



O. T. Gandhi & Co.

Chartered Accountants

3rd Floor, "Surya Sadhna" Building, MR-9, Square, A. B. Road, Indore-452 008 (M.P.)
Tel : 0731-4020888 Mob. : 98934-44444, 82238-88888, e-mail : otgindia1585@gmail.com

The financial details transferee/resulting and transferor as on 26th September, 2016

Name of the Company: **Sagar Soya Products Limited**

(Rs. in Crores)

	As per last Audited Financial Year	1 year prior to the last Audited Financial Year	2 years prior to the last Audited Financial Year
	2015-16	2014-15	2013-14
Equity Paid up Capital	5.85	5.85	5.85
Reserves and surplus	-6.18	-5.85	-5.89
Carry forward losses	-	-	-
Net Worth	-0.33	0.00	-0.04
Miscellaneous Expenditure	-	-	-
Secured Loans	-	-	-
Unsecured Loans	5.05	5.05	5.07
Fixed Assets	2.08	2.45	2.53
Income from Operations	-	-	-
Total Income	0.57	0.86	0.81
Total Expenditure	0.90	0.84	1.32

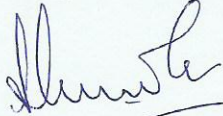


Profit before Tax	-0.33	0.02	-0.51
Profit after Tax	-0.33	0.02	-0.51
Cash profit	0.03	0.10	-0.41
EPS	-0.56	0.05	-0.88
Book value	-0.58	-0.01	-0.06

For O. T. GANDHI & CO.

Chartered Accountants

Firm Registration No.: 001120C



C. A. Sameep Gandhi
(Partner)

Membership No.: 411107

Place: Indore

Date: 26th September 2016



34th
ANNUAL REPORT
2015-2016

SAGAR SOYA PRODUCTS LIMITED
(L15141MH1982PLC267176)

SAGAR SOYA PRODUCTS LIMITED

ANNUAL REPORT 2015-2016

BOARD OF DIRECTORS

Mr. Arvindbhai C Patel (DIN: 00024070)	: Chairman & Whole Time Director & CFO
Mr. Chandrakant Patel (DIN: 02590157)	: Managing Director
Mr. Shrikrishna Baburam Pandey (DIN: 07035767)	: Non-Executive Director & Independent Director
Mrs. Renu Singh (DIN: 00860777)	: Non-Executive Director & Independent Director
Mr. Arun Kumar Sharma (DIN: 00369461)	: Non-Executive Director & Independent Director

REGISTERED OFFICE : 32, Vyapar Bhavan, 49, P.D. Mello Road, Mumbai, Maharashtra-400009

AUDITORS : O. T. Gandhi & Co., Chartered Accountants,

SECRETARIAL AUDITORS : Mrs. Samta Saraf, Practicising Company Secretary

INTERNAL AUDITOR : M/s Ajit Jain & Co, Chartered Accountants

BANKERS : HDFC Ltd, Parkota Ward, Sagar
State Bank of India, M.G. Road Branch, Sagar
Bank of Baroda, Sagar Branch

SHARES LISTED AT : **The Bombay Stock Exchange Limited,**
Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001

34 th ANNUAL GENERAL MEETING	
Date	: 30 th September, 2016
Day	: Friday
Time	: 11.00 A.M
Place	: 9/10/11, PWD Shed, RCB Marg, Opp Noor Baug Hall, Mumbai-400009, Maharashtra

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SAGAR SOYA PRODUCTS LIMITED

CIN NO:L15141MH1982PLC267176

REG OFFICE : 32, VYAPAR BHAVAN, 49, P.D. MELLO ROAD, MUMBAI, MAHARASHTRA-400009

TE. NO-022 32997884, FAX – 23487884

EMAIL - COMPLIANCE.SSP@GMAIL.COM , WEBSITE: WWW.SAGARSOYAPRODCUTS.COM

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 34th ANNUAL GENERAL MEETING OF THE MEMBERS OF SAGAR SOYA PRODUCTS LIMITED WILL BE HELD ON FRIDAY THE 30TH DAY OF SEPTEMBER, 2016 AT 11.00 A.M AT 9/10/11, PWD SHED, RCB MARG, OPP NOOR BAUG HALL, MUMBAI-400009, MAHARASHTRA.

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance sheet as at 31st March, 2016, Statement of Profit & Loss & Cash Flow Statement of Accounts for the year ended 31st March, 2016 along with notes and schedules thereon as on that date and the reports of Directors and Auditors thereon.
2. To re-appoint Mr. Arvindbhai Patel Whole-time Director and CFO (holding DIN 00024070) who retires by rotation and being eligible offers himself for re-appointment as Director.
3. To ratify appointment of M/s O.T.Gandhi & Co., Chartered Accountants (FRN 001120C) as Statutory Auditors of the Company and to fix their remuneration.
“**RESOLVED THAT** M/s. O.T.Gandhi & Co., Chartered Accountants, Indore, registered with the Institute of Chartered Accountants of India vide Firm Registration No 001120C who were appointed as a Statutory Auditors of the Company at the Annual General Meeting held on 26th September, 2014 (hereinafter referred as said AGM) to hold office from the conclusion of the said AGM till the conclusion of the Thirty Fifth Annual General Meeting to be held in the year 2017, be and is hereby ratified for the financial year 2016-17 to audit the accounts of the Company, including the audit of Cash Flow Statements, on a remuneration plus service tax and out of pocket expenses to be mutually decided by the Board in consultation with the Statutory Auditors of the Company.”

SPECIAL BUSINESS:

4. To Consider and if thought fit, to pass with or without modification (s), the Following resolutions as an Ordinary Resolution.

RESOLVED THAT pursuant to the provisions of section 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 27(2) of the Listing Obligation and Disclosure Requirements, Regulations 2015, Mr. Shrikrishna Baburam Pandey (holding DIN 07035767) who was appointed as an Additional Independent Director on 16th November, 2015 pursuant to the provisions of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company and who hold office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his

candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 consecutive years commencing from 16th November, 2015 to 15th November, 2020, not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to sign, execute, file and paper, document, deed or writing and to do all such acts, deeds and things as may be required for effecting aforementioned resolution including but not limiting to file and submit the necessary e-forms with Registrar of the Companies and also to inform other regulatory authority for such appointment being made by the Company as required.

5. To Consider and if thought fit, to pass with or without modification (s), the Following resolutions as an Special Resolution

RESOLVED THAT pursuant to provisions of Sections 196, 197, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 including any statutory modification(s) or re-enactment(s) thereof for the time being in force), (hereinafter referred to as “the said Act”), the consent of the members of the Company is hereby accorded to appoint, Mr. Chandrakant Bhai Patel (holding DIN 02590157) as Managing Director of the Company for for a period of three consecutive years upto from 6th November, 2015 to 5th November, 2018 on the terms and conditions as are set out in the agreement to be entered into between the Company and Mr. Chandrakant Bhai Patel with liberty to the Board of Directors (hereinafter referred to “the Board” which term shall be deemed to include the Remuneration and Nomination Committee constituted by the Board) to alter and vary the terms of the said re-appointment and/or remuneration and/or agreement.

RESOLVED FURTHER THAT Mr. Chandrakant Bhai Patel shall be entitled receive such amount as remuneration, perquisites, as may be decided by the Board of Directors from time to time within the limits permissible under the provisions of Sections 196, 197,203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, for the performance of his duties as the Managing Director of the Company.

RESOLVED FURTHER THAT any Director of the Company be and is hereby severally authorized to sign all paper, document, deed or writing and to do all such acts, deeds and things as may be necessary for effecting aforesaid Resolution.”

BY ORDER OF THE BOARD
FOR SAGAR SOYA PRODUCTS LIMITED
Sd/-

DATE: 13TH AUGUST, 2016
PLACE : MUMBAI

ARVINDBHAI C PATEL
CHAIRMAN

SAGAR SOYA PRODUCTS LTD.

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 and such proxy need not be a member of the company.
2. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company.
3. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting of the Company
4. The Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the Members at the Annual General Meeting of the Company
5. The instrument of 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.
6. Members/Proxies should bring the Attendance Slip duly filled in for attending the Meeting and also their copy of the Annual Report
7. The Register of Members and Share Transfer Register in respect of equity shares of the Company will remain closed from **23rd September, 2016 to 30th September, 2016 (both days inclusive)**
8. As a measure of economy, copies of the Annual Reports and Accounts will not be distributed at the Meeting. Members are therefore, requested to bring their copies to the meeting.
9. In furtherance of Green Initiative in Corporate Governance by Ministry of Corporate Affairs, the Shareholders are requested to register their email Id with the Company or with the Registrar and Transfer Agents.
10. Members/Proxies are requested to produce the attendance slip duly signed, sent along with the Annual Report and Accounts, for admission to the meeting hall.
11. Members who are holding shares in identical order or names in more than one folio are requested to write to the company to enable the company to consolidate their holdings in one folio.
12. Members whose shareholding is in the electronic mode are requested to direct change of address notifications and updation of Savings Bank Account details to their respective Depository Participants.
13. In terms of section 124 of the Companies Act, 2013 (corresponding to Section 205A Companies Act, 1956), any dividend remaining unpaid for a period of seven years from the due date of payment is required to be transferred to Investor Education and Protection Fund. Members who have not encashed their dividend warrants are requested to write to the Registrars and Share Transfer Agents. The details of dividend unclaimed are uploaded on the Company's website at www.sagarsoyaproducts.com for shareholders information.
14. Electronic copy of the Notice of the 34th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 34th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
15. Members may also note that the Notice of the 34th Annual General Meeting and the Annual Report for 2016 will also be available on the Company's website www.sagarsoyaproducts.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Mumbai for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: compliance.ssp@gmail.com.
16. Voting through electronic means:

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 34th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services Limited (CDSL):

In case of members receiving e-mail:

 - (i) The voting period begins on **Tuesday, 27th September, 2016 at 9.00 am** and ends on **Thursday, 29th September, 2016 at 5.00 p.m.** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **Friday, 23rd September, 2016** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) Open e-mail
 - (iii) Log on to the e-voting website www.evotingindia.com
 - (iv) Click on "Shareholders" tab.
 - (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - (vi) Next enter the Image Verification as displayed and Click on Login.
 - (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com 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) <ul style="list-style-type: none"> 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 last 8 digits of the demat account/folio number in the PAN field. In case the folio 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 folio number 100 then enter RA00000100 in the PAN field.
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.
	<ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut-off date in the Dividend Bank details field.

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then reach directly the EVSN selection screen
- (xi) 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.
- (xii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xiii) Click on the EVSN No. **160819048** of Sagar Soya Products Limited on which you choose to vote.
- (xiv) 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.

- (xv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xvi) 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.
- (xvii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xviii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xix) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (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 they have to create a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com 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.
 - 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.

In case of members receiving the physical copy:

Please follow all steps from sr. no. (ii) To sr. no. (xix) Above to cast vote.

Other Instructions

- (A) If you are already registered with CDSL for e-voting then you can use your existing user ID and password/PIN for casting your vote.
- (B) You can also update your mobile number and e-mail Id in the user profile details of the folio which may be used for sending future communication(s).
- (C) 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.co.in under help Section or write an email to helpdesk.evoting@cdslindia.com.

SAGAR SOYA PRODUCTS LTD.

- (D) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.CDSL.com
- (E) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of **23rd September, 2016**
- (F) Mr. Hemant Shetye, Partner of M/s HS Associates, Practicing Company Secretaries (Membership No. FCS 2827) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent Manner.
- (G) The Scrutinizer shall within a period not exceeding two (2) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company
- (H) The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.sagarsoyaproducts.com and on the website of CDSL within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the BSE Limited.
- (I) Members who do not have access to e-voting facility may send duly completed Ballot Form (enclosed with the Annual Report) so as to reach the Scrutinizer appointed by the Board of Directors of the Company, Mr. Hemant Shetye, Partner of HS Associates, Practicing Company Secretaries, at the Registered office of the Company not later than 29th September, 2016 (5.00 pm IST)
- (J) Ballot Form received after this date will be treated invalid.
- (K) A member can opt only for one mode of voting i.e either through e-voting or by Ballot. If a Member casts vote by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.
16. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 am to 5.00 pm) on all working days, up to and including the date of the Annual General Meeting of the Company.
17. The Ministry of Corporate Affairs (MCA) has taken a "Green Initiative in Corporate Governance" (Circular No. 17/2011 dated 21.04.2011 and Circular No. 18/2011 dated 29.04.2011) allowing companies to dispatch documents to the shareholders through electronic mode. Considering the above theme, your company had decided to send Annual Report through electronic mode.

BY ORDER OF THE BOARD
FOR SAGAR SOYA PRODUCTS LIMITED

Sd/-
DATE : 13TH AUGUST, 2016 ARVINDBHAI C PATEL
PLACE : MUMBAI CHAIRMAN

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (CORRESPONDING TO SECTION 173(2) OF THE COMPANIES ACT, 1956)

Item No.4

Mr. Shri Krishna Baburam Pandey was appointed as an Additional Independent Director by the Board of Directors of the Company on 06TH November, 2015. By virtue of provisions of Section 161 of the Companies Act, 2013 read with Companies (Appointment of Qualification of Directors) Rules, 2014, he would hold office only up to the date of ensuing Annual General Meeting of the Company.

Also Mr. Shri Krishna Baburam Pandey pursuant to provisions of Section 149(1), and all other applicable provisions of Companies Act, 2013, The Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 27(2) of the Listing Obligations And Disclosure Requirements) Regulations, 2015, and any other applicable law, appointed as Director in terms of Proviso II of Section 149 of the Companies Act, 2013 read with Companies (Appointment of Qualification of Directors) Rules, 2014

The Company has received from Mr. Shri Krishna Baburam Pandey

- (i) consent in writing to act as Independent Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules 2014
- (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 and
- (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

The Company has received notice under Section 160 of the Companies Act, 2013 from a member signifying his / her intention to propose the candidature of Mr. Shri Krishna Baburam Pandey for the office of Director. The resolution for appointing him as a Director of the Company is put forward to you to be passed as an Ordinary Resolution.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in aforementioned resolution

Item No. 5

Mr. Chandrakant Patel was appointed as Managing Director of the Company at the meeting of the Board of Directors held on 6th November, 2015

The Board at their meeting held on 6th November, 2015 based on the recommendation of the Nomination and Remuneration Committee approved appointment of Mr. Chandrakant Patel as Managing Director of the Company for a period of three years commencing from 6th November, 2015 to 5th November, 2018. The Board also approved terms and condition of appointment including remuneration as approved by Nomination and Remuneration Committee in accordance with provisions of Sections 196, 197, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 including any statutory modification(s) or re-enactment(s) thereof for the time being in force) subject to approval of Shareholders at the ensuing Annual General Meeting.

The Company has received notice under Section 160 of the Companies Act, 2013 from a member signifying his / her intention to propose the candidature of Mr. Mr. Chandrakant Patel for the office of Director. A brief profile of Mr. Chandrakant Patel has been given elsewhere in this Report. The resolution for appointing him as a Director of the Company is put forward to you to be passed as an Special Resolution.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in aforementioned resolution

Profile of Members of the Board of Directors being appointed

Appointment of Mr.Chandrakant Patel, Managing Director for a period of years

Name of Director : Mr. Chandrakant Patel
Age : 61 years
Qualification : Graduate
Expertise in functional : In charge of handling overall
Area : affairs of the Company
Directorship in other : NIL
Indian Public Listed Companies
Shareholding : NIL

MAJOR TERMS OF REMUNERATION OF MR. CHANDRAKANT PATEL, MANAGING DIRECTOR:

TERMS & CONDITIONS:

- I) General Information
 - a. Nature of industry :
Manufacture of Soya Bean Products
 - b. Date of commencement of commercial production:
The company commenced commercial production in 1983
 - c. Financial performance :
The Financial Performance of the Company is below the Industry average.
 - d. Foreign investments or collaboration : Nil
- II) Information about appointee
 1. Name of Director : Mr. Chandrakant Patel
 2. Designation : Managing Director
 3. Date of Appointment :
Appointment w.e.f. 6th November , 2015
 4. Period : 3 (Three) years.
 5. Salary (p.m) : Nil
 6. Minimum Remuneration :
In the event of loss or inadequacy of profits in any financial year, the remuneration and perquisites payable to Mr. Chandrakant Patel shall not exceed the ceiling as laid down of Schedule V of the Companies Act, 2013.
 7. Background details :
Mr. Chandrakant Patel is Graduate

8. Past remuneration : Nil
9. Recognition and awards : Nil
10. Job profile and suitability :

The job profile of the Managing Director is for development of the business, plan and implement projects, manage operations, plan and control the sales, manufacturing functions and oversee overall management of the company. Mr. Chandrakant Patel has the experience and qualifications for performing as per the profile required.

11. Comparative remunerative profile in the industry :
The salary proposed is comparable in the industry
12. Pecuniary relationship with the company: NA

III) Other information

1. Reasons for inadequacy of profits :
The profits as calculated under the managerial remuneration to directors under the Companies Act 2013 are inadequate for payment of remuneration Since company has not performed any major Business activity
2. Steps to be taken for improving :
The company's management has taken adequate step to improve and expand the business of the Company.

V). Salary and perquisites shall be payable to the Managing Director notwithstanding the inadequacy or no profits in any financial year during the currency of tenure of his office as such.

VI). The Managing Director shall not be paid any sitting fee for attending the meetings of the Board of Directors or committee thereof.

VII). The Managing Director shall not become interested or otherwise concerned directly or through his wife or minor children in any selling agency of the Company as per the provisions of the Law in force as applicable to the Company.

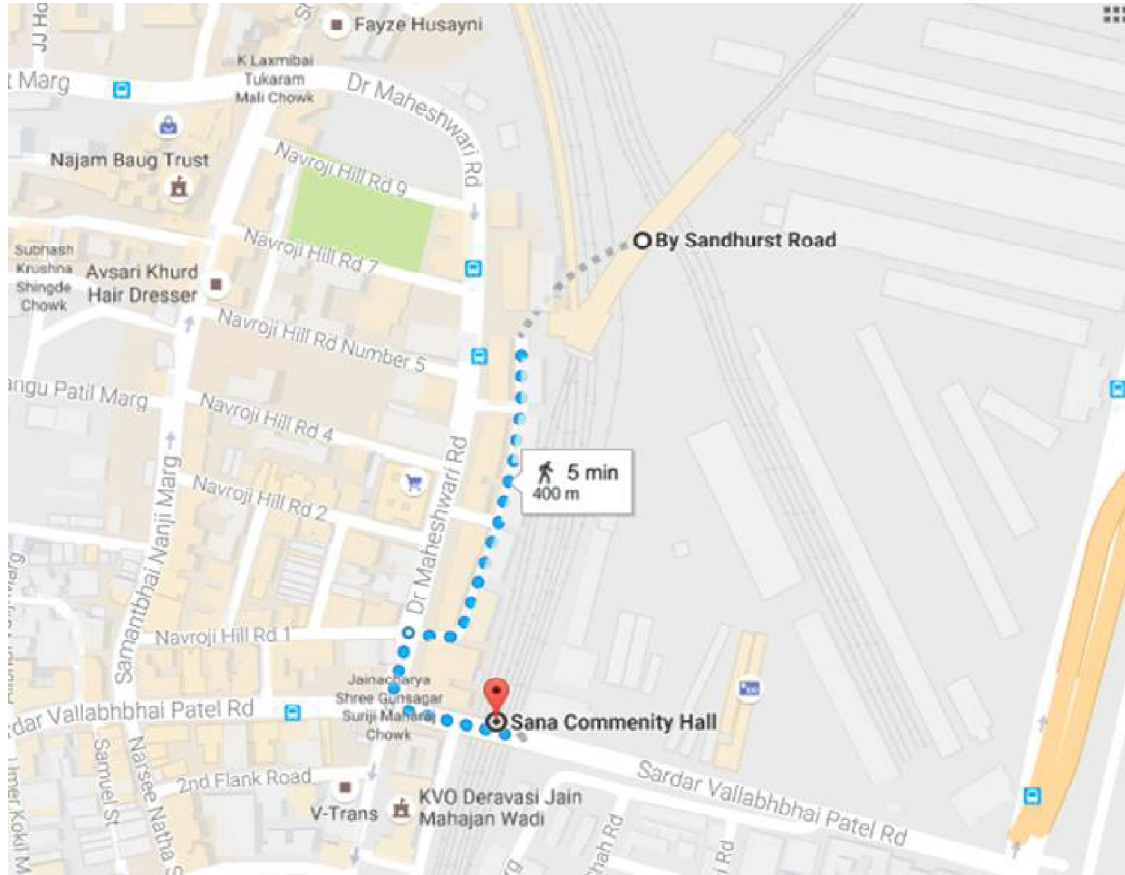
VIII). The terms and conditions of the said appointment may be altered and/or varied from time to time by the board as it may, in its discretion, deem fit so as not to exceed the limits specified in Schedule V of the Companies Act, 2013, or any amendment hereafter in that regard.

Mr. Chandrakant Patel satisfies all the conditions as set out in part I of Schedule V as also under sub-section 13 of Section 196 of the Companies Act, 2013 for being eligible to be appointed as a Managing Director and CEO of the Company. He is not disqualified for being appointed as Director in terms of Section 164 of the Companies Act, 2013.

The Board of Directors are of the opinion that the Appointment of Mr. Chandrakant Patel as Managing Director, is in the best interest of the Company and accordingly, recommend the resolution as set in Item No. 5 for approval of the members.

Other than Mr. Chandrakant Patel being the appointee, none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 5.

Route Map for Annual General Meeting



Landmark: Near HP Petrol Pump

Distance from nearest railway station: 400 Meters from Sandhurst road Railway station

DIRECTORS' REPORT TO THE SHAREHOLDERS

To,
The Members
Sagar Soya Products Limited

Your Directors have great pleasure in presenting **34th ANNUAL REPORT** along with the Audited Balance Sheet and Profit And Loss Account, for the year ended 31st March, 2016.

1. FINANCIAL RESULTS

The financial Results are briefly indicated below:

PARTICULARS	(Amt in ₹)	
	31.03.2016	31.03.2015
Total Income	5655528.72	8644511.09
Total Expenditure	5258120	7545701.2
Profit/(Loss) before Taxation	(3302537.93)	280477.89
Profit/(Loss) after Taxation	(3302537.93)	280477.89
Profit/(Loss) Brought Forward	(130459010.85)	(130739488.74)
Balance carried to Balance Sheet	(133761548.78)	(130459010.85)

2. TRANSFERS

There are no transfers to any specific reserves during the year.

3. REVIEW OF OPERATIONS

The Company has incurred Loss of Rs. 3302537.93 during the financial year as compared to profit of Rs. 280477.89 during the last year. Your Directors expects to achieve better performance in the future and are taking maximum efforts to control the costs and optimize the results in the coming years.

4. DIVIDEND

In order to conserve resources, your directors do not recommend dividend for the year ended 31st March 2016 with a view to conserve resources.

5. FUTURE PROSPECTS

The product range includes manufacture vegetable oils from soyabean and other oil seeds and oil cakes by solvent extraction process.

The focus of the company is towards increasing the demand of the product in the market and the Company is also in process of trading into agro-commodity in the market.

6. TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND

The provisions of Section 125(2) of the Companies Act, 2013 do not apply as there was no dividend declared and paid last year

7. CONSERVATION OF ENERGY-TECHNOLOGY ABSORPTION & FOREIGN EXCHANGE ETC

The information pertaining to conservation of energy, technology absorption, Foreign exchange Earnings and outgo as required under Section 134 (3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 is furnished in Annexure A and is attached to this Report

8. STATEMENT CONCERNING DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT POLICY OF THE COMPANY

The Company has in place a mechanism to identify, assess, monitor and mitigate various risks to key business objectives. Major risks identified by the businesses and functions are systematically addressed also discussed at the meetings of the Audit Committee and the Board of Directors of the Company.

The Company's internal control systems are commensurate with the nature of its business and the size and complexity of its operations. These are routinely tested and certified by Statutory as well as Internal Auditors. Significant audit observations and follow up actions thereon are reported to the Audit Committee.

9. DETAILS OF POLICY DEVELOPED AND IMPLEMENTED BY THE COMPANY ON ITS CORPORATE SOCIAL RESPONSIBILITY INITIATIVES

The Company is not required to constitute a Corporate Social Responsibility Committee as it does not fall within purview of Section 135 of the Companies Act, 2013 and hence it is not required to formulate policy on corporate social responsibility

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10. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013

The Company has not made any loans, guarantees and investment under Section 186 of the Companies Act, 2013

11. PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES

The particulars of contracts or arrangements with related parties referred to in Section 188(1), as prescribed in Form AOC - 2 of the rules prescribed under Chapter IX relating to Accounts of Companies under the Companies Act, 2013, is appended as Annexure B to Director's Report

12. EXPLANATION OR COMMENTS ON QUALIFICATIONS, RESERVATIONS OR ADVERSE REMARKS OR DISCLAIMERS MADE BY THE AUDITORS AND THE PRACTICING COMPANY SECRETARY IN THEIR REPORTS

The auditors' report does not contain any qualifications, reservations or adverse remarks, but secretarial Audit Report contains one qualification of appointment of Company Secretary, the Company is in process of finding a suitable candidate for the said post. The Report of the secretarial auditor in MR-3 is given as an annexure which forms part of this report.

13. PARTICULARS OF REMUNERATION OF EMPLOYEES AND DIRECTORS

No details as required under section 197 (12) of the Companies Act 2013 and Rule 5(2) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, have been provided as there are no employees in the Company during the Year and the Directors of the Company do not draw any Remuneration.

The Nomination and Remuneration Committee of the Company has affirmed at its meeting held on February 13, 2016 that the Directors of the Company do not draw any Remuneration. The Policy of the Company on Directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a Director and other matters provided under sub-section (3) of section 178 is available on Company's website: www.sagarsoyaproducts.com

14. ANNUAL RETURN

The extracts of Annual Return pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and administration) Rules, 2014 is furnished in Annexure C to Director's Report

15. NUMBER OF BOARD MEETINGS CONDUCTED DURING THE YEAR UNDER REVIEW

During the financial year, the Board had met **four times on 29th May 2015; 14th August, 2015 ; 06th November, 2015 and 13th February, 2016**

16. DIRECTOR'S RESPONSIBILITY STATEMENT

In terms of Section 134(5) of the Companies Act, 2013 The Board of Directors of the Company hereby confirm:

- (i) That in the preparation of the annual accounts, the applicable accounting standards have been followed and there has been no material departure.
- (ii) That the selected accounting policies were applied consistently and the directors 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 as at March 31, 2016, and that of the profit of the Company for the year ended on that date.
- (iii) That proper and sufficient care has been taken 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.
- (iv) That the annual accounts have been prepared on a going concern basis. and
- (v) The Board has laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.-
the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively

17. DEPOSITS

The Company has neither accepted nor renewed any deposits during the year under review.

18. DIRECTORS

Mhe Board of Directors of the Company is duly constituted as per the applicable provisions of the Companies Act, 2013 and that of the Listing Obligations and Disclosure Requirements 2015

Mr. Shri Krishna Baburam Pandey was inducted as an Additional Director on the Board of the Company on 06th November, 2015, pursuant to section 161 of the Companies Act, 2013. He would hold office till the conclusion of ensuing Annual General Meeting. Your Directors hereby recommends his appointment as Director of the Company and resolution for his appointment is put forward for your approval.

The Board at their meeting held on 6th November, 2015 based on the recommendation of the Nomination and Remuneration Committee approved appointment of Mr. Chandrakant Patel as Managing Director of the Company for a period of three years commencing from 6th November, 2015 to 5th November, 2018.. Your Directors hereby

recommends his ratification as Managing Director of the Company and resolution for his ratification is put forward for your approval.

The Company has received notice in writing from member along with requisite fee proposing candidature of Mr. ShriKrishna Baburam Pandey as Director of the Company. Your Directors recommend his appointment.

19. REGISTERED OFFICE:

The Registered office of the company is situated at 32, Vyapar Bhavan, 49, P.D. Mello Road, Mumbai, Maharashtra-400009.

19. DECLARATION OF INDEPENDENT DIRECTORS

The Independent Directors have submitted their disclosures to the Board that they fulfill all the requirements as stipulated in Section 149(7) of the Companies Act, 2013 so as to qualify themselves to be appointed as Independent Directors under the provisions of the Companies Act, 2013 and the relevant rules

21. AUDITORS

M/s O.T Gandhi & Co., Chartered Accountant, Indore bearing ICAI Firm Registration No as 001120C were appointed as Statutory Auditors at their Annual General Meeting held on 26th September, 2014 from the conclusion of the Thirty Second Annual General Meeting till the conclusion of the Thirty Fifth Annual General Meeting of the Company held thereafter, subject to ratification at every Annual General Meeting.

The Company has received letter from them to the effect that their appointment, if made, would be within the prescribed limits under Section 141(3)(g) of the Companies Act, 2013 and that they are not disqualified from appointment

The resolution for ratification of his appointment is put forward for your approval in the ensuing Annual General Meeting.

22. INTERNAL AUDITORS

The company has appointed M/s Ajit Jain & Co., Chartered Accountant, as internal auditor of the company for financial year 2016-17.

23. SECRETARIAL AUDITORS

The Company has appointed Mrs. Samta Saraf, Practicing Company Secretaries, as Secretarial Auditor of the Company to carry out the Secretarial Audit for the Financial Year 2015-16 and to issue Secretarial Audit Report as per the prescribed format under rules in terms of Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. Their report is appended to this Annual Report as Annexure D to Director's Report

24. MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT

The Management's Discussion and Analysis Report for the year under review, as stipulated under Listing obligations and Disclosure requirements, regulations 2015, is annexed to this Annual Report.

25. CORPORATE GOVERNANCE

The company falls under the criteria 15 (2) (a) of the Listing Obligations & Disclosure requirements (LODR) Regulations, 2015 as the Paid up capital of the company was below Rs. 10 Crores and net worth was below Rs. 25 Crores as on the last day of the previous financial year.

As on 31st March, 2016, the Company's Paid up Capital is of Rs. 5,85,16,890/- (Rupees) and Net worth is of Rs. (33,76,529) /- (Rupees).

Hence compliance with Corporate Governance provisions as per Listing Obligations & Disclosure requirements (LODR) Regulations, 2015 are not applicable to company and hence the same is not published in the report.

26. SUBSIDIARY JOINT VENTURES AND ASSOCIATE COMPANIES

The company does not have any subsidiary, Joint Venture or Associate company and therefore provision with respect to Section 129 of the Companies Act, 2013 are not applicable to the Company.

27. MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY:

There were no material changes and commitments affecting the financial position of the Company between the end of the financial year of the Company to which the financial statements relate and the date of the report.

29. DISCLOSURE OF COMPOSITION OF AUDIT COMMITTEE AND PROVIDING VIGIL MECHANISM

The Audit Committee consists of the following members

Sr. No	Name of the Members	Designation
1.	Mr. Arun Kumar Sharma	Chairman
2.	Mr. Chandrakant Patel	Member
3.	Mrs. Renu Singh	Member

The above composition of the Audit Committee consists of independent Directors viz., Mr. Arun Sharma and Mrs. Renu Singh who form the majority.

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The Company has established a vigil mechanism policy to oversee, the genuine concerns expressed by the employees and other Directors. The Company has also provided adequate safeguards against victimization of employees and Directors who express their concerns. The Company has also provided direct access to the Mr. Arun Kumar Sharma on reporting issues concerning the interests of co employees and the Company. The Vigil Mechanism Policy is available at the website of the company: www.sagarsoyaproducts.com

30. ANNUAL EVALUATION BY THE BOARD

The evaluation framework for assessing the performance of Directors comprises of the following key areas:

- Attendance of Board Meetings and Board Committee Meetings
- Quality of contribution to Board deliberations
- Strategic perspectives or inputs regarding future growth of Company and its performance
- Providing perspectives and feedback going beyond information provided by the management
- Commitment to shareholder and other stakeholder interests
- Evaluation of Independent Directors

The evaluation involves Self-Evaluation by the Board Member and subsequently assessment by the Board of Directors. A member of the Board will not participate in the discussion of his / her evaluation.

I. Audit Committee and its Composition.

Name of the Members	Designation
MR. ARUN KUMAR SHARMA	CHAIRMAN & INDEPENDENT AND NON EXECUTIVE DIRECTOR
MR. CHANDRAKANT PATEL	MANAGING DIRECTOR
MRS. RENU SINGH	INDEPENDENT AND NON EXECUTIVE DIRECTOR

II. Nomination and Remuneration Committee and its Composition

Name of the Members	Designation
MR. ARUN KUMAR SHARMA	CHAIRMAN & INDEPENDENT AND NON EXECUTIVE DIRECTOR
MRS. RENU SINGH	INDEPENDENT AND NON EXECUTIVE DIRECTOR
SHRI KRISHNA BABURAM PANDEY	INDEPENDENT AND NON EXECUTIVE DIRECTOR

III. Stakeholders' Relationship Committee and its Composition

Name of the Members	Designation
MR. ARUN KUMAR SHARMA	CHAIRMAN & INDEPENDENT AND NON EXECUTIVE DIRECTOR
MR. ARVINDBHAI PATEL	WHOLE-TIME DIRECTOR
MR. CHANDRAKANT PATEL	MANAGING DIRECTOR
MR. HITESH PATEL	COMPLIANCE OFFICER

32. OTHER DISCLOSURES

The company does not have any Employees Stock Option Scheme in force and hence particulars are not furnished, as the same are not applicable.

33. ACKNOWLEDGEMENTS

Your Company wishes to sincerely thank all the customers, commercial banks, financial institution, creditors etc. for their continuing support and co-operation.

Your Directors express their appreciation for the dedicated and sincere services rendered by the employees of the company and also sincerely thank the shareholders for the confidence reposed by them in the company and from the continued support and co-operation extended by them.

BY ORDER OF THE BOARD
FOR SAGAR SOYA PRODUCTS LIMITED

DATE : 13TH AUGUST, 2016
PLACE: MUMBAI

ARVINDBHAI PATEL
CHAIRMAN

ANNEXURE A TO THE DIRECTORS' REPORT FOR THE YEAR ENDED 31ST MARCH 2016

Information pursuant to the Companies (Accounts) Rules, 2014

A. Conservation of Energy

i. The steps taken or impact on conservation of energy

- Company is using power connection obtained from MPEB. However your company has taken steps like optimization of outputs, controlling idle running of machine etc. to conserve the energy consumption.
- Additional investments and proposal, if any being implemented for reduction of consumption of energy are not proposed at this stage, as it is not feasible economically.
- Impact of above measures: There has been reduction in the cost of production as batches of production could be undertaken in shorter period.

ii. There are no capital investment on energy conservation equipments during the Financial Year 2015-16

B. TECHNOLOGY ABSORPTION:

Regarding Research and development and technology absorption is not enclosed ~~due to the fact that there is at present no scope for R&D and absorbing any new technology in view of type of product which is accepted by the customers. However, your company shall certainly go for it in future if any new development in technology takes place~~

C. RESEARCH AND DEVELOPMENT

Regarding Research and development and technology absorption is not enclosed due to the fact that there is at present no scope for R&D and absorbing any new technology in view of type of product which is accepted by the customers. However, your company shall certainly go for it in future if any new development in technology takes place.

D. FOREIGN EXCHANGE EARNINGS AND OUTGO

There were no Foreign Exchange Earnings or outgo during the financial year ended March 31, 2016

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ANNEXURE B TO THE DIRECTORS' REPORT**FORM NO. AOC - 2**

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

Form for disclosure of particulars of contracts / arrangements entered into by Sagar Soya Products Limited with the related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms-length transactions under third proviso thereto.

1. Details of contracts or arrangements or transactions not at arm's length basis:

- | | |
|---|------------|
| (a) Name(s) of the related party and nature of relationship | NIL |
| (b) Nature of contracts/arrangements/transactions | |
| (c) Duration of the contracts / arrangements/transactions | |
| (d) Salient terms of the contracts or arrangements or transactions including the value, if any | |
| (e) Justification for entering into such contracts or arrangements or transactions | |
| (f) date(s) of approval by the Board | |
| (g) Amount paid as advances, if any | |
| (h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188 | |

2. Details of material contracts or arrangement or transactions at arm's length basis

- | | |
|--|------------|
| (a) Name(s) of the related party and nature of relationship | NIL |
| (b) Nature of contracts/arrangements/transactions | |
| (c) Duration of the contracts / arrangements/transactions | |
| (d) Salient terms of the contracts or arrangements or transactions including the value, if any | |
| (e) Date(s) of approval by the Board, if any: | |
| (f) Amount paid as advances, if any | |

ANNEXURE C TO DIRECTOR'S REPORT

FORM NO. MGT - 9

EXTRACT OF ANNUAL RETURN

as on the financial year ended 31.03.2016

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

I. REGISTRATION AND OTHER DETAILS:

i	CIN	L15141MH1982PLC267176
ii	Registration Date	27/09/1982
iii	Name of the Company	Sagar Soya Products Limited
iv	Category/Sub-Category of the Company	Public
v	Whether listed Company (Yes/No)	Yes
vi	Address of the Registered Office and contact details	32, Vyapar Bhavan, 49, P.D. Mello Road, Mumbai, Maharashtra-400009. Tel 022 32997884, Fax – 23487884, Email - compliance.ssp@gmail.com Website – www.sagarsoyaproducts.com
vii	Name, Address and Contact details of Registrar and Transfer Agent, if any	Purva Sharegistry (India) Pvt. Ltd. 9, Shiv Shakti Industrial Estate, Sitaram Mills Compound, J. R. Boricha Marg, Opp. Kasturba Hospital, Lower Parel (East), Mumbai – 400 013.

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

Sr. No.	Name and Description of main products/ services	NIC Code of the Product	% to total turnover of the Company
1.	Soya Bean Job Work	1040	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -

Sr. No.	Name and Address of the Company	CIN/ GLN	Holding/ Subsidiary/ of the Company	% of Shares held	Applicable Section
NOT APPLICABLE					

IV. SHAREHOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding:

Category of Shareholders	No. of Shares held at the beginning of the year (1 st April, 2015)				No. of Shares held at the end of the year (31 st March, 2016)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian	0	0	0	0	0	0	0	0	–
a) Individual/ HUF	0	0	0	0	0	133000	133000	2.27	100
b) Central Govt.	0	0	0	0	0	0	0	0	–
c) State Govt(s).	0	0	0	0	0	0	0	0	–
d) Bodies Corp.	0	485410	485410	8.30	0	450660	450660	7.70	7.16
e) Bank/ FI	0	0	0	0	0	0	0	0	–
f) Any Other	0	0	0	0	0	0	0	0	–
1. Directors	0	289375	289375	4.95	0	119750	119750	2.05	58.62
2. Directors Relative	0	561575	561575	9.60	0	632950	632950	10.82	12.71
Sub-Total (A)(1)	0	1336360	1336360	22.84	0	1336360	1336360	22.84	-

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(2) Foreign	0	0	0	0	0	0	0	0	—
a) NRIs-Individuals	0	0	0	0	0	0	0	0	—
b) Other-Individuals	0	0	0	0	0	0	0	0	—
c) Bodies Corp.	0	0	0	0	0	0	0	0	—
d) Bank/ FI	0	0	0	0	0	0	0	0	—
e) Any Other	0	0	0	0	0	0	0	0	—
Sub-Total (A)(2)	0	0	0	0	0	0	0	0	
Total shareholding of Promoter (A) (A)(1) + (A)(2)	0	1336360	1336360	22.84	0	1336360	1336360	22.84	-
B. Public Shareholding									
1. Institutions									—
a) Mutual Funds	0	1825	1825	0.03	0	1825	1825	0.03	-
b) Bank/ FI	0	150	150	0.00	0	150	150	0.00	-
c) Central Govt.	0	0	0	0	0	0	0	0	—
d) State Govt(s).	0	0	0	0	0	0	0	0	—
e) Venture Capital Funds	0	0	0	0	0	0	0	0	—
f) Insurance Companies	0	0	0	0	0	0	0	0	—
g) FIs	0	0	0	0	0	0	0	0	—
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	—
i) Others (specify)	0	0	0	0	0	0	0	0	—
Sub-Total (B)(1)	0	1975	1975	0.03	0	1975	1975	0.03	-
2. Non- Institutions									—
a) Bodies Corp.									—
i) Indian	9100	30750	39850	0.68	14750	25750	40500	0.69	1.63
ii) Overseas	0	0	0	0	0	0	0	0	—
b) Individuals	0	0	0	0	0	0	0	0	—
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	198250	4027229	4225479	72.21	202500	4009329	4211829	71.98	(0.32)
ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	33950	26825	60775	1.04	47700	26825	74525	1.27	22.62
c) Others (specify)									—
(c-i) CLEARING MEMBER	0	0	0	0	0	250	250	0.0042	-
(c-ii) OFFICE BEARERS	0	0	0	0	0	0	0	0	—
(c-iii) Non Resident Indian (Repat & Non-Repat)	0	184675	184675	3.16	0	183625		3.14	0.57
(c-iv) HUF	600	1975	2575	0.04	800	1975	2775	0.05	7.77
Total Public shareholding (B) (B)(1) + (B)(2)	241900	4273429	4515329	77.16	266000	4249479	4515479	77.17	0.003
C. Shares held by Custodian for GDRs & ADRs									—
Grand Total (A+B+C)	241900	5609789	5851689	100.0	266000	5585689	5851689	100	

(ii) Shareholding of Promoters

Sr No	Shareholder s Name	Shareholding at the beginning of the year (1 st April, 2015)			Shareholding at the end of the year (31 st March, 2016)			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1.	ARVIND FOODS LTD	450660	7.70	—	450660	7.70	—	—
2.	NAINABEN PATEL	190000	3.23	—	190000	3.23	—	—
3.	KAUSHAL G. PATEL	0	0	—	152825	2.61	—	100
3.	DINESHBHAI PATEL	124500	2.12	—	0	0	—	(100)
4.	ARVINDBHAI PATEL	85000	1.45	—	119750	2.05	—	40.88
5.	DINESHBHAI T PATEL (HUF)	42000	0.71	—	42000	0.71	—	—
6.	SURYAKANT R.PATEL	45200	0.77	—	40450	0.69	—	(10.51)
7.	ARVINDBHAI C PATEL (HUF)	40000	0.68	—	40000	0.68	—	—
8.	DAKSHABEN PATEL	36000	0.61	—	36000	0.61	—	—
9.	KOMIN ENTERPRISES PVT.LTD.	34850	0.59	—	0	0	—	(100)
10.	HARISHBHAI T PATEL	34000	0.58	—	34000	0.58	—	—
11.	BHUPENDRA T PATEL	33500	0.57	—	33500	0.57	—	—
12.	HANSABEN PATEL	33000	0.56	—	33000	0.56	—	—
13.	ILABEN PATEL	33000	0.56	—	33000	0.56	—	—
14.	SHRI THAKURBHAI PATEL (HUF)	27000	0.46	—	27000	0.46	—	—
15.	SHAKUNTALA BEN PATEL	15000	0.25	—	15000	0.25	—	—
16.	NIRUPABEN PATE	14550	0.24	—	14550	0.24	—	—
17.	GAURAV D PATEL	14375	0.24	—	0	0	—	(100)
18.	THAKURBHAI PATEL	13950	0.23	—	0	0	—	(100)
19.	HARISHBHAI PATEL (HUF)	12000	0.20	—	12000	0.20	—	—
20.	BHUPENDRABHAI T PATEL (HUF)	12000	0.20	—	12000	0.20	—	—
21.	KARAN KUMAR A. PATEL	11000	0.18	—	0	0	—	(100)
22.	SURESHBHAI PATEL	7500	0.12	—	7500	0.12	—	—
23.	CHANDRAKANT PATEL	7500	0.12	—	0	0	—	(100)
24.	MEGHNA D. PATEL	5975	0.10	—	5975	0.10	—	—
25.	SAVITRIBEN S. PATEL	5000	0.08	—	0	0	—	(100)
27.	MINALBEN H. PATEL	8400	0.14	—	8400	0.14	—	—
28.	KAUSAL A PATEL	500	0.001	—	28750	0.49	—	5650
	TOTAL	1336460	22.84	—	1336360	22.84	—	—

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

Sr. No.		Shareholding at the beginning of the year (1 st April, 2015)		Cumulative Shareholding during the year (31 st March, 2016)	
		No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
1.	KAUSHAL G. PATEL				
	At the beginning of the year	0	0		
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	152825 Shares acquired on 31 st Dec. 2015	2.61		
	At the End of the year			152825	2.61

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2.	DINESHBHAI PATEL				
	At the beginning of the year Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	124500 124500 Shares acquired on 31st Dec. 2015	1.85 -		
	At the End of the year			Nil	-
3.	SURYAKANT R.PATEL				
	At the beginning of the year Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	45200 4750 Shares acquired on 31st Dec. 2015	0.77 -		
	At the End of the year			40450	0.69
4.	KOMIN ENTERPRISES PVT.LTD.				
	At the beginning of the year Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	34850 34850 Shares acquired on 31st Dec. 2015	0.52 -		
	At the End of the year			Nil	-
5.	GAURAV D PATEL				
	At the beginning of the year Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	13950 13950 Shares acquired on 31st Dec. 2015	0.23 -		
	At the End of the year			Nil	-
6.	THAKURBHAI PATEL				
	At the beginning of the year Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	45200 45200 Shares acquired on 31st Dec. 2015	0.77 -		
	At the End of the year			Nil	-

7.	KARAN KUMAR A. PATEL				
	At the beginning of the year Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	11000	0.18		
		11000 Shares acquired on 31st Dec. 2015	-		
	At the End of the year			Nil	-
8.	CHANDRAKANT PATEL				
	At the beginning of the year Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	7500	0.12		
		7500 Shares acquired on 31st Dec. 2015	-		
	At the End of the year			Nil	-
9.	SAVITRIBEN S. PATEL				
	At the beginning of the year Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	5000	0.08		
		5000 Shares acquired on 31st Dec. 2015	-		
	At the End of the year			Nil	-
10.	KAUSAL A PATEL				
	At the beginning of the year Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	500	0.001		
		28250 Shares acquired on 31st Dec. 2015	-		
	At the End of the year		28750	0.49	-
11.	ARVINDBHAI PATEL				
	At the beginning of the year Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	85000	1.45		
		119750 Shares acquired on 31st Dec. 2015	2.05		
	At the End of the year			Nil	-

SAGAR SOYA PRODUCTS LTD.

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

Sr. No.	Top 10 Shareholders	Shareholding at the beginning of the year- 1 st April, 2015		Shareholding at the end of the year- 31 st March, 2016	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	MOTILAL BHAVANJI VARU	22900	0.39	22900	0.39
2.	GIRDHARI SAGARMAL BIYANI	14775	0.25	14775	0.25
3.	DINESH V. BALIGA	12050	0.20	12050	0.20
4.	RAMESHCHANDRA SHIVRATAN KASAT	11050	0.18	11050	0.18
5.	RAJENDRA KIKABHAI SHAH.	10000	0.17	10000	0.17
6.	MAYUR MANGALDAS KOTHARI	8875	0.15	8875	0.15
8.	VARDHAN PROPERTIES & INVESTMENTS LTD	8800	0.15	8800	0.15
9.	BHARTI DILIP PATEL	8700	0.14	8700	0.14
10.	MANISH MANUBHAI SHAH	8575	0.14	8575	0.14
11.	PRAKASH KANAIALAL SHAH	6550	0.11	6550	0.11

- (v) Shareholding of Directors and Key Managerial Personnel:

Sr. No.	For Each of the Directors and KMP	Shareholding at the beginning of the year (1 st April, 2015)		Shareholding at the end of the year (31 st March, 2016)	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	ARVINDBHAI PATEL	85000	1.45	119750	2.05
2.	ARUN KUMAR SHARMA	Nil	Nil	Nil	Nil
3.	RENU SINGH	Nil	Nil	Nil	Nil
4.	CHANDRAKANT BHAI PATEL	Nil	Nil	Nil	Nil
5.	SHRIKRISHNA BABURAM PANDEY	Nil	Nil	Nil	Nil

V. INDEBTEDNESS

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount		50,573,352		50,573,352
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)		50,573,352	—	50,573,352
Change in Indebtedness during the financial year				
· Addition				
· Reduction				
Net Change	—	—	—	—
Indebtedness at the end of the financial year				
i) Principal Amount		50,573,352	—	50,573,352
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)		50,573,352	—	50,573,352

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

Sr. No.	Particulars of Remuneration	Name of MD/WTD/Manager		Total Amount
		*Chandrakant Patel- Managing Director	Arvindbhai Patel- Executive Director & CFO	
1.	Gross Salary	-	-	-
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act	-	-	-
	(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)	-	-	-
	Ceiling as per the Act	-	-	-

*Chandrakant Patel was appointed as Managing Director on 6th November, 2015

B. Remuneration of other directors:

Sr. No.	Particulars of Remuneration	Name of Directors			Total Amount
		Arun Kumar Sharma- Independent Director	Renu Singh- Independent Director	Chandrakant Bhai Patel- Independent Director	
·	Fee for attending board committee meetings	-	-	-	-
·	Commission	-	-	-	-
·	Others, please specify	-	-	-	-
	Total (1)	-	-	-	-
	Total Managerial Remuneration	-	-	-	-
	Overall Ceiling as per the Act	-	-	-	-

VII. PENALTIES/ PUNISHMENT/ COMPOUNDING OF OFFENCES

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
B. DIRECTORS					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
C. OTHER OFFICERS IN DEFAULT					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

SAGAR SOYA PRODUCTS LTD.

Annexure D to Director's Report

Secretarial Audit Report

Form No. MR-3

FOR FINANCIAL YEAR ENDED ON 31ST MARCH, 2016.

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

To,
The Members,
Sagar Soya Products Limited.

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

Based on my verification of the 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, I hereby report that in my opinion, the Company has, during the audit period ended on 31st March, 2016, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers and minute books, Forms and returns filed and other records maintained by Sagar Soya Products Limited. ("The Company"), for the year ended on 31st March, 2016 to the extent applicable 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, Overseas Direct Investment and External Commercial Borrowings;
- V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("**SEBI Act**") to the extent applicable to the Company:-
- VI. The Companies Act, 2013 ("**The Act**") and the Rules made thereunder;
- VII. The Securities Contracts (Regulation) Act, 1956 ("**SCRA**") and the Rules made thereunder;
- VIII. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- IX. Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- X. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("**SEBI Act**") to the extent applicable to the Company:-
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - d. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - e. The Company has complied with the requirements under the Equity Listing Agreements entered into with BSE Limited.
 - f. The Company has complied with the requirements with Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 from the date of its applicability.

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I further report that, the company has complied with Secretarial Standard-1 "Meeting of Board of Directors" and Secretarial Standard-2 "General Meetings" as applicable to companies with effect from 15th July, 2015.

During the period under review the company has complied with the provisions of the Act, Rules, Regulations, and Guidelines, mentioned above subject to the following observation:

1. The Company has not appointed a whole time Company Secretary as per section 203 of Companies Act 2013.

I further report that, having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, on test – check basis, the Company has complied with the following laws applicable specifically to the Company:

- a. The Environment (Protection) Act, 1986; and
- b. Air (Prevention and Control of Pollution) Act, 1981 and Rules issued by the State Pollution Control Boards; and
- c. Water (Prevention and Control of Pollution) Act, 1974 and Rules issued by the State Pollution Control Boards.
- d. Factories Act, 1948;

I 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 Act.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

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

I further report that during the audit period the company has:

1. Adopted New set of Articles of Association at the Annual General Meeting held on 30th September, 2015
2. Appointed Mr. Shrikrishna Baburam Pandey as an Independent Director with the effect from 6th November , 2015 to 5th November , 2020 for a period of 5 years
3. Appointed Mr. Chandrakant Patel as an Managing Director with the effect from effect 6th November , 2015 to 5th November , 2018 for a period of 5 years for a period of 3 years
4. Appointed Mr. Arvindbhai Patel as an Whole-time Director cum CFO with the effect 14th August , 2015 to 13th August , 2018 for a period of 3 years
5. Shifted its registered office within city Limits from 302, 3rd Floor, Samarpan Complex, New Link Road, Chakala, Andheri (East), Mumbai – 400099 to 32, Vyapar Bhavan, 49, P.D. Mello Road, Mumbai, Maharashtra-400009 at its Board Meeting held on 14th August, 2015

MRS. SAMTA SARAF
COMPANY SECRETARY IN PRACTICE

Date : 13th August, 2016.
Place : Mumbai

ACS: 17620
CP: 6000

SAGAR SOYA PRODUCTS LTD.

CEO/CFO Certificate

To,
The Board of Directors,
Sagar Soya Products Limited
32, Vyapar Bhavan,
49, P.D. Mello Road,
Mumbai, Maharashtra-400009

I, Mr. Arvindbhai Patel, CFO of the Company does hereby certify that:

- (a) I have reviewed financial statements and the cash flow statement for the year and that to the best of our knowledge and belief:
- These statements do not contain any materially untrue statement or omit any material fact or contain statement that might be misleading;
 - These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) There are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
- (c) I accept responsibility for establishing and maintaining internal controls and that we have evaluated the effectiveness of the internal control systems of the Company and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- (d) I have indicated to the auditors and the Audit Committee
- Significant changes in internal control during the year;
 - Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - Instances of significant fraud of which we are become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system.

FOR SAGAR SOYA PRODUCTS LTD FOR SAGAR SOYA PRODUCTS LTD

DATE : 13th August, 2016
PLACE : Mumbai

Sd/-
Mr. Arvindbhai Patel
(CFO)

Sd/-
Mr. Chandrakant Patel
Managing Director

DECLARATION REGARDING AFFIRMATION OF CODE OF CONDUCT

In terms of the requirements of the Listing Obligation and Disclosure Requirements, Regulations 2015, Code of Conduct as approved by the Board of Directors of the Company, all the members of the Board and the senior management personnel had affirmed compliance with the Code for the period 31st March, 2016

DATE : 13th August, 2016
PLACE : Mumbai

For **SAGAR SOYA PRODUCTS LIMITED**
Sd/-
ARVINDBHAI PATEL
CHAIRMAN

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

A) INDUSTRY STRUCTURE AND DEVELOPMENT:

The Industry is showing some improvement & your Directors are expecting better Industrial Development in the coming years.

B) SEGMENTWISE PERFORMANCE:

The Company is manufacturing Soya and Soya Products and this may be considered as the only segment. Therefore the requirement of segment wise reporting is not applicable.

C) OPPORTUNITIES / OUTLOOK:

The company is taking maximum efforts to capitalize on business opportunities & further expect a better outlook in the coming years.

D) THREATS:

The major threats for the company are competition from the Govt. Policies.

E) RISKS AND CONCERNS:

Your company is taking adequate measures to safeguard against Risks & Concerns.

F) INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY:

Your Company has been maintaining an adequate internal control system commensurate with the size & nature of its business.

G) HUMAN RESOURCES POLICIES:

Your company considers its human resources as its most valuable assets, among all other assets of the Company. It has been the policy of the company to actuate the talent by providing opportunities to develop themselves within the organization. The company continued to have maintained very cordial & harmonious relations with its employees.

H) CAUTIONARY STATEMENT:

Due to unfavorable market conditions your company is facing profitability problems however, your management is making optimum efforts to minimize the overheads & cost reduction.

By Order Of The Board
For SAGAR SOYA PRODUCTS LIMITED

Sd/-

DATE : 13th August, 2016
PLACE: Mumbai

ARVINDBHAI P PATEL
CHAIRMAN

SAGAR SOYA PRODUCTS LTD.

INDEPENDENT AUDITOR'S REPORT

To
The Members of
M/s SAGAR SOYA PRODUCTS LTD.
Mumbai.

Report on the Financial Statement

We have audited the accompanying standalone financial statements of **Sagar Soya Products Limited ('the Company')**, which comprise the balance sheet as at March 31, 2016, and the statement of profit & loss and cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statement

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with 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 financial statements based on our audit.

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

We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of 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, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial control system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Director, 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 information and according to the explanation given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give true and fair views in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2016, its Loss and its cash flows for the year ended on that date.

Report on Other Legal and regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure A, statement on the matters specified in paragraph 3 and 4 of the said Order.
2. **As required by section 143(3) of the Act, we report that:**
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our Audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - (c) The Balance Sheet, the Statement of Profit and Loss Account and the Cash Flow Statement dealt with by this report are in agreement with the books of Accounts.
 - (d) In our opinion the aforesaid financial statements comply with the Accounting Standards specified under section 133 of Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - (e) On the basis of 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 the directors in terms of section 164(2) of the Act.

- (f) With respect to the other matter to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanation given to us:
- (i) The Company does not have any pending litigations which have impacts on its financial positions in its financial statements;
 - (ii) The Company did not have any long-term contracts including derivative contracts for which there were material foreseeable losses;
 - (iii) There was no such amount required to be transferred to the Investor Education and Protection Fund by the Company, hence the matter of delay does not arise.

For O.T.GANDHI & CO
Chartered Accountants
FRN No. 001120C

By the hand of
SAMEEP GANDHI
Partner
M.NO.411107

PLACE : Indore
DATED : 30th May, 2016

ANNEXURE TO THE INDEPENDENT AUDITORS REPORT

The Annexure referred to in our Independent Auditors' Report to the members of the Company for the year ended 31 March, 2016, we report that:

- I. (a) The company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- (b) The Company has a regular programme of physical verification of its assets by which fixed assets are certified in a phase manner over a period of three years. In accordance with this programme, certain fixed assets were physically verified during the year and no material discrepancies were noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regards to the size of Company and the nature of its assets.
- (c) According to the information and explanation given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the company.
- II. The inventory has been physically verified by the management at reasonable intervals during the year. The discrepancies noticed on verification between the physical stocks and book records were not material.
- III. The Company has not granted any loans, secured or unsecured to companies, firms, limited liability partnership or other parties covered in the register maintained u/s 189 of the Companies Act, 2013.
- IV. In our opinion and according to the explanation given to us, the Company has complied with the provision of section 185 and 186 of the Companies Act, 2013 with respect to loans and investments made. Accordingly, paragraph 3(iv) of the Order is not applicable.
- V. The Company has not accepted any deposits from the public. Accordingly, paragraph 3(v) of the Order is not applicable.
- VI. According to the information and explanations given to us, we are of the opinion that no cost records maintenance has been prescribed by the Central Government under section 148 (1) of the Companies Act, 2013.
- VII. (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amount deducted/ accrued in the books of account in respect of undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, value added tax, duty of customs, duty of excise, service tax, cess and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities.
- (b) According to the information and explanations given to us, there are nodues of income tax, service tax, duty of customs, duty of excise and value added tax, which have not been deposited with the appropriate authorities on account of any dispute. However, according to information and explanation given to us, the following dues of sales tax have not been deposited by the Company on account dispute.

S. No.	Name of the Statute	Nature of Due	Amount (in Rs.)	Year of Dispute	Forum where dispute is pending
1	Sales-tax Act	Sales Tax	57,56,471.00	2000-2001	Supreme Court

a stay order has been received from Supreme Court against the amount disputed and not deposited. (After losing at High Court)

- VIII. The Company does not have any loans or borrowings from any financial institution, banks, Government or debenture holders during the year. Accordingly, paragraph 3(viii) of the Order is not applicable.
- IX. The company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3(ix) of the Order is not applicable

SAGAR SOYA PRODUCTS LTD.

- X. According to the information and explanations given to us, we report that there is no fraud on or by the company has been noticed or reported during the course of our audit.
- XI. According to the information and explanations give to us and based on our examination of the records of the Company, the Company does not pay/provide any managerial remuneration during the year.
- XII. In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- XIII. According to the information and explanations given to us and based on our examination of the records of the Company, there are no transactions with the related parties. Accordingly, paragraph 3(xiii) of the Order is not applicable.
- XIV. According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- XV. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- XVI. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

For O.T.GANDHI & CO
Chartered Accountants
Firm Registration Number: 001120C
Sd/-
SAMEEP GANDHI
Partner
M.NO.411107

PLACE : Indore
DATED : 30th May, 2016

BALANCE SHEET AS AT 31st MARCH 2016

	Notes	31 March 2016 In ₹	31 March 2015 In ₹
Equity and Liabilities			
Shareholders' funds			
(a) Share capital	2	58,516,890.00	58,516,890.00
(b) Reserves and surplus	3	(61,893,418.78)	(58,590,880.85)
		(3,376,528.78)	(73,990.85)
Non-current liabilities			
Unsecured Loans	4	50,573,352.50	50,573,352.50
Current liabilities			
(a) Other current liabilities	5	1,792,203.00	1,752,130.00
(b) Short-term provisions		-	-
TOTAL		<u>48,989,026.72</u>	<u>52,251,491.65</u>
Assets			
Non-current assets			
(a) Fixed assets			
(i) Tangible assets	6	20,856,511.12	24,555,451.27
(b) Investments	7	18,123,509.56	13,401,909.84
(c) Advance for Capital Goods		1,010,000.00	1,010,000.00
		39,990,020.68	38,967,361.11
Current assets			
(a) Inventories	8	-	-
(b) Trade receivables	9	2,684,314.20	5,184,314.20
(c) Cash and cash equivalents	10	844,088.84	5,194,090.34
(d) Loans and Advances	11	5,352,632.00	2,835,809.00
(e) Income Tax T.D.S.		117,971.00	69,917.00
		8,999,006.04	13,284,130.54
TOTAL		<u>48,989,026.72</u>	<u>52,251,491.65</u>
Significant accounting policies and notes to accounts	1-18		

AS PER OUR REPORT ANNEXED
For and on behalf of Board of Directors
FOR O.T. GANDHI & CO.
CHARTERED ACCOUNTANTS
FRN: 001120C

By the hands of
SAMEEP GANDHI
PARTNER
M.NO. 411107

PLACE : Indore
DATED : 30th May, 2016

FOR AND ON BEHALF OF BOARD OF DIRECTORS

Sd/-
ARVIND PATEL *Executive Director & CFO*

Sd/-
CHANDRAKANT PATEL *Director*

PLACE : Mumbai
DATED : 30th May, 2016

SAGAR SOYA PRODUCTS LTD.**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2016**

Particulars	Notes	31 March 2016 In ₹	31 March 2015 In ₹
Income			
Revenue From Operations	12	-	-
Other income	13	5,655,528.72	8,644,511.09
Total Revenue (I)		5,655,528.72	8,644,511.09
Expenses			
(Increase)/Decrease in Finished Goods Jobwork	14	-	655,000.00
Employee benefits expense	15	1,864,031.00	645,084.00
Other expenses	16	3,394,089.00	6,245,617.20
Total (II)		5,258,120.00	7,545,701.20
Earnings before interest, tax, depreciation and amortisation (EBITDA) (I)-(II)		397,408.72	1,098,809.89
Finance costs	17	1,006.50	3,044.00
Depreciation expense	6	3,698,940.15	815,288.00
Profit before tax		(3,302,537.93)	280,477.89
Tax expense			
(1) Current tax		-	-
(2) Deferred tax		-	-
Total Tax Expense		-	-
Profit for the period		(3,302,537.93)	280,477.89
Earnings per equity share	18	-0.56	0.05
Significant accounting policies and notes to accounts	1-18		

AS PER OUR REPORT ANNEXED
For and on behalf of Board of Directors
FOR O.T. GANDHI & CO.
CHARTERED ACCOUNTANTS
FRN: 001120C

By the hands of
SAMEEP GANDHI
PARTNER
M.NO. 411107

PLACE : Indore
DATED : 30th May, 2016

FOR AND ON BEHALF OF BOARD OF DIRECTORS

Sd/-
ARVIND PATEL *Executive Director & CFO*

Sd/-
CHANDRAKANT PATEL *Director*

PLACE : Mumbai
DATED : 30th May, 2016

NOTES FORMING PART OF BALANCE SHEET

NOTE - 2 : SHARE CAPITAL

Share Capital	31 March 2016		31 March 2015	
	Number	In ₹	Number	In ₹
Authorised				
Equity Shares of ₹ 10/- each	10,000,000.00	100,000,000.00	10,000,000.00	100,000,000.00
Issued				
58,51,689 Equity Shares of 10/- each	5,851,689.00	58,516,890.00	5,851,689.00	58,516,890.00
Subscribed & fully Paid up				
Equity Shares of ₹ 10/- each	5,851,689.00	58,516,890.00	5,851,689.00	58,516,890.00
(Of the above 1161370 Equity Shares have been issued as Bonous Shares, by way of capitalisation of part of Share Premium Account.)				
Less: Calls in Arrears		-		-
Total	<u>5,851,689.00</u>	<u>58,516,890.00</u>	<u>5,851,689.00</u>	<u>58,516,890.00</u>

Reconciliation of the Shares outstanding at the beginning and at the end of the reporting period

Particulars	Equity Shares			
	31 March 2016		31 March 2015	
	Number	In ₹	Number	In ₹
Shares outstanding at the beginning of the year	5,851,689.00	58,516,890.00	5,851,689.00	58,516,890.00
Shares Issued during the year	-	-	-	-
Shares Forfeited During the year	-	-	-	-
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	5,851,689.00	58,516,890.00	5,851,689.00	58,516,890.00

Disclosure of more than 5% shareholding

Name of Shareholder	Equity Shares			
	31 March 2016		31 March 2015	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Arvind Foods Pvt. Ltd.	464610	7.94	464610	7.94
Total	<u>464610</u>	<u>7.94</u>	<u>464610</u>	<u>7.94</u>
			31 March 2016 In ₹	31 March 2015 In ₹

NOTE - 3 : RESERVE & SURPLUS

Securities Premium		
As per last Balance Sheet	67,642,980.00	67,642,980.00
Addition during the year	-	-
Sub-total	<u>67,642,980.00</u>	<u>67,642,980.00</u>
Surplus Balance in the Statement of Profit & Loss		
As per last Balance Sheet	(130,459,010.85)	(130,739,488.74)
Addition during the year	(3,302,537.93)	280,477.89
Capital Reserve	4,225,150.00	4,225,150.00
Allocations & Appropriations	-	-
Transfer to Reserves		
Sub-total	<u>(129,536,398.78)</u>	<u>(126,233,860.85)</u>
Total	<u>(61,893,418.78)</u>	<u>(58,590,880.85)</u>

SAGAR SOYA PRODUCTS LTD.

	31 March 2016 In ₹	31 March 2015 In ₹
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NOTE- 4 : UNSECURED LOANS

Unsecured Loans from Directors	50,573,352.50	50,573,352.50
Total	50,573,352.50	50,573,352.50

NOTE- 5 : OTHER CURRENT LIABILITIES (FOR EXPENSES)

O.T. Gandhi & Co., Indore	208,555.00	228,555.00
Classic Filaments Ltd., Mumbai	794,860.00	794,860.00
MPPKVCO LTD,	689,101.00	548,133.00
Snehil Soya Products Sagar	-	180,582.00
H.S. Associates, Mumbai	73,924.00	-
Central Deposites service India) Ltd	25,763.00	-
Total	1,792,203.00	1,752,130.00

Note- 6 : Fixed Assets

(In ₹)

Name of Fixed Assets	Life as per Schedule II	Remain-ing useful life	Gross Block				Depreciation			Net Block		
			As on 1.04.2015	Addition/ (Disposal) During the Year	As on 31.03.2016	Up to 31.03.2015	During The Year	Adjustment	Up to 31.03.2016	As on 31.03.2016	Residual Value	As on 1.04.2015
Leasehold Land			276,000.00	-	276,000.00	-	-	-	-	276,000.00	-	276,000.00
Building	30	17	11,749,257.00	-	11,749,257.00	8003973.00	386,513.31	-	8,390,486.31	3,358,770.69	587,462.85	3,745,284.00
Plant & Equipments	15	10	71,128,488.27	-	71,128,488.27	50814832.00	3,248,478.66	-	54,063,310.66	17,065,177.61	3,556,424.41	20,313,656.27
Office Equipment	5	4	1,107,498.00	-	1,107,498.00	886987.00	63,948.19	-	950,935.19	156,562.81	55,374.90	220,511.00
TOTAL			84,261,243.27	-	84,261,243.27	59,705,792.00	3,698,940.15	-	63,404,732.15	20,856,511.12	4,199,262.16	24,555,451.27

Note:

In accordance with Schedule II of the Companies Act, 2013 the Company has based on technical evaluation reassessed the estimated useful life of the assets during the year. The reassessment does not materially impact the financials of the Company, hence the rates and calculations of useful life as assessed in previous year continues.

	31 March 2016 In ₹	31 March 2015 In ₹
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NOTE 7 : INVESTMENTS

In Government securities

Unquoted National Saving Food Debit. (As Security Deposit)	26,500.00	26,500.00
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In Equity Shares

(a) 91200 Shares of ₹ 10/- each of M/s Ceejay Finance Ltd., (received on Amalgamation with Heritage Packaging Ltd., Ahemadabad of Ceejay Finance Ltd.)	912,000.00	912,000.00
(b) 104400 Shares of ₹ 10/- each of M/s Ceejay Finance Ltd., Nadiad In Reliance Liquid Fund	1,044,000.00	1,044,000.00
(Note: Market value of the Investments AS ON 31.03.2007 has not been provided to us)	16,141,009.56	11,419,409.84
Total	18,123,509.56	13,401,909.84

NOTE 8 : INVENTORIES

Inventories	-	-
Total	-	-

NOTE 9 : TRADE RECEIVABLE

More than six months	2,684,314.20	5,184,314.20
Less than six months	-	-
Total	2,684,314.20	5,184,314.20

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	31 March 2016 In ₹	31 March 2015 In ₹
NOTE 10 : CASH AND CASH EQUIVALENT		
Balances with banks		
Bank Of Baroda, Sagar	14,745.75	71,037.75
Canara Bank Overseas Branch, Mimbai	30,865.62	30,865.62
HDFC Bank Ltd., Sagar	278,875.93	3,157,817.43
SBI, Civil Line, Sagar	15,682.00	15,682.00
State Bank of Indore, Sagar	351,484.12	248,197.12
Union Bank of India, Bombay	46,745.95	46,745.95
Fixed Deposits	25,875.00	25,875.00
Cash on hand	79,814.47	1,597,869.47
Total	844,088.84	5,194,090.34
NOTE 11 : LOANS & ADVANCES		
Unsecured		
Advance Salary	19,000.00	6,000.00
H.S. Associates Mumbai	-	3,920.00
Purva Shargistry (india) Pvt. Ltd. Mumbai	4,719.00	4,719.00
Deposits (With Government & Others)		
Krishi Upaj Mandi Samiti, Sagar	41,000.00	41,000.00
M.P. Stock Exchange, Deposit, Sagar	1,045,233.00	1,045,233.00
Sales Tax Department, Sagar	4,500.00	4,500.00
Telephone & Telex (Deposit), Sagar	25,665.00	25,665.00
Krishi Upaj Mandi Samati, Sagar (Fdr Ubi)	15,000.00	15,000.00
Sagar Anaj & TilahVypari Sangh Deposit	50000.00	50000.00
Sneh Soya Products, Sagar	2,510,643.00	-
Mppkvco Deposit Sagar	934,600.00	937,500.00
Gajraja Soya Extration Pvt.Ltd,Sagar	702,272.00	702,272.00
Total	5,352,632.00	2,835,809.00
NOTE 12 : REVENUE FROM OPERATION		
Sales of Goods	-	-
Total	-	-
NOTE 13 : OTHER INCOME		
Interest Received	79,691.00	99,140.00
Dividend Income	170,128.00	1,307,126.09
Godown Rent	-	-
Processing Charges	5,500,000.00	6,400,000.00
Income Tax Received	84,110.00	797,070.00
Miscellaneous Received	-	41,175.00
Mutual Fund Loss	(178,400.28)	-
Total	5,655,528.72	8,644,511.09
NOTE 14 : DETAILS OF CHANGES IN INVENTORY		
Finished Jobwork at the end of the year		
As at 31st March 2016	-	-
As at 31st March 2015	-	655,000.00
Increase/ decrease	-	655,000.00
NOTE 15 : EMPLOYEE BENEFITS EXPENSES		
(a) Salaries and incentives		
Factory Salary & Wages	270,865.00	243,240.00
Bonus & Gratuity	57,836.00	39,900.00
(b) Contributions to -		
(i) Provident Fund	1,535,330.00	361,944.00
(ii) E.S.I	-	-
(c) Staff welfare expenses	-	-
Total	1,864,031.00	645,084.00

SAGAR SOYA PRODUCTS LTD.

	31 March 2016 In ₹	31 March 2015 In ₹
NOTE 16 : OTHER EXPENSES		
Payments to the Auditor		
Auditor	20,000.00	20,000.00
Total	<u>20,000.00</u>	<u>20,000.00</u>
Other Expenses		
Factory Expenses	87,407.00	90,740.00
Lease Rent	4,000.00	4,000.00
Plant Maintainance	6,789.00	53,257.00
Fule & Power	-	-
Building Repair & Maintainance	37,320.00	148,788.00
Electricity Expenses	8,717.00	-
Fess & Taxes	523,363.00	311,267.00
Legal Expenses	45,300.00	63,970.00
Office Expenses	5,728.00	931.00
Postage Telegram & Telephone	13,750.00	3,947.00
Printing & Stationery	11,219.00	17,655.00
Telephone Exp.	7,559.00	7,422.00
Travelling & Convenance	10,970.00	2,900.00
Vehicle Expenses	35,666.00	33,864.00
Godown Rent	6,384.00	7,123.00
Bad Debitores written off	2,500,000.00	5,184,314.20
Income Tax (F.B.T)	69,917.00	295,439.00
Total	<u>3,374,089.00</u>	<u>6,225,617.20</u>
NOTE 17 : FINANCE COST		
Bank Charges	1,006.50	3,044.00
Total	<u>1,006.50</u>	<u>3,044.00</u>
NOTE-18 : EPS		
Profit attributable to equity shareholders	(3,302,537.93)	(280,477.89)
No. of shares	<u>5,851,689.00</u>	<u>5,851,689.00</u>
Earning Per Share-basic & Diluted	<u>(0.56)</u>	<u>(0.05)</u>

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2016

	31 March 2016 In ₹	31 March 2015 In ₹
Cash Flow From Operating Activities		
Profit/(Loss) before tax & Extraordinary items	(3,302,537.93)	280,477.89
Adjustments for:		
- Depreciation	3,698,940.15	815,288.00
- Interest Income	(79,691.00)	(99,140.00)
- Dividend	(170,128.00)	(1,307,126.09)
- Income Tax Received	(84,110.00)	(797,070.00)
Operating profit before working capital changes	62,473.22	(1,107,570.20)
Changes in Working Capital :		
(Increase) /decrease in Inventories	-	655,000.00
(Increase) /decrease in TDS	(48,054.00)	225,522.00
(Increase)/decrease in Loans & Advance	(2,516,823.00)	254,808.00
(Increase)/decrease in Trade Receivables	2,500,000.00	5,184,314.20
Increase /(decrease) in Other current Liabilities	40,073.00	(2,318,854.00)
Net Cash flow from/(used in) Operating activities before Extraordinary Items	37,669.22	2,893,220.00
- Income Tax Received	84,110.00	797,070.00
Net Cash flow from/(used in) Operating activities (A)	121,779.22	3,690,290.00
Cash Flow From Investing Activities		
Sale of Fixed Assets	-	-
Sale/(Purchase) of Investment	(4,721,599.72)	(5,136,998.09)
Dividend received	170,128.00	1,307,126.09
Interest Received	79,691.00	99,140.00
Net Cash flow from / (used in) Investing activities (B)	(4,471,780.72)	(3,730,732.00)
Cash Flows From Financing Activities		
Calls in arrears received	-	-
Repayment of loans during the year	-	(165,000.00)
Net cash flow from /(used in) in financing activities (C)	-	(165,000.00)
Net Increase / (decrease) in cash and cash equivalents (A+B+C)	(4,350,001.50)	(205,442.00)
Cash & Cash equivalents at beginning of the year	5,194,090.34	5,399,532.34
Cash & Cash equivalents at the end of the year	844,088.84	5,194,090.34

Note : Previous year figures have been rearranged / regrouped wherever necessary

For and on behalf of the Board of Directors

SAGAR SOYA PRODUCTS LTD.,

Place : Indore

Dated : 30th May, 2016

Sd/ Sd/-

Chandrakant Patel Arvind Bhai Patel

AUDITORS CERTIFICATE

We have verified the above Cash Flow Statement with the books and record maintained by Sagar Soya Products Ltd. and certify that, in our opinion and according to the information and explanations given to us, the above statement is in accordance therewith.

As per our Report annexed

For O.T.GANDHI & CO

Chartered Accountants

By the hands of

Sd/-

PLACE : Indore

DATED : 30th May, 2016

SAMEEP GANDHI

Partner

M.NO.411107

SAGAR SOYA PRODUCTS LTD.**Form No. SH-13****Nomination Form**

[Pursuant to section 72 of the Companies Act, 2013 and rule 19(1) of the Companies
(Share Capital and Debentures) Rules, 2014].

To,
Sagar Soya Products Limited
32, Vyapar Bhavan,
49, P.D. Mello Road,
Mumbai, Maharashtra-400009

I/We _____ the holder(s) of the securities particulars of which are given hereunder wish to make nomination and do hereby nominate the following persons in whom shall vest, all the rights in respect of such securities in the event of my/our death.

(1) PARTICULARS OF THE SECURITIES (in respect of which nomination is being made)

Nature of securities	Folio. No	No. of securities	Certificate No.	Distinctive No.

(2) PARTICULARS OF NOMINEE(S) —

- a) Name:
- b) Date of Birth:
- c) Father's/Mother's/Spouse's name:
- d) Occupation:
- e) Nationality:
- f) Address:
- g) E-mail id:
- h) Relationship with the security holder:

(3) IN CASE NOMINEE IS A MINOR—

- a) Date of birth:
- b) Date of attaining majority:
- c) Name of guardian:
- d) Address of guardian:

Name: _____
Address: _____
Name of the Security Holder (s): _____
Signature: _____
Witness with name and address: _____

Form No. SH-14

Cancellation or Variation of Nomination [Pursuant to section 72 of the Companies Act, 2013 and rule 19(1) of the Companies (Share Capital and Debentures) Rules 2014]

To,
Sagar Soya Products Limited
32, Vyapar Bhavan,
49, P.D. Mello Road,
Mumbai, Maharashtra-400009

I/We hereby cancel the nomination(s) made by me/us in favor of..... ..(name and address of the nominee) in respect of the below mentioned securities

or

I/We hereby nominate the following person in place of as nominee in respect of the below mentioned securities in whom shall vest all rights in respect of such securities in the event of my/our death

PARTICULARS OF THE SECURITIES (in respect of which nomination is being made)

Nature of Securities	Folio No.	No of Securities	Certificate No	Distinctive No

PARTICULARS OF NOMINEE/S –

Name :

Date of Birth:

Father's/Mother's/Spouse's name:

Occupation:

Nationality:

Address:

E-mail Id:

Relationship with the security holder:

IN CASE NOMINEE IS A MINOR -

Date of Birth

Date of attaining majority

Name of guardian

Address of guardian

Name : _____

Address: _____

Name of the Security Holder (s) : _____

Signature _____

Witness with the name and address: _____

Please fill this Nomination form in Duplicate after carefully reading the instruction given below:

1. The Nomination can be made by individual's only holdings shares singly or jointly. Non- individuals including Society, Trust, Body Corporate, Partnership firm, Karta of Hindu Undivided Family and Power of Attorney holder cannot nominate.
2. The nominee shall not be a Trust, Society, Body Corporate, and Partnership firm, Karta of Hindu Undivided Family and power of attorney holder.
3. The shareholder [s] can nominate a minor as a nominee and in that event the name and address of the guardian shall be provided.
4. As per section 72 of Companies Act 2013, if the shares are held by more than one person jointly, then the joint holders may together nominate a person to whom all the rights in the shares of the Company shall vest, in the event of death of all the joint holders.
5. If the shares are held jointly, subsequent to the death of anyone of the holders, the shares would not be registered in favour of the nominee but would be transferred in the name of the surviving shareholders.
6. The nomination form filled in "duplicate" should be lodged with the Registrar and Share transfer Agent of the Company i.e. M/s. Purva Shareregistry (India) Pvt. Ltd., Shiv Shakti Industrial Estate, Unit No. 9, 7-B, J. R. Boricha Marg, Sitaram Mills Compound, Mumbai 400011. Tel: (022) 23016761 Email: busicomp@vsnl.com.
7. The shareholder[s] can delete or change an earlier nomination by executing Form No. SH-14 (Cancellation or Variation of Nomination form)
8. Nomination stands cancelled whenever the shares in the given folio are transferred/ dematerialized. Also in case of change in folio due to consolidation/ transmission a new nomination has to be filed.
9. The nomination made through Form No. SH-13 will be considered valid if the nomination made by the holder[s] of the shares is registered with the company before the death of the registered holder[s] of the shares.
10. Kindly note that the nomination being a legal document should be dated by the nominator and the witness should certify that the nominator has signed the form in their presence. Furthermore the date of execution on the Nomination Form should match with the date of witness, witnessing the document.

SAGAR SOYA PRODUCTS LTD.

PROXY FORM

SAGAR SOYA PRODUCTS LIMITED

32, Vyapar Bhavan, 49, P.D. Mello Road, Mumbai, Maharashtra-400009

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

Thirty Fourth Annual General Meeting to be held on Friday, the 30th Day of September, 2015 at 11.00 a.m at 9/10/11, PWD Shed, RCB Marg, Opp Noor Baug Hall, Mumbai-400009, Maharashtra

I/we being the member (s) of _____ shares of the above named company hereby appoint

- 1) Name: _____ Address _____
Email Id _____ Signature _____ or Failing him
- 2) Name: _____ Address _____
Email Id _____ Signature _____

As per my/our proxy to vote (On Poll) for me/us on my/our behalf at the Thirty Fourth Annual General Meeting of the Company to be held on Friday, the 30th Day of September, 2016 at 11.00 a.m at 9/10/11, PWD Shed, RCB Marg, Opp Noor Baug Hall, Mumbai-400009, Maharashtra on and adjournment thereof.

Ordinary Business

1. **Ordinary Resolution** for adoption of Audited Financial Statements for the year ended 31st March, 2014.
2. **Ordinary Resolution** for Appointment of Mr. Arvindbhai Patel who is retiring by rotation and being eligible offers himself for re-appointment
3. **Ordinary Resolution** for ratification of appointment of M/s O.T.Gandhi & Co, Chartered Accountant as a statutory auditor of the Company and fixing their remuneration.

Special Business

4. **Ordinary Resolution** for appointment of Mr. Shrikrishna Baburam Pandey as Independent Director of the Company for a period of 5 years with effect from 6th November, 2015 to 5th November, 2020
5. **Special Resolution** for Ratification of appointment of Mr. Chandrakant Pandey as Managing Director of the Company for a period of 3 years 6th November, 2015 to 5th November, 2018

Signed this _____ day of _____ 2016

Signature of the Shareholders _____

Affix
Signature
Revenue
Stamp

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the meeting.
2. For the resolutions, explanatory statements and notes, please refer to the notice of 34th Annual General Meeting.
3. * It is Optional to put 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all resolution, your proxy will be entitled to vote in the manner as he / she thinks appropriate
4. Please complete all details including details of member(s) in the above box before submission

34TH ANNUAL REPORT 2015-16**ASSENT/DISSENT FORM FOR VOTING ON AGM RESOLUTIONS****SAGAR SOYA PRODUCTS LIMITED**

32, Vyapar Bhavan, 49, P.D. Mello Road, Mumbai, Maharashtra-400009

Thirty Third Annual General Meeting to be held on Wednesday, the 30th Day of September, 2015 at 11.00 a.m at 9/10/11, PWD Shed, RCB Marg, Opp Noor Baug Hall, Mumbai-400009, Maharashtra.

1. Name(s) & Registered Address :
Of the sole / first named Member
2. Name(s) of the Joint-Holder(s) :
If any
3. i) Registered Folio No. :
ii) DP ID No & Client ID No.
[Applicable to Members Holding
shares in dematerialized Form]
4. Number of Shares(s) held :
5. I/ W hereby exercise my/our vote in respect of the following resolutions to be passed for the business stated in the Notice of the Annual general Meeting dated 13th August, 2016 , by conveying my/ our assent or dissent to the resolutions by placing tick (") mark in the appropriate box below:

Sr. No	Resolutions	Optional **	
		For	Against
	Ordinary Business		
1	Ordinary Resolution for adoption of Audited Financial Statements for the year ended 31st March, 2016.		
2	Ordinary Resolution for Appointment of Mr. Arvindbhai Patel who is retiring by rotation and being eligible offers himself for re-appointment		
3	Ordinary Resolution for ratification of appointment of M/s O.T. Gandhi & Co, Chartered Accountant as a statutory auditor of the Company and fixing their remuneration.		
4	Ordinary Resolution for appointment Mr. Shri Krishna Baburam Pandey Independent Director for a period of Five years from 6 th November, 2015 to 5 th November, 2020		
5	Special Resolution for Ratification of appointment of Mr. Chandrakant patel as Managing Director of the Company for a period of 3 years from 6 th November, 2015 to 5 th November, 2018		

Place:
Date:

Signature of the Member
Or
Authorized Representative

- Notes: i) If you opt to cast your vote by e-voting, there is no need to fill up and sign this form.
ii) Last date for receipt of Assent/ Dissent Form Thursday, 29th September, 2016 (5.00 pm IST)
iii) Please read the instructions printed overleaf carefully before exercising your vote.

General Instructions

1. Shareholders have option to vote either through e-voting i.e. electronic means or to convey assent/dissent. If a shareholder has opted for physical Assent/Dissent Form, then he/she should not vote by e-voting and vice versa. However, in case Shareholders cast their vote through physical assent/dissent form and e-voting, then vote cast through physical assent/dissent shall be considered, subject to the assent/dissent form being found to be valid and vote cast through e-voting shall be treated as invalid.
2. The notice of Annual General Meeting is dispatch/ e-mailed to the members whose names appear on the Register of Members as on 26th August, 2016.
3. Voting through physical assent/ dissent form cannot be exercised by a proxy. However, corporate and institutional shareholders shall be entitled to vote through their authorized representatives with proof of their authorization, as stated below.

Instructions for voting physically on Assent / Dissent Form

1. A member desiring to exercise vote by Assent/ Dissent should complete this Form (no other form or photocopy thereof is permitted) and send it to the Scrutinizer, at their cost to reach the Scrutinizer at the registered office of the Company on or before the close of working hours i.e 5.00 pm on 29th September, 2016 .All Forms received after this date will be strictly treated as if the reply from such Member has not been received.
2. This Form should be completed and signed by the Shareholder (as per the specimen signature registered with the Company/ Depository Participants). In case of joint holding, this Form should be completed and signed by the first named Shareholder and in his absence, by the next named Shareholder.
3. In respect of shares held by corporate and institutional shareholders (companies, trusts, societies etc.) the completed Assent/ Dissent Form should be accompanied by a certified copy of the relevant Board Resolution/ appropriate authorization, with the specimen signature(s) of the authorized signatory (ies) duly attested.
4. The consent must be accorded by recording the assent in the column "FOR" or dissent in the column "AGAINST" by placing a tick mark (") in the appropriate column in the Form. The assent or dissent received in any other form shall not be considered valid.
5. Members are requested to fill the Form in indelible ink and avoid filling it by using erasable writing medium(s) like pencil.
6. There will be one Assent/ Dissent Form for every folio / Client id irrespective of the number of joint holders.
7. A member may request for a duplicate Assent/ Dissent Form, if so required and the same duly completed should reach the Scrutinizer not later than the specified under instruction No.1 above.
8. Members are requested not to send any other paper along with the Assent / Dissent Form. They are also requested not to write anything in the Assent/ Dissent form except giving their assent or dissent and putting their signature. If any such other paper is sent the same will be destroyed by the Scrutinizer.
9. The Scrutinizers decision on the validity of the Assent/ Dissent Form will be final and binding.
10. Incomplete, unsigned or incorrectly ticked Assent/ Dissent Forms will be rejected.

If undelivered, please return to
SAGAR SOYA PRODUCTS LIMITED
Regd. Office :
32, Vyapar Bhavan, 49, P.D. Mello Road,
Mumbai, Maharashtra-400009

SAGAR GREEN FIELDS PRIVATE LIMITED

Formerly Known as Blue Pearl Lifestyle (p) Ltd

Registered Office: Unit no-302, 3rd floor, Samarpan Complex, New Link Road, Chakala, Andheri(E), Mumbai

CIN: U01100MH2005PTC155817 email:Sharma_surat2000@yahoo.com Phone: 9328829000

The financial details and capital evolution of the transferor for the previous 3 years as per the audited statement of Accounts:

Name of the Company: **Sagar Soya Green Fields Private Limited**

Name of the Company: Sagar Green Fields Private Limited

(Rs. in crores)

	As per last Audited Financial Year	1 year prior to the last Audited Financial Year	2 years prior to the last Audited Financial Year
	2015-16	2014-15	2013-14
Equity Paid up Capital	5.00	5.00	5.00
Reserves and surplus	-0.01	-0.01	-0.01
Carry forward losses	Nil	Nil	Nil
Net Worth	4.99	4.99	4.99
Miscellaneous Expenditure	0.02	0.03	0.04
Secured Loans	-	-	-
Unsecured Loans	0.02	0.02	0.02
Fixed Assets	-	-	-
Income from Operations	0.10	0.08	0.08
Total Income	0.10	0.08	0.08
Total Expenditure	0.09	0.08	0.08
Profit before Tax	0.00	0.00	0.00
Profit after Tax	0.00	0.00	0.00



Contact No: OFF- 0091-9699197884, 0091-8080487884

SAGAR GREEN FIELDS PRIVATE LIMITED

Formerly Known as Blue Pearl Lifestyle (p) Ltd

Registered Office: Unit no-302, 3rd floor, Samarpan Complex, New Link Road, Chakala, Andheri(E), Mumbai
CIN: U01100MH2005PTC155817 email:Sharma_surat2000@yahoo.com Phone: 9328829000

Cash profit	0.01	0.01	0.01
EPS	0.00	0.00	0.00
Book value	9.97	9.97	9.97

For Sagar Green Fields Private Limited



SUBHASH GURUDEO PATLE
DIRECTOR
DIN: 00369492

BLUE PEARL LIFESTYLE PRIVATE LIMITED

Formely gada & jain holding (P) LTD

Registered Office: Unit no-302, 3rd flr, Samarpan Complex, New Link Road, Chakala, Andheri(E), Mumbai
CIN: U17299MH2005PTC155817 email:Sharma_surat2000@yahoo.com Phone:
9328829000

NOTICE

Notice is hereby given that the ANNUAL GENERAL MEETING of the members of M/S. Blue Pearl Lifestyle (P) Ltd will be held at the Registered office of the company on 23.09.14 at 11.30 A.M. to transact the following business :-

1. To receive, consider and adopt the Audited Accounts for the period ending on 31.03.14 and the report of Board of Directors and the Auditors.
2. To appoint Auditors and Fix their remuneration.
3. To consider any other Business with the permission of the Chairman.

By the order of the Board



Director

Subash Patle

DIN: 00369492

Place : Mumbai

Date : 30/08/14

Note : A member is entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the company.

BLUE PEARL LIFESTYLE PRIVATE LIMITED

Formerly gada & jain holding (P) LTD

Registered Office: Unit no-302, 3rd flr, Samarpan Complex, New Link Road, Chakala, Andheri(E), Mumbai
CIN: U17299MH2005PTC155817 email: Sharma_surat2000@yahoo.com Phone:
9328829000

DIRECTOR'S REPORT

To,
The Members,
Blue Pearl Lifestyle (P) Ltd
(formerly known as Gada & Jain Holding (P) Ltd)

The Directors present their report on the business and operations of the company for the financial period ended 31st March, 2014.

1) FINANCIAL PERFORMANCE

Particulars	Current Year	Previous year
Sales/Job work	797732	571221
Profit Before Tax & Depreciation	7828	-11140
Depreciation	Nil	Nil
Provision for Tax	Nil	Nil
Profit after Tax Adjustments(inc Defer Tax)	7828	-11140

2) PARTICULARS OF EMPLOYEES

There is no employee who has drawn remuneration more than aggregate of Rs.6000000/- per annum and more than Rs.500000/- per month, if employed for the part of the year as required under section 217(2A) of the Companies Act, 1956.

3) RESEARCH AND DEVELOPMENT, TECHNOLOGY ABSORPTION, ENERGY CONSERVATION ETC.

Company is not doing any manufacturing activity, hence additional Information on conservation of energy, technology absorption, foreign exchange earning and outgo as required to be disclose in terms of section 217(1)(e) of The Companies act, 1956, read with the Companies(disclosures of particulars of Board of Directors) Rule, 1988 is not applicable. There is no foreign exchange outgo or inflow.

4 DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to the section 217(2AA) of the Companies Act, 1956 as amended by the Companies (Amendment) Act, 2000 the directors confirm that:

- In the preparation of the annual accounts, the applicable accounting standards have been followed.
- Appropriate Accounting Policies have been selected and applied consistently and have made judgment and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31.03.2014 and of the profit for the period 01.07.2013 to 31.03.2014.
- Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- The Annual Accounts have been prepared on a going concern basis.

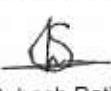
5) AUDITORS

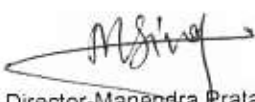
M/s C.P.Jaria & Co, Chartered Accountants, the Auditors of the company retires and eligible for re-appointment.

7) APPRECIATION

Your Directors would like to express their graceful appreciation of the assistance and Co-Operation received from the financial institution and bank during the year under review.

BY AND BEHALF OF THE BOARD


Director-Subash Patle
DIN: 00369492
Place : Mumbai
Date : 30/08/14


Director-Manendra Pratap Singh
DIN: 01211097

C.P. JARIA & CO.

CHARTERED ACCOUNTANTS

M-28, SUPER TEX TOWER,
OPP. KINNARY CINEMA,
RING ROAD, SURAT-395002
PH: 2343289, 6620550
Email: cpjaria@yahoo.co.in

INDEPENDENT AUDITOR'S REPORT

To the members of BLUE PEARL LIFESTYLE (P) LTD (FORMELY GADA & JAIN HOLDING (P) LTD)

Report on the Financial Statement

We have audited the accompanying financial statement of **BLUE PEARL LIFESTYLE (P) (FORMELY GADA & JAIN HOLDING (P) LTD) ("the Company")**, which comprise the Balance Sheet as at March 31, 2014, and the statement of Profit & Loss for the period ended, and the summary of significant accounting policies and other explanatory information.

MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

The Company's Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards notified under the Companies Act, 1956 (the Act) read with the General Circular 15/2013 dated 13th September, 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013 and in accordance with the accounting principles generally accepted in India. This responsibility includes the design, implementation and maintenance of internal control 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.

AUDITORS' RESPONSIBILITY

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing 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 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 control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, 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.

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:

C.P. JARIA & CO.

CHARTERED ACCOUNTANTS

M-28, SUPER TEX TOWER,
OPP. KINNARY CINEMA,
RING ROAD, SURAT-395002
PH: 2343289, 6620550
Email:cpjaria@yahoo.co.in

(a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2014; and

(b) In the case of the Statement of Profit and Loss, of the loss of the Company for the year ended on that date.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by the Companies (Auditor's Report) Order, 2003 (the Order) issued by the Central Government of India in terms of Section 227(4A) of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.

2. As required by Section 227(3) of the Act, we report that:

a. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;

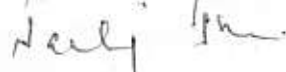
b. In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.

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

d. In our opinion, the Balance Sheet and the Statement of Profit and Loss comply with Accounting Standards notified under the Act read with the General Circular 15/2013 dated 13th September, 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013.

e. On the basis of the written representations received from the directors as on March 31, 2014, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2014, from being appointed as a director in terms of Section 274(1)(g) of the Act.

FOR C.P.Jaria & Co
Chartered Accountants



(P.K.Jain)

M.No.112020

F.No.104058W

PLACE :Mumbai

DATE : 30/08/2014

C.P. JARIA & CO.

CHARTERED ACCOUNTANTS

M-28, SUPER TEX TOWER,
OPP. KINNARY CINEMA,
RING ROAD, SURAT-395002
PH: 2343289, 6620550
Email: cpjaria@yahoo.co.in

Annexure attached to and forming part of our report of even date as referred to in paragraph (1)

1. The company does not hold any fixed assets and hence not applicable.
2. The Company does not hold any inventory and hence the question of physical verification etc does not arise.
3. The company has not granted loans during the period to parties covered in the registered maintained under section 301 of the Companies Act, 1956. The Company has not taken unsecured Loans during the period from parties covered in registered maintained u/s 301 of the Act.
4. In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the company and the nature of its business with regard to the purchase of inventory, fixed assets and with regard to the sale of goods. During the course of our audit, no major weakness has been noticed in the internal controls.
5. As explained to us, during the period, any transaction required to be entered in the register maintained under section 301 of Companies Act, 1956, has been entered.
6. In our opinion and according to the information and explanation given to us, the Company has not accepted deposits from the public during the period and hence the provisions of Sec-58A & 58AA of the Companies Act, 1956, and rules framed there under are not applicable. In company's case no order has been passed by the Company Law Board.
7. In our opinion the company does not have any formal internal control system during the period.
8. The central government has not prescribed maintenance of cost records under section 209(1)(d) of the Companies Act, 1956.
9. According to the information and explanations given to us and on basis of our examination of the books of accounts, the company has been generally regular in depositing undisputed statutory dues including Provident fund, Investor Education and protection fund, Employee's state insurance, Income Tax, sales Tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, cess and other statutory dues during the period with the appropriate authorities. As at 31.03.2014, there were no disputed dues were outstanding for more than six months from the date they become payable.
10. The Company does have accumulated losses which does not exceeds 50% of its net worth. The company has not incurred cash losses during the financial period covered by our audit and incurred cash loss in the immediately preceding financial period.
11. Based on our audit procedure and on the information and explanations given by the management, we are of the opinion that the company has not defaulted in repayment of dues to the financial institution or bank.
12. The company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
13. The company is not a chit fund/nidhi/mutual benefit fund/ society.

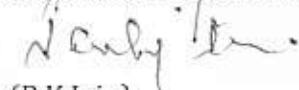
C.P. JARIA & CO.

CHARTERED ACCOUNTANTS

M-28, SUPER TEX TOWER,
OPP. KINNARY CINEMA,
RING ROAD, SURAT-395002
PH: 2343289, 6620550
Email:cpjaria@yahoo.co.in

14. According to the information and explanations given to us, the Company is not dealing or trading in shares, securities, debentures or other investments.
15. According to the information and explanations given to us, the company has not given any guarantee for loans taken by others from bank and financial institutions.
16. The company had not taken any fresh term loan during the period.
17. According to information and explanations given to us, funds raised on short term basis have, prima facie, not been used during the period for long term investments and vice versa.
18. The company has not made any preferential allotment of shares to parties and companies covered in the Register maintained under section 301 of the Companies Act, 1956 during the period.
19. No Security is required to be created since the company has not issue any debentures.
20. The company has not raised any money by public issues during the period.
21. According to the information and explanations given to us, no fraud on or by the company has been noticed or reported during the period.

FOR C.P.Jaria & Co
Chartered Accountants



(P.K.Jain)
M.No.112020
FRN 104058W
PLACE : Mumbai
DATE : 30/08/2014

BLUE PEARL LIFESTYLE PVT LTD
FORMELY GADA & JAIN HOLDING PVT LTD
BALANCE SHEET AS AT 31.03.14

PARTICULARS	NOTE	CURRENT YEAR- 31.03.14 9 MONTHS	PRE. YEAR 30.06.13 15 MONTHS
I. EQUITY AND LIABILITIES			
(1) Shareholder's Fund			
(a) Share Capital	1	50,000,000	50,000,000
(b) Reserves and Surplus	2	(139,925)	(147,753)
(c) Money received against share warrants		0	0
(2) Share Application money pending allotment		0	0
(3) Non-current Liabilities			
(a) Long-Term Borrowings	3	253,400	253,400
(b) Deferred tax liabilities (Net)		0	0
(c) Other Long term liabilities		0	0
(d) Long term provisions		0	0
(4) Current Liabilities			
(a) Short Term borrowings		0	0
(b) Trade Payables	4	203,345	316,811
(c) Other current Borrowings		0	0
(d) Short-term Provisions	5	11,500	11,500
	11	50,328,320	50,433,958

II. ASSETS

(1) Non-Current Assets

(a) Fixed Assets		0	0
(i) Tangible Assets		0	0
(ii) Intangible Assets		0	0
(iii) Capital work-in-progress		0	0
(iv) Intangible assets under development		0	0
(b) Non-Current Investments		0	0
(c) Deferred tax Assets (Net)		0	0
(d) Long Term loans and advances	6	49,900,000	49,900,000
(e) Other non-current assets	7	419,424	524,280


(2) Current Assets

(a) Current Investments		0	0
(b) Inventories		0	0
(c) Trade receivables		0	0
(d) Cash & Cash equivalents	8	8,896	9,678
(e) Short term loans & advances		0	0
(f) Other Current Assets		0	0
Total		50,328,320	50,433,958

AS PER OUR REPORT OF EVEN DATE
FOR C.P. JAIN & CO
CHARTERED ACCOUNTANTS

(P.K. JAIN)
PARTNER
M.NO 112020
PLACE : Mumbai
DATE : 30/08/2014

FOR AND BEHALF OF THE BOARD


DIRECTOR-SUBASH PATLE
DIN:00369492


DIRECTOR-MANENDRA SINGH
DIN: 01211097


BLUE PEARL LIFESTYLE PVT LTD
FORMERLY GADA & JAIN HOLDING PVT LTD
PROFIT & LOSS STATEMENT FOR THE YEAR ENDED 31.03.14

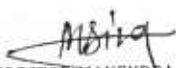
PARTICULARS	NOTE	CURRENT YEAR-15	PRE YEAR
		31.03.14 9 MONTHS	30.06.13 15 MONTHS
I. Revenue from operations	9	797,732	571,221
II. Other Income		0	0
III. Total Revenue (I + II)		797,732	571,221
IV. Expenses			
Cost of Material Consumed		0	0
Purchase of Stock-in-trade		633,212	490,232
Changes in inventories of finished goods, work-in-progress and stock-in trade		0	0
Employee benefit Expenses	10	31,221	15,690
Finance costs		0	0
Other expenses	11	125,471	76,439
IV. Total Expenses		789,904	582,361
V. Profit before exceptional and extraordinary items & Tax	(III-IV)	7,828	(11,140)
VI. Exceptional Items		0	0
VII. Profit before extraordinary items & Tax	(V-VI)	7,828	(11,140)
VIII. Extraordinary items		0	0
IX. Profit before tax	(VII-VIII)	7,828	(11,140)
X. Tax Expenses			
(1) Current Tax		0	0
(2) Deferred Tax		0	0
XI. Profit(loss) from the period from continuing operations after tax	(VII-VIII)	7,828	(11,140)
XII. Profit(loss) from discontinuing operations		0	0
XIII. Tax expenses of discontinuing operations		0	0
XIV. Profit(loss) from discontinuing operations after tax	(XII-XIII)	0	0
XV. Profit(loss) for the period	(XI+XIV)	7,828	(11,140)
XVI. Earning per equity share			
(1) Basic		0.00	(0.00)
(2) Diluted		0.00	(0.00)

AS PER OUR REPORT OF EVEN DATE
FOR C.P. JARIA & CO
CHARTERED ACCOUNTANTS

(P.K.JAIN)
PARTNER
M.NO.112020
PLACE : Mumbai
DATE : 30/08/14

FOR AND BEHALF OF THE BOARD


DIRECTOR-SUBASH PATLE
DIN:00369492


DIRECTOR-MANENDRA SINGH
DIN: 01211097

BLUE PEARL LIFESTYLE PVT LTD
NOTES TO BALANCE SHEET & PROFIT & LOSS STATEMENT

PARTICULARS	CURRENT YEAR 31.03.14 9 MONTHS	PRE YEAR 30.06.13 15 MONTHS
NOTE-1		
SHARE CAPITAL		
AUTHORISED SHARE CAPITAL		
5000000 EQUITY SHARES OF RS.10/-EACH	50,000,000	50,000,000
	50,000,000	50,000,000
ISSUED SUBSCRIBED & PAID UP SHARE CAPITAL		
5000000 EQUITY SHARES OF RS.10/-EACH	50,000,000	50,000,000
	50,000,000	50,000,000

NOTE-1A

RECONCILIATION OF SHARES OUTSTANDING

SHARES OUTSTANDING AT THE BEGINNING OF YEAR
SHARES ISSUED DURING THE YEAR
SHARES BOUGHT BACK DURING THE YEAR
SHARES OUTSTANDING AT THE END OF YEAR

EQUITY
(NUMBER)

5,000,000
0
0
5,000,000

NOTE-1B

SHAREHOLDER HOLDING FOR THAN 5% SHARE: %

	%	NO OF SHARES	NO OF SHARES
PREMKUNJ INFRASTRUCTURE PVT LTD	10.00	500,000	500,000
KAMALRAJ HOUSING PVT LTD	10.00	500,000	500,000
FAST SPED ENTERPRISES PVT LTD	10.00	500,000	500,000
ICHARAJ RETAILS PVT LTD	10.00	500,000	500,000
GOLDEN NIRMAN PVT LTD	10.00	500,000	500,000
JAGSAKTI TRADELINK PVT LTD	10.00	500,000	500,000
SASMAL MARCOM PVT LTD	10.00	500,000	500,000
NITYADHARA CONCLAVE PVT LTD	10.00	500,000	500,000
LITTLESKY SUPPLIERS PVT LTD	5.00	250,000	250,000
ANTIQUE PROCON PVT LTD	5.00	250,000	250,000
LITTLESKY DEALTRADE PVT LTD	5.00	250,000	250,000

THE COMPANY HAS ONE CLASS OF EQUITY SHARES HAVING PAR VALUE OF RS.10/- EACH.
EACH SHAREHOLDER IS ELIGIBLE FOR ONE VOTE PER SHARE HELD.
NO SHARES WERE ALLOTTED OTHER THAN CASH. BONUS FOR LAST FIVE YEARS
NO SHARES WERE BOUGHT BACK FOR LAST FIVE YEARS

NOTE-2

RESERVES & SURPLUS

A. STATUTORY RESERVE

OPENING BALANCE
ADD: CURRENT YEAR TRANSFER
LESS: WRITTEN BACK IN CURRENT YEAR
CLOSING BALANCE

0
0
0
0

B. PROFIT & LOSS A/C

OPENING BALANCE
ADD: CURRENT YEAR PROFIT/(LOSS)
LESS: TRF TO STATUTORY RESERVE
CLOSING BALANCE

(147,753)
7,828
0
(139,925)

TOTAL

(139,925)

NOTE-3

LONG TERM BORROWINGS

UNSECURED LOANS FROM RELATED PARTIES

253,400
253,400

NOTE-4

TRADE PAYABLE

SUNDRY CREDITORS

203,345
203,345

NOTE-5

SHORT TERM PROVISIONS

PROVISION FOR TAX
PROVISIONS FOR EXPENSES

0
11,500
11,500

NOTE-6

LONG TERM ADVANCES

ADVANCES AGAINST CAPITAL GOODS & SERVICES

49,900,000
49,900,000

NOTE-7**OTHER NON-CURRENT ASSETS**
PRELIMINARY EXPS

419,424	524,280
419,424	524,280

NOTE-8**CASH & CASH EQUIVALENTS**

CASH IN HAND
BALANCE IN CURRENT A/C OF SCHEDULE/NON-SCH BANK

4,363	4,753
4,533	4,925
8,896	9,678

NOTE-9**REVENUE FROM OPERATIONS**

SALES

797,732	571,221
797,732	571,221

NOTE-10**EMPLOYEE BENEFIT EXPS**

SALARY

31,221	15,690
31,221	15,690

NOTE-11**OTHER EXPENSES**

BANK CHARGES
AUDIT FEES
GENERAL EXPS
LEGAL EXPS
PRELIMINARY EXPS W/OFF

392	5,164
9,000	9,000
6,223	7,455
5,000	2,500
104,856	52,320
125,471	76,439

BLUE PEARL LIFESTYLE PRIVATE LIMITED

Formerly gada & jain holding (P) LTD

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CIN: U17299MH2005PTC155817 email: Sharma_surat2000@yahoo.com

Phone:

9328829000

Note-. SIGNIFICANT ACCOUNTING POLICIES :

1. GENERAL

The Financial Statements have generally been prepared on the historical cost convention. Accounting policies not specifically referred to otherwise are in consonance with generally accepted accounting principals.

2. BASIS OF ACCOUNTING

The company follows the mercantile system of accounting generally except otherwise stated herein below, if so.

3. FIXED ASSETS

The Company does not own any fixed assets

4. INVESTMENTS

Investments are stated at cost.

5. INVENTORIES

The Company does not own any inventory.

6. REVENUE AND EXPENDITURE RECOGNITION

Revenue is recognized and expenditure is accounted for on their accrual except insurance claim, claims in respect of material purchased and sold which are accounted for on cash basis.

7. MISCELLANEOUS EXPENDITURE

Miscellaneous Expenditure such as preliminary expenditure are amortized over a period of 5 years.

8. DEFER TAX

The Deferred tax is recognized for all temporary differences subject to the consideration of prudence and at currently available rates. Deferred Tax assets are recognized only if there is virtual certainty that they will be realized.

9. FOREIGN CURRENCY TRANSACTION

There were no foreign transactions done by company during the period.

10. CONTINGENT LIABILITIES

There is no such liability.

11. TRADE RECEIVABLE AND PAYABLE

Balances of trade payable and receivable are subject to confirmation, reconciliation and consequential adjustments, if any.

12. Employees Benefit Expenses

Particulars	Current Year	Previous Year
Salary	31221	15690

13. Details of Payment to Auditors

Particulars	Current Year	Previous Year
As Auditor	9000	9000

14. There is no such amount due to micro and small enterprises as information provided by the company.

15. The current financial year is from July 1, 2013 to March 31, 2014 i.e for a period of 9 months. Because of the uneven financial year in previous year, the figures may not be comparable.

BLUE PEARL LIFESTYLE PRIVATE LIMITED

Formely gada & jain holding (P) LTD

BLUE PEARL LIFESTYLE PRIVATE LIMITED

Formely gada & jain holding (P) LTD

Registered Office: Unit no-302, 3rd flr, Samarpan Complex, New Link Road, Chakala, Andheri(E), Mumbai

CIN: U17299MH2005PTC155817 email:Sharma_surat2000@yahoo.com

Phone:

9328829000

NOTICE

Notice is hereby given that the 10th Annual General Meeting (the "Meeting") of Members of Company will be held at registered office of the Company on 28.09.15 at 05:00 P.M., to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance Sheet as at 31st March, 2015, the Profit & Loss account for the period ended on that date and the Reports of the Directors' and the Auditors thereon.
2. To appoint Auditors and fix their remuneration.

By Order of the Board of Directors
For & Behalf of Board



Subash Patle
Director
DIN-00369492

Date: 03.09.2015

Place: Mumbai

NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

BLUE PEARL LIFESTYLE PRIVATE LIMITED

Formerly gada & jain holding (P) LTD

DIRECTORS' REPORT

To,
The Members,
Blue Pearl Lifestyle (P) (P) Ltd
Formerly Gada & Jain Holding (P) Ltd

Your Directors take pleasure in presenting their 10th Annual Report of the Company along with the Audited Financial Statements, for the period ended March 31, 2015.

1. FINANCIAL RESULTS:

The financial Results are briefly indicated below:

(Amount in Rupees)

Particulars	Period/ ended	year	Period/ ended	year
		31.03.2015		31.03.2014
Total Revenue		854432		797732
Total expenses		856428		789904
Profit/ (loss) before tax		-1996		7828
Profit/ (loss) after tax		-1996		7828
Profit/(Loss) Brought Forward		-139925		-147753
Balance carried to Balance Sheet		-141921		-139925

2. FINANCIAL OPERATIONS & CHANGE of BUSINESS:

During the year under review, the company has not done any major business activity. The Company has incurred a loss of Rs.1996/- compared to profit of Rs.7828/- in the previous year. There was no change of business of the Company.

3. DIVIDEND AND TRANSFER TO RESERVES:

Your Directors do not recommend any dividend for the year ended 31.03.15.

4. DEPOSITS:

During the period under review, your Company has not accepted any deposits from the public as such, no amount of principal or interest on public deposits was outstanding as on the date of the Balance Sheet.

5. PARTICULARS OF EMPLOYEES:

During the Financial Year the Company does not have any employee who was drawing remuneration required to be disclosed pursuant to the Section 197 of Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

6. DIRECTORS AND KEY MANAGERIAL PERSONNEL:

No directors were appointed/resigned during the year.

7. SUBSIDIARIES:

The Company does not have any subsidiary Company.

8. DIRECTOR'S RESPONSIBILITY STATEMENT:

As required under Section 134 (3) (c) of the Companies Act, 2013, your Directors' confirm that:

- In the preparation of the Annual Accounts for the year ended on 31st March, 2015, the applicable accounting standards have been followed along with proper explanation relating to material departures.

BLUE PEARL LIFESTYLE PRIVATE LIMITED

Formerly gada & jain holding (P) LTD

- ii. The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year on 31st March, 2015 and of the Profit or Loss of the Company for that period.
- iii. The Directors have taken proper and sufficient care for the maintenances of adequate accounting records in accordance with the provision of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- iv. The Directors have prepared the Annual accounts on a going concern basis.
- v. The Director have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

9. CONSERVATION OF ENERGY & TECHNOLOGY ABSORPTION:

Since the Company is not a manufacturing unit provisions of Section 134 (3)(m) of the Companies Act, 2013, read with the Companies (Accounts) Rules, 2014 regarding conservation of energy, technology absorption is not applicable.

10. NUMBER OF BOARD MEETINGS:

During the financial year, the Board of Directors had met four times i.e. 25.06.14, 30.08.14, 12.11.14, 04.02.15. All the directors were present in all meeting.

11. FOREIGN EXCHANGE EARNINGS AND OUTGO:

During the period under review, there were no Foreign Exchange Earnings and Outgo.

12. AUDITORS:-

Pursuant to the provisions of section 139 of the Companies Act, 2013 and the Rules made thereunder, the current auditors of the Company, M/s C.P.Jaria & Co., Chartered Accountants, (registration number: 104058WW) retires and are eligible for appointment, subject to approval by shareholders at annual general meeting.

The members are requested to approve the appointment of M/s C.P.Jaria & Co., Chartered Accountants, (registration number: 104058WW) as statutory auditors of the Company and to fix their remuneration for the year 2015-16.

13. AUDITORS REPORT:

There are no qualifications or adverse remarks in the Auditor's Report which require clarification/explanation. The notes on financial statements are self-explanatory, and needs no further explanation.

14. EXTRACT OF ANNUAL RETURN:

The Extract of Annual Return in Form MGT - 9 pursuant to section 92 (3) of the Companies Act, 2013 and rule 12 (1) of Companies (Management and Administration), Rules 2014 are as per Annexure to this Report.

15. PARTICULARS OF LOAN, GUARANTEES OR INVESTMENT:

During the year, the Company has not given any loans, given any guarantee or provided security as per Section 186 of the Companies Act, 2013.

16. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

In regard of Loan, Guarantee and Investments details are provided in financial statements.

17. INTERNAL FINANCIAL CONTROL:

The Company has in place adequate internal financial control with reference to financial statements. During the year such controls were tested and no reportable material weakness in the design or operations were observed.

BLUE PEARL LIFESTYLE PRIVATE LIMITED

Formely gada & jain holding (P) LTD

18. RISK MANAGEMENT POLICY:

The Company has in place a mechanism to identify, assess, monitor and mitigate various risks to key business objectives. Major risks identified by the businesses and functions are systematically addressed also discussed at the meetings of the Board of Directors of the Company.

19. GENERAL

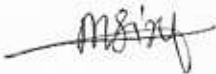
Your Director states that no disclosure or reporting is required in respect of the following items as there were no transaction on these items during the year under review:

1. Details relating to deposits covered under Chapter V of the Act.
2. Issue of equity shares with differential rights as to dividend, voting or otherwise.
3. Issue of shares (inc sweat equity shares) to employees of the company under any scheme.
4. No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.
5. No significant or material changes & commitments affecting financial position of the Company, occurring after Balance sheet date.

20. ACKNOWLEDGEMENTS:

Your Directors would like to express their sincere appreciation to the shareholders for the confidence reposed by them in the company and for the continued support and co-operation extended by them. Your Directors also wish to place on record their deep sense of appreciation for the continuing support and efforts of Vendors, Dealers, Business Associates and Employees received during the period ended March 31, 2015.

BY AND BEHALF OF THE BOARD



Director-Manedrapratap Singh
DIN: 01211097
Place : Mumbai
Date : 03/09/15



Director-Subash Patle
DIN: 00369492

[illegible]

BLUE PEARL LIFESTYLE PRIVATE LIMITED

Formely gada & jain holding (P) LTD

Total shareholding of Promoter (A)		10000	10000	0.20		10000	10000	0.02	-
(A)(1) + (A)(2)									
B. Public Shareholding									
1. Institutions									
a) Mutual Funds									
b) Bank/ FI									-
c) Central Govt.									-
d) State Govt(s).									
e) Venture Capital Funds									
f) Insurance Companies									
g) FIs									
h) Foreign Venture Capital Funds									
i) Others (specify)									
Sub-Total (B)(1)									
2. Non- Institutions									-
a) Bodies Corp.									
i) Indian		4990000	4990000	99.98		4990000	4990000	99.98	
ii) Overseas									
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh									
ii)									
c) Others (Specify)									
(c-1) NRI Individual (Non Rep)									
(c-2) NRI (Repatriation)									
Total Public shareholding (B)		4990000	4990000	99.98		4990000	4990000	99.98	-
(B)(1) + (B)(2)									
A. Shares held by Custodian for GDRs & ADRs									
	NIL.								
Grand Total (A+B+C)		5000000	5000000	100		5000000	5000000	100	-

(ii) Shareholding of Promoters

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Subash Patle	5000	0.10	-	5000	0.10	-	-
2	Manendrapratap Singh	5000	0.10	-	5000	0.10	-	-
	Total	10000	0.20	-	10000	0.20	-	-

BLUE PEARL LIFESTYLE PRIVATE LIMITED

Formely gada & jain holding (P) LTD

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

Sr. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
	At the beginning of the year	There is no Change in Promoter's Shareholding during the year(01.04.2014 to 31.03.2015)			
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):				
	At the End of the year				

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

Sr. No.		Shareholding at the beginning of the year (01.04.2014)		Cumulative Shareholding during the year (31.03.2015)	
		No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
	For Each of the Top 10 Shareholders				
1	Icharaj Retails (P) Ltd	500000	10.00	500000	10.00
2	Premkunj Infrastructure (P) Ltd	500000	10.00	500000	10.00
3	Golders Nirman (P) Ltd	500000	10.00	500000	10.00
4	Fastspees Enterprises (P) Ltd	500000	10.00	500000	10.00
5	Kamalraj Housing (P) Ltd	500000	10.00	500000	10.00
6	Jagsakti Tradelink (P) Ltd	500000	10.00	500000	10.00
7	Sasmal Marcom (P) Ltd	500000	10.00	500000	10.00
8	Nityadhara Conclave (P) Ltd	500000	10.00	500000	10.00
9	Littlesky Suppliers (P) Ltd	250000	5.00	250000	5.00
10	Antique Procon (P) Ltd	250000	5.00	250000	5.00

(v) Shareholding of Directors and Key Managerial Personnel:

Sr. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
	For Each of the Directors and KMP				
1	Subash Patle	5000	0.10	5000	0.10
2	Manendrapratap Singh	5000	0.10	5000	0.10

V. INDEBTEDNESS

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year	NIL		NIL	
i) Principal Amount		253400		253400
ii) Interest due but not paid				
iii) Interest accrued but not due				

BLUE PEARL LIFESTYLE PRIVATE LIMITED

Formely gada & jain holding (P) LTD

Total (i+ii+iii)	NIL	253400	NIL	253400
Change in Indebtedness during the financial year	NIL	Nil	NIL	Nil
<ul style="list-style-type: none"> Addition Reduction 				
Net Change	NIL	Nil	NIL	Nil
Indebtedness at the end of the financial year	NIL		NIL	
i) Principal Amount		253400		253400
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)	NIL	253400	NIL	253400

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-Time Directors and/or Manager:
During the year no remuneration paid to MD, WTD and Manager.

B. Remuneration of other directors
During the year no remuneration paid to other Director.

B. Remuneration To Key Managerial Personnel other than MD/ Manager/ WTD
During the year no remuneration paid to other than MD/Manager/WTD.

VII. PENALTIES/ PUNISHMENT/ COMPOUNDING OF OFFENCES

A.	Company	Nil
B	Directors	Nil
C	Other officers in Default	Nil

C.P. JARIA & CO.

CHARTERED ACCOUNTANTS

M-28, SUPER TEX TOWER,
OPP. KINNARY CINEMA,
RING ROAD, SURAT-395002
PH: 2343289, 6620550
Email: cpjaria@yahoo.co.in

INDEPENDENT AUDITOR'S REPORT

To the members of Blue Pearl Lifestyle Private Ltd (formerly Gada & Jain Holding (P) Ltd)

Report on the Financial Statement

We have audited the accompanying financial statement of **Blue Pearl Lifestyle Private Ltd (formerly Gada & Jain Holding (P) Ltd ("the Company"))**, which comprise the Balance Sheet as at March 31, 2015, and the statement of Profit & Loss for the year ended, and the summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statement

The Management and Board of Directors of the Company are responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ('the act') with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting principles generally accepted in India, including Accounting Standards specified under section 133 of the Act, read with rule 7 of Companies (Accounts) Rules, 2014. This responsibility includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; design, implementation and maintenance of adequate internal financial controls, that are operating effectively for ensuring the accuracy and completeness of 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.

Auditors's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the rules made thereunder. We conducted our audit in accordance with the standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirement 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 disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of 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 circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's management and Board of 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.

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 fare view in conformity with the accounting principles generally accepted in India:

- (a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2015;
- (b) In the case of Profit & Loss Account, of the profit of the Company for the year ended on that date.

C.P. JARIA & CO.

CHARTERED ACCOUNTANTS

M-28, SUPER TEX TOWER,
OPP. KINNARY CINEMA,
RING ROAD, SURAT-395002
PH: 2343289, 6620550
Email:cpjaria@yahoo.co.in

Report on Other Legal and regulatory Requirements

1. As required by required by the Companies (Auditor's Report) Order,2015 ("the Order") issued by Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters specified in paragraph 3 & 4 of the Order.
2. As required by section 143(3) of the Act, we further report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our Audit;
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - (c) The Balance Sheet, Statement of Profit and Loss Account dealt with this report are in agreement with the books of Accounts;
 - (d) In our opinion, Balance Sheet, Statement of Profit and Loss Account comply with the applicable Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules 2014;
 - (e) On the basis of written representation received from the directors as on March 31, 2015 and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2015 from being appointed as the directors in terms of Section 164(2) of the Act;
 - (f) In our opinion and to the best of our information and according to the explanations given to us, we report as under with respect to other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit & Auditors) Rules, 2014:
 - 1.The Company does not have any pending litigation which would impact its financial position.
 - 2.The company did not have any long-term contracts including derivative contracts; as such the question of commenting on any material foreseeable losses thereon does not arise.
 3. There has not been an occasion in case of the Company during the year under report to transfer any sums to the Investor Education & Protection Fund. The question of delay in transferring such sums does not arise.

FOR C.P.Jaria & Co
Chartered Accountants

(P.K.Jain)

M.No.112020

F.No.104058W

PLACE : Mumbai

DATE : 03/09/2015

C.P. JARIA & CO.

CHARTERED ACCOUNTANTS

M-28, SUPER TEX TOWER,
OPP. KINNARY CINEMA,
RING ROAD, SURAT-395002
PH: 2343289, 6620550
Email:cpjaria@yahoo.co.in

Annexure referred to in paragraph 1 of our report of even date to the members of Blue Pearl Lifestyle (P) Ltd (formerly Gada & Jain Holding (P) Ltd) on the accounts of the company for the year ended 31.03.15

On the basis of such checks as we considered appropriate and accordingly to the information and explanations given to us during the course of our audit, we report that:

1. The company does not own any fixed assets.
2. The company does not hold any type of inventory.
3. The company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Act.
4. In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the company and the nature of its business with regard to the purchase of inventory, fixed assets and with regard to the sale of goods. During the course of our audit, no major weakness has been noticed in the internal controls.
5. The Company has not accepted any deposits from the public covered under section 73 to 76 of the Companies Act, 2013.
6. As informed to us, the Central Government has not prescribed maintenance of cost records under sub-section (1) of Section 148 of the Act.
7. (a) According to the information and explanations given to us and on basis of our examination of the books of accounts, the company has been generally regular in depositing undisputed statutory dues including Provident fund, Employee's state insurance, Income Tax, sales Tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, cess and other statutory dues as applicable, with the appropriate authorities in India;

(b) According to information and explanations given to us and based on the records of the company examined by us, there are no dues of Income Tax, Wealth tax, Service Tax, Sales tax, Custom Duty and excise duty which have not been deposited on account of any disputes;

(c) There has not been an occasion in case of the Company during the year under report to transfer any sums to the Investor Education & Protection Fund. The question of reporting delay in transferring such sums does not arise.
8. The Company does not have accumulated losses exceeding 50% of its net worth and it has not incurred cash losses during the financial covered by our audit and in the immediately preceding financial year.
9. Based on our audit procedure and on the information and explanations given by the management, we are of the opinion that the company has not defaulted in repayment of dues from any financial institution or banks and has not issued debentures during the year.

C.P. JARIA & CO.

CHARTERED ACCOUNTANTS

M-28, SUPER TEX TOWER,
OPP. KINNARY CINEMA,
RING ROAD, SURAT-395002
PH: 2343289, 6620550
Email:cpjaria@yahoo.co.in

10. According to the information and explanations given to us, the company has not given any guarantee for loans taken by others from bank and financial institutions during the year.
11. According to the information and explanations given to us, the company had not raised any term loan during the year.
12. According to the information and explanations given to us, no fraud on or by the company has been noticed or reported during the period.

FOR C.P.Jaria & Co
Chartered Accountants

P.K. Jain

(P.K.Jain)
M.No.112020
FRN 104058W
PLACE : Mumbai
DATE : 02/09/15


BLUE PEARL LIFESTYLE PVT LTD
FORMERLY GADA & JAIN HOLDING PVT LTD
BALANCE SHEET AS AT 31.03.15


PARTICULARS	NOTE	CURRENT YEAR-	PRE. YEAR
I. EQUITY AND LIABILITIES			31.03.14
			9 MONTHS
(1) Shareholder's Fund			
(a) Share Capital	1	50,000,000	50,000,000
(b) Reserves and Surplus	2	(141,921)	(139,925)
(c) Money received against share warrants		0	0
(2) Share Application money pending allotment		0	0
(3) Non-current Liabilities			
(a) Long-Term Borrowings	3	253,400	253,400
(b) Deferred tax liabilities (Net)		0	0
(c) Other Long term liabilities		0	0
(d) Long term provisions		0	0
(4) Current Liabilities			
(a) Short Term borrowings		0	0
(b) Trade Payables	4	148,432	203,345
(c) Other current Borrowings		0	0
(d) Short-term Provisions	5	13,500	11,500
	11	50,273,411	50,328,320
II. ASSETS			
(1) Non-Current Assets			
(a) Fixed Assets			
(i) Tangible Assets		0	0
(ii) Intangible Assets		0	0
(iii) Capital work-in-progress		0	0
(iv) Intangible assets under development		0	0
(b) Non-Current Investments		0	0
(c) Deferred tax Assets (Net)		0	0
(d) Long Term loans and advances	6	49,900,000	49,900,000
(e) Other non-current assets	7	314,568	419,424
(2) Current Assets			
(a) Current Investments		0	0
(b) Inventories		0	0
(c) Trade receivables		0	0
(d) Cash & Cash equivalents	8	58,843	8,896
(e) Short term loans & advances		0	0
(f) Other Current Assets		0	0
0		0	0
Total		50,273,411	50,328,320

AS PER OUR REPORT OF EVEN DATE
FOR CP JARIA & CO
CHARTERED ACCOUNTANTS

(P.K.JAIN)
PARTNER
M.NO 112020
PLACE : Mumbai
DATE : 02/09/2015

FOR AND BEHALF OF THE BOARD


DIRECTOR-SUBASH PATLE
DIN:00369492


DIRECTOR-MANENDRA SINGH
DIN: 01211097

BLUE PEARL LIFESTYLE PVT LTD
FORMELY GADA & JAIN HOLDING PVT LTD
PROFIT & LOSS STATEMENT FOR THE YEAR ENDED 31.03.15

PARTICULARS	NOTE	CURRENT YEAR-15	PRE YEAR 31.03.14 9 MONTHS
I. Revenue from operations	9	854,432	797,732
II. Other Income		0	0
III. Total Revenue (I + II)		854,432	797,732
IV. Expenses			
Cost of Material Consumed		0	0
Purchase of Stock-in-trade		710,915	633,212
Changes in inventories of finished goods, work-in-progress and stock-in-trade		0	0
Employee benefit Expenses	10	21,400	31,221
Finance costs		0	0
Other expenses	11	124,113	125,471
IV. Total Expenses		856,428	789,904
V. Profit before exceptional and extraordinary items & Tax	(III-IV)	(1,996)	7,828
VI. Exceptional Items		0	0
VII. Profit before extraordinary items & Tax	(V-VI)	(1,996)	7,828
VIII. Extraordinary items		0	0
IX. Profit before tax	(VII-VIII)	(1,996)	7,828
X. Tax Expenses			
(1) Current Tax		0	0
(2) Deferred Tax		0	0
XI. Profit(loss) from the period from continuing operations after tax	(VII-VIII)	(1,996)	7,828
XII. Profit(loss) from discontinuing operations		0	0
XIII. Tax expenses of discontinuing operations		0	0
XIV. Profit(loss) from discontinuing operations after tax	(XII-XIII)	0	0
XV. Profit(loss) for the period	(XI+XIV)	(1,996)	7,828
XVI. Earning per equity share			
(1) Basic		(0.00)	0.00
(2) Diluted		(0.00)	0.00

AS PER OUR REPORT OF EVEN DATE
FOR C.P. JARIA & CO
CHARTERED ACCOUNTANTS

(Signature)

(P.K. JAIN)
PARTNER
M.NO.112020
PLACE : Mumbai
DATE : 02/09/15

FOR AND BEHALF OF THE BOARD

(Signature)

DIRECTOR-SUBASHI PATLE
DIN:00369492

(Signature)

DIRECTOR-MANENDRA SINGH
DIN: 01211097

BLUE PEARL LIFESTYLE PVT LTD
FORMELY GADA & JAIN HOLDING PVT LTD
CASH FLOW STATEMENT FOR THE YEAR ENDED ON 31 MARCH 2015

Particulars	Year Ended	
	31-Mar-15	31-Mar-14
A. CASH FLOW FROM OPERATING ACTIVITY		
Profit before Taxation	(1996)	7828
Adjustment for:		
Profit on sale of Assets		0
Depreciation	0	0
Operating Profit before working capital changes	(1996)	7828
Changes in working capital :-		
Increase/(Decrease) in trade payables	(54913)	(113466)
Increase/(Decrease) in other current liabilities	0	0
Increase/(Decrease) in short term provision	2000	0
Increase/(Decrease) in other Long-term borrowings	0	0
Increase/(Decrease) in other short-term borrowings	0	0
(Increase)/Decrease in trade receivables	0	0
(Increase)/Decrease in inventories	0	0
(Increase)/Decrease in other Assets	0	0
(Increase)/Decrease in Long Term loans and advances	0	0
(Increase)/Decrease in Short Term loans and advances	0	0
Increase/(Decrease) in Non-current Assets	0	0
Increase/(Decrease) in last year provision	104856	104856
	0	0
Cash generated from Operations	51943	(8610)
Less:- Taxes paid (For previous year)	49947	(782)
Net Cash generated from operations before extraordinary items	0	0
	49947	(782)
Extraordinary items	0	0
Net Cash generated from operating activities	(A)	
	49947	(782)
B. CASH FLOW FROM INVESTING ACTIVITY		
Fixed Asset Purchased	0	0
Net Cash generated from Investing activities	(B)	
	0	0
C. CASH FLOW FROM FINANCING ACTIVITY		
Increase/(decrease) in Long Term Borrowing	0	0
Investments	0	0
Net Cash generated from Financing activities	(C)	
	0	0
Net Increase/(Decrease) in cash and cash equivalents (A+B+C)	49947	(782)
CASH & CASH EQUIVALENTS, AT THE BEGINNING OF YEAR	8896	9678
CASH & CASH EQUIVALENTS, AT THE END OF YEAR	58843	8896

Note:

The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in the Accounting Standard (AS) - 3 on "Cash Flow Statements".

As per our report of even date attached

For P. JARIA & CO
Chartered Accountants

P.K.Jain

Partner

M.No 112020

FRI:104058W

Place:Mumbai

Date: 03/09/2015

For Blue Pearl Lifestyle (P) Ltd
Formely Gada & Jain Holding (P) Ltd

Director
Subash Patle
DIN: 00369492

Director
Manendra Singh
DIN:01211097

BLUE PEARL LIFESTYLE PVT LTD
NOTES TO BALANCE SHEET & PROFIT & LOSS STATEMENT

PARTICULARS	CURRENT YEAR	PRE YEAR
NOTE-1		31.03.14
SHARE CAPITAL		9 MONTHS
AUTHORISED SHARE CAPITAL		
5000000 EQUITY SHARES OF RS.10/- EACH	50,000,000	50,000,000
	50,000,000	50,000,000
ISSUED, SUBSCRIBED & PAID UP SHARE CAPITAL		
5000000 EQUITY SHARES OF RS 10/- EACH	50,000,000	50,000,000
	50,000,000	50,000,000
NOTE-1A		
RECONCILIATION OF SHARES OUTSTANDING	EQUITY (NUMBER)	
SHARES OUTSTANDING AT THE BEGINNING OF YEAR	5,000,000	
SHARES ISSUED DURING THE YEAR	0	
SHARES BOUGHT BACK DURING THE YEAR	0	
SHARES OUTSTANDING AT THE END OF YEAR	5,000,000	
NOTE-1B		
SHAREHOLDER HOLDING FOR THAN 5% SHARE	%	NO OF SHARES
PREMKUNJ INFRASTRUCTURE PVT LTD	10.00	500,000
KAMALRAJ HOUSING PVT LTD	10.00	500,000
FAST SPED ENTERPRISES PVT LTD	10.00	500,000
ICHARAJ RETAILS PVT LTD	10.00	500,000
GOLDEN NIRMAN PVT LTD	10.00	500,000
JAGSAKTI TRADELIMK PVT LTD	10.00	500,000
SASMAL MARCOM PVT LTD	10.00	500,000
NITYADHARA CONCLAVE PVT LTD	10.00	500,000
LITTLESKY SUPPLIERS PVT LTD	5.00	250,000
ANTIQUE PROCON PVT LTD	5.00	250,000
LITTLESKY DEALTRADE PVT LTD	5.00	250,000
		250,000
THE COMPANY HAS ONE CLASS OF EQUITY SHARES HAVING PAR VALUE OF RS.10/- EACH. EACH SHAREHOLDER IS ELIGIBLE FOR ONE VOTE PER SHARE HELD. NO SHARES WERE ALLOTTED OTHER THAN CASH, BONUS FOR LAST FIVE YEARS NO SHARES WERE BOUGHT BACK FOR LAST FIVE YEARS		
NOTE-2		
RESERVES & SURPLUS		
A. STATUTORY RESERVE		
OPENING BALANCE	0	0
ADD: CURRENT YEAR TRANSFER	0	0
LESS: WRITTEN BACK IN CURRENT YEAR	0	0
CLOSING BALANCE	0	0
B. PROFIT & LOSS A/C		
OPENING BALANCE	(139,925)	(147,753)
ADD: CURRENT YEAR PROFIT/(LOSS)	(1,996)	7,828
LESS: TRF TO STATUTORY RESERVE	0	0
CLOSING BALANCE	(141,921)	(139,925)
TOTAL	(141,921)	(139,925)
NOTE-3		
LONG TERM BORROWINGS		
UNSECURED LOANS FROM RELATED PARTIES	253,400	253,400
	253,400	253,400
NOTE-4		
TRADE PAYABLE		
SUNDRY CREDITORS	148,432	203,345
	148,432	203,345
NOTE-5		
SHORT TERM PROVISIONS		
PROVISION FOR TAX	0	0
PROVISIONS FOR EXPENSES	13,500	11,500
	13,500	11,500
NOTE-6		
LONG TERM ADVANCES		
ADVANCES AGAINST CAPITAL GOODS & SERVICES	49,900,000	49,900,000
	49,900,000	49,900,000

NOTE-7OTHER NON-CURRENT ASSETS

PRELIMINARY EXPS

314,568	419,424
314,568	419,424

NOTE-8CASH & CASH EQUIVALENTS

CASH IN HAND

54,612	4,363
--------	-------

BALANCE IN CURRENT A/C OF SCHEDULE/NON-SCH BANK

4,231	4,533
-------	-------

58,843	8,896
--------	-------

NOTE-9REVENUE FROM OPERATIONS

SALES

854,432	797,732
---------	---------

854,432	797,732
---------	---------

NOTE-10EMPLOYEE BENEFIT EXPS

SALARY

21,400	31,221
--------	--------

21,400	31,221
--------	--------

NOTE-11OTHER EXPENSES

BANK CHARGES

302	392
-----	-----

AUDIT FEES

9,000	9,000
-------	-------

GENERAL EXPS

5,455	6,223
-------	-------

LEGAL EXPS

4,500	5,000
-------	-------

PRELIMINARY EXPS W/OFF

104,856	104,856
---------	---------

124,113	125,471
---------	---------

BLUE PEARL LIFESTYLE PRIVATE LIMITED

Formerly gada & jain holding (P) LTD

Note-12. SIGNIFICANT ACCOUNTING POLICIES :

1. GENERAL

The Financial Statements have generally been prepared on the historical cost convention. Accounting policies not specifically referred to otherwise are in consonance with generally accepted accounting principles.

2. BASIS OF ACCOUNTING

The company follows the mercantile system of accounting generally except otherwise stated herein below, if so.

3. FIXED ASSETS

The company is not having any fixed assets.

4. INVESTMENTS

Investments if any, are stated at cost.

5. INVENTORIES

The company is not having any type of inventory.

6. REVENUE AND EXPENDITURE RECOGNITION

Revenue is recognized and expenditure is accounted for on their accrual except insurance claim, claims in respect of material purchased and sold which are accounted for on cash basis.

7. MISCELLANEOUS EXPENDITURE

Miscellaneous Expenditure such as preliminary expenditure are amortized over a period of 5 years.

8. DEFER TAX

The Deferred tax is recognized for all temporary differences subject to the consideration of prudence and at currently available rates. Deferred Tax assets are recognized only if there is virtual certainty that they will be realized.

9. FOREIGN CURRENCY TRANSACTION

There is no such transaction during the year.

10. CONTINGENT LIABILITIES

There is no any contingent liability.

11. TRADE RECEIVABLE AND PAYABLE

Balances of trade payable and receivable are subject to confirmation, reconciliation and consequential adjustments, if any.

12. RELATED PARTY TRANSACTIONS

No related party transaction during the year

13. Employees Benefit Expenses

Particulars	Current Year	Previous Year
Salary Paid	21400	31221

14. Details of Payment to Auditors

Particulars	Current Year	Previous Year
As Auditor	9000	9000

15. There is no amount due to Micro & Small Enterprises.

16. Figures of the previous year have been regrouped/re-cast wherever necessary.

SAGAR SOYA PRODUCTS LIMITED

CIN: : L15141MH1982PLC267176

Regd. Office: 32, Vyapar Bhavan, 49, P.D. Mello Road, Mumbai, Maharashtra-400009

Visit us at: www.sagarsoyaproducts.com, Email: compliance.ssp@gmail.com

Date: 14th November, 2016

To,
Department of Corporate Service (DCS-CRD),
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai - 400001

Sub: Submission of un-audited Financial Results for quarter and half ended 30th September, 2016 in pursuance of regulation 33 of Listing Obligation and Disclosure Requirement, 2015 along with Limited Review Report

Ref.: Sagar Soya Products Limited, Script Code- 507663

Dear Sir,

Kindly find enclosed herewith duly approved un-audited Financial Results pursuant to regulation 33 of Listing Obligation and Disclosure Requirement, 2015, for the quarter and half year ended 30th September, 2016

Kindly take on record and acknowledge receipt of the same.

Thanking You,

Yours faithfully,



FOR SAGAR SOYA PRODUCTS LIMITED

ARUN KUMAR SHARMA
DIRECTOR
DIN: 00369461

Encl.: As above.

SAGAR SOYA PRODUCTS LTD

CIN No: L15141MH1982PLC267176

32, Vyapar Bhawan, 9, P.D. Mello Road, Mumbai

The Secretary
The Bombay Stock Exchange
Mumbai

PART I							(Rs. in Lakhs)
Statement of Standalone Un-audited Results for the Quarter and Half year Ended 30 / 09 / 2016							
Particulars	3 months ended 30.09.2016	Preceding 3 months ended 30.06.2016	Corresponding 3 months ended (30.09.15) in the previous year	Year to date figures for the current Period ended from (01/04/2016) to (30/09/2016)	Year to date figures for the Previous Period ended from (01/04/2015) to (30/09/2015)	Previous year ended (31/03/2016)	
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Audited)	
1							
Income from operations							
(a) Net sales/Income from operations (Net of excise duty)	0.00	0.00	0.00	0.00	0.00	0.00	
(b) Other operating income	10.19	15.12	10.20	25.31	25.33	56.56	
Total income from operations (net)	10.19	15.12	10.20	25.31	25.33	56.56	
2							
Expenses							
(a) Cost of materials consumed	0.00	0.00	0.00	0.00	0.00	0.00	
(b) Purchases of stock-in-trade	0.00	0.00	0.00	0.00	0.00	0.00	
(c) Changes in inventories of finished goods, work-in-progress and stock-in-trade	0.00	0.00	0.00	0.00	0.00	0.00	
(d) Employee benefits expense	0.83	0.54	15.91	1.37	16.40	18.64	
(e) Depreciation and amortisation expense	7.86	7.79	1.58	15.65	3.15	36.99	
(f) Other expenses (Any item exceeding 10% of the total expenses relating to continuing operations to be shown separately)	0.67	2.95	0.85	3.62	3.65	33.95	
Total expenses	9.36	11.28	18.34	20.64	23.20	89.58	
3 Profit / (Loss) from operations before other income, finance costs and exceptional items(1-2)	0.83	3.84	-8.14	4.67	2.13	-33.07	



4	Other Income	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
5	Profit / (Loss) from ordinary activities before finance costs and exceptional items (3 ± 4)	0.83	3.84	-8.14	4.67	2.13	-33.02		
6	Finance costs	0.00	0.00	0.00	0.00	0.00	0.00		
7	Profit / (Loss) from ordinary activities after finance costs but before exceptional items (5 ± 6)	0.83	3.84	-8.14	4.67	2.13	-33.02		
8	Exceptional items	0.00	0.00	0.00	0.00	0.00	0.00		
9	Profit / (Loss) from ordinary activities before tax (7 ± 8)	0.83	3.84	-8.14	4.67	2.13	-33.02		
10	Tax Expense	0.00	0.00	0.00	0.00	0.00	0.00		
11	Net Profit / (Loss) from ordinary activities after tax (9 ± 10)	0.83	3.84	-8.14	4.67	2.13	-33.02		
12	Extraordinary items (net of tax expense Rs. Lakhs)	0.00	0.00	0.00	0.00	0.00	0.00		
13	Net Profit / (Loss) for the period (11 ± 12)	0.83	3.84	-8.14	4.67	2.13	-33.02		
14	Paid-up equity share capital (Face Value of the share shall be indicated)	585.17 10/-	585.17 10/-	585.17 10/-	585.17 10/-	585.17 10/-	585.17 10/-		
15	Reserve excluding Revaluation Reserves as per balance sheet of previous accounting year	-618.93	-618.93	-583.77	-618.93	-583.77	-618.93		
16.i	Earning per share (before extraordinary items)								
	(of Rs. 10/- each) (not annualised)								
	(a) Basic	0.01	0.07	-0.14	0.08	0.03	-0.56		
	(b) Diluted	0.01	0.07	-0.14	0.08	0.03	-0.56		
16.ii	Earning per share (after extraordinary items)								
	(of Rs. 10/- each) (not annualised)								
	(a) Basic	0.01	0.07	-0.14	0.08	0.03	-0.56		
	(b) Diluted	0.01	0.07	-0.14	0.08	0.03	-0.56		



Notes:

- 1) The above results for the quarter and half year ended 30.09.2016 have been reviewed by the Audit Committee and thereafter were approved by the Board of Directors at their meeting held on 14th November, 2016
- 2) The Statutory Auditors of the Company have carried out a "Limited Review" of the above unaudited results.
- 3) Figures for previous year/period have been regrouped/rearranged wherever necessary to confirm the current period.
- 4) The entire operations of the Company relate to only one segment hence reporting as defined in AS 17 is not applicable
- 5) Figures of last quarter are the balancing figures between audited figures in respect of the full financial year and the published year to date figures upto the third quarter of the current financial year

Date: 14th Nov 2016

Place: Sagar



For Sagar Soya Products Limited

ARUN KUMAR SHARMA
DIRECTOR
DIN:00369461

STATEMENT OF ASSETS AND LIABILITIES AS ON 30.09.2016			
Sr. No.	Particulars	Period Ended	
		30.09.2016	31.03.2016
		Un-Audited	Audited
A	EQUITY AND LIABILITIES		
1	Shareholders' Fund		
	(a) Share Capital	58516890	58516890
	(b) Reserves and Surplus	-61426669	-61893419
	Sub-total - Shareholders' Fund	-2909779	-3376529
2	Non-Current Liabilities		
	(a) Long Term Borrowings	50573352	50573352
	(b) Deferred Tax Liabilities (Net)	0	0
	(c) Other Long-Term Liabilities	0	0
	(d) Long-Term Provisions	0	0
	Sub-total -Non-Current Liabilities	50573352	50573352
3	Current Liabilities		
	(a) Short-Term Borrowings	0	0
	(b) Trade Payables	0	0
	(c) Other Current Liabilities	1026315	1792203
	(d) Short-Term Provisions	0	0
	Sub-total -Current Liabilities	1026315	1792203
	TOTAL - EQUITY AND LIABILITIES	48689888	48989026
B	ASSETS		
1	Non-Current Assets		
	(a) Fixed Assets	19291861	20856511
	(b) Non-Current Investments	19623510	18123509
	(c) Deferred Tax Assets (Net)	0	0
	(d) Long-Term Loans and Advances	1010000	1010000
	(e) Other non-current asstes	0	0
	Sub-total -Non-Current Assets	39925371	39990020
2	Current Assets		
	(a) Current Investments	0	0
	(b) Inventories	0	0
	(c) Trade Receivables	2684314	2684314
	(d) Cash and Cash Equivalents	1681956	844089
	(e) Short-Term Loans and Advances	4227153	5352632
	(f) Other Current Assets	171094	117971
	Sub-total -Current Assets	8764517	8999006
	TOTAL - ASSETS	48689888	48989026

Notes:

- 1)The above results for the quarter ended 30.09.2016 have been reviewed by the Audit Committee and thereafter were approved by the Board of Directors at their meeting held on 14th November,2016
- 2)The Statutory Auditors of the Company have carried out a "Limited Review" of the above unaudited results.
- 3) Figures for previous year /period have been regrouped/rearranged wherever necessary to confirm the current period.
- 4) The entire operations of the Company relate to only one segment hence reporting as defined in AS 17 is not applicable
- 5) Figures of last quarter are the balancing figures between audited figures in respect of the full financial year and the published year to date figures upto the third quarter of the current financial year

Date: 14th Nov 2016
Place: Sagar



For Sagar Soya Products Limited

[Signature]
ARUN KUMAR SHARMA
DIRECTOR
DIN:00369461



O. T. Gandhi & Co.

Chartered Accountants

3rd Floor, "Surya Sadhna" Building, MR-9, Square, A. B. Road, Indore-452 008 (M.P.)
Tel : 0731-4020888 Mob. : 98934-44444, 82238-88888, e-mail : otgindia1585@gmail.com

Annexure V

Limited Review Report for companies

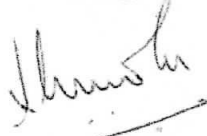
To,
The Board of Director's,
Sagar Soya Products Limited

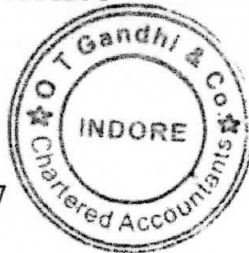
We have reviewed the accompanying statement of unaudited financial results of Sagar Soya Products Limited for the period ended 30th September, 2016. This statement is the responsibility of the Company's Management and has been approved by the Board of Directors. Our responsibility is to issue a report on these financial statements based on our review.

We conducted our review in accordance with the Standard on Review Engagement (SRE) 2400, Engagements to Review Financial Statements issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the financial statements are free of material misstatement. A review is limited primarily to inquiries of company personnel and analytical procedures applied to financial data and thus provide less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.

Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying statement of unaudited financial results prepared in accordance with applicable accounting standards and other recognized accounting practices and policies has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including the manner in which it is to be disclosed, or that it contains any material misstatement.

For O.T. Gandhi & Co.
Chartered Accountant
Firm's Registration Number: 001120C


Sameep Gandhi
Membership Number: 411107
14th November, 2016
Indore



SAGAR GREEN FIELDS PRIVATE LIMITED

Formerly Blue Pearl Lifestyle (P) LTD

SAGAR GREEN FIELDS PRIVATE LIMITED

Formerly Blue Pearl Lifestyle (P) LTD

Registered Office: Unit no-302, 3rd flr, Samarpan Complex, New Link Road, Chakala, Andheri(E), Mumbai
CIN: U01100MH2005PTC155817 email:Sharma_surat2000@yahoo.com Phone: 9328829000

NOTICE

Notice is hereby given that the 11th Annual General Meeting (the "Meeting") of Members of Company will be held at registered office of the Company on 26.09.16 at 03:00 P.M., to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance Sheet as at 31st March, 2016, the Profit & Loss account for the period ended on that date and the Reports of the Directors' and the Auditors thereon.
2. To appoint Auditors and fix their remuneration.

By Order of the Board of Directors
For & Behalf of Board



Subash Patle
Director
DIN-00369492

Date: 30.06.2016
Place: Mumbai

NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

SAGAR GREEN FIELDS PRIVATE LIMITED

Formerly Blue Pearl Lifestyle (P) LTD

DIRECTORS' REPORT

To,
The Members,
Sagar Green Fields (P) Ltd
Formerly Blue Pearl Lifestyle (P) Ltd

Your Directors take pleasure in presenting their 11th Annual Report of the Company along with the Audited Financial Statements, for the period ended March 31, 2016.

1. FINANCIAL RESULTS:

The financial Results are briefly indicated below:

(Amount in Rupees)

Particulars	Period/ ended	year	Period/ ended	year
	31.03.2016		31.03.2015	
Total Revenue	955655		854432	
Total expenses	953443		856428	
Profit/ (loss) before tax	2212		-1996	
Profit/ (loss) after tax	1498		-1996	
Profit/(Loss) Brought Forward	-141921		-139925	
Balance carried to Balance Sheet	-140423		-141921	

2. FINANCIAL OPERATIONS & CHANGE of BUSINESS:

During the year under review, the company has not done any major business activity. The Company has incurred a profit of Rs.2212/- compared to loss of Rs.1996/- in the previous year. Company has altered its Memorandum thereby altering the object clause as per EOGM held on 30.03.16. The company has also adopted new set of articles. Company has changed its business as to carry on the business of farming, production, harvesting, procurement, grading, pooling, handling, marketing, importing, exporting, whole selling, retailing in agriculture and horticulture in all their respective farms and branches and to grow, produce, manufacture, process, prepare, refine, extract, manipulate, hydrolyze, deodorize, grind, bleach, hydrogenate buy, sell or otherwise deal in all kinds of agricultural, horticultural and farm produce and products including seeds, plants, flowers, vegetables, fruits and carry business of agri-inputs, like fertilizers, Micronutrients, Pesticides & insecticides, veterinary and live stock feeds and feed supplements, fish feeds and its supplements. The name of company was also changed on 18.05.16.

3. DIVIDEND AND TRANSFER TO RESERVES:

Your Directors do not recommend any dividend for the year ended 31.03.16.

4. DEPOSITS:

During the period under review, your Company has not accepted any deposits from the public as such, no amount of principal or interest on public deposits was outstanding as on the date of the Balance Sheet.

5. PARTICULARS OF EMPLOYEES:

During the Financial Year the Company does not have any employee who was drawing remuneration required to be disclosed pursuant to the Section 197 of Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

6. DIRECTORS AND KEY MANAGERIAL PERSONNEL:

No directors were appointed/resigned during the year.

7. SUBSIDIARIES:

The Company does not have any subsidiary Company.

SAGAR GREEN FIELDS PRIVATE LIMITED

Formerly Blue Pearl Lifestyle (P) LTD

8. DIRECTOR'S RESPONSIBILITY STATEMENT:

As required under Section 134 (3) (c) of the Companies Act, 2013, your Directors' confirm that:

- i. In the preparation of the Annual Accounts for the year ended on 31st March, 2016, the applicable accounting standards have been followed along with proper explanation relating to material departures.
- ii. The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year on 31st March, 2016 and of the Profit or Loss of the Company for that period.
- iii. The Directors have taken proper and sufficient care for the maintenances of adequate accounting records in accordance with the provision of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- iv. The Directors have prepared the Annual accounts on a going concern basis.
- v. The Director have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

9. CONSERVATION OF ENERGY & TECHNOLOGY ABSORPTION:

Since the Company is not a manufacturing unit provisions of Section 134 (3)(m) of the Companies Act, 2013, read with the Companies (Accounts) Rules, 2014 regarding conservation of energy, technology absorption is not applicable.

10. NUMBER OF BOARD MEETINGS:

During the financial year, the Board of Directors had met eight times i.e. 27.05.15, 03.08.15, 03.09.15, 28.09.15, 7.12.15, 12.02.16, 8.3.16 and 30.03.16. All the directors were present in all meeting.

11. FOREIGN EXCHANGE EARNINGS AND OUTGO:

During the period under review, there were no Foreign Exchange Earnings and Outgo.

12. AUDITORS:-

Pursuant to the provisions of section 139 of the Companies Act, 2013 and the Rules made thereunder, the current auditors of the Company, M/s C.P.Jaria & Co., Chartered Accountants, (registration number: 104058WW) retires and are eligible for appointment, subject to approval by shareholders at annual general meeting.

The members are requested to approve the appointment of M/s C.P.Jaria & Co., Chartered Accountants, (registration number: 104058WW) as statutory auditors of the Company for five years and to fix their remuneration for the year 2016-17.

13. AUDITORS REPORT:

There are no qualifications or adverse remarks in the Auditor's Report which require clarification/explanation. The notes on financial statements are self-explanatory, and needs no further explanation.

14. EXTRACT OF ANNUAL RETURN:

The Extract of Annual Return in Form MGT – 9 pursuant to section 92 (3) of the Companies Act, 2013 and rule 12 (1) of Companies (Management and Administration), Rules 2014 are as per Annexure to this Report.

15. PARTICULARS OF LOAN, GURANTEES OR INVESTMENT:

During the year, the Company has not given any loans, given any guarantee or provided security as per Section 186 of the Companies Act, 2013.

SAGAR GREEN FIELDS PRIVATE LIMITED

Formerly Blue Pearl Lifestyle (P) LTD

16. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

In regard of Loan, Guarantee and Investments details are provided in financial statements.

17. INTERNAL FINANCIAL CONTROL:

The Company has in place adequate internal financial control with reference to financial statements. During the year such controls were tested and no reportable material weakness in the design or operations were observed.

18. RISK MANAGEMENT POLICY:

The Company has in place a mechanism to identify, assess, monitor and mitigate various risks to key business objectives. Major risks identified by the businesses and functions are systematically addressed also discussed at the meetings of the Board of Directors of the Company.

19. LOAN FROM DIRECTORS AND RELATIVES

The Company has not accepted any loan from directors and relatives of directors during the year.

20. GENERAL

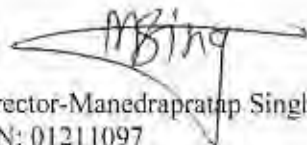
Your Director states that no disclosure or reporting is required in respect of the following items as there were no transaction on these items during the year under review:

1. Details relating to deposits covered under Chapter V of the Act.
2. Issue of equity shares with differential rights as to dividend, voting or otherwise.
3. Issue of shares (inc sweat equity shares) to employees of the company under any scheme.
4. No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.
5. No significant or material changes & commitments affecting financial position of the Company, occurring after Balance sheet date.

21. ACKNOWLEDGEMENTS:

Your Directors would like to express their sincere appreciation to the shareholders for the confidence reposed by them in the company and for the continued support and co-operation extended by them. Your Directors also wish to place on record their deep sense of appreciation for the continuing support and efforts of Vendors, Dealers, Business Associates and Employees received during the period ended March 31, 2016.

BY AND BEHALF OF THE BOARD



Director-Manedrapratap Singh
DIN: 01211097
Place : Mumbai
Date : 30/06/16



Director-Subash Patle
DIN: 00369492

SAGAR GREEN FIELDS PRIVATE LIMITED

Formerly Blue Pearl Lifestyle (P) LTD

FORM NO. MGT - 9

EXTRACT OF ANNUAL RETURN

as on the financial year ended 31.03.2016

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

I. REGISTRATION AND OTHER DETAILS:

i	CIN	U01100MH2005PTC155817
ii	Registration Date	01/09/2005
iii	Name of the Company	Sagar Green Fields (P) Ltd (Formerly Blue Pearl Lifestyle (P) Ltd)
iv	Category/Sub-Category of the Company	Company Limited by shares / Indian Non-Government Company
v	Whether listed Company (Yes/No)	No
vi	Address of the Registered Office and contact details	Unit no 302, 2nd Floor, Samarpan Complex, New Link Road, Chakala, Andheri (E), Mumbai Mobile 9328829000 email: sharma_surat2000@yahoo.com
vii	Name, Address and Contact details of Registrar and Transfer Agent, if any	In House

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

Sr. No.	Name and Description of Main Product/Services	NIC Code of the Product	% to total turnover of the Company
1	Wholesale of Textile Goods	46411	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -

Sr. No.	Name and Address of the Company	CIN/GIN	Holding/ Subsidiary of the Company	% of shares held	Applicable Section
NIL					

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

(i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF		10000	10000	0.20		10000	10000	0.02	-
b) Central Govt.									
c) State Govt(s).									
d) Bodies Corp.									
e) Bank/ FI									
f) Any Other									
Sub-Total (A)(1)		10000	10000	0.20		10000	10000	0.02	-
(2) Foreign									
a) NRIs-Individuals									
b) Other-Individuals									
c) Bodies Corp.									
d) Bank/ FI									-
e) Any Other									
Sub-Total (A)(2)									-
Total shareholding		10000	10000	0.20		10000	10000	0.02	-

SAGAR GREEN FIELDS PRIVATE LIMITED

Formerly Blue Pearl Lifestyle (P) LTD

of Promoter (A)									
(A)(1) + (A)(2)									
B. Public Shareholding									
1. Institutions									
a) Mutual Funds									-
b) Bank/ FI									-
c) Central Govt.									
d) State Govt(s).									
e) Venture Capital Funds									
f) Insurance Companies									
g) FIs									
h) Foreign Venture Capital Funds									
i) Others (specify)									
Sub-Total (B)(1)									-
2. Non- Institutions									
a) Bodies Corp.									
i) Indian									
ii) Overseas									
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh									
ii)									
c) Others (members other than promoters)		4990000	4990000	99.98		4990000	4990000	99.98	
(c-1) NRI Individual (Non Rep)									
(c-2) NRI (Repatriation)									
Total Public shareholding (B)(1) + (B)(2)		4990000	4990000	99.98		4990000	4990000	99.98	-
A. Shares held by Custodian for GDRs & ADRs									
	NIL								
Grand Total (A+B+C)		5000000	5000000	100		5000000	5000000	100	-

(ii) Shareholding of Promoters

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Subash Patle	5000	0.10	-	5000	0.10	-	-
2	Manendrapratap Singh	5000	0.10	-	5000	0.10	-	-
	Total	10000	0.20	-	10000	0.20	-	-

SAGAR GREEN FIELDS PRIVATE LIMITED

Formerly Blue Pearl Lifestyle (P) LTD

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

Sr. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
	At the beginning of the year	There is no Change in Promoter's Shareholding during the year(01.04.2015 to 31.03.2016)			
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):				
	At the End of the year				

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

Sr. No.		Shareholding at the beginning of the year		Cumulative Shareholding at the end of the year	
		No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
	For Each of the Top 10 Shareholders				
1	Icharaj Retails (P) Ltd	500000	10.00	500000	10.00
2	Premkunj Infrastructure (P) Ltd	500000	10.00	500000	10.00
3	Golders Nirman (P) Ltd	500000	10.00	500000	10.00
4	Fastspees Enterprises (P) Ltd	500000	10.00	500000	10.00
5	Kamalraj Housing (P) Ltd	500000	10.00	500000	10.00
6	Jagsakti Tradelink (P) Ltd	500000	10.00	500000	10.00
7	Sasmal Marcom (P) Ltd	500000	10.00	500000	10.00
8	Nityadhara Conclave (P) Ltd	500000	10.00	500000	10.00
9	Littlesky Suppliers (P) Ltd	250000	5.00	250000	5.00
10	Antique Procon (P) Ltd	250000	5.00	250000	5.00

(v) Shareholding of Directors and Key Managerial Personnel:

Sr. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
	For Each of the Directors and KMP				
1	Subash Parle	5000	0.10	5000	0.10
2	Manendrapratap Singh	5000	0.10	5000	0.10

V. INDEBTEDNESS

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year	NIL		NIL	
i) Principal Amount		253400		253400

SAGAR GREEN FIELDS PRIVATE LIMITED
Formerly Blue Pearl Lifestyle (P) LTD

ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)	NIL	253400	NIL	253400
Change in Indebtedness during the financial year	NIL	Nil	NIL	Nil
<ul style="list-style-type: none"> • Addition • Reduction 				
Net Change	NIL	Nil	NIL	Nil
Indebtedness at the end of the financial year	NIL		NIL	
i) Principal Amount		253400		253400
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)	NIL	253400	NIL	253400

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-Time Directors and/or Manager:
During the year no remuneration paid to MD, WTD and Manager.

B. Remuneration of other directors
During the year no remuneration paid to other Director.

B. Remuneration To Key Managerial Personnel other than MD/ Manager/ WTD
During the year no remuneration paid to other than MD/Manager/WTD.

VII. PENALTIES/ PUNISHMENT/ COMPOUNDING OF OFFENCES

A.	Company	Nil
B	Directors	Nil
C	Other officers in Default	Nil

C.P. JARIA & CO.

CHARTERED ACCOUNTANTS

M-28, SUPER TEX TOWER,
OPP. KINNARY CINEMA,
RING ROAD, SURAT-395002
PH: 2343289, 6620550
Email: cpjaria@yahoo.co.in

INDEPENDENT AUDITOR'S REPORT

TO

THE MEMBERS OF
SAGAR GREEN FIELDS (P) LTD
Formerly Bluepearl Lifestyle (P) Ltd

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of **SAGAR GREEN FIELDS (P) LTD** (formerly **Bluepearl Lifestyle (P) Ltd**) ("the Company"), which comprise the Balance Sheet as at 31st March, 2016, the Statement of Profit and Loss and 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 that give a true and fair view of the financial position and financial performance 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 under the provisions of the Act 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. 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 standalone financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the 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 31st March, 2016, and its loss for the year ended on that date.

Emphasis of Matters

We draw attention to the following matters in the Notes to the financial statements:
Our opinion is not modified in respect of this matter.



C.P. JARIA & CO.

CHARTERED ACCOUNTANTS

M-28, SUPER TEX TOWER,
OPP. KINNARY CINEMA,
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PH: 2343289, 6620550
Email:cpjaria@yahoo.co.in

Other Matters

Our opinion is not modified in respect of this matter.

Report on Other Legal and Regulatory Requirements

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

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

- a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c. The Company does not have any branches.
- d. The Balance Sheet, the Statement of Profit and Loss and Cash flow Statement dealt with by this Report are in agreement with the books of account.
- e. In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- f. On the basis of the written representations received from the directors as on 31st March, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2016 from being appointed as a director in terms of Section 164 (2) of the Act.
- g. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, The company has adequate internal controls.
- h. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 1. The Company does not have any pending litigation which would impact its financial position.
 2. The Company does not have any long-term contracts including derivative contracts; as such the question of commenting on any material foreseeable losses thereon does not arise.
 3. There has not been occasion in case of Company to transfer any sums to the Investor Education and Protection Fund.

FOR C.P.Jaria & Co
Chartered Accountants

(P.K.Jain)
M.No.112020
F.No.104058W
PLACE : Mumbai
DATE : 30/06/2016



C.P. JARIA & CO.

CHARTERED ACCOUNTANTS

M-28, SUPER TEX TOWER,
OPP. KINNARY CINEMA,
RING ROAD, SURAT-395002
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Annexure referred to in paragraph 1 of our report of even date to the members of SAGAR GREEN FIELDS (P) LTD (formerly Bluepearl Lifestyle (P) Ltd) on the accounts of the company for the year ended 31.03.16

On the basis of such checks as we considered appropriate and accordingly to the information and explanations given to us during the course of our audit, we report that:

1. The company does not own any fixed assets.
2. As informed to us the inventory has been physically verified by the management during the year. In our opinion, the frequency of such verification is reasonable. In our opinion the procedure for physical verification of inventory followed by management are reasonable and adequate to the size of the company and nature of its business. The company has maintained proper records of inventory. The discrepancies noticed if any on physical verification between physical stocks and book records were not material in relation to the operations of the company and have been properly dealt with in the books of account.
3. The company has not granted loan to persons covered in the register maintained under section 189 of the Act during the year. .
4. In our opinion and according to the information and explanations given to us, the company has complied with the provisions of Sec 185 & 186 of the Companies Act, 2013 with respect to loans & Investments made. Accordingly, para 3(iv) of the order is not applicable.
5. The Company has not accepted any deposits from the public covered under section 73 to 76 of the Companies Act, 2013.
6. As informed to us, the Central Government has not prescribed maintenance of cost records under sub-section (1) of Section 148 of the Act.
7. (a) According to the information and explanations given to us and on basis of our examination of the books of accounts, the company has been generally regular in depositing undisputed statutory dues including Provident fund, Employee's state insurance, Income Tax, sales Tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, cess and other statutory dues as applicable, with the appropriate authorities in India;

(b) According to information and explanations given to us and based on the records of the company examined by us, there are no dues of Income Tax, Wealth tax, Service Tax, Sales tax, Custom Duty and excise duty which have not been deposited on account of any disputes;
8. Based on our audit procedure and on the information and explanations given by the management, we are of the opinion that the company has not availed any loans from any financial institution or banks, Government or debenture holders during the year. Hence no default has been made.
9. According to the information and explanations given to us, the company did not raise any money way of IPO or Further public offer (including debt instruments) and term loans during the year.



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10. According to the information and explanations given to us, no fraud on or by the company has been noticed or reported during the period.
11. According to the information and explanations given to us and based on our examination of the records of the company, The company does not pay/provide any managerial remuneration during the year.
12. In our opinion and according to the information and explanations given to us, The company is not a Nidhi Company.
13. According to the information and explanations given to us, there were no transactions with related parties during the year.
14. According to the information and explanations given to us and based on our examination of the records of the company, The company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
15. According to the information and explanations given to us and based on our examination of the records of the company, The company has not entered into non-cash transaction with directors or persons connected with him.
16. The Company is not required to be registered under section 45-IA of the RBI Act, 1934.

FOR C.P.Jaria & Co
Chartered Accountants

(P.K.Jain)
(P.K.Jain)
M.No.112020
F.No.104058W
PLACE : Mumbai
DATE : 30/06/2016



SAGAR GREEN FIELDS PVT LTD
FORMERLY BLUE PEARL LIFESTYLE PVT LTD
BALANCE SHEET AS AT 31.03.16

PARTICULARS	NOTE	CURRENT YEAR	PRE. YEAR
I. EQUITY AND LIABILITIES			
(1) Shareholder's Fund			
(a) Share Capital	1	50,000,000	50,000,000
(b) Reserves and Surplus	2	(140,423)	(141,921)
(c) Money received against share warrants		0	0
(2) Share Application money pending allotment		0	0
(3) Non-current Liabilities			
(a) Long Term Borrowings	3	253,400	253,400
(b) Deferred tax liabilities (Net)		0	0
(c) Other Long term liabilities		0	0
(d) Long term provisions		0	0
(4) Current Liabilities			
(a) Short Term borrowings		0	0
(b) Trade Payables	4	174,124	148,432
(c) Other current Borrowings		0	0
(d) Short-term Provisions	5	10,000	13,500
	11	50,297,101	50,273,411
II. ASSETS			
(1) Non-Current Assets			
(a) Fixed Assets			
(i) Tangible Assets		0	0
(ii) Intangible Assets		0	0
(iii) Capital work-in-progress		0	0
(iv) Intangible assets under development		0	0
(b) Non-Current Investments		0	0
(c) Deferred tax Assets (Net)		0	0
(d) Long Term loans and advances	6	49,900,000	49,900,000
(e) Other non-current assets	7	209,712	314,568
(2) Current Assets			
(a) Current Investments		0	0
(b) Inventories		0	0
(c) Trade receivables		0	0
(d) Cash & Cash equivalents	8	187,389	58,843
(e) Short term loans & advances		0	0
(f) Other Current Assets		0	0
Total		50,297,101	50,273,411

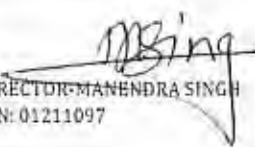
AS PER OUR REPORT OF EVEN DATE
FOR C.P. JARIA & CO
CHARTERED ACCOUNTANTS

(P.K. JAIN)
PARTNER
M.NO 112020
PLACE: Mumbai
DATE : 30/06/2016



FOR AND BEHALF OF THE BOARD


DIRECTOR-SUBASH PATLE
DIN:00369492


DIRECTOR-MANENDRA SINGH
DIN: 01211097

SAGAR GREEN FIELDS PVT LTD
FORMERLY BLUE PEARL LIFESTYLE PVT LTD
PROFIT & LOSS STATEMENT FOR THE YEAR ENDED 31.03.16


PARTICULARS	NOTE	CURRENT YEAR-15	PRE YEAR
I. Revenue from operations	9	955,655	854,432
II. Other Income		0	0
III. Total Revenue (I + II)		955,655	854,432
IV. Expenses			
Cost of Material Consumed		0	0
Purchase of Stock-in-trade		803,841	710,915
Changes in inventories of finished goods, work-in progress and stock-in trade		0	0
Employee benefit Expenses	10	24,800	21,400
Finance costs		0	0
Other expenses	11	124,802	124,113
IV. Total Expenses		953,443	856,428
V. Profit before exceptional and extraordinary items & Tax	(III-IV)	2,212	(1,996)
VI. Exceptional Items		0	0
VII. Profit before extraordinary items & Tax	(V-VI)	2,212	(1,996)
VIII. Extraordinary items		0	0
IX. Profit before tax	(VII-VIII)	2,212	(1,996)
X. Tax Expenses			
(1) Current Tax		714	0
(2) Deferred Tax		0	0
XI. Profit(loss) from the period from continuing operations after tax	(VII-VIII)	1,498	(1,996)
XII. Profit(loss) from discontinuing operations		0	0
XIII. Tax expenses of discontinuing operations		0	0
XIV. Profit(loss) from discontinuing operations after tax	(XII-XIII)	0	0
XV. Profit(loss) for the period	(XI+XIV)	1,498	(1,996)
XVI. Earning per equity share			
(1) Basic		0.00	(0.00)
(2) Diluted		0.00	(0.00)

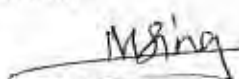
AS PER OUR REPORT OF EVEN DATE
FOR C.P. JARIA & CO
CHARTERED ACCOUNTANTS

(P.K. JAIN)
PARTNER
M.NO.112020
PLACE : Mumbai
DATE : 30/06/16



FOR AND BEHALF OF THE BOARD


DIRECTOR-SUBASH PATLE
DIN:00369492


DIRECTOR-MANENDRA SINGH
DIN: 01211097

SAGAR GREEN FIELDS PVT LTD
FORMELY BLUE PEARL LIFESTYLE (P) LTD
CASH FLOW STATEMENT FOR THE YEAR ENDED ON 31 MARCH 2016

Particulars	Year Ended	
	31-Mar-16	31-Mar-15
A. CASH FLOW FROM OPERATING ACTIVITY		
Profit before Taxation	2212	(1996)
Adjustment for:		
Profit on sale of Assets		0
Depreciation	0	0
Operating Profit before working capital changes	2212	(1996)
Changes in working capital :-		
Increase/(Decrease) in trade payables	25692	(54913)
Increase/(Decrease) in other current liabilities	0	0
Increase/(Decrease) in short term provision	(3500)	2000
Increase/(Decrease) in other Long-term borrowings	0	0
Increase/(Decrease) in other short-term borrowings	0	0
(Increase)/Decrease in trade receivables	0	0
(Increase)/Decrease in inventories	0	0
(Increase)/Decrease in other Assets	0	0
(Increase)/Decrease in Long Term loans and advances	0	0
(Increase)/Decrease in Short Term loans and advances	0	0
Increase/(Decrease) in Non-current Assets	104856	104856
Increase/(Decrease) in last year provision	0	0
Cash generated from Operations	127048	51943
Less:- Taxes paid (For previous year)	129260	49947
	714	0
Net Cash generated from operations before extraordinary items	128546	49947
Extraordinary items	0	0
Net Cash generated from operating activities	(A) 128546	49947
B. CASH FLOW FROM INVESTING ACTIVITY		
Fixed Asset Purchased	0	0
Net Cash generated from Investing activities	(B) 0	0
C. CASH FLOW FROM FINANCING ACTIVITY		
Increase/(decrease) in Long Term Borrowing	0	0
Investments	0	0
Net Cash generated from Financing activities	(C) 0	0
Net Increase/(Decrease) in cash and cash equivalents (A+B+C)	128546	49947
CASH & CASH EQUIVALENTS, AT THE BEGINNING OF YEAR	58843	8896
CASH & CASH EQUIVALENTS, AT THE END OF YEAR	187389	58843

Note:

The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in the Accounting Standard (AS) - 3 on "Cash Flow Statements".

As per our report of even date attached
For C/P, JARIA & CO
Chartered Accountants

P.K.Jain
Partner

M.No 112020
FRN:104050W
Place:Mumbai
Date: 30/06/16



For Sagar Green Fields (P) Ltd
Formely Blue Pearl Lifestyle (P) Ltd

Director
Subash Patle
DIN: 00369492

Director
Manendra Singh
DIN:01211097

SAGAR GREEN FIELDS PVT LTD
NOTES TO BALANCE SHEET & PROFIT & LOSS STATEMENT

NOTE-1		CURRENT YEAR	PRE YEAR
SHARE CAPITAL			
AUTHORISED SHARE CAPITAL			
5000000 EQUITY SHARES OF RS.10/-EACH		50,000,000	50,000,000
		50,000,000	50,000,000
ISSUED/SUBSCRIBED & PAID UP SHARE CAPITAL			
5000000 EQUITY SHARES OF RS.10/-EACH		50,000,000	50,000,000
		50,000,000	50,000,000
NOTE-1A			
RECONCILIATION OF SHARES OUTSTANDING		EQUITY	
		(NUMBER)	
SHARES OUTSTANDING AT THE BEGINNING OF YEAR		5,000,000	
SHARES ISSUED DURING THE YEAR		0	
SHARES BOUGHT BACK DURING THE YEAR		0	
SHARES OUTSTANDING AT THE END OF YEAR		5,000,000	
NOTE-1B			
SHAREHOLDER HOLDING FOR THAN 5% SHARE	%	NO OF SHARES	NO OF SHARES
PREMKUNJ INFRASTRUCTURE PVT LTD	10.00	500,000	500,000
KAMALRAJ HOUSING PVT LTD	10.00	500,000	500,000
FAST SPED ENTERPRISES PVT LTD	10.00	500,000	500,000
ICHARAJ RETAILS PVT LTD	10.00	500,000	500,000
GOLDEN NIRMAN PVT LTD	10.00	500,000	500,000
JAGSAKTI TRADELINK PVT LTD	10.00	500,000	500,000
SASMAL MARCOM PVT LTD	10.00	500,000	500,000
NITYADHARA CONCLAVE PVT LTD	10.00	500,000	500,000
LITTLESKY SUPPLIERS PVT LTD	5.00	250,000	250,000
ANTIQUE PROCON PVT LTD	5.00	250,000	250,000
LITTLESKY DEALTRADE PVT LTD	5.00	250,000	250,000
THE COMPANY HAS ONE CLASS OF EQUITY SHARES HAVING PAR VALUE OF RS.10/- EACH.			
EACH SHAREHOLDER IS ELIGIBLE FOR ONE VOTE PER SHARE HELD.			
NO SHARES WERE ALLOTTED OTHER THAN CASH, BONUS FOR LAST FIVE YEARS			
NO SHARES WERE BOUGHT BACK FOR LAST FIVE YEARS			
NOTE-2			
RESERVES & SURPLUS			
A. STATUTORY RESERVE			
OPENING BALANCE		0	0
ADD:CURRENT YEAR TRANSFER		0	0
LESS: WRITTEN BACK IN CURRENT YEAR		0	0
CLOSING BALANCE		0	0
B. PROFIT & LOSS A/C			
OPENING BALANCE		(141,921)	(139,925)
ADD:CURRENT YEAR PROFIT/(LOSS)		1,498	(1,996)
LESS: TRF TO STATUTORY RESERVE		0	0
CLOSING BALANCE		(140,423)	(141,921)
TOTAL		(140,423)	(141,921)
NOTE-3			
LONG TERM BORROWINGS			
UNSECURED LOANS FROM RELATED PARTIES		253,400	253,400
		253,400	253,400
NOTE-4			
TRADE PAYABLE			
SUNDRY CREDITORS		174,124	148,432
		174,124	148,432
NOTE-5			
SHORT TERM PROVISIONS			
PROVISION FOR TAX		714	0
PROVISIONS FOR EXPENSES		9,286	13,500
		10,000	13,500
NOTE-6			
LONG TERM ADVANCES			
ADVANCES AGAINST CAPITAL GOODS & SERVICES		49,900,000	49,900,000
		49,900,000	49,900,000



NOTE-7OTHER NON-CURRENT ASSETS

PRELIMINARY EXPS	209,712	314,568
	<u>209,712</u>	<u>314,568</u>

NOTE-8CASH & CASH EQUIVALENTS

CASH IN HAND	183,568	54,612
BALANCE IN CURRENT A/C OF SCHEDULE/NON-SCH BANK	3,821	4,231
	<u>187,389</u>	<u>58,843</u>

NOTE-9REVENUE FROM OPERATIONS

SALES	955,655	854,432
	<u>955,655</u>	<u>854,432</u>

NOTE-10EMPLOYEE BENEFIT EXPS

SALARY	24,800	21,400
	<u>24,800</u>	<u>21,400</u>

NOTE-11OTHER EXPENSES

BANK CHARGES	310	302
AUDIT FEES	9,000	9,000
GENERAL EXPS	6,136	5,455
LEGAL EXPS	4,500	4,500
PRELIMINARY EXPS W/OFF	104,856	104,856
	<u>124,802</u>	<u>124,113</u>



SAGAR GREEN FIELDS PRIVATE LIMITED

Formerly Blue Pearl Lifestyle (P) LTD

Note-12. SIGNIFICANT ACCOUNTING POLICIES :

1. GENERAL

The Financial Statements have generally been prepared on the historical cost convention. Accounting policies not specifically referred to otherwise are in consonance with generally accepted accounting principles.

2. BASIS OF ACCOUNTING

The company follows the mercantile system of accounting generally except otherwise stated herein below, if so.

3. FIXED ASSETS

The company is not having any fixed assets.

4. INVESTMENTS

Investments if any, are stated at cost.

5. INVENTORIES

The company is not having any type of inventory.

6. REVENUE AND EXPENDITURE RECOGNITION

Revenue is recognized and expenditure is accounted for on their accrual except insurance claim, claims in respect of material purchased and sold which are accounted for on cash basis.

7. MISCELLANEOUS EXPENDITURE

Miscellaneous Expenditure such as preliminary expenditure are amortized over a period of 5 years.

8. DEFER TAX

The Deferred tax is recognized for all temporary differences subject to the consideration of prudence and at currently available rates. Deferred Tax assets are recognized only if there is virtual certainty that they will be realized.

9. FOREIGN CURRENCY TRANSACTION

There is no such transaction during the year.

10. CONTINGENT LIABILITIES

There is no any contingent liability.

11. TRADE RECEIVABLE AND PAYABLE

Balances of trade payable and receivable are subject to confirmation, reconciliation and consequential adjustments, if any.

12. RELATED PARTY TRANSACTIONS

No related party transaction during the year.

13. Employees Benefit Expenses

Particulars	Current Year	Previous Year
Salary Paid	24800	21400

14. Details of Payment to Auditors

Particulars	Current Year	Previous Year
As Auditor	9000	9000

15. There is no amount due to Micro & Small Enterprises.

16. Figures of the previous year have been regrouped/re-cast wherever necessary.

