the proposed allottees and the identity of the natural persons who are the ultimate beneficial owners of the Equity Shares / Warrants proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post Preferential Issue capital that may be held by them and change in control, if any, in the issuer consequent to the Preferential Issue:**

**No of Shares:**

Authorised Share Capital- 50,00,000

Paid Up Capital as on date: 26,05,000

Proposed Preferential Issue: 23,90,000

After Preferential Issue: 49,95,000

Sr. No.	Name, PAN and Address of the Proposed Allottee	No. of Equity Shares held prior to the Preferential Allotment	No. of Equity Shares to be issued	No. & % of Post Issue Equity and Voting Share Capital
	<b>Promoter, Non -Promoter</b>			
1.	<b>Name:</b> Srabanti Singha Roy <b>Add:</b> 27, B.T. Road, Flat No A4/208, Prasad Nagar, Kolkata - 700 058 <b>PAN:</b> ANKPS1576Q	Nil (0.00%)	250,000	5.01%
2.	<b>Name:</b> Prabhat Singh <b>Add:</b> 23, Brindaban Mallick Lane, Howrah, (M. Corp), Kadamtala West Bengal, - 711101 <b>PAN:</b> BANPS7253K	Nil (0.00%)	50,000	1.00%
3.	<b>Name:</b> Parmeshwar Singh <b>Add:</b> 50 Bon Bihari Bose Road, Ramkrishnapur, Howrah - 711101 <b>PAN:</b> BDLPS1895J	Nil (0.00%)	100,000	2.00%
4.	<b>Name:</b> Rajesh Kumar Srivastava <b>Add:</b> Siddhartha Nagar Colony, Hashimpur Chhota Lalpur, Pandeypur, Varanasi <b>PAN:</b> BKPPS1263K	Nil (0.00%)	50,000	1.00%
5.	<b>Name:</b> Kasim Jameel Zaidi <b>Add:</b> Suite No 707, 7 <sup>th</sup> Floor, Embassy Centre, Nariman Point, Mumbai - 400 021 <b>PAN:</b> AAAPZ7775K	Nil (0.00%)	150,000	3.00%



6.	<b>Name:</b> Ashutosh Kumar <b>Add:</b> PLOT NO 66, SR No. 13/2 Sagar Co-operative Housing Society, Bavdhan, Pune, 411021 <b>PAN:</b> AORPK5319M	Nil (0.00%)	100,000	2.00%
7.	<b>Name:</b> Ajay Kumar Singh <b>Add:</b> B37/2 Virdopur, Baijnatha, Varanasi - 221010 <b>PAN:</b> CCSPS1278Q	Nil (0.00%)	50,000	1.00%
8.	<b>Name:</b> MdMaqsoodAlam <b>Add:</b> 12/1 PurbaGhosh Para Road, Kankinara, 8, Bhatpara, Jagaddal, North 24 Parganas 743126 <b>PAN:</b> AKIPM1773E	Nil (0.00%)	200,000	4.00%
9.	<b>Name:</b> Vinay Kumar Singh <b>Add:</b> 6 Amravati Colony, Sarvodaya Nagar, Lucknow <b>PAN:</b> AWGPS4632N	Nil (0.00%)	100,000	2.00%
10.	<b>Name:</b> ROS Insurance Advisors Private Limited <b>Add:</b> 2 <sup>nd</sup> Floor, Room No. 214, Dimond Prestige 41A, A.J.C Bose Road, Kolkata-700014 <b>PAN:</b> AAFCR7609Q	Nil (0.00%)	444,400	8.90%
11.	<b>Name:</b> Jagsakti Merchandise Private Limited <b>Add:</b> 15C, HemantaBasuSarani, 4 <sup>th</sup> Floor, Kolkata-700001 <b>PAN:</b> AADCJ6756C	Nil (0.00%)	800,000	16.02%
12.	<b>Name:</b> Revati Holdings Private Limited <b>Add:</b> Anandlok' Block-A, 2 <sup>nd</sup> Floor, Room No. 207, 227, A.J.C Bose Road Kolkata-700020 <b>PAN:</b> AAGCR8371J	15956963 (61.26%)	95,600	1.91%

**j) Lock-in:**

The aforesaid allotment of Equity Shares shall be locked in as per the Regulation 78 of the SEBI (ICDR) Regulations, 2009 read with SEBI (LODR) Regulations, 2015.

**k) Change in the control or composition of the Board:**

Subsequent to the proposed issue of Equity Shares on Preferential Basis, there will neither be a change in control nor a change in the management of the Company. However, there will be a corresponding change in the shareholding pattern as well as voting rights consequent to the preferential allotment of equity shares.

**l) Undertakings:**

- The Issuer Company undertakes that they shall re-compute the price of the Equity Shares in terms of the provision of SEBI (ICDR) Regulations, 2009, as amended thereof where it is required to do so.
- The Issuer Company undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in terms of the provision of SEBI (ICDR) Regulations, 2009; the Equity Shares shall continue to be locked-in till the time such amount is paid by the allottees.

**k) Auditor's Certificate:**

A copy of the certificate, from the Independent Auditor certifying that the issue of the Equity Shares is being made in accordance with the requirement of SEBI (ICDR) Regulations, 2009 for Preferential Issues, will be available for inspection at the Registered Office of the Company during business hours till the date of Annual General Meeting between 11:30 a.m to 01:30 p.m.

Any of the equity shares that may remain unsubscribed for any reason whatsoever, may be offered and allotted by the Board in its absolute discretion to any person/entity/investor, on the same terms and conditions.

The consent of the Shareholders is being sought pursuant to Section 42, 62 and other applicable provisions of the Companies Act, 2013, if any, and in terms of the provisions of SEBI (ICDR) Regulations, 2009 and the Listing Agreements executed by the Company with The Calcutta Stock Exchange Ltd. and Bombay Stock Exchange Ltd. where the Company's shares are listed.

The Board of Directors believes that the proposed Preferential Issue and allotment of Equity Shares is in the best interest of the Company and its members.

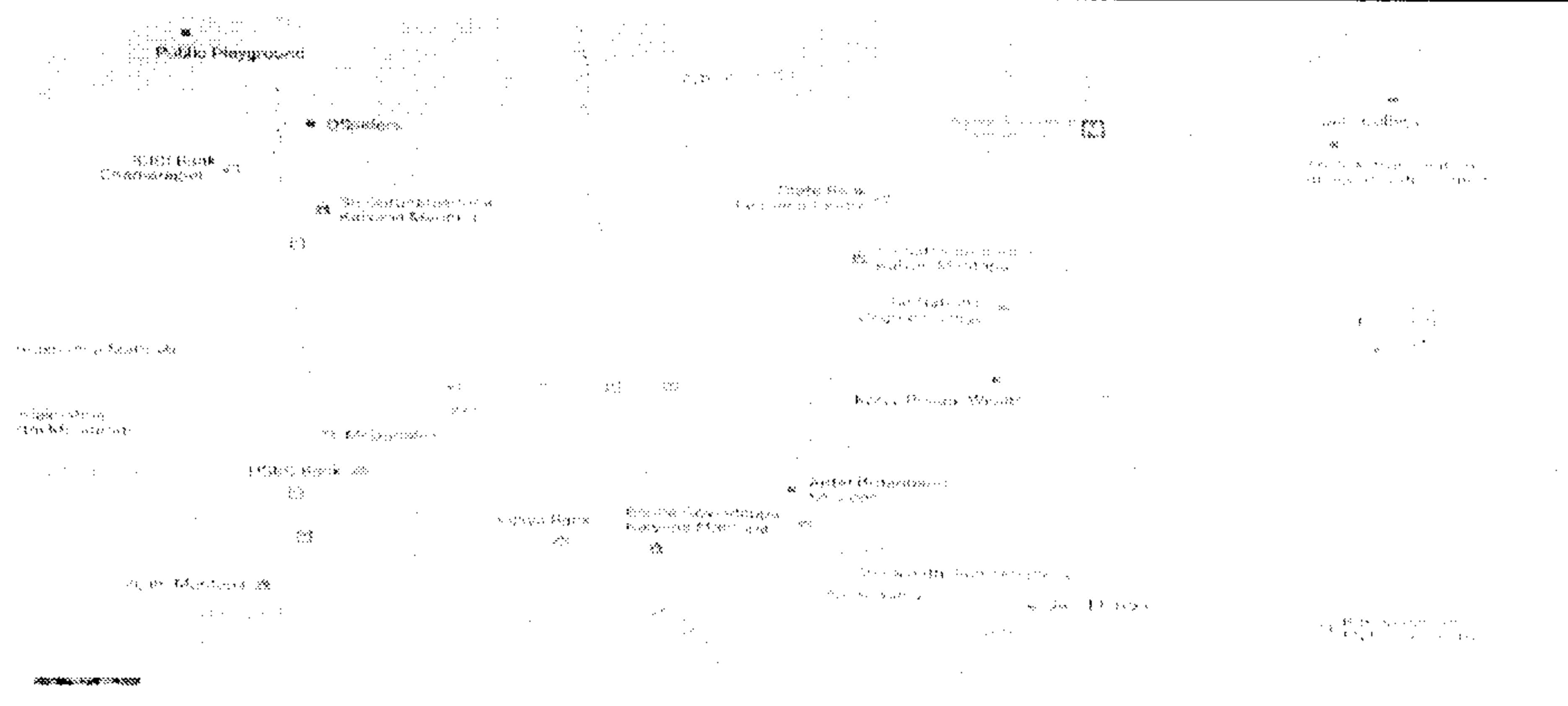
None of the Directors and Key Managerial Personnel of the Company and their relatives Except Promoter is interested in the above resolution.

**By Order of the Board  
For BANGALORE FORT FARMS LIMITED**

**Srinivasan Ramakrishna Iyengar  
Director  
DIN: 05255039**

**Place: Kolkata  
Date: 12<sup>th</sup> August 2017**

**PROHIBITION OF GIFTS/ SAMPLING OF COMPANY'S PRODUCTS AT AGM**  
Attention of the members is drawn that in conformity with Secretarial Standards/ regulatory requirements, the Company will NOT be distributing its products for sampling or any gift at the 50<sup>th</sup> AGM



**DIRECTORS' REPORT**

To  
The Members,

Your Directors are pleased to present the Fiftieth Annual Report and the company's audited financial statement for the financial year ended 31<sup>st</sup> March, 2017.

**FINANCIAL RESULTS:**

The Company's financial performance for the year ended March 31, 2017 is summarized below:-

Particulars	Amount in (Rs.)	
	Year ended 31 <sup>st</sup> March 2017	Year ended 31 <sup>st</sup> March 2016
Total Income	2,409,318.00	6,577,292.00
Profit Before Tax	4,099.56	205,554.00
Less : Current Tax	1,300.00	Nil
Profit After Tax	2,799.56	205,554.00

**THE COMPANY'S STATE OF AFFAIRS:**

The company is into Agro Trading and has plans to enter into other sectors viz, import, export of metal handicrafts, merchandise etc. The necessary feasibility study is being carried out for the said activity.

**AMOUNTS PROPOSED TO CARRY TO THE RESERVES:**

The company has not transferred any amount out of the profit earned to reserve account during the year under review. The entire profit earned during the year under review is being carried forward under Profit & Loss Account.

**DIVIDEND:**

To conserve resources for newer businesses, your Directors have decided not to recommend any dividend for the year ended 31st March, 2017.

**CHANGE IN SHARE CAPITAL:**

There has been no change in the Capital Structure of the Company during the year under review.

**SUBSIDIARY, JOINT VENTURE AND ASSOCIATES:**

The Company does not have any subsidiary, joint venture and associates Company. Hence, the requisite disclosure as per Section 129(3) of the Companies Act, 2013 in Form AOC-1 is not applicable.

**MEETINGS OF THE BOARDS:**

7 meetings of the Board of Directors were held during the year under review. For further details, please refer to the Corporate Governance Report which forms part of this report.

**DETAILS OF KEY MANAGERIAL PERSONNEL:**

As, required under section 203 of the Companies Act, 2013, the Company has noted that Mrs. Bhavya Ram Iyengar -Managing Director, Mr. Subir Kumar Dasgupta- Chief Financial Officer, Miss Sana Sultan- Company Secretary are Key Managerial Personnel of the Company.

Pursuant to Sections 149 and 161 of the Companies Act, 2013 Mr. S.V.Ramani- has been appointed as an Independent Additional Director with effect from 2nd December, 2016 and Mrs. Santa Ghosh- has been appointed as an Independent Additional Director with effect from 2nd December, 2016.

This is to be noted that Mr. Alok Chaturvedi has resigned on 2nd December, 2016, and Mr. Suvobrata Ganguly has resigned on 2nd December, 2016. The Board noted their resignation and appreciated the contribution made by them during their association with the Company.

**EXTRACTS OF ANNUAL RETURN:**

Extract of Annual Return is being annexed herewith as Annexure 1 to this Report.

**MANAGEMENT DISCUSSION AND ANALYSIS:**

The Management Discussion and Analysis Report as required under Regulation 34(2) (e) of the Listing Agreement, forms as integral part of this Annual Report as annexed herewith as Annexure II.

**CORPORATE GOVERNANCE:**

Pursuant to regulations 34(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a separate section on Corporate Governance and a certificate from a practicing Chartered Accountants regarding compliance of conditions of corporate Governance and made part of this report as Annexure-III.



**DIRECTORS:**

In accordance with the provision of section 152 of the Companies Act, 2013 and the Articles of Association of the Company, Mr. Srinivasan Ramakrishna Iyengar retire by rotation at the ensuing Annual General Meeting of the Company and being eligible, offer himself for re- appointment.

**DISCLOSURE ON REMUNERATION OF DIRECTORS OF THE COMPANY:**

None of the Directors have been drawing a remuneration of Rs.60 lakhs ( Rupees Sixty lakhs only) per annum or more in terms of the provisions of Section 197(12) of the Act readwith Rules 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules,2014.

Whole time Director has voluntarily opted not to draw any remuneration or emoluments during the financial year 2016-2017.

**EMPLOYEES RELATION:**

One of your Company's key strength is its people. Relation with employees remained cordial and satisfactory.

**BOARD EVALUATION:**

The Evaluation of all the Directors and the Board as a whole was conducted based on the criteria and frame work adopted by the Board. The evaluation processed has been explained in the Report of Corporate Governance. The Board noted the evaluation results that were collated and presented to the Board.

**INTERNAL FINANCIAL CONTROL:**

Your Company has adequate Internal Financial Control System at all levels of Management and they are reviewed from time to time. The Internal Audit is carried out in house as well as by firm of Chartered Accountants. The Audit Committee of the Board looks into Auditor's review which is deliberated upon and corrective action taken, wherever required.

**POLICY ON DIRECTOR'S APPOINTMENT AND REMUNERATION ETC.:**

The Company policy on Director's appointment and Remuneration including criteria for determine qualifications, positive attribute, independence of Directors and other matters provided under section 178(3) of the Companies Act, 2013 is forming part in Corporate Governance Report.

**PARTICULARS OF EMPLOYEES:**

The ratio of the remuneration of each Director to the median employee's remuneration and other particulars or details of employees pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

**STATUTORY AUDITORS:**

Pursuant to Section 139 of the Companies Act, 2013 read with Rules, 2014, the Company's Auditor M/s Ajay K Mishra & Company, Chartered Accountants, (Firms Registration No. 327472E), have been appointed with effect from 21<sup>st</sup> December, 2016, due to sudden demise of Mr. S.K.Sengupta, till the conclusion of this AGM and being eligible for reappointment with the Shareholders approval, to hold office for 4 consecutive years from this AGM to 54th AGM to be held in the year 2021 and subject to ratification by shareholders at every AGM.

**SECRETARIAL AUDITOR:**

The Board has appointed M/s. B. Nair & Company, Company Secretary in practice as Secretarial Auditor to conduct the Secretarial Audit for the financial year 2016-17. The Secretarial Audit Report for the financial year ended 31<sup>st</sup> March, 2017 is annexed herewith and marked as Annexure IV to this Report.

**RISK MANAGEMENT POLICY:**

The Company has identified the key risk areas which may affect the business and operational goals of the Company. These identified risks are periodically revisited against their mitigated plans. .

**CHANGE IN THE NATURE OF THE BUSINESS:**

There has been no change in the nature of the Business of the Company.

**DECLARATION BY INDEPENDENT DIRECTOR:**

Every Independent Director has, at the first Board meeting of the Board and also at the first Board Meeting after his/her appointment, in the financial year 2016-2017, given declaration as required u/s 149 of the Company Act, 2013 that he/she meets the criteria of Independence.

**PARTICULARS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUT GO:**

**(a) Particulars of Conservation of Energy, Technology Absorption**

The Provisions of Section 134(m) of the Act relating to conservation of energy and technology absorption do not apply to this Company as the Company have not carried out any manufacturing activities.

- b) That 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 i.e., March 31, 2017 and of the profit of the Company for the year ended on that date;
- c) That the Directors have taken proper and sufficient care for the 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 fraud and other irregularities;
- d) That the directors have prepared the annual accounts on going concern basis.
- e) The Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively and
- f) That the directors have devised proper system to ensure compliance with the provisions of applicable laws and that such systems are adequate and operating effectively.

For and on Behalf of Board of Directors

**Bhavya Ram Iyengar**  
Managing Director,  
DIN:06427351

**Srinivasan Ramakrishna Iyengar**  
Director  
DIN: 05255039

Place: Kolkata  
Date: 30<sup>th</sup> May, 2017.

**ANNEXURE TO DIRECTOR'S REPORT****Annexure-I**

FORM NO. MGT 9

EXTRACT OF ANNUAL RETURN

AS on Financial Year ended on 31.03.2017

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

**REGISTRATION & OTHER DETAILS:**

1.	CIN	L51101KA1966PLC001643
2.	Registration Date	24.10.1966
3.	Name of the Company	BANGALORE FORT FARMS LIMITED
4.	Category/Sub-category of the Company	CATEGORY: COMPANY LIMITED BY SHARES SUB CATEGORY: INDIAN NON GOVERNMENT COMPANY
5.	Address of the Registered office & contact details	KANAKA NIVAS, 558 MJV INTERNATIONAL SCHOOL ROAD, 1 <sup>ST</sup> CROSS, MARATHALLI COLONY, BANGALORE-56007
6.	Whether listed company	YES
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	CAMEO CORPORATE SERVICES LIMITED "SUBRAMANIAN BUILDING" #1, CLUB HOUSE ROAD, CHENNAI 600 002 PH: 91-44-2846 0390

**II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY (All the business activities contributing 10 % or more of the total turnover of the company shall be stated):**

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	JUTE PRODUCT	46209	100

**III PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:**

Name and Address of the Company	CIN	Holding/Subsidiary/Associate	% of holding	Applicable Section
Revati Holdings Private Limited	U74900WB201417TC200064	Holding	61.2550	246

**VI. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)****A) Category-wise Share Holding:**

Category of Shareholder	No. of shares held at the beginning of the year 01.04.2016				No. of shares held at the end of the year 31.03.2017				Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	





SHAREHOLDING OF PROMOTER AND PROMOTER GROUP									
INDIAN									
INDIVIDUALS/HINDU UNDIVIDED FAMILY	0	0	0	0.0000	0	0	0	0.0000	0.00
CENTRAL GOVERNMENT/ STATE GOVERNMENT(S)	0	0	0	0.0000	0	0	0	0.00	0.00
BODIES CORPORATE	1595693	0	1595693	61.2550	1595693	0	1595693	61.255	0.00
FINANCIAL INSTITUTIONS/ BANKS	0	0	0	0.0000	0	0	0	0.00	0.00
ANY OTHER									
<b>SUB - TOTAL (A)(1)</b>	<b>1595693</b>	<b>0</b>	<b>1595693</b>	<b>61.2550</b>	<b>1595693</b>	<b>0</b>	<b>1595693</b>	<b>61.250</b>	<b>0.00</b>
FOREIGN									
INDIVIDUALS (NON-RESIDENT INDIVIDUALS/ FOREIGN INDIVIDUALS)	0	0	0	0.0000	0	0	0	0.00	0.00
BODIES CORPORATE	0	0	0	0.0000	0	0	0	0.00	0.00
INSTITUTIONS	0	0	0	0.0000	0	0	0	0.00	0.00
QUALIFIED FOREIGN INVESTOR	0	0	0	0.0000	0	0	0	0.00	0.00
ANY OTHER									
<b>SUB - TOTAL (A)(2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
<b>TOTAL SHARE HOLDING OF PROMOTER AND PROMOTER GROUP (A) = (A)(1)+(A)(2)</b>	<b>1595693</b>	<b>0</b>	<b>1595693</b>	<b>61.2550</b>	<b>1595693</b>	<b>0</b>	<b>1595693</b>	<b>61.255</b>	<b>0.00</b>
<b>PUBLIC SHAREHOLDING</b>									
INSTITUTIONS									
MUTUAL FUNDS/UTI	0	0	0	0.0000	0	0	0	0.0000	0.0
FINANCIAL INSTITUTIONS/ BANKS	0	310	310	0.0119	0	310	310	0.0119	0.00
CENTRAL GOVERNMENT/ STATE GOVERNMENT(S)	0	0	0	0.0000	0	0	0	0.0000	0.00
VENTURE CAPITAL FUNDS	0	0	0	0.0000	0	0	0	0.0000	0.00
INSURANCE COMPANIES	0	0	0	0.0000	0	0	0	0.0000	0.00
FOREIGN INSTITUTIONAL INVESTORS	0	0	0	0.0000	0	0	0	0.0000	0.00
FOREIGN VENTURE CAPITAL INVESTORS	0	0	0	0.0000	0	0	0	0.0000	0.00
QUALIFIED FOREIGN INVESTOR	0	0	0	0.0000	0	0	0	0.0000	0.00
ANY OTHER									
<b>SUB - TOTAL (B)(1)</b>	<b>0</b>	<b>310</b>	<b>310</b>	<b>0.0119</b>	<b>0</b>	<b>310</b>	<b>310</b>	<b>0.0119</b>	<b>0.00</b>
NON-INSTITUTIONS									
BODIES CORPORATE	47023	4650	51673	1.9836	47217	4650	51867	1.9910	0.0074
INDIVIDUALS -									

I INDIVIDUAL SHAREHOLDERS HOLDING NOMINAL SHARE CAPITAL UPTO RS. 1 LAKH	56857	444914	501771	19.2618	67285	435614	502899	19.3051	0.0433
II INDIVIDUAL SHAREHOLDERS HOLDING NOMINAL SHARE CAPITAL IN EXCESS OF RS. 1 LAKH	182820	71300	254120	9.7550	181312	71300	252612	9.6971	-0.0578
QUALIFIED FOREIGN INVESTOR	0	0	0	0.0000	0	0	0	0.0000	0.0000
ANY OTHER	0	0	0	0.0000	0	0	0	0.0000	0.0000
CLEARING MEMBERS	0	0	0	0.0000	70	0	70	0.0026	0.0026
HINDU UNDIVIDED FAMILIES	1433	0	1433	0.0550	1549	0	1549	0.0594	0.0044
NON RESIDENT INDIANS	200000	0	200000	7.6775	200000	0	200000	7.6775	0.00
	201433	0	201433	7.7325	201619	0	201619	7.7396	0.0071
<b>SUB - TOTAL (B)(2)</b>	<b>488133</b>	<b>520864</b>	<b>1008997</b>	<b>38.7330</b>	<b>497433</b>	<b>511546</b>	<b>1008997</b>	<b>38.733</b>	<b>0.00</b>
<b>TOTAL PUBLIC SHAREHOLDING (B) = (B)(1)+(B)(2)</b>	<b>488133</b>	<b>520864</b>	<b>1008997</b>	<b>38.7330</b>	<b>497433</b>	<b>511546</b>	<b>1008997</b>	<b>38.733</b>	<b>0.00</b>
<b>TOTAL (A)+(B)</b>	<b>2083826</b>	<b>521174</b>	<b>2605000</b>	<b>100.00</b>	<b>293126</b>	<b>511874</b>	<b>2605000</b>	<b>100.0</b>	<b>0.00</b>
SHARES HELD BY CUSTODIANS AND AGAINST WHICH DEPOSITORY RECEIPTS HAVE BEEN ISSUED									
Promoter and Promoter Group	0	0	0	0.0000	0	0	0	0.00	0.00
Public	0	0	0	0.0000	0	0	0	0.00	0.00
<b>TOTAL CUSTODIAN (C)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
<b>GRAND TOTAL (A)+(B)+(C)</b>	<b>2083826</b>	<b>521174</b>	<b>2605000</b>	<b>100.00</b>	<b>2083826</b>	<b>521174</b>	<b>2605000</b>	<b>100.00</b>	<b>0.00</b>

**B) Shareholding of Promoter:**

S N	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Revati Holdings Pvt. Ltd	1595693	61.255	0.000	1595693	61.255	0.000	0.000

**C) Change in Promoters' Shareholding (please specify, if there is no change):**

S N	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	1595693	61.255	1595693	61.255
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):	DATE	SHARES	REASON	
	At the end of the year	1595693	61.255	1595693	61.255


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

For each of the top 10 shareholder	Shareholding at the beginning of the Year		Shareholding at the end of the Year	
	No of Shares	% of Total Shares of the Company	No of Shares	% of Total Shares of the Company
<b>1. ARUN C S</b>				
At the beginning of the Period	200000	7.677		
At the end of the Period			200,000	7.677
<b>2. Raghu C RamaswamyIyengar</b>				
At the beginning of the Period	54650	2.0978		
Date wise Increase(+)/ Decrease(-) during the period				
<b>Date</b>	<b>Reason</b>			
05.08.2016	Sale	8	0.0003	54642
26.08.2016	Sale	100	0.0038	54542
09.12.2016	Sale	200	0.0076	54342
03.02.2017	Sale	200	0.0076	54142
17.02.2017	Sale	1000	0.0383	53142
At the end of the Period			53142	2.0400
<b>3. Clivia Investments Limited</b>				
At the beginning of the Period	46850	1.7984		
At the end of the Period			46850	1.7984
<b>4. PushpaBhaju</b>				
At the beginning of the Period	41050	1.5758		
At the end of the Period			41050	1.5758
<b>5. Nagraj K</b>				
At the beginning of the Period	40300	1.5470		
At the end of the Period			40300	1.5470
<b>6. M.N.Ramu</b>				
At the beginning of the Period	37800	1.4510		
Date wise Increase(+)/ Decrease(-) during the period				
<b>Date</b>	<b>Reason</b>			
30.09.2016	Buy	8170	0.3136	45970
25.11.2016	Buy	560	0.0214	46530
At the end of the Period			46530	1.7860
<b>7. Molly Thambi</b>				
At the beginning of the Period	26050	1.00		
Date wise Increase(+)/ Decrease(-) during the period				
<b>Date</b>	<b>Reason</b>			
02.09.2016	Sale	15000	0.5758	11050
At the end of the Period				11050
				0.4241
<b>8. Vasudevan Pillai A N</b>				
At the beginning of the Period	15500	0.5950		
At the end of the Period			15500	0.5950
<b>9. Karkala Shantharam Kamath</b>				
At the beginning of the Period	15500	0.595		
At the end of the Period			15500	0.595
<b>10. Sujay N Komarla</b>				
At the beginning of the Period	12220	0.469		
At the end of the Period			12220	0.469

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

SN	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	Nil	Nil	Nil	Nil
	At the end of the year	Nil	Nil	Nil	Nil

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year	-	1,582,861.50	-	1,582,861.50
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	1,582,861.50	-	1,582,861.50
Change in Indebtedness during the financial year	-	-	-	-
* Addition	-	380,700	-	380,700
* Reduction	-	-	-	-
Net Change	-	-	-	-
Indebtedness at the end of the financial year	-	1,963,561.50	-	1,963,561.50
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	1,963,561.50	-	1,963,561.50

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-****A. Remuneration to Managing Director, Whole-time Directors and/or Manager:**

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
		Bhavya Rama Iyengar	
1	Gross salary	Nil	
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	Nil	
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	Nil	
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	Nil	
2	Stock Option	Nil	
3	Sweat Equity	Nil	
4	Commission - as % of profit - others specify	Nil	
5	Others, please specify	Nil	
	Total (A)	Nil	
	Ceiling as per the Act	Nil	

**Note:** Whole time Director has voluntarily opted not to draw any remuneration or emoluments during the financial year 2016-2017.

**B. Remuneration to other directors:**

SN.	Particulars of Remuneration	Name of Directors		Total Amount
1	Independent Directors	S.V.Ramani	Santa Ghosh	
	Fee for attending board committee meetings	Nil	Nil	
	Commission	Nil	Nil	
	Others, please specify	Nil	Nil	



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

**C.REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD**

SN	Particulars of Remuneration	Key Managerial Personnel		
		CS	CFO	Total
1	Gross salary	210000	270000	480000
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	0	0	0
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0	0	0
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961		0	0
2	Stock Option	0	0	0
3	Sweat Equity	0	0	0
4	Commission	0	0	0
	- as % of profit	0	0	0
	others, specify...	0	0	0
5	Others, please specify	0	0	0
	Total	210000	270000	480000

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

There were no penalties, punishments, compounding of offences for the year ended March, 31, 2017.

Annexure-II

**MANAGEMENT DISCUSSION AND ANALYSIS****OVERVIEW OF THE COMPANY:**

The Company is currently into agro trading and is exploring opportunities in the food processing sector for sustainable growth.

**FINANCIAL PERFORMANCE:**

Your Company could not declare any dividend to the shareholders of the company due to inadequacy of the profits. However, the management is confident that in coming years the company would be in a position to declare strong financials.

**BUSINESS STRATEGY:**

Growth in the organized retail and food process industry backed by strong government initiatives with rising export demand for processed and frozen food are the key factors on which the Company will be formulating its strategy.

**RISK AND CONCERNS:**

The Company is exposed to trading risk due to price volatility and wastage of perishable produce.

**BUSINESS SEGMENT:**

The Company is presently into Single Business Segment.

**OPPORTUNITIES & THREATS:**

The major Opportunities are:

- Commencement of new line of business.
- Leveraging the benefit of its locational advantage.
- Consolidation in the Industry.
- Entry into new markets.

The major threats are:

