



28TH ANNUAL REPORT

══════ 2017 - 2018 ══════

NUTRAPLUS INDIA LIMITED

CONTENT

Notice	2
Director's Report	10
Secretarial Audit Report	18
Management Discussion And Analysis	22
Report on Corporate Governance	38
Certificate On Corporate Governance	52
Standalone Independent Auditor's Report	53
Standalone Balance Sheet	60
Attendant Slip & Proxy Form	91

**Corporate Information**

CHAIRMAN & MANAGING DIRECTOR
DIRECTORS

Mr. Mukesh D. Naik
Mr. Dilip K. Pimple
Mr. Nirad A. Mehta (resigned from 21st March 2018)
Mr. Vinod L. Parab
Mr. Mukesh R. Desai
Mr. Parmeshkumar B. Mehta
Mr. Uday M. Desai (resigned from 2nd May 2018)
Ms. Nidhi M. Naik
Mr. Kishor P. Ostwal (resigned from 29th May 2017)

CHIEF FINANCIAL OFFICER

Mr. Chandresh Shukla (resigned from 14th February 2018)

CHIEF EXECUTIVE OFFICER

Mr. Uday M. Desai (appointed from 2nd May 2018)

BANKERS

The Saraswat Co-Op Bank Ltd

AUDITORS

M/s. Raman S. Shah & Associates
Chartered Accountant
Mumbai

COST AUDITORS

Darshan Vora & Company

SECRETARIAL AUDITOR

M/s. S. G. Parekh & Co.

REGISTERED OFFICE

Plot No. N-92, MIDC- Tarapur, Boisar, Palghar - 401 506.

WORKS

1. Unit 1 (Manufacturing Plant)
Plot No. N-92, MIDC- Tarapur, Boisar, Palghar - 401 506.
2. Unit 2 (Manufacturing Plant)
Plot No. L- 9/3, MIDC- Tarapur, Boisar, Palghar - 401 506.
3. Unit 3 (Manufacturing Plant)
Plot No. T- 30, MIDC- Tarapur, Boisar, Palghar - 401 506.
4. Unit 4 (Manufacturing & Fabrication Plant)
Plot No. L - 11, MIDC- Tarapur, Boisar, Palghar - 401 506.

REGISTRAR & SHARE TRANSFER AGENT

M/s. Sharex Dynamic (India) Pvt.Ltd.
Unit no.1, Luthra Ind Premises, Safed Pool,
Andheri Kurla Road, Andheri (East), Mumbai - 400 072.

CORPORATE IDENTITY NUMBER

L24230MH1990PLC055347

COMPANY WEBSITE

www.nutraplusindia.com

Important Communication to Members

The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliance by the Companies and has issued circulars stating that service of notice/documents including Annul Report can be sent by e-mail to its Members. To Support this green initiative of the Government in full measure, Members who have not registered their e-mail address, so far, are requested to register their e-mail address, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to register the same with the Company's Registrar and Transfer Agent, Sharex Dynamic (India) Pvt. Limited by sending e-mail to sharexindia@vsnl.com



NUTRAPLUS INDIA LIMITED

NOTICE TO THE MEMBER

NOTICE is hereby given that the Twenty Eighth Annual General Meeting of the members of Nutraplus India Limited will be held on Saturday, 29th September, 2018 at 11:00 a.m. at Plot No. N-92, MIDC- Tarapur, Boisar, Thane- 401506 to transact the following business:

ORDINARY BUSINESS :

1. To consider and adopt the audited financial statements of the Company for the financial year ended 31st March, 2018 along with the reports of the Board of Directors' and the Auditors' thereon.
2. To appoint a Director in place of Ms. Nidhi M. Naik, who retires by rotation at the ensuing Annual General Meeting and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

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

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) remuneration of Darshan Vora & Co., Cost Accountants, (Firm Registration No. 103886), being the Cost Auditor appointed by the Board to conduct the audit of the cost records of the Company for the financial year 2018-19, be paid the remuneration of Rs. 75,000/- (Rupees Seventy Five Thousand only) plus applicable Government Taxes and reimbursement of travelling and actual out of pocket expenses if any;

RESOLVED FURTHER THAT any one of the Directors of the Company be and is hereby authorized to do all such acts, deeds and things as are necessary to give effect to the resolution.”

**By Order of the Board of Directors
Nutraplus India Limited**

**Mukesh Naik
Chairman & Managing Director
DIN: 00412896**

**Place : Mumbai
Date : August 14, 2018**

Registered Office Address : Plot No. N-92, MIDC- Tarapur, Boisar, Palghar- 401 506

CIN: L24230MH1990PLC055347

Tel No: 022-4014 0442 **Mail:** nutraplus@gmail.com **Website:** www.nutraplusindia.com



NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND, AND ON A POLL, TO VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. Proxies, if any, in order to be effective, must be received at the Company's Registered Office not later than 48 (Forty Eight) hours before the time fixed for the commencement of the meeting. Proxies submitted on behalf of the companies, etc, must be supported by appropriate resolution/authority, as applicable. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided not less than three days of notice in writing given to the Company.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. Corporate Members intending to send their authorized representative(s) to attend the Meeting are requested to send to the Company a duly certified true copy of the Board Resolution authorizing their representative(s) to attend and vote on their behalf at the Meeting.
5. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. Members attending the Annual General Meeting (AGM) of the Company are requested to hand over the enclosed Attendance Slip, duly filled in and signed in accordance with their specimen signatures registered with the Company for admission to the AGM hall.
7. Any members proposes to seek any clarification on the accounts requested to send the queries to the Company at its registered office at least seven days prior to the date of Annual General Meeting to enable the management to compile the relevant information to reply to the same in the meeting.
8. The Register of Directors' and Key Managerial Personnel and their Shareholding maintained under Section 170 and Register of contracts or arrangement in which director are interested maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting.
9. The Register of the Members and the Share Transfer Books of the Company will remain closed from Saturday, September 22, 2018 to Saturday, September 29, 2018.
10. The Explanatory Statement pursuant to Section 102(2) of the Companies Act, 2013, for ordinary business and Special Business, as required under SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, are annexed hereto.
11. Relevant documents referred to in the accompanying Notice and the Statements are open for inspection by the members at the Registered Office of the Company on September 22, 2018 to September 28, 2018 all working days, except on the date of the Meeting.
12. Members who hold share(s) in dematerialized form are requested to write their Client ID and DP ID and those who hold share(s) in physical form are requested to write their folio number in the attendance slip.



13. Brief profile of Director proposed to be re - appointed, nature of his expertise in specific functional areas, names of companies in which he holds directorships and memberships/ chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Secretarial Standards-2 is annexed to the Notice of AGM.
14. In accordance with the provisions of Section 101 of the Companies Act, 2013 read with Rule 18 of the Companies (Management and Administration) Rules, 2014, this Notice and the Annual Report of the Company for the financial year 2017-18 shall be sent by courier to all the Members at their registered address.
15. Further, those members who have change in their Contact Details including e-mail ID, are requested to approach the Company's Registrar and Share Transfer Agent (Sharex Dynamic India Private Limited) / Depository (Central Depository Services (India) Limited) for changing the same.
16. Members holding shares of the Company as on Saturday, September 22, 2018, shall be entitled to vote at the Annual General Meeting of the Company. A person who is not a member as on the cut-off date should treat this notice for information purposes only
17. Information and other instructions relating to voting by electronic means:
 - a) 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 on the business to be transacted at the 28th Annual General Meeting (AGM) by electronic means through e-Voting Services provided by Central Depository Services (India) Limited (hereinafter referred to as 'CDSL').
 - b) The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
 - c) The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
 - d) The members who have cast their vote by remote e-voting may attend the meeting but shall not be entitled to cast their vote again.
 - e) The remote e-voting period begins on Wednesday, September 26, 2018 at 9.00 a.m. and ends on Friday, September 28, 2018 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) September 22, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
 - f) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
 - g) The instructions for shareholders voting electronically are as under:
 - h) The shareholders should log on to the e-voting website www.evotingindia.com.
 - i) Click on Shareholders tab.



- j) Now Enter your User ID
- For CDSL: 16 digits beneficiary ID,
 - For NSDL Demat Account holder: 8 Character DP ID followed by 8 Digits Client ID
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- k) Next enter the Image Verification as displayed and Click on Login.
- l) 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
- m) If you are a first time user follow the step given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digital alpha numeric * PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none">Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.In case the sequence number is less than 8 digits enter the applicable number of '0' before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Date of Birth	<p>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.</p>
Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio.</p> <ul style="list-style-type: none">Please enter the DOB or Bank Details in order to login. If the details are not recorded with the depository or Company please enter the member id/folio number in the Dividend Bank details.

- n) After entering these details appropriately, click on "SUBMIT" tab.
- o) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu where in 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.
- p) For Members holding shares in physical form, the details can be used only for e-voting on there solutions contained in this Notice.
- q) Click on the EVSN for the relevant "NUTRAPLUS INDIA LIMITED" on which you choose to vote.



- r) 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.
- s) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- t) 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.
- u) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- v) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- w) If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- x) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows Phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- y) Note for Non-Individual Shareholders & Custodians:
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required log on to www.evotingindia.com and register themselves as Corporates and Custodians respectively.
 - 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 should create compliance user using the admin login and password. The Compliance user would be able to link the depository account(s) / folio numbers on which they wish to vote.
 - 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-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting menu available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e. September 22, 2018 only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

18. The Company has appointed Mrs. Shilpa Parekh, Proprietor M/s. S. G. Parekh & Co., Practicing Company Secretary (COP No.:10746) as a scrutinizer (the 'Scrutinizer') for conducting the voting and remote e-voting process for the Annual General Meeting in a fair and transparent manner.



NUTRAPLUS INDIA LIMITED

19. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
20. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
21. The results declared along with the Scrutinizer's Report shall be placed on the Company's web-site and on the web-site of CDSL www.evotingindia.com immediately after the result is declared. The Company shall simultaneously forward the results to Stock Exchange, where the shares of the Company are listed, and on the notice Board of its Registered and Corporate Offices.

**By Order of the Board of Directors
Nutraplus India Limited**

Place: Mumbai
Date: August 14, 2018

**Mukesh Naik
Chairman & Managing Director
DIN: 00412896**

Registered Office Address : Plot No. N-92, MIDC- Tarapur, Boisar, Palghar - 401 506
CIN: L24230MH1990PLC055347
Tel No: 022-4014 0442 **Mail:** nutraplus@gmail.com **Website:** www.nutraplusindia.com



ANNEXURE TO THE NOTICE

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 :

Item No. 3:

In pursuance of Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, read with Companies (Cost Records and Audit) Rules, 2014, the Board of Directors of the Company, upon recommendation of Audit Committee, is required to appoint an individual who is a cost accountant in practice or a firm of cost accountants in practice, as Cost Auditors to conduct the audit of the cost records of the Company for the financial year 2018-19. As per the said provisions, the payment of remuneration to the cost auditor is required to be recommended by Audit Committee, approved by the Board of Directors and ratified by the members of the Company.

Further, pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the appointment and payment of remuneration to M/s. Darshan Vora & Co., Cost Accountants (Firm Registration No. 103886) has been appointed as the Cost Auditors to conduct the audit of the cost records of the Company for the financial year 2018-19. The Board of Directors, as per the recommendation of the Audit Committee, fixed the remuneration of the said Cost Auditors at Rs. 75,000/- P.A. plus reimbursement of out of pocket expenses if any.

The resolution at Item No. 3 is set out as an Ordinary resolution for approval and ratification by the members in terms of section 148 of the Companies Act, 2018.

None of the Promoters, Directors, Key Managerial Persons, Relatives of Promoters, Directors and Key Managerial Persons or the entities comprising the interest of Promoters, Directors or Key Managerial Persons, are concerned or interested in the above resolutions.

**By Order of the Board of Directors
Nutraplus India Limited**

**Mukesh Naik
Chairman & Managing Director
DIN: 00412896**

Place: Mumbai
Date: August 14, 2018

**ANNEXURE TO THE ITEM NO. 2 OF THE NOTICE****BRIEF PROFILE OF PERSON PROPOSED TO BE RE-APPOINTED AS DIRECTOR AT THE ENSUING ANNUAL GENERAL MEETING:**

As required by Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards - 2, Disclosures pertaining to the proposed to be re-appointment of following Director are as under :

Name of the Director	Ms. Nidhi Mukesh Naik
Age	23 years
Date of appointment on the Board	March 26, 2015
Education Qualification	Bachelor of Pharmacy, MBA
Background details, Recognition or Awards and Experience & Expertise	Considering our strategic goal to enter the formulations segment of the pharmaceutical market in future, Ms. Naik has been inducted to lead the future formulations team. With her fresh talent and specialized skills, the Company will get a strong foundational base in doing the ground work for incubating the formulations segment.
Shareholding in the Company	33,00,000 Equity shares
Terms and Condition of appointment / Reappointment	She shall be liable to retire by rotation and shall be entitled for sitting fees for attending Board Meetings as may be decided by the Board from time to time.
Other brief terms also required to be stated	None
Details of Remuneration sought to be paid	Nil
Remuneration last drawn	Nil
Number of Meetings attended during the year	7
Relationship with other Director, Manager and other Key Managerial Personnel of the Company	Daughter of Mr. Mukesh Naik, Managing Director and sister of Mr. Uday Desai, CEO
Other membership / Chairmanship of Committees of the Boards	NO
Directorship in other Indian Public Limited Companies as on 31st March 2017	NO



Director's Report

Dear Members,

Your Directors have pleasure in presenting the **Twenty Eighth Annual Report** of the Company together with the Audited Financial Statement for the year ended 31st March, 2018.

1. FINANCIAL AND OPERATIONAL PERFORMANCE

a. Financial Results

Pursuant to the notification dated February 16, 2015 issued by Ministry of Corporate Affairs and the Company has adopted the Indian Accounting Standards ("IND AS") notified under the Indian Accounting Rules, 2015 with effect from 1st April 2017. Financial statement provides further explanation on the transition to Ind AS. Financial and Operational Results of the Company for the year ended 31st March, 2018 as compared to the previous financial year, is summarized below:

(In Rupees)

Particulars	Standalone	
	For the Financial Year ended 31 st March, 2018	For the Financial Year ended 31 st March, 2017
Revenue from Operations	1,091,417,763	910,448,027
Profit/(Loss) before Interest, Depreciation and Tax	94,228,322	(15,984,431)
Less: Interest	46,668,449	50,109,040
Profit/(Loss) before Depreciation and Tax	47,559,873	(66,093,471)
Less: Depreciation and Amortization	38,785,086	22,102,714
Profit / (Loss) before Tax	8,774,787	(88,355,185)
Exceptional Items	-	-
Extra-ordinary items	-	(8,707,500)
Tax expenses	7,382,925	(17,017,224)
Remeasurements of Net Defined Benifits Plans	(173,284)	159,002
Profit / (Loss) after tax	1,218,577	(62,471,458)



b. Operations :

The Company's total revenue grew to Rs. 1,091,417,763/- in F. Y. 2017-18 from Rs. 910,448,027 /- posted in the same period last year. Also, the Company swung to profit of Rs. 1,218,577/- in financial year 2017-18 as against loss of Rs. 62,471,458/- posted in financial year 2016-17.

c. Report on Performance of Subsidiaries :

During the year M/s. Pure care Pharma Limited ceased to be subsidiary of Company by virtue of disinvestment.

d. Dividend :

Your Directors have not recommended any dividend for the financial year ended 31st March, 2018 and no amount has been transferred to reserves.

e. Transfer to reserves :

During the year under review, the Board of Directors has not recommended transfer of any amount to reserves.

f. Disclosures under section 134(3)(l) of the Companies act, 2013 :

Except as disclosed elsewhere in this report, no material changes and commitments which could affect the Company's financial position have occurred between the end of the financial year of the Company and date of this report.

g. Share Capital :

There was no changes in the Company's Capital during the year under there view.

h. Shifting of Registered Office :

The Registered office address of the Company has been changed from A/201-202, 2nd Floor, Planet Industrial Estate, Subhash Road, Vile Parle – (East), Mumbai - 400 057 to 405, Matharu Arcade, Subhash Road, Vile Parle (East), Mumbai - 400 057 within limit of Mumbai City w.e.f. 3rd May, 2017.

Subsequently, The Registered office address of the Company has been changed from 405, Matharu Arcade, Subhash Road, Vile Parle (East), Mumbai - 400 057 to Plot No. N-92, MIDC- Tarapur, Boisar, - 401 506, District Palghar from City limit of Mumbai to City limit of Palghar within the state of Maharashtra w.e.f. 15th January, 2018.

2. DISCLOSURE OF INTERNAL FINANCIAL CONTROLS :

The Internal Financial Controls with reference to financial statements as designed and implemented by the Company are adequate. During the year under review, no material or serious observation for inefficiency or inadequacy of such controls are reported.

3. PARTICULARS OF LOANS, GUARANTEES, INVESTMENTS AND SECURITIES:

Full Particulars of Loans & Guarantees Given, Investments made and Securities provided along with the purpose for which the loan or guarantee or security is proposed to be utilized by the recipient are provided in the financial statement. (Please refer to Notes [3 and 10] of the Financial Statement.)

4. PARTICULARS OF CONTRACTS/ ARRANGEMENTS/ TRANSACTIONS WITH RELATED PARTIES :

All contracts / arrangements / transactions, falling within the purview of Section 188 of the Companies Act, 2013, entered into by the Company during the financial year with related parties were in the ordinary course of business and on an arm's length basis. None of the transactions entered into by the Company with related



parties were material in nature.

The particulars of contracts or arrangements with related parties are forming part of notes to Accounts in this Annual Report.

All Related party transactions have been placed before the Audit Committee and subsequently before the Board for its approval. As per the policy on Materiality of and Dealing with Related Party Transactions, omnibus approval was obtained on annual basis for transactions which are of repetitive nature. The policy on related party transactions as approved by the Board of Directors has been uploaded on the website of the Company.

5. MATTERS RELATED TO CHANGE IN DIRECTORS AND KEY MANAGERIAL PERSONNEL AND DECLARATION BY INDEPENDENT DIRECTORS:

During the financial year under review:

- Mr. Kishor Ostwal, Non-Executive Director was resigned from the post of directorship with effect from 29th May, 2017;
- Mr. Chandresh Shukla, Chief Financial Officer (CFO) resigned from the office with effect from 14th February, 2018;
- Mr. Nirad Mehta, Independent Director of the Company resigned from the office of directorship of the Company with effect from 21st March, 2018;
- Mr. Uday Desai, Non-executive and non-independent Director of the Company resigned from the office of directorship of the Company from 2nd May, 2018 and was appointed as Chief Executive Officer (CEO) of the Company with effect from 2nd May, 2018;

Directors Retiring by Rotation :

Pursuant to the provisions of Section 152 of the Companies Act, 2013, Ms. Nidhi Naik, Director will retire by rotation at the ensuing Annual General Meeting of the Company and being eligible, have offered herself for re-appointment. In accordance with the provisions of the Act, none of the Independent Directors is liable to retire by rotation.

Declaration by Independent Directors :

The Company has received and taken on record the declarations received from all the Independent Directors of the Company in accordance to Section 149(6) of the Companies Act, 2013 confirming their independence vis-a-vis the Company.

6. DISCLOSURES RELATED TO BOARD, COMMITTEES AND POLICIES:

A. BOARD MEETINGS:

7 meetings of Board of Directors were held during the financial year under review details of which are furnished in the Corporate Governance report forming part of Annual report.

B. Director's Responsibility Statement :

In terms of Section 134(5) of the Companies Act, 2013, in relation to the audited Annual Financial Statements of the Company for the financial year ended March 31, 2018, the Board of Directors hereby confirms that:

- a. In the preparation of the annual accounts for the financial year ended 31st March, 2018, the applicable accounting standards have been followed along with proper explanation relating to material departures;



- b. such accounting policies have been selected and 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 31st March, 2018, and of the Profit of the Company for that year.
- c. proper and sufficient care was taken for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- d. the annual accounts of the Company have been prepared on a going concern basis.
- e. internal financial controls have been laid down to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- f. proper systems have been devised to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

C. COMMITTEES OF BOARD :

As mandated under the provisions of the Companies Act, 2013 and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 five Committee(s) of the Board have been formed namely:

- Audit Committee
- Nomination and Remuneration Committee
- Stakeholders relationship Committee
- Corporate Social Responsibility Committee
- Allotment Committee

Details of Audit Committee, Nomination & Remuneration Committee and Stakeholders relationship Committee along with their charter, composition and attendance at the Committee Meetings are provided in Corporate Governance Report which forms part of this Report.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

The Corporate Social Responsibility Committee is duly constituted comprising of consisting of three(3) Directors out of which two (2) Directors are Non – Executive Independent Directors and Independent Director is a Chairman. The said Committee has been entrusted with the responsibility of formulating and recommending to the Board, Corporate Social Responsibility Policy (CSR Policy) indicating the activities to be undertaken by the Company, monitoring the implementation of the framework of the CSR Policy and recommending the amount to be spent on CSR activities. The detailed report on CSR activities is attached as **Annexure I** to this report.

D. Policies:

(I) Vigil Mechanism Policy :

In compliance of the requirements of section 177 of the companies Act,2013, Regulation 22 of Listing Regulations and as measure of good Corporate Governance practice, the Board has formulated a Vigil Mechanism Policy. The policy comprehensively provides an opportunity for employees / Directors of the Company to raise issue concerning breaches, accounting policies or any act resulting in financial or reputation loss and misuse of office or suspected or actual fraud. The policy is adequate safe guard against victimization.



The Board of Directors of the Company has, pursuant to the provisions of Section 178(9) of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014, framed "Vigil Mechanism Policy" for Directors and Employees of the Company to provide a mechanism which ensures adequate safeguards to employees and Directors from any victimization on raising of concerns of any violations of legal or regulatory requirements, incorrect or misrepresentation of any, financial statements and reports, etc. and the same is also hosted on the website of the Company.

The employees of the Company have the right/option to report their concern/grievance to the Chairman of the Audit Committee.

The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations.

(II) Risk Management Policy:

The Board of Directors of the Company has designed Risk Management Policy and Guidelines to avoid events, situations or circumstances which may lead to negative consequences on the Company's businesses and define a structured approach to manage uncertainty and to make use of these in their decision making pertaining to all business divisions and corporate functions. Key business risks and their mitigation are considered in the annual/strategic business plans and in periodic management reviews.

(III) Corporate Social Responsibility Policy :

As per the provisions of Section 135 of the Act read with Companies (Corporate Social Responsibility Policy) Rules, 2014, the Board of Directors has constituted a Corporate Social Responsibility (CSR) Committee and Composition of Committees as on 31st March 2018 as under

- Mr. Mukesh Desai
- Mr. Prameshkumar Mehta
- Mr. Uday Desai

The Company's Corporate Social Responsibility Policy is available on the web-site of the Company i.e. www.nutraplusindia.com.

E. Internal Control Systems :

Adequate internal control systems commensurate with the nature of the Company's business and size and complexity of its operations are in place and have been operating satisfactorily. Internal control systems comprising of policies and procedures are designed to ensure reliability of financial reporting, timely feedback on achievement of operational and strategic goals, compliance with policies, procedure, applicable laws and regulations and that all assets and resources are acquired economically, used efficiently and adequately protected.

7. AUDITORS AND AUDITOR'S REPORTS :

a. Statutory Auditor and their report :

Pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, M/s Raman S. Shah & Associates, Chartered Accountants, registered with the Institute of Chartered Accountants of India (ICAI) bearing registration number 119891W, was appointed as the Statutory Auditors of the Company, from the conclusion of the twenty-Seventh Annual General Meeting (AGM) held on 29th September, 2017 till the conclusion of the thirty - second AGM of the Company, subject to the ratification of their appointment at every AGM.



Pursuant to Companies (Amendment) Act, 2017 the proviso regarding ratification of appointment of auditors in every general meeting by the members removed vide notification dated 7th May 2018. Therefore M/s Raman S. Shah & Associates continues to hold office upto thirty - second AGM.

M/s Raman S. Shah & Associates has provided their respective consent, certificates and declaration as required under Section 139 and 141 of the Act and the Companies (Audit and Auditors) Rules, 2014. The Report of the Auditors on the financial statement for the year ended 31st March 2018 does not contain any qualification.

b. Secretarial Auditor and their Report :

The Board had appointed M/s. S.G. Parekh & Co, Practising Company Secretaries as Secretarial auditors for the financial year 2017-18. Secretarial Audit Report issued by M/s. S.G. Parekh & Co.in form MR-3 for the FY 2017-18 forms part of this report and marked as **Annexure II**.

Management Representations to the qualifications in the Secretarial Audit Report:

- Vacancy of KMP : The Chief Financial Officer resigned w.e.f. 14th February , 2018. The Company has taken steps to fill the said vacancy and expects to appoint a suitable person in near future.
- Cost Records : Due to breakout of major fire at the factory in August 2014, the entire cost records maintained at the said location have been lost. Hence, necessary steps have been taken to revive the data.

Filing of Forms with MCA: The Company is in process of filing of Form CRA -4 and MGT 7 for the Financial Year 2016-2017.

The Company is in the process of evaluating the focus areas / locations of intervention for CSR activities to cater to the pressing needs of society and deliver optimal impact. As a socially responsible Company, the Company is committed to spend on CSR activities over the coming years.

Appointment of Internal Auditor : During the period under review, the company has not entered into substantial financial transactions and hence the Company has not appointed Internal auditor. However the company has adequate mechanism for internal financial control & will appointed internal auditor shortly.

c. Cost Auditors :

Pursuant to the provisions of Section 148 of the Companies Act, 2013 read with Notifications/Circulars issued by the Ministry of Corporate Affairs from time to time, as per the recommendation of the Audit Committee, the Board of Directors at their meeting held on 2nd May 2018, appointed M/s. Darshan Vora & Co., Cost Accountants as the Cost Auditors of the Company for the financial year 2018-19 at Annual Audit Fee of Rs.75,000/- subject to approval of the shareholder in ensuing Annual General Meeting.

8. ANNUAL EVALUATION :

The Board evaluated the effectiveness of its functioning and that of the Committees and of individual directors by seeking their inputs on various aspects of Board/Committee Governance.

The aspects covered in the evaluation included Board Composition, Strategic orientation, Board Functioning and Team Dynamics, leadership style, contribution to and monitoring of corporate governance practices, fulfilment of Directors' obligations and fiduciary responsibilities, including but not limited to, active participation at the Board and Committee meetings.

The Nomination and Remuneration Committee considered and discussed the inputs received from the Directors and outcome of such evaluation process was satisfactory, which reflected the overall engagement of the Board and its Committees with the Company.



Further, the Independent Directors at their meeting, reviewed the performance of Board, Chairman of the Board and of Non- Executive Directors.

9. DISCLOSURE OF REMUNERATION PAID TO DIRECTOR AND KEY MANAGERIAL PERSONNEL AND EMPLOYEES :

Information required pursuant to Section 197 (12) of the Companies Act, 2013 read with Rule 5(1) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is provided as **Annexure III** to this report.

10. FRAUD REPORTING:

During the year under review, there were no material or serious instances of fraud falling within the purview of Section 143 (12) of the Companies Act, 2013 and rules made there under, by officers or employees, reported by the Statutory Auditors of the Company during the course of the audit conducted.

11. OTHER DISCLOSURES:

Other disclosures as per provisions of Section 134 of the Act read with Companies (Accounts) Rules, 2014 are furnished as under:

a. Extract of Annual Return :

Pursuant to the provisions of Section 134(3)(a) of the Companies Act, 2013, Extract of the Annual Return for the financial year ended 31st March, 2018 made under the provisions of Section 92(3) of the Act is attached as **Annexure IV** which forms part of this Report.

b. Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo :

The particulars as required under the provisions of Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 in respect of conservation of energy, technology absorption, foreign exchange earnings and outgo etc. are furnished in **Annexure V** which forms part of this Report.

c. Corporate Governance and Management Discussion & Analysis Reports :

The Company is committed to maintain the high standards of Corporate Governance and adheres to its requisites set out by the respective authorities. The report on Corporate Governance as stipulated under the Listing Regulations is annexed vide **Annexure VI** and forms an integral part of this Annual Report.

Requisite certificate from the Auditors of the Company M/s. Raman S. Shah & Associates, Chartered Accountants, (Firm Registration Number:119891W), confirming compliance with the conditions of Corporate Governance as stipulated in Chapter IV of Listing Regulations by the Company is attached as **Annexure VI(A)** and forms an integral part of this Annual Report.

Certificate issued by Managing Director and Executive Director of Company with regard to certification on Audited Financial Statement of the Company for financial year 2017-18 is also annexed herewith vide **Annexure VI(B)** and forms an integral part of this Annual Report.

The Company has laid down the Code of Conduct for all Board Members and Senior Management personnel of the Company. The declaration by CEO of the Company related to the compliance of aforesaid Code of Conduct is also attached herewith vide **Annexure VI(C)** and forms an integral part of this Annual Report.



Management Discussion and Analysis Report for the year under review, as required pursuant to the provisions of Regulation 34 read with Schedule V (B) of Listing Regulations is annexed herewith vide **Annexure VII** and forms part of this Annual Report.

d. General Disclosures :

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions pertaining to these matters during F. Y. 2017-18 :

- a. Details relating to acceptance of deposits covered under Chapter V of the Companies Act, 2013.
- b. Issue of equity shares with differential rights as to dividend, voting or otherwise.
- c. Issue of shares (including sweat equity shares and ESOS) to employees of the Company under any scheme.
- d. Instances with respect to voting rights not exercised directly by employees of the Company.
- e. The Managing Director nor the Whole-time Directors of the Company have received any remuneration or commission from its wholly owned subsidiary Company/ subsidiary.
- f. Your Directors further state that:
- g. 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.
- h. There was no change in the nature of business of company during F.Y. 2017-18.
- i. Pursuant to the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, no case pertaining to sexual harassment at workplace has been reported to company during F.Y. 2017-18.
- j. Reinstatement off the financial statements of the previous financial years

12. CAUTIONARY STATEMENT:

Statements in the directors' and management discussion and analysis describing the company's objectives, projections, estimates, expectations or predication may be "forward-looking statement within the meaning of applicable securities laws and regulations, actual results could differ materially for those expressed or implied, important factors that could make difference to the company's operations include raw material availability and its prices, cyclical demand and pricing in the company's principle markets, changes in government regulations, tax regimes, economic developments within India and the countries in which the company conducts business and other ancillary factors.

13. ACKNOWLEDGEMENTS AND APPRECIATION:

Your Directors take this opportunity to thank the customers, shareholders, suppliers, bankers, business partners/associates, financial institutions and Central and State Governments for their consistent.

Your Directors records with sincere appreciation the valuable contribution made by employees at all levels and looks forward to their continued commitment to achieve further growth and take up.

For and on behalf of the Board of Directors

Place: Mumbai
Date: August 14, 2018

Dilip Pimple
Whole-time Director
DIN:02433809

Mukesh Naik
Chairman & Managing Director
DIN: 00412896



SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2018

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

The Members

Nutraplus India Limited
Plot No. N-92, MIDC- Tarapur,
Boisar, Palghar - 401 506.

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

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

1. I have examined the books, papers, minute books, forms and returns filed and other records maintained by Nutraplus India Limited for the financial year ended March 31, 2018 according to the provisions of:
 - i. The Companies Act, 2013 (the Act) and the rules made thereunder;
 - ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
 - iii. The Depositories Act, 1996 and the Regulations and bye-laws framed thereunder;
 - iv. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
 - c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
2. Provisions of the following Regulations and guidelines prescribed under the Securities and Exchange Board of India Act, 1992 were not applicable to the Company under the financial year 2017-18:
 - a) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 - b) 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;



- c) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - d) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents)
 - e) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
 - f) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
3. Provisions of the Foreign Management Act, 1999 and the rules and Regulations made there under to the extent of External Commercial Borrowings were not attracted to the company under the Audit period. Other Applicable laws to the Company:
1. Pharmacy Act, 1948
 2. Drugs and Cosmetics Act, 1940
 3. Homoeopathy Central Council Act, 1973
 4. Drugs and Magic Remedies (Objectionable Advertisement) Act, 1954
 5. Narcotic Drugs and Psychotropic Substances Act, 1985
 6. Conservation of Foreign Exchange and Prevention of Smuggling Activities Act, 1974
 7. The Medicinal & Toilet Preparations (Excise Duties) Act, 1955
 8. Petroleum Act, 1934
 9. Poisons Act, 1919
 10. Food Safety And Standards Act, 2006
 11. Insecticides Act 1968
 12. Biological Diversity Act, 2002
 13. The Indian Copyright Act, 1957
4. I have also examined compliance with the applicable clauses of the Secretarial Standards including the amended Secretarial standards applicable with effect from 01st October, 2017 issued by The Institute of Company Secretaries of India under the provisions of the Companies Act, 2013.

During the period under review and as per the explanations and the clarifications given to us and the representation made by the Management of the Company, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc.

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 except for the resignation of Mr. Nirad Mehta w.e.f. 21st March, 2018 which has impacted the Composition of Board of Directors of the Company as per provisions of Section 149 of the Companies Act, 2013.

The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is generally given to all Director's to schedule the Board Meetings, agenda and detailed notes on agenda 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.

As per minutes of the meetings of the Board of Directors, decision of the Board were taken unanimously.



I further report that as represented by the Company and relied upon by us 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 not passed any Board Resolutions which are having major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc.

Remarks:

a) Sec 203(1) of Companies Act, 2013 – Appointment of Key Managerial Personnel

Pursuant to the provisions of Sec 203(1) read with Rule 8A of The Companies (Appointment and Remuneration of Managerial Personnel) every Listed Company shall have the following whole time Key Managerial Personnel, -Managing Director, or Chief Executive Officer or Manager and in their absence, a whole-time director, Company Secretary and Chief Financial Officer.

However, during the period under review, the Company has not Appointed Company Secretary as the Key Managerial Personnel. The Company is yet to appoint Chief Financial Officer, whose office has become vacant w.e.f. 14th February, 2018 due to resignation of Mr. Chandresh Shukla as Chief Financial Officer of the Company.

b) Regulation 6 of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015

Pursuant to Regulation 6 of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 a Listed Company shall designate Qualified Company Secretary as a Compliance officer.

However, during the period under review, the Company has not appointed Company Secretary as Compliance officer.

c) Pursuant to the provisions of Section 139 of the Companies Act, 2013, every listed Company is required to appoint an Internal Auditor to conduct Internal Audit of the functions and activities of the Company.

On review it was observed that the Company has not appointed Internal Auditor for the Financial year 2017-18.

d) Pursuant to sub-Section(4) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11 of the Companies (Management and Administration) Rules, 2014, every Company is required to file with the Registrar a copy of Annual Return in Form MGT 7 for every the Financial year, The Company has yet to file Form MGT 7 for the Financial year 2017-18.

e) The Company is yet to file Cost Audit Report i.e.-form CRA 4 for financial year 2016-17 with Registrar of Companies, Maharashtra

f) The Company has not spent amount on CSR activities during the year.

I further state that my report of even date is to be read along with “Annexure – A” appended hereto.

For S. G. Parekh & Co., Company Secretaries

Shilpa Parekh (Membership No – F9232), COP No. – 10746

Date: 14.08.2018



Annexure – 1

To,
The Members
Nutraplus India Limited
Plot No. N-92, MIDC- Tarapur,
Boisar, Palghar - 401 506.

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

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these Secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test check basis to ensure that correct facts are reflected in Secretarial records. We believe that the processes and practices, We followed provide a reasonable basis for my opinion.
3. We have not verified the correctness appropriateness of financial records and books of accounts of the Company.
4. Where ever required, we have obtained the Management Representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test check basis.
6. The Secretarial audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

***For S. G. Parekh & Co.,
Company Secretaries***

***Shilpa Parekh
Membership No – F9232
COP No. – 10746***

Date: 14.08.2018
Place: Mumbai

**MANAGEMENT DISCUSSION AND ANALYSIS REPORT****I. INDUSTRY SCENARIO****(A) INDUSTRY STRUCTURE AND DEVELOPMENTS**

The Indian Pharmaceutical Industry is mainly operated as well as controlled by dominant foreign companies having subsidiaries in India due to availability of cheap labour in India at lowest cost. Most of the players in the market are small-to-medium enterprises; the largest companies control 70% of the Indian market. However, due to Patent Act, representation of Multinational Companies in Indian Pharmaceutical Industry is restricted. In terms of the global market, India currently holds a modest 20% share, but it has been growing at a fairly good growth rate. India gained its foothold on the global scene with its innovatively engineered generic drugs and active pharmaceutical ingredients (API), and it is now seeking to become a major player in outsourced clinical research as well as contract manufacturing and research. The Indian pharmaceutical industry has become the third largest producer in the world.

The Indian generic Active Pharmaceutical Ingredients (“APIs”) industry has risen phenomenally during the last past four years. Sales of finished dosage form have risen even faster—up to peaks of 40-45% year over year, due to the strategy of Indian companies to raise value added.

API or bulk drugs are the principal ingredients for finished pharmaceutical products. Intermediates are the compounds from which active pharmaceutical ingredients are prepared. The global API market can broadly be divided into regulated and semi regulated markets. The semi regulated markets offer low entry barriers in terms of regulatory requirements and intellectual property rights. The highly regulated markets, like the United States and Europe, have high entry barriers in terms of intellectual property rights and regulatory requirements, including facility approvals.

The Indian pharmaceutical industry has been in a sweet spot in the global pharmaceutical industry landscape. This can be primarily attributed to numerous advantages offered by India as a favourable investment destination which includes competitively priced skilled labour, progressive simplification and rationalization of direct and indirect tax structures, large and growing consumer market, etc. The pharmaceutical industry in India is technologically strong and totally self-reliant and has low costs of production, low R&D costs, scientific manpower, strength of national laboratories and an increasing balance of trade, thereby providing it a competitive advantage compared to its global peers.

The Indian pharmaceutical sector fulfills about 95% of the nation's pharmaceutical needs and is home to about 10,500 manufacturing units and over 3,000 pharmaceutical companies. Indian pharmaceutical industry today is ranked world class, in terms of technology, quality and range of medicines manufactured. Almost every type of medicine is now made indigenously in India, from simple headache pills to sophisticated antibiotics and complex cardiac compounds. The sector employs about 350,000 people and exports about 50% of its production to foreign countries.

(B) OPPORTUNITIES AND THREATS

Indian domestic pharmaceutical market has seen growth at a CAGR of about 12% in the last 5 years. Income of people in rural India is on a rise and the distribution network of drugs is also very strong. These factors are contributing to a high growth of India's rural pharmaceutical market. The positive approach towards product patent product has encouraged the Indian pharmaceutical companies to invest more in Research and Development. Indian pharmaceutical market is expected to have compound annual growth rate of 9.5 percent by 2015. This indicates substantial growth of Indian pharmaceutical industry.



The industry challenge is to explore / develop new products and markets. The Company expects to introduce products for the bulk drugs industries based on overall demand and supply position and also focus on quality of the product and cost reduction. The Company has been continuously working on development of new products since last many years and the Company's plants are versatile to manufacture new products. The new products are developed based on overall review of international market with regards to demand and supply position. As regards threats to the Indian Pharmaceutical Industry, governance is going to be a critical challenge and will have a significant impact on the country's growth rates. This will depend on the way India works towards a resolution. The Industry's growth also have the impact of slow economic growth, compounded by problems of inflation and uncertainty, delay in the implementation of sound policies and reforms in various sectors which could result in lasting damage to the economy.

(C) RISKS AND CONCERNS

The Company continues to face concerns over very high cost of production and utilities coupled with shortage of power which is barrier to further explore the possibilities in certain products that are utility intensive processes..

(D) FINANCIAL REVIEW

The Company's total revenue grew to Rs. 1,091,417,763/- in F.Y. 2017-18 from Rs. 910,448,027 /- posted in the same period last year. Also, the Company swung to profit of Rs. 1,218,577/- in financial year 2017-18 as against loss of Rs. 62,471,458/- posted in financial year 2016-17.

(E) INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has in place adequate internal control system and review mechanism commensurate with its size and the nature of the business.

The Company's internal control procedures ensure compliance with various policies, practices and statutes in keeping with the organisation's pace of growth and increasing complexity of operations. A team of internal auditors carries out extensive audits throughout the year, across all functional areas and submits its reports to the Audit Committee of the Board of Directors.

(F) HUMAN RESOURCE

With the competition in all spheres of industry reaching unprecedented levels, companies are continually reinvesting themselves in a bid to gain competitive advantage. Nutraplus India Limited firmly believes that its competitive edge is derived from its people who have been consistently achieving high standards of performance. With rapidly changing business environment, the Company needs to upgrade existing skills set and meet new challenges.

(G) SAFETY AND HEALTH

Safety and Health are the overriding considerations of the Company. The Company has a well defined Safety and Health Policy which focuses on

- a. Providing and maintaining safe workplace, plants and systems.
- b. Providing information, instructions, training and supervision to ensure safety.
- c. Providing personal protective equipments as required.
- d. Continuously reviewing and improving its safety performance.

**(H) CAUTIONARY STATEMENT**

The Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations or predictions may be "forward-looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include economic conditions affecting demand/supply and price conditions in the markets in which the Company operates, changes in the government regulations, tax laws and statutes and other incidental factors.

(I) FUTURE OUTLOOK

The Company has been putting its best efforts to increase its operations and working by competing with the dynamic business environment within the available means.

Annexure II**ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES**

[Pursuant to Section 135 of the Companies Act, 2013]

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

The Corporate Social Responsibility has been integral part of the Company. The Board of Directors along with its Management and all the employees of the Company subscribe to the philosophy of compassionate care.

The Company believes and acts on an ethos of generosity and compassion, characterized by a willingness to build a society that work for everyone.

The Company's, CSR initiative focus on the holistic development of our host communities while creating social, environmental and economic value to the society.

The CSR policy of the Company is available on the Company's web-site and can be accessed in the provided link: www.nutraplusindia.com.

2. The composition of the CSR Committee :

The Corporate Social Responsibility Committee (the CSR Committee) of the Board is responsible for overseeing the execution of the Company's CSR Policy, and ensuring that the CSR Objectives of the Company are met. The CSR Committees comprises of 3 Directors as on 31st March 2018 as follows:

Sr.No.	Name	Designation	Category
1	Ms. Mukesh Desai	Chairman	Independent Director
2	Mr. Uday Desai	Member	Director
3	Mr. Prameshkumar Mehta	Member	Independent Director

3. Average Net Profit of the Company for last three financial years: Rs. 18,530,407/-



4. Prescribed CSR Expenditure (2% of the amount as per item 3 above): Rs. 370,608/-
5. Details of CSR spent during the financial year:
 - a) Total amount spent for the financial year: Nil
 - b) Amount unspent, if any: Rs. 3,70,608/-
6. Reasons for failure to spend the two percent of the average net profit of the last three financial years or a n y part thereof: Since the CSR avenues are identified by the Company are at their initial phase and s p e n d i n g prescribed towards CSR could not be made. Company will spent the amount in the next financial year.

The implementation and monitoring of the CSR policy are in compliance with CSR objectives and policy of the Company : Yes

For Nutraplus India Limited

Mukesh D. Naik
Managing Director
DIN: 00412896

Mukesh Desai
Chairman of CSR Committee
DIN: 00521051

Place: Mumbai

Date: August 14, 2018

**Annexure III****DETAILS OF REMUNERATION**

Details pertaining to remuneration as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

- i. The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2017-18 and the percentage increase in remuneration of each Director during the Financial Year 2017-18 are as under:

Sr.No.	Name of Directors	Remunerations (`in lakh)	% increase / decrease in Remuneration in the FY 2017-18	Ratio of Remuneration of the each Director/ to Median Remuneration to employee
1.	Mr. Mukesh Naik, Managing Director	30.00	NIL	9.37%
2.	Mr. Dilip Pimple, Whole-time Director	13.24	27.30	5.12%
3.	Mr. Chandresh Shukla*	9.75	NIL	3.05%

Mr. Chandresh Shukla resigned w.e.f. 14.02.2018

- ii. The percentage increase in the median remuneration of employees in the Financial Year :
The Median remuneration of the employees in the financial year 2017-18 was Rs. 3.20 Lakh as compared to the financial year 2016-17 Rs. 2.86 Lakh.
- iii. There were 31 permanent employees on the rolls of Company as on 31st March, 2018:
- iv. Average percentile decrease in the median remuneration of comparable employees in the Financial Year 2017-18 other than the managerial personnel was 17.54% and there is no change in salary of the Managerial personnel.
- v. Affirmation that the remuneration is as per the Nomination and Remuneration Policy of the Company: It is hereby affirmed that the remuneration paid is as per the Policy for Nomination & Remuneration of the Directors, Key Managerial Personnel and other Employees.
- vi. The statement containing names of top ten employees in terms of remuneration drawn and the particulars of employees as required under Section 197(12) of the Act read with Rules 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is provided in a separate Annexure forming part of this Report and the accounts are being sent to the Members excluding the aforesaid Annexure. In terms of Section 136 of the Act, the said Annexure is open for inspection at the Registered Office of the Company. Any shareholder interested in obtaining a copy of the same may write to the Company Secretary.

For and on behalf of the Board of Directors of Nutraplus India Limited

Place: Mumbai
Date: August 14, 2018

Dilip Pimple
Whole-time Director - DIN:02433809

Mukesh Naik
Chairman & Managing Director - DIN: 00412896



Details pertaining to remuneration as required under Section 197(12) read with Rule 5 (2) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

a) Top ten employees of the Company terms of remuneration drawn during the year:

SR. NO.	1	2	3	4	5	6	7	8	9	10
NAME	BIPIN PATEL	ASHOK KUBER	KANHAYA THAKUR	NIVAS PATIL	ABHIJIT JADHAV	CHIRAG MEHTA	AVINASH SINGH	PANKAJ PRASAD	DINESH GAJJAR	LOUIS RUMAO
DESIGNATION	Q.C. OFFICER	PRODUCTION MANAGER	PRODUCTION MANAGER	PRODUCTION MANAGER	PURCHASE MANAGER	SALES MANAGER	Q.C. OFFICER	PURCHASE MANAGER	MAINTANANCE MANAGER	LEAGAL & ADMIN
REMUNERATION PAID	1,324,200.00	543,753.00	510,200.00	497,406.00	450,000.00	446,200.00	441,200.00	436,800.00	390,000.00	390,000.00
NATURE OF EMPLOYMENT	FULL TIME	FULL TIME	FULL TIME	FULL TIME	FULL TIME	FULL TIME	FULL TIME	FULL TIME	FULL TIME	FULL TIME
QUALIFICATIONS	M.A.C.	B.S.C.	B.S.C.	B.S.C.	M.M.S.	B.COM	MSC	B.E.	DIPLOMA IN MECANICAL	B.COM
EXPERIENCE (YEARS)	23	25	23	25	5	6	5	11	22	22
DATE OF COMMENCEMENT OF EMPLOYMENT	10.03.1995	01.05.2017	01.12.1995	01.08.2016	05.07.2013	16.01.2012	01.12.2016	20.09.2007	15.12.2014	16.12.1996
AGE (YEARS)	55	49	48	50	41	33	29	38	50	50
PREVIOUS EMPLOYMENT	N.A.	AARTI DRUGS LTD	N.A.	O.C. SPEACILITY	N.A.	N.A.	RAMDEV CHEMICAL	CHEMIAGIS P. LTD	N.A.	N.A.
PERCENTAGE OF EQUITY SHARES HELD IN THE COMPANY ALONG WITH HIS SPOUSE AND DEPENDENT CHILDREN	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
WHETHER RELATIVE OF DIRECTOR OR MANAGER	NO	NO	NO	NO	NO	NO	NO	NO	NO	NO

**ANNEXURE V****EXTRACT OF ANNUAL RETURN**As on financial year ended on 31st March 2017

[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 :

CIN	:	L24230MH1990PLC055347
Registration Date	:	06/02/1990
Name of the Company	:	Nutraplus India Ltd.
Category / Sub - Category of the Company	:	Company limited by Shares Non-govt company
Address of the Registered office and contact details	:	Plot No. N-92, M I D C, Tarapur, Boiser - 401 506. Tel. No. : 91 22 4014 0442 Email : nutraplus@gmail.com Web site: www.nutraplusindia.com
Whether listed company	:	Yes
Name, Address and Contact details of Registrar and Transfer Agent, if any	:	Sharex Dynamic (India) Private Limited Unit No.1, Luthra Industrial Premises, Safed Pool Andheri Kurla Road, Andheri East Mumbai 400 072. sharexindia@vsnl.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

Sr. No.	Name and Description of main products/services	NIC Code of the Product/ service	% to total turnover of the company
1	Drugs and Pharmaceuticals	21001	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name and address of the Company	CIN / GLN	Holding/ subsidiary / associate	% of shares held	Applicable section
	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 01/04/2017				No. of Shares held at the end of the year 31/03/2018				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	13658920	0	13658920	40.066	13658920	0	13658920	40.066	0
b) Central Govt		0				0			0
c) State Govt(s)		0				0			0
d) Bodies Corp.		0				0			0
e) Banks / FI		0				0			0
f) Any other		0				0			0
Sub-total(A)(1):	13658920	0	13658920	40.066	13658920	0	13658920	40.066	0
(2) Foreign									
a) NRIs - Individuals		0				0			0
b) Other – Individuals		0				0			0
c) Bodies Corp.		0				0			0
d) Banks / FI		0				0			0
e) Any other		0				0			0
Sub-total (A)(2):		0				0			0
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	13658920	0	13658920	40.066	13658920	0	13658920	40.066	0
B. Public Shareholding									
(1) Institutions									
a) Mutual Funds	0	8360	8360	0.025	0	8360	8360	0.025	0.00
b) Banks / FI	0	220	220	0.001	0	220	220	0.001	0.00
c) Central Govt		0				0			0.00
d) State Govt(s)		0				0			0.00
e) Venture Capital Funds		0				0			0.00
f) Insurance Companies		0				0			0.00
g) FIs	44000	0	44000	0.129		0			0.
h) Foreign Venture Capital Funds		0				0			0.00
i) Others (specify)	0	0	0	0	0	0	0	0	0.00
Sub-total (B)(1):	44000	8580	52580	0.155	0	8580	8580	0.026	0.129
(2) Non-Institutions									
a) Bodies Corp.									
(i) Indian	1403574	18260	1421834	4.171	1479889	18260	1498149	4.394	0.223
ii) Overseas		0				0			0.00
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	3817149	1218330	5035479	14.771	4107464	1091990	5199454	15.252	0.481



NUTRAPLUS INDIA LIMITED

ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	12566766	21560	12588326	36.926	12724305	21560	12745865	37.388	0.462
c) Others (specify)									
Non Resident	410740	277200	687940	2.018	322271	263120	585391	1.717	0.301
Overseas Corporate		0			2000	0	2000	0.006	0.006
Foreign Nationals									
Clearing Members	646007	0	646007	1.895	392727	0	392727	1.152	0.743
Trusts		0				0			
Foreign Boodies D R		0				0			
Sub-total(B)(2):	18888236	1535350	20379586	59.781	19028656	1394930	20423586	59.91	0.129
Total Public Shareholding (B)=(B)(1)+(B)(2)	18888236	1543930	20432166	59.936	19028656	1403510	20432166	59.936	0.00
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0.00
Grand Total (A+B+C)	32547156	1543930	34091086	100.00	32687576	1403510	34091086	100.00	0.00

ii. SHAREHOLDING OF PROMOTERS :

Sr. No.	Shareholder's Name	No. of Shares held at the beginning of the year			No. of Shares held at the end of the year			% 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	Naik Mukesh Dhirubhai	3888060	11.405	0	3888060	11.405	0	0.00
2	Uday Desai	3745280	10.986	0	3745280	10.986	0	0.00
3	Nidhi M Naik	3300000	9.68	0	3300000	9.68	0	0.00
4	Gita Mukesh Naik	2725580	7.995	0	2725580	7.995	0	0.00
	Total	13658920	40.066	0	13658920	40.066	0	0.00

iii. CHANGE IN PROMOTERS' SHAREHOLDING :

Sr. No.	Shareholder's Name	No. of Shares held at the beginning of the year			No. of Shares held at the end of the year			% of total shares of the Company
		No. of Shares at the beginning / end of the Year	% of total Shares of the Company	Date	Increasing / Decreasing in shareholding	Reason	No. of shares	
1	Naik Mukesh Dhirubhai	3888060	11.405	01-04-2017	NIL			
	- Closing Balance			31-03-2018			3888060	11.405
2	Nidhi M Naik	3745280	10.986	01-04-2017	NIL			
	- Closing Balance			31-03-2018			3745280	10.986
3	Nidhi M Naik	3300000	9.68	01-04-2017	NIL			
	- Closing Balance			31-03-2018			3300000	9.68
4	Gita Mukesh Naik	2725580	7.995	01-04-2017	NIL			
	- Closing Balance			31-03-2018			2725580	7.995



NUTRAPLUS INDIA LIMITED

V. SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS (OTHER THAN DIRECTORS, PROMOTERS AND HOLDERS OF GDRS AND ADRS):

Sr. No.	Name	No. of Shares at the beginning / end of the Year	% of total Shares of the Company	Date	Increasing / Decreasing in shareholding	Reason	No. of shares	% of total shares of the Company
1	Manoj Mittal	1475270	4.327	01-04-2017				
				05-13-2018	8000	Buy	1483270	4.321
				- Closing Balance			31-03-2018	
2	Kishor P. Ostwal	1100000	3.227	01-04-2017		No Change	1100000	3.227
				- Closing Balance			31-03-2018	
3	Ramesh Singhal	1065476	3.125	01-04-2017				
				29-12-2017	15783	Buy	1081259	3.172
				05-01-2018	9217	Buy	1090476	3.199
				- Closing Balance			31-03-2018	
4	Varun Singhal	439994	1.291	01-04-2017				
				14-04-2017	6	Buy	440000	1.291
				14-07-2017	50000	Buy	490000	1.437
				01-12-2017	25000	Buy	515000	1.511
				12-01-2018	2900	Buy	544000	1.596
				09-03-2018	200	Buy	544200	1.596
				- Closing Balance			31-03-2018	
5	SUBRAMANIAN P	190000	0.557	01-04-2017				
				07-04-2017	10500	Buy	200500	0.588
				14-04-2017	12800	Buy	213300	0.626
				21-04-2017	97734	Buy	311034	0.912
				28-04-2017	12966	Buy	324000	0.95
				05-05-2017	29680	Buy	353680	1.037
				12-05-2017	5220	Buy	358900	1.053
				19-05-2017	12390	Buy	371290	1.089
				09-06-2017	6600	Buy	377890	1.108
				23-06-2017	9990	Buy	387880	1.138
				30-06-2017	3510	Buy	391390	1.148
				04-08-2017	13500	Buy	404890	1.188
				11-08-2017	18619	Buy	423509	1.242
				18-08-2017	20961	Buy	444470	1.304
				13-10-2017	1100	Buy	445570	1.307
				10-11-2017	22500	Buy	468070	1.373
17-11-2017	15420	Buy	483490	1.418				
24-11-2017	34100	Buy	517590	1.518				
08-12-2017	2860	Buy	520450	1.527				
12-01-2018	1800	Buy	522250	1.532				
- Closing Balance			31-03-2018		522250	1.532		



NUTRAPLUS INDIA LIMITED

6	B N Mittal HUF	377356	1.107	01-04-2017				
				30-06-2017	48000	Buy	425356	1.248
				14-07-2017	-48000	Sold	377356	1.107
				04-08-2017	746	Buy	378102	1.109
				11-08-2017	1409	Buy	379511	1.113
				18-08-2017	400	Buy	379911	1.114
				01-09-2017	-35000	Sold	344911	1.012
				22-09-2017	24384	Buy	369295	1.083
				13-10-2017	240	Buy	369535	1.084
				15-12-2017	-40000	Sold	329535	0.967
	- Closing Balance			31-03-2018			329535	0.967
7	BHARAT K BANKA HUF	242000	0.71	01-04-2017		No Change	242000	0.71
	- Closing Balance			31-03-2018				
8	JYOTIVARDHAN JAIPURIA	83600	0.245	01-04-2017				
				09-06-2017	86400	Buy	170000	0.499
				22-12-2017	70000	Buy	240000	0.704
	- Closing Balance			31-03-2018			240000	0.704
9	SIDDHESH CAPITAL MARKET SERVICES PVT LTD	230796	0.677	01-04-2017				
	- Closing Balance			31-03-2018		No Change	230796	0.677
10	RITA N CHATURVEDI	220000	0.645	01-04-2017				
	- Closing Balance			31-03-2018		No Change	220000	0.645
11	RITA N CHATURVEDI	249700	0.732	01-04-2017				
				14-07-2017	-25000	Sold	224700	0.659
				13-10-2017	-65858	Sold	158842	0.466
				03-11-2017	-2169	Sold	156673	0.46
				10-11-2017	-7500	Sold	149173	0.438
				17-11-2017	-2204	Sold	146969	0.431
				24-11-2017	-13208	Sold	133761	0.392
				01-12-2017	-22984	Sold	110777	0.325
				22-12-2017	-13103	Sold	97674	0.287
				29-12-2017	-1000	Sold	96674	0.284
				05-01-2018	-1900	Sold	94774	0.278
				12-01-2018	-1000	Sold	93774	0.275
				09-03-2018	234	Sold	93540	0.274
	- Closing Balance			31-03-2018			93540	0.274
12	VIJAY AGARWAL	220833	0.648	01-04-2017				
				07-04-2017	- 20000	Sold	200833	0.589
				14-04-2017	- 40000	Sold	160833	0.472
				21-04-2017	- 20300	Sold	140533	0.412
				28-04-2017	- 53229	Sold	87304	0.256
	- Closing Balance			31-03-2018			87304	0.256



VI. SHAREHOLDING OF DIRECTORS AND KEY MANAGERIAL PERSONNEL :

Sr. No.	Shareholders Name	No. of Shares held at the beginning of the year			No. of Shares held at the end of the year			% of total shares of the Company
		No. of Shares at the beginning / end of the Year	% of total Shares of the Company	Date	Increasing / Decreasing in shareholding	Reason	No. of shares	
1.	Naik Mukesh Dhirubhai	3888060	11.405	01-04-2017				
	-Closing Balance			31-03-2018			3888060	11.405
2.	Uday Desai	3745280	10.986	01-04-2017				
	-Closing Balance			31-03-2018			3745280	10.986
3.	Nidhi M Naik	3300000	9.68	01-04-2017				
	-Closing Balance			31-03-2018			3300000	9.68
4.	Gita Mukesh Naik	2725580	7.995	01-04-2017				
	-Closing Balance			31-03-2018			2725580	7.995

IV. 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	720,173,065	63,666,183	-	783,839,248
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	1,172,059	-	-	1,172,059
Total (i+ii+iii)	721,345,124	63,666,183	-	785,011,307
Change in Indebtedness during the financial year				
Addition	60,607,445	3,368,752	-	63,976,197
Reduction	-	-	-	-
Net Change	60,607,445	3,368,752	-	63,976,197
Indebtedness at the end of the financial year				
i) Principal Amount	596,750,959	4,813,012	-	601,563,971
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	3,388,870	-	-	3,388,870
Total (i+ii+iii)	600,139,829	4,813,012	-	604,952,841

V. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL :

A. Remuneration to Managing Director, Whole-time Directors and/or Manager :

Sr. No.	No.Particulars of Remuneration	Name of MD/ WTD/ Manager		Total Amount
		Mukesh D. Naik Managing Director	Dilip K. Pimple Whole-Time Director	
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act,1961	30,00,000	16,40,000	46,40,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-



NUTRAPLUS INDIA LIMITED

	(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)	30,00,000	16,40,000	46,40,000
	Ceiling as per the Act			

B. REMUNERATION TO OTHER DIRECTORS :

Sr. No.	Particulars of Remuneration	Name of Director		Total Amount
	Independent Directors	Mr. Nirad Mehta		
	Fee for attending board / committee meetings	7,500		7,500
	Commission			
	Others, please specify			
	Total (1)	7,500		7,500
	2. Other Non-Executive Directors	Mr. Uday Desai	Ms. Nidhi Naik	Total Amount
	Fee for attending board / committee meetings			
	Commission			
	Others, please specify			
	Total (2)	NIL	NIL	
	Total (B)=(1+2)	7,500		7,500
	Total Managerial Remuneration			
	Overall Ceiling as per the Act			

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

Sr. No.	No.Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
1	Gross salary	-	-	-	-
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-	975,000	975,000
	(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	-	-	975,000	975,000

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

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

**For and on behalf of the Board of Directors of
Nutraplus India Limited**

Dilip Pimple
Whole-time Director
DIN:02433809

Mukesh Naik
Chairman & Managing Director
DIN: 00412896

Place: Mumbai
Date: August 14, 2018

**ANNEXURE VI****DISCLOSURE PURSUANT TO SECTION 134(3)(M) OF THE COMPANIES ACT 2013 READ WITH RULE 8 OF THE COMPANIES (ACCOUNTS), RULES 2014****A. Conservation of energy:**

Steps taken or impact on conservation of energy	The Company continues its policy of giving priority to energy conservation measures including regular review of energy generation, consumption and control on utilization thereof. The various measures taken during the year include: a) Recycling of water in almost all products reduced the water consumption & hence reduction in effluent & treatment cost. b) Periodic internal energy audits of boiler, chilling plants, compressors etc. & give suggestions for further improvements. c) Installation of variable frequency drive (VFD) for centrifuges. d) Continuous overhauling of all thermal insulation to reduce loss of heat due to radiation. e) Tuning of boilers / thermopacs for optimum Air – Fuel ratio to increase efficiency. f) Condensate recovery improved to reduce fuel consumption
Steps taken by the company for utilizing alternate sources of energy	Installed Briquette as a solid fuel boiler.
Capital investment on energy conservation equipments	a) Use of variable frequency drives for power saving in pumps. b) Use of charcoal / carbon briquettes as a solid fuel in boilers

B. Technology absorption:

Efforts made towards technology absorption	a) The Company has successfully commercialized manufacturing process for Lumefantrine (Anti-Malarial agent) & Doxofylline (used in Asthma therapy) for non-regulatory market. b) Process improvement work is carried out continuously which leads to improvement in quality as well as cost-reduction. We have developed & improved manufacturing process of various existing product. c) We have developed manufacturing process of Tramadol (Analgesic).
In case of imported technology (imported during the last three years reckoned from the beginning of the financial year):	
Details of technology imported	Nil
Year of import	



Whether the technology has been fully absorbed	
If not fully absorbed, areas where absorption has not taken place, and the reasons thereof	
Expenditure incurred on Research and Development	

C. Foreign exchange earnings and Outgo :

	1st April, 2017 to 31st March, 2018 (Current FY)	1st April, 2016 to 31st March, 2017 (Previous FY)
	Amount in Rs.	Amount in Rs.
Actual Foreign Exchange earnings	43,42,500.00	Nil
Actual Foreign Exchange outgo	6,97,50,769.00	8,29,36,802.00

**Report on Corporate Governance**

The Directors present the Company's Report on Corporate Governance for the year ended March 31, 2018, in terms of Regulation 34 read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

Nutrapius India Limited ("the Company") strives to follow the best corporate governance practices, develop best policies/guidelines, communicate and train all its employees in order to foster a culture of compliance and obligation at every level of the organization.

1. Company's Philosophy on code of Corporate Governance.

Corporate Governance refers to a combination of regulations, procedures and voluntary practices that enable companies to maximize stakeholders' value by attracting financial and human capital and efficient performance. Corporate governance is concerned with holding the balance between economic and social goals and between individual and communal goals. The governance framework is there to encourage the efficient use of resources and require accountability for the stewardship of those resources. The aim is to align as nearly as possible the interests of individuals, corporations and society.

We believe that an active, well-informed and independent Board is necessary to ensure the highest standards of Corporate Governance. This governance protects and balances the interests of all the stakeholders, thereby enhancing the shareholder value. The Independent Directors do not have any material pecuniary relationship or transactions with the Company, Promoters or Management, which may affect their judgment in any manner. The Directors are eminently qualified and experienced professionals in business, finance and corporate management.

The policy formulation, evaluation of performance and the control function vests with the Board, while the Board Committees oversee operational issues. The Board meets at least once in a quarter to consider amongst other business, the quarterly performance of the Company and financial results. Directors attending the meetings actively participate in the deliberations at these meetings.

The Company is committed to achieve the highest standards of corporate governance and aims to enhance performance at all levels by following sound corporate governance practices. These practices involve diligently managing its affairs, displaying transparency, responsibility and accountability and delegation across all aspects of its operations, leading to operationally efficient growth. Accordingly, we have framed our strategies to improve performance and maximize shareholder value, going forward. A sound corporate governance culture entails adequate management control, fair representation of qualified, Non-Executive and Independent Directors, effective and timely compliance, disclosure of performance data, ownership and governance of the Company and payment of statutory dues. In order to safeguard the interests of shareholders and establish a robust base to execute our strategies, our corporate governance framework clearly defines duties and responsibilities of all the committees³

2. Board of Directors :**a) Composition of the Board :**

The Board comprised of 7 (Seven) Directors as on 31 March 2018, comprising of 2 (Two) Executive Directors and 5 (Five) Non-Executive Directors, of which 3 (Three) were Independent on the Board.

All the Non-Executive Directors are experienced and competent from their respective fields. The Chairman of the Board is an Executive Director. The Composition of Board of Directors is in conformity with the requirement of the Companies Act, 2013.



NUTRAPLUS INDIA LIMITED

The Non-Executive Directors including Independent Directors on the Board are experienced, competent and have sound knowledge in their respective fields. The Company has obtained requisite disclosures from the Directors in respect of their Directorship in other Companies. The Independent Directors do not have any material pecuniary relationship or transactions with the Company, Promoters or Management, which may affect their judgment in any manner. The Directors are eminently qualified and experienced professionals in business, finance and corporate management.

The particulars of Directors, Category, their attendance at the Board Meetings and Annual General Meeting, other Directorships and Memberships / Chairmanships in committees of other Companies as on 31 March, 2018 are as under :

Name of the Directors	Category of Directorship	No. of Directorship (s) in other Public Companies	Committees		Attendance in Board Meetings		Whether Previous AGM Attended
			Member	Chairman	Held	Attended	
Mr. Mukesh D. Naik (DIN:00412896)	Managing Director (Promoter)	5	1	NIL	7	7	Yes
Mr. Dilip K. Pimple (DIN:02433809)	Whole time Director (Executive & Non-Independent)	2	NIL	NIL	7	7	Yes
Mr. Prameshkumar B. Mehta (DIN: 03638786)	Non-Executive & Independent	1	1	NIL	7	7	Yes
Mr. Mukesh R. Desai (DIN: 00521051)	Non-Executive & Independent	1	1	1	7	7	Yes
Mr. Uday M. Desai (DIN: 00413093)	Non-Executive & Non-Independent	5	NIL	2	7	7	Yes
Ms. Nidhi M. Naik (DIN: 07131031)	Non-Executive & Non-Independent	0	NIL	NIL	7	7	Yes
*Mr. Kishor P. Ostwal DIN:	Non-Executive & Non-Independent	NIL	NIL	NIL	0	0	No
**Mr. Nirad A. Mehta DIN: 07780899	Non-Executive & Independent	NIL	NIL		7	3	Yes
Mr. Vinod L. Parab DIN: 07549370	Non-Executive & Independent	NIL	NIL		7	7	Yes

Notes :

- Committees of Directors include Audit Committee and Stakeholders Relationship Committee of Indian public (Listed & Unlisted) companies only.
- Except Mr. Mukesh D. Naik who is the father of Mr. Uday M. Desai & Ms. Nidhi M. Naik, no other Director is related directly or indirectly to any other Directors of the Company.

* Mr. Kishor P. Ostwal (DIN: 00460257) was appointed as Independent Director w.e.f. September 26, 2016 and due to some preoccupation he resigned from the post of Independent Director w.e.f. May 29, 2017.



** Mr. Nirad Mehta was resigned as Independent Director w.e.f. March 21, 2018

None of the Directors is a Director in more than 20 Companies and member of more than 10 Committees or acts as Chairman of more than 5 Committees. None of the Independent Directors serves as an Independent Director in more than seven listed companies.

b) Board Meetings and Annual General Meeting :

The Company's Board of Directors plays primary role in ensuring good governance functioning of the Company. The Board meets at least once in a quarter to consider amongst other business the performance of the Company and financial results.

During the year ended 31 March, 2018, 7 (Seven) meetings of the Board of Directors were held i.e. on May 30, 2017, July 17, 2017, August 14, 2017, September 14, 2017, November 03, 2017, November 28, 2017, and February 14, 2018.

The previous Annual General Meeting of the Company was held on September 29, 2017.

c) BOARD COMMITTEES :

To enable better and more focused attention on the affairs of the Company, the Board delegates specific matters to Committees of the Board set up for the purpose. The Committees prepare the groundwork for decision making and report at the subsequent meeting of the Board of Directors.

Currently, the Board has three Committees viz. Audit Committee, Nomination & Remuneration Committee and Stakeholder's Relationship Committee. The Board is responsible for the constitution, co-opting and fixing the terms of reference for the said Committees.

3. AUDIT COMMITTEE :

The terms of reference of the Audit Committee are in line with Regulation 18 read with Part C of Schedule II of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 177 of the Companies Act, 2013. The terms of reference of the Audit Committee include the following:

- Recommendation for appointment, remuneration and terms of appointment of Auditors of the Company;
- Approval of remuneration to statutory auditors for any other services rendered by them;
- Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
 - a) Matters required to be included in the Director's responsibility statement to be included in the Board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
 - b) Changes, if any, in accounting policies and practices and reasons for the same;
 - c) Major accounting entries involving estimates based on the exercise of judgement by management;
 - d) Significant adjustments made in the financial statements arising out of audit findings;
 - e) Compliance with listing and other legal requirements relating to financial statements;
 - f) Disclosure of any related party transactions;
 - g) Modified opinion(s) in the draft audit report;



- Reviewing with the management, the quarterly financial statements before submission to the Board for approval;
- Reviewing with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, Debenture issue etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the board to take steps in this matter;
- Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- Approval or any subsequent modification of transactions of the listed entity with related parties;
- Scrutiny of inter-corporate loans and investments;
- Valuation of undertakings or assets of the listed entity, wherever it is necessary;
- Evaluation of internal financial controls and risk management systems;
- Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure, coverage and frequency of internal audit;
- Discussion with internal auditors of any significant findings and follow up there on;
- Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any areas of concern;
- To review the functioning of the whistle blower mechanism;
- Approval of appointment of Chief Financial Officer after assessing the qualifications, experience and background, etc. of the candidate;
- Carrying out any other function as per the terms of reference of the audit committee.
- Reviewing MDA of financial condition and results of operations;

The MD, CFO, the Statutory Auditors and the Internal Auditors are invited to attend the Audit Committee meetings. Operating Managers are also invited to attend the meetings, as and when required. The minutes of the Audit Committee meetings are placed before the Board. The Company Secretary of the Company acts as Secretary to the Audit Committee.

M/s. Raman S. Shah & Associates, Practicing Chartered Accountants, are the Company's Statutory Auditors. They are responsible for performing an independent audit of the financial statements and expressing an opinion on the conformity of those financial statements with accounting principles generally accepted in India.

a) Composition of the Committee :

The Audit Committee comprised of Three Non-Executive Directors as members out of which two were Independent Directors as on 31 March, 2018. Mr. Mukesh Ramesh Desai, an Independent Director, is Chairman of the Committee. All the members of the Committee are financially literate.

The composition of the Audit Committee as on 31 March 2018 is as under:



Sr. No.	Name of the Members	Category
1	Mr. Mukesh R. Desai	Chairman
2	*Mr. Nirad Mehta	Member
3	Mr. Pramesh Kumar Mehta	Member
4	Mr. Uday M. Desai	Member

* Mr. Nirad Mehta (DIN: 07780899) resigned from the post of Independent Director w.e.f. March 21, 2018 and ceased to be a member of Audit Committee from the same day.

b) Details of Committee Meetings and Attendance

During the Financial Year 2017-18, 6 (Six) meetings of the Audit Committee were held i.e. on May 30, 2017, August 14, 2017, September 14, 2017, November 03, 2017, November 28, 2017 and February 14, 2018.

The table hereunder gives the attendance record of the Audit Committee members.

Name of the Members	Number of Meetings Convened	Number of Meetings Attended
Mr. Mukesh R. Desai	6	6
Mr. Nirad Mehta	6	6
Mr. Pramesh Kumar Mehta	6	6
Mr. Uday M. Desai	6	6

Managing Director, Chief Financial Officer, Internal Auditors and Statutory Auditors are invitees to the meeting.

4. Nomination & Remuneration Committee:

The Broad terms of reference of the Nomination & Remuneration Committee is to ensure that the remuneration practices of the Company in respect of the Senior Executives including the Managing Director and Whole time Director are competitive keeping in view prevalent compensation packages so as to recruit and retain suitable individual(s) in such capacity.

The terms of reference of the Nomination and Remuneration Committee are in line with Regulation 19 read with Part D of Schedule II of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 178 of Companies Act, 2013:

- Formulation of the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a policy, relating to the remuneration of the Directors, key managerial personnel and other employees;
- Formulation of criteria for evaluation of performance of Independent Directors and the Board of the Directors;
- Devising a policy on Board Diversity;
- Identifying persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal; and
- Whether to extend or continue the term of appointment of the Independent Director, on the basis of the report of performance evaluation of Independent Directors.

**a) Composition of the Committee**

The Nomination & Remuneration Committee comprised of the following members as on 31 March, 2018:

Sr. No.	Name of the Members	Position
1	Mr. Pramesh Kumar Mehta	Chairman
2	Mr. Mukesh R. Desai	Member
3	Mr. Uday M. Desai	Member
4	*Mr. Nirad Mehta	Member

*Mr. Nirad Mehta (DIN: 07780899) resigned from the post of Independent Director w.e.f. March 21, 2018 and ceased to be a member of Nomination & Remuneration Committee Chairman from same day.

b) Details of Committee Meetings and Attendance

During the financial year 2017-18, 2 (Two) meetings of the Nomination & Remuneration Committee were held i.e. on August 14, 2017 and February 14, 2018.

The attendance of the members is given below:

Name of the Members	Number of Meetings Convened	Number of Meetings Attended
Mr. Mukesh R. Desai	2	2
Mr. Pramesh Kumar Mehta	2	2
Mr. Uday M. Desai	2	2
Mr. Nirad Mehta	2	2

a) Nomination Remuneration Policy

The Company's Nomination and Remuneration policy is driven by success and performance of the individual employee / Whole time Directors and the Company through its compensation policy, endeavors to attract, retain, develop and motivate a high performance workforce.

The Whole time Directors are paid remuneration as per the agreements entered into with the respective Directors. The remuneration structure of the Whole time Directors comprises of Salary, House Rent Allowance, Perquisites and contribution to Provident fund. The appointment and remuneration paid to the Whole time Directors is in accordance with the procedure and limits prescribed under the Companies Act, 2013 and the Listing Regulations.

Remuneration paid to the Whole time Directors is recommended by the Nomination Remuneration Committee, approved by the Board and is within the limits set by the shareholders at the General Meetings.

The Company has not granted any stock option to any of its Non-Executive Directors. The Non-Executive Directors are entitled to sitting fees for every meeting of the Board attended by them. Ms. Nidhi Naik, Mr. Mukesh R. Desai, Mr. Pramesh Kumar Mehta and Mr. Uday Desai, Non-Executive Directors, have waived their sitting fees for all meetings attended by them during the year. None of the Independent Directors had any pecuniary relationship or transaction with the Company during the year.

Details and elements of Remuneration paid to the Executive Directors pursuant to the provisions of the Section II of Schedule V of the Companies Act, 2013 for the Financial Year ended 31 March, 2018 is as under :



Particulars	Mr. Mukesh D. Naik (Managing Director)	Mr. Dilip K. Pimple (Whole time Director)
Salary & Perks (In Rs.)	30,00,000	16,40,000
Performance Linked Incentive	Nil	Nil
Service Contract	3 years from 01 October, 2017	3 years from 01 October, 2017
Notice	3 months	3 months
Severance Fees	Nil	Nil
Stock options	Nil	Nil

Details of shares held by Non-Executive Directors as on 31 March, 2018 are as under:

Name of the Non-Executive Director	No. of Equity Shares Held
Mr. Mukesh R. Desai	Nil
Mr. Prameshkumar B. Mehta	Nil
Ms. Nidhi M. Naik	33,00,000
Mr. Uday M. Desai	37,45,280
Mr. Vinod L. Parab	Nil
*Mr. Nirad Mehta	Nil

*Mr. Nirad Mehta resigned w.e.f. March 21, 2018

5. Stakeholders' Relationship Committee

The name of the erstwhile Share Transfer / Investors Grievance Committee of the Company was changed to Stakeholders' Relationship Committee as per the requirement of the provision of Section 178(5) of the Companies Act, 2013.

a) Scope of the Stakeholders' Relationship Committee :

The stakeholders relationship committee specifically looks into shareholders complaints, if any and to redress the same expeditiously. The Committee deals with various matters like share transfers, transmissions, issue of duplicate share certificates, approve the rema requests, request for consolidation of shares as and when received, and to generally deal with all investors related matters and redress the grievances of investors if any.

b) Composition of the Committee :

Stakeholders' Relationship Committee consists of three Directors out of which, one Director is Executive Director and two Directors are Non-Executive and of which one Director is Independent Director. The Stakeholders' Relationship Committee comprised of the following members as on 31 March, 2018:

Name of Member	Designation
Mr. Mukesh R. Desai	Chairman
Mr. Uday M. Desai	Member
Mr. Mukesh D. Naik	Member

c) Details of Committee Meetings and Attendance :

Stakeholders' Relationship Committee during the year under review met, 10 (Ten) times on April 13, 2017, April 24, 2017, May 02, 2017, May 08, 2017, May 19, 2017, June 08, 2017, June 12, 2017, June 30, 2017, November 28, 2017 and February 14, 2018.



Name of Director	No. of Meeting Attended
Mr. Mukesh R. Desai	10
Mr. Uday M. Desai	10
Mr. Mukesh D. Naik	10

Mr. Mukesh Naik is acting as a Compliance Officer of the Company **Grievances:**

During the year under review, Sixteen (16) grievance was received. All the grievances pursuant to Regulation 13 of the Listing Regulations have been resolved to the satisfaction of the shareholder.

6. Meeting of Independent Directors

As per Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Independent Directors are required to hold at least one meeting in a year to discuss the following:

- Review the performance of Non-Independent Directors and the Board as a whole.
- Review the performance of the Chairperson of the Company taking into account the views of Executive Directors and Non-Executive Directors.
- Assess the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

Accordingly, a meeting had been held on March 30, 2018. All the Independent Directors attended the meeting and discussed the above points.

Nomination and Remuneration Committee has adopted the performance evaluation criteria for the Independent Directors and the same has been applied by the Board for evaluating the performance of the Independent Directors.

7. General Body Meetings:

Details of last three Annual General Meetings are given hereunder :

Year	Date	Venue	Time
2016-2017	29 September, 2017	405, Matharu Arcade, Subhash Road Vile Parle East Mumbai - 400057	10.30 A.M.
2015-2016	15 September, 2016	Harmony Hall, Andheri Recreation Club, Near Bhavan's College, Andheri (West), Mumbai – 400 058	11.30 A.M.
2014-2015	30 September, 2015	7-A, Vakil Villa, H.F. Society Road End, Jogeshwari (East), Mumbai - 400 060	11.00 A.M.

Special resolutions passed at the previous three Annual General Meetings were as follows:

- At the 27th Annual General Meeting held on Friday, 29 September, 2017, the following Special Resolutions were passed by the shareholders:
 - Appointment of Mr. Mukesh Naik (DIN:00412896) as the Managing Director of the Company for the period of three years.
 - Appointment of Mr. Dilip Pimple (DIN:02433809) as the Whole-time Director of the Company for the period of three years.



b. At the 26th Annual General Meeting held on Thursday, 15 September, 2016, the following Special Resolutions were passed by the shareholders:

- Approval of Related Party Transactions pursuant to Section 188 of the Companies Act, 2013.
- Approval of mode of delivery of documents to members as per Section 20 of the Companies Act, 2013
- Approval for the issue of Bonus Shares
- Sub-division of Equity Shares from the Face Value of Rs.10/- per share to Face Value of Rs. 5/- per share
- Alteration of the Capital Clause of Memorandum of Association of the Company

c. At the 25th Annual General Meeting held on Wednesday, 30 September, 2015, the following Special Resolutions were passed by the shareholders:

- To sell/dispose off its entire stake, from its wholly owned subsidiary i.e. Nutraplus Generic Medicines & Health Care Products Limited to Mukesh Naik.
- To increase the authorized share capital of the Company.
- To amend the Articles of Association of the Company.

8. Means of Communication

Financial Results

- The Quarterly Un-Audited Financial Results and Annual Audited Financial Results are generally published in Financial Express(English Edition) & Mumbai Lakhsdeep, Mumbai (Marathi Edition). These results are also placed on the Company's website www.nutraplusindia.com.

9. OTHER DISCLOSURES:

a. Related Party Transactions:

During the year ended 31 March, 2018, there were no materially significant related party transactions, which had potential conflict with the interests of the Company at large. The transactions with related parties are disclosed in the Note No.[29 C] to the Annual Accounts.

b. Details of non-compliance, if any

The Company has complied with the requirements of the Regulatory Authorities on matters related to the capital market and no penalties/ strictures have been imposed against the Company by the Stock Exchanges or SEBI or any other Regulatory Authority on any matter related to capital market during the last three years.

c. Whistle Blower Policy and Access to the Audit Committee:

The Company promotes ethical behaviour in all its business activities and has put in place a mechanism for reporting illegal or unethical behaviour. The Company has a Vigil Mechanism and Whistle-Blower Policy under which the employees are free to report violations of applicable laws and regulations and the Code of Conduct.

During the year under review, no employee was denied access to the Audit Committee.

- d. The Company has complied with corporate governance requirements specified in regulation 17 to 27 and Clauses (b) to (i) of sub-regulation (2) of regulation 46 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, **except Regulation 17(1)(b) viz. Composition of Board.**



e. Adoption / Non-adoption of Non - Mandatory Requirements of Regulation 27 read with Part E of Schedule II of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

- The Chairman of the Company is an Executive Director;
- The Company does not send Half-yearly financial performance to each household of shareholders, as it is displayed on the Company's website;
- The Audit qualifications, if any are displayed in the financial reports of the Company. There are no audit qualifications for the year under review;
- The Chairman of the Board is an Executive Director and Managing Director;
- The Internal Auditor reports directly to the Audit Committee.

f. The policy for determining 'material' subsidiaries is available on the website of the Company i.e. on www.nutraplusindia.com.

g. The policy on dealing with related party transactions is available on the website of the Company i.e. on www.nutraplusindia.com.

h. The Company is not dealing in commodities and hence disclosure relating to Commodity price risks and commodity hedging activities is not required.

i. Code of Conduct

As required under, Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has laid down Code of Conduct for Directors and Senior Management Personnel of the Company. The same has been posted on the Company's website www.nutraplusindia.com. The Company has received affirmation of compliance from Directors & Senior Managerial Personnel of the Company for the financial year ended 31 March, 2018. A declaration to this effect signed by the Managing Director of the Company is provided with this report.

j. Auditor's Certificate On Corporate Governance

As required under Schedule V Part E of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Auditor's Certificate regarding the compliance of provisions of the Corporate Governance norms is attached with this report.

k. The Company and the Registrar and Transfer agents are not in possession of any Physical Share Certificate which has remained undelivered or unclaimed to / by shareholders of the Company. The Company has no unclaimed shares.

l. Shares held in Electronic Form :

The members holding shares in electronic mode should address their correspondence to their respective Depository Participant regarding change of address, change of bank account mandate and nomination. While opening Accounts with Depository Participants (DP's), you may have given your Bank Account details, which will be used by the Company for printing on dividend warrants for remittance of dividend. However, members who wish to receive dividend in a Bank Account, other than the one specified while opening the Depository Account, may notify DP's about any change in bank account details. Members are requested to furnish complete details of their bank accounts including MICR codes of their Banks to their DP's.

**m. Shares held in Physical Form:**

In order to provide protection against fraudulent encashment of dividend warrants, the members are requested to provide, if not provided earlier, their bank Account numbers, names and address of the Bank, quoting Folio numbers to the Company's Registrar and Transfer Agent to incorporate the same on the dividend warrants.

n. General Shareholders Information:**Annual General Meeting of Shareholders:**

a)	Day & Date	Saturday, 29 September, 2018
b)	Time	11.00 A.M.
c)	Venue	Plot No. N-92, MIDC- Tarapur, Boisar, Palghar - 401 506.
d)	Financial year	1 April, 2017 to 31 March, 2018
e)	Dates of Book Closures	Friday, 22 September, 2018 to Friday, 29 September, 2018. (both days inclusive)
f)	Dividend	No Dividend is declared in the F.Y. 2017-18
g)	Registered Office	Plot No. N-92, MIDC- Tarapur, Boisar, Palghar - 401 506.
h)	Works	3 manufacturing units (N-92, L-9/3 and T-30) and 1 machining & engineering unit (L11) M.I.D.C., Tarapur, Boisar, Dist. Palghar - 401 506 (Maharashtra).
i)	Depository	Central Depository Services (India) Ltd. and National Securities Depository Ltd.
j)	Listing on Stock Exchanges	BSE Limited (Code: 524764) and Ahmedabad Stock Exchange Limited* *The Company has been suspended by Ahmedabad Stock Exchange Limited with effect from 01/06/2014
k)	ISIN CIN	INE230G01012 L24230MH1990PLC055347
l)	Listing fees	Listing fees of BSE Limited has been paid within the stipulated time period. The Company has not paid Listing Fees to Ahmedabad Stock Exchange Limited

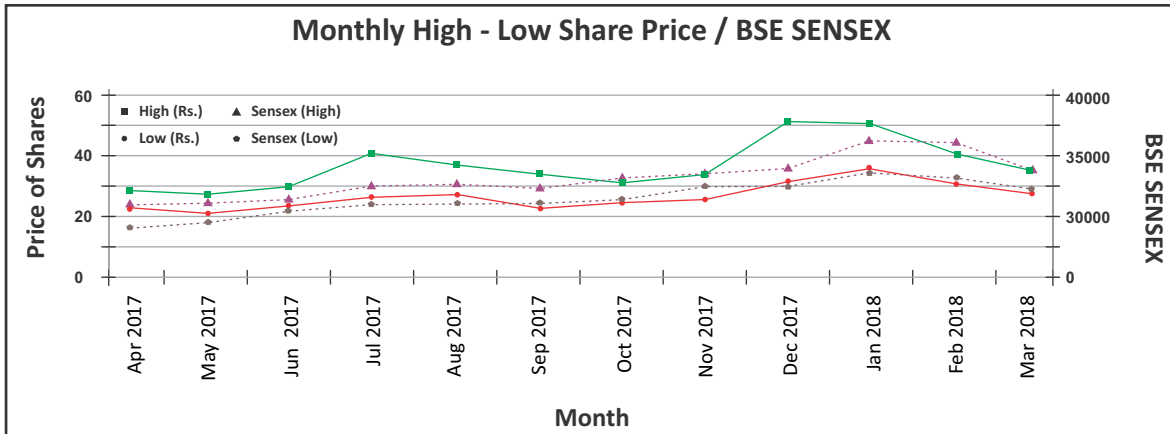
10. Stock Market Price Data:

Monthly High and Low closing prices of the Company's equity shares traded at BSE Limited for the financial year ended 31 March, 2018 is noted below:

Month	High (Rs.)	Low (Rs.)	Sensex (High)	Sensex (Low)
April 2017	28.50	23.00	30184.22	29241.48
May 2017	28.00	21.00	31255.28	29804.12
June 2017	29.50	23.60	31522.87	30680.66
July 2017	40.95	26.70	32672.66	31017.11
August 2017	36.95	27.15	32686.48	31128.02
September 2017	34.70	22.80	32524.11	31081.83
October 2017	31.25	24.75	33340.17	31440.48
November 2017	33.85	25.60	33865.95	32683.59
December 2017	51.05	31.60	34137.97	32565.16
January 2018	50.95	34.75	36443.98	33703.37
February 2018	40.55	30.65	36256.83	33482.81
March 2018	37.50	27.65	34278.63	32483.84



Company's Share Price Performance in Comparison to BSE Sensex:



11. Registrar and Share Transfer Agents:

Sharex Dynamic (India) Private Limited

Unit -1, Luthra Industrial Premises,
Safed Pool, Andheri Kurla Road,
Andheri (East), Mumbai - 400 072
Tel.No.: 022 - 2851 5606, 2851 5644.
Fax No.: 022-2851 2885.
Email: sharexindia@vsnl.com
Website: www.sharexindia.com.

12. Share Transfer System:

SEBI vide its Circular No. CIR/MIRSD/8/2012, dated 5 July, 2012 has reduced the time-line for registering the transfer of shares to 15 days, the Physical share transfers are processed and the share certificates are returned to the shareholders within a maximum period of 15 days from the date of receipt, subject to the documents being valid and complete in all respects.

13. Distribution of Shareholding as on 31 March, 2018:

a. Distribution of Shareholding as on 31 March, 2018 is noted below:

No. of Equity Shares Held	Shareholders		Shares	
	No. of Shareholders	% of Shareholders	Total Shares	% of Total Capital
1 – 100	1058	13.49	43571	0.13
101 – 200	436	5.56	66589	0.20
201 – 500	4660	59.42	1237859	3.63
501 – 1000	464	5.92	368297	1.08
1001 -5000	841	10.72	1956015	5.74
5001 -10000	143	1.82	1083656	3.18
10001 – 100000	206	2.63	6775604	19.88
100001 & above	34	0.43	22559495	66.17
TOTAL	7842	100.00	34091086	100.00

**b. Shareholding Pattern as on 31 March, 2018 :**

Category	No. of Shares held	% to the Capital
Indian Promoters	13,658,920	40.07
Foreign Promoters	0	0.00
Mutual Funds	8,360	0.02
Banks and Financial Institutions and Foreign Portfolio Investors	220	0.0
Bodies Corporate (Indian)	1,498,149	4.40
Bodies Corporate (Overseas)	0	0
Individuals	17,945,319	52.64
Non Resident Indians	585,391	1.71
Overseas Corporate Bodies	0	0
Foreign Nationals	2,000	0.00
Clearing Members	392,727	1.15
Trusts	0	0.0
Foreign Bodies - D R	0	0.0
Total	34,091,086	100.00

14. Dematerialization of shares and liquidity

As on 31 March 2018, 95.88% of the Company's total paid up capital representing **3,26,87,576** equity shares were held in dematerialized form and the balance 4.12% representing **14,03,510** equity shares were held in physical form.

15. Outstanding GDRs / ADRs / Warrants or any Convertible Instruments, conversion date and likely impact on equity

There were no outstanding GDRs / ADRs / Warrants or any Convertible Instruments, pending conversion or any other instrument likely to impact the Equity Share Capital of the Company as on 31 March, 2018.

However 15,00,000 optionally fully convertible warrants were outstanding as on 31st March, 2018 issued to the Promoters on a preferential basis.

16. Address for Correspondence:

Communication Regarding Share Certificates, And Change of Address	Sharex Dynamic (India) Pvt. Limited Unit 1, Luthra Industrial Premises, Safed Pool, Andheri- Kurla Road, Andheri (East), Mumbai - 400 072
Company Address	Mr. Mukesh Naik Address: N-92, MIDC Tarapur Boisar, Palghar - 401 506, Maharashtra. Tel.: 022-4014 0442 Email: nutraplus@gmail.com

DECLARATION

As provided under Schedule-V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors and the Senior Management Personnel have confirmed compliance with the Code of Conduct and Ethics for the financial year ended March, 31, 2018.

For Nutraplus India Limited

Place: Mumbai

Date: August 14, 2018

Mukesh D. Naik, Managing Director - DIN: 00412896



CEO AND CFO CERTIFICATE

We hereby certify that:

- a. We have reviewed financial statements and the cash flow statement for the financial year ended 31 March, 2018 and that to the best of our knowledge and belief:
 - i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii. 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. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d. We have indicated to the Auditors and the Audit Committee that there are no:
 - i. significant changes in internal control over financial reporting during the year;
 - ii. significant changes in accounting policies during the year requiring disclosure in the notes to the financial statements; and
 - iii. instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having significant role in the Company's internal control system over financial reporting.

For Nutraplus India Limited

Mukesh D. Naik
Managing Director
DIN: 00412896

Uday Desai
Chief Executive Officer

Place: Mumbai
Date: August 14, 2018



Auditors' certificate on compliance with the conditions of Corporate Governance under Chapter IV of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

**To
The Members of
Nutraplus India Limited**

We have examined the compliance of conditions of corporate governance by Nutraplus India Limited ('the Company') for the year ended 31 March, 2018, as stipulated under regulation 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C and D of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of certification.

The compliance of conditions of corporate governance is the responsibility of the Management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the corporate governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of corporate governance as stipulated in the above mentioned Regulations except for:

1. Composition of Board which is not as per the Regulation 17(1)(b) of the Listing Regulations.

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

For Raman S. Shah & Associates
Chartered Accountants
Firm Registration No.119891W

Place : Mumbai
Date :August 14, 2018

Santosh A. Sankhe
Partner
Membership No. 100976



Independent Auditor's Report

To The Members of Nutraplus India Limited

Report on the Ind AS Financial Statements

We have audited the accompanying Ind As financial statements of Nutraplus India Limited (the "Company"), which comprise the Balance Sheet as at March 31, 2018, the Statement of Profit and Loss (including other comprehensive income), Statement of Changes in Equity and the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Ind AS Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Ind AS financial statements to give a true and fair view of the state of affairs (financial position), profit or loss (financial performance including other comprehensive income), cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards (Ind AS) 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 Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Auditors' Responsibility

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

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

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

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the Ind AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the Ind AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.



We are also responsible to conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the entity's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in the auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify the opinion. Our conclusions are based on the audit evidence obtained up to the date of the auditor's report. However, future events or conditions may cause an entity to cease to continue as a going concern.

We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in sub-paragraph of the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our qualified audit opinion on the Ind AS financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs (financial position) of the Company as at March 31, 2018, and its Profit (financial performance including other comprehensive income), its cash flows and the changes in equity for the year ended on that date.

Matter of Emphasis

- i. *Financial Statements regarding investment in Techno Point Mercantile Private Limited for Rs. 4,15,00,000/- reported as Current Investment instead of showing it as Long Term Investment, hence the Current Assets is overstated to that extent. Hence there is non-compliance with the requirements of the Companies Act, 2013 relating to Schedule III including Accounting Standards as applicable to the Companies. However, it will not affect the financial results.*
- ii. *As per Section 138 of Companies Act, 2013 read with Rules 13 of Companies (Accounts) Rules, 2014 outlines the application of Internal Audit. Since management failed to appoint Internal Auditors for financial year 2017-18 therefore no Internal Audit was conducted during the said financial year.*
- iii. *The comparative financial information of the Company for the year ended 31st March, 2017 and the transition date opening Balance Sheet as at 1st April, 2016 prepared in accordance with Ind AS included in these Ind AS financial statements have been audited by the predecessor auditor who had audited the financial statements for the relevant periods. The report of the predecessor auditor on the comparative financial information and the opening balance sheet dated 30th June 2017 expressed an unmodified opinion.*

Our opinion is not modified in respect of these matter.

Report on Other Legal and Regulatory Requirements³

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India, in exercise of powers conferred by sub-section 11 of section 143 of the Act, and on the basis of such checks of books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the Annexure A attached here to our comments on the matters specified in the paragraphs 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 purposes of our audit.
- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- (c) The Balance Sheet, the Statement of Profit and Loss, Statement of Changes in Equity and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- (d) Except the comments mentioned in matter of emphasis referred in Paragraph (i) above relating to investment, in our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Account) Rules, 2014.
- (e) On the basis of the written representations received from the directors as on 31st March, 2018 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2018 from being appointed as a director in terms section 164 (2) of the Act.
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B".
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - (i) The Company does not have any pending litigations on its financial position in its financial statements.
 - (ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - (iii) There has been no delay in transferring amounts required to be transferred to the Investor Education and Protection Fund by the Company.
 - (iv) The disclosures in the financial statements regarding holdings as well as dealings in specified bank notes during the period from 8th November 2016 to 30th December 2016 have not been made since they do not pertain to the financial year ended 31st March 2018. However amounts as appearing in the audited Standalone Ind AS financial statements for the period ended 31st March 2017 have been disclosed.

For Raman S. Shah & Associates
Chartered Accountants
Firm Registration No.119891W

Place: Mumbai
Date: 30th May, 2018

Santosh A. Sankhe
Partner
Membership No. 100976



ANNEXURE A TO INDEPENDENT AUDITORS' REPORT – 31st March 2018

With reference to the Annexure referred to in paragraph 1 in Report on Other Legal and Regulatory Requirements of the Independent Auditors' Report to the members of the Company on the Ind AS financial statements for the year ended 31st March 2018, we report that:

- i. (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation, of fixed assets. However item fixed asset register wise is under process of preparation, for details refer to note 10(iv) under fixed assets relating to financial statements.
- (b) The fixed assets are physically verified by the Management, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets and no material discrepancies have been noticed on such verification.
- (c) *The title deeds of immovable properties, as disclosed in Note 10 on fixed assets to the financial statements, are held in the name of the Company, except for leasehold land acquired, for which advance have been given and Company is in process of completion of final lease deed/ agreement having a carrying value of Rupees 50,00,000/= as at March 31, 2018. The four cars are held in the name of the director having a carrying value Rupees 24,87,610/= at cost.*
- ii. The physical verification of inventory excluding stocks with third parties has been conducted at reasonable intervals by the Management during the year. In respect of inventory lying with third parties, these have substantially been confirmed by them. The discrepancies noticed on physical verification of inventory as compared to book records were not material and have been appropriately dealt with in the books of accounts.
- iii. Except the advances given to Aster Generic Private Limited, an associated Concern for promotion of Joint Venture project for Rs. 22,27,000/=, the Company has not granted any loans to parties covered in the register maintained under Section 189 of the Act. There are no firms /LLPs/ other parties covered in the register maintained under Section 189 of the Act. Accordingly, the provisions of clause 3 (iii) of the Order are not applicable to the Company.
- iv. In our opinion, and according to the information and explanations given to us, the Company has complied with the provisions of Section 185 and 186 of the Companies Act, 2013 in respect of the loans and investments made, and guarantees and security provided by it.
- v. The Company has not accepted any deposits from the public within the meaning of Sections 73, 74, 75 and 76 of the Act and the Rules framed there under to the extent notified.
- vi. Pursuant to the rules made by the Central Government of India, the Company is required to maintain cost records as specified under Section 148(1) of the Act in respect of its products. We have reviewed the same, and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. We have not, however, made a detailed examination of the records with a view to determine whether they are accurate or complete, as the Company has yet to complete the Cost Audit in Compliance of Section 148 of the Companies Act 2013 for detail refer to note 30.11 forming part of financial statements.
- vii. (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion the Company is generally regular in depositing the undisputed statutory dues in respect of is regular in depositing undisputed statutory dues including provident fund, duty of customs, duty of excise, cess and other material statutory dues, as applicable, with the



NUTRAPLUS INDIA LIMITED

appropriate authorities. The Value Added Tax for Rs.10,03,744/= and interest on late payment of VAT for Rs. 8,58,470/= are the undisputed amounts payable in respect of the aforesaid dues were outstanding as at the last day of financial year for a period of more than six six months from the date they became payable.

- (b) According to the information and explanations given to us and the records of the Company examined by us, there are no dues of income tax and service-tax, which have not been deposited on account of any dispute.
- viii. According to the records of the Company examined by us and the information and explanation given to us, the Company has not defaulted in repayment of loans or borrowings to any financial institution or bank or Government as at the balance sheet date. The Company has not taken any loan from debenture holder.
- ix. In our opinion, and according to the information and explanations given to us, the term loans have been applied for the purposes for which they were obtained.
- x. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company by its officers or employees, noticed or reported during the year, nor have we been informed of any such case by the Management.
- xi. The Company has paid/ provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.
- xii. As the Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it, the provisions of Clause 3(xii) of the Order are not applicable to the Company.
- xiii. The Company has entered into transactions with related parties in compliance with the provisions of Sections 177 and 188 of the Act. The details of such related party transactions have been disclosed in the financial statements as required under Accounting Standard (AS) 18, Related Party Disclosures specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- xiv. During the year, Company has not made preferential allotment of shares during the year under review and the requirement of section 42 of the Companies Act, 2013 have been complied with.
- xv. The Company has not entered into any non cash transactions with its directors or persons connected with him. Accordingly, the provisions of Clause 3(xv) of the Order are not applicable to the Company.
- xvi. The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the provisions of Clause 3(xvi) of the Order are not applicable to the Company.

For Raman S. Shah & Associates
Chartered Accountants
Firm Registration No.119891W

Place: Mumbai
Date: 30th May, 2018

Santosh A. Sankhe
Partner
Membership No. 100976



Annexure B to the Independent Auditors' Report on the Ind AS Financial Statements of Nutraplus India Limited

Referred to in paragraph 2(f) in Report on Other Legal and Regulatory Requirements of the Independent Auditors' Report to the members of Nutraplus India Limited on the Ind AS financial statements for the year ended 31st March 2018.

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

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

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

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

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

**Meaning of Internal Financial Controls over Financial Reporting**

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

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

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

For Raman S. Shah & Associates
Chartered Accountants
Firm Registration No.119891W

Place: Mumbai
Date: 30th May, 2018

Santosh A. Sankhe
Partner
Membership No. 100976



NUTRAPLUS INDIA LIMITED

NUTRAPLUS INDIA LIMITED

Annual Report 2017-18

N-92 MIDC TARAPUR, BOISAR, DIST: PALGHAR, MAHARASHTRA

BALANCE SHEET AS AT 31st MARCH, 2018

Particulars	Note No.	As at	As at	As at
		31st March, 2018 (Amount in Rs.)	31st March, 2017 (Amount in Rs.)	1st April, 2016 (Amount in Rs.)
ASSETS				
Non-Current Assets				
(a) Property, plant & equipment	2	723,078,731	386,405,835	328,864,274
(b) Capital Work-in-Progress		215,891,693	482,683,290	375,283,435
(c) Financial Assets				
Investments	3	46,800	132,740	32,800
(d) Deferred Tax Assets (Net)	4	3,001,808	10,384,733	-
(e) Other Non-Current Assets	5	-	-	1,305,252
Total Non-Current Assets		942,019,032	879,606,598	705,485,761
Current Assets				
(a) Investments	6	41,500,000	41,500,000	41,500,000
(b) Inventories	7	249,397,008	224,081,243	259,349,100
(c) Financial Assets				
(i) Trade receivables	8	250,278,954	261,433,925	254,390,786
(ii) Cash and cash equivalents	9	20,492,231	20,559,889	28,911,927
(d) Short Term Loan & Advances	10	13,837,166	54,312,685	107,236,440
(e) Other Current assets	11	200,801,180	221,101,864	259,078,728
Total Current Assets		776,306,539	822,989,606	950,466,981
Total Assets		1,718,325,572	1,702,596,205	1,655,952,743
EQUITY AND LIABILITIES				
Equity				
(a) Equity Share capital	12	170,455,430	170,455,430	126,709,480
(b) Other Equity	13	501,919,983	501,671,168	463,435,699
(C) Money received against share warrants		-	-	46,845,000
Total Equity		672,375,413	672,126,598	636,990,179
Liabilities				
Non-Current Liabilities				
(a) Financial Liabilities				
(i) Borrowings	14	416,675,297	320,930,950	389,371,809
(ii) Deferred Tax Liabilities (Net)	15	-	-	6,632,491
Total Non-Current Liabilities		416,675,297	320,930,950	396,004,300
Current Liabilities				
(a) Financial Liabilities				
(i) Borrowings	16	254,273,708	263,344,642	269,571,350
(ii) Trade payables	17	298,888,644	351,218,616	271,602,920
(iii) Other Financial Liabilities	18	70,348,286	76,467,107	68,923,788
(b) Other Current Liabilities	19	2,546,130	10,046,617	5,453,961
(C) Provisions	20	656,141	1,612,309	145,275
(d) Current Tax Liabilities (Net)	21	2,561,952	6,849,366	7,260,970
Total Current Liabilities		629,274,861	709,538,657	622,958,264
Total Equity and Liabilities		1,718,325,572	1,702,596,205	1,655,952,743

See accompanying notes to the financial statements 1 to 31

As per our attached report of even date

For and on behalf of the Board of Directors

(Santosh A. Sankhe)

Partner

For Raman S. Shah & Associates

Chartered Accountants FRN 119891W

M. No. 100976

Place : Mumbai, Date : 30th May, 2018

Mukesh D. Naik

Chairman & Mg. Director, DIN: 00412896

Mukesh R. Desai

Director, DIN: 00521051

Dilip Pimple

Whole time Director, DIN: 00521051

Place : Mumbai Date : 30th May, 2018

Uday Desai

Chief Executive Office

**NUTRAPLUS INDIA LIMITED**

Annual Report 2017-18

N-92 MIDC TARAPUR, BOISAR, DIST: PALGHAR, MAHARASHTRA

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

Particulars	Note No.	For the Year Ended 31st March, 2018 (Amount in Rs.)	For the Year Ended 31st March, 2017 (Amount in Rs.)
INCOME			
Revenue from operations	22	1,091,417,763	910,448,027
Other Income	23	1,168,415	1,231,522
Total Income		1,092,586,178	911,679,549
EXPENDITURE			
Cost of Materials Consumed	24	857,011,173	724,389,725
Changes in Inventories of Finished Goods & Work-in-Progress	25	(39,441,934)	(1,743,884)
Employee Benefits Expense	26	36,754,882	34,583,858
Finance Costs	27	46,668,449	50,109,040
Depreciation and Amortization		38,785,086	22,102,714
Other Expenses	28	144,033,735	170,593,281
Total Expenditure		1,083,811,392	1,000,034,734
Profit / (Loss) from operations before Exceptional & Extra Ordinary Items		8,774,787	(88,355,185)
Exceptional Items		-	-
Profit from Ordinary Activities Before Tax		8,774,787	(88,355,185)
Tax Expenses			
Deferred Tax	29	7,382,925	(17,017,224)
Profit / (Loss) from ordinary activities after tax		1,391,862	(71,337,960)
Extraordinary Items (Net of Tax Expenses)		-	(8,707,500)
Net Profit / (Loss) for the period		1,391,862	(62,630,460)
Other Comprehensive Income			
Items that will not be reclassified to Statement of Profit and Loss			
Remeasurements of net defined benefit plans		(173,284)	159,002
Total Comprehensive income for the year		1,218,577	(62,471,458)
Earnings per equity share of face value of Rs. 5/- each			
Basic and Diluted (in Rs.)		0.04	(2.39)

See accompanying notes to the financial statements

As per our attached report of even date

For and on behalf of the Board of Directors

(Santosh A. Sankhe)

Partner

For Raman S. Shah & Associates

Chartered Accountants

FRN 119891W

M. No. 100976

Place : Mumbai

Date : 30th May, 2018

Mukesh D. Naik
Chairman & Mg. Director
DIN: 00412896Mukesh R. Desai
Director
DIN: 00521051Dilip Pimple
Whole time Director
DIN: 00521051Uday Desai
Chief Executive OfficePlace : Mumbai
Date : 30th May, 2018



NUTRAPLUS INDIA LIMITED

NUTRAPLUS INDIA LIMITED

Annual Report 2017-18

N-92 MIDC TARAPUR, BOISAR, DIST: PALGHAR, MAHARASHTRA

CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH, 2018

Particulars	For the Year Ended 31st March, 2018		For the Year Ended 31st March, 2017	
	₹	₹	₹	₹
A. Cash flow from operating activities				
Net Profit / (Loss) before extraordinary items and tax		8,774,787		(88,196,185)
Adjustments for:				
Depreciation and amortisation	38,785,086		22,102,714	
Pre-operative expenses written off	-		1,366,362	
Finance costs	46,668,449		50,109,040	
Maturities of keyman insurance policy	-		-	
Interest income	(1,160,915)		(1,227,772)	
Trade payable written off	-		-	
Dividend income	(7,500)		(3,750)	
		84,285,120		72,346,594
Operating profit / (loss) before working capital changes		93,059,907		(15,849,590)
Changes in working capital:				
Adjustments for (increase) / decrease in operating assets:				
Inventories	(25,315,765)		35,267,857	
Trade receivables	11,154,970		(7,043,139)	
Short-term loans and advances	40,475,520		(9,085,539)	
Other current assets	20,300,684		99,986,157	
Adjustments for increase / (decrease) in operating liabilities:				
Trade payables	(52,329,972)		79,615,696	
Other current liabilities	(11,787,901)		12,141,537	
Short-term provisions	(956,168)		(7,248,758)	
Long-term provisions	104,141		552,000	
		(18,354,491)		204,185,811
Cash flow from extraordinary items		74,705,417		188,336,221
Cash generated from operations		-		8,707,500
Net income tax (paid) / refunds		74,705,417		197,043,721
		(7,816,217)		(411,604)
		66,889,200		196,632,117
Net cash flow from / (used in) operating activities (A)		66,889,200		196,632,117
B. Cash flow from investing activities				
Capital expenditure on fixed assets, including capital advances	(108,216,177)		(187,044,129)	
Purchase of short-term investments	-		-	
Sale of investment in subsidiary	85,940		(99,940)	
Interest received	1,160,915		1,227,772	
Maturities of keyman insurance policy	-		-	
Dividend received	7,500		3,750	
		(106,961,822)		(185,912,547)
Cash flow from extraordinary items		-		(185,912,547)
		(106,961,822)		(185,912,547)
Net cash flow from / (used in) investing activities (B)		(106,961,822)		(185,912,547)

As per our attached report of even date

For and on behalf of the Board of Directors

(Santosh A. Sankhe)
Partner

For Raman S. Shah & Associates
Chartered Accountants

FRN 119891W M. No. 100976

Place : Mumbai Date : 30th May, 2018

Mukesh D. Naik
Chairman & Mgt. Director, DIN: 00412896

Dilip Pimple
Whole time Director, DIN: 00521051

Place : Mumbai Date : 30th May, 2018

Mukesh R. Desai
Director, DIN: 00521051

Uday Desai
Chief Executive Office



NUTRAPLUS INDIA LIMITED

NUTRAPLUS INDIA LIMITED

Annual Report 2017-18

N-92 MIDC TARAPUR, BOISAR, DIST: PALGHAR, MAHARASHTRA

CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH, 2018

Particulars	For the Year Ended 31st March, 2018		For the Year Ended 31st March, 2017	
	₹	₹	₹	₹
C. Cash flow from financing activities				
Proceeds from issue of equity shares / share warrants	-		105,705,000	
Proceeds from long-term borrowings (net)	95,744,347		(68,440,859)	
Net increase / (decrease) in unsecured loan	(92,149)		(48,823,992)	
Net increase / (decrease) in working capital borrowings	(8,978,785)		42,597,284	
Finance cost	(46,668,449)		(50,109,040)	
Pref Issue Expenses	-	40,004,965	-	(19,071,607)
Net cash flow from / (used in) financing activities (C)		40,004,965		(19,071,607)
A				
Net increase / (decrease) in Cash and cash equivalents (A+B+C)	(67,659)		(8,352,038)	
Cash and cash equivalents at the beginning of the year	20,559,889		28,911,927	
Cash and cash equivalents at the end of the year	20,492,231		20,559,889	
Net increase / (decrease) in Cash and cash equivalents	(67,659)		(8,352,038)	
Reconciliation of Cash and cash equivalents with the Balance Sheet:				
Cash and cash equivalents as per Balance Sheet	20,492,231		20,559,889	
Less: Bank balances not considered as Cash and cash equivalents as defined in AS 3 Cash Flow Statements	-		-	
Net Cash and cash equivalents (as defined in AS 3 Cash Flow Statements)	20,492,231		20,559,889	
Add: Current investments considered as part of Cash and cash equivalents (as defined in AS 3 Cash Flow Statements)	-		-	
Cash and cash equivalents at the end of the year *	20,492,231		20,559,889	
* Comprises:				
(a) Cash on hand	343,193		68,336	
(b) Cheques, drafts on hand				
(c) Balances with banks				
(i) In current accounts	1,272,352		2,384,432	
(ii) In earmarked accounts (give details) (Refer Note (ii) below)				
- Balances held as margin money or security against borrowings, guarantees and other commitments	18,876,686		18,107,121	
	20,492,231		20,559,889	

See accompanying notes forming part of the financial statements

As per our attached report of even date

For and on behalf of the Board of Directors

(Santosh A. Sankhe)
Partner
For Raman S. Shah & Associates
Chartered Accountants
FRN 119891W
M. No. 100976

Mukesh D. Naik
Chairman & Mg. Director
DIN: 00412896

Mukesh R. Desai
Director
DIN: 00521051

Place : Mumbai
Date : 30th May, 2018

Dilip Pimple
Whole time Director
DIN: 00521051

Uday Desai
Chief Executive Office

Place : Mumbai
Date : 30th May, 2018

NUTRAPLUS INDIA LIMITED

N-92 MIDC TARAPUR, BOJSAR, DIST: PALGHAR, MAHARASHTRA

2 Property, Plant and Equipment**Annual Report 2017-18**
(Amount in Rs.)**NUTRAPLUS INDIA LIMITED**

	Leasehold Land	Site Development	Buildings	Plant & Equipments	Electric Installation	Laboratory Testing Equipments	Furniture & Fixture	Vehicles	Office Equipments	Computers	Goodwill	Total
Gross carrying value												
Balance as at 1st April 2016	28,028,224	2,082,119	64,037,032	186,118,329	27,898,947	7,436,537	2,026,040	5,790,283	1,644,580	518,215	3,283,969	328,864,274
Additions	-	599,896	11,797,880	59,127,104	6,079,504	427,052	529,685	-	99,256	983,898	-	79,644,275
Deductions/ Adjustment												
Balance as at 31st March 2017	28,028,224	2,682,015	75,834,912	245,245,433	33,978,451	7,863,589	2,555,725	5,790,283	1,743,836	1,502,113	3,283,969	408,508,549
Accumulated depreciation												
Balance as at 1st April 2016	-	-	-	-	-	-	-	-	-	-	-	-
Additions	477,619	26,584	2,173,876	9,456,734	2,994,483	1,383,698	218,644	949,775	399,623	737,709	3,283,969	22,102,714
Deductions/ Adjustment												
Balance as at 31st March 2017	477,619	26,584	2,173,876	9,456,734	2,994,483	1,383,698	218,644	949,775	399,623	737,709	3,283,969	22,102,714
Net carrying amount as at 1st April 2016	28,028,224	2,082,119	64,037,032	186,118,329	27,898,947	7,436,537	2,026,040	5,790,283	1,644,580	518,215	3,283,969	328,864,274
Net carrying amount as at 31st March 2017	27,550,605	2,655,431	73,661,036	235,788,699	30,983,958	6,479,891	2,337,080	4,840,507	1,344,213	764,405	-	386,405,835
Gross Block												
Balance as at 31st March 2017	28,028,224	2,682,015	75,834,912	245,245,433	33,978,451	7,863,589	2,555,725	5,790,283	1,743,836	1,502,113	3,283,969	408,508,549
Additions	-	199,578	69,479,072	278,499,812	24,382,211	1,569,665	790,085	-	434,331	103,229	-	375,457,983
Deductions/ Adjustment	-	-	-	-	-	-	-	-	-	1,312,476	-	1,312,476
Balance as at 31st March 2018	28,028,224	2,881,593	145,313,984	523,745,245	58,360,662	9,433,254	3,345,810	5,790,283	2,178,167	292,866	3,283,969	782,654,056
Accumulated Depreciation												
Balance as at 31st March 2017	477,619	26,584	2,173,876	9,456,734	2,994,483	1,383,698	218,644	949,775	399,623	737,709	3,283,969	22,102,714
Additions	785,328	48,750	4,703,950	24,698,350	5,749,633	936,707	334,076	949,775	456,515	122,002	-	38,785,086
Deductions/ Adjustment										1,312,476		1,312,476
Balance as at 31st March 2018	1,262,947	75,334	6,877,826	34,155,084	8,744,116	2,320,405	552,720	1,899,551	856,138	(452,765)	3,283,969	59,575,324
Net carrying amount as at 31st March 2017	27,550,605	2,655,431	73,661,036	235,788,699	30,983,968	6,479,891	2,337,080	4,840,507	1,344,213	764,405	-	386,405,835
Net carrying amount as at 31st March 2018	26,765,277	2,806,259	138,436,158	489,590,161	49,616,546	7,112,850	2,793,090	3,890,732	1,322,029	745,632	-	723,078,731



NUTRAPLUS INDIA LIMITED

NUTRAPLUS INDIA LIMITED

Annual Report 2017-18

N-92 MIDC TARAPUR, BOISAR, DIST: PALGHAR, MAHARASHTRA

NOTES FORMING PART OF FINANCIAL STATEMENTS AS AT 31st March 2018

(Amount in Rs.)

Note No.	Particulars	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
3	Non-Current assets			
	Financial Assets-Investments			
	A. Investment in Subsidiary Purecare Pharma Limited	14,000	99,940	-
	Total - Trade (A)	14,000	99,940	-
	B. Other Investments			
	Invest in equity instruments			
	(i) Tarapur Environment Protection Society (24 Equity Shares of Rs. 100/- each fully paid)	2,400	2,400	2,400
	(ii) Saraswat Co-operative Bank Ltd (3040 Equity Shares of Rs. 10/- each fully paid)	30,400	30,400	30,400
	Total - Other Investments (B)	32,800	32,800	32,800
	Total (A+B)	46,800	132,740	32,800
Less: Provision for diminution in value of Investment	-	-	-	
Total	46,800	132,740	32,800	
Aggregate amount of unquoted investment	46,800	132,740	32,800	
Note No.	Particulars	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
4	Deferred Tax Assets	3,001,808	10,384,733	-
	Total	3,001,808	10,384,733	-
Note No.	Particulars	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
5	Other Non-Current Assets			
	Amalgamation Adjustment	-	-	580,158
	Pre-Operative Expenses	-	-	725,094
Total	-	-	1,305,252	
Note No.	Particulars	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
6	Current Assets			
	Current Investments			
	Investments in Equity Instruments (Unquoted)			
(i) Technopoint Merchantile Co. Pvt. Ltd. (Refer note below #)	41,500,000	41,500,000	41,500,000	
Total - Current Investments	41,500,000	41,500,000	41,500,000	
<p># The Company is in the view that it will disinvest the above current investment shortly and hence it is grouped under current investments, though it exceeded 12 months of holding.</p>				
Note No.	Particulars	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
7	Inventories			
	(a) Raw Materials	62,459,487	74,255,071	97,277,669
	Raw Materials in transit	4,425,073	6,588,066	20,987,996
	(b) Work -in-process	171,170,763	123,978,766	122,184,824
	(c) Finished Goods	10,855,726	18,605,789	18,655,847
	(d) Packing Material	334,423	449,507	242,764
	(e) Fuel	151,536	204,044	-
Total	249,397,008	224,081,243	259,349,100	



NUTRAPLUS INDIA LIMITED

NUTRAPLUS INDIA LIMITED

Annual Report 2017-18

N-92 MIDC TARAPUR, BOISAR, DIST: PALGHAR, MAHARASHTRA

NOTES FORMING PART OF FINANCIAL STATEMENTS AS AT 31st March 2018

(Amount in Rs.)

Note No.	Particulars	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
	Note: The inventories are valued "at lower of cost and net realisable value". Since the bulk drug industry involves many stages of manufacturing process. It is not feasible to furnish the details of work in progress for each products individually.			
Note No.	Particulars	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
8	Trade receivables Trade receivables outstanding for a period exceeding six months from the date they were due for payment			
	Secured, considered goods	-	-	-
	Unsecured, considered goods	900,175	900,175	900,176
	Doubtful but considered goods	5,304,709	5,304,709	5,304,708
		6,204,884	6,204,884	6,204,884
	Less: Bad debts during the year	-	-	-
	Less: Provision for doubtful trade receivable	5,304,709	5,304,709	2,121,884
		900,175	900,175	4,083,000
	Other Trade Receivable			
	Secured, considered goods	-	-	-
	Unsecured, considered goods	249,378,779	260,533,750	250,307,786
	Doubtful	-	-	-
		249,378,779	260,533,750	250,307,786
	Less: Provision for doubtful trade receivable	-	-	-
		249,378,779	260,533,750	250,307,786
	Total	250,278,954	261,433,925	254,390,786
	Note: Trade receivable include debts due from:			
Note No.	Particulars	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
	Directors	Nil	Nil	Nil
	Other officers of the Company	Nil	Nil	Nil
	Firms in which any Director is a partner	Nil	Nil	Nil
	Private Companies in which any Director is a Director or member	13,243,636	49,087,978	45,088,555
	Total	13,243,636	49,087,978	45,088,555
Note No.	Particulars	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
9	Cash and Cash Equivalents			
	(a) Cash on hand	343,193	68,336	2,022,477
	(b) Balances with Banks			
	(i) In current accounts	819,310	1,931,340	12,432,173
	(ii) In Earmarked balances with banks: Balance in Dividend Account	453,042	453,092	-
	(iii) In Earmarked Balances held as margin money or security against borrowings, guarantees and other commitment			
	FDR	18,400,986	17,463,507	14,457,277
	Accrued Interest on FDR	475,700	643,614	-
		20,492,231	20,559,889	28,911,927



NUTRAPLUS INDIA LIMITED

NUTRAPLUS INDIA LIMITED

Annual Report 2017-18

N-92 MIDC TARAPUR, BOISAR, DIST: PALGHAR, MAHARASHTRA

NOTES FORMING PART OF FINANCIAL STATEMENTS AS AT 31st March 2018

(Amount in Rs.)

Note No.	Particulars	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
	Of the above, the balances that meet the definition of Cash and Cash equivalents as per AS 3 Cash Flow Statements	20,492,231	20,559,889	28,911,927
	Notes: (i) Balances with banks include deposits held as margin monies amounting to Rs. 1,88,76,686/- as at 31st March, 2018 (Rs. 1,81,07,121/- as at as at 31st March, 2017			
Note No.	Particulars	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
10	Short term Loans & Advances			
	Advance to creditors			
	Secured, considered goods	-	-	-
	Unsecured, considered goods	13,837,166	54,312,685	37,440,788
	Doubtful	-	-	-
		13,837,166	54,312,685	37,440,788
	Less: Provision for doubtful trade receivable	-	-	-
	Total	13,837,166	54,312,685	107,236,440
11	Other Current Assets			
	(a) Security Deposits (refer note 1 below)			
	Secured, considered goods	-	-	-
	Unsecured, considered goods	4,550,969	4,650,969	4,646,289
	Doubtful	-	-	-
		4,550,969	4,650,969	4,646,289
	Less: Provision for doubtful trade receivable	-	-	-
		4,550,969	4,650,969	4,646,289
	(b) Loans and advances to employees			
	Secured, considered goods	-	-	-
	Unsecured, considered goods	1,729,260	1,755,069	2,091,769
	Doubtful	-	-	-
		1,729,260	1,755,069	2,091,769
	Less: Provision for doubtful trade receivable	-	-	-
		1,729,260	1,755,069	2,091,769
	© Balances with government authorities			
	Unsecured, considered goods			
	(i) CENVAT credit receivable/refundable	5,247,679	37,121,812	42,350,432
	(ii) VAT / CGST credit receivable/refundable	12,435,538	2,316,946	4,542,664
	(iii) MAT credit entitlement	17,618,726	16,164,498	16,164,498
		35,301,943	55,603,256	63,057,594
	Note: Security deposits include balances with public bodies including Government and regular deposits.			
	Insurance claim receivable	158,204,649	158,204,649	258,153,000
	Prepaid Expenses	541,282	403,718	338,457
	TDS reimbursement receivable	473,077	484,203	587,271
		159,219,008	159,092,570	259,078,728
	Total	200,801,180	221,101,864	259,078,728

**NUTRAPLUS INDIA LIMITED****Annual Report 2017-18**

N-92 MIDC TARAPUR, BOISAR, DIST: PALGHAR, MAHARASHTRA

Note No. 12

a) Share Capital

Particulars	As at 31st March, 2018		As at 31st March, 2017		As at 31st March, 2016	
	Number	₹	Number	₹	Number	₹
Authorized	Face Value Rs. 5/-		Face Value Rs. 5/-		Face Value Rs. 10/-	
Equity Shares	80,000,000	800,000,000	80,000,000	800,000,000	30,000,000	300,000,000
Issued, Subscribed & Paid - up	Face Value Rs. 5/-		Face Value Rs. 5/-		Face Value Rs. 10/-	
Equity Shares (fully paid up)	34,091,086	170,455,430	34,091,086	170,455,430	12,670,948	126,709,480
TOTAL	34,091,086	170,455,430	34,091,086	170,455,430	12,670,948	126,709,480

b) Rights of Equity Shareholders

The Company has only one class of Equity Shares having par value of Rs. 5/- each, holder of equity shares is

In the event of liquidation of the Company, the holder of equity shares will be entitled to receive any of the remaining assets of the Company, after distribution of all preferential amount. The distribution will be in proportion to the number of equity shares held by the shareholders.

c) Reconciliation of numbers of equity shares

Particulars	As at 31st March, 2018		As at 31st March, 2017		As at 31st March, 2016	
	Number	₹	Number	₹	Number	₹
Shares outstanding at the beginning of the year	3,40,91,086	17,04,55,430	1,26,70,948	12,67,09,480	1,11,63,348	11,16,33,480
Shares issued during the year	0	0	0	0	3,52,600	35,26,000
Warrant issued during the year	0	0	28,25,000	2,82,50,000	11,55,000	1,15,50,000
Bonus allotment issued during the year	0	0	15,49,595	1,54,95,950	0	0
Shares allotment against Split issue during the year	0	0	1,70,45,543	0	0	0
Shares outstanding at the end of the year	3,40,91,086	17,04,55,430	3,40,91,086	17,04,55,430	1,26,70,948	12,67,09,480
TOTAL	3,40,91,086	17,04,55,430	3,40,91,086	17,04,55,430	1,26,70,948	12,67,09,480

d) In the preceding five years, the Company had issued shares / Convertible warrant and bonus shares for consideration.**12.1 In financial year 2013-14, the following share warrants converted into Equity Shares.**

- a) During the year 2012-13 Company had made an issue of 3,00,000 (Three Lacs) Convertible Warrants on Preferential Basis convertible into equity shares of face value of Rs. 10/- each fully paid up at a price of Rs. 26/- (including premium of Rs. 16/-) to the Promoters group in accordance with SEBI Guidelines. During the year, the said warrants have been converted into 3,00,000 (Three Lacs) Equity Shares of Rs. 10/- each on 25/04/2013.

12.2 In financial year 2014-15, the following share warrants & equity shares were issued on preferential basis to the promoters & non promoters group.

- a) The Company had issued, on preferential basis, 15,00,000 (Fifteen Lacs) Convertible Share Warrants to Promoters Group. Each warrant shall be Convertible into one Equity Share of the Company at a price of Rs. 12.85/- per share i.e. at a premium of Rs. 2.85/- per share within 18 months of their allotment.
- b) Out of total 15,00,000 (Fifteen Lacs) warrants, 7,00,000 (Seven Lacs) warrants have been converted into 7,00,000 (Seven Lacs) Equity Shares of Rs. 10/- each on 14/11/2014.
- c) The Company had also issued, on preferential basis, another 38,25,000 (Thirty Eight Lacs Twenty Five



Thousand) Convertible Share Warrants to Promoters & non promoters Group. Each warrant shall be Convertible into one Equity Share of the Company at a price of Rs. 54/- per share i.e. at a premium of Rs.44/- per share within 18 months of their allotment.

- d) The Company had also issued 45,68,348 equity shares at the face value of Rs. 10/- each at a premium of Rs. 44 per share to the Non Promoter's group on preferential basis.

12.3 In financial year 2015-16, the following share warrants converted & equity shares were issued on preferential basis to the promoters & non promoters group.

- a) The Company had issued 3,52,600 (Three Lacs Fifty Two Thousand Six Hundred) equity shares at the face value of Rs. 10/- each at a premium of Rs. 224 per share to the non Promoter's group on preferential basis.
- b) During the year 2014-15, the Company had made an issue of 15,00,000 (Fifteen Lacs) Convertible Warrants on Preferential Basis Convertible into equity Shares of face value of Rs. 10/- each fully paid up at a price of Rs. 12.85/- (including premium of Rs. 2.85/-) to the Promoters group in accordance with SEBI Guidelines. During the year, Balance 8,00,000 (Eight Lacs) warrants have been converted into 8,00,000 (Eight lacs) equity shares of Rs. 10/- each on 29/05/2015.
- c) During the year 2014-15, the Company had made an issue of 38,25,000 (Thirty Eight Lacs Twenty Five Thousand) Convertible Warrants on Preferential Basis Convertible into equity shares of face value of Rs. 10/- each fully paid up at a price of Rs. 54/- (including premium of Rs. 44/-) to the Promoters & non promoters Group in accordance with SEBI Guidelines. During the current year, 3,55,000 (Three Lacs Fifty Five Thousand) warrants have been converted into 3,55,000 (Three Lacs Fifty Five Thousand) equity shares of Rs. 10/- each on 30/03/2016.
- d) The Authorised Share Capital of the Company has been increased from 20,00,00,000 (Twenty Crores) (divided into 2,00,00,000 (two crores) equity shares of Rs. 10/- each) to Rs. 30,00,00,000 (Thirty Crores) (divided into 3,00,00,000 (Three crores) equity shares of Rs. 10/- each) vide special resolution passed in Annual General meeting of the Company held on 30/09/2015.

12.4 During the financial year 2016-17, the following share warrants converted, issue of bonus & sub division of shares.

- a) In financial Year 2014-15, the Company had made an issue of 38,25,000 (Thirty Eight Lacs Twenty Five Thousand) Convertible Warrants on Preferential Basis Convertible into equity shares of face value of Rs. 10/- each fully paid up at a price of Rs. 54/- (including premium of Rs. 44/-) to the Promoters & Non Promoters group in accordance with SEBI Guidelines. During the current year, 28,25,000 (Twenty Eight Lacs Twenty Five Thousand) warrants have been converted into 28,25,000 (Twenty Eight Lacs Twenty Five Thousand) equity shares of Rs. 10/- each.
- b) After conversion of 3,55,000 warrants as mentioned at Note 1.4 c above in 2015-16 & Conversion of 28,25,000 warrants as mentioned in Note no.1.5 a above in 2016-17, remaining balance of 6,45,000 warrants for conversion into equity shares got extinguished.
- c) During the year under review, Company has issued and allotted 15,49,595 Bonus Equity Shares of face value of Rs. 10/- each to the existing Ordinary Equity Shareholders of the Company in the proportion of 1 (One) new Bonus Equity Share of Rs. 10/- (Rupees Ten only) each fully paid up for every 10 (Ten) existing Ordinary Equity Shares of Rs. 10/- (Rupees Ten only) each fully paid up of the Company by capitalisation of free reserves in accordance with the Companies Act, 2013 and other regulations as applicable.



d) The Face value of share of the company is sub-divided from Rs. 10/- each to Rs. 5/- each from record

12.5 During the financial year 2017-18, the Company had not bought back, issued shares for consideration.

e) Details of members holding equity shares more than 5%

Particulars	As at 31st March, 2018		As at 31st March, 2017		As at 31st March, 2016	
	No. of Shares Held	% of Holding	No. of Shares Held	% of Holding	No. of Shares Held	% of Holding
Mukesh Naik (Promoter)	38,88,060	11.40%	38,88,060	11.40%	12,87,300	10.16%
Uday Desai (Promoter Group)	37,45,280	10.99%	37,45,280	10.99%	12,22,400	9.65%
Gita Naik (Promoter Group)	27,25,580	7.99%	27,25,580	7.99%	10,53,900	8.32%
Nidhi Naik (Promoter Group)	33,00,000	9.68%	33,00,000	9.68%	15,00,000	11.84%

f) Dividend Paid and Proposed:

- i) The Board of Directors, in its meeting held on 25th August, 2016 proposed a final dividend of Rs. 0.50 Per equity share and the same was approved by the shareholders at the Annual General Meeting held on 15th September, 2016, this resulted in a cash outflow of Rs. 80.25 Lakhs, including corporate dividend tax of Rs. 13.57 Lakhs.

**NUTRAPLUS INDIA LIMITED****NUTRAPLUS INDIA LIMITED****Annual Report 2017-18**

N-92 MIDC TARAPUR, BOISAR, DIST: PALGHAR, MAHARASHTRA

Note No. 13 Equity Share Capital**STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH, 2018**

Particulars	Balance as at 1st April, 2016	Changes in equity share capital during the 2016-17	Balance as at 31st March, 2017	Balance as at 1st April, 2017	Changes in equity share capital during the 2017-18	Balance as at 31st March, 2018
Equity Shares of Rs. 5/- each fully paid up	126,709,480	43,745,950	170,455,430	170,455,430	-	170,455,430

Equity Share Capital

Particulars	Reserve and Surplus				Other Comprehensive Income	
	General Reserve	Capital Reserve	Securities Premium	Retained Earnings	Remeasurements of net defined benefit plans	Total
Balances as at 1st April, 2016	5,000	580,158	292,379,497	170,471,044	-	463,435,699
Profit for the year				(62,630,460)		(62,630,460)
Income for the year					159,002	159,002
Premium on account of issue of share on preferential basis			124,300,000			124,300,000
Utilize/transferred for share warrents issue expenses			(15,567,630)			(15,567,630)
Dividend-Equity Share				(6,667,974)		(6,667,974)
Corporate Dividend Tax				(1,357,466)		(1,357,466)
Corporate Dividend Tax for earlier years						-
Transfer to general reserve						-
Transfer from retained earnings						-
Balance as at 31st March, 2017	5,000	580,158	401,111,867	99,815,144	159,002	501,671,168
Balance as at 01st April' 2017	5,000	580,158	401,111,867	99,815,144	159,002	501,671,168
Profit for the year				1,391,862		1,391,862
Income for the year				(969,762)	(173,284)	(1,143,046)
Dividend-Equity Share						-
Corporate Dividend Tax						-
Corporate Dividend Tax for Earlier Years						-
Transfer to general reserve						-
Transfer from retained earnings						-
Balance as at 31st March, 2018	5,000	580,158	401,111,867	100,237,243	(14,282)	501,919,983

See accompanying notes to the financial statements 1 to 36

As per our attached report of even date

For and on behalf of the Board of Directors

(Santosh A. Sankhe)
Partner
For Raman S. Shah & Associates
Chartered Accountants
FRN 119891W
M. No. 100976

Mukesh D. Naik
Chairman & Mg. Director
DIN: 00412896

Mukesh R. Desai
Director
DIN: 00521051

Place : Mumbai
Date : 30th May, 2018

Place : Mumbai
Date : 30th May, 2018



NUTRAPLUS INDIA LIMITED

NUTRAPLUS INDIA LIMITED

Annual Report 2017-18

N-92 MIDC TARAPUR, BOISAR, DIST: PALGHAR, MAHARASHTRA

NOTES FORMING PART OF FINANCIAL STATEMENTS AS AT 31st March 2018

(Amount in Rs.)

Note No.	Particulars	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
14	Non-Current Liabilities-Financial Liabilities Borrowings-Non Current Secured- At Amortised Cost Term Loan- from Banks	416,675,297	320,930,950	389,371,809
	Total	416,675,297	320,930,950	389,371,809
15	Deferred Tax Liabilities (Refer Note 30 for movement in deferred tax liabilities/assets)	-	-	6,632,491
	Total	-	-	6,632,491
16	Current Liabilities-Financial Liabilities Borrowings-Current Secured -At Amortised Cost Working Capital Loans - From Banks	254,273,708	263,344,642	269,571,350
	Total	254,273,708	263,344,642	269,571,350
17	Trade Payables** Trade payables *	298,888,644	351,218,616	271,602,920
	Total	298,888,644	351,218,616	271,602,920
	**Principal amount due to suppliers registered under the MSMED Act and remaining unpaid as at year end Interest due to suppliers registered under the MSMED Act and remaining unpaid as at year end Principal amounts paid to suppliers registered under the MSMED Act, beyond the appointed day during the year Interest paid, other than under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year Interest paid, under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year Interest due and payable towards suppliers registered under MSMED Act, for payments already made Further interest remaining due and payable for earlier years	NIL	NIL	NIL
18	Other Financial Liabilities Current maturities of long term debt Interest Accrued but not paid Due to Employees Other Payables	62,820,000 3,349,522 4,178,764	73,449,130 1,172,059 1,845,918	61,562,437 4,561,802 2,799,549
	Total	70,348,286	76,467,107	68,923,788

**NUTRAPLUS INDIA LIMITED****NUTRAPLUS INDIA LIMITED****Annual Report 2017-18**

N-92 MIDC TARAPUR, BOISAR, DIST: PALGHAR, MAHARASHTRA

NOTES FORMING PART OF FINANCIAL STATEMENTS AS AT 31st March 2018

(Amount in Rs.)

Note No.	Particulars	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
19	Other Current Liabilities			
	Statutory Dues	2,546,130	7,979,307	3,381,089
	Provision for Excise Duty on Closing Stock		2,067,310	2,072,872
	Total	2,546,130	10,046,617	5,453,961
Note No.	Particulars	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
20	Provisions			
	a) Provision for Employee benefits	656,141	552,000	145,275
	b) Proposed Dividend	-	297,157	-
	c) Corporate tax on Dividend	-	1,357,466	-
	Total	656,141	1,612,309	145,275
Note No.	Particulars	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
21	Current Tax Liabilities (Net)	2,561,952	6,849,366	7,260,970
	Provision for Taxes	2,561,952	6,849,366	7,260,970



NUTRAPLUS INDIA LIMITED

NUTRAPLUS INDIA LIMITED

Annual Report 2017-18

N-92 MIDC TARAPUR, BOISAR, DIST: PALGHAR, MAHARASHTRA

NOTES FORMING PART OF FINANCIAL STATEMENTS AS AT 31st March 2018

(Amount in Rs.)

Note No.	Particulars	As at 31st March, 2018	As at 31st March, 2017
22	Revenue from Operations		
	Sale of Active Pharma Ingredients (Including Excise duty)	1,109,815,036	1,017,083,512
	Less:- Excise Duty	18,397,273	106,635,485
		1,091,417,763	910,448,027
	(A) Active Pharma Ingredients & Intermediates		-
		1,091,417,763	910,448,027
23	Other Income		
	Interest Received	1,160,915	1,227,772
		-	-
	Dividend Income	7,500	3,750
		-	-
		1,168,415	1,231,522
24	Cost of Materials Consumed		
	Opening Stock of Raw Material	80,843,137	118,265,665
	Add: Purchases	843,052,596	686,967,197
	Less: Closing Stock of Raw Material	66,884,560	80,843,137
		857,011,173	724,389,725
25	Changes in Inventories of Finished Goods & Work in Progress		
	Closing Stock		
	Finished Goods	10,855,726	18,605,789
	Work-in-Process	171,170,763	123,978,766
		182,026,489	142,584,555
	Less : Opening Stock		
	Finished Goods	18,605,789	18,655,847
	Work-in-Process	123,978,766	122,184,824
		142,584,555	140,840,671
	TOTAL	-39,441,934	-1,743,884
26	Employee Benefits Expense		
	Salaries & Wages	34,192,147	30,566,162
	Contribution to Provident & Other Fund	656,141	565,725
	Staff Welfare Expenses	1,906,594	3,451,971
	TOTAL	36,754,882	34,583,858



NUTRAPLUS INDIA LIMITED

Note No.	Particulars	As at 31st March, 2018	As at 31st March, 2017
27	Finance Cost		
	Interest Expenses on Borrowings	43,024,361	45,540,440
	Others:-		
	Interest on Delayed Payment of Direct Taxes	684,906	1,606,639
	Interest on Delayed Payment of Indirect Taxes	118,939	8,600
	Other Borrowing costs- Bank Charges	2,840,243	2,953,362
		46,668,449	50,109,040
Note No.	Particulars	As at 31st March, 2018	As at 31st March, 2017
28	Consumption of Store & Spare Parts	2,577,719	3,594,203
	Consumption of Packing Materials	4,450,092	6,158,181
	Increase/(Decrease) of Excise Duty on Inventory	-2,067,310	-5,562
	Processing Charges	41,051,361	69,128,954
	Power & Fuel	67,761,513	52,236,861
	Water Charges	1,650,157	1,693,378
	Rent Including Lease Rental	699,742	1,836,000
	Repairs & Maintenance-Building	79,469	95,286
	Repairs & Maintenance-Machinery	5,213,699	3,963,059
	Repairs & Maintenance-Others	928,945	536,536
	Insurance	3,563,593	2,531,998
	Rates & Taxes	463,115	447,316
	Communication Expenses	681,397	1,188,683
	Travelling & Conveyance	507,230	412,266
	Printing & Stationery	666,975	619,040
	Freight & Forwarding	1,578,874	1,413,147
	Business Promotion Expenses	2,637,001	2,424,485
	Donations & Contributions	6,000	83,800
	Legal & Professionals	2,675,003	4,147,579
	Payment of Auditors	350,000	315,000
	Net Loss on Foreign Currency transaction & translation (Other than Considered in Finance Cost)	-738,151	-1,463,811
	Provision for Doubtful Debts	-	3,182,825
	Prior Period items	581,620	1,148,544
	Pre-Operative Expenses	-	1,366,362
	Miscellaneous Expenses	8,715,691	13,539,150
	TOTAL	144,033,735	170,593,281
28	Income Taxes		
	Tax expenses recognised in the Statement of Profit and Loss		
	Current Tax	-	-
	Deferred Tax	7,382,925	-17,017,224
	Adjustment for prior periods	-	-
	Tax Expenses	7,382,925	-17,017,224
	A reconciliation between the statutory income tax rate applicable to the Company and the effective income tax rate of the Company is as follows:		
	Reconciliation of effective tax rate		
	Profit / (loss) before tax	8,774,787	-88,355,185
	Exempt Income not Considered for tax	-	-
	Item not considered in Deferred Tax	-	-
	Enacted income tax rate	19.055%	19.055%
	Computed Expected Tax Expenses	7,382,925	-17,017,224
	Differences due to:		
	Interest on Income Tax included in Tax Expenses	-	-
	Due to Change in Tax Rate		
	Tax Expense Recognised in Statement of Profit and Loss	7,382,925	-17,017,224



NUTRAPLUS INDIA LIMITED

Notes forming part of the financial statements
Disclosures under Accounting Standards (contd.)

29 a. Related party transactions

29 b. Details of related parties :

Description of relationship	Names of related parties
Key Management Personnel (KMP) Relatives of KMP Company in which KMP / Relatives of KMP can exercise significant influence	Mukesh Naik, Uday Desai, Dilip Pimple and Chandresh Shukla, Gita Naik, Nirmalaben Naik, Nidhi Naik and Jyoti Pimple Vet Pharma Limited, Uday Chemical Engg. & Projects Ltd

Note: Related parties have been identified by the Management.

Details of related party transactions during the year ended 31 March, 2018 and balances outstanding as at 31 March, 2018 :

Particulars	Subsidiaries	Company in which KMP / Relatives of KMP can exercise significant influence	KMP	Relatives of KMP	Total
Job Processing	-	21,330,816	-	-	21,330,816
	-	(58,924,585)	-	-	(58,924,585)
Supply of Labour	-	20,734,065	-	-	20,734,065
	-	(18,601,380)	-	-	(18,601,380)
Rent paid	-	-	-	-	-
	-	-	-	-	-
Guarantees and collaterals	-	-	refer note below	-	-
Remuneration	-	-	5,671,000	-	5,671,000
	-	-	(3,960,000)	-	(3,960,000)
Sale of Equipment	-	196,156	-	-	196,156
	-	(55,625,866)	-	-	(55,625,866)
Sale of Investment	-	-	85,940	-	85,940
	-	-	-	-	-
Loan Taken	-	-	-	-	-
	-	-	(347,000)	-	(347,000)
Loan Repaid	-	-	92,149	-	92,149
	-	-	(41,678,492)	(7,492,500)	(49,170,992)
Issue of Equity/ Share Warrant (Inclusive of Premium)	-	-	-	-	-
	(99,940)	-	(46,800,000)	(9,990,000)	(56,889,940)

**NUTRAPLUS INDIA LIMITED**

Particulars	Subsidiaries	Company in which KMP / Relatives of KMP can exercise significant influence	KMP	Relatives of KMP	Total
<u>Balances outstanding at the end of the year</u>					
Advances	-	-	-	-	-
	-	-	-	-	-
Trade payables	-	150,616,734 (20,122,743)	-	-	150,616,734 (20,122,743)
	-	-	-	-	-
Trade receivables	-	117,307,172 (21,327,978)	-	-	117,307,172 (21,327,978)
	-	-	-	-	-
Borrowings	-	-	-	-	-
	-	-	-	-	-

Note: Figures in bracket relates to the previous year

- a. Corporate Guarantee is given by Vet-Pharma Ltd to Bank against the term loan and working capital



30 Financial instruments

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

The following methods and assumptions were used to estimate the fair values:

1. Fair value of cash and short-term deposits, trade and other short term receivables, trade payables, other current liabilities, short term loans from banks and other financial institutions approximate their carrying amounts largely due to short term maturities of these instruments."
2. Financial instruments with fixed and variable interest rates are evaluated by the Company based on parameters such as interest rates and individual credit worthiness of the counter party. Based on this evaluation, allowances are taken to account for expected losses of these receivables. Accordingly, fair value of such instruments is not materially different from their carrying amounts.

The Financial Instruments are categorised in two level based on the inputs used to arrive at fair value measurements as described below :-

Level 1: quoted (unadjusted) prices in active markets for identical assets or liabilities.

Level 2: other techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly.

Level 3: Inputs which are not based on observable market data

The carrying amounts and fair values of financial instruments by category are as follows:

a. Financial assets

Particulars	As at 31st March 2018			As at 31st March 2017			As at 31st March 2016		
	Carrying Amount	Level of Input Used In		Carrying Amount	Level of Input Used In		Carrying Amount	Level of Input Used In	
		Level 3	Level 1		Level 2	Level 3		Level 1	Level 2
Financial Assets									
At Amortised Cost									
Investments	41,500,000	-	-	41,500,000	-	-	41,500,000	-	-
Trade receivables	250,278,954	-	-	261,433,925	-	-	254,390,786	-	-
Cash and cash equivalents	20,492,231	-	-	20,559,889	-	-	28,911,927	-	-
At FVTPL									
Trade receivables	-	-	-	-	-	-	-	-	-
Cash and cash equivalents	-	-	-	-	-	-	-	-	-
Other Bank Balance	-	-	-	-	-	-	-	-	-
At FVTOCI									
Trade receivables	-	-	-	-	-	-	-	-	-
Cash and cash equivalents	-	-	-	-	-	-	-	-	-
Other Bank Balance	-	-	-	-	-	-	-	-	-
Financial Liabilities									
Borrowings	254,273,708	-	-	263,344,642	-	-	269,571,350	-	-
Trade payables	298,888,644	-	-	351,218,616	-	-	271,602,920	-	-
Other financial liabilities	70,348,286	-	-	76,467,107	-	-	68,923,788	-	-

**b. Financial liabilities**

Particulars	Instruments			Instruments carried at amortized cost		
	Note	FVTPL	Total carrying amount and fair value (A)	Carrying Amount (B)	Fair value	Total carrying amount (A+B)
As at 1st April, 2015						
Borrowings	14	-	-	332,439,326	-	332,439,326
Trade payables	15	-	-	278,744,781	-	278,744,781
Other financial liabilities	16	-	-	64,118,642	-	64,118,642
Total		-	-	675,302,748	-	675,302,748
As at 31st March, 2016						
Borrowings	14	-	-	192,247,847	-	192,247,847
Trade payables	15	-	-	412,596,514	-	412,596,514
Other financial liabilities	16	-	-	76,565,185	-	76,565,185



31 DISCLOSURE PURSUANT TO IND AS - 19 "EMPLOYEE BENEFITS"

- i) **Gratuity** : In accordance with the applicable laws, the Company provides for gratuity, a defined benefit retirement plan ("The Gratuity Plan") covering eligible employees. The Gratuity Plan provides for a lump sum payment to vested employees on retirement (subject to completion of five years of continuous employment), death, incapacitation or termination of employment that are based on last drawn salary and tenure of employment. Liabilities with regard to the Gratuity Plan are determined by actuarial valuation on the reporting date and the Company makes annual contribution to the gratuity fund administered by Life Insurance Corporation of India under Group Gratuity Scheme.

The disclosure in respect of the defined Gratuity Plan are given below :

A. Balance Sheet

Defined benefit plans

(Amount In Rs.)

	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
Present value of plan liabilities	4,824,759	3,606,037	3,177,984
Fair value of plan assets	4,168,618	3,427,979	3,032,709
Asset/(Liability) recognised	(656,141)	(178,058)	(145,275)

B. Movements in plan assets and plan liabilities

(Amount In Rs.)

	Present value of obligations	Fair Value of Plan assets
As at 1st April 2017	3,606,037	3,427,979
Current service cost	257,613	-
Past service cost	-	-
Interest Cost/(Income)	266,486	253,328
Liability transferred in/ acquisition	-	-
Return on plan assets excluding amounts included in net finance income/cost	-	432,111
Actuarial (gain)/loss arising from changes in demographic assumptions	-	-
Actuarial (gain)/loss arising from changes in financial assumptions	(176,154)	-
Actuarial (gain)/loss arising from experience adjustments	870,777	-
Employer contributions	-	55,200
Benefit payments	-	-
As at 31st March 2018	4,824,759	4,168,618
As at 1st April 2016	3,177,984	3,032,709
Current service cost	261,746	-
Past service cost	-	-
Interest Cost/(Income)	260,595	248,682
Return on plan assets excluding amounts included in net finance income/cost	-	146,588
Actuarial (gain)/loss arising from changes in demographic assumptions	-	-
Actuarial (gain)/loss arising from changes in financial assumptions	230,259	-
Actuarial (gain)/loss arising from experience adjustments	(324,547)	-
Employer contributions	-	-
Benefit payments	-	-
As at 31st March 2017	3,606,037	3,427,979



C. Statement of Profit and Loss

(Amount In Rs.)

	As at 31st March, 2018	As at 31st March, 2017
Employee Benefit Expenses :		
Current service cost	257,613	261,746
Interest cost/(income)	13,158	11,913
Total amount recognised in Statement of profit & loss	270,771	273,659

Remeasurement of the net defined benefit liability:

(Amount In Rs.)

Return on plan assets excluding amounts included in net finance income/(cost)	(432,111)	(146,588)
Actuarial gains/(losses) on Obligations for the period	694,623	(94,288)
Actuarial gains/(losses) arising from changes in financial assumptions	-	-
Experience gains/(losses)	-	-
Total amount recognised in Other Comprehensive Income	262,512	(240,876)

D. Assumptions

With the objective of presenting the plan assets and plan liabilities of the defined benefits plans at their fair value on the balance sheet, assumptions under Ind AS 19 are set by reference to market conditions at the valuation date.

The significant actuarial assumptions were as follows :

Particulars	As at 31st March, 2018	As at 31st March, 2017	As at 31st March, 2016
Financial Assumptions			
Discount rate	7.88%	7.39%	8.20%
Salary Escalation Rate	6.00%	6.00%	6.00%
Expected Return on Plan Assets	7.88%	7.39%	8.20%
Rate of Employee Turnover	2.00%	2.00%	2.00%
Mortality Rate During Employment	Indian Assured Lives Mortality (2006-08)	Indian Assured Lives Mortality (2006-08)	Indian Assured Lives Mortality (2006-08)
Mortality Rate After Employment	N.A.	N.A.	N.A.

Demographic Assumptions

Mortality in Service : Indian Assured Lives Mortality (2006-08)

E. Maturity Analysis of the Benefit Payments: From the Fund

(Amount In Rs.)

Year ending 31 March,	Defined benefit obligation	
1st Following Year	630,822	488,701
2nd Following Year	145,977	89,340
3rd Following Year	150,089	96,925
4th Following Year	157,497	102,944
5th Following Year	164,502	110,023
Sum of years 6 To 10	3,615,140	2,694,147
Sum of Years 11 and above	4,921,021	4,220,011

**F. Sensitivity Analysis**

(Amount In Rs.)

Particulars	As at 31st March, 2018	As at 31st March, 2017
Projected Benefit Obligation on Current Assuptions	4,824,759	3,606,037
Delta Effect of + 1% Change in Rate of Discounting	(328,438)	(280,691)
Delta Effect of - 1% Change in Rate of Discounting	371,328	322,745
Delta Effect of + 1% Change in Rate of Salary Increase	297,516	324,007
Delta Effect of -1% Change in Rate of Salary Increase	(264,488)	(286,649)
Delta Effect of + 1% Change in Rate of Employee Turnover	67,053	25,283
Delta Effect of - 1% Change in Rate of Employee Turnover	(72,829)	(29,043)

In terms of our report attached.**For Raman S. Shah & Associates
Chartered Accountants
FRN 119891W****(Santosh A. Sankhe)
Partner
M. No. 100976**Place : Mumbai
Date : 30th May, 2018**For and on behalf of the Board of Directors****Mukesh Naik
Chairman & Mg. Director
DIN: 00412896**Place : Mumbai
Date : 30th May, 2018

**Notes to the financial statements for the year ended 31st March, 2018****Note 31-Financial Risk Management****Financial risk management objectives and policies**

The Company Financial risk management is an integral part of how to plan and execute its business strategies. The company risk management policy is set by the Managing Board.

Market risk is the risk of loss of future earnings, fair values or future cash flows that may result from a change in the price of a financial instrument. The value of a financial instrument may change as a result of changes in the interest rates, foreign currency exchange rates, equity prices and other market changes that affect market risk sensitive instruments. Market risk is attributable to all market risk sensitive financial instruments including investments and deposits, foreign currency receivables, payables and loans and borrowings.

(i) Market Risk- Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of the financial instruments will fluctuate because of changes in market interest rates. In order to optimize the company's position with regards to interest income and interest expenses and to manage the interest rate risk, treasury performs a comprehensive corporate interest rate risk management by balancing the proportion of fixed rate and floating rate financial instruments in its total portfolio.

Exposure to interest rate risk

(Amount In Rs.)

Particulars	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
Borrowings bearing variable rate of interest	254,273,708	263,344,642	269,571,350
Borrowings bearing Fixed rate of interest	416,675,297	320,930,950	389,371,809

Interest rate sensitivity**A change of 50 bps in interest rates would have following Impact on profit before tax**

Particulars	2016 - 2017	2015 - 2016
50 bp increase- decrease in profits	(1,316,723)	(1,347,857)
50 bp decrease- Increase in profits	1,316,723	1,347,857

(ii) Market Risk- Foreign currency risk.

The Volatility of the rupee against the dollar which severely affects the import dependent industries such as ours. We are importing the raw material (API) .

Foreign Currency Exposures only relate to import of raw materials as follows:-

	2017 - 2018		2016 - 2017
	USD	RS.	RS.
Hedged	NIL	NIL	NIL
Unhedged	1,071,007	69,750,769	82,936,802

**(iii) Credit risk**

Credit risk arises from the possibility that the counter party may not be able to settle their obligations as agreed. To manage this, the company periodically assess financial reliability of customer, taking into account the financial condition, current economic trends, and analysis of historical bad debts and ageing of accounts receivable. Individual risk limits are set accordingly.

The company considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis through each reporting period. To assess whether there is a significant increase in credit risk the company compares the risk of default occurring on asset as at the reporting date with the risk of default as at the date of initial recognition. It considers reasonable and supportive forwarding-looking information such as :

- i) Actual or expected significant adverse changes in business,
- ii) Actual or expected significant changes in the operating results of the counterparty,
- iii) Financial or economic conditions that are expected to cause a significant change to the counterparty's ability to meet its obligations,
- iv) Significant increase in credit risk on other financial instruments of the same counterparty,
- v) Significant changes in the value of the collateral supporting the obligation or in the quality of the third-party guarantees or credit enhancements.

Ageing of Account receivables

Particulars	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
0-6 months	211,048,551	260,533,750	250,307,786
beyond 6 months	39,230,403	900,175	4,083,000
Total	250,278,954	261,433,925	254,390,786

(iv) Liquidity Risk

Liquidity risk is defined as the risk that the company will not be able to settle or meet its obligations on time, or at a reasonable price. The company's treasury department is responsible for liquidity, funding as well as settlement management. In addition, processes and policies related such risk are overseen by senior management. Management monitors the company's net liquidity position through rolling forecasts on the basis of expected cash flows.

The company had access to following undrawn Borrowing facilities at end of reporting period:

Particulars	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
Variable Borrowing -Cash Credit expires within 1 year	254,273,708	263,344,642	269,571,350

(v) Maturity patterns of borrowings

	Rate of Interest	As at 31st March, 2018			
		0-1 years	1-3 years	3-5 years	Total
Long term borrowings (Including current maturity of long term debt)	10.85%	-	60,521,627	203,440,533	263,962,160
Total		-	60,521,627	203,440,533	263,962,160

**(vi) Maturity patterns of other Financial Liabilities**

Particulars	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
Trade Payable			
Below 6 Months	232,765,542	247,726,680	255,488,257
Beyond 6 Months	66,123,102	103,491,936	16,114,663
Total	298,888,644	351,218,616	271,602,920

(vi) Capital risk management

The Company's objectives when managing capital are to

- * safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders
- * maintain an optimal capital structure to reduce the cost of capital.

The Company Monitors Capital on the basis of the following debt equity ratio :-

Particulars	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
Net Debt	733,769,006	657,724,722	720,505,596
Total Equity	501,919,983	501,671,168	463,435,699
Net Debt to Total Equity	146.19%	131.11%	155.47%

**First-time adoption of Ind AS**

The Company has adopted Indian Accounting Standards (Ind AS) as notified by the Ministry of Corporate Affairs with effect from 1st April, 2017, with a transition date of 1st April, 2016. The adoption of Ind AS has been carried out in accordance with Ind AS 101, First-time Adoption of Indian Accounting Standards. Ind AS 101 requires that all Ind AS standards and interpretations that are issued and effective for the first Ind AS financial statements for the year ended 31st March, 2018, be applied retrospectively and consistently for all financial years presented. However, in preparing these Ind AS financial statements, the Company has availed of certain exemptions and exceptions in accordance with Ind AS 101, as explained below. The resulting difference between the carrying values of the assets and liabilities in the financial statements as at the transition date under Ind AS and Previous GAAP have been recognised directly in equity (retained earnings or another appropriate category of equity).

Set out below are the applicable Ind AS 101 optional exemptions and mandatory exceptions applied in the transition from previous GAAP to Ind AS.

A. Optional Exemptions
Deemed Cost

The Company has opted para D7 AA and accordingly considered the carrying value of property, plant and equipments and Intangible assets as deemed cost as at transition date.

B. Applicable Mandatory Exceptions

(a) Estimates

An entity's estimates in accordance with Ind AS at the date of transition to Ind AS shall be consistent with estimates made for the same date in accordance with previous GAAP (after adjustments to reflect any difference in accounting policies).

"Ind AS estimates as at 1 April, 2016 are consistent with the estimates as at the same date made in conformity with previous GAAP. The company made estimates for following items in accordance with Ind AS at the date of transition as these were not required under previous GAAP:- Impairment of financial assets based on expected credit loss model."

C. Transition to Ind AS - Reconciliations

- I. Reconciliation of Balance sheet as at April 1, 2016 and March 31, 2017
- II. Reconciliation of Statement of total Comprehensive Income for the year ended March 31, 2017
- III. Reconciliation of Equity as at April 1, 2016 and March 31, 2017

The presentation requirements under Previous GAAP differs from Ind AS and hence Previous GAAP information has been regrouped for ease of reconciliation with Ind AS. The Regrouped Previous GAAP information is derived from the Financial Statements of the Company prepared in accordance with Previous GAAP.

The presentation requirements under Previous GAAP differs from Ind AS and hence Previous GAAP information has been regrouped for ease of reconciliation with Ind AS. The Regrouped Previous GAAP information is derived from the Financial Statements of the Company prepared in accordance with Previous GAAP.

I. Reconciliation of Balance sheet as at April 1, 2016 and March 31, 2017



NUTRAPLUS INDIA LIMITED

Particulars	As At 31st March 2017			As At 01st April 2016		
	Previous GAAP	Effect of Transition to IND AS	As Per IND AS	Previous GAAP	Effect of Transition to IND AS	As Per IND AS
ASSETS						
(1) NON-CURRENT ASSETS						
(a) Property, Plant & Equipment	386,405,835	-	386,405,835	328,864,274	-	328,864,274
(b) Capital work-in-progress	482,683,290	-	482,683,290	375,283,435	-	375,283,435
(c) Financial assets	-	-	-	-	-	-
Investments	132,740	-	132,740	32,800	-	32,800
(d) Deferred Tax Assets	10,384,733	-	10,384,733	-	-	-
(e) Other Non-Current assets	-	-	-	1,305,252	-	1,305,252
TOTAL NON - CURRENT ASSETS	879,606,598	-	879,606,598	705,485,761	-	705,485,761
(2) CURRENT ASSETS						
(a) Investmentss	41,500,000	-	41,500,000	41,500,000	-	41,500,000
(a) Inventories	224,081,243	-	224,081,243	259,349,100	-	259,349,100
(b) Financial assets	-	-	-	-	-	-
(i) Trade receivables	261,433,925	-	261,433,925	254,390,786	-	254,390,786
(ii) Cash & Cash equivalents	20,559,889	-	20,559,889	28,911,927	-	28,911,927
(d) Short Term Loan & Advances	54,312,685	-	54,312,685	107,236,440	-	107,236,440
(c) Other current assets	221,101,864	-	221,101,864	259,078,728	-	259,078,728
TOTAL CURRENT ASSETS	822,989,606	-	822,989,606	950,466,981	-	950,466,981
TOTAL ASSETS	1,702,596,204	-	1,702,596,204	1,655,952,742	-	1,655,952,742
EQUITY AND LIABILITIES						
EQUITY						
Equity Share Capital	170,455,430	-	170,455,430	126,709,480	-	126,709,480
Other Equity	501,671,168	-	501,671,168	455,410,259	8,025,440	463,435,699
Money received against share warrants	-	-	-	46,845,000	-	46,845,000
TOTAL EQUITY	672,126,598	-	672,126,598	628,964,739	8,025,440	636,990,179
LIABILITIES						
(1) NON - CURRENT LIABILITIES						
(a) Financial liabilities						
(i) Borrowings	320,930,950	-	320,930,950	389,371,809	-	389,371,809
(ii) Deferred tax liabilities (Net)	-	-	-	6,632,491	-	6,632,491
TOTAL NON - CURRENT LIABILITIES	320,930,950	-	320,930,950	396,004,300	-	396,004,300
(2) CURRENT LIABILITIES						
(a) Financial liabilities						
(i) Borrowings	263,344,642	-	263,344,642	269,571,350	-	269,571,350
(ii) Trade Payables	351,218,616	-	351,218,616	271,602,920	-	271,602,920
(iii) Other financials liabilities	76,467,107	-	76,467,107	68,923,788	-	68,923,788
(b) Other Current liabilities	10,046,617	-	10,046,617	5,453,961	-	5,453,961
(c) Provisions	1,612,309	-	1,612,309	8,170,715	(8,025,440)	145,275
(d) Current Tax liabilities (Net)	6,849,366	-	6,849,366	7,260,970	-	7,260,970
TOTAL CURRENT LIABILITIES	709,538,657	-	709,538,657	630,983,704	(8,025,440)	622,958,264
TOTAL EQUITY AND LIABILITIES	1,702,596,205	-	1,702,596,205	1,655,952,743	-	1,655,952,743

II Reconciliation of Statement of Profit and Loss for the year ended March 31, 2017

Particulars	Previous GAAP	Effect of Transition to IND AS	IND AS
INCOME			
Revenue from operations	910,448,027	-	910,448,027
Other Income	1,231,522	-	1,231,522
TOTAL INCOME	911,679,549	-	911,679,549



NUTRAPLUS INDIA LIMITED

Particulars	Previous GAAP	Effect of Transition to IND AS	IND AS
EXPENDITURE			
Cost of materials consumed	724,389,725	-	724,389,725
Changes in inventories of finished goods, work-in-progress and traded goods	(1,743,884)	-	(1,743,884)
Employee benefits expenses	34,424,858	(159,002)	34,583,858
Finance costs	50,109,040	-	50,109,040
Depreciation and amortisation	22,102,714	-	22,102,714
Other expenses	170,593,281	-	170,593,281
TOTAL EXPENSES	999,875,734	(159,002)	1,000,034,734
PROFIT BEFORE TAX	(88,196,185)	159,002	(88,355,185)
Tax Expenses	(17,017,224)	-	(17,017,224)
Profit from the ordinary items	(71,178,960)	159,002	(71,337,960)
Extraordinary Items (Net of Tax Expenses)	(8,707,500)	-	(8,707,500)
Profit/(Loss) for the period	(62,471,460)	159,002	(62,630,460)
OTHER COMPREHENSIVE INCOME			
Items that will not be reclassified to profit or loss			
Remeasurements of net defined benefit plans	-	(159,002)	159,002
Total Comprehensive Income for the year	(62,471,458)	-	(62,471,458)

III.

Reconciliation of Equity	As at 31st March, 2017	As at 1st April, 2016
Total equity under local GAAP	501,671,168	455,410,259
Adjustments impact: Gain/ (Loss)		
Reversal of proposed ordinary dividends payable including DDT	-	8,025,440
Total IND AS adjustment	-	8,025,440
Total equity under Ind AS	501,671,168	463,435,699

**NUTRAPLUS INDIA LIMITED**

Form No. MGT-11

PROXY FORM**[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies(Management and Administration) Rules, 2014]28th Annual General Meeting**

Name of the Member(s)		
Registered Address		
E-mail Id	Folio No /Client ID	DP ID

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

Name:	E-mail Id
Address:	
Signature , or failing him	
Name:	E-mail Id
Address:	
Signature , or failing him	
Name:	E-mail Id
Address:	
Signature , or failing him	

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 28th Annual General Meeting of Nutraplus India Limited, to be held on **Saturday, September 29, 2018 at 10:30 a.m.** at Plot No. N-92, MIDC- Tarapur, Boisar, Thane- 401 506 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	Vote		
		For	Against	Abstain
Ordinary Business				
	Adoption of Audited Standalone Financial Statements together with the Report of the Board of Directors' and Auditors' for the financial year ended March 31, 2018 Approval for re-appointment of Ms.NidhiNaik, Director who retires by rotation at the ensuing Annual General Meeting and being eligible, offers herself for re-appointment			
Special Business				
	Appointment and ratification of payment of remuneration to the Cost Auditors of the Company.			

Signed this _____ day of _____ 2018

Signature of Proxy Holder:.....Signature of Member(s):.....Signature of Shareholder across the revenue stamp

Affix Rs. 1.00 Revenue Stamp

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at Registered Office, not less than 48 hours before the commencement of the Annual General Meeting.
2. The proxy need not be a member of the company

**NUTRAPLUS INDIA LIMITED****NUTRAPLUS INDIA LIMITED**

Regd Office: Plot No. N-92, MIDC- Tarapur, Boisar, Thane- 401 506

CIN: L24230MH1990PLC055347

ATTENDANCE SLIP**Please complete this attendance slip and hand it over at the entrance of the hall**

I hereby record my presence at the Twenty Eighth Annual General Meeting of the Company to be held on Saturday, September 29, 2018 at 10:30 a.m. at Plot No. N-92, MIDC- Tarapur, Boisar, Thane- 401 506.

DP ID :		Client ID	
NAME AND ADDRESS OF SHAREHOLDER (IN BLOCK CAPITALS)		Folio No	

SIGNATURE OF THE SHARE HOLDER OR PROXY: _____

EVSN (Electronic Voting Event Number)	USER ID	PASSWORD/PIN

Note: E-voting period: 26th September, 2018 at 9.00 a.m. IST and ends on 28th September, 2018 at 05.00 p.m. IST.

If you have any query regarding e-voting Password/PIN, please contact at helpdesk.evoting@cdslindia.com

(Member's /Proxy's Signature)



ROUTE MAP FOR THE VENUE OF ANNUAL GENERAL MEETING

Plot No. N-92, MIDC- Tarapur, Boisar, Thane- 401 506



Book - Post



If Undelivered please return to :

NUTRAPLUS INDIA LIMITED

Regd. Office : Plot No. N-92,
MIDC- Tarapur,
Boisar,
Palghar - 401 506.