ANNUAL REPORT 2017-2018

Direct From FARMS TO YOUR DOORSTEP...

soni soya™

PRODUCTS LTD.

CORPORATE INFORMATION

NAME OF THE COMPANY	CIN
Soni Soya Products Limited	L51225MP2014PLC033203

BOARD OF DIRECTORS

S.No.	Name	Designation
1	Mr. Dilip Kumar Soni	Managing Director
2	Mr. Javed Ali	Chairman & Whole-time Director
3	Mrs. Shashi Shukla	Additional Director
4	Mr. Amardeep Singh Bhadouriya	Independent Director
5	Mr. Mahipal Singh Lalawat	Independent Director
6	Mr. Asharaf Khan	Independent Director

COMPANY SECRETARY CS Surabhi Gupta

CHIEF FINANCIAL OFFICER Mr. Shrey Santosh Kalantri

STATUTORY AUDITOR	WORKS
NAHATA MAHAJAN & COMPANY CHARTERED ACCOUNTANTS 110, Royal Ratan, 7 M.G. Road Indore (MP)	Manufacturing Units Survey No. 520, Near AKVN Area, Thandla Road Meghnagar Jhabua, Madhya Pradesh

REGISTRAR & SHARE TRANSFER AGENT

Bigshare Services Pvt. Ltd	BANKER
1st Floor, Bharat Tin Works Building, Mumbai 400059, Maharashtra Tel: 91-22-6263 8200 Fax: +91-22-6263 8299 Email: investor@bigshare.com Website: www.bigshareonline.com	Union Bank of India Yes Bank Limited Bank of India

REGISTERED OFFICE	STOCK EXCHANGE LISTING
Off. No. CS-1, P Square Building, 2Nd Floor, 350 Goyal Nagar, Indore (M.P.) 452016 Tel No.: +91 0731 - 4055609 Email: info@sonisoya.com	The National Stock Exchange of India Ltd

Annual General Meeting will be held at registered office of the Company at office no. CS-1, P Square Building, 2nd Floor, 350 Goyal Nagar, Indore MP 452016 on Friday, **28th September 2018 at 10.30 am**

Overview

Our Company was originally incorporated as 'Soni Soya Products Private Limited' at Indore, Madhya Pradesh as a Private Limited Company under the provision of Companies Act, 2013 vide Certificate of Incorporation dated September 17, 2014 bearing Corporate Identification Number U51225MP2014PTC033203 issued by the Registrar of Companies, Madhya Pradesh, Subsequently our Company was converted into a Public Limited Company pursuant to Special Resolution passed by the members in Annual General Meeting held on August 02, 2017 and the name of our Company was changed to Soni Soya Products Limited. Subsequently our company was listed on SME NSE emerge platform on 12th April 2018.

Our Registered Office situated at Off No. CS-1, P Square Building, 2nd floor 350, Goyal Nagar Indore, Madhya Pradesh- 452016, India, is well equipped with computer systems, internet connectivity, other communication equipment, security and other facilities, which are required for our business operations to function smoothly. Incorporated in 2014, our manufacturing facility was situated at 403/4/1; village Badiyakeema, Nemawar Road, Indore, Madhya Pradesh – 452020, now present location of plant is Survey no 520, near AKVN office, Meghnagar Dist. Jhabua 457779 MP.

Our Company Soni Soya Products Limited is engaged in the business of processing and trading of organic and Non- genetically modified organisms (non-GMO) agricultural products such as Soya, Maize (Corn), Wheat, Flax seeds and Mustard, Oil, Rice, Pulses, Herbs, Spices, and other grains.

Our Company is registered with U.S. Food and Drug Administration pursuant to the Federal Food Drug Cosmetic Act, as amended by the Bioterrorism Act of 2002 and the FDA Food Safety Modernization Act. Our Company is also registered with Agricultural and Processed Food Products Export Development Authority of Government of India (APEDA) to export such scheduled products as per APEDA Act, 1985.

Apart from the above, Our Company is accredited with other various certifications namely, National Programme for Organic Production (NPOP), India and the National Organic Program (NOP) technical standards (USA) and INDOCERT Organic Standard for Non - EU Country Operators and also has FSSAI License (Food Safety and Standards Authority of India).

Our Company is equipped with in-house testing laboratory to test the products. Our finished product has to undergo a quality check to ensure that they are of relevant quality as per the standards set. Our products are certified by ISO 22000: 2005, certified by UK Certification & Training Limited for food safety management system.

Our customer base is spread across the globe with presence in countries like Canada, Dubai, South Korea, Sri Lanka, and United States of America. The majority of our sales revenues are through direct exports which contributed 97.71%, 82.05% and 67.84% respectively to our total sales revenue for the financial year ended March 31, 2015, 2016, and 2017 respectively.

Our Company is promoted by Dilip Kumar Soni and Javed Ali. Our promoters manage and control the major affairs of our business. With their dedication and commitment, our Company has shown an increasing trend in our business operations which is evidenced by the growth in our total income.

Our Products

The product portfolio of the Company comprises of:

Processed goods

- Non-genetically modified organisms (non-GMO) soya meal
- Organic Soya oil
- Organic Soya Chunks / Nuggets / Granules
- Organic Full Fat Soya Grits
- Organic Soybean Meal
- Organic Graded Soyabean Seeds
- Organic Cracked Corn

Traded goods

- Organic maize grain (Corn) as well as cracked corn - Food & Feed Grade

(Organic corn grits and organic corn flour)

- Organic wheat

(Organic wheat husk, organic fortified flour, organic wheat semolina, organic wheat flour (for chapatti, biscuit and bread), organic wheat husk and organic wheat lapsi)

- Flax seeds brown, Organic
- Organic Herbs

(harad, ashwagandha, kapikachhu, gudmar, bahera chilka, red shataveri, awla, sanaya, kalmegh, shtaveri, shikakai, ritha, heena (mehndi), salai guggal and tulsi)

- Organic Spices

NON GMO Trading Products:

Soya TVP

- Soya Granules, Soya Chunk
- Soya Grits
- Full Fat Soya Grits
- Defatted Soya Grits Untoasted

Defatted Soya Flakes Toasted (Mesh size: 5-18, 5-10)

Soya Flour

- Full Fat Soya Flour
- Defated Soya Flour Toasted
- Defated Soya Flour Untoasted
- Soyabean Seed
- Oil

The products procured for trading are subject to cleaning and grading before supplying to the customers.

The product range of the company is divided into two divisions:

Organic Division

- Organic Soybean Seed
- Organic Maize Grain
- Organic Barley
- Organic Wheat
- Organic Sesame
- Organic Flax Seeds Brown

All kinds of Organic pulses, Grains & Oil seeds

Non GMO Division

- Soybean Seed
- Wheat
- Barley
- Sesame Seed
- Flax Seed
- Maize (Corn)

All kinds of Non GMO pulses, Grains & Oil seed

KEY EVENTS AND MILESTONES

The following table sets forth the key events and milestones in the history of our Company, since incorporation:

CREDENTIALS

2014 Incorporation of the Company

2015 Certificate of Registration with the Agricultural and Processed Food Products Export Development Authority

IEC Certificate (Import and Export Code)

FIEO Certificate (Federation of Indian Export Organizations)

2016 ISO 22000:2005

Organic Scope (NOP)

Organic Scope (NPOP)

Organic Scope (EU)

FDA (Food and Drug Administration)

ACHEIVEMENTS

- Soni Soya Company started in 2014. In a short period of four years our growth is phenomenal in the field of Organic food manufacturers and exporters.
- We take pride in informing that we have received the award for the best Organic Exporter by the Government of India in 2016.
- We have received the award for new product developer by the Government of India in 2016.
- We have received the award for an 'Excellent performance in MSME Sector, Season-II' in 2017, Organised by Union Bank of India and powered by the TV Channel CNBC-TV18
- In April 2018 the Chief Minister for the STATE OF MADHYA PRADESH. Honoured with one more award namely “GAURAV OF MADHYA PRADESH”, (Pride of the State of Madhya Pradesh)
- In July 2018 the Chief Minister for the STATE OF MADHYA PRADESH. Honoured with one more award for best performance on NSE emerge platform and growth of our company maintained.

Vision

Soni Soya was established with the vision of offering Certified Organic Grains, pulses & other Agro products. Organic Farming and Organic Food is not just beneficial for the health of the consumers, but it also benefits farmers and the environment.

Mission

To provide our customers with premium quality products in a safe, reliable, efficient and environmentally sound manner, deliver exceptional services and customer support, maximizing returns to the shareholders through core business and diversification, providing a dynamic and challenging environment for our employees.

Managing Director's Message

Dear Shareholders, 2017-18 was a milestone year for the company when it got listed on the National Stock Exchange SME platform on April 12, 2018. After running the business for over several years as a closely held family business, the company went public to share the fruits of its success with the public at large. Getting publicly listed has opened a new chapter in the life of the company with new opportunities and new challenges ahead.

This year has been a dynamic one for India, with the economic activities shaped by tax reforms, normal southwest monsoon after two preceding drought years, globally weak commodity prices and demonetization drive. It is heartening to see Agriculture sector returning to higher growth numbers, as policy push and near normal monsoons boosted sowings and consequent consumption. Agriculture, being the mainstay of Indian society, closely drives the fortunes of around half a billion livelihood. As we stand today, the Urban-Rural economic divide, though less distant, is still evident. Government's ambitious target towards doubling the farmer income by 2022 is a positive step forward, and we at Soni Soya firmly believe and practice this vision of enhancing prosperity of our farmers. We constantly endeavour and partner towards driving the agrarian shift from subsistence to commercial nature of farming.

Lastly, I wish to thank the shareholders for showing their undeterred support, business associates for allying through our journey and employees for being Company's growth engine While the public listing opens up opportunities for us to take the business to new heights, it also adds additional challenges for the Company to meet increased expectations from all our stakeholders. We have laid strong foundations over the previous years and we are confident of meeting and exceeding the expectations. We believe we have a compelling story and we look forward with great passion to the future, creating greater value for our shareholders.

NOTICE

Notice is hereby given to all the members of the Company that the Annual General Meeting of the Company will be held on Friday the **28th September, 2018 at 10:30 A.M.** at the Registered Office of the Company to transact the following:

ORDINARY BUSINESS:

1. To receive and adopt the Audited Balance Sheet as at 31st March, 2018 and Profit and Loss Account of the Company for the year ended on 31st March, 2018 and the report of the Directors & Auditors thereon.
2. To appoint Director in place of Mr. Javed Ali (DIN 06931987), Whole Time Director, liable to retire by rotation in terms of Section 152(6) of the Companies Act, 2013 and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. **REVISION IN REMUNERATION OF DILIP KUMAR SONI (MANAGING DIRECTOR):**

   To approve the revision in remuneration of Managing Director of the Company and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

   "RESOLVED THAT subject to the provisions of Sections 197, read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), pursuant to the provisions of Articles of Association and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force) the approval of Members of the Company be and is hereby accorded for grant of remuneration w.e.f. 01st April, 2018 @ of Rs. 1,50,000.00/- per month to Mr. Dilip Kumar Soni, Managing Director of the Company with absolute discretion to the Board of Directors to alter and vary the terms and conditions as the board of Directors may in its absolute discretion consider necessary and as may be agreed to by the said director."

   "RESOLVED FURTHER THAT, in the event of loss, absence or inadequacy of profits in any financial year during the currency of tenure of Shri Dilip Kumar Soni, the aforesaid remuneration shall be minimum remuneration payable to him. However any remuneration in excess over the limits on minimum remuneration prescribed in Schedule V to the Companies Act, 2013, shall be payable to Shri Dilip Kumar Soni, with the prior approval of the Central Government, if so required."

   "RESOLVED FURTHER THAT the Board be and is hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to this resolution".

4. **APPOINTMENT OF MRS. SHASHI SHUKLA AS A REGULAR DIRECTOR OF THE COMPANY:**

   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 160 and other applicable provisions, if any of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), MRS. SHASHI SHUKLA (DIN - 08150150), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 08th June 2018, in terms of the provisions of Section 161 of the Companies Act, 2013 and hold office upto the ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company ."

5. APPOINTMENT OF MR. AMARDEEP SINGH BHADOURIYA (DIN - 08150152) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, consent of the members be and is hereby given to the appointment of Mr. Amardeep Singh Bhadouriya(DIN - 08150152), appointed as Additional Director (Non-Executive Independent Director) with effect from June 8, 2018 and holds office up to the ensuing Annual General Meeting in terms of Section 161 of the Companies Act, 2013 and being qualified for appointment as Independent Director and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Independent Director to hold office for five consecutive years for a term from June 8, 2018 up to July 7, 2023."

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTENDAND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING A PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OFTHE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. A PERSON SHALL ACTAS PROXY FOR ONLY 50 MEMBERS AND HOLDING IN AGGREGATE NOT MORE THAN 10 PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. MEMBER HOLDING MORE THAN 10 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 PROXY FOR ANY OTHER MEMBER.
3. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the meeting.
4. An Explanatory statement pursuant to Section 102 of the Companies Act, 2013 (the "Act") in respect of item no. 3 to 5 of the notice set out above, is annexed hereto.
5. Register of Members and Share Transfer Books of the Company will remain closed from 25th September, 2018 to 28th September, 2018 (both days inclusive).
6. Members are requested to notify immediately any change in their address and E–Mail ID to their respective Depository Participants (DPs) in respect of their electronic share accounts and to the Registrar and Share Transfer Agent of the Company viz. Bigshare Services Pvt. Ltd. Located at 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai 400059, Maharashtra having email Id investor@bigshareonline.com to receive the soft copy of Annual Report of the Company.
7. Members are requested to :

   a. Complete the attendance slip and deliver the same at the entrance of the meeting hall.

   b. Bring their copies of the Annual Report at the time of attending the Annual General Meeting.

   c. Send their questions at least 10 days in advance of the Annual General Meeting about any further information on accounts so as to enable the Company to answer their question satisfactorily.
8. All documents referred to in the accompanying Notice and Explanatory Statements are open

for inspection at the Registered Office of the Company on all working days except Saturday between 11.00 a.m. to 1.00 p.m. upto the date of the Annual General Meeting.

9. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID Nos. for easy identification of attendance at the meeting.

10. In terms of circulars issued by the Securities and Exchange Board of India (SEBI), it is now mandatory to furnish a copy of PAN card to the Company or its RTA in the following cases viz. transfer of shares, deletion of name, transmission of shares and transposition of shares.

11. The Notice of Annual General Meeting and Annual Report of the Company for the year 2017-18, circulated to the Members of the Company, is available on the Company's website viz. www.sonisoya.com.

12. Electronic copy of the Annual report for the year 2017-18 is being sent to the members whose email IDs are registered with the Share Transfer Agent of the Company/Depository Participants unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual reports being sent in the permitted mode.

13. SEBI has also mandated that for registration of transfer of securities the transferee(s) as well as the transferor(s) shall furnish a copy their PAN card to the company for registration of transfer of securities.

14. At the meeting, after all the items of the notice have been discussed, the Chairman will order poll in respect of all the items. After conclusion of the poll, the Chairman may declare the meeting as closed.

15. Members may also note that the Notice of Annual General Meeting, Attendance Slip, Proxy Form, Route Map, Ballot/Poll Paper and the Annual Report for the year 2017-18 will also be available on the company website www.sonisoya.com for their download. For any communication, the shareholders may also send request to the company on the aforementioned Email ID.

16. The Brief profile of the director proposed for re-appointment at the ensuing annual general meeting is annexed with the Notice.

Name of Director	Javed Ali
Date of Birth	03/10/1989
Designation	Whole Time Director
Date of Appointment	17/09/2014
Qualification	MBA in Foreign Trade
Experience	9 Years
No. and % of Shares Held in Company	831488 (24.78%)
Relation with other Directors and KMP of Company	-

For and on behalf of the Board of Directors of
SONI SOYA PRODUCTS LIMITED

DILIP KUMAR SONI
DIRECTOR
DIN: 06723172

Place: Indore
Date: 03/09/2018

ANNEXURE TO THE NOTICE
EXPLANATORY STATEMENT
(Pursuant to Section 102(1) of the Companies Act, 2013)

ITEM NO.3

Mr. Dilip Kumar Soni has done MBA in International Business and has an experience of two decade in the field of International business like processing & trading of Agro Products. Being Managing Director of the Company, he has made great contribution in the success of the Company through his expert knowledge and hard working. He has also very good knowledge in product development.

Names of Listed Company in which Mr. Dilip Kumar Soni holds directorship and the membership of committees of the Board:

MR. DILIP KUMAR SONI, Managing Director whose remuneration was being revised by the Board of Directors w.e.f. 01st April, 2018 subject to the approval of the members in General Meeting. The resolution needs the approval of the members in terms of sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof, for the terms and conditions as mentioned in resolution.

Mr. **Dilip Kumar Soni** is not a Director in any other listed company and also does not hold membership of committees of the Board of any other listed Company. He holds shares in the Company as on 31.03.2017. He has drawn the total remuneration of Rs. 12,00,000/- (Twelve Lac Only) during the financial year 2017-18. He was appointed on the Board of the Company on 17.09.2014. The information as required under Schedule V of the Companies Act, 2013, is attached herewith. This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013 and regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Board recommends the Special Resolution at Item No. 3 for approval of the members

Memorandum of Interest

No director, Key Managerial Personnel or their relatives, except Mr. Dilip Kumar Soni, Managing Director is interested or concerned in the resolution.

ITEM NO.4

Mrs. Shashi Shukla was appointed as an Additional Director by the Board of Directors with effect from 08th June 2018 in terms of the provisions of the companies Act 2013; she holds office till the conclusion of this Annual General Meeting. The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013 from Member proposing the candidature of Mrs. Shashi Shukla for the office of Director of the Company.

Mrs. Shashi Shukla is not disqualified from being appointed as a Director in terms of Section 160 of the Act and has given her consent to act as a Director, Mrs. Shashi Shukla fulfills the conditions specified in the Companies Act, 2013 and the Rules made there under and the Board recommends the ordinary resolutions set out at item No. 4 of the Notice for the approval by the Members.

Memorandum of Interest

No director, Key Managerial Personnel or their relatives, Director is interested or concerned in the resolution.

ITEM NO.5

Mr. Amardeep Singh Bhadouriya was appointed as an Additional Director of the Company in the category of Non-Executive Independent Director by the Board of Directors with effect from 08th June,

2018 in terms of the provisions of the companies Act 2013, he holds office till the conclusion of this Annual General Meeting. The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013 from Member proposing the candidature of Mr. Amardeep Singh Bhadouriya for the office of Independent Director of the Company.

In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Mr. Amardeep Singh Bhadouriya, being eligible for appointment, is proposed to be appointed as an Independent Director for five consecutive years for a term up to July 07, 2023.

Memorandum of Interest

No director, Key Managerial Personnel or their relatives, Director is interested or concerned in the resolution.

For and on behalf of the Board of Directors of
SONI SOYA PRODUCTS LIMITED

DILIP KUMAR SONI
DIRECTOR
DIN: 06723172

Place: Indore
Date: 03/09/2018

DIRECTORS' REPORT

To,

The Members,

Your directors have pleasure in presenting their **4th Annual Report** on the business and operations of the company together with the Audited Statement of Accounts for the year ended **31st March, 2018**.

1. FINANCIAL HIGHLIGHTS

During the year under review, performance of your company as under:

Particulars	Year ended 31st March 2018	Year ended 31st March 2017
Revenue from operation and Other Income	73,03,67,699.00	28,56,62,792.00
Less: Expenditure	71,09,52,795.00	27,83,29,207.75
Profit/(Loss) before tax	**1,94,14,904.00**	**73,33,584.25**
Less: Tax Expenses		
Income tax paid for earlier years	5,86,467.00	-60,395.00
Income tax (current year)	44,41,405.00	18,98,036.00
Deferred tax	9,83,767.00	3,50,283.00
Profit/(Loss) after tax	**1,34,03,265.00**	**51,45,660.25**

2. CHANGE IN NATURE OF BUSINESS

There was no change in nature of Business of the Company during the year under review.

3. DIVIDEND

Due to adequate investment opportunity exist within the company itself, your board decided not to recommend any dividend to the shareholders, for the financial year. They do not have any preference share or other security.

4. AMOUNT TRANSFERRED TO RESERVE

During the year, the Company has transferred Rs. 1,34,03,265/- to General Reserve.

5. DEPOSITS

The Company has not accepted any deposits from the public within the meaning of Section 73 of the Companies Act, 2013 read with the rules made there under.

6. SHARE CAPITAL

a) **Authorized Capital**

During the year under review; the Authorized Capital of the Company was increased from Rs.50 lakhs divided into 5,00,000 Equity Shares of Rs.10/- each to Rs. 5 Crores divided into 50,00,000 Equity Shares of Rs.10/- each in Extra Ordinary General Meeting held on 10th July 2017.

Further Authorized Capital of the Company was increased from Rs 5 Crores divided into 50,00,000 Equity Shares of Rs.10/- each to Rs. 6 Crores divided into 60,00,000 Equity Shares of Rs.10/- each in Extra Ordinary General Meeting held on 01st November 2017.

b) **Issued Subscribed and Paid up Share Capital**

- **Issue of Bonus Equity Shares:**

  During the Financial year 2017-18 under review the Company has issued 29,06,220 fully paid-up Bonus Equity Shares in the proportion of 15 equity shares for every one share held by the members and made allotment of bonus shares on 09th August, 2017 to the existing shareholders by capitalization of a sum of Rs. 2,90,62,200.

- **Issue of Equity Shares:**

  Your Directors are pleased to inform that the Company had issued on 31st July 2017 for making private placement 47,600 Equity Shares of Rs. 10/- each at a premium of Rs. 240/- per share aggregating Rs. 1,19,00,000.

On 15th June 2017, Company has made allotment of 50,000 Equity Shares Of Rs 10/- each including a premium of 240/- up on private placement basis aggregating Rs. 1,25,00,000/-

On 10th August, 2017 allotment of 2,56,000 (Two Lacs Fifty Six Thousand) equity shares of Rs 10/- (Rupees Ten only) including a premium of Rs. 15/- (Rupees Fifteen Only) for private placement aggregating Rs. 64,00,000/-.

On 29th August 2017, the company had allotted shares on private placement 2,04,210 Equity Shares of Rs. 10/- each at premium of Rs. 15/- per share aggregating Rs. 51,05,250/-

On 03rd October 2017, the company had allotted shares on private placement 50,783 Equity Shares of Rs. 10/- each at premium of Rs. 15/- per share aggregating Rs.12,69,575/-.

Your Directors are pleased to inform that the Company has issued prospectus to the general public on 19th March 2018 for making public issue of 18,00,000 Equity Shares of Rs. 10/- each at a premium of Rs. 15/- per share aggregating Rs. 4,50,00,000/- and has made allotment of 18,00,000/- equity shares on 12th April, 2018.

The Company has not issued shares with differential voting rights or granted stock options or sweat equity.

Accordingly the company's entire post issue paid up capital stood at Rs. 5,15,49,610 divided into 51,54,961 Equity Shares of Face Value of Rs. 10/- each and was listed at the NSE SME Platform on 12th April, 2018.

Your directors place on record their sincere thanks to all the investors for placing their confidence in the working and management of the Company.

Your directors also place on record their sincere thanks to the SEBI, NSE Ltd., Lead Manager to the Issue M/s Pantomath Capital Advisors Pvt. Ltd., Registrar to the Issue M/s Bigshare Services Pvt. Ltd., CSDL, NSDL and all the agencies involved for their valuable services and guidance extended to the Company for success of the public issue.

7. HUMAN RESOURCE & INDUSTRIAL RELATIONS

Industrial relations were harmonious throughout the year. The Board wishes to place on record their sincere appreciation to the cooperation extended by all the employees in maintaining cordial relations.

8. DIRECTORS' RESPONSIBILITY STATEMENT

To the best of the knowledge and belief and according to the information and explanations obtained by them, your Directors confirms the following statements in terms of Section 134(3) (c) of the Companies Act, 2013:

a. that in the preparation of the annual accounts for the year ended 31st March, 2018, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
b. that such accounting policies as mentioned in the Financial Statements have been selected and applied consistently. Such judgments and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs and of Profit of the Company for the financial year ended on March, 31st 2018.
c. that they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
d. that they have prepared the Annual Accounts on a going concern basis;
e. that they have laid down internal financial controls for the company and such internal financial controls were adequate and were operating effectively.
f. that they have devised proper systems to ensure compliance with the provisions of all applicable laws and such system are adequate and operating effectively.

9. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

The Board consist of the following directors namely:-

DIN / PAN NO.	NAME	DESIGNATION	DATE OF APPOINTMENT	DATE OF CESSATION
06723172	Dilip Kumar Soni	Managing director	17/09/2014	-
06931987	Javed Ali	Chairman & Whole-time director	17/09/2014	-
07877635	Asharaf khan	Independent Director	02/08/2017	-
07882255	Mahipal Singh Lalawat	Independent Director	02/08/2017	-
07877639	Rashmi Kesharwani	Independent Director	02/08/2017	08/06/2018
08150152	Amardeep Singh Bhadouriya	Independent Director	08/06/2018	-
08150150	Shashi Shukla	Additional Director	08/06/2018	-
BEWPG2922N	Surabhi Gupta	Company Secretary	09/08/2017	-
BKIPK0250P	Shrey Santosh Kalantri	CFO	09/08/2017	-

10. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATES

As on March 31st, 2018, the Company does not have any subsidiary or joint venture or associate Company.

11. NUMBER OF BOARD MEETINGS

During the Financial Year 2017-18, [13] meetings of the Board of Directors of the company were held.

S.NO.	DATE OF BOARD MEETING	Total No. of Directors	No. of Directors attended the Meeting
1	28/04/2017	2	2
2	01/06/2017	2	2
3	15/06/2017	2	2
4	17/06/2017	2	2
5	31/87/2017	2	2
6	09/08/2017	2	2
7	10/08/2017	2	2
8	03/10/2017	2	2
9	06/10/2017	2	2
10	21/11/2017	2	2
11	19/02/2018	2	2
12	20/02/2018	2	2
13	17/03/2018	2	2

12. SEPARATE MEETING OF INDEPENDENT DIRECTORS:

As stipulated by the Code of Independent Directors under the Companies Act, 2013; a separate meeting of the Independent Directors of the Company was held on 21st March, 2018 to review the performance of Non-Independent Directors (including the Chairman) and the entire Board. The Independent Directors also reviewed the quality, content and timeliness of the flow of information between the Management and the Board and its' Committees which is necessary to effectively and reasonably perform and discharge their duties.

13. COMMITTEES OF THE BOARD

The Company has following four Committees as follows:

(a) Audit Committee: The Company has constituted Audit Committee as per section 177 of the Companies Act 2013 and Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; vide resolution passed at the Annual General Meeting of the members held on 02nd August, 2017. The terms of reference of Audit Committee are broadly in

accordance with the provisions of SEBI (LODR) Regulations 2015 and Companies Act, 2013.

The Audit Committee comprises of the following Directors of the Company as on 31st March, 2018.

Name of Director	Nature of Directorship	Designation in the Committee
Mr. Mahipal Singh Lalawat	Independent Director	Chairman
Mr. Ashraf Khan	Independent Director	Member
Mr. Amardeep Singh Bhadouriya	Independent Director	Member

After the constitution 1 meeting of the Audit Committee was held during the year on 21st March 2018.

Reconstitution of Audit Committee: The Audit Committee has been reconstituted due to resignation of Ms. Rashmi Kesharwani Independent Director and appointment of Mr. Amardeep Singh Bhadouriya as Independent Director on 08th June, 2018.

Name of Director	Nature of Directorship	Designation in the Committee
Mr. Mahipal Singh Lalawat	Independent Director	Chairman
Mr. Ashraf Khan	Independent Director	Member
Mr. Amardeep Singh Bhadouriya	Independent Director	Member

(b) Nomination and Remuneration Committee

The Company has constituted a Nomination and Remuneration Committee in accordance section 178 of the Companies Act, 2013. The constitution of the Nomination and Remuneration Committee was approved by a vide resolution passed at the Annual General Meeting of the members held on 02nd August, 2017. The Nomination and Remuneration Committee comprises of the following Directors of the Company as on 31st March, 2018.

Name of Director	Nature of Directorship	Designation in the Committee
Mrs. Rashmi Kesharwani	Independent Director	Chairman
Mr. Mahipal Singh Lalawat	Independent Director	Member
Mr. Ashraf Khan	Independent Director	Member
Surabhi Gupta	Secretary	Company Secretary

After the constitution 1 meeting of the Nomination and Remuneration Committee were held during the year on 21st March 2018.

Reconstitution of Nomination and Remuneration Committee: The Nomination and Remuneration Committee has been reconstituted due to resignation of Ms. Rashmi Kesharwani Independent Director and appointment of Mr. Amardeep Singh Bhadouriya as Independent Director on 08th June, 2018.

Name of Director	Nature of Directorship	Designation in the Committee
Mr. Amardeep Singh Bhadouriya	Independent Director	Chairman
Mr. Ashraf Khan	Independent Director	Member
Mr. Mahipal Singh Lalawat	Independent Director	Member
Surabhi Gupta	Secretary	Company Secretary

(c) Stakeholders' Relationship Committee

The Company has constituted a shareholder/investors grievance committee ("Stakeholders" Relationship Committee") to redress complaints of the shareholders. The Stakeholders' Relationship Committee was constituted vide resolution passed at the Annual General Meeting of the members held on 02nd August, 2017. The Stakeholders' Relationship Committee comprises the following Directors as on 31st March, 2018:

Name of Director	Nature of Directorship	Designation in the Committee
Mr. Mahipal Singh Lalawat	Independent Director	Chairman
Mr. Ashraf Khan	Independent Director	Member
Mrs. Rashmi Kesharwani	Independent Director	Member
Surabhi Gupta	Secretary	Company Secretary

After the constitution 1 meeting of the Stakeholders' Relationship Committee were held during the year on 21st March 2018.

Reconstitution of Stakeholders' Relationship Committee: The Stakeholders' Relationship Committee has been reconstituted due to resignation of Ms. Rashmi Kesharwani Independent Director and appointment of Mr. Amardeep Singh Bhadouriya as Independent Director on 08th June, 2018.

Name of Director	Nature of Directorship	Designation in the Committee
Mr. Mahipal Singh Lalawat	Independent Director	Chairman
Mr. Ashraf Khan	Independent Director	Member
Mr. Amardeep Singh Bhadouriya	Independent Director	Member
Surabhi Gupta	Secretary	Company Secretary

14. DECLARATION BY INDEPENDENT DIRECTORS

All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

15. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

The particulars of contracts or arrangements with related parties referred to in Section 188(1) of the Companies Act 2013 for the Financial Year 2017-18 in the prescribed format, AOC 2 has been enclosed with the report.

16. VIGIL MECHANISM / WHISTLE BLOWER POLICY

As per the requirement of Section 177 (9) of the Companies Act, 2013, and Regulation 22 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has established a Vigil Mechanism called the 'Whistle Blower Policy' for Directors and Employees to report concern of unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct or ethics policy and the details of the Whistle Blower Policy has been uploaded on the Company's website http://www.sonisoya.com .

17. MATERIAL CHANGES AFFECTING THE FINANCIAL POSITION OF THE COMPANY

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which this financial statements relate and the date of this report.

18. CONSERVATION OF ENERGY, TECHNOLOGY, ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

The details of Energy, Technology, Absorption, Foreign Exchange Earnings and Outgo are as under:

a) Conservation of Energy:

Steps taken for conservation	**The Company is taking every steps and efforts to conserve the energy resources and installing such equipments and devices so as to minimize the power Consumption.**
Steps taken for utilizing alternate sources of energy	**Nil**
Capital investment on energy conservation equipments	**Nil**

b) Technology Absorption:

Efforts made for technology absorption	**Nil**
Benefits derived	**Nil**
Expenditure on Research &Development, if any	**Nil**
Details of technology imported, if any	**Nil**
Year of import	**Nil**
Whether imported technology fully absorbed	**N. A.**
Areas where absorption of imported technology has not taken place, if any	**Nil**

c) Foreign Exchange Earnings / Outgo:

Earnings	**4810.56 In Lakhs**
Outgo	**28.38 In Lakhs**

19. RISK MANAGEMENT POLICY:

The Company has adequate risk management process to identify and notify the Board of Directors about the risks or opportunities that could have an adverse impact on the Company's operations or to that could be exploited to maximize the gains. The processes and procedures are in place to act in a time bound manner to manage the risks or opportunities.

20. SIGNIFICANT & MATERIAL ORDERS

There are no significant and material orders passed by the regulators or courts or tribunals which impacting the going concern status and the Company's operations in future.

21. AUDITORS, THEIR REPORT & COMMENTS BY THE MANAGEMENT

Statutory Auditors

M/s. Nahata Mahajan & Co. (Chartered Accountants, Indore (Firm Registration No. 009739C) were appointed as Statutory Auditor of the Company in AGM 30/09/2015 to hold office until the conclusion of the Annual General Meeting to be held in the year 2020. The Company has received a certificate of eligibility from the statutory auditors in accordance with the provisions of Section 141 of the Act. There is not required for ratification of auditor in this Annual General Meeting as per the provision of Section 139 of the Companies Act, 2013 as amended.

Internal Auditor

M/s K Jagwani & Associates, Chartered accountants is appointed as an Internal Auditor of the Company to conduct the internal audit of the Company for the Financial Year 2018-19, as required under Section 138 of the Companies Act, 2013 and the Companies (Accounts) Rules,2014. The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. The scope and authority of the Internal Audit function is defined. The Audit Committee of the Board of Directors actively reviews the adequacy and effectiveness of the Internal Control System and suggest improvements to strengthen the same. To maintain its objectivity and independence, the Internal Auditor reports to the Chairman of the Audit Committee of the Board. Based on the report of internal audit function, Company undertakes corrective action in their respective areas and thereby strengthen the controls. Recommendations along with corrective actions thereon are presented to the Audit Committee of the Board and accordingly implementation has been carried out by the Company.

Secretarial Audit Report

Company is not listed on 31st march 2018, so Secretarial Audit is not applicable in the F.Y. 17-18.

22. CORPORATE GOVERNANCE

The Company being listed on the Small and Medium Enterprise platform of NSE Limited; is exempted from provisions of corporate governance as per Regulation15 of the SEBI (LODR) Regulations, 2015. Hence no Corporate Governance Report is required to be disclosed with Annual Report. It is pertinent to mention that the Company follows majority of the provisions of the corporate governance voluntarily.

23. CORPORATE SOCIAL RESPONSIBILITY (CSR) POLICY: Not Applicable

24. MANAGERIAL REMUNERATION:

Company has paid total managerial remuneration amounting to Rs. 27,00,000/- during the year to its Directors.

25. DISCLOSURES UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013

During the year the Company has not received any complaint, which is appreciable as the management of the company endeavor efforts to provide safe environment for the female employees of the company.

26. EMPLOYEE'S REMUNERATION:

The company was not having any employee, who was in receipt of remuneration as specified under Rule 5 (2) Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

27. INTERNAL FINANCIAL CONTROLS

The company is having adequate internal financial controls with reference to the financial statements in terms of Section 134 (3) (q) of Companies Act, 2013 read with Rule 8 (5) (viii) of Companies (Accounts) Rules, 2014.

28. CODE OFCONDUCT

The Company has laid down a code of conduct for all Board members and Senior Management and Independent Directors of the Company. All the Board members including Independent Directors and Senior Management Personnel have affirmed compliance with the code of conduct.

29. BOARD EVALUATION

Pursuant to the provisions of section 134 (3) (p) of the Companies Act, 2013 and applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board adopted a formal mechanism for evaluating its performance and as well as that of its Committees and Individual Directors, including the Chairman of the Board. The exercise was carried out through a structured evaluation process covering various aspects of the Boards functioning such as composition of the Board & committees, experience & competencies, performance of specific duties & obligations, governance issues etc. The evaluation of the Independent Directors was carried out by the entire Board and that of the Chairman and the Non-Independent Directors were carried out by the Independent Directors. The Directors were satisfied with the evaluation results, which reflected the overall engagement and effectiveness of the Board and its Committees with the Company.

30. EXTRACT OF ANNUAL RETURN

In accordance with Section 134(3)(a) of the Companies Act, 2013, an extract of the Annual Return in form MGT 9 is annexed herewith as **"Annexure A"** forming part of this report.

31. LISTING OF SHARES

Shares of the Company got listed on The National Stock Exchange Limited (NSE), SME Platform, Mumbai, on 12th April 2018, which provides a wider access to the investors nationwide. The Company has made all the compliances of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including payment of annual listing fees up to 31st March, 2018 to the NSE.

32. SECRETARIAL STANDARDS OF ICSI

The Secretarial Standards as specified by the Institute of Company Secretaries of India for Meetings of the Board of Directors (SS-1) and General Meetings (SS-2) came into effect from 1stJuly 2015. The Company is in compliance with the same.

33. ACKNOWLEDGMENT

Your Directors thank the various Central and State Government Departments, Organizations and Agencies for the continued help and co-operation extended by them. The Directors also gratefully acknowledge support of the NSE Ltd. Lead Manager, Share Transfer Agent and other intermediatories of the Public Issue of the Company and also to all stakeholders of the Company viz. customers, members, dealers, vendors, bankers and other business partners for the excellent support received from them during the year. The Directors place on record their sincere appreciation to all employees of the Company for their unstinted commitment and continued contribution to the Company.

For and on behalf of the Board of Directors of
SONI SOYA PRODUCTS LIMITED
Date: 03/09/2018
Place: Indore

DILIP KUMAR SONI
MANAGING DIRECTOR
DIN: 06723172

JAVED ALI
WHOLETIME DIRECTOR
DIN: 06931987

Annexure to the Directors Report
Annexure 'A'
Form No. MGT-9
EXTRACT OF ANNUAL RETURN
As on the financial year ended on 31/03/2018

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

I. REGISTRATION AND OTHER DETAILS:

i)	CIN	L51225MP2014PLC033203
ii)	Registration Date	17/09/2014
iii)	Name of the Company	SONI SOYA PRODUCTS LIMITED
iv)	Category/Sub-Category of the Company	Company limited by shares/ Indian Non Government
v)	Address of the Registered office and contact details	Off No. CS-1, P Square Building, 2nd floor 350, Goyal Nagar Indore Indore MP 452016 IN
vi)	Whether listed company	Yes
vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	**Bigshare Services Pvt. Ltd.** 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai 400059, Maharashtra. Tel No: 91-22-6263 8200

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

S. No.	Name and Description of main products / services	NIC Code of the Product/ Service	% to total turnover of the company
1.	Fertilizers and agrochemical products	99611117	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES – NIL

Name and address of the Company	CIN / GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
-				-

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

(A) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year (As on 31st March 2017)				No. of Shares held at the end of the year (As on 31st March 2018)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters.									
(1) Indian									
a) Individual/HUF	-	144273	144273	98.72	-	2415368	2415368	71.99	(26.73)
b) Central Govt.	-	-	-	-	-	-	-	-	-
c) State Govt.(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	-	-	-	-	-	-	-	-	-

e) Bank/FI	-	-	-	-	-	-	-	-	-
f) Any Other…	-	-	-	-	-	-	-	-	-
Total Shareholding of Promoter (A)	**-**	**144273**	**144273**	**98.72**	**-**	**2415368**	**2415368**	**71.99**	**(26.73)**
B. Public share holding									
1. Institutions	-	-	-	-	-	-	-	-	-
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Bank/ FI	-	-	-	-	-	-	-	-	-
c) Central Govt.(s)	-	-	-	-	-	-	-	-	-
d) State Govt.(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Fund	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture capital Funds	-	-	-	-	-	-	-	-	-
i) Others (Foreign Portfolio Investors)	-	-	-	-	-	-	-	-	-
Sub-Total (B) (1):	-	-	-	-	-	-	-	-	-
2. Non Institutions									
a) Bodies Corp.	-	-	-	-	-	-	-	-	-
i) Indian	-	-	-	-	-	-	-	-	-
ii) Overseas	-	-	-	-	-	177993	177993	5.3	5.3
b) Individuals									
i)Individual Share holders holding nominal share capital upto Rs. 1 lakh	-	1875	1875	1.28	-	370000	370000	11.03	9.75
ii)Individual Share holders holding nominal share capital in excess of Rs. 1 lakh	-	-	-	-	-	391600	391600	11.67	11.67
c)Others (specify)	-	-	-	-	-	-	-	-	-
Non Resident Indians	-	-	-	-	-	-	-	-	-

Overseas Corporate Bodies	-	-	-	-	-	-	-	-	-
Foreign Nationals	-	-	-	-	-	-	-	-	-
Clearing Members	-	-	-	-	-	-	-	-	-
Trust	-	-	-	-	-	-	-	-	-
Foreign Bodies DR	-	-	-	-	-	-	-	-	-
Sub Total (B)(2):-	**-**	**1875**	**1875**	**1.28**	**-**	**939593**	**939593**	**28.01**	**26.73**
Total Public shareholding (B)=(B)(1)+(B)(2)	**-**	**1875**	**1875**	**1.28**	**-**	**939593**	**939593**	**28.01**	**26.73**
C. Shares held by Custodian for GDRs & ADRs	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**
Grand Total (A+B+C)	**-**	**146148**	**146148**	**100**	**-**	**3354961**	**3354961**	**100**	**-**

(B) Shareholding of Promoters

S. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year		
		No. of shares	% of Total shares of the company	% of shares pledged / encumbered to total shares	No. of	% of pledged / encumbered to total shares	% change in share holding during the year
1.	DILIP KUMAR SONI	92305	63.16	-	1583880	47.21	(15.95)
2	JAVED ALI	51968	35.56	-	831488	24.78	(10.78)

(C) ***Change in Promoters' Shareholding :***

S. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.		**DILIP KUMAR SONI**			
	At the beginning of the year	92,305	63.15	92,305	63.15
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc): Decrease:	1491575 (1384575 Shares allotted on 9/08/2017 Through Bonus Issue 57000 shares allotted on 29/08/2017 through private placement 50,000 shares	(15.94)	1491575	(15.94)

		transferred from Mr. Sanjay Jain on 21/11/2017)			
	At the End of the Year	**1583880**	**47.21**	**1583880**	**47.21**

S. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.		**JAVED ALI**			
	At the beginning of the year	51968	35.56	51968	35.56
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc):	779520 Shares allotted on 9/08/2017 Through Bonus Issue	(10.78)	779520	(10.78)
	At the End of the Year	**831488**	**24.78**	**831488**	**24.78**

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

S. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Sanjay Jain	-	-	263600	7.86%
2	Motilal Laxkar	-	-	128000	3,82%
3	Sangeeta Gupta	-	-	64000	1.91%
4	Anita Rathore	-	-	57600	1.72%
5	Pooja Nyati	-	-	32000	0.95%
6	Sakshi Paliwal	-	-	32000	0.95%
7	Vyangesh choksi	-	-	32000	0.95%
8	Vinod Kumar Bafna	-	-	32000	0.95%
9	Drishti Punjabi	-	-	32000	0.95%
10	Preeti Gupta	-	-	32000	0.95%

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

S. No.	For Each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
		DILIP KUMAR SONI (Managing Director)			

	At the beginning of the year	92,305	63.15	92,305	63.15
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc): Decrease:	1491575 (1384575 Shares allotted on 9/08/2017 Through Bonus Issue 57000 shares allotted on 29/08/2017 through private placement 50,000 shares transferred from Mr. Sanjay Jain on 21/11/2017)	(15.94)	1491575	(15.94)
	At the End of the Year	**1583880**	**47.21**	**1583880**	**47.21**
.		**JAVED ALI(Whole Time Director)**			
	At the beginning of the year	51968	35.56	51968	35.56
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc):	779520 Shares allotted on 9/08/2017 Through Bonus Issue	(10.78)	779520	(10.78)
	At the End of the Year	**831488**	**24.78**	**831488**	**24.78**

V. INDEBTEDNESS

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	40,35,252	-	-	40,35,252
ii) Interest due but not paid	-	-	-	
iii) Interest accrued but not due	-	-	-	
Total (i+ii+iii)	**40,35,252**	**-**	**-**	**40,35,252**
Change in Indebtedness during the financial year				
- Addition	9,20,500	15,27,721	-	24,48,221
- Reduction	-	-	-	-
Net Change	**9,20,500**	**15,27,721**	**-**	**24,48,221**
Indebtedness at the end of the financial year				

i) Principal Amount	49,55,752	15,27,721	-	64,83,473
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	**49,55,752**	**15,27,721**	**-**	**64,83,473**

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIALPERSONNEL

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

S. No.	Particulars of Remuneration	Name of MD/WTD/Manager		Total Amount
		JAVED ALI	DILIP KUMAR SONI	
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	15,00,000	12,00,000	27,00,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission - as % of profit - others, specify	-	-	-
5.	Others, please specify	-	-	-
	Total (A)	**15,00,000**	**12,00,000**	**27,00,000**
	Ceiling as per the Act			

B. Remuneration to Executive Directors:

S. No.	Particulars of Remuneration	Remuneration to Executive Directors		Total Amount
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission - as % of profit - others, specify	-	-	-
5.	Others, please specify	-	-	-
	Total (A)	**-**	**-**	**-**
	Ceiling as per the Act			

C. Remuneration to other directors:

S. No.	Particulars of Remuneration	Name of Directors			Total Amount
	1. Independent Directors	-	-	-	-
	· Fee for attending board / committee meetings	-	-	-	-
	· Commission	-	-	-	-
	· Others, please specify	-	-	-	-
	Total (1)	-	-	-	-
	2. Other Non-Executive Directors	-	-	-	-
	· Fee for attending board / committee meetings	-	-	-	-
	· Commission	-	-	-	-
	· Others, please specify	-	-	-	-
	Total (2)	-	-	-	-
	Total (B)=(1+2)	-	-	-	-
	Total Managerial Remuneration	**-**	**-**	**-**	**-**
	Overall Ceiling as per the Act				

D. Remuneration to key managerial personnel other than MD /Manager/WTD:

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

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: None

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

For and on behalf of the Board of Directors of
SONI SOYA PRODUCTS LIMITED
Date: 03/09/2018
Place: Indore

DILIP KUMAR SONI
MANAGING DIRECTOR
DIN: 06723172

JAVED ALI
WHOLETIME DIRECTOR
DIN: 06931987

Annexure 'B'

FORM NO. AOC -2

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

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arms length transaction under third proviso thereto.

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

S. No.	Particulars	Details
	a) Name (s) of the related party & nature of relationship	-
	b) Nature of contracts/arrangements/transaction	-
	c) Duration of the contracts/arrangements/transaction	-
	d) Salient terms of the contracts or arrangements or transaction including the value, if any	-
	e) Justification for entering into such contracts or arrangements or transactions'	-
	f) Date of approval by the Board	-
	g) Amount paid as advances, if any	
	h) Date on which the special resolution was passed in General meeting as required under first proviso to section 188	-

2. (a) Details of contracts or arrangements or transactions at Arm's length basis: Nil

S.No.	Particulars	Details
	a) Name (s) of the related party & nature of relationship	-
	b)Nature of contracts/arrangements/transaction	-
	c) Duration of the contracts/arrangements/transaction	-
	d) Salient terms of the contracts or arrangements or transaction including the value, if any	-
	f) Date of approval by the Board	-
	g)Amount paid as advances, if any	-

For and on behalf of the Board of Directors of
SONI SOYA PRODUCTS LIMITED
Date: 03/09/2018
Place: Indore

DILIP KUMAR SONI
MANAGING DIRECTOR
DIN: 06723172

JAVED ALI
WHOLETIME DIRECTOR
DIN: 06931987

INDEPENDENT AUDITOR'S REPORT

TO,

THE MEMBERS OF

SONI SOYA PRODUCTS LIMITED

1. Report on the Financial Statements

We have audited the accompanying financial Statements of **Soni Soya Products Limited,** which comprise the **Balance Sheet as at 31st March 2018** and Statement of Profit & Loss for the year ended and a summary of significant accounting policies and other explanatory information.

2. Management's Responsibility for the Financial Statements

Management is responsible for the matters stated in Section 134(5) of the Companies Act 2013 ('the Act') with respect to the preparation and presentation of the financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting standards specified under section 133 of the Act. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

3. Auditor's Responsibility

Our responsibility is to express opinion on these financial statements based on our audit. We have taken in to account the provisions of the Act, the accounting and auditing standards and the matters which are required to be included in the audit report under the provisions of the Act and the rules made there under. We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Financial Statements.

4. Opinion

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

a) In the case of the Balance Sheet, of the state of affairs of the company as at **31st March 2018**: and

b) In the case of the Statement of Profit & loss, profit for the year ended on that date.

5. Report on Other Legal & Regulatory Requirements

1) As required by Companies (Auditor's Report) Order, 2016 (“the Order”) issued by the Central Government of India in terms of section 143(11) of the Act, we give in the Annexure A, a statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent

applicable.

2) As required by section 143(3) of the Act, we report that;

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

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

c) The Balance Sheet, Statement of Profit & Loss and Cash flow Statement dealt with by this Report are in agreement with the books of accounts.

d) In our opinion, the Financial Statement comply with the Accounting Standards notified under the act read with the Accounting Standards specified under 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

e) On the basis of written representations received from the directors, as on 31st March 2018 and taken on record by the board of directors, we report that none of the directors is disqualified as on 31st March, 2018 form being appointed as a director in terms of section 164 (2) of the Act, except one of the Director was disqualified for certain period by Registrar of Companies.

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";

For: Nahata Mahajan & Co.
Chartered Accountants
FRN 009739 C

CA. Sunil Kumar Nahata
Partner
M. No. 074831

Place: Indore
Dated: 30th, May 2018

ANNEXURE 'A'TO THE INDEPENDENT AUDITORS' REPORT

Referred to in paragraph 3 of our report of even date we have to report that: -

1.

a) The company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.

b) The management at reasonable intervals has physically verified the fixed assets of the company and no material discrepancies were noticed on such verification.

c) According to the information and explanations given to us and on the basis of our examination of the records of the company, the title deed of the immovable property held in the name of company.

2.

a) The Inventory (excluding stock lying with third party) has been physically verified by the management during the Year. In respect of inventory lying with third parties, these have been substantially confirmed by them. In our Opinion, the Frequency of verification is reasonable.

b) The procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the company and the nature of its Business.

c) The company is maintaining proper records of inventory. As informed no material discrepancies were noticed on physical verification carried out during this year.

3. The Company has not granted any loan to companies covered in the register maintained

under section 189 of the Act, and other clauses are not required to be commented upon.

4. 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 Act, with respect to the loans and investments made.

5. The company has not accepted any deposits within the meaning of Companies (Acceptance of Deposits) Rules 2014, from the public during the year.

6. The Central Government has not prescribed maintenance of cost records under Section 148 (1) of the Companies Act 2013.

7. According to the information and explanations given to us, the Company is generally regular in depositing with appropriate authorities undisputed statutory dues including provident fund, investor education and protection fund, employee state insurance, income-tax, sales tax, wealth-tax, customs duty, excise duty and cess and other material statutory dues applicable to it.

   (a) According to the information and explanations given to us, no undisputed amounts payable in respect of income-tax, wealth-tax, sales-tax, customs duty, excise duty and cess were in arrears, as at 31st March 2018 for a period of more than six months from the date they became payable.

   (b) According to the information and explanations given to us, there are no dues of sales-tax, income tax, customs duty, wealth tax, excise duty and cess which have not been deposited on account of any dispute.

8. In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to financial institutions, banks during the year. Based on information and explanation given to us, company has not given any guarantees for loan taken by others from banks or financial institution. In our opinion and according to the information and explanation given to us, the company has taken term loan from financial institutions and regular in repayment thereof.

9. The Company has come out with an Initial Public Offer on dated 28th March, 2018 for ` 4.50 cr., which was closed on 4th April, 2018. Company took Term Loans and no defaults were made in repayment of above loans during the year as per paragraph 3(ix) of the Order.

10. To the best of our knowledge and belief and according to the information & explanations given to us, no fraud on or by the Company has been noticed or reported during the course of audit.

11. According to the information and explanations give to us and based on our examination of the records of the Company, 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.

12. In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.

13. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.

14. The Company has made private placement of shares during the year and the requirement of section 42 of The Companies Act, 2013 have been complied with and the amount raised has been used for the purpose for which the fund were raised.

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

16. The Company is not required to be registered under section 45–IA of the Reserve Bank of India Act 1934.

For: Nahata Mahajan & Co.
Chartered Accountants
FRN 009739 C

CA. Sunil Kumar Nahata
Partner
M. No. 074831

Place: Indore
Dated: 30th, May 2018

ANNEXURE 'B' TO THE INDEPENDENT AUDITOR'S REPORT

Annexure referred to in Paragraph 9 (f) of the Auditor's Report for the year ended 31st March, **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 Soni Soya Products Limited ("the Company") as of 31st March 2018 in conjunction with our audit of the financial statements of the Company for the Year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

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

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

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

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 years are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

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

For: Nahata Mahajan & Co.
Chartered Accountants
FRN 009739 C

CA. Sunil Kumar Nahata
Partner
M. No. 074831

Place: Indore
Dated: 30th, May 2018

SONI SOYA PRODUCTS LIMITED
CIN: U51225MP2014PLC033203
Regd.office -Cs-1, P.Square Building, 2nd Floor, 350-Goyal Nagar, Indore-452016
BALANCE SHEET AS AT 31st MARCH ,2018

Particulars	Note No.	As At 31st March, 2018	As At 31st March, 2017
EQUITY AND LIABILITIES			
SHAREHOLDERS' FUNDS			
Share Capital	1	33,549,610.00	1,461,480.00
Reserves and Surplus	2	28,409,143.00	28,819,183.00
NON-CURRENT LIABILITIES			
Long Term Borrowings	3	6,483,473.00	4,035,252.00
Deferred Tax Liabilities (Net)	4	1,334,050.00	350,283.00
CURRENT LIABILITIES			
Trade Payables	5	94,761,504.00	70,596,680.00
Short Term Provisions	6	3,530,923.00	1,926,786.00
Other Current Liabilities	7	98,143,371.00	47,047,645.00
Total		**266,212,074.00**	**154,237,309.00**
ASSETS			
NON-CURRENT ASSETS			
Fixed Assets	8	35,313,461.00	20,566,310.00
Long Term Loans & Advances	9	1,543,786.00	957,794.00
NON CURRENT INVESTMENTS	10	1,120,000.00	500,000.00
CURRENT ASSETS			
Trade Receivables	11	123,770,105.00	84,882,366.00
Inventories	12	71,314,334.00	30,499,010.00
Cash and Cash Equivalents	13	3,700,012.00	1,887,182.00
Short-Term Loans and advances	14	29,450,376.00	14,944,647.00
Total		**266,212,074.00**	**154,237,309.00**
Significant Accounting Policies	22	-	-
Notes To Accounts	23		

As per report of even date attached

For and on behalf of the Board of Directors

For Nahata Mahajan & Co.
Chartered Accountants
Firm Reg. No. 009739C

CA. Sunil Kumar Nahata
Partner
M.No.074831

DILIP SONI
Managing Director

JAVED ALI
Whole Time Director

Place: Indore
Date : 30th May 2018

SHREY KALANTRI
Chief Financial Officer

SURABHI GUPTA
Company Secretary

SONI SOYA PRODUCTS LIMITED
CIN: U51225MP2014PLC033203
Regd.office -Cs-1, P.Square Building, 2nd Floor, 350-Goyal Nagar, Indore-452016
STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31st MARCH ,2018

Particulars	Note No.	For the Year Ended 31st March, 2018	For the Year Ended 31st March, 2017
Revenue from operations			
Sales	15	707,339,823.00	279,337,244.00
Other Income	16	23,027,876.00	6,325,548.00
Total Revenue		**730,367,699.00**	**285,662,792.00**
Expenses :-			
Purchases	17	642,376,212.00	252,959,236.00
Increase/Decrease in Inventories of Finished Goods and Material Consumed	18	-40,815,324.00	-21,959,089.25
Direct Expenses	19	20,852,662.00	10,738,805.00
Administrative Expenses	20	13,090,978.00	6,072,758.00
Finance Cost		9,816,396.00	3,206,540.00
Employee Benefit Expenses		9,638,251.00	6,157,032.00
Depreciation	8	1,460,060.00	836,242.00
Other Expenses	21	54,533,560.00	20,317,684.00
Total Expenses		**710,952,795.00**	**278,329,207.75**
Profit / (Loss) before tax		19,414,904.00	7,333,584.25
Prior Period Item		586,467.00	-60,395.00
Tax Expenses:-			
Current tax		4,441,405.00	1,898,036.00
Deferred tax		983,767.00	350,283.00
Profit/(Loss) for the Year		**13,403,265.00**	**5,145,660.25**
Earning per equity share:			
Basic		4.00	35.21
Diluted		4.48	35.21
Significant Accounting Policies	22	-	-
Notes To Accounts	23		

As per report of even date attached

For and on behalf of the Board of Directors

For Nahata Mahajan & Co.
Chartered Accountants
Firm Reg. No. 009739C

CA. Sunil Kumar Nahata
Partner
M.No.074831

DILIP SONI
Managing Director

JAVED ALI
Whole Time Director

Place: Indore
Date : 30th May 2018

SHREY KALANTRI
Chief Financial Officer

SURABHI GUPTA
Company Secretary

SONI SOYA PRODUCTS LIMITED

Regd.office -Cs-1, P.Square Building, 2nd Floor, 350-Goyal Nagar, Indore-452016

NOTES ANNEXED TO AND FORMING PART OF ACCOUNTS AS AT 31st MARCH ,2018

Particulars	For the Year Ended 31st March, 2018	For the Year Ended 31st March, 2017
NOTE 1: SHARE CAPITAL		
Authorised		
6000000 (5,00,000 Previous Year)		
Equity Shares of Rs. 10/-each	60,000,000.00	5,000,000.00
Issued, Subscribed & Paid up :		
3354961 (146148 Previous Year)		
Equity Shares of Rs. 10/- each Fully paid up	33,549,610.00	1,461,480.00
	33,549,610.00	**1,461,480.00**

Name of Shareholders holding more than 5 percent shares in the Company :-

Name of the Shareholder	As on 31/03/2018		As on 31/03/2017	
	Number of Shares Held	Percentage of Share Holding	Number of Shares Held	Percentage of Share Holding
1. Dilip Soni	1,583,880	47.21%	92,305	63.16%
2. Javed Ali	831,488	24.78%	51,968	35.56%
3. Sanjay Jain	263,600	7.86%	-	-

The reconciliation of the number of shares outstanding and the amount of share capital for the year ended 31tst March, 2018 and as on 31st March, 2017 is set out below:

Particulars	As on 31/03/2018		As on 31/03/2017	
	Number of Shares Held	Amount	Number of Shares Held	Amount
Number of shares at the beginning of the year	146148	1,461,480.00	37,000.00	370,000.00
Fresh Issue on 04/01/2017	-	-	27,878.00	278,780.00
Fresh Issue on 20/03/2017	-	-	66,514.00	665,140.00
Fresh Issue on 23/03/2017	-	-	14,756.00	147,560.00
Fresh Issue on 31/07/2017	47600	476,000.00	-	-
Bonus Issue on 09/08/2017 @ 15 shares for each share held	2,906,220	29,062,200.00	-	-
Fresh Issue on 29/08/2017	204,210	2,042,100.00	-	-
Fresh Issue on 03/10/2017	50,783	507,830.00		
TOTAL	**3,354,961**	**33,549,610.00**	**146,148**	**1,461,480.00**

NOTE 2: RESERVE & SURPLUS

Profit and Loss Account :-

Opening Balance	7,851,243.00	2,705,582.75
Add:- Profit For the Current Year	13,403,265.00	5,145,660.25

Closing Balance	21,254,508.00	7,851,243.00
Security Premium	7,154,635.00	20,967,940.00
	28,409,143.00	**28,819,183.00**

NOTE 3: LONG TERM BORROWINGS

Secured Term Loan

Tata Capital Housing Finance Ltd. (Secured Against Hypothecation of Office Building)	1,509,910.00	1,616,276.00
Union Bank of India Term Loan	-	2,418,976.00
*Tata Moters Finance Limited 301919 (Secured Against Hypothecation of Vehicle)	1,656,423.00	-
*Tata Moters Finance Limited 301921 (Secured Against Hypothecation of Vehicle)	1,656,423.00	-
*Tata Moters Finance Limited 337370 (Secured Against Hypothecation of Vehicle)	66,498.00	-
*Tata Moters Finance Limited 337372 (Secured Against Hypothecation of Vehicle)	66,498.00	-
	4,955,752.00	**4,035,252.00**

Unsecured Term Loan

Volition Credit & Holding Pvt. Ltd. (IND000000002801)	1,527,721.00	-
	1,527,721.00	-

3.1 Details of Term Loan **Amount Outstanding**

Purpose & Security	**31/03/2018**		**31/03/2017**	
	Non Current	**Current**	**Non Current**	**Current**
Term Loan From HDFC Bank Ltd (Secured Against Hypothecation of Vehicle)	-	-	-	1,159,903.00
Term Loan from Tata Finance (Secured against hypothecation of Vehicle)	3,445,842.00	1,522,010.00	-	-
Term Loan from Tata Capital (Secured by hypothecation of office building)	1,509,910.00	106,366.00	1,616,276.00	93,695.00
Term Loan from Union Bank (Secured by hypothecation of Plant & Machinery)	-	-	2,418,976.00	759,996.00
Volition Credit &Holding Pvt. Ltd. (Unsecured Loan)	1,527,721.00	504,033.00	-	-

Particulars	**As At 31st March, 2018**	**As At 31st March, 2017**
NOTE 4: DEFERRED TAX LIABLILITIES (NET)		
Depreciation on Tangible Assets As per Income Tax Act, 1961	4,739,282.00	2,003,851.40
Depreciation on Tangible Assets As per Companies Act,2013	1,460,060.00	836,242.00
Difference	3,279,222.00	1,167,609.40
Income Tax on above difference	983,767.00	350,283.00

Deferred Tax Liabilities for the Year	983,767.00	350,283.00
Opening Deferred Tax Liabilities	350,283.00	-
	1,334,050.00	**350,283.00**

NOTE 5: TRADE PAYABLES

Brokerage Payable	1,602,424.00	610,483.00
Sundry Creditors	82,349,993.00	61,650,969.00
Expenses Payable	10,809,087.00	8,335,228.00
	94,761,504.00	**70,596,680.00**

NOTE 6: SHORT TERM PROVISIONS

Audit Fees	80,000.00	28,750.00
Income Tax Provision (Net)	3,441,405.00	1,898,036.00
Accrued Interest	9,518.00	-
	3,530,923.00	**1,926,786.00**

NOTE 7: OTHER CURRENT LIABILITIES

Current maturities of long term Debts (Refer 3.1)	2,132,409.00	2,013,594.00
Panchratna Logistics Services(Rent Deposit)	5,000.00	5,000.00
Service Tax Payable	-	28,691.00
TDS Payable	221,919.00	174,871.00
Entry Tax Payable	-	16,648.00
GST Payable	65,380.00	-

Bank Overdrafts*

Union Bank of India EPC CC A/C	-	20,000,000.00
Union Bank of India CC A/C	95,718,663.00	24,808,841.00
*(Secured Against hypothecation of Book Debts, Stock & Personal Guarantee of Directors)	**98,143,371.00**	**47,047,645.00**

SONI SOYA PRODUCTS LIMITED

CIN: U51225MP2014PTC033203

Regd.office (New)-Cs-1, P.Square Building, 2nd Floor, 350-Goyal Nagar, Indore-452016

NOTES ANNEXED TO AND FORMING PART OF ACCOUNTS AS AT 31/03/2018

NOTE 8 : TANGIBLE ASSETS (INCLUDING DEPRECIATION)

(Amount in ₹)

Particulars	Gross Block			Depreciation & Amortization			Net Block	
	As on 01/04/2017	During the year Addition/ (Deletion)	As on 31/03/2018	Up To 01/04/2017	During the year Addition/ (Deletion)	Up To 31/03/2018	As on 31/03/2018	As On 31/03/2017
TANGIBLE ASSETS								
Computers Hardwares	179,818.00	118,200.00	298,018.00	75,695.00	69,315.00	145,010.00	153,008.00	104,123.00
Furniture & Fixtures	310,305.00	452,998.00	763,303.00	14,235.00	29,413.00	43,648.00	719,655.00	296,070.00
Office No.CS-1(P.Square) Goyal Nagar	2,057,800.00	-	2,057,800.00	97,399.00	60,294.00	157,693.00	1,900,107.00	1,960,401.00
Trailer & Truck	1,969,260.00	6,910,406.00	8,879,666.00	416,739.00	710,941.00	1,127,680.00	7,751,986.00	1,552,521.00
Computer Software	68,400.00	-	68,400.00	12,926.00	9,576.00	22,502.00	45,898.00	55,474.00
Lab Equipment	111,353.00	-	111,353.00	2,096.00	5,013.00	7,109.00	104,244.00	109,257.00
Office Equipment	134,050.00	274,023.00	408,073.00	14,791.00	72,330.00	87,121.00	320,952.00	119,259.00
Plant & Machinery	16,801,015.00	8,451,584.00	25,252,599.00	431,810.00	503,178.00	934,988.00	24,317,611.00	16,369,205.00
TOTAL	**21632001.00**	**16207211.00**	**37839212.00**	**1065691.00**	**1460060.00**	**2525751.00**	**35313461.00**	**20566310.00**

soni soya PRODUCTS LIMITED

Particulars	For the Year Ended 31st March, 2018	For the Year Ended 31st March, 2017
NOTE 9: LONG TERM LOANS & ADVANCES		
Security Deposits :-		
Krishi Upaj Mandi Samiti FDR	106,111.00	66,211.00
Sales Tax Deposit FDR	13,175.00	12,083.00
MPKVVCL(Security Deposit)	879,500.00	879,500.00
Deposit for Coffee Machine	25,000.00	-
Ankita Mishra, Indore	45,000.00	-
National Stock Exchange of India Ltd.	475,000.00	-
	1,543,786.00	**957,794.00**

NOTE 10: NON CURRENT INVESTMENT

Union Capital Protection Oriented fund Series-7 (50000 units of Rs. 10 per unit, NAV Rs. 10.5894 Previous Year Rs.10.0447)	500,000.00	500,000.00
Union Capital Protection Oriented fund Series-8 (50000 units of Rs. 10 per unit, NAV as on 31/03/2018 Rs. 10.2142)	500,000.00	-
EFGR- Union Equity Fund Growth -INF582M01104 (3,182.668 units, NAV as on 31/03/2018 Rs. 18.18)	60,000.00	-
SMFG- Union Small Cap Fund Regular Plan- INF582M01BY1 (3,610.184 units, NAV as on 31/03/2018 Rs. 15.82)	60,000.00	-
	1,120,000.00	**500,000.00**

NOTE 11: TRADE RECEIVABLES

(Unsecured, Considered good)		
Debt outstanding exceeding 6 months	9,415,186.00	1,336,722.00
Other Debt	114,354,919.00	83,861,520.00
Customer Credit Balance	-	-315,876.00
	123,770,105.00	**84,882,366.00**

NOTE 12: INVENTORIES

Finished Goods	59,287,499.00	4,440,248.00
Consumables	12,026,835.00	26,058,762.00
	71,314,334.00	**30,499,010.00**

NOTE 13: CASH AND BANK BALANCES

Cash And Cash Equivalents		
Cash in Hand	1,504,799.00	1,619,618.00
Balance with Banks:-		
Bank of India	114,967.00	117,201.00
ICICI Bank Ltd.	-	509.00
Union Bank of India	2,017,754.00	56,581.00
Union Bank of India	6,978.00	-
Yes Bank Ltd.	55,514.00	93,273.00
	3,700,012.00	**1,887,182.00**

Particulars	For the Year Ended 31st March, 2018	For the Year Ended 31st March, 2017
NOTE 14: SHORT TERM LOANS AND ADVANCES		
Balance With Government Authorities And Other		
Service Tax Receivable	798,929.00	1,085,627.00
TDS/TCS Recievable	76,524.00	26,165.00
Tata Capital Housing Finance Ltd.	25,046.00	3,363.00
Tata Motors Finance Ltd.	16,024.00	-
Prepaid Insurance	444,566.00	15,635.00
Advances Against Capital Goods	-	942,700.00
VAT Receivable	-	334,449.00
Advance to Supplier	-	2,535,968.00
Advance for Expenses	-	5,494,307.00
Customs Duty Receivable	81,258.00	-
GST Receivable	21,061,549.00	-
MEIS Licence Receivable	5,507,493.00	4,506,433.00
HPCL Drive Track	1,532.00	-
Public Issue Expenses	1,434,720.00	-
Amount Receivable From Star Union (Sud Life P.No. 01199865 & 01199872)	2,735.00	-
	29,450,376.00	**14,944,647.00**

NOTE 15: REVENUE FROM OPERATIONS

	For the year ended 31/03/2018		For the year ended 31/03/2017	
Domestic Sales	228,714,365.00	228,625,383.00	90,041,188.00	90,833,970.00
Less: Quality Claim & Shortage	-88,982.00		-238,218.00	
Add: High Seas Sales	-		1,031,000.00	
Export	481,055,474.00		189,929,190.00	
Less:Quality Claim	-2,341,034.00	478,714,440.00	-1,425,916.00	188,503,274.00
		707,339,823.00		**279,337,244.00**

NOTE 16: OTHER INCOME

Duty Drawback	2,449,703.00	1,659,241.00
Discount	101,971.00	28,072.00
Foreign Exchange Fluctuation	6,655,574.00	-2,050,948.00
Interest on Fixed Deposit	6,992.00	51,951.00
Rent Received (Vehicle)	270,000.00	180,000.00
License Sales	11,494,587.00	6,357,422.00
Freight Income (Trailor)	1,833,215.00	31,115.00
Interest Received from MPEB	57,809.00	-
Profit from Sale of Investment (UBI Mutual Fund)	2,375.00	-
Settlement Export	-	68,695.00
Insurance Claim Received	155,650.00	-
	23,027,876.00	**6,325,548.00**

NOTE 17: PURCHASES

	For the year ended 31/03/2018		For the year ended 31/03/2017	
Purchases	645,245,517.00	642,376,212.00	253,991,199.00	252,959,236.00
Less: Quality Claim & Shortage	-2,869,305.00		-1,938,509.00	
Add: High Seas Purchases	-		906,546.00	
		642,376,212.00		**252,959,236.00**

NOTE 18: INCREASE/DECREASE IN INVENTORIES OF FINISHED GOODS AND MATERIAL CONSUMED

At the Beginning of the year/Year		
Finished Goods	24,347,315.00	3,991,001.75
Raw Material	6,151,695.00	4,321,734.00
Coal	-	227,185.00
	30,499,010.00	8,539,920.75
At the End of the year/Year		
Finished Goods	59,287,499.00	24,347,315.00
Raw Material	12,026,835.00	6,151,695.00
	71,314,334.00	30,499,010.00
	-40,815,324.00	**-21,959,089.25**

NOTE 19: DIRECT EXPENSES

Consumables	-	151,796.00
Packing Material	4,203,811.00	1,553,118.00
Manufacturing and Processing Exp	14,575,787.00	6,993,925.00
Cleaning Expenses	389,078.00	453,061.00
Clearing & Forwarding	775,773.00	1,138,875.00
Mandi Tax	65,360.00	74,419.00
Entry Tax	182,590.00	18,423.00
Freight inward	530,507.00	338088.00
Loading & Unloading Exp.	73,886.00	-
Ware House Storage Charges	55,870.00	17,100.00
	20,852,662.00	**10,738,805.00**

NOTE 20: ADMINISTRATIVE EXPENSES

Administrative Expenses	9,950,653.00	5,262,373.00
Audit Fees	80,000.00	28,750.00
License and Registration Expenses	234,983.00	452,075.00
Telephone Expenses	235,947.00	98,287.00
Vehicle Running & Maintainence	2,586,664.00	231,273.00
Property Tax	2,731.00	-
	13,090,978.00	**6,072,758.00**

NOTE 21: OTHER EXPENSES

Professional Tax	2,500.00	2,500.00
Selling & Distribution Expenses	54,430,200.00	20,299,363.00
Donation	1,000.00	-
Derivative Transection	99,860.00	15,821.00
	54,533,560.00	**20,317,684.00**

SONI SOYA PRODUCTS LIMITED

CIN: U51225MP2014PTC033203

NOTES TO AND FORMING PART OF BALANCE SHEET AS AT 31st March, 2018

NOTE 22: SIGNIFICANT ACCOUNTING POLICIES

1. **Basis of Preparation of financial Statements.**

   The financial statements have been prepared in accordance with the Generally Accepted Accounting Principles under the historical cost convention on the accrual basis. GAAP comprises mandatory accounting standards as prescribed u/s 133 of the Companies Act, 2013 ('the Act') read with Rule 7 of the companies (Accounts) Rules, 2014.

2. **Use of Estimates**

   The preparation of financial statements in conformity with GAAP require estimation and assumptions to be made that affect the reported amount of assets and liabilities and disclosures relating to contingent liabilities as at the date of the financial statements and the reported amount of revenues and expenses during the reporting year. Difference between the actual results and estimates are recognized in the year in which the results are known/ materialized.

3. **Tangible Assets and capital work-in-progress**

   Tangible assets are stated at cost, less accumulated depreciation and impairment, if any. Direct cost is capitalized until such assets are ready use.

4. **Intangible Asset**

   a) **Intangible assets acquired separately**

   Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortization and accumulated impairment losses. Amortization is recognized on a straight-line basis over their estimated useful lives. The estimated useful life and amortization method are reviewed at the end of each reporting year, with the effect of any changes in estimate being accounted for on a prospective basis.

   b) **Derecognition of intangible assets**

   An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, and are recognised in profit or loss when the asset is derecognised.

5. **Finance Costs**

   Borrowing costs, if any, that are attributable to the acquisition and construction of a qualifying asset are capitalized as a part of the cost of the asset. Other borrowing costs are recognized as expense in the year in which incurred.

6. **Inventories**

   Inventories are valued at lower of cost and net realizable value. Cost of inventories comprises of purchase cost only. Inventory of finished goods, Trading goods and Raw material are valued on FIFO Method.

7. **Provisions, Contingent Liabilities and Contingent Assets**

   Provision is recognized when there is a present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. Disclosure for contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. No provision is recognized or disclosure for contingent liability is made when there is a possible obligation or a present obligation and the likelihood of outflow of resources is remote. Contingent asset is

neither recognized nor disclosed in the financial statements.

8. Employee Benefits

Short Term Employee Benefits:

The undiscounted amount of short term Employee Benefits expected to be paid in exchange for the services rendered by employees are recognized as an expense during the year when the employees rendered the service.

Post-Employment Benefits:

Under post-employment benefits defined Contribution plans, defined Benefit plans & employee separation cost is not applicable being a new company & having no eligible employees.

9. Taxation

Current Tax

Current Tax assets and Liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates & laws that are enacted or substantively enacted at the Balance Sheet date.

Deferred Tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the Financial Statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized.

10. Foreign currencies transactions & translations

The functional currency of the Company is Indian Rupees which represents the currency of the primary economic environment in which it operates. Transactions in currencies other than the Company's functional currency (foreign currencies) are recognised at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting year, monetary items denominated in foreign currencies are retranslated using closing exchange rate prevailing on the last day of the reporting year. Exchange differences arising on settlement or translation of monetary items are recognised in Statement of Profit and Loss.

11. Revenue Recognition

Revenue from sale of goods is recognized on transfer of significant risk and rewards of the ownership of the goods to the buyer and stated at net of trade discount and rebates. Revenue from sale of goods is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government. Dividend income on investments is accounted for when the right to receive the payment is established. Insurance and other claims where quantum of accruals cannot be ascertained with reasonable certainty are accounted for on receipt basis.

12. Investments

The company has invested in unquoted mutual fund which is carried at cost. The nature of the same is under Fixed maturity plan hence shown as non-current investment.

13. Depreciation and Amortization

Depreciation on fixed assets is provided on the Straight-Line method over the useful life on the basis of prescribed useful life as per companies act 2013.

14. Earnings per share

Basic earnings per share are calculated by dividing the net profit for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. The weighted average number of equity shares outstanding during the year and for all

years presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares that have changed the number of equity shares outstanding, without a corresponding change in resources.

Calculation of Weighted Average Shares

Particulars	Share Outstanding (Including bonus issue effect of 15 shares for every 1 share held)	Portion of Year	Weighted Shares
Upto 30/07/2017	2338368	0.3315	775185
Upto 28/08/2017	3099968	0.0795	246299
Upto 02/10/2017	3304178	0.0959	316839
Upto 31/03/2018	3354961	0.4932	1654501
Weighted average number of outstanding shares			2992824

NOTE 23: NOTES TO ACCOUNTS

1. **Auditors Remuneration (In Rs.):**

Particular	For the Year Ended on 31/03/2018	For the Year Ended on 31/03/2017
Fees for Statutory Audit	80,000.00	28,750.00

2. **Related Party Disclosure**

Pursuant to AS–18 on Related Party Disclosures, following are the transaction with the related parties during the year: -

Name	Relation	Nature of Transaction	For the Year Ended on 31/03/2018	For the Year Ended on 31/03/2017
Javed Ali	Key Managerial Personnel	Remuneration	1,500,000.00	900,000.00
Dilip Soni	Key Managerial Personnel	Remuneration	1,200,000.00	1,800,000.00

3. **Earnings Per Share (EPS)**

For the information relevant for AS–20, the calculation of the Basic and Diluted Earnings per share is based on the following data:

Particulars	For the Year Ended on 31/03/2018	For the Year Ended on 31/03/2017
Net Profit/(Loss) available for appropriation (For Basic EPS)	1,34,03,265.00	51,45,660
Weighted Average Number of Equity Shares (For Basic EPS)*	3354961	146148
EPS (Basic)	4.00	35.21
Face Value Per Equity Share	10.00	10.00

***In accordance with AS 20 'Earnings per Share', for the calculation of Basic and Diluted EPS for current year**

The company has allotted 2906220 number of fully paid Bonus shares on 09/08/2017 in the ratio

of fifteen equity share of 10 each fully paid up for every one existing equity shares of 10 each fully paid up.

2. Contingent Liability

The Company does not have any Contingent Liability in the nature of Bank Guarantee, Letter of credit outstanding and do not have any pending litigations & claims.

As per report of even date attached

For and on behalf of the Board of Directors

For **Nahata Mahajan & Co.**
Chartered Accountants
Firm Reg. No. 009739C

CA. Sunil Kumar Nahata
Partner
M.No.074831
Date : 19/05/2018

DILIP SONI
Managing Director

JAVED ALI
Whole Time Director

SHREY KALANTRI
Chief Financial Officer

SURABHI GUPTA
Company Secretary

SONI SOYA PRODUCTS LIMITED

CIN: U51225MP2014PLC033203

Regd.office -Cs-1, P.Square Building, 2nd Floor, 350-Goyal Nagar, Indore-452016

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

Particulars	2017-2018	2016-2017
(A) CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit as per P&L a/c	19,414,904.00	7,333,584.25
ADJUSTMENTS:-		
Prior Period Expenses	(586,467.00)	2,743.00
Depreciation	1,460,060.00	836,242.00
Finance Cost	9,816,396.00	3,206,540.00
Operating profit before Working Capital changes	**30,104,893.00**	**11,379,109.25**
(Increase)/ Decrease in Long Term Loans & Advances	-	-267,762.00
	30,104,893.00	**11,111,347.25**
Changes in Working Capital		
Increase/(Decrease) in Current Liabilities	76,864,687.00	77,265,877.00
(Increase)/ Decrease in Current Assets	(94,208,792.00)	(88,815,969.00)
CASH FLOW FROM OPERATIONS	12,760,788.00	(438,744.75)
Less: Income Tax Paid	4,441,405.00	562,449.00
NET CASH FLOW FROM OPERATING ACTIVITIES (A)	**8,319,383.00**	**(1,001,193.75)**
(B) CASH FLOW FROM INVESTING ACTIVITIES		
Investment	(620,000.00)	(500,000.00)
(Increase)/ Decrease in Long Term Loans & Advances	(585,992.00)	-
Purchase of Fixed Assets	(16,207,211.00)	(13,683,270.00)
NET CASH FLOW FROM INVESTING ACTIVITIES (B)	**(17,413,203.00)**	**(14,183,270.00)**
(C) CASH FLOW FROM FINANCING ACTIVITIES		
Share Capital Issued	32,088,130.00	1,091,480.00
Public Issue Expenses	-	-
Share Application Money Received	-	-
Share Application Money Pending Allotment	-	-
Increase/(Decrease) of Security Premium	(13,813,305.00)	16,917,940.00
Secured Loans Taken	920,500.00	4,469,993.00
Unsecured Loans Taken	1,527,721.00	(2,635,000.00)
Finance Cost	(9,816,396.00)	(3,206,540.00)
NET CASH FLOW FROM FINANCING ACTIVITIES (C)	**10,906,650.00**	**16,637,873.00**
NET INCREASE/(DECREASE) IN CASH FLOW During the Year (A+B+C)	**1,812,830.00**	**1,453,409.25**
(E) CASH AND CASH EQUIVALENT AT THE BEGINNING OF THE FINANCIAL YEAR	1,887,182.00	433,773.00
(F) CASH AND CASH EQUIVALENT AT THE END OF THE FINANCIAL YEAR	3,700,012.00	1,887,182.00
NET CHANGE IN CASH AND CASH EQUIVALENT	**1,812,830.00**	**1,453,409.00**

Significant Accounting Policies Other Notes To Accounts

As per report of even date attached
For Nahata Mahajan & Co.
Chartered Accountants
Firm Reg. No. 009739C

For and on behalf of the Board of Directors

CA. Sunil Kumar Nahata
Partner
M.No.074831
Place: Indore
Date : 30th May 2018

DILIP SONI
Managing Director

JAVED ALI
Whole Time Director

SHREY KALANTRI
Chief Financial Officer

SURABHI GUPTA
Company Secretary

Form No. MGT-11 Proxy form

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

CIN	**L51225MP2014PLC033203**
Name of the company	**Soni Soya Products Limited**
Registered office Off. No.	CS-1, p Square Building, 2nd Floor, 350 Goyal Nagar, Indore MP 452016
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 Soni Soya Products Limited, hereby appoint:

1. Name: ……

Address:

E-mail Id:

Signature: ……., or failing him/her

2. Name: ……

Address:

E-mail Id:

Signature: ……..……..., or failing him/her

3. Name: ……

Address:

E-mail Id:

Signature: ……., or failing him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual general meeting of the company, to be held on the Friday 28th September 2018 At 10.30 a.m. at Off. No. CS-1, P Square Building, 2nd Floor, 350 Goyal Nagar Indore MP 452016 and at any adjournment thereof in respect of such resolutions as are indicated below:

S. No.	Resolution type	Description	For	Against
1.	Ordinary Resolution	To receive, consider and adopt the Audited Standalone Financial Statements as well as Audited Consolidated Financial Statements of the Company for financial year ended 31stMarch, 2018 together with the Report of the Board of Directors and the Auditors thereon.		
2.	Ordinary Resolution	To appoint a Director in place of Mr. Javed Ali (DIN: 06931987), who retires by rotation and being eligible, offers himself for re-appointment.		
3.	Special Business	To Revise remuneration of Mr. Dilip Kumar Soni (Managing Director)		

4.	Ordinary Resolution	To Appoint Mrs. Shashi Shukla as Regular Director Of The Company.		
5.	Ordinary Resolution	To Appoint Mr. Amardeep Singh Bhadouriya (Din - 08150152) As An Independent Director Of The Company.		

Signed this…… day of…… 2018

Affix Rs.1 Revenue Stamp

Signature of Shareholder……..

Signature of Proxy holder(s)…….

Note:

1. **This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**
2. This is only optional. Please put "x" in the appropriate column against the resolution indicated in the box. If you leave the "For" or "Against" column blank against any or all resolutions. Your proxy will be entitled to be vote in the manner/as he/she thinks appropriate.

ATTENDENCE SLIP

(TO BE SIGNED AND HANDED OVER AT THE ENTRANCE OF THE MEETING HALL)

I hereby record my presence at the **ANNUAL GENERAL MEETING** of the Company being held on, 28th September, 2018 at its registered office at Off. No. CS-1 P Square Building, 2nd Floor, 350 Goyal Nagar **Indore MP 452016**

NAME (S) OF THE MEMBER (S) **Registered Folio No. ……**
Client ID No. …….

Name of Proxy (in block letters)
(To be filled in, if the proxy attends instead of the Member) .....

(Member's/Proxy' Signature)

SONI SOYA PRODUCTS LIMITED

OFF. NO. CS-1, P SQUARE BUILDING, 2ND FLOOR, 350 GOYAL NAGAR, INDORE MP 452016

FORM NO. MGT.12

POLLING PAPER / BALLOT PAPER

S No	Particulars	Details
1.	Name of the First Named Shareholder (In block letters)	
2.	Postal address	
3.	Registered folio No./*Client ID No. (*Applicable to investors holding shares in dematerialized form)	
4.	Class of Share	

I hereby exercise my vote in respect of Ordinary/Special resolution enumerated below by recording my assent or dissent to the said resolution in the following manner:

S. No.	Particulars	Type of Resolution	No. of shares held by me	I assent to the resolution	I dissent from the resolution
Ordinary Business					
1.	To receive, consider and adopt the Audited Standalone Financial Statements as well as Audited Consolidated Financial Statements of the Company for financial year ended 31st March, 2018 together with the Report of the Board of Directors and the Auditors thereon.	Ordinary Resolution			
2.	To appoint a Director in place of Mr. Javed Ali (DIN: 06931987), who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary Resolution			
3.	To Revise remuneration of Mr. Dilip Kumar Soni (Managing Director)	Special Resolution			
4.	To Appoint Mrs. Shashi Shukla as Regular Director Of The Company	Ordinary Resolution			
5.	To Appoint Mr. Amardeep Singh Bhadouriya (Din - 08150152) As An Independent Director Of The Company	Ordinary Resolution			

Place : Indore

Date : 03/09/2018

(Signature of the Shareholder)

Book - Post

To,_____

_____

_____

_____

soni soya™
PRODUCTS LIMITED

If undelivered, Kindly return to -

SONI SOYA PRODUCTS LIMITED
OFF. NO. CS-1, P SQUARE BUILDING,
2ND FLOOR, 350 GOYAL NAGAR, INDORE M.P. - 452016
Tel No.: +91 0731 - 4055609, 4288552
Email: info@sonisoya.com, www.sonisoya.com