



neha

Twenty Third Annual Report



Neha International Limited



NEHA INTERNATIONAL LIMITED

BOARD OF DIRECTORS

Chairman & Managing Director

Shri G. Vinod Reddy

Directors

Shri P. Sarath Kumar

Smt. Radhika Kandagatla (Up to 20.08.2017)

Shri Mukesh Arora

** With effect from 29.05.2017

Chief Financial Officer

Mr. G. Kameshwar Rau

*With effect from 25.05.2017

Company Secretary

Matru Prasad Mishra

**With effect from 01.09.2016

Statutory Auditors

M/s Mathesh & Ramana

Chartered Accountants

3-6-145, Himayathnagar

Hyderabad 500 029

Secretarial Auditor

Ashok Pipalwal & Co.

6-6-412/5, 2nd Floor

Gandhinagar,

Secunderabad- 500003

Bankers

Bank of Maharashtra, Khairatabad Branch,
Hyderabad

IndusInd Bank, Secunderabad Branch,
Hyderabad

Union Bank of India, RP Road Branch,
Secunderabad

Registrar & Transfer Agents

XLSofttech Systems Ltd.

#3, Sagar Society, Road No. 2,
Banjara Hills,

Hyderabad – 500034

Regd. Office

No. 6-3-1090/a/12 & 13, 5th Floor, Manbhum Jade Tower

Rajbhavan Road, Somajiguda, Hyderabad – 500082

Telangana, India, www.nehainternational.com

Tel: 040-66364543, 66363504



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**NOTICE**

Notice is hereby given that the 23rd Annual General Meeting of the members of Neha International Limited will be held on Friday 29th of September 2017 at 11.00 a.m at Bhaskara Auditorium, B.M Birla Science Centre, Adarshnagar, Hyderabad 500063 to transact the following business.

ORDINARY BUSINESS:

1. To receive consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March 2017, together with the Report of the Board of Directors and the Auditors thereon and the Audited Consolidated Financial Statements of the Company for the Financial Year ended on 31st March, 2017 together with the Report of the Auditors thereon.
2. To consider the appointment of a Director in place of Mr. G. Vinod Reddy (DIN: 00074308) who retires by rotation and being eligible, offers himself for re-appointment.
3. To ratify the continuation of Statutory Auditor M/S Mathesh & Ramana Chartered Accountants are eligible for continuing appointment and to pass the following resolution as an Ordinary Resolution.

The Statutory Auditor M/S Mathesh & Ramana Chartered Accountants are eligible for continuing appointment and to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139,142 of the Companies Act, 2013 and other applicable provisions of the Act, if any and their corresponding rules including any statutory modifications, amendments or re-enactments thereof pursuant to the recommendation of Audit Committee and the resolution passed by the Company at the Annual General Meeting held on 30th June, 2015, the appointment of M/S Mathesh & Ramana , Chartered Accountants , having Registration No. 002020S who have confirmed their eligibility in terms of provisions of Section 141 of the Companies Act , 2013 and Rule 4 of Companies (Audit & Auditors) Rules, 2014 as Statutory Auditor to hold office up to the conclusion of 26th Annual General Meeting , be and is hereby relied at such remuneration as may be decided by the Board of Directors of the Company;"

SPECIAL BUSINESS:

4. **To regularize and approve the appointment of Mr. Mukesh Arora (DIN: 01677668) 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 section 149, 150,152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory medication(s) or enactment thereof for the time being in force), Mr Mukesh Arora (DIN: 01677668) who was appointed as an Additional Director in the capacity of Independent director of the Company by the Board of Directors effective from 29th May, 2017 and whose term of office expires at the Annual General Meeting in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member along with the requisite deposit in terms of Section 160 of the Companies Act, 2013 signifying his intention to propose his intention to propose Mr. Mukesh Arora (DIN: 01677668) as a candidate for the office of the director of the Company, be and is hereby appointed as an Independent Director of the Company."

5. **To regularize and approve the appointment of Mr. Ravi Chand Kotha (DIN: 07807016) 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 section 149, 150,152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory medication(s) or enactment thereof for the time being in force), Mr Ravi Chand Kotha (DIN: 07807016) who was appointed as an Additional Director in the capacity of Independent director of the Company by the Board of Directors effective from 02nd September, 2017 and whose term of office expires at the Annual General Meeting in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member along with the requisite deposit in terms of Section 160 of the Companies Act, 2013 signifying his intention to propose his intention to propose Mr. Ravi Chand Kotha (DIN: 07807016) as a candidate for the office of the director of the Company, be and is hereby appointed as an Independent Director of the Company."

6. **Re-appointment of Mr G. Vinod Reddy (DIN: 00074308) as Managing Director of the Company.**

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

"RESOLVED THAT pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors and subject to the Provisions of Section 196,197,198,203 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification or re-enactment thereof) read with Schedule V and Article of Association of the Company, approval of the shareholders be and is hereby accorded to the re-appointment of Mr. G. Vinod Reddy (DIN: 00074308) as Managing Director of the Company for a period of 3 years w.e.f 24.03.2017 to 23.03.2020 and liable to retire by rotation upon the following terms and conditions including remuneration as set out below :-

Period of Appointment: 24.03.2017 to 23.03.2020

Salary: Rs.1,50,000/- Per month

"RESOLVED FURTHER THAT subject to the ceiling on the overall remuneration as per Schedule V part II Section I and Section II, Mr G. Vinod Reddy, Managing Director will be entitled to the reimbursement of actual medical expenses incurred including hospitalization, nursing home and surgical charges for himself and for his family."

By Order of the Board
For Neha International Limited
Sd/-

G. Vinod Reddy
Chairman & Managing Director

Date: 06.09.2017
Place: Hyderabad

**NOTES:**

1. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to Special Business to be transacted at the Annual General Meeting is annexed here to.
2. A MEMBER ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY, PROXIES, IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED AT THE COMPANY'S REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE MEETING. PROXIES SUBMITTED ON BEHALF OF LIMITED COMPANIES, SOCIETIES, ETC., MUST BE SUPPORTED BY APPROPRIATE RESOLUTION/ AUTHORITY, AS APPLICABLE.
3. Members are requested to bring their copies of Annual report to the Annual General Meeting.
4. The register of Member's and Share transfer books of the Company will be closed from **23th September, 2017 to 29th September 2017** (both the days inclusive)
5. Members holding shares in physical form are requested to inform any change in address immediately to the Company's Registrar and Transfer Agents, M/s XL Softech Systems Limited, # 3, Sagar Society, Road No.2, Banjara Hills, Hyderabad 500034. Members holding shares in electronic form must send the advice about change in address to their respective Depository Participant and not to the Company or the Company's Register and Share Transfer Agents.
6. Members who hold the shares in dematerialized form are requested to write their Client ID and DPID on the attendance slip for easy identification of attendance at the meeting.
7. In terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and secretarial standard on general meetings (SS2) information in respect of the Directors seeking appointment/re-appointment at the AGM are given in the annexure to this Notice.
8. Important Communication to Members: The Ministry of Corporate affairs has introduced "Green Initiative in the Corporate Governance" vide its circulars dated 21.04.2011 and 29.04.2011 by allowing the Companies to service the notices / documents including Annual Report by way of e-mail to its members. This initiative is a step towards protection of environment and enabling faster communication with the members.

Accordingly the Company has proposed to serve all the documents to e-mail addresses of the members in coming years. The members are requested to support the green initiative of the Government by registering / updating their e-mail address with their concerned Depository Participants (DP) to get the Annual Report and other documents on such e-mail address. Members holding shares in physical form are also requested to send their e-mail address to the Company either through e-mail at complianceofficer@nehainternational.com or by sending the communication to the registered office of the Company. If any member is interested to receive such documents in physical form, a communication in this regard may be made to the Company. Hence members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all Risks associated with the physical transfer and for ease in portfolio management. Members can contact the Company or the Registrar and Transferagent, XL Softech Systems Limited for assistance in this regard.

9. The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on **25.09.2017** and ends on **28.09.2017** at 5 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 22.09.2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

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

- (viii) After entering these details appropriately, click on "SUBMIT" tab.



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

EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013)

Item No. 4

Pursuant to the provisions of Section 161 of the Companies Act, 2013 and Regulation 25(6) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr Mukesh Arora (DIN : 01677668) was appointed as Additional Directors of the Company vide Circular Resolution dated 29th May, 2017 in the category of Non-Executive Independent Director of the Company. He is a member of Audit Committee and Nomination & Remuneration Committee and Stakeholder Committee of the Board of Directors of the Company. The Company has received notices in writing under the provisions of Section 160 of the Act from Members along with required deposit proposing the candidature of Mr Mukesh Arora for the office of Director of the Company.

Mr Mukesh Arora has given declaration to the Board of Directors that he meets the criteria of independence as provided under Section 149 of the Act. The above appointee is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director in accordance with Section 152 of the Act. In the opinion of the Board, the above Director fulfils the conditions for his appointment as an Independent Director in terms of Section 149 of the Companies Act, 2013. Keeping in view his vast experience, expertise and knowledge, it would be in the interest of the Company that Mr Mukesh Arora be appointed as an Independent Director.

None of the Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested in the resolution.

A Brief Profile of Mr. Mukesh Arora

Dr. Mukesh Arora has 20 years of experience in exploration and mining. His qualification is MSC, Mphil, PhD, Mineral Exploration He is not related to any directors of the Company.

**Item No. 5**

Pursuant to the provisions of Section 161 of the Companies Act, 2013 and Regulation 25(6) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr Ravi Chand Kotha (DIN : 07807016) was appointed as Additional Directors of the Company vide Circular Resolution dated 02nd September, 2017 in the category of Non-Executive Independent Director of the Company. He is a member of Audit Committee and Nomination & Remuneration Committee and Stakeholder Committee of the Board of Directors of the Company. The Company has received notices in writing under the provisions of Section 160 of the Act from Members along with required deposit proposing the candidature of Mr Ravi Chand Kotha for the office of Director of the Company.

Mr Ravi Chand Kotha has given declaration to the Board of Directors that he meets the criteria of independence as provided under Section 149 of the Act. The above appointee is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director in accordance with Section 152 of the Act. In the opinion of the Board, the above Director fulfils the conditions for his appointment as an Independent Director in terms of Section 149 of the Companies Act, 2013. Keeping in view his vast experience, versatile expertise and knowledge, it would be in the interest of the Company that Mr Ravi Chand Kotha to be appointed him as an Independent Director.

None of the Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested in the resolution.

A Brief Profile of Mr. Ravi Chand Kotha

Mr Ravi Chand Kotha is a management and technology professional. He executed different management roles in CMC LTD. (acquired by TATA Group) and Wave9 technologies.

He holds a degree in Electronics and Communication engineering from JNTU, India and has also done his Post Graduation.

He has experience in international trade and is consultant for various SMEs in international market expansion, specifically focused on UK and European Region.

He is not related to any directors or KMP of the Company.

Item No. 6

As the tenure of Mr. G. Vinod Reddy as Managing Director has come to an end on 23rd March, 2017, with a view to continuing to avail his service, the Board on the recommendation of its Nomination and Remuneration Committee, has been re-appointed as the Managing Director of the Company for a period of three years.

Mr. G. Vinod Reddy (DIN: 00074308) is re-appointed as the Managing Director by the Board of Directors of the Company at their meeting held on 24.03.2017 for a period of 3 years with effective from 24.03.2017.

Mr. G. Vinod Reddy has been associated with the Company for over two decades as its Managing Director. His business acumen and qualities of leadership have contributed in an immense measure to the growth and stability of the company. The Board is of a firm view that it would be in the interest of the company that he be re-appointed as Managing Director and accordingly it recommends the resolution for approval of the Members.

None of the other Directors or Key Managerial Personnel (KMP) or relatives of Directors and KMPs are concerned or interested, financially or otherwise in the Resolution.

By Order of the Board
For Neha International Limited
Sd/-

G. Vinod Reddy
Chairman & Managing Director

Date: 06.09.2017

Place: Hyderabad

ANNEXURE TO THE NOTICE

Details of Directors seeking appointment at the Annual General Meeting.

1.

Name of the Director	Mr. Mukesh Arora
Date of Birth	29 th November, 1965
Date of Appointment	29/05/2017
Qualification	M.Sc., M.Phil, Ph.D
Brief resume and expertise in specific functional areas	20 Years of experience in Mineral Exploration & Mining
Directorship in other Companies	Terra Resources Development Technologies Pvt. Ltd. Terra Reserves Determination Technologies Limited Terra Mining & Mineral Industries Ltd.
Chairmanship/membership of Committees of other Companies	NIL
Shareholding in the Company	NIL



2.

Name of the Director	Mr. Ravi Chand Kotha
Date of Birth	03 rd April 1988
Date of Appointment	02/09/2017
Qualification	Degree in Electronics & Communication Engineering
Brief resume and expertise in specific functional areas	Eminent experience in International Trade and International market expansion.
Directorship in other Companies	GOSAVEEDU AGRO PRIVATE LIMITED
Chairmanship/membership of Committees of other Companies	NIL
Shareholding in the Company	NIL

3.

Details of Directors seeking Re-appointment at the Annual General Meeting.

Name of the Director	Mr. G. Vinod Reddy
Date of Birth	05/02/1962
Date of re-appointment	24/03/2017
Qualification	M.A., (Politics)
Brief resume and expertise in specific functional areas	He is a post- graduate in Political Science and was a Member of India Revenue Services during 1988 to 1994. During his tenure as Managing Director, Neha International Ltd has grown manifold. Mr. Vinod Reddy has end to end experience in building agri business from inception to world class enterprises.
Directorship in other Companies	M V R PROJECTS PRIVATE LIMITED
Chairmanship/membership of Committees of other Companies	NIL
Shareholding in the Company	87758 Shares

DIRECTOR'S REPORT**To the Members,**

The Directors have pleasure in presenting before you the Twenty third Annual Report of the Company together with the Audited Statements of Accounts for the year period ended 31st March, 2017.

FINANCIAL RESULTS:**Stand Alone****(Rs. In lakhs)**

Sl.No.	Particulars	(2016-17) 01.04.2016 to 31.03.2017	(2015-16) 1.04.2015 to 31.03.2016
1	Gross Income	30091.10	25232.84
2	Profit Before Interest and Depreciation	771.59	716.93
3	Finance Charges	399.32	338.41
4	Gross Profit	372.27	378.52
5	Provision for Depreciation	6.27	5.82
6	Net Profit Before Tax	366.00	372.70
7	Provision for Tax	127.55	144.27
8	Net Profit After Tax	238.45	228.43
9	Balance of Profit brought forward	238.45	228.43
10	Balance available for appropriation	238.45	228.43
11	Proposed Dividend on Equity Shares	-	-
12	Tax on proposed Dividend	-	-
13	Transfer from General Reserve	-	-
14	Surplus carried to Balance Sheet	238.45	228.43


FINANCIAL RESULTS: Consolidated (Rs. In lakhs)

Sl.No.	Particulars	(2016-17)	(2015-16)
		01.04.2016 to 31.03.2017	01.06.2015 to 31.03.2016
1	Gross Income	45167.19	64076.01
2	Profit Before Interest & Depreciation	944.73	1519.84
3	Finance Charges	526.12	637.24
4	Gross Profit	418.61	882.6
5	Provision for Depreciation	150.34	147.86
6	Net Profit Before Tax	268.27	734.74
7	Provision for Tax	152.08	214.15
8	Net Profit After Tax	116.19	520.59
9	Minority Interest	-	104.16
10	Balance of Profit brought forward	116.19	624.75
11	Balance available for appropriation	116.19	624.75
12	Proposed Dividend on Equity Shares	-	-
13	Tax on proposed Dividend	-	-
14	Transfer from General Reserve	-	-
15	Surplus carried to Balance Sheet	116.19	624.75

OPERATIONS:

The standalone revenues stood to Rs.30091.10 lakhs for the year ended 31.03.2017. The Company achieved a standalone operational profit of Rs.238.45 Lakhs. The Directors do not recommend any dividend for the period ended 31st March 2017, keeping in mind the fund requirements.

The company recorded revenue of Rs.45167.19 lakhs in consolidated financials for the period ended 31st March 2017.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

In terms of provisions of Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Management's Discussion and Analysis is set out in this Annual Report.

CORPORATE GOVERNANCE AND SHAREHOLDERS INFORMATION:

Your Company has taken adequate steps to adhere to all the regulations laid down in SEBI (Listing Obligations and Disclosures Requirements), 2015.

A report on Corporate Governance is included as a part of this Annual Report. Certificate from the Statutory Auditors of the company M/s .Mathesh & Ramana, Chartered Accountants confirming the compliance with the conditions of Corporate Governance as stipulated under SEBI (Listing Obligations and Disclosures Requirements), 2015 is included as a part of this report.

LISTING WITH STOCK EXCHANGES:

The Company confirms that it has paid the Annual Listing Fees for the year 2017-18 to BSE where the Company's Shares are listed.

DEMATERIALIZATION OF SHARES:

99.20% of the company's paid up Equity Share Capital is in dematerialized form as on 31st March, 2017 and balance **0.80%** is in physical form. The Company's Registrars are M/s XL Softech Systems Ltd., having their registered office at 3 Sagar Society, Road No.2, Banjara Hills, Hyderabad - 500 034.

Number of Board Meetings held:

This is included in Corporate Governance Report.

Changes & Cessations in Directorships:

In the Board meeting held on 09th March, 2017 Mr. G. Vinod Reddy (DIN: **00074308**) was re-appointed as Managing Director of the Company for a period of three years with effect from 24.03.2017 to 23.03.2020 subject to the approval of members in the AGM. Approval of members needed to be taken in the upcoming AGM to be held on September 29, 2017

Vide Circular resolution dated 29.05.2017 Mr. Mukesh Arora (DIN: **01677668**) has been appointed as Additional Director (Independent) category by the Board. Approval of members by way of Ordinary resolution is required for regularization of appointment of Mr Mukesh Arora in the AGM to be held on September 29, 2017.

Vide Circular resolution dated 02.09.2017 Mr. Ravi Chand Kotha (DIN: **07807016**) has been appointed as Additional Director (Independent) category by the Board. Approval of members by way of Ordinary resolution is required for regularization of appointment of Mr Ravi Chand Kotha in the AGM to be held on September 29, 2017.

Smt. Radhika Kandagatla resigned from the office of Independent Director with effect from 21.08.2017 due to her personal reason. The Board placed on record its appreciation for the Services, guidance and assistance provided by her while working as a director of the Company.

Changes in the Key Managerial Personnel as below:

Mr. Manoj Sali resigned from the office of Company Secretary on 01.09.2016 and the Board has appointed Mr. Matru Prasad Mishra as the Company Secretary of the Company with effect from 20.09.2016

Mr Srinivas Sarika resigned from the office of Chief Financial Officer on 24.05.2017 and the Board has appointed Mr. G. Kameshwar Rau as Chief Financial Officer with effect from 25.05.2017

Board Evaluation:

The Board has adopted a formal mechanism for evaluating its performance as well as the Committees including the individual director also including the Chairman of the Board. The exercise was carried out through a structured evaluation process covering various aspects of the Board such as Composition of the Board & Committees, experience & competencies, performance of specific duties & obligations, contribution at the meeting and otherwise, independent judgment, governance issues etc.

**Familiarization Programs for Independent Directors:**

The Company proactively keeps its directors informed of the activities of the Company, its management and operations and provides an overall industry prospective as well as issues being faced by the industry.

Independent Directors Meeting:

The Independent Directors met on 9th March, 2017 without the attendance of Non- Independent Directors and the members of management. The Independent directors revised the performance of Non-independent directors as a whole, the Chairman of the Company taking into account the various factors and assessed the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

Declaration by the Independent Directors:

The Company has received necessary declaration from each independent director under section 149(7) of the Companies Act, 2013 that they meet the criteria of independence as mentioned in Section 149(6) of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015.

DIRECTORS RESPONSIBILITY STATEMENT:

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

- in the preparation of the annual accounts for the period ended 31st March, 2017, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the period and of the profit of the company for the same period;
- the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- they have prepared the annual accounts on a going concern basis;
- they have laid down internal financial controls in the company that are adequate and were operating effectively.
- they have devised proper systems to ensure compliance with the provisions of all applicable laws and these are adequate and are operating effectively.

AUDIT OBSERVATIONS:

The Management has taken reasonable steps for the maintenance of Fixed Assets Register, providing for bad debts, verification of Stock account balances, etc.

The management is taking various steps to improve the net worth and is confident of achieving it in the coming years.

AUDITORS:**i) Statutory Auditors:**

The Auditors, M/s Mathesh & Ramana, Chartered Accountant will be ratified by the members in the meeting. Your Directors recommended their appointment.

ii) Secretarial Audit:

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

Comments on qualifications made in secretarial audit report:**SECRETARIAL AUDITORS' REPORT –****EXPLANATION TO OBSERVATIONS OF AUDIT**

As prescribed under Section 204(1) of the Act, the Company has received the Secretarial Audit Report.

The observations made therein and the corresponding explanations are given below:

Sl. No	Observation	Our Explanation
1	The Company is yet to file Annual Return on Foreign Liabilities and Assets for the Financial Year ended 31 st March, 2016 with the Reserve Bank of India.	Company is operating in various territory of the world with the presence of its subsidiaries in different regions. Due to differences in financial year of the Subsidiaries from the parent Company there was delay in the audit process of subsidiaries and delay in the preparation of accounts of subsidiaries. Company has also intimated BSE regarding the same. Generally the Company is regular in complying the regulatory Compliances under relevant act/Regulations. It was missed inadvertently. The Company does not have any mala-fide intention regarding this. Regulatory provision shall be conformed in entirety. However the Company will be cautious for compliance of the said act/regulations.
2	The Company has not Consolidated its Financial Statements within specified time as required under regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the financial year ended 31 st March, 2016.	
3	The Company has not filed Share Transfer Certificate with BSE Limited for the half year ended 30 th September, 2016 as required under Regulation 7 of SEBI(Listing Obligations and Disclosures Requirements) Regulations, 2015.	
4	The Company has not filed Reconciliation of Share Capital Audit report with BSE Limited for the Quarter ended 30 th June, 2016 as required under regulation 55A of SEBI (Depository and Participants) Regulations, 1996.	
5	The Company has not accepted deposits in terms of provisions of Section 73 to 76 of Companies Act, 2013 read with rules made there under. However in one instance the advances received from Customers towards supply of goods/provision of services remained for a period beyond 365 days.	



FIXED DEPOSITS

The Company has not invited / accepted deposits from the public within the meaning of Section 73 to 76 of the Companies Act, 2013

SUBSIDIARIES

Your company has subsidiaries details of these given in the annual report. Statements containing salient features of financial statement of subsidiaries of the company are given in AOC-1.

PERSONNEL

Employee relations continue to be cordial.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:

Information required under section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014.

The Company is not into manufacturing activity. Hence Not Applicable to the Company

CORPORATE SOCIAL RESPONSIBILITY (CSR):

The company has not crossed the threshold limit to implement CSR. Hence CSR is not Applicable to the Company during the year under report.

VIGIL MECHANISM:

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

CONSOLIDATED FINANCIAL STATEMENTS

In terms of Regulation 33 of SEBI(LODR),2015 and as prescribed by Accounting Standard 21 notified by the Government of India under section 211(3c) of the Companies Act, 2013, the Audited consolidated financial statements for the period ended 31st March, 2017 are annexed and forms part of the annual Report.

RELATED PARTY TRANSACTIONS:

Related party transactions that were entered during the financial year were in the ordinary course of business. There were no materially significant related party transactions, which could have had a potential conflict with the interests of the Company.

EXTRACT OF ANNUAL RETURN:

The details forming part of the extract of the Annual Return in Form MGT-9 is annexed herewith as Annexure.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Details of Loans, Guarantees and Investments, if any covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statements.

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

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

S. No	Name	Designation	Remuneration paid FY 2015-16 Rs. In Lakhs	Remuneration paid FY 2016-17 Rs.in Lakhs	Increase in remuneration from previous year Rs. In Lakhs
1	Mr. G.Vinod Reddy	Managing Director(KMP)	18.00	18.00	-
2	Mr.Srinivas Sarika	CFO (KMP)	18.00	18.00	-
3	Mr.M.P Mishra	CS (KMP)	NA	2.13	-

DEVELOPMENT AND IMPLEMENTATION OF A RISK MANAGEMENT POLICY:

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

Acknowledgement:

Directors take this opportunity to express their thanks to various departments of the Central and State Government, Banker, Raw Material Supplier, Customers and Shareholders for their continued support and guidance.

The Directors wish to place on record their appreciation for the dedicated efforts put in by the Employees of the Company at all levels.

By Order of the Board
For Neha International Limited
Sd/-
G. Vinod Reddy
Chairman & Managing Director

Date: 06.09.2017
Place: Hyderabad



Form No. MR-3
SECRETARIAL AUDIT REPORT
 FOR THE FINANCIAL YEAR ENDED 31STMARCH 2017

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

To
 The Members,
NEHA INTERNATIONAL LIMITED
 6-3-1090/A/12&13 NO.501, MANBHUM JADE TOWERS,
 RAJBHAVAN ROAD, SOMAJ HYDERABAD-500082

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

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2017, complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter.

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March 2017 according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder.
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment & Overseas Direct Investment.
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): —

(a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

(b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

(c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;

Not Applicable to Company during the Audit Period)

(d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;

Not Applicable to Company during the Audit Period

(e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable to the Company during the Audit Period);**

(f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

(g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 **(Not applicable to the Company during the Audit Period);** and

(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 **(Not applicable to the Company during the Audit Period).**

(vi) Relying on the representations given by the Company and its officers and limited review done, there are no laws applicable to the Company.

(vii) I have also examined compliance with the applicable clauses of the following:

Secretarial Standards - 1 & 2 issued by The Institute of Company Secretaries of India;
 The Listing Agreements entered into by the Company with Stock Exchanges;

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, etc.

1. The Company is yet to file Annual Return on Foreign Liabilities and Assets for the Financial Year ended 31st March, 2016 with the Reserve Bank of India.

2. The Company has not Consolidated its Financial Statements within specified time as required under regulation 33 of SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015 for the financial year ended 31st March, 2016.

3. The Company has not filed share transfer certificate with BSE Limited for the half year ended 30th September, 2016 as required under regulation 7 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

4. The Company has not filed Reconciliation of Share Capital Audit report with BSE Limited for the Quarter ended 30th June, 2016 as required under regulation 55A of SEBI (Depository and Participants) Regulations, 1996.

5. The Company has not accepted deposits in terms of provision of section 73 to 76 of companies act 2013 read with rules made there under. However in one instance the advances received from customers towards supply of goods/provision of services remained for a period beyond 365 days.



I further report that;

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

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

All decisions at Board Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or committee of the board as the case may be.

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

We further report that during the audit period, there are no specific events/actions having a major bearing on the Company's affairs in pursuance of the above referred laws, regulations, guidelines, standards etc referred above.

Sd/-

Ashok Kumar Pipalwa
Practicing Company Secretary
Membership No.37314
Certificate of Practice No.17814

Place: Hyderabad

Date: 6th September, 2017

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

"Annexure – A"

To

The Members,
NEHA INTERNATIONAL LIMITED
6-3-1090/A/12&13 NO.501, MANBHUM JADE TOWERS,
RAJBHAVAN ROAD, SOMAJ HYDERABAD-500082

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

1. Maintenance of secretarial records is the responsibility of the management of **NEHA INTERNATIONAL LIMITED**, ("the Company"). My responsibility is to express an opinion on these secretarial records based on our audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I have followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.,
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.
7. I have relied up on the information provided by the Management with respect to related party transactions for its compliance.

Sd/-

Ashok Kumar Pipalwa
Practicing Company Secretary
Membership No.37314
Certificate of Practice No.17814

Place: Hyderabad

Date: 6thSeptember, 2017



Annexure

Form No. AOC-1
(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)
Statement containing salient features of the financial statement of subsidiaries or associate companies or joint ventures
Part "A" Subsidiaries
(Information in respect of each subsidiary to be presented with amounts in Rs....)

Sl. No.	Particulars	1	2	3	4	5	6	7	8	9	10	11	12
1	Name of the subsidiary	Globe-agro Holdings	Holetta Roses Plc.	Alliance Flowers Plc.	Oromia Wonders Plc.	Neha Agri Corp. Pre. Ltd.	Nint Agri Plc.	Neha Agri Tanzania Ltd.	Neha Agri Ventures(U) Ltd.	Neha Agri Zambia Ltd.	Neha Agri Sengal, Sural	Neha Agriservices Pte. Ltd.	Neha Agriservices FZE
2	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	01.04.2016 to 31.03.2017	01.04.2016 to 31.03.2017	01.04.2016 to 31.03.2017	01.04.2016 to 31.03.2017	01.04.2016 to 31.03.2017	01.04.2016 to 31.03.2017	01.04.2016 to 31.03.2017	01.04.2016 to 31.03.2017	01.04.2016 to 31.03.2017	01.04.2016 to 31.03.2017	01.04.2016 to 31.03.2017	01.04.2016 to 31.03.2017
3	Reporting currency and Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries	USD, 64.7236	ETB, 2.7978	ETB, 2.7978	ETB, 2.7978	USD, 64.7236	ETB, 2.7978	TZS, 0.0283	USD, 64.7236	ZMK, 0.0121	XOF, 0.1052	USD, 64.7236 AED, 17.6174	
4	Share capital	809,416,190	56,357,610	28,351,722	50,264,486	1,549,704,986	139,890,000	283	2,588,944	1,210,000	263,000	453	616,609
5	Reserves & surplus	(7,549,814)	(57,875,417)	195,830,662	50,911,348	28,700,515	-	(231,589)	(164,965,311)	(4,169,605)	(16,768,849)	(4,817,701)	77,105,335
6	Total assets	802,710,242	111,808,204	249,164,900	442,058,284	1,812,844,219	498,313,570	283	1,906,757	174	2,126,168	617,075	90,673,481
7	Total Liabilities	802,710,242	111,808,204	249,164,900	442,058,284	1,812,844,219	498,313,570	283	1,906,757	174	2,126,168	617,075	90,673,481
8	Investments (Excluding investment in subsidiaries)	143,001	139,890	-	-	-	-	-	-	-	-	-	-
9	Turnover	-	67,054,120	22,416,150	180,851,969	1,224,644,167	-	-	-	-	-	-	-
10	Profit before taxation	(706,329)	(3,891,843)	(7,461,859)	(6,525,994)	6,866,527	-	(4,717)	(1,294)	(30,250)	(207,314)	(252,034)	(79,278)
11	Provision for taxation	-	-	-	-	2,370,308	-	-	-	-	-	-	-
12	Profit-after taxation	(706,329)	(3,891,843)	(7,461,859)	(6,525,994)	4,496,219	-	(4,717)	(1,294)	(30,250)	(207,314)	(252,034)	(79,278)
13	Proposed Dividend	-	-	-	-	-	-	-	-	-	-	-	-
14	% of shareholding	100	99.99	99.99	99.99	100	99.99	99	99	99	100	100	100

Notes: The following information shall be furnished at the end of the statement:

- Names of subsidiaries which are yet to commence operations: Nint Agri P.L.C. is yet to commence operations.
- Names of subsidiaries which have been liquidated or sold during the year: Dream Flower Pl, Ethiopia has been sold during the year

Date: 04.09.2017
Place: Hyderabad

Sd/-
G Kameshwar rau
CFO

Sd/-
G. Vinod Reddy
Chairman & Managing Director



**ANNEXURE - B
EXTRACT OF ANNUAL RETURN
FORM MGT 9**

(Pursuant to Section 92 (3) of the Companies Act, 2013 and Rule 12(1) of the Company (Management & Administration) Rules, 2014) Financial Period ended on 31.03.2017

I.REGISTRATION & OTHER DETAILS :			
I	CIN	:	L01122TG1993PLC015987
ii	Registration Date	:	12 th July, 1993
iii	Name of the Company	:	NEHA INTERNATIONAL LTD
Iv	Category/Sub-category of the Company	:	Company having Share Capital
V	Address of the Registered office & contact details	:	5 th Floor, Manbhum Jade Towers Rajbhavan Road, Somajiguda HYDERABAD 500 082
vi	Whether listed company	:	Yes (Listed in BSE)
vii	Name , Address & contact details of the Registrar & Transfer Agent, if any	:	XL Softech Systems Limited, 3 Sagar Society, Road No.2, Banjara Hills, Phone: 040 - 2354 5913 Email: xlfield@gmail.com

II.PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

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

S. No	Name & Description of main products/services	NIC Code of the Product /services	% to total turnover of the company
1	Trading –Agricultural Products and growing of cut roses	631000	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY & ASSOCIATE COMPANIES:

Sl.No.	Name & Address of the Company	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% OF SHARES HELD
1	M/s. Globeagro Holdings	C207010986	A subsidiary of Neha International Limited Incorporated under the laws of Mauritius	100%
2	M/s.Holeta Roses Plc.	SDS	A subsidiary of Globeagro Holdings Incorporated under the laws of Ethiopia	99.99%
3	M/s. Alliance Flower Plc.	SDS	A subsidiary of Globeagro Holdings Incorporated under the laws of Ethiopia	99.99%
4	M/s. Oromia Wonders Plc.	SDS	A subsidiary of Globeagro Holdings Incorporated under the laws of Ethiopia	99.99%
5	M/s. Neha Agri Corp Pte. Ltd.	201003519R	A subsidiary of Neha International Limited Incorporated under the laws of Singapore	100%
6	M/s. NINT Agri Plc.	SDS	A subsidiary of Neha Agricorp Pte. Ltd. Incorporated under the laws of Ethiopia	99.99%
7	M/s.Neha Agri Tanzania Ltd.	SDS	A subsidiary of Neha Agricorp Pte. Ltd. Incorporated under the laws of Tanzania	99%
8	M/s.Neha Agri Ventures (U) Ltd.	SDS	A subsidiary of Neha Agricorp Pte. Ltd., Incorporated under the laws of Uganda	99%
9	M/s. Neha Agri Zambia Ltd.	SDS	A subsidiary of Neha Agricorp Pte. Ltd. Incorporated under the laws of Zambia	99%
10	M/s. Neha Agri Senegal, SURAL	SDS	A subsidiary of Neha Agricorp Pte. Ltd., Incorporated under the laws of Senegal	100%
11	M/s. Neha Agriservices Pte. Ltd.	201003520K	A subsidiary of Neha International Ltd, Incorporated under the laws of Singapore	100%
12	M/s.Neha Agriservices FZE	SDS	A subsidiary of Neha Agri Services Pte. Ltd. Incorporated under the laws of UAE	100%



ANNEXURE – C									
IV SHAREHOLDING PATTERN (Equity Share capital Break up as % to total Equity)									
Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	98445	-	98445	0.35	98445	-	98445	0.35	-
b) Central Govt.or State Govt.	-	-	-	-	-	-	-	-	-
c) Bodies Corporate	4000000	-	4000000	14.09	4000000	-	4000000	14.09	-
d) Bank/FI	-	-	-	-	-	-	-	-	-
e) Any other	-	-	-	-	-	-	-	-	-
SUB TOTAL:(A) (1)	4098445	-	4098445	14.44	4098445	-	4098445	14.44	-
(2) Foreign									
a) NRI- Individuals	-	-	-	-	-	-	-	-	-
b) Other Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks/FI	-	-	-	-	-	-	-	-	-
e) Any other...	-	-	-	-	-	-	-	-	-
SUB TOTAL (A) (2)	-	-	-	-	-	-	-	-	-
Total Shareholding of Promoter (A)=(A)(1)+(A)(2)	4098445	-	4098445	14.44	4098445	-	4098445	14.44	-
B. PUBLIC SHAREHOLDING									
(1) Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Venture Capital Fund	-	-	-	-	-	-	-	-	-
c) Central govt	-	-	-	-	-	-	-	-	-
d) State Govt.	-	-	-	-	-	-	-	-	-
e) Insurance Companies	-	-	-	-	-	-	-	-	-
f) FIIs/ Foreign Portfolio Investors	710217	-	710217	2.5	-	-	-	-	-100
g) Others (specify)									
SUB TOTAL (B)(1):	710217	-	710217	2.5	-	-	-	-	-100

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(2) Non Institutions									
a) Bodies corporates	2897442	-	2897442	10.21	2551543	-	2551543	8.99	-11.93
b) Individuals									
i) Individual shareholders holding nominal share capital upto 2 lakhs	5024344	191543	5215887	18.38	5676266	190823	5867089	20.67	12.48
ii) Individuals shareholders holding nominal share capital in excess of 2 lakhs	14550889	34720	14585609	51.39	15005221	34720	15039941	53	3.11
c) Any Other (specify) NRIs	754773	-	754773	2.66	722110	-	722110	2.54	-4.32
d) Clearing Member	117195	-	117195	0.41	100440	-	100440	0.35	-14.29
SUB TOTAL(B)(2):	23344643	226263	24281123	83.06	24055580	225543	24281123	83.06	-3.01
Total Public Shareholding									
(B)=(B)(1)+(B)(2)	24054860	226263	24281123	85.56	24055580	225543	24281123	85.56	-
C. Shares held by Custodian									
Grand Total (A+B+C)	28153305	226263	28379568	100	28154025	225543	28379568	100	-



ANNEXURE – D

(ii) SHARE HOLDING OF PROMOTERS :								
Sl. No.	Share holders Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of Shares	% of total shares of the company	% of shares pledged encumbered to total shares	No. of Shares	% of total shares of the company	% of shares pledged encumbered to total shares	
1	MVR Projects P.Ltd	4000000	14.09	14.09	4000000	14.09	14.09	0
2	Mr.G.Vinod Reddy	87758	0.31	-	87758	0.31	-	0
3	Mrs.G.Prameela	6080	0.02	-	6080	0.02	-	0
4	Mr. G.Pramod	2604	0.01	-	2604	0.01	-	0
5	Mrs. G.Deepti	1600	0.01	-	1600	0.01	-	0
6	G.Lavanya Reddy	403	0	-	403	0	-	0
	Total	4098445	14.44	14.09	4098445	14.44	14.09	0

ANNEXURE – E

(iii) CHANGE IN PROMOTERS' SHAREHOLDING 01.04.2016 to 31.03.2017 :

Sl. No	Particulars	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	At the beginning of the year	4098445	14.44	4098445	14.44
	Total	4098445	14.44	4098445	14.44

(iv) Shareholding Pattern of top ten Shareholders : 01.04.2016 to 31.03.2017

(other than Directors, Promoters & Holders of GDRs & ADRs) :

Sl. 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	B Vikram Kumar Bagmar	1750985	6.17	1750985	6.17
2	Purnasai Vemulapalli	1095287	3.86	1095187	3.86
3	Parimal Jaswantrai Mehta	1030000	3.63	1030000	3.63
4	Pinku Bagmar Jain	1000000	3.52	1000000	3.52
5	Seema Aggarwal	701741	2.47	886274	3.12
6	Sangeeta Chawalla	628683	2.22	629468	2.22
7	Goodtiger Holdings	359853	1.27	359853	1.27
8	Dst Value Realty Private Limited	335890	1.18	335890	1.18
9	Anoop Kumar Bagmar	330000	1.16	330000	1.16
10	Kaynet Capital Limited	128054	0.451	282949	1.00



ANNEXURE – F

(v) Shareholding of Directors:

Sl. No.	For Each of the Directors	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	Shareholding of Key Managerial Personnel				
	Mr.G.Vinod Reddy	87758	0.31	87758	0.31
2	Shareholding of Directors:				
	Mr.P.Sarath Kumar	Nil	Nil	Nil	Nil
3	Ms.Radhika K	Nil	Nil	Nil	Nil

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL (Rs. In lakhs)

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager	A
		G. Vinod Reddy	
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	18.00	18.00
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961		
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	NIL	NIL
2	Stock Option	NIL	NIL
3	Sweat Equity	NIL	NIL
4	Commission		
	- as % of profit	NIL	NIL
	- others, specify		
5	Others, please specify	NIL	NIL
	Total (A)	18.00	18.00

Sl. No.	Particulars of Remuneration	Name of Directors	
		Mr. P.Sarath Kumar	Ms.Radhika K
1	Independent Directors		
	• Fee for attending board committee meetings	0.90	0.90
	• Commission		
	• Others, please specify		
	Total (1)	0.90	0.90
2	Other Non-Executive Directors		
	• Fee for attending board committee meetings	-	-
	• Commission	-	-
	• Others, please specify	-	-
	Total (2)	-	-
	Total = (1 + 2)	0.90	0.90

Remuneration to key managerial personnel other than MD/MANAGER/WTD.

Sl. NO.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total (Rs.In Lakhs)
1.	Gross Salary: Salary as per provisions contained in section 17(1) of IT Act, 1961 Value of perquisites U/S 17(2) OF IT Act, 1961 Profits in lieu of salary u/s 17(3) of IT Act, 1961	NIL	2.13	18.00	20.13
2.	Stock Option	NIL	NIL	NIL	
3.	Sweat Equity	NIL	NIL	NIL	
4.	Commission- as % of profit	NIL	NIL	NIL	NIL
5.	Others, specify	NIL	NIL	NIL	NIL
	Total	NIL	2.13	18.00	20.13



Penalties/Punishment/Compounding of Offences:

Type	Section of the Companies Act	Brief Description	Details of Penalty/Punishment/Compounding fees imposed	Authority (RD/NCLT/Court)	Appeal made if any (give details)
A. COMPANY					
Penalty			None		
Punishment					
Compounding					
B. DIRECTORS					
Penalty			None		
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty			None		
Punishment					
Compounding					

ANNEXURE - MANAGEMENT DISCUSSION AND ANALYSIS REPORT

(Forming Part of Directors' Report)

COMPANY OVERVIEW

FLORICULTURE:

Neha is a premium grower of cut roses with over 20 years of experience in the field of floriculture with floriculture operations in Ethiopia. It is recognized as one of the top growers in the highlands of Africa where roses are cultivated at 8500 feet above sea level in Ethiopia. A world class propagation unit has been established along with a growing facility. Different varieties of roses that confirm to international standards are grown in these farms. These African subsidiaries grow long stem red roses in high altitude for supply to the auctions in Aalsmeer, Netherlands, Japan, Italy, Switzerland, Australia and Middle East. Neha sells its cut roses not only to the Flora Holland, Netherlands but also to the direct markets in Italy, Middle East, Australia, Germany, etc.

Although the potentially lucrative nature of the floriculture industry has long been beyond dispute, its vulnerability to circumstance is notorious. Based around the sale of a non-staple, perishable agricultural good, bad weather, delays in transportation or dissipating demand for luxury items in market destinations can quickly throw the industry into turmoil. The profitability of the sector for established exporters nose-dived following the financial downturn in Europe, thus, consumer demand for African flowers in Europe, Africa's biggest export market, quickly dissipated. Rising production costs and competition also add to the pressure on the margins. Neha is planning to exit loss making floriculture units in a phased manner and concentrate on profit making business like agriculture, trading, processing, etc. During the year the company has disposed off the entire shareholding in one of its subsidiaries M/s. Dream Flowers PLC, Ethiopia.

AGRICULTURE:

Neha made a foray into agriculture through its subsidiary namely, NINT Agri Plc., Ethiopia. Global food shortages and the spike in food prices, presents an opportunity to produce food crops on a large scale. Africa, with its virgin soils, congenial climate, and abundant resources has the potential to be the bread basket of the world. Since, Neha already has operations in Ethiopia; the Company acquired 4,000 hectares of arable land on long term lease of 45 years in Bako region of Ethiopia for the production of food grains, lentils, oil seeds, spices, etc. The farm site is located in a high rainfall region receiving about 1400 mm per annum which is the most ideal situation for growing various crops. In addition, other hydro assets like Chakosa, Gibbe and Lagjaati rivers can be utilized for assured availability of water during the dry seasons.

The company built the required infrastructure in Ethiopia: a 13 km approach road has been constructed from the highway to the agricultural site; land has been cleared of trees and bushes; internal roads and irrigation facilities are being developed. Neha sourced equipment from world class manufacturers -Tractors and Implements from CLAAS and Amazone in Germany, and Excavators from Doosan of South Korea. The company finished the trial runs and is now harvesting the first commercially cultivated crop. Sowing for the second crop is due in December. During FY 17-18, about 1000 acres will be under cultivation. The farm will be using funds generated from sale of the crop for its operations.

**TRADING:**

Neha started trading operations since 2008. India is one of the world's largest food grains producers, the second largest vegetable producer and rice producer, making it one of the world's agricultural powerhouses. With global agricultural trade on a sustained rise coupled with robust economic growth across the world, the Agro sector has number of trade opportunities in its offing, which is an important contributor to India's growth story.

Neha International Limited (Neha) has achieved substantial growth in its trading operations over the last few years, resulting in increasing revenues and profits. Our team is committed to keep this growth on track and is constantly on the look-out for opportunities that can add to its revenues with a better contribution to the bottom line. We were able to achieve the above results and are confident of the growth only due to the support received from our stakeholders.

A major portion of our current trading activity is domestic. Going forward, the company wishes to also focus on international trade as it sees a significant business potential in international trade – both in imports and in exports, especially between Asia and Africa. Neha's presence in Africa, Singapore and India places it in a unique position to realise the potential. We wish to export rice and import edible oils and Cashew.

Imports**a. Edible Oils**

India has been self sufficient in vegetable oils right up to early 90s when most of the consumption was groundnut, rapeseed, and cottonseed oils. Palm, soya bean and sunflower oils together accounted for less than 4% of the consumption. Growing population and income levels led to an increasing demand for vegetable oils. But the domestic oilseed production remained static, resulting in increase in imports. Today, India's consumption is over 20 mn MTs and more than half of it is met through imports – mostly palm oil which represents about 40% of India's consumption and about 75% of it imports, making India world's largest importer of palm oil.

Considering that India's per capita consumption of vegetable oils today is about 16kgs (world average is 27kgs), it is expected the demand will increase substantially as the per capita consumption increases. According to one estimate, India will consume about 26 Mn MTs by the year 2020-21. With the domestic supply expected to remain stagnant at 10 Mn MTs, imports will be over 16 Mn MTs. This situation can change only if the domestic supply of oil seeds increases substantially, which appears unlikely in the near future.

From the turn of the century, Indian government, in order to encourage domestic edible oil refining industry, adopted the policy of differential duty structure for crude and refined imported oils, with lower duties for crude. Huge port based refining capacities (over 20 mn MT) came up in the country. Unfortunately, the capacity utilisations are less than 50%. The primary cause for this is the inverted duty structure adopted by crude producing countries like Indonesia and Malaysia. This resulted in most of refining units running into financial hardships. They are suffering with inadequate working capital reducing their refining capacities further.

Opportunity for Neha: This provides an opportunity for traders with sufficient working capital limits to import vegetable crude oils for supply to the refining industry. Neha has chosen the sector as the volumes are significant, and increasing, and as it will remain so for the foreseeable future. The company's presence and contacts in SE Asia and Africa makes the identifying and sourcing of supplies easier. It should be noted here that Neha was exporting fairly large volumes of maize to SE Asia until a couple of years back.

Exports:

In exports, Neha aims to achieve the status of an Export House in coming years, a Trading House in 2 years and a Star Trading House in 3 years. In this direction the company is focusing on products that can be exported out of India. We have identified rice as a potential product for export.

Rice is the staple diet of most urban Sub-Saharan Africa. The region is witnessing a growth in population, growth in GDP, and increasing urbanisation resulting in increasing consumption of rice. However, in spite of efforts by African governments to increase local production, these countries are not able to produce sufficient rice to meet their requirement resulting in their importing about 12mn MTs of rice every year - India supplies about 5 mn MTs. Ever since India lifted the ban on export of non-basmati rice a few years back, it became one of the leading exporters of non-basmati rice in the world – next only to Thailand.

The company has had a series of discussions with companies for exporting rice to Sub-Sahara Africa. These companies are world leaders in rice merchandising as well as leading distributors in Africa. The transactions with these companies will be done only after receipt of confirmed orders from them.



PROCESSING:

Neha is planning to set up a pulse and grain processing unit in near future. The Indian food industry is poised for huge growth, increasing its contribution to world food trade every year. In India, the food sector has emerged as a high-growth and high-profit sector due to its immense potential for value addition, particularly within the food processing industry. The industry accounts for 32 per cent of the country's total food market, 14 per cent of manufacturing GDP and 13 per cent of India's exports.

The Government of India has been instrumental in the growth and development of the food processing industry. The government through the Ministry of Food Processing Industries (MoFPI) is making all efforts to encourage investments in the business. It has approved proposals for joint ventures (JV), foreign collaborations, industrial licences and 100 per cent export oriented units.

Neha aims to be a trusted partner locally & globally in providing quality and value to our partners through efficient procurement of agri commodities, processing and management of supply chain.

CORPORATE SOCIAL RESPONSIBILITY

Unrestrained production and indiscriminate growth without concern for the environment would put the lives of our future generations in jeopardy. At Neha, agriculture is practiced while nurturing the environment. Various methods like integrated nutrition management, pest and disease management, usage of bi-fertilizers and bio-pesticides, composting methods would be integrated to not only maintain but also improve soil texture. Water, being the foremost elements in agriculture, would be conserved through effective water management techniques like reduction of outflow, rainwater harvesting and judicious usage. Neha International believes in sustained growth by involving the local communities in farming operations and also allocates revenues towards their development.

OPPORTUNITIES, THREATS, RISKS AND CONCERNS

Proactive governments in Eastern Africa, huge markets for grains like rice within Africa and a possibility of exporting them to Middle Eastern Markets seems to be a viable alternative. Production costs can be minimized by using state of art infrastructure and an integrated approach to agriculture using biological inputs for nurturing the environment. Soil dynamics, suitability of germ plasm, rainfall patterns, pest incidence, and climatic variations are few parameters that might pose a risk to crop yields. The Company is taking all possible measures for mitigating the perceivable risk. Few steps for risk mitigation include performing field trials prior to scaling up, assessment of land fertility, presence of water resources, and access to agricultural workforce before land acquisition.

In India, despite being the largest producer of the largest varieties of cereal grains and pulses, the demand for consumption of is just growing owing to a large increase in population. Processing of cereal grains and pulses has a bright future ahead.

INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

The Internal Control System comprises of exercising controls at various stages and is established in order to provide reasonable assurance for:

- > Safeguarding Assets and their Usage,
- > Maintenance of Proper Accounting Records and
- > Adequacy and Reliability of the Information used for carrying on Business Operations.

The key elements of the system are as follows:

- a) Existence of clearly defined Organizational Structure and Authority.
- b) Existence of Corporate Policies for Financial Reporting and Accounting
- c) Existence of Management Information System updated from time to time as may be required.
- d) Existence of Annual Budgets and Long Term Business Plans.
- e) Periodical Review of Opportunities and Risk Factors depending on the Global/Domestic Scenario and to undertake measures as may be necessary.

The Board of Directors are satisfied with the adequacy of the internal control system in force in all major areas

HUMAN RESOURCES DEVELOPMENT AND INDUSTRIAL RELATIONS

The Company continued with its policy of Human Resources Development and retention in all its units located at various destinations of the world. To enrich the skills of employees and enrich their experience, the Company invites experts in the field of Production, pest control, post harvest management, packing etc., and provide in-house training to the employees in their respective & allied operational areas. The Company is maintaining good employee relations and no man-days are lost during the period due to employee's unrest. The Company continues to provide with welfare activities such as canteen Facility, Medical Aids, Transport Facility, uniforms etc.

**RESULTS OF OPERATIONS**

During the period ended 31st March,2017 the company recorded a turnover of 45167.19 lakhs on consolidated level. The operations generated a profit of 116.20 lakhs during this period.

Financial Results: Consolidated

(Rs. In lakhs)

Sl.No.	Particulars	Current Period 01.04.2016 TO 31.03.2017	Previous Period 01.04.2015 TO 31.03.2016
1	Net Sales & Income	45167.19	64076.01
2	Increase/(Decrease) in stock	20.94	-150.36
3	Total Expenditure	44243.39	62405.80
4	Interest	526.12	637.24
5	Profit before depreciation & Exceptional Items	418.62	882.61
6	Depreciation	150.34	147.86
7	Less: Write off / prior period items	--	--
8	Less: Minority interest	--	-104.17
9	Less: Provision for tax (Net)	152.08	214.17
10	Profit/Loss carried to Balance Sheet	116.20	624.75

Financial Results: Standalone

(Rs. In lakhs)

Sl.No.	Particulars	Current Period 01.04.2016 TO 31.03.2017	Previous Period 01.04.2015 TO 31.03.2016
1	Net Sales & Income	30091.10	25232.84
2	Increase/(Decrease) in stock	20.94	-150.36
3	Total Expenditure	29340.44	24365.55
4	Interest	399.32	338.41
5	Profit before depreciation & Exceptional Items	372.27	378.52
6	Depreciation	6.27	5.82
7	Less: Write off / prior period items	-	-
8	Add: Extra Ordinary Income:	-	-
9	Less: Provision for tax (Net)	127.55	144.27
10	Profit/Loss carried to Balance Sheet	238.45	228.43

REVENUE BASED ON GEOGRAPHY

Geographical Revenues:Consolidated

(in Rupees)

Geographical Segment	REVENUE	
	Current Period	Previous Period
Netherlands	188,057,022	537,216,026
India	2,742,280,696	1,826,259,057.00
Singapore	317,324,799	678,300,639
Ethiopia	60,223,498	78,993
Indonesia	---	1,808,298,762
Malaysia	147,254,363	1,307,266,634
Hongkong	1,048,651,475	169,963,919
Dubai	--	74139819
Total:	4,503,791,853	6,401,523,849



Segment wise Revenues – Stand Alone

Segment wise Revenues – Operation wise:

(In Rs)

Revenue	Farm	Merchandising	Trading Sales	Total
Current Period (12 Months)	-	253,680,930	2,742,280,696	2,995,961,626
Previous period (12Months)	-	687,518,990	1,826,259,057	2,513,778,047

Geographical Revenues:

(In Rs)

Geographical Segment	REVENUE	
	Current Period	Previous Year
India	2,742,280,696	1,826,259,057
Ethiopia	-	78,993
Hongkong	-	169,963,919
Dubai	-	74,139,819
Malaysia	253,680,930	443,336,259
Total	2,995,961,626	251,37,78,047

REPORT ON CORPORATE GOVERNANCE

1. BRIEF STATEMENT ON COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Neha International Limited does believe and Practice Good Corporate Governance. The Company's essential character is shaped by the very value of transparency, customer satisfaction, integrity, professionalism and accountability. The Company Continuously endeavors to improve on these aspects. The management follows the principle of fair representation and full disclosure in all its dealings and communications. The Board view Corporate Governance in its widest sense. The main objective is to create and adhere to a corporate culture of conscience and consciousness, transparency and openness and to develop capabilities to attain the goal of sustainable value creation.

2. BOARD OF DIRECTORS

The Board of Directors of the company have an optimum combination of Executive, Non-executive and Independent Directors who have an in-depth knowledge of business, in addition to the expertise in their areas of specialization. The Board of the company comprises Three Directors that includes one Women Director.

Composition and category of Directors as on 31st March 2017 is as follows:

Sl.No	Category	No. of Directors	Percentage (%)
1	Executive directors	1	33
2	Non-executive & Independent Directors	2	67

(b) Number of board Meetings held during the financial year and the dates of the Board meetings.

11 (Eleven) Board Meetings were held during the period 2016-2017 .The time gap between any two Board Meetings did not exceeded by more than four months. The dates on which the said Board Meetings were held are as follows:

1st Board Meeting : 26.05.2016

2nd Board Meeting : 30.05.2016

3rd Board Meeting : 22.07.2016

4th Board Meeting : 13.08.2016

5th Board Meeting: 01.09.2016

6th Board Meeting: 20.09.2016

7th Board Meeting: 14.11.2016

8th Board Meeting: 23.11.2016

9th Board Meeting: 06.01.2017

10th Board Meeting: 14.02.2017

11th Board Meeting: 09.03.2017



c) Attendance of each Director at the Board Meetings and the last AGM :

Sl.No	Name of the Director	No.of Board Meeting attended	Last AGM attendance (Yes / No)
1.	G.Vinod Reddy	11	Yes
2.	P.Sarath Kumar	11	No
3.	Radhika Kandagatla	10	Yes

(d) Particulars of Directorships of other Companies:

OTHER DIRECTORSHIPS

Name of the Director and Designation	Name of the company	Position
1. G. Vinod Reddy	M V R PROJECTS PRIVATE LIMITED	Director
2. P.Sarath Kumar	SHREYAS MANAGEMENT AND SERVICES PRIVATE LIMITED SMS PHARMACEUTICALS LIMITED	Director Director
3. Radhika Kandagatla	Nil	Nil

3. AUDIT COMMITTEE

i) Terms of reference:

In compliance with Section 177 of the Companies Act, 2013, your Directors has constituted the Audit Committee comprising of majority of the Independent Directors as its members. The Audit Committee reviews the audit reports submitted by the Internal auditors and Statutory Auditors, financial results, effectiveness of internal audit processes and the Company's risk management strategy. It reviews the Company's established systems and the Committee is governed by a Charter which is in the line with the regulatory requirements mandated by the Companies Act,2013 and Regulation 18 of SEBI(LODR),2015

ii) Composition :

The following are the members of the Committee.

1. **Sri. P. Sarath Kumar** – Chairperson
2. **Sri G.Vinod Reddy** – Member
3. **Smt Radhika K** – Member

iii) No. of Meetings held during the year:

During the year the committee had Five meetings i.e, on 30.05.2016, 22.07.2016, 13.08.2016, 14.11.2016, 14.02.2017,



iv) Composition, name of members and attendance during the year:

Name of the Director	Position	No. of Meetings Held	No. of Meetings Attended
Sri.P.Sarath Kumar	Chairperson	5	5
Sri G.Vinod Reddy	Member	5	5
Smt.Radhika Kandagatla	Member	5	5

4. NOMINATION AND REMUNERATION COMMITTEE:

i) Terms of reference:

The Company shall identify the persons, who are qualified to become Directors of the Company/ who may be appointed in Senior Management in accordance with the criteria laid down, recommend to the Board their appointment and removal and also shall carryout evaluation of every director's performance. Committee shall also formulate the criteria for determining qualifications, positive attributes, independent of the Directors and recommend to the Board a policy, relating to the remuneration for the Directors, Key Managerial Personnel and other employees.

ii) Composition:

The Nomination and Remuneration Committee of the Company consists of following:

1. **Sri P.Sarath Kumar**, Chairperson
2. **Sri G. Vinod Reddy**, Member
3. **Smt.Radhika Kandagatla**, Member

iii) No.of Meetings during the year:

The Nomination and Remuneration Committee met once on 09.03.2017

iv) Composition, name of Members and attendance during the year:

Name of the Director	Position	No. of Meetings Held	No. of Meetings Attended
Sri.P.Sarath Kumar	Chairperson	1	1
Sri.G. Vinod Reddy	Member	1	1
Smt. Radhika K	Member	1	1

Performance Evaluation Criteria For Independent Directors:

Pursuant to the Companies Act, 2013 and to the Listing Regulations, the Nomination and Remuneration committee determines the performance evaluation criteria for the Independent Directors of the Company. An indicative list of factors that are considered for evaluation include: attendance, and participation in the meetings, timely input on the minutes of the meeting, adherence to integrity and ethical standards, raising valid concerns to the Board, objective evaluation of Board's performance, making unbiased opinion, understanding the Company and the environment in which it operates.

5. STAKE HOLDERS RELATIONSHIP COMMITTEE:

i) Terms of reference:

The committee focuses primarily on monitoring expeditious redressal of investors/ stakeholders grievances and also function in an efficient manner that all issues/ concerns stakeholders are addressed/resolved promptly.

ii) Composition:

The Committee consists of the following directors as members of committee, majority of them being Independent Directors:

1. **Smt.Radhika Kandagatla**, Chairperson, 2. **Sri G. Vinod Reddy**, Member, 3. **Sri.P.Sarath Kumar**, Member



The Committee met once during the year on 09.03.2017

iii) No. of Meetings held and attended during the year:

Name of the Director	Position	No. of Meetings Held	No. of Meetings Attended
Smt.Radhika Kandagatla	Chairperson	1	1
Sri.G.Vinod Reddy	Member	1	1
Sri. P .Sarath Kumar	Member	1	1

iv) Name and Designation of Compliance Officer:

(a) Mr.Matru Prasad Mishra, Company Secretary is the Compliance Officer of the Company.

(b) Status of Investor Complaints is being handled by our Registrar & Share Transfer agent. M/s XL Softech Systems Ltd in consultation with the Company.

DETAILS OF COMPLAINTS:

Nature of Complaint	Received	Resolved
Non receipt of share certificates	-	-
Non-receipt of duplicate share certificates	-	-
Non-receipt of Annual Report	-	-
De-mat request pending	-	-
Other complaints	1	1
Total	1	1

Note: The Company attends the shareholders/Investor grievances / correspondence generally within a period of 15 days except in cases where constraints by disputes or legal impediments,

6. GENERALBODY MEETINGS

(a) Details of the location and time of the last three Annual General Meetings of the Company are as follows:

Year	Date	Venue	Time	Special resolution
2012-13 (20th AGM)	31.12.2013	Bhaskara auditorium, BM Birla Science Centre, Adarshnagar, Hyderabad-500063	11.00 AM	NO
2013-15 (21st AGM)	30.06.2015	Bhaskara auditorium, BM Birla Science Centre, Adarshnagar, Hyderabad-500063	11.00 AM	YES
2015-16 (22nd AGM)	30.09.2016	Bhaskara auditorium, BM Birla Science Centre, Adarshnagar, Hyderabad-500063	11.00 AM	YES

Details of Special Resolutions passed in the above said Annual General Meeting are given below:

No Special Resolutions were passed at the 20th AGM.

At the 21st AGM

One Special Resolution was for re-appointment of Mr. G. Vinod Reddy as Managing Director of the Company.

Another Special resolution was for sale of Subsidiary Dream Flower Plc., Ethopia.

Another Special resolution was for to borrow money which will exceed the Aggregate of the paid-up capital of the Company and its free reserves.



Another Special resolution was for to create mortgage or create charge on all or any immovable and movable properties of the Company, to secure repayment of rupee term loans or foreign currency loans or any kind of non-fund based limits, all together which will not exceed Rs. 500 crore.

Another Special resolution was for to amend the Articles of the Company and adopt a new Article of Association aligning with the Sections of new Companies Act, 2013.

At the 22nd AGM:

There was only one Special Resolution which was Special resolution for discard/sale of the non-operative subsidiary Neha Agri Services Pte. Ltd, Singapore

7.DISCLOSURES

There were no significant related party transactions, i.e., transactions of the company of material nature, with its promoters, the Directors or the management, their subsidiaries of relatives etc that may have potential conflict with the interest of the company at large. There were no cases of non-compliance by the Company, penalties, strictures imposed on Company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets during the last three years.

8.MEANS OF COMMUNICATION

Quarterly and Half yearly Report/Result	:	Published in English and Regional News papers (Financial Express & Nava Telangana) apart from furnishing to the Stock Exchanges for displaying on their websites for the benefit of the investors at large
Website where quarterly results are displayed	:	The Results are displayed in Company's website: www.nehainternational.com
Management Discussion and Analysis Report	:	Form part of the Director's Report The Company has not made any presentations to any institutional investors/analysts during the Financial Year.

9. SEBI Compliant Redressal System (SCORES):

SEBI has initiated SCORES for processing the investor complaints in a centralized web based redress system and online redressal of all the shareholders complaints. The company is in compliance with the SCORES and redressed the shareholders complaints well within the stipulated time.

10. CODE OF CONDUCT

The Board has laid down a Code of Conduct for all Board members and Senior Management Personnel of the Company CEO declaration to this effect forms part of this annual report.

11. CEO/CFO CERTIFICATION

As required by Regulation 17(8) read with Part B of Schedule II of SEBI(LODR) Regulation, 2015, the CEO/CFO certification is provided in the Annual Report.

12. GENERAL SHAREHOLDER INFORMATION

AGM date, Time and venue: Friday, 29th September, 2017 At 11 A.M. , Bhasaka Auditorium, B.M. Birla Science Centre, Adarsh nagar, Hyderabad – 500 063.

Financial period : 01.04.2016 to 31.03.2017

Book closure Dates: 23.09.2016 to 30.09.2016 (both days inclusive)

ISIN: INE874D01022

Stock Code: **BSE: 519560**

**12. Stock Data :**

Average monthly high and low stock prices of Neha International Limited at the Bombay Stock Exchange Limited (BSE) for the period 01.04.2016 to 31.03.2017

Month & Year	BSE		
	High	Low	Volume
Apr 16	6.75	5.11	2427597
May 16	6.70	5.00	925484
Jun 16	8.02	4.50	4579928
Jul 16	10.80	5.50	23232875
Aug 16	8.80	6.89	7424257
Sep 16	9.09	6.85	10021761
Oct 16	7.74	6.66	9287859
Nov 16	7.87	6.00	4143412
Dec 16	7.07	5.55	1943319
Jan 17	7.25	5.80	4290587
Feb 17	7.40	6.03	3310559
Mar 17	7.10	5.92	3386945

- Source: www.bseindia.com

14. Share Transfer System

The Company attends to the Shareholders / investors grievances / correspondence generally within a period of 15 days except in cases where constraints by disputes or legal impediments.

15. Registrar & Share Transfer Agents

M/s. XL Softech Systems Limited, # 3, Sagar Society, Road No.2,

Banjara Hills, Hyderabad, Tel. Nos. 040 23545913/14. Fax No.040 2355321

16. Shareholding pattern as on 31st March 2017.

Particulars	No. of Shareholders	No. of shares held	Face value of share holding (Rs.in lacs)	% share holding
Promoters	8	4098445	40984450	14.44
Public	7928	24281123	242811230	85.56
Financial Institutions	NIL	NIL	NIL	-
Others		NIL	NIL	-
Total	7936	28379568	283795680	100

17. Distribution of Share Holdings:

NO. of Equity Shares Held	As on 31.03.2016				As on 31.03.2017			
	No of shareholders	% of shareholders	No of shares	% of shareholding	No of shareholders	% of shareholders	No of shares	% of shareholding
Upto 5000	5772	75.69	633037	2.23	5841	73.60	670503	2.36
5000-10000	609	7.99	514914	1.81	704	8.87	609740	2.15
10001-20000	437	5.73	705207	2.48	515	6.49	834009	2.94
20001-30000	190	2.49	495133	1.74	203	2.56	529910	1.87
30001-40000	97	1.27	347902	1.23	104	1.31	374110	1.32
40001-50000	78	1.02	375577	1.32	111	1.40	528864	1.86
50001-100000	173	2.27	1256724	4.43	191	2.41	1425528	5.02
100001 and above	270	3.54	24051074	84.75	267	3.36	23406904	82.48
Total	7626	100	28379568	100	7936	100	28379568	100



18. Dematerialization of Shares & Liquidity:

The Company has arrangements with National Securities Depository Limited(NSDL) and Central Depository India Services India Limited (CDSL) TO ESTABLISH ELECTRONIC CONNECTIVITY of its shares for script-less trading. As on 31st March 2017 total 28154025 (99.20%) number of shares were dematerialized with the following depositories.

National Securities Depository Limited (NSDL) - 15064603 (53.08 %)

Central Depository Services India Limited (CDSL) - 13089422 (46.12 %)

19. Address of Registrars for Dematerialization & Physical Transfer of Shares:

M/s. XL Softech Systems limited,

3, Sagar Society, Road No.2, Banjara Hills, Hyderabad,Tel.No. 23545913/14, Fax No.23553214

20. Address for correspondence

Neha International limited,

Building No.6-3-1090/A/12& 13, 501, Manbhumi Jade Towers

Rajbhavan Road, Somajiguda, Hyderabad - 500082,Tel No: 040-66364543

21. Disclosure of the Compliance with Corporate Governance Requirements Specified in Regulation 17 to 27 of SEBI (LODR), 2015

The Company has complied with all the applicable provisions of the Listing Regulations on Corporate Governance for the Financial Year 2016-17

22. Risk Management:

The company has been addressing various risks impacting the company and the policy of the company on risk management is provided elsewhere in this annual report in Management Discussion and Analysis.

23. Prevention of Insider Trading:

In accordance with the requirements of SEBI (Prohibition of Insider Trading) Regulations, 2015, the company has instituted a code of conduct for prohibition of insider trading **and Code of practices and procedures for fair disclosure of Unpublished Price Sensitive information** in the company.

24. Reconciliation of Share Capital Audit:

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

25. Corporate Identity Number (CIN):

Corporate Identity Number(CIN) of the company, allotted by the Ministry of Corporate Affairs, Government of India is L01122TG1993PLC015987.

26. CEO/CFO Certification:

As specified in Part B of Schedule II of SEBI (LODR) Regulation, 2015, the CEO / CFO Certification is provided in the Annual Report.

27. Other Disclosures

a. The Company has formulated and adopted a policy for determining the material related party transactions and the details of such policy on the Company's website www.nehainternational.com. However None of the business transactions with any of the parties was in conflict with the interests of the Company during the financial year 2016-17

b. During the last three years there were no strict penalties imposed either by SEBI or the stock exchange for non-compliance of any matter related to capital market.

c. The Company has complied with the mandatory requirements of the LISTING Regulations .

d. Management Discussion and Analysis report :

Management Discussion and Analysis Report on the business of the Company forms part of this Annual Report.

e. Shareholders:



In case of Appointment/ re- appointment of Directors the brief resume of the Director(s) retiring by rotation, seeking re-appointment, including their experience in specific functional areas, names of companies in which they hold directorship and membership of the Committees of the Board is appended to the Notice calling the 23rd AGM.

28. Green Initiative in the Corporate Governance:

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

DECLARATION ON CODE OF CONDUCT

This is to confirm that all the Directors and Senior Management Personnel of the Company have affirmed compliance with the Code of Conduct of the Company for the Financial year ended on 31st March 2017 as envisaged under Schedule V (D) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Sd/-

G. Vinod Reddy

Chairman & Managing Director

Place: **Hyderabad**

Date: 04.09.2017

Annexure

Remuneration Details Pursuant to Section 197(12) of the Companies Act, 2013 Read with Rule 5 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014

i) The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the Financial Year:

Name of the Directors	Designation	Ratio of Remuneration
Mr. G. Vinod Reddy	Managing Director	9.37
Mr. P. Sarath Kumar	Independent Director	0.49
Smt. Radhika Kandagatla	Independent Director	0.49

ii) The percentage increase in remuneration of each director, Chief Financial Officer, Company Secretary if any in the financial year.

Note: The Independent Directors of the Company are entitled only for sitting fee as per statutory provisions of the

Name of the Directors/KMP	Designation	% increase in remuneration
Mr. P. Sarath Kumar	Independent Director	NIL
Smt. Radhika Kandagatla	Independent Director	NIL
Mr. G. Vinod Reddy	Managing Director	NIL
Mr. Srinivas Sarika	Chief Financial Year	NIL
Mr. M.P Mishra	Company Secretary	29.62

Companies Act, 2013.

The remuneration of director was as per the remuneration policy of the Company.



CEO / CFO CERTIFICATION

As stipulated under Regulation 17(8) read with Part B of Schedule II of SEBI (LODR) Regulation, 2015, with Stock Exchanges, We hereby certify that:

- (a) We have reviewed financial statements and the cash flow statement for the period ended 31st March, 2017 and that to the best of our knowledge and belief:
- (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year ended 31st March, 2017 which are fraudulent, illegal or violative of the Company's code of conduct

We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies

- (c)
- (d) We have indicated to the Auditors and the Audit Committee
- (i) significant changes, if any, in internal control over financial reporting during the period (01.04.2016 to 31.03.2017);
 - (ii) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - (iii) Instances of significant frauds of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

For Neha International Limited

Sd/-
G Vinod Reddy
Managing Director

Sd/-
G.Kameshwar Rau
Chief Financial Officer

**AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE**

To
The Members of Neha International Limited

We have examined the compliance with conditions of Corporate Governance of M/s. Neha International Limited, for the year ended March 31, 2017, as stipulated in regulation 17 to 27 read with schedule V para C, D & E of SEBI (LODR), 2015.

The compliance with conditions of Corporate Governance is the responsibility of the management. Our examination has been limited to review the procedures and implementation thereof adopted by the Company for ensuring the compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statement of the Company.

In our opinion and to the best of our information and according to the explanations given to us and representations made by the directors and the management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in regulation 34(3) read with Schedule V of SEBI (Listing obligations and Disclosure requirements) Regulations, 2015 of the above mentioned Listing Agreement.

As required by the Guidance note issued by the Institute of Chartered Accountants of India, we have to state that no grievances of investors are pending for a period exceeding one month against the company as per the records maintained by the Company.

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

For **MATHESH & RAMANA**
CHARTERED ACCOUNTANTS

Sd/-
B. V. RAMANA REDDY
M. No. 026967 Partner

Place: Hyderabad, Date: 04.09.2017

INDEPENDENT AUDITOR'S REPORT

To the Members of
NEHA INTERNATIONAL LIMITED

Report on the Financial Statements:

We have audited the accompanying financial statements of **NEHA INTERNATIONAL LIMITED** ("the Company"), which comprise the Balance Sheet as at March 31, 2017, the Statement of Profit and Loss and the Cash Flow Statement for the period then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements:

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial control that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility:

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing audit 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 financial control relevant to the Company's preparation and fair presentation of the financial statements that give true and fair view in order to design audit procedures that are appropriate in the circumstances and for the purpose of expressing an opinion on whether the company has an adequate Internal Financial Control System over Financial Reporting in place and the operating effectiveness of such Controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by 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.

**Emphasis of Matter:**

During the year the company has disposed off the entire shareholding in one of its subsidiaries M/s. Dream Flowers PLC, Ethiopia. The entire shareholding was sold to Hansa Horticulture, Dubai for US\$ 360,000 of which US\$ 240,000 was received till date.

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 the accounting principles generally accepted in India:

- a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2017; and
- b) in the case of the Profit and Loss Account, of the profit for the period ended on that date.
- c) in the case of the cash flow statement, of the Cash Flows, for the period ended on that date.

Report on Other Legal and Regulatory Requirements:

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 and on the basis of such checks of the books and records of the company as we considered appropriate and according to the information and explanation given to us, we give Annexure-A a statement on the matters specified in the paragraphs 3 and 4 of the Order to the extent applicable to the company.
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 so far as appears from our examination of those books;
 - c. the Balance Sheet, and Statement of Profit and Loss dealt with by this Report are in agreement with the books of account;
 - d. in our opinion, the Balance Sheet, and Statement of Profit and Loss comply with the Accounting Standards specified under section 133 of the Companies Act, 2013 read with rule 7 of the Companies (Accounts) Rules, 2014.
 - e. on the basis of written representations received from the directors as on March 31, 2017, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2017, from being appointed as a director in terms of section 164(2) of Act.
 - f. Based on the Internal Financial Control Report given by the Independent Auditors M. M. Reddy & Co, we are of the opinion that the company has adequate internal financial controls system in place and the operating effectiveness of such controls. (enclosed Independent Auditors Report of M. M. REDDY & Co., on Internal Financial Controls as Annexure B)
 - g. With respect to the other matters to be included in auditor's report in accordance with Rule 11 of Companies (Audit and Auditors) Rules 2014, in our opinion and to the best of our information and according to the explanation given to us;
 - i. The Company has disclosed the impact of pending litigation of its financial position in its financial statements.
 - ii. In our opinion and as per the information and explanations provided to us, the company not entered into any long term contracts including derivate contracts, requiring under applicable laws or accounting standards for material foreseeable losses, and
 - iii. There has been no delay in transferring to the Investor Education and Protection Fund by the Company.
 - iv. With reference to Note No. 48, The Company has provided requisite disclosures in its financial statements as well as dealings in Specified Bank Notes during the period from 8th November, 2016 to 30th December, 2016 and these are in accordance with the books of account maintained by the company.

For **MATHESH & RAMANA**
CHARTERED ACCOUNTANTS

Sd/-

B. V. RAMANA REDDY
M. No. 026967 Partner

Place: Hyderabad
Date: 30/05/2017

ANNEXURE-A TO THE INDEPENDENT AUDITOR'S REPORT

Re: NEHA INTERNATIONAL LIMITED

Referred to in Paragraph 1 under section (Report on other Legal and Regulatory Requirements of our Report of even date)

- (i)
 - (a) The company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
 - (b) All the assets have been physically verified by the management during the year and there is a regular program of verification which, in our opinion, is reasonable having regard to the size of the company and the nature of its assets. 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 deeds of immovable properties are held in the name of the Company.
- (ii)
 - (a) The Management has conducted physical verification of inventory (excluding stocks lying with third parties) at reasonable intervals. In respect of inventory lying with third parties, these have substantially been confirmed by them. In our opinion, the frequency of verification is reasonable.



- (b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories 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 generally maintaining proper records of inventory. The discrepancies noticed on verification between physical stock and book records were not material in relation to the operations of the Company and the same have been properly dealt with in the books of account.
- (iii) (a) The company has not granted loans to the parties covered in the register maintained under section 189 of the Companies Act, 2013,
- (b) The company is regular in recovering the principal amounts as stipulated and has been regular in the receiving of interest.
- (c) There were no overdue amounts of loans granted to companies, firms or other parties listed in the register maintained under section 189 of the Companies Act, 2013.
- (iv) According to the information and explanations given to us, in respect of loans, investments, guarantees and security the company has complied with provisions of section 185 and 186 of the Companies Act, 2013.
- (v) According to the information and explanations given to us, the Company has not accepted any deposits in terms of directives issued by Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Companies Act and the rules framed there under except in case of Advance from Customers Rs.5,45,28,486/- which has remained for a period beyond 365 days.
- (vi) In our opinion and according to the information and explanations given to us, the company is maintaining proper cost records, as been prescribed by the Central Government under sub section (1) of section 148 of the Companies Act, 2013 for the activities of the Company.
- (vii) (a) The company is regular in depositing with appropriate authorities the undisputed statutory dues including Income Tax, Sales Tax, Duty of Excise, Value Added Tax (VAT) and other material statutory dues applicable.
- (b) According to the information and explanations given to us, there were no undisputed amounts payable in respect of service tax and sales tax which were in arrears, as at 31st March, 2017 for a period of more than six months from the date they became payable.
- (c) According to the information and explanation given to us, there are no dues of sales tax, income tax and excise duty which have not been deposited on account of any dispute.
- (viii) The Company has not defaulted in repayment of loans or borrowings availed from any financial institution, banks, government or debenture holders during the year.
- (ix) In our opinion and according to the information and explanations given to us, money raised by way of Initial Public offer or Further public offer (including debt instruments) and term loans were applied for the purposes for which those are raised.
- (x) In our opinion and according to the information and explanations given to us, No fraud by the company or any fraud on the Company by its officers or employees has been noticed or reported during the year.
- (xi) According to the information and explanations given 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.
- (xii) In our opinion and according to the information and explanations given to us, the company is not a Nidhi company.
- (xiii) 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.
- (xiv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- (xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him.
- (xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

For **MATHESH & RAMANA**
CHARTERED ACCOUNTANTS
Sd/-

B. V. RAMANA REDDY
M. No. 026967 Partner

Place: Hyderabad
Date: 30.05.2017



Balance Sheet as at 31 March, 2017

(Amt. in Rupees)

	Particulars	Note No.	As at	As at
			31-03-2017	31-03-2016
I	EQUITY AND LIABILITIES			
	Equity			
	(a) Equity Share Capital	11	283,795,680	283,795,680
	(b) Other Equity	12	1,570,102,710	1,546,258,090
			1,853,898,390	1,830,053,770
	LIABILITIES			
1	Non-current liabilities			
	(a) Financial Liabilities			
	(i) Borrowings	13	135,497,279	154,719,274
	(ii) Trade Payables	17	49,871,174	5,497,123
	(iii) Other financial liabilities (other than those specified in item (b), to be specified)		-	-
	(b) Provisions	14	3,230,170	3,255,670
	(c) Deferred tax liabilities (Net)	15	227,799	-
	(d) Other non-current liabilities		-	-
			188,826,422	163,472,067
2	Current liabilities			
	(a) Financial Liabilities			
	(i) Borrowings	16	70,383,930	56,219,098
	(ii) Trade payables	17	634,882,926	573,840,973
	(iii) Other financial liabilities (other than those specified in item (c))		-	-
	(b) Other current liabilities	18	158,850,711	137,417,449
	(c) Provisions	19	28,115,141	34,829,468
	(d) Current Tax Liabilities (Net)		-	-
			892,232,707	802,306,988
	TOTAL		2,934,957,520	2,795,832,825
II	ASSETS			
3	Non-current assets			
	(a) Property, Plant and Equipment	3	74,218,114	74,828,932
	(b) Capital work-in-progress		-	-
	(c) Investment Property		-	-
	(d) Goodwill		-	-
	(e) Other Intangible Assets		-	-
	(f) Intangible Assets under development		-	-
	(g) Biological Assets other than bearer plants		-	-
	(h) Financial Assets			
	(i) Investments	4	1,618,750,389	1,641,645,389
	(ii) Trade receivables	7	19,437,764	4,148,762
	(iii) Loans		-	-
	(iv) Others (to be specified)		-	-
	(i) Deferred tax assets (net)	15	-	309,225
	(j) Other non-current assets	5	833,061	1,585,144
			1,713,239,328	1,722,517,452
4	Current assets			
	(a) Inventories	6	7,602,242	5,508,664
	(b) Financial Assets			
	(i) Investments		-	-
	(ii) Trade receivables	7	989,202,111	795,497,040
	(iii) Cash and cash equivalents	8	64,885,720	49,342,762
	(iv) Bank balances other than (iii) above		-	-
	(v) Loans	9	95,671,092	141,729,613
	(vi) Others (to be specified)		-	-
	(c) Current Tax Assets (Net)		-	-
	(d) Other current assets	10	64,357,028	81,237,294
			1,221,718,192	1,073,315,373
	TOTAL		2,934,957,520	2,795,832,825
As per our Report of even Date			For Neha International Limited	
For Mathesh & Ramana			Sd/-	
Chartered Accountants			G Vinod Reddy	
Firm Regn. No. 002020S			Chairman & Managing Director (DIN:00074308)	
B V Ramana Reddy			Sd/- Sd/-	
Partner, M.No.026967			G Kameshwar Rau Mathru Prasad Mishra	
Place : Hyderabad, Date:30.05.2017			Chief Financial Officer Company Secretary	



NEHA INTERNATIONAL LIMITED
PROFIT AND LOSS FOR THE YEAR ENDED 31st MARCH, 2017 Amount In Rupees

Particulars	Note No.	For the year ended 31.03.2017	For the year ended 31.03.2016
I Revenue from operations	20	2,995,961,626	2,513,778,047
II Other income	21	13,148,259	9,506,187
III Total Income (I+II)		3,009,109,885	2,523,284,234
IV Expenses			
Cost of Materials consumed		-	-
Purchases of Stock In Trade	22	2,915,988,762	2,413,772,085
Changes in inventories of finished goods, work-in-progress and stock-in-trade		-	-
Employee benefits Expense	23	(2,093,578)	15,036,394
Finance Costs	24	7,047,177	7,503,482
Depreciation and Amortisation Expense	25	39,932,105	33,840,527
Other Expenses	3	627,892	581,754
	26	11,007,899	15,279,536
Total expenses		2,972,510,257	2,486,013,778
V Profit/(Loss) before exceptional and extraordinary items and taxes (III-IV)		36,599,628	37,270,456
VI Exceptional items		-	-
VII Profit / (Loss) before tax (V-VI)		36,599,628	37,270,456
VIII Tax expense:			
Current Tax Expenses for the Current Year		12,217,984	14,598,382
Less: MAT Credit (Where Applicable)		-	-
Less: Current Tax Expenses relating to Prior Years		-	-
Prior years' tax adjustment		-	-
Net Current Tax Expenses		12,217,984	14,598,382
Deferred Tax		537,024	170,464
IX Profit / (Loss) for the period from continuing operations (VII-VIII)		23,844,620	22,842,538
X Profit/(loss) from discontinued operations		-	-
XI Tax expense of discontinued operations		-	-
XII Profit/(loss) from Discontinued operations (after tax) (X-XI)		-	-
XIII Profit/(loss) for the period (IX+XII)		23,844,620	22,842,538
XIV Other Comprehensive Income			
A (i) Items that will not be reclassified to profit or loss		-	-
(ii) Income tax relating to items that will not be reclassified to profit or loss		-	-
B (i) Items that will be reclassified to profit or loss		-	-
(ii) Income tax relating to items that will be reclassified to profit or loss		-	-
XV Total Comprehensive Income for the period (XIII+XIV)(Comprising Profit (Loss) and Other Comprehensive Income for the period)		23,844,620	22,842,538
XVI Earnings per equity share (for continuing operation):			
(1) Basic		0.84	0.80
(2) Diluted		0.84	0.80
XVII Earnings per equity share (for discontinued operation):			
Earnings per share (of ` Rs 10/- each):			
(1) Basic		-	-
(2) Diluted		-	-
XVIII Earnings per equity share(for discontinued & continuing operations)			
(1) Basic		-	-
(2) Diluted		-	-

See accompanying notes forming part of the financial statements
As per our report of even date annexed.

For and on behalf of the Board
G Vinod Reddy
Chairman & Managing Director (DIN:00074308)

For MATHESH & RAMANA
Chartered Accountants
B V Ramana Reddy
Partner, M.No. 026967
Place : Hyderabad, Date :30.05.2017

G Kameshwar Rau Mathru Prasad Mishra
Chief Financial Officer Company Secretary



NOTE NO. 3 - TANGIBLE ASSETS & INTANGIBLE ASSETS
 NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Sl. No.	Particulars	Gross Block			Useful life of Asset (in Years)	Depreciation/Amortization		Total Depreciation	Net Block as on 31.03.2017	Net Block as on 31.03.2016
		01.04.2016	Additions during the year	As on 31.03.2017		Dep. As on 01.04.2016	Dep. For the year 2016-2017			
Tangible Assets:										
1	LAND	72,146,985	-	72,146,985		-	-	-	72,146,985	72,146,985
2	OFFICE EQUIPMENT	2,243,191	17,074	2,260,265	5	2,342,967	2,785	2,245,752	14,513	224
3	COMPUTERS	1,125,915	-	1,125,915	3	1,109,741	13,855	1,123,136	2,779	16,674
4	FURNITURE	2,687,542	-	2,687,542	10	2,053,534	169,212	2,232,716	454,796	524,008
5	VEHICLES	3,957,694	-	3,957,694	8	1,916,651	447,000	2,388,654	1,599,049	2,341,040
6	WEB DESIGNING	225,000	-	225,000	5	224,999	-	224,999	1	1
Total		82,286,327	17,074	82,403,401		7,557,295	627,892	8,185,287	74,218,114	74,828,932
Previous Year Figures		81,069,101	1,317,726	82,386,827		6,975,041	581,754	7,557,395	74,828,932	71,093,460



NOTES FORMING PART OF THE FINANCIAL STATEMENTS		Rs.in lakhs	
4	NON- CURRENT INVESTMENTS Investment in Subsidiaries Equity Shares M/s Globeagro Holdings with 100% of holding M/s Neha Agricorp Pte Ltd with 100% of holding M/s Neha Agriservices Pte Ltd with 100% of holding M/s Dream Flowers PLC with 50% of holding Total Non Current Investments Less: Provision for Diminution in Investments	519,363,704 1,099,386,355 330 - 1,618,750,389 1,618,750,389 -	519,363,704 1,099,386,355 330 22,895,000 1,641,645,389 1,641,645,389 -
Total Non - Current Assets (Net)		1,618,750,389	1,641,645,389
Note No.	PARTICULARS	As at 31.03.2017	As at 31.03.2016
5	OTHER NON - CURRENT ASSETS Deposits Miscellaneous Expenditure (to the extent not written off) Total other non current assets Less : Provision for Bad and Doubtful debts Total non - current assets(net)	833,061 - 833,061 -	1,585,144 - 1,585,144 -
6	INVENTORIES Stock - in - trade (in respect of goods acquired for trading) Total Inventories	7,602,242 7,602,242	5,508,664 5,508,664
7	TRADE RECEIVABLES Outstanding for a period exceeding 365 days from the date they are due for payment Unsecured, Considered Good Other Receivables: Unsecured, Considered Good Total trade receivable Less : Allowance for bad & doubtful debts Total Trade Receivables(net)	19,437,764 19,437,764 989,202,111 989,202,111 1,008,639,875 - 1,008,639,875	4,148,762 4,148,762 795,497,040 795,497,040 799,645,802 - 799,645,802
8	CASH AND BANK BALANCES Cash and cash equivalents : Balances with banks : On Current Accounts Margin Money Cash on hand Total Cash and Cash Equivalents	33,921 64,669,501 182,297 64,885,720	38,700 48,349,402 954,660 49,342,762
9	SHORT TERM LOANS AND ADVANCES Loans and advances to related parties (giving details thereof) Unsecured - Loan & Advances to Subsidiaries Other Loans and Advances (Specify the nature) Advance for Expenses Advance to staff Advance to Suppliers Advance to Capital works Prepaid Expenses TDS Receivable MAT Credit Interest Accrued on Deposits Total short term loans & advances Less : Provision for Doubtfull Debts Total short term loans & advances(net)	- 500,000 4,765,840 59,023,459 28,719,850 60,252 350,578 - 2,251,113 95,671,092 -	37,542,539 500,000 1,884,690 70,413,299 28,719,850 6,479 312,598 - 2,350,158 141,729,613 -
10	OTHER CURRENT ASSETS Other Current Assets Total Other Current Assets	64,357,028 64,357,028	81,237,294 81,237,294



NOTES FORMING PART OF THE FINANCIAL STATEMENTS

11 SHARE CAPITAL					
	Particulars	No. of Shares	As at 31.03.2017	No. of Shares	As at 31.03.2016
	Authorised Equity shares of Rs.10 each with voting rights	40,000,000	400,000,000	40,000,000	400,000,000
	Issued Equity shares of Rs.10 each with voting rights	28,379,568	283,795,680	28,379,568	283,795,680
	Subscribed & Fully Paid Up Equity shares of Rs.10 each with voting rights	28,379,568	283,795,680	28,379,568	283,795,680
a)	A Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting period:				
	Particulars	No. of Shares	As at 31.03.2017	No. of Shares	As at 31.03.2016
	Equity Shares of Rs.10 each, Fully paid up :				
	At the beginning of the reporting period	28,379,568	283,795,680	28,379,568	283,795,680
	Issued during the period - Bonus Issue	-	-	-	-
	Issued during the period- Cash Issue	-	-	-	-
	Issued during the period- ESOP	-	-	-	-
	Forfeited / Bought Back during the year	-	-	-	-
	Outstanding at the end of the reporting period	28,379,568	283,795,680	28,379,568	283,795,680
b)	Details of Shareholder holding more than 5% shares of the company				
	Name of the shareholder	As at 31.03.2017		As at 31.03.2016	
		Number of shares	% Share holding	Number of shares	% Share holding
	Equity Shares of Rs. 10 each Held By				
	MVR Projects Private Limited	4,000,000	14.09%	4,000,000	14.09%
	B Vikram Kumar Bagmar	1,750,985	6.17%	1,750,985	6.17%
12	RESERVES AND SURPLUS				
	Particulars	As at 31.03.2017	As at 31.03.2016		
	RESERVES AND SURPLUS				
	a) Capital reserve				
	As at the commencement of the year	43,170,000	43,170,000		
	Add: Additions during the year	-	-		
	Less: Utilised during the year	-	-		
		43,170,000	43,170,000		
	b) Securities Premium Reserve				
	As at the commencement of the year	1,425,867,858	1,425,867,858		
	Add: Shares premium on shares allotment	-	-		
	Less: Utilised for Capital raising expenses during the year	-	-		
		1,425,867,858	1,425,867,858		
	C) General Reserve				
	c) Surplus :				
	i) Opening Balance - Profit and Loss Account	77,220,232	54,377,694		
	Add: Transfer from Profit & Loss Account	23,844,620	22,842,538		
	Less: Adjustment of Mat Credit	-	-		
	Less: Adjustment on account of change in depreciation as per the provisions of Companies Act 2013	-	-		
		101,064,852	77,220,232		
	Total Reserves and Surplus	1,570,102,710	1,546,258,090		



NOTES FORMING PART OF THE FINANCIAL STATEMENTS			Amt.
In Rupees			
Note No.	PARTICULARS	As at 31.03.2017	As at 31.03.2016
13	LONG TERM BORROWINGS Vehicle Loans: From banks: Secured Corporate Loan From Banks: Secured Secured (Corporate Loan from State Bank of Mauritius is secured by the collateral property and personal guarantee of the Promoter Director) From other parties Unsecured Inter-Corporate Deposits Unsecured	653,949 67,628,975 67,214,355	875,944 19,000,000 67,628,975 67,214,355
TOTAL LONG TERM BORROWINGS		135,497,279	154,719,274
14	LONG TERM PROVISIONS Provisions for employee benefits Provision for Gratuity	 3,230,170	 3,255,670
Total Long Term Provisions		3,230,170	3,255,670
15	DEFERRED TAX LIABILITY(NET) Opening Deferred tax Asset Add: Deferred Tax Income for the year	 (309,225) 537,024	 138,761 170,464
16	Deferred Tax Liability SHORT TERM BORROWINGS. Loans repayable on demand: From banks Secured (Cash credit from M/s Union Bank of India and Bank Of Maharashtra is secured by the collateral property and personal guarantee of the Promoter Directors) Loans and advances from Related parties Unsecured-Director	 60,062,354 10,321,576	 49,839,676 6,379,422
Total short term borrowings		70,383,930	56,219,098
17	TRADE PAYABLES Trade Payables more than 365 days Trade Payables less than 365 days	 49,871,174 634,882,926	 5,497,123 573,840,973
Total Trade Payables		684,754,100	579,338,096
18	OTHER CURRENT LIABILITES Current maturities of long term debt Other Payables Advance from customers	 19,221,995 90,830,230 48,798,486	 19,200,973 118,216,476 -
Total other current liabilities		158,850,711	137,417,449
19	SHORT TERM PROVISIONS Provision for Income Tax Add :Interest on income tax less: MAT Credit Entitled less:TDS less:Tax Paid Net Income tax Payable Outstanding Payables	 12,217,984 861,368 - - - 13,079,352 15,035,789	 13,145,774 1,452,608 - - - 14,598,382 20,231,086
Total short term provisions		28,115,141	34,829,468



NOTES FORMING PART OF THE FINANCIAL STATEMENTS		Amt. In Rupees	
Note No.	PARTICULARS	For the year ended 31.03.2017	For the period ended 31.03.2016
20	REVENUE FROM OPERATIONS		
	Sales Other than Exports	2,742,280,696	1,826,259,057
	Export Sales	253,680,930	687,518,990
	Total Revenue from Operations	2,995,961,626	2,513,778,047
21	OTHER INCOME		
	Interest income (Other than a finance company)	263,000	3,516,469
	Other Income	12,885,259	5,989,718
	Total Other Income	13,148,259	9,506,187
22	PURCHASES - TRADING		
	Purchases Other than Import	2,915,988,762	2,375,189,997
	Purchases - Import	-	38,582,088
	Total Trade Purchases	2,915,988,762	2,413,772,085
23	CHANGE IN INVENTORIES & WIP.		
	Stock in trade at the beginning of the year	5,508,664	20,545,058
	Less : Stock in trade at the end of the year	7,602,242	5,508,664
		(2,093,578)	15,036,394
	(Increase) / Decrease in Inventories	(2,093,578)	15,036,394
24	EMPLOYEE BENEFIT EXPENSES		
	Salaries & Wages	5,095,000	4,677,513
	Staff Welfare Expenses	52,177	31,261
	MD's Remuneration	1,800,000	1,800,000
	Gratuity	100,000	994,708
	Total Employee Benefit Expenses	7,047,177	7,503,482
25	FINANCE COST		
	Bank Charges	12,410,586	14,971,843
	Interest on Income Tax(FY 2015-16)	312,589	-
	Interest on Income Tax	861,368	-
	Interest on Hire Purchase	98,547	51,677
	Interest on late filing of TDS	45,525	-
	Interest - Others	26,203,490	18,817,007
	Total Finance Cost	39,932,105	33,840,527
26	OTHER EXPENSES		
	Insurance	86,098	120,972
	Listing Fee and Annual Registration Fee	812,023	573,086
	Share Transfer Expenses	71,656	80,637
	Repairs and Maintenance	16,984	16,425
	Office Maintenance	179,487	127,131
	Rent	1,501,350	1,422,024
	Rates & Taxes (excluding Income Tax)	-	-
	Advertisement Expenses	72,000	88,385
	Payment to Auditors:		
	As Auditor	402,750	399,680
	Audit Expenses	50,000	50,000
	Miscellaneous Expenditure	164,238	1,775,681
	Telephone, Postage and Others	32,834	109,242
	Conveyance	3,078,676	1,787,046
	Printing & Stationery Expenses	65,193	75,545
	Professional Consultancy fee	857,439	442,880
	Director Sitting Fee	190,000	45,600
	Exchange fluctuation Loss	3,289,389	4,547,968
	Selling Expenses		
	Carriage Outwards - Local	137,782	3,617,234
	Total Other expenses	11,007,899	15,279,536



CASH FLOW STATEMENT FOR THE PERIOD ENDED 31ST MARCH 2017

PARTICULARS	Period ended 31.03.2017 (Rs. in lacs)	Year ended 31.03.2016 (Rs. in lacs)
Cash Flow from Operating Activities:		
Net Profit before Exceptional Item	366.00	372.57
Adjustment for:		
Interest Expenses	399.32	338.41
Depreciation	6.28	5.82
Miscellaneous Expenditure Written off		
Provision for MAT (Net) & Depreciation adj.	-127.55	-144.23
Operating Profit before working Capital Changes	644.05	572.56
Adjustment for:		
Debtors and other receivables	(1,910.52)	(246.57)
Increase/Decrease in Loans & Advance	460.59	307.50
Increase /Decrease in Inventories	(20.94)	150.36
Increase/Decrease in Creditors and other payables	1,203.37	101.75
Net Cash from operating Activities(A)	376.54	885.61
Cash Flow from Investing Activities:		
Purchase of Fixed Assets (Net)	(0.17)	(13.17)
Additions/ Written off of in Intangible asset (Net)		
Investments in subsidiary	228.95	(4.84)
Expenditure for Enhancement of Authorised share capital		
Net Cash used in investing activities:(B)	228.78	(18.02)
Cash Flow from Financing Activities:		
Increase in long term borrowings	(192.22)	(250.90)
Proceeds from secured loan	141.65	2.48
Proceeds from unsecured loan	-	(158.78)
Issue of Equity Shares/Share application money		
Interest paid	(399.32)	(338.41)
Net Cash used in Financing Activities	(449.89)	(745.61)
Net Decrease/Increase in Cash and cash Equivalents:	155.43	121.98
Cash and Cash equivalent at the beginning of the year	493.43	371.45
Cash and Cash equivalent at the end of the year	648.86	493.43
See accompanying notes forming part of the financial statements		
As per our Report of even Date For Mathesh & Ramana Chartered Accountants Firm Regn. No. 002020S Sd/- B. V. Ramana Reddy M.No. 026967 Partner Place : Hyderabad Date : 30/05/2017	For and on behalf of Neha International Limited Sd/- G Vinod Reddy Chairman & Managing Director (DIN:00074308) Sd/- G Kameshwar Rau Chief Financial Officer	
	Sd/- Matru Prasad Mishra Company Secretary	


NOTES FORMING PART OF FINANCIAL STATEMENTS:
NOTE No. 1: CORPORATE INFORMATION:

Neha International Limited ("The Company") was incorporated on 12th July, 1993 and the CIN being **L01122TG1993PLC015987**. The company is engaged in the business of Floriculture, Agri-Farming and Agri goods trading.

NOTE No. 2: SIGNIFICANT ACCOUNTING POLICIES:

- a) **Basis of Preparation of Financial Statements:**
The financial statements are prepared on going concern assumption and under the historic cost convention, except for certain fixed assets which are revalued in accordance with Generally Accepted Accounting Principles in India and the provisions of the Companies Act, 2013.
- b) **Property, Plant and Equipments:**
Fixed assets are stated at cost less depreciation. All costs (excluding CENVAT, VAT and Subsidy), including financing costs till commencement of commercial production and adjustments arising from exchange rate variations relating to borrowings attributable to the fixed assets are capitalized.
- c) **Depreciation:**
Depreciation on Fixed assets for the period has been charged on straight-line method in the manner prescribed in Schedule II of the Companies Act, 2013.
- d) **Inventories:**
Inventories have been taken as valued and certified by the Management. The basis of valuation is as under:
Raw materials, Stores & Spares - at cost or net realizable value whichever is lower.
Finished goods – at cost or net realizable value on FIFO basis whichever is lower.
- e) **Retirement benefits:**
(i) Company's contribution to provident fund if any is charged to Profit & Loss Account.
(ii) Provision has been made in accounts for the future payment of gratuity to the employees of the Company. But the Company has not complied with the actuarial valuation requirements of Gratuity as per the Accounting Standard.
- f) **Revenue recognition:**
The company follows mercantile system of accounting and recognizes significant items of income and expenditure as and when they are incurred and accrued.
- g) **Investments:**
Current Investments are valued at cost or market price whichever is lower and in the absence of market quotation, cost price is adopted. Long Term Investments are valued at cost.
- h) **R&D Expenditure:**
Capital expenditure is included in the fixed assets and depreciation as per Company's policy.
Revenue expenditure is charged to profit & loss account of the year in which they are incurred is included in the respective heads of expenditure.
- i) **Borrowing Costs:**
Borrowings costs that are directly attributable to the acquisition of qualifying assets are capitalized as part of cost of such asset. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. All other borrowing costs are charged to revenue.
- j) **Cash Flow Statement:**
The Cash Flow Statement has been compiled from and is based on the Balance Sheet as at 31st March, 2017 and the related Profit and Loss Account for the year ended on that date. The Cash Flow Statement has been prepared under the indirect method as set out in the Accounting Standard - 3 on Cash Flow statement issued by ICAI.
- k) **Accounting for Taxes on Income:**
Current Tax: Provision for Current Income Tax is made on the basis of the taxable income for the year as determined in accordance with the provisions of Income Tax Act, 1961.
Deferred Tax: Deferred income tax is recognized, on timing differences, being the difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. The tax effect is calculated on the accumulated timing differences at the year end based on tax rates and laws. Enacted or substantially enacted as of the Balance Sheet date.
- l) **Employee Stock Option Scheme:**
The company accounts for equity settled stock options as per the accounting treatment prescribed by Securities and Exchange Board of India (share based employee benefits) Regulations, 2014 and the Guidance Note on Employee Share-based Payments issued by the Institute of Chartered Accountants of India.
- m) **Impairment of Assets:**
The management assesses using external and internal sources whether there is any indication that an asset may be impaired. Impairment of an asset occurs where the carrying value exceeds the present value of cash flow expected to arise from the continuing use of the asset and its eventual disposal. The provision for impairment loss is made when recoverable amount of the asset is lower than the carrying amount.
- n) **Government Grants & Other Claims:**
Revenue grants including subsidy/rebates, refunds, claims etc., are credited to profit & loss account under other income or deducted from the related expenses. Grants related to fixed assets are credited to capital reserves account or adjusted in the cost of such assets as the case may be, as and when the ultimate realisability of such grants etc., are established/realized.



- o) **Provisions and Contingent Liabilities and Contingent Assets:**
Provisions in respect of present obligations arising out of past events are made in the accounts when reliable estimate can be made of the amount of obligations and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognized but if material, are disclosed in the notes to accounts. Contingent assets are not recognized or disclosed in the financial statements.
- p) **Cash and Cash Equivalents:**
Cash and cash equivalents comprise of cash at bank and cash in hand. The Company considers all highly liquid investments with an original maturity of three months or less from date of purchase, to be cash equivalents.
- q) **Leases:**
Lease rentals in respect of assets acquired under operating lease are charged to Statement of Profit and Loss.
- r) **Intangible Assets:**
Intangible assets are stated at acquisition cost, net of accumulated amortisation and accumulated impairment losses, if any. Intangible assets are amortised as per rates mentioned in the Act.
- s) **Segment reporting:**
The accounting policies adopted for segment reporting are in conformity with the accounting policies adopted for the company. Further,
(i) Inter segment revenue has been accounted for based on the transaction price agreed to between segments which is primarily market based.
(ii) Revenue and expenses have been identified to segments on the basis of their relationship to the operating activities of the segment. Revenue and expenses, which relate to the company as a whole and are not allocable to segments on a reasonable basis, have been included under "Un-allocated corporate expenses net of un-allocated income".
- t) **Earnings per share:**
Basic earning per share is calculated by dividing the net profit for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. The number of shares used in computing diluted earnings per share comprises the weighted average number of shares considered for deriving basis earning per share and also the weighted average number of equity shares, which may be issued on the conversion of all dilutive potential shares, unless the results would be anti dilutive.
- u) **Foreign Currency Transactions:**
Transactions in foreign currency are recorded at the exchange rate prevailing on the date of the transaction. Net exchange gain or loss resulting in respect of foreign exchange translations settled during period is recognized in the profit & loss account except for the net exchange gain or loss on account of imported fixed assets, which is adjusted in the carrying amount of the related fixed assets. Foreign currency denominated current assets and current liabilities at the period end are translated at the period end exchange rates and the resulting net gain or loss is recognized in the profit & loss account, except for exchange difference related to fixed assets purchased from foreign countries is adjusted in the carrying amount of related fixed assets.
28. In the view of Management, no event has taken place to trigger the need for testing its assets for impairment. Accordingly, as per the management's assessment, the carrying values of its assets as at the Balance sheet date are not higher than their corresponding recoverable amounts.
29. The financial statements are prepared for the period 01-04-2016 to 31-03-2017. The depreciation provided for the year was Rs. 6,27,892/- as per provisions of Schedule II of Companies Act 2013.
30. Earning per Share (EPS):

Particulars	Period Ended 31.03.2017	Period Ended 31.03.2016
Profit attributed to the Equity Shareholders (Rs) (A)	2,38,44,620	2,28,42,538
Weighted average number of Equity Shares Outstanding during the year (B)	2,83,79,568	2,83,79,568
Face Value of Equity Shares (Rs)	10/-	10/-
Basic Earning per share (Rs.)- (A/B)	0.84	0.80
Diluted Earning per Share (Rs.) (A/B)	0.84	0.80

31. Segment Reporting – AS 17:
Business Segment: Since the company is into merchandising, trading in flowers, Machinery and other Agri Products in addition to growing of flowers, the revenues from each operation is also given below.

Geographical Segment: Geographical Segment of the company are in India, Ethiopia as the company is engaged in business with these countries. Revenue from these segments is as follows.

Segment wise Revenues – Product wise:				(In Rs)
Revenue	Cut Flowers	Export Sales	Local Sales	Total
Current Period	-	253,680,930	274,22,80,696	299,59,61,626
Previous period	-	687,518,990	1,826,259,057	2,513,778,047



Segment wise Revenues – Operation wise:

(In Rs)

Revenue	Farm	Merchandising	Trading Sales	Total
Current Period	-	253,680,930	274,22,80,696	299,59,61,626
Previous period	-	687,518,990	1,826,259,057	2,513,778,047

Geographical Revenues:

(In Rs)

Geographical Segment	REVENUE	
	Current Period	Previous Year
India	274,22,80,696	1,826,259,057
Ethiopia	-	78,993
Hong Kong	-	169,963,919
Dubai	-	74,139,819
Malaysia	253,680,930	443,336,259
Total	299,59,61,626	251,37,78,047

32. Related Party Disclosure: Information regarding Related Party Transactions as per Accounting Standard 18 issued by the ICAI

A. Related Party and their Relationship

1. (I) Subsidiaries (Direct Holding)

M/s Globe agro Holdings, Mauritius
M/s Neha Agricornp PTE Ltd, Singapore
M/s Neha Agriservices PTE Ltd, Singapore

(II) Step Subsidiaries (Indirect Holding)

a. M/s Alliance Flowers PLC, Ethiopia
b. M/s Holettà Roses PLC, Ethiopia
c. M/s Oromia Wonders PLC, Ethiopia.
d. M/s NINT Agri PLC, Ethiopia.
e. M/s Neha Agri Tanzania Ltd, Tanzania
f. M/s Neha Agri Ventures (U) Ltd, Uganda
g. M/s.Neha Agri Zambia Ltd., Zambia
h.M/s.Neha Agri Senegal – SUARL, Senegal
i. M/s.Neha Agriservices FZE, UAE

(III) Key Managerial Persons

a. Mr. Vinod Reddy G
b. Mr. G Kameshwar Rau
c. Mr. Matru Prasad Mishra

(IV) Companies in which directors are interested

a. MVR Projects Pvt. Ltd.

B. Transactions with Related Parties (Amount in Lakhs)

Particulars	Alliance	Dreams	Holetta	Oromia	Neha Agricornp Pte. Ltd.
Purchase of Goods	-	-	-	-	-
Payment against material	-	-	-	-	-
Sale of Goods	-	-	-	-	0.79

Name of the Company or Party	Relationship	Nature of Transaction	Amount Rs. in lacs	Outstanding amounts carried in the Balance Sheet (Rs. in lacs)
Mr. Vinod Reddy G.	Managing Director	Obtained/re paid Unsecured Loan	471.32	103.21

33. In compliance with Accounting Standard – AS 19 “Lease”, the following are the Disclosures:

The Company has entered into an operating lease agreement for its office premises for a period of 24 months renewable at the option of the lesser and lessee. Total lease payments for the period charged to P&L account is Rs.12,93,400/- for a period of 12 months (Previous Year - Rs. 14,22,024/- for 12 months).(only head office included other rents excluded)

34. Contingent Liabilities: The company has taken LC's for an amount of Rs .25,17,47,500/-

35. Details of Inter Corporate Deposits taken by the company is as follows

Sl. No	Name Of The Party	Closing Balance As On 31/03/2017
1	MVR Projects Pvt Ltd	6,76,28,975



36. Details of pending advances given to creditors for purchase of machinery is as follows :

Sl. No	Name Of The Party	Closing Balance 31/03/2017	As On
1	Namokar Consultants Pvt Ltd	1,50,00,000	
2	Praveen Road Lines	1,00,00,000	

37. Managerial Remuneration

Particulars	31.03.2017	31.03.2016
Salaries and Allowances	1,800,000.00	1,800,000.00
Contribution towards Retirement benefits	Nil	Nil
Perquisites	Nil	Nil
Total	1,800,000.00	1,800,000.00

38. Auditors Remuneration:

Particulars	2016-17	2015-16
Audit Fees	Rs.3,00,000.00	Rs.3,00,000.00
Tax Audit	Rs.50,000.00	Rs.50,000.00

Exclusive of service tax & out of pocket expenses.

39. In compliance with Accounting Standard (AS – 22) “Accounting for taxes on Income” issued by the Institute of Chartered Accountants of India, the company Provided for deferred taxes on timing differences in the books.

Deferred Tax Liability on Fixed Assets (Amt. In Rupees)

Opening Balance	(309,225)	(138,761)
During the Year	537,024	(170,464)
Deferred Tax Asset	227799	(309,225)

40. CIF Value of Imports (In Rs.)

Particulars	For the year	Previous period
a) Capital Equipment's	NIL	NIL
b) Purchase of Flowers for trading /others	NIL	385.82 Lakhs
c) Expenditure in Foreign Currency:		
Handling & Freight	NIL	NIL
Foreign Travel	21.95 Lakhs	9.29 Lakhs
Earning in Foreign Currency:		
(FOB Value of Exports)	NIL	NIL
d) Raw Materials	NIL	NIL

41. The Company has made exports of US \$ 68,160 to Era Farm Best Trading STNBHD on 27/12/2012. But the company has realized only US \$ 40,868 as on 31/03/2017. During the year 2016-17 the balance of US \$ 27,292 (Rs. 18,65,040/-) was being shown under Sundry Debtors.
42. In the opinion of the Board the Current assets, Loans and advances are approximately of the value stated if realized in the ordinary course of the business. The provision for depreciation and all known liabilities are adequate and not in excess of the amount considered reasonably necessary.
43. Confirmation of balances has not been received from any of the Creditors, Debtors and for Loans & Advances, which are subject to reconciliation. Provision for doubtful debts, if any, in respect of the above and the consequential adjustment, if any, whether of revenue nature or otherwise, will be dealt accordingly.
44. DISCLOSURE UNDER MICRO, SMALL AND MEDIUM ENTERPRISES DEVELOPMENT ACT, 2006:

As regards to the compliance of provisions relating to the dues to Micro, Small and Medium Enterprises in terms of Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006, the Company has sent letters to the Creditors to confirm whether they are Micro, Small and Medium Enterprises. The Company is yet to receive the confirmations from them. Hence, the Company could not quantify the dues, if any to the Micro, Small and Medium Enterprises.



45. Additional information pursuant to Part II of Schedule III of the Companies Act, 2013. Quantitative and other details: In the current year, the company has not undertaken any manufacturing activity in India. Hence it is not applicable.

Particulars	SBN denomination	Amount	Other notes denominations	Amount	Total Amount
Closing Cash in hand as on 08.11.2016	500 X 600	3,00,000	100 X 1000	1,00,000	400000
	1000 X 204	2,04,000	50 X 900	45000	249000
			20 X 40	800	800
			10 X 7	70	70
			Coins	5	5
			Total		649875
Transactions in between 08.11.2016 to 30.12.2016				1,12,000	
Add : Permitted Receipts(Drawings from bank)				0	112000
				Total	112000
Less : Permitted Payments	500 X	NIL	2000 X 10	20000	20000
	1000 X	NIL	500 X 16	8000	8000
			100 X 7	700	700
			20 X 1	20	20
			10 X 1	10	10
			Coins	2	2
			Total		28732
Less : Amount deposited in bank	500 X 600	3,00,000			300000
	1000 X 204	2,04,000			204000
				Total	504000
Closing Cash in hand as on 30.12.2016			2000 X 35	70000	70000
			500 X 28	14000	14000
			100 X 993	99300	99300
			50 X 900	45000	45000
			20 X 39	780	780
			10 X 6	60	60
			Coins	3	3
				Total	

46. During the year the following provisions are made:

Current Tax - 1,22,17,984/-

47. The figures mentioned in the current period are not comparable with the previous year figures.

48. During the year the company had Specified Bank Notes (SBN's) or other denomination notes as defined in MCA notification, G.S.R. 308(E), dated, March 31, 2017. The details of SBN's held and transacted during the period from November 8, 2016 to December 30, 2016 the denomination-wise SBN's and other notes as per the notification are as follows:

49. Previous year's figures have been regrouped, rearranged and reclassified, wherever necessary to match with the current year's figures.

50. During the quarter ended 30/09/2016 the company has disposed off the entire shareholding in one of its subsidiaries M/s. Dream Flowers PLC, Ethiopia. The entire shareholding was sold to Hansa Horticulture, Dubai for US\$ 360,000 of which US\$ 240,000 was received till date.

51. Figures have been rounded off to the nearest rupee.

As per our report of even date

For **Mathesh & Ramana**

Chartered Accountants, Firm Regn. No. 002020S

G Kameshwar Rau
Chief Financial Officer

Mathru Prasad Mishra
Company Secretary

B V Ramana Reddy, Parnet M.No.026967

G. Vinod Reddy
Chairman & Managing Director

Place: Hyderabad, Date: 30/05/2017



AUDITOR'S CERTIFICATE

We have examined the attached Cash Flow statement of **NEHA INTERNATIONAL LIMITED**, Hyderabad for the period ended 31st March, 2017. The statement has been prepared by the Company in accordance with the requirements of SEBI (LODR) 2015 Regulations and is based on and in agreement with the corresponding Profit and Loss Account and Balance Sheet of the Company covered by report of 30th May, 2017 to the members of the Company.

For **MATHESH & RAMANA**
CHARTERED
ACCOUNTANTS
Sd/-
B. V. RAMANA REDDY
M. No. 026967 Partner

Place: Hyderabad
Date: 30.05.2017

**INDEPENDENT AUDITOR'S REPORT****TO THE MEMBERS OF
NEILA INTERNATIONAL LIMITED****Report on the Consolidated Financial Statements:**

We have audited the accompanying consolidated financial statements of Neha International Limited and its subsidiaries, which comprise the Consolidated Balance Sheet as at March 31, 2017, and the consolidated Statement of Profit and Loss and Consolidated Cash Flow Statement for the period ended March 31, 2017, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Consolidated Financial Statements:

Management is responsible for the preparation of these financial statements in terms of the requirements of the Companies Act 2013 that give a true and fair view of the financial position, financial performance and Cash Flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with provisions of the Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities, selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the Financial Statements by the Directors of the company, as afore said

Auditor's Responsibility:

Our responsibility is to express an opinion on these financial statements based on our audit. While conducting the Audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation and fair presentation of the financial statements that give true and fair view in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on whether the company has an adequate Internal Financial Control System over Financial Reporting in place and the operating effectiveness of such Controls. An Audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the Audit Evidence obtained by us and the Audit Evidence obtained by other Auditors in terms of their reports referred to in Emphasis of Matter paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the financial statements

Emphasis of Matter:

We have not audited the financial statements of foreign subsidiaries, whose financial statements reflect total assets of INR 111.51 Crores as at March 2017, total revenue of INR 150.76 Crores and net cash inflows amounting to INR 169.10 Lakhs for the period ended was considered for the purpose of the financial statements. These financial statements and other financial information have been audited by other auditors whose reports have been furnished to us for the purpose of consolidation and our opinion in so far as it related to the amounts included in respect of the subsidiaries are based solely on the report of other auditors. In respect of audit reports of subsidiaries, the auditors have commented on the following issues:

- (a) *In case of all Subsidiaries there is a comment on Sundry Debtors and Sundry Creditors which include long outstanding balances with no movement for more than a year.*
- (b) *With regards to M/s. Holetta Roses plc., the subsidiary company auditor without qualifying his opinion has drawn attention to the following issue. The statement of profit and loss shows that the company has incurred loss of Birr 13,91,037 (Rs. 41.50 Lacs) for the year under audit and Birr 2,05,33,817 (Rs. 612.62 Lacs) accumulated to date (which is 92% of the paid up capital) whereas the paid up capital stands at Birr 20,143,545 (Rs. 600.97 Lacs). This circumstances raise doubt about the company's ability to continue as a going concern.*



- (c) *With regards to Neha Agriservices PTA LTD. the subsidiary company Auditor has given Qualified Opinion stating that the company has an Investment in Neha Agriservices FZE. Amounting to INR 6.30 lacs as of 31/03/2017. The Company holds 100% interest in Neha Agriservices FZE. The ability of the company to realize the Investment in Neha Agriservices FZE. is highly depended on subsequent collection of the trade receivables and advances to suppliers which has no movement for more than a year totaling to more than 95% of the subsidiary. The subsidiary auditors were unable to carry out the Audit procedures necessary to satisfy themselves as to recoverability of investment in Neha Agriservices FZE. and any adjustment to this amount may have a significant consequential effect on the financial position of the company as at 31st March 2017.*
- (d) *During the year the company has disposed off the entire shareholding in one of its subsidiaries M/s. Dream Flowers PLC, Ethiopia. The entire shareholding was sold to Hansa Horticulture, Dubai for US\$ 360,000 of which US\$ 240,000 was received till date.*

We report that the consolidated financial statements have been prepared by the company's management in accordance with requirements of the Accounting Standard(AS) .21, Consolidated Financial Statements issued by the Institute of Chartered Accountants of India.

Opinion:

In our opinion, except for the effects 'of the matters stated in the above paragraph and to the best of our information and according to the explanations given to us, the consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) In the case of the Consolidated Balance Sheet, of the state of affairs of the Company as at March 31st, 2017;
 (b) In the case of the Consolidated Statement of Profit and Loss Account, of the profit for the period ended on that date; and
 (c) In the case of the Consolidated Cash Flow Statement, of the Cash Flows, for the period ended on that date.

Report on Other Legal and Regulatory Requirements:

1. 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 so far as appears from our examination of those books and the reports of the other Auditors.
- c. The Consolidated Balance Sheet, Consolidated Statement of Profit and Loss and Consolidated Cash Flow Statement dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the consolidated financial statements.
- d. In our opinion, the Consolidated Financial Statements comply with the Accounting Standards specified under section 133 of the Companies Act, 2013 read with rule 7 of the Companies (Accounts) Rules 2014.
- e. On the basis of written representations received from the directors as on March 31st, 2017, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31st, 2017, from being appointed as a director in terms of section 164(2) of Act
- f. With respect to the other matters to be included in auditor's report in accordance with Rule 11 of Companies (Audit and Auditors), Rules 2014, in our opinion and to the best of our information and according to the explanation given to us;
- vi. The Company has disclosed the impact of pending litigation of its financial position in its financial statements.
- vii. In our opinion and as per the information and explanations provided to us, the company not entered into any long term contracts including derivate contracts, requiring under applicable laws or accounting standards for material foreseeable losses, and
- viii. There has been no delay in transferring to the Investor Education and Protection Fund by the Company
- ix. With reference to Note No. 46, The Company has provided requisite disclosures in its financial statements as well as dealings in Specified Bank Notes during the period from 8th November, 2016 to 30th December, 2016 and these are in accordance with the books of accounts maintained by the company

For **MATHESH & RAMANA**
 CHARTERED ACCOUNTANTS

Sd/-
 B.V.RAMANA REDDY
 M.No.026967 Partner

Place: Hyderabad
 Date: 04.09.2017



CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH , 2017				(Amt. in Rupees)	
Note No	Note No	As on 31.03.2017	As on 31.03.2016		
I	EQUITY AND LIABILITIES				
1	Shareholder's Funds				
	Share Capital	2	283,795,680		283,795,680
	Reserves and Surplus	3	2,101,896,765		2,225,993,326
2	Share application money pending allotment		-		-
3	Non-Current Liabilities				
	Long-term borrowings	4	68,282,925		122,603,187
	Long term provisions	5	3,230,170		3,992,829
4	Current Liabilities				
	Short-term borrowings	6	204,741,310		187,582,949
	Trade payables	7	963,042,569		701,701,247
	Other current liabilities	8	329,700,451		336,377,377
	Short-term provisions	9	95,400,677		74,984,802
	Total		4,050,090,547		3,937,031,398
II	Assets				
1	Non-current assets				
	Fixed assets	10			
	Tangible assets		411,297,663		356,552,656
	Intangible assets		350,721,716		380,793,958
	Capital work-in-progress		363,726,604		389,753,144
	Intangible assets under development				
	Non-current investments	11	139,895		152,600
	Deferred tax assets (net)	12	-		309,225
	Long term loans and advances		-		-
	Other non-current assets	13	3,084,174		3,935,302
2	Current assets				
	Current investments		-		-
	Inventories	14	43,222,316		28,141,653
	Trade receivables	15	2,381,131,283		2,255,229,501
	Cash and cash equivalents	16	97,254,292		64,574,018
	Short-term loans and advances	17	303,725,860		371,493,147
	Other current assets	18	95,786,744		86,096,193
	Total		4,050,090,547		3,937,031,398
As per our Report of even Date		For Neha International Limited			
For Mathesh & Ramana		G Vinod Reddy			
Chartered Accountants		Chairman & Managing Director (DIN:00074308)			
Firm Regn. No. 002020S					
B V Ramana Reddy		G Kameshwar Rau		Mathru Prasad Mishra	
Partner		Chief Financial Officer		Company Secretary	
M.No. 026967					
Place : Hyderabad					
Date : 04.09.2017					



CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE PERIOD ENDED 31ST MARCH, 2017

(Amt.In.Rupees)

Particulars	Note No	For the Period ended 31.03.2017 (12 months)	For the Period ended 31.03.2016 (12 months)
INCOME			
Revenue from operations	19	4,503,791,853	6,401,523,849
Other Income	20	12,926,930	6,076,652
TOTAL REVENUE (I)		4,516,718,783	6,407,600,501
EXPENSES			
Cost of materials consumed	21	129,230,681	169,505,680
Purchase of Stock-in-Trade	22	4,174,084,740	5,791,801,470
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	23	(2,093,577)	15,036,393
Employee benefit expense	24	13,861,398	20,130,763
Financial costs	25	52,611,677	63,723,524
Other expenses	26	107,162,717	259,142,286
Depreciation and amortization expense	10	15,033,649	14,785,572
TOTAL EXPENSES (II)		4,489,891,285	6,334,125,688
Profit before exceptional and extraordinary items and tax (I-II)		26,827,498	73,474,813
Exceptional Items		-	-
Profit before extraordinary items and tax		26,827,498	73,474,813
Extraordinary Items		-	-
Profit before tax		26,827,498	73,474,813
Tax expense:			
Current tax		14,670,506	21,586,626
Deferred tax		537,024	(170,464)
MAT Tax Credit		-	-
Profit(Loss) from the period from continuing operations		11,619,968	52,058,651
Profit/(Loss) from discontinuing operations		-	-
Minority Interest		320	(10,416,733)
Profit/(Loss) from Discontinuing operations		-	-
Profit/(Loss) for the period		11,619,648	62,475,384
Earning per equity share:			
Basic		0.41	2.20
Diluted		0.41	2.20
Summary of Significant Accounting Policies			
As per our Report of even Date For Mathesh & Ramana Chartered Accountants Firm Regn. No. 002020S B V Ramana Reddy Partner M.No. 026967 Place : Hyderabad, Date:04.09.2017		For Neha International Limited G Vinod Reddy Chairman & Managing Director (DIN:00074308) G Kameshwar Rau Mathru Prasad Mishra Chief Financial Officer Company Secretary	



Description	Gross Block				Depreciation / amortisation				Net Block		
	As at 01.04.2016	Additions during the period	Deletions during the period	Exchange Fluctuation	As at 31st March 2017	As at 01.04.2016	Change for the period	Deletions for the period	Exchange Fluctuation	As at 31st March 2017	As at 30th June 2016
Tangible Assets											
Land and Development	72,146,985	-	-	-	72,146,985	-	-	-	-	-	72,146,985
Patents & Trademarks	225,000	-	-	-	225,000	225,000	-	-	-	225,000	-
Buildings	23,661,392	97,407,527	-	(8,024,977)	113,040,727	3,661,277	1,964,745	-	(426,975)	5,199,047	20,000,112
Green Houses	130,202,033	-	34,586,972	(7,961,105)	87,663,956	55,245,843	4,439,525	12,637,280	(3,823,638)	43,224,450	74,934,252
Plant Materials	136,566,819	12,133,812	26,850,033	(9,889,485)	111,961,113	119,859,092	3,177,725	23,857,415	(8,190,824)	90,988,578	16,729,663
Furniture & Fixtures	2,687,542	-	-	-	2,687,542	2,063,534	169,212	-	-	2,232,746	624,008
Office Equipment	3,883,520	37,490	130,066	(127,787)	3,673,157	4,406,323	688,081	80,221	(216,022)	4,798,161	895,697
Computers	1,436,878	-	164,764	(12,163)	1,259,951	1,408,909	37,062	164,764	(12,664)	1,288,544	27,971
Vehicles	18,585,407	1,882,797	2,842,220	(1,088,311)	16,527,672	11,398,941	1,715,296	2,520,402	(658,806)	9,935,029	7,186,470
D.G Set	-	-	-	-	-	-	-	-	-	-	-
Plant and Machinery	209,938,037	20,919,962	11,878,859	(17,540,730)	201,438,410	44,275,560	5,930,275	5,199,220	(3,561,320)	41,445,295	164,007,498
Total	599,343,611	132,381,588	76,452,914	(44,654,557)	610,614,514	242,544,478	18,121,922	44,459,302	(16,890,248)	199,316,851	356,552,656
Previous year	587,450,558	8,002,943	-	3,583,889	599,037,389	223,057,825	17,910,347	-	1,516,562	242,484,733	39,035,222
Intangible assets											
Goodwill	380,793,958	-	30,072,242	-	350,721,716	3,716,594	-	-	-	3,716,594	350,721,716
Deferred charges	4,623,016	-	-	-	4,623,016	3,716,594	-	-	-	3,716,594	0
Total	385,416,974	-	-	-	355,344,732	3,716,594	-	-	-	3,716,594	350,721,716
Capital work in progress	389,727,821	6,848,372	-	(32,849,589)	363,726,604	-	-	-	-	363,726,604	389,753,144

Note: The depreciation at one of the step subsidiary M/s NINT Agri PC to the extent of Rs.30,88,274/- had been capitalized since the project has not yet come to operations.



NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS			
(Amount in Rupees)			
Note No.	PARTICULARS	As at 31.03.2017	As at 31.03.2016
3	NON- CURRENT INVESTMENTS Non- Current Assets 1) Investment in Subsidiaries a) Equity Shares	139,895	152,599
	Total Non Current Investments	139,895	152,599
	Less: Provision for Diminution in Investments	-	-
	Total Non - Current Assets (Net)	139,895	152,599
4	Aggregate amount of Unquoted Investments; OTHER NON - CURRENT ASSETS Interest Accrued on Deposits Others (specify the nature) Deposits Miscellaneous Expenditure (to the extent not written off) Total other non current assets Less : Provision for Bad and Doubtful debts	139,895 2,251,113 833,061 - 3,084,174 -	152,599 2,350,158 1,585,144 - 3,935,302 -
	Total non - current assets(net)	3,084,174	3,935,302
5	INVENTORIES Inventories : a) Raw materials Material - Fertilizers, Chemicals and Pesticides Sub Total b) Work - in - progress Sub Total c) Finished goods Sub Total d) Stock - in - trade (in respect of goods acquired for trading) Type - Agri products Sub Total	35,620,074 35,620,074 - - 7,602,242 7,602,242	22,632,988 22,632,988 - - 5,508,665 5,508,665
	Total Inventories	43,222,316	28,141,653
6	TRADE RECEIVABLES Outstanding for a period exceeding six months from the date they are due for payment Secured, Considered Good Unsecured, Considered Good Doubtful Other Receivables: Secured, Considered Good Unsecured, Considered Good Doubtful Total trade receivable Less : Allowance for bad & doubtful debts	- 227,316,346 - 227,316,346 - 2,153,814,937 - 2,153,814,937 2,381,131,283 -	- 277,177,543 - 277,177,543 - 1,978,051,958 - 1,978,051,958 2,255,229,501 -
	Total Trade Receivables(net)	2,381,131,283	2,255,229,501
7	CASH AND BANK BALANCES Cash and cash equivalents : a) Balances with banks : 1) On Current Accounts 2) Margin Money c) Cash on hand	32,096,941 64,669,501 487,850	12,733,964 48,349,402 3,490,652
	Total Cash and Cash Equivalents	97,254,292	64,574,018



NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS					
(Amount in Rupees)					
8	SHORT TERM LOANS AND ADVANCES				
	Other loans And advances (Specify the nature)				
	Advance for Expenses	500,000		66,381,353	
	Advance to staff	4,839,984		1,935,655	
	Advance to Suppliers	92,082,477		260,197,525	
	Advance to Capital works	199,234,069		41,566,700	
	Prepaid Expenses	6,718,752		933,066	
	TDS Receivable	350,578		478,848	
	MAT Credit	-		-	
	Total short term loans & advances(net)	303,725,860		371,493,147	
9	OTHER CURRENT ASSETS				
	Other Current Assets	95,786,744		86,096,193	
	Total Other Current Assets	95,786,744		86,096,193	
10	SHARE CAPITAL				
	Particulars	No. of Shares	As at 31.03.2017	No. of Shares	As at 31.03.2016
	Authorised				
	Equity shares of Rs.10 each with voting rights	40,000,000	400,000,000	40,000,000	400,000,000
	Issued				
	Equity shares of Rs.10 each with voting rights	28,379,568	283,795,680	28,379,568	283,795,680
	Subscribed & Fully Paid Up				
	Equity shares of Rs.10 each with voting rights	28,379,568	283,795,680	28,379,568	283,795,680
a)	A Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting period:				
	Particulars	No. of Shares	As at 31.03.2017	No. of Shares	As at 31.03.2016
	Equity Shares of Rs.10 each, Fully paid up :				
	At the beginning of the reporting period	28,379,568	283,795,680	28,379,568	283,795,680
	Issued during the period - Bonus Issue	-	-	-	-
	Issued during the period- Cash Issue	-	-	-	-
	Issued during the period- ESOP	-	-	-	-
	Forfeited / Bought Back during the year	-	-	-	-
	Outstanding at the end of the reporting period	28,379,568	283,795,680	28,379,568	283,795,680
b)	Details of Shareholder holding more than 5% shares of the company				
	Name of the shareholder	As at 31.03.2017		As at 31.03.2016	
		Number of shares	% Share holding	Number of shares	% Share holding
	Equity Shares of Rs. 10 each Held By				
	The Bank of Newyork Melon	4,620,000	16.28%	4,640,000	16.28%
	MVR Projects Private Limited	4,000,000	13.97%	4,000,000	13.97%



NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

11	RESERVES AND SURPLUS	As at 31.03.2017 In Rs.	As at 31.03.2016 In Rs.
	Particulars		
	RESERVES AND SURPLUS		
	a) Capital reserve		
	As at the commencement of the year	43,170,000	43,170,000
	Add: Additions during the year	-	-
	Less: Utilised during the year	-	-
		43,170,000	43,170,000
	b) Securities Premium Reserve		
	As at the commencement of the year	1,425,867,858	1,425,867,858
	Add: Shares premium on shares allotment	-	-
	Less: Utilised for Capital raising expenses during the year	-	-
		1,425,867,858	1,425,867,858
	e) Foreign Currency exchange reserve	223,351,423	386,243,124
	c) Surpluses :		
	i) Opening Balance - Profit and Loss Account	397,887,837	314,753,601
	Add: Transfer from Profit & Loss Account	11,619,648	55,958,743
	Less: Transfer To General Reserve	-	-
	Less: Dividend	-	-
	Less: Bonus shares	-	-
	Less: Transfer to/from reservs.	-	-
		409,507,485	370,712,344
	Total Reserves and Surplus	2,101,896,766	2,225,993,326
12	LONG TERM BORROWINGS		
	Vehicle Loans:		
	From banks:		
	Secured	653,949	875,944
	(Secured by Hypothecation of Vehicles)		
	Term loans:		
	From banks:		
	Secured	1	54,098,268
	Notes :		
	The term loans have been taken in overseas subsidiaries and step down subsidiaries and the same have been secured by the assets of the respective subsidiary.	1	54,098,268
	From other parties		
	Undecured	67,628,975	67,628,975
	Total long term borrowings	68,282,925	122,603,187
13	LONG TERM PROVISIONS		
	Provisions for employee benefits	-	737,159
	Provision for Gratuity	3,230,170	3,255,670
	Total Long Term Provisions	3,230,170	3,992,829
14	Deferred tax asset (net)		
	Opening balance	309,225	138,761
	Add: Differed tax income for the year	(537,024)	170,464
	Total Deffered Tax Asset (Net)	(227,799)	309,225



NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

(Amt. In.Rupees)

Note No.	PARTICULARS	As at 31.03.2017	As at 31.03.2016
15	SHORT TERM BORROWINGS.		
I	Short term borrowings		
	a) Loans repayable on demand:		
	From banks		
	Secured	127,205,379	113,989,172
	From other parties		
	Unsecured	67,214,355	67,214,355
	c) Loans and advances from Related parties		
	Unsecured	10,321,576	6,379,422
	Notes :		
II	Cash credit from M/s Union Bank of India and Bank of Maharashtra is secured by collateral property of the Promoter	79,284,349	69,040,649
	Termloans at overseas subsidiaries payable in short term are secured by the assets of the respective subsidiaries and step subsidiaries	47,921,030	44,948,523
III	Cash credit from M/s Union Bank of India and Bank of Maharashtra is guaranteed by Promoter Director	79,284,349	69,040,649
	Total short term borrowings	204,741,310	187,582,949
16	TRADE PAYABLES		
	Trade Payables	963,042,569	701,701,247
	Total Trade Payables	963,042,569	701,701,247
17	OTHER CURRENT LIABILITES		
	Current maturities of long term debt	19,221,995	19,200,973
	Other Payables - Investments payable	310,238,548	327,640,713
	- Minority Interest	12,109	(10,464,309)
	Total other current liabilities	329,472,652	336,377,377
18	SHORT TERM PROVISIONS		
	Prvision for expenses		
	Income tax payable	14,670,505	21,586,625
	Others (Specify the nature)		
	Advances from customers	48,798,486	-
	Provision for Expenses	31,931,686	53,398,177
	Total short term provisions	95,400,677	74,984,802
19	REVENUE FROM OPERATIONS		
	Revenue from operations		
	Merchandising Sales (Flowers)	-	8,455,620
	Local Sales (Agricultural Items)	2,794,933,154	2,539,893,754
	Export Sales (Agricultural Items)	1,708,858,699	3,853,174,474
	Total Revenue from Operations	4,503,791,853	6,401,523,849
20	OTHER INCOME		
	Interest income (Other than a finance company)	-	-
	Other Income (Incentives Receivables)	12,926,930	6,076,652
	Total Other Income	12,926,930	6,076,652
21	Cost of Material Consumed		
	Raw Material Consumed	-	-
	Fertilisers, Chemicals & Pesticides	59,721,154	69,258,305
	Wages and Bonus	52,155,941	75,586,847
	Genset Maintenance	4,633,092	5,589,823
	Other Manufacturing Expenses	7,851,310	11,314,895
	Farm Maintenance	4,869,185	7,755,810
	Total Cost Of Contracts	129,230,681	169,505,680



Note No.	PARTICULARS	As at 31.03.2017	As at 31.03.2016
22	PURCHASE OF STOCK IN TRADE		
	Merchandising Purchases (Flowers)	-	-
	Local Purchases (Agricultural Items)	4,174,084,740	5,791,801,470
	Purchases - (Cashew Nuts)	-	-
	Total Trade Purchases	4,174,084,740	5,791,801,470
23	CHANGE IN INVENTORIES & WIP.		
	Stock in trade		
	Stock in trade at the beginning of the year	(5,508,665)	20,545,058
	Less : Stock in trade at the end of the year	(7,602,242)	(5,508,665)
		(2,093,577)	15,036,393
	(Increase)/Decrease in Inventories	(2,093,577)	15,036,393
24	EMPLOYEE BENEFIT EXPENSES		
	Salaries & Wages	12,009,221	18,299,502
	Staff Welfare Expenses	52,177	31,261
	Managerial Remuneration	1,800,000	1,800,000
	Total Employee Benefit Expenses	13,861,398	20,130,763
25	FINANCE COST		
	Bank Charges	13,412,992	15,956,869
	Other Interest	956,482	9,256,378
	Interest on Term Loans / Soft Loans	38,143,657	38,458,600
	Interest on Hire Purchase	98,547	51,677
	Total Finance Cost	52,611,677	63,723,524
26	OTHER EXPENSES		
	Insurance	1,803,499	3,632,195
	Listing Fee and Annual Registration Fee	812,023	573,086
	Share Transfer Expenses	71,656	80,637
	Repairs and Maintenance	16,984	120,847
	Office Maintenance	736,587	2,673,978
	Miscellaneous Expenses	-	-
	Transportation Expenses	561,371	72,995
	Rent	3,407,509	5,910,355
	Rates & Taxes (excluding Income Tax)	-	-
	Advertisement Expenses	72,000	88,385
	Payment to Auditors:		
	As Auditor	2,318,376	1,614,594
	Miscellaneous Expenditure	5,079,432	18,498,970
	Telephone, Postage and Others	1,621,511	1,064,439
	Travelling & conveyance	6,537,949	11,209,405
	Printing & Stationery Expenses	3,965,535	1,351,945
	Professional Consultancy fee	1,406,981	1,243,114
	Director Sitting Fee	190,000	45,600
	Interest on taxes Payable	-	-
	Selling Expenses		
	Handling charges	3,626,102	-
	Packing Material consumed	3,089,695	54,512,335
	Merchandising sales expenses	-	-
	Carriage outwards - Exports	67,653,258	146,558,693
	Carriage outwards - Local	137,782	3,617,234
	Business Promotion	765,076	1,725,512
	Export charges & Market development	-	-
	Exchange fluctuation loss	3,289,389	4,547,968
	Total Other expenses	107,162,717	259,142,286



CONSOLIDATED CASH FLOW STATEMENT FOR THE PERIOD ENDED 31ST MARCH 2017

PARTICULARS	Year ended	Year ended
	31.03.2017	31.03.2016
	(Rs. in lacs)	(Rs. in lacs)
Cash Flow from Operating Activities:		
Net Profit before Exceptional Item	116.20	624.75
Adjustment for:		
Interest Expenses	526.12	637.24
Depreciation	150.34	147.86
Miscellaneous Expenditure Written off	-	-
Provision for MAT (Net)	-	-
Operating Profit before working Capital Changes	792.65	1,409.84
Adjustment for:		
Debtors and other receivables	(1,259.02)	(12,809.30)
Increase/Decrease in Loans & Advance	592.50	9,349.81
Increase /Decrease in Inventories	(150.81)	113.78
Increase/Decrease in Creditors and other payables	2,743.18	2,670.85
A Net Cash from operating Activities(A)	2,718.50	734.98
Cash Flow from Investing Activities:		
Sale of Fixed Assets	-	-
Additions in Fixed Assets & Exchange Fluctuation reserve	(1,794.69)	351.54
Additions/deletions in Intangible asset	300.72	(1.70)
Investments	-	-
B Net Cash used in investing activities:(B)	(1,493.96)	349.84
Cash Flow from Financing Activities:		
Repayment of Long Term Borrowings	(543.20)	(339.01)
Net Proceeds from secured loan	132.16	(104.61)
Proceeds from unsecured loan	39.42	(158.78)
Issue of Equity Shares/Share application money/Reserves	-	-
Miscellaneous expenses	-	-
Interest paid	(526.12)	(637.24)
C Net Cash used in Financing Activities	(897.74)	(1,239.64)
Net Decrease/Increase in Cash and cash Equivalents:(A+B+C)	326.80	(154.81)
Cash and Cash equivalent at the beginning of the year	645.74	800.55
Cash and Cash equivalent at the end of the year	972.54	645.74

As per our Report of even Date

For Neha International Limited

For **Mathesh & Ramana**

Chartered Accountants

Firm Regn. No. 002020S

G Vinod Reddy
Chairman & Managing Director
(DIN:00074308)**B V Ramana Reddy**

Partner

M.No. 026967

Place : Hyderabad

Date : 04.09.2017

G Kameshwar Rau Matru Prasad Mishra

CFO Company Secretary


NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31st MARCH, 2017
1. CORPORATE INFORMATION :

Neha International limited (“The Company”) was incorporated on 12th July 1993. The company is engaged in the business of Floriculture, corporate farming and trading in agricultural commodities.

Neha International Limited has four subsidiaries. M/s Globe Agro Holdings is one of the subsidiaries based in Mauritius. It has substantial stake in Three (3) Floriculture Companies namely Holetta Roses Plc, Alliance Flowers Plc and Oromia Wonders Plc. all located in Ethiopia. These Companies produce some of the best T-hybrid roses and sell them at premium prices across the world including leading auction houses like Vba and Flora Holland in Netherlands. The company has the 100% stake in M/s Neha Agricorp Pte Ltd and M/s Neha Agri services Pte Ltd based in Singapore.

The list of subsidiaries considered in these financial statements with percentage of holding is as follows.

Name of the Subsidiary	Country of Incorporation	Percentage of Holding	Period of Consolidation
M/s. Globeagro Holdings	A subsidiary of Neha International Ltd Incorporated under the laws of Mauritius	100%	1 st April 2016 to 31 st March 2017
M/s.Holetta Roses Plc.	A subsidiary of Globeagro Holdings Incorporated under the laws of Ethiopia	99.99%	1 st April 2016 to 31 st March 2017
M/s.Alliance Flower Plc.	A subsidiary of Globeagro Holdings Incorporated under the laws of Ethiopia	99.99%	1 st April 2016 to 31 st March 2017
M/s. Oromia Wonders Plc.	A subsidiary of Globeagro Holdings Incorporated under the laws of Ethiopia	99.99%	1 st April 2016 to 31 st March 2017
M/s.NINT Agri Plc.	A subsidiary of Neha Agricorp Pte. Ltd. Incorporated under the laws of Ethiopia	99.99%	1 st April 2016 to 31 st March 2017
M/s.Neha Agri Tanzania Ltd.	A subsidiary of Neha Agricorp Pte. Ltd. Incorporated under the laws of Tanzania	99.00%	1 st April 2016 to 31 st March 2017
M/s. Neha Agri Ventures (U) Ltd.	A subsidiary of Neha Agricorp Pte. Ltd. Incorporated under the laws of Uganda	99.00%	1 st April 2016 to 31 st March 2017
M/s. Neha Agri Zambia Ltd.	A subsidiary of Neha Agricorp Pte. Ltd. Incorporated under the laws of Zambia	99.00%	1 st April 2016 to 31 st March 2017
M/s. Neha Agri Senegal, SURAL	A subsidiary of Neha Agricorp Pte. Ltd. Incorporated under the laws of Senegal	100%	1 st April 2016 to 31 st March 2017
M/s. Neha Agriservices Pte. Ltd.	A subsidiary of Neha International Ltd Incorporated under the laws of Singapore	100%	1 st April 2016 to 31 st March 2017
M/s.Neha Agriservices FZE	A subsidiary of Neha Agri Services Pte. Ltd. Incorporated under the laws of UAE	100%	1 st April 2016 to 31 st March 2017



1A. Summary of Significant Accounting Policies:

1A.1 Basis of Preparation:

These Consolidated Financial statements have been prepared to meet the requirements of clause 32 of the listing agreement with stock exchange. The consolidated financial statements of Neha International Limited and its subsidiaries (as listed in Schedule 1 above) collectively referred to as the 'Neha International Group' or the 'Group', have been prepared and presented under the historical book cost convention, on the accrual basis of accounting, in accordance with the provisions of the Companies Act, 2013, to the extent considered necessary for the purpose of these accounts, and in accordance with the accounting principles generally accepted in India ('Indian GAAP') and comply with the mandatory Accounting standards ('AS') issued by the Institute of Chartered Accountants of India ('ICAI'), to the extent applicable. The financial statements are presented in Indian rupees rounded off to the nearest rupee.

The financial statements of the Company and its subsidiary have been combined on a line by line basis by adding together the book values of like items of assets, liabilities, income and expenses. Intra group balances and intra group transactions and resulting unrealized profits are eliminated in full. Unrealized losses resulting from intra group transactions are also eliminated unless cost cannot be recovered.

The Consolidated financial statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances.

All Assets and liabilities have been classified as current and non-current as per the Group's normal operating cycle and other criteria set out in Schedule III to the Companies Act, 2013.

1A.2 Principles of Consolidation:

The consolidated financial statements have been prepared in accordance with Accounting Standard 21 "Consolidated Financial statement" issued by the ICAI. The consolidated financial statements have been prepared on the following basis:

- a) The financial statements of the Parent company and its subsidiaries have been consolidated on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses, after eliminating the intra-group balances/ transactions and resulting unrealized profits in full. Unrealized losses resulting from intra-group transactions have also been eliminated unless cost cannot be recovered, and are presented to the extent possible, in the same manner as the company's independent financial statements.
- b) The excess of cost to the parent company of its investment in the subsidiary over the parent company's portion of equity at the date on which investment in the subsidiary is made, is recognized as Goodwill (on consolidation). When the cost to the parent of its investment in the subsidiary is less than the parent company's portion of equity of the subsidiary at the date on which investment in the subsidiary is made, the difference is treated as Capital Reserve (on consolidation) in the consolidated financial statements.
- c) The financial statements of the subsidiaries used in the consolidation are drawn up to the same reporting date as that of the parent company i.e. period ended 31st March, 2017.
- d) Minority interest in the net assets of consolidated subsidiaries consists of the amount of equity attributable to the minority shareholders at the dates on which investments in the subsidiary companies are made and further movements in their share in the equity, subsequent to the dates of investments.

1A.3 Use of Estimates:

The preparation of the consolidated financial statements requires the management of the Group to make estimates and assumptions that affect the reported balances of assets and liabilities and disclosures relating to the contingent liabilities as at the date of the financial statements and reported amounts of income and expense during the year. Management believes that estimates made in the preparation of consolidated financial statements are prudent and reasonable. Actual results could differ from those estimates. Any revision to accounting estimates is recognized prospectively in current and future periods.

1A.4 Property, Plant & Equipment:

Fixed assets are stated at cost less depreciation. Cost includes freight, duties, taxes and incidental expenses related to acquisition and installation of the fixed assets. The expenses related to, and incurred during implementation period have been capitalized under the appropriate heads.

1A.5 Depreciation:

Depreciation on Fixed assets has been charged on straight-line method at the rates and the manner specified in schedule II to the companies act, 2013. The cost of plant materials including replantation expenses is being written off over a period of five years.

1A.6 Inventories:

Inventories have been taken as valued and certified by the Management. The basis of valuation is as under:

Raw materials, Stores & Spares - at cost or net realizable value whichever is lower.

Finished goods - at cost or net realizable value on FIFO basis whichever is lower.

1A.7 Retirement benefits:

i) Company's contribution to provident fund if any is charged to Profit & Loss Account.

(ii) Provision has been made in accounts for the future payment of gratuity to the employees of the Company. But the Company has not complied with the actuarial valuation requirements of Gratuity as per the Accounting Standard.

1A.8 Revenue Recognition:

The company follows mercantile system of accounting and recognizes significant items of income and expenditure as and when they are incurred and accrued.

1A.9 Investments:

Current Investments are valued at cost or market price whichever is lower and in the absence of market quotation, cost price is adopted. Long Term Investments are valued at cost.

1A.10 R&D Expenditure:

Capital expenditure is included in the fixed assets and depreciation as per Company's policy.

Revenue expenditure is charged to profit & loss account of the year in which they are incurred is included in the respective heads of expenditure.

**1A.11 Borrowing Costs:**

Borrowings costs that are directly attributable to the acquisition of qualifying assets are capitalized as part of cost of such asset. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. All other borrowing costs are charged to revenue.

1A.12 Cash Flow Statement:

The Cash Flow Statement has been compiled from and is based on the Balance Sheet as at 31st March, 2016 and the related Profit and Loss Account for the year ended on that date. The Cash Flow Statement has been prepared under the indirect method as set out in the Accounting Standard - 3 on Cash Flow statement issued by ICAI.

1A.13 Accounting For Taxes On Income:

Current Tax: Provision for Current Income Tax is made on the basis of the taxable income for the year as determined in accordance with the provisions of Income Tax Act, 1961.

Deferred Tax: Deferred income tax is recognized, on timing differences, being the difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. The tax effect is calculated on the accumulated timing differences at the year end based on tax rates and laws. Enacted or substantially enacted as of the Balance Sheet date.

1A.14 Employee Stock Option Scheme:

The company accounts for equity settled stock options as per the accounting treatment prescribed by Securities and Exchange Board of India (share based employee benefits) Regulations, 2014 and the Guidance Note on Employee Share-based Payments issued by the Institute of Chartered Accountants of India.

1A.15 Impairment Of Assets:

The management assesses using external and internal sources whether there is any indication that an asset may be impaired. Impairment of an asset occurs where the carrying value exceeds the present value of cash flow expected to arise from the continuing use of the asset and its eventual disposal. The provision for impairment loss is made when recoverable amount of the asset is lower than the carrying amount.

1A.16 Government Grants & Other Claims:

Revenue grants including subsidy/rebates, refunds, claims etc., are credited to profit & loss account under other income or deducted from the related expenses. Grants related to fixed assets are credited to capital reserves account or adjusted in the cost of such assets as the case may be, as and when the ultimate realisability of such grants etc., are established/realized.

1A.17 Provisions and Contingent Liabilities and Contingent Assets:

Provisions in respect of present obligations arising out of past events are made in the accounts when reliable estimate can be made of the amount of obligations and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognized but if material, are disclosed in the notes to accounts. Contingent assets are not recognized or disclosed in the financial statements.

1A.18 Cash and Cash Equivalents:

Cash and cash equivalents comprise of cash at bank and cash in hand. The Company considers all highly liquid investments with an original maturity of three months or less from date of purchase, to be cash equivalents.

1A.19 Leases:

Lease rentals in respect of assets acquired under operating lease are charged to Statement of Profit and Loss.

1A.20 Intangible Assets:

The expense incurred on the development of overseas markets has been recognized as Intangible Assets and will be amortized over a period of five years. The company is following the practice of writing off Deferred Revenue Expenses over a period of five years and the same accounting treatment is consistently followed for the current year also. Any new deferred revenue expenditure incurred will be written off in the year of such expenditure as per Accounting Standard 28.

1A.21 Segment Reporting:

The accounting policies adopted for segment reporting are in conformity with the accounting policies adopted for the company. Further,

(iii) Inter segment revenue has been accounted for based on the transaction price agreed to between segments which is primarily market based.

(iv) Revenue and expenses have been identified to segments on the basis of their relationship to the operating activities of the segment. Revenue and expenses, which relate to the company as a whole and are not allocable to segments on a reasonable basis, have been included under "Un-allocated corporate expenses net of un-allocated income".

1A.22 Foreign Currency transactions:

Transactions in foreign currency are recorded at the exchange rate prevailing on the date of the transaction. Net exchange gain or loss resulting in respect of foreign exchange transactions settled during the period is recognized in the profit and loss account except for the net exchange gain or loss on account of imported fixed assets, which is adjusted in the carrying amount of the related fixed assets. Foreign currency denominated current assets and current liabilities at period end are translated at the period end exchange rates and the resulting net gain or loss is recognized in the profit and loss account, except for exchange differences related to acquisition of fixed assets purchased from foreign countries is adjusted in the carrying amount of the related fixed assets.

1A.23 Foreign Currency translation:

The consolidated financial statements are reported in Indian rupees. Since the company has the non-integral subsidiaries, assets and liabilities are translated at exchange rates prevailing at the date of the Balance sheet. The items in the Profit and loss account are translated at the average exchange rate during the period. The differences arising out of the transactions are transferred to Exchange translation reserve on consolidation of non-integral subsidiary, under Reserves and Surplus.

1A.24 Earnings per share:

The basic earnings per equity share is computed by dividing the net profit or loss for the period attributable to the equity shareholders by the weighted average number of equity shares outstanding during the reporting period. The number of shares used in computing diluted earnings per share comprises the weighted average number of shares considered for deriving basic earnings per share, and also the weighted average number of equity shares, which may be issued on the conversion of all dilutive potential shares, unless the results would be anti-dilutive.

**Notes to Accounts:**

27. In the view of Management, no event has taken place to trigger the need for testing its assets for impairment. Accordingly, as per the management assessment, the carrying values of its assets as at the Balance sheet date are not higher than their corresponding recoverable amounts.

28. Earnings per Share (EPS):

Particulars	Period Ended 31.03.2017	Period Ended 31.03.2016
Profit attributed to the Equity Shareholders (Rs) (A)	1,16,19,968	6,24,75,384
Weighted average number of Equity Shares Outstanding during the year (B)	2,83,79,568	2,83,79,568
Face Value of Equity Shares (Rs)	10/-	10/-
Basic Earnings per share (Rs.)- (A/B)	0.41	2.20
Diluted Earnings per Share (Rs.) (A/B)	0.41	2.20

29. **SEGMENTAL REPORTING AS-17**

Business Segment: Since the company is into merchandising, trading in flowers, Machinery and other Agri products in addition to growing of flowers, the revenues from each operation is also given below.

Geographical Segment: Geographical Segment of the company are Netherlands, India, Singapore, Ethiopia, Indonesia, Malaysia, Hong Kong and Dubai as the company is engaged in business with these countries.

Revenue from these segments is as follows.

(in Rs.)				
Revenue	Cut Flowers	Machinery	Trading Sales	Total
Current period	248,280,620	---	4,255,511,233	4,503,791,853
Previous Period	528,760,407	78,993	5,872,684,449	6,401,523,849

Segment wise Revenues – Operation wise:

(In Rs)				
Revenue	Local Sales	Export Sales	Trading Sales	Total
Current period	52,652,4159	1,708,856,699	2,742,280,696	4,503,791,853
Previous period	429,677,751	687,518,990	5,284,327,108	6,401,523,849

Geographical Revenues:

(in Rupees)

Geographical Segment	REVENUE	
	Current Period	Previous Period
Netherlands	188,057,022	537,216,026
India	2,742,280,696	1,826,259,057
Singapore	317,324,799	678,300,639
Ethiopia	60,223,498	78,993
Indonesia	---	1,808,298,762
Malaysia	147,254,363	1,307,266,634
Hongkong	1,048,651,475	169,963,919
Dubai	--	74,139,819
Total:	4,503,791,853	6,401,523,849

30. **RELATED PARTY TRANSACTIONS**

A. Details of related parties including the summary of transactions entered into by the Neha International Limited during the period ended 31st March, 2017

Subsidiaries wherein control exists	<ul style="list-style-type: none"> • Globe agro Holdings, Mauritius • Holetta Roses PLC, Ethiopia • Alliance Flowers PLC, Ethiopia • Oromia Wonder PLC, Ethiopia • Neha Agricorp Pte Ltd, Singapore • NINT Agri PLC, Ethiopia • Neh Agri Tanzania Ltd, Tanzania • Neha Agri Ventures (U) Ltd, Uganda • Neha Agri Zambia Ltd, Zambia • Neha Agri Senegal - SUARL • Neha Agriservices Pte Ltd, Singapore • Neha Agriservices FZE, Dubai
-------------------------------------	---



Key Managerial Personnel including Relatives	<ul style="list-style-type: none"> Mr. Vinod Reddy G
Companies in which Directors are Interested	<ul style="list-style-type: none"> MVR Projects Pvt. Ltd.
Non-Executive Directors	<ul style="list-style-type: none"> Mr. Sarath Kumar P Mrs. Radhika K Mr. Mukesh Arora

Transactions with Related Parties during the year 2016-17 (Amount in Lakhs)

Particulars	Alliance	Holetta	Oromia	Neha Agricorp
Purchase of Goods	19.22	-	380.44	-
Payment against material	-	-	-	-
Sale of Goods	122.93	274.37	2.36	-

Name of the Company or Party	Relationship	Nature of Transaction	Amount Rs. in lacs	Outstanding amounts carried in the Balance Sheet (Rs. in lacs)
Mr. Vinod Reddy G.	Managing Director	Obtained/re paid Unsecured Loan	471.32	103.22
MVR Projects Pvt Ltd	Directors are interested in the Company	Inter Corporate Deposit	-	676.29

31. In compliance with Accounting Standard – AS 19 “Lease”, the following are the Disclosures:

The Company has entered into an operating lease agreement for its office premises for a period of 24 months renewable at the option of the lesser and lessee. Total lease payments for the period charged to P&L account is Rs. 12,54,000/- for a period of 12 months (Previous Year - Rs. 14,22,024/-).

32. Contingent Liabilities: The company has taken LC's for an amount of Rs. 25,49,85,000/-

33. Details of Inter Corporate Deposits taken by the company is as follows :

Sl. No	Name Of The Party	Closing Balance As On 31/03/2017
1	MVR Projects Pvt Ltd	67,628,975

34. Details of pending advances given to creditors for purchase of machinery is as follows :

Sl. No	Name Of The Party	Closing Balance As On 31/03/2017
1	Namokar Consultants Pvt Ltd	1,50,00,000
2	Praveen Road Lines	1,00,00,000

35. Managerial Remuneration

Particulars	31.03.2017	31.03.2016
Salaries and Allowances	18,00,000	18,00,000
Contribution towards Retirement benefits	Nil	Nil
Perquisites	Nil	Nil

36.

Auditors Remuneration	2016-17	2015-16
Audit Fees	Rs23,18,376	Rs. 16,14,594

37. The company has incurred an expense of Nil till 31-03-2017 on behalf of M/s NINT Agri PLC, Ethiopia (Subsidiary) which is recoverable from the subsidiary.



38. In compliance with Accounting Standard (AS – 22) “Accounting for taxes on Income” issued by the Institute of Chartered Accountants of India, the company Provided for deferred taxes on timing differences in the books.

Deferred Tax Liability on Fixed Assets	2016-17 (Rs.)	2015-16 (Rs.)
Opening Balance	(3,09,225)	1,38,761
During the year	5,37,024	1,70,464
Deferred Tax Asset	2,27,799	(3,09,225)

39. The Company has made exports of US \$ 68,160 to Era Farm Best Trading STNBHD on 27/12/2012. But the company has realized only US \$ 40,868 as on 31/03/2016. During the year 2015-16 the balance of US \$ 27,292 (Rs. 18,65,040/-) was being shown under Sundry Debtors.
40. In the opinion of the Board the Current assets, Loans and advances are approximately of the value stated if realized in the ordinary course of the business. The provision for depreciation and all known liabilities are adequate and not in excess of the amount considered reasonably necessary.
41. Confirmation of balances has not been received from any of the Creditors, Debtors and for Loans & Advances, which are subject to reconciliation. Provision for doubtful debts, if any, in respect of the above and the consequential adjustment, if any, whether of revenue nature or otherwise, will be dealt accordingly.
42. DISCLOSURE UNDER MICRO, SMALL AND MEDIUM ENTERPRISES DEVELOPMENT ACT, 2006:
As regards to the compliance of provisions relating to the dues to Micro, Small and Medium Enterprises in terms of Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006, the Company has sent letters to the Creditors to confirm whether they are Micro, Small and Medium Enterprises. The Company is yet to receive the confirmations from them. Hence, the Company could not quantify the dues, if any to the Micro, Small and Medium Enterprises.
43. Additional information pursuant to Part II of Schedule III of the Companies Act, 2013. Quantitative and other details: Current year the company has not undertaken any manufacturing activity in India. Hence it is not applicable.
44. During the year the following provisions are made:
Current Tax - Rs. 1,45,70,506/-
45. The figures mentioned in the current period are comparable with the previous year figures.
46. Previous year's figures have been regrouped, rearranged and reclassified, wherever necessary to match with the current year's figures.
47. Figures have been rounded off to the nearest rupee.

**As per our report of even date
For Mathesh & Ramana**

Chartered Accountants
Firm Regn. No. 002020S

G Kameshwar Rau
CFO

Mathru Prasad Mishra
Company Secretary

B V Ramana Reddy
Partner
M.No.026967

G. Vinod Reddy
Chairman & Managing Director

Place: Hyderabad
Date: 04.09.2017



NEHA INTERNATIONAL LIMITED

(CIN: L01122TG1993PLC015987)

Registered Office: "501, Manbhum Jade Towers
Rajbhavan Road, Somajiguda, Hyderabad – 500082
Email:complianceofficer@nehainternational.com
website:www.nehainternational.com

23rd ANNUAL GENERAL MEETING

Voting Through Electronic Means

Pursuant to Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (LODR) Regulations, 2015 the Company is providing e-voting facility to the Members of the Company, the facility to vote at the 23rd Annual General Meeting to be held on Friday, the 29th September, 2017. Members of the Company can transact all the items of the business through electronic voting system, provided by Central Depository Services Limited, as contained in the Notice of the Meeting.

The Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

The Company has appointed Mahavir Jain & Associates, Practicing Company Secretaries, who in the opinion of the Board is a duly qualified person, as a Scrutinizer who will collate the electronic voting process in a fair and transparent manner. The Scrutinizer shall within a period of forty eight hours of conclusion of the shareholders meeting, submit his report after consolidation of e-voting and the votes in the shareholders meeting, cast in favour of or against, if any, to the Chairman of the Company. Results will be uploaded on the Company's website as well as intimated to the Stock Exchanges (BSE)

The Procedure and instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 25.09.2017 and ends on 28.09.2017. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 22.09.2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,



- c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

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

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.



- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF and NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.



E-voting page

Resolution No. as per Notice	Particulars	No.of shares held	Assent	Dissent
	ORDINARY BUSINESS			
1.	Adoption the Audited Balance Sheet of the Company as at 31 st March, 2017 and the Statement of Profit and Loss for the period ended 31 st March, 2017 and the Report of Directors and the Auditors thereon.			
2.	Appointment of Mr. G. Vinod Reddy, who retires by rotation and is eligible for re-appointment.			
3.	Ratify the appointment of Statutory Auditors and fixing their remuneration.			
	SPECIAL BUSINESS			
4.	To regularize and approve the appointment of Mr. Mukesh Arora (DIN: 01677668) as an independent director of the Company.			
5.	To regularize and approve the appointment of Mr. Ravi Chand Kotha (DIN: 07807016) as an independent director of the Company.			
6.	Re-appointment of Mr G. Vinod Reddy (DIN: 00074308) as Managing Director of the Company			



NEHA INTERNATIONAL LIMITED

(CIN: L01122TG1993PLC015987)

Registered Office: "501, Manbhum Jade Towers
Rajbhavan Road, Somajiguda, Hyderabad – 500082
Telangana, Ph.Nos.+91 40 66364543 Fax:+91 40 66363504
Email:complianceofficer@nehainternational.com
website:www.nehainternational.com

ATTENDANCE SLIP FOR ANNUAL GENERAL MEETING

(to be surrendered at the venue of the meeting)

I certify that I am a registered shareholder/proxy/representative for the registered shareholder(s) of Neha International Limited.

I hereby record my presence at the 23rd Annual General Meeting of the shareholders of Neha International Limited on Friday, the 29th Day of September, 2017 at 11.00 A.M. at the venue Bhaskara Auditorium,B.M. Birla Science Centre, Adarshnagar,Hyderabad-500063.

Reg. Folio No.	DP ID No.	Client ID No.
No. of Shares		

Name & Address of Member :
(In Block Capitals)

In Case of Proxy

Name of Proxy
(In Block Capitals)

Signature of Shareholder/Proxy/Representative
(Please Specify)

1. Only Member/Proxy holder can attend the Meeting.
2. Member/Proxy holder should bring his/her copy of the Annual Report for reference at the Meeting.

Note: Please fill this Attendance Slip and hand it over at the entrance. Shareholders who come to attend the meeting are requested to bring the copies of the Annual Report also with them.



NEHA INTERNATIONAL LIMITED

(CIN: L01122TG1993PLC015987)

Registered Office: "501, Manbhum Jade Towers
Rajbhavan Road, Somajiguda, Hyderabad – 500082
Telangana, Ph.Nos.+91 40 66364543 Fax:+91 40 66363504
Email:complianceofficer@nehainternational.com
website:www.nehainternational.com

Form No. MGT-11

Proxy form

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

CIN :	L01122TG1993PLC015987	
Name of the company :	NEHA INTERNATIONAL LIMITED	
Registered office :	501, Manbhum Jade Towers Rajbhavan Road, Somajiguda, Hyderabad – 500082, Telangana	
Name of the member(s) :		
Registered Address :		
Email Id :		
Folio No / Client ID No.	DP ID No.	

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

1.	Name			
	Address			
	E-mail Id	Signature		
	or failing him			
2.	Name			
	Address			
	E-mail Id	Signature		
	or failing him			

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 23rd Annual General Meeting of the company, to be held on Tuesday, the 29th day of September, 2017 at 11.00 A.M. at the venue Bhaskara Auditorium, B.M. Birla Science Centre, Adarshnagar, Hyderabad-500063. and at any adjournment thereof in respect of such resolutions as are indicated below :

1. Adoption the Audited Balance Sheet of the Company as at 31st March, 2017 and the Statement of Profit and Loss for the period ended 31st March, 2017 and the Report of Directors and the Auditors thereon.
2. Appointment of Mr. G. Vinod Reddy, who retires by rotation and is eligible for re-appointment.



3. Ratify the appointment of Statutory Auditors and fixing their remuneration
4. To regularize and approve the appointment of Mr. Mukesh Arora (DIN: 01677668) as an independent director of the Company.
5. To regularize and approve the appointment of Mr. Ravi Chand Koth (DIN: 07807016) as an independent director of the Company.
6. Re-appointment of Mr G. Vinod Reddy (DIN: 00074308) as Managing Director of the Company

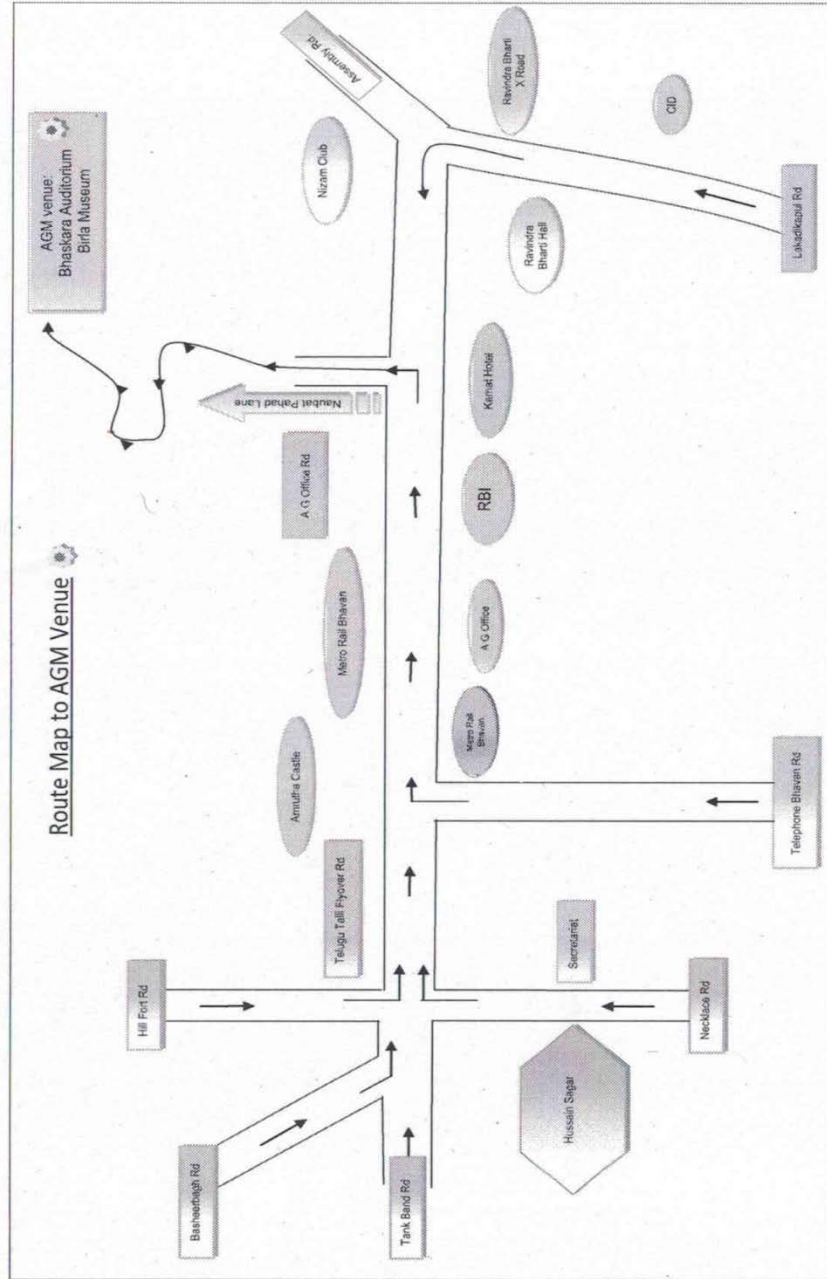
Signed this day of 2017.

Signature of Shareholder : _____

Signature of Proxy holder(s): _____

Affix Revenue Stamp

Note: 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.





PRINTED MATTER

If undelivered, please return to :



neha

Neha International Limited

Regd. Office : No. 6-3-1090/A/12 &13,
501, Manbhumi Jade Towers, Rajbhavan Road,
Somajiguda, Hyderabad - 500 082, Telangana, INDIA
Tel : 040 6636 4544 Fax : 040 6636 3504
www.nehainternational.com