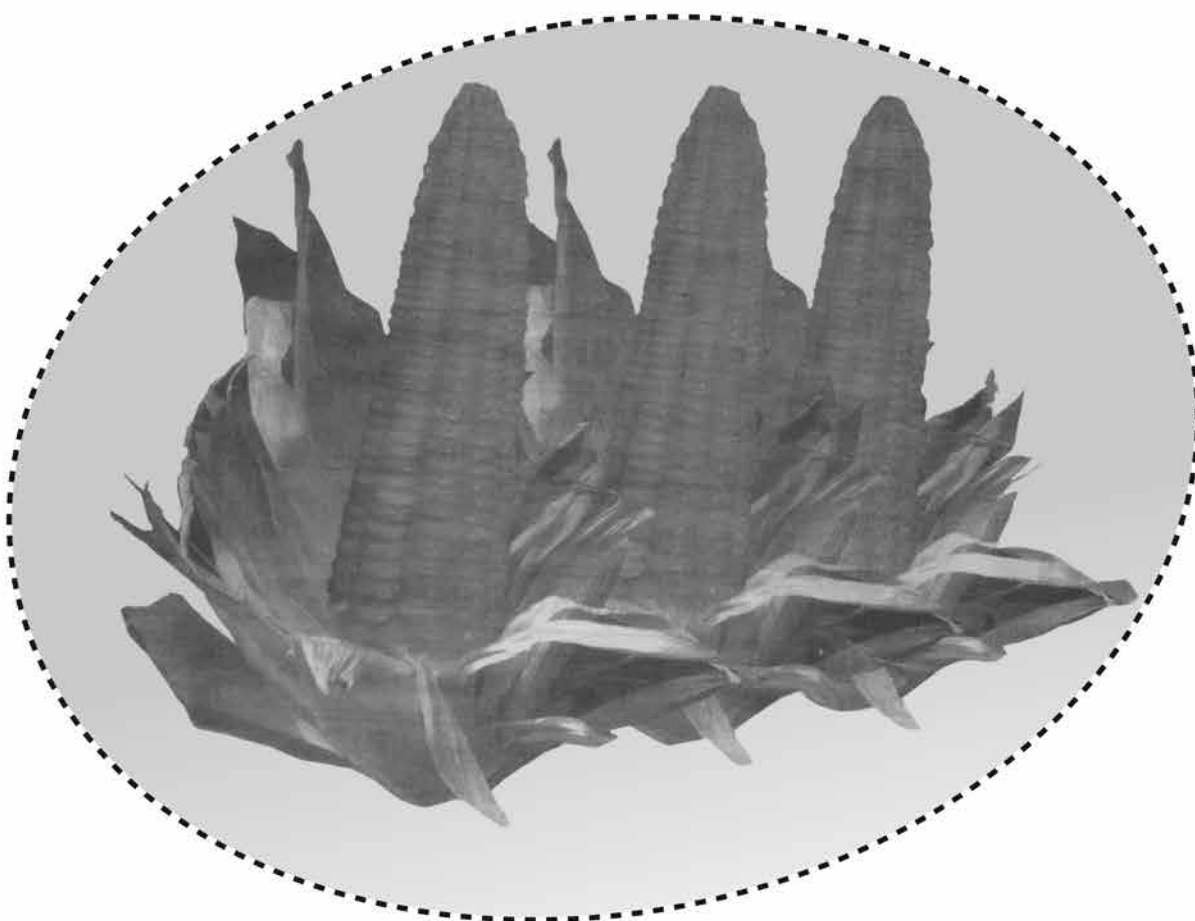




43RD ANNUAL REPORT

2015-2016



UNIVERSAL STARCH-CHEM ALLIED LIMITED, DADANAGAR, DONDAICHA
CIN L24110MH1973PLC016247



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BOARD OF DIRECTORS

SHRI. JITENDRASINH J. RAWAL (Chairman & Managing Director)

SHRI. JAYDEOSINH J. RAWAL

SHRI. JAYKUMAR J. RAWAL (Whole-time Director – Business Development) (Up to 08/07/2016)

SMT. HANSARANI VAGHELA (Whole-time Director – Business Development) (From 13/08/2016)

SHRI. VIKRANT J. RAWAL

SHRI. ASHOK KOTHARY – Independent Director

SHRI. DEV PARKASH YADAVA – Independent Director

SHRI. BINDUMADHAVAN VENKATESH – Independent Director

SMT. SUDHA MODI – Independent Director

SHRI. ASHOK SHAH – Independent Director

SHRI. JAYSING RAJPUT – Independent Director (From 03/11/2015)

SHRI. G. P. CHAUDHARY (Whole-time Director – Works)

CHIEF FINANCIAL OFFICER

SHRI. SUBRAMANI SEETHARAMAN

■ AUDITORS ■

M/S. M. B. AGRAWAL & CO.
Chartered Accountants, Mumbai

■ BANKERS ■

THE SHAMRAO VITHAL CO-OPERATIVE BANK LTD. MUMBAI

REGISTRARS AND TRANSFER AGENTS

SHAREX DYNAMIC (INDIA) PVT. LTD.
Unit -1, Luthra Ind. Premises, Safed Pool, Andheri Kurla Road,
Andheri (E), Mumbai - 400072.

REGISTERED OFFICE

Mhatre Pen Building, 'B' Wing, 2nd Floor,
Senapati Bapat Marg, Dadar (W), Mumbai - 400 028 - India.

■ FACTORY ■

Dadasaheb Rawal Group of Industries
Rawal Industrial Estate, Dada Nagar, Dondaicha (425 408) Dist. Dhule

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 43RD ANNUAL GENERAL MEETING OF THE MEMBERS OF **UNIVERSAL STARCH - CHEM ALLIED LIMITED** WILL BE HELD ON THURSDAY, 29TH SEPTEMBER, 2016 AT 11.00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT MHATRE PEN BUILDING, 'B' WING, 2ND FLOOR, SENAPATI BAPAT MARG, DADAR (W), MUMBAI - 400 028 TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2016, the Reports of the Directors and the Auditors thereon.
2. To appoint a Director in place of Shri. Jaydeosinh J. Rawal (DIN 01681151) who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint Auditors and to fix their remuneration.

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

"RESOLVED THAT pursuant to the provisions of sections 139(1) and 142(1) and other applicable provisions, if any, of the Companies Act, 2013, read with rules made there under, the appointment of M/s. M.B.Agrawal & Co. Chartered Accountants (Firm Regn No:100137W) approved in the 41st Annual General Meeting until the conclusion of 44th Annual General Meeting is hereby approved in this Annual General Meeting, with remuneration as may be decided by the Board of Directors."

SPECIAL BUSINESS:

4. To appoint Shri. Jaysing Rajput (DIN 01633060) as Independent Director of the Company

To consider and, if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:-

"RESOLVED THAT Shri. Jaysing Rajput, who was appointed as Additional Director of the Company by the Board of Directors with effect from 03rd November, 2015, and who holds office up to the date of the forthcoming Annual General Meeting under section 161 of the Companies Act, 2013 but who is eligible for appointment and has consented to act as Director of the Company and in respect of whom the Company has received a Notice in writing under Section 160 of the Act from a shareholder proposing his candidature for the office of the Director, be and is hereby appointed an Independent Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of section 149, 152, Schedule IV and other applicable provisions, if any, of the Act and the Rules made there under, as amended from time to time, Shri. Jaysing Rajput, a non -executive director of the Company who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as Independent Director of the Company for an initial period of five years from the conclusion of Company's Forty-third Annual General Meeting to the conclusion of Company's Forty-eight Annual General Meeting."

5. To appoint Smt. Hansarani Vaghela (DIN 01468168) as Director of the Company

To consider and, if thought fit, to pass with or without modification, the following resolution as an Ordinary

Resolution:-

"RESOLVED that Smt. Hansarani Vaghela, who was appointed an Additional Director of the Company with effect from 13th August, 2016 by the Board of Directors and who holds office upto the date of this Annual General Meeting of the Company under Section 161 of the Companies Act, 2013 (the Act) but who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing her candidature for the office of Director, be and is hereby appointed a Director of the Company.

6. To appoint Smt. Hansarani Vaghela (DIN 01468168) as Whole-time Director (Business Development) for a period of three years with effect from 13th August, 2016

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and any other applicable provision of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and on the recommendation and approval of the Nomination and Remuneration Committee and the Board, consent of the Company, be and is hereby accorded for the appointment of Smt. Hansarani Vaghela to hold office as Whole-time Director (Business Development) for a period of three years with effect from 13th August, 2016 on the terms and conditions given below and the Board of Directors be and is hereby authorised to alter and vary such terms of appointment and remuneration as may be agreed to by the Board of Directors and Smt. Hansarani Vaghela so as to not exceed the limits specified in Schedule V to the Companies Act, 2013.

REMUNERATION -

- 1) **Salary** : Upto ₹ 50,000 /- per month as approved by the Board of Directors from time to time and as permissible under Schedule V of the Companies Act, 2013.
- 2) **Commission** : As may be approved by the Board of Directors for each year subject to the overall limit of total managerial remuneration of each year as provided under Section 197 of the Companies Act, 2013 but limited to a maximum of two year's salary per year.
- 3) **Special Allowance**: As may be approved by the Board of Directors for each year subject to the overall limit of total managerial remuneration of each year as provided under section 197 of the Companies Act, 2013 but limited to a maximum of one year's salary per year.

REIMBURSEMENT - In addition to the above, Smt. Hansarani Vaghela will be reimbursed the expenses incurred for performing the role of whole time Director (Business Development) which shall be an amount limited to ₹ 2 lakhs per month

PERQUISITES -

- 1) In addition to the above remuneration, Smt. Hansarani Vaghela, shall also be entitled to perquisites like free furnished accommodation or House Rent Allowance including furnishings, gas, electricity and water, medical reimbursement, Leave Travel Concessions for self and family, Club Fees, Medical Insurance, etc.

as per the Company's policy applicable to the senior management of the company.

- 2) The annual value of these perquisites shall be limited to an amount equal to the annual salary of Smt. Hansarani Vaghela.
- 3) For the purpose of calculating the above ceiling, perquisites shall be evaluated as per Income Tax Rules, wherever applicable. In the absence of any such rules, perquisites shall be evaluated at actual cost. Provision for use of Company's car, reimbursement of petrol and mobile phone bills for official duties shall not be included in the computation of the perquisites for the purpose of calculating the said ceiling.
- 4) Company's contribution to Provident Fund, Superannuation Fund as per Company's policy. Gratuity and leave including encashment of leave at the end of the tenure as per company's policy. These, however, shall not be included in the computation of limits on perquisites as aforesaid.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the tenure of Smt. Hansarani Vaghela as the whole-time director of the company, she shall be entitled to receive as minimum remuneration, the remuneration proposed above, or such other amount as may be approved by the Central Government, not being less than the remuneration prescribed under Schedule V of the Companies Act, 2013 from time to time."

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, THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person cannot act as a proxy for any other person or shareholder. The instrument appointing proxy, 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. A proxy form is sent herewith. Proxy submitted on behalf of the Companies, Societies etc, must be supported by an appropriate resolution / authority, as applicable.
2. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto and forms part of the Notice.
3. The Register of Members and the Share Transfer Books of the Company will remain closed from 23/09/2016 to 29/09/2016 (both days inclusive).
4. Members are requested to inform the Company's Registrars & Transfer Agents regarding the changes, if any, in the residential address along with the Pin Code Number.
5. As per the provisions of the Companies Act, 2013, the facility for making nomination is available to the shareholders in respect of the Equity Shares held by them. Nomination forms can be obtained from the Company's Registrars & Transfer Agents.
6. Members / Proxies are requested to bring the attendance slip duly filled in for attending the meeting.

7. Pursuant to the provisions of Section 205A(5) of the Companies Act, 1956, as amended, dividend for the financial year ended 31st March 2008 which remain unpaid or unclaimed for a period of 7 years was transferred to the Investor Education and Protection Fund (IEPF) of the Central Government. Members who have not encashed the dividend warrant pertaining to the financial year ended 31st March 2010 and 31st March 2011 are requested to approach the company. The due date for transfer unpaid / unclaimed amount to the IEPF is 06th November, 2017 and 3rd November 2018 respectively. Members are requested to note that once the unpaid / unclaimed dividend is transferred to IEPF, no claims shall lie in respect of such amount by the Member.
8. Voting through electronic means Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the Company is pleased to offer Remote e-voting facility to the members to cast their votes electronically as an alternative to participation at the Annual General Meeting(AGM) to be held on Thursday, 29th September, 2016 at 11.00 am at the Registered Office of the Company. Please note that remote e-voting through electronic means is optional. The company is also providing the facility of poll at the meeting by way of ballot. The Company has engaged the services of Central Depository Services India Ltd (CDSL) to provide remote e-voting facilities. The remote e-voting facility is available at the link <https://www.evotingindia.com>.

The Company had fixed on Thursday, 22nd September, 2016 as the cutoff date for determining voting right of shareholders entitled to participating in the remote e-voting process. The remote e-voting facility will be available from 9:00 A.M. onwards on Monday, 26th September, 2016 and will be up to 5:00 P.M. on Wednesday, 28th September, 2016.

During this period, members of the company may cast their vote electronically. The remote e-voting module shall be disabled for voting thereafter. Once the vote(s) on a resolution is cast by the member, the member shall not be allowed to change it subsequently, as well as not be allowed to vote at the meeting. The voting rights of the members shall be in proportion to their shares of the paid up equity share capital of the company as on Thursday, 22nd September, 2016. A person, whose name is recorded in the Register of members or in the Register of beneficial owners maintained by the Depositories as on the cut off date only shall be entitled to avail the facility of remote e-voting. Any person who acquires shares of the company and becomes member of the company after dispatch of the Notice and holding shares as on cut off date i.e. Thursday, 22nd September, 2016 may obtain the sequence number by sending a request at mumbai@universalstarch.com / sharexindia@vsnl.com.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 9:00 A.M. onwards on Monday, 26th September, 2016 and ends on 5:00 P.M. on Wednesday, 28th September, 2016. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of <Record Date> may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.



- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
- For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (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 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:
For Members holding shares in Demat Form and Physical Form
PAN Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
- Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.
 - In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA000000001 in the PAN field.
- Dividend Bk Details**
OR
Date of Birth (DOB) Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.
- If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).
- (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 <Company Name> on which you choose to vote.
- (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 a print of the votes cast 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) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xx) Note for Non – Individual Shareholders and Custodians
Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
The list of accounts linked in the login should be emailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
The Company has appointed M/s Leena Agrawal & Co., Practicing Company Secretaries (Membership No. 19600, CP.NO 7030), as the Scrutinizer to scrutinize the remote e-voting process in fair and transparent manner.
9. (i) Shri Jaydeosinh J. Rawal, Age 67, was appointed as a Promoter/ Non-Executive Director of the Company on 30.07.1992. He is a B. Com Graduate. Well versed in maize

and other plantation business and active in banking and other Co-operative Movement.

His other Directorship Details – Chairman & Managing Director - Unique Sugars Limited. Shri Jaydeosinh J. Rawal holds 3,88,567 shares of the company in his name as on 31st March 2016 and he is related to Shri Jitendrasinh J. Rawal and Vikrant J. Rawal.

- (ii) The information on Shri. Jaysing Rajput is provided in the Notes appended below at Item No. 4.
- (iii) The information on Smt. Hansarani Vaghela is provided in the Notes appended below at Item No. 5 & 6.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (2) OF THE COMPANIES ACT, 2013 (“the Act”)

Item No.4

Shri. Jaysing Rajput has done Ph.D in Horticulture (Vegetable Science) from University of Agriculture Science, Bangalore. He was appointed as an Additional Director of the Company at a Meeting of the Board of Directors held on 3rd November, 2015. His other Directorship Details – Nirmal Seeds Pvt. Ltd., Nirmal Agricultural Research And Development Foundation and Nirmal Agro International Pvt. Ltd.

As per the provisions of Section 149 of the Act which has come into force with effect from 1st April, 2014, an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company not liable to retire by rotation.

Shri. Jaysing Rajput has given a declaration to the Board that he meets the criteria of independence as provided under section 149 (6) of the Act.

Shri. Jaysing Rajput, not being a retiring Director in terms of Section 152 of the Act, his name has been proposed by a member as provided under Section 160 of the Act.

In view of the above position, approval of Members is sought through an Ordinary Resolution to appoint him as an Independent Director for an initial term of five years from the conclusion of the Company's Forty-third Annual General Meeting to the conclusion of Company's Forty-eight Annual General Meeting.

Shri. Jaysing Rajput should be deemed concerned or interested in the particular Resolution seeking to appoint him as Independent Directors. No other Director / Key Managerial Personnel or any relative of the Directors or the Key Managerial Personnel have any concern or interest in the aforesaid Resolution.

The Board of Directors recommends the resolution for approval of the members.

Item No.5

Smt Hansarani Vaghela has done BA (Economics) from Fergusson College, Pune and MBA (Human Resource Development) from SIOM Pune. She was appointed as an Additional Director of the Company at a Meeting of the Board of Directors held on 13th August, 2016. She is director of Shivangan Food & Pharma Products Private Limited, Endeavour Infotech Private Limited And Jay Ganga Farmar Producer Company Limited.

Smt. Hansarani Singh Vaghela is interested in the resolution as it concerns her appointment. Shri Jitendrasinh J. Rawal to whom Smt. Hansarani Vaghela is related may also be regarded as interested or concerned in the resolution.

Smt. Hansarani Vaghela hold 112700 shares of the company in her name as on 31st March, 2016.

Smt Hansarani Vaghela, not being a retiring Director in terms of Section 152 of the Act, her name has been proposed by a member as provided under Section 160 of the Act. The Board of

Directors recommends the resolution as an Ordinary Resolution for approval of the members.

Item No 6.

The principal terms and conditions of Smt Hansarani Vaghela as whole-time Director (Business Development) have been approved by the Board of Directors in the Board Meeting dated 13th August, 2016. These particulars also constitute the abstract of the terms of appointment and remuneration pursuant to section 190 of the companies Act, 2013. Under section 196 and 197 of the act, the appointment and the terms of remuneration of the whole-time Director are required to be approved by the company in General Meeting. Accordingly, a resolution is being moved for approval of shareholders.

Smt. Hansarani Vaghela is the daughter of Shri. Jitendrasinh J. Rawal and the Board and the Nomination and Remuneration Committee is of the opinion that it is in the interests of the company that Smt. Hansarani Vaghela be appointed as the whole-time Director (Business Development) of the Company, the terms and conditions of her appointment are fair & reasonable and commensurate with her qualifications. Hence the Board recommends her appointment as the whole-time Director (Business Development) to the members of the Company.

The Relevant information as required under sub clause (iv) of Proviso 2 of (B) of Part II of Schedule V is as given below :

General Information: Universal Starch-Chem Allied Ltd. is engaged in the manufacture of Starches & their derivatives and other By-Products. The company has been established more than four decades back and has shown a consistent growth from year to year.

Information about Smt. Hansarani Vaghela

Smt Hansarani Vaghela has done BA (Economics) from Fergusson College, Pune and MBA (Human Resource Development) from SIOM Pune. She was appointed as an Additional Director of the Company at a Meeting of the Board of Directors held on 13th August, 2016. She is director of Shivangan Food & Pharma Products Private Limited, Endeavour Infotech Private Limited And Jay Ganga Farmar Producer Company Limited.

Other Information:

The Company is concentrating more on exports and with increased thrust in this direction, it has been able to penetrate in the overseas markets, more particularly the Middle East market. The Company has also concentrated on cost cutting devices to cut the cost on all fronts. The Company is also planning to add some more products in its portfolio to improve the margins. Thus with continued application of stringent cost cutting measures and addition of more products with better margins, the Company expects to improve its turnover and profitability in the years to come.

Smt Hansarani Vaghela holds 112700 shares of the company in his name as on 31st March, 2016. Shri Jitendrasinh J. Rawal to whom Smt Hansarani Vaghela is related may also be regarded as interested or concerned in the resolution.

The Board of Directors recommends the resolution as a Special Resolution for approval of the members.

By order of the Board of Directors
For **Universal Starch Chem Allied Ltd.**

Place : Mumbai.
Date : 13/08/2016

Varsha Punwani
Company Secretary



DIRECTORS' REPORT

Your Directors have pleasure in presenting the 43rd Annual Report of the Company along with audited statements of accounts for the year ended 31st March 2016. The summarized financial results are given below:

(₹ In Lacs.)

Particulars	2015-16	2014- 2015
Sales (Gross) and Other Income	17,631	20,808
Profit before depreciation	65	271
Depreciation	439	473
(Loss) / Profit Before tax	(374)	(202)
Provision for taxation(Including Deferred)	205	92
(Loss) / Profit after tax	(169)	(110)
Less Short Provision for Taxation of Previous Years	-	-
Less Adjustment related to Fixed Assets	-	(98)
Balance brought forward	299	507
Balance Carried forward to Balance Sheet	130	299

DIVIDEND :

In view of loss during the year under review the Board of Directors do not recommend any dividend for the Financial year ended 31st March, 2016.

PERFORMANCE REVIEW & BUSINESS OUTLOOK

Your Company's Gross Sales for the year amounted to ₹17631 Lacs as compared to ₹ 20808 Lacs last year. The result for the year shows profit before Depreciation of ₹ 65 Lacs as against profit before depreciation of ₹ 271 Lacs in the previous year, net loss before tax is ₹ 374 Lacs as compared to loss of ₹ 202 Lacs in the previous year. The decrease in operational profit was due to shortage of maize supply during the year coupled with overall cost increase. Further details of operation are given in the management discussion and analysis report which form part of this report.

With better raw material situation & reasonable prices of the maize crop, we are continuously optimistic about the current year. Your company continues its endeavor to expand into new export markets which will in turn increase the turnover further.

CHANGES IN SHARE CAPITAL:

During the year under review, there was no change in the Authorised or Paid Share Capital of the Company.

DIRECTOR'S RESPONSIBILITY STATEMENT:

Pursuant to Section 134(5) of the Companies Act, 2013, Directors of your Company hereby state and confirm that:

- In the preparation of the annual accounts for the year ended 31st March, 2016, the applicable accounting standards

have been followed along with proper explanation relating to material departures;

- They 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 Loss of the company for the same period;
- The directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- They have prepared the annual accounts on a going concern basis;
- They have laid down internal financial controls in the company that are adequate and were operating effectively;
- They have devised proper systems to ensure compliance with the provisions of all applicable laws and these are adequate and are operating effectively.

DIRECTORS AND KEY MANAGERIAL PERSONNEL:

Pursuant to the provisions of Section 149 of the Companies Act, 2013, which came into effect from April 1, 2014, Shri. Ashok Kothary (DIN 00811919), Shri. Dev Prakash Yadava (DIN 00778976), Shri. Bindumadhavan Venkatesh (DIN 01799569), Shri. Ashok Shah (DIN 00236555) and Smt. Sudha Modi (DIN 01633060) were appointed as independent directors at the annual general meeting of the Company held on 29th September, 2014. Shri. Jaysing Rajput (DIN 01633060) was appointed as Additional Independent Director on 03rd November, 2015 & appropriate resolution appointing him as a director is put for member approval. The Board recommend the appointment. The terms and conditions of appointment of independent directors are as per Schedule IV of the Act. They have submitted a declaration that each of them meets the criteria of independence as provided in Section 149(6) of the Act and there has been no change in the circumstances which may affect their status as independent director during the year.

Shri Jaykumar J. Rawal (DIN 02261128) who was re-appointed as whole-Director (Business Development) for a period of three years from 1st January, 2014 and whose appointment was approved on 29th September, 2014 at the 41st AGM of the Company tendered his resignation to the Board vide his letter dated 08th July, 2016 and the Board accepted his resignation with effect from 08th July, 2016 vide circular resolution passed on 02nd August, 2016. Board places on records its appreciation of the invaluable contribution and guidance provided by him.

The Director, Shri. Jaydeosinh J. Rawal (DIN 01681151) retires at the ensuing Annual General Meeting and being eligible offers himself for re-appointment.

Smt. Hansarani Vaghela (DIN 01468168) was appointed as Additional Director on 13th August, 2016 & appropriate resolution appointing her as a director is put for member approval. The Board also appointed Smt. Hansarani Vaghela as whole-time Director (Business Development) effective the same

date. Her appointment and remuneration require the approval of the Members at the ensuing AGM. The Board recommend the appointment.

Pursuant to the provisions of Section 203 of the Act, which came into effect from April 1, 2014, the appointment of Ms. Varsha Punwani, Company Secretary and Compliance Officer as key managerial personnel of the Company were formalized on 01st March, 2016. Shri. Y.L. Sindhwad stepped down from the position of Company Secretary and Compliance Officer on 30th September, 2015 and Board places on records its appreciation of the invaluable contribution and guidance provided by him.

DISCLOSURE OF PECUNIARY RELATIONSHIP:

There was no pecuniary relationship or transactions of the non-executive directors vis-à-vis the company during the year. Also, no payment, except sitting fees, was made to any of the non-executive directors of the Company.

STATEMENT ON DECLARATION BY INDEPENDENT DIRECTOR:

Shri. Ashok Kothary (DIN 00811919), Shri. Dev Prakash Yadava (DIN 00778976), Shri. Bindumadhavan Venkatesh (DIN 01799569), Shri. Jaysing Rajput (DIN 01633060), Shri. Ashok Shah (DIN 00236555) and Smt. Sudha Modi (DIN 01633060), Independent Directors of the Company have given their respective declaration as required under Section 149(7) of the Companies Act, 2013 to the effect that they meet the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 which were taken on record by the Board.

NUMBER OF MEETINGS OF THE BOARD:

During the financial year 2015-16, four meetings of the Board of Directors were held. For details of the Board meetings please refer to the Corporate Governance forming part of the Boards' Report.

STATEMENT ON ANNUAL EVALUATION OF BOARD, COMMITTEE AND ITS DIRECTORS:

The Board of directors has carried out an annual evaluation of its own performance, Board committees and individual directors pursuant to the provisions of Section 134 (3) (p) of the Companies Act, 2013 read with Rule 8(4) of The Companies (Accounts) Rules, 2014 and the corporate governance requirements as prescribed by Securities and Exchange Board of India ("SEBI").

The performance of the Board was evaluated by the Board after seeking inputs from all the directors on the basis of the criteria such as the Board composition and structure, effectiveness of board processes, information and functioning, transparency, adhering to good corporate governance practices etc.

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

The Board and the Nomination and Remuneration Committee reviewed the performance of the individual directors on the

basis of the 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, leadership quality, attitude, initiatives decision making, commitment, achievements etc. In addition, the Chairman was also evaluated on the key aspects of his role.

In a separate meeting of Independent Directors on 28th March, 2016, performance of non-independent directors, performance of the board as a whole and performance of the Chairman was evaluated, taking into account the views of executive directors and non-executive directors. The meeting also assessed the quality, quantity and time lines of flow of information between the company management and the board that is necessary for the board to effectively and reasonably perform its duties.

NOMINATION AND REMUNERATION POLICY:

In terms of Section 178 (3) of the Companies Act, 2013, a policy on Nomination and Remuneration of Directors and Senior Management Employees including, inter alia, criteria for determining qualifications, positive attributes and independence of directors was formulated by the Nomination and Remuneration Committee and adopted by the Board of Directors. The said policy is annexed as Annexure A to the Board's Report. The said policy is also posted on the website of the Company www.universalstarch.com and its weblink is: <http://www.universalstarch.com/Nomination%20and%20Remuneration%20Policy.pdf>

INTERNAL FINANCIAL CONTROLS:

The Company has adopted the policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of fraud and errors, the accuracy and completeness of the accounting records and timely preparation of reliable financial disclosures.

AUDIT COMMITTEE:

The details pertaining to composition of audit committee are included in the Corporate Governance Report, which forms part of this report.

AUDITORS:

i) Statutory Auditors :

M/s. M.B. Agrawal & Co., Chartered Accountants (Firm Registration No. 100137W) were appointed to hold office from the conclusion of Forty-first Annual General Meeting of the Company to the conclusion of Forty-fourth Annual General Meeting of the Company (subject to ratification of their appointment at every AGM) on such remuneration as may be fixed by the Board of Directors of the Company. They being eligible offer themselves for ratification of their re-appointment from the conclusion of the Forty-third Annual General Meeting to the conclusion of Company's Forty-fourth Annual General Meeting as per the provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014.



ii) Secretarial Auditors:

According to the provision of section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Secretarial Audit Report submitted by Company Secretary in Practice is enclosed as a part of this report as "Annexure B".

EXPLANATION AND COMMENTS BY THE BOARD ON QUALIFICATION/ RESERVATION/ ADVERSE REMARK/ DISCLAIMER MADE IN AUDITORS' REPORT AND SECRETARIAL AUDITOR'S REPORT:

The Auditors' Report and Secretarial Auditor's Report does not contain any qualifications, reservations or adverse remarks and the true and fair view of the financial statements is not affected. As regards the immovable property referred to by the auditors the same has been restored in the name of the Company except for 3228.11 sq. mtr. This is also in the process of being transferred fully in the name of the Company. The concerned Directors have given assurance to the Board of Directors that all that needs to be done by the Directors to restore the remaining part of the above mentioned immovable property fully in the name of the Company is being done.

REMUNERATION RATIO OF THE DIRECTORS / KEY MANAGERIAL PERSONNEL (KMP) / EMPLOYEES:

The information required pursuant to Section 197 read with Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Companies (Particulars of Employees) Rules, 1975, in respect of employees of the Company and Directors is furnished hereunder:

S No	Name	Designation	Remuneration paid in FY 2015-16 (In ₹)	Remuneration paid in FY 2014-15 (In ₹)	Increase in remuneration from previous year (In ₹)	Ratio/Times per Median of employee remuneration
1	Shri. Jitendrasinh J. Rawal	Chairman & Managing Director	59,89,694	53,65,699	6,23,995	83.30
2	Shri. Jaykumar J. Rawal (Director up to 08/07/2016)	Whole-time Director (Business Development)	28,64,471	26,36,453	2,28,018	39.84
3	Shri. Gulabsing Chaudhary	Whole-time director (Works)	10,69,896	10,11,684	58,212	14.88
4	Shri. Subramani Seetharaman	Chief Financial Officer (KMP)	9,00,000	-	-	12.52
5	Shri. Y. L. Sindhwa (Resigned on 30.09.2015)	Company Secretary (KMP)	3,34,554	6,18,108	-	9.31
6	Ms. Varsha Punwani (Appointed on 01.03.2016)	Company Secretary (KMP)	38863	-	-	6.04

The non- executive directors were paid only sitting fees of ₹ 517500 during the FY 2016-15.

The percentage increase in the median remuneration of employees had been 1.09% during the financial year.

The details of employees in receipt of remuneration over INR 60.00 lacs pa., if employed throughout the year or INR 5 lacs pa if employed for a part of the year during 2015-16 -NA

PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS:

The particulars of loans, guarantees and investments have been disclosed in the financial statements.

CORPORATE SOCIAL RESPONSIBILITY:

In terms of section 135 and Schedule VII of the Companies Act, 2013, the Board of Directors of your Company have constituted a CSR Committee.

The brief outline of the Corporate Social Responsibility (CSR) Policy of the Company and the initiatives undertaken by the Company on CSR activities during the year are set out in "Annexure C" of this report in the format prescribed in the Companies (Corporate Social Responsibility Policy) Rules, 2014.

EXTRACT OF ANNUAL RETURN:

An extract of Annual Return in Form MGT 9 for the Financial Year 2015 - 2016 has been enclosed as "Annexure D " forming part of the Boards' Report.

DISCLOSURE REGARDING ISSUE OF EQUITY SHARES WITH DIFFERENTIAL VOTING RIGHTS:

During the year under review, the Company has not issued any shares with differential voting rights.

DISCLOSURE REGARDING ISSUE OF EMPLOYEE STOCK OPTION SCHEME

During the year under review, no option under 'Employee Stock Option Scheme' was granted or vested to any employee or directors of the Company.

DISCLOSURE REGARDING ISSUE OF SWEAT EQUITY SHARES:

During the year under review, the Company has not issued any Sweat Equity Shares.

MATERIAL CHANGES AFFECTING THE FINANCIAL POSITION OF THE COMPANY:

There have not been any material changes and commitment affecting the financial position of the Company during the financial year 2015-16.

INFORMATION REQUIRED UNDER RULE 8 (3) OF THE COMPANIES (ACCOUNTS) RULES, 2014 - CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:

a) Conservation of Energy:

The activities of your company require minimal energy consumption and every endeavour has been made to ensure the optimal use of energy, avoid wastage and conserve energy as far as possible.

b) Technology Absorption:

- 1 The Company has successfully implemented the procedures to improve the productivity, quality, energy saving, GMP and GHP.

The R & D Department is active in upgrading the technology of production of value added products through finely tuning the SOP.

The range of value added products have been widened to satisfy the specific applications in pharmaceutical, food and paper industry. The Company received GMP license from FDA (MS).

- 2 The Company implemented Pest Control schedules in the premises by M/s Pest Control (India) P. Ltd. Jalgaon. This is mandatory to maintain the hygiene Standards in the manufacturing and storage of products. The Pest control schedules resulted control on Total bacterial Count (TBC) and Total Fungal Count (TFC) along with control of pathogens in finished products.
- 3 The Company established Air Handling Unit (AHU) at Microbiology Laboratory as the compliance of the mandatory requirements by FDA.
- 4 The Company has already established the following Projects: Biomethanation Project, Co-Generation Power Plant, Wind Mill at Brahmanwel & Fly Ash Brick Making Project.

c) Foreign exchange earnings and outgo:

The details of Foreign exchange earnings and outgo are detailed in Note No. 41 to 45 forming part of Accounts.

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:

During the period under review, no order had been passed by the regulators/ courts or tribunals which have an effect on the going concern status of the company and its operations.

EMPLOYEE RELATIONS

The relations of the management with staff and workers remained cordial during the entire year.

CORPORATE GOVERNANCE :

Your Company has complied with the Corporate Governance practices mandated by Listing Agreement and SEBI (LODR) Regulations, 2015. The company has adopted the Code of Conduct which is also available on the website of the Company. All the Board members and Senior Management Personnel have affirmed compliance with the code of conduct. The Corporate Governance Report along with the Certificate from M/s Leena Agrawal & Company, Practising Company Secretaries (Membership No 19600, CP No 7030) is set out as part of the Annual Report. A Management Discussion and Analysis Report also accompanies this report.

LISTING WITH STOCK EXCHANGES:

At present, your Company's securities are listed on :

BSE, Phiroze Jeejeehoy Towers, Dalal Street, Fort, Mumbai - 400 001, Code No.524408.

The Company confirms that it has paid the Annual Listing Fees for the year 2016-17 to BSE where the Company's Shares are listed.

VIGIL MECHANISM :

In pursuant to the provisions of section 177(9) & (10) of the Companies Act, 2013, a Vigil Mechanism for directors and employees to report genuine concerns has been established.

RELATED PARTY TRANSACTIONS :

Related party transactions that were entered during the financial year were on an arm's length basis and were in the ordinary course of business. There were no materially significant related party transactions with the Company's Promoters, Directors, Management or their relatives, which could have had a potential conflict with the interests of the Company. Transactions with related parties entered by the Company in the normal course of business are periodically placed before the Audit Committee for its omnibus approval and the particulars of contracts entered during the year is given in Note 39 of the Financial Statements. The Board of Directors of the Company has, on the recommendation of the Audit Committee, adopted



a policy to regulate transactions between the Company and its Related Parties, in compliance with the applicable provisions of the Companies Act 2013, the Rules thereunder and the Listing Agreement and SEBI (LODR) Regulations, 2015. This Policy was considered and approved by the Board. The said policy is posted on the website of the Company, www.universalstarch.com and its weblink is <http://www.universalstarch.com/Policy%20on%20Related%20Party%20Transactions.pdf>

DEVELOPMENT AND IMPLEMENTATION OF A MANAGEMENT POLICY:

The Company has been addressing various risks impacting the Company and the policy of the Company on risk management is provided elsewhere in this Annual Report in Management Discussion and Analysis.

WIND MILL:

The Company has commissioned a Wind Power Project with effect from 30th March 2002, with an annual power generation capacity of around 14 Lacs units. In line with the Government notification, your Company is maintaining cost records of generation of electricity through this project.

FIXED DEPOSITS :

Fixed Deposits from the public and the shareholders as on 31st March 2016 aggregated to ₹ 67.49 lacs as against 144.07 lacs at the end of the previous year. There are no deposits which have been claimed but not paid. The Board of Directors at their meeting held on 31st January, 2015 gave their permission to make an application to the Company Law Board pursuant to section 74(2) of the Companies Act, 2013 requesting for an extension of time for the repayment of deposits maturing for repayment during the FY 2015-16 and FY 2016-17 & approving the repayment of such Fixed Deposits and interest thereon on the dates on which such deposits fall due in the FY 2015-16 and FY 2016-17. Accordingly an application was made and is pending before the Company Law Board(now Company Law Tribunal) for its decision.

ACKNOWLEDGEMENT :

Your Directors take this opportunity to express their appreciation and gratitude to the Union Government, State Government, The Shamrao Vithal Co-op.Bank Ltd.. Customers and our valued shareholders of their kind support, co-operation and guidance.

For on behalf of the Board,

Place : Mumbai

Jitendrasinh J. Rawal
Managing Director

Date : 13/08/2016

Annexure A

NOMINATION AND REMUNERATION POLICY

In terms of Section 178 of the Companies Act, 2013 and the Listing Agreement, entered into by the Company with Stock Exchanges, as amended from time to time, this policy on nomination and remuneration of Directors, Key Managerial Personnel (KMP), Senior Management and other employees of the Company has been formulated by the Nomination and Remuneration Committee of the Company and approved by the Board of Directors. This policy shall act as a guideline for determining, inter-alia, qualifications, positive attributes and independence of a Director, matters relating to the remuneration, appointment, removal and evaluation of performance of the Directors, Key Managerial Personnel, Senior Management and other employees.

Policy on Directors' Appointment and Remuneration

1.1 Appointment criteria and qualifications

- a) A person who is proposed to be appointed as Director of the Company should be eligible to be appointed as Director and must hold Director Identification Number issued by the Central Government and possess such qualification, expertise and experience as prescribed under the Act.
- b) Without prejudice to generality of the above, a person who is proposed to be appointed as an Independent Director shall also be subject to compliance of provisions of Section 149(6).
- c) KMP or Senior Management personnel shall have adequate qualification, expertise and experience in the relevant field for which the appointment is proposed to be made.
- d) The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the concerned position.

1.2 Term / Tenure

- a) The Company shall appoint or re-appoint any person as its Managerial Personnel for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.
- b) An Independent Director shall hold office for a term of up to five consecutive years on the Board of the Company and will be eligible for reappointment on passing of a resolution by the Company and disclosure of such appointment in the Boards' report.
 - No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

1.3 Evaluation The Committee shall carry out evaluation of performance of every Director, KMP and Senior Management Personnel at such interval as deemed fit.

1.4 Removal The Committee may recommend the Board for removal of a Director, KMP or Senior Management Personnel for reasons recorded in writing. The Procedure for removal of any Director shall be as per the provisions of the Act in this regard.

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

2.1 Remuneration Policy

- a) The remuneration / compensation / commission etc. to the Managerial Personnel will be determined by the Committee and recommended to the Board for approval which shall be subject to the prior/post approval of the shareholders of the Company and Central Government, wherever required.
- b) The remuneration and commission to be paid to the Managerial Personnel shall be in accordance with the percentage / slabs / conditions as per the provisions of the Act.
- c) Increments to the existing remuneration / compensation structure may be recommended by the Committee to the Board which should be within the limits approved by the Shareholders in the case of Managerial Personnel.
- d) Where any insurance is taken by the Company on behalf of its Managerial Personnel, Chief Executive Officer, Chief Financial Officer, the Company Secretary and any other employees for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

2.2 Remuneration to Managerial Personnel, KMP, Senior Management Personnel and Other Employees

- a) The Managerial Personnel shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee in accordance with the provisions of the Companies Act, 2013 and rules made thereunder for the time being in force. The breakup of the pay scale and quantum of perquisites including employer's contribution to P.F. pension scheme, medical expenses, club fees, other non-monetary benefits etc. shall be decided and approved by the Board on the recommendation of the Committee and approved by the shareholders and Central Government, wherever required.
- b) The Managerial Personnel shall be eligible to performance linked incentives as may be determined by the Board from time to time.
- c) The Managerial Personnel may be paid commission if approved by the shareholders. The shareholders may authorise the Board to decide commission to be paid to any Managerial Personnel of the Board.



- d) If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Managerial Personnel 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 previous approval of the Central Government.
- e) If any Managerial Personnel draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Act or without the prior sanction of the Central Government, where required, he / she 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.
- f) The remuneration to Company Secretary, Senior Management Personnel and other employees shall be governed by the HR Policy of the Company.

2.3 Remuneration to Non-Executive / Independent Directors

- a) The remuneration shall be in accordance with the provisions of the Companies Act, 2013 and rules made thereunder for the time being in force.
- b) The Non-Executive / Independent Director may receive fees for attending meetings of the Company. Provided that the amount of such fees shall not exceed 1 Lac per meeting of the Board or Committee or such amount as may be prescribed under the Act. Additionally the Non-Executive Directors shall be reimbursed travelling and incidental expenses incurred for attending the meetings.
- c) Commission may be paid within the monetary limit approved by shareholders, subject to the limit not exceeding 1% of the profits of the Company computed as per the applicable provisions of the Act.
- d) An Independent Director shall not be entitled to any stock option of the Company.

for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the Company's Books, Papers, Minute Books, Forms and Returns filed and other Records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the financial year commencing from 1st April, 2015 and ended 31st March, 2016, complied with the statutory provisions listed hereunder and also that the Company has proper Board process and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter :

We have examined the books, papers, minute books, forms and returns filed and other records maintained by M/s. Universal Starch Chem Allied Limited ("The Company") for the financial year ended on 31st March, 2016, according to the provisions of:

- I. The Companies Act, 2013 (the Act) and the rules made thereunder;
- II. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder;
- III. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- IV. Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment (FDI), Overseas Direct Investment and External Commercial Borrowings made by/in the Company and as such the provisions of the Foreign Exchange Management Act, 1999 and the rules and regulations (Not Applicable To The Company During The Period Under Audit);
- 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, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 - (Not applicable as the Company did not issue any security during the financial year under review);
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 - (Not applicable as the Company did not have any scheme for its employees during the financial year under review);
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 - (Not applicable as the Company has not issued any debts securities during the financial year under review);

ANNEXURE B

FORM MR 3

SECRETARIAL AUDIT REPORT

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

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2016

To
The Members

M/s Universal Starch Chem Allied Limited
Mhatre Pen Building,
'B' Wing, 2nd Floor,
Senapati Bapat Marg,
Dadar West,
Mumbai - 400028.

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s. Universal Starch Chem Allied Limited (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis

- (f) 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 – (Not applicable as the Company is not Registrar to an issue and Share Transfer Agent during the financial year under review);
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 – (Not applicable as the Company has not delisted its equity shares from any stock exchange during the financial year under review);
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 – (Not applicable as the Company has not bought back any of its securities during the financial year under review); and
- (I) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015.
- VI. We have relied on the certificate obtained by the Company from the Management Committee / Officers for systems mechanism and based on the information and representation made by the Company for due compliances of all applicable Acts, Laws, Orders, Regulations and other legal requirements of central, state and other Government and Legal Authorities concerning the business and affairs of the Company as listed in Annexure B.
- We have also examined compliance with the applicable clauses of the following:
- Secretarial Standards issued by The Institute of Company Secretaries of India under the provisions of Companies Act, 2013 - and
 - The Listing Agreements entered into by the Company with the Bombay Stock Exchange Limited;

Note: This report should be read with my letter of even date which is annexed as Annexure A & B and forms an integral part of this report.

OBSERVATIONS:

We further report that:

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the year under review were carried out in compliance with the provisions of the Companies Act, 2013.
- Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation of the meeting.
- Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.

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

We further report that during the audit period the Statutory Auditor has stated the following observation in the Annexure to the Audit Report.

- The value of Land in the books of the company on the basis of historical cost amounts to Rs. 46,84,785/-, of the same, title deeds of 3,228.11 sq.mtr. amounting to Rs.2,60,375/- are not in the name of the Company.
- According to the information and explanations given to us, fraud on the company was noticed. Immovable Property of the Company measuring 82,588.11 sq.mtrs. Valuing at Rs. 15,86,725/- (at historical cost) was fraudulently transferred in the personal name of some of the directors. Out of the above property measuring 79,300 sq.mtrs. was restored in the name of the Company. Apart from the above we have neither come across any instance of material fraud on or by the Company by its officers or employees, noticed or reported during the year, nor have we been informed of any such case by the Management.

Apart from as stated above the company has not undertaken specific event/actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines and standards etc. referred to above viz:

During the Financial Year ended March 31, 2016; the Shareholders have approved Special Resolution viz:

- Re-appointment of Shri Jitendrasinh J Rawal (DIN 00235016) as Chairman and Managing Director with effect from 01.10.2015 for a further period of three years.

For Leena Agrawal & Co.
(Practising Company Secretaries)

Leena Agrawal
Proprietress
FCS No: 6607
CP No: 7030

Place: Mumbai

Date: 13th August, 2016

Note: This report is to be read with our letter of even date which is annexed as Annexure – 'A' and forms an integral part of this report

Annexure – 'A' of Secretarial Audit Report

To, The Members,

M/s Universal Starch Chem Allied Limited

Mhatre Pen Building,
'B' Wing, 2nd Floor,
Senapati Bapat Marg,
Dadar West, Mumbai – 400028.

Our report of even date is to be read along with this letter .

- Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
- We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the

processes and practices, we followed provide a reasonable basis for our opinion.

3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc. 5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our 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.

**For Leena Agrawal & Co.
(Practising Company Secretaries)**

Leena Agrawal
Proprietress
000FCS No: 6607
CP No: 7030

Place: Mumbai

Date: 13th August, 2016

Annexure – ‘B’ of Secretarial Audit Report

The List of various other Applicable Laws to the Company

1. The Factories Act, 1948,
2. The Payment of Wages Act, 1936,
3. The Minimum Wages Act, 1948,
4. Employees Provident Fund & Misc Provision Act, 1952,
5. The Payment of Bonus Act, 1965,
6. The Environment (Protection) Act, 1986,
7. Electricity Act, 2003,
8. Indian Stamp Act, 1999,
9. Income Tax Act 1961 and Indirect Tax Law,
10. Negotiable Instrument Act, 1881,
11. Maternity Benefits Act, 1961,
12. Payment of Gratuity Act, 1972,
13. The Apprentices Act, 1961,
14. Service Tax
15. VAT Act
16. Water (Prevention & Control of pollution) Act 1974 and rules thereunder;
17. Air (Prevention & Control of pollution) Act 1981 and rules thereunder;

ANNEXURE C

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY ACTIVITIES

A brief outline of the company's CSR policy, including overview of projects or programmes proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programmes:

Company's CSR policy is aimed at demonstrating care for the

community through its focus on education & skill development, health & wellness and environmental sustainability including biodiversity, energy & water conservation. Also embedded in this objective is support to the disadvantaged/marginalized cross section of the society by providing opportunities to improve their quality of life.

The projects undertaken were within the broad framework of Schedule VII of the Companies Act, 2013. In India, the CSR projects carried out in FY 2015-16 have benefited the target communities locally.

Details of the CSR policy is posted on the website of the Company www.universalstarch.com and its web link is <http://www.universalstarch.com/Policy%20on%20Corporate%20Social%20Responsibility.pdf>

The composition of the CSR committee: The Company has a CSR committee of three directors Shri Jitendrasinh J.Rawal, Shri Ashok Kothary and Shri Ashok C. Shah.

Average net profit of the company for last three financial years for the purpose of computation of CSR: Rs. 5644045.66

Prescribed CSR Expenditure (two per cent of the amount as in item 3 above): Rs. 112880.9

Details of CSR spent during the financial year:

- a. Total amount to be spent for the financial year: Rs. 112880.9
- b. Amount unspent: 0
- c. Manner in which the amount spent during the financial year:

Sr. No.	CSR Projects or Activities Identified	Sector in which the project is covered	Projects or programs 1. Local area or other 2. Specify the State and district where the projects or programs was undertaken	Amount Spent	Amount Spent were direct or through implementing Agency
1	Providing students of Dadasaheb Rawal College, Dondaicha with quality, professional and administrative skills	Promoting special education and employment enhancing vocation skills	Local area, Maharashtra State, Dhule District, Dondaicha	Rs. 1,50,000/-	Direct

In case the company has failed to spend the two per cent of the average net profit of the last three financial years or any part thereof, the company shall provide the reasons for not spending the amount in its Board report: NA

A responsibility statement of the CSR committee that the implementation and monitoring of CSR policy, is in compliance with CSR objectives and policy of the Company:

We hereby declare that implementation and monitoring of the CSR policy are in compliance with CSR objectives and policy of the Company.

Annexure D**EXTRACT OF ANNUAL RETURN**

As on financial year ended 31.03.2016

[Pursuant to Section 92(3) of the Companies act, 2013 read with

[The Companies (Management and Administration) Rules, 2014] FORM NO. MGT-9

A. REGISTRATION AND OTHER DETAILS:

CIN:-	L24110MH1973PLC016247
Registration Date:	17/01/1973
Name of the Company:	Universal Starch-Chem Allied Ltd
Category / Sub-Category of the Company	Company limited by shares/ Indian Non- Government Company
Address of the Registered office and contact details:	Mhatre Pen Building, B Wing, 2nd Floor, Senapati Bapat Marg, Dadar (W), Mumbai 400028 Tel: +91 (22) 66563333 Fax: +91 (22) 24305969 email: mumbai@universalstarch.com website: http://www.universalstarch.com/
Whether listed company	Yes
Name, Address and Contact details of Registrar and Transfer Agent, if any	Sharex Dynamic(India) Pvt Ltd. SEBI Reg.No INR000002102 Unique ID No. 100001214 Unit 1, Luthra Ind, Premises, Safed Pool Andheri Kurla Road, Andheri (E), Mumbai 400072 Tel No. - 022- 28515606/28515644 Fax No.-022-28512885 Email : sharexindia@vsnl.com Web Site :www.sharexindia.com

B. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

Sr. No.	Name and Description of main products / services	NIC Code of the Product/ service% to total turnover of the company	% to total turnover of the company
a.	Maize starch	Division 10 & Sub Division 10621	100
b.			
c.			
d.			

C. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name and address of the company	CIN/GLN	Holding/Subsidiary/Associate	% of shares held
N.A.				


D. SHARE HOLDING PATTERN
i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year 01/04/2015				No. of Shares held at the end of the year 31/03/2016				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. PROMOTER'S									
(1). INDIAN									
(a). individual	0	23,02,800	23,02,800	54.829	0	23,02,800	23,02,800	54.829	0
(b). Central Govt.									
(c). State Govt(s).	0	0	0		0	0	0		0
(d). Bodies Corpp.	0	0	0		0	0	0		0
(e). FIINS / BANKS.	0	0	0		0	0	0		0
(f). Any Other		0				0			0
Sub-total (A) (1):-	0	23,02,800	23,02,800	54.829	0	23,02,800	23,02,800	54.829	0
(2). FOREIGN									
(a). Individual NRI / For Ind	0	0	0	0	0	0	0	0	0
(b). Other Individual	0	0	0	0	0	0	0	0	0
(c). Bodies Corporates	0	0	0	0	0	0	0	0	0
(d). Banks / FII	0	0	0	0	0	0	0	0	0
(e). Qualified Foreign Investor	0	0	0	0	0	0	0	0	0
(f). Any Other Specify	0	0	0	0	0	0	0	0	0
Sub-total (A) (2):-	0	0	0	0	0	0	0	0	0
Total shareholding of Promoter (A) = (A) (1)+(A)(2)	0	23,02,800	23,02,800	54.829	0	23,02,800	23,02,800	54.829	0
(B) (1). PUBLIC SHAREHOLDING									
(a). Mutual Funds	0	0	0		0	0	0		0
(b). Banks / FI	0	0	0		0	0	0		0
(c). Central Govt.									
(d). State Govt.	0	0	0		0	0	0		0
(e). Venture Capital Funds	0	0	0		0	0	0		0
(f). Insurance Companies	0	0	0		0	0	0		0
(g). FIIs	689	0	689	0.016	0	0	0		-0.016
(h). Foreign Venture Capital Funds	0	0	0		0	0	0		0
(i). Others (specify)	0	0	0		0	0	0		0
Sub-total (B)(1):-	689	0	689	0.016	0	0	0	0	-0.016
2. Non-Institutions									
(a). BODIES CORP.									
(i). Indian	20,837	71,400	92,237	2.196	46,264	71,400	1,17,664	2.802	0.606
(ii). Overseas									
(b). Individuals									
(i) Individual shareholders holding nominal share capital upto ₹1 lakh	3,28,624	4,67,115	7,95,739	18.946	3,14,618	4,63,315	7,77,933	18.522	-0.424

Category of Shareholders	No. of Shares held at the beginning of the year 01/04/2015				No. of Shares held at the end of the year 31/03/2016				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(ii) Individual shareholders holding nominal share capital in excess of ₹1 lakh	4,15,866	5,73,000	9,88,866	23.544	4,14,489	5,73,000	9,87,489	23.512	-0.032
(c). Other (specify)									
Non Resident Indians	15,769	3,900	19,669	0.468	10,214	3,900	14,114	0.336	-0.132
Overseas Corporate Bodies	0	0	0		0	0	0		0
Foreign Nationals		0				0			0
Clearing Members	0	0	0		0	0	0		0
Trusts		0				0			0
Foreign Bodies - D R		0				0			0
Sub-total (B)(2):-	7,81,096	1,115,415	18,96,511	45.154	7,85,585	11,11,615	18,97,200	45.172	0.018
Total Public Shareholding (B)=(B)(1)+ (B)(2)	7,81,785	11,15,415	18,97,200	45.170	7,85,585	11,11,615	18,97,200	45.172	0.002
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0.000	0	0	0	0.000	0
Grand Total (A+B+C)	7,81,785	34,18,215	42,00,000	100.00	7,85,585	34,14,415	42,00,000	100.00	0

(ii) Shareholding of Promoters

SR No.	SHAREHOLDER'S NAME	Shareholding at the beginning of the year 01/04/2015			Share holding at the end of the Year 31/03/2016			% change in share holding during theyear
		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	ARJUNSINH THAKORE	200	0.005		200	0.005		0
2	BINANKUWAR JAYDEOSINH RAWAL	1,08,400	2.581		1,08,400	2.581		0
3	C J RAWAL	15,000	0.357		15,000	0.357		0
4	CHHATRASINH NAGOSINH RAWAL	10,400	0.248		10,400	0.248		0
5	HANSARANI JITENDRASINGH RAWAL	1,12,700	2.683		1,12,700	2.683		0
6	J D RAWAL	8,800	0.21		8,800	0.21		0
7	JAYANDRASINH K DESAI	63,000	1.5		63,000	1.5		0
8	JAYCHANDRA AGRO INDUSTRIES PVT LTD	24,000	0.571		24,000	0.571		0
9	JAYDEOSING JAYSING RAWAL	3,88,567	9.252		3,88,567	9.252		0
10	JAYKUMAR JITENDRASINGH RAWAL	1,62,666	3.873		1,62,666	3.873		0
11	JAYRAJDEVI RANJITSINGH THAKORE	5,500	0.131		5,500	0.131		0
12	JAYSINHA FINANCING PVT.LTD.	10,500	0.25		10,500	0.25		0
13	JITENDRASINH JAYSINH RAWAL	5,95,667	14.183		5,95,667	14.183		0
14	KALPANA KIRTIPALSINH GOHIL	51,900	1.236		51,900	1.236		0
15	NAYANKUWAR J RAWAL	3,23,300	7.698		3,23,300	7.698		0
16	PANCHRATNA JITENDRASINGH RAWAL	2,44,900	5.831		2,44,900	5.831		0



SR No.	SHAREHOLDER'S NAME	Shareholding at the beginning of the year 01/04/2015			Share holding at the end of the Year 31/03/2016			% change in share holding during theyear
		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	
17	PREMSINH BALESIH PATIL	5,000	0.119		5,000	0.119		0
18	RANJITSINGH JAYSINGH THAKORE	4,000	0.095		4,000	0.095		0
19	RAWAL TRADING ENTERPRISES PVT LTD	5,400	0.129		5,400	0.129		0
20	RISHIKESH J RAWAL	38,800	0.924		38,800	0.924		0
21	SHANTIDEVI Y JAMADAR	5,700	0.136		5,700	0.136		0
22	SHIPRA JAYDEOSINH RAWAL	3,000	0.071		3,000	0.071		0
23	SUBHADRAKUMARI JAYKUMAR RAWAL	1,08,500	2.583		1,08,500	2.583		0
24	TORANMAL DEVELOPMEENT PVT LTD	1,000	0.024		1,000	0.024		0
25	VIJAYADEVI PREMSINH RAJPUT	2,900	0.069		2,900	0.069		0
26	VIKRANT JAYDEOSINH RAWAL	3,000	0.071		3,000	0.071		0

(iii) Change in Promoters' Shareholding (please specify, if there is no change)

Sl No.	Shareholder's Name	Shareholding at the beginning of the year 01/04/2015			Share holding at the end of the Year 31/03/2016			
		No. of Shares at the beginning (01-04-2015) / end of the year (31-03-2016)	% of total Shares of the company	Date	Increasing / Decreasing in shareholding	Reason	No. of Shares	% of total Shares of the company]
N.A.								

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

sr .no	Name	No. of Shares at the beginning (01-04-2015) / end of the year (31-03-2016)	% of total Shares of the company	Date	Increasing / Decreasing in shareholding	Reason	No. of Shares	% of total Shares of the company
1	IN & OUT MARKETING (HYD) P LTD	70,000	1.667	01-04-2015			0	0
	-Closing Balance			31-03-2016			70,000	1.667
2	JYOTI RAJKUMAR SHARMA	30,000	0.714	01-04-2015			0	0
	-Closing Balance			31-03-2016			30,000	0.714
3	KISHORBHAI DESAI	1,07,000	2.548	01-04-2015			0	0
	-Closing Balance			31-03-2016			10,7000	2.548
4	PADMABEN DESAI	59,000	1.405	01-04-2015			0	0
	-Closing Balance			31-03-2016			59,000	1.405
5	CHAYASING NAYANSING RAJPUT	2,11,600	5.038	01-04-2015			0	0
	-Closing Balance			31-03-2016			2,11,600	5.038
6	KJMC FINANCIAL SERVICES LIMITED .	38,000	0.905	05-02-2016			0	0

Sr. no	Name	No. of Shares at the beginning (01-04-2015) / end of the year (31-03-2016)	% of total Shares of the company	Date	Increasing / Decreasing in shareholding	Reason	No. of Shares	% of total Shares of the company
	-Closing Balance			31-03-2016			38,000	0.905
7	OM CHAMUNDA MAA TRADING PVT LTD	39,800	0.948	01-04-2015			0	0
	-Closing Balance			31-03-2016			39,800	0.948
8	SARVADAMANSINGH RANJITSINGH VAGHELA	82,000	1.952	01-04-2015			0	0
	-Closing Balance			31-03-2016			82,000	1.952
9	RANJITSINGH SHIVAJI VAGHELA	1,02,700	2.445	01-04-2015			0	0
				11-09-2015	10	Transfer		
	-Closing Balance			31-03-2016			1,02,710	2.445
10	BRIJRAJKUMARI RANJITSINGH VAGHELA	29,500	0.702	01-04-2015			0	0
	-Closing Balance			31-03-2016			29,500	0.702
11	CHAINSING NAVALSING RAJPUT	83,094	1.978	01-04-2015			0	0
	-Closing Balance			31-03-2016			83,094	1.978

(v) Shareholding of Directors and Key Managerial Personnel:

Sr. No.		Shareholding at the beginning of the year 01/04/2015		Cumulative Shareholding during the year 31/03/2016	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	JITENDRASINH J RAWAL				
	At the beginning of the year	5,95,667	14.18		
	At the End of the year			5,95,667	14.18
2	JAYDEOSINH J RAWAL				
	At the beginning of the year	3,88,567	9.25		
	At the End of the year			3,88,567	9.25
3	JAYKUMAR J RAWAL (Director till 08/07/2016)				
	At the beginning of the year	1,62,666	3.87		
	At the End of the year			1,62,666	3.87
4	HANSARANI VAGHELA (Director from 13/08/2016)				
	At the beginning of the year	1,62,666	3.87		
	At the End of the year			1,62,666	3.87
5	VIKRANT JAYDEOSINH RAWAL				
	At the beginning of the year	30,00	0.07		
	At the End of the year			3,000	0.07
6	ASHOK KOTHARY				
	At the beginning of the year	0	0.00		
	At the End of the year			0	0.00
7	DEV PRAKASH YADAVA				
	At the beginning of the year	0	0.00		
	At the End of the year			0	0.00



Sr. No.		Shareholding at the beginning of the year 01/04/2015		Cumulative Shareholding during the year 31/03/2016	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
8	ASHOK SHAH				
	At the beginning of the year	0	0.00		
	At the End of the year			0	0.00
9	BINDUMADHAVAN RANGA VENKATESH				
	At the beginning of the year	0	0.00		
	At the End of the year			0	0.00
10	JAYSING RAJPUT (Director from 03/11/2015)				
	At the beginning of the year	0	0.00		
	At the End of the year			0	0.00
11	SUDHA R MODI				
	At the beginning of the year	0	0.00		
	At the End of the year			0	0.00
12	GP. CHAUDHARY	1,000	0.02		
	At the beginning of the year			1,000	0.02
	At the End of the year				
13	SUBRAMANI SEETHARAMAN (CFO)				
	At the beginning of the year	0	0.00		
	At the End of the year			0	0.00
14	YL SINDHWAD- COMPANY SECRETARY (up to 30/09/2015)				
	At the beginning of the year	0	0.00		
	At the End of the year			0	0.00
15	VARSHA PUNWANI- COMPANY SECRETARY (from 01/03/2016)				
	At the beginning of the year	0	0.00		
	At the End of the year			0	0.00

V. INDEBTEDNESS

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtness at the beginning of the financial year				
i) Principal Amount	2295.37	902.48	144.07	3341.92
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	27.1	27.1
Total (i+ii+iii)	2295.37	902.48	171.17	3369.02
Change in Indebtedness during the financial year				
• Addition	723.11	263.43	0	986.54
• Reduction	-398.35	-174.29	-103.68	-676.32
Net Change	324.76	89.14	-103.68	310.22
Indebtedness at the end of the financial year				
i) Principal Amount	2620.13	991.62	67.49	3679.24
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not	0	0	3.21	3.21
Total (i+ii+iii)	2620.13	991.62	70.7	3682.45

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

Sl.no.	Particulars of Remuneration	Name of MD/WTD/ Manager			Total Amount
		Jitendrasinh J. Rawal*	Jaykumar J. Rawal ** (Director up to 08/07/2016)	G.P. Chaudhary **	
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	59,89,694	28,64,471	10,69,896	99,24,061
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961				
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961				
2	Stock Option				
3	Sweat Equity				
4	Commission				
	- as % of profit				
	- others, specify...				
5	Others, please specify				
	Total (A)	59,89,694	28,64,471	10,69,896	99,24,061
	Ceiling as per the Act- Schedule V	84,00,000	48,00,000	12,00,000	

*As per the terms of appointment and remuneration approved by the shareholder at the AGM held on 29/09/2015

**As per the terms of appointment and remuneration approved by the shareholder at the AGM held on 29/09/2014

B. Remuneration to other directors:

Sl.no.	Particulars of Remuneration	"Name of Directors Manager"						Total Amount
	1. Independent Directors	Ashok Kothary	Dev Prakash Yadava	Bindu Madahavan	Ashok Shah	Jaysing Rajput	Sudha Modi	
	•Fee for attending board / committee meetings	95,000	1,20,000	95,000	80,000	20,000	1,00,000	5,10,000
	• Commission							
	• Others, please specify							
	Total (1)	95,000	1,20,000	95,000	80,000	20,000	1,00,000	5,10,000
	2. Other Non-Executive Directors	Jaydeosinh J. Rawal	Vikrant J. Rawal					
	•Fee for attending board / committee meetings	2,500	5,000					
	• Commission							
	• Others, please specify							
	Total (2)	2,500	5,000					7,500
	Total (B)=(1+2)							5,17,500
	Overall Ceiling as per the Act	Not exceeding ₹ 1 Lakh per meeting of the Board or Committee thereof						


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

	Particulars of Remuneration	Key Managerial Personnel			
		CFO	Company Secretary	Company Secretary	Total
		Subramani Seetharaman	Y.L. Sindhwad (up to 30/09/2015)	Varsha Punwani (from 01/03/2016)	
1	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	9,00,000	3,34,554	36,190	12,70,744
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961				
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961				
2	Stock Option				
3	Sweat Equity				
4	Commission - as % of profit - others, specify...				
	Others, please specify				
	Total	9,00,000	3,34,554	38,863	12,73,417

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]"	"Authority [RD / NCLT/ COURT]"
Penalty			NA		
Punishment			NA		
Compounding			NA		
OTHER OFFICERS IN DEFAULT					
Penalty			NA		
Punishment			NA		
Compounding			NA		

CORPORATE GOVERNANCE

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE:

The Company aims at maintaining openness, credibility, transparency and accountability which form the basic principles of good corporate governance. The company is committed to Corporate Governance practices which are in the best interests of its shareholders and those associated with the Company. Corporate Governance norms promote investor confidence and ensure the integrity of the Board in conducting the affairs of the Company. The Company has complied with the provisions of Clause 49 of the Listing Agreement of the Stock Exchange and the SEBI (LODR) Regulations, 2015, which deals with the Corporate Governance requirements.

BOARD OF DIRECTORS:

The Board of Directors comprised of 11 members as on 31st March 2016. The Company has an Executive Chairman, more than 50% of the Board comprises of Non-Executive Directors. The Executive Directors include the Chairman & Managing Director and two other Executive Directors. The Board has 6 independent directors.

Composition, Category and other details of Directorships for the period ending 31/03/2016 is given below :

Category	Name of Director & Designation	No. of other Directorships	No. of Committee Membership / Chairmanship	
			Member-ship	Chairman-ship
Promoter Chairman & Managing Director	Shri Jitendrasinh J. Rawal, Executive Chairman & Managing Director	5	2	2
Promoter Whole-time Director (Business Development)	Shri. Jaykumar J. Rawal (Director till 08/07/2016)	6	1	-
Promoter Whole-time Director (Business Development)	Smt. Hansarani Vaghela (Director from 13/08/2016)	2	-	-
Whole- time director (Works)	Shri Gulabsingh P.Chaudhary	1	-	-
Promoter Non Executive Director	Shri. Jaydeosinh J. Rawal	1	-	-
Promoter Non Executive Director	Shri. Vikrant J. Rawal	3	-	-
Independent Non-executive Directors	Shri. Dev Prakash Yadava	4	4	2
Independent Non-executive director	Shri Ashok Kothary	8	2	1

Independent Non-executive director	Shri Bindu Madhavan	-	1	-
Independent Non-executive director	Shri Sudha R. Modi	2	2	-
Independent Non-executive director	Shri. Ashok C. Shah	0	-	-
Independent Non-executive director	Shri. Jaysing Rajput (Director from 03/11/2015)	3	-	-

The Executive Directors of the Company & their remuneration package which comprises of salary and other allowances, perquisites and commission as approved by the shareholders at the Annual General meetings. Annual increments are linked to performance and are decided by the Board of Directors. During the year, the managerial remuneration payable to them aggregated to ₹ 9924061

There is no remuneration package for the Non-executive directors of the Company. However sitting fees of ₹ 517500 has been paid to the directors for the meetings attended.

During the year under review the Board of Directors met Four times at the registered Office of the Company. These were held on:

Sr. No.	Date of Meeting	No. of Directors Present
1	29/05/2015	6
2	13/08/2015	10
3	03/11/2015	7
4	11/02/2016	8

The attendance recorded for each of the Directors at the Board Meetings during the

year ended 31st March 2016 and of the last Annual General Meeting is given below.

Name of the Director	No. of Board Meetings attended	Attendance at the last AGM
Shri. Jitendrasinh J. Rawal	3	Yes
Shri. Jaykumar J. Rawal (up to 08/07/2016)	4	No
Shri. G.P. Chaudhary	4	Yes
Shri Jaydeosinh J. Rawal	1	Yes
Shri Ashok Kothary	3	Yes
Shri Dev Prakash Yadava	4	Yes
Jawansing C. Rajput (Appointed on 03/11/2015)	1	NA
Shri Bindu Madhavan	3	No
Shri Vikrant J. Rawal	2	No
Smt. Sudha R. Modi	4	Yes
Shri. Ashok C. Shah	3	Yes



INDEPENDENT DIRECTORS

The Company has complied with the definition of Independence as per Clause 49 of the Listing Agreement and SEBI (LODR) Regulations, 2015 and according to the Provisions of section 149(6) Companies Act, 2013. The company has also obtained declarations from all the Independent Directors pursuant to section 149 (7) of the Companies Act, 2013.

Training of Independent Directors :

Whenever new Non-executive and Independent Directors are inducted in the Board they are introduced to our Company's culture through appropriate orientation session and they are also introduced to our organization structure, our business, constitution, board procedures, our major risks and management strategy.

The Board evaluates the performance of Non-executive and Independent Directors every year. All the Non-executive and Independent Directors are eminent personalities having wide experience in the field of business, industry and administration. Their presence on the Board is advantageous and fruitful in taking business decisions.

Separate Meeting of the Independent Directors :

The Independent Directors held a Meeting on 28th March, 2016, without the attendance of Non-Independent Directors and members of Management. Shri. Devprakash Yadava, Shri. Ashok Kothary, Shri. Bindu Madhavan, Mrs. Sudha Modi and Shri. Ashok Shah were present for the meeting.

The following issues were discussed in detail :

- I) Reviewed the performance of non-independent directors and the Board as a whole;
- II) Reviewed the performance of the Chairperson of the Company, taking into account the views of Executive Directors and Non-Executive Directors;
- III) 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.

AUDIT COMMITTEE :

The Company's Audit Committee comprises of Three independent Directors.

The present members of the committee are Shri. Dev Prakash Yadava, Shri. Ashok Kothary and Shri. Bindu Madhavan. The chairman of the committee is Shri. Ashok Kothary who has a wide experience in finance etc.

The board terms of reference of the Audit Committee are as under:

- (i) To review the quarterly, half-yearly and annual financial statements of the Company.
- (ii) To review the Company's financial reporting systems.
- (iii) To review the internal control and Audit Systems.
- (iv) To review the Company's financial and risk management policies.

The Audit committee invites the Statutory Auditors, the internal Auditors, the financial advisor and also representatives from various departments of the Company wherever necessary to attend the Audit Committee meetings and to clarify queries raised by the Committee members.

4 (Four) Audit Committee meetings were held during the year 2015- 16. The dates on which the said meetings were held on 29/05/2015, 13/08/2015, 03/11/2015 and 11/02/2016. The attendance of each Audit Committee member is given below :

Name of the Audit Committee Member	No. of meetings attended
Shri Ashok Kothary	3
Shri Dev Prakash Yadava	4
Shri Bindu Madhavan	3

STAKEHOLDERS' RELATIONSHIP COMMITTEE/ SHAREHOLDERS' GRIEVANCE COMMITTEE:

The Company has a Share Transfer Committee of which Shri. Jitendrasinh J. Rawal is the Chairman and Stakeholders' Relationship Committee/ Shareholders' Grievance Committee of which Shri. Dev Prakash Yadava a Non-Executive Director is the Chairman. Formalities relating to transfer of shares are attended to at least once in a fortnight. During the year, the Company received 0 investor complaints from the Shareholders.

NOMINATION & REMUNERATION COMMITTEE:

The Nomination & Remuneration Committee comprises of Three independent Directors. The present members of the committee are Shri. Dev Prakash Yadava, Shri. Ashok N Kothary and Smt. Sudha Modi. The chairman of the committee is Shri. Dev Prakash Yadava. This Committee shall identify the persons, who are qualified to become Directors of the Company / who may be appointed in Senior Management in accordance with the criteria laid down, recommend to the Board their appointment and removal and also shall carry out evaluation of every director's performance. Committee shall also formulate the criteria for determining qualifications, positive attributes, independence of the Directors and recommend to the Board a Policy, relating to the remuneration for the Directors, Key Managerial Personnel and other employees. The Nomination and Remuneration Committee had two meetings during the Financial Year 2015-16 which was attended by all the members.

GENERAL MEETINGS :

Location and time where the last 3 Annual General Meetings were held:

Year	Date	Time	Location
2014-15	29 th September, 2015	11.00 A.M.	B-wing, Mhatre pen Building, Senapati Bapat Marg, Dadar (West) Mumbai - 28
2013-14	29 th September, 2014	11.00 A.M.	B-wing, Mhatre pen Building, Senapati Bapat Marg, Dadar (West) Mumbai - 28
2012-13	17 th September, 2013	11.00 A.M.	B-wing, Mhatre pen Building, Senapati Bapat Marg, Dadar (West) Mumbai - 28

SPECIAL RESOLUTION PASSED IN LAST THREE ANNUAL GENERAL MEETING:

Meeting	Subject matter of Special Resolution
42nd Annual General Meeting	(i) Re- appointment of Shri Jitendrasinh J Rawal (DIN 00235016) as Chairman & Managing Director with effect from 01.10.2015 for a further period of three years
41st Annual General Meeting	(i) Re- appointment of Shri Jaykumar J Rawal (DIN 02261128) as whole time director (ii) Waiver Of Excess Managerial Remuneration to Shri Jitendrasinh J. Rawal, Chairman & Managing Director. (iii) Increase in the remuneration paid to Shri. Jitendrasinh J Rawal (DIN 00235016), Chairman & Managing Director (iv) To approve borrowing limits of the Company (v) Creation of Charge on the assets of the Company
40th Annual General Meeting	(i) Waiver Of Excess Managerial Remuneration to Shri Jitendrasinh J. Rawal, Chairman & Managing Director.

The Company has not passed any resolution through Postal ballot during the financial year 2015 -16 & no special resolution is proposed to be passed in the forthcoming AGM through postal ballot.

MEANS OF COMMUNICATION:

Half - yearly report sent to each household of shareholder	No
(i) Quarterly results – Which newspapers normally published in	Free Press Journal, Mumbai, Navshakti, Mumbai
(ii) Any website, where displayed	www.universalstarch.com
(iii) Whether it also displays official News releases and presentations made to institutional investors or analysts.	No.
(iv) Whether MD & A is a part of the Annual Report or not	Yes.
(v) Whether Shareholder information forms part of the Annual Report	Yes.

GENERAL SHAREHOLDER INFORMATION :

Annual General Meeting	29th September, 2016 at 11.00 A.M. at B-Wing, Mhatre Pen Building, Senapati Bapat Marg, Dadar (West), Mumbai – 400 028.
Financial Calendar :	Quarters ending – 30th June, 30th September, 31st December & 31st March, Year Ending – March 31st AGM – September.

Dates of Book Closure :	23rd September, 2016 to 29th September 2016 (both days inclusive)
Dividend Payment	NIL
The Equity Shares of the Company are listed on :	The Stock Exchange, Mumbai Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001.
Stock Code :	Stock Exchange, Mumbai – 524408 ISIN No. INE1 3E01015
Registrar and Transfer Agents :	M/s Sharex Dynamic (India) Pvt.Ltd. Unit-1, Luthra Ind.Premises, Safed Pool, Andheri Kurla Road, Andheri(E) Mumbai-400072. Phone : 2851 5606 ,28515644.

DISTRIBUTION SCHEDULE OF SHARES/DEBS – AS ON 31ST MARCH 2016 .

No. of Shares	Shareholders		No. of Shares	
	Number of Holders	% of holders	Number	%
Upto - 100	1,244	53.74	1,12,596	2.68
101 - 200	412	17.80	80,122	1.91
201 - 500	379	16.37	1,43,975	3.43
501 - 1000	127	5.49	1,10,289	2.63
1001 - 5000	89	3.84	2,15,264	5.13
5001 - 10000	24	1.04	1,87,065	4.45
10001 - 100000	29	1.25	8,84,679	21.06
100001 to above	11	0.48	24,66,010	58.71
	2,315	100.00	4200,000	100.00

PATTERN OF SHAREHOLDING AS ON 31.03.2016

Sr.No.	Category	Percentage
A	Promoters Holding	
	Indian Promoters	54.83
	Foreign Promoters	
	Persons acting in concert	
	Sub Total	54.83
B	Non Promoters Holding	
	FII's	
	Private Corporate Bodies	2.80
	Indian Public	42.03
	NRI'S	0.34
	Others	
	Sub Total 45.38	45.17
	Grand Total	100.00



Dematerializations of Equity Shares as on 31.03.2016

1)	Dematerialization Form	No. of Shareholders	No. of Shares	%
	NSDL	463	4,45,602	10.61
	CDSL	264	3,39,983	8.09
		748	7,81,785	18.70
2)	Physical Form	1,653		81.30
		-----	-----	-----
		2,413	42,00,000	1,00.00

Market price data:

The details of monthly highest and lowest closing quotations of the equity shares of the company at the Stock Exchange – Mumbai during the financial year 2015 –2016 are as under :

Month	Quotations at Mumbai Stock Exchange	
	High (₹)	Low (₹)
April- 2015	29	19.95
May – 2015	27.75	19
June- 2015	26.45	19
July- 2015	37.1	20.3
August- 2015	35	19.1
September- 2015	20.05	16.45
October- 2015	23.95	19.35
November- 2015	25.7	22.15
December- 2015	29.5	24.4
January- 2016	33.9	30
February -2016	29.2	29.2

Plant Location : Rawal Industrial Estate,
Dada Nagar, Dondaicha,
Dhule District, Maharashtra – 425 408.

Address for : Universal Starch – Chem Allied Limited

Correspondance Mhatre Pen Building
'B' – Wing, 2nd Floor,
Senapati Bapat Marg, Dadar (West)
Mumbai – 400 02
Tel : (022) 24362210
Fax : (022) 24305969
e-mail : mumbai@universalstarch.com
Website : www.universalstarch.com

DISCLOSURES :

There are no materially significant transactions of the Company with related parties i.e., Promoters, Directors or the Management, their subsidiaries or relatives, which may have potential, conflict with the interests of the Company at large. However, the Company has annexed to the accounts, a list of related parties and the transactions entered into with them.

No penalties or strictures have been imposed on the company by the Stock Exchanges or SEBI or any statutory authority on any matter related to Capital markets during the last three years.

Pursuant to the provisions of Schedule IV to the Companies Act, 2013 ("the Act"), Clause 49 of the Listing Agreement and SEBI (LODR) Regulations, 2015, Terms and Conditions for Appointment of Independent directors are posted on the website of the Company <http://www.universalstarch.com/Policy%20on%20Terms%20and%20Conditions%20of%20Appointment%20of%20Independent%20Directors.pdf>

Details of the familiarisation programme of the Independent directors is posted on the website of the Company [www.universalstarch.com](http://www.universalstarch.com/Policy%20on%20Familiarization%20Programmes%20for%20Independent%20Directors.pdf) and its weblink is <http://www.universalstarch.com/Policy%20on%20Familiarization%20Programmes%20for%20Independent%20Directors.pdf>

Whistle Blower Policy/ Vigil Mechanism: The Company has established a Vigil Mechanism for directors and employees to report genuine concerns. The vigil mechanism provide for adequate safeguards against victimization of person who use Vigil Mechanism and also provide for direct access to the Chairman of the Audit Committee in appropriate and exceptional cases. The details of Vigil Mechanism is displayed on the website of the Company [www.universalstarch.com](http://www.universalstarch.com/Whistle%20blower%20policy.pdf) and its weblink is <http://www.universalstarch.com/Whistle%20blower%20policy.pdf>.

Policy on dealing with related party transactions is posted on the website of the Company [www.universalstarch.com](http://www.universalstarch.com/Policy%20on%20Related%20Party%20Transactions.pdf) and its weblink is <http://www.universalstarch.com/Policy%20on%20Related%20Party%20Transactions.pdf>

The Company has complied with the various rules and regulations prescribed by the Stock Exchanges, Securities and Exchange Board of India and any other statutory authority relating to capital markets. No penalties or strictures have been imposed by them on the Company.

In the preparation of financial statements, the Company has followed Generally Accepted Accounting Principles (followed in India) as prescribed in Accounting Standards.

In accordance with the requirements of SEBI (Prohibition of Insider Trading) Regulations, 2015, the company has instituted a code of conduct for prohibition of insider trading in the company's shares.

As stipulated by SEBI, a qualified Practicing Company Secretary carries out the Reconciliation of Share Capital 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 paid-up capital. This audit is carried out every quarter and the report thereon is submitted to the stock exchanges and is placed before the board of directors of the Company. The audit, inter alia, confirms that the listed and paid up capital of the company is in agreement with the aggregate of the total number of shares in dematerialized form held with NSDL and CDSL and the total number of shares in physical form.

Corporate Identity Number (CIN) of the company, allotted by the Ministry of Corporate Affairs, Government of India is L24110MH1973PLC016247.

As required by Regulation 26(3) of the SEBI Listing Obligations and Disclosure Requirements (LODR), Regulations, 2015, Declaration regarding Compliance by Board Members and Senior Management Personnel with the Company's Code of Conduct is provided in the Annual Report.

As part of the green initiative process, the company has taken an initiative of sending documents like notice calling Annual General meeting, Corporate Governance Report, Directors Report, audited Financial Statements, Auditors Report, Dividend intimations etc., by email. Physical copies are sent only to those shareholders whose email addresses are not registered with the company and for the bounced-mail cases. Shareholders are requested to register their email id with Registrar and Share Transfer Agent / concerned depository to enable the company to send the documents in electronic form or inform the company in case they wish to receive the above documents in paper mode.

The Company has complied with all the mandatory requirements of Clause 49 of the Listing Agreement and SEBI Listing Obligations and Disclosure Requirements (LODR), Regulations, 2015. Adoption of non-mandatory requirements of Clause 49 of the Listing Agreement and SEBI (LODR), Regulations, 2015 is being reviewed by the Board from time to time.

For on behalf of the Board,

Place : Mumbai
Date : 13/08/2016

Jitendrasinh J. Rawal
Managing Director

CORPORATE GOVERNANCE

COMPLIANCE CERTIFICATE

Corporate Identification No. of the Company –

U24110MH1973PLC016247 Nominal Capital: ₹6 Crores

To, The Members,

Universal Starch-Chem Allied Ltd. Mumbai

We have examined all relevant records of Universal Starch Chem Allied Ltd. for the purpose of certifying compliance of conditions of Corporate Governance under the revised clause 49 of the Listing Agreement and Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchange(s) for the financial year ended March 31st 2016. We have obtained all the information and explanation, which to the best of our knowledge and belief were necessary for the purpose of certification. The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to review procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. On the basis of our examination of the records produced explanations and information furnished we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. We further state that, such compliance is neither an assurance as to the future viability of the company, nor the efficiency of effectiveness with which the management has conducted the affairs of the Company.

Mrs. Leena Agrawal
Proprietress

Leena Agrawal & Co
Practising Company Secretaries
Certificate of Practice No. 7030
Membership No. 19600

Declaration regarding Compliance by Board Members and Senior Management Personnel with the Company's Code of Conduct

In accordance with Regulation 26(3) of the SEBI Listing Obligations and Disclosure Requirements (LODR) Regulations, 2015, I hereby confirm that, all the Directors and the Senior Management Personnel of the Company have affirmed compliance to their respective codes of Conduct, as applicable to them for the Financial year ended 31st March 2016.

Place : Mumbai
Date: 13th August, 2016

Jitendrasinh J. Rawal
Chairman & Managing Director

**MANAGEMENT DISCUSSION AND ANALYSIS****A) INDUSTRY STRUCTURE AND DEVELOPMENT :**

Your Company has entered 43rd year of operation and is a leading Producer of Starch based Products in India and having a plant at Rawal Industrial Estate, Dada Nagar, Dondaicha, Dist. Dhule. Our Products find application in various industry segments like Food, Paper, Textiles, Pharmaceuticals and confectionery. The day to day management of the Company is looked after by Executive Chairman & Managing Director along with other whole Time Executive Directors assisted by team of competent, Technical and Commercial Professionals. Further details of the company can be obtained by visiting the website www.universalstarch.com.

B) OPPORTUNITIES, THREATS, RISKS AND CONCERNS:

Starch Industry has a very bright future and with national G.D.P. rising it offers an immense opportunity for development in its application in various user industry, however raw material availability at reasonable prices due to export of corn and also due to drought will have an impact on the profitability of the industry.

However, your company is likely to face competition from other competitors; there can be risks inherent in meeting unforeseen situations, not uncommon in the industry. Your company is fully aware of these challenges and is geared to meet them.

C) INTERNAL CONTROL SYSTEM :

The Company has in place adequate internal control systems and procedures commensurate with the size and nature of its business. These systems and procedures provide reasonable assurance of maintenance of proper accounting records, reliability of financial information, protection of resources and safeguarding of assets against unauthorized use.

The internal auditors conduct audits of various departments based on an annual audit plan. The planning and conduct of internal audits are oriented towards the review of controls in management of the company's activities. The internal auditors report significant audit observations to the Audit Committee of the Board of Directors.

The committee meets at regular intervals during the year to review audit observations and follow-up implementation of corrective actions. The committee also discusses with the company's statutory Auditors to ascertain their views of adequacy of internal control systems in the Company. The Committee submits its observations to the Board of Directors.

D) HUMAN RESOURCE & DEVELOPMENT.

It is your company's belief that the competence and commitment of its people are key drivers of competitive advantage enabling your company to deliver unique customer value and complete successfully in the market place.

Your company's human resources management systems and processes aim to create a responsive, market focused, customer centric culture and enhance organizational vitality, so that each business is made more competitive and equipped to seize emerging market opportunities. The staff and executives of the company are sponsored for attending various seminars to upgrade their knowledge bank. The company's continuing focus on human resources will help it to create and retain critical skills and scale up to meet the market demand. During the year under review the industrial relations with the workman at various units of the company were by and large peaceful and cordial.

E) FINANCIAL PERFORMANCE

Your Company's Gross Sales for the year amounting to ₹17631 Lacs as compared to ₹ 20808 Lacs of last year. The loss before tax for the year under review stood at ₹ 37444 Lacs as compared to loss of ₹ 202 Lacs in 2014-2015.

F) BUSINESS OUTLOOK :

The year 2016-2017 offers reasonably improved picture in terms of the growth in starch industry in comparison with previous years. Your company has entered into new export markets which will in turn increase the turnover further.

G) CAUTIONARY STATEMENT :

Statements in this respect of Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations or predictions may be forward looking statements within the meaning of applicable security laws or regulations. Actual result could differ materially from those expressed or implied, depending upon economic conditions, changes in Government regulations and policies, demand, supply and price conditions, political and economic developments within and outside the country and various incidental factors.

The Company assumes no responsibility to publicity amends, modify or revise any forward looking statements on the basis of any subsequent developments, information or events.

INDEPENDENT AUDITOR'S REPORT

To,
The Members of
Universal Starch Chem Allied Limited

Report on the Standalone Financial Statements

We have audited the accompanying financial statements of M/s. Universal Starch Chem Allied Limited ("the Company"), which comprise the Balance Sheet as at March 31st, 2016, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone 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 standalone financial statements to give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone 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 and the rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. 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. In making those risk assessments, the auditor considers internal financial control relevant to the

Company's preparation of the 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 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 financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of:

the state of affairs of the Company as at March 31st, 2016,

the Loss stated in the Statement of Profit and Loss, and

the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

As required by 'the Companies (Auditor's Report) Order, 2016', issued by the Central Government of India in terms of sub section (11) of section 143 of the Act (hereinafter referred to as "Order"), and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanation given to us, we give in the Annexure A, statement of the matters specified in paragraphs 3 and 4 of the Order.

As required by Section 143 (3) of the Act, we report that:

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.

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.

The Balance Sheet, Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.

In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

On the basis of the written representations received from the directors as on March 31st, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on March 31st, 2016 from being appointed as a director in terms of Section 164 (2) of the Act.

With respect to the adequacy of the financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in Annexure B; and with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our knowledge and belief and according to the information and explanations given to us:



The Company does not have any pending litigations which would impact its financial position.

The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company during the year ended March 31st, 2016.

For M B Agrawal & Co.
Chartered Accountants
FRN No: 100137W

Place: Mumbai
Date: 28th May, 2016

Harshal Agrawal
Partner

Membership No: 109438

Annexure-A to the Independent Auditors' Report

Referred to in Paragraph 9 of the Independent Auditors' Report of even date on the financial statement as of and for the year ended March 31st, 2016.

In respect of Fixed Assets:

The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;

As explained to us, the Management of the Company has physically verified these fixed assets at reasonable intervals and no material discrepancies were noticed on such verification.

The value of Land in the books of the company on the basis of historical cost amounts to Rs. 46,84,785/-, of the same, title deeds of 3,228.11 sq.mtr. amounting to Rs.2,60,375/- are not in the name of the Company.

In respect of Inventories:

The stock of Inventories of the Company has been physically verified the Management at reasonable intervals. The discrepancies noticed on such verification of the inventories as compared to the book records were not material.

The Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under Section 189 of the Companies Act, 2013. Accordingly, the sub-points of paragraph 3 (iii) of the Order are not applicable.

According to information and explanations provided to us, the Company has the company has complied with the provisions of Section 185 and 186 of the Companies Act, 2013 in respect of loans, investments, guarantees and security.

According to information and explanations provided to us, the company has not obtained deposit from public as defined according to the provisions of Section 73 to 76 of the Companies Act, 2013 and the Rules framed there under.

According to information and explanations provided to us, the Company has maintained accounts and cost records pursuant

to the Companies (Cost Accounting Records) Rules, 2011 and as specified by the Central Government of India under Section 148(1) of the Companies Act, 2013. We have however not carried out a detailed examination of the same.

In respect of Statutory Dues:

According to information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is generally regular in depositing the undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues, as applicable, with appropriate authorities.

According to the information and explanations given to us, no undisputed amounts payable on account of provident fund, employees' state insurance, income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess and other statutory dues were in arrears as at March 31st, 2016, for a period of more than six months from the date they became payable.

According to the information and explanations given to us and based on the records of the company examined by us, the particulars of dues not deposited on account of any disputes with respective authorities are as follows:

Name of Statute	Nature of Dues	Amount (₹)	Period to which it relates	Forum of Dispute
Central Excise Act	Excise Duty	42,83,966/-	2006-2007	CESTAT, Mumbai
Income Tax Act	Income Tax	34,65,000/-	Asst. Year 2004-2005	CIT (Appeals) 13, Mumbai
Income Tax Act	Income Tax	34,08,000/-	Asst. Year 2004-2005	CIT (Appeals) 13, Mumbai

In our opinion and according to the information and explanations given to us, the company has not defaulted in repayment of loans or borrowings to financial institutions, banks, Government or dues to debenture holders.

The company has not raised any money via initial public offer or by way of further public offer and by way of term loans during the current financial year. The term loans outstanding at the beginning of the year were applied for the purposes for which they were raised.

According to the information and explanations given to us, fraud on the company was noticed. Immovable Property of the Company measuring 82,588.11 sq.mtrs. valuing at Rs. 15,86,725/- (at historical cost) was fraudulently transferred in the personal name of some of the directors. Out of the above property measuring 79,300 sq.mtrs. was restored in the name of the Company. Apart from the above we have neither come across any instance of material fraud on or by the Company by its officers or employees, noticed or reported during the year, nor have we been informed of any such case by the Management.

The Company has paid and provided the Managerial Remuneration in accordance with the provisions of Section 197 read with Schedule V of the Companies Act, 2013.

In our opinion, the company is not a Nidhi Company. Accordingly, paragraph 3(xii) of the Order is not applicable.

According to the information and explanations provided to us, and based on our examination of the records of the Company, all transactions with the related parties are in compliance with Section 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.

According to the information and explanations provided to us, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review.

According to the information and explanations provided to us, and based on our examination of the records of the Company, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.

The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.

For M B Agrawal & Co.
Chartered Accountants
FRN No: 100137W

Place: Mumbai
Date: 28th May, 2016

Harshal Agrawal
Partner
Membership No: 109438

Annexure - B to the Independent Auditors' Report

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act"), referred to in Paragraph 10(f) in the Independent Auditors' Report

We have audited the internal financial controls over financial reporting of Universal Starch Chem Allied Limited ("the Company") as of March 31st, 2016 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('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 on Audit of Internal Financial Controls over Financial Reporting (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 ICAI.

Because of the matter described in Disclaimer of Opinion paragraph below, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on internal financial controls system over financial reporting of the Company.

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

pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;

provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and

provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Disclaimer of Opinion

According to the information and explanations provided to us, the Company does not have in place a system of Internal Financial Controls over Financial Reporting ('System'). Based on the above information, we are unable to obtain sufficient and appropriate Audit Evidence on the basis of which we could have been able to comment on the System's adequacy and its operating effectiveness as on the Balance Sheet date.

We have considered the disclaimer reported above in determining the nature, timing, and extent of audit tests applied in our audit of the financial statements of the Company, and the disclaimer does not affect our opinion on the financial statements of the Company.

For M B Agrawal & Co.
Chartered Accountants
FRN No: 100137W

Place: Mumbai
Date: 28th May, 2016

Harshal Agrawal
Partner
Membership No: 109438


BALANCE SHEET AS AT 31 ST MARCH, 2016

Amount in (₹)

Particulars	Note No	As at 31.03.2016	As at 31.03.2015
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	2	4,20,00,000	4,20,00,000
(b) Reserves and Surplus	3	4,27,18,377	5,96,66,739
(2) Non-Current Liabilities			
(a) Long-term borrowings	4	22,70,49,983	22,81,65,386
(b) Deferred tax liabilities (Net)	5	4,33,62,231	6,38,56,745
(3) Current Liabilities			
(a) Short-term borrowings	6	9,52,58,369	4,62,72,795
(b) Trade Payables	7	38,96,20,299	34,52,84,792
(c) Other current liabilities	8	5,14,52,914	6,78,79,834
(d) Short-term provisions	9	4,70,01,617	4,62,82,670
Total		93,84,63,790	89,94,08,961
II. ASSETS			
(1) Non-current assets			
(a) Fixed assets	10		
(i) Tangible assets		43,96,97,429	43,91,06,045
(ii) Intangible assets		2,26,892	7,00,113
(iii) Capital work-in-progress		0	2,67,71,554
(b) Non-current investments	11	13,16,160	13,16,160
(c) Long term loans and advances	12	1,34,68,641	1,38,55,641
(2) Current assets			
(a) Inventories	13	19,23,56,728	10,90,51,457
(b) Trade receivables	14	19,70,15,040	18,43,25,614
(c) Cash and cash equivalents	15	3,10,67,724	5,77,48,879
(d) Short-term loans and advances	16	6,26,09,541	6,59,81,401
(e) Other current assets	17	7,05,635	5,52,097
Total		93,84,63,790	89,94,08,961
Significant Accounting Policies	1 to 46		
Notes on Financial Statements			

As per our Report of even date attached.

For M.B. AGRAWAL & CO.
 CHARTERED ACCOUNTANTS
 FRN 100137 W

HARSHAL AGRAWAL
 PARTNER
 Membership No. 109438

PLACE : MUMBAI
DATE : 28th May, 2016

FOR AND ON BEHALF OF THE BOARD

CHAIRMAN & MANAGING DIRECTOR : JITENDRASINH J. RAWAL

WHOLE TIME DIRECTORS : JAYKUMAR J. RAWAL
 G.P.CHAUDHARY

CHIEF FINANCIAL OFFICER : SUBRAMANI SEETHARAMAN

COMPANY SECRETARY : VARSHA PUNWANI

PLACE : MUMBAI
DATE : 28th May, 2016

PROFIT AND LOSS STATEMENT FOR THE PERIOD ENDED 31 ST MARCH, 2016

Amount in (₹)

Particulars	Note No	Year Ended 31.03.2016	Year Ended 31.03.2015
Income			
I. Revenue from operations	18	1,65,34,65,915	1,95,77,99,697
II. Other Income	19	2,70,12,622	2,08,88,462
III. Total Revenue (I + II)		<u>1,68,04,78,537</u>	<u>1,97,86,88,159</u>
IV. Expenses:			
Cost of materials consumed	20	1,40,47,96,360	1,60,63,53,282
Changes in inventories of finished goods & stock in process	21	(1,77,61,185)	23,05,214
Employee benefit expense	22	6,71,55,836	7,26,05,289
Financial costs	23	4,16,36,633	5,18,36,801
Depreciation and amortization expense		4,39,47,388	4,73,09,487
Other expenses	24	17,81,46,377	21,84,53,185
Total Expenses		<u>1,71,79,21,409</u>	<u>1,99,88,63,258</u>
V. Profit before tax	(III - IV)	(3,74,42,872)	(2,01,75,099)
VI. Tax expense:			
(1) Current tax		-	-
(2) Deferred tax		(2,04,94,514)	(92,46,605)
VII. Profit(Loss) from the period	(V - VI)	(1,69,48,358)	(1,09,28,494)
VIII. Earning per equity share:			
Basic & Diluted (in ₹)		(4.04)	(2.60)
Significant Accounting Policies	1 to 46		
Notes on Financial Statements			

As per our Report of even date attached.

For M.B. AGRAWAL & CO.
 CHARTERED ACCOUNTANTS
 FRN 100137 W

HARSHAL AGRAWAL
 PARTNER
 Membership No. 109438

PLACE : MUMBAI
DATE : 28th May, 2016

FOR AND ON BEHALF OF THE BOARD

CHAIRMAN & MANAGING DIRECTOR : JITENDRASINH J. RAWAL

WHOLE TIME DIRECTORS : JAYKUMAR J. RAWAL
 G.P.CHAUDHARY

CHIEF FINANCIAL OFFICER : SUBRAMANI SEETHARAMAN

COMPANY SECRETARY : VARSHA PUNWANI

PLACE : MUMBAI
DATE : 28th May, 2016

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2016**

Amount in (₹)

		Year Ended 31.03.2016	Year Ended 31.03.2015
A	NET PROFIT BEFORE TAX	(3,74,42,872)	(2,01,75,099)
	Depreciation	4,39,47,388	4,73,09,487
	Interest (Net)	3,74,82,344	4,88,83,719
	Dividend Income	(69,645)	(68,405)
	Fixed Assets Sold - Net	-	(60,108)
	Provision for Leave Encashment	11,04,233	24,58,612
		8,24,64,320	9,85,23,305
	Operating Profit before working Capital Changes	4,50,21,448	7,83,48,206
	ADJUSTMENT FOR :		
	Trade and Other Receivable	(90,84,104)	(2,61,82,440)
	Inventories	(8,33,05,271)	10,04,25,514
	Trade Payable Creditors	4,39,93,802	6,17,29,265
		(4,83,95,573)	13,59,72,339
		(33,74,125)	21,43,20,545
	CASH GENERATED FROM OPERATIONS		
	Dividend Received	69,645	68,405
	Interest Received	41,54,289	29,53,082
	Interest Paid	(4,16,36,633)	(5,18,36,801)
	Direct Taxes Paid	(43,580)	(29,509)
		(3,74,56,279)	(4,88,44,823)
	NET CASH FROM OPERATIONS ACTIVITIES (A)	(4,08,30,404)	16,54,75,722
B	CASH FLOW FROM INVESTING ACTIVITIES :		
	Purchase of Fixed Assets	(1,74,82,900)	(4,80,62,013)
	Sale/Adj. of Fixed Assets	1,88,902	2,17,775
	NET CASH USED IN INVESTING ACTIVITIES (B)	(1,72,93,998)	(4,78,44,238)
C	CASH FLOW FROM FINANCING ACTIVITIES		
	Proceeds from Long Term Borrowing	3,14,43,251	(8,88,25,431)
	NET CASH USED FINANCING ACTIVITIES (C)	3,14,43,251	(8,88,25,431)
	NET INCREASE IN CASH AND CASH EQUIVALENTS (A+B+C)	(2,66,81,151)	2,88,06,053
	OPENING CASH AND CASH EQUIVALENTS	5,77,48,879	2,89,42,826
	CLOSING CASH AND CASH EQUIVALENTS (note- 15)	3,10,67,724	5,77,48,879

For and on behalf of the Board

PLACE : MUMBAI

DATE : 28th May, 2016.

JITENDRASINH J. RAWAL
(CHAIRMAN & MANAGING DIRECTOR)**AUDITOR'S CERTIFICATE**The Board of Directors,
UNIVERSAL STARCH-CHEM ALLIED LTD.

We have examined the attached Cash Flow Statement of UNIVERSAL STARCH-CHEM ALLIED LTD. For the year ended 31st March, 2016. The Statement has been prepared by the Company in accordance with the requirements of Regulation 34 of SEBI Listing Obligations and Disclosure Requirements (LODR), Regulations, 2015 with BSE. The Statement is based on and is derived from the statement of Profit and Loss and the Balance Sheet of the Company for the year ended 31st March, 2016 covered by our report of even date to the Members of the Company.

For and on behalf of
M.B. AGRAWAL & CO.
CHARTERED ACCOUNTANTS
FRN 100137 W

PLACE : MUMBAI

DATE : 28th May, 2016

HARSHAL AGRAWAL
PARTNER
Membership No. 109438

NOTE 1**1) SIGNIFICANT ACCOUNTING POLICIES**

- a) The Company follows the accrual system of accounting. Financial Statements are prepared under historical cost convention, in accordance with the Accounting Standard as specified in the Companies (Accounting Standard) Rules 2006.
- b) The preparation of financial statements requires the company to make estimates and assumptions relating to contingent liabilities, provisions for doubtful debts and advances, employee retirement benefit obligations, provision for income tax, impairment of assets and useful lives of fixed assets.
- c) Fixed Assets are stated at Historical Cost less accumulated depreciation. Cost includes the purchase price and all other attributable cost incurred for bringing the assets to its working condition for intended use.
- d) Depreciation in Fixed Assets has been provided on straight line method in the manner and at the rates prescribed in Scheduled II of the Companies Act, 2013. In respect of intangible asset in the nature of computer software over a period of 6 years.
- e) The Investments are valued at cost.
- f) Sales are recognized when goods are dispatched in accordance with the terms of sale. Sales are recorded net of trade discount, rebates and Sales Tax Collected. Sales includes trading sales also. Insurance Claims, Subsidy and Govt. Grants are recognized when there is a reasonable assurance that the same shall be received.
- g) Interest income is recognized on a time proportion basis, taking into account the amount outstanding and rate applicable.
- h) Inventory Valuation: Raw materials, stores and spares and trading goods are valued at cost. The cost of Inventories comprise of all cost of purchase and other cost incurred in bringing inventories to their present location. Stock in process are valued on the basis of cost of raw material plus conversion and other cost incurred. Finished goods are valued at lower of cost or net realizable value Cost of inventories are worked out using FIFO method. The cost of stock in process and finished goods are determined on absorption costing method based on average cost of production.
- i) Foreign currency transaction are accounted for at the rates prevailing on the date of transaction. Monetary items denominated in foreign Currency at the end of the year are restated at the year end rates.
- j) Revenue expenditure pertaining to Research and Development is charged to Profit and Loss Account. Capital expenditure on Research & Development is Capitalized and depreciation is provided thereon as per the Company's policy.
- k) Provision for current tax is made on the basis of estimated taxable income for the current accounting year in accordance with the Income Tax Act, 1961. The deferred tax for timing difference between the book and tax profits for the year is accounted for, using the tax rates and laws that have been substantively enacted as of the balance sheet date. Deferred tax assets arising from timing differences are recognized to the extent there is reasonable certainty that these would be realized in future.
- l) Borrowing cost that are attributable to the acquisition, construction or production of qualifying assets are capitalized as part of cost of such assets till the asset is ready for its intended use. A qualifying asset is an asset that necessarily requires a substantial period of time to get ready for its intended use. All other borrowing costs are recognized as expenses in the period in which they are incurred.
- m) At each balance sheet date where there is an indication that an asset/ cash generating unit is impaired, the recoverable amount, if any, is estimated and the impairment loss is recognized to the extent carrying amount exceeds recoverable amount.
- n) Government Grants : Government and other grants received relating to depreciable fixed assets are adjusted with the cost of the fixed assets in the year of receipts. Revenue grants are shown as "Income" in the Profit & Loss Account.
- o) Income from Windmill:

Units generated from windmills are adjusted against the consumption of power at our plant. The monetary value of the units so adjusted, calculated at the prevailing EB rates net of wheeling charges, have been included in power and fuel. The value of unadjusted units as on the Balance-sheet date has been included under loans and advances.

NOTE 2A

Share Capital	As at 31st March 2016		As at 31st March 2015	
	Number	(₹)	Number	(₹)
Authorised				
Equity Shares Of ₹ 10/- Each	<u>60,00,000</u>	<u>6,00,00,000</u>	<u>60,00,000</u>	<u>6,00,00,000</u>
Issued, Subscribed & Paid up				
Equity Shares of ₹ 10/- each fully Paid	<u>42,00,000</u>	<u>4,20,00,000</u>	<u>42,00,000</u>	<u>4,20,00,000</u>
Total	<u>42,00,000</u>	<u>4,20,00,000</u>	<u>42,00,000</u>	<u>4,20,00,000</u>

NOTE 2B

Particulars	As at 31st March 2016		As at 31st March 2015	
	Equity Shares Number	(₹)	Equity Shares Number	(₹)
Shares outstanding at the beginning of the year	<u>42,00,000</u>	<u>4,20,00,000</u>	<u>42,00,000</u>	<u>4,20,00,000</u>
Shares Issued during the year	-	-	-	-
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	<u>42,00,000</u>	<u>4,20,00,000</u>	<u>42,00,000</u>	<u>4,20,00,000</u>


NOTE 2C

Name of Shareholder	As at 31 March 2016		As at 31 March 2015	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Jitendrasinh J.Rawal	5,95,667	14.18	5,95,667	14.18
Jaydeosinh J.Rawal	3,88,567	9.25	3,88,567	9.25
Nayankuwar J.Rawal	3,23,700	7.71	3,23,700	7.71
Pancharatna J.Rawal	2,44,900	5.83	2,44,900	5.83

NOTE 3

Reserves & Surplus	As at 31 March 2016 (₹)	As at 31 March 2015 (₹)
a. Capital Reserves	74,000	74,000
b. Share Premium Account	1,60,00,000	1,60,00,000
c. General Reserve		
Opening Balance	1,36,81,400	1,36,81,400
(+) Current Year Transfer	-	-
Closing Balance	<u>1,36,81,400</u>	<u>1,36,81,400</u>
d. Profit and loss Account		
Opening balance	2,99,11,335	5,06,88,902
(-)/ (+) (Net Loss) /Net Profit For the current year	(1,69,48,358)	(1,09,28,494)
(-) Adjustment relating to Fixed Assets (Ref Note ---)	-	98,49,069
Closing Balance	<u>1,29,62,977</u>	<u>2,99,11,339</u>
Total	<u>4,27,18,377</u>	<u>5,96,66,739</u>

NOTE 4

Long Term Borrowings		
Secured		
Loans from Banks		
Term Loan		
The Shamrao Vitthal Co-op Bank Ltd. *	13,88,15,050	15,76,68,055
Union Bank Of India Dondaicha **	2,03,215	2,78,230
Hire Purchase Loan	7,39,543	11,35,119
(Hypothecation of respective Car)		
	<u>13,97,57,808</u>	<u>15,90,81,404</u>
Unsecured		
Fixed Deposits		
From Directors	-	-
From Others	-	-
Interest Accrued and Due	4,40,924	97,674
Deferred Payment Liabilities - Sales Tax	5,32,73,238	6,11,29,295
Advances / Deposit From Agents	75,78,013	78,57,013
Loans and advances from related parties		
Loan From Director	2,60,00,000	-
	<u>8,72,92,175</u>	<u>6,90,83,982</u>
Total	<u>22,70,49,983</u>	<u>22,81,65,386</u>

The Shamrao Vithal Co-op Bank Ltd:- Term Loan *

Secured by First pari-pasu charge on the company's fixed assets, other movable and all other similar assets acquired and installed and irrevocable joint and several personal guarantees of some of the Directors.

Union Bank of India, Dondaicha :- Term Loan **

Secured against Horticulture Machinery only .

Amount of ₹ 11.35 Lacs Secured by way of Hypothecation of Vehicals are repayble over a period of 3 to 5 Years.

	(₹ in Lacs)	
Maturity Profile of Fixed Deposits & sales Tax Deferrals are as follows:	Fixed Deposit	Sales Tax
2015-16	76.57	115.91
2016-17	67.49	123.74
2017-18	0.00	126.91
2018-19	0.00	150.09

NOTE 5

Deferred Tax Liability	As at 31 March 2016 (₹)	As at 31 March 2015 (₹)
Opening Balance	6,38,56,745	7,42,46,724
Add: Current Deferred Tax Liability	(2,04,94,514)	(1,03,89,980)
Closing Balance	<u>4,33,62,231</u>	<u>6,38,56,745</u>

Note 6

Short Term Borrowings

Secured		
Loans Repayable On Demand		
Cash Credit Loan **	8,36,67,369	3,15,60,656
The Shamrao Vithal Co-op Bank Ltd.		
	<u>8,36,67,369</u>	<u>3,15,60,656</u>
Unsecured		
Loans Repayable On Demand		
Deferred Payment Liabilities - Sales Tax	1,15,91,000	1,15,91,387
Loan From Director	-	31,20,752
	<u>1,15,91,000</u>	<u>1,47,12,139</u>
Total	<u>9,52,58,369</u>	<u>4,62,72,795</u>

The Shamrao Vithal Co-op Bank Ltd:- Cash Credit **

Secured by hypothecation of raw materials, work-in-progress, finished goods, book debts, stores and spare parts and irrevocable joint and several personal guarantees of some of the Directors, and second charge on fixed assets of the company.

NOTE 7

Trade Payables

Sundry Creditors		
Sundry Creditors for goods-Direct	28,89,77,813	21,50,06,143
Sundry Creditors Against L.C.	6,73,24,569	9,85,78,448
Sundry Creditors for Fixed Assets	72,36,128	1,06,01,655
Sundry Creditors for Expenses	1,77,49,795	1,78,62,449
Advances from Customers	83,31,994	32,36,097
Total	<u>38,96,20,299</u>	<u>34,52,84,792</u>


NOTE 8

Other Current Liabilities	As at 31 March 2016 (₹)	As at 31 March 2015 (₹)
Current Maturities of long-term debt		
Term Loan - The Shamrao Vithal Co-Op Bank Ltd.	3,83,95,340	3,67,22,463
Term Loan - Union Bank Of India Dondaicha	75,125	75,125
Hire Purchases	3,95,577	24,49,823
Other Liabilities	19,63,311	76,11,759
Salary & Reimbursement	35,53,497	37,71,553
Interest Accrued But Not Due on Fixed Deposits	3,21,064	27,09,986
Fixed Deposits (Others)	67,49,000	1,44,06,500
Unclaimed Dividend	-	1,32,625
Total	5,14,52,914	6,78,79,834

NOTE 9
Short Term Provisions

Provision for		
Provision for taxation	3,13,86,687	3,14,30,267
Leave Encashment Payable	1,56,14,930	1,48,52,403
Total	4,70,01,617	4,62,82,670

Note 10

SR NO.	Fixed Assets	Gross Block				Accumulated Depreciation				Net Block	
		Balance as at 1 April 2015	Additions / (Deletions) Net	Sales / Adjustments	Balance as at 31 Mar 2016	Balance as at 1 April 2015	Sales / Adjustments	Depreciation for the year Net	Balance as at 31 Mar 2016	Balance as at 31 Mar 2016	Balance as at 31 March 2015
A	Tangible Assets										
	Land	46,84,785	-	-	46,84,785	-	-	-	-	46,84,785	46,84,785
	Buildings	7,10,41,362	41,14,209	-	7,51,55,571	2,30,44,791	-	21,51,191	2,51,95,982	4,99,59,589	4,79,96,571
	Plant and Equipment	79,90,94,314	3,97,27,936	37,78,046	83,50,44,204	42,76,00,887	35,89,144	3,80,25,759	46,20,37,502	37,30,06,702	37,14,93,427
	Furniture and Fixtures	15,93,369	1,35,188	-	17,28,557	9,95,256	-	1,62,866	11,58,122	5,70,435	5,98,114
	Vehicles	1,51,85,010	-	-	1,51,85,010	42,69,933	-	19,05,511	61,75,444	90,09,566	1,09,15,077
	Office equipment	48,77,260	18,850	-	48,96,110	39,65,704	-	2,55,450	42,21,154	6,74,956	9,11,556
	Computers	85,37,563	2,58,271	-	87,95,834	60,54,790	-	9,71,411	70,26,201	17,69,633	24,82,773
	Paddle Boat	57,326	-	-	57,326	33,583	-	1,979	35,562	21,764	23,743
	Total	90,50,70,989	4,42,54,454	37,78,046	94,55,47,397	46,59,64,944	35,89,144	4,34,74,167	50,58,49,967	43,96,97,429	43,91,06,045
B	Intangible Assets										
	SAP Software & Licence	30,28,217	-	-	3,028,217	2,328,104	-	473,221	2,801,325	226,892	700,113
	Total	30,28,217	-	-	3,028,217	2,328,104	-	473,221	2,801,325	226,892	700,113
C	Capital Work In Progress										
	Building Under Construction	-	-	-	-	-	-	-	-	-	-
	Plant & Machinery Under Installation	2,67,71,554	(2,67,71,554)	-	-	-	-	-	-	-	26,771,554
	Total	2,67,71,554	(2,67,71,554)		-	-	-	-	-	-	2,67,71,554
	Grand Total	93,48,70,760	1,74,82,900	37,78,046	94,85,75,614	46,82,93,048	35,89,144	4,39,47,388	50,86,51,292	43,99,24,321	46,65,77,712
	Previous Year's Total	88,78,05,120	4,80,62,014	9,96,374	93,48,70,760	41,08,29,821	1,01,53,740	47,3,09,487	46,82,93,048	46,65,77,712	

Note 11

Non Current Investment	As at 31 March 2016 (₹)	As at 31 March 2015 (₹)
Long term trade Investments (unquoted, At cost, fully paid up)		
Trade Investment		
Investment In Equity Shares		
1,000 Shares of ₹50 each in The Dadasaheb Rawal Co-op Bank of Dondaicha Ltd., Dondaicha	50,000	50,000
10 Shares of ₹50 each in Indira Sahakari Bank Ltd., Dhule	500	500
20,000 Shares of ₹25 each in The Shamrao Vithal Co-op Bank Ltd., Mumbai	5,00,000	5,00,000
25 Shares of ₹10 each in The Nashik Merchants Co-op Bank Ltd, Br: Dondaicha	4,000	4,000
25 Shares of ₹10 each in Cidco Limited	260	260
86,400 Shares of ₹10 each in Unique Sugars Limited (including 14400 Bonus Shares)	7,20,000	7,20,000
1 Secured Redeemable Non Convertible Bond 14% (Taxable) of ₹ 1000/-each fully paid up of (First Series 1986) Maharashtra Telephone Nigam Ltd.	1,000	1,000
Non Trade Investment		
Quoted		
Non Trade		
120 Equity shares of ₹10/- each in Glaxo SmithKline Pharma Limited (M.V. ₹456078/-) (Previous year ₹408318/-)	1,400	1,400
1300 Equity Shares of ₹13/- each in Dena Bank (M.V. ₹37375/-) (Previous year ₹66040/-)	39,000	39,000
Total	13,16,160	13,16,160
Particulars	2015-16 (₹)	2014-15 (₹)
Aggregate amount of quoted investments	40,400	40,400
Market Value of quoted investments	4,93,453	4,74,358
Aggregate amount of unquoted investments	12,75,760	12,75,760


NOTE 12

Long Term Loans and Advances		As at 31 March 2016	As at 31 March 2015
		(₹)	(₹)
Security Deposits			
Unsecured, considered good			
Deposits		1,34,68,641	1,38,55,641
Total		1,34,68,641	1,38,55,641

NOTE 13

Inventories		
(a) Raw Materials and components (Valued at cost)	10,32,65,192	3,90,09,952
(b) Finished Goods (Valued at Cost or Market Value which is lower)	5,88,40,615	2,80,36,546
(c) Process Stock (Valued at Cost)	53,47,223	1,83,90,108
(d) Stores and Spares (Valued at Cost)	2,43,73,844	2,25,05,011
(e) Trading Goods (Valued at Cost)	5,29,854	11,09,840
Total	19,23,56,728	10,90,51,457

NOTE 14

Trade Receivables		
Sundry Debtors		
(Unsecured, considered good)		
Debt outstanding for the period exceeding Six Months	1,50,67,031	1,32,37,033
Other Debts	18,19,48,009	17,10,88,581
Total	19,70,15,040	18,43,25,614

NOTE 15

Cash And Cash Equivalent		
(a) Cash & Cash Equivalent		
i) Cash in hand	5,83,340	4,52,042
ii) Balance with Banks		
-Current account with Scheduled Bank *	88,45,164	1,08,23,664
-Current account with Other Bank	6,04,012	6,04,012
	1,00,32,516	1,18,79,718
(b) Fixed Deposits		
- With Scheduled Banks **	1,79,95,474	4,24,62,469
- With Other Banks	12,96,585	12,96,585
- Accrued Interest on FDR	17,43,149	21,10,107
	2,10,35,208	4,58,69,161
Total	3,10,67,724	5,77,48,879

** Fixed deposits with Banks includes Deposits of ₹ 80.83 Lacs (Previous year ₹94.86 Lacs)
With Maturity of more than 12 Month.

** Fixed deposits with Banks includes Margin Money of Letter of Credit of ₹70.85 Lacs (Previous year ₹306.33 Lacs)

NOTE 16

Short Term Loans And Advances	As at 31 March 2016 (₹)	As at 31 March 2015 (₹)
Other loans and advances (Unsecured, Considered Good)		
Capital Advances	43,45,821	25,27,343
Advances to Suppliers	1,81,89,385	2,75,08,766
Advances to Workmen	2,54,373	1,49,491
Prepaid Expenses	30,16,403	2,26,523
TDS Payments Includes Advance Tax	3,68,03,559	3,55,69,278
Total	6,26,09,541	6,59,81,401

NOTE 17

Other Current Assets		
Balance with Customs, Excise & Service Tax Etc.	7,05,635	5,52,097
Total	7,05,635	5,52,097

NOTE 18

Revenue From Operation	Year Ended 31.03.2016 (₹)	Year Ended 31.03.2015 (₹)
Income from Sale of Goods	1,68,90,16,312	1,98,54,70,606
Job Work Charges	4,70,69,764	7,44,54,864
Less : Excise Duty And Service Tax	8,26,20,161	10,21,25,773
Total	1,65,34,65,915	1,95,77,99,697

NOTE 19

Other Income		
Interest	41,54,289	29,53,082
Dividends (Gross)	69,645	68,405
Rent	3,11,834	2,00,779
Exchange Gain (Net)	3,64,576	5,35,151
Wind Mill Units Receipt	51,30,088	29,77,499
Electricity Co-Generation Units Sales	23,18,990	37,24,144
Industrial Promotion Subsidy (IPS)	94,86,000	-
Other Income	51,77,200	1,04,29,402
Total	2,70,12,622	2,08,88,462

NOTE 20

Cost of Material Consumed		
Raw Material	1,17,01,02,136	1,32,90,51,442
Maize Germ Purchase	5,73,67,653	-
Stores	2,83,41,333	3,42,36,673
Chemical	3,26,01,252	4,25,89,960
Coal and Fuel	11,63,83,986	20,04,75,207
Total	1,40,47,96,360	1,60,63,53,282


NOTE 21

Changes in Inventories	Year Ended 31.03.2016 (₹)	Year Ended 31.03.2015 (₹)
Opening Stock		
Finished goods	2,80,36,546	3,05,49,843
Process Stock	1,83,90,108	1,81,82,025
	<u>4,64,26,654</u>	<u>4,87,31,868</u>
Less : Closing Stock		
Finished goods	5,88,40,616	2,80,36,546
Process Stock	53,47,223	1,83,90,108
	<u>6,41,87,839</u>	<u>4,64,26,654</u>
Total	<u><u>(1,77,61,185)</u></u>	<u><u>23,05,214</u></u>

NOTE 22

Employee Benefit Expenses		
Salaries & Wages		
Wages to Workers	4,10,45,912	4,74,80,318
Salary to Staff	2,14,77,777	1,74,68,664
Bonus	-	12,20,736
Gratuity	4,89,449	18,35,959
Employer's Contribution to P.F.	29,43,730	30,35,743
Staff & Labour Welfare & Medical Benefit	11,98,968	15,63,869
Total	<u><u>6,71,55,836</u></u>	<u><u>7,26,05,289</u></u>

NOTE 23

Financial Cost		
Bank Interest		
Interest to Bank	91,27,881	94,39,192
Interest - Term Loan	2,94,45,653	3,60,77,280
Interest On Car Loan	3,06,645	4,61,977
Interest On Fixed Deposits	10,21,070	24,79,074
Bank Charges	17,35,384	33,79,278
Total	<u><u>4,16,36,633</u></u>	<u><u>5,18,36,801</u></u>

NOTE 24

Other Expenses		
A. Manufacturing & Operating Expenses		
Repair & Maintenance		
Factory Building	10,31,768	10,57,527
Plant and Machinery	40,20,794	29,36,992
Other Assets	1,43,191	1,77,971
	<u>51,95,753</u>	<u>41,72,490</u>
Trading Purchases	1,43,90,564	2,22,65,754
Power & Water Charges	4,82,74,722	4,82,95,850
Total Manufacturing & Operating Expenses	<u><u>6,78,61,039</u></u>	<u><u>7,47,34,094</u></u>

	Year Ended 31.03.2016 (₹)	Year Ended 31.03.2015 (₹)
B. Administration Expenses		
Membership & Subscription	9,13,514	10,03,838
Telephone	11,32,131	10,56,982
Printing & Stationery	5,05,516	5,81,182
Conveyance & Traveling	34,83,117	47,38,416
Legal, Professional Charges	22,83,621	33,58,002
Insurance	37,27,997	46,11,561
Vehicle Expenses	69,11,392	82,77,549
Rent, Rates & Taxes	32,59,271	78,54,627
Research & Development Expenses	24,53,544	23,76,514
Audit Remuneration	1,41,675	1,50,450
Director's Remuneration	98,67,996	1,00,68,070
Director's Meeting Fees	5,17,500	82,500
Donation	7,67,351	5,26,701
Books & Periodicals	68,159	99,657
Service Charges	45,83,997	84,94,210
Wheeling Charges	14,46,490	1,97,876
Advances Written Off	-	22,07,569
Postage & Telegram	3,39,472	3,65,888
General Expenses	86,17,269	84,43,054
Total Administrative Expenses	5,10,20,012	6,44,94,646
C. Selling & Distribution Expenses		
Advertisement	5,27,977	2,49,535
Commission & Brokerage	42,45,823	38,59,804
Sales Tax & Excise Duty Paid	25,36,593	49,71,734
Packing Expenses	3,43,69,979	5,10,60,955
Transport Outward	1,75,84,954	1,90,81,967
Octroi Duty	-	450
Total Selling Expenses	5,92,65,326	7,92,24,445
Total Other Expenses	17,81,46,377	21,84,53,185

NOTE 25

Contingent liabilities not provided for in respect of :

- Estimated amount of contracts remaining to be executed on Capital Account and not provided for Rs. 12.22 Lakhs (Previous year Rs.46.77 Lakhs).
- Bills Discounted with Bankers are Rs. 37.89 Lakhs (Previous year Rs. 49.48 Lakhs). Since realised Rs.28.85 Lakhs.

NOTE 26

- The Sales Tax Assessment has been completed upto financial year 2009-10. The Company does not expect any substantial demand in respect of subsequent years.
- The Income Tax Assessment has been completed upto the Assessment year 2013-14. The Company does not expect any substantial liability for the subsequent years.


NOTE 27

	2015-2016	2014-2015
Remuneration to the Executive Directors	(₹)	(₹)
a) Salary	88,79,580	90,81,514
b) P.F. Contribution	9,88,416	9,86,556
c) Perquisites	56,065	1,32,852
	<u>99,24,061</u>	<u>1,02,00,922</u>

Due to inadequacy of profits no commission is paid to the Directors.

NOTE 28

Travelling Expenses include Rs. 11.32 Lakhs (Previous year Rs.16.39 Lakhs).incurred on travelling by the Directors. Above amount includes expenses for foreign travel amounting to Rs. Nil (Previous year Rs.Nil).

NOTE 29

In the opinion of the Board, the Current Assets, Loans and Advances are approximately of the value at least equal to the amount at which they are stated if realized, in the ordinary course of business.

NOTE 30

List Of small scale industries, the outstanding of whom are for more than 30 Days as at 31st March,2016 are as follows :

Surana Industries & Mangal Polysacks Pvt. Ltd.

(The suppliers are identified as Micro and Small Enterprises as specified under the "Micro, Small and Medium Enterprises Development Act,2006" and on the basis of information available with the Company.)

NOTE 31

The Company is primarily engaged in the business of Manufacturing of Maize Products. Since the inherent nature of these activities are governed by the same set of risks and returns, these have been groped as a single segment in the above disclosures. The said treatment is in accordance with the guiding principle enunciated in the Accounting Standard on "Segment Reporting (As-17)". The other activities (mainly for captive consumption of the Company where risks and returns are not similar to that of the main activity are Diesel Pump and Power Generation. These activities although can be termed as business segments, are not reported separately above as they are not reportable segments as defined under the Accounting Standard (AS-17) for segment reporting.

NOTE 32

Operating Lease : The Company has taken land for Wind Mill under operating lease for a period of 30 years. The lease agreement are normally renewed on expiry.

NOTE 33
Major Components of Deferred Tax Assets and Deferred Tax Liabilities

Particulars	Balance AS AT 31.03.2015 (₹)	Arising during the year (₹)	Balance Carried AS AT 31.03.2016 (₹)
Deferred Tax Liabilities			
on account of timing difference in Depreciation	6,95,09,369	(84,28,975)	6,10,80,394
Total	<u>6,95,09,369</u>	<u>(84,28,975)</u>	<u>6,10,80,394</u>

Deferred Tax Assets

on account of timing difference in

(a) Unabsorbed Depreciation	17,95,673	1,19,32,170	1,37,27,843
(b) Provision for doubtful debts	-	-	-
(c) Leave encashment (Net)	37,56,041	2,47,440	40,03,481
(d) Inventory Valuation (Net)	1,00,910	(1,14,071)	(13,161)
Total	56,52,624	1,20,65,539	1,77,18,163
Net Deferred Tax Liability / (Assets)	6,38,56,745	(2,04,94,514)	4,33,62,231

NOTE 34

EARNING PER SHARE (EPS)	2015-2016	2014-2015
The basic and Diluted EPS is calculated as under :		
Profit attributed to Equity Shareholders (After Tax)	(1,69,48,358)	(1,09,28,495)
No. of equity shares (of Rs.10 each)	42,00,000	42,00,000
Earning per Share	(4.04)	(2.60)

NOTE 35

Payment to Auditors	2015-2016	2014-2015
Audit Fees	1,14,500	1,23,596
Tax Audit Fees	17,175	16,854
Certification Fees	16,925	-
Others	10,000	10,000

NOTE 36
Employee Benefits
(a) Defined Contribution Plan

Employee Benefits in the form of employee state insurance and provident fund are considered as defined contribution plan and contribution are charged to the Profit and Loss A/c for the year when the contribution to the respective funds are due.

(b) Defined Benefits Plan:
(i) Gratuity

The Company has a defined benefit gratuity plan. Every employee who has completed five years or more of service gets a gratuity on death or resignation or retirement at 15 days salary (last drawn) for each completed year of service. The Scheme is funded with Insurance Corporation in the form of qualifying insurance policy with premium determined through actuarial valuation.

(ii) Leave Wages

The leave wages are payable to all eligible employees at the rate of daily salary for each day of accumulated leave on death or on resignation or upon retirement on attaining superannuation age. The computation is made on the basis of actual leave outstanding of the employee on the valuation date.

(₹ in Lacs)

Define Benefit Plan	Current Year (₹)	Previous year (₹)
Change in the present value of obligations :		
Liability at beginning of year	103.03	98.11
Interest Cost	8.24	7.85
Current Service Cost	5.82	5.44
Past Service Cost	0.00	0.00
Benefits Paid	(26.64)	(18.88)
Actuarial (Gain) / loss on obligations	9.95	10.51
Liability at the end of the year	100.40	103.03



Fair value of plan assets :		
Fair value of plan assets at the beginning of the year	95.30	88.15
Expected return on plan assets	6.66	7.93
Contributions	2.87	18.10
Benefits Paid	(26.64)	(18.88)
Actuarial (Gain) / loss plan assets	0.00	0.00
Fair value of plant assets at the end of the year	78.19	95.30
Total Actuarial gain / (loss) to be recognized:	0.00	0.00
Balance Sheet Recognition :		
Present value of obligation	100.40	103.03
Fair value of plan assets	78.19	95.30
Liability / (Assets)	0.00	0.00
Unrecognized past service cost	0.00	0.00
Liability / (Assets) recognized in the Balance Sheet	(22.21)	(7.73)
Expenses recognized in the Profit and Loss account:		
Current service cost	5.82	5.44
Interest Cost	8.24	7.85
Expected return on plan assets	(6.66)	(7.93)
Net actuarial gain / (loss) recognized in the year	9.95	10.51
Past Service Cost	0.00	0.00
Expenses recognized in the statement of Profit and Loss	17.35	15.87
Actuarial assumptions:		
Discount rate p.a.	8.00 %	8.00 %
Mortality	LIC 1994-96 Ultimate	LIC 1994-96 Ultimate
Future Salary increases p.a.	4.00 %	4.00 %
Retirement	58 years	58 years

NOTE 37

During the Audit period under review the company has held Rs.67.49 Lac's as public deposits as on 31st March 2016. According to the provision of Section 74 of the Companies Act, 2013 provides that all deposits accepted and outstanding Under the erstwhile Companies Act, 1956 where required to be repaid latest by 31st March, 2016 however the Company has submitted an application to Company Law Board (CLB) to allow it to retain the deposits accepted under the Companies Act, 1956, till their maturity. The Company is still awaiting order from the CLB.

NOTE 38

Disclosure of related parties / related party transactions

i) List of Associates

Unique Sugars Ltd., Jaychandra Agro Industries Pvt.Ltd., Rawal Agro Chem Industries Pvt.Ltd., Kreative (Export & Import) Pvt.Ltd., Toranmal Hill Resorts Pvt.Ltd., Rawal Trading Enterprises Pvt.Ltd., Jaysinha Financing Pvt.Ltd., J.J.Agro Farms & Foods and J.J.Agro Farms & Aquaculture.

ii) Key Management Personnel & their relatives :

- | | |
|---|------------------------------|
| 1. Mr. Jitendrasinh Jaysinh Rawal | Chairman & Managing Director |
| Mrs. Nayankuwar Jitendrasinh Rawal (Wife) | |
| Mr. Jaykumar Jitendrasinh Rawal (Son) | Director |
| 2. Mr. Jaydeosinh Jaysinh Rawal | Director |
| Mrs. Binankuwar Jaydeosinh Rawal (Wife) | |
| Mr. Rishikesh Jaydeosinh Rawal (Son) | |
| Mr. Vikrant Jaydeosinh Rawal (Son) | Director |
| 3. Mr. Gulabsing Pauladsing Chaudhary | Director |

NOTE 39

Disclosure of Related Party Transactions :				2015-2016 (₹)	2014-2015 (₹)
S r. No.	Nature of relationship / Transactions	Key Management Personnel	Relatives	Associates	Total
1	Purchase of Goods Jaychandra Agro Industries Pvt.Ltd. 30441 (220496), Unique Sugars Ltd 56164858 (5660438).			5,61,95,299	58,80,934
2	Sales of Goods / Contract revenue Unique Sugars Limited 5227593 (6331887), Jaychandra Agro Industries Pvt.Ltd. 30418054 (3254364), Rawal Agro Chem Industries Pvt. Ltd. 1182695 (2529401), J.J. Rawal Dairy Farm 7000 (35723), J.J. Rawal Aqua Farm 368211 (437668)			3,72,03,553	1,25,89,043
3	Processing Charges Received Unique Sugars Limited 47069764 (74454864)			4,70,69,764	7,44,54,864
4	Fixed Deposits Miss Panchratna J. Rawal 270000 (477000), Miss Hansa J. Rawal Nil (350000), Mrs. Nayankuwar J. Rawal Nil (940500), Kum Jayaditya J. Rawal Nil (90500), Smt. Chandrakuwar J. Rawal 4554000 (4554000), Kum. Vedanteshwari J. Rawal Nil (5000), Mrs. Subhadradevi J. Rawal 224500 (229500), Miss Kalpana J. Rawal 40500 (490500).		67,49,000	-	71,37,000
5	Amounts Received From Director Jitendrasinh J. Rawal 26000000 (NIL)	2,60,00,000		2,60,00,000	-
6	Interest on Fixed Deposit Mrs. Nayankuwar J. Rawal NIL (174189), Miss Pancharatna J. Rawal 35193 (936453), Shri Jaykumar J. Rawal NIL (956), Kum. Jayaditya J. Rawal NIL (13411), Mrs. Subhadradevi J. Rawal 29786 (36610), Miss Hansa J. Rawal Nil (47232), Smt. Chandrakuwar J. Rawal 455400 (527344), Kumari Vedanteshwari J. Rawal Nil (665), Miss Kalpana J. Rawal 5185 (97949).		6,91,564	-	18,34,809
7	Other Interest Shri Jitendrasinh J. Rawal 651284 (302727)	6,51,284		6,51,284	3,02,727
8	Rent Unique Sugars Limited 22000 (22000), Rawal Trading Enterprises Pvt. Ltd. 216000 (216000), Shri Jitendrasinh J. Rawal 247854 (198342), Shri Jaydeosinh J. Rawal NIL (206106), Miss Panchratna J. Rawal NIL (384000).	2,47,854		2,38,000	10,26,447
9	Rent Received Rawal Agro Chem Industries Pvt. Ltd. 10000 (10000)			10,000	10,000
10	Trade Receivable Unique Sugars Limited 19645895 (41448283), Jay Dairy Farm 240234 (240234), Rawal Agro Chem Industries Pvt. Ltd.2477301 (2319591), Kreative (Export & Import) Pvt. Ltd.692040, (692040), J.J. Rawal Dairy Farm 175510 (175510), J.J. Rawal Aqua Farms 111614 (189098), J.J. Rawal 143699 (103333). Jaychandra Agro Ind P.Ltd 482260 (NIL).			2,39,68,553	4,51,68,089
11	Trade Payable Jaychandra Agro Indus.P.Ltd NIL (242656), J.J.Rawal Farm (Agri & Aqua) 3917 (4387), Jaysinha Financing P.Ltd 644868 (644868),Rawal Trading Enterprises 682107 (487707), J.J. Agro farm & foods 626 (626).			13,31,518	13,80,244
12	Remuneration paid to Directors Refer Note No. 27	99,24,061		99,24,061	1,02,00,922


NOTE 40
Loans and Advances (Deposits) to Associates as per Regulation 34 of SEBI Listing Obligations and Disclosure Requirements (LODR), Regulations, 2015

Sr. No.	Name of the associates	Current Years	Previous Years
1)	Kreative (Export & Import) Pvt.Ltd.	35.00 Lakhs	35.00 Lakhs
2)	Rawal Trading Enterprises Pvt.Ltd.	18.50 Lakhs	18.50 Lakhs
3)	Jaychandra Agro Industries Pvt.Ltd.	3.00 Lakhs	3.00 Lakhs

NOTE 41
Value of capital goods imported

(calculated on CIF basis)

Nil

Nil

Note 42
Consumption Of Raw Materials
Spare Parts & Components

i) Imported	0.00	0	0.07	12,21,654
ii) Indigenous	100.00	143,91,66,339	99.93	1,65,61,92,583
	100.00	143,91,66,339	1,00.00	1,65,74,14,237

Note 43
Expenditure in Foreign Currency

For Stores and Spares

Nil

20.80 Lakhs

Note 44
Remittances in Foreign Exchange

for Capital goods

14.36 Lakhs

Nil

Note 45
Earnings in Foreign Exchange (FOB)

436.00 Lakhs

638.00 Lakhs

Note 46

Figures for the previous year have been regrouped/rearranged wherever necessary.

Signature to Note 1 to 46

As per our Report of even date attached

For M.B. AGRAWAL & CO.
CHARTERED ACCOUNTANTS
FRN 100137 W

HARSHAL AGRAWAL
PARTNER

Membership No. 109438

PLACE : MUMBAI
DATE : 28th May, 2016
FOR AND ON BEHALF OF THE BOARD
CHAIRMAN & MANAGING DIRECTOR : JITENDRASINH J. RAWAL

WHOLE TIME DIRECTORS : JAYKUMAR J. RAWAL
G.PCHAUDHARY

CHIEF FINANCIAL OFFICER : SUBRAMANI SEETHARAMAN

COMPANY SECRETARY : VARSHA PUNWANI

PLACE : MUMBAI
DATE : 28th May, 2016

UNIVERSAL STARCH-CHEM ALLIED LIMITED

CIN L24110MH1973PLC016247
Registered Office: Mhatre Pen Building, 'B' Wing, 2nd Floor, Senapati Bapat Marg, Dadar (W), Mumbai - 400 028.
Website: www.universalstarch.com

ATTENDANCE SLIP

(To be presented at the entrance)

Folio No. / Client ID _____ DP ID _____

I/We hereby record my/our presence at the 43rd Annual General Meeting of the Company on Thursday, 29th day of September, 2016 at 11:00 a.m., at Mhatre Pen Building, 'B' Wing, 2nd Floor, Senapati Bapat Marg, Dadar (W), Mumbai-400 028.

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL. JOINT SHAREHOLDER(S) MAY OBTAIN ADDITIONAL SLIP AT THE VENUE OF THE MEETING.

Signature of the Member/ Proxy

Form No. MGT -11**PROXY FORM**

[Pursuant to Section 105 (6) of the Companies Act, 2013 read with Rule 19 (3) of the Companies (Management and Administration) Rules, 2014]

UNIVERSAL STARCH-CHEM ALLIED LIMITED

CIN L24110MH1973PLC016247
Registered Office: Mhatre Pen Building, 'B' Wing, 2nd Floor, Senapati Bapat Marg, Dadar (W), Mumbai - 400 028.
Website: www.universalstarch.com

Name of the member (s)		
Registered address		
E-mail Id		
Folio No/ Client Id		DP ID:

I/We, being the member (s) of UNIVERSAL STARCH CHEM ALLIED LTD. havingshares, hereby appoint

1	Name:	Address:
	E-mail Id:	Signature:
Or failing him / her		
2	Name:	Address:
	E-mail Id:	Signature:
Or failing him / her		
3	Name:	Address:
	E-mail Id:	Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf on the 43rd Annual General Meeting of the Company to be held on the 29th September, 2016 at 11.00 am at Regd. Office: Mhatre Pen Building, 'B' Wing, 2nd Floor, Senapati Bapat Marg, Dadar (W), Mumbai - 400 028 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Number	Resolution	Vote (Please mention No. of shares)		
		For	Against	Abstain
Ordinary Business				
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2016, the reports of the Directors and the Auditors thereon.			
2.	To appoint a Director in place of Shri. Jaydeosinh J. Rawal (DIN 01681151), who retires by rotation and being eligible, offers himself for re-appointment.			
3.	To appoint Auditors and to fix their remuneration.			
Special Business				
4.	To appoint Shri. Jaysing Rajput (DIN 01633060) as Independent Director of the Company			
5.	To appoint Smt. Hansarani Vaghela (DIN 01468168) as Director of the Company			
6.	To appoint Smt. Hansarani Vaghela (DIN 01468168) as Whole-time Director (Business Development) for a period of three years with effect from 13th August, 2016			

Signed this _____ day of _____ 2016

Signature of the Shareholder _____

Signature of Proxy holder(s) _____

Affix
Revenue
Stamp
of Re.1/-

Note: This Form of Proxy, in order to be effective should be duly stamped, completed, signed and deposited at the Registered Office of the Company, not less than 48 hours before commencement of the meeting.

“We are Eco Friendly”

To



If Undelivered please return to:

UNIVERSAL STARCH-CHEM ALLIED LIMITED,
Mhatre Pen Building, 'B' Wing, 2nd Floor,
Senapati Bapat Marg,
Dadar (W), Mumbai - 400 028.